



County of Fairfax, Virginia

September 20, 2007

STAFF REPORT

PCA 82-P-069-16, CDPA 82-P-069-07-01,
FDPA 82-P-069-11-5, FDPA 82-P-069-06-11

SPRINGFIELD DISTRICT

APPLICANT: Fair Lakes Center Associates L.P.

PRESENT ZONING: PDC, WSPOD

PARCELS: 55-2 ((1)) 9A

ACREAGE: PCA/CDPA: 11.71 acres
FDPA 82-P-069-11-5: 1.95 acres
FDPA 82-P-069-06-11: 9.76 acres

INTENSITY: PCA/CDPA: 0.93 FAR for entire application area
FDPA 82-P-069-11-5: 0.68 FAR
FDPA 82-P-069-06-11: 0.98 FAR

OPEN SPACE: PCA/CDPA: 35% for entire application area
FDPA 82-P-069-11-5: 24%
FDPA 82-P-069-06-11: 36%

PLAN MAP: Fairfax Center Area: Office/Mix

PROPOSAL: Request to amend the proffers, the Conceptual Development Plan, and the Final Development Plans for a portion of Fair Lakes to permit the construction of 213,000 gross square feet of office development (including 113,000 square feet of previously approved office use) and to provide specific proffers related to the proposed office use in Land Bay V-B.

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STAFF RECOMMENDATIONS:

Staff recommends approval of PCA 82-P-069-16, subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends approval of CDPA 82-P-069-07-1.

Staff recommends approval of FDPA 82-P-069-11-5, subject to the Final Development Plan Amendment Conditions contained in Appendix 2

Staff recommends approval of FDPA 82-P-069-06-11, subject to the Final Development Plan Amendment Conditions contained in Appendix 3

Staff recommends approval of a modification of the transitional screening and barrier requirements on the south side of the property adjacent to I-66 in favor of the existing and proposed landscaping.

Staff recommends approval of a modification of the loading requirement in favor the loading spaces provided on the CDPA/FDPA.

It should be noted that it is not the intent of staff to recommend that the Planning Commission, 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 Planning Commission. 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.

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.



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

Proffered Condition Amendment

PCA 82-P-069-16

Applicant: FAIR LAKES CENTER ASSOCIATES L.P.
Accepted: 03/27/2007
Proposed: AMEND RZ 82-P-069 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT SITE MODIFICATIONS

Area: 11.71 AC OF LAND; DISTRICT - SPRINGFIELD

Zoning Dist Sect:
Located: SOUTH SIDE OF FAIR LAKES CIRCLE APPROXIMATELY 800 FEET EAST OF FAIRFAX COUNTY PARKWAY

Zoning: PDC
Overlay Dist: WS
Map Ref Num: 055-2- /01/ /0009A

Conceptual Development Plan Amendment

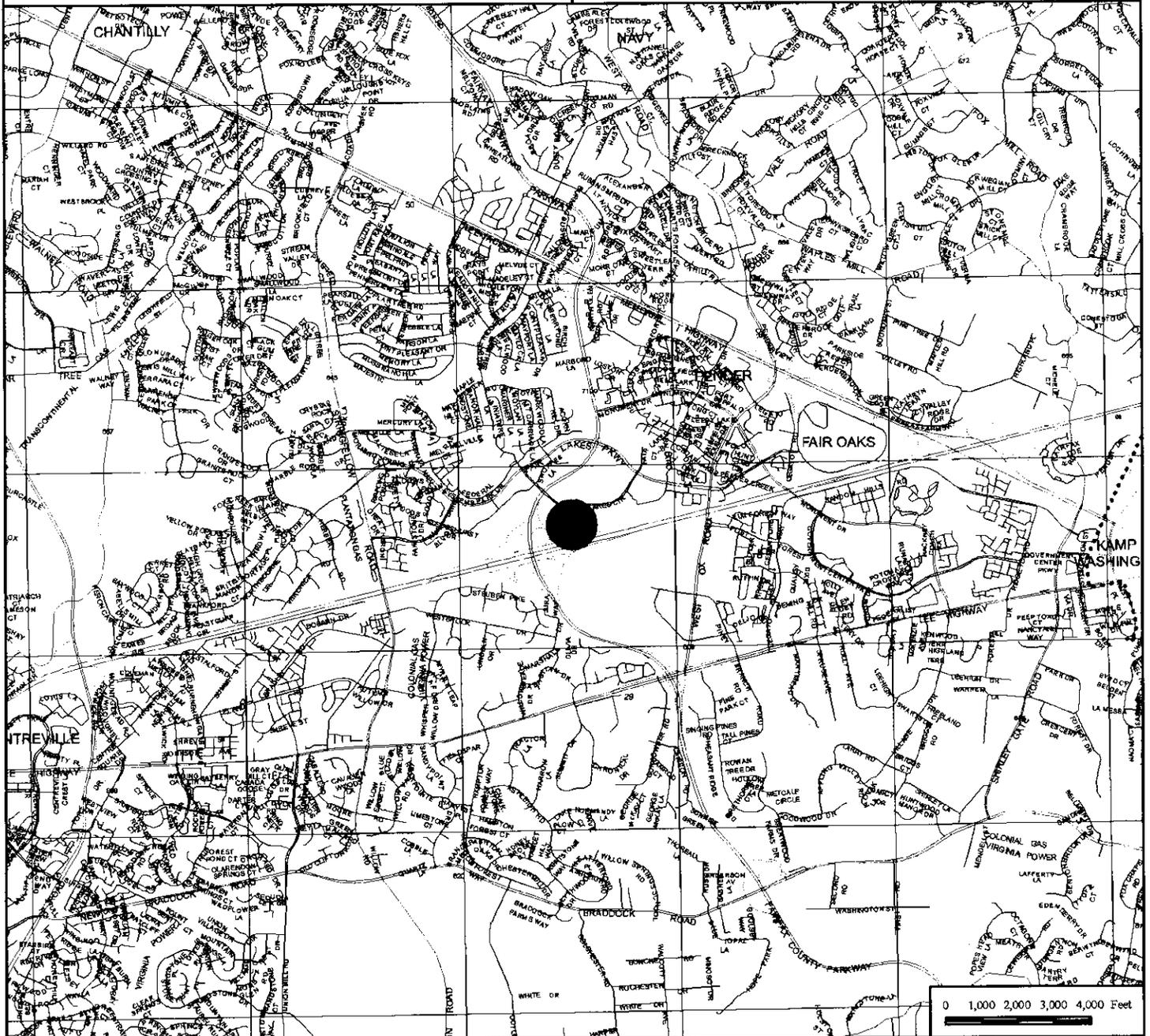
CDPA 82-P-069-07-01

Applicant: FAIR LAKES CENTER ASSOCIATES L.P.
Accepted: 03/27/2007
Proposed: AMEND RZ 82-P-069 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT SITE MODIFICATIONS

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Zoning: PDC
Overlay Dist: WS
Map Ref Num: 055-2- /01/ /0009A



Proffered Condition Amendment

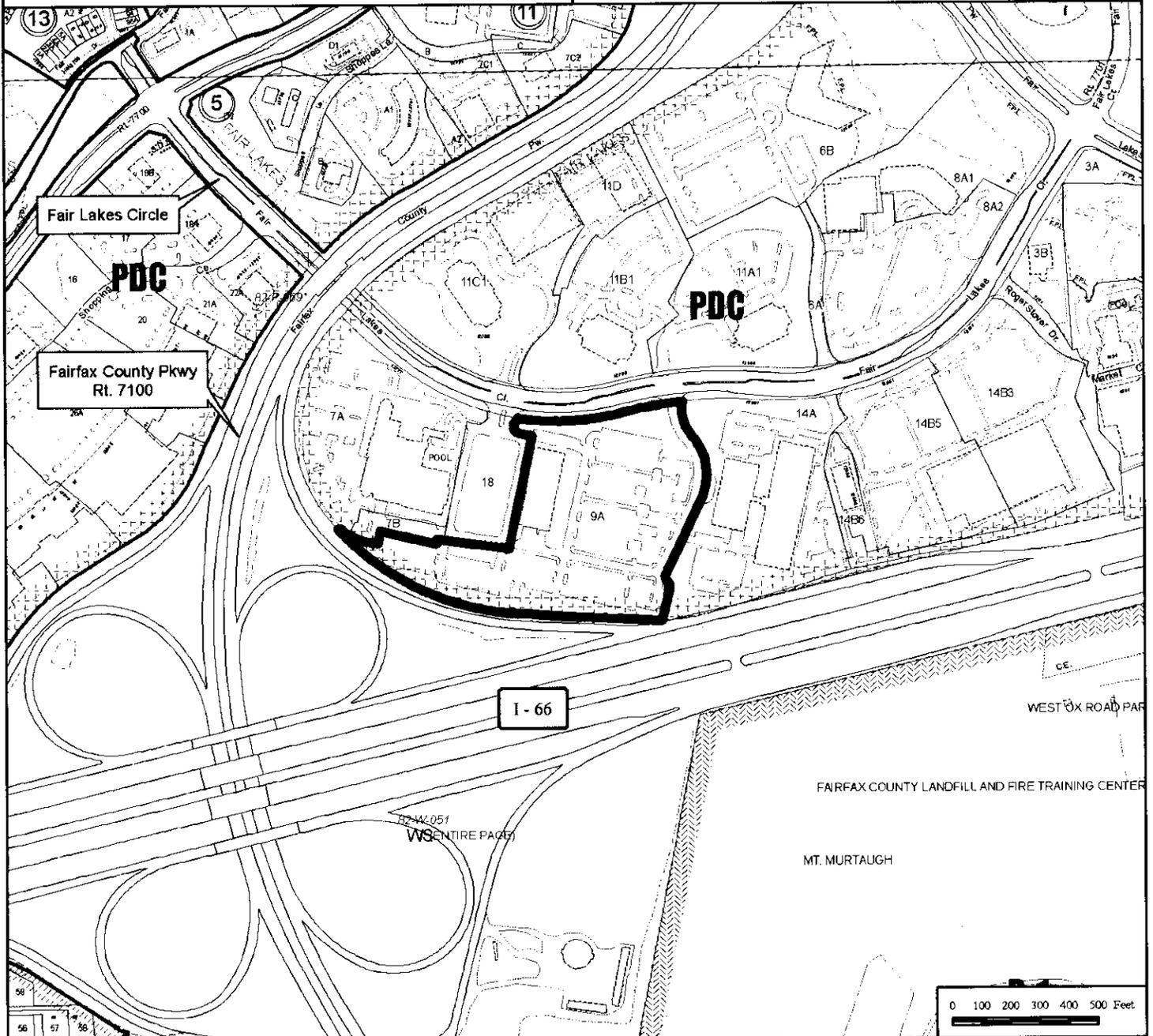
PCA 82-P-069-16

Applicant: FAIR LAKES CENTER ASSOCIATES L.P.
 Accepted: 03/27/2007
 Proposed: AMEND RZ 82-P-069 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT SITE MODIFICATIONS
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 Zoning: PDC
 Overlay Dist: WS
 Map Ref Num: 055-2- /01/ /0009A

Conceptual Development Plan Amendment

CDPA 82-P-069-07-01

Applicant: FAIR LAKES CENTER ASSOCIATES L.P.
 Accepted: 03/27/2007
 Proposed: AMEND RZ 82-P-069 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT SITE MODIFICATIONS
 Area: 11.71 AC OF LAND; DISTRICT - SPRINGFIELD
 Zoning Dist Sect: Located: SOUTH SIDE OF FAIR LAKES CIRCLE APPROXIMATELY 800 FEET EAST OF FAIRFAX COUNTY PARKWAY
 Zoning: PDC
 Overlay Dist: WS
 Map Ref Num: 055-2- /01/ /0009A



Final Development Plan Amendment

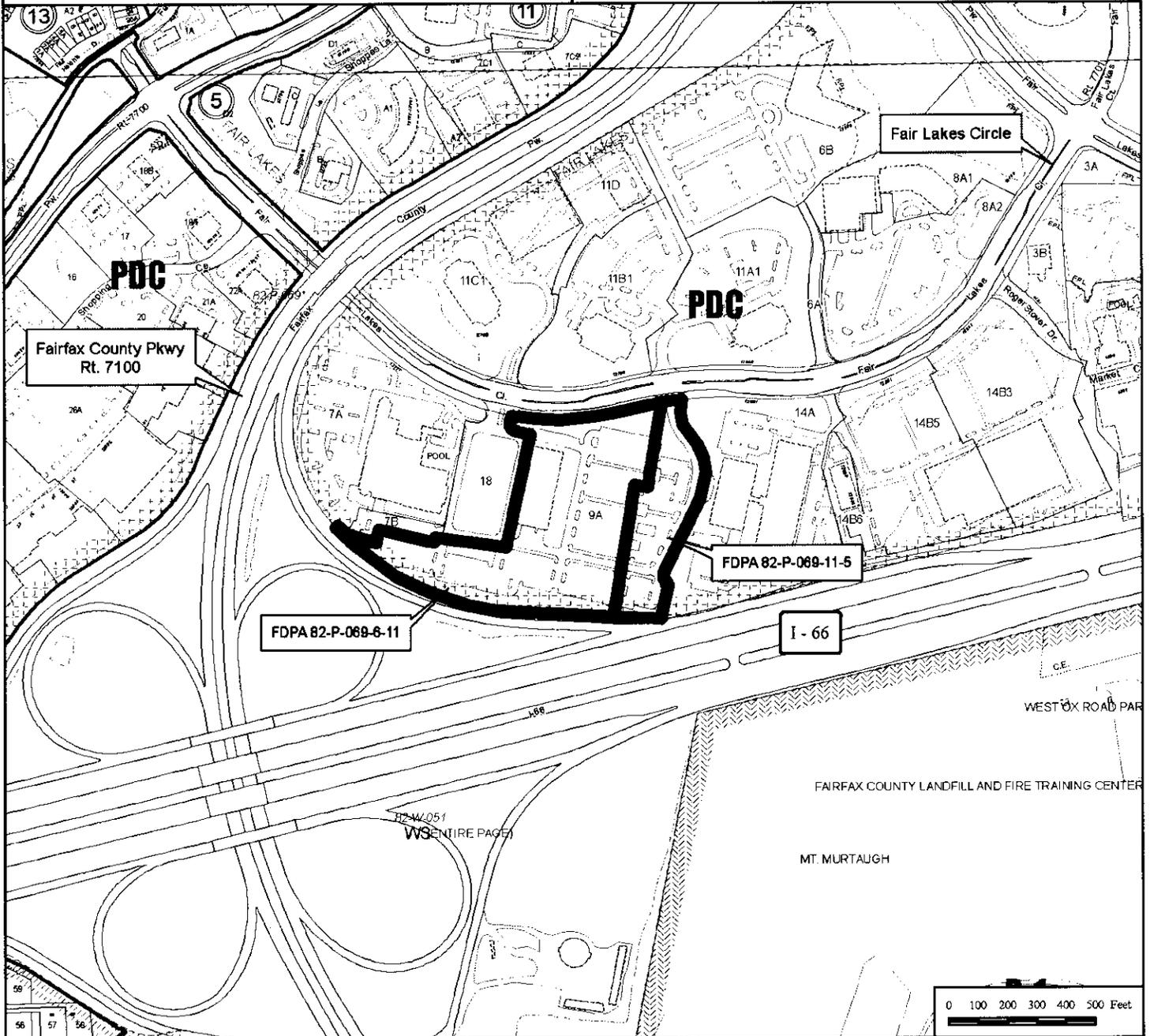
FDPA 82-P-069-06-11

Applicant: FAIR LAKES CENTER ASSOCIATES L.P.
 Accepted: 03/27/2007
 Proposed: TO AMEND FDP 82-P-069 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT SITE MODIFICATIONS
 Area: 9.76 AC OF LAND; DISTRICT - SPRINGFIELD
 Zoning Dist Sect: Located: SOUTH SIDE OF FAIR LAKES CIRCLE APPROXIMATELY 800 FEET EAST OF FAIR LAKES PARKWAY
 Zoning: PDC
 Overlay Dist: WS
 Map Ref Num: 055-2- /01/ /0009A Pt.

Final Development Plan Amendment

FDPA 82-P-069-11-05

Applicant: FAIR LAKES CENTER ASSOCIATES L.P.
 Accepted: 03/27/2007
 Proposed: TO AMEND FDP 82-P-069 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT SITE MODIFICATIONS
 Area: 1.95 AC OF LAND; DISTRICT - SPRINGFIELD
 Zoning Dist Sect: Located: SOUTH SIDE OF FAIR LAKES CIRCLE APPROXIMATELY 800 FEET EAST OF FAIR LAKES PARKWAY
 Zoning: PDC
 Overlay Dist: WS
 Map Ref Num: 055-2- /01/ /0009A Pt.



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**LEWIS
 SCULLY
 STRAIN
 KOSNET**

**FAIR LAKES
 LAND BAY V-B
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN / AMENDMENT**

DDPA 82-P-089-7-1
 DDPA 82-P-089-6-11
 DDPA 82-P-089-11-5
 SPRINGFIELD DISTRICT
 FAIRLAKES COUNTY, VIRGINIA



SCALE

NO.	DATE	BY	DESCRIPTION
1	07.10.07	CAH	CONCEPT
2	08.01.07	CAH	CONCEPT

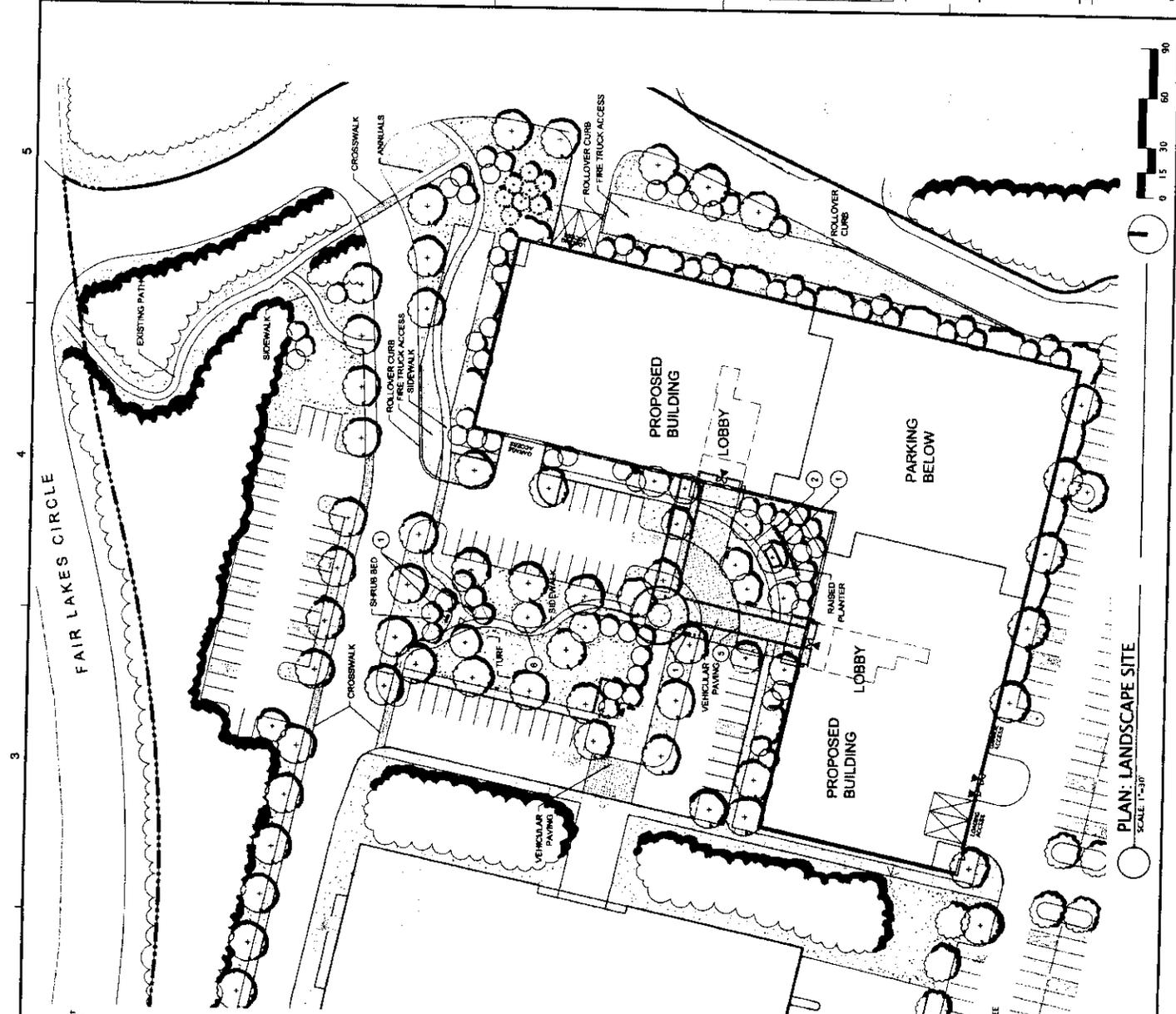
DRAWN BY: CAH
 APPROVED BY: PCT
 CHECKED BY: PCT
 DATE: 02.26.07

TITLE: **FAIR LAKES
 LAND BAY V-B
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN / AMENDMENT**

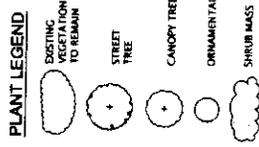
DDPA 82-P-089-7-1
 DDPA 82-P-089-6-11
 DDPA 82-P-089-11-5

ALTERNATE ENTRY CONDITION
 LANDSCAPE DETAILS

PROJECT NO.: M-10523



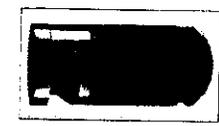
ALL DIMENSIONS REPRESENTED ON THIS PLAN ARE CONCEPTUAL AND ARE INTENDED TO REFLECT THE GENERAL FORM AND CHARACTER OF THE PROPOSED DEVELOPMENT. THE QUALITY OF DESIGN REPRESENTED HEREON IS SUBJECT TO THE QUALITY OF DESIGN REPRESENTED HEREON.



PLAN: LANDSCAPE SITE
 SCALE: 1"=30'



1 BENCHES



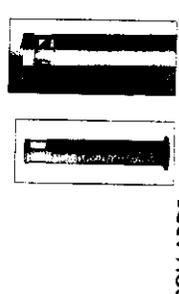
2 TRASH RECEPTACLES



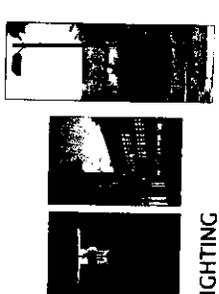
3 BIKE RACKS



4 PLANTERS
 ROW TO ROAD

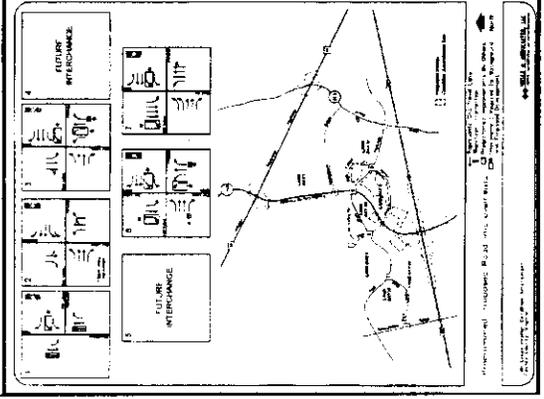
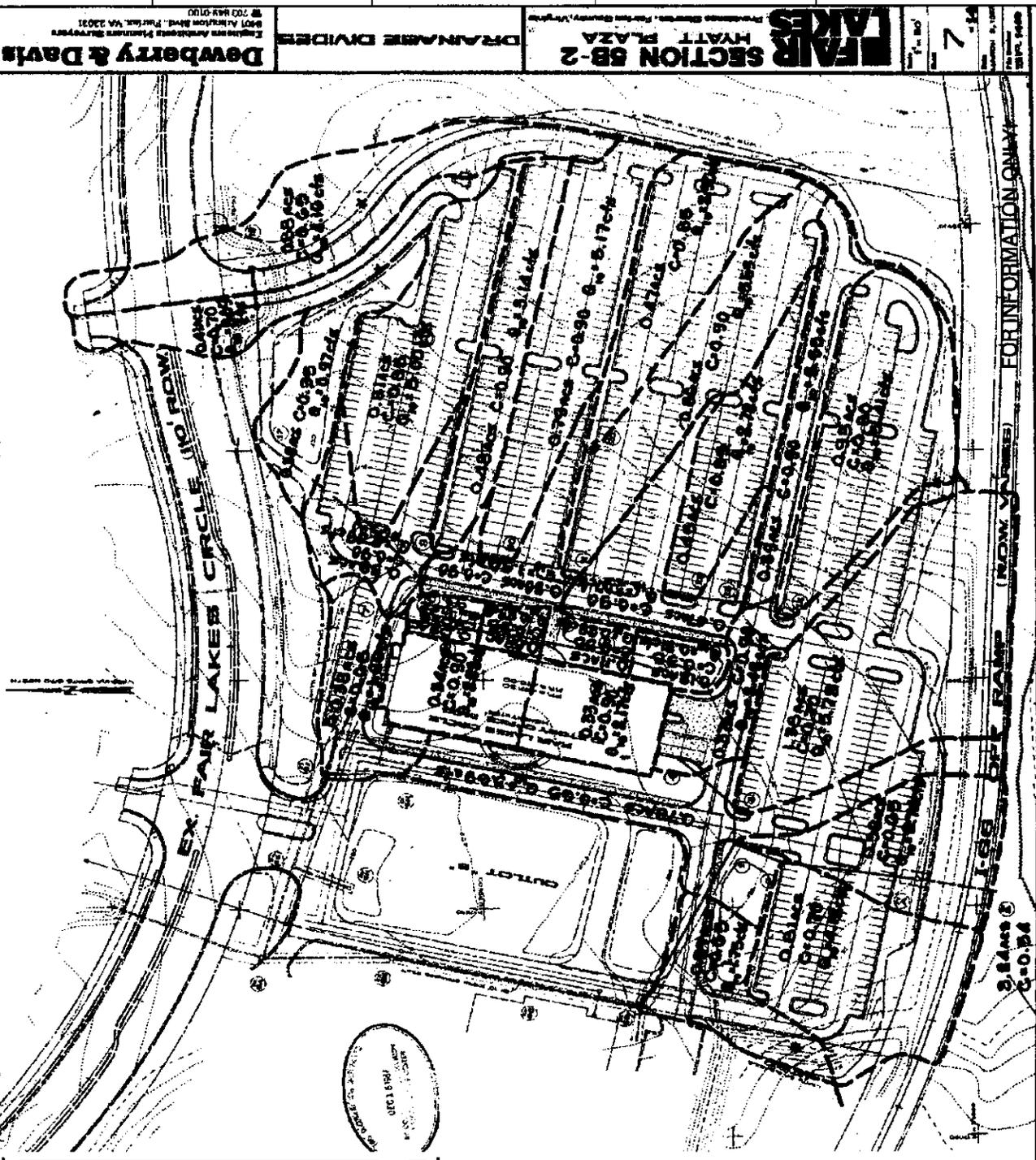


5 BOLLARDS



6 LIGHTING

**THIS SHEET FOR DRAINAGE DIVIDES ONLY
NOT FOR CONSTRUCTION.**



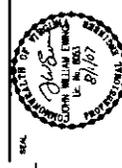
EXISTING CONDITIONS:

These existing drainage divides for Land Bay V-B show that this proposed Site Plan decreases the influent runoff from existing conditions. Currently approximately 48 cfs enters the pipe run from existing structures 7 to 81, and proposed conditions convey an estimated 40 cfs through the same pipe. In conclusion the existing storm sewer system will have adequate capacity to convey the proposed runoff to its existing ultimate outfall with no negative impacts.

