



APPLICATION FILED: December 29, 2005
APPLICATION AMENDED: November 10, 2006
PLANNING COMMISSION: September 11, 2007
BOARD OF SUPERVISORS: October 15, 2007 @ 3:30 PM

County of Fairfax, Virginia

August 29, 2007

STAFF REPORT

APPLICATIONS RZ/FDP 2005-PR-041
(concurrent with SEA 99-P-008)

PROVIDENCE DISTRICT

APPLICANT: Merrifield Mixed Use, LLC

PRESENT ZONING: I-4, I-5, HC

REQUESTED ZONING/ACREAGE: PDC (24.14 acres)
PRM (7.23 acres)
Total 31.37 acres

PARCEL(S): 49-3 ((1)) 80A, 80B, 80C, 81A, 82A and those portions of Hilltop and Eskridge Roads to be vacated and/or abandoned.

FAR: 1.39 Overall (PRM = 1.37 and PDC = 1.94)

OPEN SPACE: 26% Overall (PRM = 23% and PDC = 35%)

PLAN MAP: Mixed Use

RZ PROPOSALS: Request to rezone 7.23 acres from the I-4 District to the Planned Residential Mixed-Use (PRM) District, and 24.14 acres from I-4 and I-5 Districts to the Planned Development Commercial (PDC) District to permit a mixed use development consisting of residential, theater, office, hotel and retail uses.

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Department of Planning and Zoning

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

STAFF RECOMMENDATIONS:

Staff recommends approval of RZ 2005-PR-041 subject to the execution of proffers consistent with those found in Appendix 1 of this report.

Staff recommends approval of FDP 2005-PR-041 subject to the development conditions in Appendix 2 of this report.

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

Staff recommends approval of a modification of the loading space requirements for Multi-Family dwelling units and office space in favor of that depicted on the CDP/FDP.

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

Staff recommends approval of a waiver of the four (4) foot peripheral parking lot landscaping requirement north of Parcel G, West of Parcel C and E, and along the southerly and easterly property lines.

Staff recommends that the Board approve the waiver to locate underground facilities for all residential development, subject to Waiver #0561-WPFM-002-1.

Staff recommends approval of a waiver of the service drive along the Lee Highway frontage.

Staff recommends approval of a modification of the parking geometric standards to allow for 75 degree angled parking spaces within parking structures.

Staff recommends approval of a modification to allow residential as a secondary use consisting up to 76% of the principal use in the PDC District pursuant to Sec. 6-206 of the Fairfax County Zoning Ordinance.

Staff recommends approval of a modification of Par. 3 of Sec. 18-201 of the Fairfax County Zoning Ordinance which would require the provisions of further interparcel access in addition to that indicated on the CDP/FDP.

Staff recommends approval of a modification of Par. 4 of Sec. 17-201 of the Fairfax County Zoning Ordinance for dedication and construction of widening for existing roads, existing roads on new alignments, and proposed roads along Lee Highway as indicated in the Comprehensive Plan or as required by the Director to that shown on the CDP/FDP and as proffered.

Staff recommends approval of a modification of the materials for the proposed trail along Lee Highway shown in the Comprehensive Plan Trails Map to that shown on the CDP/FDP.

Staff recommends that the Board of Supervisors direct the Director of DPWES to approve a modification of the PFM and Par. 12 of Sec 11-102 of the Fairfax County Zoning Ordinance to allow for the projection, by no more than 4% of the stall area, of structural columns into parking stalls in parking structures.

Staff recommends approval of SEA 99-P-008 subject to the development conditions in Appendix 3 of this report.

Staff recommends that the Board direct the Director of DPWES to waive the PFM on-site stormwater detention requirements, in favor of providing stormwater management off-site in the Merrifield Town Center vault.

Staff recommends approval a modification of transitional screening and waiver of the barrier requirements along the southern property line where the proposed parking lot subject to SEA 99-P-008 straddles the boundary line immediately adjacent to the proposed movie theater.

Staff recommends approval waiver of peripheral parking lot landscaping along the common boundary of both the SEA application and the Merrifield Town Center rezoning application.

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

The approval of this rezoning does not interfere with, abrogate or annul any easement, 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 recommendation of staff; it does not reflect the position of the Board of Supervisors.

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





APPLICATION FILED: August 20, 2007
PLANNING COMMISSION: September 11, 2007
BOARD OF SUPERVISORS: October 15, 2007 @ 3:30 PM

County of Fairfax, Virginia

August 29, 2007

STAFF REPORT

**APPLICATION SEA 99-P-008
(concurrent with RZ/FDP 2005-PR-041)**

PROVIDENCE DISTRICT

APPLICANT: Merrifield Mixed Use, LLC

PRESENT ZONING: R-1

PARCEL(S): 49-4 ((1)) 14

SE ACREAGE: 19.43 acres

FAR: 0.178

PLAN MAP: 0.1-0.2 du/ac

SE PROPOSALS: Request to permit off-street parking of motor vehicles for a commercial use in an R-1 District to permit the Merrifield Town Center to construct and share use of up to 64 proposed parking spaces on the adjacent Luther Jackson School.

STAFF RECOMMENDATIONS:

Staff recommends approval of SEA 99-P-008 subject to the development conditions in Appendix 3 of this report.

Staff recommends approval waiver of peripheral parking lot landscaping along the common boundary of both the SEA application and the Merrifield Town Center rezoning application.

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Staff recommends that the Board direct the Director of DPWES to waive the PFM on-site stormwater detention requirements, in favor of providing stormwater management off-site in the Merrifield Town Center vault.

Staff recommends approval a modification of transitional screening and waiver of the barrier requirements along the southern property line where the proposed parking lot subject to SEA 99-P-008 straddles the boundary line immediately adjacent to the proposed movie theater.

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

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

The approval of this rezoning does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application.

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



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

DESCRIPTION OF THE APPLICATIONS

Rezoning (RZ/FDP 2005-PR-041)

The proposal is a joint development proposal by National Amusements Inc. and Edens & Avant (E&A), who have formed a limited liability corporation, Merrifield Mixed Use, LLC (“The Applicant”). The Applicant seeks to rezone 31.37 acres from the I-4 and I-5 Districts to the PDC (24.14 acres) and PRM (7.23 acres) Districts to create a mixed-use development consisting of a minimum of 500 residential units; 120,000 sq/ft theater; a minimum of 370,000 sq/ft of retail space; and optional office and hotel uses, with an overall maximum of 1,639,692 sq/ft equating to an FAR of 1.20 (1.39 including the ADU and Workforce bonus density) in an area located south of Lee Highway; approximately 500 feet west of Gallows Road; north of Luther Jackson Middle School; and east of Eskridge Road.

Gross Floor Area: 1,893,112 sq/ft + cellar space (inclusive of ADU and Workforce bonus density)

Proposed FAR: 1.20 (1.39 With ADU and Workforce bonus density)

Proposed Landscaped Open Space: 26% Overall (PRM = 23% and PDC = 35%)

Requested Waivers & Modifications for RZ/FDP:

- A modification of the private street limitations of Section 11-302 of the Fairfax County Zoning Ordinance.
- A modification of the loading space requirements for Multi-Family dwelling units and office space in favor of that depicted on the CDP/FDP.
- A modification of the transitional screening and a waiver of the barrier requirements to the south, east and internal to the site in favor of the treatments depicted on the CDP/FDP.
- A waiver of the four (4) foot peripheral parking lot landscaping requirement north of Parcel G, West of Parcel C and E, and along the southerly and easterly property lines.
- A waiver of Board of Supervisor’s policy to permit the use of underground SWM facilities in the residential portion of the development (subject to Waiver #0561-WPFM-002-1).
- A waiver of the service drive along the Lee Highway frontage.

- A modification of existing parking geometric standards to allow for 75 degree angled parking spaces within the parking structures.
- A modification to allow residential as a secondary use consisting of up to 76% of the principal use in the PDC District pursuant to Sec 6-206 of the Fairfax County Zoning Ordinance.
- A modification of Par. 3 of Sec. 18-201 of the Fairfax County Zoning Ordinance to provide further interparcel access in addition to that indicated on the CDP/FDP.
- A modification of Par. 4 of Sec. 17-201 of the Fairfax County Zoning Ordinance requirement for dedication and construction of widening for existing roads, existing roads on new alignments, and proposed roads along Lee Highway as indicated in the Comprehensive Plan or as required by the Director, to that shown on the CDP/FDP.
- A modification of the materials for the proposed trail along Lee Highway shown on the Comprehensive Plan Trails Map to that shown on the CDP/FDP.
- Waiver of the PFM onsite stormwater detention requirements for the SEA, in favor of providing stormwater management off-site in the Merrifield Town Center vault.
- A modification of transitional screening and waiver of the barrier requirements along the southern property line of the Merrifield Town Center CDP/FDP, where the proposed parking lot straddles the boundary line immediately adjacent to the proposed Merrifield Town Center movie theater.
- A modification of the PFM and Par. 12 of Sec 11-102 of the Fairfax County Zoning Ordinance to allow for the projection, by no more than 4% of the stall area, of structural columns into parking stalls in parking structures.
- Waiver of peripheral parking lot landscaping along the common boundary of both the SEA application, and the Merrifield Town Center rezoning application.

Special Exception Amendment (SEA 99-P-008)

Request to permit an alternate use of a public facility to permit the Merrifield Town Center to construct and share the use of up to 64 parking spaces on the adjacent Luther Jackson School.

Location (SE):

West side of Gallows Road, on the north side of Gatehouse Road (immediately north of the Gate House Plaza restaurant park, and in the northwest quadrant of the Gallows Road/Route 50 intersection.)

Acreage:

SE - 19.43 acres (the 64 space parking lot consists of approximately 1.0 acre of the SEA site)

Waivers and Modifications:

Staff recommends that the Board direct the Director of DPWES to waive the PFM on-site stormwater detention requirements, in favor of providing stormwater management off-site in the Merrifield Town Center vault.

Staff recommends approval a modification of transitional screening and waiver of the barrier requirements along the southern property line where the proposed parking lot subject to SEA 99-P-008 straddles the boundary line immediately adjacent to the proposed movie theater.

The applicant's draft proffers, development conditions, affidavit and statement of justification for the application are contained in Appendices 1 through 5, respectively.

LOCATION AND CHARACTER

Site Description:

The Merrifield Town Center (MTC) site is within the Merrifield Suburban Center and is generally located on the south side of Lee Highway, approximately 500 feet to the west of Gallows Road; north of Luther Jackson Intermediate School; and just to the east of Eskridge Road. The property totals approximately 31.37 acres and is currently zoned to the I-4 and I-5 Zoning Districts, with a HC Overlay District. The property is currently developed with surface parking, a movie theater, a commercial rental business, and a large open field which lies between the movie theater surface parking lot to the north and the intermediate school to the south.

The Luther Jackson Middle School property that is the subject of the Special Exception Amendment (SEA) application for alternate use of a public facility is located on the west side of Gallows Road and on the north side of Gatehouse Road, immediately north of the Gate House Plaza restaurant park, and in the northeast quadrant of the Gallows Road/Route 50 intersection. The SEA site is a total of 19.43 acres; the area of the proposed 64 space parking lot is approximately 1.0 acre.

Surrounding Area Description

Direction	Use	Zoning	Plan
North	Retail & Office	C-6, I-5	Mixed Use
South	Office & Luther Jackson Intermediate School	I-5, R-1	Office and Public Facilities, Government & Institutional

Direction	Use	Zoning	Plan
East	Fairfax Plaza & UniWest Mixed Use	I-5 & PRM	Retail and Other
West	Office, United States Postal Service & Industrial	I-5	Mixed Use and Public Facilities, Government & Institutional

BACKGROUND

July 30, 1954: Occupancy certificate issued to the Redstone Drive-In Theater Corporation to open a drive-in movie theater on the site.

November 19, 1984: The Board of Supervisors approved RZ 84-P-043 to rezone 10.05 acres from the I-5 District to the I-4 District. The Board concurrently approved SE 84-P-041 on 18.34 acres to establish a movie theater with up to twelve screens within the newly rezoned I-4 District. The Special Exception application area was larger than the Rezoning application area due to the area to be used as parking for the theater (commercial parking is a by-right use in the I-5 District).

April 30, 1990: The Board of Supervisors approved SEA 84-P-041 to permit the expansion of the existing movie theater complex from twelve to fourteen screens. The current theater location reflects these improvements.

July 28, 1999: The Board of Supervisors approved SE 99-P-008 to permit the alternative use of a public facility to permit off-street parking of motor vehicles for a commercial use in an R-1 District on the Luther Jackson Middle School property. (The SE was to permit the shared use of an existing parking lot by the Gate House Plaza development to the south.)

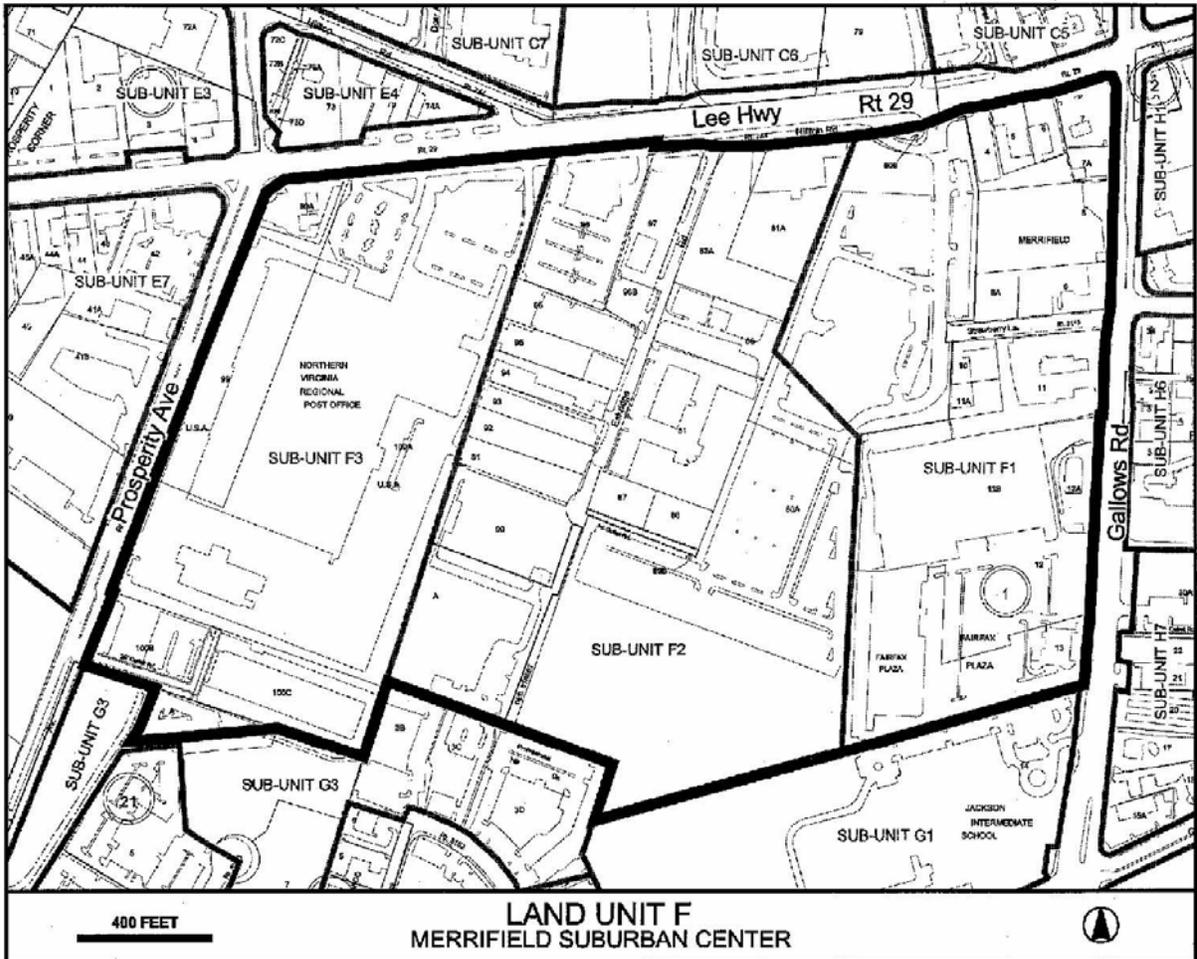
COMPREHENSIVE PLAN PROVISIONS (See Appendix 6)

Plan Area: I
Planning Sector: The Merrifield Suburban Center; Land Unit F
Plan Map: Mixed Use
Plan Text:

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

Land Unit F is comprised of approximately 107 acres and is bounded by Gallows Road on the east, Route 29 on the north, Prosperity Avenue on the west, and Land Unit G on the south. Existing development generally consists of retail uses in the eastern portion primarily along Gallows Road, industrial and office uses in the central portion, and the Merrifield Regional Post Office in the western portion of the Land Unit.

Most of Land Unit F, the portion east of the Merrifield Regional Post Office, is envisioned to redevelop as the “Town Center” for the Merrifield Suburban Center, with a mix of uses including office, retail, hotel, and residential uses. Buildings in the town center are envisioned to have retail and service uses located on the ground levels that are designed with a pedestrian orientation. Primary access points to the Town Center are envisioned to be at Merrilee Drive extension/realignment with Eskridge Road and Route 29, Gallows Road and Strawberry Lane, and Gallows Road and “Main Street/Festival Street”.



The major circulation improvements for this land unit include the extension of Eskridge Road to Williams Drive. Since Williams Drive connects with Route 50, this will complete the link from the Metro station through the “Town Center” to Route 50. Additional circulation improvements include aligning a Merrifield Regional Post Office entrance with the Dorr Avenue Extension to Route 29; the extension of Strawberry Lane west to connect with Eskridge Road; the movie theater access road extension south to connect with Williams Drive and/or Gatehouse Road (connecting with Gatehouse Road would require crossing Luther Jackson Intermediate School property); and an east/west road that connects Prosperity Avenue with Eskridge Road or Williams Drive. Within this area, at least one new road should function as the “Festival Street” as illustrated on Figure 28. The major arterial

improvements include the widening of Route 29 and Gallows Road, and the planned improvements at the intersection of the two roads.

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

Sub-Units F1 and F2 (Town Center Area):

Sub-Unit F1 is the eastern portion of the Land Unit that is oriented to Gallows Road and is planned for community-serving retail up to .35 FAR. Additional freestanding single tenant uses and “drive-through” uses, such as fast-food restaurants and car washes, are discouraged because each may disrupt pedestrian access. Drive-through uses that are low traffic generators, such as financial institutions and drug stores, may be considered provided that the drive-through facility is integrated within a multi-tenant building and is designed in a manner that does not impede pedestrian access. In any new retail center, an office component could be provided, if it does not exceed .10 FAR (or approximately 30% of the development’s gross square feet), with any office component designed as an integral part of the retail center. Furthermore, any new retail center(s) should be designed in a manner that is consistent with the town center concept.

Sub-Unit F2 is the central portion of the Land Unit that is generally between the Post Office property and Sub-Unit F1. Sub-unit F2 is planned for and developed with industrial and office uses up to a .5 FAR, except for the portion of Tax Map 49-3((1))80A that is in Sub-Unit F2.

This portion of Parcel 80A could be developed with office or a new theater complex. Any new development should be designed in a manner consistent with the town center concept.

Any modification, expansion, and/or reuse of the existing buildings should be consistent with guidelines for Existing Uses and Buildings under the Area-Wide Land Use section. Any additional development in Sub-unit F1 and F2 at this base level should have consolidation or a coordinated development plan that provides for circulation improvements and streetscape improvements, as well as addresses urban design and other planning objectives which include implementing the town center concept. Also for any additional development at this base level on property in Sub-Units F1 and F2 abutting Sub-Unit G1, inter-parcel access between these sub-units should be considered and provided if needed to improve access to the school.

Option 2: As an alternative to the office and retail option, mixed-uses with residential use and/or hotel use may be appropriate up to 1.2 FAR, if the redevelopment creates a component of the envisioned “Town Center.” Development proposals should be in conformance with the Area-Wide Recommendations for alternative uses (see the Area-Wide Recommendations, Land Use Guidelines), and development proposals under this option must address the previous option’s guidance, all applicable Area-Wide guidelines, as well as provide for the following:

- The alternative uses appropriate in this sub-unit are limited to residential, institutional, hotel, major entertainment uses, as well as retail and service uses. Only the portions

of retail and service uses that exceed 20% of the total development's square footage are considered alternative uses as described under the Alternative Use Guidelines. Retail and service uses may comprise up to 35% of the development's square feet and may include employee amenities such as health clubs, day care and food services, all of which should be an integral part of the office, hotel and/or residential buildings.

- Major entertainment uses could include a “theater complex” and/or retail entertainment centers. These uses combined with retail and service uses should not exceed 55% of the development's total square footage.
- Institutional, cultural, recreational, and/or governmental uses are encouraged within the Town Center and should be provided consistent with the Area-Wide guidance.
- If residential development is proposed, affordable dwelling units should be provided on-site or as indicated under the Land Use Guidelines in the Area-Wide Land Use Section.
- Any proposed residential development should demonstrate that it is an integral component of the Town Center through design, architecture, materials, access and parking and should create a viable living environment by providing recreation and other amenities for the residents as indicated under the Land Use Section of the Area-Wide Recommendations.

Height Limit: Under the options, maximum building height is 95 feet when development is not integrated with structured parking. In order to encourage structured parking to be located under buildings, a height bonus of up to 20 feet (or a maximum height of 115 feet) is appropriate when at least 2 levels of structured parking are provided under the building, either at or below grade. The building height bonus should be contingent on increasing the amount of open space amenities. See the Building Heights Map, Figure 16, and the Building Height Guidelines under the Area-Wide Urban Design section.

The following illustrative urban design plan shows an approach for creating a “sense of place” for the area south of Route 29 and west of Gallows Road, the new town center for the Merrifield Suburban Center (see Figure 28). The “sense of place” is provided through the creation of a “Festival Street,” which could be anchored at one end by the town green and at the other by a multiple screen theater. The Festival Street has wide sidewalks and pedestrian plazas fronting retail shopping and restaurants on the lower floors of the office buildings. It should be designed to foster both daytime and nighttime activity, reminiscent of the downtowns of earlier times and what has been achieved at other Town Centers such as the Reston Town Center. Residential areas are shown as ringing the southern boundary in this town center illustration. The purpose is to encourage more pedestrian activity by allowing people to live close to the town center's shops, restaurants, theaters, offices, and parks.

The wide variety of land uses shown in this illustration, are integrated through both landscape and architectural transitions. Buildings front and address the street with finished facades that create the feeling of a mixed-use downtown. With attractive facades, low- to mid-rise building heights, and comparable building masses, non-residential uses can face residential uses across the street with no adverse impact. Where parking decks are located along a street, they are designed to incorporate street level retail as a mask to the garage behind, providing an appropriate transition to other uses. In some locations, formally landscaped green spaces provide transitions between non-residential and residential uses.”

ANALYSIS

Conceptual Development Plan/ Final Development Plan

(Copy at front of staff report)

Title of CDP/FDP: Prepared By:

“Merrifield Town Center”
Vika, Inc. (Sheets 1-9, 42-48),
RTKL Associates (Sheets 10-41)

Original and Revision Dates:

December 7, 2005; as revised through
August 22, 2007

CDP/FDP Description

The combined **CDP/FDP** (“the plan”) for the rezoning consists of forty-eight sheets:

Sheets 1 - 4 consist of the cover sheet, which includes a sheet index and vicinity and soil maps; tabulations and notes; Zoning Ordinance requirements, and Waivers and Modifications; existing site layout.

Sheets 5 - 7 illustrate the proposed base site development for Parcels A through I, proposed PRM and PDC Zoning Districts, and the site’s program table.

Sheets 8 – 9 illustrate the proposed alternatives on Parcels A and B with corresponding site tabulations and site program tables.

Sheets 10-15 show the overall conceptual landscape plans for all possible options, courtyard details, landscape specifications, illustrative examples of possible features, open space and park area calculations, and pedestrian circulation plan.

Sheets 16 - 27 show the proposed elevations for Parcels A - I, including all the options for Parcels A and B.

Sheet 28 provides aerial perspectives of the site and typical mixed-use building sections.

Sheets 29 - 33 show the street sections for all roads within the site and Eskridge Road, and the locator maps for each section.

Sheets 34 - 35 show the parking deck layouts for the east and west decks located in Parcels H and I, respectively.

Sheets 36 - 37 show the proposed landscape elements and a list of sample tree selections; retaining wall sections, tree well details, and screening fence examples.

Sheet 38 illustrates the details of the proposed green roof.

Sheet 39 shows the future Lee Highway improvements.

Sheet 40 illustrates the TDM proposed improvements including bike cage locations and routes, shuttle stops and routes, and car/van pool parking locations.

Sheet 41 demonstrates possible future road connections through adjacent properties to show how a street grid pattern could result with future developments by others.

Sheet 42 shows the area of development proposed in Phase 1 of the project. This shows the buildings on Parcels G, H and I, which include the theater being constructed along with the east and west parking deck to serve the structures.

Sheets 43 - 47 show the stormwater management map and computations; routing results; detention vault details and narratives; and the stormwater management outfall details.

Sheet 48 shows the existing vegetation map.

Special Exception Amendment Plat	(Copy at front of staff report)
Title of CDP/FDP:	"Luther Jackson Middle School"
Prepared By:	Vika, Inc.
Original and Revision Dates:	July 31, 2007

SEA Plat Description

The Special Exception Amendment Plat (SEA Plat) for the rezoning consists of seven sheets:

Sheets 1-2 consist of the cover sheet, which includes a sheet index and vicinity and soil maps; tabulations, notes and a list of requested Waivers and Modifications.

Sheet 3 illustrates the existing conditions, and details the 1.0 acre portion of the site which will encompass the proposed 64 space parking lot.

Sheets 4-6 consist of the stormwater routing results, vault details and stormwater narratives.

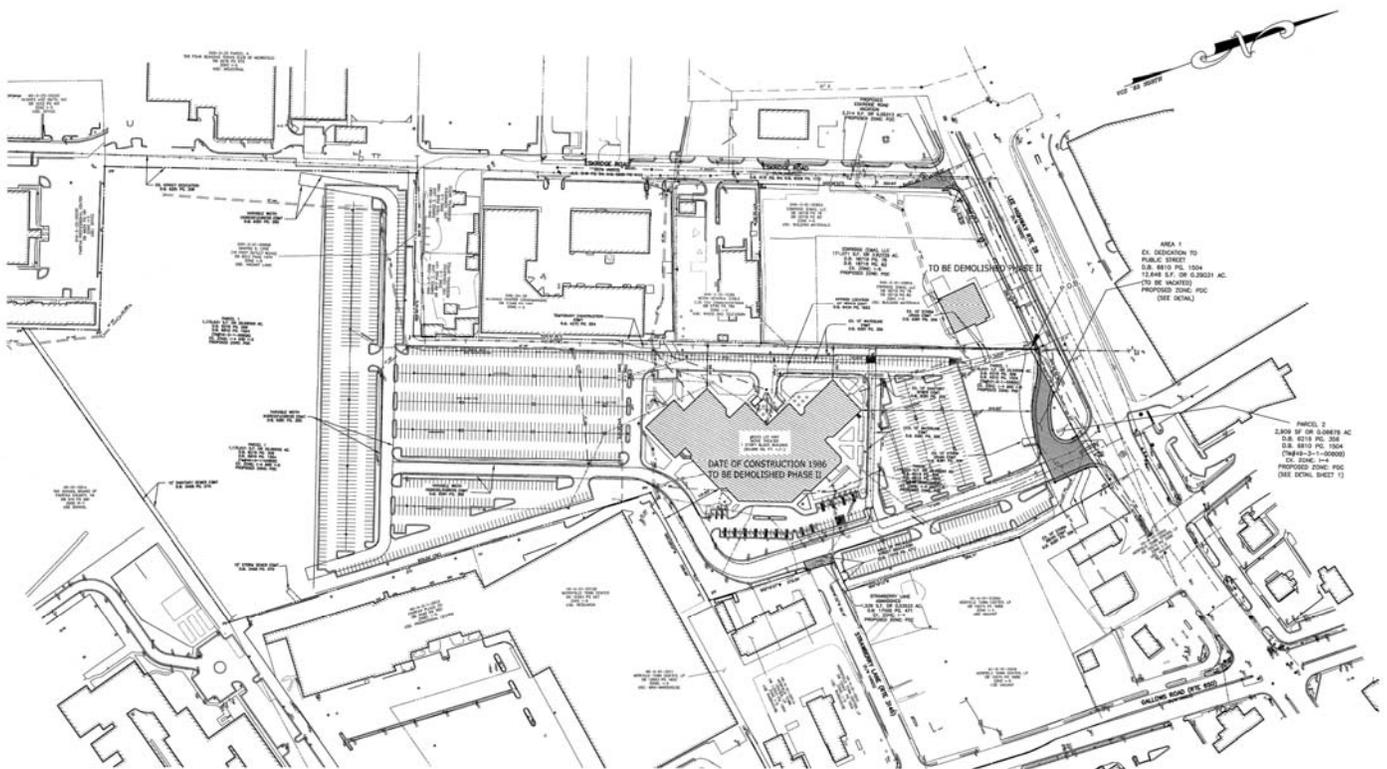
Sheet 7 contains the existing vegetation map.

Overview of the CDP/FDP

The development proposal will be generally described, and then each element of the proposal will be individually described in greater detail. It is to be noted that several of the parcels have design options to give the developer some flexibility with future tenant location. These options will be described following the description of the base plan for each parcel. Also to be noted is that the Gross Floor Area (GFA) ranges in the parcel descriptions may seem to exceed the overall parcel density range for each parcel when the maximum GFAs for each building are added together; however, the proffers provide that in no case will any parcel's GFA exceed the maximum overall density range for that parcel. The GFA for the entire 31.37 acre development will never exceed 1,893,112 sq/ft including ADU and Workforce housing bonuses. (A running tabulation will be provided with each site plan submission to confirm that the maximum GFA has not been exceeded.)

The site currently contains the fourteen screen National Amusements Multiplex Theater complex, 1,389 surface parking spaces, a United Rentals storage yard, stormwater detention dry pond, and a large open grass field. As part of the partnership agreement, the existing Multiplex and supporting parking must remain open until the replacement theater has been constructed and is operational.

Existing Conditions



The site is generally barbell in shape and is bisected from the northern property line along Lee Highway towards the south by the proposed Festival Street. The site is further sectioned off into several smaller parcels with Strawberry Lane connecting Gallows Road to Eskridge Road in a east to west fashion, North Street connecting Eskridge Road on the west to the eastern property line, Festival Street Extended connecting Eskridge Road to the terminus of Festival Street in front of the proposed theater, and a service alley located behind the proposed theater creating a connections from Eskridge Road to the southeast corner of the property. These streets form the street grid which the Comprehensive Plan envisioned for this area. This grid creates nine parcels which the applicant has designated as Parcels A through I. The parcels are labeled from the north to south and west to east so that Parcel A is located in the northwest corner of the site and Parcel I is located all the way to the southeast. All internal streets are to be private with public access easements. Parallel parking will also be located on all streets in the development where permitted.

The two zoning districts being proposed on this site are defined by the proposed street grid. The smaller 7.23 acre PRM District is defined by Strawberry Lane to the north, Festival Street to the east, Festival Street Extended to the south, and the western property line and Eskridge Road to the west. This PRM District is proposed to contain ground floor retail, park space, residential and required parking in both above and below grade structures. The 24.14 acre PDC District is defined by Lee Highway to the north, the Uniwest property to the northeast and the Fairfax Plaza Shopping Center to the southeast, Luther Jackson Middle School on the south, and Eskridge Road and the PRM District on the west. The PDC District will contain the new theater, ground floor retail, residential, possible office and/or hotel, and required parking in both above and below grade structures.

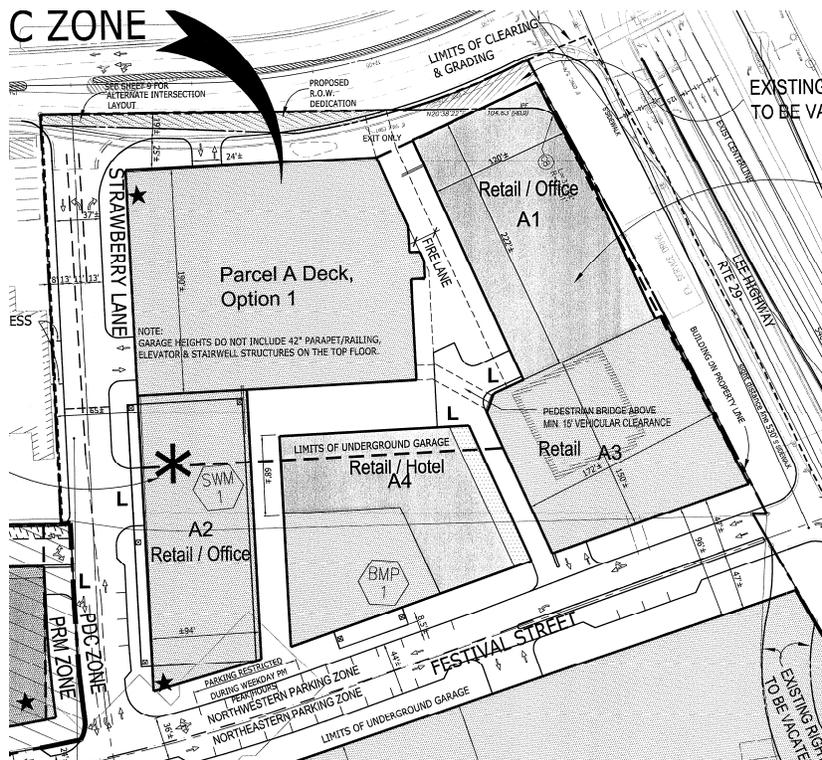
Parcel A, located in the northwest corner of the site, is proposed to be rezoned to the PDC District, and has four possible design options.

Option A1

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories /Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Office and / or Retail	PDC	Yes	50-150 k	2 St. / 30'	6 St. / 85'	165-380 k	16	2/29, 4/29, 7/29, 4/30
A2	Office and / or Retail		Yes	42 - 63 k	2 St. / 30'	3 St. / 50'			
A3	Retail		Yes	40 - 50 k	2 St. / 30'	3 St. / 50'			
A4	Retail Office or Hotel		Yes No	13 - 50 k 20-130 k	2 St. / 30'	10 St. / 95'			

In the base plan, "Option A1", the overall density range will be 165,000-380,000 sq/ft of GFA. This option will contain ground floor retail along Festival Street, Lee Highway, and a portion of Strawberry Lane and Eskridge Road. Building A1, which sits on the northwest corner of the parcel, will contain office above the ground floor retail, and have a maximum height of eighty-five (85) feet and a GFA of 50,000-150,000 sq/ft. Building A2, located in the southeast corner of the parcel, will also have office above the ground floor retail, and will have a maximum height of fifty (50) feet and GFA of 42,000-63,000 sq/ft. Building A3, located in the northeast corner of the parcel, will be completely retail, and will have a maximum height of fifty (50) feet and GFA of 40,000-50,000 sq/ft. Finally, Building A4, located mid-block, between Lee Highway and Strawberry Lane fronting Festival Street, will have the ground floor retail with the possibility of either hotel or office above. Building A4 will have a maximum height of ninety-five (95) feet and a retail GFA of 13,000-50,000 sq/ft, and 20,000-130,000 sq/ft for the hotel/office option. Parking for Parcel A1 will be provided in an above grade parking deck with a maximum height of eighty-five (85) feet. The parking deck will be accessible off of Strawberry Lane and Eskridge Road, with the access from Eskridge Road being a right-in/right-out only entrance. Loading will be done through a shared service tunnel entered from Strawberry Lane and exited onto Eskridge Road via a right out only turning movement.

Parcel A Option 1 Layout

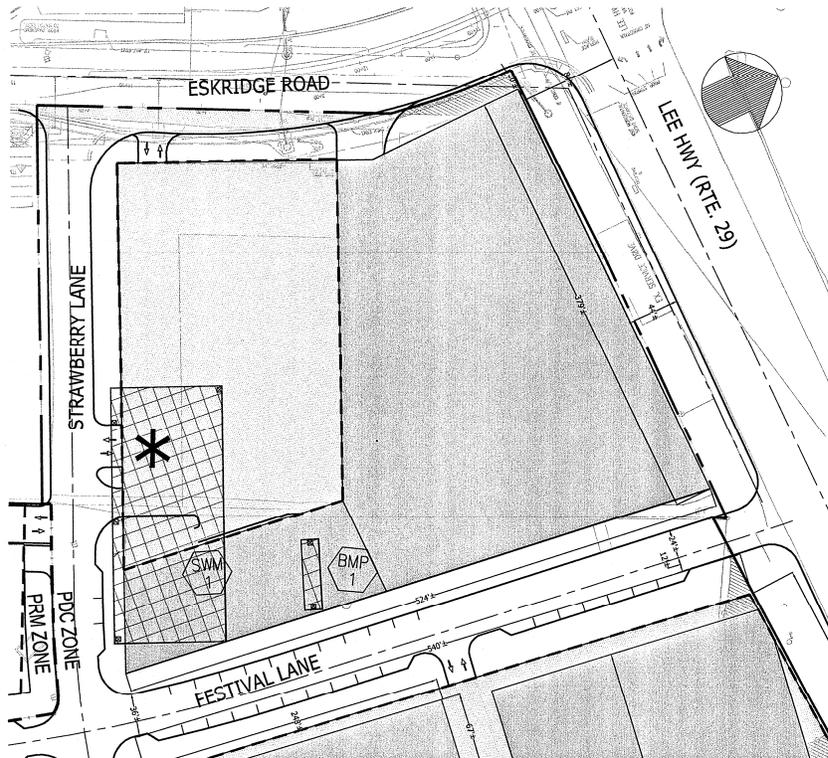


Option A2

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories /Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Retail	PDC	Yes	170 - 200 k	2 St. / 30'	3 St. / 60'	190-440 k	17	2/29, 4/29, 7/29, 4/30
A2	Retail Office Hotel		Yes No No	10 - 40k 5 - 40 k 80-200 k	2 St. / 30'	8 St. / 95'			

Parcel A, Option A2, will contain a maximum overall density range of 190,000-440,000 sq/ft of GFA. This option contains two buildings; Building A1 would contain a multi story major retail tenant building containing 170,000-200,000 sq/ft of GFA with a maximum height of sixty (60) feet. This building would have frontage along Eskridge Road, Lee Highway and Festival Street. Building A2 is proposed to contain a minimum of 10,000-40,000 sq/ft of ground floor retail with an option to place either 5,000-40,000 sq/ft of office or 80,000-200,000 sq/ft of hotel use above. Building A2 will have a maximum height of ninety-five (95) feet. Parking for this option is contained in a parking structure with one below-grade level and up to seven above-grade levels, with a maximum height of eighty-five (85) feet. The parking deck will be accessible off of Strawberry Lane and Eskridge Road, with the access from Eskridge Road being a right-in/right-out only entrance. Loading for this option will be facilitated in a similar fashion to Option A1, with a shared service tunnel entered from Strawberry Lane and exited onto Eskridge Road via a right-out only turning movement.

Parcel A Option 2 Layout



Option A3

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Retail	PDC	Yes	170 - 210 k	2 St. / 30'	4 St. / 60'	230-450 k	18	2/29, 4/29, 7/29, 4/30
A2	Retail Office Hotel		Yes No No	35 - 80 k 5 - 30 k 80 - 200 k	2 St. / 30'	11 St. / 115'			

Parcel A, Option A3, will contain a maximum of overall density range of 230,000-450,000 sq/ft of GFA. This option contains two buildings; Building A1 would contain a multi-story major retail tenant building containing 170,000-210,000 sq/ft of GFA with a maximum height of sixty (60) feet. This building would have frontage along Eskridge Road, Lee Highway, Festival Street and Strawberry Lane. Building A2 is proposed to contain a minimum of 35,000-80,000 sq/ft of ground floor retail with an option to place either 5,000-30,000 sq/ft of office or 80-200,000 sq/ft of hotel use above. Building A2 will have a maximum height of one hundred fifteen (115) feet. Parking for this option is contained in a parking structure with 2-3 above-grade levels below the retail structure, with the remainder of the parking being located below-grade. Entrances are located off of Strawberry Lane and Eskridge Road, with the Eskridge Road entrance being restricted to right-in/right-out turning movements. Loading for this option will be facilitated off of Strawberry Lane only. Building A2 will have its own loading entrance behind the building running parallel to Festival Street. The loading for the major retailer will take place off of Strawberry Lane within the lower level of the parking garage, with loading bays being located at an angle to facilitate the backing in of delivery trucks during restricted hours (See Loading Diagram below).

Parcel A Option 3 Layout

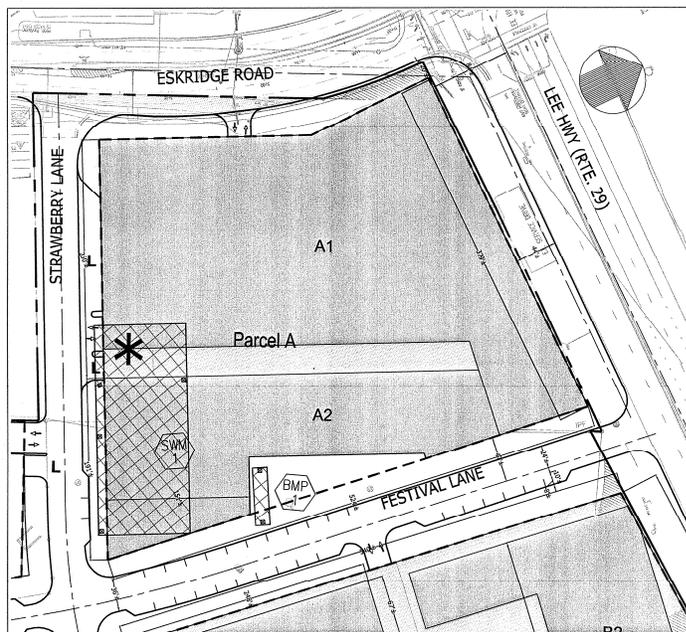
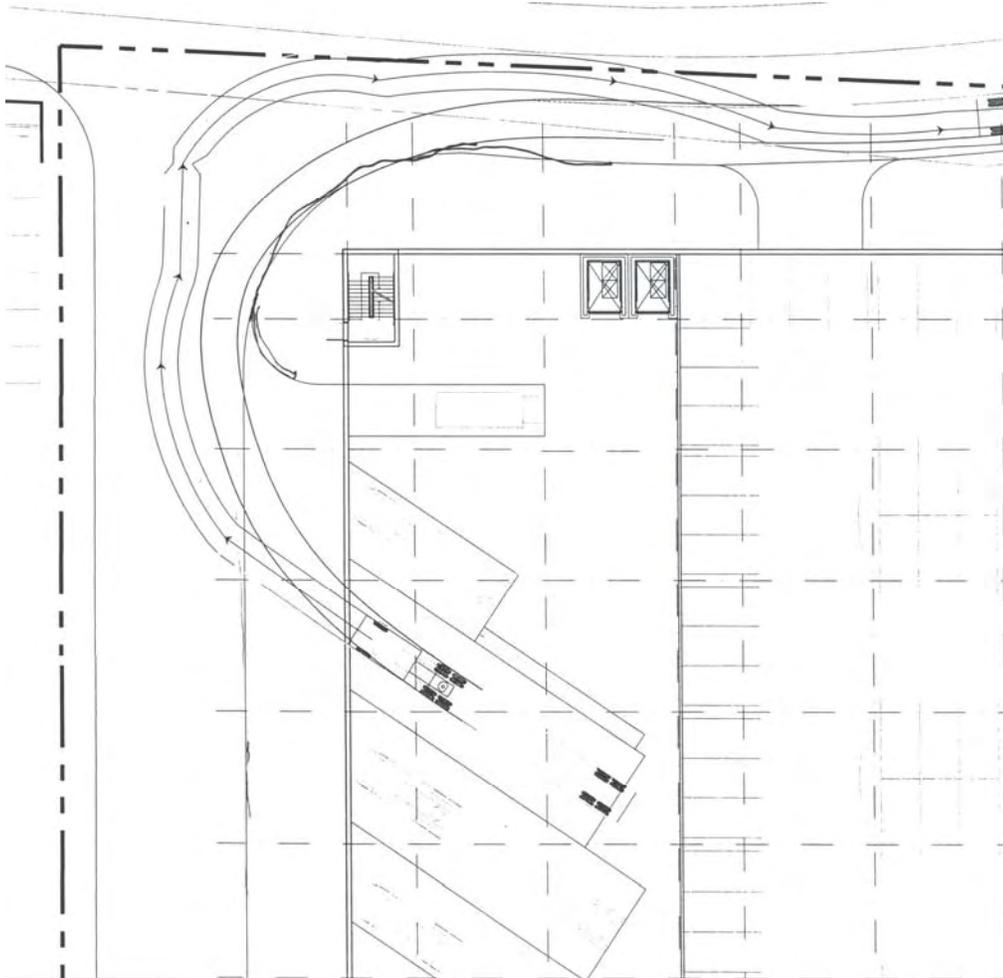


Diagram 1 - Parcel A Options 3 and 4 Loading off Strawberry Lane



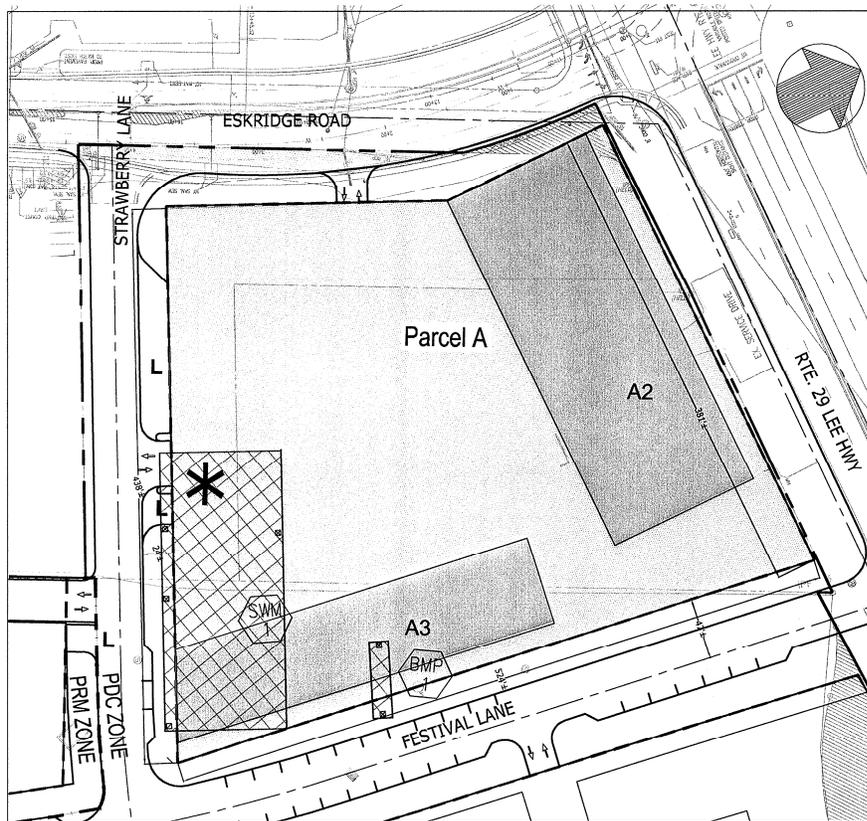
Option A4

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories/ Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Retail	PDC	Yes	180 - 230 k	2 St. / 30'	3 St. / 75'	190 - 570 k	19	2/29, 4/29, 7/29, 4/30
A2	Office		No	100 - 150 k	6 St. / 800'	8 St. / 115'			
A2	Hotel		No	80 - 200 k	6 St. / 70'	9 St. / 115'			

The final option for Parcel A, Option A4, will contain a maximum of overall density range of 190,000-570,000 sq/ft of GFA. This option contains two buildings; Building A1 contains 160,000-190,000 sq/ft of retail with one level located at the ground level, and a second level to be occupied by a single major retail tenant. Building A1 has the option to build an additional 100,000-150,000 sq/ft of office above the two levels of retail. The maximum height of Building A1 is one hundred fifteen (115) feet. Building A2 will contain 20,000-40,000 sq/ft of ground floor retail with the option to build 80,000-200,000 sq/ft of hotel on

top of the retail. The maximum height of Building A2 is one hundred fifteen (115) feet. Parking for Option A4 is nearly identical to Option A3, where the parking is contained in a parking structure with 2-3 above-grade levels below the retail structure, and the remainder of the parking located below-grade. Entrances are located off of Strawberry Lane and Eskridge Road, with the Eskridge Road entrance being restricted to right-in/right-out turning movements. Loading for this option will be facilitated off of Strawberry Lane only. Building A2 will have its own loading entrance behind the building running parallel to Festival Street. The loading for the major retailer will take place off of Strawberry Lane through the lower level of the parking garage, with loading bays being located at an angle to facilitate the backing in of delivery truck during restricted hours.

Parcel A Option 4 Layout



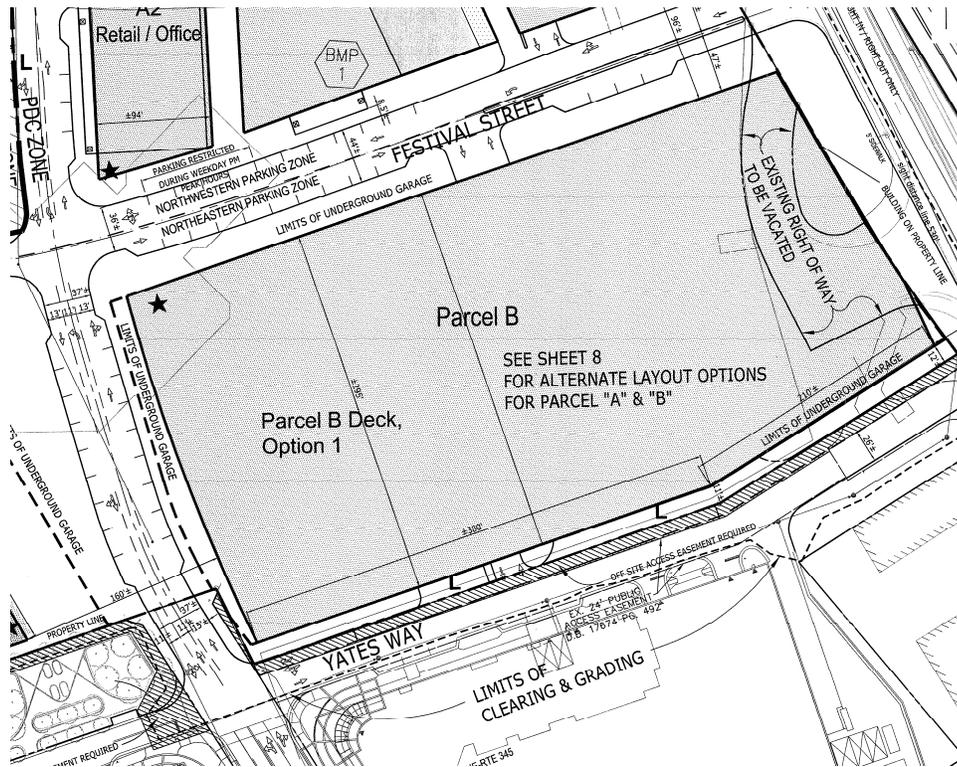
Parcel B, located in the northeast corner of the site, is proposed to be rezoned to the PDC District, and has two possible design options.

Option B1

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories/ Ft.)	Max. Height (Stories/ Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
B	Retail	PDC	Yes	175-285 k	2 St. / 30'	3 St. / 75'	175 - 285 k	20	2/29, 4/29, 3/31, 4/32

In the base plan, ("Option B1"), the overall density range will be 175,000-285,000 sq/ft of GFA which would be entirely retail. The maximum height in this option is sixty (60) feet. This option would contain one single building with ground floor retail frontage on Lee Highway, Festival Street, Strawberry Lane, and portions of Yates Way. The Lee Highway ground floor frontage is proposed to be a grocery store. The entire second floor in this option is proposed to be a single major retail tenant. Parking for Option B1 would have one level of above grade parking with the remainder being located below grade. The parking garage would be accessed off entrances located on Festival Street and Yates Way. Loading for all uses in this Option B1 will be facilitated off of Yates Way.

Parcel B Option 1 Layout



Option B2

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
B1	Retail Office Residential	PDC	Yes No No	25 - 60 k 5 - 35 k 100 - 360 k	2 St. / 30'	11 St. / 115'	120-600 k	21	2/29, 4/29, 3/31, 4/32
B2	Retail Office Hotel		Yes No No	20 - 75 k 100-145 k 80-200 k	2 St. / 30'	10 St. / 115'			

Parcel B, Option B2, will contain a maximum of overall density range of 120,000-600,000 sq/ft of GFA. This option contains two buildings being separated by a mid-block connection between Festival Street and Yates Way. Building B1 will contain 25,000-60,000 sq/ft of retail, with ground floor retail fronting on Festival Street, Strawberry Lane, and the southern portion of Yates Way. An additional 5,000-35,000 sq/ft of office and/or 100,000-360,000 sq/ft of residential may be constructed as part of Building B1. This additional square footage will increase the building height by five floors above the top level of parking. This building will have a maximum height of one hundred fifteen (115) feet. Building B1 is proposed to contain a grocery store and also has the option to construct 100,000-145,000 sq/ft of office and/or 80,000-200,000 sq/ft of hotel in addition to the ground floor retail. This additional square footage will increase this buildings height by five floors above the top level of parking. This building will have a maximum height of one hundred fifteen (115) feet. Building B2 will contain 20,000-75,000 sq/ft of retail which will all be located at the ground floor with frontage on Festival Street, Lee Highway, and the northern portion of Yates Way. Parking for Option B2 is contained in above and below-grade structured parking, with the above grade portion being integrated into the building, and having similar architectural treatments as the surrounding building. Access to the parking is provided off of Festival Street and Yates Way at the same location as the mid-block connection. Loading for all uses in this Option B2 will be facilitated off of Yates Way. Access for parking and loading in both Options B1 and B2 are subject to the approval of a future PCA to be filed by the Applicant on behalf of the owner of the neighboring development, (Tax Map Reference 49-4 ((1)) 8A, 10B, and 11C.) A PCA is needed to grant a public access easement over the approved landscape strip along said neighboring property's western boundary. (See Diagram 2 below)

Parcel B Option 2 Layout

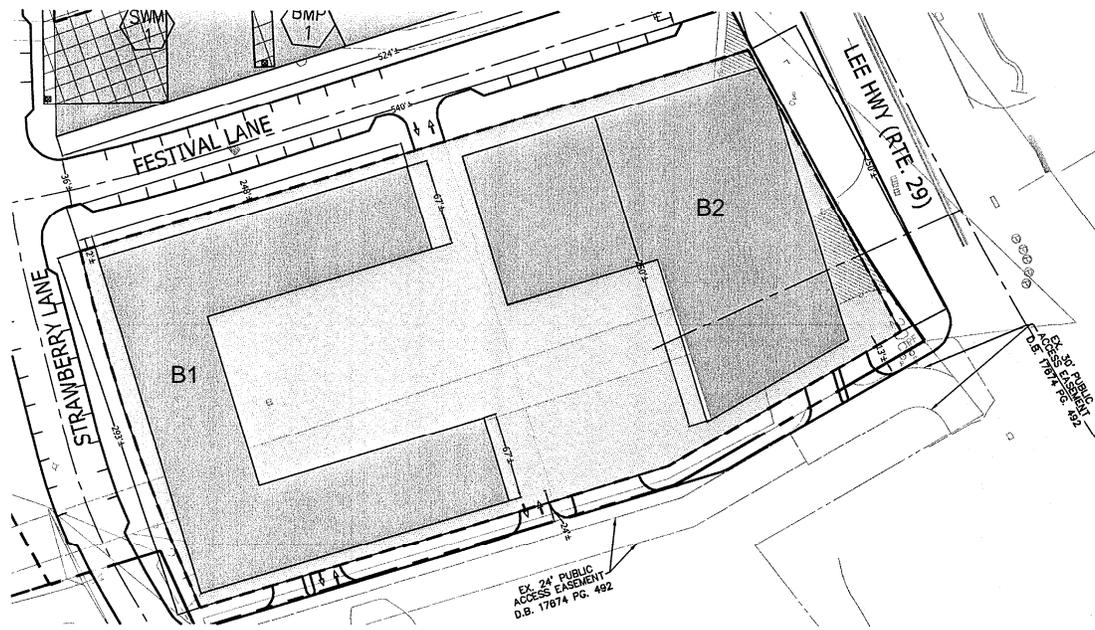
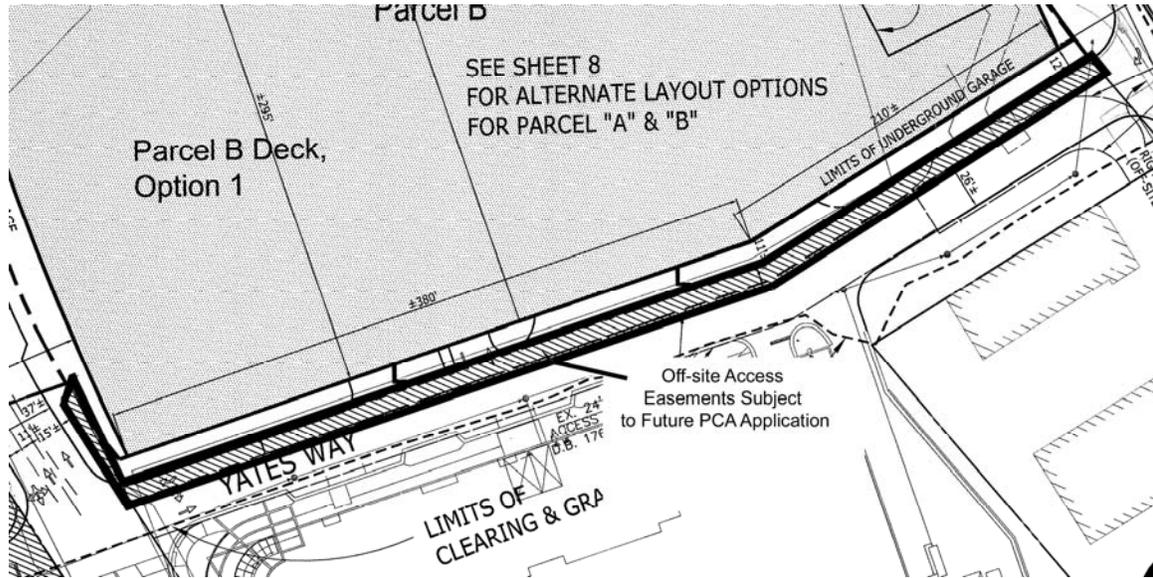


Diagram 2 – Future PCA Area

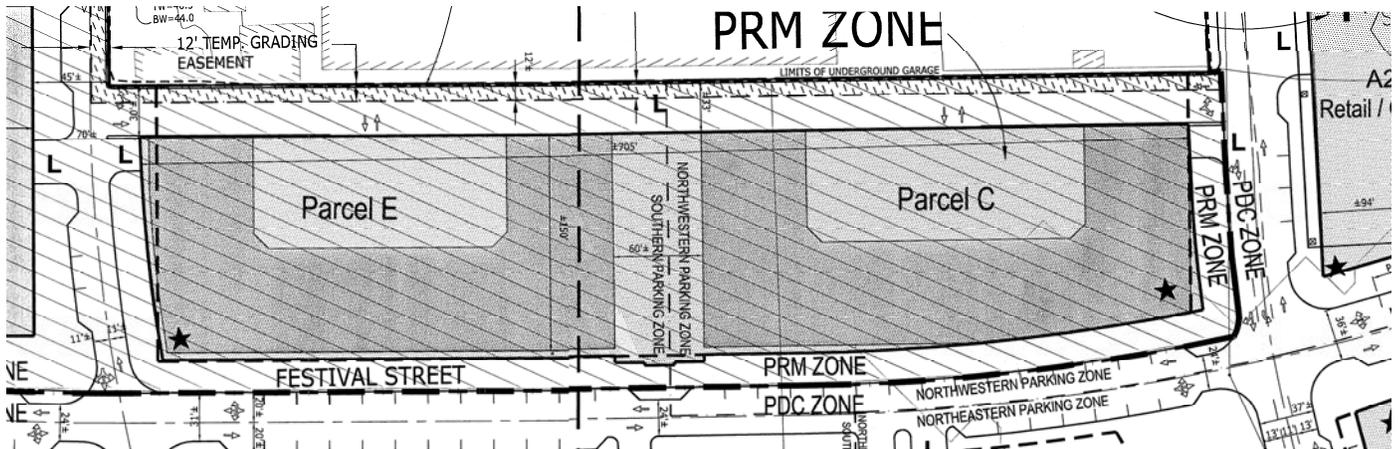


Parcels C & E

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories /Ft.)	Max. Height (Stories /Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
C	Retail Residential	PRM	Yes Yes	20-28 k 80-136 k	4 St. / 45'	5 St. / 75'	100 - 164 k	22	7/25, 4/29
E	Retail Residential	PRM	Yes Yes	20 - 28 k 80 - 136 k	4 St. / 45'	5 St. / 75'	100 - 164 k	22	3/29, 4/33

Parcels C and E are located south of Strawberry Lane, north of North Street, west of Festival Street and east of the western property boundary, and are proposed to be rezoned to the PRM District with overall density range of 100,000-164,000 sq/ft of GFA per parcel. The buildings proposed for these parcels are to be mirror images of each other. The buildings located on each parcel will contain ground floor retail contributing 20,000-28,000 sq/ft to the overall density of each parcel. The remaining GFA will consist of 80,000-136,000 sq/ft of residential in four (4) floors above the retail. The maximum height of these buildings will be seventy-five (75) feet. The residential will be set back slightly from the retail to create an architectural separation between the two uses. The buildings will be separated by a raised landscaped courtyard. Each building will also contain a residential courtyard raised above the ground floor retail and below grade parking structure on the western side of the buildings. Parking for these buildings is located in a below grade structure which will have four (4) levels that span the entire parcel. Access into this parking structure is off the service alley located behind the buildings, parallel to the western property boundary. There are two entrances off the alley, one under each building. There are three points of loading for these buildings; one loading space will be located off of Strawberry Lane and one off of North Street to serve Parcels C and E, respectively. One centrally-located loading area (off of the rear service alley between Parcels C and E) will serve both parcels.

Parcels C and E

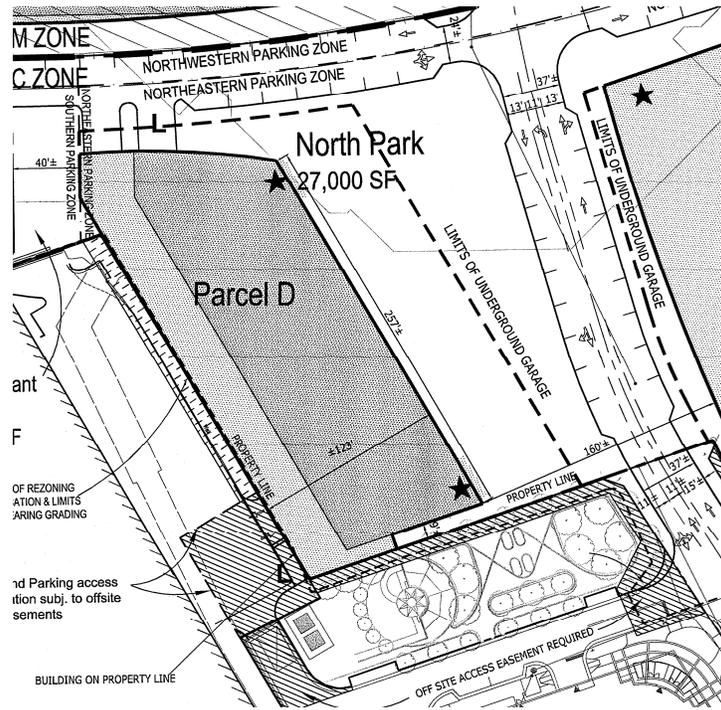


Parcel D

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories/ Ft.)	Max. Height (Stories/ Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
D	Retail Office	PDC	Yes No	20 - 83 k 15 - 45 k	2 St. / 30'	3 St. / 50'	35 - 83 k	23	3/31, 3/32

Parcel D, Located in the southeast quadrant of Festival Street and Strawberry Lane, is proposed to be rezoned to the PDC District. The maximum overall GFA for this parcel is 35,000-83,000 sq/ft, to be located in one building. The building is proposed to have retail consisting of 20,000-83,000 sq/ft, with a minimum of one level at the ground floor. This building also has the option to have 15,000-45,000 sq/ft of office constructed above the retail. The maximum height of the building is fifty (50) feet. Loading for this parcel is handled by a single access point off of Festival Street, in the southwest corner of the parcel. This loading area may be relocated to the southeast corner of the site subject to an off site access easement as noted and depicted in the CDP/FDP. Parking is provided in a below-grade parking structure consisting of two levels. This parking is accessed via Festival Street adjacent to the loading entrance with the same note and depiction on the plans about relocating the entrance to the southeast corner of the parcel subject to an offsite access easement. Parcel D contains one of the two major parks on the site. This first park (labeled as “North Park” on the CDP/FDP), runs parallel to Strawberry Lane, between Festival Street on the west and the property line to the east. When North Park’s square footage is combined with the park located on the adjacent property to the east, a park consisting of 1.0 acre is created. A park of this size is called for as one of the main Comprehensive Plan recommendations for the Merrifield Town Center.

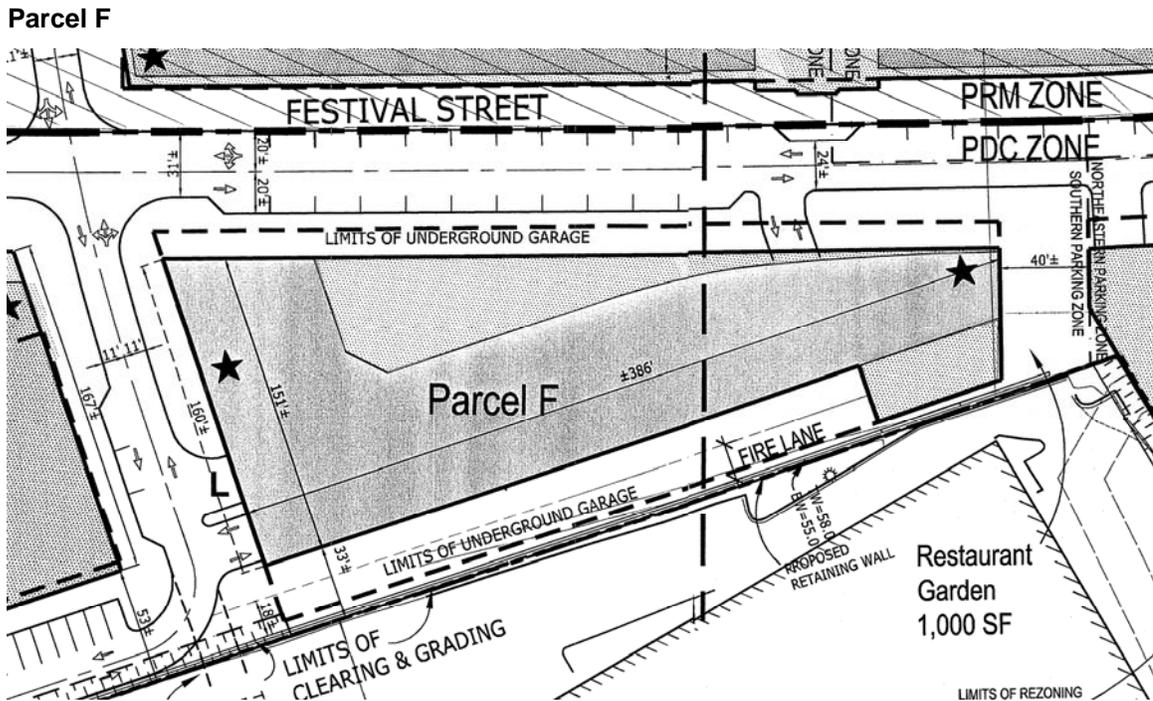
Parcel D



Parcel F

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories /Ft.)	Max. Height (Stories /Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
F	Retail Residential and / or Hotel	PDC	Yes Yes	15-29 k 91-294 k	4 St. / 45'	11 St. / 115'	106-323 k	23	3/29, 2/32

Parcel F is located in the northeast quadrant of the intersection of Festival Street and North Street, and is proposed to be rezoned to the PDC District. The maximum GFA for this parcel is 106,000-323,000 sq/ft. Retail makes up 15,000-29,000 sq/ft of the overall GFA for the site, with ground floor retail being provided at a minimum, similar to all the other parcels. Residential and/or hotel uses at a GFA of 91,000-294,000 sq/ft will be constructed above the retail. The residential and/or hotel will be built with between four and nine additional floors above the retail, with a maximum height of one hundred fifteen (115) feet. There is a optional elevated residential landscaped deck with pool located in the northeast portion of the parcel. Parking for this parcel is provided for with three levels of below-grade parking with access into the decks being provided from Festival Street and North Street. Loading is provided off of North Street in the southeast corner of the parcel. A thirty-three (33) foot wide area has been left between the building and the property line to provide for fire access.



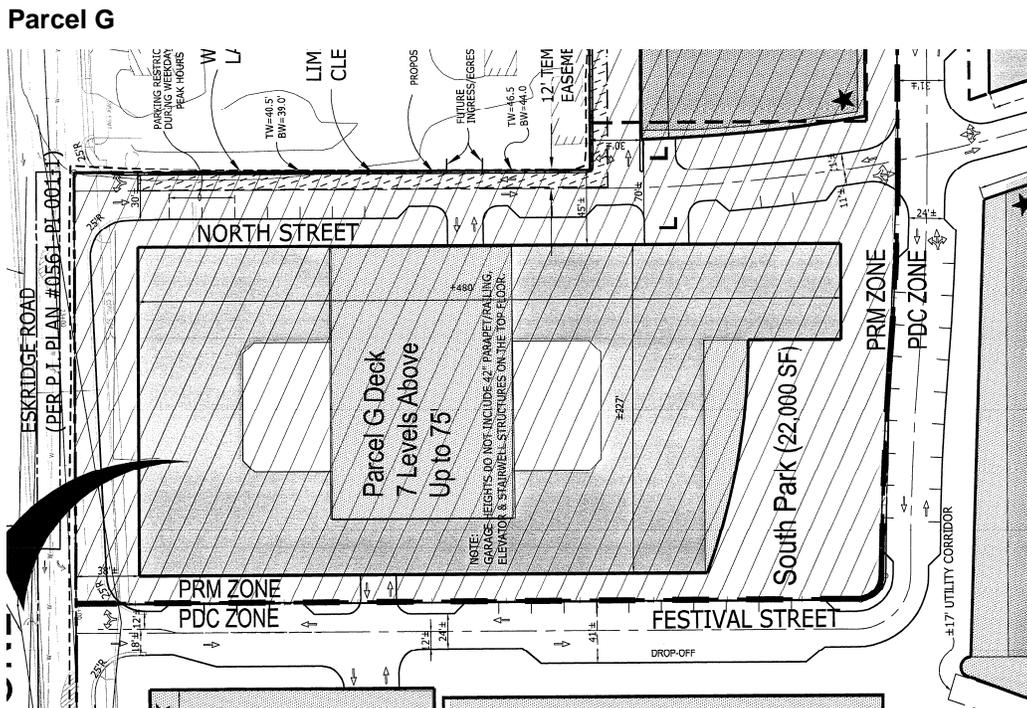
Parcel G

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories /Ft.)	Max. Height (Stories /Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
G	Retail Office Residential	PRM	Yes No Yes	20-36 k 0-10 k 180-278k	4 St. / 45'	6 St. / 75'	200 - 298 k	24	5/29, 6/29, 2/30, 3/31

Parcel G is located between Festival Street and Eskridge Road on the east and west, and between North Street and Festival Street Extended on the north and south. This parcel is proposed to be rezoned to the PRM District. The overall GFA for this parcel is 200,000-298,000 sq/ft., with a maximum height of seventy-five (75) feet. The single, figure-eight shaped building proposed on this parcel will contain 20,000-36,000 sq/ft of retail, with ground floor retail being located on the north, east and south sides of the building. There is also an option to include up to 10,000 sq/ft of office within the building at the ground floor level. Residential will make up 180,000-278,000 sq/ft of the overall GFA on this parcel, and will be located in four levels above the ground floor retail. Some residential will be located at the ground floor, mainly along the western end of the building along the Eskridge Road frontage, and a portion of the frontage along the western ends of Festival Street Extended and North Street. Some of this ground floor residential, (approximately 25,000 sq/ft) is not counted into the residential program of this parcel due to the definition of cellar space in the Zoning Ordinance and the grade change on this portion of the site. These units may be marketed as live/work units. Located internal to the build are two residential courtyard areas. These two courtyards are surrounded by residential on three sides, and the above grade parking structure which is located in the central portion of the building and which

provides the required parking for this parcel. The parking deck is accessed by a two entrance points, one off of Festival Street Extended and one off of North Street. The parking deck is only visible from North Street, but will use architectural treatments similar to those of the surrounding residential structures. Loading for both the residential and retail uses will take place off of North Street. The second of the development's two larger parks is also to be located in Parcel G. This second park, located at northwest junction of Festival Street and Festival Street Extended has been labeled as "South Park" on the CDP/FDP, and is approximately 22,000 sq/ft in size.

It should be noted here that the North Park and South Park, though not directly connected with designated park space, are connected to each other through the extensive streetscape and pocket parks that have been included along Festival Street. The streetscape elements will be further discussed later in this report in regards to their use and design throughout the development.

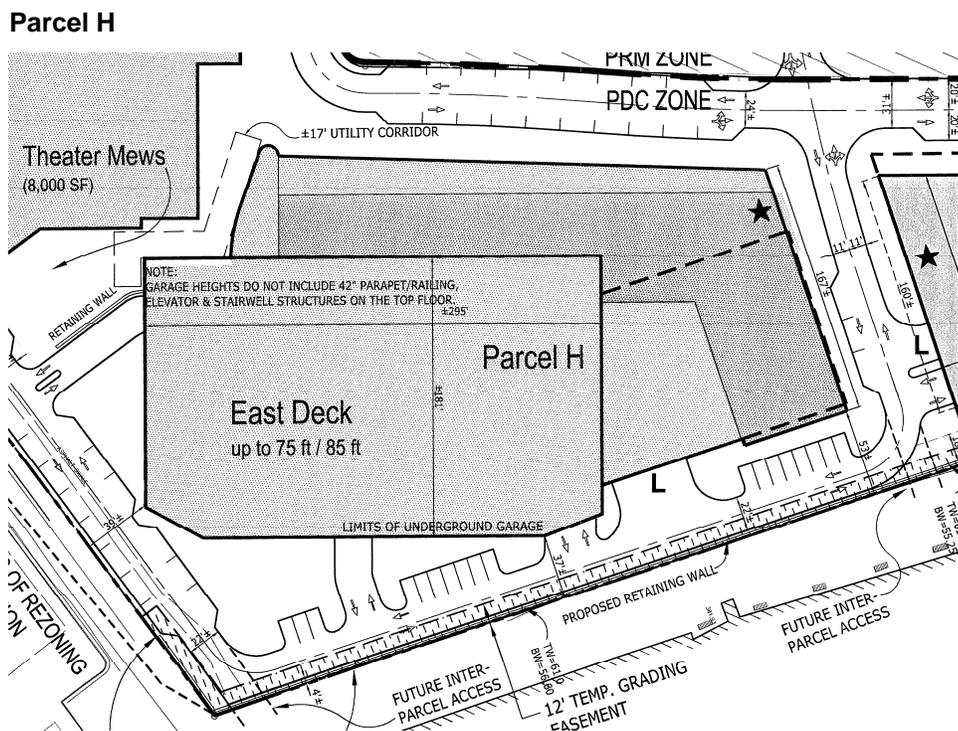


Parcel H

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories /Ft.)	Max. Height (Stories /Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
H	Retail Residential and / or Hotel	PDC	Yes Yes	20-36 k 80-150 k	4 St. / 45'	8 St. / 90'	100-186 k	25	6/29, 5/30, 2/33

Parcel H located in the southeast quadrant of the intersection of Festival Street and North Street, is proposed to be rezoned to the PDC District. The maximum GFA for this parcel is 100,000-186,000 sq/ft, and is proposed to consist of one "L" shaped building that has

frontage on Festival Street and North Street. The proposed maximum height on this parcel is to be ninety (90) feet. Retail makes up 20,000-36,000 sq/ft of the overall GFA for the site, with ground floor retail being provided at a minimum. The remainder of the building is to be made up of residential and/or hotel, with 80,000-150,000 sq/ft of GFA. There is an elevated residential landscaped deck with pool located between the back side of the northeast corner of the building and the northern side of the parking deck. The retail and residential/hotel masks the parking deck, labeled “East Deck” on the CDP/FDP, from the pedestrian activities along Festival Street and in South Park. This parking deck provides parking for Parcel H, as well as a portion of the parking for the adjacent Parcel I, the movie theater parcel. The East Deck has three access points, all of which are located off of the service alley along the eastern and southern property lines. Loading for the entire building is also located off this service alley, approximately one hundred forty (140) feet south of the terminus of North Street, at the eastern property boundary.