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FAIR LAKES LAND BAY V-B
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN AMENDMENT
 CDPA 82-P-008-7-1
 FDPA 82-P-008-11-5
 PRINCE GEORGE COUNTY, VIRGINIA



SCALE: 1" = 50'
 0' 50' 100'

NO.	DATE	BY	DESCRIPTION
1	07.15.07	DAH	
2	08.01.07	DAH	

FAIR LAKES LAND BAY V-B
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN AMENDMENT
 CDPA 82-P-008-7-1
 FDPA 82-P-008-11-5
 PRINCE GEORGE COUNTY, VIRGINIA

PROJECT NO. M. 10529
 SHEET NO. 10 OF 12

Dewberry & Davis
 Engineers, Architects, Planners, Surveyors
 8071 Arlington Blvd., Fairfax, VA 22031
 # 703 441-0100

FAIR LAKES SECTION 5B-2
 DRAINAGE DIVIDES

FAIR LAKES
 HYATT PLAZA
 SECTION 5B-2
 DRAINAGE DIVIDES
 FOR INFORMATION ONLY

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**FAIR LAKES
 LAND BAY V-B
 CONCEPTUAL PLAN AMENDMENT**



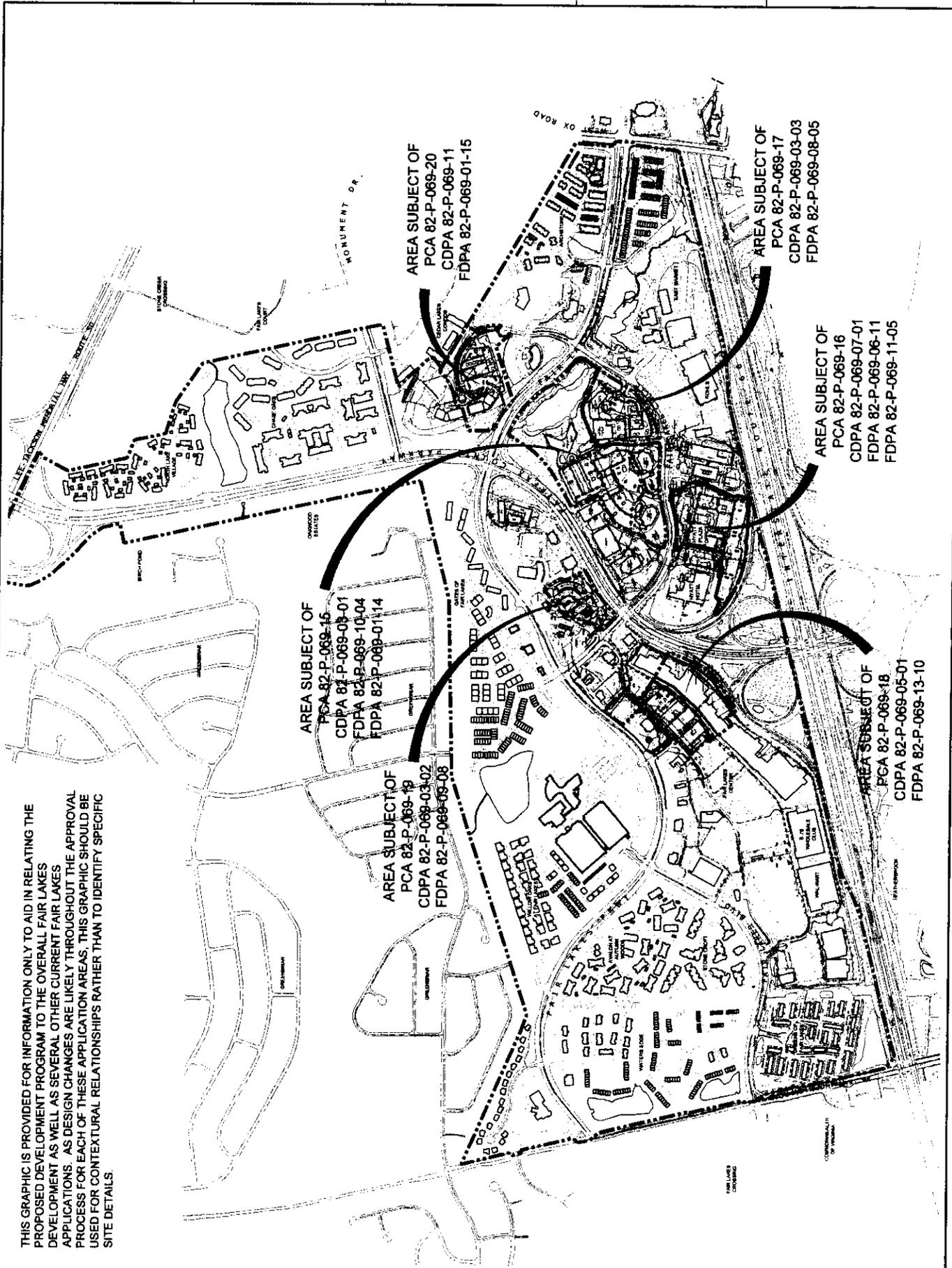
DATE: 01/11/07
 SHEET NO.: 12 OF 12
 SHEET ASKED:
 No. DATE BY Description

No.	DATE	BY	Description
2	08.01.07	GM	CDPA 82-P-069-17
1	07.10.07	GM	CDPA 82-P-069-15

FAIR LAKES
 LAND BAY V-B
 CONCEPTUAL PLAN AMENDMENT
 DEVELOPMENT PLAN AMENDMENT
 PCA 82-P-069-11
 CDPA 82-P-069-11-5
 FDPA 82-P-069-11-5

FAIR LAKES KEY MAP
 PROJECT NO. M-10623
 SHEET NO. 12 OF 12

THIS GRAPHIC IS PROVIDED FOR INFORMATION ONLY TO AID IN RELATING THE PROPOSED DEVELOPMENT PROGRAM TO THE OVERALL FAIR LAKES DEVELOPMENT AS WELL AS SEVERAL OTHER CURRENT FAIR LAKES APPLICATIONS. AS DESIGN CHANGES ARE LIKELY THROUGHOUT THE APPROVAL PROCESS FOR EACH OF THESE APPLICATION AREAS, THIS GRAPHIC SHOULD BE USED FOR CONTEXTURAL RELATIONSHIPS RATHER THAN TO IDENTIFY SPECIFIC SITE DETAILS.



AREA SUBJECT OF
 PCA 82-P-069-16
 CDPA 82-P-069-08-01
 FDPA 82-P-069-10-04
 FDPA 82-P-069-01-14

AREA SUBJECT OF
 PCA 82-P-069-19
 CDPA 82-P-069-03-02
 FDPA 82-P-069-05-08

AREA SUBJECT OF
 PCA 82-P-069-20
 CDPA 82-P-069-11
 FDPA 82-P-069-01-15

AREA SUBJECT OF
 PCA 82-P-069-17
 CDPA 82-P-069-03-03
 FDPA 82-P-069-08-05

AREA SUBJECT OF
 PCA 82-P-069-16
 CDPA 82-P-069-07-01
 FDPA 82-P-069-06-11
 FDPA 82-P-069-11-05

AREA SUBJECT OF
 PCA 82-P-069-18
 CDPA 82-P-069-05-01
 FDPA 82-P-069-13-10

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

DESCRIPTION OF THE APPLICATION

Proposal:

The applicant, Fair Lakes Center Associates, L.P., has submitted a series of twenty (20) applications for portions of Fair Lakes. In total, these applications propose an additional 1,492,000 square feet of mixed use development (comprised of office, retail, hotel and residential uses) on six sites throughout Fair Lakes, on a total of approximately 76.82 acres.

The applications which are specifically discussed in this Staff Report consist of four concurrent requests (**PCA 82-P-069-16** and **CDPA 82-P-069-07-1**, both filed on 55-2 ((1)) 9A, and **FDPA 82-P-069-011-5** and **FDPA 82-P-069-6-11** filed on 55-2 ((1)) 9A (pt) all comprising an 11.71 acre site in Land Bay V-B of Fair Lakes. The applicant is proposing to construct 213,000 square feet of office uses (including 113,000 sf of previously approved, but never built office area). The proposed office use (to be comprised of either one or two separate buildings) is configured in an L-shaped building footprint, in a portion of Land Bay V-B. Within this L-shaped building footprint, the applicant proposes a maximum building height of 135 feet (10-stories above grade, inclusive of structured parking). With either building option, a pedestrian plaza is provided to the north, connecting the proposed office development with an existing office building. These applications are more specifically described in the following section.

PCA 82-P-069-16

The applicant has filed a proffered condition amendment (PCA) for 11.71 acres of Fair Lakes. The applicant proposes to amend the current proffers to construct 213,000 gross square feet of office development and to provide specific proffers related to the proposed office use in Land Bay V-B (e.g. provision of transportation improvements, transportation demand management strategies, tree preservation, trail improvements, a bus shelter, etc.). Copies of the draft proffers, affidavit, and statement of justification for PCA 82-P-069-16 are contained in Appendices 1, 4 and 7, respectively.

CDPA 82-P-069-07-1

The applicant requests to amend the Conceptual Development Plan (CDP) for an 11.71 acre portion of Land Bay V-B. Approval of a CDP amendment permits additional office square footage within the land bay that was previously approved for 113,000 sf of office. Copies of the affidavit and statement of justification for CDPA 82-P-069-07-1 are contained in Appendices 4 and 7, respectively.

FDPA 82-P-069-11-5 and FDPA 82-P-069-06-11

Two existing final development plan amendments (FDPA 82-P 069-11-3 and FDPA 82-P-069-06-8) currently govern the 11.71 acre property. These FDPAs are currently approved for an additional 150,000 square foot multi-family building and 113,000 square foot office building with a four level parking garage on Tax Map Parcels 55-2 ((1)) 18 and 55-2 ((1)) 9A pt, respectively. An existing 261,710 square foot office building with associated surface parking is located along the western property line of Tax Map Parcel 55-2 ((1)) 9A.

The applications seek approval of a total of 213,000 sf (113,000 square feet of previously approved, but never built, office use plus an additional 100,000 sf of office) on Tax Map Parcel 55-2 ((1)) 9A. Approval of FDPA 82-P-069-11-5 permits the construction of approximately 57,510 square feet of the total proposed 213,000 gross square foot, maximum 10-story (135 feet tall) office development on the subject property. Approval FDPA 82-P-069-6-11 permits the remaining 155,490 square feet of office development. No changes are proposed to the previously approved residential use to be located on an existing tree/open space area on Tax Map Parcel 55-2 ((1)) 18 or the existing office building located on Tax Map Parcel 55-2 ((1)) 9A. The proposed office development will be located to the east of the existing office building on 55-2 ((1)) 9A pt. in an existing surface parking lot. Displaced parking will be relocated to the parking structure beneath the proposed office development. Copies of the proposed Final Development Plan Amendment conditions (FDPA 82-P-069-11-5, and FDPA 82-P-069-06-11), affidavits and statement of justification are contained in Appendices 2, 3, 5, 6 and 7, respectively.

Waivers/Modifications Requested:

The applicant requests a modification of the transitional screening and barrier requirements on the south side of the property, adjacent to I-66, in favor of the existing and proposed landscaping.

The applicant requests a modification of the loading requirement in favor of the loading spaces provided on the CDPA/FDPA.

LOCATION AND CHARACTER

Site Description:

The approximately 660-acre Fair Lakes development is located in the Fairfax Center Area, on the north side of Interstate 66, east of Stringfellow Road, west of West Ox Road and south of Route 50. A portion of the Fairfax County Parkway passes through the center of the development. Fair Lakes is planned for commercial development in the center with residential uses to the east and northeast. The property which is the subject of PCA 82-9-069-16,

CDPA 82-P-069-07-01, FDPA 82-P-069-11-5 and FDPA 82-P-069-06-11 is located on the south side of Fair Lakes Circle, approximately 800 feet east of the intersection (underpass) with the Fairfax County Parkway. This subject property is currently developed with one existing 261,710 gross square foot office building, with associated surface parking facilities. Approximately 681 existing parking spaces are provided on the surface parking lots on the property. One access point from Fair Lakes Circle is shown; another access point is located to the west of the subject property, on the south side of Fair Lakes Circle.

Surrounding Area Description:

DIRECTION	USE	ZONING	PLAN
North	Office	PDC	Fairfax Center Area
South	Interstate 66 and Landfill	R-2	Fairfax Center Area
West	Office, Hotel and Future Multi-Family Residential	PDC	Fairfax Center Area
East	Office	PDC	Fairfax Center Area

BACKGROUND

The following is selected background information which relates to the subject property. A map that diagrams the land bays within Fair Lakes and a complete zoning tabulation of Fair Lakes land bay uses (dated August 13, 2007) that was provided by the applicant, depicts the uses and square footage approved for the land bays to date (see Appendix 8). Cases listed in bold type are directly related to the subject site.

The following is background information which relates to the Fair Lakes development. A map that diagrams the land bays within Fair Lakes and a complete zoning tabulation of Fair Lakes land bay uses (dated August 13, 2007) that was provided by the applicant, depicts the uses and square footage approved for the land bays to date (see Appendix 8). Cases listed in bold type are those which currently govern the subject site; copies of those which currently govern the site are contained in Appendices 9 and 10.

Site History:

Application	Date	Related Land Bay	Description
RZ 82-P-069 FDP 82-P-069-01	April 2, 1984		⁽¹⁾ Rezoned 620 acres to the PDC District for Fair Lakes. Approved FDP for portions of Land Bay V-A and VI.
FDPA 82-P-069-01-4 FDP 82-P-069-08	July 10, 1986*	V-A	⁽²⁾ Approved minor changes to the parking. Approved a 175,000 square foot office building.

Application	Date	Related Land Bay	Description
FDP 82-P-069-5	March 6, 1986*	VI-B	⁽³⁾ Approved multi-family use in Land Bay VI-B.
FDP 82-P-069-06	July 24, 1986*	V-B	⁽⁴⁾ FDP for a portion of Land Bay V-B.
FDPA 82-P-069-06-1 FDP 82-P-069-11 FDPA 82-P-069-01-6 FDPA 82-P-069-08-1	April 9, 1987*	V-B, V-A	⁽⁵⁾ Modified the development for 37.5 acres of Land Bay V-B. Approved additional principal and secondary uses.
FDP 82-P-069-12 FDPA 82-P-069-06-2	December 10, 1987*	V-B	⁽⁶⁾ Approved a health club and additional principle and secondary uses on a total of 21.28 acres of land.
FDPA 82-P-069-10	July 16, 1987*	V-A	⁽⁷⁾ Final development plan amendment to develop three office buildings in Land Bay V-A (Fair Lakes 3, 4, and 5) with associated surface parking.
PCA 82-P-069-03 RZ 86-P-004 CDDA 82-P-069-03	July 20, 1987	V-A, V-B, VII-A, VII-B, VII-C, IV-A, IV-B, IV-C, III-A, and III-B	⁽⁸⁾ Rezoned and incorporated 37.5 acres into Fair Lakes and modified the mix of non-residential and residential uses.
FDPA 82-P-069-9-1	June 30, 1988*	VII-B	⁽⁹⁾ Parking and landscape buffer
PCA 82-P-069-04 RZ 86-P-089	July 1, 1988	IV-B, IV-C, IV-D, III-A, III-B, and V-B	⁽¹⁰⁾ Land Swap with Fairfax County Government.
FDPA 82-P-069-06-3	September 28, 1988*	V-B	⁽¹¹⁾ Increased the hotel size and maintained an open space/tree area.
PCA 82-P-069-5 CDDA 82-P-069-5 FDP 82-P-069-13	October 2, 1989 September 28, 1989*	IV-A, IV-B, IV-C, and IV-D	⁽¹²⁾ The PCA reallocated office uses to retail uses for Land Bays IV and VB. The FDP impacted Land Bays IV-A, IV-B and IV-C by permitting the construction of a 750,000 sq. ft. shopping mall known as the "Galleria."
FDPA 82-P-069-6-4 FDPA 82-P-069-11-1	October 18, 1989*	V-B	⁽¹³⁾ Approved a 262,000 square foot office building.
FDPA 82-P-069-9-2 FDPA 82-P-069-7-2	May 2, 1990*	VII-B	⁽¹⁴⁾ Fast Food Restaurant within the Retail Center and Expansion of 5,000 square feet to the Center.
FDPA 82-P-069-13-1 FDP 82-P-069-15	December 5, 1990*	IV-D and IV-C	⁽¹⁵⁾ Approved multi-family units for portions of Land Bays IVC and IVD.
FDPA 82-P-069-1-8 FDPA 82-P-069-08-2	December 5, 1990*	V-A	⁽¹⁶⁾ Approved a modification of the parking. Approved drive-in bank in lieu of parking.
FDPA 82-P-069-1-9	January 9, 1991*	VI-A	⁽¹⁷⁾ Approved an 8,000 sq. ft. child care center and site modifications for an existing office building located in Land Bay VI-A.

Application	Date	Related Land Bay	Description
FDPA 82-P-069-10-2	July 17, 1991*	V-A	⁽¹⁸⁾ Final development plan amendment for Land Bay VA to modify parking requirements pursuant to Zoning Ordinance amendments.
FDPA 82-P-069-1-10 FDPA 82-P-069-08-3	July 17, 1991*	V-A	⁽¹⁹⁾ Approved an additional 60,000 SF office. Modified the parking area.
PCA 82-P-069-06 FDPA 82-P-069-13-2	October 28, 1991 October 23, 1991*	IV-A, IV-B, IV-C, V-B, VII-A, VII-B and VII-C	⁽²⁰⁾ Increased retail uses and decreased the minimum office for Land Bays IV and V.
FDPA 82-P-069-13-3 FDPA 82-P-069-15-1	April 29, 1992*	IV-A, IV-B and IV-C	⁽²¹⁾ Approved a replacement of 424,000 SF of office uses with 259,500 SF of retail uses in Land Bay IV-A. A total of 157 multifamily units were also replaced with 111,000 sq. ft. of retail uses in Land Bay IV-C.
SE 92-Y-006	September 14, 1992	IV-B	⁽²²⁾ Permitted the establishment of a minimum of 4 fast food restaurants with one drive-through in Land Bay IV-B of the Fair Lakes Retail Center.
SE 92-Y-038	November 16, 1992	IV-B	⁽²³⁾ Corrected an advertising error in SE 92-Y-006
FDPA 82-P-069-13-4	May 27, 1993*	IV-B	⁽²⁴⁾ Approved an amendment to the site layout for a 14.3 acre portion of Land Bay IV-B.
SEA 92-Y-038	July 12, 1993	IV-B	⁽²⁵⁾ Amended SE 92-Y-038 to allow 2 freestanding fast food restaurants in Building 5 of the Fair Lakes Retail Center.
FDPA 82-P-069-06-5 FDPA 82-P-069-11-2 FDPA 82-P-069-12-2, FDPA 82-P-069-14-1	May 5, 1994*	V-B	⁽²⁶⁾ Approved the removal of a health club, and added a third office building. Approved a surface parking area.
FDPA 82-P-069-9-4 FDPA 82-P-069-7-5 SE 95-Y-016	July 12, 1995* September 11, 1995	VII-A, VII-B, and VII-C	⁽²⁷⁾ Freestanding drive-through restaurant on the site with retail shopping center, drive-in bank, service station/quick service food store and carwash
PCA 82-P-069-8 CDPA 82-P-069-6	October 30, 1995	II (TRW)	⁽²⁸⁾ Amended the accepted proffers and approved conceptual development plan to add an option to convert up to 607,215 SF of office uses to residential uses exclusive of affordable dwelling units and to convert 12,000 SF of office uses to eating establishments and fast food restaurant uses.

Application	Date	Related Land Bay	Description
FDPA 82-P-069-13-5 FDPA 82-P-069-15-4	October 10, 1996*	IV-A, IV-B, and IV-C	⁽²⁹⁾ Modified the permitted square footage in Land Bays IVA, IVB and IVC.
FDPA 82-P-069-13-6 FDPA 82-P-069-15-5 FDPA 82-P-069-14-2 FDPA 82-P-069-6-6	May 28, 1997*	IV-A, IV-B, IV-C, V-B	⁽³⁰⁾ Modified the retail center in Land Bays IV-A, IV-B, and IV-C and the office and retail development in Land Bay VB3.
FDPA 82-P-069-9-5	July 30, 1997*	VII-B	⁽³¹⁾ Expanded quick service food store and car wash.
FDPA 82-P-069-5-1	January 27, 1999*	VI-B	⁽³²⁾ Amended the multi-family use in Land Bay VI-B.
PCA 82-P-069-11 FDPA 82-P-069-13-8	July 9, 2001	IV-A and IV-B	⁽³³⁾ Converted 50,000 square feet of hotel use to retail uses.
FDPA 82-P-069-13-7	October 24, 2001*	IV-B	⁽³⁴⁾ Approved a retail pad site within Land Bay IVB.
FDPA 82-P-069-10-3	July 21, 2001*	V-A	⁽³⁵⁾ Approved a 6-story 160,000 square foot office building and a 4-story parking structure in a portion of Land Bay V-A.
FDPA 82-P-069-09-7	January 12, 2005*		⁽³⁶⁾ Approved building additions, an increase in parking, and site modifications to the Shops at Fair Lakes.
FDPA 82-P-069-06-7 FDPA 82-P-069-14-4	January 26, 2005*	V-B	⁽³⁷⁾ Removed 220,000 square feet of office and added 22,380 square feet of retail.
FDPA 82-P-069-13-9	February 3, 2005*	IV-B	⁽³⁸⁾ Approved the addition of an accessory service station and surface parking in Land Bay IV-B.
PCA 82-P-069-14 CDPA 82-P-069-07 FDPA 82-P-069-6-8 FDPA 82-P-069-11-3 FDPA 82-P-069-1-13 FDPA 82-P-069-8-4	July 25, 2005 June 2, 2005*	V-A, V-B, VI-A, VII-A, VII-C	⁽³⁹⁾ Approved a reduction in minimum office intensity; approved residential use for a 150,000 square foot multi-family building, an 113,000 square foot office building and a four level parking garage.
FDPA 82-P-069-5-2	October 4, 2006	VI-B	⁽⁴⁰⁾ Amended the multi-family use in Land Bay VI-B to allow a change residential unit type.
FDPA 82-P-069-6-9	March 1, 2007*	V-A	⁽⁴¹⁾ Request to amend the FDP 82-P-069-6 previously approved for hotel development to permit building addition and site modifications.
FDPA 82-P-069-6-10 FDPA 82-P-069-11-4 FDPA 82-P-069-12-3	May 2, 2007*	V-B	⁽⁴²⁾ Request to amend the previously approved final development plans to approve additional parking and site modifications.

*Date of Planning Commission Approval

1. On April 2, 1984, the Board of Supervisors approved RZ 82-P-069 to rezone 620 acres to the PDC District for Fair Lakes to permit a maximum of 5,078,000 square feet of non-residential uses, a minimum of 1,321 dwelling units with a maximum FAR (floor area ratio)

- of 0.25. FDP 82-P-069-01 was approved by the Planning Commission for portions of Land Bays V-A and VI for offices and multi-family, including a 107,000 square foot office building and surface parking lot on Tax Map 55-2 ((1)) 6.
2. On July 10, 1986, the Planning Commission approved FDP 82-P-069-08 for a seven story 175,000 square foot office building, parking garage and surface parking (Tax Map 55-2 ((1)) 6A and 8) and FDPA 82-P-069-01-4 to permit a slight adjustment in the parking areas and the location of the access road.
 3. On March 6, 1986, the Planning Commission approved the FDP in the eastern portion of Land Bay VI-B located on the north side of Fair Lakes Parkway, west of West Ox Road. The FDP depicts 282 multi-family dwelling units located within 17 buildings and associated community recreation facilities.
 4. On July 24, 1986, the Planning Commission approved FDP 82-P-069-06 (Tax Maps 55-2 ((1)) 3B, 7A, 7B, 9A pt., 14A pt., 14B1, 14B2, 14B3, and 18). The development plan approved a maximum of 795,000 square feet consisting of two eight story office buildings at a maximum of 141,000 square feet each (located on the subject site for FDPA 82-P-069-06-8); one thirteen story hotel, a maximum of 220,000 square feet; two eight story office buildings at a maximum of 146,500 square feet each; and a health club at a maximum of 80,000 square feet.
 5. On April 9, 1987, the Planning Commission approved FDP 82-P-069-11, concurrent with FDPA 82-P-069-06-1. The Planning Commission also approved FDPA 82-P-069-01-6 and FDPA 82-P-069-08-1. FDPA 82-P-069-11 (Tax Maps 55-2 ((1)) 9A pt. and 14A pt.) approved surface parking in an area that had not been previously approved for development. FDPA 82-P-069-06-1 (Tax Maps 55-2 ((1)) 3B, 9A pt. 14A pt. 14B1, 14B2 and 14B3) permitted one 266,000 square foot twelve-story office building (located on the subject site), two ten story office buildings at 154,500 square feet each, an 80,000 square foot health club and a day care center. FDPA 82-P-069-06-1 and FDPA 82-P-069-08-1 amended the development plans to permit additional principal and secondary uses to be located within the previously approved office buildings with no change to the approved buildings.
 6. On December 10, 1987, the Planning Commission approved FDP 82-P-069-12 and FDPA 82-P-069-06-2. FDPA 82-P-069-06-2 revised the final development plan for a 17.48 acre portion of Land Bay V-B of the Fair Lakes Development. Two office buildings, a restaurant, a portion of a health club and a parking deck were approved. FDP 82-P-069-12 consists of 3.80 acres located immediately to the west of FDPA 82-P-069-6-2 (this was the first FDP for this land area.) A portion of the health club, surface parking and an open space buffer which includes 2 stormwater management facilities are depicted on this development plan.
 7. On July 16, 1987, the Planning Commission approved FDPA 82-P-069-10 to develop three office buildings in Land Bay V-A (Fair Lakes 3, 4, and 5) with associated surface parking.
 8. On July 20, 1987, the Board of Supervisors approved RZ 86-P-004, concurrent with PCA 82-P-069-03 and CDPA 82-P-069-03 to rezone 37.5 acres to the PDC District and incorporate the area into Fair Lakes to permit a maximum of 5,350,200 square feet of non-residential uses and a minimum of 1,457 dwelling units (the maximum 0.25 FAR was not modified).
 9. On June 30, 1988 the Planning Commission approved FDPA 82-P-069-9-1 to modify the parking and landscape buffer in Land Bay VII-B.

10. On July 1, 1988, the Board of Supervisors approved RZ 86-P-089 concurrent with PCA 82-P-069-04 to rezone two acres to the PDC District, incorporate the area into Fair Lakes to permit a maximum of 5,364,820 square feet of non-residential uses and a minimum of 1,464 dwelling units; the maximum 0.25 FAR was not modified.
11. On September 28, 1988, the Planning Commission approved FDPA 82-P-069-06-3 (Tax Maps 55-2 ((1)) 7A, 7B and 9A pt.) for 12.82 acres to permit minor reconfigurations and increase of the hotel from 220,000 square feet to 228,830 square feet.
12. On October 2, 1989, the Board of Supervisors approved PCA 82-P-069-05 to reallocate 300,000 square feet of office uses to retail uses for Land Bay IV. FDP 82-P-069-13 impacted Land Bays IV-A, IV-B and IV-C by permitting the construction of a 750,000 sq. ft. shopping mall known as the "Galleria"; 5 office structures containing approximately 690,000 sq. ft.; 2 drive-through banks; and 1 automotive service center.
13. On October 18, 1989, the Planning Commission approved FDPA 82-P-069-11-1 (Tax Maps 55-2 ((1)) 9A pt. and 14A pt.) for 3.59 acres to modify the surface parking lot and FDPA 82-P-069-06-4 (Tax Maps 55-2 ((1)) 9A pt.) for 27.11 acres to permit one ten story, 262,000 square foot office building and two fourteen story office buildings at a maximum of 505,947 square feet (combined.)
14. On May 2, 1990, the Planning Commission approved FDPA 82-P-069-9-2 and FDPA 82-P-069-7-2 to expand the Retail Center by 5,000 square feet and permit the construction of a fast food Restaurant within the Center.
15. On December 5, 1990, the Planning Commission approved FDPA 82-P-069-13-1 concurrent with FDP 82-P-069-15 to permit 560 multi-family units on portions of Land Bays IV-C and IV-D.
16. On December 5, 1990, the Planning Commission approved FDPA 82-P-069-08-2 to permit a 4,000 square foot drive-in bank in lieu of existing parking spaces. The Planning Commission also approved FDPA 82-P-069-01-8 to modify the parking requirements for the office building to meet the requirements of the revised Zoning Ordinance.
17. On January 9, 1991, the Planning Commission approved FDPA 82-P-069-01-9 to incorporate an 8,000 sq. ft. child care center into the northern existing office building located in Land Bay VI-A, add a play area in the parking area to serve the child care center; modify the existing parking to reflect the new office parking standards; and to modify the loading area adjacent to the southern building.
18. On July 17, 1991, the Planning Commission approved FDPA 82-P-069-10-2 to modify parking requirements for Land Bay V-A (Parcels 11B and 11C) pursuant to Zoning Ordinance amendments.
19. On July 17, 1991, the Planning Commission approved FDPA 82-P-069-01-10 to permit an additional 60,000 square foot building in lieu of existing parking spaces. The Planning Commission also approved FDPA 82-P-069-08-3 to modify the parking lot; and no changes were proposed to the existing office and approved drive-in bank.
20. On October 28, 1991, the Board of Supervisors approved PCA 82-P-069-6 for Land Bays IV and V-B to increase retail uses by 200,000 square feet to a maximum of 1,100,000 square feet and decrease the minimum office uses by 504,820 square feet; however, the overall FAR for Fair Lakes was not modified. (The Planning Commission previously approved FDPA 82-P-069-013-02 for Land Bay IVB to reconfigure the layout and approve 737,000 square feet of retail uses.)

21. On April 29, 1992, the Planning Commission approved FDPA 82-P-069-13-3 which impacted Land Bay IV-A and the western 4.5 acre portion of Land Bay IV-B and resulted in the replacement of 424,000 sq. ft. of office uses with 259,500 sq. ft. of retail uses. The Planning Commission also approved FDPA 82-P-069-15-1 which impacted Land Bay IV-C by replacing total of 157 multifamily units were replaced with 111,000 sq. ft. of retail uses in two buildings.
22. On September 14, 1992, the Board of Supervisors approved SE 92-Y-006 to permit the establishment of a minimum of 4 fast food restaurants with one drive-through in a 16,000 sq. ft. building located on a 2.4 acre parcel of Land Bay IV-B of the Fair Lakes Retail Center. A revised plat was submitted shortly before the Planning Commission public hearing on which the amount of fast food uses increased from 8,000 to 13,000 sq. ft. (The advertising for the public hearing was for the originally submitted proposal of 8,000 sq. ft. rather than the revised proposal of 13,000 sq. ft., which invalidated the Board's approval of this application.)
23. On November 16, 1992, the Board of Supervisors approved SE 92-Y-038 to correct the advertising error in SE 92-Y-006.
24. On May 27, 1993, the Planning Commission approved FDPA 82-P-069-13-4 to amend the site layout for a 14.3 acre portion of Land Bay IV-B located on the southeast corner of the Fair Lakes Boulevard/Fair Lakes Parkway intersection; no change was made to the 115,000 sq. ft. of building area that was previously approved on this area.
25. On July 12, 1993, the Board of Supervisors approved SEA 92-Y-038 concurrent with FDPA 82-P-069-13-4 and amended SE 92-Y-038 to allow 2 freestanding fast food restaurants in Building 5 of the Fair Lakes Retail Center. The total square footage of the two restaurants was 10,000 sq. ft., with each restaurant containing a drive-through window.
26. On May 5, 1994, the Planning Commission approved FDPA 82-P-069-6-5, FDPA 82-P-069-11-2, FDPA 82-P-069-12-2, and FDPA 82-P-069-14-1 (Tax Maps 55-2 ((1)) 9A pt., 13, and 14A pt.) for 27.47 acres to modify the FDPs by eliminating the 40,000 square foot health club; adding a third office building; and increasing the total building area by 220,000 square feet. FDPA 82-P-069-11-2 approved the reconfiguration of a surface parking lot.
27. On July 12, 1995, the Board of Supervisors approved FDPA 82-P-069-9-4 (concurrent with FDPA 82-P-069-7-5 and SE 95-Y-016) to allow a freestanding drive-through restaurant on the site with retail shopping center, drive-in bank, service station/quick service food store and carwash.
28. On October 30, 1995, the Board of Supervisors approved PCA 82-P-069-08 and CDPa 82-P-069-6, which impacted Land Bay II (TRW site). These applications amended the accepted proffers and approved conceptual development plan to add an option to convert up to 607,215 sq. ft. of office uses to residential uses exclusive of affordable dwelling units and to convert 12,000 sq. ft. of office uses to eating establishments and fast food restaurant uses.
29. On October 10, 1996, the Planning Commission approved FDPA 82-P-069-013-05 for Land Bays IVA, IVB, and IVC to approve an 885,798 square foot retail center.
30. On May 28, 1997, the Planning Commission approved FDPA 82-P-069-013-06 and FDPA 82-P-069-15-5 for Land Bays IVA, IVB and IVC to reduce the square footage of the site from 885,798 square feet to 843,804 square feet and transferred 41,994 square feet of retail intensity to Land Bay VB-3 as part of FDPA 82-P-069-06-6 and FDPA 82-P-069-14-2.

31. On July 30, 1997, the Planning Commission approved FDPA 82-P-069-9-5 to expand a quick service food store and car wash.
32. On January 27, 1999, the Planning Commission amended FDP 82-P-069-5 for Land Bay VI-B of Fair Lakes to permit construction of an additional 32-unit multi-family building in the southwestern corner of the site.
33. On July 9, 2001, the Board of Supervisors approved PCA 82-P-069-11 (with the Planning Commission having previously approved FDPA 82-P-069-013-08.) The applications converted 50,000 square feet of hotel use to retail uses for a maximum of 1,150,000 square feet of retail uses within Fair Lakes.
34. On October 24, 2001, the Planning Commission approved FDPA 82-P-069-013-07 for a 6,000 square foot retail pad site within Land Bay IV-B.
35. On July 21, 2001, the Planning Commission approved an additional 160,000 square foot office building and a 4-story parking structure in a portion of Land Bay V-A.
36. On January 12, 2005, the Planning Commission approved FDPA 82-P-069-9-7 to amend a portion of FDP 82-P-069-9, previously approved for a retail shopping center, to permit building additions, an increase in parking, and site modifications to the Shops at Fair Lakes. This application also increased the gross floor area of the retail center by 3,350 square feet to a maximum of 18,874 gross square feet. The floor area of the retail center increased from 0.12 to 0.15.
37. On January 26, 2005, the Planning Commission approved FDPA 82-P-069-06-7 and FDPA 82-P-069-14-4 to remove a 200,000 square foot office building and four level parking deck and approved a 10,880 square foot retail pad site and an 11,500 square foot addition to an approved retail store. The approvals resulted in a reduction of intensity of 177,620 square feet. That office intensity is proposed to be used for office and residential development proposed by FDPA 82-P-069-06-8 and FDPA 82-P-069-11-03.
38. On February 3, 2005, the Planning Commission approved an amendment to the Final Development Plan (FDP) for retail (BJ's Wholesale Club) in Fair Lakes Center in Land Bay IV-B to permit the addition of an accessory service station with four pumps (eight pumping stations) and surface parking spaces.
39. On July 25, 2005, the Board of Supervisors approved CDPA 82-P-069-07, FDPA 82-P-069-06-08 and FDPA 82-P-069-11-03, concurrent with PCA 82-P-069-14, FDPA 82-P-069-01-13 and FDPA 82-P-069-08-04 to permit the addition of residential uses in Land Bay V-B; to amend the Final Development Plans to provide a 150,000 square foot multi-family building, 113,000 square foot office building and a four level parking garage; to amend the proffers for a portion of Fair Lakes to permit a reduction in the minimum office intensity and provide specific proffers related to the proposed residential uses in Land Bay V-B; and to amend the Final Development Plans to delete a previously approved but not constructed 60,000 square foot office building and 4,000 square foot drive-in bank and allow the existing surface parking to remain.
40. On October 4, 2006, the Planning Commission amended the previously approved FDP in Land Bay VI-B of Fair Lakes for multi-family development to permit a change in residential unit type to 13 townhouses.
41. On March 1, 2007, the Planning Commission approved a request to amend FDP 82-P-069-6 on 7.68 acres (Tax Map 55-2 ((1) 7A & 7B) to build a one story 7,500 square foot ballroom addition on the northeast side of the existing 13-story Hyatt building and to relocate the drop-off area from the east side to the north side of the existing hotel building.

42. On May 2, 2007, the Planning Commission approved a request to amend FDP 82-P-069-6, FDP 82-P-069-11, and FDPA 82-P-069-12 previously approved as an office development to permit an expansion of an existing parking structure, and the construction of an additional parking structure above an existing surface parking lot.

COMPREHENSIVE PLAN PROVISIONS (Appendix 11)

In the Fairfax County Comprehensive Plan, 2007 Edition, Area III, Fairfax Center Area, as amended through September 25, 2006, Land Unit Recommendations, Land Unit H, pages 65-68, the Plan states:

“Sub units H1, H2

These sub units are planned for office mixed use. Office development that incorporates architectural excellence, preservation and enhancement of natural features, uniform signing, lighting and landscaping systems and quality roadway entry treatments are development elements that must be achieved to justify the overlay level.

The following options exist for development above the planned and approved .25 FAR overlay level. Densities and uses specified in these options are only appropriate for the sites described. These uses and densities are not to be transferred to other locations within the Fairfax Center Area.

As an option at the overlay level, the redevelopment of the surface parking lot associated with Tax Map Parcel 55-2((1))9A may be appropriate for up to 100,000 SF of hotel or office uses provided that the following conditions are met:

- Amenities such as the inclusion of a restaurant or an indoor recreation facility should be provided if a hotel is constructed. If an office building or hotel is constructed, major or minor plazas, gathering spaces or other urban park features should be provided within or adjacent to the hotel or office use to promote activity between the existing office, hotel and residential uses;
- Pedestrian connections are established along Fair Lakes Circle to the east and west to existing retail areas;
- High quality site and architectural design for buildings and parking structures is provided, including compatibility with adjacent buildings; and
- Extensive landscaping should be provided, and any new development should minimize the loss of mature trees located in existing buffer areas along public roads.”

In addition, under the heading "Transportation" on page 67-68, the Plan states:

"Transportation improvements should be provided to mitigate the impact associated with development above the .25 FAR overlay level. The intersection of the Fairfax County Parkway and the Fair Lakes Parkway is above capacity, and a grade-separated interchange is planned and under design. Additional mitigation measures to facilitate construction of this interchange should be provided with new development above the .25 FAR overlay level. Any development should be coordinated with the Fairfax County HOV Design Study.

Improved bus service may be needed to serve additional development. A safe and efficient pedestrian system should link the key areas in Fair Lakes to provide appropriate connections between office, retail, hotel and residential uses."

ANALYSIS

Combined CDDA 82-P-069-07-01; FDPA 82-P-069-11-5 and FDPA 82-P-069-6-11 Conceptual/Final Development Plan Amendment (CDDA/FDPA) (Copy at front of staff report)

Title of FDPA: Fair Lakes Land Bay V-B Office
Prepared By: Dewberry & Davis LLC and Davis Carter Scott
Original and Revision Dates: The CDDA/FDPA consists of twelve sheets dated March 26, 2007 as revised through August 1, 2007.

Description of the Plan:

Sheet #	Description
Sheet 1	Cover Sheet, Sheet Index, Vicinity Map, General Notes
Sheet 2	Final Development Plan Overview, Limits of the FDPA applications, Angle of Bulk Plane Detail, Curve Table
Sheet 3	Primary Entry Condition - Shared Pedestrian Entrance and Lobby Plan Detail, Tabulations, Legend, Typical Tree with Structural Soil Detail
Sheet 4	Primary Entry Condition - Shared Pedestrian Entrance and Lobby Office Plaza Details, Landscape Plan, Site Furnishing Details
Sheet 5	Alternate Entry Condition - Separate Pedestrian Entrance and Lobby Plan Detail, Tabulations, Legend, Typical Tree with Structural Soil Detail
Sheet 6	Alternate Entry Condition - Separate Pedestrian Entrance and Lobby Office Plaza Details, Landscape Plan, Site Furnishing Details

Sheet #	Description
Sheet 7	Architectural Perspectives, Elevations, and Massing Models
Sheet 8	Stormwater Drainage Computations - Pre/Post Development, Outfall Descriptions
Sheet 9	Stormwater Management and Outfall Narrative, Water Quality Requirements, and Cross-sections
Sheet 10	Existing Drainage Plan and Transportation Improvement Diagram
Sheet 11	Conceptual Development Plan Amendment Key Map
Sheet 12	Fair Lakes Applications Key Map

The following features are depicted on the CDPA/FDPA:

Site Layout

The proposed L-shaped office building footprint is depicted between two existing office buildings in Fair Lakes Land Bay V-B. A pedestrian plaza is provided to the north and west sides of the proposed building footprint which connects the proposed office development with an existing office building (approx. 261,710 square feet and 125 feet in height) located to the west on Tax Map Parcel 55-2 ((1)) 9A pt. in Land Bay V-B. Within the proposed building footprint, the CDPA/FDPA depicts an office development with a maximum building height of 135 feet with 10-stories above grade (inclusive of structured parking). The applicant has proffered to this maximum height and maximum number of stories above grade and seeks flexibility in building design to allow the construction of either one or two separate office buildings. In either case, the applicant has proffered to construct a maximum of 213,000 gross square feet of floor area, to limit the office development within the proposed L-shaped building footprint and to maintain a difference in height between office buildings no greater than four (4) floors.

Sheets 3 through 6 of the CDPA/FDPA depict two different building designs within the proposed L-shaped building footprint. The first design (shown on Sheets 3 and 4) consists of two maximum 10-story buildings above grade (maximum 135 feet in height) including structured parking, with one shared pedestrian entrance and lobby. The second design (shown on Sheet 5 and 6) consists of two maximum 10-story buildings above grade (maximum 135 feet in height) including structured parking, with two separate entrances for each building. These designs result in minor differences in the connections to the proposed pedestrian plaza located to the northwest, but do not impact the overall function of the plaza. The parking structure located between the two proposed buildings will be limited to 4-stories above grade (maximum 45 feet in height). A conceptual elevation of the office development is depicted on Sheet 7 of the CDPA/FDPA. The applicant has proffered to an architectural design that is in substantial conformance with the elevations shown on Sheet 7 of the CDPA/FDPA and to use building materials compatible with the existing office buildings in Land Bay V-B.

Roads and Access

No new roads are proposed. The site has two existing access points from Fair Lakes Circle. One access point from Fair Lakes Circle is shown on the CDPA/FDPA property; another access point is located to the west of the application property, on the south side of Fair Lakes Circle.

Parking

The applicant proposes a new office development in place of an existing surface parking lot located between two existing office buildings. This proposal will displace approximately 377 existing surface parking spaces and relocate these spaces within the proposed parking structure below the office development. The Zoning Ordinance requires 1,315 parking spaces on the site and the applicant proposes to provide 1,693 total spaces, which include 461 surface parking and 1,232 structured parking spaces. Two access points are provided to the proposed parking structure from the southwest and northeast sides.

Pedestrian Access

Pedestrian access to the proposed office development is provided through a series of existing and proposed trails. The site will be accessed from the north through a future sidewalk along the south side of Fair Lakes Circle, which was proposed and approved in previous applications (FDPA 82-P 069-11-3 and FDPA 82-P-069-06-8). This sidewalk will extend along the entire frontage of the subject property and connect to the existing retail and office uses to the west and east. Internal 5-foot wide trails are proposed to connect the pedestrian plaza and office buildings to the sidewalk on the south side of Fair Lakes Circle. The applicant has proffered to construct the trails depicted on the CDPA/FDPA to the County's Public Facility Manual (PFM) standards as approved by the Department of Public Works and Environmental Services (DPWES). Trails not located within the public right of way and those depicted in the pedestrian plaza will also be subject to public access easements.

In addition, the applicant has proffered to provide off-site trail improvements on the southeast side of Fair Lakes Circle from the easternmost Fair Lakes Circle intersection with Fair Lakes Parkway, westerly for approximately 1,200 feet. This improvement will connect to the proposed trails along the frontage of this application and to other proposed trails along the frontage of the existing office building to the east. Three crosswalk improvements are proposed at the Fair Lakes Circle intersections between Roger Stover Drive and the Fairfax County Parkway underpass.

Open Space & Landscaping

A minimum of 15% percent open space is required for the site; 35% is provided. Five significant existing vegetation areas are depicted on the CDDA/FDPA and labeled "existing vegetation to be saved." The first area is between 10 to 80 feet in width and approximately 460 feet in length and is located along the subject property's frontage on Fair Lakes Circle. The second area is 20 to 60 feet in width and approximately 160 feet in length, and is located to the west of the eastern vehicular access point to the subject property. The third and fourth areas are 30 to 40 feet in width and approximately 120 to 150 feet in length, and are located between the existing office building to the west and the proposed pedestrian plaza. The fifth area is located along the entire southern property line adjacent to Interstate 66. The Zoning Ordinance requires a minimum of 35 feet of transitional screening along the southern property line. The existing vegetation ranges from 18 to 50 feet in width. (A modification of this requirement to permit the use of existing vegetation has been requested.)

To ensure that these existing vegetation areas are preserved as much as possible, the applicant has proffered the following:

- a tree preservation plan as part of the first and all subsequent site plan submissions to ensure that these areas are preserved;
- a tree value determination by a professional arborist experienced in plant evaluation, a tree preservation walk-through with a Urban Forest Management (UFM) representative, among others, to determine where the limits of clearing and grading can be adjusted to augment the area of tree preservation and ameliorate the survivability of trees at the limits' edge; and
- tree protection fencing.

Additional open space is provided in a 12,500 square foot pedestrian plaza located to the northwest of the proposed office development. The applicant has proffered to improve the plaza area as detailed on Sheet 4 and Sheet 6 of the CDDA/FDPA.

Except for the existing vegetation areas described above, the majority of the subject property will be cleared and re-graded. The development site is primarily an existing surface parking lot that serves the existing office building to the west. The applicant has provided landscaping to replace existing landscaped areas to be cleared and has proffered to provide tree coverage and species diversity consistent with the PFM criteria as determined by UFM. The minimum caliper for the proposed deciduous trees will be (3) inches and evergreen trees will be at least 8 feet in height. For trees that are not planted within an 8-foot wide minimum planting area or that do not meet the minimum planting area required by the Public Facilities Manual (PFM), the applicant proffered to provide a minimum of 130 square feet of surface area of structural soil for Category 3 shade trees identified in the PFM.

Proposed Dedicated Right-of-Way

The subject property is located on the south side of Fair Lakes Circle, which leads to the Fair Lakes Parkway and the Fairfax County Parkway. VDOT project 7100-029-353A is a major interchange project for the intersection of Fair Lakes Parkway/Fairfax County Parkway. (The interchange plans to date do not identify the need for any easements or right-of-way from these applications; however, the design plans are not yet complete, and it is possible that a need for minor easements/dedication may be identified.)

Stormwater Management

The 11.71 acre application property falls within the Cub Run watershed as well as within the County's Chesapeake Bay watershed. The stormwater management (SWM) narrative on Sheet 9 of the CDPA/FDPA indicates that the stormwater management for the site is accommodated by an off-site regional facility in accordance with the approved stormwater management plan for Fair Lakes.

Land Use Analysis (Appendix 11)

The Comprehensive Plan includes an option for the surface parking lot on the subject property to be redeveloped with up to 100,000 square feet of hotel or office uses under specific conditions. This square footage is proposed to be added to the previously approved office square footage (113,000 sf) to allow the construction of one or two office buildings at a total of 213,000 gross square feet. Staff believes that the proposed development meets the use and intensity recommended by the Plan.

Staff has identified the following issues with respect to the specific Plan recommendations for the site.

Issue: Amenities

The Comprehensive Plan recommends major or minor plazas, gathering spaces or other urban park features located within or adjacent to the proposed office use to promote activity between the existing office, hotel and residential uses. The applicant proposes a landscaped plaza to be located between the existing office building and the proposed L-shaped building(s) to serve the office uses. The applicant has provided two possible designs for the plaza, which is dependent upon the location of the office lobby. Staff believes that the plaza's design could be improved by removing the two rows of parking spaces directly abutting the plaza to the east and west. This improvement would create a more aesthetically-pleasing and inviting gathering space. This issue remains outstanding.

Issue: Pedestrian Connectivity

The applicant is providing a number of pedestrian improvements. Proffered improvements include a trail improvement on the southeast side of Fair Lakes Circle from the Fair Lakes Circle/Roger Stover Drive intersection west to the westernmost entrance of Land Bay V-B from Fair Lakes Circle; three painted crosswalk improvements at the Fair Lakes Circle intersection between Roger Stover Drive and Fairfax County Parkway; and sidewalk improvements on site. Staff has requested that the applicant depict these trail and crosswalk improvements on the CDPA/FDPA for clarity.

Issue: Design Details

In addition to these issues, staff is concerned that the CDPA/FDPA does not contain the level of detail usually provided for a P-District, especially in a design-oriented Plan area such as the Fairfax Center Area. The applicant has proposed an L-shaped office building footprint in the center of an existing office development in Fair Lakes Land Bay V-B. The CDPA/FDPA depicts a maximum building height of 135 feet (10-stories above grade, including structured parking). Details about the number of stories devoted to parking and office uses are not provided. Staff is concerned that the lack of detail may result in an office building not envisioned during review. In response to staff's concern, the applicant provided proffers that commit to a maximum height and maximum number of stories above grade, but reserve the right to construct either one or two separate office buildings with alternative designs. The proffer commitments include a maximum of 213,000 gross square feet of floor area for the development, a limitation for office development to be within the proposed L-shaped building footprint, and a limitation in the height difference between the two office buildings (if two buildings are constructed) to be no greater than four (4) floors. In addition, the proffers commit that the building materials will be compatible with those utilized in other buildings in Land Bay V-B and may include, but not be limited to glass; masonry, pre-cast concrete, EIFS, ground and/or split face CMU. Although this flexibility is not normally allowed in a PDC District, the applicant's proffers provide the minimum amount of detail needed to address staff's design concerns.

Fairfax Center Design Guidelines (Appendix 12)

In the Fairfax Center Area, a checklist tool assists in evaluating rezoning and proffered condition amendment applications for conformance with the design guidelines in the Comprehensive Plan. The checklist includes transportation, environmental, site design, land use and public facilities elements.

In order to justify development at the Overlay Level, this application must satisfy all applicable basic elements; all major transportation elements; all essential elements; three-fourths of the applicable minor elements; and one-half of the

applicable major elements. This application for 213,000 gross square feet of office development (including the previously approved 113,000 square feet of office use) in Land Bay V-B is at the overlay level. Based on staff's analysis as found in Appendix 12, the application satisfies 100% of the applicable basic elements; 100% of the major transportation elements; 100% of the essential elements; 79% of the applicable minor elements; and 69% of the applicable major elements. In staff's opinion, these applications have satisfied the necessary elements to justify development at the overlay level.

Environmental Analysis (See Appendix 11)

Issue: Water Quality / LID techniques

Low Impact Development (LID) measures should be incorporated into the proposed development. While the existing facilities will meet stormwater management and Best Management Practices standards, staff feels that the request for additional density presents an opportunity to further enhance water quality with the addition of LID measures, such as filterstrips, porous pavement, or green roof areas. At this time, the applicant has proffered that, if the parking structure located between the two office buildings (in the optional plan) is roofed, then a minimum of 1,500 sf of the roof surface will be landscaped; however, this treatment is not intended to function as a green roof; therefore, no LIDs are being provided at this time.

Issue: Transportation-Generated Noise

The subject property is located immediately adjacent to the I-66 and Fairfax County Parkway (Route 7100) interchange. Staff has raised concern about potential noise impacts for the proposed office use. The applicant should proffer to mitigate interior noise levels to a maximum 50 dBA DNL through the use of appropriate building materials. This issue remains outstanding.

Issue: Existing Tree Cover and Tree Preservation

The Comprehensive Plan recommends extensive landscaping and that new development should minimize the loss of mature trees located within existing buffer areas along public roads. The applicant has proffered to submit a tree preservation plan which will protect areas shown for tree preservation on the CDPA/FDPA. However, staff is concerned that these commitments may not preclude future development within these tree areas. The original development in Fair Lakes was rendered from a predominant forest type with the remaining areas consisting of upland hardwood forest species of maple, black tupelo, beech, dogwood, and America holly. To ensure that these remaining trees are preserved in the future, staff has proposed a development condition to designate areas

currently shown on the CDPA/FDPA as “limits of clearing and grading” as permanently undisturbed vegetation. Imposition of this condition will help to address staff’s concern about the preservation of existing tree cover in the future.

Transportation Analysis (See Appendix 13)

Overview:

Staff has reviewed this application for an additional 213,000 gross square feet of office development in Land Bay V-B, as well as the sixteen (16) other associated applications seeking approval for additional development in Fair Lakes. In total, all of these applications propose an additional 1,375,000 gross square feet of mixed use development (comprised of office, retail, hotel and residential uses) in Fair Lakes. Staff is concerned about the additional negative impact of the cumulative proposed development on the existing road network, which according to the applicant’s own study, is already failing.

In an attempt to address the impact of the development resulting from these cases, as well as the associated Fair Lakes applications, the applicant has proffered to a number of improvements to the existing intersections throughout Fair Lakes, including:

- the intersection of Fair Lakes Circle/Fair Lakes Parkway/Fair Valley Drive
- the intersection of Fair Lakes Parkway/Fair Lakes Court
- The intersection of West Ox Road/Fair Lakes Parkway

The applicant has also proffered to do a number of off-site trail and crosswalk improvements in order to complete some “missing links” in the overall pedestrian network for Fair Lakes. While all of these improvements are desirable, they will have only a minimal impact at relieving the impact of the additional trips generated by the proposed additional development.

The applicant’s traffic study indicates that the additional uses proposed by all the applications will generate over 12,900 vehicle trips per day (after a 10% office/residential reduction for synergy/transit and a 15% reduction for retail pass-by trips). The study also indicates that 78% of the office, 66% of the retail and 82% of the residential trips generated with the new development will access the site via the Fairfax County Parkway/Fair Lakes Parkway intersection. Based on the applicant’s traffic counts, the new development would increase the existing pm peak hour intersection traffic by approximately 13.8%.

An interchange is presently under design, with plans completed to the 70% level. Construction funding is being identified, but a total cost for the interchange has not yet been determined. Based on plans engineered to date, the latest cost estimate is \$75 million dollars. Some additional right-of-way and easements will be needed, primarily to facilitate construction of sound walls, stormwater detention and trails.

In addition to that needed from the currently pending applications, additional right-of-way and easements will be needed from various parcels previously rezoned as part of the overall Fair Lakes development (RZ 82-P-069). As such, it would be desirable for the applicant to provide dedication and easements as needed from all parcels associated with RZ 82-P-069, but at a minimum, from the twenty associated applications which are currently submitted for intensification (which includes the 11.71 acres that are the subject of this staff report).

This application and the other associated applications include specific Comprehensive Plan language for development above the 0.25 FAR overlay level in Fair Lakes. The Plan states:

“The intersection of the Fairfax County Parkway and the Fair Lakes Parkway is above capacity, and a grade-separated interchange is planned and under design. Additional mitigation measures to facilitate construction of this interchange should be provided with new development above the .25 FAR overlay level.”

In order to address the above Plan language, the applicant should commit to a monetary contribution to aid in construction of the interchange.

Specific Transportation Concerns:

With regard to these applications for 213,000 gross square feet of office development in Land Bay V-B, staff identified the following issues:

Issue: Easements and Right of Way Dedication

As previously discussed, staff believes that the applicant should provide easements and right-of-way needed for construction of the Fair Lakes Parkway/Fairfax County Parkway interchange project, VDOT project 7100-029-353; as engineered to date, the interchange plans identify the need for right-of-way/easements from this property.

Resolution:

The applicant's draft proffers have included a commitment to dedicate right-of-way as well as drainage and temporary construction easements for use in the interchange project; it is the applicant's intent that this commitment pertain to all properties controlled by the applicants in the Fair Lakes development, which staff believes is optimal. Although staff has some minor concerns with the wording of this proffer, the applicant has orally committed to working with staff to resolve these concerns, and staff believes this issue will be addressed prior to the public hearing.

Issue: Provision of a per square foot contribution towards the construction of the Fair Lakes Parkway/Fairfax County Parkway interchange, VDOT project 7100-029-353.

Resolution:

The applicant has proffered to contribute one dollar (\$1.00) per square foot for the proposed additional office building to the Board of Supervisors to be utilized for the construction of the interchange. If the interchange project is fully funded prior to approval of the site plan for the office building, the Board may use these funds for other Fairfax Center Area Road Fund projects. Staff believes that this issue has been addressed.

Issue: Transportation Demand Management Plan (TDM Plan)

The latest draft proffers include a TDM program, with a reduction of 10% in office and residential vehicle trips. A 10% reduction in trip generation was already assumed by the applicant for synergy between uses. Other suburban locations have committed to at least 20 percent. Given the size of the proposed development, and the increase in traffic to adjoining roadways, a greater reduction commitment is appropriate.

Resolution:

The applicant has not addressed this concern.

Issue: Traffic Signal on Fair Lakes Circle (Proffer 16.D)

The applicant originally proffered to submit a traffic signal warrant study to VDOT for the intersection of Fair Lakes Circle and the internal access point for the Fair Lakes 4 office building located approximately 600 feet west of Roger Stover Drive. This commitment was for a traffic signal to be installed prior to issuance of a Non-RUP for this office building. Staff believes that it may be appropriate for installation of the traffic signal to occur at a later point in time and recommends that the commitment time-frame be modified to allow for installation at any point to the time of build-out of the three applications with which the signal is proffered.

Resolution:

In response to staff's concerns, the applicant revised the proffer to clarify that the proposed warrant study will include the trip generation numbers for the three developments which are committing to this signal (PCA 82-P-069-15, PCA 82-P-069-16 and PCA 82-P-069-17). Staff and the applicant are continuing to work to refine the proffer language to address this concern.

Issue: Limitation of Cellar Space square footage

The applicant has identified cellar usage of 22,000 gsf with these applications. The applicant should provide a proffer commitment that cellar space usage for retail or office space for this site will not exceed the 22,000 gsf identified on the development plan.

Resolution:

Staff has proposed a development condition which addresses this concern.