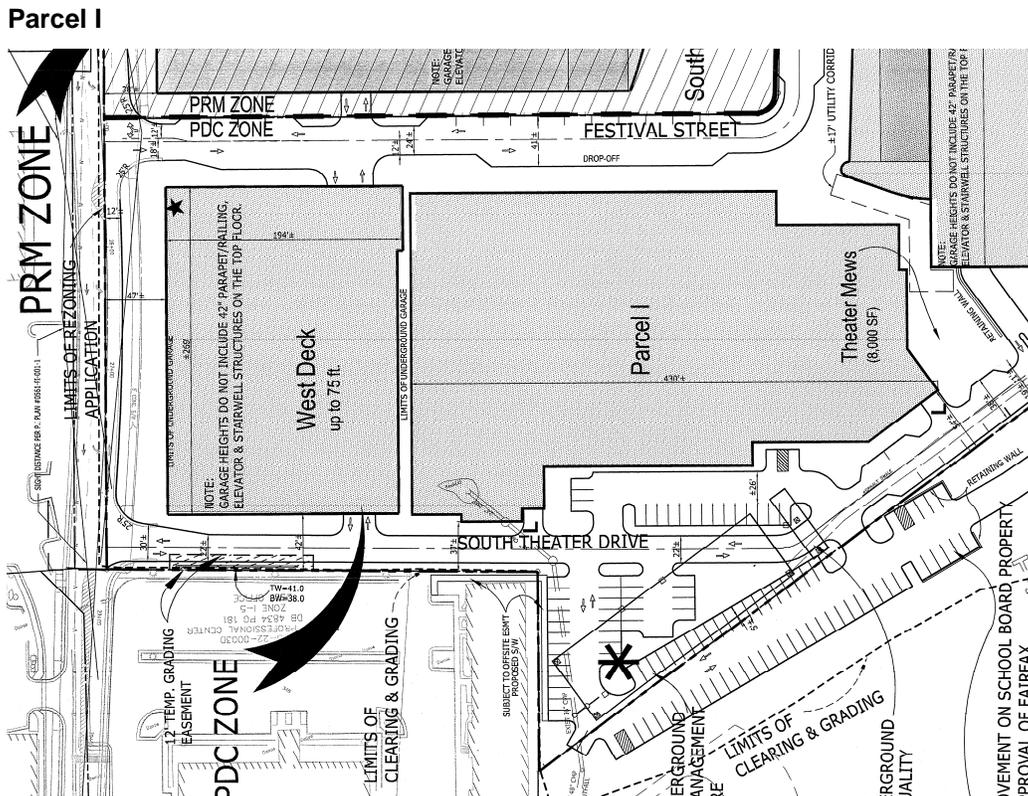


Parcel I

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories /Ft.)	Max. Height (Stories /Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
I	Theatre	PDC	Yes	70 - 120 k	30'	50'	70 - 120 k	26	5/29, 3/30, 2/31, 3/33

Parcel I the southern-most parcel in the development, is the proposed location of the replacement movie theater, and is proposed to be rezoned to the PDC District. The maximum GFA for this parcel ranges from 70,000-120,000 sq/ft, and it is proposed to contain one building which is proposed to be a sixteen (16) screen movie theater with accessory uses. The parking for the theater is provided in an above and below grade

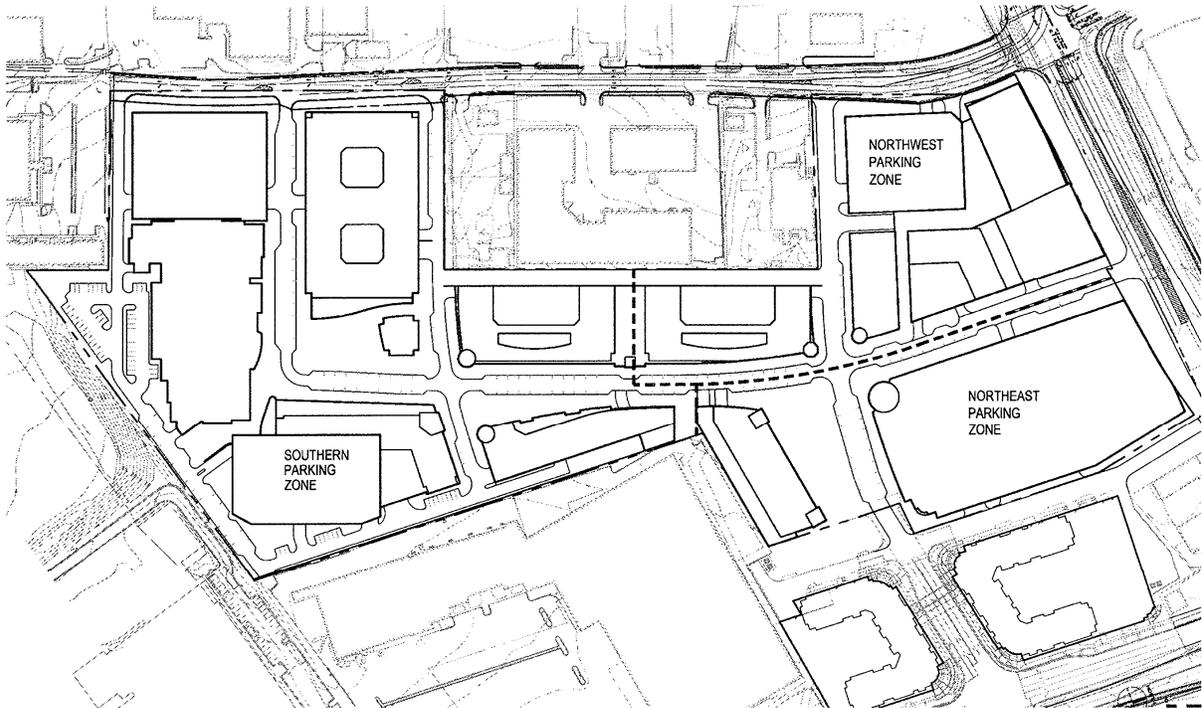
parking structure which is labeled “West Deck” on the CDP/FDP. This deck will have 1 level below and 5 levels above grade, and will have a maximum height of seventy-five (75) feet. The garage is accessed at entrances located off Festival Street Extended and the service alley behind the theater. Loading for the theater is located off of the service alley behind the theater. The area between Parcels I and H, labeled as the “Cinema Mews” is to be a landscaped connection between the main pedestrian connection to the parking area behind the theater building.



Residential/Non-residential Use Parking and Loading: Each parcel containing residential uses will contain the parking and loading required to accommodate the residents and retail/secondary uses on that parcel. The retail uses will be parked at the Zoning Ordinance Shopping Center parking rate. Three parking zones are provided on site; the Northwest Parking Zone contains Parcel A & C, the Northeast Parking Zone contains Parcels B & D, and the Southern Parking Zone contains Parcels E-I (See diagram below). These parking zones have been established solely to demonstrate that the parking requirements for the site can be met in each phase of the construction. The parking zones in no way prohibit the patrons that visit the site from parking anywhere on site. The only restriction proposed in the parking zones is that garages that offer both retail and residential parking will have the residential portion of the garage segregated from the retail portion; (this may be accomplished in several ways, with the final method to be determined by the applicant.) The applicant has also reserved the right to pursue a shared parking reduction or approval of a shared parking agreement pursuant to Article 11 of the Zoning Ordinance. Any modification of the required parking as approved by such parking reduction or agreement

may be accommodated without requiring a PCA, CDPA or FDPA, provided that the location of the parking remains in substantial conformance with that depicted on the CDP/FDP.

Parking Zones



Straddling the southern property boundary between the MTC property and the adjacent Luther Jackson Middle School is a proposed surface parking area that is to be used jointly between the MTC, Fairfax County Public Schools (FCPS) and the Fairfax County Park Authority (FCPA). This area is subject to a separate Special Exception Amendment (SEA) application, SEA 99-P-008, to permit an alternate use of a public facility. The SEA covers the 19.43 acre Luther Jackson Middle School property. However, the area which is proposed to be developed as a 64 space parking lot to be shared with the MTC consists of 1.0 acre located along the northern property boundary of the Luther Jackson Middle School property. There are sixty-four (64) parking spaces being proposed with the SEA application; with fifty-four (54) spaces to be constructed on the Luther Jackson Middle School property. An additional ten (10) spaces will be constructed on the MTC property, to be used in conjunction with the FCPS and FCPA.

Non-Residential Uses: There is a minimum of 460,000 sq/ft and a maximum of 1,196,144 sq/ft of non-residential uses proposed on the overall site. Non-residential uses in this development include office, theatre, hotel, eating establishments, retail uses, accessory uses relating to those services, and any other primary and secondary uses outlined in Section II.2 of the proffers that are non-residential in nature. The non-residential uses in the development are located along both sides of the frontage of the proposed Festival Street, and portions of Lee Highway, Strawberry Lane, North Street and Festival Street Extended. At the ultimate build-out of the site, the applicant has proffered that no more than fifty-five

(55) percent of the development shall consist of non-residential uses, per the Comprehensive Plan recommendation for the Town Center.

Residential & Residential Amenities: The residential components of the site are located on Parcels C, E, F, G and H, with an option to place additional residential on Parcel B under Option B2 as described earlier in this report. There will be 550,000-1,205,112 sq/ft of residential GFA located across the overall site, including ADUs and ADU bonus density. Residential buildings will contain a minimum of 500 units, with an average size per unit of no greater than 1,100 sq/ft of gross salable/leaseable floor area. Due to the option to vary the heights of the residential buildings, the number of residential units and square footage may be reallocated among parcels and buildings on the CDP/FDP as long as the overall maximum FAR and GFA allocated to residential uses in Section II.6 of the proffers is not exceeded; the Parcel Allocation Charts in Proffer II.4 are adhered to; the minimum and maximum building heights shown on the CDP/FDP are adhered to; the footprint and configuration of individual buildings does not exceed that shown on the CDP/FDP except to the extent such change is deemed as a minor modification as determined by the Zoning Administrator; and the maximum FAR limitations in the PRM and PDC Zoning Districts, respectively, and for the overall property are not exceeded as set forth in Proffer II.3 and as determined by the Zoning Administrator.

The applicant has proffered 12% of the units to be either Affordable Dwelling Units (ADU) or Work-Force Units. Although the units are exempt from the ADU Ordinance, 5% of the units will be ADUs and 7% will be Work Force Housing units. The applicant will provide this percentage of ADUs and Work Force Housing units no matter what total number of units are constructed. These units may be located in any of the residential buildings. The applicant has also proffered that at least ten of the ADU units will be designed and constructed as fully ADA accessible units.

The applicant has committed to providing amenities and facilities in all the residential buildings. The applicant will make the following facilities or amenities available for each multi-family residential building, provided that a substantially-comparable level of amenities are provided in each building or are shared among the buildings:

- Swimming pool;
- Interior courtyard areas, which may be located on the top deck of the parking structure(s) in the open area, shall include informal seating areas, landscaping, hardscape areas and passive recreation areas;
- One (1) bike storage space per every eight residential units in a building for use by residents of the building, which may be provided in the cellar space as defined in these Proffers;
- A fitness center, which is a minimum of 1,200 gross square feet in size and includes equipment such as stationary bikes, treadmills, weight machines, free weights, etc; and

- A business center, which is a minimum of 500 gross square feet in size and includes broadband or high-speed data connections (including "secure" voice and/or data connections), computers, facsimile machine and similar items.

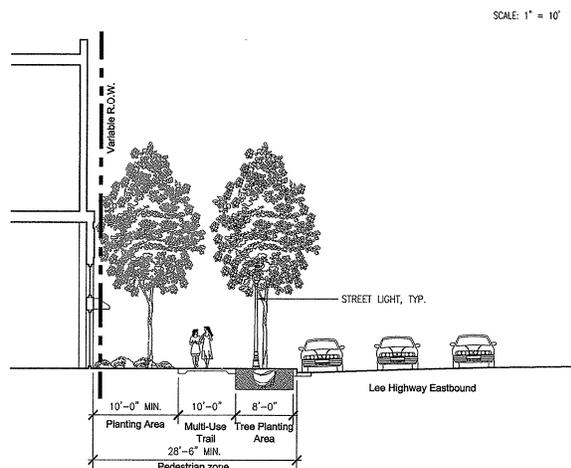
Streetscape Areas: The applicant has designed the site to reflect the Comprehensive Plan's streetscape requirements. The design of the sidewalks and streetscape within the Town Center is key to creating a walkable environment. Sidewalk width and detailing are a function of location; areas with high pedestrian traffic, such as Festival Street, will have wider sidewalks and make use of a wider palette of materials. Areas of lower traffic, such as North Street, will have narrower sidewalks and make use of a more restrained palette of materials.

Street trees will generally be spaced 30' on center on each side of the street. This may however vary to accommodate curb cuts, fire lanes, utilities, drop-offs etc. Trees will be installed at 3 – 3 1/2" diameter breast-height (dbh). To promote health and longevity, all trees planting areas will be designed at a minimum of 8'-0" wide.

Several types of outdoor seating will also be available to residents and the public. Benches will be found at regular intervals along the main streets, and also in the two parks. A wide variety of restaurants, cafes, and bars will offer outdoor seating that spills out onto adjacent sidewalks and park space while retaining sufficient space for pedestrians to pass by. Finally, low site walls, fountains, planters, and even public art will offer additional places to sit.

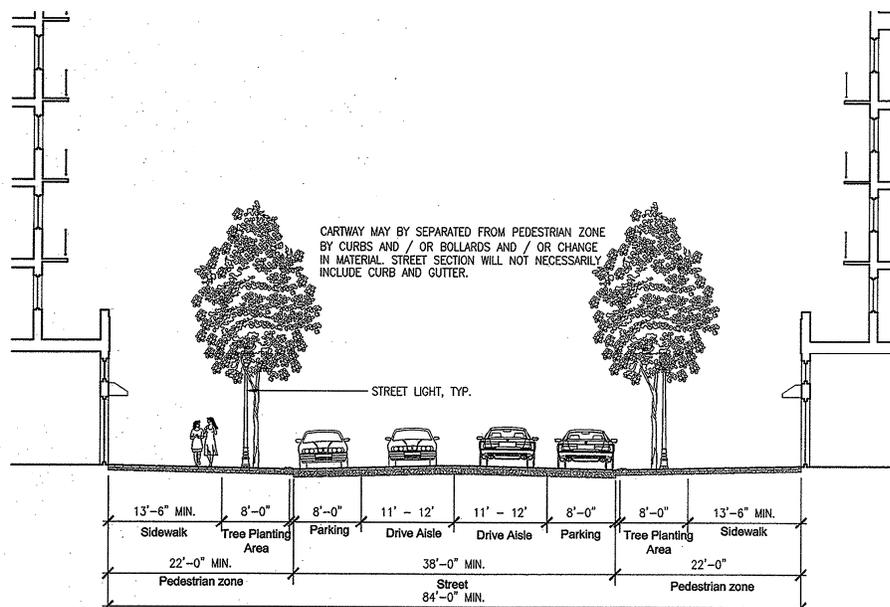
There are four specific streetscape sections being proposed that incorporate the design elements described above. The first streetscape section, the "Boulevard Streetscape Section" (See Diagram 3 below), was pulled directly from the Comprehensive Plan and will be applied to the Lee Highway frontage. This section has the buildings set back a minimum of twenty-eight (28) feet from the edge of curb, with an eight (8) foot wide planting area adjacent to the curb, and a ten (10) foot wide trail next to the planting area. The remaining ten feet is to be a landscaped area that may include café tables for eating establishments.

Diagram 3 – Boulevard Streetscape Section



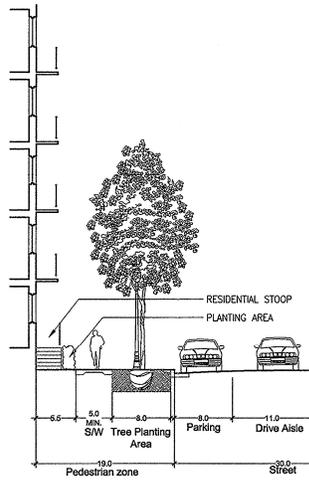
The next streetscape type is the “Main Street Streetscape” (See Diagram 4 below), section that the applicant is proposing to use along the main retail streets (Festival Street, Strawberry Lane and the retail portion of North Street.) This section consists of a twenty-two (22) foot wide total section from edge of curb to the building fronts. Within this section is an eight (8) foot wide planting area; a fourteen foot wide pedestrian/browsing area takes up the remainder of the section, providing the widest sidewalk for pedestrians. The pedestrian/browsing area is intended to promote the retail uses, and may also contain outdoor seating for the eating establishments, newspaper stands and/or kiosks. The building frontages along these streets are non-uniform to create a vibrant and varied streetscape for the pedestrian. The actual vehicular travelways in this street section contain one lane of parallel parking on each side along with one travel lane in each direction for vehicular movement. This type of street section is intended to act as a traffic calming measure.

Diagram 4 – Main Street Streetscape Section



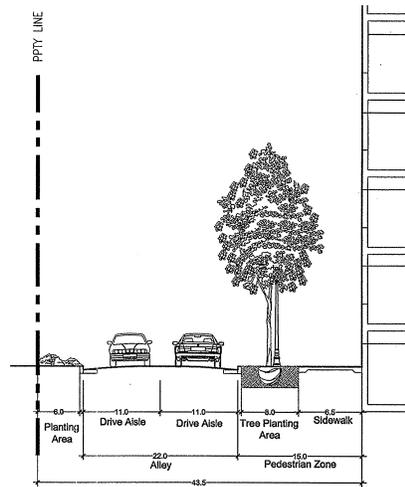
The third section has been labeled as the “Residential Street Section” (See Diagram 5 below),, and is to be incorporated along Festival Street Extended, the portion of North Street that is to be residential, and along Yates Way. The typical section for the residential streets has an overall width of nineteen (19) feet, with an eight (8) foot wide planting area, a minimum five (5) foot wide pedestrian zone, and five and a half (5.5) foot wide landscape area/stoop. Stoops are to be provided along the residential portions of the proposed building on Parcel G. Where space permits, on-street parking will be provided.

Diagram 5 – Residential Streetscape Section



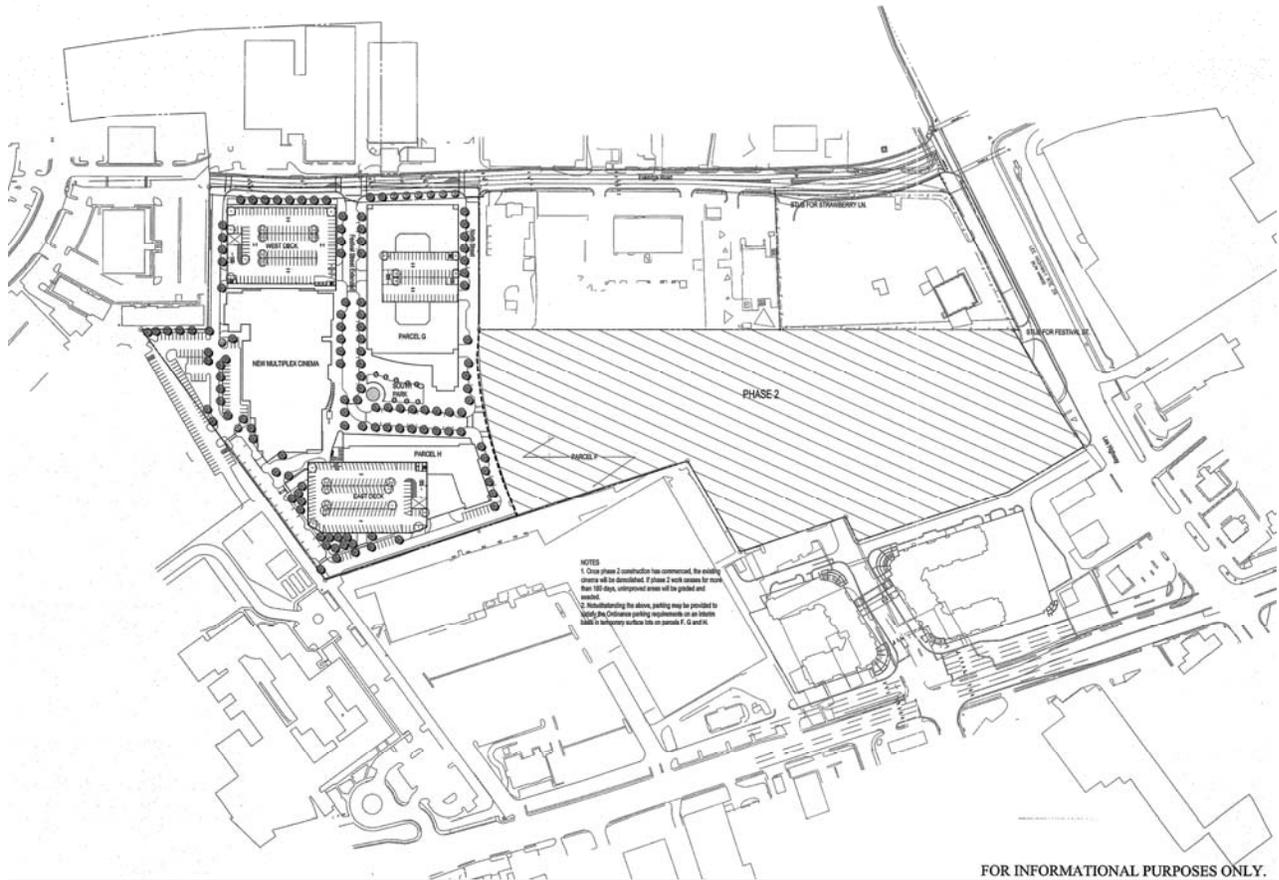
The fourth and final street section to be provided on the site is the “Service Alley” section (See Diagram 6 below),. This section is to be used behind the proposed movie theater on Parcel I and Parcel H, and along the western (back side) of the residential buildings on Parcels C & E. While the primary function of these service alleys is to serve as parking and loading entrance points, these areas have still been designed to accommodate the pedestrian. There will be a minimum of five (5) foot wide sidewalks, but where space permits these walks will be larger. Street trees will also be included where possible on the site as long as they are kept out of the fire lanes. These sidewalks will also allow for a secondary access to some of the parks. Where these service alleys abut a property line, some type of buffering will be provided, depending on the topography and the amount of space permitted.

Diagram 6 – Service Alley Streetscape Section



Phasing: In order to meet the applicant's objective of maintaining a fully operational theatre at all times during the construction of Phase I, a total of 874 parking spaces must be maintained for the theatre's use.

Phasing Map



Phase 1:

- Construct Eskridge Road improvements from Lee Highway south to the southern property boundary
- Construct North Street from Eskridge Road to the eastern property line, Festival Street from North Street south to its termination point in front of the movie theater; Festival Street Extended from Eskridge Road east to its terminus at Festival Street; and the service alley behind the proposed movie theater east to the southeast property boundary and continue it north from that point to its terminus at North Street.
- Construct surface parking lot behind the movie theater. This includes the parking on the Luther Jackson Middle School property, which is the subject of SEA 99-P-008.
- Construct southern stormwater management underground detention vault along the southern property line.

- Construct the new sixteen (16) screen movie theater and associated parking on Parcel I. (The West Deck on Parcel I will facilitate approximately three-fourths (3/4) of the required parking for the movie theater location.)
- Construct residential and secondary uses on Parcel H and associated parking. (The East parking deck located on Parcel H will contain enough parking to facilitate the remaining quarter (1/4) of the required movie theater parking as well as the parking for the residential located on Parcel H. East deck will be part of the Southern Parking Zone that will provide parking for the retail on the southern portion of the site.)
- Construct residential and secondary use structures and their associated parking on Parcel G. South Park will also be constructed during this phase.
- Construct offsite improvements to Luther Jackson Middle School site.

Phase 2:

- The remainder of the Parcels, A through F, will be constructed with its corresponding retail/residential program.
- The remainder of the on-site road improvements will be constructed, and will include: Festival Street from Lee Highway south to the completed portion at North Street; Strawberry Lane from Eskridge Road east to the eastern property boundary (where the adjacent development will have constructed the street to their western property boundary); frontage improvements along the Lee Highway; and the right-in/right-out at Yates Way and Lee Highway.

Under Phase 1, the applicant may construct any improvements proposed in Phase 2 as long as the existing movie theater remains opened and adequate parking has been provided.

As noted earlier, the development along the southern boundary of the site is subject to the approval of the concurrent SEA 99-P-008. The SEA has been filed in order to permit the construction and shared use of 64 parking spaces on the northwest corner of the Luther Jackson Middle School property. The SEA is needed to allow for an alternative use of a public facility (the construction of the parking lot to be shared by MTC, and FCPA and FCPS). Along with the parking spaces, the applicant will do grading and install landscaping around the periphery of the parking area. The applicant has proffered with the concurrent rezoning, (RZ 2005-PR-041), to several other improvements to the school property which will be discussed later in this report. These improvements will only function properly with the construction of this parking area due to a lack of sufficient existing parking on the school site. The parking being proposed would be accessible for FCPS, FCPA and the Town Center uses, and would be subject to separate memorandum of understanding which would include any use restrictions and maintenance agreements between the parties. The site already permits some commercial parking in the northeast corner of the site subject to SE 99-P-008; this area is unaffected by the new parking area.

Conformance with the Comprehensive Plan

The proposed development is divided into Parcels A through I. Four options for redevelopment are proposed, Options 1 through 4. Option 1 includes proposed uses and

intensities for all nine parcels. Option 2 includes possible reconfigurations of uses and intensities located in Parcels A and B only. Options 3 and 4 include possible reconfigurations in Parcel A only, with Option 2 for Parcel B in effect. The proposed uses and intensities for parcels C through I would remain the same under all four options. Each option provides for a significant amount of flexibility as to the uses and intensities in the individual parcels. Given the size of this mixed use project, programmatic flexibility will assist in assuring its successful development, as the applicant will be better able to respond to market conditions at the time of development. Residential uses are recommended to consist of a minimum of 45% of any development. The plaza and street level retail are planned in order to encourage pedestrian activity and movement between Lee Highway and the proposed movie theater to the south. In addition, transportation improvements such as realigning Eskridge Road to connect to Lee Highway; extending Strawberry Lane from Gallows Road to Eskridge Road; the redesign and improvement of vehicular and pedestrian access to the Metro station to the north; and the start of a street grid system within the Town Center. The "Merrifield Town Center Design Guidelines," which were submitted with the application, will be used in conjunction with the CDP/FDP as a guide in the creation of architectural, landscape, street section, building elevation, park feature and design elements.

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

Issue: Mix of Uses/Intensity of Development. The Plan intent is to create a town center with a mix of uses to serve as a core area for the Merrifield Suburban Center. The applicant proposes to develop a project at the maximum intensity recommended by the Comprehensive Plan (a 1.2 FAR, not including bonus density). The development provides for a significant range in the number and intensity of uses and the location of those uses on the subject property. Residential, retail, entertainment and community uses are guaranteed. Office and hotel uses are optional. Hotel use is proposed as an option on Parcels A, B, F and/or H. Office use is possible on Parcels A, B, D and/or G or none of them. Residential use is guaranteed on Parcels C, E and G, but may also be developed on Parcels B, F and H. All of the parcels, except for the movie theater parcel, are guaranteed to have some level of retail use, mostly on the ground floors. The intensity of the uses on each parcel may vary significantly too, depending on the type of use developed and market conditions at the time of development. Minimum and maximum intensities have been proffered and a Program Table clearly describes the possible development options in each parcel. The development possibilities are also described and depicted on the CDP/FDP and within the Design Guidelines. A project with too much of a focus on retail and entertainment would defeat this vision. The applicant has proffered to maintain a minimum of 45% residential use within the development to maintain the vision of the Comprehensive Plan.

The applicant has also proffered to additional uses, including 1,000 square feet of community meeting space within the theater building, to be provided at no cost to Fairfax County to serve community needs, and a satellite police office to be located in the applicant's security offices, at no cost to the county.

Issue: Height Limits. The Program Table proposes a range of heights for each use in each parcel. Not all building heights can be maximized simultaneously. The possible heights in each parcel are further described and depicted in the CDP/FDP and Design Guidelines.

The applicant has proposed to develop up to three buildings, Parcels A, B and/or F at the maximum height of 115 feet recommended by the Comprehensive Plan. Under Development Options 3 and 4 for Parcel A, which include a possible 115 foot tall building, parking is provided within the same parcel either at ground level or below-grade in a structure adjacent to or connected to the tall building. Under Development Option 2, the structured parking for Parcel B will be incorporated within the building. The applicant has not shown on the CDP/FDP that Building F will have structured parking under the building if it is more than 95 feet tall, as was recommended to the applicant. However, in the development plan's "Notes" section and as a notation in the Program Table, the applicant has stated that all buildings taller than 95 feet will have two levels of parking beneath them, whether at or below grade.

A notation on each elevation sheet in the CDP/FDP states that the elevations depicted represent minimum and maximum heights; however, on only some of the elevations are the heights labeled. In addition, there are inconsistencies between the CDP/FDP and proffers regarding the building heights listed. The maximum height on the "Parcel A, Option 2 Elevations" sheet is labeled 85 feet; however, the height in the Program Table found in the proffers and on the CDP/FDP is labeled 95 feet. The "Parcel A, Option 3 Elevations" sheet is labeled as 95 feet, and not the 115 feet stated in the Program Table.

The height of the parking structures on Parcels A and B, Option 1 are not labeled on the CDP/FDP. This information is provided in the proffers, which state that the maximum height of the structured parking decks will be a 75 feet, with the exception of Parcel A's parking deck and the East Parking Deck. The height for the parking structures should be labeled on the CDP/FDP. Additionally, a part of the "Parking Deck Heights" proffer is problematic. The proffer states that Buildings D and F may include at or above-grade structured parking not to exceed 75 feet in height. However, it is unclear, based on the CDP/FDP and Design Guidelines, how an above-grade parking structure could be incorporated into these two buildings. (The applicant has continued to work with staff to address these discrepancies and a revised submission is anticipated prior to the Planning Commission public hearing; in the interim, staff has proposed development conditions (Appendix 2) that address all outstanding issues).

Issue: Plaza and Recreational Amenities. "Opportunities should be provided for pedestrians to sit, especially in plazas, courtyards, urban greens and parks. Seating opportunities include the provision of low walls, wide steps, benches and other outdoor furniture... Usable open space in the form of plazas, urban greens, courtyards or parks should be provided throughout the Merrifield Suburban Center, especially in the Transit Station Area and the Town Center, in order to create a strong pedestrian focus. Developments should provide these pedestrian amenities, which include landscaped areas with shade trees, seating areas, public art and other amenities that make attractive gathering places for the local workforce, shoppers, and residents. In some instances,

these open space amenities should be large enough and designed in a manner to accommodate informal activities as well as programmed events during lunch-hours and after-work hours.”

“Development should provide or contribute to the purchase of one to two acres of land for a public park within Sub-Units F1 and F2. This urban park should function as a public meeting and gathering place and should have a focal point such as a pavilion and/or fountain.”

Two larger parks, North and South Parks, are proposed, which are linked by Festival Street. North Park will be an integration of land from this application property and the adjacent development to the east (UniWest). Combined, the park will be exactly one acre in size. The park will include a play fountain, lawn areas, children’s play areas, optional newsstands and kiosks, and potential public art locations. The park will abut a building planned for ground floor retail and restaurants. South Park, at 22,000 square feet in size, will include a play fountain, lawn area for performances and events, park benches and potential public art locations. The park will be surrounded on two sides by restaurant and retail uses and will be located across the street from the movie theater. Two smaller open spaces include an 8,000 square foot “Theater Mews” located to the east of the theater along the pathway to Luther Jackson Middle School and a 1,000 square foot “Restaurant Garden” located in between Parcels D and F. The total park area makes up 1.33 acres of the site, not including the park area contained in the adjacent park to the east.

With the implementation of these parks and additional streetscaping, Staff feels that this issue has been adequately addressed.

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

The application property includes three of the four streetscape concepts planned for the Merrifield Suburban Center to assist in its transformation from an industrial area to a mixed use area with pedestrian-friendly features. The CDP/FDP includes landscape and streetscape plans, detailed plans for the park areas and other features, along with proffer considerations for landscaping and streetscaping. In general, all the streets within the project meet the Plan’s intent for an urban streetscape to serve the functions of the different types of streets. Retail streets (including Festival Street, Strawberry Lane and the retail portion of North Street) will be lined mostly with retail and will have lobbies for upper floor uses (residential, office and hotel). Residential streets, including North Street and Festival Street Extended, will have either retail or residential entrances along the ground floor. The streetscapes have been designed to provide visual continuity and user safety. They serve as open space areas that connect the two larger parks and the smaller open space areas. Additionally, the CDP/FDP depicts animated façade areas throughout the proposed

development which are important elements of a pedestrian-friendly urban environment. Landscaping is incorporated into the streetscapes throughout the project as well as in the proposed park areas.

With the landscaping and streetscaping being proposed and illustrated within the CDP/FDP, Staff feels that this issue has been adequately addressed.

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

To minimize nighttime light pollution and glare, the most current proffers indicate that all surface parking lot and building mounted security lighting shall utilize full cut-off fixtures. Undirected uplighting for design elements such as signs, landscaping or architectural illumination has been prohibited by a proposed development condition. In addition, the applicant has proffered to provide a coordinated signage system, including way-finding signs and potential retail awning signage, for all residential and non-residential uses to establish a uniform theme throughout the proposed development. Signs will use a consistent color palette, lighting and font. Stand-alone, pole-mounted signage shall be prohibited.

Issue: Affordable and Workforce Housing. The Comprehensive Plan guidance for the Merrifield Suburban Center states that “for those areas planned for mixed-use with residential units, such as the town center and the transit station area, ADU and bonus units should be provided for the residential component as a condition for attaining the high end of the area’s mixed-use potential. The amount of ADU and bonus units should utilize the ADU Ordinance formula.”

The applicant is seeking the maximum development potential for the site. The proffers indicate that the applicant will provide a minimum of 5% affordable dwelling units (ADUs), or 25 of 500 units, and a total of 12% of the total residential units constructed will be sold/rented as either ADUs or workforce housing units. The workforce units will be provided to residents with Annual Median Income (AMI) levels of 80%, 100%, and 120%, and the units will range in size from 500 to 850 net square feet as efficiency and/or one and/or two bedroom units at the applicant’s sole discretion. The workforce housing will be administered per Section IV of the executed proffers, or the adoption of the Fairfax County Workforce Housing policy and/or Ordinance Provisions. Staff feels that this issue has been adequately addressed.

Issue: Parking. “Locating buildings closer to the roadway means that most off-street parking will be located in structures behind or beneath buildings. Parking structures should generally be integrated with an associated building in a manner that maximizes usable open space and the provision of pedestrian linkages.”

Almost all parking spaces in the proposed development will be provided as structured parking spaces located either under, within or wrapped by buildings, or in separate above grade parking structures serving adjacent buildings. The above grade parking structures are proposed to be a maximum 75 feet, with the exception of the Parcel A and East parking decks, which may be a maximum of 85 feet. The applicant has proffered to treat the facades of the above-grade garages with materials consistent with those materials used on companion buildings. On-street parking is proposed along both sides of each of the private streets within the development, which include Festival Street, Festival Street Extended, North Street, and Strawberry Lane. Two small surface parking lots will be located behind the theater. The southern surface parking lot is the subject of the concurrent SEA 99-P-008 application that was discussed earlier. This surface lot would both serve the Town Center development as well as the FCPS and FCPA. This southern surface lot would maximize the use of the improved fields on the school property. Additionally, the proffers anticipate the future evaluation and pursuance of a parking reduction given the subject property's proximity to the Dunn Loring Metro Station; future provision of shuttle service; character of the proposed development as a mixed use development near transit; and the intended effects of the Transportation Demand Management (TDM) Plan. Staff feels that this issue has been adequately addressed.

Issue: Pedestrian Circulation. "In development proposals which entail new development or redevelopment, increased intensity/density, increased building heights, and/or which substantially change the design of a previously approved development commitment, pedestrian linkages should be provided to adjacent development and to the countywide trail system where feasible. The goal is to connect local sites with the larger community and to enhance the continuity of the pedestrian system. Pedestrian linkages could include sidewalks, trails, plazas, courtyards and parks with path systems...Auto and pedestrian traffic should be separated, i.e., pedestrians should not be required to walk in a travel lane or through a parking structure to reach their destination."

The CDP/FDP's Pedestrian Circulation Plan depicts circulation on the site as well as connections offsite. Crosswalks connect Eskridge Road and Merrilee Drive across Lee Highway. Likewise, a trail along the subject property's Lee Highway frontage is proposed, which will connect the terminus of Festival Street to the crosswalks at the intersection of Eskridge Road and Lee Highway. These connections will provide pedestrian access to the north to the Dunn Loring Metro Station via Merrilee Drive. In addition, the applicant will provide direct pedestrian access to Luther Jackson Middle School, located to the south of the subject property, during daylight hours and may restrict access outside of school hours. Moreover, the elimination of curbs is proposed in certain areas on Festival Street in order to facilitate pedestrian circulation. All traffic signals installed or modified by the applicant shall include pedestrian countdown and audible features with the crossing time being calculated using the VDOT standard that allows for the maximum pedestrian crossing time. Staff feels that this issue has been adequately addressed.

Issue: Transportation and Pedestrian Circulation. "Primary access points to the Town Center are envisioned to be at Merrilee Drive extension/realignment with Eskridge Road and Route 29, Gallows Road and Strawberry Lane, and Gallows Road and "Main

Street/Festival Street". The major circulation improvements for this land unit include the extension of Eskridge Road to Williams Drive. Since Williams Drive connects with Route 50, this will complete the link from the Metro station through the "Town Center" to Route 50. Additional circulation improvements include...the extension of Strawberry Lane west to connect with Eskridge Road; the movie theater access road extension south to connect with Williams Drive...Within this area, at least one new road should function as the "Festival Street".

"Mitigating Transportation Impacts of Development – All development proposals should provide adequate access, turn lanes, interparcel access and other measures needed that mitigate the traffic impacts of the proposed level of development. If the application cannot demonstrate that the impacts of the proposed development can be mitigated on the surrounding road system, development potential should be reduced to a level at which impacts can be mitigated within the current capacities of the surrounding road system or development should be phased to occur with capacity increases resulting from planned road improvements. If phased, development should be phased with appropriate transportation improvements, so that a balanced roadway network will occur in the long-term, with new development not exacerbating overall existing conditions in the short term. A phasing program may include on-site and off-site improvements, intersection, signalization and parking improvements as identified in the specific land unit guidance...

Transportation Demand Management (TDM) – The transportation goal in the County's Policy Plan is for a mode split of at least 15 percent of the commuters to Suburban Centers and Transit Station Areas to occur by means other than single occupancy vehicles (SOV)."

The proposed development creates and extends a grid of streets by constructing a north-south main street (Festival Street) similar to that proposed in the Comprehensive Plan, extending Strawberry Lane through to Eskridge Road and, in conjunction with Fairfax County, extending Eskridge Road through to Williams Boulevard. Additionally, the newly created North Street and the east-west service alley located in the southeast corner of the site will be designed and constructed to connect to adjacent parcels abutting these streets and to facilitate the construction by others of those private streets as through private streets connecting Gallows Road to Eskridge Road. Festival Street Extended connects the movie theater's parking area (West Deck) to Eskridge Road.

Access to Yates Way, which is located on the east side of Parcel B, will potentially connect Strawberry Lane with Route 29 if the adjacent property (UniWest) grants access. A PCA will be required to remove the approximately 10 foot wide planting strip that is currently located along the western property boundary of the UniWest site. This landscape strip does not currently have an access easement across it, which is what is preventing the applicant from accessing Yates Way from their site. This connection is an essential element of the proposed project. Without this connection, the traffic impacts will be at an unacceptable level unless the level of development is reduced. In addition, the loading areas and parking entrances for Parcel B would be located along Strawberry Lane, which would lead to an aesthetically unpleasing streetscape on Strawberry Lane directly across the street from the one acre-sized North Park, and greatly impact the success of the pedestrian-friendly urban environment this development is attempting to create. The applicant has been informed

that without the filing and approval of a PCA on the UniWest property, they will have to file a PCA in order to do any development on Parcel B. This issue remains outstanding.

The applicant, individually or in conjunction with other property owners within the Merrifield Town Center, will operate or contract with a third party to operate and maintain a shuttle service for use by the residents, employees and patrons of the development to provide access to and from the Dunn Loring Metro Station. The shuttle will operated during morning and evening peak hours on weekdays, and possibly on Saturdays. The applicant has proffered to discontinue shuttle service if an Areawide Circulator is established to link uses within the Merrifield Suburban Center, including the subject property and the metro station, and has agreed to provide financial support for the Circulator if that is the case.

The proffers call for an ultimate 30 percent trip reduction for residential uses and 20 percent for office uses. The residential goals will increase from 7 to 30 percent over the course of construction, establishment of a shuttle, and possible replacement of the shuttle with an areawide circulator. The office goals will likewise increase from 9 to 20 percent with buildout of the development. These goals are outlined in the chart in the Transportation Analysis/TDM Section. The TDM goals are discussed in further detail in the Transportation Analysis of this report.

Based on this analysis, it is staffs opinion that the application, as proffered, is in conformance with the Comprehensive Plan for the Merrifield Town Center.

Residential Development Criteria

Although the Development Criteria pertain to residential development, because of the mixed-use nature of the proposed project it is impossible to adequately evaluate the proposal by its individual components; therefore, staff has used the Development Criteria to evaluate the entire development in this case. Fairfax County expects new development to enhance the community by fitting into the fabric of the neighborhood, respecting the environment, addressing transportation impacts, addressing impacts on public facilities, being responsive to our historic heritage, contributing to the provision of affordable housing, and being responsive to the unique site specific considerations of the property. (For the complete Residential Development Criteria, see Appendix 17.)

Site Design (Development Criterion #1)

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

The parcel consolidation proposed with this application is of a logical and sufficient size to allow the project to function in a well-designed and efficient manner. The proposed development does not preclude other unconsolidated parcels from developing in

conformance with the Plan. To plan for the future redevelopment of the remaining industrial uses on both sides of Eskridge Road, the applicant has proffered to provide an option for adaptive reuse of the ground floor of the office building in Parcel A, Option 1 and the residential units in Parcel G fronting on Eskridge Road to permit retail. The residential units in Parcel G may also be built as live-work units. The applicant has also proffered to interparcel access to the parcels to the east. By providing access easements to the property boundaries where North Street and the Southern Service Alley would tie into any future development of the neighboring properties, the grid street network would be able to continue per the vision of the Comprehensive Plan.

Layout: The layout should:

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

The design uses open areas and plaza features along with streetscapes to enhance the urban spaces by providing opportunities for community gatherings and festivals to make this a destination for Merrifield and County residents. These spaces also work together to create a strong connection between the movie theater on the southern portion of the site and the proposed large retail establishments on the northern end of the property. Residential uses are located throughout the property in order to distribute trips and create a pedestrian experience that will thrive even before outside visitors are present on the site. Building heights are also concentrated to the center of the site and the parking on the site is mainly structured as is appropriate for an urban mixed-use development. Parking within the proposed structures is segregated by use to lessen the potential conflicts among residential and retail/secondary uses. Residential uses provide private recreational areas in the form of courtyards, which are accessible to all residents.

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

The proposed development provides 26% landscaped open space overall, with 23% in the PRM District and 35% in the PDC District. These amounts satisfy the requirements of each district. This open space is located primarily in two major areas, North and South Parks, in

several pocket parks, and within the courtyard/amenity areas of the residential buildings. A ±20,000 sq/ft green roof has also been proposed to be located on the site in an area to be determined at site plan.

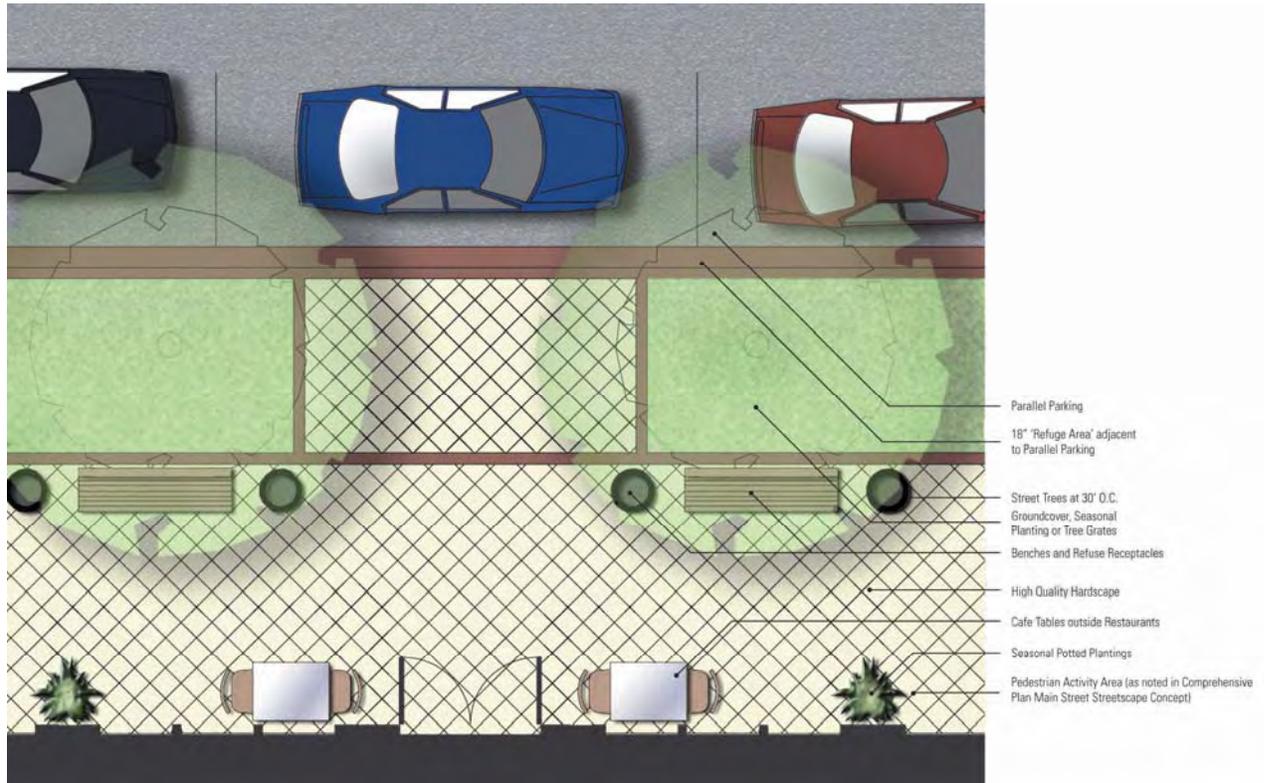
Landscaping: Developments should provide appropriate landscaping: for example, in parking lots, in open space areas, along streets, in and around stormwater management facilities, and on individual lots

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

Two larger parks, North and South Parks, are proposed, which are linked by Festival Street. North Park will be an integration of land from the subject property and the adjacent UniWest development. Combined, the park will be exactly one acre in size. The park will include a play fountain, lawn areas, children's play areas, optional newsstands and kiosks, and potential public art locations. The park will abut a building planned for ground floor retail and restaurants. South Park, at 22,000 square feet in size, will include a play fountain, lawn area for performances and events, park benches and potential public art locations. The park will be surrounded on two sides by restaurant and retail uses and will be located across the street from the movie theater. The proffers maintain the potential to close down Festival Street south of Strawberry Lane to facilitate events such as street festivals or farmers markets. Two smaller open spaces include an 8,000 square foot "Theater Mews" located to the east of the theater along the pathway to Luther Jackson Middle School and a 1,000 square foot "Restaurant Garden" located in between Parcels D and F. The total park area makes up 1.33 acres of the site, not including the UniWest park area. This amount of open space meets the intent of the Comprehensive Plan for this portion of the Merrifield Town Center.

As discussed earlier, the application meets the streetscape sections that the Comprehensive Plan recommends for the Town Center area. The streetscape sections have been further defined in the Design Guidelines. The guidelines describe how street trees will be planted approximately thirty (30) feet on center, and the trees being installed will be 3-3 1/2" dbh and placed in tree wells that will be a minimum of eight (8) feet wide. There will also be either groundcover, seasonal plantings or tree grates surrounding the trees. Other elements that may be included in the streetscape sections are benches, light fixtures, café tables, outside eating areas and seasonal plantings. (See Diagram 7)

Diagram 7 – Streetscape Amenities



The site will contain a minimum of four residential buildings, each providing access to elevated private open spaces as shown on the CDP/FDP. There are also other indoor activity/amenity areas such as a business center located in each of these buildings. The visible facades of the parking garages will include architectural surface treatments that will be complimentary to the residential buildings, such as the use of special forming or scoring and/or pre-cast panels or similar architectural embellishments to ensure visual compatibility. With the amenities and features that the applicant is proposing, the intent of the criterion has been met.

Neighborhood Context (Development Criteria #2)

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

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

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

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

The proposed project is a redevelopment of the existing National Amusements Movie Theater Complex and the United Rentals properties. The existing site is developed with a fourteen (14) screen movie theater, surface parking lot, construction vehicle rental storage, and an open field on the southern end of the site. The intent of the application is to redevelop the site with a sixteen (16) screen movie theater with modern amenities on the southern portion of the site. The remainder of the site is to be developed as a mix of ground floor retail with multi-family residential and office and/or hotel uses in the upper levels to create a vibrant Town Center. The application property has been designed in a manner that maximizes compatibility with the surrounding land uses as envisioned by the Comprehensive Plan. The existing theater site consists of mainly a surface parking lot which will be redeveloped with a mix of mid-rise and high-rise structures. In many cases, the differences in building heights would result in compatibility issues with the neighboring low-rise uses. However, due to physical grade changes and separations inherent to this site, as well as the nature of the surrounding uses, there are no compatibility issues anticipated from the proposed redevelopment of the site as a mixed-use.

The applicant has provided for several variations in building heights within the project on several of the parcels. The tallest buildings being proposed have a maximum height of one hundred fifteen (115) feet. The buildings that may achieve this height are located internal to the site, or are adjacent to buildings with similar heights. Grade changes also aid in reducing building height conflicts by placing the taller buildings on lower portions of the site. The buildings will be constructed using a combination of the following proffered materials, which include but are not limited to the following: stone, cast stone, masonry, glass, precast, metal, cementitious fiber board, asphalt shingles, clay tiles, slate, wood or comparable materials. EIFS shall be limited solely to use on mechanical penthouses and architectural detailing not to exceed five percent of a building's façade.

The applicant has articulated the ground level of the residential structures along all road frontages to enhance the pedestrian experience by including individual access to the retail/secondary uses; window displays etc. Service access to the residential uses, including garage access, has been concentrated away from Festival Street to reduce potential conflicts with pedestrians and vehicles, and creates a more aesthetic transition to adjacent properties. This criterion has been satisfied with the proposed improvements to the site.

Environment (Development Criteria #3)

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

- a) Preservation: Developments should conserve natural environmental resources by protecting, enhancing, and/or restoring the habitat value and pollution reduction potential of floodplains, stream valleys, EQCs, RPAs, woodlands, wetlands and other environmentally sensitive areas.*
- b) Slopes and Soils: The design of developments should take existing topographic conditions and soil characteristics into consideration.*
- c) Water Quality: Developments should minimize off-site impacts on water quality by commitments to state of the art best management practices for stormwater management and low-impact site design techniques.*
- d) Drainage: The volume and velocity of stormwater runoff from new development should be managed in order to avoid impacts on downstream properties. Where drainage is a particular concern, the applicant should demonstrate that off-site drainage impacts will be mitigated and that stormwater management facilities are designed and sized appropriately. Adequate drainage outfall should be verified, and the location of drainage outfall (onsite or offsite) should be shown on development plans.*
- e) Noise: Developments should protect future and current residents and others from the adverse impacts of transportation generated noise.*
- f) Lighting: Developments should commit to exterior lighting fixtures that minimize neighborhood glare and impacts to the night sky.*
- g) Energy: Developments should use site design techniques such as solar orientation and landscaping to achieve energy savings, and should be designed to encourage and facilitate walking and bicycling.*

This site is currently developed with a large surface parking lot; fourteen (14) screen movie theater; construction vehicle rental facility; and stormwater detention pond. As such, the site is almost entirely impervious, with the exception of a large open field in the extreme south portion of the site which separates the surface parking area from the Luther Jackson Middle School property. Because this site is a redevelopment, many of the environmental concerns that would normally be associated with a development of this intensity are not applicable.

Stormwater Detention/Best Management Practices (BMP)

As previously stated, the subject property consists for the most part of impervious surface. The applicant is proposing to reduce the phosphorus level by $\pm 47\%$, 7% more than required for a redevelopment. Stormwater runoff will be reduced to the pre-developed "good forested" condition that is outlined in the Public Facilities Manual (PFM) through the use of two underground stormwater facilities located on the northern and southern portions of the site. Underground pipes throughout the site are proposed to direct stormwater flow to the two underground vaults on the approximately thirty-one acre site. The applicant has requested a modification for on-site stormwater management in order to utilize underground detention in a residential area; this will be discussed further under the public facilities criterion. The applicant has proffered to include green roof technology on a portion of the proposed development. The green roof facility being proposed will be approximately $\pm 20,000$ sq/ft in size, and would further reduce stormwater runoff on the site.

Noise

Guidelines for maximum levels of noise exposure as recommended in the Comprehensive Plan are DNL 65 dBA for outdoor activity areas and DNL 45 dBA for residences. The proposed hotel/residential buildings being proposed as option on Parcels A and B may be impacted by noise depending on the final design of the buildings. The applicant has proffered to submitting a refined acoustical analysis prior to the submission of building plans for Parcels A and B to determine which hotel and/or residential units may be affected by exterior noise levels above 60dBA Ldn. Following this determination, the applicant has proffered to construct the affected rooms/units with the following acoustical measures:

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

The applicant has proffered to mitigate noise levels in these structures using acceptable building materials with appropriate acoustical mitigation properties. The applicant has also proffered to having the final building plans for the hotel and/or residential buildings depict the final noise contours and all locations of the respective building/rooms/units, if any, that are subject to noise mitigation. The applicant has proposed to incorporate green

technologies into the project, as well as meeting and in most cases exceeding the minimum requirements for stormwater management and BMPs. Staff feels that this criterion has been satisfied.

Tree Preservation and Cover Requirements (Development Criteria #4)

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

There are extremely few trees currently established on the site, and the ones that do exist will be removed during the redevelopment. The applicant is proposing to follow the streetscaping recommendations of the Comprehensive Plan for the Merrifield Town Center, and has also proposed to plant shade trees around the periphery of parking lots; in the proposed North and South Parks; pocket parks; ground-level plazas and on rooftop plazas. The landscaping plan states that plantings will include 90 percent native species.

Transportation (Development Criteria #5)

All rezoning applications for residential development should implement measures to address planned transportation improvements. Applicants should offset their impacts to the transportation network. Accepted techniques should be utilized for analysis of the development's impact on the network. Residential development considered under these criteria will range widely in density and, therefore, will result in differing impacts to the transportation network. Some criteria will have universal applicability while others will apply only under specific circumstances. Regardless of the proposed density, applications will be evaluated based upon the following principles, although not all of the principles may be applicable.

Internal Circulation and Street Design

In the proposed redevelopment of the site, the applicant is proposing a street grid that has never existed in this portion of the Merrifield area. This grid has two north/south streets (Festival Street and Eskridge Road). Eskridge Road, in its ultimate design, will connect from Lee Highway all the way through to Williams Drive to the south, which then connects to Route 50. This connection would aid in the distribution of trips that would normally be pushed to either Gallows Road or Prosperity Avenue. There are four east/west streets being proposed (Strawberry Lane, North Street, Festival Street Extended, and the southern service alley). Currently Strawberry Lane is the only street that will connect from Eskridge Road to Gallows Road, but the applicant has demonstrated how North Street and the southern service alley could be extended to Gallows Road with the redevelopment of the

properties to the east by others in the future. This is the grid that was envisioned in the Comprehensive Plan.

The transportation criterion states that public streets are preferred, but the applicant has proposed that all the internal streets are to be private. In this instance, staff believes that the use of private streets is preferable due to the additional amenities proposed with the onsite street network (including the streetscape and special pavement treatments) which would not be acceptable in the VDOT road system for maintenance. In addition, the parallel parking spaces that are proposed along all streets where permitted may be closed during festival and community events which would not be possible with a public street.

Transportation Improvements

Since the application property is a redevelopment, significant enhancements to the existing transportation network are needed to offset the impact of the proposed development and improve the current network functionality in the greater Merrifield area. In order to ensure safe and efficient traffic circulation both within the proposed site as well as entering and exiting off the existing road network, the applicant has proffered the following improvements:

Lee Highway

- Subject to VDOT approval, the applicant shall design and construct the ultimate southern curb lane along Lee Highway;
- Construct a dedicated right turn lane from eastbound Lee Highway onto the relocated southbound Eskridge Road;
- Construct a continuous through/right turn lane along the Lee Highway frontage between Eskridge Road and Yates Way with a curb-cuts to facilitate a right-in/right-out turning movements onto Festival Street and Yates Way;
- Installation of pedestrian crosswalk striping, a pedestrian refuge area and audible pedestrian countdown signals across Lee Highway at the proposed traffic signal at the intersection of Lee Highway and Eskridge Road;
- Perform signal modifications and roadway striping to provide for westbound dual left turn lanes from Lee Highway onto the realigned southbound Eskridge Road.

Eskridge Road

- Design Eskridge Road realignment from Lee Highway south to Williams Drive;
- Construct Eskridge Road Public Improvement (PI) Plan from Lee Highway south to the southern NAI property line, with the final connection to Williams Drive to be completed by the County. The improvements shall include:

- *Southbound Improvements:* Two lanes between Lee Highway and Strawberry Lane, one through and one through/left turn lane; two lanes between southbound between Strawberry Lane and North Street, one through and one through/left turn lane, turning into a left turn only lane onto eastbound North Street at the North Street/ Eskridge Road intersection; continue with one through lane between North Street and Festival Street Extended, and add a left turn-only lane onto eastbound Festival Street Extended; continue with one through lane between Festival Street Extended and the south service alley, and add a left turn-only lane onto eastbound south service alley; continue with one through lane down to Williams Drive.
- *Northbound Improvements:* Four total lanes between Strawberry Lane and Lee Highway, two left turn lanes onto westbound Lee Highway, one through lane to Merrilee Drive and one right turn lane onto eastbound Lee Highway; one through and one through/right turn lanes between Festival Street Extended and Strawberry Lane; one through/right turn lane between the south service alley and Festival Street Extended; continue with one through/right turn lane from Williams Drive to the south service alley.
- Crosswalks will be installed along Eskridge Road at its intersection with Lee Highway, North Street and the south service alley. (These crosswalks may be textured where permitted.)

Festival Street

- Construct Festival Street from Lee Highway south to its termination at Festival Street Extended, just in front of the proposed movie theater. This construction will consist of the following improvements:
 - *Southbound Improvements:* Two lanes between Lee Highway and Strawberry Lane, one through/right turn lane and one left turn lane that ends at approximately mid-block at the entrance to the parking deck on Parcel B. At the Festival Street/Strawberry Lane intersection, the now single southbound lane functions as a through/right/left; one southbound lane between Strawberry Lane and North Street with through/right turn movements between the intersections, and through/right/left movements at the Festival Street/North Street intersection; continue with one through lane between North Street and Festival Street Extended where the street terminates in front of the proposed movie theater.
 - *Northbound Improvements:* One through/right turn lane between Strawberry Lane and Lee Highway, which allows for a right turn only movement onto Lee Highway; one through/right turn lane between North Street and Strawberry Lane with full through/left/right movements at the intersection of Festival Street and Strawberry Lane; one through lane

between Festival Street Extended and North Street with full through/left/right movements at the intersection of Festival Street and North Street.

- Festival Street shall be constructed with parallel parking on both sides of the street, where permitted.

Yates Way

- Extend Yates Way to connect to the proposed right-in/right-out curb-cut along Lee Highway;
- Install pedestrian amenities along the loading areas (e.g. yellow bollards or brick piers) to indicate that they are entering an active loading area.

These improvements are subject to the approval of a PCA to be filed in the future by the applicant on behalf of UniWest in order to remove the landscape strip between Uniwest's western boundary and the subject property, as discussed earlier.

Strawberry Lane

- Construct a private Strawberry Lane from its terminus at the eastern property boundary, west to its intersection with Eskridge Road, with public access easements. This improvement shall consist of a ± 37 foot wide road section with additional space for parallel parking where permitted. Between Yates Way and Festival Street there will be two westbound and one east bound lanes. The two westbound lanes will contain one through and one through/left turn lane. Between Festival Street and Eskridge Road there will be one eastbound through/right turn lane and one westbound through/right turn lane. There will be left turn lanes at eastbound intersection of Strawberry Lane and Festival Street, and westbound Strawberry Lane and Eskridge Road.
- At the Strawberry Lane/ Yates Way intersection, two stop signs to control the Yates Way traffic and allow for the Strawberry Lane traffic to flow freely through the intersection.
- At the Strawberry Lane/Festival Street intersection, four stop signs to control the flow of traffic at all four points of this intersection.

North Street

- Construct a private North Street from its terminus at the eastern property boundary west to its intersection with Eskridge Road, with public access easements. This improvement shall consist of a road section that varies from 22-30 feet wide with additional space for parallel parking, where permitted.

- At the North Street/Festival Street intersection, install four stop signs to control the flow of traffic at all four points of this intersection. (This intersection will be paved with textured pavement to act as a traffic calming measure.)
- Provide construction and access easements from the terminus of North Street at the eastern property boundary to allow for future connections to the east by others.
- Install a traffic signal and audible pedestrian countdown signal at the intersection of North Street and Eskridge Road, if signal warrant deems it necessary at time of the intersections construction. If not warranted, the applicant will provide easements for the future installation of a signal by others.

Festival Street Extended

- Construct a private Festival Street Extended from its terminus at its intersection with Festival Street and its intersection with Eskridge Road with public access easements. This improvement will consist of a road section that varies from 24-30 feet wide with additional space for parallel parking, where permitted. (A drop off area in front of the movie theater is also being provided along this section.) The intersection of Festival Street and Festival Street Extended will be paved with textured pavement to act as a traffic calming measure.

South Service Alley

- A two lane service alley shall be constructed along a path that generally runs along the southern property line from Eskridge Road on the west toward the southeast corner and then turns and heads north along the eastern property line, to a terminus at its intersection with North Street.
- Construct a surface parking lot along the north and south side of the South Service Alley to accommodate parking for the movie theater and sports fields on the Luther Jackson Middle School property. (Subject to SEA 99-P-008)

Transportation Demand Management (TDM)

A major component of this development is the establishment by the applicant of a TDM program to reduce the impact of the proposed development on the transportation infrastructure of the Merrifield area. The basic premise of the TDM program is to reduce vehicle trips to and from the site through the use of alternatives to single-driver private vehicles. Use of a shuttle to rail is the most obvious TDM activity; however, any alternatives that substitute for the use of a single-occupant vehicle (SOV) are important elements of a TDM program. These include carpooling, telecommuting, using other forms of transit, bicycling, and walking, as well as the creation of a synergistic range of uses on the site. Typically the goal of a TDM program is to reduce AM and PM peak hour trips;

however, given the urban location of this site and its proximity to the Dunn Loring Metro Station, (noting that this is not a transit-oriented development (TOD),) and the daily traffic demands associated with the Merrifield area, a program that will reduce trips at all hours will be of notable benefit.

The proposed mix of uses is a major factor in the ability of any development or area to be able to reduce trips. Within a development that has an appropriate mix of uses in sufficient amounts, the need for people within the development to use their private vehicles to drive outside that area for services will be reduced, which effectively reduces the demands on the surrounding road network. In this case, in addition to the location of the transit facility, the applicant is proposing a minimum of 500 multi-family residential units as well as retail/secondary uses for a total of 1,893,692 sq/ft (inclusive of affordable housing bonuses). The unique feature of this project will be the location of these residential uses in a mixed-use site, which will create a synergistic relationship. In addition to the retail, entertainment and recreational opportunities existing and planned within the Merrifield Revitalization Area, the new retail uses (including a potential grocery store in particular) are designed primarily to provide services for people who live and work in the development.

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

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

Residential Goals.

	Percent Reduction
Phase 1	
- Pre-shuttle	7%
Phase 2	
- Post-shuttle/Pre-build out	13%
Phase 3	
- Post-shuttle/Post build out	26%
Phase 4	
- Post-shuttle/Post Areawide circulator	30%

Office Goals.

	Percent Reduction
Phase 1	
- Pre-build out	9%
Phase 2	
- Post build out	20%

- A detailed strategic plan for implementation and administration of the program has been developed and is referenced in the proffers.
- Specific techniques to be used for implementation of the TDM program include, but are not limited to:
 - ❖ targeted marketing program for residential sales/leases which will be designed to encourage and attract TDM-oriented residents (such as one or no-car individuals/families) to live in the development;
 - ❖ integration of transportation information and educational materials into sale/rental literature;
 - ❖ coordination for vanpool and carpool formation, including ride matching service with adjacent office buildings and home owners associations;
 - ❖ establishment of a guaranteed ride home program;
 - ❖ establishment of a project website that includes real-time travel and transit data and potential for online transit pass sales;
 - ❖ establishment of a parking management plan;
 - ❖ use of car sharing programs (subject to agreements with third party vendors such as ZipCar or FlexCar);
 - ❖ establishment of a phasing strategy (as discussed below).
- A program manager will be retained to administer the TDM program.
- The applicant will be obligated to provide annual studies and reports to the County to verify compliance with the vehicle trip reduction goals and to demonstrate the TDM program's viability and effectiveness.
- The TDM program and yearly budget will be subject to the review and approval of the County staff. An initial funding of \$236,300 per year is required to be increased as necessary to implement the agreed upon program.
- The developer, not the successor HOA/COA, will remain responsible for the funding, administration, remedies and applicable penalties of the TDM program through the "Applicant Control Period" which is defined as two years of successfully meeting or exceeding the proffered Phase 4 TDM goal as defined in the proffers. The

responsibility for the TDM program will then be turned over to the HOA/COA, which will include all uses on site.

- During the applicant control period, if the results of two consecutive annual trip counts conducted after full occupation reveal that the actual vehicle trip generated by the residential uses exceeds the maximum number of trips permitted under the Phase 4 TDM goal, then the applicant must pay into a TDM Penalty Fund.
- If the proffered vehicle trip reductions are not achieved, the developer will be required to pay a penalty for each additional trip generated by a specific use, even if other uses are meeting the proffered goals, with the penalties increasing as the extent of any failure increases. For example, if the proffered reduction goal is exceeded by up to 10%, the penalty amount is \$10,000 per vehicle for each trip that exceeds the Phase 4 TDM goal; between 10% and 15%, the penalty amount is \$15,000 per vehicle for each trip that exceeds the Phase III TDM goal; and if the failure exceeds 15%, the penalty amount will be \$30,000 per vehicle for each trip that exceeds the Phase 4 TDM goal. The penalty funds are to be used for transportation improvements in the vicinity of the property – not to assist in remedying the shortfalls of the TDM program. The penalty fund is to be secured with a letter of credit for \$100,000.

Staff believes that the TDM program proposed by the applicant, which includes a TDM Residential Trip Reduction Goal of 30% in Phase 4, in combination with the other measures that are proposed in the TDM Strategic Plan represents a significant commitment by the applicant to minimizing the impacts of the proposed development on the surrounding transportation network.

Outstanding Transportation Issues

Intersection of Eskridge Road and Lee Highway - The applicant has addressed all of staff's concerns except for the following:

- The applicant should proffer to signal modifications and roadway restriping to provide for westbound dual left turn lanes on Lee Highway onto southbound Eskridge Road.

(A development condition has been added to address this issue, but the applicant is continuing to work with staff to refine the proffer language to address this concern.)

Yates Way - The applicant has addressed all of staff's concerns regarding this issue except for the following:

- The applicant should improve pedestrian amenities nearest the loading area along Parcel B. (e.g. yellow bollards or brick piers) that help to indicate to pedestrians that they are entering a loading area and that additional attention should be provided while walking through the area.

(The applicant has agreed to install bollards in areas where loading docks are located with the final placement of the bollards to be determined at the time of site plan. An illustration of these bollards can be found in the Design Guidelines; therefore this issue has been addressed.)

- The applicant needs to demonstrate that they can access off of Yates Way per an easement.

The applicant is continuing to work to incorporate proffer language that states that they will file for approval of a PCA on behalf of UniWest, and that access to Parcel B is dependant on the approval of that PCA application. This language is also proposing that, if the UniWest PCA is not approved, the applicant will file another PCA on its own behalf to redesign Parcel B to accommodate its development. A development condition has been proposed to address this issue while the applicant continues to work with staff.

- Yates Way has been approved by VDOT and therefore all improvements associated with this access will be provided, and the Yates Way extension as shown on Sheet 7 and as referenced in Proffer VII.9 will be completed prior to the issuance of a Non-RUP or RUP on Parcel B.

Festival Street between Parcel A and Parcel B

- A public access easement should be provided for Festival Street (Although provided in proffer VI.4, the language “applicable” describing the easements is unclear.)

A development condition has been added to provide for the granting of public access easements across the private streets in the development, but applicant is continuing to work with staff to refine the proffer language to address this concern.

Strawberry Lane – The applicant has addressed all issues except the following:

- The restricted loading hours for Strawberry Lane should be extended from 11:00 am to 4:00 pm.

The applicant has worked with Staff throughout the process to narrow down the times of loading to those which would least impact the site’s traffic. Staff feels that the restrictions on Saturday loading times as currently proffered are still not adequate. The applicant feels that limiting the time any further would limit their ability to attract the desired retail uses envisioned for the site; therefore, the applicant has maintained the currently proffered hours of loading. This issue still remains outstanding.

- The truck turning path (Autoturn) from Strawberry Lane onto Eskridge Road should be verified to be adequate with the limited transition option on Eskridge Road at Strawberry Lane.

The applicant is completing details of the truck turning paths for this area which will be forwarded to the Fairfax County Department of Transportation for review.

- A public access easement should be provided for Strawberry Lane (Although provided in proffer VI.4, the language “applicable” describing the easements is unclear.)

A development condition has been added to provide for the granting of public access easements across the private streets in the development, and the applicant is continuing to work with staff to refine the proffer language to address this concern.

- The recent draft proffers change the construction timing of Strawberry Lane. This construction needs to occur when direct vehicle access is provided, as previously proffered.

The applicant is continuing to work with staff to refine the proffer language to address this concern.

Festival Street south of Strawberry Lane - The applicant has addressed all issues except the following:

- A public access easement should be provided for Festival Street (Although provided in proffer VI.4, the language “applicable” describing the easements is unclear.)

A development condition has been added to provide for the granting of public access easements across the private streets in the development, and the applicant is continuing to work with staff to refine the proffer language to address this concern.

- The recent draft proffers change the construction timing of Festival Street. This construction needs to occur with direct vehicle access as previously proffered.

The applicant has not altered this proffer language in regards to timing of the construction, and still states that that Festival Street Extended shall be constructed prior to issuance of the first Non-RUP for the theatre use. Staff feels that this issue is still outstanding and will continue to work with the applicant to address the issue.

North Street - The applicant has addressed all issues except the following

- A 10-foot grading and/or construction easement is inadequate. (Proffer VI.9 and VI.8)

Staff feels that the 10-foot grading and/or construction easement is inadequate, and that the standard 15 foot easement be given. A development condition has been included to address this issue, and the applicant is continuing to work with staff to refine the proffer language to address this concern.

- A public access easement should be provided for Festival Street (Although provided in proffer VI.4, the language “applicable” describing the easements is unclear.)

A development condition has been added to provide for the granting of public access easements across the private streets in the development, and the applicant is continuing to work with staff to refine the proffer language to address this concern.

- Desirable to have signal warrant study done prior to bond release so as to have the development on the ground.

The applicant is continuing to work with staff to refine the proffer language to address this concern.

Service Area Street (South Theatre Drive) adjacent to Movie Theatre

- A public access easement should be provided for Service Area Street (Although provided in proffer VI.4, the language “applicable” describing the easements is unclear.)

A development condition has been added to provide for the granting of public access easements across the private streets in the development, and the applicant is continuing to work with staff to refine the proffer language to address this concern.

TDMs - The applicant has provided a substantial TDM program for the subject site. Included in this plan is a shuttle for the subject property, a strategic plan to obtain a 26 % residential reduction and a 20% office reduction in vehicle trips, and numerous non-motorized transportation improvements.

- The only remaining concern with the proposed TDM program is the amount of funding for the Penalty Fund should the TDM reduction not be achieved. Staff recommends additional monies toward this fund.

The applicant is currently proffering to maximum aggregate amount of penalties to be paid is \$100,000. Staff feels that this amount is low in comparison to other approved TDM programs in the area, and are requesting the applicant to reevaluate the amount in regards to those other programs. This issue remains outstanding, and the applicant is continuing to work with staff to refine the proffer language to address this concern.

Public Facilities (Development Criteria #6)

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

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

All rezoning applications for residential development are expected to offset their public facility impact and to first address public facility needs in the vicinity of the proposed development. Impact offset may be accomplished through the dedication of land suitable for the construction of an identified public facility need, the construction of public facilities, the contribution of specified in-kind goods, services or cash earmarked for those uses, and/or monetary contributions to be used toward funding capital improvement projects. Selection of the appropriate offset mechanism should maximize the public benefit of the contribution.

Fairfax County Park Authority (Appendix 10)

The applicant is providing the required \$955 contribution for each residential unit per the Zoning Ordinance. In addition, the residents of this development will need access to outdoor recreational facilities. Typical recreational needs include playground/tot lot, basketball, tennis and volleyball courts, and athletic fields. The development plan depicts some on-site active recreational facilities and open lawn areas which are located in the courtyards of the proposed residential buildings, and throughout the site in both North and South Parks and the pocket parks. The applicant has proffered performing offsite improvements, or cash contributions in lieu of the same improvements, to the Luther Jackson Middle School athletic fields which include:

- Grading for the 64 space parking lot and for improvement as a natural turf (grass) field;
- The concurrent SEA 99-P-008 application is to permit the construction of 64 new parking spaces located along the Middle School's common boundary with the Property.
- Provision of an access gate on the eastern entrance (as depicted on the proposed SEA Plat) which shall be controlled by FCPS;
- Provision of a landscaped berm between the new parking spaces and the athletic fields; the exact type, extent and location of landscape elements shall be provided in accordance with the approved SEA Plat; and,
- Installation of, or payment of a maximum of \$150,000.00 in lieu of, (i) up to 2,200 linear feet of under-drain, (ii) up to 2,200 linear feet of conduit for lighting, (iii) up to eight light pole bases, (iv) a commercially acceptable irrigation system to maintain the 4.5 acre area., (v) grass seeding, (vi) four moveable soccer goals and (vii) one or two permanent backstops, the number and location of which shall be determined by the FCPS and/or the FCPA.