Issue: Transportation Improvements Exhibit

As previously discussed, the applicant has proffered to provide additional turn lanes to improve vehicular movement in three internal intersections within Fair Lakes, which include: 1) the Fair Lakes Circle/ Fair Lakes Parkway and Fair Valley Drive intersection, 2) Fair Lakes Circle/ Fair Lakes Parkway and the Fair Lakes Court intersection, and 3) West Ox Road and Fair Lakes Parkway. A graphic is provided on Sheet 10 of the CDPA/FDPA. Staff requested that a functional exhibit of the proposed transportation improvements be provided for clarification.

Resolution:

The applicant has provided drawings to address this concern (see Appendix 15). The exhibit should delineate all proposed improvements, and identify which are to be provided with each zoning amendment request. It may be appropriate to modify proffer commitments to free-flow right turn lanes in favor of right turn lanes which are a part of the intersections. It should be noted that VDOT staff have identified the potential need to provide a right turn deceleration lane into the site from Fair Lakes Circle, and questions whether the left turn storage is adequate. The existing left turn lane cannot be extended, and the need for a right turn lane can be evaluated at the time of site plan review. A standard size exhibit (to scale) is still needed to fully address staff's request; the applicant has agreed to comply.

Public Facilities Analyses

Fire and Rescue (Appendix 14)

The application property is serviced by Fairfax County Fire and Rescue Department Station #421, Fair Oaks, and currently meets fire protection guidelines.

Water Authority (Appendix 15)

The application property is served by Fairfax Water; adequate domestic service is available at the site from existing 8-inch and 12-inch water mains located at the property.

Sanitary Sewer (Appendix 16)

The application property is located within the Cub Run Watershed, and would be sewered into the UOSA Treatment Plant. There is an existing 8-inch line located in an easement on the property which is deemed adequate for the proposed use at this time.

Stormwater Management (Appendix 17)

The additional office development is proposing to provide stormwater management and best management practices through the existing Fair Lakes system. The adequacy of the system to serve the proposed use will be determined at the time of site plan review.

Fairfax County Park Authority (Appendix 18)

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

Staff believes that the proposed 213,000 square feet of office development will impact recreational service and facilities. The Comprehensive Plan for the Fairfax Center Area calls for a combination of private and public funding to contribute towards new facilities to serve both workers and residents. Recent monetary contributions have averaged 27 cents per square foot in the suburban centers of the county.

Resolution:

The applicant has not addressed this request.

ZONING ORDINANCE PROVISIONS (See Appendix 19)

Conformance with PDC District Regulations

Article 6

Fair Lakes is currently zoned Planned Development Commercial (PDC) and the applicant proposes to amend the FDP to permit the construction of 213,000 gross square feet of office development (including 113,000 square feet of previously approved office use) and to provide specific proffers related to the proposed office

use in Land Bay V-B under the existing zoning. Article 6 of the Zoning Ordinance sets forth the requirements regarding the principle and secondary uses permitted, use limitations, lot size requirements, bulk regulations and open space requirements. The district regulations are designed to ensure high quality standards in the layout, design and construction of commercial developments and to implement the stated purpose and intent of the Ordinance. Staff believes that these provisions are satisfied by the proposed office development.

Article 16, Sects. 16-101 and 16-102

All planned developments must meet the general standards specified in Section 16-101 of the Zoning Ordinance.

General Standard 1 requires substantial conformance with the Comprehensive Plan. The Plan includes an option for the surface parking lot on the subject property to be redeveloped with up to 100,000 square feet of hotel or office uses under specific conditions. This square footage is proposed to be added to the previously approved office square footage (113,000 sf) to allow the construction of either one or two office buildings with a total of 213,000 gross square feet. The applicant proposes to construct the maximum allowable office area at this location. As required by the Plan for this option, the proposal includes a publicly accessible plaza area (approximately 12,500 square feet in land area) with additional landscaping. Pedestrian connections to the existing surrounding uses and adequate screening to the surrounding uses are provided as required by the Plan. The applicant has also provided conceptual drawings for the proposed design and elevations of the proposed office use at this location. The applicant has proffered to include a maximum of 213,000 gross square feet of floor area for the development, a limitation for office development to be within the proposed L-shaped building footprint, and a limitation in the height difference between the two office buildings (if two buildings are constructed) to be no greater than four (4) floors. Although this flexibility is not normally allowed in a PDC District, the applicant's proffers provide the minimum amount of detail needed to address staff's design concerns. Staff believes that with proffer commitments, the proposed development is consistent with the use and intensity recommendations in the Comprehensive Plan for this site.

General Standard 2 requires that the design of the proposed planned development result in a more efficient use of the land and in a higher quality site design than could be achieved in a conventional district. The original rezoning to the PDC District demonstrated that the development met the purpose and intent of the PDC District and in staff's opinion, the proposed development continues to comply with the purpose and intent of the PDC District.

General Standard 3 requires that the design of the proposed development protect and preserve the natural features on the site. The applicant has committed to

preserving 4.10 acres (35%) of open space on the 11.71 acre site. A 12,500 square foot pedestrian plaza is proposed to be located to the northwest of the proposed office development and between the proposed office development and the existing office building to the west. In staff's opinion, this standard has been met.

General Standard 4 requires that the proposed development prevent substantial injury to the use and value of the existing surrounding development. The proposal is located between two existing office uses. Staff believes that the proposed office development is compatible with these uses. The applicant has proffered to preserving existing trees and has proposed supplemental landscaping in areas that will be developed.

General Standard 5 requires that the planned development be located in an area where transportation, police, fire protection and other public facilities are available and adequate for the proposed use. In staff's opinion, this standard has been met.

General Standard 6 requires that the planned development coordinate linkages among internal facilities and services as well as connections to major external facilities. As previously discussed, no new roads are proposed. The site has two existing access points from Fair Lakes Circle. One access point from Fair Lakes Circle is shown on the CDPA/FDPA subject property but another access point is located to the west of the subject property on the south side of Fair Lakes Circle. Pedestrian access to the proposed office development is provided through a series of existing and proposed trails. Trails located within the public right of way and those depicted in the pedestrian plaza will be publicly accessible. In staff's opinion, this standard has been met.

All planned developments must meet the design standards specified in Section 16-102 of the Zoning Ordinance.

Par. 1 states that, at the peripheral lot lines, the bulk regulations and landscaping and screening for the proposed development should generally conform with the provisions of the most comparable conventional district. This application most closely resembles the C-4 District. The table below compares the proposed development to the requirements of the C-4 District.

Bulk Standards (C-4)		
Standard	Required	Provided
Front Yard	25° Angle of Bulk Plane (ABP), but not less than 40 feet (ABP = 63 feet for a 135 foot tall building)	> 100 feet
Rear Yard	20° ABP, but not less than 25 feet (ABP = 49 feet for 135 foot tall building)	> 100 feet
Building Height	120 feet subject to an increase permitted by the Board	135 feet

Standard	Required	Provided
Open Space	15%	35%
FAR	1.65	0.43 (for this application area)

As illustrated in the Bulk Standards table, the proposed height is slightly greater than permitted in the C-4 District. However, Staff believes that, as part of entire Fair Lakes Land Bay V, the proposed office use is centrally located within Fair Lakes and is consistent with the immediately surrounding office uses in the land bay.

Par. 2 states that open space, parking, loading, sign and other similar regulations shall have application in all planned developments. The application includes 35% open space, which is in excess of the open space requirement of 15% for the PDC District. In addition, the office building requires 1,315 parking spaces. The applicant proposes to provide 1,693 total spaces, which include 461 surface parking and 1,232 structured parking spaces. With the exception of a modification of the loading requirement described below, all other applicable Zoning Ordinance provisions have been satisfied.

Par. 3 states that street systems should be designed to generally conform to the provisions of the Zoning Ordinance and should offer convenient access to mass transportation, recreational amenities and pedestrian access. No new roads are proposed. Pedestrian access to the proposed office development is provided through a series of existing and proposed trails. Trails located within the public right of way and those depicted in the pedestrian plaza will also be subject to public access easements. This standard has been satisfied.

Waivers/Modifications:

Modification of the transitional screening and barrier requirements on the south side of the property adjacent to I-66 in favor of the existing landscaping

The applicant has also requested a waiver of the transitional screening and barrier requirements for the south property boundary adjacent to I-66 and to property zoned R-2. The Zoning Ordinance requires Transitional Screening 2 and Barrier D, E, or F. The ordinance allows a modification of the transitional screening and barrier requirements for developments that are separated from adjacent uses by an interstate highway or byway. Since the site to be buffered is across Interstate 66 and a significant distance away from the subject site, and since the applicant has proposed to preserve the existing vegetation which ranges from 18 to 50 feet in width along the southern boundary line between the existing surface parking lot and Interstate 66, staff supports the request for a modification of the transitional screening and barrier requirement in favor of the existing landscaping.

Modification of the loading requirement in favor of the loading spaces provided on the CDPA/FDPA

The applicant proposes 213,000 gross square feet of office development in Land Bay V-B. Paragraph 14 of Section 11-203 of the Zoning Ordinance requires one (1) space for the first 10,000 square feet of gross floor area, plus one (1) space for each additional 20,000 square feet or major fraction thereof. Paragraph 15 of Section 11-202 of the Zoning Ordinance indicates that in no instance shall more than five (5) off-street loading spaces be required for a given use or building except as may be determined by the Director. The applicant proposes to provide 2 loading spaces for an office building design with one shared pedestrian entrance (shown on Sheet 2 through 4 on the CDPA/FDPA), and 4 loading spaces for the office building design with two separate pedestrian entrances (shown on Sheet 5 through 6). A modification of the loading space requirement was requested. The applicant believes that a minimum of 2 loading spaces are adequate for the proposed office use. Staff does not object to the waiver request.

Overlay District Requirements

Water Supply Protection (WSPOD) (Sect. 7-808)

The Water Supply Protection Overlay District requires that developments provide water quality control measures designed to reduce by one-half the projected phosphorus runoff pollution for the proposed use. Both stormwater management and best management practices are proposed to be provided by the existing Fair Lakes system; the adequacy of these measures will be determined at the time of site plan review.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

The applicant proposes to amend the previously approved zoning case on the application property to implement a Comprehensive Plan amendment, and add 213,000 square feet of office use to Land Bay V-B of the Fair Lakes development. It is Staff's evaluation that the proposed development is in conformance with the use and intensity recommendations of the Comprehensive Plan, with the design guidance of the Fairfax Center Area and with the applicable Zoning Ordinance requirements.

Staff Recommendations

Staff recommends approval of PCA 82-P-069-16, subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends approval of CDPA 82-P-069-07-1.

Staff recommends approval of FDPA 82-P-069-11-5, subject to the Final Development Plan Amendment Conditions contained in Appendix 2.

Staff recommends approval of FDPA 82-P-069-6-11, subject to the Final Development Plan Amendment Conditions contained in Appendix 3.

Staff recommends approval of a modification of the transitional screening and barrier requirements on the south side of the property, adjacent to I-66, in favor of the existing and proposed landscaping.

Staff recommends approval of a modification of the loading requirement in favor of the loading spaces provided on the CDPA/FDPA.

It should be noted that it is not the intent of staff to recommend that the Planning Commission, 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 recommendations of staff; it does not reflect the position of the Planning Commission.

APPENDICES

1. Draft Proffers PCA 82-P-069-16
2. Proposed Final Development Plan Amendment Conditions
FDPA 82-P-069-11-5
3. Proposed Final Development Plan Amendment Conditions FDPA 82-P-069-6-11
4. Affidavit for PCA 82-P-069-16 and CDPA 82-P-069-7-1
5. Affidavit for FDPA 82-P-069-11-5
6. Affidavit for FDPA 82-P-069-6-11
7. Statement of Justification for PCA 82-9-069-16, CDPA 82-P-069-7-1,
FDPA 82-P-069-11-5, and FDPA 82-P-069-06-11
8. Fair Lakes Land Use Zoning Tabulations
9. PCA 82-P-069-14 proffers
10. FDPA 82-P-069-1-13, FDPA 82-P-069-08-4, FDPA 82-P-069-6-8,
FDPA 82-P-069-11-3 plans and conditions
11. Plan Citations, Land Use and Environmental Analyses
12. Fairfax Center Area Checklist
13. Transportation Analysis
14. Fire and Rescue Comments
15. Fairfax Water Comments
16. Sanitary Sewer Comments

APPENDICES (Cont.)

17. Stormwater Management Comments
18. Park Authority Analysis
19. Applicable Zoning Ordinance Provisions
20. Glossary of Terms

FAIR LAKES LAND BAY V-B
 PCA 82-P-069-16
 PROFFER STATEMENT
 JULY 12, 2007
 AUGUST 2, 2007
 AUGUST 28, 2007
 SEPTEMBER 7, 2007
 SEPTEMBER 17, 2007
 SEPTEMBER 19, 2007

Pursuant to Section 15.2-2303A of the Code of Virginia, as amended, and subject to the Board of Supervisors approval of PCA 82-P-069-16, Fair lakes Center Associates L.P. (the "Applicant") and the undersigned owners of the approximately 11.71 acres (known as Fairfax County Tax Map Parcel 55-2-((1))-9A and identified as a portion of Fair Lakes Land Bay V-B), included in this application (the "Property"), proffers for themselves and their successors and assigns that development of the Property shall be in conformance with the previous proffers approved by the Board of Supervisors in PCA 82-P-069-14 and dated April 14, 2005, which proffers shall remain in full force and effect except as qualified by and subject to the following terms and conditions. In the event this application is denied, these revised proffers shall immediately be null and void and the previous proffers dated April 14, 2005 shall remain in full force and effect.

1. **Paragraph 1 shall be revised to read as follows:**

Substantial Conformity with Conceptual Development Plan Amendments. The subject 11.71-acre PCA Application Property shall be developed in substantial conformance with the Conceptual Development Plan Amendments approved by the Board of Supervisors for the respective land bay, as further modified by all relevant Proffered Conditions for Fair Lakes, as follows: (i) CDPA 82-P-069-1 consisting of one sheet prepared by Dewberry & Davis as revised through July 12, 1984 and approved by the Board of Supervisors on September 24, 1984; (ii) CDPA 82-P-069-3 consisting of one sheet prepared by Dewberry & Davis, as revised through June 26, 1987 and approved by the Board of Supervisors on July 20, 1987; (iii) CDPA 82-P-069-7 consisting of seven sheets of the combined CDPA/FDPA plan prepared by Dewberry & Davis and dated September 21, 2004, as revised through April 13, 2005 and approved by the Board of Supervisors on July 25, 2005; and (iv) pending CDPA 82-P-069-07-01 consisting of twelve (12) sheets of the combined CDPA/FDPA plan prepared by Dewberry and Davis and dated March 26, 2007, as revised through August 1, 2007.

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

Allocation of Land Uses. Allocation of land uses as provided in the text accompanying the Conceptual Development Plan Amendment is affirmed as follows: No more than 474,710 square feet of principal and secondary uses shall be constructed on the Property.

In no event shall the amount of principal and secondary uses for the entirety of Fair Lakes exceed 8,558,005 square feet of principal and secondary uses. Non-residential uses shall not exceed 6,090,002 square feet. Principle and secondary uses in Land Bays IV-A, V-A,

V-B, VI-A and VII-B as contained within the application area for the following applications: (i) PCA 82-P-069-15; (ii) PCA 82-P-069-16; (iii) PCA 82-P-069-17; (iv) PCA 82-P-069-18; (v) PCA 82-P-069-19; and (vi) PCA 82-P-069-20, shall not exceed 2,435,782 square feet. However, up to 945,877 square feet in Land Bay II may be converted from non-residential to residential uses exclusive of ADUs and up to 14,200 square feet may be converted to eating establishments/fast food restaurant/personal service establishment uses in Land Bay II. Residential units shall not be fewer than 1,464.

The specific uses to be provided in the first phase of development are depicted in FDPs submitted for Land Bays I-A, I-B, V-A, VI-A and VI-B. Land Bay II shall be approximately 120 acres, and shall be developed in 1,463,616 square feet of employment, residential and eating establishment/fast food restaurant uses specified in the CDPA for Land Bays II-A and II-B. The residential square footage in Land Bay II shall not exceed 945,877 square feet which shall be exclusive of the square footage for affordable dwelling units. In addition, the residential square footage in Land Bay II shall not be counted towards, i.e., shall be deemed in its entirety to be in excess of, the fifty (50) percent limitation for residential use in the Fair Lakes PDC District as specified in Par. 5 of Sect. 6-206 of the Zoning Ordinance as well as the 2:1 ratio of primary to residential uses recommended for office-mixed use areas in the Fairfax Center Area. Residential square footage located in the remainder of Fair Lakes may be developed in excess of the fifty (50) percent (based upon the principal, non-residential uses in all of Fair Lakes) limitation set forth in Paragraph 5 of Section 6-206 of the Zoning Ordinance, as modified by the Board of Supervisors in the subject PCA application.

A mix of principal and secondary uses shall be distributed over the remainder of the site, with other retail, hotel and other residential uses to be located in Land Bays III, IV, V, VI and VII. The aggregate non-residential square footage shall not exceed 6,090,002 square feet, of which 200,000 to 855,000 square feet shall be allocated to hotel use, 200,000 to 1,295,000 square feet, exclusive of any eating establishment/fast food restaurant/personal service establishment uses in Land Bay II, to uses such as retail uses, accessory service uses, retail sales establishments, child care centers, eating establishments, financial institutions, health clubs, theaters, service stations, car washes and other principal and secondary PDC uses that are neither residential, hotel nor office/research in character, and 2,250,000 to 5,443,820 square feet to office, research and other non-retail uses. Specific uses shall be designated at the time the FDPs are submitted. 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, it being understood that the details of any drive-through and/or child care uses must be the subject of final development plan or special exception approval.

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

Final Development Plan Amendments. Notwithstanding that CDPA 82-P-069-07-01 appears on the same development plan with FDPA 82-P-069-6-11/FDPA 82-P-069-11-05, consisting of twelve (12) sheets and described in Paragraph 1 above, it shall be

understood that (i) said CDPA plan shall consist of the entire plan relative solely to points of access, general location of the proposed buildings, on-site vehicular circulation and 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. The Applicant further retains the option to file partial Conceptual Development Plan Amendment(s) in the future.

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

Architectural Design. The architectural design of the office building(s) shall be in substantial conformance with the general character of the elevations and perspectives shown on Sheet 7 of the CDPA/FDPA. The Applicant reserves the right to revise the elevations as a result of final architectural design, so long as the character and quality of design remains in substantial conformance with those shown. Building materials for the office building(s) shall be compatible with the existing office buildings located within Land Bay V-B, as determined by DPWES. Building materials for the office building(s) may include, but shall not be limited to the following materials: glass, masonry, pre-cast concrete, EIFS, ground and/or split face CMU. The above grade levels of parking shall be sheathed in a manner consistent with the façade treatment of the office building(s).

5. **Paragraph 11 shall be revised to read as follows:**

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

The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 10 inches in diameter and greater, and 20 feet to either side of the limits of clearing and grading shown on the CDPA/FDPA for the entire site. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of (protected by) the limits of clearing and grading shown on the CDPA/FDPA, and those additional areas in which trees can be preserved as a result of final engineering. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of trees identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence which shall be erected at the limits of clearing and grading. Tree protection fence shall consist of 14-gauge welded wire fencing, a minimum of four (4) feet in height, attached to steel posts driven eighteen (18) inches into the ground and

spaced no farther than ten (10) feet apart. Other tree protection measures shall be employed to protect trees during construction, subject to the approval of UFM.

The Applicant shall conform to the limits of clearing and grading as shown on the CDPA/FDPA, subject to the installation of utilities and/or trails as determined necessary by the Director of DPWES. If it is determined necessary to install utilities and/or trails outside of the limits of clearing and grading as shown on the CDPA/FDPA, they shall be located in the least disruptive manner necessary as determined by UFM. A replanting plan shall be developed and implemented, subject to approval by UFM, for any areas outside the limits of clearing and grading that must be disturbed.

During any clearing or tree/vegetation/structure removal or transplantation of vegetation on the Application Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by UFM.

At the time of site plan approval for the office building depicted on the CDPA/FDPA, the Applicant shall post a bond as part of the typical site improvement bond to ensure preservation and/or replacement of the trees, for which a tree value has been determined in accordance with the tree preservation plan described above (the "Bonded Trees"), that die or are dying due to unauthorized construction activities. The bond shall be equal to 100% of the replacement value of the Bonded Trees. At any time prior to final bond release for the office building depicted on the CDPA/FDPA, should any Bonded Trees die, be removed, or are determined to be dying by UFM due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent species and canopy cover as approved by UFM.

6. **Paragraph 14 shall be revised to read as follows:**

Trails. Trails and sidewalks shall be provided in the locations depicted on the CDPA/FDPA and shall be constructed to PFM standards, subject to the approval of DPWES. Trails located outside of the public right-of-way and those providing access to the public plaza depicted on the CDPA/FDPA shall be subject to public access easements.

7. **Paragraph 15 shall be revised to read as follows:**

Transportation Demand Management. The Applicant shall implement a Transportation Demand Management ("TDM") program to reduce office employee vehicle trips during peak periods. Office employees shall be advised of all TDM strategies by the TDM Coordinator, as described below. TDM coordination duties shall be carried-out by a designated agent/employer or transportation management coordinator(s) (collectively "TDM Coordinator"). The TDM Coordinator position may be a part of other duties assigned to the individual(s). This TDM Program shall only apply to the 213,000 square foot office building depicted on the CDPA/FDPA whose approval is subject to PCA 82-P-069-16.

A. Components of the TDM Program. The TDM Program shall include the following components:

1. TDM Goal: The TDM program shall be implemented to reduce by ten percent (10%) (the "TDM Goal") the A.M. and P.M. weekday peak hour vehicular trips associated with the proposed office use, defined as the peak hour of travel between 6:00 A.M.-9:00 A.M. and 4:00 P.M.-7:00 P.M. respectively, derived from trip generation rates and/or equations applicable to office uses as set forth in the Institute of Transportation Engineers, Trip Generation, 7th Edition (Land Use Code 710-General Office Building).
2. TDM Program: In order to meet the TDM Goal set forth in this Paragraph, the Applicant shall implement this TDM Program, which may be amended, subject to approval of FCDOT, without the necessity of a PCA. Strategies shall include, but not limited to, the following initiatives that shall be implemented by the Applicant as the building is completed:
 - a) Within three (3) months following issuance of the initial non-RUP for the office building depicted on the CDPA/FDPA, the Applicant shall designate an individual to act as the TDM Coordinator for the Property whose responsibility shall be to implement the TDM Strategies, with on-going coordination with FCDOT, the Fair Lakes League and the Owner's Association(s). Upon designation of a TDM Coordinator, the contact information of the TDM Coordinator shall be provided to FCDOT within 10 days of such designation and updated within 10 days after changes occur in said designation;
 - b) Participation in the Fairfax County Ride Share Program and other trip reduction programs sponsored by FCDOT;
 - c) Dissemination of materials regarding Metrorail, Metrobus, Fairfax Connector, ride-sharing, teleworking and other relevant transit options in sale/leasing packages;
 - d) Provision of information of potential carpool and vanpool options that may be available to employees. Designated carpool and vanpool parking spaces shall be provided in preferred locations within the office building(s) parking garage;
 - e) Provision of transit maps, schedules and other relevant transit option information to office employees through posting in the common-area of the office building, a newsletter or use of a community website;
 - f) The Fair Lakes community web site shall include information on the TDM program and on multi-modal transportation options;

- g) Coordination with the Fair Lakes League and the Owner's Association(s) regarding potential TDM programs that may be implemented for existing uses; and
 - h) Provision of conveniently located bicycle parking in the office building(s) structured parking area. Accessible shower and locker room facilities for employee usage shall be conveniently located in the office building(s).
3. TDM Budget: Upon designation of the TDM Coordinator, the Applicant shall (i) establish a TDM Account for the purpose of funding the implementation of the TDM Strategies stated in this paragraph, and (ii) initiate the TDM fund with a \$10,000 contribution. The TDM Account shall be managed by the TDM Coordinator. A line item for further funding of the TDM Account shall be included in the Owner's documents, which shall provide that that the TDM Account will not be eliminated and that TDM funds will not be utilized to pay the salary of the TDM Coordinator or for any other Non-TDM related purpose. The TDM Account shall be funded by the Owners with a minimum annual contribution of \$10,000 per year in addition to any TDM Remedy which may be contributed to the TDM Account pursuant to Paragraph 7(A)(5) below. The annual contribution may be provided to a larger, more inclusive Fair Lakes TDM Program, to further the goals set forth in this Paragraph, if such a TDM Program is created that includes the office building depicted on the CDPA/FDPA.
4. Monitoring: Twelve (12) months following issuance of the initial non-RUP for the office building depicted on the CDPA/FDPA, the effectiveness of the TDM program shall be evaluated using surveys and/or traffic counts prepared by the TDM Coordinator in cooperation with, and as approved by FCDOT. The TDM Coordinator shall submit an Annual Report to FCDOT based upon said surveys and/or traffic counts, in order to facilitate determination by FCDOT of what trip reduction has been achieved. The Applicant shall conduct such surveys and/or traffic counts for three (3) years following the initial survey. Following build-out of the proposed office building depicted on the CDPA/FDPA, the Applicant shall then conduct surveys and/or traffic counts annually until it is demonstrated through two (2) consecutive annual surveys and/or traffic counts that the TDM Goal has been achieved.
5. TDM Remedy: In the event that the TDM Goal has not been achieved pursuant to the aforesaid two consecutive surveys and/or traffic counts, then the Applicant shall meet with FCDOT to review the TDM Program for the purpose of identifying additional strategies and programs that may be implemented to assist in achieving the TDM Goal for the office building depicted on the CDPA/FDPA. Until the TDM Goal has been met for two consecutive annual surveys and/or traffic counts, the Applicant

shall contribute annually to the TDM account \$0.05 per gross square feet of office use on the Property, which remedy amounts shall be utilized on additional TDM strategies, as approved by FCDOT.

8. **Fairfax Center Area Road Fund Contribution.** The Applicant shall contribute to the Fairfax Center Area Road Fund in accordance with the "Procedural Guidelines" adopted by the Board of Supervisors on November 22, 1982, as amended as of the time of each such payment, subject to credits for all creditable expenses, as determined by FCDOT and DPWES.
9. **Landscaping.** Landscaping shall be generally consistent with the quality, quantity and the locations shown, respectively, on the "Landscape Detail" included as Sheet 4 and Sheet 6 of the CDPA/FDPA. At the time of planting, the minimum caliper for trees shall be as follows: large deciduous trees shall be at least three (3) inch caliper, and large evergreen trees shall be at least eight (8) feet in height. Actual types and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of site plan, for review and approval by UFM. Preference shall be given by the Applicant to utilizing native species to the extent feasible. This shall not be construed, however, to preclude the use of non-native species. Such landscape plans shall provide tree coverage and species diversity consistent with the PFM criteria, as determined by UFM.

Trees planted in areas which are less than eight (8) feet in width and/or do not meet the minimum planting area required (before any approved modification) by the Public Facilities Manual ("PFM") may be counted towards satisfying the minimum tree cover requirement provided that structural soils or structural cells are incorporated as specified herein. The Applicant shall provide structural soils or structural cells with a minimum depth of 24 inches. The minimum width of areas of structural soils or structural cells shall be eight (8) feet, which may extend beneath any paved surface, so long as a minimum of 130 square feet is provided for Category IV trees and 90 square feet is provided for Category III trees, as such trees are identified in the PFM. Such planting areas shall be interconnected to the extent feasible, as determined by UFM. Geotextile fabric shall be provided between the structural soil or structural cells and the surrounding media as required by the specific application. The residual opening in the planting area may be mulched, landscaped or covered by a tree grate. At the time of site plan submission, the Applicant shall provide written documentation, including information about the composition of the structural soil or specifications regarding the structural cells to UFM indicating that a qualified and appropriately licensed "company" provided the structural soil or structural cells. The Applicant shall provide 72-hour notice to UFM prior to installation of the soil to allow verification of the composition of the structural soil or structural cells and verification that the structural soil or structural cell is the correct mix and is installed correctly. The Applicant shall provide written confirmation from a certified arborist and/or landscape architect demonstrating and verifying installation of structural soil or structural cells.

10. **Plaza Development.** Prior to the issuance of the initial Non-RUP for the office building, the Applicant shall improve the plaza area as detailed on Sheet 4 and Sheet 6 of the

CDPA/FDPA. The Applicant shall construct either of the plaza designs depicted on Sheet 4 or Sheet 6 depending upon the lobby location pursuant to Paragraph 12 below. A public access easement shall be provided for the public plaza constructed by the Applicant.

11. **Building Heights.** The maximum building height of the proposed office building(s) shall not exceed the building height indicated on the CDPA/FDPA. As indicated on the CDPA/FDPA, the Applicant is committed to a maximum building height and number of stories above grade, inclusive of parking. The Applicant reserves the right to construct one or two office buildings, but in no event shall the gross floor area of the office building(s) exceed 213,000 square feet of gross floor area. Should the Applicant construct two office buildings, there shall not be a difference greater than four (4) floors of height between them. Regardless of the configuration of the office building(s), the footprint of the building(s) shall be no greater than that depicted on the CDPA/FDPA. This height limit shall not be construed to include penthouses or mechanical equipment rooms covering less than 25% of the total roof area pursuant to Sect. 2-506 of the Zoning Ordinance. Air conditioner units and other mechanical equipment located on the roof shall be contained within the penthouse or shall be screened from view from Fair Lakes Circle and Fairfax County Parkway.
12. **Alternate Lobby Location.** As stated in Paragraph 10 above, the Applicant reserves the right to construct the office building as one unified building with a common lobby or as two separate towers with individual lobbies. If two separate towers are constructed, the building footprint, lobby entrances, garage access, loading spaces and landscaping shall be provided as depicted on Sheets 5 and 6 of the CDPA/FDPA.
13. **Landscaped Roof.** Should the parking structure located between the two office buildings depicted on the CDPA/FDPA be enclosed with a roof structure, the Applicant shall provide landscaping for a minimum of 1500 square feet of said roof structure. Landscaping proposed for this area shall be depicted on any landscape plan submitted to DPWES during site plan review subject to Paragraph 9 above.
14. **Parking.** Parking shall be provided in accordance with the requirements of Article 11 of the Zoning Ordinance. The Applicant reserves the right to provide more parking spaces than required by the Zoning Ordinance, but in no event shall the number of surface parking spaces exceed that indicated on the CDPA/FDPA.
15. **Streetscape Improvements.** Streetscaping shall be provided as indicated on the CDPA/FDPA and shall be installed prior to the issuance of the initial non-RUP of the office building depicted on the CDPA/FDPA. Streetscape elements (lighting fixtures, benches, trash receptacles and similar site features) shall be unified conceptually throughout the Property and shall be in conformance with the Fair Lakes Design Guidelines.
16. **Transportation Improvements.** The following road improvements shall be provided by the Applicant, subject to and as approved by VDOT and DPWES. However, upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision

of a respective improvement has been unreasonably delayed by others or by circumstances beyond the control of the Applicant, the Zoning Administrator may agree to a later date for the completion of each such improvement:

A. Fair Lakes Circle/Fair Lakes Parkway/Fair Valley Drive Intersection Improvements.

1. Fair Lakes Circle Northbound Left Turn Lane. The Applicant shall construct an additional northbound lane and re-stripe the northbound approach to provide dual left turn lanes, a single through lane, and an exclusive right-turn lane prior to the issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA
2. Fair Lakes Circle Northbound Free Flow Right Turn Lane. If the construction of a free flow right turn lane on northbound Fair Lakes Circle to include an accepting lane on eastbound Fair Lakes Parkway is deemed to not be necessary by DPWES at the time of site plan approval, then the Applicant shall contribute the cost of such improvement to the Board of Supervisors for use in the Fair Lakes Parkway/Fairfax County Parkway interchange project, VDOT project 7100-029-353. Should this interchange project be fully funded by the time of site plan approval for the office building depicted on the CDPA/FDPA, and if the free flow right turn lane on northbound Fair Lakes Circle is deemed to not be necessary, then any funds contributed pursuant to this proffer shall be used by the County for other Fairfax Center Road Fund projects.
3. Fair Lakes Parkway Westbound Left Turn Lane. The Applicant shall construct a second left turn lane from westbound Fair Lakes Parkway onto southbound Fair Lakes Circle prior to the issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA.

B. Fair Lakes Circle/Fair Lakes Parkway/Fair Lakes Court Intersection Improvements.

1. Fair Lakes Parkway Eastbound Free Flow Right Turn Lane. The Applicant shall construct a free flow right turn lane to include an accepting lane onto southbound Fair Lakes Circle, prior to the issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA.
2. Fair Lakes Parkway Westbound Left Turn Lane. The Applicant shall construct a second left turn lane from westbound Fair Lakes Parkway onto southbound Fair Lakes Circle prior to the issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA.
3. Fair Lakes Circle Northbound Left Turn Lane. The Applicant shall construct an additional northbound lane and re-stripe the northbound approach to provide dual left turn lanes, a single through lane, and an exclusive right-turn

lane prior to the issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA.

4. Fair Lakes Circle Northbound Free Flow Right Turn Lane. The Applicant shall construct a free flow right turn lane to include an accepting lane from northbound Fair Lakes Circle onto eastbound Fair Lakes Parkway, prior to the issuance of the initial Non-RUP for the office building depicted on the CDPA/FDPA.

- C. Fair Lakes Circle Northbound Site Entrance. The Applicant shall construct a right turn deceleration lane into the site from Fair Lakes Circle, if deemed necessary by VDOT, prior to the issuance of the Non-RUP for the office building depicted on the CDPA/FDPA. If said right turn deceleration lane is not deemed necessary by VDOT at the time of site plan approval, than any obligation under this proffer shall expire.

- D. Traffic Signal Warrant Study. Prior to approval of the initial site plan for the office building depicted on the CDPA/FDPA, the Applicant shall submit a traffic signal warrant study to VDOT for the intersection of Fair Lakes Circle and the entrance to the CGI property (Tax Map Parcel 55-2 ((1)) 14A), which shall include the office development proposed in the CDPA/FDPA and in PCA 82-P-069-15 (Land Bay V-A--Office) and PCA 82-P-069-17 (Land Bay V-A--Residential). At the time of building permit approval for the office building depicted on the CDPA/FDPA, if VDOT has not made a determination that said signal is warranted or has deemed the warrants to have been met, then the Applicant shall post a bond in an amount, as determined by DPWES, necessary to cover the cost of the traffic signal, including pedestrian countdown crossing controls, subject to VDOT approval. If the warrants have not been met by the time of the issuance of building permits for all of the buildings depicted on the CDPA/FDPAs associated with this application (PCA 82-P-069-16), PCA 82-P-069-15 (Land Bay V-A--Office), and PCA 82-P-069-17 (Land Bay V-A--Residential), then any obligation under this proffer shall expire and the bond for the traffic signal shall be released.

- E. Off-Site Trail Improvements. Prior to the issuance of the initial Non-RUP for the office building(s) depicted on the CDPA/FDPA, the Applicant shall provide a trail improvement on the southeast side of Fair Lakes Circle from the Fair Lakes Circle/Roger Stover Drive intersection west to the westernmost entrance of this land bay from Fair Lakes Circle. This trail improvement shall consist of a five (5) foot wide sidewalk.

- F. Off-Site Crosswalk Improvements. Prior to issuance of the initial Non-RUP for the office building(s) depicted on the CDPA/FDPA, the Applicant shall provide three (3) painted crosswalk improvements at the Fair Lakes Circle intersection between Roger Stover Drive and Fairfax County Parkway. All crosswalk improvements located within the right-of-way of any road shall be performed subject to the approval of VDOT.

- G. Signal Modifications. The Applicant shall modify traffic signals at the intersections improved by these proffers, as deemed necessary, and subject to the approval of VDOT.
- H. Fairfax County Parkway/Fair Lakes Parkway Interchange Contribution. In addition to those funds contributed to the Fairfax Center Area Road Fund in accordance with Paragraph 8 above, the Applicant shall contribute an additional one dollar (\$1) per square foot to the Board of Supervisors to be utilized on the Fair Lakes Parkway/Fairfax County Parkway interchange project, VDOT project 7100-029-353. This additional contribution shall be made to the Board of Supervisors at the same time and in the same proportion as said Fairfax Center Area Road Fund contribution. Should this interchange project be fully funded by the time of site plan approval for the office building depicted on the CDPA/FDPA, then these funds shall be used by the County for other Fairfax Center Road Fund projects.
- I. Transportation Improvements by Others. To the extent any of the above-mentioned transportation improvements are constructed or bonded for construction by others prior to the approval of a site plan for the office building(s) depicted on the CDPA/FDPA, then the Applicant shall be relieved of the commitment to construct each such constructed or bonded transportation improvement.
17. Signage. Signage shall be provided in accordance with Article 12 of the Zoning Ordinance and in conformance with the Fair Lakes Comprehensive Sign Plan, as may be amended.
18. Successors and Assigns. Each reference to "Applicant" in this Proffer Statement shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.
19. 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 PAGE]

FAIR LAKES CENTER ASSOCIATES L.P.
(Applicant)

BY: Fair Lakes Retail Center, Inc.
Its General Partner

BY: _____
NAME: _____
TITLE: _____

SRI SEVEN FAIR LAKES LLC
(Title Owner of Parcel 55-2-((1))-9A)

BY: _____
NAME: _____
TITLE: _____

PROPOSED FINAL DEVELOPMENT PLAN AMENDMENT CONDITIONS

FDPA 82-P-069-11-5

September 20, 2007

If it is the intent of the Planning Commission to approve an office development located at Tax Map 55-2 ((1)) 9A pt., staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions, which supersede all previously approved conditions as they pertain to this site.

1. Development of the property shall be in substantial conformance with the Final Development Plan Amendment entitle "Fair Lakes Land Bay V-A Office" prepared by Dewberry & Davis LLC and Davis Carter Scott consisting of twelve sheets dated March 26, 2007 as revised through August 1, 2007.
2. LID measures shall be incorporated into the final site design, including surface parking areas, as determined feasible by the applicant and DPWES at the time of site plan review.
3. The limits of clearing and grading as depicted on the CDPA/FDPA shall remain as permanently undisturbed vegetation.
4. The use of cellar space shall be limited to storage, mechanical and/or accessory uses as defined by Article 10 of the Zoning Ordinance. All uses including cellar space shall be parked as required in Article 11 of the Zoning Ordinance.
5. The two rows of parking spaces which directly abut the proposed plaza to the east and west shall be removed and replaced with landscaping to enhance the attractiveness and function of this area as a gathering spot.

PROPOSED FINAL DEVELOPMENT PLAN AMENDMENT CONDITIONS

FDPA 82-P-069-6-11

September 20, 2007

If it is the intent of the Planning Commission to approve an office development located at Tax Map 55-2 ((1)) 9A pt., staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions, which supersede all previously approved conditions as they pertain to this site.

1. Development of the property shall be in substantial conformance with the Final Development Plan Amendment entitle "Fair Lakes Land Bay V-A Office" prepared by Dewberry & Davis LLC and Davis Carter Scott consisting of twelve sheets dated March 26, 2007 as revised through August 1, 2007.
2. LID measures shall be incorporated into the final site design, including surface parking areas, as determined feasible by the applicant and DPWES at the time of site plan review.
3. The limits of clearing and grading as depicted on the CDPA/FDPA shall remain as permanently undisturbed vegetation.
4. The use of cellar space shall be limited to storage, mechanical and/or accessory uses as defined by Article 10 of the Zoning Ordinance. All uses including cellar space shall be parked as required in Article 11 of the Zoning Ordinance.
5. The two rows of parking spaces which directly abut the proposed plaza to the east and west shall be removed and replaced with landscaping to enhance the attractiveness and function of this area as a gathering spot.

REZONING AFFIDAVIT

DATE: August 27, 2007
 (enter date affidavit is notarized)

I, Jeffrey H. Saxe, 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 95446a

in Application No.(s): PCA 82-P-069-16; CDPA 82-P-069-07-01
 (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)
Fair Lakes Center Associates L.P.(1) Agents: Milton V. Peterson William E. Peterson Steven B. Peterson Jeffrey H. Saxe James W. Todd	12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Applicant and Agent for Title Owner of Parcel 55-2-((1))-9A
Kevin M. Crown	12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Consultant and Agent for Applicant
SRI Seven Fair Lakes LLC(7) Agents: Ronnie E. Ragoff Todd A. Sklar	c/o Shorestein Properties LLC 450 Lexington Avenue, 32nd Floor New York, NY 10017	Title Owner of Parcel 55-2-((1))-9A

(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 27, 2007
(enter date affidavit is notarized)

95446a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(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)
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
Aaron L. Shriber Elaine O'Flaherty Cox	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Planners/Agents for Applicant
Jeannie A. Mathews	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Paralegal/Agent for Applicant
Dewberry & Davis LLC(10) Agents: Philip G. Yates Gayle A. Hooper John William Ewing Philip C. Champagne	8401 Arlington Boulevard Fairfax, VA 22031	Engineers/Planners/Agents for Applicant
M. J. Wells & Associates, L.L.C.(12) Agents: Robin L. Antonucci Kevin R. Fellin Michael J. Workosky	14200 Spring Hill Road, Suite 600 McLean, VA 22102	Traffic Consultants/Agents for Applicant Architects/Agents for Applicant
Davis, Carter, Scott Ltd(16) Agents: Douglas N. Carter John F. Treiber Alexander Von LeBec	1676 International Drive, Suite 500 McLean, VA 22102	

(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 27, 2007
(enter date affidavit is notarized)

95446 a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(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)

(2)Fair Lakes Retail Center, Inc.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

DESCRIPTION OF CORPORATION: (check one statement)

- [x] 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)

Milton V. Peterson

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

Milton V. Peterson, President/Director
James J. Vecchiarelli, Treasurer
William E. Peterson, Vice President/Director
Nancy Z. McGrath, Secretary
Steven B. Peterson, Vice President/Director
Otis D. Coston, Jr., Independent Director

(check if applicable) [x] 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 27, 2007
(enter date affidavit is notarized)

95446a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(enter County-assigned application number (s))

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

(3)Fair Lakes Retail L.C.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

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)

MVP Master Limited Partnership(4)	Jon M. Peterson
Lauren P. Fellows	Steven B. Peterson
William E. Peterson	

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

MANAGERS:	OFFICERS:	
Milton V. Peterson	James W. Todd, President	Kevin J. Smith, Secretary
Otis D. Coston	William E. Peterson, Treasurer	Nancy Zabriskie McGrath, Asst. Secretary

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

(5)MVP Management, LLC
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

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)

MANAGERS:	MEMBERS:	
Milton V. Peterson	Milton V. Peterson	Jon M. Peterson
William E. Peterson	Carolyn S. Peterson	Steven B. Peterson
Steven B. Peterson	William E. Peterson	Lauren P. Fellows

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 27, 2007
(enter date affidavit is notarized)

95446a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(7)SRI Seven Fair Lakes LLC
c/o Shorenstein Properties LLC
450 Lexington Avenue, 32nd Floor, New York, NY 10017

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)
Shorenstein Realty Investors Seven, L.P.(8), Sole Member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
Cheryl A. Tussie and Susan M. Hay, Independent Managers
Douglas W. Shorenstein, Chair; Glenn A. Shannon, Pres; Robert S. Underhill, VP; Richard A. Chicotel, VP/Treas; Thomas W. Hart, VP; David M. Brandes, VP; Kevin J. Luke, VP; Matthew M. Knisely, VP; Ronnie E. Ragoff, VP/Asst Sec; Kevin Kuzemchak (nmi), VP; Drew Dowsett (nmi), VP/Asst Treas; Ashia A. Derksen, VP; Yana Tulynina (nmi), VP; Randal Eymann (nmi), VP; (continued)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(7)SRI Seven Fair Lakes LLC (continued)
c/o Shorenstein Properties LLC
450 Lexington Avenue, 32nd Floor, New York, NY 10017

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)
Shorenstein Realty Investors Seven, L.P.(8), Sole Member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
(continued) Charles Malet (nmi), VP; James A. Pierre, VP; Mark L. McCarthy, VP; Paul W. Grafft, VP; Gregg Meyer (nmi), VP; Charles W. Fendrich, VP (former); Andrew R. Friedman, VP; Mark E. Portner, VP; Christine Kwak (nmi), VP; Lisa D. Lind, VP; Patricia Gittins (nmi), VP; Stuart H. Appley, VP; Todd A. Sklar, VP; Stanley Roualdes (nmi), VP; Margaret A. Leahy, Secretary

(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 27, 2007
(enter date affidavit is notarized)

95446a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(enter County-assigned application number (s))

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

(10)Dewberry & Davis LLC
8401 Arlington Boulevard
Fairfax, VA 22031

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)

The Dewberry Companies LC(11)
Dennis M. Couture
James L. Beight
Eric D. Snellings (Former)

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)

(11)The Dewberry Companies LC
8401 Arlington Boulevard
Fairfax, VA 22031

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)

Sidney O. Dewberry	Michael S. Dewberry
Barry K. Dewberry	Thomas L. Dewberry
Karen S. Grand Pre	

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.

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for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(enter County-assigned application number (s))

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

(12)M. J. Wells & Associates L.L.C.
14200 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)

M. J. Wells & Associates, Inc.,(15) Sole Shareholder

Martin J. Wells & Associates, Inc.,(13) FORMER Member
Terence J. Miller & Associates, Inc.,(14) FORMER 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)

(13)Martin J. Wells & Associates, Inc. (FORMER)
1420 Spring Hill Road, Suite 400
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)

Martin J. Wells

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 27, 2007
(enter date affidavit is notarized)

95446a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(14)Terence J. Miller & Associates, Inc. (FORMER)
14200 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)
Terence J. Miller

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)
(15)M. J. Wells & Associates, Inc.
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. 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.)

(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 27, 2007
(enter date affidavit is notarized)

95446a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(enter County-assigned application number (s))

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

(16)Davis, Carter, Scott Ltd
1676 International Drive, Suite 500
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)

Douglas N. Carter	Christopher L. Garwood
Lena I. Scott	Alan K. Houde
Christine C. Garrity	Patricia A. Appleton
Marcia K. Calhoun	Claude R. Atkinson

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)

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 27, 2007
(enter date affidavit is notarized)

95446a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(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)

(1)Fair Lakes Center Associates L.P.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(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:

Fair Lakes Retail Center, Inc.(2)

LIMITED PARTNERS:

Fair Lakes Retail L.C.(3)
York Investments L.P.(6)
Lauren P. Fellows
William E. Peterson
Jon M. Peterson
Steven B. Peterson
MVP Master Limited Partnership(4)

(check if applicable) [X] 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 27, 2007
(enter date affidavit is notarized)

95446a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(enter County-assigned application number (s))

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

(4)MVP Master Limited Partnership
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(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 PARTNERS:

MV Peterson Associates LC (Does not own 10% of Applicant or any
Title Owners)
Milton V. Peterson

FORMER GENERAL PARTNER:

MVP Management, LLC(5)

LIMITED PARTNERS:

Milton V. Peterson
MVP Investments LC (Does not own 10% of Applicant or any
Title Owners)

(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 27, 2007
(enter date affidavit is notarized)

95446a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(enter County-assigned application number (s))

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

(6)York Investments L.P.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(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:

York, Inc. (Does not own 10% of Fair Lakes Center Associates L.P.)

LIMITED PARTNERS:

MVP Master Limited Partnership(4)
Carolyn S. Peterson
Lauren P. Fellows
Steven B. Peterson
Jon M. Peterson
William E. Peterson

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

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for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(enter County-assigned application number (s))

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

(8)Shorenstein Realty Investors Seven, L.P.
c/o Shorenstein Properties LLC
555 California Street
San Francisco, CA 94104

(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:

SRI Seven REIT

A Delaware REIT with more than 100 members, only one of whom owns 10% or more of the REIT, namely:

Yale University, a non-stock entity

LIMITED PARTNERS:

There are more than 30 limited partners, none of whom has a 10% or greater ownership interest in the limited partnership

(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 27, 2007
(enter date affidavit is notarized)

95446a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(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	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
Jeffrey 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 27, 2007
(enter date affidavit is notarized)

95446a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(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)Lauren E. Freeman
Ira L. Freilicher
David R. Fricke
Edward J. Fuhr
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. Hayes
Mark S. HedbergDouglas 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. Keeley
Douglas W. KenyonMichael 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. Loumiet
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
Jeffrey N. Martin(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 27, 2007
(enter date affidavit is notarized)

95446a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(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)

John S. Martin	David A. Mustone	William M. Richardson
J. Michael Martinez de Andino	James P. Naughton	James M. Rinaca
Walfrido J. Martinez	Michael Nedzbala (nmi)	Michael D. Rist
Christopher M. Mason	Henry V. Nickel	Jennings G. Ritter, II
Michael P. Massad, Jr.	Lonnie D. Nunley, III	Kathy E. B. Robb
Scott H. Matheson	E. A. Nye, Jr.	Daryl B. Robertson
Joseph C. Mathews	Dan L. O'Korn	Gregory B. Robertson
Laurie U. Mathews	John D. O'Neill, Jr.	Robert M. Rolfe
Richard E. May	Pam G. O'Quinn	Ronald D. Rosener
John Gary Maynard, III	Brian V. Otero	Michael Rosenthal (nmi)
William H. McBride	Randall S. Parks	William L. S. Rowe
Michael C. McCann	Peter S. Partee	Marguerite R. Ruby
Thomas A. McConnell	R. Hewitt Pate	D. Alan Rudlin
Patrick J. McCormick, III	William S. Patterson	Mary Nash Rusher
Robert G. McCormick	Humberto R. Peña	Karen M. Sanzaro
Francis A. McDermott	B. Donovan Picard	Stephen M. Sayers
Alexander G. McGeoch	R. Dean Pope	Arthur E. Schmalz
John C. McGranahan, Jr.	Laurence H. Posorske	Gregory J. Schmitt
David T. McIndoe	Kurtis A. Powell	John R. Schneider
James E. Meadows	Lewis F. Powell, III	Howard E. Schreiber
Mark W. Menezes	Wesley R. Powell	Robert M. Schulman
Gary C. Messplay	Donna M. Praiss	Patricia M. Schwarzschild
James Forrest Miller	J. Waverly Pulley, III	Jeremy R. Schwer
Thomas McN. Millhiser	Robert T. Quackenboss	P. Watson Seaman
Patrick E. Mitchell	Arnold H. Quint	James S. Seevers, Jr.
John E. Moeller	William M. Ragland, Jr.	Douglass P. Selby
Jack A. Molenkamp	Dionne C. Rainey	Joel R. Sharp
Charles R. Monroe, Jr.	Gordon F. Rainey, Jr.	James W. Shea
Royce W. Montgomery	John Jay Range	Michael R. Shebelskie
Will S. Montgomery	Stuart A. Raphael	Rita A. Sheffey
T. Justin Moore, III	Craig V. Rasile	Michael A. Silva
Thurston R. Moore	John M. Ratino	William P. Silverman
Bruce W. Moorhead, Jr.	Robert S. Rausch	Edmund W. Sim
Robert J. Morrow	Keila D. Ravelo	Jo Anne E. Sirgado
Ann Marie Mortimer	Belynda B. Reck	William L. Sladek
Eric J. Murdock	Baker R. Rector	Thomas G. Slater, Jr.
Frank J. Murphy, Jr.	Shawn P. Regan	B. Darrell Smelcer
Ted J. Murphy	Sona Rewari (nmi)	Brooks M. Smith
Thomas P. Murphy	Thomas A. Rice	Caryl Greenberg 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 27, 2007
 (enter date affidavit is notarized)

95446a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
 (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)

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. Zeugin

FORMER PARTNERS:
 Jennifer A. Albert
 William S. Boyd
 Lisa R. Brant
 Christopher C. Campbell
 William S. Cooper, III
 Patrick A. Doody
 Christopher L. Gaenzle
 Martin T. Lutz
 Robert J. Meuthing
 Swati Patel
 Scott L. Robertson
 Vance E. Salter
 Stephen T. Schreiner
 Melvin S. Schulze
 Thomas J. Scott, Jr.
 James E. Shepherd
 Daniel C. Tepstein
 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 27, 2007
(enter date affidavit is notarized)

95446w

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(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 27, 2007
(enter date affidavit is notarized)

9546a

for Application No. (s): PCA 82-P-069-16; CDPA 82-P-069-07-01
(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.)

Milton V. Peterson has contributed in excess of \$100.00 to Supervisor Connolly.
Jon M. Peterson has contributed in excess of \$100.00 to Supervisor Connolly, Supervisor Frey and Supervisor Bulova.
Jeffrey H. Saxe has contributed in excess of \$100.00 to Supervisor Connolly.
James W. Todd has contributed in excess of \$100.00 on behalf of TFP Investments L.P. to Supervisor Connolly and Supervisor DuBois; however, TFP Investments L.P. is not associated with this application.
Francis A. McDermott has contributed in excess of \$100.00 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)

[] Applicant

[x] Applicant's Authorized Agent

Jeffrey H. Saxe, Agent for Applicant

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 27th day of August 2007, in the State/Comm. of Virginia, County/City of Fairfax.

Cheryl G. Martelli
Notary Public

My commission expires:

CHERYL G. MARTELLI
Notary Public
Commonwealth of Virginia
7078837

My Commission Expires Apr 30, 2011

REZONING AFFIDAVIT

DATE: August 27, 2007
 (enter date affidavit is notarized)

I, Jeffrey H. Saxe, 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 95448a

in Application No.(s): FDPA 82-P-069-11-5
 (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)
Fair Lakes Center Associates L.P.(1) Agents: Milton V. Peterson William E. Peterson Steven B. Peterson Jeffrey H. Saxe James W. Todd	12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Applicant and Agent for Title Owner of Parcel 55-2-((1))-9A
Kevin M. Crown	12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Consultant and Agent for Applicant
SRI Seven Fair Lakes LLC(7) Agents: Ronnie E. Ragoff Todd A. Sklar	c/o Shorestein Properties LLC 450 Lexington Avenue, 32nd Floor New York, NY 10017	Title Owner of Parcel 55-2-((1))-9A

(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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(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)
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
Aaron L. Shriber Elaine O'Flaherty Cox	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Planners/Agents for Applicant
Jeannie A. Mathews	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Paralegal/Agent for Applicant
Dewberry & Davis LLC(10) Agents: Philip G. Yates Gayle A. Hooper John William Ewing Philip C. Champagne	8401 Arlington Boulevard Fairfax, VA 22031	Engineers/Planners/Agents for Applicant
M. J. Wells & Associates, L.L.C.(12) Agents: Robin L. Antonucci Kevin R. Fellin Michael J. Workosky	14200 Spring Hill Road, Suite 600 McLean, VA 22102	Traffic Consultants/Agents for Applicant Architects/Agents for Applicant
Davis, Carter, Scott Ltd(16) Agents: Douglas N. Carter John F. Treiber Alexander Von LeBec	1676 International Drive, Suite 500 McLean, VA 22102	

(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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(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)

(2)Fair Lakes Retail Center, Inc.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

DESCRIPTION OF CORPORATION: (check one statement)

- [x] 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)

Milton V. Peterson

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

Milton V. Peterson, President/Director James J. Vecchiarelli, Treasurer
William E. Peterson, Vice President/Director Nancy Z. McGrath, Secretary
Steven B. Peterson, Vice President/Director
Otis D. Coston, Jr., Independent Director

(check if applicable) [x] 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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(enter County-assigned application number (s))

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

(3)Fair Lakes Retail L.C.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

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)

MVP Master Limited Partnership(4)	Jon M. Peterson
Lauren P. Fellows	Steven B. Peterson
William E. Peterson	

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

MANAGERS:	OFFICERS:	
Milton V. Peterson	James W. Todd, President	Kevin J. Smith, Secretary
Otis D. Coston	William E. Peterson, Treasurer	Nancy Zabriskie McGrath, Asst. Secretary

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

(5)MVP Management, LLC
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

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)

MANAGERS:	MEMBERS:	
Milton V. Peterson	Milton V. Peterson	Jon M. Peterson
William E. Peterson	Carolyn S. Peterson	Steven B. Peterson
Steven B. Peterson	William E. Peterson	Lauren P. Fellows

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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(enter County-assigned application number (s))

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

(7)SRI Seven Fair Lakes LLC
c/o Shorenstein Properties LLC
450 Lexington Avenue, 32nd Floor, New York, NY 10017

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)

Shorenstein Realty Investors Seven, L.P.(8), Sole Member

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

Cheryl A. Tussie and Susan M. Hay, Independent Managers
Douglas W. Shorenstein, Chair; Glenn A. Shannon, Pres; Robert S. Underhill, VP; Richard A. Chicotel, VP/Treas; Thomas W. Hart, VP; David M. Brandes, VP; Kevin J. Luke, VP; Matthew M. Knisely, VP; Ronnie E. Ragoff, VP/Asst Sec; Kevin Kuzemchak (nmi), VP; Drew Dowsett (nmi), VP/Asst Treas; Ashia A. Derksen, VP; Yana Tulynina (nmi), VP; Randal Eymann (nmi), VP; (continued)

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

(7)SRI Seven Fair Lakes LLC (continued)
c/o Shorenstein Properties LLC
450 Lexington Avenue, 32nd Floor, New York, NY 10017

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)

Shorenstein Realty Investors Seven, L.P.(8), Sole Member

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

(continued) Charles Malet (nmi), VP; James A. Pierre, VP; Mark L. McCarthy, VP; Paul W. Grafft, VP; Gregg Meyer (nmi), VP; Charles W. Fendrich, VP (former); Andrew R. Friedman, VP; Mark E. Portner, VP; Christine Kwak (nmi), VP; Lisa D. Lind, VP; Patricia Gittins (nmi), VP; Stuart H. Appley, VP; Todd A. Sklar, VP; Stanley Roualdes (nmi), VP; Margaret A. Leahy, Secretary

(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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(enter County-assigned application number (s))

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

(10) Dewberry & Davis LLC
8401 Arlington Boulevard
Fairfax, VA 22031

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)

The Dewberry Companies LC(11)
Dennis M. Couture
James L. Beight
Eric D. Snellings (Former)

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)

(11) The Dewberry Companies LC
8401 Arlington Boulevard
Fairfax, VA 22031

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)

Sidney O. Dewberry	Michael S. Dewberry
Barry K. Dewberry	Thomas L. Dewberry
Karen S. Grand Pre	

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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(12)M. J. Wells & Associates L.L.C.
14200 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)
M. J. Wells & Associates, Inc.,(15) Sole Shareholder

Martin J. Wells & Associates, Inc.,(13) FORMER Member
Terence J. Miller & Associates, Inc.,(14) FORMER 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)
(13)Martin J. Wells & Associates, Inc. (FORMER)
1420 Spring Hill Road, Suite 400
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)
Martin J. Wells

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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(14)Terence J. Miller & Associates, Inc. (FORMER)
14200 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)
Terence J. Miller

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)
(15)M. J. Wells & Associates, Inc.
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. 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.)