The FCPA is satisfied that the contributions and improvements proposed meet FCPA standards and expectations for the athletic field and related parking; therefore, staff feels that this criterion has been satisfied.

Stormwater Analysis (Appendix 14)

Chesapeake Bay Preservation Ordinance (CBPO)

There is no mapped Resource Protection Area on the Site. The existing site was developed without water quality controls of the existing impervious area. The applicant has indicated on the CDP/FDP that they will provide in excess of 47% phosphorous removal. Draft Proffer XI.1.B commits to provide 40% phosphorous removal. Staff recommends a proffer commitment to the higher level of water quality control that is above the minimum requirements for the project.

The applicant indicates that stormwater management for the Site will be provided in underground StormFilter™ BMP facilities. These types of underground BMP facilities, based on the vault design, are underground stormwater facilities that require a Public Facilities Manual (PFM) waiver by the Board of Supervisors (Board), in conjunction with the rezoning, to be located in residential areas. The applicant is requesting a waiver to allow underground water quality and detention vaults located in the residential development.

Stormwater Detention

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

DPWES Staff has reviewed the referenced submission for consistency with Section 6-0303.8 of the Public Facilities Manual (PFM), which restricts use of underground stormwater management facilities located in a residential development. The Board of Supervisors (Board) may grant a waiver after taking into consideration possible impacts on public safety, the environment, and the burden placed on prospective homeowners for maintenance. Underground stormwater management facilities located in residential developments maybe allowed by the Board, if it is determined that the facilities:

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

The applicant has indicated that the preferred method for stormwater management includes use of two underground detention vaults with one being located within the residential area.

The applicant has provided construction cost estimates of the stormwater facilities for the development comprised of a minimum of 500 residential units, and a maximum of 1,041,211 square feet of secondary/retail uses to be served by the underground facilities.

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

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

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

Burden Placed on Prospective Homeowners for Maintenance and Future Replacement - In accordance with PFM 6-0303.8, the Board of Supervisors may grant a waiver in conjunction with the rezoning, after taking into consideration possible impacts on public safety, the environment, and the burden placed on prospective homeowners for maintenance. A separately submitted PFM waiver request to permit underground stormwater management within the residential development has been submitted for concurrent action with this rezoning application by the Board. DPWES had previously prepared a separate memo and recommendations concerning the request. However, the locations of detention and BMP vaults have changed since the memo was issued. All of the four building design alternatives for Parcel A show the BMP vault and access within the limits of the building footprint. The vault cannot be located entirely under any building because adequate access could not be provided from within the building. The underground BMP vault currently proposed under the retail/office building significantly increases the cost of the future replacement of the facilities. None of the four proposed alternatives can be approved as currently submitted; however, the applicant has worked with DPWES staff, and has orally committed to a solution which will address this issue by placing the detention vault and BMP facility access points in the sidewalk areas. DPWES is satisfied with this proposed solution, and staff anticipates this issue to be addressed with a revised plat submission, which will be the subject of an addendum.

Portions of Strawberry Lane are now proposed to be a private street. Since the road will be privately maintained and not within a ROW, the vault may be located under the private drive. DPWES recommends the applicant consider revising the locations of vaults SWM 1 and BMP 1 to reduce and/or eliminate the costs, issues and concerns related to locating the vaults within the footprint of the retail/office building or structured parking garage.

If it is the intent of the Board to approve the rezoning and the underground waiver request, there are several changes to the CDP/FDP and proffers that must be made prior to approval. Proffer XI.1.D.ii. has been revised to specify the establishment of an account for the ongoing maintenance fund prior to the issuance of the initial RUP or non-RUP for the first residential building. Staff recommended conditions for the underground waiver approval specify approval of the site plan(s) for the construction of the vault(s). A proffer that specifies a later time than the underground waiver conditions will not supersede the waiver conditions. To be consistent with the recommended underground waiver conditions, and avoid confusion during site plan review, the Proffer must be revised. The applicant is continuing to work with staff to address proffer language. In addition, the proffer also commits a contribution to the maintenance fund of \$20,000 prior to issuance of the first RUP of the first residential building. The amount is insufficient, and the specified time of contribution is inconsistent with waiver conditions. The initial deposit must be equal to the estimated cost for the residential units' responsibility of the first 20-years of the facilities, a minimum of \$44,463.16, based on cost data provided in support of the underground vault waiver request. The cost will also be adjusted per the escalation clause in Proffer I.5. The proffer must also be revised to specify the contribution(s) be made prior to approval of the site plan(s) for the construction of the vault(s), to be consistent with the recommended underground waiver approval conditions.

Proffer XI.1.D.iii. includes a commitment to establish an account for the future replacement fund prior to the issuance of the initial RUP or non-RUP for the first building. The proffer must be revised to specify approval of the site plan(s) for the first vault(s) to be constructed, to be consistent with the recommended underground waiver approval conditions and avoid confusion during site plan review. The proffer also commits a contribution to the future replacement fund of \$27,000 prior to issuance of the final RUP of the third residential building. Staff recommends the contribution(s) prior to approval of the site plan(s) for the construction of the vault(s).

Fairfax County Water Authority (Appendix 11)

Adequate domestic water service is available at the site from an existing 24-inch water main located in Gallows Road. An offsite water main extension of 560 feet of 12-inch water main would be necessary to provide Fairfax Water service to the site. In accordance with Fairfax County Water Authority policies, the developer would be eligible for reimbursement from Fairfax Water for a portion of the cost of construction of this offsite main. The applicant has stated that, due to construction timing, it is their intent to have the theatre use served by the City of Falls Church, but that the remainder of the site will be served by Fairfax Water. The applicant should proffer to this intent.

Fire and Rescue Analysis (Appendix 12)

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

Public Schools (Appendix 13)

The development is proposing to construct a maximum of 920 residential units. With this number of units there is a projected increase of 70 students into the local schools, with a majority of the increase taking place at the elementary school level. The contribution guidance is \$11,630 per student, which is designed to offset the costs of the anticipated increase in enrollment. This would result in a total contribution of \$814,100. The applicant has proffered to this contribution amount which meets the current recommended contribution, and also has agreed to adjust the contribution to reflect the revised contribution amount if the per student contribution amount changes prior to the site's development.

Affordable Housing (Development Criteria #7)

Ensuring an adequate supply of housing for low and moderate income families, those with special accessibility requirements, and those with other special needs is a goal of the County. Part 8 of Article 2 of the Zoning Ordinance requires the provision of Affordable Dwelling Units (ADUs) in certain circumstances. Criterion #7 is applicable to all rezoning applications and/or portions thereof that are not required to provide any Affordable Dwelling Units, regardless of the planned density range for the site...

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

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

Recently, the Board also issued a statement directing staff to develop a Policy that would support affordable/workforce housing for moderate income families. (See Appendix 15) To address this issue in a comprehensive manner, the Board established the High-rise

Affordability Panel of Experts to provide policy recommendations and implementation strategies. A Comprehensive Plan Amendment and Zoning Ordinance Amendment which would implement recommendations are currently scheduled to be heard by the Board of Supervisors this fall.

In accordance with these policy directives, staff has asked the applicant to address the provision of ADUs and workforce housing. No ADUs are required by the Ordinance for the multi-family unit type proposed. However, the Comprehensive Plan states that affordable units must be provided. The applicant has proffered to provide a total of 12 percent of the total market rate residential units as either affordable dwelling units (ADUs) or workforce housing. Five percent of all non-bonus market residential units built on the property will be ADUs. The "Notes" section in the CDP/FDP states that none of the ADU units will be provided in high-rise residential buildings. ADUs attributable to them will be provided in other residential buildings. In addition, the applicant has committed to providing seven percent of all market rate residential units as workforce housing units. Thirty percent of the units will be provided to residents at up to 90 percent of the area median household income (AMI), 30 percent of the units at up to 110 percent AMI, and 40 percent at up to 120 percent AMI. The workforce units will range in size from 500 to 850 square feet and may be provided as efficiency, one or two bedroom units. The applicant has agreed to emphasize the marketing of the workforce units to bicyclists, one or no-car individuals/families and employees of nearby employers to minimize vehicular trips. The applicant has also proffered that at least ten of the ADU units will be designed and constructed as fully ADA accessible units.

Heritage Resources (Development Criteria #8)

Criterion 8 requires a development to address potential impacts on historical and/or archaeological resources through research, protection, preservation, or recordation. The parcel was subject to an archival review. The site is currently fully developed and has a low potential for significant archaeological resources. No archaeological work is recommended; this criterion is not applicable to this application.

ZONING ORDINANCE PROVISIONS (Appendix 16)

PDC District

The PDC District was established to encourage the innovative and creative design of commercial development. The district regulations are designed to accommodate preferred high density land uses which could produce detrimental effects on neighboring properties if not strictly controlled as to location and design; to insure high standards in the layout, design and construction of commercial developments; and otherwise to implement the stated purpose and intent of the Ordinance.

Sect. 6-206 of the Zoning Ordinance sets forth the use limitations for the PDC District. Below is a list of the use limitations for all developments in the PDC District and a discussion of how the proposed development addresses them:

- *Meet the standards of 16-101 (General Standards) and 16-102 (Design Standards).* This issue is discussed below under the headings, “Section 16-101, General Standards” and “Section 16-102, Design Standards.”
- *Comply with the performance standards of Article 14, relating to lighting and noise.* The proposed development will be required to demonstrate compliance with these standards at the time of site plan approval.
- *Use the standards of Article 8 or 9 to evaluate uses categorized as Special Exception uses.* Any of the uses not established in Section II of the proffers and allowed in the District by-right may be permitted with approval of a final development plan amendment, special exception or special permit, as applicable.
- *Secondary uses shall only be permitted in a PDC District which contains one or more principal uses.* The proposed development in the PDC District contains several primary uses, in addition to the secondary uses.
- *Secondary uses shall be designed to protect the character of the adjacent properties.* All secondary uses on the site shall have their uses completely enclosed within buildings. In order not to restrict uses such as veterinarian hospitals which would be beneficial to some of the residents, the applicant has proffered to have no exterior runs. This is not to say that eating establishments may not have outside tables and seating as long as it does not interfere with the pedestrian movements along the sidewalks.
- *Provide signage in accordance with Article 12.* The applicant has proffered to provide signage in accordance with Article 12.
- *Fast food restaurants shall be permitted only if there is no separate entrance into the site for the use and the use is safely and conveniently accessible from surrounding uses via clearly defined pedestrian circulation system.* All eating establishments will be located internal to the site, with no additional entrances into the site that solely serves any fast food use.
- *Kennels and veterinarian hospitals shall be located within completely enclosed buildings which are adequately soundproofed.* The applicant has proffered to prohibit exterior runs in kennels and boarding uses.
- *New vehicle storage shall be permitted when the spaces being used are in excess of the required parking, and internal vehicle circulation within the parking structure shall not be hindered by the new vehicle parking.* The applicant has proffered to limit the number of new vehicles to be parked on the site to fifty (50), and will only conduct the use during the pre-buildout time period.

PRM District

The PRM District is established to provide (1) for high density, multiple family residential developments (with a minimum density of 40 dwelling units per acre and a maximum FAR of 3.0); and (2) for mixed-use developments consisting primarily of multiple family residential development (with a minimum density of twenty (20) dwelling units per acre) with secondary office and/or other commercial uses. PRM Districts should be located in those limited areas where such high density residential or residential mixed use development is in accordance with the adopted Comprehensive Plan, such as within areas delineated as Transit Station Areas, and Urban and Suburban Centers. The PRM District regulations are designed to promote high standards in design and layout, to encourage compatibility among uses within the development and integration with adjacent developments, and to otherwise implement the stated purpose and intent of the Ordinance.

Sect. 6-406 of the Zoning Ordinance sets forth the use limitations for the PRM District. Below is a list of the use limitations for all developments in the PRM District and a discussion of how the proposed development addresses them:

- *Meet the standards of 16-101 (General Standards) and 16-102 (Design Standards).* This issue is discussed below under the headings, "Section 16-101, General Standards" and "Section 16-102, Design Standards."
- *Provide a CDP and FDP in accordance with specific urban design requirements and streetscape plans.* There are no specific urban design requirements, but there are streetscape plans for this area. As discussed earlier in this report, the CDP/FDP contains specific details pertaining to these streetscape plans, which are committed to within the proffers and design guidelines.
- *Have multifamily dwellings as the principal residential type.* Multifamily dwellings are the only residential type for this proposed development.
- *Be designed to be harmonious with neighboring properties.* As noted earlier in this report, staff believes that the proposed development has been designed to be harmonious with the neighboring properties. In order to minimize impact on these neighboring properties, the Comprehensive Plan language for the site specifically recommends a high-density, mixed-use development as an option for this property. The site layout has been designed to provide mixed-use development and encourages use of existing and proposed transit. Buildings are located close to the street to create quality public spaces, all of which helps to enhance the pedestrian experience. The development proposes a mix of uses (residential and retail/secondary uses) and housing types (high-rise and mid-rise residential). As noted previously in this report, at a minimum, a total twenty-six percent (26%) open space will be provided within the site. This open space is located throughout the site with two larger parks located at the north and south ends of the development, providing all of the future residents of this development with immediate access to outdoor areas. Staff believes that the proposed design promotes high standards in design and layout, integrates well with the adjacent

multifamily development to the northeast, and leaves the door opened for neighboring properties to redevelop within the recommendations of the Comprehensive Plan.

- *Use the standards of Article 9 to evaluate uses categorized as Special Exception uses.* Any of the uses not established in Section II of the proffers and allowed in the District by-right may be permitted with approval of a final development plan amendment, special exception or special permit, as applicable.
- *Have 50% of the total gross floor area devoted to multifamily residential use.* With a minimum of 83% multifamily residences in the PRM District, the proposed development meets this use limitation.
- *Prohibit drive-through facilities.* Drive-through facilities would be prohibited under the proposed proffers.
- *Provide parking in accordance with Article 11, including possible parking reductions based on hourly parking accumulation characteristics of the various uses and/or proximity to a mass transit station, with the intention that a substantial portion of the required parking be provided in parking structures.* While there would be on-street parking, the required off-street parking would be provided either underground or within parking structures enclosed within the core of the building. Furthermore, the applicant may seek a parking reduction or shared parking agreement for any of the multifamily or non-residential uses.
- *Provide signage in accordance with Article 12.* The applicant has proffered to provide signage in accordance with Article 12.
- *Comply with the performance standards of Article 14, relating to lighting and noise.* The proposed development will be required to demonstrate compliance with these standards at the time of site plan approval. The applicant has proffered to meet these lighting standards as part of Proffer XI.2, and in the proposed development conditions for the SEA application.

Lot Size Requirements (Sect. 6-207 and 6-407)

Par. 1 of Sect. 6-207 requires that all development within the PDC Districts have a minimum district size of 100,000 sq/ft of GFA. The subject site for the PDC District is 24.14 acres (1,051,538 sq/ft). Par. 2 of this same section requires that a minimum 200 SF privacy yard be provided for each single-family attached dwelling. Since this development does not contain any single-family attached dwelling units this requirement is not applicable.

Section 6-407 requires that all developments in the PRM District have a minimum district size of two acres. The subject site is 7.23 acres in size and meets this requirement.

Maximum Density (Sect. 6-208 and 6-408)

Par. 2 of Sect. 6-208 states that the maximum floor area ratio for the PDC District is 1.5, and may be increased by the Board, in its sole discretion, up to a maximum of 2.5. The proposed FAR for the PRM portion of the site is 1.37 FAR.

Par. 2 of Sect. 6-408 states that the maximum floor area ratio for the PRM District is 3.0. The proposed FAR for the PRM portion of the site is 1.94 FAR.

Open Space (Sect. 6-209 and Sect. 6-409)

The open space regulations require that:

- Fifteen percent (15%) of the gross area in the PDC District be open space;
- Twenty percent (20%) of the gross area in the PRM District be landscaped open space; and
- Recreational amenities be provided in accordance with the Planned District regulations (minimum expenditure of \$955 per unit).

According to the CDP/FDP, 35% open space will be provided in the PDC District, and 23% landscaped open space would be provided within the PRM District. The proffers state that a minimum of 26% open space would be provided for the overall development. As discussed earlier in this report, this open space would consist of plazas and open space areas, as well as courtyard recreational areas.

As discussed previously, the applicant has proffered to expend a minimum of \$955 per market-rate dwelling units for on-site recreational facilities, including pools and indoor exercise facilities.

General Standards (Sect. 16-101)

Par. 1 requires conformance with the Comprehensive Plan recommendations. As discussed earlier in the Comprehensive Plan analysis section of this report, staff believes that the proposed application has satisfied these recommendations and is therefore, in conformance with the Comprehensive Plan.

Par. 2 requires that the proposed design achieve the stated purposes of the P-Districts more than would development under a conventional zoning district. The purpose and intent of the P-Districts is to promote high standards in design and layout and to encourage compatibility among uses within the development and integration with adjacent developments. Staff believes that the proposed development provides for high design and layout standards, as discussed previously in this report.

Par. 3 requires protection and preservation of scenic assets. Since the site is primarily developed, this requirement is not applicable with this development.

Par. 4 requires a design which prevents injury to the use of existing development and does not deter development of undeveloped properties. As noted earlier in this report, the proposed development does not prohibit the redevelopment of any of the adjacent properties in conformance with the Comprehensive Plan recommendations. Due to the topography of the site and the surrounding uses, no negative impacts are foreseen.

Par. 5 requires that adequate transportation and other public facilities are or will be available to serve the proposed use. As discussed in the Transportation Analysis, the applicant has committed to extensive road improvements, including the realignment and extension of Eskridge Road the intersection of Lee Highway and Merrilee Drive south to Williams Drive, creation of a internal street grid system, and Lee Highway frontage improvements. With these highway improvements, it is staff's opinion that the traffic impact of the proposed development will be mitigated and that adequate road facilities will be available to serve the proposed use. In addition, the applicant has committed to significant vehicular trip reductions through its proffered TDM program, which should further reduce the development's impact on surrounding roads. This TDM program includes several trip reduction methods which include, but are not limited to, a shuttle service between the development and the Dunn Loring Metro Station to the north.

Par. 6 requires that coordinated linkages among internal facilities and services, as well as connections to major external facilities and services, be provided. The proposed development has been designed to encourage walking to both currently proposed uses on this site and future retail and other non-residential uses in the surrounding area. The CDP/FDP includes a graphic depicting the pedestrian and vehicular connections to the surrounding properties. In this way, not only can the future residents of the development avail themselves of the services offered within the Merrifield Town Center development, but so can the surrounding neighborhoods. It is expected that this new Eskridge Road north-south connection between Lee Highway and Route 50 will help relieve traffic congestion on Gallows Road and Prosperity Avenue. The proposed parking, subject to the concurrent SEA, in the southern portion of the site along with the athletic field improvements will aid in connecting the Town Center development to the school to the south. This is vital a link to creating a connection between the existing and future of the Merrifield Town Center area.

Design Standards (Sect. 16-102)

Par. 1 states that at the peripheral lot lines, the bulk regulations and landscaping and screening for the proposed development should generally conform to the provisions of the most comparable conventional district. However, in this particular instance, the Comprehensive Plan text for this specific site has made specific recommendations about the buffers and building height and type along the periphery of the site. As discussed earlier in this report, the applicant has satisfied these requirements.

Par. 2 states that the open space, parking, loading, sign and all other similar regulations shall have application in all planned developments. This application satisfies all of these applicable Zoning Ordinance provisions, with the exception of the loading requirement. The applicant has requested a modification of the loading space requirement, which is discussed in the Waivers and Modifications section of this report below.

Par. 3 states that streets and driveways shall be designed to generally conform to the provisions of the Ordinance, which they do.

Par. 4 states that emphasis should be placed on the provision of recreational amenities and pedestrian access. The development plan includes proposed sidewalks along the internal and external streets, and connecting to the external street network and adjacent uses in the areas. The plan also includes several passive recreational areas and courtyards, and on-site active recreational amenities. The proffers indicate that recreational funds required by the P-standards which are not used on-site will be contributed to the Park Authority. The applicant has also proffered to providing a community space to be used by the County at no cost.

SE Ordinance Provisions

- General Special Exception Standards Section (9-006)
- Additional Standards for Alternate Use of Public Facilities (Section 9-311)
- Provisions for Parking in R Districts (Section 9-609)
- General Provisions for Off-Street Parking (Section 11-102)

Additional Standards for Alternate Use of Public Facilities (Section 9-311)

1. Proposed uses shall be limited to those uses allowed by special permit or special exception in the zoning district in which the public facility is located except as may be precluded by the additional standards for a particular use.

Off-street parking is a permitted use in the R-1 District, with an approved Special Exception.

2. Uses located within existing structures shall not have to comply with the minimum lot size requirements or bulk regulations set forth for the zoning district in which located.

There are no buildings being proposed on with the SEA application; therefore, this standard is not applicable.

3. All uses shall comply with the off-street parking requirements of Article 11.

As conditioned, the application complies with Article 11.

4. Signs as may be permitted in accordance with the provisions of Par. 2M of Sect. 12-208 shall be limited to one building-mounted and one freestanding sign for all alternate uses in a given public facility.

There are no signs being proposed with this application; any future signage will be controlled by a future comprehensive sign plan to be filed by the Merrifield Town Center.

5. The Board shall determine that the proposed uses, if located in a residential district, shall not adversely impact the adjoining residential community in terms of traffic, vehicular access, parking, lighting, signs, and outside storage, length and intensity of outside activity, or general visual or noise impact. To this end, the additional standards set forth for particular proposed uses shall be used as a guide in considering all proposed uses.

The proposed use is not adjacent to any residential community, therefore it will not adversely impact traffic, and the benefits of the proposed parking will be directly shared with FCPS and FCPA who have worked with the applicant to have all their needs met; therefore this standard has been addressed. The additional standards are reviewed below.

Provisions for Parking in R Districts (Section 9-609)

1. No charge shall be made for the use of such parcel for parking purposes.

As per the development conditions, there will be no charge for parking in this area.

2. All such off-street parking facilities shall be used solely for the parking of vehicles in operating condition. No motor vehicle repair work except emergency service shall be permitted in association with any such off-street parking.

As per the development conditions, the off-street parking facility located at the school site will be used solely for the parking of vehicles in operating condition.

3. All such off-street parking space shall be provided with safe and convenient access to a street. If any such space is located contiguous to a street, the street side thereof shall be curbed, and ingress and egress shall be provided only through driveway openings through the curb of such dimension, location and construction as may be approved by the Director in accordance with the Public Facilities Manual.

The parking area located in the northwest section of this site will have convenient access to Eskridge Road, which will be curbed and guttered. In addition, a driveway opening to serve this parking area will be constructed.

4. All such off-street parking areas shall be in accordance with the provisions of Par. 11 of Sect. 11-102.

The applicant proposes to construct the parking area with a dustless surface, and a development condition has been proposed to address this standard.

5. All such off-street parking spaces and areas shall comply with the geometric design standards presented in the Public Facilities Manual.

A development condition has been included to address this standard.

6. There shall be no parking of vehicles closer to any lot line which abuts an R district than a distance equal to the dimension of the abutting corresponding yard as required by this Ordinance.

This provision does not apply, as there are not any other R Districts abutting this site.

7. All lighting fixtures used to illuminate such off-street parking areas shall be designed to comply with the performance standards relative to glare of the zoning district in which such area is located.

As per the proposed development condition, this area will only be lighted during the same hours that the use for which the parking is to be used in conjunction with is open for business, except for necessary security lighting.

8. All such off-street parking shall comply with the provisions for landscaping and screening set forth in Article 13.

The applicant has requested a waiver of the peripheral parking lot landscaping along the common boundary of the SEA and the Merrifield Town Center. Staff is generally supportive of this waiver as it will be internal to the proposed parking lot. This waiver will be discussed in further detail in the Waivers and Modification section of this report.

This application is in compliance with the General Special Exception Standards as prescribed by Section 9-006 and pursuant to provisions of Section 11- 102 of the Zoning Ordinance.

Waiver and Modifications

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

As discussed in the transportation analysis, the applicant has requested this modification in order to maintain control over the use of the parallel parking areas, to permit temporary street closures, and to permit the traffic circulation described in the analysis. This modification also allows for the use of alternative paving materials, which the applicant feels is necessary to achieve the envisioned look of the Town Center. Staff believes that the proposed design is desirable to support the intent of the development, and feels that the waiver should be granted.

Modification of the loading space requirements for multi-family residential and office uses in favor of that shown on the CDP/FDP.

As discussed in the overall plan description, each parcel on the site has loading spaces contained on it to facilitate the loading needs of the uses proposed on that parcel. Even though the number of spaces being proposed for each use is lower than required by the Ordinance, staff believes the number of spaces being proposed will provide adequate loading, as at least one loading space per use on each parcel is provided. Since the

number of required loading spaces is based on a suburban requirement, and this is an urban development, the developments loading will be adequate due to the synergy of uses being proposed on each parcel. Staff feels that this modification is pertinent for this type of development, and supports the request.

Modification of transitional screening and barrier requirements in favor of the landscaping shown on the CDP/FDP Landscape Plan along the eastern and southern property boundaries.

The barrier requirement for the southern boundary is a single row of six (6) foot tall trees averaging fifty (50) foot on center. These trees may be of different types. There are no requirements for screening or barriers along the easterly property boundary. The applicant is proposing to provide plantings between the proposed southern surface parking lot and athletic fields. This is technically on the Luther Jackson Middle School property, but would visually look as if it is located between the two properties. Along the eastern property boundary, the applicant is proposing to do plantings along the Southern Service Alley, but on its eastern side, directly adjacent to the eastern property boundary. This modification is being requested based upon the land to the east being envisioned as part of the Town Center with future redevelopment by others. If the required barriers and screening were provided, they would be removed by any future redevelopment. Any barriers installed in this area, especially along the southern property boundary are viewed as a safety measure due to the separated nature of the area. Finally, the southern boundary is proposed to open to the athletic fields on the adjacent Luther Jackson Middle School property to facilitate the use of the surface parking area by both the athletic field users, and the patrons of the Town Center. Due to these reasons Staff supports the requested modifications.

Waiver of the screening and barrier requirements interior to the site between PDC and PRM Districts.

The normal requirement for screening between PDC and PRM districts is truly not applicable in case like this since the intent is for the two zoning districts to look and feel as a single development, and not as separate areas. Staff feels that in order for this case to succeed this waiver request is vital and supports the request.

Waiver for onsite stormwater management (SWM).

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

Waiver of service drive requirements along Lee Highway Frontage.

The proposed development does not include a service drive as is usually required with a development with frontage along a major arterial road like Lee Highway. The Comprehensive Plan does not call for service drives within the Merrifield Town Center area due to vision of the area being a urban development. The proposed street grid that this application is proposing to construct performs the same function as a service drive in a

more urban fashion. Due to the intent of the Comprehensive Plan, staff feels that a service drive would not be in character for this development, or for any other development in the proposed town center area; therefore staff supports the request for the service drive waiver along the Lee Highway frontage.

Modification of the parking geometric standards to allow for 75 degree angled parking.

The applicant requests this modification due to the restricted space available for parking on the site, and the need to accommodate the parking either under or within the proposed buildings. This modification would allow the applicant to create narrower parking structures that would facilitate the same number of parking spaces. Staff feels that in order to fulfill the Comprehensive Plan's vision of providing parking that does not impact that the pedestrian feel of the site, this modification request is appropriate, and therefore supports the request.

Modification to allow residential as a secondary use within the PDC District up to 76% of the principal uses.

The applicant is proposing to construct residential as a secondary use up to 76% of the principal uses in the PDC portion of the site which is permitted with a Board approval. This increase in residential within the PDC district is needed to accomplish the design and mix of uses contemplated in the Town Center area of Merrifield. Staff supports this request in order to accomplish the goals of the Comprehensive Plan. The applicant has proffered to maintain the overall amount of secondary uses on the site at no more than 55% of the total development, while maintaining a minimum of 45% residential.

Modification of the PFM and Par. 12 of Sec 11-102 of the Fairfax County Zoning Ordinance to allow for the projection, by no more than 4% of the stall area, of structural columns into parking stalls in parking structures.

Due to the nature of structured parking, some parking spaces may have structural columns projected into them. This modification is being requested to permit this intrusion (of up to 4%) into a parking space before it will not be able to count as required parking space. This modification is once again to permit the building of parking structures in a way to facilitate the Comprehensive Plans vision of providing parking that does not impact that pedestrian orientation of the site. This modification would allow for a narrower parking structure than normally would be constructed, and Staff therefore supports the request.

Waiver of 4 foot peripheral parking lot landscaping requirements north of Parcel G, West of Parcel C and E, and along the southerly and easterly property boundaries.

This waiver request would help in facilitating the future redevelopment of the land adjacent to Parcel C, E and G by not locking those neighboring parcels in by a landscaping strip that would prevent them from connecting to the street grid that the town center is proposing. This request would aid in providing a similar connection to the parcels to the east of the site. This connection will be further strengthened by the applicant providing access easements to the eastern property line to facilitate the extension of North Street and the Southern Service Alley to the east, to continue the proposed street grid. The request along

the southern boundary permits the connection from the rear surface parking lot to the adjacent properties to the south of the site that, with the extension of Eskridge Road to Williams Drive, would need to use up to fourteen (14) parking spaces to meet their parking requirements. The applicant has proffered to allow the use of these parking spaces when the Eskridge Road improvements are completed through to Williams Drive. Staff supports this waiver request in order to facilitate the future redevelopment of adjacent properties.

Waiver of the requirement to provide additional interparcel access beyond that indicated on the CDP/FDP.

As shown on Sheet 41 of the CDP/FDP, the applicant is providing the beginnings of the Comprehensive Plans street grid network with the building of Strawberry Lane, North Street and the Southern Service Alley. The ability to extend North Street and the Southern Service Alley east to Gallows Road by others in the future has been provided through proffer commitments by the applicant granting access easements to its eastern property boundary. This waiver is being requested in order to make the proposed street grid envisioned by the Comprehensive Plan and illustrated in the CDP/FDP a reality. By providing the interparcel access at the designated points on the CDP/FDP the applicant is providing for the ultimate street grid layout for the town center area. Staff feels that the provided interparcel access points provide sufficient connections to the surrounding properties, and therefore supports the requested waiver.

Modification of the requirement for dedication and construction of widening of existing roads, existing roads on new alignments, and proposed roads along Lee Highway as indicated on the Comprehensive Plan or as required by the Director, to that shown on the CDP/FDP.

The applicant is requesting this modification due to a lack of finalized plans for the frontage along the Lee Highway improvements. The applicant is proffering to construct the southern curb in its ultimate location, but due to grade changes, the applicant will not be able to complete all of the improvements without the entire Lee Highway improvement project being completed simultaneously. The applicant has proffered to work with VDOT to facilitate the design of other improvements that cannot be done until the entire Lee Highway project is initiated. Staff feels that the applicant's request is justified due to the differences in timing of the Lee Highway improvements and the town center development; therefore staff supports the modification request.

Modification of the materials for the proposed trail along Lee Highway, in favor of that shown on the CDP/FDP.

The applicant is proposing to use certain paving materials throughout the Town Center development; in order to have all the frontages contain the same materials as within the Town Center this modification is needed. Staff feels that the materials being proposed internal to the site are of high quality and design, and incorporating them into the surrounding area that the entire Town Center area would provide for a more uniform identity of the final development of the Town Center area; therefore staff supports this modification request.

Waiver of onsite stormwater detention requirements, for the SEA to permit the provision of stormwater management off-site, in the Merrifield Town Center vault.

As shown on the CDP/FDP of the Merrifield Town Center, one of two underground detention vaults being proposed is parallel to the southern property boundary. This vault has been designed to replace the existing pond that sits in approximately the same location. The Luther Jackson fields currently drain into this pond. The proposed underground vault has been designed to accommodate the runoff of the current pond plus any additional runoff that may be produced due to the Town Center development. Since the runoff from the proposed SEA application has already been accounted for on the Town Center site Staff supports the requested waiver to provide stormwater detention for the SEA off-site in the Town Center vaults.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

The applicant, Merrifield Mixed Use, LLC requests approval to redevelop the existing National Amusements and United Rental properties consisting of 31.37 acres located between Lee Highway, Gallows Road, Eskridge Road and Luther Jackson Middle School, in the Merrifield Revitalization Area in order to create a mixed-use development consisting mainly of residential, with retail, office, hotel and entertainment venues as secondary uses. Also being provided are two parks and several major transportation improvements throughout the Town Center and surrounding area and a concurrent SEA to allow an alternate use of a public facility to permit the construction and shared use of a parking lot on the adjacent Luther Jackson Middle School property. The applicant has proposed proffers which also include the following improvements:

- Commit to an aggressive TDM program, which, among other provisions, incorporates a thirty percent residential trip reduction at final build-out and with the implementation of an area-wide shuttle service;
- Although all of the proposed residential units are exempt from the ADU Ordinance, the applicant is providing both ADU and Workforce Housing Units (12% total) in response to the recommendations of the Comprehensive Plan and to address policy directives of the Board of Supervisors;
- Provides major improvements to the road network, including the improvement of Eskridge Road, to enable the future connection through to Route 50.
- Provides improvements to the athletic fields and additional parking at Luther Jackson Middle School;
- Participation in the on-going funding of the Merrifield Shuttle;

- Contribute up to \$11,630 per expected student to the Board of Supervisors for capital improvements and capacity enhancements to schools that serve the property; and
- Provide Stormwater Management and Best Management Practices above the minimum requirement for the redevelopment.

Along with the rezoning application, the applicant has also requested the approval of a Special Exception Amendment in order to provide parking on a 1.0 acre portion of the Luther Jackson Middle School property to be used jointly with the school, FCPA and the Merrifield Town Center development.

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

Staff Recommendations

Staff recommends approval of RZ 2005-PR-041 subject to the execution of proffers consistent with those found in Appendix 1 of this report.

Staff recommends approval of FDP 2005-PR-041 subject to the development conditions in Appendix 2 of this report.

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

Staff recommends approval of a modification of the loading space requirements for Multi-Family dwelling units and office space in favor of that depicted on the CDP/FDP.

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

Staff recommends approval of a waiver of the four (4) foot peripheral parking lot landscaping requirement north of Parcel G, West of Parcel C and E, and along the southerly and easterly property lines.

Staff recommends that the Board approve the waiver to locate underground facilities for all residential development, subject to Waiver #0561-WPFM-002-1.

Staff recommends approval of a waiver of the service drive along the Lee Highway frontage.

Staff recommends approval of a modification of the parking geometric standards to allow for 75 degree angled parking spaces within parking structures.

Staff recommends approval of a modification to allow residential as a secondary use consisting up to 76% of the principal use in the PDC District pursuant to Sec. 6-206 of the Fairfax County Zoning Ordinance.

Staff recommends approval of a modification of Par. 3 of Sec. 18-201 of the Fairfax County Zoning Ordinance which would require the provisions of further interparcel access in addition to that indicated on the CDP/FDP.

Staff recommends approval of a modification of Par. 4 of Sec. 17-201 of the Fairfax County Zoning Ordinance for dedication and construction of widening for existing roads, existing roads on new alignments, and proposed roads along Lee Highway as indicated in the Comprehensive Plan or as required by the Director to that shown on the CDP/FDP and as proffered.

Staff recommends approval of a modification of the materials for the proposed trail along Lee Highway shown in the Comprehensive Plan Trails Map to that shown on the CDP/FDP. Staff recommends that the Board of Supervisors direct the Director of DPWES to approve a modification of the PFM and Par. 12 of Sec 11-102 of the Fairfax County Zoning Ordinance to allow for the projection, by no more than 4% of the stall area, of structural columns into parking stalls in parking structures.

Staff recommends approval of SEA 99-P-008 subject to the development conditions in Appendix 3 of this report.

Staff recommends that the Board direct the Director of DPWES to waive the PFM on-site stormwater detention requirements, in favor of providing stormwater management off-site in the Merrifield Town Center vault.

Staff recommends approval a modification of transitional screening and waiver of the barrier requirements along the southern property line where the proposed parking lot subject to SEA 99-P-008 straddles the boundary line immediately adjacent to the proposed movie theater.

Staff recommends approval waiver of peripheral parking lot landscaping along the common boundary of both the SEA application and the Merrifield Town Center rezoning application.

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

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

APPENDICES

1. Draft Proffers for RZ 2005-PR-041
2. Proposed for FDP 2005-PR-041 Development Conditions
3. Proposed for SEA 99-P-008 Development Conditions
4. Affidavit for RZ/FDP 2005-PR-041
5. Affidavit for SEA 99-P-008
6. Statement of Justification for RZ/FDP 2005-PR-041
7. Statement of Justification for SEA 99-P-008
8. Comprehensive Plan/Land Use Analysis and Environmental Assessment
9. Transportation Analysis
10. Fairfax County Park Authority
11. Fairfax County Water Authority
12. Fire and Rescue
13. Schools
14. Stormwater Planning/DPWES (inc: CBPO Waiver, Underground SWM Waiver)
15. Board Matters – February 5, 2006, re: affordable/workforce housing
16. Zoning Ordinance Provisions
17. Residential Development Criteria
18. Previously approved SE 99-P-008 and SE Plat
19. Glossary

RZ 2005-PR-041

MERRIFIELD MIXED USE, LLC

DRAFT PROFFER STATEMENT

AUGUST 8, 2007

**RZ 2005-PR-041
MERRIFIELD MIXED USE, LLC
DRAFT PROFFER STATEMENT**

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**RZ 2005-PR-041
MERRIFIELD MIXED USE, LLC
DRAFT PROFFER STATEMENT**

**April 7, 2006
October 2, 2006
November 22, 2006
January 12, 2007
March 8, 2007
June 1, 2007
July 16, 2007
August 8, 2007**

Pursuant to Section 15.2-2303(A) of the Code of Virginia, as amended, and subject to the Fairfax County Board of Supervisors' (the "Board") approval of rezoning application RZ 2005-PR-041, as proposed, from the I-4 (proffered), I-5 and HC Districts, to the "Planned Development Commercial ("PDC"), Planned Residential Mixed Use ("PRM") and HC Districts, Merrifield Mixed Use LLC (the "Applicant") and the owners, for themselves and for their successors and assigns, hereby proffer that development of Tax Map Parcels 49-3 ((1)) 80A, 80B, 80C, 81A, 82A, plus an approximately 12,646-square-foot portion of Hilltop Road and an approximately 2,314-square-foot portion of Eskridge Road proposed for vacation, totaling approximately 31.37 acres (the "Property") shall be in accordance with the following proffered conditions (the "Proffers"), which, if approved, shall replace any and all existing proffered conditions and SEA conditions. In the event this application is denied, these revised proffers shall immediately be null and void and the previous proffers shall remain in full force and effect.

I. GENERAL

1. **Substantial Conformance.** Subject to the Proffers and the provisions of Section 6-400 and Article 16 of the Zoning Ordinance, the Property shall be developed in substantial conformance with the Conceptual/Final Development Plan ("CDP/FDP") dated December 7, 2005, as revised through July 16, 2007, consisting of 48 sheets, and prepared by VIKA, Inc. and RTKL Associates, Inc., as further modified by these proffered conditions.
2. **Minor Modifications.** Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the approved CDP/FDP described above encompassing the application Property may be permitted due to final architectural and

engineering design, as determined by the Zoning Administrator. Building footprints may be decreased, and the number of units and square footage within each building may be adjusted, as long as the minimum open space tabulations provided in the CDP/FDP are not reduced; the minimum building setbacks from the property lines as shown on the CDP/FDP are maintained; the number of residential units and the building heights comply with those indicated in the CDP/FDP and in these Proffers; and the development otherwise is in substantial conformance with the CDP/FDP and these Proffers. The Applicant further retains the option to file partial Conceptual Development Plan Amendments (CDPAs) and/or partial Proffered Condition Amendments (PCAs) in the future pursuant to Paragraph 6 of Section 18-204.

3. **Final Development Plan Amendments.** Notwithstanding that CDP 2005-PR-041 appears on the same development plan with FDP 2005-PR-041, it shall be understood that (i) said CDP plan shall consist of the entire plan relative solely to ultimate points of access at their periphery of the Property; the general location of the proposed building footprints, uses, and parking at or above grade; minimum and maximum building heights, on-site vehicular circulation, the amount and location of common open space areas; and (ii) the Applicant has the option to request Final Development Plan Amendment ("FDPA") approvals from the Planning Commission in accordance with Section 16-402 of the Zoning Ordinance with respect to the remaining elements.
4. **Density Credit.** All intensity/ density attributable to land areas dedicated and/or conveyed at no cost to the Board or any other public entity pursuant to these proffers (including, without limitation, the dedications referenced below) shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to the residue of the Property.
5. **Escalation.** The amounts of each cash contribution set forth in these Proffers shall escalate on a yearly basis (but not to exceed 3% increase for any given calendar year) from the base year of 2008, and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI").

6. **Demonstration of Square Footage Compliance.** At the time of filing of each development site plan, 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 and dwelling units as follows: (i) total overall site development and within the respective PRM and PDC Zoning Districts cumulatively; (ii) total non-residential use versus residential use, overall and within the respective PRM and PDC Zoning Districts cumulatively; (iii) total by land use category and (iii) cumulative total proposed by the respective site plans within each development Parcel A through I broken down by uses. Said tabulations shall demonstrate compliance with the square footage limitations set forth in Proffer Section II below and with the tabulations and charts listed on the CDP/FDP.

II. LAND USE

1. **Zoning Districts.** As delineated on the CDP/FDP, the approximately 31.37-acre Application Property shall be zoned as follows:
- A. Approximately 24.14 acres to the PDC District and comprised of development parcels A, B, D, F, H and I.
 - B. Approximately 7.23 acres to the PRM District and comprised of development parcels C, E and G.
2. **Permitted Uses.** The following uses shall be allowed on the respective portions of the Property, consistent with the CDP/FDP and the Parcel Allocation Chart set out in Proffer II(4), below. Any use not set forth below and allowed in the respective District may be permitted with approval of a final development plan amendment, special exception or special permit, as applicable.
- A. **PDC District "Principal Uses" Permitted.**
 - Business service and supply service establishments
 - Eating establishments
 - Establishments for scientific research, development and training
 - Financial institutions (without drive-through)
 - Garment cleaning establishments (without on-site processing)
 - Hotels
 - Offices, including medical offices/urgent medical care with no overnight stay
 - Personal service establishments

- Public uses
- Repair service establishments
- Retail sales establishments
- Theatres

B. PDC "Secondary Uses" Permitted.

- Accessory uses, accessory service uses and home occupations as permitted by Article 10
- Bank teller machines, unmanned
- Commercial and industrial uses of special impact (Category 5), limited to:
 - Amusement arcades
 - Fast food restaurants (without drive-throughs)
 - Quick-service food stores
 - Retail sales establishments - large (not to exceed two)
 - Vehicle rental establishments, limited by the provisions of Sect. 9-518
- Commercial recreation uses (Group 5), limited to:
 - Bowling alleys
 - Billiard and pool halls
 - Health clubs
 - Miniature golf courses (not visually intrusive)
 - Ice skating facilities
 - Any other similar commercial recreation use
- Community uses (Group 4), excluding marinas, docks and boating facilities
- Multi-Family Dwellings
- Institutional uses (Group 3), limited to home child care facilities
- Light public utility uses (Category 1) limited to electric substations and distribution centers including transformer stations, facilities associated with a local radio, television, and/or cable access channel, and mobile and land-based telecommunication facilities.
- New vehicle storage (maximum 50 vehicles) (pre-buildout, and only to the extent the number of spaces exceed Zoning Ordinance requirements for uses with occupancy permits)
- Quasi-public uses (Category 3), limited to:
 - Child care centers and nursery schools
 - Colleges, universities
 - Cultural centers, museums and similar facilities
 - Independent living facilities
 - Private clubs and public benefit associations
 - Private schools of special education
- Veterinary hospitals (kennels and boarding allowed, but no exterior runs)

C. PRM "Principal Uses" Permitted.

- Dwellings, multiple family.
- Public uses.

D. PRM "Secondary Uses" Permitted.

- Accessory uses and home occupations as permitted by Article 10
- Bank teller machines, unmanned
- Business service and supply service establishments
- Commercial and industrial uses of special impact (Category 5), limited to:
 - Fast food restaurants (without drive-throughs)
 - Quick-service food stores
 - Vehicle rental establishments, limited by the provisions of Sect. 9-518
- Commercial recreation uses (Group 5), limited to:
 - Bowling alleys
 - Billiard and pool halls
 - Health clubs
 - Ice Skating facilities
 - Any other similar commercial recreation use
- Eating establishments
- Financial institutions (without drive-throughs)
- Garment cleaning establishments (no on-site processing).
- Institutional uses (Group 3), limited to:
 - Home child care facilities
- Light public utility uses (Category 1)) limited to electric substations and distribution centers including transformer stations, facilities associated with a local radio, television, and/or cable access channel, and mobile and land-based telecommunication facilities
- Offices, including medical offices/urgent medical care with no overnight stay
- Personal service establishments
- Quasi-public uses (Category 3), limited to:
 - Child care centers and nursery schools
 - Colleges, universities
 - Cultural centers, museums and similar facilities
 - Independent living facilities
 - Private clubs and public benefit associations
 - Private schools of special education
- Repair service establishments
- Retail sales establishments
- Vehicle transportation service establishments

E. PDC and PRM "Temporary Uses" Permitted

- Festivals, fairs or similar activities, as defined in Paragraph F below
- Farmers' Markets, as defined in Paragraph G below
- Promotional activities of retail merchants
- Apartment sales and rental offices

F. Festivals, Fairs or Similar Activities. The Applicant shall be permitted to provide on the subject Property festivals, fairs or similar activities including, without

limitation, farmers' markets, without the need for issuance or approval of a "Temporary Special Permit" in accordance with the following provisions:

- i. A maximum of 64 per year;
- ii. May be provided with or without admission or other fees;
- iii. Sponsored by the Applicant, or its designee, a civic organization, local chamber of commerce, charitable organization, service club, non-profit, or similar entity;
- iv. Complies with all Health Department regulations;
- v. The Applicant reserves the right to periodically close the following portions of the internal private road network: Festival Street between Strawberry Lane and the Festival Street intersection with Festival Street Extended. Other portions of the internal private street network may also be closed on an infrequent basis.
- vi. Notwithstanding the "Shopping Center Parking Exhibit" on Sheet 3 of the CDP/FDP, the Applicant, upon temporary closure of portions of the internal road network, reserves the right to temporarily provide up to 61 parking spaces (a number which will fluctuate downward depending upon the portion temporarily closed and the number of street level parking spaces affected) in one "parking zone" for uses in one or more other "parking zones." Such provision of temporary parking shall permit the Applicant to count all on-street spaces on private roads within the development toward the parking required by the Ordinance. Furthermore, such provision of temporary parking shall not prevent the Applicant from providing parking for shopping center retail use at the rate defined in §11-104.24.C.

- G. Unmanned Freestanding Automated Teller Machines. The Applicant shall be permitted to install up to five free-standing, unmanned bank teller (aka "ATM") machines on the Property. Said ATMs shall not be counted toward the maximum amount of retail or non-residential GFA permitted on the Property referenced below. Said ATMs shall be located in kiosks in a manner that does not interfere

with pedestrian movements or safety. This limitation shall not preclude additional ATMs within buildings or on building facades.

- H. Retail Kiosks/ Moveable Carts. The Applicant shall be permitted to operate movable carts, which shall be defined as temporary, transportable kiosks that serve a retail purpose, but shall not be counted toward that maximum amount of retail or non-residential GFA permitted on the Property referenced below. Said carts shall be located within park and plaza areas, as well as adjacent to non-residential uses, as determined by the Applicant, provided that, cumulatively, said carts do not negatively impact streetscape views, do not interfere with pedestrian movements or safety and conform with the standards set forth in the "Design Guidelines," as described below.
3. Overall Maximum Floor Area Ratios and Gross Floor Areas. Development on the Property as a whole shall not exceed 1,893,112 square feet of GFA of principal and secondary uses, at an overall 1.39 floor area ratio ("FAR"), including (i) "Affordable Dwelling Units" ("ADUs") and ADU-related density, and (ii) Workforce Housing-related density, as presented in the tabulations on Sheet 2 of the CDP/FDP, but excluding Cellar Space as defined in the Zoning Ordinance ("Cellar Space"). A maximum of 1,442,712 square feet of GFA shall be permitted within the PDC zone, and a maximum of 610,000 square feet of GFA shall be permitted within the PRM zone.
4. Parcel Allocation Chart. Land uses and building heights shall be allocated in accordance with the "Parcel Allocation Chart" below, which also appears on Sheet 5 (and subsequent sheets) of the CDP/FDP:

Program Table for Sheets 5 - 7, Parcel A Option 1 and Parcel B Option 1: Department Store on Parcel B

Parcel	Use	Zoning District	Commitment for Use	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Office and / or Retail		Yes	50 - 150 k	2 St. / 30'	6 St. / 85'			
A2	Office and / or Retail	PDC	Yes	42 - 63 k	2 St. / 30'	3 St. / 50'	165 - 380 k	16	2/29, 4/29, 7/29, 4/30
A3	Retail		Yes	40 - 50 k	2 St. / 30'	3 St. / 50'			
A4	Retail Office or Hotel		Yes No	13 - 50 k 20 - 130 k	2 St. / 30'	10 St. / 95'			
B	Retail	PDC	Yes	175 - 285 k	2 St. / 30'	3 St. / 75'	175 - 285 k	20	2/29, 4/29, 3/31, 4/32
C	Retail Residential	PRM	Yes Yes	20 - 28 k 80 - 136 k	4 St. / 45'	5 St. / 75'	100 - 164 k	22	7/25, 4/29
D	Retail Office	PDC	Yes No	20 - 83 k 15 - 45 k	2 St. / 30'	3 St. / 50'	35 - 83 k	23	3/31, 3/32
E	Retail Residential	PRM	Yes Yes	20 - 28 k 80 - 136 k	4 St. / 45'	5 St. / 75'	100 - 164 k	22	3/29, 4/33
F	Retail Residential and / or Hotel	PDC	Yes Yes	15 - 29 k 91 - 294 k	4 St. / 45'	11 St. / 115'	106 - 323 k	23	3/29, 2/32
G	Retail Office Residential	PRM	Yes No Yes	20 - 36 k 0 - 10 k 180 - 278	4 St. / 45'	6 St. / 75'	200 - 298 k	24	5/29, 6/29, 2/30, 3/31
H	Retail Residential and / or Hotel	PDC	Yes Yes	20 - 36 k 80 - 150 k	4 St. / 45'	8 St. / 90'	100 - 186 k	25	6/29, 5/30, 2/33
I	Theatre	PDC	Yes	70 - 120 k	30'	50'	70 - 120 k	26	5/29, 3/30, 2/31, 3/33

Notes:

- 1 As noted in the table above, "retail" shall include all non-residential uses called out in the proffers, excepting office, theatre and hotel.
- 2 Total overall project density is 1,639,692 GFA plus 17% ADU bonus density plus 7% workforce housing bonus density. As the residential program varies, the total overall density has not yet been determined. However, the maximum density will not exceed 1,893,112 GFA.
- 3 As noted on CDP / FDP sheet 2, the maximum potential density in the PRM zone is 610,000 square feet of GFA.
- 4 As noted on CDP / FDP sheet 2, the maximum potential density in the PDC zone is 1,442,712 square feet of GFA.
- 5 Buildings over 95' in height will incorporate at least two levels of parking, either at or below grade.
- 6 Stories shall be understood to include basements, but to exclude cellars and mezzanines.
- 7 Parcel G may also include up to 25,000 SF of residential program in Cellar Space, not shown in the table above. Note that such units will have finish floor elevations at or above the adjacent site finish grade, and that they will appear to be ground floor units; it is only due to the Zoning Ordinance definition of Cellar Space and site topography that these units will be deemed Cellar Space.

Program Table for Sheet 8, Parcel A Option 2: Two Story Department Store on Parcel A Parallel to Lee Highway

Parcel	Use	Zoning District	Commitment for Use	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Retail	PDC	Yes	170 - 200 k	2 St. / 30'	3 St. / 60'	190 - 440 k	17	2/29, 4/29, 7/29, 4/30
	Retail		Yes	10 - 40k	2 St. / 30'				
	Office		No	5 - 40 k	8 St. / 95'				
A2	Hotel		No	80 - 200 k					

Notes:

- As noted in the table above, "retail" shall include all non-residential uses called out in the proffers, excepting office, theatre and hotel and their respective accessory uses.
- Total overall project density is 1,639,692 GFA plus 17% ADU bonus density plus 7% workforce housing bonus density. As the residential program varies, the total overall density has not yet been determined. However, the maximum density will not exceed 1,893,112 GFA.
- As noted on CDP / FDP sheet 2, the maximum potential density in the PRM zone is 610,000 square feet of GFA.
- As noted on CDP / FDP sheet 2, the maximum potential density in the PDC zone is 1,442,712 square feet of GFA.
- Buildings over 95' in height will incorporate at least two levels of parking, either at or below grade.
- Stories shall be understood to include basements, but to exclude cellars and mezzanines.

Program Table for Sheet 8, Parcel B Option 2: No Department Store

Parcel	Use	Zoning District	Commitment for Use	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
B1	Retail	PDC	Yes	25 - 60 k	2 St. / 30'	11 St. / 115'	120 - 600 k	21	2/29, 4/29, 3/31, 4/32
	Office		No	5 - 35 k	10 St. / 115'				
	Residential		No	100 - 360 k	10 St. / 115'				
B2	Retail		Yes	20 - 75 k	2 St. / 30'				
	Office		No	100 - 145 k					
	Hotel		No	80 - 200 k					

Notes:

- As noted in the table above, "retail" shall include all non-residential uses called out in the proffers, excepting office, theatre and hotel and their respective accessory uses.
- Total overall project density is 1,639,692 GFA plus 17% ADU bonus density plus 7% workforce housing bonus density. As the residential program varies, the total overall density has not yet been determined. However, the maximum density will not exceed 1,893,112 GFA.
- As noted on CDP / FDP sheet 2, the maximum potential density in the PRM zone is 610,000 square feet of GFA.
- As noted on CDP / FDP sheet 2, the maximum potential density in the PDC zone is 1,442,712 square feet of GFA.
- Buildings over 95' in height will incorporate at least two levels of parking, either at or below grade.
- Stories shall be understood to include basements, but to exclude cellars and mezzanines.

Program Table for Sheet 9, Parcel A Option 3: Two Story Department Store on Parcel A Parallel to Eskridge Road

Parcel	Use	Zoning District	Commitment for Use	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Retail	PDC	Yes	170 - 210 k	2 St. / 30'	4 St. / 60'	230 - 450 k	18	2/29, 4/29, 7/29, 4/30
	Retail Office Hotel		Yes No No	35 - 80 k 5 - 30 k 80 - 200 k	2 St. / 30' 2 St. / 30'	11 St. / 115'			
A2									

Notes:

- 1 As noted in the table above, "retail" shall include all non-residential uses called out in the proffers, excepting office, theatre and hotel and their respective accessory uses.
- 2 Total overall project density is 1,639,692 GFA plus 17% ADU bonus density plus 7% workforce housing bonus density. As the residential program varies, the total overall density has not yet been determined. However, the maximum density will not exceed 1,893,112 GFA.
- 3 As noted on CDP / FDP sheet 2, the maximum potential density in the PRM zone is 610,000 square feet of GFA.
- 4 As noted on CDP / FDP sheet 2, the maximum potential density in the PDC zone is 1,442,712 square feet of GFA.
- 5 Buildings over 95' in height will incorporate at least two levels of parking, either at or below grade.
- 6 Stories shall be understood to include basements, but to exclude cellars and mezzanines.

Program Table for Sheet 9, Parcel A Option 4: 2nd Level Department Store

Parcel	Use	Zoning District	Commitment for Use	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Retail	PDC	Yes	180 - 230 k	2 St. / 30'	3 St. / 75'	190 - 570 k	19	2/29, 4/29, 7/29, 4/30
	Office Hotel		No No	100 - 150 k 80 - 200 k	6 St. / 800' 6 St. / 70'	8 St. / 115' 9 St. / 115'			
A2									

Notes:

- 1 As noted in the table above, "retail" shall include all non-residential uses called out in the proffers, excepting office, theatre and hotel and their respective accessory uses.
- 2 Total overall project density is 1,639,692 GFA plus 17% ADU bonus density plus 7% workforce housing bonus density. As the residential program varies, the total overall density has not yet been determined. However, the maximum density will not exceed 1,893,112 GFA.
- 3 As noted on CDP / FDP sheet 2, the maximum potential density in the PRM zone is 610,000 square feet of GFA.
- 4 As noted on CDP / FDP sheet 2, the maximum potential density in the PDC zone is 1,442,712 square feet of GFA.
- 5 Buildings over 95' in height will incorporate at least two levels of parking, either at or below grade.
- 6 Stories shall be understood to include basements, but to exclude cellars and mezzanines.

5. **Non-Residential Gross Floor Area.** To provide the "synergy" of uses envisioned for the Town Center, the total non-residential uses within both the PDC and PRM Zoning Districts combined shall consist of a minimum of 460,000 square feet of GFA and a maximum total of 1,196,144 square feet of GFA (excluding Cellar Space), which shall be allocated in accordance with the "Parcel Allocation Chart" in these Proffers and listed on Sheet 5 (and subsequent sheets) of the CDP/FDP generally as follows: 0 to 171,000 square feet of GFA in office and related uses; 70,000 to 120,000 square feet of GFA in theatre and related uses; 0 to 364,000 square feet of GFA in hotel and related uses; and 370,000 to 675,000 square feet of GFA (exclusive of any eating establishment/fast food or related uses provided in conjunction with the theatre, office, and/or hotel uses) in uses such as retail uses, accessory service uses, retail sales establishments, child care centers, eating establishments, financial institutions, health clubs, and other principal and secondary PDC and PRM uses that are neither residential, office/research, theatre and related uses, or hotel and related uses. For purposes of this proffer, the designation of a building as office or other employment use shall be construed to permit inclusion of fast food (e.g. delicatessen) financial institution, and other such accessory and personal service uses on the ground and/or first floor level of such building. At ultimate build-out of the development, no more than fifty-five (55) percent of the overall project density shall consist of theatre, retail, eating establishments, service and related non-residential uses; (office and hotel uses and uses accessory to residential within residential buildings shall not be included within this fifty-five (55) percent cap. In no event shall the combined total maximum residential and non-residential GFA for the Property exceed 1,893,112 square feet of GFA.
6. **Residential Gross Floor Area.** The total residential uses within both the PDC and PRM Zoning Districts combined shall be a minimum of 550,000 square feet of GFA to a maximum of 1,205,112 square feet of GFA, including ADUs and ADU bonus density, and Workforce Housing Units and Workforce Housing bonus density, which shall be provided pursuant to Proffer IV.1 and IV.2 below. Said residential uses shall be allocated in accordance with these proffers and with the "Parcel Allocation Chart" listed on Sheet 5 (and subsequent sheets) of the CDP/FDP. In no event shall the combined total maximum

residential and non-residential GFA for the Property exceed 1,893,112 square feet of GFA.

7. **Minimum Number of Dwelling Units.** A minimum of 500 residential units shall be constructed on the Property. Such total shall include all required "ADUs" and all "bonus" dwelling units attributable to the provision of ADUs, which shall be provided pursuant to Proffer IV.1 below, and all Workforce Housing and Workforce Housing "bonus" Units provided pursuant to Proffer IV.2 below. Market-rate multi-family residential units constructed as part of the Proposed Development shall have an average gross unit size of 1,100 square feet of gross floor area per dwelling unit; provided, however, that nothing shall preclude the Applicant from constructing individual units of lesser or greater size than the average set forth herein.
8. **Allocation of Land Uses.** The allocation of dwelling units and residential and commercial gross floor area among the building parcels on the Property is represented on the CDP/FDP. The Applicant may reallocate dwelling units and/or gross floor area among the buildings depicted on the CDP/FDP without requiring a PCA or FDPA so long as (1) the total maximum FAR and residential square footage proffered above is not exceeded; (2) the Parcel Allocation Charts presented in Proffer II.4 are adhered to; (3) the minimum and maximum building heights shown on the CDP/FDP are adhered to; (4) the footprint and configuration of individual buildings does not exceed that shown on the CDP/FDP except to the extent such change is deemed a minor modification, as determined by the Zoning Administrator; and (5) the maximum FAR limitations within the PRM and PDC Zoning Districts shown on the CDP/FDP, respectively, and for the Property overall as set forth in Proffer II.3 above, are not exceeded, as proffered here and as determined by the Zoning Administrator.
9. **Build-out in Phases.** Build-out of the Property may proceed in phases. The FAR constructed within a respective site plan-approved portion of the project may exceed the maximum density limitation set forth in Proffer II.3, so long as such maximum density limitation is not exceeded over the entirety of the Property at any time, as shall be demonstrated pursuant to Proffer I.6, and is consistent with the Parcel Allocation Chart and the CDP/FDP.

10. **Location of Residential Uses.** As depicted on the CDP/FDP, residential use shall be located on the upper floors (i.e. above the ground floor) of buildings on Parcels "C" and "E," and on the ground (which, because of topography and "front door" access design, may be deemed "Cellar Space") and/or upper floors of "G;" however, this shall not be construed to prohibit retail and related uses on the second floor, in addition to the ground floor, of such buildings or uses ancillary to residential on the ground floor of such buildings. Residential use may also be provided, as determined by the Applicant in its sole discretion, on Parcels "B," "F" and/or "H" in accordance with the CDP/FDP.
11. **Location of Hotel and Related Uses.** Up to 364,000 square feet of GFA of hotel and related uses may be located on Parcels A, B, F, and/or H, or on none of them, as determined by the Applicant in its sole discretion.
12. **Building Heights.** Heights of buildings shall be permitted up to the maximums listed for each building "Parcel" on the CDP/FDP and Parcel Allocation Chart. In its sole discretion, the Applicant may construct up three buildings that are up to 115 feet in height, within Parcels "A," "B," and/or "F," as set forth on the "Parcel Allocation Chart" listed in these Proffers and on Sheet 5 (and subsequent sheets) of the CDP/FDP. Building height shall be measured as defined by the Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as specifically set forth in the Zoning Ordinance such as, without limitation, penthouses and other roof structures used for common amenity space for residents of those multifamily buildings (rooftop pool facilities, exercise rooms, meeting/party rooms and such comparable uses).
 - A. Mechanical penthouses shall be permitted to exceed said maximum heights listed on the CDP/FDP, provided that they meet the following standards as determined by DPWES:
 - i. They comprise less than twenty-five (25) percent of the roof of the building.
 - ii. They do not exceed twenty (20) feet in height.
 - iii. They are architecturally clad with materials and colors consistent with the building upon which they are situated.
 - B. Notwithstanding the foregoing, however, nothing shall preclude the Applicant from constructing buildings to a lesser building height than the maximums

depicted on the development plan and listed on the CDP/FDP "Parcel Allocation Chart," provided minimum heights are no less than the minimums shown on the CDP/FDP and Parcel Allocation Chart, and the configuration of the building envelope remains in substantial conformance with those shown on the CDP/FDP.

- C. Telecommunications equipment may be placed on the proposed building(s) rooftop(s); however, any such facilities must (a) comply with the Zoning Ordinance and (b) be screened, designed and/or set back sufficiently from the perimeter of the roof and penthouse to minimize view from the street below. Screening measures may be used such as (i) including the facilities as part of the architecture of the building(s), (ii) employing telecommunication screening material, and (iii) flush-mounted antennas utilizing colors consistent with the building treatment in the area where the antennas are to be installed.

13. **Parcel A Ground Floor Height.** In the event an office building is constructed at the corner of Lee Highway and Eskridge Road, as depicted for Parcel A Option 1 on Sheets 5 and 7 of the CDP/FDP, the Applicant shall provide a minimum clear height of 11 feet on the first floor to enable potential future use as ground-floor retail.

14. **Parcel G Ground Floor Height.** The ground floor residential units in Building G fronting on Eskridge Road ("West Elevation") shall be constructed with a minimum clear height of 11 feet to enable potential future use as ground-floor retail. These units may also, at Applicant's discretion, be built as live-work units (i.e., built to facilitate inclusion of "office," "retail" or comparable "work" use).

III. COMMUNITY SPACE

1. **Community Meeting Space.** Within the theatre building located within Parcel I, 1,000 square feet of GFA shall be provided to Fairfax County at no cost to the County to serve community needs, as coordinated with the County by the Owner of Parcel I, in accordance with the following conditions:

- A. Said "Community Space" shall be limited to use(s) such as exhibit and/or meeting space, or other uses as may be agreed to by the owner of Parcel I and the County.
- B. Within sixty (60) days following the receipt, by the owner of Parcel I (the "Owner"), of a building permit for said theatre or such later time as Owner, in its sole discretion, may choose prior to issuance of a Non-RUP for the theatre, the

Owner shall request in writing that a Lease/License shall be prepared by the County Attorney and submitted to the Owner for review and approval. Said Lease/License shall include commercially reasonable terms substantially similar to other leases/licenses executed by the Board of Supervisors for leased space elsewhere in Fairfax County, except that there shall be no rent required of the County. Said Lease/License shall also provide that the Owner shall be permitted, in coordination with the County, to utilize said space on an agreed to basis for uses in conjunction with the theatre use, and that the owner shall provide utilities, cleaning services and general maintenance for this space at no cost to the County.

- C. In the event that Fairfax County fails to submit said Lease/License within 60 days of the request referenced above, fails to execute said Lease/License within 30 days after its language has been agreed upon by the County and the Owner of Parcel I, fails to occupy said "Community Space" within six months after execution of the said Lease/License and a Non-RUP has been issued for said space, or fails to utilize said space for six consecutive months once it has been "finished" and utilized by the County, then the Applicant's obligations under this Proffer shall automatically and completely expire, and the Applicant thereafter shall be permitted to market and lease said space as an ancillary use to the Theatre in accordance with the square footage allocation listed on the CDP/FDP and in these Proffers.
- D. All time-frames listed above may be subject to extension by mutual agreement of the parties.

- 2. **Satellite Police Office.** Provision shall be made in Applicant's security offices for desk and phone facilities dedicated to use by the Fairfax County Police, as well as access to necessary support facilities, such as copiers and facsimile machines and private interview space, all at no cost to the County.

IV. **AFFORDABLE HOUSING.**

- 1. **Affordable Dwelling Units ("ADUs").** The Applicant shall provide a total of five (5) percent of all non-bonus market rate residential units built on the Property, as defined in and pursuant to the calculation set forth in Part 8 of Article 2 of the Zoning Ordinance (the "ADU Ordinance), regardless of residential building type. The actual number of

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

2. **Workforce Housing Units.** In addition to the five percent ADUs required pursuant to Proffer 1 above, the Applicant also shall provide seven (7) percent of all market rate residential units on the Property as workforce housing units. Thirty (30) percent, thirty (30) percent, and forty (40) percent, respectively, of said units shall be affordable to future residents who have a median household income of up to 90%, 110%, and 120%, respectively, of the Washington D.C. metropolitan statistical area median household income ("MHI") as determined by the U.S. Census Bureau, such that a total of twelve percent (12%) of the total market rate residential units constructed as part of the Proposed Development are sold/rented as either ADUs or Workforce Housing Units (as defined in this Proffer). ADUs and/or Workforce Units (as defined in this Proffer) provided in any single Residential Building of the Proposed Development may be greater or less than twelve percent (12%) of the total residential units in such phase/building; provided, however, that the total number of ADUs and Workforce Units provided at the completion of the Proposed Development shall satisfy the twelve percent (12%) overall requirement.
 - A. **Definitions.** The following terms used in these Proffered Conditions shall be defined as follows, unless specifically modified:
 - i. *Market-Rate Units.* Dwelling units approved on the Property that are not subject to either the price/rental restrictions of Section 2-800 of the Zoning Ordinance or Proffers IV.1 or IV.2; and
 - ii. *Workforce Units.* Dwelling units on the Property subject to the price/rental restrictions of this Proffer, but not subject to those of Proffer III(1) and Section 2-800 of the Zoning Ordinance.
 - iii. *Bonus Density.* Should the Comprehensive Plan Policy Plan be amended to include a proportional bonus density of one (1) Market Rate dwelling unit per Workforce Unit provided ("Policy Plan Amendment"), the

Applicant shall be permitted to provide bonus market rate dwelling units at a ratio of one (1) market rate dwelling unit per Workforce Unit provided.

- B. 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 an average income of up to 90%, 110%, or 120% of MHI in accordance with Proffer IV(2) above. The Applicant shall pitch its marketing of the Workforce Units with particular emphasis to bicyclists, one or no-car individuals/families and employees of nearby employers; provided, however, that such marketing shall be completed on a non-discriminatory basis in conformance with the Fair Housing Act and all other applicable laws and regulations.
- C. Unit Size. Workforce Units shall have a minimum size of 500 net leasable square feet and a maximum size of 850 net leasable square feet and may be provided as efficiency and/or studio units and/or one (1) or (2) bedroom units, as determined by the Applicant in its sole discretion.
- D. Designation on Approved Site Plan. The approved site plan(s) for the Residential Buildings shall designate the number of Workforce Units, the number of Market-Rate Units, and the number of bonus Market Rate Units to be provided in each respective building. The Applicant shall determine the interior amenities, including the number of bedrooms, for each Workforce Unit provided. Interior amenities shall not be less than that provided for the ADUs referenced in Proffer Paragraph 1 above. If the development of the Residential Buildings is phased or developed in sections, then the approved site plan(s) for each Residential Building shall also contain tabulations of the total number of Workforce Units by bedroom count, the number of Market-Rate Units by bedroom count, and the number of bonus 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.
- E. Timing for Provision of the Work-Force 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.

- F. Provisions of the ADU Ordinance. 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 the provisions of Proffer IV.2 conflict with any provision of the Zoning Ordinance, these Proffers shall control.
- G. Alternative Administration. Notwithstanding the foregoing subparagraph F, 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 F above shall become null and void. Such an agreement and any modifications thereto, shall be recorded in the land records of Fairfax County.
- H. Workforce Units – Rental Rates. The maximum monthly rental at which each 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") and/or the United States Department of Housing and Urban Development for the respective percentage of MHI designated for such unit. The initial MHI to determine such initial maximum

monthly rent shall be determined from the date of the issuance of the first RUP for any Workforce Unit.

The MHI and the maximum monthly rent, as calculated above, may be adjusted once a year, as published by HUD or VHDA, respectively. A copy of such annual calculation shall be provided to the Fairfax County Department of Housing and Community Development ("HCD").

- I. 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.
- J. Condominium Conversion. If a residential building was initially operated as a rental project, then subsequently is converted to a condominium project, any existing Workforce Units shall be maintained as Workforce Units and shall be administered as Workforce Sale Units as set forth herein. The restrictions on any such Workforce Sale Units shall be disclosed in the condominium declaration creating the condominium. Should the Applicant choose to relocate any such Workforce Unit to another rental building, the Applicant shall be responsible for amending the respective approved site plans to reflect the designation of the alternate Workforce Units prior to the issuance of a Residential Use Permit for the respective new Workforce Units.
- K. None of the ADUs or Workforce Housing Units referenced above shall be required to be located within high-rise residential buildings. As determined by the Applicant, the ADUs and Workforce Housing Units for the entire 31-acre development may be located entirely within the PRM zone.

V. **PARKING**

1. Parking Deck Heights. Above-grade, structured parking decks each shall have a maximum height of 75 feet above average grade, with the exception of the Parcel A Parking Deck and the East Parking Deck (which may each have a maximum height of 85 feet above average grade). Buildings D and F may include at or above-grade structured parking, but in no event shall such above-grade parking exceed a maximum height of 75

feet above average grade. Said "maximum heights" shall be exclusive of elevator and stairwell structures at the top level. Below-grade parking may be provided with any or all buildings.

2. **Parking Tabulations.** Parking spaces shall be provided in accordance with the "Parking Tabulations" listed on Sheets 3, 8 and 9 of the CDP/FDP and parking provided for development parcels shown in the tabulations may be located within either zoning district. The Applicant may utilize on-street parking on the private streets within the development to meet the parking requirements, so long as such spaces are striped and meet the dimension requirements of the PFM, subject to receiving approval of any necessary waivers and/or modifications. The specific number of parking spaces represented on the CDP/FDP is based on preliminary estimates of the proposed mix of uses, unit count and unit type. The final number of parking spaces shall be determined at the time of each site plan approval based upon the uses and infrastructure shown on the respective site plans. The Applicant may provide parking for residential units in parking structures connected to the Unit's building and other, adjacent residential buildings, so long as the minimum total parking requirement for all residential uses is met at all times. Access to residential parking will be separate from and segregated from non-residential parking. The Applicant may provide parking for non-residential uses in parking structures (including the East and West decks) in or connected to other buildings containing non-residential uses, so long as the minimum total parking requirement for all non-residential uses is met at all times. The Applicant may construct parking in phases and may construct parking in advance of the use for which such parking will ultimately be provided. The Applicant may relocate above-grade parking shown on the CDP/FDP to a subsurface location beneath those buildings; provided, however, that the building height, outdoor rooftop amenities and general ground floor configuration (footprint) of such building(s) remain in substantial conformance with that shown on the CDP/FDP, the Parcel Allocation Chart and these Proffers. The Applicant may locate parking below private streets, and park areas. The Applicant reserves the right, however, to provide parking spaces in the Proposed Development in addition to the total number of parking spaces shown on the Development Plan if (i) such additional spaces result from the final design of the parking structures for the Principal and Secondary Uses so as to avoid

partial garage floors; or (ii) to the extent necessary to accommodate uses established on the Property that result in a higher parking requirement than is shown on the Development Plan (e.g., eating establishments), provided that the building heights set forth in these Proffers are not exceeded.

3. **Shared Parking Agreement.** Notwithstanding the above, the Applicant may request a parking reduction or approval of a shared parking agreement pursuant to Article 11 of the Zoning Ordinance. Any modification of the required parking as approved by such parking reduction or agreement may be accommodated without requiring a PCA, CDPA or FDPA, provided that the location of the parking remains in substantial conformance with that depicted on the CDP/FDP.
4. **Phase One Temporary Parking.** During the period of construction of the new theatre and associated parking garages (the "temporary construction period"), the Applicant shall park the existing theatre at 874 spaces without a reduction of seats or screens, but shall not sell tickets or otherwise allow occupancy in excess of 2,913 seats at any one time. This temporary parking will be in place for a period of time not to exceed three (3) months from the date of issuance of the first Non-Residential Use Permit for the new theatre, which period of this may be extended by the Zoning Administrator in the event of unforeseen circumstances not within the control of the Applicant. If, at any time during said temporary construction period, after conducting an inspection or inspections, the County determines that sufficient parking is not being provided on-site, the Applicant shall meet with the Fairfax County Zoning Administration Division ("ZAD") to determine what, if any, additional measures (such as, but not limited to, removal of seats, closure of a screen or screens, or provision of additional parking spaces) shall be necessary to accomplish the reduction in occupancy commensurate with the number of parking spaces available for the remainder of the temporary construction period, such that sufficient parking is being provided on-site, and Applicant shall immediately implement said remedy.
5. **Parallel Parking Spaces Along Internal Streets.** The Applicant may establish surface parking spaces to be located along either or both sides of "Festival Street," "Festival Street Extended," "North Street," "Strawberry Lane," and "South Theatre Drive" generally as shown on the Development Plan (the "Parallel Spaces"). The Parallel Spaces

may be part of, or in addition to, the total number of required parking spaces to be provided with the Proposed Development. The Applicant may restrict the use of those Parallel Spaces through appropriate signage or such other means as the Applicant determines, that otherwise are not required to satisfy the minimum parking requirements of the Proposed Development, for use as a (i) drop-off area or (ii) temporary loading area.

6. **Theatre Accessory Uses Parking Calculation.** Retail, restaurant and similar uses shall be accessory uses to the main theatre use and, as such, shall not require additional parking above and beyond that deemed required under the Ordinance for theatre use, provided that sole customer access to said accessory uses is via the theatre lobby.

VI. TRANSPORTATION – GENERAL

1. **Right-of-Way Dedication.** All road right-of-way ("ROW") dedicated in conjunction with these proffers and/or as depicted on the CDP/FDP shall be conveyed to the Board of Supervisors in fee simple at the time of recordation of the final record plat for the contiguous development area, or upon written demand by Fairfax County and/or VDOT, whichever occurs first. All ROW dedication shall be subject to the "Density Credit" proffer in Proffer I.4, regarding reservation of development intensity to the residue of the Property.
2. **Definition of "Construct".** For the purposes of these proffers, "construct" shall mean that the committed road improvement is open to public traffic use whether or not accepted into the State road system.
3. **Condemnation.** To the extent off-site right-of-way or easements are required for the Applicant to construct any of the improvements in Proffer VII, and Applicant has been unable to acquire said right-of-way or easements after documented, reasonable efforts to do so, Applicant's obligation to construct such improvements for which right-of-way is not available shall be contingent upon the Board acquiring such right-of-way and/or easements through its powers of Eminent Domain after being requested to do so by the Applicant in writing. The Applicant shall pay all costs, including reasonable attorneys' fees for outside counsel (if applicable), necessary to condemn any such right-of-way or easement. The Applicant's request shall be forwarded, in writing, to the Director of Property Management accompanied by:

- A. An independent appraisal, by an MAI appraiser who is not employed by the County, of the value of the land taken and damages, if any, to the residue of the affected property;
 - B. A sixty (60) year title search certificate of the land to be acquired; and
 - C. A Letter of Credit in an amount equal to the appraised value of the property to be acquired and of all damages to the residue, if any, which can be drawn upon by Fairfax County. It is also understood that in the event the property owner is awarded more than the Letter of Credit in a condemnation suit, said excess amount of the award shall be paid to Fairfax County by the Applicant within five (5) days after said award has become final. It is further understood that all other costs incurred by Fairfax County, as defined above, in acquiring said land area shall be paid to Fairfax County by the Applicant upon demand.
4. **Private Streets.** Public access easements shall be provided on the applicable portions of Festival Street, Festival Street Extended, Strawberry Lane, and North Street. All private streets shall be constructed with materials and depth of pavement consistent with public street standards in accordance with the Fairfax County Public Facilities Manual ("PFM") as may be approved by DPWES, except to the extent DPWES may approve a modified section (i) where parking structures are constructed under portions of private streets, or (ii) in areas where modification/elimination of curbs may occur to facilitate pedestrian circulation as depicted on Sheet 29 of the CDP/FDP. The above construction standard shall not apply to parking lots. The Applicant shall be responsible for the maintenance of all private streets.
5. **Strawberry Lane.** The Applicant shall be responsible for the maintenance of the dedicated portion of Strawberry Lane from Yates Way to the western edge of its intersection with Gallows Road, beginning at such time as that portion is ready to be accepted into the State system for maintenance and "Uniwest" has been released from its bond for said public improvement, which maintenance obligation shall be the subject of an executed Agreement with Fairfax County.
6. **Public Streets.** Any and all public streets shall be constructed in accordance with the PFM and/or VDOT standards, as determined by DPWES. Acceptance of public roads by

VDOT into its roadway system shall be diligently pursued by the Applicant, and shall be accomplished prior to final bond release.

7. **Vacation/Abandonment.** Prior to final approval of any site plan and release of the record plat for recordation for any development section which includes development on an area of ROW to be abandoned/vacated, the Applicant shall obtain vacation and/or abandonment of the relevant portion of the Application Property identified as approximately 12,646 gross square feet of Hilltop Road and 2,314 gross square feet of Eskridge Road, as depicted on the CDP/FDP as the area to be vacated/abandoned. In the event the Board does not approve the requested vacation and/or abandonment of this portion of public roadway and failure to obtain such approval precludes development in substantial conformance with the CDP/FDP, the Applicant shall obtain a PCA to the extent necessary to develop that portion of the Property, which may result in a loss of density/intensity. The Applicant hereby waives any right to claim or assert (i) any vested right in any plan approved under the assumption of accomplishment of such vacation and/or abandonment, or (ii) a taking or any other cause of action that otherwise may have arisen out of a Board decision to deny in whole or in part the ROW vacation and/or abandonment request.
8. **Interparcel Access.** As shown on the CDP/FDP, North Street and the east-west service alley ("South Theatre Drive") located in the southeast corner of the site shall be designed and constructed to connect to adjacent parcels (Tax Map Parcels 49-4 ((1)) -13, -12B) abutting such streets and to facilitate the ultimate construction by others of those private streets as through streets (public or private) connecting Gallows Road to Eskridge Road. The Applicant shall grant temporary grading and/or construction easements (up to 10 feet from the respective property lines), as reflected on Sheets 6 and 7 of the CDP/FDP, to the extent needed to facilitate the construction by others of the referenced interparcel access connections.
9. **Future Retaining Walls.** As shown on the CDP/FDP, retaining walls may be needed by the respective property owners adjacent to the service alley behind Buildings C and E, along North Street, and along portions of South Theatre Drive. The Applicant shall grant temporary grading and/or construction easements (up to 10 feet from the respective

property lines), as reflected on Sheets _____ of the CDP/FDP, if needed to facilitate the construction by others of the referenced future retaining walls.

VII. TRANSPORTATION – ROAD IMPROVEMENTS

1. **Eskridge Road.** The Applicant shall reconstruct Eskridge Road as set forth in detail in Site Plan SP-0561-02, as it may be revised by the Applicant and approved by DPWES ("PI Plan"), from its intersection at Lee Highway to the southern end of the Property. Said improvement shall be constructed and open to traffic consistent with the approved PI Plan, as said PI Plan may be modified or amended to reflect such additional improvements as are shown on the CDP/FDP as set forth below, prior to issuance of any Non-Residential Use Permits ("Non-RUPs") or Residential Use Permits ("RUPs") for any new buildings associated with the CDP/FDP. Notwithstanding the aforesaid, those improvements to Eskridge Road reflected on the CDP/FDP but not on the approved PI Plan (modifications to the median on Eskridge Road between Strawberry Lane and Route 29, and the extension of a continuous right-turn lane, as approved by VDOT, from Strawberry Lane north to eastbound Route 29) shall be constructed and open to traffic prior to the issuance of a Non-RUP for any use on Parcel A.
2. **Extension of Eskridge Road to Williams Drive.** Within 120 days of approval of the rezoning application, the Applicant shall prepare and submit to the County a preliminary design (as described below) of the extension of Eskridge Road from the southern Property boundary through to, and including, its the intersection with Williams Drive (PI Plan Station _____ through Station _____). Said extension shall be designed as a two lane, undivided section and shall include a transition from a three lane section at the southern Property boundary. Said preliminary design shall include horizontal and vertical alignment of the road, as well as an exhibit showing the impacts of said extension on existing parking, buildings, accessory structures on, and zoning compliance of, the parcels through which said road is to be extended. At the same time, the Applicant also shall provide to the County a preliminary construction cost for said extension, including its estimate of right-of-way acquisition cost. Should, while Applicant is still in the process of constructing Eskridge Road, sufficient funds for engineering design, approval, permitting, land acquisition, and construction of this extension to Williams Drive be made available by Fairfax County, and should all necessary right-of-way and easements

be provided by others, then Applicant shall construct such connection and shall replace 14 parking spaces lost due to the construction of the connection on Parcel 49-3-((22))-3D. The Applicant shall respond with a legitimate, viable proposal to any County RFP for the construction of said extension, should an RFP be deemed necessary by the County.

3. **Lee Highway (Route 29 Property Frontage).** Subject to VDOT approval, the Applicant shall design and construct the ultimate southern curb line of Route 29 and the adjacent right turn lane (collectively the "Ultimate Southern Curb Line") from the eastern terminus of Eskridge Road along the Property frontage to station 79+25 as shown on Sheet 7 of the CDP/FDP. The Ultimate Southern Curb Line shall be approximately 12' (plus or minus) south of the proposed curb line of the VDOT Route 29/Gallows Road Project (the "VDOT Project") in order to facilitate provision of a continuous right turn lane along the Property's frontage. In the event a right in/right out access is not permitted at Yates Way and Route 29, then the Applicant shall terminate the right turn lane construction at Festival Street.
 - A. **Design.** The Applicant shall provide said design on a Site Plan (or Site Plans if filed separately) for the development of Parcel A and Parcel B. Such design shall tie the Ultimate Southern Curb Line into the existing Route 29 conditions. The Applicant shall also, subject to VDOT approval, redesign VDOT's road plans for its VDOT Project #0029-029-119, and shall be responsible for the actual cost incurred for time and material for Applicant to effectuate said redesign to interface the VDOT Project with said Ultimate Southern Curb Line (the "Redesign").
 - B. **Construction.** If the Applicant's construction timing precedes the VDOT Project, the Applicant shall construct the Ultimate Southern Curb Line consistent with the Redesign, to include the 42-inch storm drain pipe and the relocation of a 10-inch water line along the aforesaid frontage improvement. The pavement constructed by the Applicant shall tie into the existing Route 29 condition. Said construction shall be accomplished simultaneous with construction of the improvements on, respectively, the adjacent Parcel A and/or Parcel B, prior to issuance of a Non-RUP or RUP for the respective Parcel. If the VDOT Project is under construction prior to the development of Parcel A and/or Parcel B, the Applicant shall

contribute \$400,000 for VDOT to construct the Ultimate Southern Curb Line as part of the VDOT Project, in accordance with the Redesign.

4. **Lee Highway (Route 29) Offsite.** Should VDOT approve the Yates Way connection to Route 29, as referenced in Proffer VII.9 below and as shown on Sheet 7 of the CDP/FDP, (the "Yates Way Connection") the Applicant shall work with VDOT to design and construct the ultimate southern curb line of Route 29, from the Property's eastern corner at Route 29 to the southwest corner of the Route 29 intersection with Gallows Road (the "Offsite Curb Line"). The Offsite Curb Line shall facilitate a second right turn lane from eastbound Route 29 to southbound Gallows Road. Since the design of the Route 29 Project along this section does not replicate existing conditions, design and construction of the Offsite Curb Line must be accomplished as part of the VDOT Project.
 - A. **Design.** Should VDOT approve the Yates Way Connection, the Applicant shall work with VDOT to redesign VDOT's road plans for the VDOT Project to interface the VDOT Project with said Offsite Curb Line (the "Offsite Redesign"), and shall be responsible for the actual cost incurred, up to a maximum of \$50,000, for time and material to effectuate said redesign.
 - B. **Construction.** Should VDOT approve the Yates Way Connection, the Applicant shall contribute \$250,000 to VDOT towards offsite right-of-way acquisition for and construction of the Offsite Curb Line as part of the VDOT Project, in accordance with the Offsite Redesign, as shown Sheet 7 of the CDP/FDP.
5. **Strawberry Lane.** Strawberry Lane shall be constructed by the Applicant as a private street in substantial conformance with that depicted on the CDP/FDP; east of Festival Street to the western edge of Yates Way, the Applicant shall construct a roadway measuring 49 feet face of curb to face of curb, including parallel parking in select locations as reflected on the CDP/FDP. Generally, west of Festival Street, the Applicant shall construct a roadway measuring 37 feet face of curb to face of curb. These improvements shall be constructed prior to issuance of the first Non-RUP or RUP for any of the Applicant's buildings located within Parcel (A) or Parcel (B).
6. **Loading Restrictions on Strawberry Lane.** No tractor-trailers shall ingress or egress the loading areas serving Parcel A from Strawberry Lane (i) on weekdays between the

hours of 6:00 a.m. and 9:00 a.m., and between the hours of 4:00 p.m. and 7:00 p.m.; or (ii) on Saturdays between the hours of 11:00 a.m. and 2:00 p.m.

7. **Festival Street and Festival Street Extended.** Both Festival Street (north/south) and Festival Street Extended (east/west) shall be constructed by the Applicant as private streets varying in width from a minimum of 24 feet to up to a maximum of 44 feet in width face of curb to face of curb with on-street parking provided at select locations as reflected on the CDP/FDP. Parking within the first four (4) spaces located on the west side of Festival Street immediately north of Strawberry Lane will be prohibited during PM peak hours (4:00 to 7:00 p.m. weekdays) in order to facilitate right-turn traffic. That portion of Festival Street necessary for ingress and egress from each respective building on the Property shall be constructed prior to issuance of the first Non-RUP or RUP for each of the Applicant's respective buildings which have direct vehicular access onto Festival Street. Festival Street Extended shall be constructed prior to issuance of the first Non-RUP for the theatre uses (Parcel I). Both Festival Street and Festival Street Extended shall be constructed in general accordance with the cross-sections shown on the CDP/FDP.
8. **North Street.** North Street shall be constructed by the Applicant as a private street varying in width from a minimum of 22 feet to up to a maximum of 30 feet in width face of curb to face of curb with on-street parking provided at select locations as reflected on the CDP/FDP. Parking within the first four spaces located on the south side of North Street east of Eskridge Road will be prohibited during PM peak hours (4:00 to 7:00 p.m. weekdays) in order to facilitate right-turn traffic. That portion of North Street necessary for ingress and egress to Buildings E, F and/or G shall be constructed, prior to issuance of the first Non-RUP or RUP for the respective buildings which, at that time, have no other access except by way of North Street, in general accordance with the cross-sections on the CDP/FDP. The Applicant shall provide an interparcel access easement, including temporary grading and construction easements not to exceed 10 feet in width, along the eastern property line as depicted on the CDP/FDP to facilitate ultimate construction of a private street connection by others to extend North Street eastward.
9. **Yates Way Extended.** Subject to provision of the necessary right-of-way and/or easements by others, the Applicant shall extend Yates Way off-site, from its ultimate

terminus as built by Uniwest, to and including a right-in/right-out intersection with eastbound Route 29 in accordance with VDOT requirements.

10. **Service Alleys.** The alleys parallel to the eastern and western property line of the Property, which provide service and access to the loading areas and parking structures serving the principal and secondary uses in the buildings adjacent to them, shall be constructed by the Applicant consistent with the sections shown on the CDP/FDP prior to the issuance of the initial RUP or Non-RUP for the respective building adjacent to said alley.

11. **Traffic Signals.**

- A. Applicant shall submit a traffic signal warrant study to VDOT prior to final site plan approval for construction of the North Street/Eskridge Road intersection. If not deemed warranted, Applicant shall grant such easements as may be required for installation of said signal in the future by others and shall otherwise be relieved of any obligation as to this signal. If warranted, the Applicant shall design, equip and construct said traffic signal subject to the availability of all rights-of-way and easements as outlined in Proffer VI.3.
- B. The Applicant shall further modify the existing signal at Route 29 and Merrilee Drive to accommodate the construction of Eskridge Road at this location. Said signal modifications shall be designed to accommodate the ultimate improvements proposed by VDOT, the Applicant and others, including, but not limited to, signals for dual eastbound and westbound left-turn lanes, and a mast arm of sufficient length to accommodate the ultimate location of the signal. The traffic signal modifications shall be constructed prior to the issuance of the first Non-RUP for the Property. The Applicant may utilize those funds proffered or made available by others for this signal.
- C. At build-out, but before final bond release, the Applicant shall confirm the appropriateness of the timing of the traffic signal previously installed by others at the Gallows Road/Strawberry Lane intersection.
- D. Each traffic signal installed or modified by the Applicant shall include pedestrian countdown and audible features as may be approved by VDOT.

12. **Unreasonable Delay.** Upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of an improvement has been unreasonably delayed by others or by circumstances beyond the control of the Applicant, the Zoning Administrator may agree to a later date for the completion of each such improvement.

VIII. PEDESTRIAN AND BICYCLE CIRCULATION SYSTEM

1. **Internal Circulation Plan.** The Applicant shall construct a comprehensive pedestrian system throughout the Property, generally as shown on Sheet 15 of the CDP/FDP. Such system shall be constructed concurrent with the phasing of development of the Property and shall include sidewalk connections extending to the property line. Each on-site sidewalk shall be constructed to the width shown on the CDP/FDP for such sidewalk and shall be maintained by the Applicant. Sidewalk improvements within existing or proposed VDOT right-of-way shall be in accordance with VDOT requirements. At the time of site plan approval for each respective phase of development the Applicant shall grant public access easements over the private sidewalks located within such phase.
2. **Route 29 Trail.** Subject to DPWES approval, the Applicant shall construct a ten-foot wide sidewalk/bike trail within the ROW across the Route 29 frontage of the Property, as generally shown on the CDP/FDP. The Applicant and its successor UOA (as defined below) shall maintain such sidewalk.
3. **Crosswalk at Future Eskridge Road/ Route 29 Intersection.** The Applicant shall provide such striping as shall be approved by VDOT for the pedestrian crossing of the Eskridge Road/Route 29 intersection.
4. **Pedestrian Connection to Luther Jackson Middle School.** A direct pedestrian access, which provides safe and convenient access for students residing within the subject Property during school hours, shall be provided generally as depicted on the CDP/FDP. The Applicant shall retain the right to restrict said access outside of school hours.
5. **Areawide Pedestrian Enhancements.** The Applicant shall contribute \$10,000 towards other areawide pedestrian enhancements to be used by the County within the area bounded by Route 50 to the south, Prosperity Avenue to the west, Gallows Road to the east and Lee Highway to the north.
6. **Bicycle Storage.**

- A. Office. For office uses, secure bicycle storage shall be provided in the same location as the vehicular parking for the respective office building. Such storage shall be provided at a rate of one (1) storage space per 20,000 square feet of office GFA.
- B. Residential. For residential uses, secure bicycle storage shall be provided in the same location as the vehicular parking for the respective residential building. Such storage shall be provided at a rate of one (1) storage space per eight (8) dwelling units.
- C. On-Street. "Public bike racks" shall be provided in the general locations shown on Sheet 40 of the CDP/FDP, although additional locations may be provided at the Applicant's sole discretion. The exact type and number of bike racks shall be determined at final engineering and design, but in no event shall each CDP/FDP location provide secure storage for fewer than eight (8) bicycles.

IX. TRANSPORTATION DEMAND MANAGEMENT PROGRAM

- 1. Transportation Demand Management. This Proffer and the Applicant's "Merrifield Town Center Mixed Use Development TDM Strategic Plan" dated May 1, 2007 prepared by UrbanTrans Consultants (the "TDM Strategic Plan") set forth the programmatic elements of a transportation demand management plan (the "TDM Plan") for the residential and office uses proposed as part of Merrifield Town Center. The Merrifield Town Center is envisioned by the County's Comprehensive Plan as a mixed-use, urban environment which should include retail, office, residential and theatre uses. One of the key objectives of the Town Center is to encourage alternative modes of transportation other than the single occupant vehicle. To help achieve this objective, the Comprehensive Plan recommends a mode split of at least 15% within suburban centers such as proposed with the Town Center. The greatest level of attainment would occur on those properties proximate to the Dunn Loring - Merrifield Metro rail station and is then tiered downward relative to a property's distance from the transit station platform. According to the Comprehensive Plan, the trip reduction objective for the Merrifield Town Center is 15%, given its distance from the Metro platform. As outlined in Proffer IX.3.A.i and ii, the Applicant has committed to a significantly higher reduction for the Property at Build Out than is recommended by the adopted Comprehensive Plan.

Initially, the TDM Plan shall be implemented and maintained by the Applicant and subsequently, as appropriate, the UOA/HOA/COA. For the purposes of this Proffer IX, under no circumstance shall the UOA/HOA/COA be deemed to be the Applicant, and the provisions of this Proffer applicable to the Applicant shall not apply to the UOA/HOA/COA, except as specifically noted.

The purpose of the TDM Plan is to encourage the use of transit (Metrorail and bus), other multiple occupant vehicle commuting modes, walking, biking and teleworking by employees, customers and residents who work and/or live in the buildings located on the Property. The TDM Plan shall complement the synergies expected from the Property and the numerous transportation systems management programs and improvements referenced elsewhere in these proffers.

2. **Definitions.**

- A. **Applicant Control Period.** The term "Applicant Control Period" shall be defined as the period starting upon the approval of this Rezoning Application and ending on the date when two (2) consecutive annual Trip Counts conducted starting at least one (1) full year after build out of the Property, as defined in Proffer IX.2.B below, shows that the trip reduction percentages listed in Proffer IX.3.A.i and/or ii have been met. The implementation of the TDM Plan may not be assigned to the UOA/HOA/COA until the Applicant Control Period has expired. Upon expiration of the Applicant Control Period, the Applicant shall have no further obligation under this Proffer IX and on-going implementation of the TDM Plan and funding of the TDM Budget (and 10% contingency) shall be the responsibility of the UOA/HOA/COA as outlined in Proffer IX.4.L.
- B. **Build Out.** For purposes of this Proffer IX and the TDM Plan, "Build out" of the Proposed Development shall be defined to occur upon the issuance of (a) 100% of all RUP's for the residential units site plan approved and constructed on the Property in its entirety, (b) Non-Residential Use Permits ("Non-RUPs") representing 100% of the maximum floor area for the office uses site plan approved and constructed on the Property in its entirety, and (c) Non-RUP's representing 80% of the floor area for the retail and theatre uses constructed on the Property in its entirety.

- C. Peak Hour. The relevant weekday AM or PM "peak hour" shall be that 60-minute period during which the highest volume of mainline through volumes occurs between 6:00 and 9:00 AM and 4:00 to 7:00 PM, respectively, as determined by mechanical and/or manual traffic counts conducted by a qualified traffic engineering firm at two select locations on Gallows Road between Routes 29 and 50 and on Route 29 between Prosperity Avenue and Gallows Road, and as approved by FCDOT. To determine the peak hour, such counts shall be collected beginning on a Monday at 2400 hours and continuing to the following Thursday at 2400 hours at a time of year that reflects typical travel demand conditions (e.g., September to November, not including a week containing a county/state/federal holiday or when area public schools are not in session). The methodology for determining the peak hour may be modified, in agreement between the Applicant (or the UOA/HOA/COA after the end of the Applicant Control Period) and FCDOT without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.
- D. Pre-shuttle. For purposes of this Proffer IX and the TDM Plan, "Pre-shuttle" shall be the term used to define any time prior to operation of a shuttle/van system, by the Applicant or through a service provider contracted by the Applicant (the "Shuttle"), and providing service between the Property and the Dunn Loring Merrifield Metro Station as set forth in Proffer VI.10.
- E. Post-shuttle. For purposes of this Proffer IX and the TDM Plan, "Post-shuttle" shall be the term used to define any time after the issuance of the first RUP for the third residential building constructed on the Property and after operation of a shuttle/van system, by the Applicant or through a service provider contracted by the Applicant, and providing service between the Property and the Dunn Loring Merrifield Metro Station as set forth in Proffer VI.10.
- F. Areawide Circulator. For purposes of this Proffer IX and the TDM Plan, "Areawide Circulator" shall be the term used to define a shuttle and/or bus/van system that is owned/operated/maintained by a third party (i.e., the County, a Transportation Management Association or others) and that provides service to, and circulation within, the greater Merrifield Suburban Center Area.

- G. TDM Program Manager. The Applicant, and subsequently the UOA/HOA/COA, shall appoint a qualified individual to be the Program Manager ("PM") for the project. The PM's duties shall be to develop, implement and monitor the various components of the TDM Plan, and to revise the TDM Plan as appropriate. The PM shall oversee all elements of the TDM Plan and act as the liaison between the Applicant, and subsequently the UOA/HOA/COA, and FCDOT. The PM may be employed either directly by the Applicant/UOA/HOA/COA or by a management company under a management contract with the Applicant/UOA/HOA/COA. The PM position may be part of other duties assigned to the individual.
- H. TDM Account. The TDM Account shall be an interest bearing account established by the Applicant with a banking or financial institution qualified to do business in Virginia and used by the PM each year to implement the TDM Plan in accordance with the TDM Budget as defined in Proffer IX.2.I below.
- I. TDM Budget. The "TDM Budget" is defined as the estimated costs plus 10% (the "TDM Budget Contingency") needed to implement the TDM Plan in any given calendar year. The TDM Budget may be less than, but in any event shall be no more than \$236,300 (including the 10% TDM Budget Contingency and including approximately \$90,000 as the projected annual cost of the Shuttle) per full calendar year (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008) as required by the FCDOT. However, the Applicant may, at its sole discretion, increase the TDM Budget (including the 10% Budget Contingency) for any calendar year if necessary in order to achieve the trip reduction goals outlined in Proffer IX.3.A.i and/or ii.
- J. TDM Remedy Fund. The "TDM Remedy Fund" shall be an interest bearing account, separate and distinct from the TDM Account, established by the Applicant with a banking or financial institution qualified to do business in Virginia and used to supplement additional strategies which may be required to achieve the goals established in Proffer IX.3.A.i and/or ii, and for which funding is not immediately available in the TDM Account.

K. TDM Penalty Fund. The "TDM Penalty Fund" is an account into which the Applicant shall deposit penalty payments as may be required in accordance with Proffer IX.4.M.

3. Trip Reduction Goals. The goal of the TDM Plan is to reduce the number of weekday peak hour vehicle trips on the adjacent street system generated by the Property through the use of mass transit, ride-sharing and other strategies. The Property shall be designed to maximize interactions among the various uses on the Property such that fewer automobile trips will occur within the site and on the external road network through the creation of synergistic relationships among the uses within the Property. In addition, the implementation of the Shuttle Service, as well as enhanced pedestrian and bike facilities will provide convenient and safe access to nearby Metrorail and bus facilities thereby encouraging commuting options other than the automobile to residents, employees and visitors to the Property.

A. Percentage Reductions. The objective of the TDM Plan shall be to reduce the number of baseline vehicle trips on the adjacent street system generated by the residential and office uses on the Property during weekday peak hours as set forth in the following tables and as estimated in accordance with Proffer IX.3.B below. The number of vehicle trips generated by the proposed residential and office uses shall be separately measured so that appropriate remedial actions may be undertaken as required to address the trip generation associated with a specific type of use. The types of actions that will be undertaken at each phase are described in the TDM Strategic Plan and in these proffers.

i. Residential Goals.

	Percent Reduction
Phase 1	
- Pre-shuttle	7%
Phase 2	
- Post-shuttle/Pre-build out	13%
Phase 3	
- Post-shuttle/Post build out	26%
Phase 4	
- Post-shuttle/Post Areawide circulator	30%

ii. Office Goals.

	Percent Reduction
Phase 1	
- Pre-build out	9%
Phase 2	
- Post build out	20%

B. Baseline Vehicle Trips. The baseline number of weekday peak hour vehicular trips to be reduced from the proposed new residential and office uses will be based on the percentage reduction of total peak hour trips otherwise generated by the Property according to methods set forth in the ITE, 7th edition, Trip Generation manual for Land Use Codes 230 and 710 for the residential and office uses respectively. The number of residential units and office floor area for each phase will be based on those amounts reflected on individual approved site plans for the specific residential and office uses. In the event at Build Out the Applicant has constructed fewer than 749 residential units and/or 150,000 gross square feet (GSF) of office uses, respectively, then the baseline trip generation at Build Out

shall be calculated as if 749 residential units and 150,000 GSF of office uses had actually been constructed.

4. **Components of the TDM Plan.** In order to meet the Trip Reduction Goals set forth in Proffer IX.3.A.i and ii, a TDM Plan shall be adopted and implemented by the Applicant, subject to FCDOT approval. The minimum components of the TDM Plan are specified in this Proffer and may be subsequently adjusted by mutual agreement between the Applicant (and subsequently the UOA/HOA/COA, as applicable) and FCDOT. All adjustments to the components of the TDM Plan contained in this Proffer IX.4 shall be approved by FCDOT and will not require a PCA. The TDM Plan shall include, at a minimum, those provisions pertaining to the residential and office uses on the Property as listed below, as well as those listed below pertaining to the retail and hotel uses, as qualified by Proffer X below. The minimum TDM Plan components are further described in the TDM Strategic Plan. The TDM Strategic Plan also includes information about possible supplemental TDM Plan components. In addition to the timing, phasing and implementation information in this Proffer, more detail is provided in the TDM Strategic Plan.

- A. **Shuttle Component Applicable to the Property.** The Applicant shall provide the following in conjunction with the TDM Plan

- i. *Shuttle* -- Prior to the issuance of an initial RUP for the 400th dwelling unit or the 1st RUP within the third residential building to be constructed on the Property, whichever first occurs, the Applicant, individually or in conjunction with other property owners and/or developers within the Merrifield Town Center and the Dunn Loring Transit Station Area, shall operate or contract with a third party to operate and maintain the Shuttle for use by the residents and employees of the Property to provide access to and from the Dunn Loring Metro Station. Such service shall be available, excluding Sundays, national holidays and snow emergency days, during the morning peak (6:00 a.m. to 10:00 a.m.) and evening peak (3:00 p.m. to 7:00 p.m.) hours on weekdays, and may (in the Applicant's sole discretion) run on Saturdays between 11:00 a.m. and 6:00 p.m. Seating capacity of such Shuttle vehicle and the frequency of trips shall be coordinated to

reasonably meet demand as determined by periodic surveys/evaluations and in consultation with FCDOT. Adequacy and success of the Shuttle service shall be evaluated as part of the Annual Report submitted in accordance with Proffer IX.4.J.ii. The on-site Shuttle program may be adjusted or discontinued, as deemed appropriate after consultation with FCDOT and based upon usage and effectiveness as demonstrated by the respective Annual Report. The Applicant shall work with FCDOT and other property owners and/or developers within the Merrifield Town Center and Dunn Loring Transit Station Area to develop methods whereby usage of the Shuttle by others than residents and employees of the Property may be facilitated so long as no cost, beyond that necessary to satisfy Applicant's obligation towards residents and employees of the Property, shall be incurred by the Applicant in the provision of such expanded service.

- ii. *Pro Rata Shuttle Contribution* -- Should an Areawide Circulator (as defined in Proffer IX.2.F) be established to link uses within the Merrifield Suburban Center, including the Dunn Loring Metro Station and locations within the Property, then the Applicant may discontinue, or may be relieved from the burden of establishing and continuing, the Shuttle service described in Proffer VI.10, but in lieu thereof shall contribute to said Areawide Circulator on a pro rata basis (Applicant's pro rata share shall be determined annually by applying to the annual cost of operating and maintaining the Areawide Circulator, the percentage derived by dividing into the GFA of residential and non-residential square feet developed on the Property for which occupancy permits have been issued, the total square feet of GFA of residential and non-residential uses for which occupancy permits have been issued on all of the properties within the Merrifield Suburban Center served by said Areawide Circulator). Further, Applicant may, in lieu of establishing the Property's own Shuttle (as committed in Proffer IX.4.A above) assist, at a cost not to exceed \$50,000, in establishing said Areawide Circulator by funding acquisition

of the initial Circulator Vehicle or otherwise, so long as the Areawide Circulator's ongoing operation and expense beyond Applicant's pro rata share of said cost is provided by others, such as through a Pro Rata contribution system or a Business Improvement District.

B. TDM Components Applicable to the Property. In addition to the Shuttle proffers outlined in Proffer IX.4.A. above, at a minimum, the TDM Plan shall contain the following elements:

- i. *TDM Network* -- Establishment of a network of designated on-site TDM contacts among the Applicant, the UOA/HOA/COA, office building tenants, property managers and FCDOT through which to coordinate the implementation of the TDM Plan.
- ii. *Meetings with Community Groups* -- The PM shall organize and attend meetings with community groups and/or other organizations within the greater Merrifield Suburban Center that have a mutual interest in furthering the success of TDM programming and the effectiveness of mass transit and other non-SOV commuting measures.
- iii. *Website* -- Develop and maintain a TDM website for the Property that includes multi-modal transportation information, real-time travel and transit data, and links to transportation and telework sites.
- iv. *Personal outreach* -- Personal outreach by the PM to all new commercial/residential tenants to explain the TDM program and transit options.
- v. *Dissemination of information* -- Dissemination of information relevant to patrons and customers of the proposed new retail/commercial uses, residents, and office and hotel employees and guests about transit benefits programs, maps and schedules offered by WMATA, Fairfax Connector, the on-site shuttle provider and/or other transit providers.
- vi. *Transit benefits* -- Encouragement of employers to offer employee benefit options, including parking cash out, pre-tax/payroll subsidies for transit and vanpool fares, flex-time and alternative work schedule programs and live-near-work incentives.

- vii. *Telework programs and telework facility* -- The Applicant shall provide space on the Property for a business center for use by residents of the Property. The facility shall consist of a minimum of 500 square feet of gross floor area and shall have copier facilities, a fax machine and access to lap-top hook up stations with secure internet access, private space for phone calls, and access to a washroom.
- viii. *Car sharing* -- Car sharing program(s) subject to agreement with third-party vendor(s) (such as ZipCar or FlexCar).
- ix. *Ridematching assistance, carpools, vanpools and guaranteed ride home* -- Vanpool and carpool formation programs, including Fairfax County ride matching services, and coordination with established local and regional guaranteed ride home programs.
- x. *Parking management plan* -- A parking management plan, which shall include dedication of convenient parking spaces for carpools/vanpools and shared car services throughout the Property, as generally reflected on Sheet 40 of the CDP/FDP, as well as incentives/benefits to residential carpools.
- xi. *Vans and shuttles* -- The Applicant shall provide van and shuttle pick-up and drop-off points on the Property as generally reflected on Sheet 40 of the CDP/FDP, and shall allow and encourage employer, hotel and other shuttle services that are operating in the Merrifield Suburban area to stop at such points to pick-up or drop off employees and patrons.
- xii. *Pedestrian Connections* -- The applicant shall provide an integrated system of on-site sidewalks and trails within the Property as reflected on the CDP/FDP. The PM shall provide information to residents and employees as to the best pedestrian route(s) to take to and from the Dunn Loring Metro.
- xiii. *Bicycle Facilities* -- The Applicant shall provide bicycle racks along the internal streets and within residential and office buildings and parking structures as designated on Sheet 40 of the CDP/FDP and in Proffer VIII.6. The PM shall coordinate with the Halsted, Dunn Loring Metro,

and Wilton House HOAs to encourage those residents to bike to the Property.

C. Additional TDM Components Applicable to Residential Buildings Only. In addition to the TDM program components described in Proffer IX.4.A.i through xiii above, at a minimum, the TDM Plan shall also have the following components as applicable to residents of the Property.

- i. *In-Unit Internet Access* -- All residential units shall be pre-wired to provide Internet access (or other technology that may become available) to permit residents to access the Internet from home.
- ii. *Sales/leasing marketing program* -- A targeted marketing program for residential sales/leases that encourages and attracts TDM-oriented people such as one and no-car individuals and families to live on the Property as well as a targeted marketing program to encourage on-site and nearby office workers to live in the on-site residential buildings. The Applicant shall actively support the PM in efforts to encourage employees of the office tenants both on-site and elsewhere in Merrifield to live in the residential units on the Property through discussions between executives and officers of the office tenants and executives and officers of the Applicant.
- iii. *TDM incentives* -- One time distribution of fare media or other incentives to all initial residents of driving age as an incentive to occupancy.
- iv. *Transportation advising* -- "Personalized transportation advising" integrated into new unit walk-throughs, including appropriate training of sales/leasing agents.

D. Additional TDM Components Applicable to Office Building Only. In addition to the TDM program components described in Proffer IX.4.A.i through xiii above, at a minimum, the TDM Plan shall also have the following components as applicable to the office building tenants and employees:

- i. *Matching On-Site Office Employees to On-Site Residential Units* -- Residential units shall be marketed to the on-site and off-site Merrifield Suburban Center office employers and workers, including providing

information in prospective tenant packages and possible discounts or financial incentives to those employees who live and work on the Property. The Applicant shall actively support the PM in the efforts to encourage office tenants and their employees to live in the residential units on the Property through discussions between executives and officers of the office tenants and executives and officers of the Applicant.

- ii. *Leasing Packages* -- Integration of transportation information and education materials into office leasing packages, including outreach efforts to tenants and their respective corporate management about the quality of life, financial and employee retention benefits associated with participation in the program.

E. TDM Program Manager (PM). Within 30 days after the issuance of the building permit for the first residential or office building on the Property, the Applicant shall appoint, as provided in Proffer IX.2.G, a PM for the project whose responsibilities shall include development and implementation of the TDM Plan. The PM position may be part of other duties assigned to the individual. The Applicant shall provide written notice to FCDOT of the appointment of the PM within fourteen (14) days after such appointment and shall furnish FCDOT his/her qualifications, and thereafter shall do the same within fourteen (14) days of any change in such appointment. Following the initial appointment of the PM, the Applicant or the UOA/HOA/COA, as applicable, shall continuously employ, or cause to be employed as specified above, a PM for the Property.

F. PM Office. The Applicant, and subsequently the UOA/HOA/COA, shall provide a centrally-located office for the PM and space for TDM products, services and program offerings available to new residents, businesses, customers and visitors to the Property. The office may be located within a Property Management office, designated business center, or elsewhere on the Property.

G. TDM Plan and Budget. Within sixty (60) days after the PM has been appointed by the Applicant and no later than ninety (90) days after issuance of the building permit for the first residential or office building on the Property, the Applicant, through the PM, shall prepare and submit an initial TDM Plan to FCDOT and

shall request in writing the County's review and comment. The TDM Plan shall include (i) the start-up components of the TDM Plan that will be put in place both before and after the commencement of the Shuttle as outlined in Proffer IX.4.A and (ii) an initial budget sufficient to implement the TDM Plan for the remainder of the year and for the next calendar year (the "TDM Budget") plus ten (10) percent, which amount shall not be more than \$236,300 for each full calendar year (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008) unless increased at the sole discretion of the Applicant. With the submission of the initial TDM Plan, the Applicant shall provide the County with a copy of the approved proffers and the TDM Strategic Plan. If FCDOT has not responded with any comments to the Applicant within sixty (60) days of receipt of the initial TDM Plan and TDM Budget, the TDM Plan and TDM Budget shall be deemed approved. The Applicant shall provide written documentation demonstrating the establishment of the TDM Budget to FCDOT no later than thirty (30) days after FCDOT's response to the proposed TDM Budget and Plan or following the sixty (60) day period described above.

Thereafter, the PM shall re-establish the TDM Budget for each successive calendar year, which shall cover the costs of implementation of the TDM Plan for such year (including the TDM Budget Contingency). The PM shall furnish a copy of the TDM Budget and TDM Plan for each year to the FCDOT and shall request in writing the County's review and comment in conjunction with the submission of the Annual Report as outlined in Proffer IX.4.J.ii A line item for the TDM Account shall be included in the UOA/HOA/COA budget upon the establishment of the same. The association documents that establish and control the UOA/HOA/COA shall provide that the TDM Account shall not be eliminated as a line item in the UOA/HOA/COA budget and that funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies. The TDM Account shall be funded solely by the Applicant until such time as assessments of residents and commercial owners are implemented as provided in the UOA/HOA/COA documents.

H. TDM Account

- i. Initial Funding. Within thirty (30) days after FCDOT's response to the initial TDM Budget and TDM Plan or following the sixty (60) day process described above, the Applicant shall establish and fund the TDM Account in an amount equal to the initial TDM Budget for the TDM Plan and including the TDM Budget Contingency. The purpose of the TDM Account shall be to fund the TDM Budget as defined in Proffer IX.2.I. The TDM Account shall be established as an interest bearing account with a banking or other financial institution qualified to do business in Virginia. All interest earned on the account principal shall remain in the TDM Account and shall be used for TDM Plan purposes. The Applicant shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within fourteen (14) days of its establishment. Funds in the TDM Account shall be utilized by the PM each year to implement the TDM Plan in accordance with the TDM Budget.
- ii. Excess Funds in TDM Account. Any funds remaining in the TDM Account at the end of any given year shall be carried over into the following year's TDM Budget or transferred, in the Applicant's sole discretion, in whole or in part to the TDM Remedy Fund and/or Incentive Fund, as defined, respectively, in Proffers IX.4.H and IX.4.I, below.
- iii. Annual Funding. The TDM Account (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008) shall be replenished annually, following the establishment of each year's TDM Budget and any transfer of funds, as described in this Proffer IX, by the Applicant (or the UOA/HOA/COA after the Applicant Control Period has expired) in such amount as is necessary to achieve the respective year's TDM Budget as approved by FCDOT.
- iv. Transfer to UOA. The TDM Account shall be managed by the Applicant (and not the UOA/HOA/COA) until the Applicant Control Period has expired. Thereafter, management of the TDM Account will become the responsibility of the UOA/HOA/COA as appropriate.

- I. TDM Remedy Fund. At the same time that the Applicant creates and funds the TDM Account, the Applicant shall establish a separate interest bearing account referred to as the "TDM Remedy Fund." All interest earned on the principal in this account shall be added to the principal in the TDM Remedy Fund and shall be used for TDM Remedy purposes. The Applicant shall provide an initial contribution to the TDM Remedy Fund at the time said fund is established in the amount of \$50,000 (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008). Funds from the TDM Remedy Fund shall be drawn upon only for purposes of immediate need of TDM funding to serve the Property, and may be drawn upon prior to any TDM Budget adjustments that may be required under Proffer IX.4.K.iv.b.ii. Upon expiration of the Applicant Control Period, the Applicant shall transfer the TDM Remedy Fund to the UOA/HOA/COA for TDM purposes.
- J. TDM Incentive Fund. Prior to the issuance of the initial RUP for each Residential Building and the initial Non-RUP for the office uses site plan approved and constructed on the Property, the Applicant shall make a one time contribution (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008) of \$50 per unit in each respective residential building and \$0.10 per gross square foot of office use for which an initial Non-RUP is issued, to a segregated sub-account in the TDM Account to fund a transit incentive program for, respectively, initial purchasers and/or lessees of the residential units or office uses. Such program shall be prepared by the Applicant through the PM and in coordination with FCDOT and shall include consideration for fare media distribution and value loading, financing incentives, and alternative incentives (such as grocery delivery) tailored to residents and office tenants on the Property. The TDM Incentive Fund shall be established as an interest bearing account with a banking or other financial institution qualified to do business in Virginia. All interest earned on the account principal shall remain in the TDM Incentive Fund and shall be used for TDM incentive purposes only.

K. Monitoring and Reporting.

- i. Annual Surveys. Between September and November, beginning one year after the issuance of the first building permit for the first residential or the first office building on the Property, whichever first occurs, and continuing annually thereafter until the Applicant Control Period expires, the PM shall conduct a survey of residents and/or office tenants designed to evaluate the effectiveness of the TDM Plan in meeting the TDM Goals applicable at that time and to evaluate the need for adjustments to the TDM Plan. The PM shall coordinate the draft Annual Survey materials and the methodology for validating the Survey results with FCDOT at a minimum forty-five (45) days prior to each year's Survey. If an Annual Survey reveals changes to the TDM Plan are needed or advisable, then the PM shall coordinate such changes with FCDOT and, as necessary, adjust the following year's Budget and implement the revisions. The PM shall submit to FCDOT as part of each Annual Report (as outlined in Proffer IX.4.J.ii) an analysis of the Annual Surveys. Such analysis shall include at a minimum:
 - a. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented.
 - b. The number of people surveyed and the number of people who responded.
 - c. The results of the surveys taken during the survey period.
 - d. The number of residents, employees and/or others participating in the TDM programs.
 - e. An evaluation of the effectiveness of the TDM program elements in place, including their effectiveness at achieving the TDM Goals, and if necessary, proposed modifications to the Plan.
 - f. A description of the uses constructed and occupied on the Property at the time the Survey was conducted.

Notwithstanding the aforesaid, no such annual survey or analysis shall be required until there exists on the Property a threshold critical mass (400

occupied dwelling units) to conduct a meaningful survey and analysis, or as determined by FCDOT. Additionally, upon expiration of the Applicant Control period, the PM shall conduct such surveys every three years for inclusion in the Annual Report.

- ii. Annual Report. The PM shall report annually on the TDM Plan to the FCDOT (the "Annual Report") no later than January 31st of each calendar year after completion of the Annual Survey described in Proffer IX.4.J.i. The Annual Report shall include (a) a description of the TDM strategic efforts for the year, including, as applicable, sample marketing materials, (b) a financial statement that includes the TDM Budget for the year and a detailed summary of actual TDM Plan revenues and expenditures for the preceding year, (c) a summary of the levels of occupancy in the buildings that have been completed in the Proposed Development, (d) an analysis of the results of the Annual Survey, (e) a compilation and analysis of the results of any Trip Counts that were conducted during the year, (f) discussion of any changes proposed to the TDM Plan, (g) the amount of money then on deposit in the TDM Penalty, Incentive and Remedy Funds, and (h) utilization of the on-site shuttle service if available and operational.
- iii. Adjustments to Calendar and Due Dates. At the mutual agreement of the FCDOT and the PM, the due dates for the delivery of the Annual Report may be altered by up to sixty (60) days if changes have occurred, or appear to have occurred, in trip characteristics resulting from other events.
- iv. Meetings with FCDOT. The PM shall meet with FCDOT annually, or as mutually agreed upon, after submission of the Annual Report to discuss the results of the Trip Counts, the Annual Survey, the Annual Report and the TDM Plan.

L. Trip Counts

- i. Annual Trip Counts. The PM shall conduct a Trip Count annually between September 1st and November 30th (excluding weeks containing a county, state or federal holiday or when County public schools are not in session

such as Thanksgiving week) beginning with the year following the issuance of the 100th RUP for the first residential building or Non-RUP for the first 50,000 square feet of office use constructed on the Property, whichever first occurs. The purpose of such Trip Count is to measure the actual vehicle trips generated by the residential and office uses constructed on the Property as of the date the Trip Count is completed and to evaluate whether such vehicle trips are less than, equal to or greater than the applicable phased TDM Goal (which is determined by the level of development completed and whether the point in time is pre-or post shuttle) set forth in Proffer IX.3.A.i and .ii above. Trip Counts provided to FCDOT shall include information on the percentage of RUPs and Non-RUPs issued for the Proposed Development as of the date of the Trip Count.

- ii. Methods. For purposes of this Proffer, Trip Counts shall be measured on three (3) days over a maximum two-week period (but not including a week containing a county, state or federal holiday or when area public schools are not in session) between September 1 and November 30 of each calendar year, or such other time as the PM and FCDOT shall mutually determine. At least forty-five (45) days prior to conducting the Trip Counts, the PM shall meet with FCDOT to review and reach agreement on the dates and methodology for the Trip Counts and the analyses to be done after the Trip Counts are complete. The Trip Counts shall include Peak Hour counts of vehicles entering and exiting driveways to residential and office buildings on the Property. The Trip Counts shall be conducted so that only trips generated by the residential and office uses on the Property shall be counted (i.e. cut-through trips, transit trips, retail/hotel trips, etc., shall be excluded). Values will be provided for each residential and office building included on the Property, and a sum of vehicle trips generated by the residential and the office uses on the Property will be calculated by use. Residents and tenants *shall not* be advised of the date Trip Counts will be conducted.

- iii. Frequency of Trip Counts. Once initiated, the PM shall conduct Trip Counts annually until such time as two (2) consecutive annual Trip Counts conducted starting at least one (1) full calendar year after the Property reaches Build Out as defined in Proffer IX.2.B show that vehicle trips generated by the residential units and office uses are less than or equal to the Phased TDM Goal as applicable. If the results of two (2) consecutive Trip Counts reveal that the TDM Goal after Build Out has been met, then the Applicant Control Period shall expire as provided in Proffer IX.2.A above, and the Applicant shall have no further responsibility under Proffer IX. Thereafter, the UOA/HOA/COA shall be responsible for the on-going implementation of the TDM Plan pursuant to Proffer IX.4.L and shall conduct additional Trip Counts as set forth in Proffer IX.4.L. Notwithstanding the provisions of this paragraph, FCDOT may request Trip Counts be undertaken at any time to validate traffic data, but not more frequently than once per calendar year. If such requests are made by FCDOT, the PM shall conduct the requested Trip Counts within forty-five (45) days after the County's request or as may be agreed up with FCDOT.
- iv. Evaluation. The results of each Trip Count shall be compared to the trip reduction goals established in Proffer IX.3.A above for the then-applicable phase of development on the Property to determine whether actual traffic counts are equal to, less than or greater than the maximum allowed trips for the then-applicable TDM Goal as calculated in accordance with Proffer IX.3.v
 - a. Pre-Build Out
 - i. In the event the trips generated by the residential units and office uses prior to Build Out, as defined in Proffer IX.2.B, are equal to or less than the maximum allowed trips established in accordance with Proffer IX.3.A.i and i or ii and IX.3.B above, as determined for the then-applicable development phase of the Property, then (i) no penalty is owed, and (ii) the Applicant or the PM shall continue to

administer the TDM Plan in the ordinary course, in accordance with the provisions of these Proffers, until Build Out is reached, after which Proffer IX.4.K.iv.b below shall apply.

- ii. In the event the trips generated by the residential units and/or office uses prior to Build Out, as defined in Proffer IX.2.B are greater than the maximum allowed trips set forth in Proffer IX.3.A.i and/or .ii above, as determined for the then-applicable development phase of the Property, then the PM shall (i) develop modifications to the TDM Plan and the TDM Budget and/or implement certain of the supplemental strategies as outlined in the TDM Strategic Plan to address the surplus of trips, (ii) submit any such revisions to the TDM Plan and TDM Budget to FCDOT as part of the Annual Report as outlined in Proffer IX.4.J.ii and request in writing the County's review and concurrence, and (iii) pay no penalties. If no written response is provided by FCDOT within forty-five (45) days after receipt of the Annual Report, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget or after the forty-five (45) day period outlined above, the PM shall (a) increase the TDM Account with TDM Remedy Funds, if necessary and in the Applicant's sole discretion, in order to cover any proportional additional costs to implement the updated TDM Budget; and (b) implement the provisions of the revised TDM Plan

b. Build Out.

- i. In the event the trips generated by the residential units and the office uses at the time of the initial or subsequent trip

counts after Build Out reveal that the applicable trip reduction goals outlined in Proffer IX.3.A have not been met, then the Applicant shall (a) pay into the TDM Penalty Fund in accordance with Proffer IX.4.M below and (b) (i) develop modifications to the to the TDM Plan and the TDM Budget and/or (ii) implement one or more of the supplemental strategies outlined in the TDM Strategic Plan to address the surplus of trips. The PM shall submit any such revision to the TDM Plan and TDM Budget to FCDOT as part of the Annual Report as outlined in Proffer IX.4.J.ii and request in writing the County's review and concurrence. If no written response is provided by FCDOT within forty-five (45) days of receipt of the Annual Report, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget or after the forty-five (45) day period outlined above, the PM shall (a) increase the TDM Account with TDM Remedy Funds at the applicant's sole discretion, if necessary, in order to cover any proportional additional costs to implement the updated TDM Budget; and (b) implement the provisions of the revised TDM Plan.

- ii. If two (2) consecutive annual Trip Counts conducted in accordance with this Proffer reveal that the trip reduction goals outlined in Proffer IX.3.A have been met after Build Out of the Property, as defined in Proffer IX.2.B, then (i) no penalty is owed, (ii) the PM shall continue to administer the TDM Plan in the ordinary course, in accordance with the provisions of these Proffers, and (iii) the Applicant Control Period Expires, after which Proffer IX.4.L below shall apply.

- M. Ongoing Implementation of TDM Plan. Once the Applicant Control Period has expired, the UOA/HOA/COA shall be responsible for ongoing implementation of the TDM Plan. The PM shall conduct additional Trip Counts at five (5) year intervals to determine whether the relevant Phase 3 (or Phase 4) TDM Goal, as established by Proffer IX.3.A, continues to be met. In the event that an Annual Report submitted by the PM demonstrates significant enough reason to question whether the relevant Phase 3 or Phase 4 TDM Goal is met, then FCDOT may require the PM to conduct additional Trip Counts on a more frequent basis (but not more frequently than once per year) to determine whether, in fact, the relevant Phase 3 or Phase 4 TDM Goal is being met.
- i. Continuation of TDM Plan. In the event subsequent Trip Counts conducted after the Applicant Control Period has expired reveal that the actual trips generated remain equal to or less than the maximum number of trips permitted under the relevant Phase 3 or Phase 4 TDM Goal, then the PM shall continue to implement the TDM Plan and to make Annual Reports to FCDOT.
 - ii. Further Revisions to TDM Plan. In the event any subsequent Trip Counts conducted after the Applicant Control Period has expired reveals that the actual number of trips generated by the residential and office uses are greater than the maximum number of trips permitted under the relevant Phase 3 or Phase 4 TDM Goal, as established by this Proffer, then the PM shall convene a meeting with FCDOT within thirty (30) days of the completion of the respective Trip Count to review the results of the Trip Count and the TDM Plan then in place and to develop modifications to the TDM Plan and the TDM Budget to address the surplus of trips. The PM shall submit any revisions to the TDM Plan and TDM Budget to FCDOT within thirty (30) days following this meeting and shall request in writing the County's review and concurrence. If no written response is provided by FCDOT within sixty (60) days upon receipt of the Annual Report, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and

updated TDM Budget, the PM shall (a) draw down on the TDM Remedy Fund, as needed and available; (b) increase the TDM Account with TDM Remedy Funds, if necessary and available, in order to cover any proportional additional costs to implement the updated TDM Budget; and (c) implement the provisions of the revised TDM Plan as developed in consultation with FCDOT. The PM shall repeat the process above (including annual trip counts, additional adjustments to the TDM Plan, additional funding and additional monitoring) annually until the relevant Phase 3 or 4 TDM Goal has been met for two (2) consecutive years, whereupon the PM shall then be required to conduct Trip Counts and surveys only at five (5) year intervals, as described above.

N. TDM Penalty Fund. Prior to the issuance of the first RUP for the first residential building or Non-RUP for the first office building on the Property, whichever first occurs, the Applicant (or its successor owner or developer, but not the UOA/HOA/COA) shall establish the TDM Penalty Fund.

i. Funding of TDM Penalty Fund: During the Applicant Control Period, if the results of any consecutive annual Trip Counts conducted starting at least one (1) full calendar year after the Property reaches Build Out reveal that the actual vehicle trips generated by the residential units and office uses exceeds the maximum number of trips permitted under the relevant Phase 3 or Phase 4 TDM Goal as outlined in Proffer IX.3.A, then the Applicant shall pay into the TDM Penalty Fund the amounts specified below for additional transportation incentives which will directly serve the Property. Such incentives shall include enhancements to the Shuttle, increased incentives, and/or a contribution to the establishment of the Areawide Circulator. The maximum aggregate amount of all penalties to be paid under this paragraph L is \$100,000 (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008). No penalties shall be imposed while the Phase 1 and Phase 2 TDM Goals are applicable.

- a. Failure up to 10%. A failure in the reduction of trips in either or both of the Peak Hours by ten percent (10%) or less requires the Applicant to make a payment to the TDM Penalty Fund of \$10,000.
 - b. Failure Greater than 10% but less than or equal to 15%. A failure in the reduction of trips in either or both of the Peak Hours by more than ten percent (10%) but less than or equal to fifteen percent (15%) requires the Applicant to make a payment into the TDM Penalty Fund of \$15,000.
 - c. Failure Greater than 15%. A failure in the reduction of trips in either or both of the peak hours by an amount greater than fifteen percent (15%) requires the Applicant to make a payment into the TDM Penalty Fund of \$30,000.
- O. Enforcement. If the PM fails to timely submit the Annual Report to FCDOT as required by this Proffer, the County may thereafter issue the PM a notice stating that the PM has violated the terms of this Proffer IX.4.J and providing the PM sixty (60) days after receipt of said notice within which to cure such violation. If after such sixty (60) day period the PM has not submitted the delinquent Annual Report, then the Applicant and/or UOA/HOA/COA, as applicable, shall be subject to a penalty of \$200 per day payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Property until such time as the report is submitted to FCDOT.
- P. Notice to Owners. All residents, tenants and employers of the Merrifield Town Center shall be advised of the TDM Plan. UOA/COA/HOA members will be informed of their funding obligations pursuant to the requirements of this Proffer IX prior to the purchase of units, or execution of leases, and the requirements of the TDM Plan, including annual contributions (as provided herein) shall be included in all purchase/lease documents and within the UOA/COA/HOA documents.

X. TRANSPORTATION DEMAND MANAGEMENT PROGRAM SPECIFIC TO THE RETAIL/HOTEL USES.

1. **Transportation Demand Management for Retail/Hotel Uses.** As provided in Proffer IX.4.A, certain components of the TDM Plan are applicable to and will benefit the proposed retail/hotel uses on the Property. Also, the Applicant shall provide an additional TDM program that is tailored to specifically serve the Retail/Hotel Uses (the "Retail/Hotel TDM Program").
2. **Goals of the Retail/Hotel TDM Program.** Because tenants of the Retail stores and Hotels and their employees work hours that are atypical of the standard work day, these tenants and their employees do not necessarily travel to and from the Property during the Peak Hours. Given this, the Retail/Hotel TDM Program shall encourage Retail tenants, Hotel Guests and the Retail/Hotel employees to utilize transit, carpools, walking, biking and other non-Single Occupancy Vehicle ("non-SOV") modes of transportation to travel to and from the Property rather than focusing on the specific trip reductions during the AM or PM Peak Hours. The goal of the Retail/Hotel TDM Program is for 5% of the Retail store tenants, Hotel Guests and the Retail/Hotel employees to use non-SOV modes of transportation to commute to and from the Retail/Hotel uses on a regular basis.
3. **Components of the Retail/Hotel TDM Program.** The Retail/Hotel TDM Program shall include, at a minimum, the components applicable to the Property that are described in Proffer IX.4.A and the additional components provided below. These additional components may be subsequently amended by mutual agreement between the Applicant and FCDOT. All amendments to the components of the Retail/Hotel TDM Program contained in this Proffer shall be approved by FCDOT and will not require a PCA. The Retail/Hotel TDM Program components are further described in the TDM Strategic Plan.
 - A. **Employee/Tenant Meetings.** The PM shall hold, at a minimum, annual TDM meetings with the Retail store tenants and Hotel Managers, and their respective employees, to review the available transit options, adequacy of bus schedules (including hours of service), changes in transit service and other relevant transit-related topics. The PM shall invite Fairfax County and/or WMATA representatives to these meetings from time to time to speak to the group(s) about these and related subjects. Based on these meetings, the PM shall work with

Fairfax County and/or WMATA to consider changes to the relevant services, such as changes to bus schedules, if such changes would provide better service to the Property tenants and their employees.

- B. Transit Incentives. Utilizing the Retail/Hotel TDM Incentive Fund (described in paragraph C below), the PM shall provide financial incentives to Retail store tenants, Hotel guests and the Retail/Hotel employees to utilize transit. These incentives may include contests with fare card rewards, retail gift certificates and the like (for example—an award could be offered to the transit riding employee of the month/year or the tenant with the highest percentage of employees utilizing non-SOV transport to commute to and from the Retail uses).
 - C. Regional TDM Incentive Programs. The PM shall make information available to Retail store tenants, Hotel Guests and the Retail/Hotel employees about programs that promote alternative commuting options. This shall include information on vanpools, carpools, guaranteed ride home and other programs offered by organizations in the Washington, D.C. Metropolitan Area.
 - D. Ridesharing. The PM shall assist Retail store tenants and the Retail/Hotel employees in forming carpools or vanpools and in providing convenient parking spaces to carpools or vanpools.
4. Retail/Hotel TDM Incentive Fund. The Applicant shall establish a Retail/Hotel TDM Incentive Fund for use exclusively by the Applicant with Retail store tenants and their employees. Such incentives could include gift certificate awards, fare card contests and/or give-aways, transit fairs specific to the Retail store tenants, Hotel Guests and the Retail/Hotel employees and for similar inducements or incentive activities. The Applicant shall make a one-time contribution to this fund at the time that the first TDM Budget is approved and funded per Proffer IX in the amount of \$10,000. At such time as a tenant elects to financially contribute to the Retail/Hotel TDM Program, such contributions shall be utilized in addition to the Applicant's annual contributions (that is, the Applicant's annual contributions shall not be reduced or offset in any way).
5. Retail/Hotel TDM Program Participation Outreach. The PM and the Applicant or Retail Center Manager shall endeavor in good faith to encourage participation by Retail store tenants and Hotel Management in the Retail/Hotel TDM Program, including the

encouragement of a financial participation by such tenants through their direct offering of transit benefit programs and transit incentives to their employees. Actions taken by the PM and Property management in furtherance of this objective shall include dissemination of information to, and solicitation of participation from, the tenant's in-store management and executives or officers at their headquarters offices, at appropriate intervals.

The PM shall provide a report to the County with respect to the activities described in Proffer X.5 as a supplement to the Annual Report to be filed with the County in accordance with Proffer IX.4.J.ii. This report shall include detailed accounts of the outreach efforts and the feedback and response from the tenants.

XI. ENVIRONMENTAL

1. **Stormwater Management Master Plan.** Concurrent with the submission and approval of the first site plan for the Proposed Development, the Applicant shall submit to and obtain approval from DPWES of an Overall Master Stormwater Management Plan ("SWM Plan") for the Proposed Development. Following approval by DPWES of the SWM Plan, the Applicant thereafter shall submit an updated SWM Plan to DPWES for approval concurrent with all subsequent site plans submissions for the Proposed Development. These updated plans shall include any modifications to the stormwater detention or stormwater quality treatment program since the initial approval of the SWM Plan.

A. **Stormwater Quantity Goals.** Currently the subject property is served by two (2) stormwater detention ponds, which provide peak flow reduction for the 10-year storm, and serve 10.71-acres (northern pond) and 18.3-acres (southern pond), respectively, and which shall be replaced as follows. Upon the completion of the Proposed Development on the Property, there will be a minimum of two (2) underground facilities providing stormwater detention for the property. As is demonstrated in the calculations on the CDP/FDP, the peak flow rates in the new post-developed condition shall be reduced to the pre-developed "good forested" condition, as outlined in the PFM, and no credit for flow rates currently being generated by the subject property/detention facilities shall be taken. The reduction of total discharge from the Property, as outlined above, shall apply to the sum of all stormwater flow from the Property and shall include Eskridge Road

Improved. The peak reduction will be on each facility combined. The discharge at either facility may vary, so long as the reduction for the entire Property as a whole is achieved. A waiver to allow for underground detention, which includes an installation/maintenance cost burden estimate, has been submitted to Fairfax County DPWES. The location and size of these facilities shall generally conform to that shown in the CDP/FDP.

- B. Best Management Practices. As part of the stormwater management associated with the Property, Best Management Practice (BMP) techniques will be utilized to improve the water quality of the runoff from the Property in the post-developed condition. Through the use of BMP facilities, such as sand filters, storm filters, other Fairfax County approved methodologies, or any combination thereof, the phosphorous removal rate on the subject property in the post-developed condition shall be a minimum of 40%. (The PRM portion of the subject property qualifies as re-development, and therefore is subject to a phosphorous removal rate as low as 10%.) Prior to approval, the SWM Plan shall demonstrate the entire Property shall achieve a minimum of 40% phosphorous removal rate as opposed to any re-development reduction credits. The location and type of BMP facilities shall generally conform to those shown in the CDP/FDP.
- C. Green Roof. In addition to the above referenced proffered minimum phosphorous removal, an "extensive green roof" shall be provided generally as shown on the CDP/FDP to provide flow rate and volume reductions in addition to those accomplished by the conventional, underground storage vault referenced above. This green roof shall provide water quality treatment in excess of the 40 percent phosphorous removal rate previously mentioned. Said green roof shall be approximately 20,000 gross square feet in size and, at Applicant's discretion, shall be located on either Parcel A, B, or D, and provided generally in accordance with the details on Sheet 38 of the CDP/FDP.
- D. Maintenance Responsibility.
- i. *Regular Maintenance.* Prior to initial site plan approval for the Proposed Development, the Applicant shall execute an agreement with the County in a form satisfactory to the County Attorney (the "SWM Agreement")

providing for the perpetual maintenance of all of the elements of the SWM Plan, including the BMP, Green Roof, and underground detention facilities (collectively, the "SWM Facilities"). The SWM Agreement shall require the Applicant (or a successor UOA/HOA/COA) to contract with one or more maintenance/management companies to perform regular routine maintenance of the SWM Facilities and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DWPES. The UO/HOA/COA documents shall specify the maintenance responsibilities of the owners under the SWM Agreement.

- ii. *SWM Maintenance Fund.* Prior to issuance of the initial RUP or Non-RUP for the first residential building to be constructed as part of the Proposed Development, the Applicant shall establish an account (the "SWM Maintenance Account") to be used for the on-going maintenance of the SWM Facilities located on or serving the Property. The SWM Maintenance Account shall be an interest-bearing account held by a financial institution authorized to do business in Virginia. As applicable, a line item for on-going maintenance of the SWM Facilities shall be included in the budget(s) for any UOA/HOA/OCA(s) established for the Proposed Development, and the fees collected for such purposes by the UOA/HOA/COA shall be deposited in the SWM Maintenance Account semi-annually. The association documents that establish and control the UO/HOA/COA shall provide that the SWM Maintenance Account shall not be eliminated as a line item in the UO/HOA/COA budget, and that funds in the SWM Maintenance Account shall not be utilized for purposes other than to fund the maintenance of the SWM Facilities. Prior to issuance of first RUP for the first residential building, the Applicant shall make an initial contribution to the SWM Maintenance Account of \$20,000. The SWM Maintenance Account shall be funded through pro-rata assessments of the subsequent owners of the Proposed Development as set forth in the UOA/HOA/COA documents, as applicable.

- iii. *SWM Replacement Fund.* Prior to issuance of the initial RUP or Non-RUP or the first building to be constructed as part of the Proposed Development, the Applicant shall establish an account (the "SWM Replacement Account") to be used as an escrow account for the eventual replacement of the SWM Facilities located on or serving the Property. The SWM Replacement Account shall be an interest bearing account held by a financial institution authorized to do business in Virginia. As applicable, a line item for future replacement of the SWM Facilities shall be included in the budget(s) for any UOA/HOA/COA(s) established for the Proposed Development, and the fees collected for such purposes by the UOA/HOA/COA shall be deposited in the SWM Replacement Account annually. The association documents that establish and control the UO/HOA/COA shall provide that the SWM Replacement Account shall not be eliminated as a line item in the UOA/HOA/COA budget, and that funds in the SWM Replacement Account shall not be utilized for purposes other than to fund the replacement of the SWM Facilities. Prior to issuance of final RUP for the third residential building, the Applicant shall make a contribution to the SWM Replacement Account of \$27,000. The SWM Replacement Account shall be funded through pro-rata assessments of subsequent owners of the Proposed Development as set forth in the UOA/HOA/COA documents, as applicable.
 - iv. *County Agreement.* The SWM Agreement shall address the following issues to the satisfaction of DPWES: (a) Future replacement of elements of the Stormwater Plan, when and as warranted; (b) Requirement for liability insurance in an amount reasonably acceptable to DPWES; and (c) Easements for County inspection and emergency maintenance to ensure that the facilities are maintained by the Applicant in good working order.
2. **Lighting.** All on-site outdoor and parking garage lighting fixtures, except as may otherwise be permitted in conjunction with a comprehensive signage program, shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance. Lighting within the stair towers shall

be designed to contain light within the tower and minimize light from spilling outward on adjacent residential properties. Light poles in surface parking lots and on the top level of parking decks shall use shielded cutoff fixtures and be directed inward and downward.

3. **Potential Hotel Noise Attenuation.** In the event a hotel and/or residential use are located within Parcels A or B, the following proffer shall be applicable.

A. In order to reduce interior noise to a level of no more than 45 dBA Ldn, for hotel rooms and/or residential units that are demonstrated, by a refined acoustical analysis as set forth in Paragraph B below, to be impacted by highway noise from Lee Highway (Route 29) having exterior façade noise levels projected to be above 60 dBA Ldn, such rooms/units 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 Ldn 65 dBA 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. The Applicant shall submit a refined acoustical analysis prior to the submission of building plans for Parcels A or B showing a hotel and/or residential units in order to determine the affected rooms/ units (if any), and shall provide such appropriate interior noise attenuation measures as may be required based on the noise impact from Lee Highway (Route 29) on such building. Such analysis shall be submitted to and approved by DPZ and shall be based on the accepted methodology contained said refined analysis. Any changes to the hotel and/or residential use premised on the conclusions of such a refined acoustical analysis shall be in substantial conformance with the CDP/FDP and these proffers, as determined by the Zoning Administrator.

- C. Building plans for the hotel and/or residential buildings shall depict the final noise contours and all locations of the respective building/rooms/units, if any, that are subject to noise mitigation as provided herein.

XII. LANDSCAPING AND OPEN SPACE

1. **Minimum Open Space.** As depicted on the CDP/FDP, within the PDC portion of the Application Property a minimum of 23 percent open space shall be provided, and within the PRM portion of the Property a minimum of 35 percent landscaped open space shall be provided in accordance with Zoning Ordinance requirements. Provision of the open space areas and improvements may occur in phases, concurrent with the phasing of development/construction of the Application Property. As such, the total area of open space provided at any given phase of development shall not be required to be equivalent to the minimum overall open space specified herein. Site plans (and subsequent revisions as may be applicable and relevant to landscaping) submitted for the respective phases of development shall include a landscape plan showing the open, streetscape and landscaping appurtenant to that respective phase of development, as generally shown on the CDP/FDP.
2. **Landscape Design.** Landscaping shall be generally consistent with the quality, quantity and the locations shown on CDP/FDP Sheets 10 through 14 entitled "Landscape Plan." Actual types, quantities and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of the first and all subsequent submissions of the site plans for each respective section, for review and approval by Urban Forest Management. Such landscape plans shall provide tree coverage and species diversity consistent with the PFM criteria, as determined by Urban Forest Management. Landscaping shown on the CDP/FDP may be modified, if in substantial conformance with that shown on the CDP/FDP as approved by the Zoning Administrator and Urban Forest Management, to allow for final engineering considerations, such as final utility locations, low impact development facilities, sight distance requirements and other requirements. The Applicant shall coordinate the location of any utilities within open space areas to allow sufficient planting depth for trees and other landscaping as shown on the CDP/FDP. As a priority, where reasonably feasible as determined by Urban Forestry Management, DPWES, the Applicant shall install water, sanitary sewer and storm sewer

utility lines within the street network to avoid conflicts with open space areas and streetscape elements shown on the CDP/FDP.

3. **Tree Size.** All shade trees provided as a part of the streetscape shall be minimum of 3 to 3.5 inches in caliper at the time of planting; all new flowering trees shall be a minimum of 2 inch caliper at the time of planting; and all new evergreen trees shall be a minimum of eight (8) feet in height at the time of planting, subject to the review and approval of the Urban Forester as shown on the CDP/FDP.
4. **Non-Invasive Plant Materials.** Only non-invasive plant materials, including street trees, shall be used within the streetscape and open space areas, subject to approval by the County Urban Forest Management Division.
5. **Public Access Easements.** The Applicant shall grant public pedestrian access easements over those specific open space areas identified on the CDP/FDP as "Public Open Space Areas." Such right of public access shall be subject to the right of the Applicant and the successor UOA and/or HOA/COAs, as applicable, to establish reasonable rules and regulations pertaining to hours of public access, maintenance, repairs and the like; provided, however, that hours for such public access shall be at least 7 a.m. to 12:00 midnight on weekdays and 8 a.m. to 2:00 a.m. on weekends and holidays, subject to Applicant's right to temporary closures for necessary maintenance, repairs, safety, and public welfare considerations, and programmed events.

XIII. UTILITIES

1. **Underground Utilities.** The Applicant shall coordinate with private utility companies (gas, power, telephone, cable etc.) to co-locate utilities where reasonably feasible. To the extent possible and as permitted by the applicable utilities companies, the Applicant shall place all utilities serving the Property underground. Upon request by the Applicant, the Zoning Administrator may waive/modify the requirement to place utilities underground without approval of a PCA upon a determination that such requirement (a) is infeasible or impractical or (b) would require the Applicant to secure easements or consents from third-parties that, despite having been diligently pursued by the Applicant, are not available.
2. **Sewer Coordination.** At the time of submission of a site plan for any building other than the theatre and its appurtenant parking structures, the Applicant shall provide

DPWES with an analysis of the capacity of the sanitary sewer lines serving the Property. If the County determines that any sewer line serving the Property is inadequate, the Applicant shall upgrade or improve offsite sanitary sewer lines, as necessary and subject to a reimbursement agreement pursuant to County policy, to accommodate each phase of the Proposed Development at the time of issuance of Building Permits for the respective buildings.

XIV. RECREATIONAL FACILITIES

1. **On-Site Amenities and Facilities for Residents.** Pursuant to Paragraph 2 of Section 6-110 and Paragraph 2 of Section 16-404 of the Zoning Ordinance, the Applicant shall expend a minimum of \$955.00 per market-rate residential unit on on-site developed recreation facilities, as described herein. Prior to final bond release for the Proposed Development, the balance of any funds not expended on-site for the items listed below and for the construction of the North and South Parks identified in Proffer XI(2) below, shall be contributed to the Fairfax County Park Authority ("FCPA") for the provision of recreation facilities located in proximity to the Property. To satisfy the above Zoning Ordinance requirement, the Applicant shall make the following facilities or amenities available for each multi-family residential building, provided that a substantially-comparable level of amenities are provided in each building or are shared among the buildings:

- A. Swimming pool;
- B. Interior courtyard areas, which may be located on the top deck of the parking structure(s) in the open area, shall include informal seating areas, landscaping, hardscape areas and passive recreation areas;
- C. One (1) bike storage space per every eight residential units in a building for use by residents of the building, which may be provided in the Cellar Space as defined in these Proffers;
- D. A fitness center, which is a minimum of 1,200 gross square feet in size and includes equipment such as stationary bikes, treadmills, weight machines, free weights, etc; and

- E. A business center, which is a minimum of 500 gross square feet in size and includes broadband or high-speed data connections (including "secure" voice and/or data connections), computers, facsimile machine and similar items.
2. **On-Site Parks.** Two parks (described both below and also in the "Design Guidelines" referenced in "Urban Design" Proffer XVI.7 below shall be provided on the Property and shall be interconnected through the use of a pedestrian-oriented promenade and an attractive streetscape system lined with special landscape treatments, water features, outdoor seating and entertainment areas. Said parks, while retained in ownership by the Applicant, shall be subject to public access easements, which shall reserve to the Applicant the right to restrict access for special events or out of security and/or safety concerns. "North Park" shall be subject to programmatic access by the Park Authority pursuant to a separate "Memorandum of Understanding" between the Park Authority and the Applicant, which shall be executed prior to approval of the first site plan for Parcel D. These parks shall be designed to enhance and complement land uses sited along "Festival Street," which shall serve as the "main street" of the development and may include both hardscape and softscape elements, generally as depicted on the CDP/FDP but subject to final engineering and architectural design changes by Applicant. These parks and associated linear walkway system shall be owned, programmed and maintained by the Applicant, which shall grant public access easements as described below:
- A. "North Park" shall consist of at least twenty-seven thousand square feet which, when combined with the 16,561 square feet in the adjacent "Uniwest" park, shall provide a minimum of a one-acre park and shall be designed to be integrated with the adjacent "Uniwest" park, which may be redesigned by the Applicant in accordance with a separate "Memorandum of Understanding" between the Park Authority and the Applicant, resulting in a large, active open space at a main entrance into the "Town Center." Water features and lawn space may be used to provide a casual backdrop to the first floor commercial uses which shall front on this park.
- B. "South Park," located in front of the restaurant and retail uses on the north side of Festival Street Extended opposite the new theatre building, shall consist of approximately 22,000 square feet and function as a community-serving park

programmed with community-oriented activities such as concerts, exhibits, seasonal festivals and other cultural events as programmed by Applicant.