(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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(16)Davis, Carter, Scott Ltd
1676 International Drive, Suite 500
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)

Douglas N. Carter	Christopher L. Garwood
Lena I. Scott	Alan K. Houde
Christine C. Garrity	Patricia A. Appleton
Marcia K. Calhoun	Claude R. Atkinson

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)

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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(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)

(1)Fair Lakes Center Associates L.P.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(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:

Fair Lakes Retail Center, Inc.(2)

LIMITED PARTNERS:

Fair Lakes Retail L.C.(3)
York Investments L.P.(6)
Lauren P. Fellows
William E. Peterson
Jon M. Peterson
Steven B. Peterson
MVP Master Limited Partnership(4)

(check if applicable) [x] 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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(enter County-assigned application number (s))

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

(4)MVP Master Limited Partnership
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(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 PARTNERS:

MV Peterson Associates LC (Does not own 10% of Applicant or any Title Owners)
Milton V. Peterson

FORMER GENERAL PARTNER:

MVP Management, LLC(5)

LIMITED PARTNERS:

Milton V. Peterson
MVP Investments LC (Does not own 10% of Applicant or any Title Owners)

(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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(enter County-assigned application number (s))

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

(6) York Investments L.P.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(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:

York, Inc. (Does not own 10% of Fair Lakes Center Associates L.P.)

LIMITED PARTNERS:

MVP Master Limited Partnership(4)
Carolyn S. Peterson
Lauren P. Fellows
Steven B. Peterson
Jon M. Peterson
William E. Peterson

(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 27, 2007
(enter date affidavit is notarized)

9548a

for Application No. (s): FDPA 82-P-069-11-5
(enter County-assigned application number (s))

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

(8)Shorenstein Realty Investors Seven, L.P.
c/o Shorenstein Properties LLC
555 California Street
San Francisco, CA 94104

(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:

SRI Seven REIT

A Delaware REIT with more than 100
members, only one of whom owns 10% or
more of the REIT, namely:

Yale University, a non-stock entity

LIMITED PARTNERS:

There are more than 30 limited partners,
none of whom has a 10% or greater
ownership interest in the limited
partnership

(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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(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 Brown
Tyler 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. Cohen
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 Cuillierier (nmi)
Ashley Cummings (nmi)
Alexandra B. Cunningham
Sean B. Cunningham

William D. Dannelly
Samuel A. Danon
Barry R. Davidson
Douglas W. Davis
John 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. Fichthorn
Andrea Bear Field
Robert M. Fillmore
Kevin J. Finto
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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(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**)

- | | | |
|---------------------------|-----------------------|-------------------------|
| Lauren E. Freeman | Douglas J. Heffner | Michael C. Kerrigan |
| Ira L. Freilicher | Michael S. Held | Ryan T. Ketchum |
| David R. Fricke | Matthew C. Henry | Robert A. King |
| Edward J. Fuhr | Scott Hershman (nmi) | Sylvia K. Kochler |
| Charles A. Gall | Gregory G. Hesse | Edward B. Koehler |
| Daniel C. Garner | George H. Hettrick | John T. Konther |
| Douglas M. Garrou | Louanna O. Heuhsen | Dana S. Kull |
| Richard D. Gary | David A. Higbee | Christopher G. Kulp |
| Manning Gasch, Jr. (nmi) | Thomas Y. Hiner | Christopher Kuner (nmi) |
| Andrew A. Gerber | D. Bruce Hoffman | David Craig Landin |
| John T. Gerhart, Jr. | Robert E. Hogfoss | Christine E. Larkin |
| Shahid Ghauri (nmi) | John E. Holloway | David C. Lashway |
| Jeffrey W. Giese | John M. Holloway, III | Andrew W. Lawrence |
| Neil K. Gilman | John R. Holzgraefe | Wood W. Lay |
| C. Christopher Giragosian | Cecelia P. Horner | Daniel M. LeBey |
| Timothy S. Goettel | George C. Howell, III | David O. Ledbetter |
| Peter G. Golden | Robert H. Huey | L. Steven Leshin |
| Allen C. Goolsby | Thomas M. Hughes | Ronald J. Lieberman |
| L. Raul Grable | Donald P. Irwin | Thomas F. Lillard |
| Douglas S. Granger | Judith H. Itkin | Catherine D. Little |
| Edward J. Grass | Makram B. Jaber | Gregory G. Little |
| J. William Gray, Jr. | Paul E. Janaskie | Robert H. Lockwood |
| Charles E. Greef | Lori M. Jarvis | David C. Lonergan |
| Robert J. Grey, Jr. | Matthew D. Jenkins | Nash E. Long, III |
| Greta T. Griffith | Andrew E. Jillson | Audrey C. Louison |
| Bradley W. Grout | Harry M. Johnson, III | Carlos E. Loumiet |
| Jeffrey W. Gutches | James A. Jones, III | David S. Lowman, Jr. |
| Miles B. Haberer | Kevin W. Jones | John A. Lucas |
| Virginia H. Hackney | Laura E. Jones | Timothy A. Mack |
| Robert J. Hahn | Dan J. Jordanger | Tyler Maddry (nmi) |
| John F. Haley | Leslie O. Juan | Kimberly M. Magee |
| Eric J. Hanson | Thomas R. Julin | C. King Mallory, III |
| Ronald M. Hanson | W. Alan Kailer | Thomas J. Manley |
| Richard L. Harden | E. Peter Kane | Alan J. Marcuis |
| Ray V. Hartwell, III | Thomas F. Kaufman | Brian R. Marek |
| James A. Harvey | Geoffrey S. Kay | Fernando Margarit (nmi) |
| Robert W. Hawkins | Joseph C. Kearfott | Michael F. Marino, III |
| Timothy G. Hayes | Michael G. Keeley | Stephen S. Maris |
| Mark S. Hedberg | Douglas W. Kenyon | Jeffrey N. Martin |

(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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(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**)

- | | | |
|-------------------------------|-------------------------|---------------------------|
| John S. Martin | David A. Mustone | William M. Richardson |
| J. Michael Martinez de Andino | James P. Naughton | James M. Rinaca |
| Walfrido J. Martinez | Michael Nedzbala (nmi) | Michael D. Rist |
| Christopher M. Mason | Henry V. Nickel | Jennings G. Ritter, II |
| Michael P. Massad, Jr. | Lonnie D. Nunley, III | Kathy E. B. Robb |
| Scott H. Matheson | E. A. Nye, Jr. | Daryl B. Robertson |
| Joseph C. Mathews | Dan L. O'Korn | Gregory B. Robertson |
| Laurie U. Mathews | John D. O'Neill, Jr. | Robert M. Rolfe |
| Richard E. May | Pam G. O'Quinn | Ronald D. Rosener |
| John Gary Maynard, III | Brian V. Otero | Michael Rosenthal (nmi) |
| William H. McBride | Randall S. Parks | William L. S. Rowe |
| Michael C. McCann | Peter S. Partee | Marguerite R. Ruby |
| Thomas A. McConnell | R. Hewitt Pate | D. Alan Rudlin |
| Patrick J. McCormick, III | William S. Patterson | Mary Nash Rusher |
| Robert G. McCormick | Humberto R. Peña | Karen M. Sanzaro |
| Francis A. McDermott | B. Donovan Picard | Stephen M. Sayers |
| Alexander G. McGeoch | R. Dean Pope | Arthur E. Schmalz |
| John C. McGranahan, Jr. | Laurence H. Posorske | Gregory J. Schmitt |
| David T. McIndoe | Kurtis A. Powell | John R. Schneider |
| James E. Meadows | Lewis F. Powell, III | Howard E. Schreiber |
| Mark W. Menezes | Wesley R. Powell | Robert M. Schulman |
| Gary C. Messplay | Donna M. Praiss | Patricia M. Schwarzschild |
| James Forrest Miller | J. Waverly Pulley, III | Jeremy R. Schwer |
| Thomas McN. Millhiser | Robert T. Quackenboss | P. Watson Seaman |
| Patrick E. Mitchell | Arnold H. Quint | James S. Seevers, Jr. |
| John E. Moeller | William M. Ragland, Jr. | Douglass P. Selby |
| Jack A. Molenkamp | Dionne C. Rainey | Joel R. Sharp |
| Charles R. Monroe, Jr. | Gordon F. Rainey, Jr. | James W. Shea |
| Royce W. Montgomery | John Jay Range | Michael R. Shebelskie |
| Will S. Montgomery | Stuart A. Raphael | Rita A. Sheffey |
| T. Justin Moore, III | Craig V. Rasile | Michael A. Silva |
| Thurston R. Moore | John M. Ratino | William P. Silverman |
| Bruce W. Moorhead, Jr. | Robert S. Rausch | Edmund W. Sim |
| Robert J. Morrow | Keila D. Ravelo | Jo Anne E. Sirgado |
| Ann Marie Mortimer | Belynda B. Reck | William L. Sladek |
| Eric J. Murdock | Baker R. Rector | Thomas G. Slater, Jr. |
| Frank J. Murphy, Jr. | Shawn P. Regan | B. Darrell Smelcer |
| Ted J. Murphy | Sona Rewari (nmi) | Brooks M. Smith |
| Thomas P. Murphy | Thomas A. Rice | Caryl Greenberg 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 27, 2007
(enter date affidavit is notarized)

PS448a

for Application No. (s): FDPA 82-P-069-11-5
(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)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, IIIEnid 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. Zeugin**FORMER PARTNERS:**
Jennifer A. Albert
William S. Boyd
Lisa R. Brant
Christopher C. Campbell
William S. Cooper, III
Patrick A. Doody
Christopher L. Gaenzle
Martin T. Lutz
Robert J. Meuthing
Swati Patel
Scott L. Robertson
Vance E. Salter
Stephen T. Schreiner
Melvin S. Schulze
Thomas J. Scott, Jr.
James E. Shepherd
Daniel C. Tepstein
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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(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 27, 2007
(enter date affidavit is notarized)

95448a

for Application No. (s): FDPA 82-P-069-11-5
(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.)

Milton V. Peterson has contributed in excess of \$100.00 to Supervisor Connolly.
Jon M. Peterson has contributed in excess of \$100.00 to Supervisor Connolly, Supervisor Frey and Supervisor Bulova.
Jeffrey H. Saxe has contributed in excess of \$100.00 to Supervisor Connolly.
James W. Todd has contributed in excess of \$100.00 on behalf of TFP Investments L.P. to Supervisor Connolly and Supervisor DuBois; however, TFP Investments L.P. is not associated with this application.
Francis A. McDermott has contributed in excess of \$100.00 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)

[] Applicant [x] Applicant's Authorized Agent

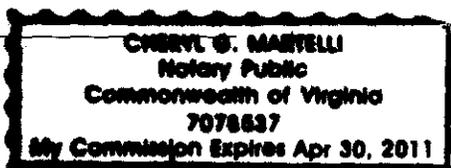
Jeffrey H. Saxe, Agent for Applicant

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 27th day of August 2007, in the State/Comm. of Virginia, County/City of Fairfax.

Cheryl G. Martelli
Notary Public

My commission expires:



REZONING AFFIDAVIT

DATE: August 27, 2007
(enter date affidavit is notarized)

I, Jeffrey H. Saxe, 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 95447a

in Application No.(s): FDPA 82-P-069-6-11
(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)
Fair Lakes Center Associates L.P.(1) Agents: Milton V. Peterson William E. Peterson Steven B. Peterson Jeffrey H. Saxe James W. Todd	12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Applicant and Agent for Title Owner of Parcel 55-2-((1))-9A
Kevin M. Crown	12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Consultant and Agent for Applicant
SRI Seven Fair Lakes LLC(7) Agents: Ronnie E. Ragoff Todd A. Sklar	c/o Shorenstein Properties LLC 450 Lexington Avenue, 32nd Floor New York, NY 10017	Title Owner of Parcel 55-2-((1))-9A

(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 27, 2007
 (enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
 (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)
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
Aaron L. Shriber Elaine O'Flaherty Cox	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Planners/Agents for Applicant
Jeannie A. Mathews	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Paralegal/Agent for Applicant
Dewberry & Davis LLC(10) Agents: Philip G. Yates Gayle A. Hooper John William Ewing Philip C. Champagne	8401 Arlington Boulevard Fairfax, VA 22031	Engineers/Planners/Agents for Applicant
M. J. Wells & Associates, L.L.C.(12) Agents: Robin L. Antonucci Kevin R. Fellin Michael J. Workosky	14200 Spring Hill Road, Suite 600 McLean, VA 22102	Traffic Consultants/Agents for Applicant Architects/Agents for Applicant
Davis, Carter, Scott Ltd(16) Agents: Douglas N. Carter John F. Treiber Alexander Von LeBec	1676 International Drive, Suite 500 McLean, VA 22102	

(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 27, 2007
(enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
(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)

(2)Fair Lakes Retail Center, Inc.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

DESCRIPTION OF CORPORATION: (check one statement)

- [x] 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)

Milton V. Peterson

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

Milton V. Peterson, President/Director James J. Vecchiarelli, Treasurer
William E. Peterson, Vice President/Director Nancy Z. McGrath, Secretary
Steven B. Peterson, Vice President/Director
Otis D. Coston, Jr., Independent Director

(check if applicable) [x] 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 27, 2007
(enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
(enter County-assigned application number (s))

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

(3)Fair Lakes Retail L.C.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

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)

MVP Master Limited Partnership(4)	Jon M. Peterson
Lauren P. Fellows	Steven B. Peterson
William E. Peterson	

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

MANAGERS:	OFFICERS:	
Milton V. Peterson	James W. Todd, President	Kevin J. Smith, Secretary
Otis D. Coston	William E. Peterson, Treasurer	Nancy Zabriskie McGrath, Asst. Secretary

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

(5)MVP Management, LLC
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

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)

MANAGERS:	MEMBERS:	
Milton V. Peterson	Milton V. Peterson	Jon M. Peterson
William E. Peterson	Carolyn S. Peterson	Steven B. Peterson
Steven B. Peterson	William E. Peterson	Lauren P. Fellows

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 27, 2007
(enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(7)SRI Seven Fair Lakes LLC
c/o Shorenstein Properties LLC
450 Lexington Avenue, 32nd Floor, New York, NY 10017

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)
Shorenstein Realty Investors Seven, L.P.(8), Sole Member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
Cheryl A. Tussie and Susan M. Hay, Independent Managers
Douglas W. Shorenstein, Chair; Glenn A. Shannon, Pres; Robert S. Underhill, VP; Richard A. Chicotel, VP/Treas; Thomas W. Hart, VP; David M. Brandes, VP; Kevin J. Luke, VP; Matthew M. Knisely, VP; Ronnie E. Ragoff, VP/Asst Sec; Kevin Kuzemchak (nmi), VP; Drew Dowsett (nmi), VP/Asst Treas; Ashia A. Derksen, VP; Yana Tulykina (nmi), VP; Randal Eymann (nmi), VP; (continued)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(7)SRI Seven Fair Lakes LLC (continued)
c/o Shorenstein Properties LLC
450 Lexington Avenue, 32nd Floor, New York, NY 10017

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)
Shorenstein Realty Investors Seven, L.P.(8), Sole Member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
(continued) Charles Malet (nmi), VP; James A. Pierre, VP; Mark L. McCarthy, VP; Paul W. Grafft, VP; Gregg Meyer (nmi), VP; Charles W. Fendrich, VP (former); Andrew R. Friedman, VP; Mark E. Portner, VP; Christine Kwak (nmi), VP; Lisa D. Lind, VP; Patricia Gittins (nmi), VP; Stuart H. Appley, VP; Todd A. Sklar, VP; Stanley Roualdes (nmi), VP; Margaret A. Leahy, Secretary

(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 27, 2007
(enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
(enter County-assigned application number (s))

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

(10)Dewberry & Davis LLC
8401 Arlington Boulevard
Fairfax, VA 22031

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)

The Dewberry Companies LC(11)
Dennis M. Couture
James L. Beight
Eric D. Snellings (Former)

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)

(11)The Dewberry Companies LC
8401 Arlington Boulevard
Fairfax, VA 22031

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)

Sidney O. Dewberry Michael S. Dewberry
Barry K. Dewberry Thomas L. Dewberry
Karen S. Grand Pre

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 27, 2007
(enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
(enter County-assigned application number (s))

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

(12)M. J. Wells & Associates L.L.C.
14200 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)

M. J. Wells & Associates, Inc.,(15) Sole Shareholder

Martin J. Wells & Associates, Inc.,(13) FORMER Member
Terence J. Miller & Associates, Inc.,(14) FORMER 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)

(13)Martin J. Wells & Associates, Inc. (FORMER)
1420 Spring Hill Road, Suite 400
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)

Martin J. Wells

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 27, 2007
(enter date affidavit is notarized)

9.5447a

for Application No. (s): FDPA 82-P-069-6-11
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(14)Terence J. Miller & Associates, Inc. (FORMER)
14200 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)
Terence J. Miller

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)
(15)M. J. Wells & Associates, Inc.
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. 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.)

(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 27, 2007
(enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(16)Davis, Carter, Scott Ltd
1676 International Drive, Suite 500
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)

Douglas N. Carter	Christopher L. Garwood
Lena I. Scott	Alan K. Houde
Christine C. Garrity	Patricia A. Appleton
Marcia K. Calhoun	Claude R. Atkinson

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)

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 27, 2007
(enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
(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)

(1)Fair Lakes Center Associates L.P.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(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:

Fair Lakes Retail Center, Inc.(2)

LIMITED PARTNERS:

Fair Lakes Retail L.C.(3)
York Investments L.P.(6)
Lauren P. Fellows
William E. Peterson
Jon M. Peterson
Steven B. Peterson
MVP Master Limited Partnership(4)

(check if applicable) [x] 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 27, 2007
(enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
(enter County-assigned application number (s))

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

(4)MVP Master Limited Partnership
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(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 PARTNERS:

MV Peterson Associates LC (Does not own 10% of Applicant or any
Title Owners)
Milton V. Peterson

FORMER GENERAL PARTNER:

MVP Management, LLC(5)

LIMITED PARTNERS:

Milton V. Peterson
MVP Investments LC (Does not own 10% of Applicant or any
Title Owners)

(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 27, 2007
(enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
(enter County-assigned application number (s))

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

(6)York Investments L.P.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(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:

York, Inc.

(Does not own 10% of Fair Lakes Center Associates L.P.)

LIMITED PARTNERS:

MVP Master Limited Partnership(4)
Carolyn S. Peterson
Lauren P. Fellows
Steven B. Peterson
Jon M. Peterson
William E. Peterson

(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 27, 2007
(enter date affidavit is notarized)

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for Application No. (s): FDPA 82-P-069-6-11
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PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

(8)Shorenstein Realty Investors Seven, L.P.
c/o Shorenstein Properties LLC
555 California Street
San Francisco, CA 94104

(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:

SRI Seven REIT

A Delaware REIT with more than 100 members, only one of whom owns 10% or more of the REIT, namely:

Yale University, a non-stock entity

LIMITED PARTNERS:

There are more than 30 limited partners, none of whom has a 10% or greater ownership interest in the limited partnership

(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 27, 2007
(enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
(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	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
Jeffrey 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 27, 2007
(enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
(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)Lauren E. Freeman
Ira L. Freilicher
David R. Fricke
Edward J. Fuhr
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. Hayes
Mark S. HedbergDouglas 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. Keeley
Douglas W. KenyonMichael 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. Loumiet
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
Jeffrey N. Martin(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
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Rezoning Attachment to Par. 1(c)

DATE: August 27, 2007
(enter date affidavit is notarized)

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for Application No. (s): FDPA 82-P-069-6-11
(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)

- | | | |
|-------------------------------|-------------------------|---------------------------|
| John S. Martin | David A. Mustone | William M. Richardson |
| J. Michael Martinez de Andino | James P. Naughton | James M. Rinaca |
| Walfrido J. Martinez | Michael Nedzbala (nmi) | Michael D. Rist |
| Christopher M. Mason | Henry V. Nickel | Jennings G. Ritter, II |
| Michael P. Massad, Jr. | Lonnie D. Nunley, III | Kathy E. B. Robb |
| Scott H. Matheson | E. A. Nye, Jr. | Daryl B. Robertson |
| Joseph C. Mathews | Dan L. O'Korn | Gregory B. Robertson |
| Laurie U. Mathews | John D. O'Neill, Jr. | Robert M. Rolfe |
| Richard E. May | Pam G. O'Quinn | Ronald D. Rosener |
| John Gary Maynard, III | Brian V. Otero | Michael Rosenthal (nmi) |
| William H. McBride | Randall S. Parks | William L. S. Rowe |
| Michael C. McCann | Peter S. Partee | Marguerite R. Ruby |
| Thomas A. McConnell | R. Hewitt Pate | D. Alan Rudlin |
| Patrick J. McCormick, III | William S. Patterson | Mary Nash Rusher |
| Robert G. McCormick | Humberto R. Peña | Karen M. Sanzaro |
| Francis A. McDermott | B. Donovan Picard | Stephen M. Sayers |
| Alexander G. McGeoch | R. Dean Pope | Arthur E. Schmalz |
| John C. McGranahan, Jr. | Laurence H. Posorske | Gregory J. Schmitt |
| David T. McIndoe | Kurtis A. Powell | John R. Schneider |
| James E. Meadows | Lewis F. Powell, III | Howard E. Schreiber |
| Mark W. Menezes | Wesley R. Powell | Robert M. Schulman |
| Gary C. Messplay | Donna M. Praiss | Patricia M. Schwarzschild |
| James Forrest Miller | J. Waverly Pulley, III | Jeremy R. Schwer |
| Thomas McN. Millhiser | Robert T. Quackenboss | P. Watson Seaman |
| Patrick E. Mitchell | Arnold H. Quint | James S. Seevers, Jr. |
| John E. Moeller | William M. Ragland, Jr. | Douglass P. Selby |
| Jack A. Molenkamp | Dionne C. Rainey | Joel R. Sharp |
| Charles R. Monroe, Jr. | Gordon F. Rainey, Jr. | James W. Shea |
| Royce W. Montgomery | John Jay Range | Michael R. Shebelskie |
| Will S. Montgomery | Stuart A. Raphael | Rita A. Sheffey |
| T. Justin Moore, III | Craig V. Rasile | Michael A. Silva |
| Thurston R. Moore | John M. Ratino | William P. Silverman |
| Bruce W. Moorhead, Jr. | Robert S. Rausch | Edmund W. Sim |
| Robert J. Morrow | Keila D. Ravelo | Jo Anne E. Sirgado |
| Ann Marie Mortimer | Belynda B. Reck | William L. Sladek |
| Eric J. Murdock | Baker R. Rector | Thomas G. Slater, Jr. |
| Frank J. Murphy, Jr. | Shawn P. Regan | B. Darrell Smelcer |
| Ted J. Murphy | Sona Rewari (nmi) | Brooks M. Smith |
| Thomas P. Murphy | Thomas A. Rice | Caryl Greenberg 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 27, 2007
(enter date affidavit is notarized)

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for Application No. (s): FDPA 82-P-069-6-11
(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)

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. Zeugin

FORMER PARTNERS:
Jennifer A. Albert
William S. Boyd
Lisa R. Brant
Christopher C. Campbell
William S. Cooper, III
Patrick A. Doody
Christopher L. Gaenzle
Martin T. Lutz
Robert J. Meuthing
Swati Patel
Scott L. Robertson
Vance E. Salter
Stephen T. Schreiner
Melvin S. Schulze
Thomas J. Scott, Jr.
James E. Shepherd
Daniel C. Tepstein
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 27, 2007
(enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
(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 27, 2007
(enter date affidavit is notarized)

95447a

for Application No. (s): FDPA 82-P-069-6-11
(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.)

Milton V. Peterson has contributed in excess of \$100.00 to Supervisor Connolly.
Jon M. Peterson has contributed in excess of \$100.00 to Supervisor Connolly, Supervisor Frey and Supervisor Bulova.
Jeffrey H. Saxe has contributed in excess of \$100.00 to Supervisor Connolly.
James W. Todd has contributed in excess of \$100.00 on behalf of TFP Investments L.P. to Supervisor Connolly and Supervisor DuBois; however, TFP Investments L.P. is not associated with this application.
Francis A. McDermott has contributed in excess of \$100.00 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)

[] Applicant [x] Applicant's Authorized Agent

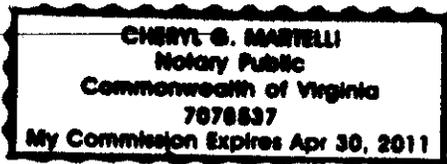
Jeffrey H. Saxe, Agent for Applicant

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 27th day of August 2007, in the State/Comm. of Virginia, County/City of Fairfax.

Cheryl S. Martelli
Notary Public

My commission expires:



November 30, 2006

RECEIVED
Department of Planning & Zoning

NOV 30 2006

Zoning Evaluation Division

STATEMENT OF JUSTIFICATION

FAIR LAKES LAND BAY V-B

FDPA 82-P-069-6-11/FDPA 82-P-069-11-5

These concurrent FDPA applications are filed on behalf of Fair Lakes Center Associates, L.P. (the "Applicant") on 11.71 acres of Land Bay V-B identified as Tax Map Parcel 55-2 ((1)) 9A. FDPA 82-P-069-6-8 and FDPA 82-P-069-11-3, approved by the Planning Commission with development conditions on June 2, 2005 to permit the construction of a 113,000 square foot office building and a 150,000 square foot multi-family residential building, currently govern the application area. Neither of the buildings approved with these recent FDPA applications has been constructed. This portion of Land Bay V-B is currently occupied by a ten-story office building and surface parking spaces.

The recently amended Comprehensive Plan recommends that an additional 100,000 square feet of hotel or office use would be appropriate for portions of Land Bay V-B, provided that the following conditions be met:

- Amenities such as the inclusion of a restaurant or an indoor recreation facility should be provided if a hotel is constructed. If an office building or hotel is constructed, major or minor plazas, gathering spaces or other urban park features should be provided within or adjacent to the hotel or office use to promote activity between the existing office, hotel and residential uses;
- Pedestrian connections are established along Fair Lakes Circle to the east and west to existing retail areas;
- High quality site and architectural design for buildings and parking structures is provided, including compatibility with adjacent buildings; and
- Extensive landscaping should be provided, and any new development should minimize the loss of mature trees located in existing buffer areas along public roads.

The Applicant proposes to construct two office buildings by utilizing the approved but unbuilt 113,000 square feet of office space and combine that with the 100,000 square feet of office space recommended by the Comprehensive Plan. Two eleven story office buildings (totaling 213,000 square feet) will be constructed in an L-configuration that will be connected by a lobby. Each building will consist of six levels of structured parking underneath five stories of office space. To provide additional access to this building, the Applicant proposes a new entrance from the south side of Fair Lakes Circle. The proposed building will be constructed in an area of Land Bay V-B that is currently occupied by surface parking spaces and interior landscaping.

This FDPA is in conformance with the recommendations of the Comprehensive Plan. A central plaza will be constructed between the proposed office building and the existing office building, which will provide an exciting area for office workers to gather in a pleasant and accessible outdoor environment. Pedestrian access will be provided to an approved sidewalk on the south

side of Fair Lakes Circle and to trails located on adjacent sites. Extensive parking lot landscaping will be provided to supplement the mature vegetation that will be preserved along Fair Lakes Circle and Interstate 66.

The Applicant respectfully requests a waiver of the stormwater management/Best Management Practices (SWM/BMP) submission requirements of Paragraph 1Q of Article 16-502 of the Zoning Ordinance. SWM/BMP requirements have been provided for the subject site through existing facilities that have been constructed pursuant to previous site plan approvals. The Applicant requests a modification of the Transitional Screening (TS 2) and Barrier (D, E or F) requirements in accordance with the provisions of Paragraph 11 of Article 13-304 of the Zoning Ordinance, which permits modifications of Transitional Screening and Barrier requirements when the subject property abuts the right-of-way of an interstate highway. The southern border of the subject property abuts Interstate 66. Also, the Applicant requests a modification of the loading space requirement of Article 11-203 of the Zoning Ordinance, which requires the Applicant to provide five loading spaces to support the proposed office building. The Applicant proposes to provide two loading spaces for the new office building, which the Applicant believes is sufficient to support the proposed use.