- C. Pocket Parks. The Applicant shall provide a minimum of one small "pocket park," which shall be directly accessible to pedestrians from Festival Street, and shall include, but not be limited to, seating, planting, shaded areas and/or outside dining.

XV. SCHOOLS CONTRIBUTION

1. Public Schools Contribution. The Applicant shall contribute \$11,630 per student for students projected to be generated by this development to the Board of Supervisors for transfer to Fairfax County Public Schools ("FCPS") to be utilized for capital improvements and capacity enhancements at the schools that students generated by the Residential Buildings will attend. Said contribution shall be based on student yield ratios of .042, .010 and .024 per unit for elementary, middle and high school, respectively. Such contribution shall be made prior to the issuance of the first RUP for each residential building triggering the FCPS contribution for the students generated by that respective residential building.
2. Escalation in Schools Contribution. If, prior to site plan approval for the respective residential buildings, Fairfax County should increase the accepted ratio of students per subject multifamily unit or the amount of the contribution per student, the Applicant shall increase the amount of the contribution for that building to reflect the current ratio and/or contribution. If the County should decrease the ratio or contribution amount, the Applicant shall provide the reduced amounts.
3. Luther Jackson Middle School Improvements. In accordance with specific terms set forth in a separate "Memorandum of Understanding" between FCPS and the Applicant (the "MOU") and an approved Special Exception Application #_____, the Applicant shall provide a graded activity area comprised of approximately 4.50 acres in the general location of the existing athletic fields on the Middle School site. Site plan approval for, and construction of said improvements associated with a natural turf (grass) field shall be provided by the Applicant at no cost to FCPS or FCPA. Said improvements, or a cash contribution in lieu of same as specified below, shall be completed prior to issuance of

the RUP for the second residential building on the Property and shall consist of the following:

- A. Grading for the below parking lot and for improvement as a natural turf (grass) field;
- B. Construction of a minimum of 61 new parking spaces located along the Middle School's common boundary with the Property, which new parking spaces shall be counted towards the required parking for the Property (a system to ensure adequate access to these spaces for the Property and in support of use of the ballfields shall be provided in the MOU). The Applicant shall be responsible for all costs associated with requesting and obtaining BOS approval of a Special Exception ("SE") for "Parking in an R District" (pursuant to Sections 9-601 and 9-609 of the Zoning Ordinance);
- C. Provision of an access gate on the eastern entrance, as depicted on the proposed SE Plat, which shall be controlled by FCPS;
- D. Provision of a landscaped berm between the new parking spaces and the athletic fields; the exact type, extent and location of landscape elements shall be provided in accordance with that approved on the SE Plat; and.
- E. Installation of, or payment of a maximum of \$150,000.00 in lieu of, (i) up to 2,200 linear feet of under-drain, (ii) up to 2,200 linear feet of conduit for lighting, (iii) up to eight light pole bases, (iv) a commercially acceptable irrigation system to maintain the 4.5 acre area., (v) grass seeding, (vi) four moveable soccer goals and (vii) one or two permanent backstops, the number and location of which shall be determined by the FCPS and/or the FCPA.

XVI. OTHER COMMUNITY CONTRIBUTIONS.

1. **Providence District Contributions.** Prior to issuance of the first RUP for the first residential building, the Applicant shall contribute \$5,000.00 to each of the following entities or funds (up to a maximum of \$25,000.00 in total contributions) to support their activities and programs:
 - A. Providence District Tree Fund;
 - B. Dunn Loring Volunteer Fire Department;
 - C. Merrifield Fire Department;

- D. Nottoway Nights; and
- E. Oakton Library.

XVII. URBAN DESIGN

1. **Architectural Treatments.** The architectural treatment of this "Merrifield Town Center" development shall create a sense of identity and place and preserve human scale through the use of unifying elements, such as materials, textures, colors, window treatments, decorative details, lighting, landscaping, and roof pitches. All building facades/elevations shall be designed to incorporate architectural elements and/or decorative details, except for those locations where a building elevation faces a service area, parking structure, and/or alley, or where a parking structure façade is "wrapped" by, or otherwise shielded by immediate adjacency to, the exterior of another building (such as the east façade of the West Deck) or an element of the same building. This proffer shall not be interpreted to preclude the ability of individual users and tenants to use architectural themes that incorporate corporate logos and identities. Signage and architectural elements shall be used to create a festive and vibrant atmosphere.
2. **Streetscapes.** To create a high quality, street-level activity zone, a mix of retail shops, restaurants and multifamily uses shall be oriented along "Festival Street," which shall serve as a central spine connecting the two commercial anchors at either end of the development. Outdoor eating may be provided in front of each restaurant, as long as a clear and direct pedestrian access is maintained. A street-level activity zone shall be established along Strawberry Lane, where retail and/or restaurant uses shall be oriented and designed to enhance the "North Park" and create an animated street edge at this main entrance to the Town Center.
3. **Street Sections.** Streetscapes shall be provided generally as shown on the cross-sections on Sheets 29 through 33 of the CDP/FDP.
4. **Building Elevations.** The architectural design of commercial retail, office, hotel and multi-family buildings shall be consistent with the quality of the elevations shown on Sheets 16 through 27 of the CDP/FDP. The Applicant reserves the right to revise the elevations as a result of final architectural and engineering design, provided the quality of design remains consistent with those shown, as determined by DPWES.

5. **Building Materials.** Buildings shall consist of high quality materials, a combination thereof including, but not limited to, stone, cast stone, masonry, glass, precast, metal, cementitious fiber board, asphalt shingles, clay tiles, slate, wood or comparable materials. EIFS shall be limited solely to use on mechanical penthouses and architectural detailing not to exceed five percent of a building's façade.
6. **Parking Garage Façade Treatments.** Facades of above-grade garages facing Eskridge Road, Festival Street, Festival Street Extended and Strawberry Lane shall be treated with materials consistent with those materials used on companion buildings in accordance with the CDP/FDP and the "Design Guidelines" referenced below.
7. **Design Guidelines.** The overall concepts presented in the Merrifield Town Center Design Guidelines, prepared by RTKL and dated July 16, 2007, shall be used generally as a guide in the creation of architectural, landscape, street section, building elevation, North Park and South Park features and design elements.
8. **Security.** In consideration of security concerns along the southern property boundary, transitional screening shall be provided as depicted on Sheets 10, 11 and 33 of the CDP/FDP, and sufficient additional lighting shall be provided in this area to address safety concerns. Contingent upon the provision of diligently pursued off-site grading easements, the Applicant shall grade-out this property line and the immediately adjacent Middle School property to minimize or eliminate the need for a retaining wall in this area.

XVIII. SIGNAGE

1. **Site Signage.** Signage for the Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance, or pursuant to a Comprehensive Sign Plan as may be approved by the Planning Commission. In either event, however, a coordinated signage system, including free-standing signs, way-finding signs (including those for sidewalks/trails) and potential retail awning signage, shall be provided for all residential and non-residential uses. Building mounted signage shall be compatible in terms of height, color, illumination and letter sizing, but may vary from retailer to retailer. If lighted, signage may be internally lighted, neon or lighted via downward-directed lights.

2. **Ticker "Sign"**. As generally depicted on Sheet 17 of the CDP/FDP and subject to Planning Commission approval in a Comprehensive Sign Plan, a ticker element shall be permitted as an architectural feature integrated into the retail building façade located along the Festival Street and Strawberry Lane street frontages within either Parcel A or Parcel B in the PDC zoning district. Said ticker element shall not exceed two feet in height.
3. **Temporary Signs**. No temporary signs (including "Popsicle" style paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on- or off-site by the Applicant or at the Applicant's direction to assist in the initial sale or rental of residential units on the Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing and sale and/or rental of residential units on the Property to adhere to this proffer.

XIX. OWNERS' ASSOCIATIONS

1. **Umbrella Owners' Association**. Prior to the issuance of the first Non-RUP or RUP for any phase of the development/construction of the Application Property, except temporary transportation facilities and/or parking uses, if any, the Applicant shall establish an Umbrella Owners' Association ("UOA") in accordance with Virginia Law.
2. **Homeowner and Condominium Owners' Associations**. Prior to the issuance of the first RUP for any residential phase of the development/construction of the Application Property, the Applicant shall cause either a homeowners' association and/or a condominium owners' association ("HOA/COA") to be formed for that phase in accordance with Virginia law.
3. **Membership in UOA**. At a minimum, each HOA/COA and the owner(s) of the office building(s) shall be member(s) of the UOA.
4. **HOA/COA Maintenance Obligations**. Each HOA/COA shall have specific areas of the Application Property within its boundaries, and each shall assume all maintenance and other obligations required by these proffers for common space and common infrastructure within those boundaries except for those maintenance obligations to be assumed by the UOA pursuant to Proffer 18.e. below. Maintenance obligations of the

HOA/COAs for the various phases of the Application Property may be shared by agreement among the HOA/COAs.

5. **UOA Maintenance Obligations.** The Applicant, and then the subsequent UOA, shall have maintenance responsibilities that shall include, but not necessarily be limited to the following:
 - A. Maintenance of private streets, all sidewalks, plazas, open-space, stormwater management facilities (as set forth in Proffer Section IX above), recreational facilities and other common areas within the Application Property including standard cleaning and lawn/landscaping maintenance and removal of snow from streets and all sidewalks (including VDOT sidewalks) with the Application Property. The UOA shall incorporate into its lawn maintenance contracts a prohibition against mowing with gas-powered equipment on Code Red days.
 - B. Repair of surfaces and site furnishings.
 - C. Replacement of dead, dying, or diseased trees and landscaping within the Application Property with the same size and similar species as originally approved on the landscape plan.
 - D. **The TDM Program.** The respective UOA and HOA/COA documents shall specify the maintenance obligation as set forth herein. Purchasers shall be advised in writing prior to entering into a contract of sale, and in the UOA documents and the HOA/COA documents, that the UOA/HOA/COA shall be responsible, respectively, for the maintenance obligations as set forth herein.

XX. OTHER

1. **Unreasonable Delay.** Upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of an improvement set forth in these proffers has been unreasonably delayed by others or by circumstances beyond the control of the Applicant, the Zoning Administrator may agree to a later date for the completion of each such improvement.
2. **Administrative Review.** Concurrent with the submission to DPWES of site plans, and any major inserts or revisions to said site plans, the Applicant shall submit copies of the same to the Providence District Supervisor and Planning Commissioner for the purpose of administrative review and comment.

3. **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, developer(s) of the site or any portion of the site, and the respective Owners' Associations described in Proffer XIV.
4. **Counterparts.** To facilitate execution, this Proffer Statement may be executed in as many counterparts as may be required. It shall not be necessary that the signature on behalf of all the parties to the Proffer Statement appear on each counterpart of this Proffer Statement. All counterparts of this Proffer Statement shall collectively constitute a single instrument.

[SIGNATURES ON FOLLOWING PAGES]

MERRIFIELD MIXED USE LLC

*Applicant and Contract Purchaser of Fairfax County
Tax Map Parcels 49-3-((1))-80A, 80B, 80C; Agent
for Title Owner of Parcels 49-3-((1))-81A, 82A*

BY: Edens Merrifield Manager, LLC, its Manager

By: _____
Name: _____
Title: _____

ESKRIDGE (E&A), LLC

*Title Owner of Fairfax County Tax Map Parcels
49-3-((1))-81A, 82A*

By: _____
Name: _____
Title: _____

NATIONAL AMUSEMENTS, INC.

*Title Owner of Fairfax County Tax Map Parcels
49-3-((1))-80A, 80B, 80C*

By: _____
Name: _____
Title: _____

**BOARD OF SUPERVISORS OF FAIRFAX
COUNTY, VIRGINIA**

*Title Owner of Approximately 12,646 Square Feet of
Hilltop Road Right-of-Way and Approximately 2,314
Square Feet of Eskridge Road Right-of-Way*

By: _____
Name: _____
Title: _____

PROPOSED FINAL DEVELOPMENT PLAN CONDITIONS**FDP 2005-PR-041**

August 29, 2007

If it is the intent of the Planning Commission to approve FDP 2005-PR-041 for a mixed-use development located at Tax Maps 49-3 ((1)) 80A, 80B, 80C, 81A, and 82A staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions:

1. Development of the property shall be in substantial conformance with the CDP/FDP entitled "Merrifield Town Center" consisting of forty-eight sheets prepared by VIKa Inc and RTKL Associates, dated December 7, 2005, as revised through August 22, 2007.
2. Stormwater Management for the subject property shall be provided in conformance with the Waiver Conditions associated with the Public Facilities Manual Waiver #0561-WPFM-002-1.
3. Signal modifications and roadway restriping to provide for westbound dual left turn lanes from Lee Highway onto southbound Eskridge Road shall be provided to the satisfaction of VDOT and FCDOT.
4. If a PCA is not approved for Tax Map 49-3 ((1)) 80A (Uniwest) to the east, which permits adequate access for the property from Yates Way, then a PCA/FDPA for this property shall be filed, to provide an alternative design which provides adequate access and loading for Parcel B, to the satisfaction of FCDOT. Said PCA/FDPA must be approved prior to any development of Parcel B.
5. A graphic depiction of proposed truck turning paths shall be submitted to FCDOT for review and approval prior to site plan approval for the development of Parcel A.
6. Public access easements shall be placed across all private streets and sidewalks within the development to the satisfaction of FCDOT.

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

DEVELOPMENT CONDITIONS

SEA 99-P-008

August 29, 2007

If it is the intent of the Board of Supervisors to approve SEA 99-P-008 located at 3020 Gallows Road (Tax Map 49-4 ((1)) 14) for an alternate use of a public facility to permit off-street parking of motor vehicles for a commercial use in an R District, pursuant to Sect. 9-311 of the Fairfax County Zoning Ordinance, the staff recommends that the Board condition the approval by requiring conformance with the following development conditions, which shall supersede all previously approved development conditions. Previously approved development conditions which are carried forward are marked with an asterisk.

The following development conditions pertain solely to the portion of the application depicted on the SE Plat described in condition number three (3) as "Special Exception Plat Amendment-Luther Jackson Intermediate School", prepared by Urban Engineering and Associates and dated May 10, 1999, and generally located in the northeast portion of the site.

- *1. This Special Exception is granted for and runs with the land indicated in this application and is not transferable to other land.
- *2. This Special Exception is granted only for the purpose(s), structure(s) and/or use(s) indicated on the special exception plat approved with the application, as qualified by these development conditions. Other by-right, special permit and/or special exception uses may be permitted on the Application Property by the School Board without the approval of a Special Exception Amendment provided that such uses do not affect this Special Exception.
- *3. This Special Exception is subject to the provisions of Article 17, Site Plans, as may be determined by the Director, Department of Public Works and Environmental Services (DPWES). Any plan submitted pursuant to this special exception shall be in substantial conformance with the approved Special Exception Plat entitled "Special Exception Plat Amendment-Luther Jackson Intermediate School", prepared by Urban Engineering and Associates and dated May 10, 1999, and these conditions. Minor modifications to the approved special exception may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.
- *4. Westerra Merrifield L.L.C., owner and operator of the Gate House Plaza restaurant park, located at Tax Map 49-4 ((1)) 56B, shall be permitted to use the area of the parking lot located in the northeast portion of the school site, abutting Gallows Road and containing approximately 75 parking spaces as shown on the special exception plat. Vehicular access to this area shall be via the entrance drive on Gallows Road and pedestrian access to this area shall be via the public sidewalk along Gallows Road. There shall be no charge made for the use of this parcel for parking purposes.

- *5. This parking area shall be used for overflow restaurant employee parking and valet parking, only during the hours of 6:00 pm through 2:00 am, on Thursday through Sunday, or as conditioned by the Fairfax County School Board. This parking area shall be used solely for the parking of vehicles in operating condition. No motor vehicle repair work except emergency service shall be permitted.
- *6. Signage shall be posted limiting the hours of parking for restaurant use to 6:00 pm-2:00 am, Thursday through Sunday and stating that during this time the spaces shall be used only for restaurant employee/overflow parking or valet parking. The signs shall be located in the designated parking area in the northeast corner of the school site and shall be subject to all applicable Zoning Ordinance requirements.
- *7. Additional signage, subject to VDOT approval, shall be installed in each direction approaching the crosswalk on Gatehouse Road. The signs shall include "Reduced Speed Zone Ahead," "Speed Limit 20 mph" and "Pedestrian Crossing" at appropriate locations to be determined by VDOT.
- *8. A comprehensive lighting plan shall be submitted to and approved by DPWES prior to site plan approval that provides a coordinated appearance, addresses safety and circulation and that minimizes glare onto adjacent sites. Full, cutoff shields shall be installed as necessary to prevent light from projecting beyond the site.
- *9. This parking area shall not be lighted at any time other than during the same hours as those for which the restaurant park is open for business, except for necessary security lighting.

The following development conditions pertain solely to the portion of the application depicted on the SEA Plat described in condition number three (3) as "Luther Jackson Middle School", prepared by VIKA Inc and dated July 31, 2007, and generally located on the 1.0 acre northwest portion of the site.

1. This Special Exception is granted for and runs with the land indicated in this application and is not transferable to other land.
2. This Special Exception is granted only for the purpose(s), structure(s) and/or use(s) indicated on the special exception plat approved with the application, as qualified by these development conditions. Other by-right, special permit and/or special exception uses may be permitted on the Application Property by the School Board without the approval of a Special Exception Amendment provided that such uses do not affect this Special Exception.
3. This Special Exception is subject to the provisions of Article 17, Site Plans, as may be determined by the Director, Department of Public Works and Environmental Services (DPWES). Any plan submitted pursuant to this special exception shall be in substantial conformance with the approved Special Exception Plat entitled "Luther Jackson Middle School", prepared by VIKA Inc and dated July 31, 2007, and these conditions. Minor modifications to the approved special exception may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.

4. Vehicular access to this parking lot shall be via the entrance drive off of Eskridge Road and the "Southern Service Alley" and pedestrian access to this area shall be via sidewalk through the "Theater Mews" or Luther Jackson Middle School. There shall be no charge made for the use of this parcel for parking purposes.
5. This parking area shall be open for use by Fairfax County Public Schools, Fairfax County Park Authority and the Merrifield Town Center, or as conditioned by the Fairfax County School Board in a separate Memorandum of Understanding. This parking area shall be used solely for the parking of vehicles in operating condition. No motor vehicle repair work except emergency service shall be permitted.
6. Lighting shall be provided in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance. There shall be no uplighting on site, including any sign or building. The height of any fixture shall be measured from grade to the top of the fixture.
7. Parking lot landscaping shall be provided in accordance with Article 13 of the Zoning Ordinance, as may be modified.
8. The parking lot shall be constructed with a paved, dustless surface, and comply with the geometric standards set forth in the PFM, to the satisfaction of DPWES.

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

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

REZONING AFFIDAVIT

DATE: August 8, 2007
 (enter date affidavit is notarized)

I, Steven C. Boyle, do hereby state that I am an
 (enter name of applicant or authorized agent)

(check one) applicant
 applicant's authorized agent listed in Par. 1(a) below 901346

in Application No.(s): RZ/FDP 2005-PR-041
 (enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,* and, if any of the foregoing is a **TRUSTEE,**** each **BENEFICIARY** of such trust, and all **ATTORNEYS and REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

(NOTE: All relationships to the application listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Merrifield Mixed Use LLC(1) Agents: Terry S. Brown Jodie W. McLean Steven C. Boyle William R. Weston, Jr. Steven F. Teets Sam E. Judd	7200 Wisconsin Avenue Suite 400 Bethesda, MD 20814	Applicant, Contract Purchaser, Agent for Title Owners
Adam B. Frazier Brad M. Dumont Thomas B. Kiler Robert J. Horsley Jessica A. Bruner Maria Christina Remick Numa Jerome, Jr. (FORMER)	FORMER AGENTS: Bruce Warren Bereket Selassie W. Cleve Johnson G. Jay Sotos Justin W. Trowbridge David H. Brody	

(check if applicable) There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Rezoning Attachment to Par. 1(a)

DATE: August 8, 2007
 (enter date affidavit is notarized)

901346

for Application No. (s): RZ/FDP 2005-PR-041
 (enter County-assigned application number (s))

(NOTE): All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
National Amusements, Inc.(12) Agents: Sumner M. Redstone Shari E. Redstone Richard J. Sherman Jerome Magner (nmi)	200 Elm Street P. O. Box 9126 Dedham, MA 02027-9126	Title Owner of Parcels 49-3-((1))-80A, 80B, 80C
Eskridge (E&A), LLC(13) Agents: Terry S. Brown Jodie W. McLean Steven C. Boyle William R. Weston, Jr.	1901 Main Street, Suite 900 Columbia, SC 29201	Title Owner of Parcels 49-3-((1))-81A, 82A
Board of Supervisors of Fairfax County, Virginia, a body politic Agent: Anthony H. Griffin	12000 Government Center Parkway, Suite 533 Fairfax, VA 22035	Title Owner of 0.29031-acre portion of right-of-way, to be vacated
Hunton & Williams LLP(14)	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorneys/Agents for Applicant
Francis A. McDermott John C. McGranahan, Jr. Michael E. Kinney	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorney/Agent for Applicant
Elaine O'Flaherty Cox	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Planner/Agent for Applicant
Jeannie A. Mathews Lindsay S. Congleton	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Paralegals/Agents for Applicant
VIKA, Inc.(15) Agents: John F. Amatetti Robert R. Cochran Jeffrey A. Kreps John Thomas Harding Ryan J. Scott Ryan P. O'Gara Kyle U. Oliver	8180 Greensboro Drive, Suite 200 McLean, VA 22102	Engineers/Agents for Applicant

(check if applicable) There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

Rezoning Attachment to Par. 1(a)

DATE: August 8, 2007
 (enter date affidavit is notarized)

901346

for Application No. (s): RZ/FDP 2005-PR-041
 (enter County-assigned application number (s))

(NOTE): All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
RTKL Associates, Inc.(16) Agents: Geoffrey H. P. Sharpe William C. Caldwell Daniel J. Jackson	1250 Connecticut Avenue, N.W. Washington, DC 20036	Architects/Agents for Applicant
M. J. Wells & Associates, L.L.C.(17) Agents: Martin J. Wells Christopher Turnbull (nmi) Robin L. Antonucci Kevin R. Fellin William F. Johnson Jami L. Milanovich Kevin D. Sitzman	1420 Spring Hill Road Suite 600 McLean, VA 22102	Traffic Consultants/Agents for Applicant
Urban Trans Consultants, Inc.(21) Agents: Justin B. Schor Lisa J. DuMetz Stuart M. Anderson	318 Aspen Street, N.W. Washington, DC 20012	Traffic Consultants/Agents for Applicant
Boulevard Properties, LLC(22) Agent: Anthony Flanagan	215 Central Avenue San Francisco, CA 94117	Urban Planner/Agent for Applicant
United Rentals (North America), Inc.(23)	5 Greenwich Office Park Greenwich, CT 06831	Lessee of Parcels 49-3-((1))-81A, 82A

(check if applicable)

There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

REZONING AFFIDAVIT

DATE: August 8, 2007
 (enter date affidavit is notarized)

901344

for Application No. (s): RZ/FDP 2005-PR-041
 (enter County-assigned application number(s))

1(b). The following constitutes a listing*** of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(NOTE: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(1) Merrifield Mixed Use LLC
 7200 Wisconsin Avenue, Suite 400
 Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF SHAREHOLDERS: (enter first name, middle initial, and last name)

Edens Merrifield Manager, LLC,(2) Manager	FORMER Manager & Member:
Edens Merrifield, LLC,(3) Member	Clark Realty Capital, L.L.C.(9)
Edens Merrifield II, LLC,(8) Member	Clark Merrifield LLC(10)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. President, Vice President, Secretary, Treasurer, etc.)

Terry S. Brown, CEO
 Jodie W. McLean, President
 Steven C. Boyle, Vice President
 William R. Weston, Jr., Vice President

(check if applicable) There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.*

Rezoning Attachment to Par. 1(b)

DATE: August 8, 2007
(enter date affidavit is notarized)

901346

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(2)Edens Merrifield Manager, LLC
900 Bank of America Plaza
1901 Main Street
Columbia, SC 29201

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Edens & Avant Investments Limited Partnership(4)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

Terry S. Brown, CEO
Jodie W. McLean, President/CIO
Steven C. Boyle, Vice President
William R. Weston, Jr., Vice President

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(3)Edens Merrifield, LLC
900 Bank of America Plaza, 1901 Main Street
Columbia, SC 29201

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Edens & Avant Investments Limited Partnership(4)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

Terry S. Brown, CEO
Jodie W. McLean, President/CIO
Steven C. Boyle, Vice President
William R. Weston, Jr., Vice President

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 8, 2007
(enter date affidavit is notarized)

9013415

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(6)E&A Retail Investments, LLC
900 Bank of America Plaza
1901 Main Street
Columbia, SC 29201

DESCRIPTION OF CORPORATION: (check one statement)
 There are 10 or less shareholders, and all of the shareholders are listed below.
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
SOLE MEMBER:
JPMorgan Chase Bank, as Trustee under Amended and Restated Declaration of Trust, dated as of November 13, 2001, as amended for its Commingled Pension Trust Fund (Strategic Property) (Neither the trust nor any of its more than 10 beneficiaries owns 10% of Merrifield Mixed Use LLC)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(8)Edens Merrifield II, LLC
900 Bank of America Plaza, 1901 Main Street
Columbia, SC 29201

DESCRIPTION OF CORPORATION: (check one statement)
 There are 10 or less shareholders, and all of the shareholders are listed below.
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
Edens & Avant Investments Limited Partnership(4)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 8, 2007
(enter date affidavit is notarized)

901345

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(9)Clark Realty Capital, LLC (FORMER)
2 Bethesda Metro Center, Suite 250
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Dan T. Montgomery, Manager/Member	CEI Realty, Inc., Manager (does not own 10% of Merrifield Mixed Use LLC)
Douglas R. Sandor, Manager/Member	Clark Enterprises, Inc.,(11) Member
W. Cleveland Johnson, Manager/Member	Glenn A. Ferguson, Member
A. James Clark, Member	

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(10)Clark Merrifield, LLC (FORMER)
2 Bethesda Metro Center, Suite 250
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Clark Realty Capital, LLC,(9) Manager/Member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 8, 2007

(enter date affidavit is notarized)

901346

for Application No. (s): RZ/FDP 2005-PR-041

(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(9)Clark Enterprises, Inc. (FORMER)
2 Bethesda Metro Center, Suite 250
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

A. James Clark

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

James Clark, Chariman	Connie B. Pumphrey, Secretary
Lawrence C. Nussdorf, President	
Robert J. Flanagan, Executive VP	
Rebecca L. Owen, Senior VP	

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(12)National Amusements, Inc.
200 Elm Street, P. O. Box 9126
Dedham, MA 02027-9126

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Sumner M. Redstone National Amusements Trust u/d/t dated June 28, 2002 (Trustees: Sumner M. Redstone, Phyllis Redstone, Philippe P. Dauman, George S. Abrams, David R. Andelman, Norman I. Jacobs, Leonard L. Lewis; Beneficiary: Sumner M. Redstone)
Shari E. Redstone Trust u/d/t dated October 18, 1999 (Trustees: Shari E. Redstone, Sumner M. Redstone; Beneficiary: Shari E. Redstone)
Brent Dale Redstone

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

Sumner M. Redstone, Chairman/CEO/Director	George S. Abrams, Director
Shari E. Redstone, President/Director	Tilly Berman (nmi), Secretary
Jerome Magner (nmi), Senior Vice President	
Richard J. Sherman, Vice President	

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 8, 2007
(enter date affidavit is notarized)

9013415

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(13)Eskridge (E&A), LLC
7200 Wisconsin Avenue
Suite 400
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
Edens & Avant Investments Limited Partnership(4)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

Terry S. Brown, CEO
Jodie W. McLean, President/CIO
Steven C. Boyle, Vice President
William R. Weston, Jr., Vice President

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(15)VIKA, Inc.
8180 Greensboro Drive, Suite 200
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Charles A. Irish, Jr.	Kyle U. Oliver
John F. Amatetti	Mark G. Morelock
Robert R. Cochran	Jeffrey B. Amateau
Harry L. Jenkins	

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 8, 2007
(enter date affidavit is notarized)

901346

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(16)RTKL Associates, Inc.
1250 Connecticut Avenue, N.W.
Washington, DC 20036

DESCRIPTION OF CORPORATION: (check one statement)
 There are 10 or less shareholders, and all of the shareholders are listed below.
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
Arcadis U.S., Inc. (a publicly traded company with more than 1,000 shareholders)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(17)M. J. Wells & Associates, L.L.C.
1420 Spring Hill Road, Suite 600
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)
 There are 10 or less shareholders, and all of the shareholders are listed below.
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
M. J. Wells & Associates, Inc.,(20) Sole Member

Martin J. Wells & Associates, Inc.,(18) FORMER Member
Terence J. Miller & Associates, Inc.,(19) FORMER Member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 8, 2007
(enter date affidavit is notarized)

901346

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(18) Martin J. Wells & Associates, Inc. (FORMER)
1420 Spring Hill Road, Suite 600
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Martin J. Wells

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(19) Terence J. Miller & Associates, Inc. (FORMER)
1420 Spring Hill Road, Suite 600
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Terence J. Miller

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 8, 2007
(enter date affidavit is notarized)

901346

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(20)M. J. Wells & Associates, Inc.
1420 Spring Hill Road
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)
 There are 10 or less shareholders, and all of the shareholders are listed below.
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
M. J. Wells & Associates, Inc. Employee Stock Ownership Trust (ESOT)
(All employees are eligible plan participants; however, none own 10% or more of any class of stock)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(21)Urban Trans Consultants, Inc.
318 Aspen Street, N.W.
Washington, DC 20012

DESCRIPTION OF CORPORATION: (check one statement)
 There are 10 or less shareholders, and all of the shareholders are listed below.
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
Stuart M. Anderson Jessica E. Hindman
Huy T. Chung Justin B. Schor
Joddie A. Gray Micha Stone (nmi)
Brendon T. Harrington

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 8, 2007
(enter date affidavit is notarized)

90134v

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(22)Boulevard Properties, LLC
215 Central Avenue
San Francisco, CA 94117

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
Anthony Flanagan (nmi)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
[INTENTIONALLY LEFT BLANK]

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: August 8, 2007
(enter date affidavit is notarized)

901346

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(23)United Rentals (North America), Inc.
5 Greenwich Office Park
Greenwich, CT 06831

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

United Rentals, Inc.(24)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(24)United Rentals, Inc.
5 Greenwich Office Park
Greenwich, CT 06831

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

REZONING AFFIDAVIT

DATE: August 8, 2007
(enter date affidavit is notarized)

901341r

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number(s))

1(c). The following constitutes a listing*** of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)

(4)Edens & Avant Investments Limited Partnership
900 Bank of America Plaza
1901 Main Street
Columbia, SC 29201

(check if applicable) [] The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

GENERAL PARTNER:

Edens & Avant Administrative, LLC (does not own 10% of Merrifield Mixed Use LLC)

LIMITED PARTNERS:

There are more than 10 limited partners, only one of which has a 10% ownership interest in Merrifield Mixed Use LLC, namely:

Edens & Avant Properties Trust(5)

(check if applicable) [✓] There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Rezoning Attachment to Par. 1(c)DATE: August 8, 2007
(enter date affidavit is notarized)

90134w

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)(5)Edens & Avant Properties Trust
900 Bank of America Plaza
1901 Main Street
Columbia, SC 29201(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)**TRUSTEES:**Joe A. Edens, Jr.
William B. Fryer
J. Robert Love
William L. Pherigo
Stephen W. SurbaughBenjamin G. Gifford
Terry S. Brown
John W. Virtanen
James D. Campbell (FORMER)**BENEFICIARIES:**(There are more than 10 beneficiaries, only
four of which have a 10% or greater
interest in the trust):State Treasurer of the State of Michigan

Neither this beneficiary nor any of the
members of any of the retirement systems
owns 10% of Merrifield Mixed Use LLC(as custodian of the Michigan Public
Schools Employees' Retirement System,
State Employees' Retirement System,
Michigan State Police Retirement System
and Michigan Judges' Retirement System)New York State Teachers' Retirement
System (does not own 10% of Merrifield
Mixed Use LLC)

E&A Retail Investments, LLC(6)

Edens & Avant Properties Limited
Partnership(7)**OFFICERS:**Joe A. Edens, Jr. Chairman
Terry S. Brown, CEO
Jodie W. McLean, President/CIO
Jay P. Matera, CFO (FORMER)
Jason K. Tompkins, CFO
Steven C. Boyle, Vice President
John M. Brausch, Vice President
Robert C. Carver, Vice President
A. Hallam Cottingham, III, Vice President
Lyle E. T. Darnall, Vice President
B. Keith Davidson, Vice President
Mark A. Drogalis, Vice President
DeAnn C. Dunn, Vice President
Joseph A. Edens, III, Vice President
Sara S. Fawcett, Vice President
Elizabeth A. Furnelli, Vice PresidentMark P. Garside, Vice President
Carol M. Hutchinson, Vice President
Chris J. Kopecky, Vice President
Numa Jerome, Jr. (nmi), VP (FORMER)
Tracy H. Jones, Vice President
Tina A. Marshall, Vice President
Gerard M. Matelski, Vice President
Jami R. Passer, Vice President
Joseph J. Pierik, Vice Pres. (FORMER)
Maria A. Smith, Vice President/Controller
William R. Weston, Jr., Vice President
Larry K. Wheeler, Vice Pres. (FORMER)
Lowell K. Vice, Vice Pres. (FORMER)
Kaye D. Miller, Asst. Vice President
J. Richard Wilcher, Asst. Vice President
Rebecca S. Waters, Asst. Secretary(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: August 8, 2007
(enter date affidavit is notarized)

901342

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

(7)Edens & Avant Properties Limited Partnership
900 Bank of America Plaza
1901 Main Street
Columbia, SC 29201

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

GENERAL PARTNER:	E&A General Partner, LLC	Does not own 10% of Merrifield Mixed Use LLC
LIMITED PARTNERS:	E&A Affiliates LP	Does not own 10% of Merrifield Mixed Use LLC
	State Treasurer of the State of Michigan, as custodian of the Michigan Public Schools Employees' Retirement System, State Employees' Retirement System, Michigan State Police Retirement System and Michigan Judges' Retirement System	Does not own 10% of Merrifield Mixed Use LLC

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)DATE: August 8, 2007
(enter date affidavit is notarized)

901346

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)(14)Hunton & Williams LLP
1751 Pinnacle Drive
Suite 1700
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Benjamin C. Ackerly	Craig A. Bromby	William D. Dannelly
Robert A. Acosta-Lewis	A. Todd Brown	Samuel A. Danon
Lawrence C. Adams	Tyler P. Brown	Barry R. Davidson
Richard L. Adams	F. William Brownell	Douglas W. Davis
Michael F. Albers	Kevin J. Buckley	John Deacon (nmi)
Virginia S. Albrecht	Kristy A. Niehaus Bulleit	Stephen P. Demm
Kenneth J. Alcott	Joseph B. Buonanno	Kenneth L. Dobkin
Joseph B. Alexander, Jr.	Nadia S. Burgard	Dee Ann Dorsey
Fernando C. Alonso	Eric R. Burner	Edward L. Douma
Thomas E. Anderson	Brian M. Buroker	Mark S. Dray
Walter J. Andrews	Ferdinand A. Calice	Sean P. Ducharme
W. Christopher Arbery	Matthew J. Calvert	Deidre G. Duncan
Charles G. Ashton	Daniel M. Campbell	George C. Dunlap, Jr.
L. S. Austin	Thomas H. Cantrill	L. Traywick Duffie
Ian Phillip Band	Curtis G. Carlson	Frederick R. Eames
Jeffery R. Banish	Grady K. Carlson	Maya M. Eckstein
A. Neal Barkus	Jean Gordon Carter	Joseph C. Edwards
Haywood A. Barnes	Charles D. Case	Robert H. Edwards, Jr.
Rudene M. Bascomb	Thomas J. Cawley	W. Jeffery Edwards
Jeffrey P. Bast	Lawrence Chek (nmi)	John C. Eichman
Philip M. Battles, III	James N. Christman	Whitney C. Ellerman
John J. Beardsworth, Jr.	Whittington W. Clement	L. Neal Ellis, Jr.
Steven H. Becker	R. Noel Clinard	Edward W. Elmore, Jr.
Kenneth D. Bell	W. S. Cockerham	Charles Elphicke (nmi)
Stephen Bennett (nmi)	Herve' Cogels (nmi)	Frank E. Emory, Jr.
Melinda R. Beres	Myron D. Cohen	Juan C. Enjamio
Lucas Bergkamp (nmi)	Cassandra C. Collins	John D. Epps
Lon A. Berk	Stacy M. Colvin	Patricia K. Epps
Douglas M. Berman	Joseph P. Congleton	Kelly L. Faglioni
Mark B. Bierbower	Terence G. Connor	Susan S. Failla
Jo Ann Biggs	Stephen Gregory Cope	James E. Farnham
Stephen R. Blacklocks	Cameron N. Cosby	Eric H. Feiler
Jeffry M. Blair	T. Thomas Cottingham, III	Chet A. Fenimore
Michael J. Blayney	Ted C. Craig	Mark James Fennessy
James W. Bowen	Cyane B. Crump	Norman W. Fichthorn
Lawrence J. Bracken, II	Ian Cuillerier (nmi)	Andrea Bear Field
James P. Bradley	Ashley Cummings (nmi)	Robert M. Fillmore
David F. Brandley, Jr.	Alexandra B. Cunningham	Kevin J. Finto
Jeannie P. Breckinridge	Sean B. Cunningham	William M. Flynn

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)DATE: August 8, 2007
(enter date affidavit is notarized)

903415

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)(14)Hunton & Williams LLP (Continued)
1751 Pinnacle Drive
Suite 1700
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)Lauren E. Freeman
Ira L. Freilicher
David R. Fricke
Edward J. Fuhr
Christopher L. Gaenzle
Charles A. Gall
Daniel C. Garner
Douglas M. Garrou
Richard D. Gary
Manning Gasch, Jr. (nmi)
Andrew A. Gerber
John T. Gerhart, Jr.
Shahid Ghauri (nmi)
Jeffrey W. Giese
Neil K. Gilman
C. Christopher Giragosian
Timothy S. Goettel
Peter G. Golden
Allen C. Goolsby
L. Raul Grable
Douglas S. Granger
Edward J. Grass
J. William Gray, Jr.
Charles E. Greef
Robert J. Grey, Jr.
Greta T. Griffith
Bradley W. Grout
Jeffrey W. Gutchess
Miles B. Haberer
Virginia H. Hackney
Robert J. Hahn
John F. Haley
Eric J. Hanson
Ronald M. Hanson
Richard L. Harden
Ray V. Hartwell, III
James A. Harvey
Robert W. Hawkins
Timothy G. HayesMark S. Hedberg
Douglas J. Heffner
Michael S. Held
Matthew C. Henry
Scott Hershman (nmi)
Gregory G. Hesse
George H. Hettrick
Louanna O. Heuhsen
David A. Higbee
Thomas Y. Hiner
D. Bruce Hoffman
Robert E. Hogfoss
John E. Holloway
John M. Holloway, III
John R. Holzgraefe
Cecelia P. Horner
George C. Howell, III
Robert H. Huey
Thomas M. Hughes
Donald P. Irwin
Judith H. Itkin
Makram B. Jaber
Paul E. Janaskie
Lori M. Jarvis
Matthew D. Jenkins
Andrew E. Jillson
Harry M. Johnson, III
James A. Jones, III
Kevin W. Jones
Laura E. Jones
Dan J. Jordanger
Leslie O. Juan
Thomas R. Julin
W. Alan Kailer
E. Peter Kane
Thomas F. Kaufman
Geoffrey S. Kay
Joseph C. Kearfott
Michael G. KeeleyDouglas W. Kenyon
Michael C. Kerrigan
Ryan T. Ketchum
Robert A. King
Sylvia K. Kochler
Edward B. Koehler
John T. Konther
Dana S. Kull
Christopher G. Kulp
Christopher Kuner (nmi)
David Craig Landin
Christine E. Larkin
David C. Lashway
Andrew W. Lawrence
Wood W. Lay
Daniel M. LeBey
David O. Ledbetter
L. Steven Leshin
Ronald J. Lieberman
Thomas F. Lillard
Catherine D. Little
Gregory G. Little
Robert H. Lockwood
David C. Lonergan
Nash E. Long, III
Audrey C. Louison
Carlos E. Lourniet
David S. Lowman, Jr.
John A. Lucas
Timothy A. Mack
Tyler Maddry (nmi)
Kimberly M. Magee
C. King Mallory, III
Thomas J. Manley
Alan J. Marcuis
Brian R. Marek
Fernando Margarit (nmi)
Michael F. Marino, III
Stephen S. Maris(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)DATE: August 8, 2007
(enter date affidavit is notarized)

901346

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)**(14)Hunton & Williams LLP (Continued)
1751 Pinnacle Drive
Suite 1700
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)**Jeffrey N. Martin
John S. Martin
J. Michael Martinez de Andino
Walfrido J. Martinez
Christopher M. Mason
Michael P. Massad, Jr.
Scott H. Matheson
Joseph C. Mathews
Laurie U. Mathews
Richard E. May
John Gary Maynard, III
William H. McBride
Michael C. McCann
Thomas A. McConnell
Patrick J. McCormick, III
Robert G. McCormick
Francis A. McDermott
Alexander G. McGeoch
John C. McGranahan, Jr.
David T. McIndoe
James E. Meadows
Mark W. Menezes
Gary C. Messplay
James Forrest Miller
Thomas McN. Millhiser
Patrick E. Mitchell
John E. Moeller
Jack A. Molenkamp
Charles R. Monroe, Jr.
Royce W. Montgomery
Will S. Montgomery
T. Justin Moore, III
Thurston R. Moore
Bruce W. Moorhead, Jr.
Robert J. Morrow
Ann Marie Mortimer
Eric J. Murdock
Frank J. Murphy, Jr.
Ted J. MurphyThomas P. Murphy
David A. Mustone
James P. Naughton
Michael Nedzbala (nmi)
Henry V. Nickel
Lonnie D. Nunley, III
E. A. Nye, Jr.
Dan L. O'Korn
John D. O'Neill, Jr.
Pam G. O'Quinn
Brian V. Otero
Randall S. Parks
Peter S. Partee
R. Hewitt Pate
William S. Patterson
Humberto R. Peña
B. Donovan Picard
R. Dean Pope
Laurence H. Posorske
Kurtis A. Powell
Lewis F. Powell, III
Wesley R. Powell
Donna M. Praiss
J. Waverly Pulley, III
Robert T. Quackenboss
Arnold H. Quint
William M. Ragland, Jr.
Dionne C. Rainey
Gordon F. Rainey, Jr.
John Jay Range
Stuart A. Raphael
Craig V. Rasile
John M. Ratino
Robert S. Rausch
Keila D. Ravelo
Belynda B. Reck
Baker R. Rector
Shawn P. Regan
Sona Rewari (nmi)Thomas A. Rice
William M. Richardson
James M. Rinaca
Michael D. Rist
Jennings G. Ritter, II
Kathy E. B. Robb
Daryl B. Robertson
Gregory B. Robertson
Robert M. Rolfe
Ronald D. Rosener
Michael Rosenthal (nmi)
William L. S. Rowe
Marguerite R. Ruby
D. Alan Rudlin
Mary Nash Rusher
Vance E. Salter
Karen M. Sanzaro
Stephen M. Sayers
Arthur E. Schmalz
Gregory J. Schmitt
John R. Schneider
Howard E. Schreiber
Robert M. Schulman
Patricia M. Schwarzschild
Jeremy R. Schwer
P. Watson Seaman
James S. SeEVERS, Jr.
Douglass P. Selby
Joel R. Sharp
James W. Shea
Michael R. Shebelskie
Rita A. Sheffey
William P. Silverman
Edmund W. Sim
Jo Anne E. Sirgado
William L. Sladek
Thomas G. Slater, Jr.
B. Darrell Smelcer
Brooks M. Smith(check if applicable) There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: August 8, 2007
(enter date affidavit is notarized)

901346

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

(14)Hunton & Williams LLP (Continued)
1751 Pinnacle Drive
Suite 1700
McLean, VA 22102

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Caryl Greenberg Smith
John R. Smith
Steven P. Solow
Lisa J. Sotto
Joseph C. Stanko, Jr.
Marty Steinberg (nmi)
John J. Stenger
Catherine B. Stevens
Gregory N. Stillman
Franklin H. Stone
C. Randolph Sullivan
Chanmanu Sumawong (nmi)
R. Michael Sweeney
Henry Talavera (nmi)
Madeleine M. Tan
Andrew J. Tapscott
Robert M. Tata
Rodger L. Tate
W. Lake Taylor, Jr.
Wendell L. Taylor
Michael L. Teague
Robin Lyn Teskin
Paul R. Tetlow
John Charles Thomas
Martin K. Thomas
Gary E. Thompson
Paul M. Thompson
B. Cary Tolley, III
Timothy J. Toohey
Randolph F. Totten
Bridget C. Treacy
Thomas B. Trimble
Estelle J. Tsevdos
Melvin E. Tull, III
Julie I. Ungerman
Surasak Vajasit (nmi)
Steven C. Valerio
Travis E. Vanderpool
Mark C. Van Deusen

C. Porter Vaughan, III
Enid L. Veron
Stephen R. Voelker
Mark R. Vowell
Linda L. Walsh
William A. Walsh, Jr.
Lynnette R. Warman
Mark R. Wasem
Abigail C. Watts-FitzGerald
Peter G. Weinstock
David B. Weisblat
Mark G. Weisshaar
Hill B. Wellford, Jr.
David E. Wells
G. Thomas West, Jr.
Jerry E. Whitson
Paul O. Wickes
Jonathan M. Wilan
Amy McDaniel Williams
Gerry L. Williams
Matthew J. Williams
Robert K. Wise
Allison D. Wood
John W. Woods, Jr.
David C. Wright
Scott F. Yarnell
William F. Young
Andrew D. Zaron
Lee B. Zeuglin

FORMER PARTNERS:
Stanislaus Aksman
Jennifer A. Albert
Gerald L. Baliles
R. Mason Bayler, Jr.
Coburn R. Beck
Jerry B. Blackstock
Russel S. Bogue, III
William S. Boyd
William S. Bradley
Arthur D. Brannan
Lisa R. Brant
Emerson V. Briggs
Nadia Burgard
Eric R. Burner
Christopher C. Campbell
David M. Carter
William S. Cooper, III
Maria T. Currier
Patrick A. Doody
Kevin T. Duncan
James W. Featherstone, III
Edward S. Finley, Jr.
Mark E. Grantham
Patti L. Grant-Wilkinson
John Owen Gwathmey
Alberto M. Hernandez
Stuart K. Hoffman
Peter Kavanagh
Daniel O. Kennedy
Marie Kidwell
Elizabeth A. Lalik
Michael J. Lockerby
Martin T. Lutz
Jonathan R. Marsh
Enrique J. Martin
Gerald P. McCartin
Jack E. McClard
David I. Meyers

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: August 8, 2007
(enter date affidavit is notarized)

901346

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

(14)Hunton & Williams LLP (Continued)
1751 Pinnacle Drive
Suite 1700
McLean, VA 22102

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

FORMER PARTNERS CONTINUED:

- John Miles
- Robert J. Muething
- Elizabeth Ann Morgan
- Edmond P. Murphy
- J. Andrew Murphy
- Jerry C. Newsome
- Swati Patel
- Thomas W. Pounds
- Roberto R. Pupo
- Scott L. Robertson
- Pauline A. Schneider
- Stephen T. Schreiner
- Melvin S. Schulze
- Thomas J. Scott, Jr.
- James E. Shepherd
- Turner T. Smith, Jr.
- David H. Taylor
- Daniel C. Tepstein
- Milby A. West
- Stephen F. White
- David M. Young
- Dennis L. Zakas

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

REZONING AFFIDAVIT

DATE: August 8, 2007
(enter date affidavit is notarized)

901348

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on the line below.)

None.

(check if applicable) There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

DATE: August 8, 2007
(enter date affidavit is notarized)

9013415

for Application No. (s): RZ/FDP 2005-PR-041
(enter County-assigned application number(s))

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line below.)

Francis A. McDermott has contributed in excess of \$100 to Supervisor DuBois.

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) [] There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

Steven C. Boyle
[] Applicant

[x] Applicant's Authorized Agent

Steven C. Boyle, Vice President

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 8th day of August 2007, in the State/Comm. of Maryland, County/City of Montgomery.

Judith Michael
Notary Public

My commission expires: 9/1/08

SPECIAL EXCEPTION AFFIDAVIT

DATE: July 24, 2007
(enter date affidavit is notarized)I, Steven C. Boyle, do hereby state that I am an
(enter name of applicant or authorized agent)(check one) applicant
 applicant's authorized agent listed in Par. 1(a) belowin Application No.(s): SE 2007-PR-
(enter County-assigned application number(s), e.g. SE 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,* and, if any of the foregoing is a **TRUSTEE, **** each **BENEFICIARY** of such trust, and all **ATTORNEYS and REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:**(NOTE:** All relationships to the application listed above in **BOLD** print are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Merrifield Mixed Use LLC(1) Agents: Steven C. Boyle Steven F. Teets Thomas B. Kiler Adam B. Frazier Robert J. Horsley	7200 Wisconsin Avenue, Suite 400 Bethesda, MD 20814	Applicant/Agent for Title Owner
Fairfax County School Board, a body corporate with no shareholders Agent: Dean A. Tistadt	8115 Gatehouse Road Falls Church, VA 22042	Title Owner of Tax Map Parcel 49-4-((1))-14
Hunton & Williams LLP(9)	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorneys/Agents for Applicant
Francis A. McDermott John C. McGranahan, Jr. Michael E. Kinney	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorneys/Agents for Applicant
Elaine O'Flaherty Cox	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Planner/Agent for Applicant

(check if applicable)

 There are more relationships to be listed and Par. 1(a) is continued on a "Special Exception Attachment to Par. 1(a)" form.

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Special Exception Attachment to Par. 1(a)DATE: July 24, 2007

(enter date affidavit is notarized)

for Application No. (s): SE 2007-PR-

(enter County-assigned application number (s))

(NOTE: All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.** For a multiparcel application, list the Tax Map Number(s) of the parcel (s) for each owner(s) in the Relationship column.)

NAME

(enter first name, middle initial, and last name)

ADDRESS

(enter number, street, city, state, and zip code)

RELATIONSHIP(S)(enter applicable relationships listed in **BOLD** above)

Jeannie A. Mathews

1751 Pinnacle Drive, Suite 1700
McLean, VA 22102**Paralegal/Agent for Applicant**VIKA, Inc.(10)
Agents: Robert R. Cochran
Kyle U. Oliver8180 Greensboro Drive, Suite 200
McLean, VA 22102**Engineers/Agents for Applicant**

(check if applicable)

There are more relationships to be listed and Par. 1(a) is continued further on a "Special Exception Attachment to Par. 1(a)" form.

SPECIAL EXCEPTION AFFIDAVIT

DATE: July 24, 2007
 (enter date affidavit is notarized)

for Application No. (s): SE 2007-PR-_____
 (enter County-assigned application number(s))

1(b). The following constitutes a listing*** of the SHAREHOLDERS of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders:

(NOTE: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name and number, street, city, state, and zip code) (1) Merrifield Mixed Use LLC
 7200 Wisconsin Avenue, Suite 400
 Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF SHAREHOLDERS: (enter first name, middle initial and last name)

Edens Merrifield Manager, LLC(2) Manager

Edens Merrifield, LLC(3) Member
 Edens Merrifield II, LLC(8) Member

(check if applicable) There is more corporation information and Par. 1(b) is continued on a "Special Exception Affidavit Attachment 1(b)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.*

Special Exception Attachment to Par. 1(b)

DATE: July 24, 2007
(enter date affidavit is notarized)

for Application No. (s): SE 2007-PR-
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(2)Edens Merrifield Manager, LLC
900 Bank of America Plaza
1901 Main Street
Columbia, SC 29201

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Edens & Avant Investments Limited
Partnership(4)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(3)Edens Merrifield, LLC
900 Bank of America Plaza
1901 Main Street
Columbia, SC 29201

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Edens & Avant Investments Limited
Partnership(4)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 24, 2007
(enter date affidavit is notarized)for Application No. (s): SE 2007-PR-
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(6)E&A Retail Investments, LLC
900 Bank of America Plaza
1901 Main Street
Columbia, SC 29201DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

SOLE MEMBER:

JPMorgan Chase Bank, Trustee,

Under Amended and Restated Declaration
of Trust dated as of Novmeber 13, 2001, as
amended for its Conmmingled Pension Trust
Fund (Strategic Property)Neither the Trust nor any of its more than
10 beneficiaries owns 10% of Merrifield
Mixed Use LLC

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(8)Edens Merrifield II, LLC
900 Bank of America Plaza
1901 Main Street
Columbia, SC 29201DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Edens & Avant Investments Limited
Partnership (4)

(check if applicable)

There is more corporation information and Par. 1(b) is continued further on a
"Special Exception Attachment to Par. 1(b)" form.

Special Exception Attachment to Par. 1(b)

DATE: July 24, 2007
(enter date affidavit is notarized)

for Application No. (s): SE 2007-PR-
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(10)VIKA, Inc.
8180 Greensboro Drive, Suite 200
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Charles A. Irish, Jr.	Kyle U. Oliver
John F. Amatetti	Mark G. Morelock
Robert R. Cochran	Jeffrey B. Amateau
Harry L. Jenkins	

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

SPECIAL EXCEPTION AFFIDAVIT

DATE: July 24, 2007
(enter date affidavit is notarized)

for Application No. (s): SE 2007-PR-
(enter County-assigned application number(s))

1(c). The following constitutes a listing*** of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, and number, street, city, state, and zip code)

(4)Edens & Avant Investments Limited Partnership
900 Bank of America Plaza
1901 Main Street
Columbia, SC 29201

(check if applicable) [] The above-listed partnership has no limited partners

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

GENERAL PARTNER:

Edens & Avant Administrative, LLC (Does not own 10% of Merrifield Mixed Use LLC)

LIMITED PARTNERS:

There are more than 10 limited partners, only one of which has a 10% ownership interest in Merrifield Mixed Use LLC, namely:

Edens & Avant Properties Trust(5)

(check if applicable) [X] There is more partnership information and Par. 1(c) is continued on a "Special Exception Affidavit Attachment to Par. 1(c)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Special Exception Attachment to Par. 1(c)

DATE: July 24, 2007
(enter date affidavit is notarized)for Application No. (s): SE 2007-PR-
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

(5)Edens & Avant Properties Trust
900 Bank of America Plaza
1910 Main Street
Columbia, SC 29201(check if applicable) [] The above-listed partnership has no limited partners.NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

TRUSTEES:

Joe A. Edens, Jr.
William B. Fryer
J. Robert Love
William L. PberigoStephen W. Surbaugh
Benjamin G. Gifford
Terry S. Brown
John W. VirtanenBENEFICIARIES (There are more than
10 beneficiaries, only four of which have
a 10% or greater interest in the trust):State Treasurer of the State of Michigan
(Neither this beneficiary nor any of the
members of any of the retirement systems
owns 10% of Merrifield Mixed Use LLC)(As custodian of the Michigan Public
Schools Employees' Retirement System,
State Employees Retirement System,
Michigan State Police Retirement System,
and Michigan Judges' Retirement System)New York State Teachers' Retirement
System (does not own 10% of Merrifield
Mixed Use LLC)

E&A Retail Investments, LLC(6)

Edens & Avant Properties Limited
Partnership(7)(check if applicable) [] There is more partnership information and Par. 1(c) is continued further on a
"Special Exception Attachment to Par. 1(c)" form.

Special Exception Attachment to Par. 1(c)

DATE: July 24, 2007
(enter date affidavit is notarized)

for Application No. (s): SE 2007-PR-_____
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

(7)Edens & Avant Properties Limited Partnership
900 Bank of America Plaza
1901 Main Street
Columbia, SC 29201

(check if applicable) [] The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

GENERAL PARTNER:	E&A General Partner, LLC	Does not own 10% of Merrifield Mixed Use LLC
LIMITED PARTNERS:	E&A Affiliates LP	Does not own 10% of Merrifield Mixed Use LLC
	State Treasurer of the State of Michigan, as custodian of the Michigan Public Schools Employees' Retirement System, State Employees Retirement System, Michigan State Police Retirement System and Michigan Judges' Retirement System	Does not own 10% of Merrifield Mixed Use LLC

(check if applicable) [✓] There is more partnership information and Par. 1(c) is continued further on a "Special Exception Attachment to Par. 1(c)" form.

Special Exception Attachment to Par. 1(c)

DATE: July 24, 2007
(enter date affidavit is notarized)for Application No. (s): SE 2007-PR-
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

(9)Hunton & Williams LLP
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)Benjamin C. Ackerly
Robert A. Acosta-Lewis
Lawrence C. Adams
Richard L. Adams
Michael F. Albers
Virginia S. Albrecht
Kenneth J. Alcott
Joseph B. Alexander, Jr.
Fernando C. Alonso
Thomas E. Anderson
Walter J. Andrews
W. Christopher Arbery
Charles G. Ashton
L. S. Austin
Ian Phillip Band
Jeffery R. Banish
A. Neal Barkus
Haywood A. Barnes
Rudene M. Bascomb
Jeffrey P. Bast
Philip M. Battles, III
John J. Beardsworth, Jr.
Steven H. Becker
Kenneth D. Bell
Stephen Bennett (nmi)
Melinda R. Beres
Lucas Bergkamp (nmi)
Lon A. Berk
Douglas M. Berman
Mark B. Bierbower
Jo Ann Biggs
Stephen R. Blacklocks
Jeffry M. Blair
Michael J. Blayney
James W. Bowen
Lawrence J. Bracken, II
James P. Bradley
David F. Brandley, Jr.
Jeannie P. Breckinridge
Craig A. Bromby
A. Todd BrownTyler P. Brown
F. William Brownell
Kevin J. Buckley
Kristy A. Niehaus Bulleit
Joseph B. Buonanno
Nadia S. Burgard
Eric R. Burner
Brian M. Buroker
Ferdinand A. Calice
Matthew J. Calvert
Daniel M. Campbell
Thomas H. Cantrill
Curtis G. Carlson
Grady K. Carlson
Jean Gordon Carter
Charles D. Case
Thomas J. Cawley
Lawrence Chek (nmi)
James N. Christman
Whittington W. Clement
R. Noel Clinard
W. S. Cockerham
Herve' Cogels (nmi)
Myron D. Coben
Cassandra C. Collins
Stacy M. Colvin
Joseph P. Congleton
Terence G. Connor
Stephen Gregory Cope
Cameron N. Cosby
T. Thomas Cottingham, III
Ted C. Craig
Cyane B. Crump
Ian Cuillerier (nmi)
Ashley Cummings (nmi)
Alexandra B. Cunningham
Sean B. Cunningham
William D. Dannelly
Samuel A. Danon
Barry R. Davidson
Douglas W. DavisJohn Deacon (nmi)
Stephen P. Demm
Kenneth L. Dobkin
Dee Ann Dorsey
Edward L. Douma
Mark S. Dray
Sean P. Ducharme
Deidre G. Duncan
George C. Dunlap, Jr.
L. Traywick Duffie
Frederick R. Eames
Maya M. Eckstein
Joseph C. Edwards
Robert H. Edwards, Jr.
W. Jeffery Edwards
John C. Eichman
Whitney C. Ellerman
L. Neal Ellis, Jr.
Edward W. Elmore, Jr.
Charles Elphicke (nmi)
Frank E. Emory, Jr.
Juan C. Enjamio
John D. Epps
Patricia K. Epps
Kelly L. Faglioni
Susan S. Failla
James E. Farnham
Eric H. Feiler
Chet A. Fenimore
Mark James Fennessy
Norman W. Fichtborn
Andrea Bear Field
Robert M. Fillmore
Kevin J. Finto
William M. Flynn
Lauren E. Freeman
Ira L. Freilicher
David R. Fricke
Edward J. Fuhr
Christopher L. Gaenzle
Charles A. Gall(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Special Exception Attachment to Par. 1(c)" form.

Special Exception Attachment to Par. 1(c)DATE: July 24, 2007
(enter date affidavit is notarized)for Application No. (s): SE 2007-PR-
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)(9)Hunton & Williams LLP (Continued)
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Daniel C. Garner	David A. Higbee	David Craig Landin
Douglas M. Garrou	Thomas Y. Hiner	Christine E. Larkin
Richard D. Gary	D. Bruce Hoffman	David C. Lashway
Manning Gasch, Jr. (nmi)	Robert E. Hogfoss	Andrew W. Lawrence
Andrew A. Gerber	John E. Holloway	Wood W. Lay
John T. Gerhart, Jr.	John M. Holloway, III	Daniel M. LeBey
Shahid Ghauri (nmi)	John R. Holzgraefe	David O. Ledbetter
Jeffrey W. Giese	Cecelia P. Horner	L. Steven Leshin
Neil K. Gilman	George C. Howell, III	Ronald J. Lieberman
C. Christopher Giragosian	Robert H. Huey	Thomas F. Lillard
Timothy S. Goettel	Thomas M. Hughes	Catherine D. Little
Peter G. Golden	Donald P. Irwin	Gregory G. Little
Allen C. Goolsby	Judith H. Itkin	Robert H. Lockwood
L. Raul Grable	Makram B. Jaber	David C. Lonergan
Douglas S. Granger	Paul E. Janaskie	Nash E. Long, III
Edward J. Grass	Lori M. Jarvis	Audrey C. Louison
J. William Gray, Jr.	Matthew D. Jenkins	Carlos E. Loumiet
Charles E. Greef	Andrew E. Jillson	David S. Lowman, Jr.
Robert J. Grey, Jr.	Harry M. Johnson, III	John A. Lucas
Greta T. Griffith	James A. Jones, III	Timothy A. Mack
Bradley W. Grout	Kevin W. Jones	Tyler Maddry (nmi)
Jeffrey W. Gutchess	Laura E. Jones	Kimberly M. Magee
Miles B. Haberer	Dan J. Jordanger	C. King Mallory, III
Virginia H. Hackney	Leslie O. Juan	Thomas J. Manley
Robert J. Hahn	Thomas R. Julin	Alan J. Marcuis
John F. Haley	W. Alan Kailer	Brian R. Marek
Eric J. Hanson	E. Peter Kane	Fernando Margarit (nmi)
Ronald M. Hanson	Thomas F. Kaufman	Michael F. Marino, III
Richard L. Harden	Geoffrey S. Kay	Stephen S. Maris
Ray V. Hartwell, III	Joseph C. Kearfott	Jeffrey N. Martin
James A. Harvey	Michael G. Keeley	John S. Martin
Robert W. Hawkins	Douglas W. Kenyon	J. Michael Martinez de Andino
Timothy G. Hayes	Michael C. Kerrigan	Walfrido J. Martinez
Mark S. Hedberg	Ryan T. Ketchum	Christopher M. Mason
Douglas J. Heffner	Robert A. King	Michael P. Massad, Jr.
Michael S. Held	Sylvia K. Kochler	Scott H. Matheson
Matthew C. Henry	Edward B. Koehler	Joseph C. Mathews
Scott Hershman (nmi)	John T. Konther	Laurie U. Mathews
Gregory G. Hesse	Dana S. Kull	Richard E. May
George H. Hettrick	Christopher G. Kulp	John Gary Maynard, III
Louanna O. Heuhsen	Christopher Kuner (nmi)	William H. McBride

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Special Exception Attachment to Par. 1(c)" form.

Special Exception Attachment to Par. 1(c)

DATE: July 24, 2007
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(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)(9)Hunton & Williams LLP (Continued)
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Michael C. McCann	William S. Patterson	Karen M. Sanzaro
Thomas A. McConnell	Humberto R. Pefia	Stephen M. Sayers
Patrick J. McCormick, III	B. Donovan Picard	Arthur E. Schmalz
Robert G. McCormick	R. Dean Pope	Gregory J. Schmitt
Francis A. McDermott	Laurence H. Posorske	John R. Schneider
Alexander G. McGeoch	Kurtis A. Powell	Howard E. Schreiber
John C. McGranahan, Jr.	Lewis F. Powell, III	Robert M. Schulman
David T. McIndoe	Wesley R. Powell	Patricia M. Schwarzschild
James E. Meadows	Donna M. Praiss	Jeremy R. Schwer
Mark W. Menezes	J. Waverly Pulley, III	P. Watson Seaman
Gary C. Messplay	Robert T. Quackenboss	James S. Seevera, Jr.
James Forrest Miller	Arnold H. Quint	Douglass P. Selby
Thomas McN. Millhiser	William M. Ragland, Jr.	Joel R. Sharp
Patrick E. Mitchell	Dionne C. Rainey	James W. Shea
John E. Moeller	Gordon F. Rainey, Jr.	Michael R. Shebelskie
Jack A. Molenkamp	John Jay Range	Rita A. Sheffey
Charles R. Monroe, Jr.	Stuart A. Raphael	William P. Silverman
Royce W. Montgomery	Craig V. Rasile	Edmund W. Sim
Will S. Montgomery	John M. Ratino	Jo Anne E. Sirgado
T. Justin Moore, III	Robert S. Rausch	William L. Sladek
Thurston R. Moore	Keila D. Ravelo	Thomas G. Slater, Jr.
Bruce W. Moorhead, Jr.	Belynda B. Reck	B. Darrell Smelcer
Robert J. Morrow	Baker R. Rector	Brooks M. Smith
Ann Marie Mortimer	Shawn P. Regan	Caryl Greenberg Smith
Eric J. Murdock	Sona Rewari (nmi)	John R. Smith
Frank J. Murphy, Jr.	Thomas A. Rice	Steven P. Solow
Ted J. Murphy	William M. Richardson	Lisa J. Sotto
Thomas P. Murphy	James M. Rinaca	Joseph C. Stanko, Jr.
David A. Mustone	Michael D. Rist	Marty Steinberg (nmi)
James P. Naughton	Jennings G. Ritter, II	John J. Stenger
Michael Nedzbala (nmi)	Kathy E. B. Robb	Catherine B. Stevens
Henry V. Nickel	Daryl B. Robertson	Gregory N. Stillman
Lonnie D. Nunley, III	Gregory B. Robertson	Franklin H. Stone
E. A. Nye, Jr.	Robert M. Rolfe	C. Randolph Sullivan
Dan L. O'Korn	Ronald D. Rosener	Chanmanu Sumawong (nmi)
John D. O'Neill, Jr.	Michael Rosenthal (nmi)	R. Michael Sweeney
Pam G. O'Quinn	William L. S. Rowe	Henry Talavera (nmi)
Brian V. Otero	Marguerite R. Ruby	Madeleine M. Tan
Randall S. Parks	D. Alan Rudlin	Andrew J. Tapscott
Peter S. Partee	Mary Nash Rusher	Robert M. Tata
R. Hewitt Pate	Vance E. Salter	Rodger L. Tate

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Special Exception Attachment to Par. 1(c)" form.

Special Exception Attachment to Par. 1(c)DATE: July 24, 2007
(enter date affidavit is notarized)for Application No. (s): SE 2007-PR-
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1751 Pinnacle Drive, Suite 1700
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)W. Lake Taylor, Jr.
Wendell L. Taylor
Michael L. Teague
Robin Lyn Teskin
Paul R. Tetlow
John Charles Thomas
Martin K. Thomas
Gary E. Thompson
Paul M. Thompson
B. Cary Tolley, III
Timothy J. Toobey
Randolph F. Totten
Bridget C. Treacy
Thomas B. Trimble
Estelle J. Tsevdos
Melvin E. Tull, III
Julie I. Ungerman
Surasak Vajasit (nmi)
Steven C. Valerio
Travis E. Vanderpool
Mark C. Van Deusen
C. Porter Vaughan, III
Enid L. Veron
Stephen R. Voelker
Mark R. Vowell
Linda L. Walsh
William A. Walsh, Jr.
Lynnette R. Warman
Mark R. Wasem
Abigail C. Watts-FitzGerald
Peter G. Weinstock
David B. Weisblat
Mark G. Weisshaar
Hill B. Wellford, Jr.
David E. Wells
G. Thomas West, Jr.
Jerry E. Whitson
Paul O. Wickes
Jonathan M. Wilan
Amy McDaniel Williams
Gerry L. WilliamsMatthew J. Williams
Robert K. Wise
Allison D. Wood
John W. Woods, Jr.
David C. Wright
Scott F. Yarnell
William F. Young
Andrew D. Zaron
Lee B. Zeugin(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Special Exception Attachment to Par. 1(c)" form.

SPECIAL EXCEPTION AFFIDAVIT

DATE: July 24, 2007
 (enter date affidavit is notarized)

for Application No. (s): SE 2007-PR-_____
 (enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on the line below.)

NONE.

(check if applicable) There are more interests to be listed and Par. 2 is continued on a "Special Exception Attachment to Par. 2" form.

SPECIAL EXCEPTION AFFIDAVIT

DATE: July 24, 2007
(enter date affidavit is notarized)

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line below.)

Francis A. McDermott has contributed in excess of \$100 to Supervisor DuBois.

NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) There are more disclosures to be listed and Par. 3 is continued on a "Special Exception Attachment to Par. 3" form.

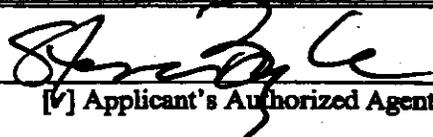
4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

Applicant

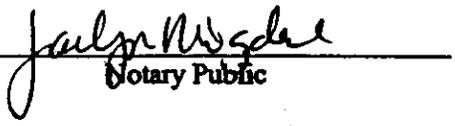
Applicant's Authorized Agent



Steven C. Boyle, Vice President

(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 24th day of July, 2007, in the State/Comm. of Maryland, County/City of Montgomery.


Notary Public

My commission expires: April 1, 2008

Revised
July 16, 2007

**RZ 2005-PR-041 "MERRIFIELD TOWN CENTER"
MERRIFIELD MIXED USE LLC
STATEMENT OF JUSTIFICATION**

Merrifield Mixed Use LLC (the "Applicant") requests approval to rezone approximately 31.37 acres, consisting of Tax Map Parcels 49-3-((1))-80A, 80B, 80C, 81A, and 82A plus an approximately 12,646 square foot portion of Hilltop Road right-of-way and an approximately 2,314 square foot portion of Eskridge Road right-of-way proposed to be vacated (the "Property"), from the I-4 (proffered), I-5 and Highway Corridor Overlay ("HC") Districts to the Planned Development Commercial ("PDC"), Planned Residential Mixed ("PRM") and HC Districts. Of this amount, approximately 24.14 acres is proposed for the PDC District, with the remaining approximately 7.23 acres proposed for the PRM District, at a total overall 1.2 floor area ratio, exclusive of affordable housing-related density. This rezoning application represents a major consolidation of industrial parcels located in the heart of the "Merrifield Commercial Revitalization Area" and finally would implement, for a significant portion of the "Town Center," the redevelopment concept set forth in the adopted Comprehensive Plan. The northern portion of Parcel 80A and Parcel 80B are zoned I-4, subject to proffers dated October 19, 1984 and a special exception permitting operation of a theater use within an industrial zone. These approvals would be superseded in the event the subject rezoning application is approved.

The Property is located on the south side of Lee Highway (Route 29), approximately 500 feet west of Gallows Road (Route 650). North of the Property, across Lee Highway, is a mix of C-6, C-8, C-9 and I-5 zoned land which includes "Home Depot." Adjacent to the west is the Merrifield Regional Post Office and an assortment of developed I-5-zoned parcels along Eskridge Road, including the Cox Communications tower. The Property is abutted on the south by "Luther Jackson Intermediate School," which is zoned R-1. The "Uniwest" property, which was rezoned in 2004 to the PRM District, subject to proffers, is adjacent to the east, as is "Fairfax Plaza Shopping Center," which is zoned I-5.

Pursuant to adopted Board of Supervisors (the "Board") Revitalization Areas policies, review of this rezoning application is automatically expedited, concurrent processing of the site plan will be permitted, and Board approval of waivers and modifications typically related to site plans will be requested in detail as this application proceeds through the rezoning review process. Redevelopment of the Property will achieve the mixed use "Town Center" concept envisioned in the "Merrifield Suburban Center Plan," as described below. The proposed development complies with the PDC and PRM District regulations, and other Zoning Ordinance requirements, except as noted herein and on the Conceptual Development Plan and Final Development Plan ("CDP/FDP"). The Applicant has proffered to participate in and comply with the standards set forth in the U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design for Neighborhood Development ("LEED-ND") pilot program, which certifies achievement of high standards in sustainable neighborhood development, through the use of "smart-growth," "new urbanism" and "green" building design. The Applicant further has

committed to adhere to the concepts presented in the "Merrifield Town Center Design Guidelines," prepared by RTKL and submitted with this Application, which will be used in conjunction with the 48-sheet CDP/FDP as a guide in the creation of architectural, landscape, street section, building elevations, North Park and South Park features and design elements.

The Property falls within Merrifield Suburban Center Plan "Sub-Unit F-1" and "Sub-Unit F-2" and comprises the "core" of the "Town Center Area." These sub-units are planned, respectively, for community serving retail use at a 0.35 floor area ratio ("FAR"), and for industrial and office uses at a 0.5 FAR, with two alternative development "Options." The Applicant proposes to consolidate and redevelop the subject parcels in accordance with the recommendations for preferred "Option 2," which envisions a 24-hour activity center comprised of a significant number of residents who live and work close to the Town Center's shops, restaurants, theaters, offices and parks (see Comprehensive Plan pages 80 and 81). "Option 2" recommends up to a 1.2 FAR if redevelopment creates a component of the envisioned "Town Center" in accordance with various Comprehensive Plan guidelines, including the provision that retail, service and theater uses not exceed 55 percent of total development.

The proposed proffered Conceptual/Final Development Plan (CDP/FDP) prepared by VIKI, Inc. and RTKL Associates, Inc., as revised through July 16, 2007, consists of 48 sheets. For CDP/FDP purposes, the 31-acre Property has been divided into Parcels "A" through "I," within which uses, minimum and maximum square foot ranges, and minimum and maximum height ranges have been committed to on "Parcel Allocation Charts" set forth in the proffers and on the CDP/FDP. The proposed maximum gross floor area of development of all principal and secondary "P" District uses on the entire 31-acre site is 1,639,692 square feet, at a maximum 1.2 FAR exclusive of affordable housing-related density. Within each proposed zoning district on the CDP/FDP, the Applicant has committed to both a maximum permitted square feet per use and maximum overall level of development, which is 610,000 GFA within the PRM District and 1,442,712 GFA within the PDC District. Parcels A, B, D, F, H and I are within the proposed PDC District boundary. PDC "Principal Uses" will consist of retail sales, restaurants, theater, office, hotel, personal service and other uses, with "secondary" multifamily residential use, all of which will be integrated with one another through architectural and landscape treatments and ground floor retail. Parcels C, E and G fall within the proposed PRM zoning district boundary, with multi-family residential as the "Principal Use" and secondary uses consisting of retail sales, restaurants, personal service, office and related uses. Buildings will be oriented around a central, north-south "Festival Street" and served by an internal east-west street grid and an improved Eskridge Road that are designed to provide interconnections with adjacent sites and corridors in accordance with Merrifield Town Center Plan recommendations.

During the first phase of development, the Applicant will construct a new, expanded, deluxe entertainment theater building, with accessory uses, in the southern portion of the site. A mix of multifamily residential, retail, restaurant, theater and office uses are oriented along a "Main Street" in accordance with the urban design concepts envisioned on page 17 of the Merrifield Suburban Center Plan, including creation of a "sense of place" through use of a "Festival Street anchored ... by the town green and ... by a multiple screen theater" (see Comprehensive Plan page 80). Attractive and usable community-serving parks are linked with a safe and convenient pedestrian circulation system on site, which in turn is connected with planned off-site pedestrian connections. Above- and below-grade structured parking is provided to accommodate residents

and commercial patrons, with parking provided across the two zoning districts for non-residential uses.

Building elevations and street cross-sections are depicted on the CDP/FDP. The new theater building will be accessed primarily via a reconstructed, four-lane Eskridge Road, thereby ensuring Festival Street remains a pedestrian-oriented promenade of two traffic lanes with parking on each side, connecting both ends of the "Town Center" core area. Retail shops and restaurants, some with outdoor seating, will extend along Festival Street, with multifamily residential buildings directly behind and above the street-level activity zone. Public open spaces, including the "North," "South," and "East" Parks, will provide Town Center focal points, with unique landscape and water features, outdoor seating, and entertainment areas. Residential units will overlook these focal points. Specifically, the "South Park" is designed as a flexible space, able to accommodate a wide range of programs that will complement the theater, retail, and outdoor restaurant uses. These may include such activities as public concerts, art exhibits and seasonal festivals. The "North Park" has been sited adjacent to the small park area proffered in the "Uniwest" rezoning. This combined "North Park" area will be one acre in size and designed to provide a large, active public space at one of the main entrances to the Town Center. A secondary performance area facing a gazebo will provide another venue for performances, while a sunken children's play area will feature lawn space, a play fountain and whimsical sculpture. A variety of seating options will be distributed around the park.

The Applicant has committed to provide a total of twelve (12) percent of the total market rate residential units constructed as part of this development as for-sale/rental affordable dwelling units ("ADUs") or "Workforce Housing Units," as defined in the Applicant's proffer statement. As set forth in the proffers, a minimum of 500 multifamily residential dwelling units will be provided in three mid-rise buildings up to 75 feet in height within Parcels C, E, G (PRM District) and possibly in a fourth residential building up to 90 feet in height on Parcel H (PDC District). Potentially, the Applicant may include additional residential uses in eleven-story structures up to 115 feet in height on Parcel "B" and/or "F." A maximum of 550,000 GFA of residential use is proposed within the PRM-zoned parcels and up to 754,712 residential GFA is proposed within the PDC-zoned parcels. Pursuant to Paragraph 5 of Section 6-206 of the Zoning Ordinance, within the PDC District the Applicant requests Board of Supervisors' approval of a modification to permit the GFA of residential uses to be up to 76 percent of the GFA of all "Principal Uses" within the development. All residential buildings are centrally located within the Town Center core area and front on Festival Street, with shops and restaurants at street level, creating the urban "sense of place" and "distinctive architectural character and a street presence" set forth in the "Urban Design" provisions of "The Merrifield Suburban Center Plan." Each residential building will provide adequate recreation facilities and parking for its residents in primarily above-grade parking garages alongside the respective building.

Ground floor retail use will extend from Lee Highway to the new theater building. As depicted on Sheets 7, 8 and 9 of the CDP/FDP, the greatest concentration of retail uses is envisioned to be located within either "Parcel A" or "Parcel B" along Festival Street, between Lee Highway and Strawberry Lane. Optional development scenarios are proposed for Parcels A and B due to the uncertainty of which of these parcels may be selected by a "Retail Sales Establishment - Large" user. With the primary goal of animating the street-level edge of the large footprint for "Parcel B" (see Sheet 7), smaller-scale retail and restaurant uses will be located at street level, with a

large retailer on the upper floor(s). The Applicant anticipates attracting a large, full-service grocery store within "Parcel B." A significant amount of retail parking will be located within the "Parcel B" garage, in order to keep traffic at the edges of the town center and reduce through-traffic on Festival Street. Sheet 8 of the CDP/FDP presents one alternative development scenario for Parcel B. "Parcel B Option 2" proposes office, retail, and up to 360,000 GFA of multi-family residential use in an eleven-story building overlooking the "North Park."

Four development alternatives are proposed for "Parcel A," depending on the location and number of stories of the "Retail Sales Establishment-Large" use. It is essential that the Applicant be granted this level of flexibility within "Parcel A" this early in the development process in order to maximize the chances of attracting a large department store-type retailer to this Revitalization Area. CDP/FDP Sheet 7 shows Parcel A developed with a six-story office building and two-story retail located between Eskridge Road and Festival Street, up to a ten-story hotel, with a concentration of retail, restaurant and office uses at the prominent corner of Festival Street and Strawberry Lane, diagonally across from the "North Park." Three other development scenarios for Parcel A are presented on CDP/FDP Sheets 8 and 9. "Parcel A Option 2" (CDP/FDP Sheet 8) proposes a two-story retail building parallel to Route 29, with additional ground-floor retail and possible office and/or hotel uses up to 95 feet in height. "Parcel A Option 3" (CDP/FDP Sheet 9), also proposes a two-story retail sales establishment-large, but located parallel to Eskridge Road, with additional ground-floor retail and possible office and/or hotel uses up to 115 feet in height. "Parcel A Option 4" (CDP/FDP Sheet 9) proposes a one-story retail sales establishment-large up to 30 feet in height, with possible office and hotel up to 115 feet in height.

The total number of parking spaces will be somewhat above the minimum required for the mix of uses proposed. Parking garages are provided throughout the development and accessed from the periphery of the site. Two parking structures are located at the southern end of the site, flanking either side of the new theater. Parking in the "West Deck" is planned primarily for theater patrons, while in the "East Deck" access to theater, retail and residential spaces will be segregated. These two garages will be up to 75 feet and 85 feet in height, respectively, and tucked behind adjacent residential buildings in order to mask their presence and retain the "downtown" character envisioned in the Comprehensive Plan.

A traffic study prepared by Wells Associates was previously submitted and a "Technical Memorandum" has been filed under separate cover to reflect consolidation into the Application of the four additional acres between Eskridge Road and Festival Street known as the Schwarzmans parcel. The proposed development will provide major circulation improvements for the Merrifield core area, including: a four-lane Eskridge Road from Lee Highway to the southern property line; a critical link of Strawberry Lane across the Property, facilitating the connection from Gallows Road to Eskridge Road; several other east/west components of the Town Center street grid contemplated in the Comprehensive Plan, and Festival Street from Lee Highway to the theater anchor, then over to Eskridge Road on the west. These proposed road improvements are in conformance with transportation recommendations of the Merrifield Town Center Plan.

The proposed development complies with all current applicable land development ordinances, regulations and adopted standards, except in specific instances where modifications or waivers have been identified on Sheet 3 of the CDP/FDP as follows:

1. Modification of the percentage of residential gross floor area within the PDC District (§6-206(5) of the Zoning Ordinance) is requested from fifty percent of the gross floor area of all principal uses to up to 76 percent, as shown on the Conceptual Development Plan. This increase is necessary to achieve the residential and mixed use goals of the adopted Merrifield Town Center Plan.
2. Waiver of the maximum length of private streets (§11-302(2) of Zoning Ordinance) is requested due to the unique configuration of the Property, its location in the Merrifield Revitalization Area, and the need to achieve the "Festival Street" concept of the Merrifield Town Center Plan.
3. Waiver/modification of loading space requirements for multiple family dwelling structures and office buildings (§11-201 and §11-203(4) of the Zoning Ordinance) is requested due to site constraints, architectural design, and empirical experience which demonstrates that the Zoning Ordinance requirements are excessive.
4. Waiver/modification of transitional screening and barrier requirements along the southern and eastern property lines (§13-304(1) of the Zoning Ordinance) to that shown on CDP/FDP Sheets 29 through 33 is requested based upon the following: (i) land to the east is similarly planned; (ii) adjacent to the immediate south is the Luther Jackson Middle School athletic field and the parking lot which the Applicant is proposing to construct on the school property which would serve both the school and Town Center; (iii) provision of a barrier along the southern property line could heighten security issues; (iv) the need to further the connectivity goals of the Town Center Plan; and (v) due to the architectural techniques proposed on the development plan.
5. Waiver of transitional screening and barrier requirements between uses within the Property (§13-304(1) of the Zoning Ordinance), because the proposed development is an urban, high density design whose interrelationship of uses would be defeated by the subject requirements, as would the design and mix of uses contemplated in the Town Center Plan.
6. Waiver to allow underground stormwater retention and water quality systems for all proposed residential uses (§6-0303.8 of the PFM), because site constraints in this revitalization project and the intensity, mix, and interrelationship of uses called for in the Town Center Plan mandate the provision of such underground facilities. A detailed justification is provided in the formal waiver request #056-WPFM-002-3, which has been submitted under separate cover.
7. Waiver of service drive requirement along the Lee Highway frontage of the Property is requested because (i) no service drive exists on either side of the Property; (ii) the transportation element of the Merrifield Suburban Center Plan does not contemplate the use of service drives; and (iii) the change in grade associated with the connection of

Eskridge Road to Route 29 makes provision of such a service drive virtually impossible at this location.

8. Modification of parking geometric standards (§11-102.12 of the Zoning Ordinance) to allow 75 degree angled parking, to accommodate greater efficiency of movement within the parking decks. This modification is requested because current, state-of-the-art parking design indicates that angled parking is safer and more efficient.
9. Modification of § 7-802.2 of the Public Facilities Manual and §11-102.12 of the Zoning Ordinance to permit projection of structural columns into parking stalls within parking structures so long as such projection does not exceed four percent of the stall area. This request is necessary to minimize the footprint of the parking structures and thus enable the Applicant to provide site amenities as recommended in the Town Center Plan. Such parking stalls will count toward the number of parking spaces required under the Ordinance.
10. Waiver of the four-foot peripheral parking lot landscaping requirement north of Parcel G and west of Parcels C and E pursuant to §13-202.3A and 3B of the Zoning Ordinance is requested based upon site design constraints and the unique nature of adjoining uses.
11. Modification of §17-201.3 of the Zoning Ordinance requiring provision of any additional interparcel access beyond those indicated on the CDP/FDP is requested because the Applicant already has provided interparcel access at the appropriate locations.
12. Modification of §17-201.4 of the Zoning Ordinance requiring dedication and construction for widening existing roads, existing roads on new alignments, and proposed roads as indicated on the Comprehensive Plan or as required by the Director to that shown on the CDP/FDP. This modification is requested based upon: (i) existence of VDOT Project # 0029-029-119; (ii) the Applicant's proffer commitments to construct or contribute to a portion of road frontage improvements along Route 29; and (iii) the Applicant's proffered commitment to construct the entirety of Eskridge Road from its intersection with Route 29 to the southern boundary of the subject Property.
13. Modification of the material recommended in the Countywide Trails Plan for the Route 29 frontage of the Property is requested from asphalt to concrete. This request is made so that trail construction materials correspond to the rest of the Town Center design materials.

This Application presents the singular opportunity to redevelop 31 acres within the industrial heart of Merrifield to achieve the vibrant, mixed use "Town Center" envisioned in the "Merrifield Suburban Center Plan." The challenge of an extended, linear Main Street has been met with the active streetscape, view corridors, terminated vistas, the incorporation of multiple park areas connected by tree-lined sidewalks, and the extensive use of street-front retail shops and restaurants throughout its length. With a large retailer and a grocery store anchor, and other principal uses concentrated around Strawberry Lane at one end, and the luxury theater anchor at the other, the "sense of place" will be achieved through (i) the vibrant juxtaposition of residential, retail, and restaurant uses along Festival Street, which serves to link these two centers

of activity, (ii) the juxtaposition of retail, restaurants, and the large North Park along Strawberry Lane to complement and draw in the Uniwest development adjacent on the East, and (iii) the incorporation of a civic element through provision of entertainment, cultural, and artistic programs in conjunction with the inviting, multi-faceted park areas throughout, which altogether will draw the greater "community" to this "place."

Respectfully submitted,

Francis A. McDermott
Attorney/Agent for Applicant

AUG 02 2007

July 31, 2007

Zoning Evaluation Division

MERRIFIELD MIXED USE LLC
APPLICANT'S STATEMENT
SPECIAL EXCEPTION - PARKING IN A RESIDENTIAL DISTRICT

Pursuant to Sections 9-011 and 9-609 of the Zoning Ordinance, the Applicant, Merrifield Mixed Use LLC, requests approval of a Special Exception ("SE") to construct a small parking lot, which would straddle the northern boundary of the Luther Jackson Middle School site and the southern boundary of the proposed "Merrifield Town Center" rezoning application site. Use of this 64-space parking lot would be shared between the School and the adjacent Town Center property owner, as set forth in a "Memorandum of Understanding."

The subject property, which is owned by the Fairfax County School Board ("FCSB") and zoned to the R-1 District, is identified as County Tax Map Parcel 49-4 ((1)) 14 (Part) and is a 1.0018-acre portion of the approximately 19.42771-acre Luther Jackson Middle School parcel. Only that portion of the proposed parking lot located on R-1 land that is subject to the SE requirement is included within the 1.0018-acre SE application boundary. The remaining portion of the parking lot is depicted on the Conceptual/ Final Development Plan ("CDP/FDP") filed in conjunction with pending rezoning application RZ 2005-PR-041.

The following information is filed pursuant to the requirements of Paragraph 7 of Section 9-011 of the Zoning Ordinance:

A. Type of Operation

This application for an off-street parking lot in the R-1 District presents an excellent synergy of use between the proposed new "Merrifield Town Center" theater and improved athletic fields on the adjacent Middle School site. FCSB would retain control of the access gate between their property and the parking lot entrance. During school hours, vehicles using this parking lot would be restricted to School-related users. After school hours, vehicles using the parking lot would be limited to athletic field-related users and theater employees of Merrifield Town Center, as agreed upon in detail a separate "Memorandum of Understanding" between the Property owner and the Applicant. The application boundary has been expanded to include the limits of clearing area associated with the parking lot, its associated berm and improvements.

B. Hours of Operation

The 64-space parking lot would be used during school hours as determined by the Property owner, FCSB. After school hours, the Applicant anticipates that the parking lot would be used weekday afternoons and early evenings by athletic field patrons, as programmed by the Park Authority, and, during later evening and weekend hours by some theater employees.

C. Estimated Number of Patrons/Users

Up to 64 vehicles.

D. Proposed Number of Employees

None.

E. Estimate of traffic impact of the proposed use

See traffic impact analysis prepared by Wells Associates, as revised, which has been submitted in conjunction with pending RZ 2005-PR-041. This study has been updated in response to Office of Transportation and VDOT comments.

F. Vicinity or general area to be served

Central Fairfax County, including Merrifield/ Dunn Loring area residents.

G. Description of Building Façade and Architecture

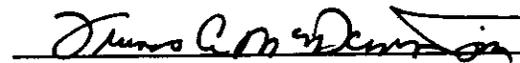
Not applicable.

H. Listing, if known, of all hazardous or toxic substances

None known.

I. Statement of Conformance with Applicable Ordinances, Regulations and Standards

This SE Application complies with the "Provisions for Parking in R Districts" in Section 9-609 of the Zoning Ordinance. Specifically, parking will be provided free of charge, vehicles will be in operating condition, spaces will have safe and convenient access to a street and will be constructed in accordance with Public Facilities Manual requirements, and landscaping and lighting will conform to Article 13 and 14 requirements, respectively. This Application is in harmony with the policies of the adopted Comprehensive Plan for the "Merrifield Town Center Core Area" and with the regulations of the Zoning Ordinance



Francis A. McDermott
Attorney/Agent for Applicant



MEMORANDUM

DATE: August 7, 2007

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

FROM: Pamela G. Nee, Chief *psn*
Environment and Development Review Branch, DPZ

SUBJECT: Comprehensive Plan Land Use Analysis: RZ 2005-PR-041
Merrifield Town Center

The memorandum, prepared by Jennifer Bonnette, includes citations from the Comprehensive Plan that provide guidance for the evaluation of the subject rezoning application and Conceptual /Final Development Plan (CDP/FDP) dated December 7, 2005, as revised through July 16, 2007 and the most recent proffers dated July 16, 2007. The extent to which the application conforms to the applicable guidance contained in the Comprehensive Plan is noted.

DESCRIPTION OF THE APPLICATION

The applicant, Merrifield Mixed Use LLC, requests approval to rezone approximately 31.37 acres from the I-4, I-5 and Highway Corridor Overlay (HC) zoning districts to the PDC (Planned Development Commercial), PRM (Planned Residential Mixed Use) and HC districts to develop a maximum 1,893,112 square foot mixed use project at a 1.2 floor area ratio (FAR) (1.39 FAR with affordable dwelling units (ADUs), ADU-related density, and workforce housing-related density), the maximum development recommended by the Comprehensive Plan. The development will consist of residential, retail, entertainment, institutional, and possibly hotel and office uses. An existing movie theater will be demolished and a new theater will be a central feature in the proposed development. An industrial sales establishment will also be demolished. The rezoning application represents a consolidation of industrial parcels that will implement a significant portion of "Town Center" concept envisioned in the Comprehensive Plan. The proposal is divided into nine parcels, each with new buildings and above and/or below grade structured parking facilities. Access to the property is via new entrances from Lee Highway (Route 29) and Eskridge Road and an existing entrance from Strawberry Lane.

The proposed development is divided into Parcels A through I. Four options for redevelopment are proposed, Options 1 through 4. Option 1 includes proposed uses and

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intensities for all nine parcels. Option 2 includes possible reconfigurations of uses and intensities located in Parcels A and B only. Options 3 and 4 includes possible reconfigurations in Parcel A only, with Option 2 for Parcel B in effect. The proposed uses and intensities for parcels C through I would remain the same under all four options. Each option provides for a significant amount of flexibility as to the uses and intensities in the individual parcels. Given the size of this mixed use project, programmatic flexibility will assist in assuring its successful development, as the applicant will be better able to respond to market conditions at the time of development. The "Merrifield Town Center Design Guidelines," which were submitted with the application, will be used in conjunction with the CDP/FDP as a guide in the creation of architectural, landscape, street section, building elevation, park feature and design elements.

Option 1 consists of the following:

- Parcel A - office, retail and/or hotel uses with a floor area of 165,000 to 380,000 sq. ft., divided into four sub-units:
 - Parcel A1 – 50,000 to 150,000 sq. ft. of office and/or retail uses in a 2-6 story structure.
 - Parcel A2 – 42,000 to 63,000 sq. ft. of office and/or retail uses in a 2 to 3 story structure.
 - Parcel A3 – 40,000 to 50,000 sq. ft. of retail uses in a 2 to 3 story structure.
 - Parcel A4 – 13,000 to 50,000 sq. ft. of retail and 20,000 to 130,000 sq. ft. of office or hotel uses in a 2 to 10 story structure.
- Parcel B – 175,000 to 285,000 sq. ft. of retail uses in a 2 to 3 story structure.
- Parcel C – retail and residential uses with a floor area of 100,000 to 164,000 sq. ft.
 - 20,000 to 28,000 sq. ft. of retail and 80,000 to 136,000 sq. ft. of residential uses in a 4 to 5 story structure.
- Parcel D – retail and possibly office uses with a floor area of 35,000 to 83,000 sq. ft.
 - 20,000 to 83,000 sq. ft. of retail and possibly 15,000 to 45,000 sq. ft. of office uses in a 2 to 3 story structure.
- Parcel E – retail and residential uses with a floor area of 100,000 to 164,000 sq. ft.
 - 20,000 to 28,000 sq. ft. of retail and 80,000 to 136,000 sq. ft. of residential uses in a 4 to 5 story structure.
- Parcel F – retail and residential and/or hotel uses with a floor area of 106,000 to 323,000 sq. ft.
 - 15,000 to 29,000 sq. ft. of retail and 91,000 to 294,000 sq. ft. of residential and/or hotel uses in a 4 to 11 story structure.
- Parcel G – retail, residential and possibly office uses with a floor area of 200,000 to 298,000 sq. ft.
 - 20,000 to 36,000 sq. ft. of retail, 0 to 10,000 sq. ft. of office, and 180,000 to 278,000 sq. ft. of residential uses in a 4 to 6 story structure.
 - Integrated 7 level above-grade parking deck up to 75 feet tall.

- Parcel H – retail and residential and/or hotel uses with a floor area of 100,000 to 186,000 sq. ft.
 - 20,000 to 36,000 sq. ft. of retail and 80,000 to 150,000 sq. ft. of residential and/or hotel uses in a 4 to 8 story structure.
- Parcel I – 70,000 to 120,000 sq. ft. of theater uses in a 30 to 50 foot tall structure.
 - Includes 1,000 sq. ft. of community meeting space.
- East Parking Deck – 1 level below and 5 to 7 levels above-grade up to 85 feet tall.
- West Parking Deck – 1 level below and 5 levels above-grade up to 75 feet tall.

Option 2 consists of the following:

- Parcel A - office, retail and hotel uses with a floor area of 190,000 to 440,000 sq. ft., divided into two sub-units:
 - Parcel A1 – 170,000 to 200,000 sq. ft. of retail uses in a 2 to 3 story structure.
 - Parcel A2 – 10,000 to 40,000 sq. ft. of retail, and possibly 5,000 to 40,000 sq. ft. of office and 80,000 to 200,000 sq. ft. of hotel uses in a 2 to 8 story structure. Also, a parking deck with 1 level below and 7 levels above-grade up to 85 feet tall.
- Parcel B – retail and possibly office, residential and hotel uses with a floor area of 120,000 to 600,000 sq. ft., divided into two sub-units:
 - Parcel B1 – 25,000 to 60,000 sq. ft. of retail, and possibly 5,000 to 35,000 sq. ft. of office and 100,000 to 360,000 sq. ft. of residential uses in a 2 to 11 story structure.
 - Parcel B2 – 20,000 to 75,000 sq. ft. of retail, and possibly 100,000 to 145,000 sq. ft. of office and 80,000 to 200,000 sq. ft. of hotel uses in a 3 to 10 story structure.

Option 3 consists of the following:

- Parcel A – retail and possibly office and hotel uses with a floor area of 230,000 to 450,000 sq. ft., divided into two sub-units:
 - Parcel A1 – 170,000 to 210,000 sq. ft. of retail uses in a 2 to 4 story structure.
 - Parcel A2 – 35,000 to 80,000 sq. ft. of retail, and possibly 5,000 to 30,000 sq. ft. of office and 80,000 to 200,000 sq. ft. of hotel uses in a 2 to 11 story structure.

Option 4 consists of the following:

- Parcel A – retail and possibly office and hotel uses with a floor area of 190,000 to 570,000 sq. ft., divided into two sub-units:

- o Parcel A1 – 160,000 to 190,000 sq. ft. of retail and possibly 100,000 to 150,000 sq. ft. of office uses in a 2 to 8 story structure.
- o Parcel A2 – 20,000 to 40,000 sq. ft. of retail and possibly 80,000 to 200,000 sq. ft. of hotel uses in a 2 to 9 story structure.

The CDP/FDP submitted is a 48 sheet document containing details of each parcel. Building footprints are depicted at different elevations to graphically define the interrelationship of pedestrian connections, garage access points and building entrances. The breakdown of the proposed FAR is as follows:

Residential:	550,000 to 1,205,000 sq. ft. max. (including ADUs and ADU bonus density and Workforce Housing and Workforce Housing bonus density)
Office:	0 to 171,000
Hotel:	0 to 364,000
Theater:	70,000 to 120,000
Retail:	<u>370,000 to 675,000</u>
Total:	990,000 to 2,535,000

The draft proffers indicate that a minimum of 500 residential units will be constructed, including all ADUs and associated bonus dwelling units and Workforce Housing and associated bonus units. Market-rate units will have an average size of 1,100 square feet per dwelling unit.

The applicant has proffered to participate in and comply with the standards set forth in the U.S. Green Building Council's (USGBC) Leadership in Energy and Environmental Design for Neighborhood Development (LEED-ND) pilot program, which certifies achievement of high standards in sustainable neighborhood development, through the use of "smart-growth," "new urbanism," and "green" building design.

LOCATION AND CHARACTER OF THE AREA

The subject property is in one of the two core areas of the Merrifield Suburban Center. The core areas are envisioned to be more pedestrian-oriented and urban in character as they redevelop. The property is developed with a movie theater and industrial uses and is located in the heart of the Merrifield Commercial Revitalization Area. The site is located immediately south of Lee Highway (Route 29) inbetween Eskridge Road to the west and Gallows Road to the east. The site shares its eastern boundary with another mixed use residential development, Uniwest, and the Fairfax Plaza Shopping Center. To the south is Luther Jackson Middle School and an office park. To the west are the Merrifield Regional Post Office and industrial properties, including the Cox Communications tower. To the north across Lee Highway is Home Depot and other office and retail uses.

COMPREHENSIVE PLAN CITATIONS

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, The Merrifield Suburban Center, as amended through July 21, 2003, Land Unit Recommendations, Land Unit F, pages 76-81, the Plan states:

“LAND UNIT F

Land Unit F is comprised of approximately 107 acres and is bounded by Gallows Road on the east, Route 29 on the north, Prosperity Avenue on the west, and Land Unit G on the south. Existing development generally consists of retail uses in the eastern portion primarily along Gallows Road, industrial and office uses in the central portion, and the Merrifield Regional Post Office in the western portion of the Land Unit.

Most of Land Unit F, the portion east of the Merrifield Regional Post Office, is envisioned to redevelop as the “Town Center” for the Merrifield Suburban Center, with a mix of uses including office, retail, hotel, and residential uses. Buildings in the town center are envisioned to have retail and service uses located on the ground levels that are designed with a pedestrian orientation. Primary access points to the Town Center are envisioned to be at Merrilee Drive extension/realignment with Eskridge Road and Route 29, Gallows Road and Strawberry Lane, and Gallows Road and “Main Street/Festival Street”.

The major circulation improvements for this land unit include the extension of Eskridge Road to Williams Drive. Since Williams Drive connects with Route 50, this will complete the link from the Metro station through the “Town Center” to Route 50. Additional circulation improvements include aligning a Merrifield Regional Post Office entrance with the Dorr Avenue Extension to Route 29; the extension of Strawberry Lane west to connect with Eskridge Road; the movie theater access road extension south to connect with Williams Drive and/or Gatehouse Road (connecting with Gatehouse Road would require crossing Luther Jackson Intermediate School property); and an east/west road that connects Prosperity Avenue with Eskridge Road or Williams Drive. Within this area, at least one new road should function as the “Festival Street” as illustrated on Figure 28. The major arterial improvements include the widening of Route 29 and Gallows Road, and the planned improvements at the intersection of the two roads.

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

Sub-Units F1 and F2 (Town Center Area):

Sub-Unit F1 is the eastern portion of the Land Unit that is oriented to Gallows Road and is planned for community-serving retail up to .35 FAR. Additional freestanding single tenant uses and "drive-through" uses, such as fast-food restaurants and car washes, are discouraged because each may disrupt pedestrian access. Drive-through uses that are low traffic generators, such as financial institutions and drug stores, may be considered provided that the drive-through facility is integrated within a multi-tenant building and is designed in a manner that does not impede pedestrian access. In any new retail center, an office component could be provided, if it does not exceed .10 FAR (or approximately 30% of the development's gross square feet), with any office component designed as an integral part of the retail center. Furthermore, any new retail center(s) should be designed in a manner that is consistent with the town center concept.

Sub-Unit F2 is the central portion of the Land Unit that is generally between the Post Office property and Sub-Unit F1. Sub-unit F2 is planned for and developed with industrial and office uses up to a .5 FAR, except for the portion of Tax Map 49-3((1))80A that is in Sub-Unit F2.

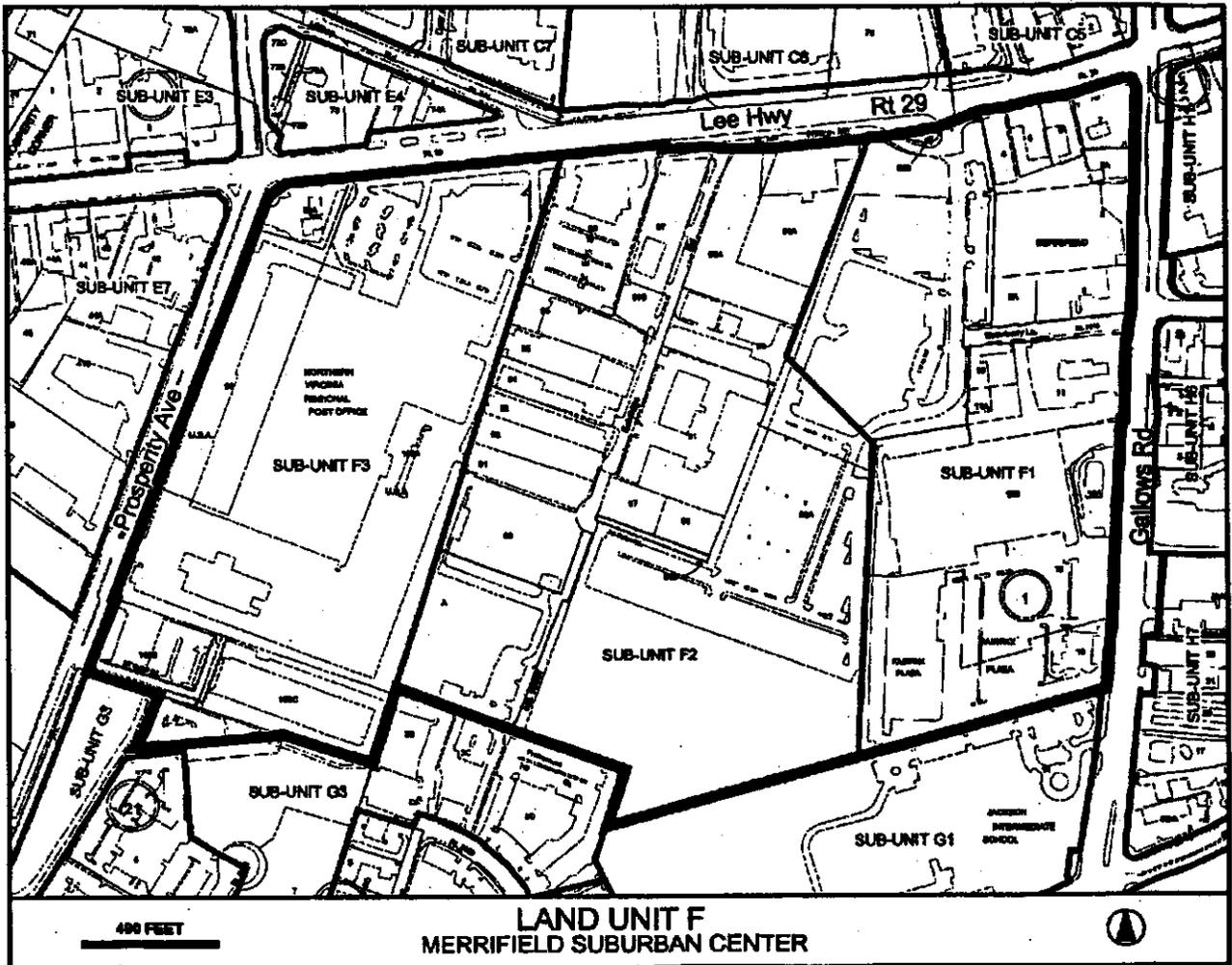
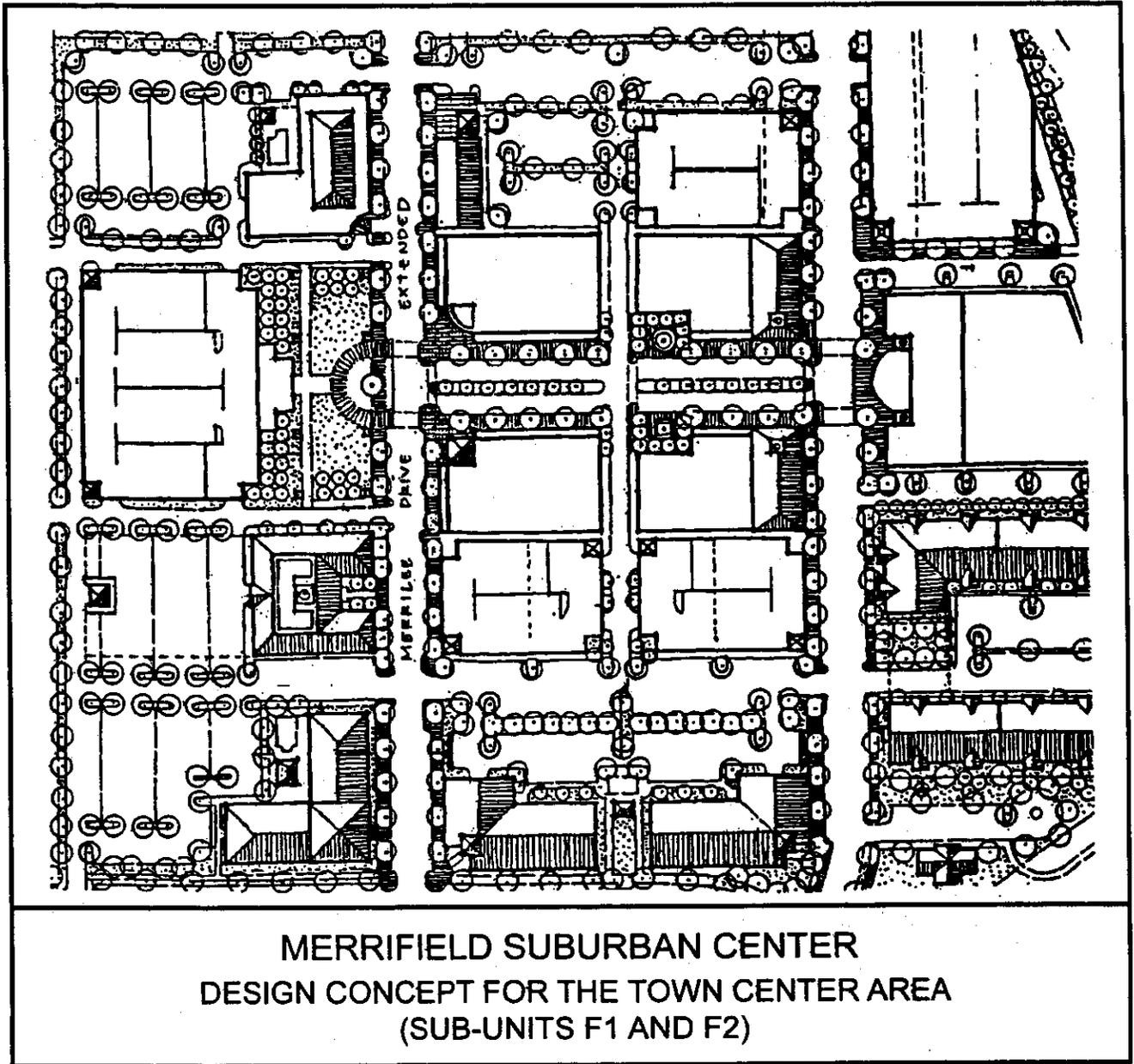


FIGURE 27



MERRIFIELD SUBURBAN CENTER
DESIGN CONCEPT FOR THE TOWN CENTER AREA
(SUB-UNITS F1 AND F2)

FIGURE 28

This portion of Parcel 80A could be developed with office or a new theater complex. Any new development should be designed in a manner consistent with the town center concept.

Any modification, expansion, and/or reuse of the existing buildings should be consistent with guidelines for Existing Uses and Buildings under the Area-Wide Land Use section. Any additional development in Sub-unit F1 and F2 at this base level should have consolidation or a coordinated development plan that provides for circulation improvements and streetscape improvements, as well as addresses urban design and other planning objectives which include implementing the town center concept. Also for any additional development at this base level on property in Sub-Units F1 and F2 abutting Sub-Unit G1, inter-parcel access between these sub-units should be considered and provided if needed to improve access to the school.

Option 1: As an option, in both Sub-units F1 and F2, redevelopment within these sub-units to office and retail up to .65 FAR may be appropriate if the redevelopment creates a component of the envisioned "Town Center." The retail component should comprise, at a minimum, 30% of the total development. Any development proposal under this option must address all applicable Area-Wide recommendations as well as the following guidelines.

- Consolidations of at least eight contiguous acres are encouraged. As an alternative, coordinated development plans with a combined land area of at least eight acres may be appropriate if the consolidation objectives are met. In any instance, it must be demonstrated that any unconsolidated parcels are able to develop in conformance with the Plan as described under the Land Use Guidelines in the Area-Wide Land Use section.
- Development proposals in these sub-units should provide for or contribute to road improvements as described in the Transportation Section of the Area-Wide recommendations. This area's recommended grid street system includes: the Eskridge Road extension south to Williams Drive and its realignment with Merrilee Drive to the north; the improvement of Strawberry Lane and its extension to Eskridge Road; the movie theater access road to connect with Williams Drive or Gatehouse Road. With the extension of the movie theater access road to either Williams Drive or Gatehouse Road, improvements to the intersection of Route 50/Williams Drive/Service Road should be made. Within this area, at least one road should function as the "Festival Street" that will have a concentration of retail and pedestrian activity (i.e., plazas, retail browsing areas and outdoor dining). See Figure 28 for an illustration of the grid system with the "Festival Street." Since a key transportation issue is the improvement of Eskridge Road and its realignment to Merrilee Drive, all development proposals under this option should contribute towards the Eskridge Road improvement in addition to providing other road improvements that improve circulation within this and adjacent areas as recommended in the Area-wide Transportation section.
- Development proposals should provide for inter-parcel access as well as other improvements that improve circulation within this and adjacent sub-units. For example, development proposals in Sub-Units F1 and F2 that abut Sub-Unit G1 should provide inter-parcel access to Sub-Unit G1 if needed to provide access to the school.

- Buildings should have retail and service uses located on the ground level that are designed to have a pedestrian orientation.
- Development should be designed with a pedestrian orientation, including open space amenities such as public plazas or greens as described under the Pedestrian and Transit Oriented Development Guidelines in the Urban Design section.
- Development should provide or contribute to the purchase of one to two acres of land for a public park within Sub-Units F1 and F2. This urban park should function as a public meeting and gathering place and should have a focal point such as a pavilion and/or fountain. As an alternative, this open space amenity could be a private facility if the space has public access and is available for public activities.
- Development should be designed with parking structures behind and/or under buildings.

Option 2: As an alternative to the office and retail option, mixed-uses with residential use and/or hotel use may be appropriate up to 1.2 FAR, if the redevelopment creates a component of the envisioned "Town Center." Development proposals should be in conformance with the Area-Wide Recommendations for alternative uses (see the Area-Wide Recommendations, Land Use Guidelines), and development proposals under this option must address the previous option's guidance, all applicable Area-Wide guidelines, as well as provide for the following:

- The alternative uses appropriate in this sub-unit are limited to residential, institutional, hotel, major entertainment uses, as well as retail and service uses. Only the portions of retail and service uses that exceed 20% of the total development's square footage are considered alternative uses as described under the Alternative Use Guidelines. Retail and service uses may comprise up to 35% of the development's square feet and may include employee amenities such as health clubs, day care and food services, all of which should be an integral part of the office, hotel and/or residential buildings.
- Major entertainment uses could include a "theater complex" and/or retail entertainment centers. These uses combined with retail and service uses should not exceed 55% of the development's total square footage.
- Institutional, cultural, recreational, and/or governmental uses are encouraged within the Town Center and should be provided consistent with the Area-Wide guidance.
- If residential development is proposed, affordable dwelling units should be provided on-site or as indicated under the Land Use Guidelines in the Area-Wide Land Use Section.
- Any proposed residential development should demonstrate that it is an integral component of the Town Center through design, architecture, materials, access and parking and should

create a viable living environment by providing recreation and other amenities for the residents as indicated under the Land Use Section of the Area-Wide Recommendations.

Height Limit: Under the options, maximum building height is 95 feet when development is not integrated with structured parking. In order to encourage structured parking to be located under buildings, a height bonus of up to 20 feet (or a maximum height of 115 feet) is appropriate when at least 2 levels of structured parking are provided under the building, either at or below grade. The building height bonus should be contingent on increasing the amount of open space amenities. See the Building Heights Map, Figure 16, and the Building Height Guidelines under the Area-Wide Urban Design section.

The following illustrative urban design plan shows an approach for creating a "sense of place" for the area south of Route 29 and west of Gallows Road, the new town center for the Merrifield Suburban Center (see Figure 28). The "sense of place" is provided through the creation of a "Festival Street," which could be anchored at one end by the town green and at the other by a multiple screen theater. The Festival Street has wide sidewalks and pedestrian plazas fronting retail shopping and restaurants on the lower floors of the office buildings. It should be designed to foster both daytime and nighttime activity, reminiscent of the downtowns of earlier times and what has been achieved at other Town Centers such as the Reston Town Center. Residential areas are shown as ringing the southern boundary in this town center illustration. The purpose is to encourage more pedestrian activity by allowing people to live close to the town center's shops, restaurants, theaters, offices, and parks.

The wide variety of land uses shown in this illustration, are integrated through both landscape and architectural transitions. Buildings front and address the street with finished facades that create the feeling of a mixed-use downtown. With attractive facades, low- to mid-rise building heights, and comparable building masses, non-residential uses can face residential uses across the street with no adverse impact. Where parking decks are located along a street, they are designed to incorporate street level retail as a mask to the garage behind, providing an appropriate transition to other uses. In some locations, formally landscaped green spaces provide transitions between non-residential and residential uses."

COMPREHENSIVE PLAN MAP: Mixed Use and Retail and Other

ANALYSIS

The Comprehensive Plan recommends that the two designated core areas of the Merrifield Suburban Center, the metro station area and the town center area, become more urban in nature. A town center is recommended to serve as the center of the Merrifield Suburban Center and as a focal point for the community. The Plan envisions this town center as a mixed-use development that may include office, residential, retail, hotel, major entertainment uses, institutional, cultural, recreational, and governmental uses as well as provide for a more urban form and streetscape. The Plan recommends that the town center would provide vehicular and pedestrian linkages to the Dunn Loring Metro Station and urban green spaces, such as plazas, parks and greenways.

The subject property falls within the area planned as a town center, that include Sub-units F-1 and F-2 of The Merrifield Suburban Center Plan. The Sub-units are planned, respectively, for community serving retail use at a 0.35 floor area ratio (FAR) and for industrial and office uses at a .50 FAR, with two alternative development options. The applicant proposes to consolidate and redevelop the subject property in accordance with the recommendations for the town center alternative development, Option 2. Development up to a 1.2 FAR is appropriate if a component of the town center is created.

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

Issue: Mix of Uses and Intensity of Development. "The alternative uses appropriate in this sub-unit are limited to residential, institutional, hotel, major entertainment uses, as well as retail and service uses...Retail and service uses may comprise up to 35% of the development's square feet and may include employee amenities such as health clubs, day care and food services, all of which should be an integral part of the office, hotel and/or residential buildings; Major entertainment uses could include a "theater complex" and/or retail entertainment centers. These uses combined with retail and service uses should not exceed 55% of the development's total square footage; Institutional, cultural, recreational, and/or governmental uses are encouraged within the Town Center and should be provided consistent with the Area-Wide guidance."

The Plan intent is to create a town center with a mix of uses to serve as a core area for the Merrifield Suburban Center. The applicant proposes to develop a project at the maximum intensity recommended by the Comprehensive Plan of a 1.2 FAR, not including bonus density. The development provides for a significant range in the number and intensity of uses and the location of those uses on the subject property. Residential, retail, entertainment and community uses are guaranteed. Office and hotel uses are optional. Hotel use is proposed on Parcels A, B, F and/or H or none of them. Likewise, office use is possible on Parcels A, B, D and/or G or none of them. Residential use is guaranteed on Parcels C, E and G, but may also be developed on Parcels B, F and H. All of the parcels except for the movie theater parcel are guaranteed to have some level of retail use, mostly on the ground floors. The intensity of the uses on each parcel may vary significantly too, depending on the type of use developed and market conditions at the time of development. Minimum and maximum intensities have been proffered and a Program Table clearly describes the possible development options in each parcel. The development possibilities are also described and depicted in the CDP/FDP and the Design Guidelines. However, with this flexibility, the applicant should also meet the Plan recommendation which states that major entertainment uses, such as the proposed movie theater, plus retail and service uses should not exceed 55 percent of the development. As currently proposed, if the applicant were to develop the project at the maximum FAR and

develop the maximum amount of retail and entertainment uses, 47.2 percent of the development would be devoted to retail and entertainment uses. However, if the applicant developed the maximum amount of retail and entertainment uses, but chose not to develop any office or hotel uses and the minimum amount of residential uses, then the retail and entertainment uses would consume 62 percent of the project. This scenario is unlikely, but given the flexibility in uses and intensities it is conceivable that the project could exceed the Plan maximum of 55 percent for retail and entertainment uses. The Plan intent is to establish a town center in which the various uses would function like "the downtowns of earlier times". A project with too much of a focus on retail and entertainment would defeat this vision.

Additional proffered uses include 1,000 square feet of community meeting space within the theater building, to be provided at no cost to Fairfax County to serve community needs, and a satellite police office to be located in the applicant's security offices at no cost to the county.

This issue remains outstanding.

Issue: Height Limits. "Under the options, maximum building height is 95 feet when development is not integrated with structured parking. In order to encourage structured parking to be located under buildings, a height bonus of up to 20 feet (or a maximum height of 115 feet) is appropriate when at least 2 levels of structured parking are provided under the building, either at or below grade. The building height bonus should be contingent on increasing the amount of open space amenities."

The Program Table proposes a range of heights for each use in each parcel. Not all building heights can be maximized simultaneously. The possible heights in each parcel are further described and depicted in the CDP/FDP and Design Guidelines.

The applicant has proposed to develop up to three buildings, Parcels A, B and/or F at the maximum height of 115 feet recommended by the Comprehensive Plan. Under Development Options 3 and 4 for Parcel A, which include a possible 115 foot tall building, parking is provided within the same parcel either at ground level or below-grade in a structure adjacent to or connected to the tall building. Under Development Option 2, the structured parking for Parcel B will be incorporated within the building. The applicant has not shown on the CDP/FDP that Building F will have structured parking under the building if it is more than 95 feet tall, as was recommended to the applicant. However, in the development plan's "Notes" section and as a notation in the Program Table, the applicant has stated that all buildings taller than 95 feet will have two levels of parking beneath them, whether at or below grade.

A notation on each elevation sheet in the CDP/FDP states that the elevations depicted represent minimum and maximum heights, however on only some of the elevations are the heights labeled. In addition, there are inconsistencies between the CDP/FDP and proffers regarding

the building heights listed. The maximum height on the "Parcel A, Option 2 Elevations" sheet is labeled 85 feet, however the height in the Program Table found in the proffers and on the CDP/FDP is labeled 95 feet. The "Parcel A, Option 3 Elevations" sheet is labeled 95 feet, and not the 115 feet stated in the Program Table.

The height of the parking structures on Parcels A and B, Option 1 are not labeled on the CDP/FDP. This information is provided in the proffers, which state that the maximum height of the structured parking decks will be a maximum of 75 feet tall, with the exception of Parcel A's parking deck and the East Parking Deck. The height for the parking structures should be labeled on the CDP/FDP too. Additionally, a part of the "Parking Deck Heights" proffer is problematic. The proffer states that Buildings D and F may include at or above-grade structured parking not to exceed 75 feet in height. However, it is unclear, based on the CDP/FDP and Design Guidelines, how an above-grade parking structure could be incorporated into these two buildings.

This issue remains outstanding.

Issue: Residential Uses. "Any proposed residential development should demonstrate that it is an integral component of the Town Center through design, architecture, materials, access and parking and should create a viable living environment by providing recreation and other amenities for the residents."

The project has successfully integrated residential uses into the overall town center design. Residential uses are proposed on the upper floors of Parcels C and E and on the ground and/or upper floors of Parcel G, with retail and/or ancillary residential uses located on the first and/or second floors. Additionally, residential use may be located on Parcels B, F and/or H. The CDP/FDP and Design Guidelines identifies architectural features for the proposed buildings. In addition, the applicant proffered to the architectural treatment of the development so as to "create a sense of identity and place and preserve human scale through the use of certain unifying elements." Each of the residential buildings is proposed to provide outdoor amenity areas, which could include a swimming pool, landscaped courtyard area with seating, and other amenities including a fitness center, business center and bike racks. The applicant proffered to provide a substantially-comparable level of amenities in each residential building or shared among the buildings.

Staff feels that this issue has been adequately addressed.

Issue: Urban Design. The Comprehensive Plan envisions creating a "sense of place" "through the creation of a "Festival Street," which could be anchored at one end by the town green and at the other by a multiple screen theater. The Festival Street has wide sidewalks and pedestrian plazas fronting retail shopping and restaurants on the lower floors of the office

buildings. It should be designed to foster both daytime and nighttime activity, reminiscent of the downtowns of earlier times and what has been achieved at other Town Centers such as the Reston Town Center...The purpose is to encourage more pedestrian activity by allowing people to live close to the town center's shops, restaurants, theaters, offices, and parks.

The wide variety of land uses...are integrated through both landscape and architectural transitions. Buildings front and address the street with finished facades that create the feeling of a mixed-use downtown. With attractive facades, low- to mid-rise building heights, and comparable building masses, non-residential uses can face residential uses across the street with no adverse impact. Where parking decks are located along a street, they are designed to incorporate street level retail as a mask to the garage behind, providing an appropriate transition to other uses. In some locations, formally landscaped green spaces provide transitions between non-residential and residential uses."

The mixed use project satisfies the Plan's vision by proposing a vibrant town center core with a main street, Festival Street, that is anchored on one end by a multiple screen theater and on the other by large-scale retail. Festival Street is lined with mixed use buildings, which are to be integrated through landscaping, open space and architecture. A variety of building heights are proposed. Parking structures are mostly obscured from view.

The parcel consolidation proposed with this application is of a logical and sufficient size to allow the project to function in a well-designed and efficient manner. The proposed development does not preclude other unconsolidated parcels from developing in conformance with the Plan. To plan for the future redevelopment of the remaining industrial uses on both sides of Eskridge Road, the applicant has proffered to provide an option for adaptive reuse of the ground floor of the office building in Parcel A, Option 1 and the residential units in Parcel G fronting on Eskridge Road to permit retail. The residential units in Parcel G may also be built as live-work units.

Staff feels that this issue has been adequately addressed.

Issue: Parks "Opportunities should be provided for pedestrians to sit, especially in plazas, courtyards, urban greens and parks. Seating opportunities include the provision of low walls, wide steps, benches and other outdoor furniture...Usable open space in the form of plazas, urban greens, courtyards or parks should be provided throughout the Merrifield Suburban Center, especially in the Transit Station Area and the Town Center, in order to create a strong pedestrian focus. Developments should provide these pedestrian amenities, which include landscaped areas with shade trees, seating areas, public art and other amenities that make attractive gathering places for the local workforce, shoppers, and residents. In some instances, these open space amenities should be large enough and designed in a manner to accommodate informal activities as well as programmed events during lunch-hours and after-work hours."

“Development should provide or contribute to the purchase of one to two acres of land for a public park within Sub-Units F1 and F2. This urban park should function as a public meeting and gathering place and should have a focal point such as a pavilion and/or fountain.”

Two larger parks, North and South Parks, are proposed, which are linked by Festival Street. North Park will be an integration of land from the subject property and the adjacent Uniwest development. Combined, the park will be exactly one acre in size. The park will include a play fountain, lawn areas, children’s play areas, optional newsstands and kiosks, and potential public art locations. The park will abut a building planned for ground floor retail and restaurants. South Park, at 22,000 square feet in size, will include a play fountain, lawn area for performances and events, park benches and potential public art locations. The park will be surrounded on two sides by restaurant and retail uses and will be located across the street from the movie theater. Two smaller open spaces include an 8,000 square foot “Theater Mews” located to the east of the theater along the pathway to Luther Jackson Middle School and a 1,000 square foot “Restaurant Garden” located in between Parcels D and F. The total park area makes up 1.33 acres of the site, not including the Uniwest park area.

Staff feels that this issue has been adequately addressed.

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

The application property includes three of the four streetscape concepts planned for the Merrifield Suburban Center to assist in its transformation from an industrial area to a mixed use area with pedestrian-friendly features. The CDP/FDP includes landscape and streetscape plans, detailed plans for the park areas and other features along with proffer considerations for landscaping and streetscaping. In general, all the streets within the project meet the Plan’s intent for an urban streetscape to serve the functions of the different types of streets. Retail streets, including Festival Street, Strawberry Lane and the retail portion of North Street, will be lined mostly with retail and have lobbies for upper floor uses (residential, office and hotel). Residential streets, including North Street and Festival Street Extended, will have either retail or residential entrances along the ground floor. The streetscapes have been designed to provide visual continuity and user safety. They serve as open space areas that connect the two larger parks and the smaller open space areas. Additionally, the CDP/FDP depicts animated façade areas throughout the proposed development which are important elements of a

pedestrian-friendly urban environment. Landscaping is incorporated into the streetscapes throughout the project as well as in the proposed park areas.

Staff feels that this issue has been adequately addressed.

Issue: Pedestrian Circulation “In development proposals which entail new development or redevelopment, increased intensity/density, increased building heights, and/or which substantially change the design of a previously approved development commitment, pedestrian linkages should be provided to adjacent development and to the countywide trail system where feasible. The goal is to connect local sites with the larger community and to enhance the continuity of the pedestrian system. Pedestrian linkages could include sidewalks, trails, plazas, courtyards and parks with path systems...Auto and pedestrian traffic should be separated, i.e., pedestrians should not be required to walk in a travel lane or through a parking structure to reach their destination.”

The CDP/FDP’s Pedestrian Circulation Plan depicts circulation on the site as well as connections offsite. Crosswalks will connect Eskridge Road and Merrilee Drive across Lee Highway. Likewise, a trail along the subject property’s Lee Highway frontage is proposed, which will connect the terminus of Festival Street to the crosswalks at the intersection of Eskridge Road and Lee Highway. These connections will provide pedestrian access to the north to the Dunn Loring Metro Station via Merrilee Drive. In addition, the applicant will provide direct pedestrian access to Luther Jackson Middle School, located to the south of the subject property, during daylight hours and may restrict access outside of school hours. Moreover, the elimination of curbs is proposed in certain areas on Festival Street in order to facilitate pedestrian circulation.

Staff feels that this issue has been adequately addressed.

Issue: Affordable Housing. “If residential development is proposed, affordable dwelling units should be provided on-site.”

“For those areas planned for mixed-use with residential units, such as the town center and the transit station area, ADU and bonus units should be provided for the residential component as a condition for attaining the high end of the area’s mixed-use potential. The amount of ADU and bonus units should utilize the ADU Ordinance formula. Since the ADU Ordinance formula uses a density range, the applicable density range should be determined as follows: For an area planned for...up to 1.2 FAR under Option 2, the intensity range would be considered .8 FAR to 1.2 FAR, which is equivalent to 35 to 50 dwelling units per acre (assuming approximately 1000 square feet per unit). In this example, the high end would be considered the top 60% of the range, or intensities above .96 FAR.”

The applicant has proffered to provide a total of 12 percent of the total market rate residential units as either affordable dwelling units (ADUs) or workforce housing. Five percent of all non-bonus market residential units built on the property will be ADUs. The "Notes" section in the CDP/FDP states that none of the ADU units will be provided in high-rise residential buildings. ADUs attributable to them will be provided in other residential buildings. In addition, the applicant has committed to providing seven percent of all market rate residential units as workforce housing units. Thirty percent of the units will be provided to residents at up to 90 percent of the area median household income (AMI), 30 percent of the units at up to 110 percent AMI, and 40 percent at up to 120 percent AMI. The workforce units will range in size from 500 to 850 square feet and may be provided as efficiency, one or two bedroom units. The applicant has agreed to emphasize the marketing of the workforce units to bicyclists, one or no-car individuals/families and employees of nearby employers to minimize vehicular trips.

Staff feels that this issue has been adequately addressed.

Issue: Parking "Locating buildings closer to the roadway means that most off-street parking will be located in structures behind or beneath buildings. Parking structures should generally be integrated with an associated building in a manner that maximizes usable open space and the provision of pedestrian linkages."

Almost all parking spaces in the proposed development will be provided as structured parking spaces located either under, within or wrapped by buildings, or in separate above grade parking structures serving adjacent buildings. The above grade parking structures are proposed to be a maximum 75 feet tall, with the exception of the Parcel A and East parking decks, which may be a maximum of 85 feet tall. The applicant has proffered to treat the facades of the above-grade garages with materials consistent with those materials used on companion buildings. On-street parking is proposed along both sides of each of the private streets within the development, which include Festival Street, Festival Street Extended, North Street, and Strawberry Lane. Parking for residential units may be provided in parking structures connected to other, adjacent residential buildings. Two small surface parking lots will be located behind the theater. Additionally, the proffers anticipate the future evaluation and pursuance of a parking reduction given the subject property's proximity to the Dunn Loring Metro Station, future provision of shuttle service, character of the proposed development as a mixed use development near transit, and the intended effects of the Transportation Demand Management (TDM) Plan.

Staff feels that this issue has been adequately addressed.

Issue: Transportation "Primary access points to the Town Center are envisioned to be at Merrilee Drive extension/realignment with Eskridge Road and Route 29, Gallows Road and Strawberry Lane, and Gallows Road and "Main Street/Festival Street". The major circulation

improvements for this land unit include the extension of Eskridge Road to Williams Drive. Since Williams Drive connects with Route 50, this will complete the link from the Metro station through the "Town Center" to Route 50. Additional circulation improvements include...the extension of Strawberry Lane west to connect with Eskridge Road; the movie theater access road extension south to connect with Williams Drive...Within this area, at least one new road should function as the "Festival Street".

"Mitigating Transportation Impacts of Development – All development proposals should provide adequate access, turn lanes, interparcel access and other measures needed that mitigate the traffic impacts of the proposed level of development. If the application cannot demonstrate that the impacts of the proposed development can be mitigated on the surrounding road system, development potential should be reduced to a level at which impacts can be mitigated within the current capacities of the surrounding road system or development should be phased to occur with capacity increases resulting from planned road improvements. If phased, development should be phased with appropriate transportation improvements, so that a balanced roadway network will occur in the long-term, with new development not exacerbating overall existing conditions in the short term. A phasing program may include on-site and off-site improvements, intersection, signalization and parking improvements as identified in the specific land unit guidance..."

Transportation Demand Management (TDM) – The transportation goal in the County's Policy Plan is for a mode split of at least 15 percent of the commuters to Suburban Centers and Transit Station Areas to occur by means other than single occupancy vehicles (SOV)."

The proposed development creates and extends a grid of streets by constructing a north-south main street, Festival Street, similar to that proposed in the Comprehensive Plan, extending Strawberry Lane through to Eskridge Road and, in conjunction with Fairfax County, extending Eskridge Road through to Williams Boulevard. Additionally, the newly created North Street and the east-west service alley located in the southeast corner of the site will be designed and constructed to connect to adjacent parcels abutting these streets and to facilitate the construction by others of those private streets as through private streets connecting Gallows Road to Eskridge Road. Festival Street Extended connects the movie theater's parking area, West Deck, to Eskridge Road.

Access to Yates Way, which is located on the east side of Parcel B, will potentially connect Strawberry Lane with Route 29 if the adjacent property, Uniwest, grants access. This connection is an essential element of the proposed project. Without this connection, the traffic impacts will be at an unacceptable level unless the level of development is reduced. In addition, the loading areas and parking entrances for Parcel B would be located along Strawberry Lane, which would lead to an aesthetically unpleasing streetscape on Strawberry Road directly across the street from the one acre-sized North Park, and greatly impact the

success of the pedestrian-friendly urban environment this development is attempting to create. This issue remains outstanding.

The applicant, individually or in conjunction with other property owners within the Merrifield Town Center, will operate or contract with a third party to operate and maintain a shuttle service for use by the residents and employees of the development to provide access to and from the Dunn Loring Metro Station. The shuttle will operated during morning and evening peak hours on weekdays, and possibly on Saturdays. The applicant has proffered to discontinue shuttle service if an Areawide Circulator is established to link uses within the Merrifield Suburban Center, including the subject property and the metro station, and has agreed to provide financial support for the Circulator if that is the case.

The proffers call for an ultimate 30 percent trip reduction for residential uses and 20 percent for office uses. The residential goals will increase from 7 to 30 percent over the course of construction, establishment of a shuttle, and possible replacement of the shuttle with an areawide circulator. The office goals will likewise increase from 9 to 20 percent with build out of the development. The application's conformance with the Plan recommendations will be determined by staff in the Fairfax County Department of Transportation.

PGN: JRB

ADDITIONAL PLAN CITATIONS

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 4, the Plan states:

“Planning Objectives

The following objectives for the Merrifield Suburban Center provide a general framework to achieve this future vision.

- Encourage revitalization and redevelopment of portions of the Merrifield Suburban Center to create more attractive and functionally efficient commercial and residential areas with pedestrian-friendly and transit-oriented environments.
- Ensure a pattern of land uses that promotes stability in the adjacent residential areas by establishing transitional areas to prevent commercial encroachment on these adjacent areas.
- Create focal point(s) within the “town center” and the “transit station area” where development should be more intense and have a more urban form through the use of appropriate building heights, setbacks, building bulk, and site design.
- Encourage mixed-use development that includes pedestrian and auto circulation systems that integrate the development both internally and externally, resulting in transit-oriented and pedestrian-friendly environments.
- Encourage the development of additional housing (including affordable dwelling units) in the Merrifield Suburban Center so that employees may live near their workplace and transit services, in order to reduce the number and length of commuter auto trips.
- Develop a cohesive roadway system that provides a more extensive grid of streets to serve the town center, transit station area, and the area between.
- Establish a streetscape hierarchy along the roadways that will visually unify the Merrifield Suburban Center and create a pedestrian-oriented environment.
- Develop a cohesive pedestrian circulation system linked to open spaces such as plazas, courtyards, greenways, and parkland in order to facilitate walking and reduce reliance on private automobiles.
- Develop mass transit options, transportation strategies and planned highway improvements to mitigate traffic impacts in the Merrifield Suburban Center and in adjacent residential neighborhoods.

- Ensure that many of the community-serving commercial uses are retained and that new uses are encouraged to develop, such as a grocery store, pharmacy, book store, and a variety of small retail shops, as well as automotive and home service repair shops.
- Encourage the provision of additional community-serving institutional uses, as well as public uses that will serve the Merrifield Suburban Center and the surrounding neighborhoods. These uses may include a library, museum(s), theater, childcare, housing for the elderly, as well as religious and educational institutions.
- Encourage high-quality development in terms of site design, building design and materials, and open space amenities throughout the Merrifield Suburban Center. A more urban and pedestrian-oriented environment should be provided in the transit station area and the town center; and, a suburban character should be provided throughout the remainder of the Merrifield Suburban Center.
- The environmentally sensitive areas of the Holmes Run and Long Branch stream valleys and their tributaries should be retained as permanent open space. In addition, measures should be taken to ensure that runoff from new development will not deteriorate the environmental quality of these streams.

The attainment of the above objectives for the Merrifield Suburban Center, as well as the area-wide and specific land unit recommendations presented in this Plan will encourage a more urban character in a portion of the Merrifield Suburban Center. As mentioned previously, the areas encouraged to be more urban in character are the two core areas and the area connecting the core areas. Encouraging some areas to become more urban should result in a reduced dependence on the private automobile for local travel by linking future more urban development to significantly improved pedestrian and transit facilities. The area primarily outside of the core areas, which includes most of the Merrifield Suburban Center, will remain suburban in character, with its edges providing compatible transitions in intensity and scale to the nearby residential neighborhoods. However, even in the suburban areas, additional pedestrian and transit facilities are planned to help improve circulation and access throughout the entire Merrifield Suburban Center.”

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 8, the Plan states:

“LAND USE PATTERN

The Land Use Concept's pattern of development significantly modifies the planning policy that has shaped Merrifield over the last three decades. The fundamental new policy direction is to establish two core areas (i.e., the Transit Station Area and the Town Center) with urban characteristics. The areas adjacent to these cores are also envisioned to become more urban in

character. However, the majority of the Merrifield Suburban Center (i.e., the non-core areas) is to remain suburban in character, with the edges of the suburban center providing well-defined transitional areas to the surrounding single-family neighborhoods. The Plan further describes the core areas, areas adjacent cores, non-core areas and edge areas, and illustrates the location of these areas on the Land Use Concept Map (See Figure 2).

Core Areas and Areas Adjacent Cores

The highest development intensities and the most “urban” areas of the Merrifield Suburban Center will be located within the designated core areas: the “Town Center Area” and the “Transit Station Area.” Within these areas, mixed-use development is encouraged and may include office, residential, retail, hotel, major entertainment uses, as well as institutional, cultural, recreational, and governmental uses. To encourage a more urban environment, new buildings should be located close to roadways while allowing for streetscape amenities such as street trees, sidewalks, plazas, street furniture, and landscaping. Locating buildings closer to the roadway means that most off-street parking will be located in structures behind or beneath buildings. Parking structures should generally be integrated with an associated building in a manner that maximizes usable open space and the provision of pedestrian linkages. The areas adjacent core areas will also have the potential to become more urban and pedestrian-oriented in character, but will have less intense development than the core areas.”

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 12, the Plan states:

“Affordable Housing – County policies include promoting the development of multifamily housing in mixed-use centers in an effort to diversify the County’s housing stock and to encourage lower cost housing options near employment opportunities. In order to implement these policies within the Merrifield Suburban Center, development proposals having a residential component should provide for Affordable Dwelling Units (ADUs). This can occur preferably through the provision of ADUs within the residential development, or the provision of units elsewhere within the Merrifield Suburban Center. Only if the provision of ADUs is not feasible, a contribution to the Fairfax County Housing Trust Fund could be made, as indicated below...

- For those areas planned for mixed-use with residential units, such as the town center and the transit station area, ADU and bonus units should be provided for the residential component as a condition for attaining the high end of the area’s mixed-use potential. The amount of ADU and bonus units should utilize the ADU Ordinance formula. Since the ADU Ordinance formula uses a density range, the applicable density range should be determined as follows: For an area planned for office use at .8 FAR under Option 1 and up to 1.2 FAR under Option 2, the intensity range would be considered .8 FAR to 1.2 FAR, which is equivalent to 35 to 50 dwelling units per acre (assuming approximately 1000 square feet per unit). In this example, the high end would be considered the top 60% of the range, or intensities above .96 FAR.

The calculation of ADU and bonus units to be provided should be based on the formula in the ADU ordinance. In cases where ADUs are not provided, development proposals within the Plan's density/intensity range are to contribute to the Housing Trust Fund at an amount of 1% of the development's residential value. If the proposed development is below the low end of the Plan's development potential, then ½% of the value for proposals below the high end, which is consistent with County policy.

Parcel Consolidation – Parcel consolidation should be provided when necessary to achieve planning objectives for the Merrifield Suburban Center. Parcel consolidation should be logical and of sufficient size to allow projects to function in a well-designed, efficient manner, and should not preclude the development of any unconsolidated parcels from developing in conformance with the Plan. Additional consolidation guidelines may be provided in the specific Land Unit Recommendation.”

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 14, the Plan states:

“Alternative Land Uses within Mixed-Use Option Areas – In order to provide significant opportunities to promote “Merrifield as a place to work, shop, live and play”, and to reduce peak-hour traffic, alternative land uses are recommended in the proposed town center, the transit station area, and in areas between the two cores, as indicated under the specific sub-unit recommendations. In these areas, the sub-unit recommendations provide for two development options, in addition to the base Plan. The first development option usually is for office development with support retail and service uses. The second development option encourages a mix of uses that could include residential, retail, hotel, entertainment, and/or institutional uses, as well as office use. Development potential under the second option provides a greater opportunity to create a more pedestrian-oriented environment, as well as an improved sense of place. The mix of uses that results will provide a synergy in the area and high-quality development. To encourage mixed-use areas, the planned office intensity under Option 1 can be converted to any of the sub-unit's recommended alternative uses at a ratio of 1:3 (one office square foot to convert to three alternative use square feet). To ensure a compatible scale, the maximum intensity increase under the above ratio should be limited and could result in an intensity that is 50% to 85% greater than Option 1's office use intensity, as specified in the sub-unit recommendation. In addition, a development's proposed mix of uses should have similar or less traffic impact (i.e., less peak-hour trips or a substantially different peak directional flow) than Option 1...

The following alternative uses may be considered in addition to the area's planned office use only when the alternative uses are identified in the sub-unit recommendation and when consistent with the above guidance for alternative uses.

- **Residential Use:** In the town center, the transit station area and the areas adjacent to core areas, where the sub-unit recommendations identify housing as a desirable component of an area's mix of land uses, planned office use can be converted to housing. As a condition of the conversion, the application should demonstrate that a viable, quality living environment can be created that is of a scale similar to the planned office use and provides recreational facilities and other amenities. Recreational uses should be appropriately designed and located to serve the residents within these developments and may include, but not be limited to, facilities such as tot lots, playgrounds, multi-use courts, tennis courts, pools, fitness centers, picnic areas, and park benches. In addition, the application should demonstrate that there is adequate pedestrian and vehicular access and circulation from residential development to public transportation, schools, parks and recreation facilities, commercial uses such as office and retail, as well as other community service uses.

Since the planned office intensities are relatively high in the town center, transit station area, and other areas where mixed-use is encouraged, the housing type (when the above conversion is used) should be limited to primarily mid-rise or high-rise multifamily development, which could include assisted living facilities. Multifamily development five stories and greater has the design flexibility necessary for integrating within nonresidential areas, and provides a comparable and compatible scale of development.

- **Hotel Use:** In the town center area and the transit station area, and where the sub-unit recommendations identify hotel as a desirable alternative use, planned office use could be converted to hotel use.
- **Retail and Service Uses:** In some sub-units, the alternative use flexibility should be applied to encourage retail and service uses that serve the needs of the greater Merrifield community. Retail uses that serve the surrounding area may include a large bookstore, full-service restaurants, boutiques, and other retail uses that are not ancillary in nature. Service uses that serve the greater Merrifield area could include health clubs and childcare centers for example. These uses should be designed and located on property consistent with the sub-unit guidance. In some instances these uses are specified as only being located within an office building, hotel, and/or residential development; in other instances the sub-unit guidance may provide flexibility for these uses by allowing for separate multi-tenant retail buildings if these structures are designed as an integral part of the development in terms of design, architecture, materials, access and parking. Retail and service uses typically range from 5% to 30% of the development's total square footage. The alternative use conversion factor should be applied only to the portion of retail and service uses that exceed 5% of the development's total square footage, or as otherwise specified in the specific sub-unit recommendation.
- **Support Retail and Service Uses:** In some sub-units, the alternative use flexibility should be applied to encourage support retail and service uses that are accessory and ancillary uses and that primarily serve the building's occupants and may serve some of the needs of the immediate area. Support retail uses are typically located on a building's first floor and may include a small restaurant or deli, dry cleaners, and other small retail shops. Service uses may include employee amenities such as an employee's fitness center, childcare for the children of employees and employee cafeterias. These uses usually comprise 3% to 10% of

a development's total square feet. The alternative use conversion factor should be applied only to the portion of support retail and service uses that exceed 3% of the development's total square footage, or as otherwise specified in the specific sub-unit recommendation. These should be located within office, hotel and residential buildings and are typically integrated into a building's first floor, however, other examples can include rooftop restaurants, childcare centers and fitness centers located on the roof top of parking structures or elsewhere in the building.

- **Major Entertainment Uses:** In the town center and transit station area, major entertainment uses should be encouraged by allowing the conversion of planned office use to major entertainment use as an alternative use, as specified in the specific sub-unit recommendation. Major entertainment uses include theater complexes, performing arts theaters, and retail entertainment centers. A retail entertainment center is a complex that includes theme retail and restaurants with high-tech entertainment and interactive games. These complexes should be 20,000 to 100,000 square feet.
- **Institutional, cultural, recreational, and governmental uses** which are compatible within mixed-use areas in terms of character and scale should be encouraged by allowing the conversion of planned office use to these uses as an alternative use, as specified in specific sub-unit recommendations. These uses should be an integral component of an office, hotel, and residential or mixed-use development. These facilities generally enrich community life, improve the provision of public services, and/or enhance the area's competitive edge. For example, these facilities may include the provision of museums, a theater/performing arts center, educational and/or religious institutions, a library, governmental office, or park facilities, which could be incorporated into a development within the Town Center or Transit Station Area."

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 17, the Plan states:

The urban design concept for the Merrifield Suburban Center is designed to achieve a balance between the more urban character of the proposed Town Center and the Transit Station Area and the more suburban character of the rest of the Merrifield Suburban Center and the surrounding residential neighborhoods. The principles for establishing the Urban Design Concept are as follows:

- Create a sense of place by encouraging the development of mixed-use focus areas (i.e., the Transit Station Area and the Town Center);
- Provide transportation connections throughout the Merrifield Suburban Center by creating an extensive grid of well-lit and landscaped streets, pedestrian paths, and other transportation linkages;
- Integrate land uses through architectural and landscape transitions;

- Create buildings with a distinctive architectural character and a street presence;
- Encourage high-quality development in terms of site design, building design and materials, and open space amenities;
- Avoid a community dominated by surface parking;
- Accommodate alternative transportation modes (i.e., walking, bicycling, busses, shuttles, and metro); and
- Provide attractive and usable community-serving civic and recreation space.”