Respectfully Submitted,



Francis A. McDermott

FAIR LAKES ZONING TABULATION*
AS OF AUGUST 9, 2007

Prepared
8/13/2007 9:55 AM

DESCRIPTION	FDP #	APPRL DATE	SIZE ACRES 659	OFFICE SQ FT	HOTEL SQ FT	RETAIL SQ FT	TOTAL NON-RES. SQ FT	RES. DU'S	RES. SQ. FT.	TOTAL COMBINED SQ FT
Approved FDP's:										
Land Bay I-A-Batal	FDP 82-P-069-1	3/22/1984	42				-	114	206,251	206,251
Land Bay I-B-East Chase Windsor	FDP 82-P-069-1	3/22/1984	63				-	250	243,521	243,521
Land Bay I-B-West Summit BC/BS	FDP 82-P-069-1-11	7/10/1996					-	530	595,000	595,000
Land Bay II-A-TRW Residential	FDPA 82-P-069-2-2	7/29/1998	43.5				-	495	607,215	607,215
Land Bay II-B-TRW Non-Res.	FDPA 82-P-069-2-1	10/26/1995	38.2	517,739	***		517,739	***		517,739
Land Bay II-C-TRW US Home**	FDPA 82-P-069-1-2	1/24/2002					-	167	338,662	338,662
Land Bay III-North Autumnwood	FDPA 82-P-069-3-1	9/23/1987	23.2				-	420	364,319	364,319
Land Bay III-South Stonecroft	FDP 82-P-069-3-2	6/30/1988	16.5				-	276	248,193	248,193
Land Bay IV-A-Fair Lakes Center	FDPA 82-P-069-13-6	5/28/1997	20.4				151,162			151,162
Land Bay IV-B-Fair Lakes Center	FDPA 82-P-069-13-6	5/28/1997	70.2		849,804		591,633			591,633
Land Bay IV-C-Fair Lakes Center	FDPA 82-P-069-15-5	5/28/1997	10				101,009			101,009
Land Bay IV-A-Jareds	FDPA 82-P-069-13-7						6,000			6,000
Land Bay IV-B-BJ's Gas	FDPA 82-069-13-9						250			250
Land Bay IV-D-Fair Lakes Green	FDPA 82-P-069-13-1	12/5/1990	20.0				-	203	396,224	396,224
Land Bay IV-D-Fair Lakes Green	FDPA 82-P-069-15-2	2/24/1993					-			0
Land Bay IV-D-Fair Lakes Green	FDPA 82-P-069-15-3	10/14/1993					-			0
Land Bay V-A-Bldg. 1,2,6, bank	FDP 82-P-069-8	7/16/1986	25	341,826			4,000			345,826
Land Bay V-A-Bldg. 1,2,6, bank	FDPA 82-P-069-8-1	4/9/1987					-			0
Land Bay V-A-Bldg. 1,2,6, bank	FDPA 82-P-069-1-8	12/5/1990					-			0
Land Bay V-A-Bldg. 1,2,6, bank	FDPA 82-P-069-10-12	7/17/1991					-			0
Land Bay V-A-delete 60k & Bank	FDPA 82-P-069-1-11			(60,000)			(4,000)			(64,000)
Land Bay V-A-FL III	FDP 82-P-069-10	7/16/1987	19.9	65,000			65,000			65,000
Land Bay V-A-FL III, IV, V	FDPA 82-P-069-10-1	7/26/1989					-			0
Land Bay V-A-F.L.IV, V, VII	FDPA 82-P-069-10-3	7/26/2001		334,095			334,095			334,095
Land Bay V-B-AMS	FDPA 82-P-069-6-5	5/5/1994	27.5	260,000			260,000			260,000
Land Bay V-B-Hyatt Office & Condo	FDPA 82-P-069-6-6	7/25/2005		113,000			113,000	123	150,000	263,000
Land Bay V-B-Hyatt Office & Condo	FDPA 82-P-069-11-3	7/25/2005					-			-
Land Bay V-B-Hyatt Office & Condo	FDPA 82-P-069-12-3	7/25/2005					-			-
Land Bay V-B-Part Hotel, HyPlz, Off, Daycare	FDP 82-P-069-11	4/9/1987	29.3	262,000	228,830	8,000	498,830			498,830
Land Bay V-B-Part Hotel, HyPlz, Off, Daycare	FDPA 82-P-069-6-3	9/28/1988					-			0
Land Bay V-B-Part Hotel, HyPlz, Off, Daycare	FDPA 82-P-069-11-1	10/18/1989					-			0
Land Bay V-B-Part Hotel, HyPlz, Off, Daycare	FDPA 82-P-069-6-4	10/18/1989					-			0
Land Bay V-B-Hyatt Hotel Addition	FDPA 82-P-069-6-9	3/1/2007			7,500		-			7,500
Land Bay V-B-Office/Retail	FDPA 82-P-069-6-6	5/28/1997		200,000		195,000	395,000			395,000
Land Bank V-B-3 West Addition-East Mkt	FDPA 82-P-069-14-4	1/26/2005		(200,000)		22,380	(177,620)			(177,620)
Land Bank V-B-3 West Addition-East Mkt	FDPA 82-P-069-6-7	1/26/2005					-			-
Land Bay VI-A	FDP 82-P-069-1	3/22/1984	31.0	254,000			254,000			254,000
Land Bay VI-A	FDPA 82-P-069-1-9	1/9/1991					-			0
Land Bay VI-B	FDP 82-P-069-1	3/22/1984	39.6	125,000			125,000			125,000
Land Bay VI-B	FDP 82-P-069-4	10/3/1985					-			0
Land Bay VI-B	FDPA 82-P-069-1-3	7/10/1986					-			0
Land Bay VI-The Oaks	FDP 82-P-069-5	3/6/1986					-	282	262,929	262,929
Land Bay VI-The Oaks Addition	FDPA 82-P-069-5-1	1/27/1999					-	13	32,000	32,000
Land Bay VII-A Telecom. Facility	FDPA 82-P-069-7-6	4/2/2001		4,500			4,500			4,500
Land Bay VII-A&C	FDPA 82-P-069-7-5	7/12/1995	26.1	54,720	90,000	22,800	167,520			167,520
Land Bay VII-B	FDPA 82-P-069-9-4	7/12/1995	9.2				25,673			25,673
Land Bay VII-B	SE 95-Y-016	9/11/1995					-			0
Land Bay VII-B Shops Addition	FDPA 82-P-069-9-5						3,500			3,500
Right of Way not included in Approving/Pending FDP's			62.6				-			0
SUB-TOTAL	APPROVED FDP's		617.2	2,271,880	326,330	1,127,407	3,718,117	2,873	3,444,314	7,169,931

Future FDP's:										
Land Bay VII-A	Future Cox expansion			3,500			3,500			3,500
Use & Location TBD	FUTURE FDP			0		9,392	9,392			9,392
SUB-TOTAL	FUTURE FDP'S			3,500		9,392	12,892			12,892

TOTAL		617	2,275,380	326,330	1,136,799	3,731,009	2,873	3,444,314	7,182,823
% OF TOTAL MAX			31.68%	4.54%	15.83%	51.94%		47.95%	100.00%

TOTAL PROFFERED MAX		659	4,964,820	750,000	1,150,000	5,364,820	N/A	3,444,314	7,182,823
TOTAL PROFFERED MINIMUM	N/A	N/A	2,250,000	200,000	200,000	N/A	1,464		

* Acreage and FAR amounts are from Approved and Pending FDP's. Actual amounts may vary after engineering is completed
 ** w/o ADU's. w/ ADU's is 406,394
 *** The adjusted (but not controlling) Non-Residential cap is 4,418,943 SF. Proffers on Land Bay II (TRW) dated 1/27/96 and 1/24/02, respectively, and accepted pursuant to approval of PCA 82-P-069-9 and of PCA 82-P-069-12 on 8/3/98 & 1/28/02, respectively, permitted conversion of 607,215 SF and 338,662 SF from non-residential to residential use, which total 945,877 residential SF is not to be counted against the 50% residential use limitation for the Fair Lakes PDC per proffer #2 in PCA 82-P-069-12, dated 1/24/02. By the same proffer, the 14,000 SF retail component in Land Bay II is not to be counted against the overall Fair Lakes retail cap.

DESCRIPTION	FDP #	APPRL DATE	SIZE ACRES	OFFICE SQ FT	HOTEL SQ FT	RETAIL SQ FT	TOTAL NON-RES. SQ FT	RES. DU'S	RES. SQ. FT.	TOTAL COMBINED SQ FT
Pending Approval:										
Land Bay IV-A Fair Lakes Ctr	FDPA 82-P-069-13-10		13.96	112,000		140,000	252,000			252,000
Land Bay V-A Office	FDPA 82-P-969-10-4		27.43	267,000			267,000			267,000
	FDPA 82-P-069-1-14						-			-
Land Bay V-A Residential	FDPA 82-P-069-8-5		8.37				-	300	300,000	300,000
Land Bay V-B Hyatt Office	FDPA 82-P-069-11-5		11.71	100,000			100,000			100,000
	FDPA 82-P-069-6-11						-			-
Land Bay VII-A Courts Residential	FDPA 82-P-069-1-15		10.65				-	350	350,000	350,000
Land Bay VII-B Shops / Hotel	FDPA 82-P-069-9-8		4.7		101,182	8,818	110,000			110,000
SUB-TOTAL	PENDING APPROVAL		76.82	479,000	101,182	148,818	729,000	650	650,000	1,379,000

TOTAL			77	479,000	101,182	148,818	729,000	650	650,000	1,379,000
% OF TOTAL MAX				34.74%	7.34%	10.79%	52.86%		47.14%	100.00%

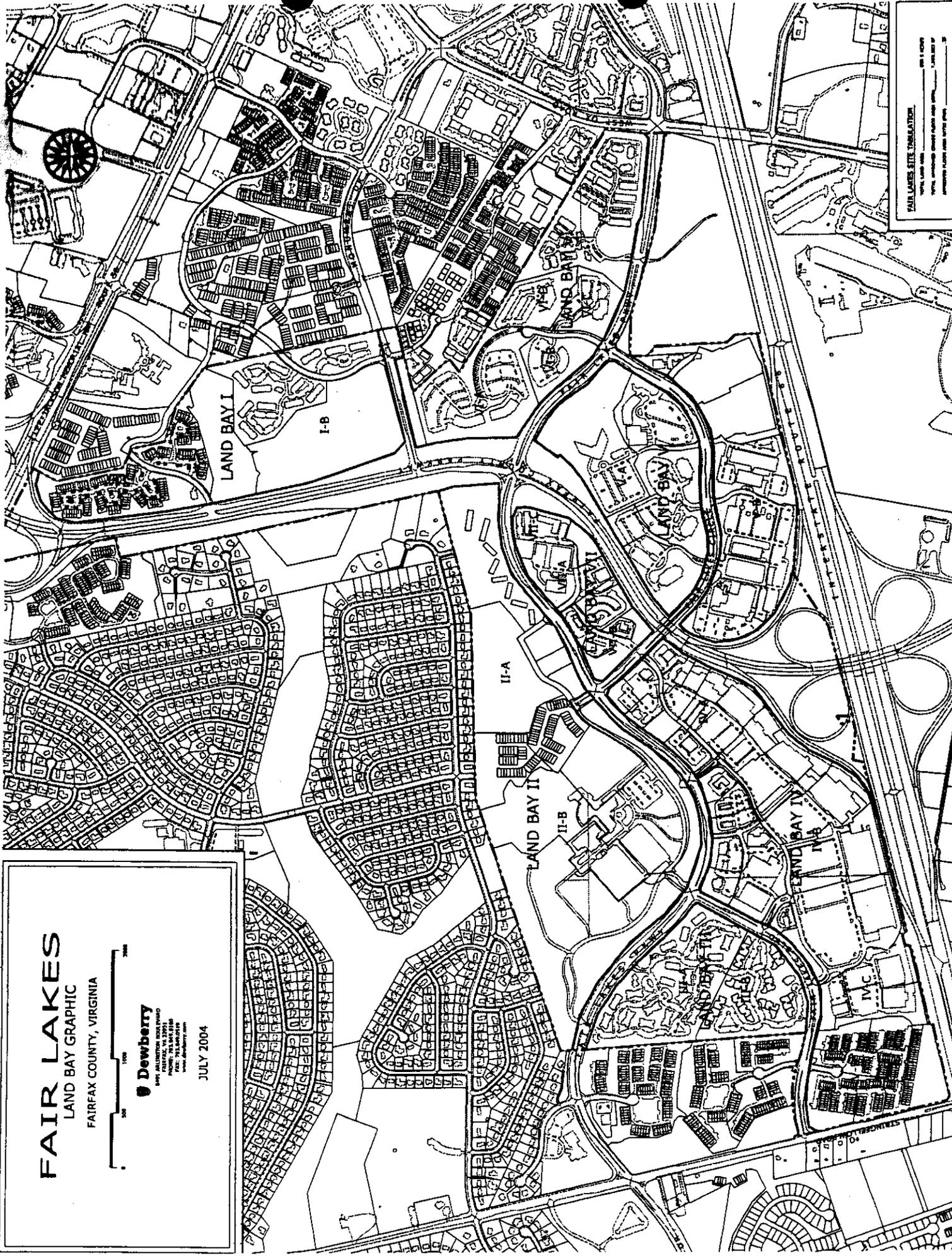
FAIR LAKES
LAND BAY GRAPHIC
FAIRFAX COUNTY, VIRGINIA



Dewberry
1000 AUCTIONEER ROAD SUITE 200
FAIRFAX, VA 22031
TEL: 703.441.2100
WWW.DEBERRY.COM

JULY 2004

FAIR LAKES SITE TABULATION
TOTAL AREA: 1,000 ACRES
TOTAL DEVELOPABLE AREA: 1,000 ACRES
TOTAL DEVELOPABLE AREA: 1,000 ACRES





County of Fairfax, Virginia

To protect and enrich the quality of life for the people, neighborhoods and diverse communities of Fairfax County

July 29, 2005
July 12, 2006 (Revised)

Francis A. McDermott, Esquire
Hunton and Williams
1751 Pinnacle Drive, Suite 1700
McLean, Virginia 22102

RE: Proffered Condition Amendment Number PCA 82-P-069-14
(Concurrent with CDPA 82-P-069-07)
(Revised-attachments only)

Dear Mr. McDermott:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on July 25, 2005, approving Proffered Condition Amendment PCA 82-P-069-14 in the name of The Peterson Companies, LC, to amend the proffers for RZ 82-P-069 previously approved for mixed use development to permit an increase in the maximum percentage of residential in a PDC district and decrease in office use, located generally in the northeast, southeast, and southwest quadrants of the intersection of Fair Lakes Parkway and Fairfax County Parkway (Tax Map 45-4 ((1)) 25E, 45-4 ((11)) A2, 55-2 ((1)) 6, 6A, 8, 9A, 11A1, 11B1, 11C1, 11D, and 18), subject to the proffers dated April 14, 2005, consisting of approximately 81.21 acres located in Springfield District.

The Board also modified the use limitation in the PDC District to permit the gross floor area of residential uses to exceed 50 percent of the principal uses in order to allow 150,000 square feet of residential use associated with Conceptual Development Plan Amendment Application CDPA 82-P-069-07 exclusive of affordable dwelling units and related bonus units if provided.

In addition to PCA 82-P-069-14 and CDPA 82-P-069-07, the following concurrent applications were previously approved by the Planning Commission:

Office of Clerk to the Board of Supervisors
12000 Government Center Parkway, Suite 533
Fairfax, Virginia 22035

Phone: 703-324-3151 ♦ Fax: 703-324-3926 ♦ TTY: 703-324-3903
Email: clerktothebos@fairfaxcounty.gov
<http://www.fairfaxcounty.gov/bosclerk>

July 29, 2005

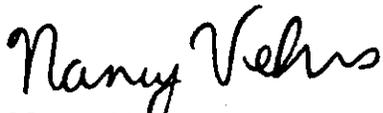
July 12, 2006 (Revised-attachments only)

- 2 -

On June 2, 2005, the Planning Commission approved Final Development Plan Amendment Application FDPA 82-P-069-01-13, subject to the development conditions dated April 27, 2005, and Final Development Plan Amendment Application FDPA 82-P-069-08-04, subject to the development conditions dated April 27, 2005.

On June 15, 2005, the Planning Commission approved FDPA 82-P-069-6-8 and FDPA 82-P-069-11-3, subject to the development conditions dated May 31, 2005.

Sincerely,



Nancy Veirs

Clerk to the Board of Supervisors

NV/ns

cc: Chairman Gerald E. Connolly
Supervisor Elaine McConnell, Springfield District
Janet Coldsmith, Director, Real Estate Div., Dept. of Tax Administration
Barbara A. Byron, Director, Zoning Evaluation Div., DPZ
Leslie B. Johnson, Deputy Zoning Administrator/Zoning Permit Review Branch
Thomas Conry, Dept. Mgr. - GIS - Mapping/Overlay
Angela K. Rodeheaver, Section Chief, Trnsprt'n. Planning Div.,
Charles Strunk, Project Planning Section, Dept. of Transportation
Michelle Brickner, Deputy Director, DPWES
Marie Langhorne, Plans & Document Control, OSDS, DPWES
Deloris Harris, DPWES
Department of Highways - VDOT
Kirk Holley, Park Planning Branch Mgr., FCPA
Gordon Goodlet, Development Officer, DHCD/Design Development Div.
District Planning Commissioner
Barbara J. Lippa, Executive Director, Planning Commission
Jack Seamon, Acting, Director, Facilities Mgmt. Div., DPWES
Gary Chevalier, Office of Capital Facilities, Fairfax County Public Schools

PROFFER STATEMENT

FAIR LAKES LAND BAYS V-A, V-B, VI-A AND VII-A

February 22, 2005

March 11, 2005

March 24, 2005

April 13, 2005

April 14, 2005

Pursuant to Section 15.2-2303A of the Code of Virginia, as amended, and subject to the Board of Supervisors approval of PCA 82-P-069-14, The Peterson Companies, L.C. (the "Applicant") and the undersigned owners, for themselves and their successors and assigns, hereby reaffirm the previous proffers, accepted by the Board of Supervisors (the "Previous Proffers") for Fairfax County Tax Map Parcels 45-4-((1))-25E; 45-4-((11))-A2; 55-2((1))-6, 6A, 8, 9A, 11A1, 11B1, 11C1, 11D and 18, containing approximately 81.21 acres (the "Property"), except as amended below. 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. In the event this application is approved, all of the Previous Proffers remain in full force and effect except as hereby amended.

1. **Substantial Conformity with Conceptual Development Plan Amendments.** The subject 81.21-acre PCA Application Property shall be developed in substantial conformance with the Conceptual Development Plan Amendments approved by the Board of Supervisors for the respective land bays, as further modified by all relevant Proffered Conditions for Fair Lakes, as follows: (i) CDPA 82-P-069-1 for Land Bay VI-A consisting of one sheet prepared by Dewberry & Davis as revised through July 12, 1984 and approved by the Board of Supervisors on September 24, 1984; (ii) CDPA 82-P-069-3 for Land Bays V-A and VII-A consisting of one sheet prepared by Dewberry & Davis, as revised through June 26, 1987 and approved by the Board of Supervisors on July 20, 1987; and (iii) pending CDPA 82-P-069-7 for a portion of Land Bay V-B consisting of four sheets of the combined CDPA/FDPA plan prepared by Dewberry & Davis and dated September 21, 2004, as revised through April 13, 2005.

2. **Allocation of Land Uses.** Paragraph 2 of the Previous Proffers under "Land Use" shall be revised to read as follows: Allocation of land uses as provided in the text accompanying the Conceptual Development Plan Amendment is affirmed as follows:

No more than 7,182,823 square feet of principal and secondary uses shall be constructed on subject property. Non-residential uses shall not exceed 5,364,820 square feet. However, up to 945,877 square feet in Land Bay II may be converted from non-residential to residential uses exclusive of ADUs and up to 14,200 square feet may be converted to eating establishments/fast food restaurant/personal service establishment uses in Land Bay II. Residential units shall not be fewer than 1,464.

The specific uses to be provided in the first phase of development are depicted in FDPs submitted for Land Bays I-A, I-B, V-A, VI-A and VI-B. Land Bay II shall be approximately 120

acres, and shall be developed in 1,463,616 square feet of employment, residential and eating establishment/fast food restaurant uses specified in the CDPA for Land Bays II-A and II-B. The residential square footage in Land Bay II shall not exceed 945,877 square feet which shall be exclusive of the square footage for affordable dwelling units. In addition, the residential square footage in Land Bay II shall not be counted towards, i.e., shall be deemed in its entirety to be in excess of, the fifty (50) percent limitation for residential use in the Fair Lakes PDC District as specified in Par. 5 of Sect. 6-206 of the Zoning Ordinance as well as the 2:1 ratio of primary to residential uses recommended for office-mixed use areas in the Fairfax Center Area. Residential square footage located in the remainder of Fair Lakes may be developed in excess of the fifty (50) percent (based upon the principal, non-residential uses in all of Fair Lakes) limitation set forth in Paragraph 5 of Section 6-206 of the Zoning Ordinance, as modified by the Board of Supervisors in the subject PCA application.

A mix of principal and secondary uses shall be distributed over the remainder of the site, with other retail, hotel and other residential uses to be located in Land Bays III, IV and V. The aggregate non-residential square footage shall not exceed 5,364,820 square feet, of which 200,000 to 750,000 square feet shall be allocated to hotel use, 200,000 to 1,150,000 square feet, exclusive of any eating establishment/fast food restaurant/personal service establishment uses in Land Bay II, to uses such as retail uses, accessory service uses, retail sales establishments, child care centers, eating establishments, financial institutions, health clubs, theaters, service stations, car washes and other principal and secondary PDC uses that are neither residential, hotel nor office/research in character, and 2,250,000 to 4,964,820 square feet to office, research and other non-retail uses. Specific uses shall be designated at the time the FDPs are submitted. 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, it being understood that the details of any drive-through and/or child care uses must be the subject of final development plan or special exception approval.

3. **Final Development Plan Amendments.** Notwithstanding that CDPA 82-P-069-7 appears on the same development plan with FDPA 82-P-069-6-8/FDPA 82-P-069-11-3, consisting of four sheets and described in Proffer Number 1 above, it shall be understood that (i) said CDPA plan shall consist of the entire plan relative solely to points of access, general location of the proposed buildings, on-site vehicular circulation and 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. The Applicant further retains the option to file partial Conceptual Development Plan Amendment(s) in the future.

4. **Minor Modifications.** Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the approved CDPA/FDPAs described above encompassing the application Property may be permitted, as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the CDPA/FDPA, provided such changes are in substantial conformance with the CDPA/FDPA and proffers, and do not increase the total square footage, decrease the minimum amount of open space or the peripheral setbacks shown to be provided.

5. **Maximum Residential Square Footage.** In accordance with the Board of Supervisors' approval of the modification of Paragraph 5 of Section 6-206 of the Zoning Ordinance to permit an increase in the gross floor area devoted to dwellings as a secondary use in excess of fifty (50) percent of all principal uses in the development, up to 150,000 gross square feet of residential use shall be permitted within Land Bay V-B, not including any ADUs which may be provided pursuant to Paragraph 7 below. The Applicant reserves the right to develop fewer square feet than the maximum gross square footage of residential uses referenced in this paragraph without the need for a PCA.

6. **Architectural Design.** The architectural design of the multi-family and office building shall be consistent with the general character of the elevations shown on Sheets 4-6 of the FDPA. The Applicant reserves the right to revise the elevations as a result of final architectural design, so long as the character and quality of design remains consistent with those shown. Building materials for the office building shall be compatible with the existing office building. Building materials for the residential building shall consist of masonry, brick, stone, pre-cast concrete, ground and/or split face CMU. In addition to the preceding materials, EFIS that is visually compatible with the masonry materials may be utilized on the upper floors. The design of the office and residential plazas shall be in substantial conformance with the CDP/FDP.

7. **ADU Contribution.** Applicant shall choose to either a) provide 5% of the total units in the multi-family building as ADU's, or b) donate ½% of the projected sales prices of each unit in the multi-family building to the Housing Trust Fund prior to issuance of the building permit for the multi-family building. In the event that the multi-family units are available for rent, the Applicant's ½% contribution would be based on the total development cost of the multi-family building as determined by the Applicant in consultation with the staff of the Fairfax County Department of Housing and Community Development and the Department of Public Works and Environmental Services ("DPWES").

8. **Public Schools Contribution.** At the time of issuance of the building permit for the multi-family residential building located within the CDPA 82-P-069-7 portion of the Application Property, the Applicant shall provide to the Fairfax County Board of Supervisors a contribution of \$780 per non-ADU dwelling unit. Such contributions shall be available for use in any of the public schools in Fairfax County.

9. **Recreational Facilities.** Pursuant to Section 6-209 of the Zoning Ordinance the Applicant shall provide the recreational facilities to serve residential units located within that portion of the Application Property subject to CDPA 82-P-069-7. At the time of building permit approval for the residential building, the Applicant shall demonstrate that the value of any proposed recreational amenities within the respective site plan area is equivalent to a minimum of \$955.00 per market-rate residential unit on such site plan, as required by Article 6 of the Zoning Ordinance. To the extent the Applicant's expenditure for on-site recreational facilities totals less than \$955 per market-rate residential unit on such site plan, the Applicant shall, at the time of building permit approval, contribute an amount equal to the difference in total recreational funds expended (as compared to \$955 per market-rate unit for that site) for on-site amenities to FCPA for use for athletic facilities and fields at the Popes Head Assemblage.

A swimming pool with bathroom facilities shall be provided within or on the top level of the multi-family building. An exercise room shall be provided within the multi-family structure.

10. **Additional Park Contribution.** In addition to any recreational contribution made pursuant to Proffer #8, Applicant shall contribute \$484 per non-ADU dwelling unit at time of building permit approval to the Fairfax County Park Authority ("FCPA") for use for athletic facilities and fields at the Popes Head Assemblage.

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

The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 10 inches in diameter and greater, and 20 feet to either side of the limits of clearing and grading shown on the CDP/FDP for the entire site. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the CDP/FDP, and those additional areas in which trees can be preserved as a result of final engineering. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of trees identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing shall be four foot high, 14 gauge welded wire attached to 6 foot steel posts driven 18 inches into the ground and placed no further than 10 feet apart and erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets.

The installation of all tree protection fence types shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved.

The Applicant shall conform to the limits of clearing and grading as shown on the CDP/FDP, subject to the installation of utilities and/or trails as determined necessary by the Director of DPWES. If it is determined necessary to install utilities and/or trails outside of the limits of clearing and grading as shown on the CDP/FDP, they shall be located in the least disruptive manner necessary as determined by Urban Forest Management, DPWES. A replanting plan shall be developed and implemented, subject to approval by Urban Forest Management, DPWES, for any areas outside the limits of clearing and grading that must be disturbed.

During any clearing or tree/vegetation/structure removal or transplantation of vegetation on the Application Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by Urban Forest

Management, DPWES. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction work and tree preservation efforts in order to ensure conformance with all tree preservation proffers/conditions, and Urban Forest Management, DPWES approvals. The monitoring schedule shall be described and detailed in the landscaping plan, and reviewed and approved by Urban Forest Management, DPWES.

12. **Traffic Signal**. The Applicant shall submit a traffic signal warrant analysis of the Land Bay V-B entrance onto Fair Lakes Circle most proximate to Tax Map Parcel 55-2-((1))-18, subject to review and approval by VDOT, two years from the date of issuance of the first occupancy permit for the new multi-family residential building to be constructed in Land Bay V-B, but not later than the time of final bond release for the residential building. Only if deemed warranted based upon the above analysis, the Applicant shall design and install a traffic signal at said intersection. If, based on said analysis, VDOT determines that a traffic signal is not warranted, then the Applicant shall be released from this proffer obligation and escrowed funds, if any have been posted by the Applicant towards said signal, shall be returned to the Applicant.

13. **Bus Shelter**. The Applicant shall provide one (1) bus shelter, with no requirement for a turnoff lane or additional road improvements, along Fair Lakes Circle, in the vicinity of the multi-family building, as determined by the Director of DPWES at the time of building permit issuance for that building, only (i) if a bus shelter has not been constructed by that time by others, and (ii) if it is determined that scheduled public or private bus service shall utilize said shelter. If the shelter is provided, the Applicant shall maintain the shelter and said maintenance obligation shall be provided for in Condominium Owners Association documents.