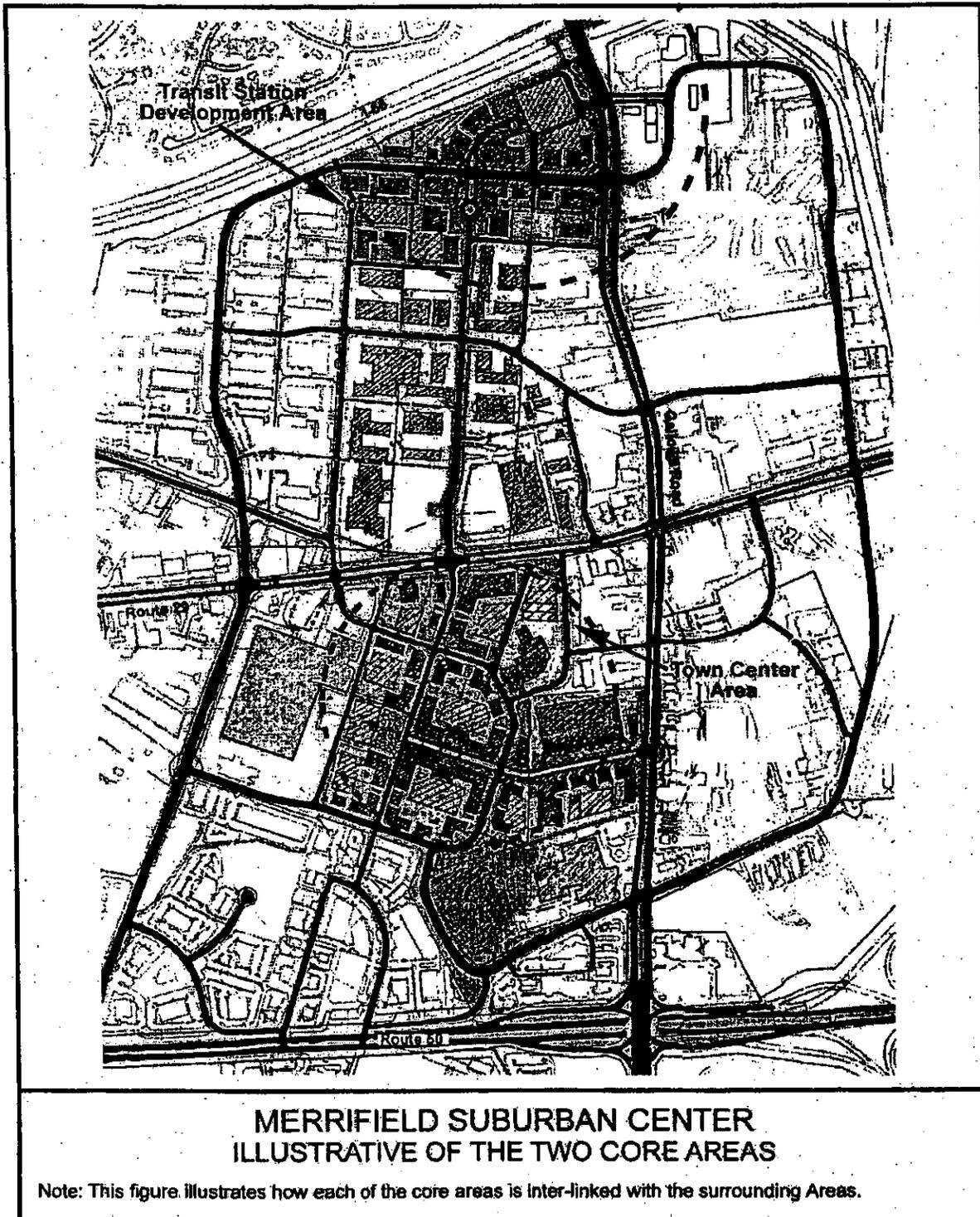


FIGURE 5

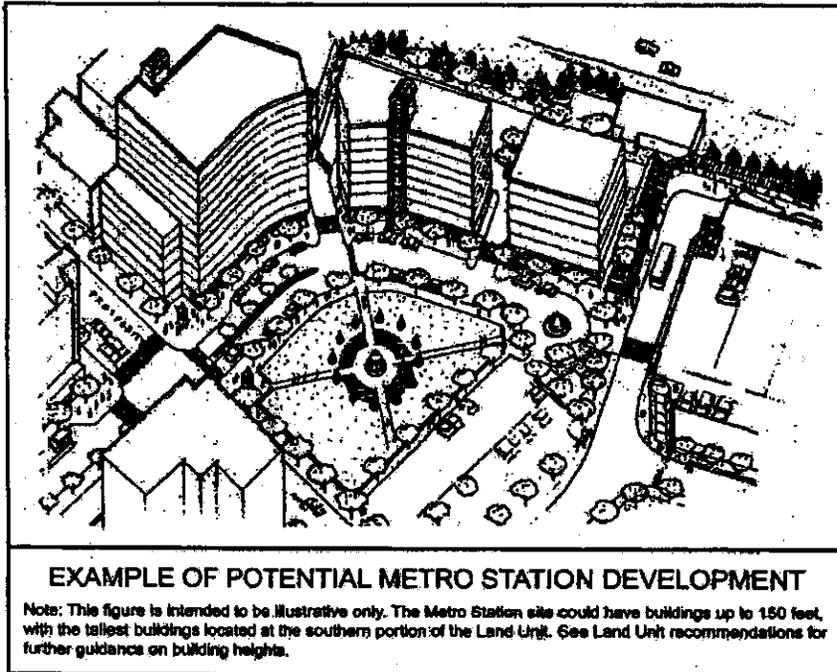


FIGURE 6

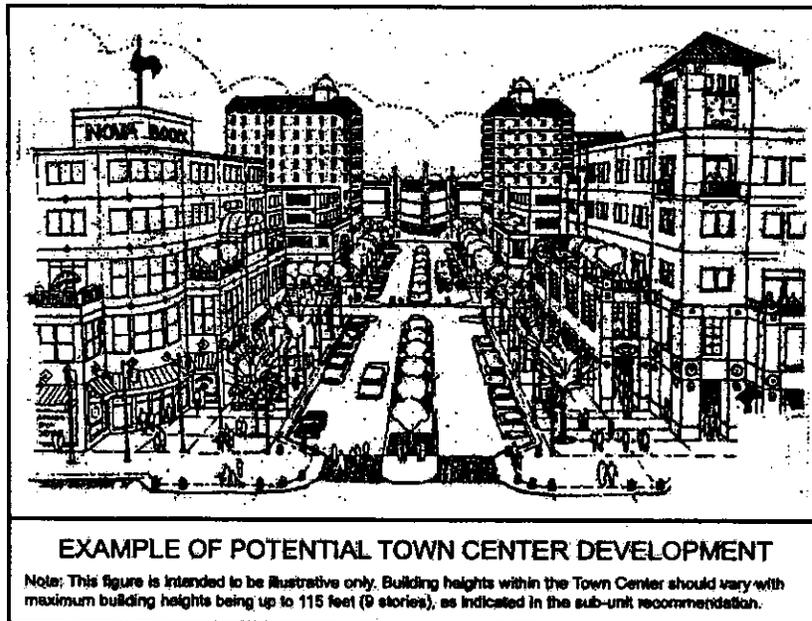


FIGURE 7

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 22, the Plan states:

“Open Space and Pedestrian System Guidelines

A part of the vision for the Merrifield Suburban Center is to create pedestrian-oriented areas with usable open space amenities. The following open space and pedestrian system design guidelines should be considered during the review process:

- In development proposals which entail new development or redevelopment, increased intensity/density, increased building heights, and/or which substantially change the design of a previously approved development commitment, pedestrian linkages should be provided to adjacent development and to the countywide trail system where feasible. The goal is to connect local sites with the larger community and to enhance the continuity of the pedestrian system. Pedestrian linkages could include sidewalks, trails, plazas, courtyards and parks with path systems.
- Additional sidewalks and trails beyond those indicated on Figure 8 (the Open Space and Pedestrian System Map) are encouraged, and are in some cases described in the Land Unit Recommendations Section. Providing fewer connections than those on the map is discouraged, unless it can be demonstrated that those connections are not needed because another circulation pattern would serve the same users as well or better.
- Opportunities should be provided for pedestrians to sit, especially in plazas, courtyards, urban greens and parks. Seating opportunities include the provision of low walls, wide steps, benches and other outdoor furniture.
- Auto and pedestrian traffic should be separated, i.e., pedestrians should not be required to walk in a travel lane or through a parking structure to reach their destination.
- Pedestrian safety should be an important factor in designing sidewalks, crosswalks and trails. Adequate lighting is essential. Pedestrian linkages between buildings and parking areas should be well-lit and landscaped. Site development should ensure that the landscaping does not impede visibility or create unsafe conditions.
- Pedestrians should be provided with safe and convenient access to transit stops/stations.
- Design of pedestrian linkages should minimize impacts on mature trees and other established vegetation. Where pedestrian linkages (existing or new) have few shade trees, additional trees should be planted.
- Signage along roadways should be provided to contribute to good pedestrian and vehicular orientation. Within the Merrifield Suburban Center, a signage theme should be established that provides consistency in terms of scale, design, color, materials and placement.

- Usable open space in the form of plazas, urban greens, courtyards or parks should be provided throughout the Merrifield Suburban Center, especially in the Transit Station Area and the Town Center, in order to create a strong pedestrian focus. Developments should provide these pedestrian amenities, which include landscaped areas with shade trees, seating areas, public art and other amenities that make attractive gathering places for the local workforce, shoppers, and residents. In some instances, these open space amenities should be large enough and designed in a manner to accommodate informal activities as well as programmed events during lunch-hours and after-work hours.
- The siting of buildings and the quality of design also influences the pedestrian experience. Care should be taken to ensure that buildings are not designed to create barriers to pedestrian circulation.”

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 23, the Plan states:

“General Streetscape Guidelines

Underground utilities: Undergrounding of utilities should be encouraged and should be coordinated with future roadway improvements and the rebuilding of sidewalks to foster a pedestrian environment and other Plan objectives. New development should provide underground utility conduits or provide commitments to construct these improvements in the future. If undergrounding utilities is not feasible, consideration should be given to relocating the utilities to the rear or side of the development.

Street Lighting: Street lighting should be provided that maintains the overall character and quality of the area, while providing adequate lighting levels that ensure public safety without creating glare or light spillage into neighboring low-density residential areas.

Gateways: Gateways define the major approaches to the area and are shown on Figure 9. At these points of entry to the Merrifield Suburban Center, gateways should have additional plantings and tree groupings in addition to the basic streetscape, and could also include signage and other design treatments that distinguish the location as an entrance to the Merrifield Suburban Center.

Streetscape Design Flexibility: When infill or expansion of buildings or other existing features constrain a site’s design, variation from the streetscape guidance should be permitted when that variation results in acceptable sidewalk widths and amounts of street trees and landscaping. For example, if the guidance is to provide a double row of street trees, but due to site constraints not enough space exists for the staggered rows, an equal number of street trees planted in a single row may be an appropriate alternative.

When street trees and other plantings are to be located in proximity to roadways or within medians, safety and sight distance should be taken into consideration upon reviewing a

development proposal's streetscape design. Modifications to the streetscape guidance is appropriate to account for these issues, but only if viable alternatives in streetscape design can be provided to ensure continuity in the streetscape pattern.

Streetscape Maintenance: The provision of the streetscape may be provided on a combination of publicly owned right-of-way and private property. In order for a future development to utilize the public right-of-way to provide streetscape improvements, commitments will need to be made by the property owner to maintain the streetscape area within the public right-of-way. In addition, in order to provide streetscape, the sidewalk may not be entirely within the right-of-way; therefore, additional right-of-way may be needed or a public access easement will need to be provided for that portion of the sidewalk located on private property.

Boulevard Streetscape Guidelines (Gallows Road, Route 29, and Route 50)

The boulevard streetscape, shown on Figure 10, should be used for Gallows Road, Route 29 and Route 50. This streetscape concept features a wide, tree-lined road with well-defined pedestrian and bicycle features that include wide sidewalks along both sides of the street, street trees evenly spaced, medians with plantings of flowering trees, shrubs, and flowers. Street lighting should be distinctive, and designed for both pedestrian and vehicular use. The following guidelines are provided for achieving the boulevard streetscape character:

- **Landscape area next to curb:** Along a boulevard, the landscape strip should be, at a minimum, 8 feet in width; however, a 10-foot wide landscape strip is encouraged. Plantings should occur closest to the sidewalk, leaving room adjacent to the road for street lighting and signage. Major shade trees should be planted with a spacing of 40 to 50 feet on center, using trees that are 2½ to 3-inch caliper in size at the time of planting. Vegetation within the planting strip should include supplemental plantings such as ornamental shrubs, ground cover, flowering plants, and grasses. Where appropriate, special pavement treatments and trees in grates may be considered as alternatives to a planting strip.
- **Adjacent to the landscape strip along Route 29,** an eight-foot wide sidewalk is planned along the north side of the road to provide continuity with the trail plan and along the south side, at a minimum, a six-foot wide sidewalk is planned. Along Gallows Road north of Route 50, an eight-foot wide sidewalk is planned for both sides of the road. Along Gallows Road south of Route 50, an eight-foot wide trail is planned along the west side of the road and a six-foot wide sidewalk is planned along the east side of the road. Along Route 50, an 8-foot wide trail is planned for the north side of the road and a 6-foot wide sidewalk is planned for the south side of the road.
- **Pedestrian activity area and/or landscape area between the sidewalk and building and/or parking:** A secondary landscape strip should be, at a minimum, 12 feet wide when adjacent to a building and 6 feet wide when surface parking is adjacent. Major shade trees should be planted with spacing of 40 to 50 feet on center, using trees that are 2½ to 3-inch caliper in size at the time of planting. The tree spacing along this landscape strip should be staggered with the first row of trees between curb and sidewalk, so that the effect of the two rows of trees is tree spacing at approximately 20 to 25 feet. Vegetation within the

planting strip should include supplemental plantings such as ornamental shrubs, ground cover, flowering plants, and grasses. This pedestrian activity area/landscape strip, when adjacent to parking areas, should have supplemental plantings that will help to screen the parking from the pedestrian walkway and from the road. When ground level retail is provided in a building, a portion of this pedestrian activity area/landscape strip can be used for retail browsing and/or outdoor dining.

- Median landscape strip: Median plantings should consist of flowering trees, low ornamental shrubs, and flowers. The median plantings may be informal; however, the massing of trees should be equivalent to the planting of a tree every 25 feet on center. Plantings should be selected that are drought tolerant and low in maintenance, resistant to disease, pollution, and heat.
- At pedestrian crossings, ramps and special pavement should be designed to create a well-delineated and safe area for pedestrians to cross the street. Medians should be designed to create a safety island for pedestrians waiting to finish crossing the street...

Main Street Streetscape Guidelines (Merrilee Drive/Eskridge Road and Festival Street)

The "Main Street" streetscape, shown on Figure 12, should be used in the Town Center as well as for the connection of the Town Center to the Transit Station Area, along Merrilee Drive to Eskridge Road. The streetscape treatment on the road connection from the transit station should help to provide an inviting, safe and direct vehicular and pedestrian link to the town center. At a minimum, streets should have two traffic lanes with on-street parking on each side of the street. Traffic calming features should be employed to enhance pedestrian and bicycle safety. A generous pedestrian area, generally between 20 to 25 feet wide, should be provided on each side of the street; this area should feature evenly spaced street trees, unified streetscape furniture design, and special paving accents. In the transit station area and the town center areas, buildings should have street-level retail, with restaurant and entertainment uses enlivening the street. Some segments of the "Main Street," such as a "festival street" in the town center area, may contain a center median with special landscaping paving and amenities (such as fountains). The following guidelines are provided for achieving the Main Street streetscape character:

- Landscape area next to curb: At a minimum, a 2-foot paved refuge strip should be located between the landscape area and the curb (refuge strip is where people get out of their cars that are parked on the street). Adjacent to the refuge area, a minimum 6-foot wide landscape area should be provided. Plantings should generally be placed in the center of the landscape strip, with major shade trees planted with a spacing of 25 to 30 feet on center, using trees that are 2½ to 3-inch caliper in size at the time of planting. Vegetation within the planting strip should include supplemental plantings such as ornamental shrubs, ground cover, flowering plants and grasses. Special pavement treatments and trees in grates should be considered as alternatives to a planting strip. Adjacent to this landscape strip should be a 6-foot wide sidewalk.
- Pedestrian activity area and/or landscape area between the sidewalk and building and/or parking: Between the sidewalk and the building, there should be, at a minimum, an 8-foot combination landscape strip and browsing area. Within the browsing area, outdoor seating for restaurants or sidewalk cafes may be appropriate as well as special entrance features to shops

and buildings. A variety of treatments for this area may be used such as a plaza, a landscaped area with seating and lighting, a sidewalk and landscaped area, formal arrangements of trees (bosques), informally grouped trees and other plantings, and any of the above with public art or a water feature.

- Median landscape strip: When a median is provided, the area should have plantings consisting of flowering trees, low ornamental shrubs, and flowers. The median plantings may be informal, however the massing of trees should be equivalent to the planting of a tree every 25 feet on center. Plantings should be selected that are drought tolerant and low in maintenance, resistant to disease, pollution, and heat.
- At pedestrian crossings, ramps and special pavement should be designed to create a well-delineated and safe area for pedestrians to cross the street. Should a median be provided, it should be designed to create a safety island for pedestrians waiting to finish crossing the street.

A cross street, which applies to the majority of the streets within the Merrifield Suburban Center, not otherwise designated, helps to define the street grid system by connecting the boulevards, ring road and main streets. Providing additional cross streets will be critical in enhancing internal traffic flow within the core areas (i.e. the town center and transit station areas). Cross streets typically have two-traffic lanes with on-street parking along at least one side. Traffic calming measures such as raised mid-block pedestrian crossings, small traffic rotaries, and curb and sidewalk "bulb outs" at intersections should be provided. The cross street streetscape concept is shown on Figure 13 and features a tree-lined sidewalk on both sides of the street. The following guidelines are provided for achieving the Cross Street streetscape character:

- Landscape area next to curb: Streets with parking should have, at a minimum, a 2-foot paved refuge strip next to the curb. A refuge strip is where people get out of their parked cars. Adjacent to the refuge area, a minimum a 6-foot wide landscape area should be provided. Plantings should generally be placed in the center of the landscape strip, with major shade trees planted with a spacing of 25 to 30 feet on center, using trees that are 2½ to 3-inch caliper in size at the time of planting. Vegetation within the planting strip should include supplemental plantings such as ornamental shrubs, ground cover, flowering plants and grasses. Where appropriate, special pavement treatments and trees in grates may be considered as alternatives to a planting strip. Adjacent to this landscape strip should be a 6-foot wide sidewalk.

Cross Street Streetscape Guidelines

- Pedestrian activity area and/or landscape area between the sidewalk and building and/or parking: A secondary landscape strip should be, at a minimum, 12 feet wide when adjacent to a building and 6 feet wide when adjacent to surface parking. Supplemental plantings should be provided (to include shade and flowering trees, shrubs, flowering plants, ground cover, and grasses). When adjacent to parking areas, plantings should help buffer and screen parking from the pedestrian walkway and from the road. When ground level retail

is provided in a building, a portion of this pedestrian activity area/landscape strip can be used for retail browsing and/or outdoor dining.

- At pedestrian crossings, ramps and special pavement should be designed to create a well-delineated and safe area for pedestrians to cross the street. Should a median be provided, it should be designed to create a safety island for pedestrians waiting to finish crossing the street...

Building and Site Design Guidelines for Core Areas and Areas Adjacent to the Cores

The core areas (i.e., Transit Station and Town Center Areas) and the areas adjacent to the cores are planned for highest intensities and have the greatest potential for high volumes of pedestrian traffic. These areas are envisioned to become more pedestrian and transit-friendly through building and site designs that have a more urban character. The following guidelines are intended to provide guidance for achieving this character. See Figure 14 for illustrations of this more urban character.

- To encourage a more urban environment, buildings should be close to roadways after allowing for streetscape amenities such as street trees, sidewalks, plazas, street furniture and landscaping. Building setbacks will vary based on which streetscape is applicable. For boulevards such as Route 29, Route 50, and Gallows Road, buildings should, at a minimum, be setback 26 feet from the curb; however in order to provide for plazas, retail browse areas and other pedestrian amenities, buildings should generally be about 30 to 40 feet from the curb. For the Ring Road, Main Street and Cross Streets, buildings should generally be setback about 20 to 25 feet from the curb. These setbacks would achieve the goal of bringing new buildings closer to the roadway while providing for streetscape amenities. See the Streetscape Design Guidelines for landscaping guidance within the setback areas.
- To encourage the siting of buildings closer to the street, the allowable angles of bulk plane should be 20 degrees in order to encourage a more urban environment and pedestrian scale.
- Having buildings closer to the roadway means that most off-street parking will be located in structures to the side or back of the buildings or beneath buildings. These structures should be integrated with the building design in a manner that maximizes usable open space and pedestrian linkages.
- For retail development on Gallows Road and Route 29 only, limited surface parking may be allowed in the front; however, streetscaping should be provided consistent with the appropriate streetscape design guidelines, with additional shrubs and/or berms for screening the parking. Typically, surface parking in the front of the building should be limited to no more than two rows of parking. In some instances, due to site constraints or in order to achieve other urban design objectives such as additional open space or better pedestrian access, surface parking in front of the building may exceed the two rows of parking; however, substantial internal parking lot landscaping

should be provided. In addition, pedestrian paths from the street to the retail uses should be articulated with landscaping and special paving treatment.

- Building facades should establish a pedestrian scale relationship to the street with architectural features such as variations of window or building details, texture, pattern, and color of materials. Public space furniture and entry accent features are encouraged as are arcades, awnings, or other building features that distinguish ground floor retail uses.”

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 38, the Plan states:

“Mitigating Transportation Impacts of Development – All development proposals should provide adequate access, turn lanes, interparcel access and other measures needed that mitigate the traffic impacts of the proposed level of development. If the application cannot demonstrate that the impacts of the proposed development can be mitigated on the surrounding road system, development potential should be reduced to a level at which impacts can be mitigated within the current capacities of the surrounding road system or development should be phased to occur with capacity increases resulting from planned road improvements. If phased, development should be phased with appropriate transportation improvements, so that a balanced roadway network will occur in the long-term, with new development not exacerbating overall existing conditions in the short term. A phasing program may include on-site and off-site improvements, intersection, signalization and parking improvements as identified in the specific land unit guidance...

Transportation Demand Management (TDM) – The transportation goal in the County’s Policy Plan is for a mode split of at least 15 percent of the commuters to Suburban Centers and Transit Station Areas to occur by means other than single occupancy vehicles (SOV). Non-SOV modes are generally referred to as HOV (high occupancy vehicle) and include, for example, mass transit, car and vanpools, and non-motorized transportation.”



County of Fairfax, Virginia

MEMORANDUM

DATE: August 10, 2007

TO: Regina Coyle, Director
Zoning Evaluation Division
Department of Comprehensive Planning

FROM: Angela Kadar Rodeheaver, Chief *AKR by CAA*
Site Analysis Section
Department of Transportation

FILE: 3-4 (RZ 2005-PR-041)

SUBJECT: Transportation Impact Addendum

REFERENCE: RZ 2005-PR-041, FDP 2005-PR-041; Merrifield Mixed Use
Traffic Zone: 1527
Land Identification Map: 49-1 ((01)) 80A, 80B, 81A and 82A

Transmitted herewith are comments from the Department of Transportation with respect to the referenced application. These comments are based on the submitted draft transportation proffers received August 8, 2007, the updated development plan dated July 7, 2007 and the submitted traffic impact studies and study addendums dated March 03, 2006, November 21, 2006, January 30, 2007, May 1, 2007, May 8, 2007, June 18, 2007 and July 10, 2007.

The applicant proposes to rezone approximately 31 acres from the I-4 and I-5 District to the PRM and PDC District to permit the development of two mixed use options, option A and option B.

Trip Generation -7th edition (Number of Vehicular Trips) per

	Am Peak Hour	PM Peak Hour	Saturday Peak hour
<u>Option A--Proposed Site --Merrifield Mixed Use</u>			
Office Space-150,000 sq.ft.	244	223	54
Cinema Space- 150,000 sq. ft.	5	154	217
Retail/ Rest./ Office- 645,135 sq.ft.	441	2018	2742
Residential- 770,695 sq. ft. -749 units	304	343	345
Total-Merrifield Mixed Use.....	994.....	2738.....	3358

	Am Peak Hour	PM Peak Hour	Saturday Peak hour
<u>Option B--Proposed Site --Merrifield Mixed Use</u>			
Office Space-66,000 sq.ft.	128	135	27
Cinema Space- 160,000 sq. ft.	5	155	216
Retail/ rest. /Office- 594,508 sq.ft.	356	1604	2192
Residential- 1026 units	420	468	458
Total-Merrifield Mixed Use.....	909.....	2362.....	2893



Regina Coyle
August 10, 2007
Page two

The following issues remain from the previous memo dated June 7, 2006.

Traffic Impact

Intersection of Strawberry Lane and Yates Way (Uniwest Drive)

- The applicant has addressed staff's concerns with this intersection by providing a two way stop.

Intersection of Strawberry Lane and Festival Street

- The applicant has addressed staff's concerns regarding this issue.

Intersection of Eskridge Road and Route 29

The applicant has addressed all of staff's concerns except for the following:

- The applicant should proffer to signal modifications and roadway restripings to provide for westbound dual left turn lanes on Route 29 @ Eskridge Road.

Intersection of Gallows Road and Strawberry Lane

- The applicant has addressed staff's concerns regarding this issue.

Yates Way

The applicant addressed all of staff's concerns regarding this issue except for the following:

- The applicant should improve pedestrian amenities nearest the loading area along Parcel B. (e.g. yellow bollards or brick piers)
- The applicant needs to demonstrate that they can access off of Yates Way per an easement.
- Yates Way has been approved by VDOT and therefore all improvements associated with this access should be provided.
- The Yates way extension as shown on sheet 7 and as referenced in Proffer VII.9 should be completed prior to the issuance of a Non-RUP or RUP on Parcel B.

Festival Street between Parcel A and Parcel B

- A public access easement should be provided for Festival Street (Although provided in proffer VI.4, the language "applicable" describing the easements is unclear.)

Strawberry Lane

The applicant has addressed all issues except the following:

- The restricted loading hours for Strawberry Lane should be extended from 11:00 am to 4:00 pm.
- The truck turning path (Autoturn) from Strawberry Lane onto Eskridge Road should be verified adequate with the limited transition option on Eskridge Road at Strawberry Lane
- A public access easement should be provided for Strawberry Lane (Although provided in proffer VI.4, the language "applicable" describing the easements is unclear.)
- The recent draft proffers change the construction timing of Strawberry Lane. This construction needs to occur with direct vehicle access as previously proffered.

Eskridge Road

The applicant has addressed all issues associated with Eskridge Road

Festival Street south of Strawberry Lane

The applicant has addressed all issues except the following:

- A public access easement should be provided for Festival Street (Although provided in proffer VI.4, the language "applicable" describing the easements is unclear.)
- The recent draft proffers change the construction timing of Festival Street. This construction needs to occur with direct vehicle access as previously proffered.

North Street

The applicant has addressed all issues except the following

- A 10-foot grading and/or construction easement is inadequate. (Proffer VI.9 and VI.8)
- A public access easement should be provided for Festival Street (Although provided in proffer VI.4, the language "applicable" describing the easements is unclear.)
- Desirable to have signal warrant study done prior to bond release so as to have the development on the ground.

Service Area Street (South Theatre Drive)adjacent to Movie Theatre

- A public access easement should be provided for Service Area Street (Although provided in proffer VI.4, the language "applicable" describing the easements is unclear.)

TDMs

The applicant has provided a substantial TDM program for the subject site. Included in this plan is a shuttle for the subject property, a strategic plan to obtain a 28 % residential reduction and a 20 % office reduction in vehicle trips, and numerous non-motorized transportation improvements.

- The only remaining concern with the proposed TDM program is the amount of funding for the Penalty Fund should the TDM reduction not be achieved. This department would recommend additional monies toward this fund.

Other comments

- The applicant should proffer to provide on site bus shelters for their shuttle stops.
- The applicant should submit sight distance profiles in an effort to accurately determine the ultimate streetscape design.
- The applicant should verify from the Fire Marshal that emergency vehicles can adequately maneuver the tight turns on Festival Street and South Theatre Drive.
- The applicant should verify if VDOT will allow the proposed signal changes at Route 29 and Hilltop Drive.
- The applicant should replace the 14 parking spaces as part of this project not just if the Eskridge Road extension is built by them.

Proffers

Route 29 (Frontage)

- The applicant has provided monetary values, however no basis was provided to staff in order to evaluate these amounts.

Route 29 (dual rights @ Gallows)

- The applicant can not proffer for VDOT to accomplish these improvements. If an agreement is not reached with VDOT to include this improvement as part of the pending project, the applicant should construct this improvement.
- The applicant has provided monetary values, however no basis was provided to staff in order to evaluate these amounts.

AKR/ak

c: Michele Brickner, Director, Design review, Department of Public Works and Environmental Services



County of Fairfax, Virginia

MEMORANDUM

DATE: June 7, 2006

TO: Barbara A. Byron, Director
Zoning Evaluation Division
Department of Comprehensive Planning

FROM: Angela Kadar Rodeheaver, Chief
Site Analysis Section
Department of Transportation

FILE: 3-4 (RZ 2005-PR-041)

SUBJECT: Transportation Impact

REFERENCE: RZ 2005-PR-041, FDP 2005-PR-041; Merrifield Mixed Use
Traffic Zone: 1527
Land Identification Map: 49-1 ((01)) 80A, 80B

Transmitted herewith are comments from the Department of Transportation with respect to the referenced application. These comments are based on the submitted draft proffers dated April 7, 2006, the submitted development plan dated April 7, 2006 and the submitted traffic impact study received on March 7, 2006.

The applicant proposes to rezone approximately 27.35 acres from the I-4 and I-5 District to the PRM District to permit the development of approximately 20,000 square feet of office, 120,000 square feet of cinema space, 507,000 square feet of retail/ restaurant and 879,000 square feet of residential.

Trip Generation -7th edition (Number of Vehicular Trips) per

	Am Peak Hour	PM Peak Hour	Saturday Peak hour
<u>Existing Uniwest Site</u>			
Residential (265 Units)	107	119	115
Retail (15,560 sq. ft.)	74	341	462
Total- Uniwest Site	181	460	577
<u>Proposed Site -Merrifield Mixed Use</u>			
Office Space-20,000 sq.ft.	50	100	22
Cinema Space- 120,000 sq. ft.	5	218	296
Retail/ restaurant- 507,000 sq.ft.	400	1776	2411
Residential- 879,000 sq. ft.	422	506	487
Total-Merrifield Mixed Use.....	877.....	2600	3216
Total Both Developments.....	1058	3060.....	3793



Merrifield Mixed Use, LLC Transportation Comments

1. The applicant has not yet responded or resolved most of this department's previous written comments distributed in February 2006. For convenience, these and additional comments are enclosed.

Merrifield Mixed Use, LLC

1. For further analyses the applicant should provide an overlay of the Route 29/ Gallows Road at grade intersection improvement. The overlay should include an enlargement of the turn lanes on Route 29 from Gallows Road to just west of Eskridge Road. This will help staff determine how the site is to interact with the VDOT improvement and to evaluate the transportation elements related to Route 29, interparcel access and Hill Road. Other elements related to the previously mentioned are the alignment of Strawberry Lane, Eskridge Road set-up, various traffic queues and other related traffic amenities.
2. It is noted that this department disagrees with the applicant's justification which concludes that the transportation element of the Merrifield Suburban Center Plan does not contemplate the use of service drives. This perspective is in no-way established in the Merrifield Suburban Center plan. The encouragement of building sittings closer to the roadways is accomplished by increased bulk planes not lack of interparcel connections or lack of service drives. In fact, the Merrifield Plan defines access management policies encouraging interparcel access, ring roads, cross streets, and an extensive transportation grid system.
3. The proposal's street network is in general in guidance with the Comprehensive Plan. In short, the street harmony is incomplete. The street system is disjointed as Eskridge Road and Strawberry Lane are dead ends. The other Comp Plan Streets do not currently connect to Gallows Road. The applicant should design and build Eskridge Road to Williams Drive.

Traffic Impact

Intersection of Strawberry Lane and Uniwest Drive

1. The applicant has proffered to provide a traffic signal at Strawberry Lane and Uniwest Street. A signal at this location would be only 300-ft. from the major intersection of Strawberry Lane and Gallows Road. The possible burden of the westbound vehicle queue backing up on Strawberry Lane to Gallows Road would be too great. Therefore, a two-way stop intersection would be more appropriate at this intersection. However, the southbound vehicular queues on Uniwest Street would be significant. Therefore, an alternate vehicle travel way or interparcel connection from Uniwest Street to Festival Street should then be provided to help disperse the site traffic. A signal would then be anticipated at Strawberry Lane and Festival Street.

Intersection of Strawberry Lane and Festival Street

1. A traffic signal would be more appropriate at this location. The applicant should provide a signal warrant analysis and a traffic signal at this location.
2. Strawberry Lane, between Uniwest Street and Festival Street should be designed with a two-way left turn lane (center lane). Thus to taper lanes down on Strawberry Lane from four lanes to three and then from three lanes to two.

Intersection of Eskridge Road and Rte 29

1. The applicant should proffer to all necessary signal design and provide signal improvements, including pedestrian amenities, for the subject intersection. In addition, proffer to the design and signal timing changes at different phases of the development.

Intersection of Gallows Road and Strawberry Lane

1. The applicant should proffer to design and implement signal timing changes at various phases of the development.

Yates Way

1. The applicant should delineate on a submitted plan the vehicle turning movements to and from the Uniwest Building accesses as well as the Parcel B accesses.
2. The proposed extension of Yates Way that accesses Route 29 should be eliminated. How does Yates Way terminate near Route 29? Show how the corner businesses can access Yates Way.
3. Bollards should be used in conjunction with the sidewalk along the site on Yates Way to alert pedestrians that loading spaces are adjacent to the pedestrian path.
4. The applicant needs to provide documentation that they can access Yates Way.
5. Interparcel access to/from Yates Way to Festival Street should be provided.
6. The truck template submitted for Yates Way and its loading areas should be resubmitted to a larger scale so it can be easily read. It appears there is not adequate area on Uniwest street for the proposed use loading and unloading trucks to maneuver properly.

Festival Street between Parcel A and Parcel B

1. Traffic from the west is expected to use the Rte 29 access as shown to get to a major shopping and retail site. Parallel parking should not be considered as part of a main street off a principle arterial (Rte 29) as extensive maneuvering is required for parking and would disrupt traffic and cause vehicle queues. These queues may initiate extra storage and the need for an eastbound right turn lane on Route 29. The applicant should eliminate some of the parallel spaces nearest the access to Route 29 and construct an eastbound right-turn lane on Rte 29 at this access.
2. Interparcel access from Festival Street to adjacent lot # 81A to west should be provided.
3. Lanes on Festival Street should be designed of minimum width of 12-ft with appropriate bulb outs.
4. A public access easement should be provided for Festival Street

Strawberry Lane

1. Strawberry Lane is to be designed as a public street. It would need a VDOT approved terminus. Approval should be provided at the rezoning stage from both the VDOT site reviewer and the VDOT permits
2. A standard design would connect Strawberry Lane to Eskridge Road per VDOT's the median break standards. To ensure this, Strawberry Lane would have to align different than as proposed. Notwithstanding, the proposed alignment of Strawberry Lane, extended from the site to the west, should be more precisely re-aligned to provide for the streetscape on both sides of the future extended Strawberry Lane without obstruction by the Cox Property.
3. The lane transition(s) on Strawberry Lane from 4-lanes to two lanes between the intersections of Yates Way to Festival Street are too short. These transitions have to be designed to VDOT standards. (See previous comment "Intersection of Strawberry lane and Festival Street comment # 2.")
4. The applicant should proffer to a traffic signal warrant study and provide a traffic signal at Strawberry Lane and Festival Street?
5. The applicant should demonstrate that the loading access for Parcel A would be adequate.
6. The applicant should escrow for a future bus shelter on Strawberry Lane.

Barbara A. Byron
June 7, 2006
Page five
Eskridge Road

1. The applicant should construct Eskridge Road from Route 29 to Williams Drive.
2. A 5-ft wide sidewalk should be provided along Eskridge Road from Route 29 to Williams Drive.
3. The applicant should provide crosswalks and pedestrian improvements and the necessary intersection improvements to the intersection of Rte 29/ Eskridge Road.
4. An escrow should be provided for a future bus shelter on Eskridge Road.
5. The anticipated lane transitions from 4-lanes to 2-lanes for Eskridge Road to Williams Drive are too sharp. The transition should be less abrupt and per VDOT standards.
6. The applicant should provide traffic warrant study for Eskridge Road at North Street and if warranted install traffic signal. Otherwise, the applicant should escrow for a possible future traffic signal at Eskridge Drive and North Street.
7. The proposed lane alignments for Eskridge Drive and Merrilee Drive should align per VDOT's lane transition specifications

Festival Street south of Strawberry Lane

1. The weighted parking on both ends may frustrate some patrons that are less likely to walk the distance to retail that is located in the center of barbell-type public parking site concept. Additional site parking, along with handicapped spaces should be available approximately mid-site.
2. Delineate the paths on a plan for vehicles, anticipated sized trucks, and emergency vehicles to demonstrate if they can make the 12-ft. wide lane turn near South Park?
3. The *drop off area(s)* should be 2-ft. wider to compensate for the openings of the driver's side back door.

Festival Street south of Strawberry Lane (cont.)

4. Pedestrian activity is expected in areas denoted on the plan as *drop off*. Speed humps or speed tables should be placed strategically across Festival Street to bring vehicle traffic to a crawl in this area.
5. Will trucks load/ unload in the drop off area? Loading should be prohibited within this curb access area.
6. Provide a sidewalk area that is well lit and that zig-zags from Festival Street to Movie Theatre Service Road between Parcel I and the East Deck?
7. Provide public access easements on Festival Street.

North Street

1. Internal truck circulation patterns should not impede auto, pedestrian and parking maneuvers. The access and loading areas on North Street between Parcel's E and G have too many vehicle conflicts. Delineate the turning movements using stick figures for the peak hour counts. At least twenty-five feet between entrances is the standard per the PFM.
2. North Street is viewed as a Comprehensive Plan street. It is most preferred to limit parallel parking on this street to provide fewer conflicts with access points and to help move vehicles. North Street should be of minimum width lanes of 12-ft. wide with strategically placed curb extensions. The proposed parallel parking nearest Eskridge Road should be eliminated.
3. North Street should be built entirely on the site with streetscape and sidewalk.
4. Staff requests additional information on the proposed retaining wall.
5. Public access easements should be provided on North Street.

Service Area Street adjacent to Movie Theatre/ East Deck

1. Provide the stub street connection to the existing Shopping Center to east.
2. The subject street provides 11-ft. wide lanes. The applicant should demonstrate that adequate turning movements can be made by emergency vehicles, moving vans and/ or fire trucks for this street and around the turn. Mountable curbs should be a strong option.
3. The southern triangular shaped parking lot has insufficient throat length and access width that is too large. Remove parking spaces that back into Service Area Street and extend the throat of travel aisle into the parking area while decreasing the access width for parking area.
4. An interparcel connection from this southern lot to the office to the west is anticipated with the construction of Eskridge Road to Williams Drive.

Barbara A. Byron
June 7, 2006
Page seven

Other comments

1. The applicant should submit the phasing of the development with corresponding roadway improvements.
2. Signal timing changes should be linked to development stages.
3. The applicant should provide shuttle bus coordination to and from the Dunn Loring Metro in concert with the neighboring Uniwest site.
4. The applicant should delineate on a plan sheet all surface parking handicap spaces

Proffers

IV # 2 Definition of Construct

- Construct should be redefined as fully-constructed (e.g. no half sections)

IV # 3 Condemnation

- Propose Eminent Domain rather than Imminent Domain
- The applicant should fully describe what locations could require Eminent Domain.
- Propose development alternatives if eminent domain is not exercised by the Board of Supervisors.

IV- # 4 Private Streets

- The site's main private streets should be provided with access easements.

IV- # 5 Roads in Use- The applicant should investigate and describe if any waivers or modifications are needed for the acceptance of the public streets into the VDOT system

IV - # 6 Vacation/ Abandonment

- The vacation/abandonment of Hilltop Road at this time would not be supported by this department as the alternative of interparcel access has not been provided by the applicant

V1,2,3- Transportation Road Improvements

- See numerous comments regarding these improvements listed within.

Proffers (cont.)

VI-#3 Crosswalk at Future Eskridge Road/ Route 29 Intersection

- Pedestrian signals that are of countdown type should be considered as this is the theme is the Merrifield Core Area nearest the Dunn Loring Metro.
- The applicant should proffer to all pedestrian amenities associated with the proposed crosswalk striping.

VII-# 1 Transportation Demand Management Program TDMs

- The TDMs proffers should follow the pattern of the Vienna MetroWest TDM proffers such as: percent reduction, penalties, monitoring, etc.

VII # 3 Shuttle Service

- The applicant should proffer for the shuttle service to be extended to the weekend hours.

VII # 5 Traffic Calming

- The applicant proposes stamped crosswalks. Who is the applicant to enter into a maintenance agreement "for such walkways" with?

XIII UOA Maintenance Obligations

- The applicant should proffer to prune all trees nearest the site's roadways, travelways and alley ways so as not to interfere with driver's sight distance.

AKR/ak

Cc: Michele Brickner, Director, Design review, Department of Public Works and Environmental Services



County of Fairfax, Virginia

MEMORANDUM

DATE: August 21, 2007

TO: Regina Coyle, Director
Zoning Evaluation Division,
Department of Comprehensive Planning

FROM: Angela Kadar Rodeheaver, Chief *AKR by CAA*
Site Analysis Section
Department of Transportation

FILE: 3- 5 (SE 1999-P-008)

SUBJECT: Transportation Impact

REFERENCE: SEA 1999-P-008; Merrifield Mixed Use
Traffic Zone: 1527
Land Identification Map: 49-1 ((01)) 80A, 80B, 81A and 82A

Transmitted herewith are comments from the Department of Transportation with respect to the referenced application. These comments are based on the plan dated July 31, 2007.

The application requests approval of a special exception to construct a small parking lot, on the boundary of the Luther Jackson School site and the southern boundary of the Merrifield Town Center.

This department has reviewed this application and does not object to its approval.

AKR/AK C: SE2007-PR-00Merrifield MixedUse
CC: Michelle Brickner, Director, Design Review, DPW & ES



FAIRFAX COUNTY PARK AUTHORITY

M E M O R A N D U M



TO: Barbara A. Byron, Director
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Sandy Stallman, Manager *SS*
Park Planning Branch
Planning and Development Division

DATE: June 29, 2007

SUBJECT: RZ/FDP 2005-PR-041 (ADDENDUM)
Merrifield Town Center
Tax Map Number: 49-3((1)) 80A & 80B

The Fairfax County Park Authority (FCPA) staff has reviewed the proposed submission and proffers dated June 1, 2007, for the above referenced application. Based on the submission, the Park Authority has the following comments:

Design Recommendations

The proposed redesign of the residential building (noted on the plan as Parcel G) across from the movie theatre is of concern due to the reduction of open space in South Park. The applicant should provide a detailed plan showing the proposed redesign of South Park to ensure a lively, accessible open space.

The Applicant should also provide a new design for the interior courtyards in Parcel G as well as the proposed residential amenity details. If the interior courtyards are unable to provide an adequate recreational opportunity for the residents of the development, the applicant should consider relocation or additional area for these amenities to the roof of the building.

The design of North Park is still shown as a distinct and separate design from the Uniwest Park plan. The Applicant should integrate the North Park design with Uniwest Park to create an integrated seamless aesthetic park space. This issue is further discussed in the proffer recommendations below.

While the open space provided by the applicant at North and South Parks will provide needed urban open space, the Park Authority believes that the following guidelines will better achieve dynamic open space for this project:

- create focal points to create identity and image;
- Create opportunities for lively attractions and seasonal interest;
- Include user amenities to make the space a comfortable and safe environment; and
- Provide easy access and flexible space.

Proffer Language Recommendations

The Park Authority recommends the following proffers be amended to clarify outstanding issues:

Applicant proposed proffer: Page 27:

VIII. PEDESTRIAN AND BICYCLE CIRCULATION SYSTEM

4. Pedestrian Connection to Luther Jackson Middle School. A direct pedestrian access, which provides safe and convenient access for students residing within the subject Property during daylight hours, shall be provided generally as depicted on the CDP/FDP. The Applicant shall retain the right to restrict said access outside of school hours.

Park Authority comments:

Pedestrian access should be available to the public between the proposed development and Luther Jackson Middle School, most importantly for field and parking access. There will be times during non-school hours when people will be walking between these two areas, and an access point is necessary to ensure safe, easy access to the fields. In addition, the proposed new parking spaces on the property of Luther Jackson Middle School need direct access to the fields at any time deemed appropriate by the Fairfax County Public Schools. Community use of the school athletic fields require that parking and pedestrian access should be available at all times. The proffer should be changed to read as follows:

4. Pedestrian Connection to Luther Jackson Middle School. A direct pedestrian access route, which provides safe and convenient access for ~~students residing within the subject Property during daylight hours~~ the public between the subject property and Luther Jackson Middle School and its recreational fields, shall be provided generally as depicted on the CDP/FDP. In order to ensure access to the athletic fields for recreational purposes during non-school hours. ~~The Applicant shall retain the right to restrict said access outside of school hours.~~ allow access between the school and the development at any time deemed appropriate by the Fairfax County Public Schools.

Applicant proposed proffer: Page 55:

XIV. RECREATIONAL FACILITIES

- 1. On-Site Amenities and Facilities for Residents. Pursuant to Paragraph 2 of Section 6-110 and Paragraph 2 of Section 16-404 of the Zoning Ordinance, the Applicant shall expend a minimum of \$955.00 per market-rate residential unit on on-site developed recreation facilities, as described herein...**

Park Authority comments:

Please note that this section of the zoning ordinance has recently been amended. If the rezoning application is approved after December 31, 2007, the required onsite amenity expenditure amount will increase from \$955 to \$1,500 per market-rate residential unit. While this application is anticipated to be approved before December 31, 2007, the proffer language should be amended to reflect the updated ordinance language. The proffer should be changed to read as follows:

- 1. On-Site Amenities and Facilities for Residents. Pursuant to Paragraph 2 of Section 6-110 and Paragraph 2 of Section 16-404 of the Zoning Ordinance, the Applicant shall expend a minimum of \$955.00 (or \$1,500.00 if the rezoning application is approved after December 31, 2007) per market-rate residential unit on on-site developed recreation facilities, as described herein.**

Applicant proposed proffer:

Page 55-56:

XIV. RECREATIONAL FACILITIES

2. On-Site Parks. Two "private" parks (described both below and also in the "Design Guidelines" referenced in "Urban Design" Proffer XVI (7 below) shall be provided on the Property and shall be interconnected through the use of a pedestrian-oriented promenade and an attractive streetscape system lined with special landscape treatments, water features, outdoor seating and entertainment areas. Said parks, while retained in ownership by the Applicant, shall be subject to public access easements, which shall reserve to the Applicant the right to restrict access for special events or out of security and/or safety concerns and the "North Park" shall be subject to programmatic access by the Park Authority pursuant to a separate "Memorandum of Understanding" between the Park Authority and the Applicant, which shall be executed prior to approval of the first site plan for Parcel D. These parks shall be designed to enhance and complement land uses sited along "Festival Street," which shall serve as the "main street" of the development and may include both hardscape and softscape elements, generally as depicted on the CDP/FDP. These parks and associated linear walkway system shall be owned, programmed and maintained by the Applicant, which shall grant public access easements as described below:

- A. "North Park" shall consist of at least twenty-seven thousand square feet which, when combined with the 16,561 square feet in the adjacent "Uniwest" park, shall provide a minimum of a one-acre park and shall be designed to be integrated with the adjacent "Uniwest" park, which may be redesigned by the Applicant in accordance with a separate "Memorandum of Understanding" between the Park Authority and the Applicant, resulting in a large, active open space at a main entrance into the "Town Center." Water features and lawn space may be used to provide a casual backdrop to the first floor commercial uses which shall front on this park.
- B. "South Park," located in front of the restaurant and retail uses on the north side of Festival Street Extended opposite the new theater building, shall consist of approximately 22,000 square feet and function as a community-serving park programmed with community-oriented activities such as concerts, exhibits, seasonal festivals and other cultural events.

Park Authority comments:

In order to clarify the relationship between the Applicant's park and the Park Authority park land (known here as "Uniwest Park"), additional language is recommended. Uniwest Park is not owned by the Applicant nor is located on the proposed development property. Therefore, this land should not be counted towards the applicant's open space requirement. Any square footage noted in the proffers for North Park should be updated to accurately reflect the open space on the

proposed development only. This language is italicized below. Also, the square footage for South Park should be updated to reflect the redesign of Parcel G, which is also italicized below. The proffer should be changed to read as follows:

2. On-Site Parks. Two "private" parks (described both below and also in the "Design Guidelines" referenced in "Urban Design" Proffer XVI (7 below) shall be provided on the Property and shall be interconnected through the use of a pedestrian-oriented promenade and an attractive streetscape system lined with special landscape treatments, water features, outdoor seating and entertainment areas. Said parks, while retained in ownership by the Applicant, shall be subject to public access easements, which shall reserve to the Applicant the right to restrict access for special events or out of security and/or safety concerns and the "North Park" shall be subject to programmatic access by the Park Authority pursuant to a separate "Memorandum of Understanding" between the Park Authority and the Applicant, which shall be executed prior to approval of the first site plan for Parcel D. These parks shall be designed to enhance and complement land uses sited along "Festival Street," which shall serve as the "main street" of the development and may include both hardscape and softscape elements, generally as depicted on the CDP/FDP. At least 1 bicycle rack shall be provided by the applicant at each park for public use. These parks and associated linear walkway system shall be owned, programmed and maintained by the Applicant, which shall grant public access easements as described below:

- A. "North Park" shall consist of at least *twenty-seven thousand 27,000 square feet,* and which, when combined with the 16,561 square feet in the adjacent "Uniwest Park," shall provide a minimum of a one-acre park and North Park shall be designed to be integrated with the adjacent Uniwest Park, which may be redesigned by the Applicant in accordance with a separate "Memorandum of Understanding" between the Park Authority and the Applicant, resulting. Applicant shall work cooperatively with the Park Authority to achieve a mutually agreeable design of North Park. North Park and Uniwest Park shall function as a single, unified open space. This requires, at a minimum, that the layout of North Park be configured to create spatial cohesiveness between it and Uniwest Park, and that design elements and materials in both areas are suitably coordinated. Any proposed changes to Uniwest Park by the Applicant are subject to approval by the Fairfax County Park Authority. The Applicant shall bear all costs of the design and construction of North Park as necessary to functionally interface with Uniwest Park as well as all costs associated with the design and construction of any approved changes to Uniwest Park. The Applicant shall enter into a separate "Memorandum of Understanding" with the Fairfax County Park Authority for the design, programming and maintenance of North Park that will result in a an attractive, publicly-accessible urban park with a large, active open space at a main entrance into the "Town Center." Water features and lawn space may be used to provide a casual backdrop to the first floor commercial uses which shall front on this park. In addition, the Memorandum of Understanding will address programming and use of this space by the Fairfax County Park Authority for community-oriented activities such as concerts, exhibits and seasonal festivals.

- B. "South Park," located in front of the restaurant and retail uses on the north side of Festival Street Extended opposite the new theater building, shall consist of approximately 22,000 square feet and function as a community-serving and publicly-accessible park programmed with community-oriented activities such as concerts, exhibits, seasonal festivals and other cultural events.

In addition, the Applicant seeks a 25' piece of the northernmost section of Uniwest Park proffered to be dedicated to the Park Authority in the adjacent Uniwest development. This piece would be used to create a service drive for deliveries to the proposed development. While the Park Authority may be agreeable to this proposition, the Park Authority cannot transfer proffered land without an amendment. At this time, the dedication of Uniwest Park has not been completed, and is still owned by Uniwest. The Department of Planning and Zoning (DPZ) will need to provide the applicant with zoning requirements associated with this proposal to change the proffers from the Uniwest rezoning. Any design modifications to Uniwest Park shall be coordinated with and approved by the Park Authority and funded by the Applicant.

Applicant proposed proffer:

Page 57:

XV. SCHOOLS CONTRIBUTION

3. Luther Jackson Middle School Improvements. In accordance with specific terms set forth in a separate "Memorandum of Understanding" with the FCPS, the Applicant shall provide a graded activity area comprised of approximately 4.50 acres in the general location of the existing athletic fields. Site plan approval for, and construction of said improvements shall be provided by the Applicant at no cost to FCPS. Said improvements shall be completed before issuance of the Non-RUP for the second residential building on the Property and shall consist of the following:

- A. New parking spaces located along adjoining property boundary, which shall be counted in the overall parking for the Application Property.*
- B. Up to 2,200 linear feet of under-drain.*
- C. Up to 2,200 linear feet of conduit for lighting, with up to eight light-pole bases.*
- D. Commercially acceptable irrigation system to maintain the 4.5 acre area.*
- E. Grass seeding for the 4.5 acre area.*
- F. A landscaped berm which runs parallel to the new parking spaces to be located along the common property boundary. Exact type, extent and location of landscape elements shall be determined in coordination with FCPS.*
- G. Four moveable soccer goals.*
- H. Two permanent back-stops with gates, location and position to be coordinated with FCPS.*

Park Authority comments:

Reiterating the comments of the Fairfax County Public Schools, the Park Authority commends the Applicant on working to create additional recreational opportunities adjacent to the proposed development. As the Park Authority and Public Schools intend to add lights and synthetic turf to the rectangle field in the future, the field improvements need to be well coordinated to allow interim field use. The field grading needs to be done to the specifications that will allow future synthetic turf and lighting installations. While the applicant proposes to provide underdrain, conduit and light pole bases and an irrigation system, these features need to be designed in tandem with the actual synthetic turf and lighting system installations. It would be preferable for the applicant to provide an equivalent contribution for these features. We suggest that there be a coordination meeting with the applicant, schools and the Park Authority to coordinate the proffered improvements and ensure that intended improvements are properly captured in the proffers. After such meeting, the applicant should provide revised proffer language for the in-kind field improvements. The Park Authority will require that design and construction of field improvements be built to its standards in order to minimize maintenance issues and provide for the potential future addition of synthetic turf and lights. Said standards are attached and should be referenced as part of the proffers.

cc: Cindy Walsh, Acting Director, Resource Management Division
Sandy Stallman, Manager, Park Planning Branch
Kay Rutledge, Manager, Land Acquisition and Management Branch
Deb Garris, Manager, Synthetic Turf Branch
Dan Sutherland, Park Operations Division
John Hopkins, Area 7, Park Operations Division
Chron Binder
File Copy

Fairfax Water

FAIRFAX COUNTY WATER AUTHORITY
8560 Arlington Boulevard, Fairfax, Virginia 22031
www.fairfaxwater.org

**PLANNING AND ENGINEERING
DIVISION**

JAMIE BAIN HEDGES, P.E.
DIRECTOR
(703) 289-6326
Fax (703) 289-6398

December 18, 2006

Ms. Barbara A. Byron, Director
Zoning Evaluation Division
Fairfax County Department of Planning and Zoning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5505

Re: RZ/FDP 2005PR-041

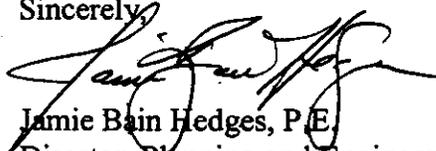
Dear Ms. Byron:

The following information is submitted in response to your request for a water service analysis for the above application:

1. Fairfax Water has an existing 24" water main located in Gallows Road capable of supporting the proposed site development. See the enclosed water system map.
2. An off-site extension of approximately 560 feet of 12-inch water main would be necessary to provide Fairfax Water service to the site. In accordance with our policies, the developer would be eligible for reimbursement from Fairfax Water for a portion of the cost of construction of this offsite main.
3. The Generalized Development Plan has been forwarded to Plan Control for distribution to the Engineering Firm. Comprehensive comments with regard to proposed water facilities will be provided at the time of final site plan submission.

If you have any questions regarding this information, please contact Samantha Kearney, Planning Engineer at (703)289-6313.

Sincerely,



Jamie Bain Hedges, P.E.
Director, Planning and Engineering

Enclosure

cc: The Honorable Linda Q. Smyth, Fairfax County Providence District Supervisor
Mr. Kenneth A. Lawrence, Fairfax County Planning Commission
Mr. Steven Boyle, Merrifield Mixed-Use LLC



County of Fairfax, Virginia

MEMORANDUM

DATE: January 11, 2006

TO: Barbara Byron, Director
Zoning Evaluation Division
Office of Comprehensive Planning

FROM: Ralph Dulaney (246-3868)
Information Technology Section
Fire and Rescue Department

SUBJECT: Fire and Rescue Department Preliminary Analysis of Rezoning Application RZ 2005-PR-041 and Final Development Plan FDP 2005-PR-041

The following information is submitted in response to your request for a preliminary Fire and Rescue Department analysis for the subject:

1. The application property is serviced by the Fairfax County Fire and Rescue Department Station #430, Merrifield
2. After construction programmed _____ this property will be serviced by the fire station _____
3. In summary, the Fire and Rescue Department considers that the subject rezoning application property:
 - a. currently meets fire protection guidelines.
 - b. will meet fire protection guidelines when a proposed fire station becomes fully operational.
 - c. does not meet current fire protection guidelines without an additional facility; however, a future station is projected for this area.
 - d. does not meet current fire protection guidelines without an additional facility. The application property is _____ of a mile outside the fire protection guidelines. No new facility is currently planned for this area.

Proudly Protecting and
Serving Our Community

Fire and Rescue Department
4100 Chain Bridge Road
Fairfax, VA 22030
703-246-2126
www.fairfaxcounty.gov



**Fairfax County Public Schools
Office of Facilities Planning Services**

TO: Fairfax County Department of Planning & Zoning
Zoning Evaluation Division

FROM: Gary Chevalier, Director 
Office of Facilities Planning Services

SUBJECT: Addendum: Schools Impact Analysis
Zoning Application RZ 2005-PR-041
Merrifield Mixed Use, LLC

DATE: June 20, 2007

MAP: 49-3 ((1)) 80A, 80B, 80C, 81A, 82A

PLANNING UNIT 2294 – Cluster II

ACREAGE: 31.37 acres

REQUEST: Rezone from I-5 and I-4 to PRM and PDC Districts to permit development of up to 920 multi-family mid/high residential units as part of a mixed use development. The existing I-4 and I-5 zoning does not permit any residential use.

The schools impact analysis dated December 14, 2006, identified Falls Church High School, Jackson Middle School and Fairhill Elementary as the schools which will most likely to be impacted with approval of the zoning application. The table below provides updated information on current total memberships, net operating capacities, and five year projections.

School Name and Number	Grade Level	9/30/06 Capacity	9/30/06 Membership	2007-2008 Membership*	Memb/Cap Difference 2007-2008	2011-2012 Membership	Memb/Cap Difference 2011-2012
Fairhill 3087	K-6	483	533	583	-100	674	-191
Jackson 3081	7-8	1215	914	926	289	870	345
Falls Church 3090	9-12	2000	1333	1283	717	1174	826

*2007-2008 membership based on spring projections updates from the Office of Facilities Planning Services

Comments: There is sufficient capacity at the middle and high school levels. However, Fairhill Elementary School is experiencing a capacity deficit which is projected to nearly double by the 2011-12 school year. A boundary change or possible relocation of a modular unit to Fairhill could be required in the future. It is further noted that the 270 multi-family high rise units approved pursuant to the Uniwest development (RZ 2003-PR-009) are presently under construction and will also impact Falls Church High School, Jackson Middle School and Fairhill Elementary.

Proffered Monetary Contribution: In response to the recommendation for a monetary contribution, the applicant submitted draft proffers, dated June 1, 2007, which provide for \$11,300 per student that is projected to be generated by the Merrifield Mixed Use Development. Since the applicant has opted to be subject to the updated proffer formula, the per student amount should be revised to \$11,630. In addition, the updated county-wide student yield ratio for multi-family high rise residential units should be applied; .042, .010 and .024 for elementary, middle and high school, respectively. Based on a maximum of 920 residential units, a total of 70 students could be anticipated; 39 elementary, 9 middle and 22 high school students.

**Fairfax County Public Schools
Office of Facilities Planning Services**

Recommendation: Utilizing the updated proffer formula, a contribution of \$814,450 is recommended. The draft proffers indicate that the funding to mitigate school impacts is to be provided prior to the issuance of the residential use permit (RUP) for each residential building. In order to plan for and efficiently utilize proffered monetary contributions, it would be desirable for the contribution to be provided at or before site plan approval or with the issuance of building permits for the residential buildings. There is always the potential for boundary adjustments as redevelopment in the area continues. It is strongly recommended that all proffered contributions be directed to the school pyramid, to Cluster II schools or to Providence District schools in order to allow the School Board flexibility in disbursing proffer funding. Monetary proffers directed to a specific school(s) are discouraged.

Proffered Field Improvements: In addition to the cash proffer contribution, the applicant also proposes field improvements for Luther Jackson Middle School which immediately abuts the southern boundary of the application property. Draft Proffer XV-3 states,

"Luther Jackson Middle School Improvements. In accordance with specific terms set forth in a separate "Memorandum of Understanding" with the FCPS, the Applicant shall provide a graded activity area comprised of approximately 4.50 acres in the general location of the existing athletic fields. Site plan approval for, and construction of said improvements shall be provided by the Applicant at no cost to FCPS. Said improvements shall be completed before issuance of the Non-RUP for the second residential building on the Property and shall consist of the following:

- New parking spaces located along adjoining property boundary, which shall be counted in the overall parking for the Application Property.
- Up to 2,200 linear feet of under-drain.
- Up to 2,200 linear feet of conduit for lighting, with up to eight light-pole bases.
- Commercially acceptable irrigation system to maintain the 4.5 acre area.
- Grass seeding for the 4.5 acre area.
- A landscaped berm which runs parallel to the new parking spaces to be located along the common property boundary. Exact type, extent and location of landscape elements shall be determined in coordination with FCPS.
- Four moveable soccer goals.
- Two permanent back-stops with gates, location and position to be coordinated with FCPS."

Recommendation: The applicant is to be commended for proffering improvements to Jackson Middle School which will greatly enhance the quality and capacity of the fields for both school and community use. Although the Memorandum of Understanding (MOU) referenced in the proffers has yet to be executed, FCPS believes the following issues should be addressed and/or clarified at the time of rezoning.

- The CDP/FDP depicts a portion of a parking lot to be constructed on Jackson Middle School property. Approximately 40 of the 66 spaces are shown to be on school property immediately adjacent to the proposed movie theatres; the parking area is straddling the boundary line with Jackson Middle School. Security and access control to school grounds during the school day is paramount. The proposed parking lot on school property which will serve the cinemas will also allow commercial vehicular access to school grounds. The proffers should be strengthened to ensure coordination with FCPS School Security and Design and Construction so that commercial traffic does not have unrestricted access to school grounds through the parking lot area and travel aisle. FCPS supports the proposal for construction of additional parking on school property provided that FCPS retains control over access to the parking spaces on school property.
- The provision of additional parking on school grounds is needed to support use of the improved athletic fields. The proffers do not indicate that the proposed parking spaces to be constructed on school property will be available for parking for school athletic field use during after school hours and weekends when community use of the athletic fields is scheduled. However, the draft

**Fairfax County Public Schools
Office of Facilities Planning Services**

proffers clearly state that these spaces will be counted towards the parking requirements for the development. The proffers should clearly stipulate that parking on school property will be to support the enhanced use of the athletic fields. Furthermore, if there is to be a shared parking arrangement, the application should also demonstrate that the current R-1 zoning for Jackson Middle School would allow commercial parking on the school property.

- Previous comments recommended safe pedestrian access that would allow middle school students living in the proposed development to walk to school. It is recommended that the proffers be strengthened to ensure that pedestrian access depicted on the CDP/FDP is provided in the best location for student safety, as may be approved by the School Safety Office. The pedestrian connection depicted on the CDP/FDP leads students directly to a vehicle travel aisle on school grounds. On-site school improvements such as crosswalks and additional sidewalks may be needed to facilitate pedestrian access from the new development. It is further recommended that the layout and design of internal streets and travel aisles for the proposed residential buildings provide adequate geometrics for school busses and include safe locations for pick up and drop off of students.
- The list of proffered improvements specifically includes infrastructure for lighting, irrigation, water run-off and the provision of grass seeding. Given this level of field infrastructure, the proffers should clarify that the fields will be fully graded to Park Authority standards for community use fields. The proffers and/or CDP/FDP should also address in general terms a concept plan for the proffered landscaped berm in terms of location, width, extent and types of plantings and barrier location.
- The CDP/FDP continues to depict retaining walls along the edge of the parking lot area and notes that if the needed easements are not granted, the developer reserves the right to construct retaining walls along the property line. The height and extent of all potential retaining walls should be noted on the development plans.
- The proffers specifically indicate that conduit for lighting and up to 8 light pole bases will be provided. The applicant should coordinate further with FCPS Design and Construction and Fairfax County Park Authority to ensure that 8 light pole bases are adequate to fully light the fields at such time as the lighting is provided in the future.

FCPS Design and Construction is presently reviewing a plan drawing from the developer entitled "Exhibit Showing Proposed Offsite Improvements on Luther Jackson Middle School", dated December 15, 2005 as revised through April 12, 2007. At such time as the details of all off-site improvements on school property are addressed to the satisfaction of FCPS Design and Construction, this drawing should be included as an exhibit and attached to the proffers to be accepted by the Board of Supervisors at such time as the application may be approved.

Source: FY 2008-2012, Facilities Planning Services Office, Enrollment Projections, FY2008-12 CIP
Note: Five-year projections are those currently available and will be updated yearly. School attendance areas are subject to yearly review.

cc: Phillip Niedzielski-Eichner, School Board Member, Providence District
Illryong Moon, School Board Member, At-Large
Stephen A. Hunt, School Board Member, At-Large
Janet S. Oleszek, School Board Member, At-Large
Dean Tistadt, Chief Operating Officer, FCPS
Phyllis Pajardo, Cluster II, Assistant Superintendent
Patricia Phillips, Principal, Fairhill Elementary School
Carol Robinson, Principal, Luther Jackson Middle School
Janice Lloyd, Principal, Falls Church High School
Weldon Spurling, FCPS Design and Construction



County of Fairfax, Virginia

MEMORANDUM

DATE: August 8, 2007

TO: Johnathan Papp, Senior Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Jeremiah Stonefield, Chief Stormwater Engineer
Site Review East, Environmental and Site Review Division
Department of Public Works and Environmental Services

SUBJECT: Rezoning Application Review, RZ 2005-PR-041, Tax Map #049-3-01-0080-A, and 0080-B (Site), Conceptual/ Final Development Plan, Merrifield Town Center, dated July 16, 2007 (CDP/FDP) and draft Proffers dated July 16, 2007 (Proffers), Providence District

We have reviewed the subject C/FDP and offer the following comments related to stormwater management:

Chesapeake Bay Preservation Ordinance (CBPO)

There is no mapped Resource Protection Area on the Site.

The existing site was developed without water quality controls of the existing impervious area. The applicant has indicated on the CDP/FDP that they will provide in excess of 47% phosphorous removal. Draft Proffer XI.1.B commits to provide 40% phosphorous removal. Staff recommends a proffer commitment to the higher level of water quality control that is above the minimum requirements for the project.

The applicant indicates that stormwater management for the Site will be provided in underground StormFilter™ BMP facilities. These types of underground BMP facilities, based on the vault design, are underground stormwater facilities that require a Public Facilities Manual (PFM) waiver by the Board of Supervisors (Board), in conjunction with the rezoning, to be located in residential areas. The applicant is requesting a waiver to allow underground water quality and detention vaults located in the residential development. In accordance with PFM 6-0303.8, the Board of Supervisors may grant a waiver in conjunction with the rezoning, after taking into consideration possible impacts on public safety, the environment, and the burden placed on prospective homeowners for maintenance. A separately submitted PFM waiver request to permit underground stormwater management within the residential development has been submitted for concurrent action with this rezoning application by the Board. DPWES had previously prepared a separate memo and recommendations concerning the request. However, the locations of detention and

Department of Public Works and Environmental Services
Land Development Services, Environmental and Site Review Division
12055 Government Center Parkway, Suite 535
Fairfax, Virginia 22035-5503
Phone 703-324-1720 • TTY 703-324-1877 • FAX 703-324-8359
www.fairfaxcounty.gov/dpwes

BMP vaults have changed since the memo was issued. All of the four building design alternatives for Parcel A show the BMP vault and access within the limits of the building footprint. The vault cannot be located entirely under any building because adequate access could not be provided from within the building. The underground BMP vault currently proposed under the retail/office building significantly increases the cost of the future replacement of the facilities. None of the four proposed alternatives can be approved. The SWM/BMP #1 note on sheet 43 is not sufficient to resolve the conflict regarding access. Therefore, DPWES cannot support the rezoning application as currently proposed and must recommend the Board deny the waiver to locate underground stormwater facilities in a residential development unless the proposed configuration is changed to provide sufficient access.

Portions of Strawberry Lane are now proposed to be a private street. Since the road will be privately maintained and not within a ROW, the vault may be located under the private drive. DPWES recommends the applicant consider revising the locations of vaults SWM 1 and BMP 1 to reduce and/or eliminate the costs, issues and concerns related to locating the vaults within the footprint of the retail/office building or structured parking garage.

If it is the intent of the Board to approve the rezoning and the underground waiver request, there are several changes to the CDP/FDP and proffers that must be made prior to approval. Proffer XI.1.D.ii. has been revised to specify the establishment of an account for the ongoing maintenance fund prior to the issuance of the initial RUP or non-RUP for the first residential building. Staff recommended conditions for the underground waiver approval specify approval of the site plan(s) for the construction of the vault(s). A proffer that specifies a later time than the underground waiver conditions will not supersede the waiver conditions. To be consistent with the recommended underground waiver conditions, and avoid confusion during site plan review, the Proffer must be revised. In addition, the proffer also commits a contribution to the maintenance fund of \$20,000 prior to issuance of the first RUP of the first residential building. The amount is insufficient, and the specified time of contribution is inconsistent with waiver conditions. The initial deposit must be equal to the estimated cost for the residential units' responsibility of the first 20-years of the facilities, a minimum of \$44,463.16, based on cost data provided in support of the underground vault waiver request. The cost will also be adjusted per the escalation clause in Proffer I.5. The proffer must also be revised to specify the contribution(s) be made prior to approval of the site plan(s) for the construction of the vault(s), to be consistent with the recommended underground waiver approval conditions.

Proffer XI.1.D.iii. includes a commitment to establish an account for the future replacement fund prior to the issuance of the initial RUP or non-RUP for the first building. The proffer must be revised to specify approval of the site plan(s) for the first vault(s) to be constructed, to be consistent with the recommended underground waiver approval conditions and avoid confusion during site plan review. The proffer also

commits a contribution to the future replacement fund of \$27,000 prior to issuance of the final RUP of the third residential building. Staff recommends the contribution(s) prior to approval of the site plan(s) for the construction of the vault(s).

Floodplain Regulations

There is no regulated 100-yr floodplain on the site.

Stormwater Detention

The applicant is requesting a waiver to allow underground detention vaults located in the residential development in accordance with PFM 6-0303.8. See comments above.

The applicant has indicated on the CDP/FDP that stormwater detention will be designed to provide a release rate at that from the site as if it were undeveloped and in a "good forested" condition. Draft Proffer XI.1.A commits to the higher level of water quantity control that is above the minimum PFM requirements for the project. DPWES recommends acceptance of the Proffer.

Site Outfall

The site plan for the project will be subject to the amended stormwater outfall provisions of the PFM that became effective February 7, 2006.

Downstream Drainage Complaints

There are no relevant drainage complaints on file along the outfall from the site.

Additional Comments

Proffer XI.1.C commits the applicant to constructing a green roof of 20,000 square feet on the building on either Parcel A, B or D. The details on sheet 38 of the CDP/FDP limit the cost of the green roof, including increased structural support, to \$300,000. This amount is not sufficient to provide the size of the green roof specified, when including the increased structural support. The CDF/FDP includes the clause "If the costs are anticipated to exceed the estimated cost... the scope of the improvements may be modified and/or value engineered by the applicant in order to meet the cost parameter..." The proffer should be revised to clarify the commitment regarding the green roof is based on cost, not size.

The PFM amendment, adopted by the Board of Supervisors on March 12, 2007, incorporated vegetated roofs as a low impacted development technique for water quality control purposes, not quantity control. Green roofs do not provide peak flow rate and volume reduction. The Proffer must be revised to remove the reference to peak rate and volume reduction. The design of the vegetated roof must conform to the adopted PFM standards in order to receive BMP credit.

NOTE: The Board of Supervisors amended the PFM, ZO and Subdivision Ordinance effective February 7, 2006, concerning stormwater management, outfalls, drainage

divides and notices. The applicant should be advised that the construction plans and record plats for the project will be subject to the amended requirements.

If you have any questions, or need further assistance, please contact me at 703-324-1720.

cc: Steve Aitcheson, Director, Stormwater Planning Division, DPWES
Valerie Tucker, Chief Stormwater Engineer, Site Review East, ESRD, DPWES
Zoning Application File (0561-ZONA-001-5)

Following discussion regarding similar efforts by churches in the southeastern part of the County, Vice-Chairman Bulova clarified that Supervisor Hudgins' motion would invite members of the faith communities throughout the County that participate in this program.

The question was called on the motion, as clarified, which carried by a vote of nine, Chairman Connolly being out of the room.

Vice-Chairman Bulova returned the gavel to Chairman Connolly.

13a.

HIGH RISE AFFORDABILITY PANEL RECOMMENDATIONS
(10:33 a.m.)

HAYWOOD/STALZER

(P)

Supervisor Hudgins reminded the Board that at its October 17, 2005, meeting, it agreed in principle that, where feasible, the provision of affordable/workforce housing throughout the County is highly desirable and in the public interest. The Board directed staff to expeditiously review and research an analysis presented at the previous Housing and Community Development Committee meeting, and it further agreed that an expert panel would work with staff to develop a policy statement and guidelines to be forwarded to the Board for approval pertaining to the affordability of high rise and workforce housing development in the County. At the meeting of the Housing and Community Development Committee held earlier in the morning, staff presented a unanimous recommendation on behalf of the panel.

Supervisor Hudgins moved that the Board accept and adopt the High Rise Affordability Panel's Policy Statement and Guidelines and proceed with the following recommendations:

- That the County establish a Policy that supports affordable/workforce housing for a range of moderate income families with incomes up to 120 percent of the Area Median Income.
- That the County may consider a variety of options to encourage the development and preservation of affordable/workforce housing, including amending the Comprehensive Plan and Zoning Ordinance, and including the use of density bonuses.
- That the County will actively participate, as appropriate, in the development of affordable/workforce housing, potentially by providing and facilitating public/private financing and the granting or leasing of County-owned and other available land.

- That the County may consider a variety of regulatory changes to foster affordable/workforce housing, such as potentially the reduction of development and operating costs, and increased flexibility in development requirements.
- That the County will actively work to implement long-term affordable/workforce housing for rental and homeownership.

Supervisor Hudgins further moved that the Board direct the panel to continue its deliberations to develop a series of more specific recommended actions to be presented to the Board for consideration no later than June 30, 2006; and further, that should the panel require expansion to accommodate necessary insight and input from desired segments of the industry, that it be expanded as needed. Names of those individuals will be submitted to the Board for appointment. Supervisor Hyland seconded the motion

Following a brief discussion regarding affordable housing, homelessness, and workforce housing, the question was called on the motion, which carried by unanimous vote.

14a.

MASTER GARDENER DAY (10:38 a.m.)

FITZGERALD

Supervisor Smyth noted that the Fairfax County Master Gardeners Association, Incorporated is a nonprofit organization of volunteers who receive training under the auspices of Virginia and Fairfax County Cooperative Extension offices. The first class of Fairfax County Master Gardeners graduated on March 25, 1976, nearly 30 years ago. She described the services they offer.

Accordingly, Supervisor Smyth asked unanimous consent that the Board proclaim March 25 as "*Master Gardener Day*" in Fairfax County and direct staff to invite Master Gardeners to the March 13 Board meeting to be recognized for their service to the community. Without objection, it was so ordered.

15a.

**SENIOR CITIZEN ISSUES MEETING (PROVIDENCE DISTRICT)
(10:40 a.m.)**

FITZGERALD

Supervisor Smyth announced that the Mantua Civic Association and her office are co-sponsoring a Senior Citizens Issues meeting on Saturday, February 25 from 10 a.m. to 12:30 p.m. at the Mantua Elementary School cafeteria, 9107 Horner Court in Fairfax. The meeting will begin with opening remarks and a welcome as well as a presentation from Chairman Connolly on tax breaks for seniors. This will be followed by panel presentations on transportation for seniors, affordable senior housing, community-based senior services and Medicare Part D. There will also be a question-and-answer session and a resource fair. The meeting

6-206 Use Limitations

1. All development shall conform to the standards set forth in Part 1 of Article 16.
2. All uses shall comply with the performance standards set forth in Article 14.
3. When a use presented in Sect. 203 above as a Group or Category use is being considered for approval on a final development plan, the standards set forth in Articles 8 or 9 shall be used as a guide.

When a use presented in Sect. 203 above as a Group or Category use is being considered for approval as a special exception use, pursuant to Sect. 205 above, the use shall be subject to the provisions of Article 9 and the special permit standards of Article 8, if applicable. Provided that such use is in substantial conformance with the approved conceptual development plan and any imposed development conditions or proffered conditions and is not specifically precluded by the approved final development plan, no final development plan amendment shall be required.

In either of the above, all Category 3 medical care facility uses shall be subject to the review procedures presented in Part 3 of Article 9.

4. All uses permitted pursuant to the approval of a final development plan shall be in substantial conformance with the approved final development plan as provided for in Sect. 16-403.
5. Secondary uses shall be permitted only in a PDC District which contains one or more principal uses. Unless modified by the Board in conjunction with the approval of a conceptual development plan in order for further implementation of the adopted comprehensive plan, the gross floor area devoted to dwellings as a secondary use shall not exceed fifty (50) percent of the gross floor area of all principal uses in the development, except that the floor area for affordable and market rate dwelling units which comprise the increased density pursuant to Part 8 of Article 2 shall be excluded from this limitation. The gross floor area of all other secondary uses shall not exceed twenty-five (25) percent of the gross floor area of all principal uses in the development.

The floor area for dwellings shall be determined in accordance with the gross floor area definition except the following features shall not be deemed gross floor area: balconies, porches, decks, breezeways, stoops and stairs which may be roofed but which have at least one open side; or breezeways which may be roofed but which have two (2) open

ends. An open side or open end shall have no more than fifty (50) percent of the total area between the side(s), roof and floor enclosed with railings, walls, or architectural features.

6. Secondary uses shall be designed so as to maintain and protect the character of adjacent properties, and shall be conducted entirely within an enclosed building, with no outside display, except those uses which by their nature must be conducted outside a building.
7. Service stations, service station/mini-marts and vehicle light service establishments shall be permitted only under the following conditions:
FAIRFAX COUNTY ZONING ORDINANCE 6-18
 - A. Located in a commercial center consisting of not less than three (3) commercial establishments, such commercial establishments to be other than automobile-related.
 - B. There shall be no vehicle or tool rental and no outdoor storage or display of goods offered for sale, except for the outdoor storage or display of goods permitted at a service station or service station/mini-mart. In addition, no more than two (2) vehicles that are wrecked, inoperable or abandoned may be temporarily stored outdoors for a period in excess of seventy-two (72) hours, and in no event shall any one such vehicle be stored outdoors for a period exceeding seventy-two (72) hours.
8. Signs shall be permitted only in accordance with the provisions of Article 12, and off-street parking and loading facilities and private streets shall be provided in conformance with the provisions of Article 11.
9. Notwithstanding the provisions of Par. 5 and 6 above, housing for the elderly as a secondary use need not be designed to serve primarily the needs of the residents and occupants of the planned development in which located but shall be designed so as to maintain and protect the character of adjacent properties. The gross floor area devoted to housing for the elderly as a secondary use shall not exceed fifty (50) percent of the gross floor area of all uses in the development.
10. Fast food restaurants shall be permitted only in accordance with the following:
 - A. Fast food restaurants may be permitted as a secondary use when shown on an approved final development plan, and provided such use is located in a nonresidential structure containing at least one (1) other permitted principal or secondary use, in accordance with the following:

(1) Such fast food restaurants shall be oriented to cater primarily to occupants and/or employees in the structure in which located, or of that structure and adjacent structures in the same building complex which are accessible via a clearly designated pedestrian circulation system; and

(2) Such use(s) shall comprise not more than fifteen (15) percent of the gross floor area of the structure.

B. Fast food restaurants not permitted under the provisions of Par. A above may be permitted as a secondary use by special exception, in accordance with the following:

(1) The structure containing the fast food restaurant shall be designed as an integral component of a building complex, and shall be reviewed for compatibility with the approved PDC development; and PLANNED DEVELOPMENT DISTRICT REGULATIONS 6-19

(2) The fast food restaurant shall be safely and conveniently accessible from surrounding uses via a clearly defined pedestrian circulation system which minimizes points of conflict between vehicular and pedestrian traffic. Pedestrian ways shall be prominently identified through design features such as, but not limited to, the use of special pavement treatments for walkways and crosswalks, and/or the use of consistent and distinctive landscaping. Vehicular access to the use shall be provided via the internal circulation system of the building complex, and no separate entrance to the use shall be permitted from any thoroughfare intended to carry through traffic.

11. Kennels and veterinary hospitals shall be located within a completely enclosed building which is adequately soundproofed and constructed so that there will be no emission of odor or noise detrimental to other property in the area. In addition, the Health Department shall approve the construction and operation of all veterinary hospitals prior to issuance of any Building Permit or Non-Residential Use Permit.
12. Drive-through pharmacies shall be permitted only on a lot which is designed to minimize the potential for turning movement conflicts and to facilitate safe and efficient on-site circulation and parking. Adequate parking and stacking spaces for the use shall be provided and located in such a manner as to facilitate safe and convenient vehicle and pedestrian access to all uses on the lot. In addition, signs shall be required to be posted in the vicinity of the stacking area stating the limitations on the use of the window service and/or drive-through lane.

Such signs shall not exceed two (2) square feet in area or be located closer than five (5) feet to any lot line.

13. Vehicle transportation service establishments shall be permitted in accordance with the following:

A. The total number of company vehicles permitted on site at any given time shall not exceed five (5).

B. There shall be no maintenance or refueling of vehicles on site.

C. Notwithstanding the provisions of Par. 15 of the Transitional Screening and Barrier Matrix, the use shall be subject to the provisions of Par. 9 of the Matrix.

14. New vehicle storage shall be permitted by right in accordance with the following:

A. When located within a parking structure that is accessory to another use(s), and provided that the spaces devoted to new vehicle storage are in excess of the minimum number of off-street parking spaces required in accordance with Article 11 for the use(s) to which the structure is accessory. The owner shall submit a parking tabulation in accordance with Article 17 that demonstrates that such excess parking spaces are available for new vehicle storage.

B. The layout of the new vehicle storage shall not hinder the internal vehicle circulation within the parking structure, and there shall be no mechanical parking lift devices or fencing associated with the new vehicle storage. FAIRFAX COUNTY ZONING ORDINANCE 6-20

C. There shall be no signs identifying the use and/or the associated vehicle, sale, rental and ancillary service establishment.

D. Notwithstanding the provisions of Article 13, transitional screening shall not be required.

6-207 Lot Size Requirements

1. Minimum district size: No land shall be classified in the PDC District unless the Board finds that the proposed development meets at least one (1) of the following conditions:

A. The proposed development will yield a minimum of 100,000 square feet of gross floor area.

B. The proposed development will be a logical extension of an existing P District, in which case it must yield a minimum of 40,000 square feet of gross floor area.

C. The proposed development is located within an area designated as a Community Business Center in the adopted comprehensive plan or is in a Commercial Revitalization District and a final development plan is submitted and approved concurrently with the conceptual development plan for the proposed development. The conceptual and final development plan shall specify the uses and gross floor area for the proposed development and shall provide site and building designs that will complement existing and planned development by incorporating high standards of urban design, to include provision for any specific urban design plans for the area and for pedestrian movement and access.

2. Minimum lot area: No requirement for each use or building, provided that a privacy yard, having a minimum area of 200 square feet, shall be provided on each single family attached dwelling unit lot, unless waived by the Board in conjunction with the approval of a development plan.

3. Minimum lot width: No requirement for each use or building.

6-208 Bulk Regulations

1. Maximum building height: Controlled by the standards set forth in Part 1 of Article 16.

2. Minimum yard requirements: Controlled by the standards set forth in Part 1 of Article 16.

3. Maximum floor area ratio: 1.5, which may be increased by the Board, in its sole discretion, up to a maximum of 2.5 in accordance with and when the conceptual and final development plans include one or more of the following:

A. More open space than the minimum required by Sect. 209 below - Not more than 2% for each additional 1% of the gross area provided in open space. **PLANNED DEVELOPMENT DISTRICT REGULATIONS 6-21**

B. Unique design features and amenities within the planned development which require unusually high development costs and

which achieve an especially attractive and desirable development, such as, but not limited to, terraces, sculpture, reflecting pools and fountains - As determined by the Board in each instance, but not to exceed 35%.

C. Below-surface off-street parking facilities - Not more than 5% for each 20% of the required number of parking spaces to be provided.

D. Above-surface off-street parking facilities within an enclosed building or structure - Not more than 3% for each 20% of the required number of parking spaces to be provided.

The maximum floor area ratio permitted by this Part shall exclude the floor area for affordable and bonus market rate dwelling units provided in accordance with Part 8 of Article 2.

6-209 Open Space

1. 15% of the gross area shall be open space.
2. In a PDC development where dwelling units are proposed as a secondary use, as part of the open space to be provided in accordance with the provisions of Par. 1 above, there shall be a requirement to provide recreational facilities for the enjoyment of the residents of the dwelling units. The provision of such facilities shall be subject to the provisions of Sect. 16-404 and such requirement shall be based on a minimum expenditure of \$1500 per dwelling unit for such facilities and either:
 - A. The facilities shall be provided on-site by the developer in substantial conformance with the approved final development plan. In the administration of this provision, credit shall be considered where there is a plan to provide common recreational facilities for the residents of the dwelling units and the occupants of the principal uses, and/or
 - B. The Board may approve the provision of the facilities located on property which is not part of the subject PDC District.

Notwithstanding the above, in affordable dwelling unit developments, the requirement for a per dwelling unit expenditure shall not apply to affordable dwelling units.

Use Limitations

1. All development shall conform to the standards set forth in Part 1 of Article 16.
2. A final development plan shall be submitted and approved concurrently with the conceptual development plan for the proposed development. The conceptual and final development plan shall specify the uses and gross floor area for the proposed development and shall provide site and building designs that will integrate with the adjacent communities and complement existing and planned development by incorporating high standards of urban design. The plan shall also be in general accordance with any specific urban design concept and streetscape plans for the area including the provision of convenient and accessible pedestrian walkways and connections, all as set forth in the adopted comprehensive plan.
3. The principal residential use shall be multiple family dwelling units. Single family attached dwellings may be allowed at the periphery of the development to provide a transition from the high density development to adjacent lower density development.
4. All uses shall be designed to be harmonious with and not adversely affect the use or development of neighboring properties.
5. When a use presented in Sect. 403 above as a Group or Category use is being considered for approval on a final development plan, the standards set forth in Articles 8 or 9 shall be used as a guide. When a use presented in Sect. 403 above as a Group or Category use is being considered for approval as a special exception use, pursuant to Sect. 405 above, the use shall be subject to the provisions of Article 9 and the special permit standards of Article 8, if applicable. Provided that such use is in substantial conformance with the approved conceptual development plan and any imposed development conditions or proffered conditions and is not specifically precluded by the approved final development plan, no final development plan amendment shall be required. In either of the above, all Category 3 medical care facility uses shall be subject to the review procedures presented in Part 3 of Article 9.
6. Secondary uses may be permitted only in a PRM District where at least fifty (50) percent of the total gross floor area in the development is devoted to multiple family dwellings. The floor area for dwellings shall be determined in accordance with the gross floor area definition, except the following features shall not be deemed gross floor area: balconies, porches, decks, breezeways, stoops and stairs which may

be roofed but which have at least one open side; or breezeways which may be roofed but which have two (2) open ends. An open side or open end shall have no more than fifty (50) percent of the total area between the side(s), roof and floor enclosed with railings, walls, or architectural features.

7. Drive-through facilities shall not be permitted.
8. Vehicle transportation service establishments shall be permitted in accordance with the following:
 - A. The total number of company vehicles permitted on site at any given time shall not exceed five (5).
 - B. There shall be no maintenance or refueling of vehicles on site.
 - C. Notwithstanding the provisions of Par. 15 of the Transitional Screening and Barrier Matrix, the use shall be subject to the provisions of Par. 9 of the Matrix.
9. Off-street parking and loading facilities and private streets shall be provided in conformance with the provisions of Article 11, to include the possible parking reductions based on hourly parking accumulation characteristics of the various uses and/or proximity to a mass transit station. It is intended that a substantial portion of the required parking should be provided in above and/or below grade parking structures.
10. Signs shall be permitted in accordance with the provisions of Article 12.
11. All uses permitted pursuant to the approval of a final development plan shall be in substantial conformance with the approved final development plan as provided for in Sect. 16-403.
12. All uses shall comply with the performance standards set forth in Article 14.

6-407 Lot Size Requirements

1. Minimum district size: Two (2) acres, provided the proposed development is in accordance with the adopted comprehensive plan and the purpose and intent and all of the standards and requirements of the PRM District.
2. Minimum lot area: No requirement for each use or building, provided that a privacy yard, having a minimum area of 200 square feet, shall

be provided on each single family attached dwelling unit lot, unless waived by the Board in conjunction with the approval of a rezoning application or by the Planning Commission in conjunction with the approval of a subsequent final development plan amendment.

3. Minimum lot width: No requirement for each use or building.

6-408 Bulk Regulations

1. Maximum building height and minimum yard requirements shall be controlled by the standards set forth in Part 1 of Article 16.
2. Maximum floor area ratio: 3.0, provided the maximum floor area ratio permitted by this Part shall exclude the floor area for affordable and bonus market rate units provided in accordance with Part 8 of Article 2.

6-409 Open Space

1. 20% of the gross area shall be landscaped open space, unless modified by the Board in accordance with the provisions of Sect. 9-612.
2. In addition to Par. 1 above, there shall be a requirement to provide recreational facilities. The provision of such facilities shall be subject to the provisions of Sect. 16-404, however, recreational facilities, such as swimming pools, exercise rooms, or health clubs, which are located on rooftops, deck areas and/or areas within a building, may be used to fulfill this requirement. The requirement for providing recreational facilities shall be based on a minimum expenditure of \$955 per dwelling unit for such facilities and either:
 - A. The facilities shall be provided on-site by the developer in substantial conformance with the approved final development plan, and/or
 - B. The Board may approve the provision of the facilities on land which is not part of the subject PRM District. Notwithstanding the above, in affordable dwelling unit developments, the requirement for a per dwelling unit expenditure shall not apply to affordable dwelling units.

Use Limitations

1. All development shall conform to the standards set forth in Part 1 of Article 16.
2. A final development plan shall be submitted and approved concurrently with the conceptual development plan for the proposed development. The conceptual and final development plan shall specify the uses and gross floor area for the proposed development and shall provide site and building designs that will integrate with the adjacent communities and complement existing and planned development by incorporating high standards of urban design. The plan shall also be in general accordance with any specific urban design concept and streetscape plans for the area including the provision of convenient and accessible pedestrian walkways and connections, all as set forth in the adopted comprehensive plan.
3. The principal residential use shall be multiple family dwelling units. Single family attached dwellings may be allowed at the periphery of the development to provide a transition from the high density development to adjacent lower density development.
4. All uses shall be designed to be harmonious with and not adversely affect the use or development of neighboring properties.
5. When a use presented in Sect. 403 above as a Group or Category use is being considered for approval on a final development plan, the standards set forth in Articles 8 or 9 shall be used as a guide. When a use presented in Sect. 403 above as a Group or Category use is being considered for approval as a special exception use, pursuant to Sect. 405 above, the use shall be subject to the provisions of Article 9 and the special permit standards of Article 8, if applicable. Provided that such use is in substantial conformance with the approved conceptual development plan and any imposed development conditions or proffered conditions and is not specifically precluded by the approved final development plan, no final development plan amendment shall be required. In either of the above, all Category 3 medical care facility uses shall be subject to the review procedures presented in Part 3 of Article 9.
6. Secondary uses may be permitted only in a PRM District where at least fifty (50) percent of the total gross floor area in the development is devoted to multiple family dwellings. The floor area for dwellings shall be determined in accordance with the gross floor area definition, except the following features shall not be deemed gross floor area: balconies, porches, decks, breezeways, stoops and stairs which may

be roofed but which have at least one open side; or breezeways which may be roofed but which have two (2) open ends. An open side or open end shall have no more than fifty (50) percent of the total area between the side(s), roof and floor enclosed with railings, walls, or architectural features.

7. Drive-through facilities shall not be permitted.
8. Vehicle transportation service establishments shall be permitted in accordance with the following:
 - A. The total number of company vehicles permitted on site at any given time shall not exceed five (5).
 - B. There shall be no maintenance or refueling of vehicles on site.
 - C. Notwithstanding the provisions of Par. 15 of the Transitional Screening and Barrier Matrix, the use shall be subject to the provisions of Par. 9 of the Matrix.
9. Off-street parking and loading facilities and private streets shall be provided in conformance with the provisions of Article 11, to include the possible parking reductions based on hourly parking accumulation characteristics of the various uses and/or proximity to a mass transit station. It is intended that a substantial portion of the required parking should be provided in above and/or below grade parking structures.
10. Signs shall be permitted in accordance with the provisions of Article 12.
11. All uses permitted pursuant to the approval of a final development plan shall be in substantial conformance with the approved final development plan as provided for in Sect. 16-403.
12. All uses shall comply with the performance standards set forth in Article 14.

6-407 Lot Size Requirements

1. Minimum district size: Two (2) acres, provided the proposed development is in accordance with the adopted comprehensive plan and the purpose and intent and all of the standards and requirements of the PRM District.
2. Minimum lot area: No requirement for each use or building, provided that a privacy yard, having a minimum area of 200 square feet, shall

be provided on each single family attached dwelling unit lot, unless waived by the Board in conjunction with the approval of a rezoning application or by the Planning Commission in conjunction with the approval of a subsequent final development plan amendment.

3. Minimum lot width: No requirement for each use or building.

6-408 Bulk Regulations

1. Maximum building height and minimum yard requirements shall be controlled by the standards set forth in Part 1 of Article 16.
2. Maximum floor area ratio: 3.0, provided the maximum floor area ratio permitted by this Part shall exclude the floor area for affordable and bonus market rate units provided in accordance with Part 8 of Article 2.

6-409 Open Space

1. 20% of the gross area shall be landscaped open space, unless modified by the Board in accordance with the provisions of Sect. 9-612.
2. In addition to Par. 1 above, there shall be a requirement to provide recreational facilities. The provision of such facilities shall be subject to the provisions of Sect. 16-404, however, recreational facilities, such as swimming pools, exercise rooms, or health clubs, which are located on rooftops, deck areas and/or areas within a building, may be used to fulfill this requirement. The requirement for providing recreational facilities shall be based on a minimum expenditure of \$955 per dwelling unit for such facilities and either:
 - A. The facilities shall be provided on-site by the developer in substantial conformance with the approved final development plan, and/or
 - B. The Board may approve the provision of the facilities on land which is not part of the subject PRM District. Notwithstanding the above, in affordable dwelling unit developments, the requirement for a per dwelling unit expenditure shall not apply to affordable dwelling units.

General Standards

In addition to the specific standards set forth hereinafter with regard to particular special exception uses, all such uses shall satisfy the following general standards:

1. The proposed use at the specified location shall be in harmony with the adopted comprehensive plan.
2. The proposed use shall be in harmony with the general purpose and intent of the applicable zoning district regulations.
3. The proposed use shall be such that it will be harmonious with and will not adversely affect the use or development of neighboring properties in accordance with the applicable zoning district regulations and the adopted comprehensive plan. The location, size and height of buildings, structures, walls and fences, and the nature and extent of screening, buffering and landscaping shall be such that the use will not hinder or discourage the appropriate development and use of adjacent or nearby land and/or buildings or impair the value thereof.
4. The proposed use shall be such that pedestrian and vehicular traffic associated with such use will not be hazardous or conflict with the existing and anticipated traffic in the neighborhood.
5. In addition to the standards which may be set forth in this Article for a particular category or use, the Board shall require landscaping and screening in accordance with the provisions of Article 13.
6. Open space shall be provided in an amount equivalent to that specified for the zoning district in which the proposed use is located.
7. Adequate utility, drainage, parking, loading and other necessary facilities to serve the proposed use shall be provided. Parking and loading requirements shall be in accordance with the provisions of Article 11.
8. Signs shall be regulated by the provisions of Article 12; however, the Board may impose more strict requirements for a given use than those set forth in this Ordinance.

9-311

Additional Standards for Alternate Use of Public Facilities

The Board may approve a special exception to allow alternate uses of County public facilities which have space temporarily in excess of current needs, but only in accordance with the following conditions:

1. Proposed uses shall be limited to those uses allowed by special permit or special exception in the zoning district in which the public facility is located except as may be precluded by the additional standards for a particular use.
2. Uses located within existing structures shall not have to comply with the minimum lot size requirements or bulk regulations set forth for the zoning district in which located.
3. All uses shall comply with the off-street parking requirements of Article 11.
4. Signs as may be permitted in accordance with the provisions of Par. 2M of Sect. 12-208 shall be limited to one building-mounted and one freestanding sign for all alternate uses in a given public facility.
5. The Board shall determine that the proposed uses, if located in a residential district, shall not adversely impact the adjoining residential community in terms of traffic, vehicular access, parking, lighting, signs, and outside storage, length and intensity of outside activity, or general visual or noise impact. To this end, the additional standards set forth for particular proposed uses shall be used as a guide in considering all proposed uses.

9-609

Provisions for Parking in R Districts

The Board may approve a special exception authorizing a parcel of land in an R district to be used for off-street parking of motor vehicles, but only in accordance with the following conditions:

1. No charge shall be made for the use of such parcel for parking purposes.
2. All such off-street parking facilities shall be used solely for the parking of vehicles in operating condition. No motor vehicle repair work except emergency service shall be permitted in association with any such off-street parking.

3. All such off-street parking space shall be provided with safe and convenient access to a street. If any such space is located contiguous to a street, the street side thereof shall be curbed, and ingress and egress shall be provided only through driveway openings through the curb of such dimension, location and construction as may be approved by the Director in accordance with the Public Facilities Manual.
4. All such off-street parking areas shall be in accordance with the provisions of Par. 11 of Sect. 11-102.
5. All such off-street parking spaces and areas shall comply with the geometric design standards presented in the Public Facilities Manual.
6. There shall be no parking of vehicles closer to any lot line which abuts an R district than a distance equal to the dimension of the abutting corresponding yard as required by this Ordinance.
7. All lighting fixtures used to illuminate such off-street parking areas shall be in conformance with the performance standards for outdoor lighting set forth in Part 9 of Article 14.
8. All such off-street parking shall comply with the provisions for landscaping and screening set forth in Article 13.

General Provisions

1. All required off-street parking spaces shall be located on the same lot as the structure or use to which they are accessory or on a lot contiguous thereto which has the same zoning classification, and is either under the same ownership, or is subject to agreements or arrangements satisfactory to the Director that will ensure the permanent availability of such spaces.

Provided, however, where there are practical difficulties or if the public safety and/or public convenience would be better served by the location other than on the same lot or on a contiguous lot with the use to which it is accessory, the Board, acting upon a specific request, may authorize such alternative location subject to conditions it deems appropriate and the following:

A. Such required space shall be subject to agreements or arrangements satisfactory to the Board that will ensure the permanent availability of such spaces, and

B. The applicant shall demonstrate to the Board's satisfaction that such required space shall be generally located within 500 feet walking distance of a building entrance to the use that such space serves or such space will be provided off-site with access via a valet or shuttle service subject to agreements or arrangements approved by the Board which will ensure the operation of such service and that there will not be any adverse impacts on the site of the parking spaces or the adjacent area, or

C. Such required space shall be accommodated in accordance with the provisions of Par. 6 below.

In a Commercial Revitalization District, the Director may approve an alternative location in accordance with the above and the provisions of the Commercial Revitalization District.

2. When provided as an accessibility improvement, accessible off-street parking spaces and related access aisles and accessible routes shall be in accordance with the provisions of the VUSBC and the Public Facilities Manual. The number of accessible parking spaces shall be included in the required number of parking spaces. Each such accessible parking space shall be designated as reserved for persons with disabilities by an above grade sign in conformance with the design and content

specifications of the Public Facilities Manual.

3. No off-street parking facilities for a structure or use permitted only in a C or I district shall be located in an R district except upon approval as a special exception by the Board as provided in Part 6 of Article 9.
4. Off-street parking spaces may serve two (2) or more uses; however, in such case, the total number of such spaces must equal the sum of the spaces required for each separate use except:
 - A. As may be permitted under Paragraphs 5, 22, 26 and 27 below and Par. 3 of Sect. 106 below; or
 - B. That the Board may, subject to conditions it deems appropriate, reduce the total number of parking spaces required by the strict application of this Part when the applicant has demonstrated to the Board's satisfaction that fewer spaces than those required by this Part will adequately serve two (2) or more uses by reason of the hourly parking accumulation characteristics of such uses and such reduction will not adversely affect the site or the adjacent area.

Notwithstanding the above, required off-street parking spaces and their appurtenant aisles and driveways which are not fully utilized during the weekday may be used for a public commuter park-and-ride lot when such lot is established and operated in accordance with a public commuter park-and-ride lot agreement approved by the Board.

In addition, for a use where the minimum number of required parking spaces is provided on site in accordance with this Part, but additional off-site parking may be desired, the Director may, subject to conditions the Director deems appropriate, approve the use of a portion of an adjacent site's required parking spaces, when the applicant has demonstrated to the Director's satisfaction that the use of such spaces on the adjacent site will not adversely affect such site or the adjacent area by reason of the hourly parking accumulation characteristics of such uses.

5. Within the area in proximity to a mass transit station, which station either exists or is programmed for completion within the same time frame as the completion of the subject development, or along a corridor served by a mass transit facility, which facility

is conveniently accessible to the proposed use and offers a regular scheduled service, the Board may, subject to conditions it deems appropriate, reduce the number of off-street parking spaces otherwise required by the strict application of the provisions of this Part. Such reduction may be approved when the applicant has demonstrated to the Board's satisfaction that the spaces proposed to be eliminated are unnecessary based on the projected reduction in the parking demand resulting from the proximity of the transit station or mass transit facility and such reduction in parking spaces will not adversely affect the site or the adjacent area.

6. Within areas designated as Community Business Centers on the adopted comprehensive plan, the Board may waive the requirement that all required off-street parking spaces be located on the same lot or on a contiguous lot as set forth in Par. 1 above, provided the following conditions are met:
 - A. The developer shall apply to the Director stating the circumstances which make it impracticable to meet the requirements of this Part, and
 - B. The developer shall agree to pay to the County a sum for each space so eliminated, such sum to be set by the Board in an annually adopted schedule, and
 - C. The County has plans for the erection of a public parking facility in the immediate area of the request, and
 - D. The County has provided for the development of such parking, at a time and in a quantity sufficient to meet the needs of the applicant's proposed use.
7. All required off-street parking spaces and their appurtenant aisles and driveways shall be deemed to be required space on the lot on which the same are situated and shall not be encroached upon or reduced in any manner except upon approval by the Board in accordance with the provisions of this Ordinance, or except upon approval by the Director in any of the following circumstances. This provision shall not be deemed to negate pipestem lots otherwise allowed under the provisions of Sect. 2-406.
 - A. Such space may be reduced by the amount to which other space, conforming to the provisions of this Ordinance, is provided for the use that is involved, or

B. Such space may be reduced by an amount which is justified by a reduction in the need for such space by reason of a reduction in the size or change in the nature of the use to which such is appurtenant, or

C. Such space may be reduced by reason of the provision of conveniently available parking space in a parking lot established by a public authority for which the developer has made payment in accordance with the provisions of Par. 6 above, or

D. Such space may be reduced for an existing structure or use to provide an accessibility improvement.

8. Except as may be qualified elsewhere in this Ordinance, off-street parking spaces that are located on the ground and are open to the sky may be located in any required yard but not closer than ten (10) feet to any front lot line, unless modified by the Board or BZA pursuant to Part 2 of Article 13; except that this ten (10) foot minimum distance shall not be required between parking spaces provided for single family attached dwellings in parking bays and the front lot lines of single family detached dwelling unit lots and shall not apply to parking spaces provided for and on the same lot with single family detached or attached dwellings, provided such space shall not encroach into any sidewalk or trail.

For single family detached dwellings on lots containing 36,000 square feet or less in the R-1, R-2, R-3 and R-4 Districts, all parking for vehicles or trailers in a front yard shall be on a surfaced area, provided, however, that this shall not be deemed to preclude temporary parking on an unsurfaced area in a front yard for a period not to exceed forty-eight (48) hours for loading, unloading, cleaning or repair of vehicles or trailers. In addition, in the R-1 and R-2 Districts, no more than twenty-five (25) percent of any front yard and in the R-3 and R-4 Districts, no more than thirty (30) percent of any front yard shall be surfaced area for a driveway or vehicle/trailer parking area; provided, however, that these limitations may be exceeded for a surfaced area that is:

- A. Directly contiguous with, and providing primary access to, two (2) side-by-side parking spaces as long as the surfaced area is not more than twenty-five (25) feet long and eighteen (18) feet wide;

B. On a lot which has its primary access from a major thoroughfare and consists of two (2) side-by-side parking spaces and a vehicular turn-around area as long as the surfaced area is not more than twenty-five (25) feet long and eighteen (18) feet wide and the turn-around area does not exceed 150 square feet; or

C. Provided as an accessibility improvement as approved by the Zoning Administrator.

Surfaced area shall include asphalt, poured or precast concrete, brick, stone, gravel, or any other impervious surface, or grasscrete or other similar pervious surface. On a pipestem lot, the surfaced area within the pipestem driveway shall not be included in this limitation.

Except as may be qualified elsewhere in this Ordinance, parking structures and carports shall be subject to the minimum yard requirements applicable in the zoning district in which located; except parking structures that are completely underground may be located in any required yard, but not closer than one (1) foot to any lot line.

9. All off-street parking facilities shall be used solely for the parking of vehicles in operating condition by patrons, occupants or employees of the use to which such parking is accessory. No motor vehicle repair work except emergency service shall be permitted in association with any required off-street parking facilities.
10. All off-street parking space shall be provided with safe and convenient access to a street. If any such space is located contiguous to a street, the street side thereof shall be curbed, and ingress and egress shall be provided only through driveway openings through the curb of such dimension, location and construction as may be approved by the Director in accordance with the provisions of the Public Facilities Manual.
11. All off-street parking areas, including aisles and driveways, except those required for single family detached dwellings, shall be constructed and maintained with a dustless surface in accordance with construction standards presented in the Public Facilities Manual; however, the Director may approve a modification or waiver of the dustless surface requirement in accordance with the Public Facilities Manual.

12. All off-street parking spaces and areas shall comply with the geometric design standards presented in the Public Facilities Manual. All parking spaces, except those provided for and on the same lot with single family detached and attached dwellings, shall be clearly marked in accordance with the design guidelines set forth in the Public Facilities Manual and shall be subject to the approval of the Director.

Except for public commuter park-and-ride lots which utilize existing off-street parking spaces accessory to another use, any proposal to redesignate parking space delineations which changes the existing space size, configuration or number shall require the submission to and approval by the Director of a plan certified by an engineer or land surveyor authorized by the State to practice as such. Such plan shall show all off-street parking spaces, related driveways, loading spaces and walkways, indicating type of surfacing, size, angle of stalls, width of aisles and a specific schedule showing the number of parking spaces provided and the number required by the provisions of this Article. No plan shall be approved which reduces the number of parking spaces below the minimum number required by this Article.

Notwithstanding the above, a redesignation plan to provide an accessibility improvement need not be certified by an engineer or land surveyor and any such plan which reduces the number of parking spaces below the minimum requirements of this Article may be approved.

13. All required stacking spaces shall be a minimum of eighteen (18) feet in length. In addition, the geometric design of the stacking aisle(s), including but not limited to the radius and width of the travel aisle, shall be subject to the approval of the Director.
14. All lighting fixtures used to illuminate off-street parking areas shall be in conformance with the performance standards for outdoor lighting set forth in Part 9 of Article 14.
15. All off-street parking areas shall comply with the provisions for landscaping and screening presented in Article 13.
16. Parking spaces required on an employee/person basis in the Sections that follow shall be based on the maximum number of employees/persons on duty or residing, or both, on the

premises at any one time, or the occupancy load of the building, whichever is greater.

17. Where a given use or building contains a combination of uses as set forth in the following Sections, parking shall be provided on the basis of the sum of the required spaces for each use, except as may be permitted by Par. 22 below.
18. If there is uncertainty with respect to the amount of parking spaces required by the provisions of this Ordinance as a result of an indefiniteness as to the proposed use of a building or of land, the maximum requirement for the general type of use that is involved shall govern.
19. Where the required number of parking spaces is not set forth for a particular use in the following Sections, and where there is no similar general type of use listed, the Zoning Administrator shall determine the basis of the number of spaces to be provided.
20. The Board may reduce the total number of stacking spaces required by the strict application of the provisions of this Part when it has been conclusively demonstrated that circumstances, site design or location do not warrant the number of spaces required and that such reduction will not adversely affect pedestrian or vehicular circulation on the site or on any abutting street.
21. When the number of spaces calculated in accordance with the provisions of this Article results in a number containing a fraction, the required number of spaces shall be the next higher whole number.
22. Accessory service uses, as permitted by Paragraphs 2 and 3 of Sect. 10-202, which are located within the building of a principal use, and which serve the occupants, their patients, clients or customers, may be parked in accordance with the parking requirement for the principal use; provided, however, that the total gross floor area for all such uses shall not exceed fifteen (15) percent of the total gross floor area of the building; that no signs for the accessory service uses shall be visible from the outside of the building; and that the hours of operation for such uses shall be limited to between 6:00 AM and 6:00 PM, Monday through Friday.
23. The same or fewer number of compact car parking spaces

existing as of or grandfathered by the Board of Supervisors on September 19, 1988 may be retained in accordance with the conditions of the compact car approval, provided that the total number of parking spaces on-site is not reduced, except if:

A. Such reduction is to provide an accessibility improvement, or

B. Such reduction is a result of a reduction in land area by condemnation or by acquisition for public purposes by any governmental agency.

24. Additional off-street parking may be added to an existing development which met the parking requirement in effect at the time of its development, but which does not comply with the current requirements, in order to minimize the degree of current noncompliance.

25. Except as qualified below, for purposes of determining off-street parking requirements, gross floor area shall be determined in accordance with the gross floor area definition except that:

A. Outdoor display/sales area and that area within a cellar that is not used exclusively for storage or for mechanical equipment shall be included as gross floor area; and

B. Mall areas in shopping centers of less than 1,000,000 square feet of gross floor area, which shall be calculated as consisting of the sum of all floors in the mall, measured from the interior faces of the walls of the mall, shall be excluded from gross floor area.

26. In conjunction with the approval of a proffer to establish a transportation demand management (TDM) program, or if a development is subject to an approved proffer for the establishment of a TDM program, the Board may, subject to conditions it deems appropriate, reduce the number of off-street parking spaces otherwise required by the strict application of the provisions of this Part when the applicant has demonstrated to the Board's satisfaction that, due to the proffered TDM program, the spaces proposed to be eliminated for a site are unnecessary and such reduction in parking spaces will not adversely affect the site or the adjacent area. In no event shall the reduction in the number of required spaces exceed the projected reduction in parking demand specified by the proffered TDM program.

For the purposes of this provision, a proffered TDM program shall include: a projected reduction in parking demand expressed as a percentage of overall parking demand and the basis for such projection; the TDM program actions to be taken by the applicant to reduce the parking demand; a requirement by the applicant to periodically monitor and report to the County as to whether the projected reductions are being achieved; and a commitment and plan whereby the applicant shall provide additional parking spaces in an amount equivalent to the reduction should the TDM program not result in the projected reduction in parking demand.

27. For a hotel and/or conference/convention center in proximity to an airport, the Board may, subject to conditions it deems appropriate, reduce the total number of off-street parking spaces otherwise required by the strict application of the provisions of this Part, when it is warranted by a parking study, submitted by the applicant, which demonstrates that a reduction is justified based on actual parking usages at existing developments which are comparable in use and location.
28. The minimum off-street parking requirements for any non-residential use within the Lake Anne Commercial Revitalization Area as designated by the Board of Supervisors may be reduced by twenty (20) percent by the Board when it is demonstrated by the applicant and determined by the Board that such reduction is in furtherance of the goals of the Area as set forth in the adopted comprehensive plan. Such request may also be considered in conjunction with a rezoning and/or special exception application. The fee for a parking reduction set forth in Sect. 17-109 shall not be applicable.

RESIDENTIAL DEVELOPMENT CRITERIA

Fairfax County expects new residential development to enhance the community by: fitting into the fabric of the neighborhood, respecting the environment, addressing transportation impacts, addressing impacts on other public facilities, being responsive to our historic heritage, contributing to the provision of affordable housing and, being responsive to the unique site specific considerations of the property. To that end, the following criteria are to be used in evaluating zoning requests for new residential development. The resolution of issues identified during the evaluation of a specific development proposal is critical if the proposal is to receive favorable consideration.

Where the Plan recommends a possible increase in density above the existing zoning of the property, achievement of the requested density will be based, in substantial part, on whether development related issues are satisfactorily addressed as determined by application of these development criteria. Most, if not all, of the criteria will be applicable in every application; however, due to the differing nature of specific development proposals and their impacts, the development criteria need not be equally weighted. If there are extraordinary circumstances, a single criterion or several criteria may be overriding in evaluating the merits of a particular proposal. Use of these criteria as an evaluation tool is not intended to be limiting in regard to review of the application with respect to other guidance found in the Plan or other aspects that the applicant incorporates into the development proposal. Applicants are encouraged to submit the best possible development proposals. In applying the Residential Development Criteria to specific projects and in determining whether a criterion has been satisfied, factors such as the following may be considered:

- the size of the project
- site specific issues that affect the applicant's ability to address in a meaningful way relevant development issues
- whether the proposal is advancing the guidance found in the area plans or other planning and policy goals (e.g. revitalization).

When there has been an identified need or problem, credit toward satisfying the criteria will be awarded based upon whether proposed commitments by the applicant will significantly advance problem resolution. In all cases, the responsibility for demonstrating satisfaction of the criteria rests with the applicant.

1. Site Design:

All rezoning applications for residential development should be characterized by high quality site design. Rezoning proposals for residential development, regardless of the proposed density, will be evaluated based upon the following principles, although not all of the principles may be applicable for all developments.

- a) *Consolidation*: Developments should provide parcel consolidation in conformance with any site specific text and applicable policy recommendations of the Comprehensive Plan. Should the Plan text not specifically address consolidation, the nature and extent of any proposed parcel consolidation should further the integration of the development with adjacent parcels. In any event, the proposed

consolidation should not preclude nearby properties from developing as recommended by the Plan.

b) *Layout*: The layout should:

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

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

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

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

2. Neighborhood Context

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

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

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

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

3. Environment:

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

- a) *Preservation:* Developments should conserve natural environmental resources by protecting, enhancing, and/or restoring the habitat value and pollution reduction potential of floodplains, stream valleys, EQCs, RPAs, woodlands, wetlands and other environmentally sensitive areas.
- b) *Slopes and Soils:* The design of developments should take existing topographic conditions and soil characteristics into consideration.
- c) *Water Quality:* Developments should minimize off-site impacts on water quality by commitments to state of the art best management practices for stormwater management and low-impact site design techniques.
- d) *Drainage:* The volume and velocity of stormwater runoff from new development should be managed in order to avoid impacts on downstream properties. Where drainage is a particular concern, the applicant should demonstrate that off-site drainage impacts will be mitigated and that stormwater management facilities are designed and sized appropriately. Adequate drainage outfall should be verified, and the location of drainage outfall (onsite or offsite) should be shown on development plans.
- e) *Noise:* Developments should protect future and current residents and others from the adverse impacts of transportation generated noise.
- f) *Lighting:* Developments should commit to exterior lighting fixtures that minimize neighborhood glare and impacts to the night sky.

- g) *Energy*: Developments should use site design techniques such as solar orientation and landscaping to achieve energy savings, and should be designed to encourage and facilitate walking and bicycling.

4. Tree Preservation and Tree Cover Requirements:

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

5. Transportation:

All rezoning applications for residential development should implement measures to address planned transportation improvements. Applicants should offset their impacts to the transportation network. Accepted techniques should be utilized for analysis of the development's impact on the network. Residential development considered under these criteria will range widely in density and, therefore, will result in differing impacts to the transportation network. Some criteria will have universal applicability while others will apply only under specific circumstances. Regardless of the proposed density, applications will be evaluated based upon the following principles, although not all of the principles may be applicable.

- a) *Transportation Improvements*: Residential development should provide safe and adequate access to the road network, maintain the ability of local streets to safely accommodate traffic, and offset the impact of additional traffic through commitments to the following:

- Capacity enhancements to nearby arterial and collector streets;
- Street design features that improve safety and mobility for non-motorized forms of transportation;
- Signals and other traffic control measures;
- Development phasing to coincide with identified transportation improvements;
- Right-of-way dedication;
- Construction of other improvements beyond ordinance requirements;
- Monetary contributions for improvements in the vicinity of the development.

- b) *Transit/Transportation Management*: Mass transit usage and other transportation measures to reduce vehicular trips should be encouraged by:

- Provision of bus shelters;
- Implementation and/or participation in a shuttle bus service;
- Participation in programs designed to reduce vehicular trips;

- Incorporation of transit facilities within the development and integration of transit with adjacent areas;
 - Provision of trails and facilities that increase safety and mobility for non-motorized travel.
- c) *Interconnection of the Street Network:* Vehicular connections between neighborhoods should be provided, as follows:
- Local streets within the development should be connected with adjacent local streets to improve neighborhood circulation;
 - When appropriate, existing stub streets should be connected to adjoining parcels. If street connections are dedicated but not constructed with development, they should be identified with signage that indicates the street is to be extended;
 - Streets should be designed and constructed to accommodate safe and convenient usage by buses and non-motorized forms of transportation;
 - Traffic calming measures should be implemented where needed to discourage cut-through traffic, increase safety and reduce vehicular speed;
 - The number and length of long, single-ended roadways should be minimized;
 - Sufficient access for public safety vehicles should be ensured.
- d) *Streets:* Public streets are preferred. If private streets are proposed in single family detached developments, the applicant shall demonstrate the benefits for such streets. Applicants should make appropriate design and construction commitments for all private streets so as to minimize maintenance costs which may accrue to future property owners. Furthermore, convenience and safety issues such as parking on private streets should be considered during the review process.
- e) *Non-motorized Facilities:* Non-motorized facilities, such as those listed below, should be provided:
- Connections to transit facilities;
 - Connections between adjoining neighborhoods;
 - Connections to existing non-motorized facilities;
 - Connections to off-site retail/commercial uses, public/community facilities, and natural and recreational areas;
 - An internal non-motorized facility network with pedestrian and natural amenities, particularly those included in the Comprehensive Plan;
 - Offsite non-motorized facilities, particularly those included in the Comprehensive Plan;
 - Driveways to residences should be of adequate length to accommodate passenger vehicles without blocking walkways;
 - Construction of non-motorized facilities on both sides of the street is preferred. If construction on a single side of the street is proposed, the applicant shall demonstrate the public benefit of a limited facility.
- f) *Alternative Street Designs:* Under specific design conditions for individual sites or where existing features such as trees, topography, etc. are important elements, modifications to the public street standards may be considered.

6. Public Facilities:

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

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

All rezoning applications for residential development are expected to offset their public facility impact and to first address public facility needs in the vicinity of the proposed development. Impact offset may be accomplished through the dedication of land suitable for the construction of an identified public facility need, the construction of public facilities, the contribution of specified in-kind goods, services or cash earmarked for those uses, and/or monetary contributions to be used toward funding capital improvement projects. Selection of the appropriate offset mechanism should maximize the public benefit of the contribution.

Furthermore, phasing of development may be required to ensure mitigation of impacts.

7. Affordable Housing:

Ensuring an adequate supply of housing for low and moderate income families, those with special accessibility requirements, and those with other special needs is a goal of the County. Part 8 of Article 2 of the Zoning Ordinance requires the provision of Affordable Dwelling Units (ADUs) in certain circumstances. Criterion #7 is applicable to all rezoning applications and/or portions thereof that are not required to provide any Affordable Dwelling Units, regardless of the planned density range for the site.

- a) *Dedication of Units or Land:* If the applicant elects to fulfill this criterion by providing affordable units that are not otherwise required by the ADU Ordinance: a maximum density of 20% above the upper limit of the Plan range could be achieved if 12.5% of the total number of single family detached and attached units are provided pursuant to the Affordable Dwelling Unit Program; and, a maximum density of 10% or 20% above the upper limit of the Plan range could be achieved if 6.25% or 12.5%, respectively of the total number of multifamily units are provided to the Affordable Dwelling Unit Program. As an alternative, land, adequate and ready to be developed for an equal number of units may be provided to the Fairfax County Redevelopment and Housing Authority or to such other entity as may be approved by the Board.
- b) *Housing Trust Fund Contributions:* Satisfaction of this criterion may also be achieved by a contribution to the Housing Trust Fund or, as may be approved by the Board, a monetary and/or in-kind contribution to another entity whose mission

is to provide affordable housing in Fairfax County, equal to 0.5% of the value of all of the units approved on the property except those that result in the provision of ADUs. This contribution shall be payable prior to the issuance of the first building permit. For for-sale projects, the percentage set forth above is based upon the aggregate sales price of all of the units subject to the contribution, as if all of those units were sold at the time of the issuance of the first building permit, and is estimated through comparable sales of similar type units. For rental projects, the amount of the contribution is based upon the total development cost of the portion of the project subject to the contribution for all elements necessary to bring the project to market, including land, financing, soft costs and construction. The sales price or development cost will be determined by the Department of Housing and Community Development, in consultation with the Applicant and the Department of Public Works and Environmental Services. If this criterion is fulfilled by a contribution as set forth in this paragraph, the density bonus permitted in a) above does not apply.

8. Heritage Resources:

Heritage resources are those sites or structures, including their landscape settings, that exemplify the cultural, architectural, economic, social, political, or historic heritage of the County or its communities. Such sites or structures have been 1) listed on, or determined eligible for listing on, the National Register of Historic Places or the Virginia Landmarks Register; 2) determined to be a contributing structure within a district so listed or eligible for listing; 3) located within and considered as a contributing structure within a Fairfax County Historic Overlay District; or 4) listed on, or having a reasonable potential as determined by the County, for meeting the criteria for listing on, the Fairfax County Inventories of Historic or Archaeological Sites.

In reviewing rezoning applications for properties on which known or potential heritage resources are located, some or all of the following shall apply:

- a) Protect heritage resources from deterioration or destruction until they can be documented, evaluated, and/or preserved;
- b) Conduct archaeological, architectural, and/or historical research to determine the presence, extent, and significance of heritage resources;
- c) Submit proposals for archaeological work to the County for review and approval and, unless otherwise agreed, conduct such work in accordance with state standards;
- d) Preserve and rehabilitate heritage resources for continued or adaptive use where feasible;
- e) Submit proposals to change the exterior appearance of, relocate, or demolish historic structures to the Fairfax County Architectural Review Board for review and approval;
- f) Document heritage resources to be demolished or relocated;

- g) Design new structures and site improvements, including clearing and grading, to enhance rather than harm heritage resources;
- h) Establish easements that will assure continued preservation of heritage resources with an appropriate entity such as the County's Open Space and Historic Preservation Easement Program; and
- i) Provide a Fairfax County Historical Marker or Virginia Historical Highway Marker on or near the site of a heritage resource, if recommended and approved by the Fairfax County History Commission.

ROLE OF DENSITY RANGES IN AREA PLANS

Density ranges for property planned for residential development, expressed generally in terms of dwelling units per acre, are recommended in the Area Plans and are shown on the Comprehensive Plan Map. Where the Plan text and map differ, the text governs. In defining the density range:

- the "base level" of the range is defined as the lowest density recommended in the Plan range, i.e., 5 dwelling units per acre in the 5-8 dwelling unit per acre range;
- the "high end" of the range is defined as the base level plus 60% of the density range in a particular Plan category, which in the residential density range of 5-8 dwelling units per acre would be considered as 6.8 dwelling units per acre and above; and,
- the upper limit is defined as the maximum density called for in any Plan range, which, in the 5-8 dwelling unit per acre range would be 8 dwelling units per acre.
- In instances where a range is not specified in the Plan, for example where the Plan calls for residential density up to 30 dwelling units per acre, the density cited in the Plan shall be construed to equate to the upper limit of the Plan range, and the base level shall be the upper limit of the next lower Plan range, in this instance, 20 dwelling units per acre.



FAIRFAX COUNTY

APPENDIX 18

BOARD OF SUPERVISORS

12000 Government Center Parkway, Suite 530

Fairfax, Virginia 22035-0070

V I R G I N I A

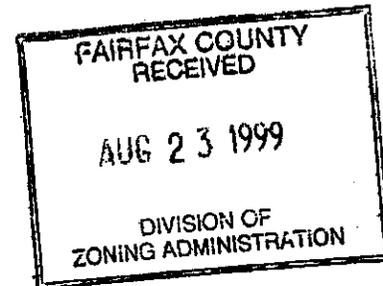
Telephone: 703-324-3150

FAX: 703-324-3920

TTY: 703-324-3900

July 23, 1999

Martin D. Walsh, Esquire
Walsh, Colucci, Stackhouse,
Emrich and Lubeley, P.C.
2200 Clarendon Boulevard
Arlington, Virginia 22201-3359



RE: Special Exception
Number SE 99-P-008

Dear Mr. Walsh:

At a regular meeting of the Board of Supervisors held on July 12, 1999, the Board approved Special Exception Number SE 99-P-008 in the name of Westerra Merrifield, L.L.C., located at 3020 Gallows Road, Tax Map 49-4 ((1)) 14, for an alternate use of a public facility to permit off-street parking of motor vehicles for a commercial use in an R District, pursuant to Section 9-311 of the Fairfax County Zoning Ordinance, by requiring conformance with the following development conditions:

(NOTE: The Board held a public hearing on Special Exception Application SE 99-P-008 on June 28, 1999, and deferred decision until July 12, 1999.)

1. This Special Exception is granted for and runs with the land indicated in this application and is not transferable to other land.
2. This Special Exception is granted only for the purpose(s), structure(s) and/or use(s) indicated on the Special Exception Plat approved with the application, as qualified by these development conditions. Other by-right, special permit and/or special exception uses may be permitted on the Application Property by the School Board without the approval of a Special Exception Amendment provided that such uses do not affect this Special Exception.
3. This Special Exception is subject to the provisions of Article 17, Site Plans; as may be determined by the Director, Department of Public Works and Environmental Services (DPWES). Any plan submitted pursuant to this Special Exception shall be in

substantial conformance with the approved Special Exception Plat entitled "Special Exception Plat Amendment-Luther Jackson Intermediate School," prepared by Urban Engineering and Associates and dated May 10, 1999, and these conditions. Minor modifications to the approved Special Exception may be permitted pursuant to Paragraph 4 of Section 9-004 of the Zoning Ordinance.

4. Westerra Merrifield L.L.C., owner and operator of the Gate House Plaza restaurant park, located at Tax Map 49-4 ((1)) 56B, shall be permitted to use up to 124 existing parking spaces on the school site subject to an agreement between the Fairfax County School Board and the Merrifield Land Corporation. Irrespective of the agreement between the two parties dated August 4, 1995, the applicant shall diligently seek approval from the Fairfax County School Board to provide for parking in areas other than in the northeast corner. There shall be no charge to the patrons for the use of this parcel for parking purposes.
5. This parking area shall be used for overflow employee parking for restaurant and incidental businesses that may operate from time to time on the Merrifield Property, as per the agreement by and between the Fairfax County School Board and the Merrifield Land Corporation, dated August 4, 1995, and as may be amended, and only during the hours of 6:00 pm through 2:00 am, on Thursday through Sunday, or as conditioned by the Fairfax County School Board. Valet parking may be permitted in this parking area without the approval of a Special Exception Amendment provided that approval for such use is granted by the School Board. This parking area shall be used solely for the parking of vehicles in operating condition. No motor vehicle repair work except emergency service shall be permitted.
6. Signage shall be posted limiting the hours of parking for restaurant use to 6:00 pm - 2:00 am, Thursday through Sunday, and stating that during this time the spaces shall be used only for employee overflow parking. The signs shall be located in the designated parking area(s) and shall be subject to all applicable Zoning Ordinance requirements.
7. Additional signage, subject to Virginia Department of Transportation (VDOT) approval, shall be installed in each direction approaching the crosswalk on Gatehouse Road. The signs shall include "Reduced Speed Zone Ahead," "Speed Limit 20 mph", and "Pedestrian Crossing" at appropriate locations to be determined by VDOT.
8. A comprehensive lighting plan shall be submitted to and approved by DPWES prior to site plan approval that provides a coordinated appearance, addresses safety and circulation and that minimizes glare onto adjacent sites. Full, cutoff shields shall be installed as necessary to prevent light from projecting beyond the site if required.

9. This parking area shall not be lighted at any time other than during the same hours as those for which the restaurant park is open for business, except for necessary security lighting.

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

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

If you have questions regarding the expiration of this Special Exception or filing a request for additional time they should be directed to the Zoning Evaluation Division in the Department of Planning and Zoning at 703-324-1290. The mailing address for the Zoning Evaluation Division is Suite 801, 12055 Government Center Parkway, Fairfax, Virginia 22035.

Sincerely,



Nancy Vehrs
Clerk to the Board of Supervisors

NV/ns

SE 99-P-008
July 23, 1999

- 4 -

cc: Chairman Katherine K. Hanley
Supervisor-Providence District
Janet Coldsmith, Director, Real Estate Div., Dept. of Tax Administration
Michael R. Congleton, Deputy Zoning Administrator
Frank Jones, Assistant Chief, PPRB, DPZ
Audrey Clark, Chief, Inspection Srvs., BPRB, DPW&ES
Barbara A. Byron, Director, Zoning Evaluation Div., DPZ
Robert Moore, Trnsprt'n. Planning Div., Office of Transportation
Ellen Gallagher, Project Planning Section, Office of Transportation
Michelle A Brickner Acting Director, Site Development Services, DPW&ES
DPW&ES - Bonds & Agreements
Department of Highways, VDOT
Land Acqu. & Planning Div., Park Authority
District Planning Commissioner

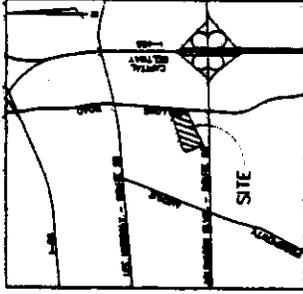
SPECIAL EXCEPTION PLAT FOR LUTHER JACKSON INTERMEDIATE SCHOOL

PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA

GENERAL NOTES

1. PROPERTY BOUNDARIES SHOWN HEREIN WERE OBTAINED FROM A SURVEY BY TERRY CONSTRUCTION & CONSULTING, INC. DATED FEBRUARY 1, 1988.
2. ALL DIMENSIONS ON THIS PLAN IS LOCATED ON THE MAP.
3. THIS PLAN HAS BEEN PREPARED WITH REFERENCE TO THE ZONING BY LUTHER JACKSON INTERMEDIATE SCHOOL, PROVIDENCE DISTRICT, FAIRFAX COUNTY, VIRGINIA. THIS PLAN MAY NOT BE APPLIED TO OTHER ZONING DISTRICTS.
4. THE INFORMATION DATA SOURCE HEREON WAS PROVIDED BY THE SURVEY INFORMATION DATE PLANS, NOV. 11, 1988.
5. THERE IS NO FLOOD PLAIN WITH THIS PROPERTY.
6. THERE IS NO FLOOD PLAIN WITH THIS PROPERTY.
7. THERE ARE NO OTHER CONSTRAINTS ON THIS PROPERTY.
8. THE SITE IS SERVED BY PUBLIC WATER AND PUBLIC SEWER.
9. ALL STREETS AND PUBLIC LOTS WITHIN THIS DEVELOPMENT ARE TO BE LOCATED AND APPLICABLE THROUGHOUT.
10. THE SITE IS SERVED BY PUBLIC WATER AND PUBLIC SEWER.
11. STREETS AND PUBLIC LOTS WITHIN THIS DEVELOPMENT ARE TO BE LOCATED AND APPLICABLE THROUGHOUT.
12. THE SITE IS SERVED BY PUBLIC WATER AND PUBLIC SEWER.
13. THE PURPOSE OF THIS SPECIAL EXCEPTION APPLICATION IS TO PROVIDE FOR THE CONSTRUCTION OF A SCHOOL BUILDING AND RELATED FACILITIES ON THE SITE.
14. THE SITE IS SERVED BY PUBLIC WATER AND PUBLIC SEWER.
15. THE SITE IS SERVED BY PUBLIC WATER AND PUBLIC SEWER.

VICINITY MAP
SCALE: 1" = 200'



OWNER / DEVELOPER

SCHOOL BOARD OF FAIRFAX COUNTY
1000 MAIN STREET
FAIRFAX, VIRGINIA 22033

SITE DATA

(FAIRFAX COUNTY ZONING)

1. GENERAL DATA
 A. AREA: 1.5 ACRES
 B. ZONING: M-1
 C. DISTRICT: PROVIDENCE DISTRICT
 D. ADDRESS: 1000 MAIN STREET, FAIRFAX, VIRGINIA 22033
2. EXISTING CONDITIONS
 A. EXISTING BUILDINGS: 1 BLDG.
 B. EXISTING DRIVEWAYS: 1 DRIVEWAY
 C. EXISTING UTILITIES: WATER, SEWER, GAS, ELECTRIC
3. PROPOSED DEVELOPMENT
 A. BUILDING TYPE: SCHOOL BUILDING
 B. FLOOR AREA: 100,000 SQ. FT.
 C. HEIGHT: 3 STORIES
 D. LOT COVERAGE: 100%
 E. SETBACKS: 10 FT. FRONT, 5 FT. SIDE, 5 FT. REAR
4. TRAFFIC IMPACT
 A. EXISTING TRAFFIC: 100 VEHICLES PER HOUR
 B. PROPOSED TRAFFIC: 200 VEHICLES PER HOUR
5. ENVIRONMENTAL
 A. NEARBY SENSITIVE AREAS: NONE
 B. WETLANDS: NONE
 C. HISTORIC RESOURCES: NONE
6. UTILITIES
 A. WATER: 12" DUCTILE IRON PIPE
 B. SEWER: 12" DUCTILE IRON PIPE
 C. GAS: 8" BLACK IRON PIPE
 D. ELECTRIC: 4" PVC PIPE
7. OTHER NOTES
 A. ALL UTILITIES TO BE DEEPENED TO 48" BELOW FINISHED GRADE
 B. ALL UTILITIES TO BE LOCATED WITHIN 10' OF PROPERTY LINE

SHEET INDEX

1. COVER SHEET
2. SPECIAL EXCEPTION PLAT

MINIMUM YARD REQUIREMENTS

TYPE	REQUIREMENT	REMARKS
FRONT	10 FT.	
REAR	5 FT.	
SIDE	5 FT.	

ALL DIMENSIONS WILL BE MEASURED FROM THE EXTERIOR FACE OF THE WALLS UNLESS OTHERWISE NOTED.



URBAN ENGINEERING & ASSOC., INC.
CIVIL ENGINEERS • LANDSCAPE ARCHITECTS • LAND SURVEYORS
7712 LITTLE RIVER TURNPIKE
ANNANDALE, VIRGINIA 22003 (703) 642-9080

COVER SHEET
SPECIAL EXCEPTION PLAT
LUTHER JACKSON INTERMEDIATE SCHOOL
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

SCALE: 1" = 100'
DATE: MARCH 1988

PROJECT NO.	1000
SHEET NO.	1 OF 2
DATE	MARCH 1988

GLOSSARY

This Glossary is provided to assist the public in understanding the staff evaluation and analysis of development proposals. It should not be construed as representing legal definitions. Refer to the Fairfax County Zoning Ordinance, Comprehensive Plan or Public Facilities Manual for additional information.

ABANDONMENT: Refers to road or street abandonment, an action taken by the Board of Supervisors, usually through the public hearing process, to abolish the public's right-of-passage over a road or road right-of way. Upon abandonment, the right-of-way automatically reverts to the underlying fee owners. If the fee to the owner is unknown, Virginia law presumes that fee to the roadbed rests with the adjacent property owners if there is no evidence to the contrary.

ACCESSORY DWELLING UNIT (OR APARTMENT): A secondary dwelling unit established in conjunction with and clearly subordinate to a single family detached dwelling unit. An accessory dwelling unit may be allowed if a special permit is granted by the Board of Zoning Appeals (BZA). Refer to Sect. 8-918 of the Zoning Ordinance.

AFFORDABLE DWELLING UNIT (ADU) DEVELOPMENT: Residential development to assist in the provision of affordable housing for persons of low and moderate income in accordance with the affordable dwelling unit program and in accordance with Zoning Ordinance regulations. Residential development which provides affordable dwelling units may result in a density bonus (see below) permitting the construction of additional housing units. See Part 8 of Article 2 of the Zoning Ordinance.

AGRICULTURAL AND FORESTAL DISTRICTS: A land use classification created under Chapter 114 or 115 of the Fairfax County Code for the purpose of qualifying landowners who wish to retain their property for agricultural or forestal use for use/value taxation pursuant to Chapter 58 of the Fairfax County Code.

BARRIER: A wall, fence, earthen berm, or plant materials which may be used to provide a physical separation between land uses. Refer to Article 13 of the Zoning Ordinance for specific barrier requirements.

BEST MANAGEMENT PRACTICES (BMPs): Stormwater management techniques or land use practices that are determined to be the most effective, practicable means of preventing and/or reducing the amount of pollution generated by nonpoint sources in order to improve water quality.

BUFFER: Graduated mix of land uses, building heights or intensities designed to mitigate potential conflicts between different types or intensities of land uses; may also provide for a transition between uses. A landscaped buffer may be an area of open, undeveloped land and may include a combination of fences, walls, berms, open space and/or landscape plantings. A buffer is not necessarily coincident with transitional screening.

CHESAPEAKE BAY PRESERVATION ORDINANCE: Regulations which the State has mandated must be adopted to protect the Chesapeake Bay and its tributaries. These regulations must be incorporated into the comprehensive plans, zoning ordinances and subdivision ordinances of the affected localities. Refer to Chesapeake Bay Preservation Act, Va. Code Section 10.1-2100 et seq and VR 173-02-01, Chesapeake Bay Preservation Area Designation and Management Regulations.

CLUSTER DEVELOPMENT: Residential development in which the lots are clustered on a portion of a site so that significant environmental/historical/cultural resources may be preserved or recreational amenities provided. While smaller lot sizes are permitted in a cluster subdivision to preserve open space, the overall density cannot exceed that permitted by the applicable zoning district. See Sect. 2-421 and Sect. 9-615 of the Zoning Ordinance.

COUNTY 2232 REVIEW PROCESS: A public hearing process pursuant to Sect. 15.2-2232 (Formerly Sect. 15.1-456) of the Virginia Code which is used to determine if a proposed public facility not shown on the adopted Comprehensive Plan is in substantial accord with the plan. Specifically, this process is used to determine if the general or approximate location, character and extent of a proposed facility is in substantial accord with the Plan.

dBA: The momentary magnitude of sound weighted to approximate the sensitivity of the human ear to certain frequencies; the dBA value describes a sound at a given instant, a maximum sound level or a steady state value. See also Ldn.

DENSITY: Number of dwelling units (du) divided by the gross acreage (ac) of a site being developed in residential use; or, the number of dwelling units per acre (du/ac) except in the PRC District when density refers to the number of persons per acre.

DENSITY BONUS: An increase in the density otherwise allowed in a given zoning district which may be granted under specific provisions of the Zoning Ordinance when a developer provides excess open space, recreation facilities, or affordable dwelling units (ADUs), etc.

DEVELOPMENT CONDITIONS: Terms or conditions imposed on a development by the Board of Supervisors (BOS) or the Board of Zoning Appeals (BZA) in connection with approval of a special exception, special permit or variance application or rezoning application in a "P" district. Conditions may be imposed to mitigate adverse impacts associated with a development as well as secure compliance with the Zoning Ordinance and/or conformance with the Comprehensive Plan. For example, development conditions may regulate hours of operation, number of employees, height of buildings, and intensity of development.

DEVELOPMENT PLAN: A graphic representation which depicts the nature and character of the development proposed for a specific land area: information such as topography, location and size of proposed structures, location of streets trails, utilities, and storm drainage are generally included on a development plan. A development plan is a submission requirement for rezoning to the PRC District. A **GENERALIZED DEVELOPMENT PLAN (GDP)** is a submission requirement for a rezoning application for all conventional zoning districts other than a P District. A development plan submitted in connection with a special exception (SE) or special permit (SP) is generally referred to as an SE or SP plat. A **CONCEPTUAL DEVELOPMENT PLAN (CDP)** is a submission requirement when filing a rezoning application for a P District other than the PRC District; a CDP characterizes in a general way the planned development of the site. A **FINAL DEVELOPMENT PLAN (FDP)** is a submission requirement following the approval of a conceptual development plan and rezoning application for a P District other than the PRC District; an FDP further details the planned development of the site. See Article 16 of the Zoning Ordinance.

EASEMENT: A right to or interest in property owned by another for a specific and limited purpose. Examples: access easement, utility easement, construction easement, etc. Easements may be for public or private purposes.

ENVIRONMENTAL QUALITY CORRIDORS (EQCs): An open space system designed to link and preserve natural resource areas, provide passive recreation and protect wildlife habitat. The system includes stream valleys, steep slopes and wetlands. For a complete definition of EQCs, refer to the Environmental section of the Policy Plan for Fairfax County contained in Vol. 1 of the Comprehensive Plan.

ERODIBLE SOILS: Soils that wash away easily, especially under conditions where stormwater runoff is inadequately controlled. Silt and sediment are washed into nearby streams, thereby degrading water quality.

FLOODPLAIN: Those land areas in and adjacent to streams and watercourses subject to periodic flooding; usually associated with environmental quality corridors. The 100 year floodplain drains 70 acres or more of land and has a one percent chance of flood occurrence in any given year.

FLOOR AREA RATIO (FAR): An expression of the amount of development intensity (typically, non-residential uses) on a specific parcel of land. FAR is determined by dividing the total square footage of gross floor area of buildings on a site by the total square footage of the site itself.

FUNCTIONAL CLASSIFICATION: A system for classifying roads in terms of the character of service that individual facilities are providing or are intended to provide, ranging from travel mobility to land access. Roadway system functional classification elements include Freeways or Expressways which are limited access highways, Other Principal (or Major) Arterials, Minor Arterials, Collector Streets, and Local Streets. Principal arterials are designed to accommodate travel; access to adjacent properties is discouraged. Minor arterials are designed to serve both through traffic and local trips. Collector roads and streets link local streets and properties with the arterial network. Local streets provide access to adjacent properties.

GEOTECHNICAL REVIEW: An engineering study of the geology and soils of a site which is submitted to determine the suitability of a site for development and recommends construction techniques designed to overcome development on problem soils, e.g., marine clay soils.

HYDROCARBON RUNOFF: Petroleum products, such as motor oil, gasoline or transmission fluid deposited by motor vehicles which are carried into the local storm sewer system with the stormwater runoff, and ultimately, into receiving streams; a major source of non-point source pollution. An oil-grit separator is a common hydrocarbon runoff reduction method.

IMPERVIOUS SURFACE: Any land area covered by buildings or paved with a hard surface such that water cannot seep through the surface into the ground.

INFILL: Development on vacant or underutilized sites within an area which is already mostly developed in an established development pattern or neighborhood.

INTENSITY: The magnitude of development usually measured in such terms as density, floor area ratio, building height, percentage of impervious surface, traffic generation, etc. Intensity is also based on a comparison of the development proposal against environmental constraints or other conditions which determine the carrying capacity of a specific land area to accommodate development without adverse impacts.

Ldn: Day night average sound level. It is the twenty-four hour average sound level expressed in A-weighted decibels; the measurement assigns a "penalty" to night time noise to account for night time sensitivity. Ldn represents the total noise environment which varies over time and correlates with the effects of noise on the public health, safety and welfare.

LEVEL OF SERVICE (LOS): An estimate of the effectiveness of a roadway to carry traffic, usually under anticipated peak traffic conditions. Level of Service efficiency is generally characterized by the letters A through F, with LOS-A describing free flow traffic conditions and LOS-F describing jammed or grid-lock conditions.

MARINE CLAY SOILS: Soils that occur in widespread areas of the County generally east of Interstate 95. Because of the abundance of shrink-swell clays in these soils, they tend to be highly unstable. Many areas of slope failure are evident on natural slopes. Construction on these soils may initiate or accelerate slope movement or slope failure. The shrink-swell soils can cause movement in structures, even in areas of flat topography, from dry to wet seasons resulting in cracked foundations, etc. Also known as slippage soils.

OPEN SPACE: That portion of a site which generally is not covered by buildings, streets, or parking areas. Open space is intended to provide light and air; open space may function as a buffer between land uses or for scenic, environmental, or recreational purposes.

OPEN SPACE EASEMENT: An easement usually granted to the Board of Supervisors which preserves a tract of land in open space for some public benefit in perpetuity or for a specified period of time. Open space easements may be accepted by the Board of Supervisors, upon request of the land owner, after evaluation under criteria established by the Board. See Open Space Land Act, Code of Virginia, Sections 10.1-1700, et seq.

P DISTRICT: A "P" district refers to land that is planned and/or developed as a Planned Development Housing (PDH) District, a Planned Development Commercial (PDC) District or a Planned Residential Community (PRC) District. The PDH, PDC and PRC Zoning Districts are established to encourage innovative and creative design for land development; to provide ample and efficient use of open space; to promote a balance in the mix of land uses, housing types, and intensity of development; and to allow maximum flexibility in order to achieve excellence in physical, social and economic planning and development of a site. Refer to Articles 6 and 16 of the Zoning Ordinance.

PROFFER: A written condition, which, when offered voluntarily by a property owner and accepted by the Board of Supervisors in a rezoning action, becomes a legally binding condition which is in addition to the zoning district regulations applicable to a specific property. Proffers are submitted and signed by an owner prior to the Board of Supervisors public hearing on a rezoning application and run with the land. Once accepted by the Board, proffers may be modified only by a proffered condition amendment (PCA) application or other zoning action of the Board and the hearing process required for a rezoning application applies. See Sect. 15.2-2303 (formerly 15.1-491) of the Code of Virginia.

PUBLIC FACILITIES MANUAL (PFM): A technical text approved by the Board of Supervisors containing guidelines and standards which govern the design and construction of site improvements incorporating applicable Federal, State and County Codes, specific standards of the Virginia Department of Transportation and the County's Department of Public Works and Environmental Services.

RESOURCE MANAGEMENT AREA (RMA): That component of the Chesapeake Bay Preservation Area comprised of lands that, if improperly used or developed, have a potential for causing significant water quality degradation or for diminishing the functional value of the Resource Protection Area. See Fairfax County Code, Ch. 118, Chesapeake Bay Preservation Ordinance.

RESOURCE PROTECTION AREA (RPA): That component of the Chesapeake Bay Preservation Area comprised of lands at or near the shoreline or water's edge that have an intrinsic water quality value due to the ecological and biological processes they perform or are sensitive to impacts which may result in significant degradation of the quality of state waters. In their natural condition, these lands provide for the removal, reduction or assimilation of sediments from runoff entering the Bay and its tributaries, and minimize the adverse effects of human activities on state waters and aquatic resources. New development is generally discouraged in an RPA. See Fairfax County Code, Ch. 118, Chesapeake Bay Preservation Ordinance.

SITE PLAN: A detailed engineering plan, to scale, depicting the development of a parcel of land and containing all information required by Article 17 of the Zoning Ordinance. Generally, submission of a site plan to DPWES for review and approval is required for all residential, commercial and industrial development except for development of single family detached dwellings. The site plan is required to assure that development complies with the Zoning Ordinance.

SPECIAL EXCEPTION (SE) / SPECIAL PERMIT (SP): Uses, which by their nature, can have an undue impact upon or can be incompatible with other land uses and therefore need a site specific review. After review, such uses may be allowed to locate within given designated zoning districts if appropriate and only under special controls, limitations, and regulations. A special exception is subject to public hearings by the Planning Commission and Board of Supervisors with approval by the Board of Supervisors; a special permit requires a public hearing and approval by the Board of Zoning Appeals. Unlike proffers which are voluntary, the Board of Supervisors or BZA may impose reasonable conditions to assure, for example, compatibility and safety. See Article 8, Special Permits and Article 9, Special Exceptions, of the Zoning Ordinance.

STORMWATER MANAGEMENT: Engineering practices that are incorporated into the design of a development in order to mitigate or abate adverse water quantity and water quality impacts resulting from development. Stormwater management systems are designed to slow down or retain runoff to re-create, as nearly as possible, the pre-development flow conditions.

SUBDIVISION PLAT: The engineering plan for a subdivision of land submitted to DPWES for review and approved pursuant to Chapter 101 of the County Code.

TRANSPORTATION DEMAND MANAGEMENT (TDM): Actions taken to reduce single occupant vehicle automobile trips or actions taken to manage or reduce overall transportation demand in a particular area.

TRANSPORTATION SYSTEM MANAGEMENT (TSM) PROGRAMS: This term is used to describe a full spectrum of actions that may be applied to improve the overall efficiency of the transportation network. TSM programs usually consist of low-cost alternatives to major capital expenditures, and may include parking management measures, ridesharing programs, flexible or staggered work hours, transit promotion or operational improvements to the existing roadway system. TSM includes Transportation Demand Management (TDM) measures as well as H.O.V. use and other strategies associated with the operation of the street and transit systems.

URBAN DESIGN: An aspect of urban or suburban planning that focuses on creating a desirable environment in which to live, work and play. A well-designed urban or suburban environment demonstrates the four generally accepted principles of design: clearly identifiable function for the area; easily understood order; distinctive identity; and visual appeal.

VACATION: Refers to vacation of street or road as an action taken by the Board of Supervisors in order to abolish the public's right-of-passage over a road or road right-of-way dedicated by a plat of subdivision. Upon vacation, title to the road right-of-way transfers by operation of law to the owner(s) of the adjacent properties within the subdivision from whence the road/road right-of-way originated.

VARIANCE: An application to the Board of Zoning Appeals which seeks relief from a specific zoning regulation such as lot width, building height, or minimum yard requirements, among others. A variance may only be granted by the Board of Zoning Appeals through the public hearing process and upon a finding by the BZA that the variance application meets the required Standards for a Variance set forth in Sect. 18-404 of the Zoning Ordinance.

WETLANDS: Land characterized by wetness for a portion of the growing season. Wetlands are generally delineated on the basis of physical characteristics such as soil properties indicative of wetness, the presence of vegetation with an affinity for water, and the presence or evidence of surface wetness or soil saturation. Wetland environments provide water quality improvement benefits and are ecologically valuable. Development activity in wetlands is subject to permitting processes administered by the U.S. Army Corps of Engineers

TIDAL WETLANDS: Vegetated and nonvegetated wetlands as defined in Chapter 116 Wetlands Ordinance of the Fairfax County Code: includes tidal shores and tidally influenced embayments, creeks, and tributaries to the Occoquan and Potomac Rivers. Development activity in tidal wetlands may require approval from the Fairfax County Wetlands Board.

Abbreviations Commonly Used in Staff Reports

A&F	Agricultural & Forestal District	PDH	Planned Development Housing
ADU	Affordable Dwelling Unit	PFM	Public Facilities Manual
ARB	Architectural Review Board	PRC	Planned Residential Community
BMP	Best Management Practices	RC	Residential-Conservation
BOS	Board of Supervisors	RE	Residential Estate
BZA	Board of Zoning Appeals	RMA	Resource Management Area
COG	Council of Governments	RPA	Resource Protection Area
CBC	Community Business Center	RUP	Residential Use Permit
CDP	Conceptual Development Plan	RZ	Rezoning
CRD	Commercial Revitalization District	SE	Special Exception
DOT	Department of Transportation	SEA	Special Exception Amendment
DP	Development Plan	SP	Special Permit
DPWES	Department of Public Works and Environmental Services	TDM	Transportation Demand Management
DPZ	Department of Planning and Zoning	TMA	Transportation Management Association
DU/AC	Dwelling Units Per Acre	TSA	Transit Station Area
EQC	Environmental Quality Corridor	TSM	Transportation System Management
FAR	Floor Area Ratio	UP & DD	Utilities Planning and Design Division, DPWES
FDP	Final Development Plan	VC	Variance
GDP	Generalized Development Plan	VDOT	Virginia Dept. of Transportation
GFA	Gross Floor Area	VPD	Vehicles Per Day
HC	Highway Corridor Overlay District	VPH	Vehicles per Hour
HCD	Housing and Community Development	WMATA	Washington Metropolitan Area Transit Authority
LOS	Level of Service	WS	Water Supply Protection Overlay District
Non-RUP	Non-Residential Use Permit	ZAD	Zoning Administration Division, DPZ
OSDS	Office of Site Development Services, DPWES	ZED	Zoning Evaluation Division, DPZ
P&CA	Proffered Condition Amendment	ZPRB	Zoning Permit Review Branch
P&D	Planning Division		
P&DC	Planned Development Commercial		