14. **Trails**. The Applicant shall provide a four-foot wide, concrete sidewalk along Fair Lakes Circle starting at the multi-family entrance and extending up to the second median break to the east (approximately 1,000 feet) and up to the next median break to the west (approximately 1,000 feet), as depicted on the FDPA, prior to issuance of the 60th RUP.

15. **Office Transportation Demand Management**. The new office owner shall provide:
(i) dissemination of Transportation Demand Management materials discussing available transit information, car/van pooling formation, and the Metrocheck program to lessees/purchasers;
(ii) convenient parking in preferred locations of office parking structures for car pool/van pool use;
(iii) broadband, high capacity data/network connections to the office building; and
(iv) bicycle storage facilities in the office building or in the adjacent office building on Tax Map 55-2-((1))-9A.

16. **Residential Transportation Demand Management**. To encourage car and vanpooling, at the time of the initial sale of each residential unit, or if the building is a rental building, then at the time of entering into each respective initial lease, the Applicant shall provide to the initial purchaser, or to the initial lessee if a rental building, information about the County's ridesharing program. In addition, the Applicant shall: (i) make available Metro maps, schedules and forms, ridesharing and other relevant transit options in the respective initial residential sale/lease packages; (ii) make said information available to owners/tenants in a common area of the building; (iii) provide amenities for bicycle storage; and (iv) provide a sidewalk system designed to encourage/facilitate pedestrian circulation as shown on the FDPA.

17. **Fair Lakes Shuttle.** The multi-family community shall participate in the Fair Lakes Shuttle program as long as it is operated by the Fair Lakes League or similar Owners Association.

18. **Noise Attenuation.** Wyle has prepared a Traffic Noise Analysis of the Property dated January 7, 2005. This report provides an analysis of noise impacts associated with Route 66. The Applicant shall submit the report to DPWES with submission of the site plan. Based on the findings of that report, the Applicant shall provide the following noise attenuation measures:

- (i) In order to reduce interior noise to a level of approximately 45 dBA Ldn, units in the residential building which is projected to be impacted by highway noise from Route 66 having levels projected to be above 65 dBA Ldn, shall be constructed with the following acoustical measures:

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

- (ii) Prior to the issuance of building permits, alternative interior noise attenuation measures may be provided subject to the implementation of a refined noise study as reviewed and approved by DPWES after consultation with the Department of Planning and Zoning.
- (iii) Noise impacts shall be attenuated on the pool deck facility to reduce the highway noise levels to 65 dBA.

19. **Lighting.** All outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance. Fixtures used to illuminate streets, parking areas and walkways shall not exceed forty (40) feet in height, shall be of low intensity design and shall utilize full cut-off fixtures which shall focus directly on the Property. All upper level parking deck lighting fixtures shall not exceed a height of twenty (20) feet.

20. **Energy Efficiency.** All residential units shall meet the thermal standards of the CABO Model Energy Program for energy efficient homes, or its equivalent, as determined by DPWES.

21. **Private Street Design.** Both the streets and sidewalks shall be constructed in conformance with Public Facilities Manual TS 5A Standards with regard to design, depth of pavement and materials consistent with public streets and sidewalk standards. The Applicant shall be responsible for the maintenance of all private streets and sidewalks.

22. **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.

23. **Successors and Assigns.** Each reference to "Applicant" in this Proffer Statement shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

24. **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.

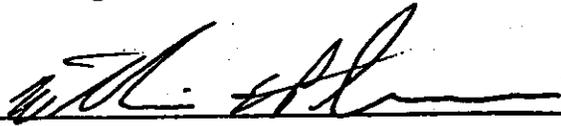
[SIGNATURES ON FOLLOWING PAGES]

THE PETERSON COMPANIES, L.C., *Applicant*

BY: 
NAME: James W. Todd
TITLE: Manager

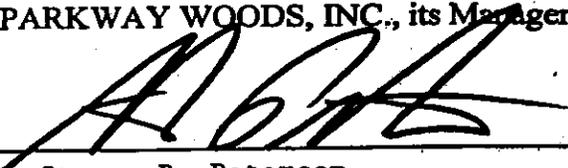
FAIR LAKES NORTH AND SOUTH L.C., *Title Owner of Parcel 45-4-((1))-25E*

BY: FAIR LAKES NORTH & SOUTH, INC., its
Manager

BY: 
NAME: William E. Peterson
TITLE: Vice President

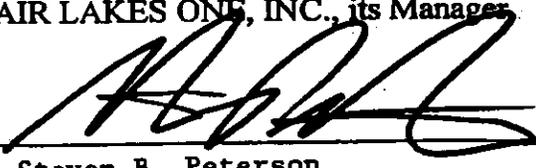
PARKWAY WOODS L.C., *Title Owner of Parcel 45-4-((11))-A2*

BY: PARKWAY WOODS, INC., its Manager

BY: 
NAME: Steven B. Peterson
TITLE: Vice President

FAIR LAKES ONE L.L.C., *Title Owner of Parcel 55-2-((1))-6*

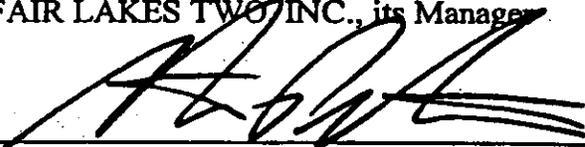
BY: FAIR LAKES ONE, INC., its Manager

BY: 
NAME: Steven B. Peterson
TITLE: Vice President

EAST MARKET RETAIL L.C., *Title Owner of Parcel 55-2-((1))-6A*

BY: 
NAME: Steven B. Peterson
TITLE: Manager

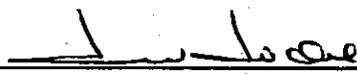
FAIR LAKES TWO L.L.C., *Title Owner of Parcel 55-2-((1))-8*

BY: FAIR LAKES TWO INC., its Manager
BY: 
NAME: Steven B. Peterson
TITLE: Vice President

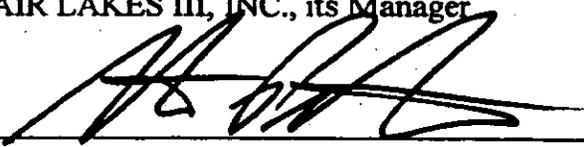
HYATT PLAZA LIMITED PARTNERSHIP, *Title Owner of Parcel 55-2-((1))-9A*

BY: FAIR LAKES HYATT LIMITED PARTNERSHIP, its General Partner

BY: FAIR LAKES OF VIRGINIA, INC., its General Partner

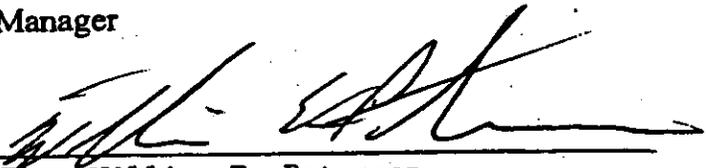
BY: 
NAME: James W. Todd
TITLE: Vice President

FAIR LAKES III L.C., *Title Owner of Parcel 55-2-((1))-11A1*

BY: FAIR LAKES III, INC., its Manager
BY: 
NAME: Steven B. Peterson
TITLE: Vice President

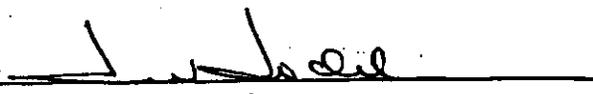
BUILDING IV ASSOCIATES L.C., *Title Owner of
Parcel 55-2-((1))-11B1*

BY: BUILDING IV ASSOCIATES, INC., its
Manager

BY: 
NAME: William E. Peterson
TITLE: Vice President

BUILDING V ASSOCIATES L.P., *Title Owner of
Parcel 55-2-((1))-11C1*

BY: BUILDING V ASSOCIATES, INC., its
General Partner

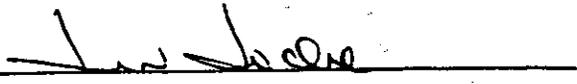
BY: 
NAME: James W. Todd
TITLE: President

BUILDING VII ASSOCIATES L.C., *Title Owner
of Parcel 55-2-((1))-11D*

BY: BUILDING VII INVESTMENTS L.C., its
Managing Member

BY: 
NAME: Steven B. Peterson
TITLE: Manager

FAIR LAKES ASSOCIATES L.C., *Title Owner of
Parcel 55-2-((1))-18*

BY: 
NAME: James W. Todd
TITLE: Manager

FINAL DEVELOPMENT PLAN AMENDMENT CONDITIONS

FDPA 82-P-069-01-13

April 27, 2005

If it is the intent of the Planning Commission to approve an office development located at Tax Map 55-2 ((1)) 6, staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions, which supersede all previously approved conditions as they pertain to this site. An asterisk denotes conditions carried forward from FDPA 82-P-069-01-10.

1. Development of the property shall be in substantial conformance with the Final Development Plan Amendment entitle "Fair Lakes Land Bay V-A" prepared by Dewberry & Davis LLC consisting of three sheets dated August 9, 2004, as revised through January 27, 2005.
2. The existing trail located south of the site, along Fair Lakes Circle, shall be extended into the site as determined by DPWES.
3. All secondary uses proposed on the Final Development Plan shall be located within the office structure and designed to serve only the tenants of the Fair Lakes development. In addition, free standing fast food restaurants, drive-thru facilities, and child care centers shall not be permitted without the approval of a Final Development Plan Amendment.*
4. Signage shall be in conformance with the Fair Lakes Comprehensive Sign Plan, as may be amended.*
5. Upon request by VDOT, easements shall be provided at no cost for the improvements to the interchange for Fair Lakes Parkway and Fairfax County Parkway.

FINAL DEVELOPMENT PLAN AMENDMENT CONDITIONS

FDPA 82-P-069-08-4

April 27, 2005

If it is the intent of the Planning Commission to approve an office development located at Tax Map 55-2 ((1)) 6A and 8, staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions, which supersede all previously approved conditions as they pertain to this site. An asterisk denotes conditions carried forward from FDPA 82-P-069-08-3.

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2. The existing trail located south of the site, along Fair Lakes Circle, shall be extended into the site as determined by DPWES.
3. All secondary uses proposed on the Final Development Plan shall be located within the office structure and designed to serve only the tenants of the Fair Lakes development. In addition, free standing fast food restaurants, drive-thru facilities, and child care centers shall not be permitted without the approval of a Final Development Plan Amendment.*
4. Signage shall be in conformance with the Fair Lakes Comprehensive Sign Plan, as may be amended.*
5. Upon request by VDOT, easements shall be provided at no cost for the improvements to the interchange for Fair Lakes Parkway and Fairfax County Parkway.

FINAL DEVELOPMENT PLAN AMENDMENT CONDITIONS

FDPA 82-P-069-06-8 and FDPA 82-P-069-11-3

May 31, 2005

If it is the intent of the Planning Commission to approve FDPA 82-P-069-06-8 and FDPA 82-P-069-11-3 for a mixed-use development located at Tax Maps 55-2 ((1)) 9A and 18, staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions, which supersede all previously approved conditions as they pertain to this site.

1. Development of the property shall be in substantial conformance with the Final Development Plan Amendment entitled "Fair Lakes Land Bay V-B" prepared by Dewberry & Davis LLC consisting of seven sheets dated September 21, 2004, as revised through April 13, 2005.
2. All secondary uses proposed on the Final Development Plan shall be located within the office structure and designed to serve only the tenants of the Fair Lakes development. In addition, free standing fast food restaurants, drive-thru facilities, and child care centers shall not be permitted without the approval of a Final Development Plan Amendment.
3. Signage shall be in conformance with the Fair Lakes Comprehensive Sign Plan as may be amended.
4. The distances depicted on the FDP between the parking garage and Interstate-66 right-of-way shall be considered minimum distances.
5. The top level of the parking deck shall have a minimum of five percent interior landscaping and planters or hanging planters along the parapet walls. The planters shall not run continuously but shall be designed to break up the top edge of the parking deck. The façade of the parking decks shall be treated with colored spandrels with architectural treatment. Such treatment shall consist of colors and building materials that match those of the adjacent office, as determined by DPWES.
6. Showers and lockers shall be provided within the proposed office building.
7. If provided, penthouses shall be for mechanical equipment and shall not exceed twenty-five feet and be in accordance with the limitations of Sect. 2-506 of the Zoning Ordinance.
8. As depicted on "Hyatt Plaza Landscape Exhibit" prepared by Lewis, Scully, Gionet and dated May 24, 2005 (Attachment 1), an amenity area with benches, tables and grilles, shall be provided within the tree save area at the north end of

the multi-family building; and benches and significant additional landscaping shall be provided at the major building entry to the multi-family building (eastern side).

9. Three crosswalks shall be provided between the multi-family building and the hotel, generally as shown on Attachment 1.

FINAL DEVELOPMENT PLAN AMENDMENT CONDITIONS

FDPA 82-P-069-06-8 and FDPA 82-P-069-11-3

May 31, 2005

If it is the intent of the Planning Commission to approve FDPA 82-P-069-06-8 and FDPA 82-P-069-11-3 for a mixed-use development located at Tax Maps 55-2 ((1)) 9A and 18, staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions, which supersede all previously approved conditions as they pertain to this site.

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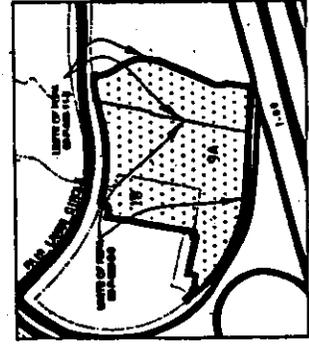
FAIR LAKES LAND BAY V-B

Springfield District Fairfax County, Virginia

Conceptual Development Plan Amendment/ Final Development Plan Amendment



VELOCITY MAP
2008 P-008



PARCEL MAP/CDPA-FDPA IDENTIFICATION
2008 P-008

Applicant:
The Peterson Companies, L.C.
12500 Fair Lakes Circle, Suite 400
Fairfax, Virginia 22033

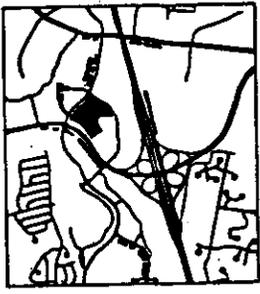
Sheet Index:
1. COVER SHEET
2. SITE AND VELOCITY MAP
3. CONCEPTUAL DEVELOPMENT PLAN
4. FINAL DEVELOPMENT PLAN
5. LANDSCAPE ARCHITECTURE
6. UTILITIES
7. PRELIMINARY CONSTRUCTION

Fair Lakes Land Bay V-B
Conceptual Development Plan Amendment/
Final Development Plan Amendment
02-P-008-0-0
02-P-008-11-3

FAIR LAKES LAND BAY V-A

Springfield District Fairfax County, Virginia
Final Development Plan Amendment

FDPA 82-P-069-1-13
FDPA 82-P-069-8-4



VICINITY MAP

Applicant:
The Peterson Companies, L.C.
12500 Fair Lakes Circle, Suite 400
Fairfax, Virginia 22033

Sheet Index
1. Cover Sheet
2. Site Plan
3. Final Development Plan Amendment

Fair Lakes Land Bay V-A
Final Development Plan Amendment
FDPA 82-P-069-1-13
FDPA 82-P-069-8-4





FAIR LAKES LAND BAY V-B
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN AMENDMENT

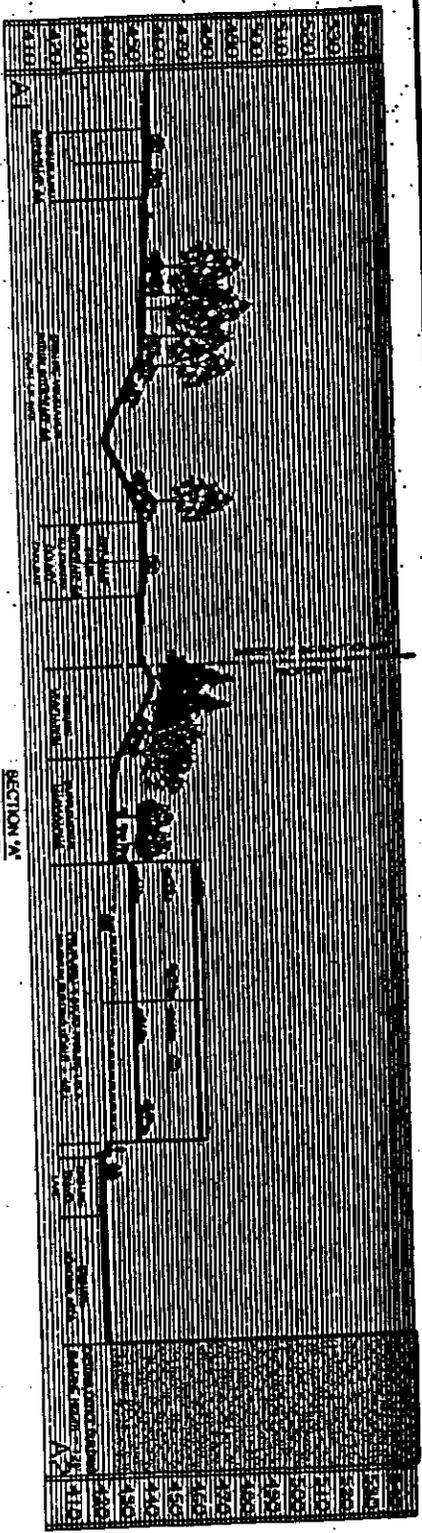
81-4-008-0-0
 81-4-008-11-0
 PREPARED BY
 DOWBERRY GROUP



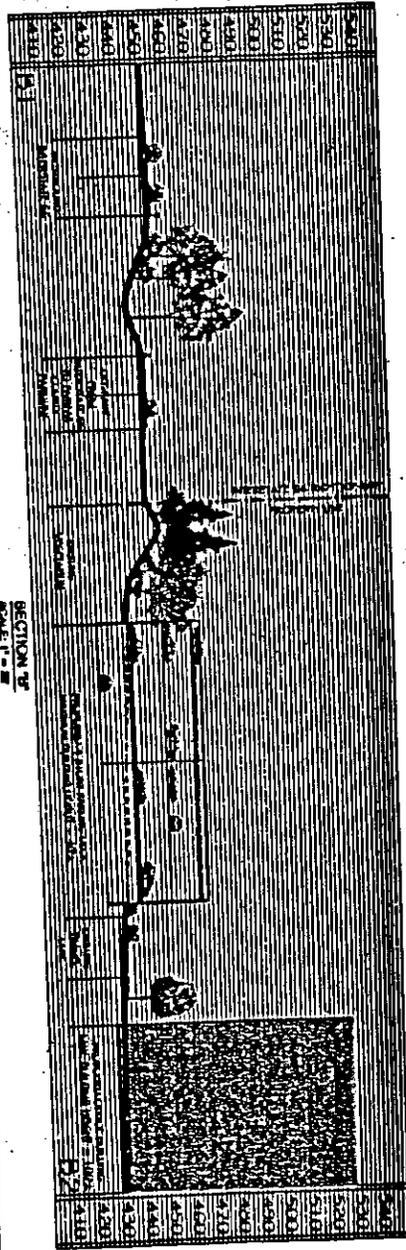
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2	SECTION 2	1,234,567	28.2
3	SECTION 3	1,234,567	28.2
4	SECTION 4	1,234,567	28.2
5	SECTION 5	1,234,567	28.2
6	SECTION 6	1,234,567	28.2
7	SECTION 7	1,234,567	28.2
8	SECTION 8	1,234,567	28.2
9	SECTION 9	1,234,567	28.2
10	SECTION 10	1,234,567	28.2
11	SECTION 11	1,234,567	28.2
12	SECTION 12	1,234,567	28.2
13	SECTION 13	1,234,567	28.2
14	SECTION 14	1,234,567	28.2
15	SECTION 15	1,234,567	28.2
16	SECTION 16	1,234,567	28.2
17	SECTION 17	1,234,567	28.2
18	SECTION 18	1,234,567	28.2
19	SECTION 19	1,234,567	28.2
20	SECTION 20	1,234,567	28.2
21	SECTION 21	1,234,567	28.2
22	SECTION 22	1,234,567	28.2
23	SECTION 23	1,234,567	28.2
24	SECTION 24	1,234,567	28.2
25	SECTION 25	1,234,567	28.2
26	SECTION 26	1,234,567	28.2
27	SECTION 27	1,234,567	28.2
28	SECTION 28	1,234,567	28.2
29	SECTION 29	1,234,567	28.2
30	SECTION 30	1,234,567	28.2
31	SECTION 31	1,234,567	28.2
32	SECTION 32	1,234,567	28.2
33	SECTION 33	1,234,567	28.2
34	SECTION 34	1,234,567	28.2
35	SECTION 35	1,234,567	28.2
36	SECTION 36	1,234,567	28.2
37	SECTION 37	1,234,567	28.2
38	SECTION 38	1,234,567	28.2
39	SECTION 39	1,234,567	28.2
40	SECTION 40	1,234,567	28.2
41	SECTION 41	1,234,567	28.2
42	SECTION 42	1,234,567	28.2
43	SECTION 43	1,234,567	28.2
44	SECTION 44	1,234,567	28.2
45	SECTION 45	1,234,567	28.2
46	SECTION 46	1,234,567	28.2
47	SECTION 47	1,234,567	28.2
48	SECTION 48	1,234,567	28.2
49	SECTION 49	1,234,567	28.2
50	SECTION 50	1,234,567	28.2

FAIR LAKES LAND BAY V-B

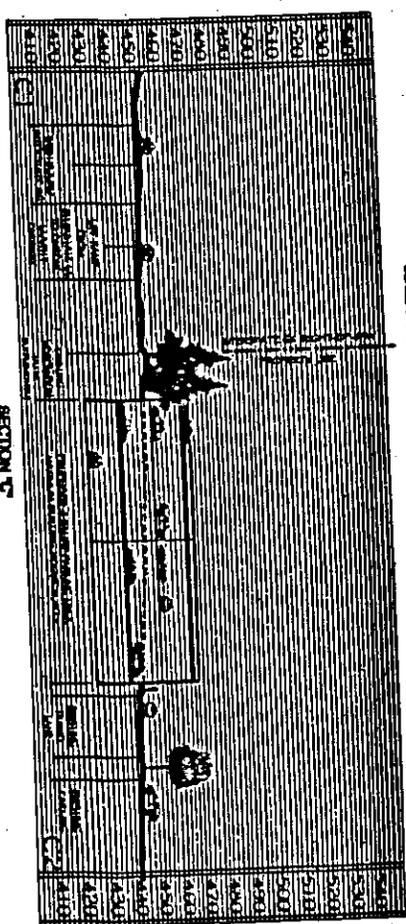
GARAGE SECTIONS



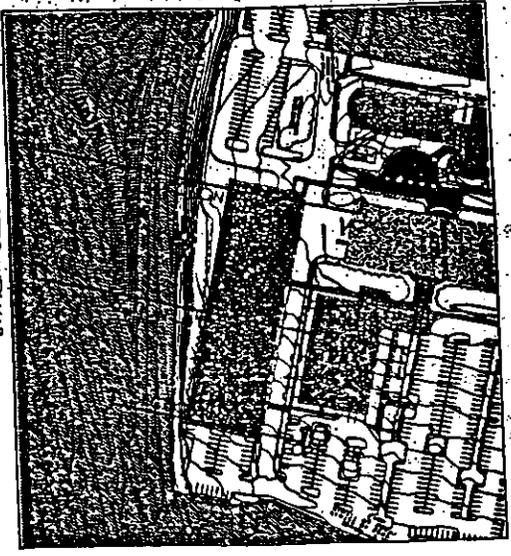
SECTION VI
 SCALE 1" = 20'



SECTION VII
 SCALE 1" = 20'



SECTION VIII
 SCALE 1" = 20'

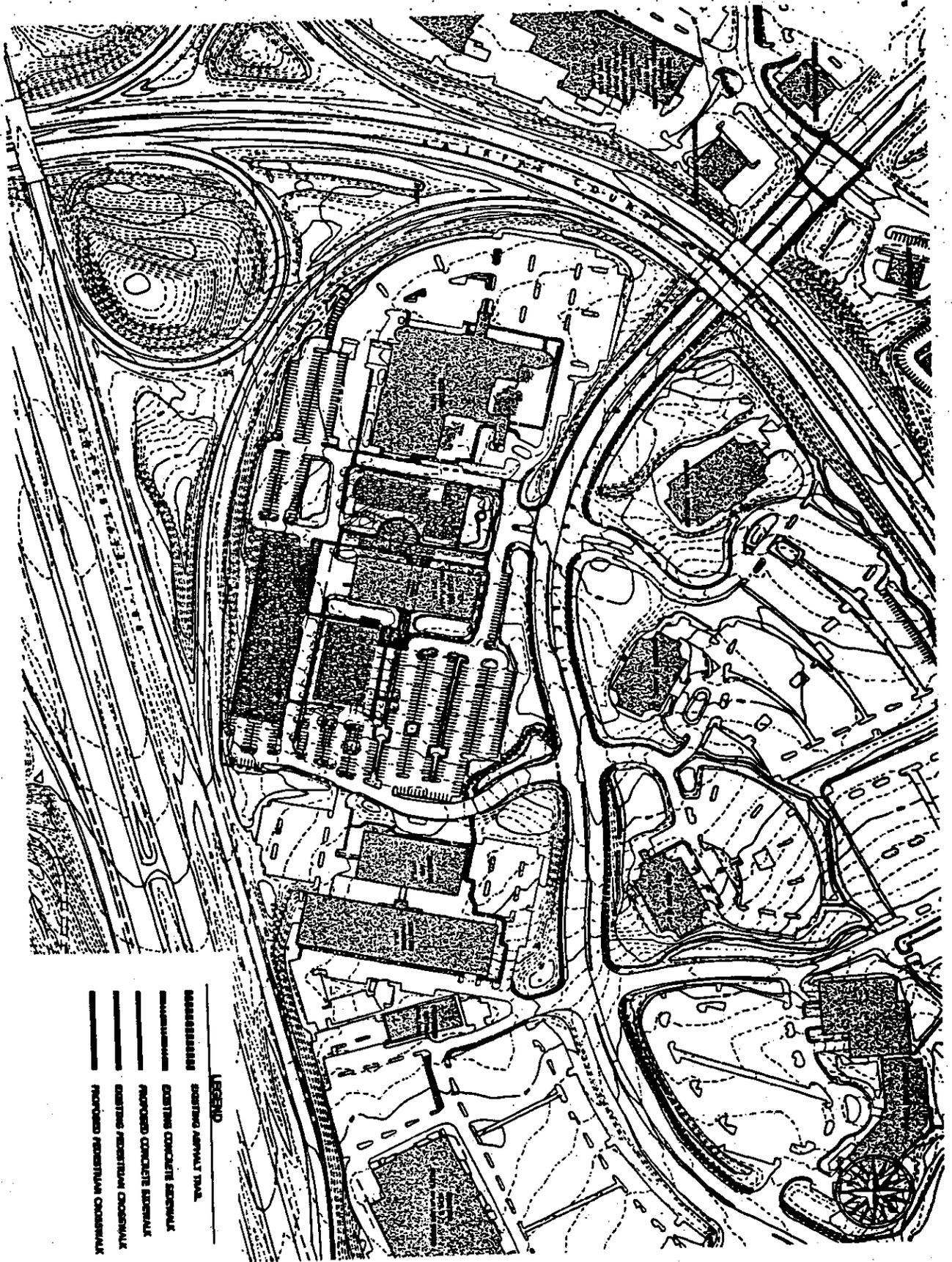


SECTION NINE
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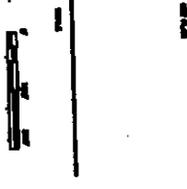
REPRESENTATIVE OF
 DISTRICT VEGETATION
 ADAPTED TO LOCAL CLIMATE
 AND SOILS. SEE ATTACHED
 MATERIALS FOR MORE
 INFORMATION ON HOW TO
 MAINTAIN THIS VEGETATION
 THROUGHOUT THE YEAR.

REPRESENTATIVE OF
 DISTRICT VEGETATION
 ADAPTED TO LOCAL CLIMATE
 AND SOILS. SEE ATTACHED
 MATERIALS FOR MORE
 INFORMATION ON HOW TO
 MAINTAIN THIS VEGETATION
 THROUGHOUT THE YEAR.



- LEGEND**
- EXISTING ASPHALT TRAIL
 - EXISTING CONCRETE SIDEWALK
 - PROPOSED CONCRETE SIDEWALK
 - EXISTING PAVED/STRAW CROSSWALK
 - PROPOSED PAVED/STRAW CROSSWALK

NO.	DESCRIPTION	DATE	BY
1	PRELIMINARY	11/11/03	...
2
3
4
5
6
7
8
9
10



**FAIR LAKES
LAND BAY V-B**
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN AMENDMENT
 12-2-09-4-3
 12-2-09-11-3
 PROJECT NO. 09-001
 NORTH COUNTY, FLORIDA

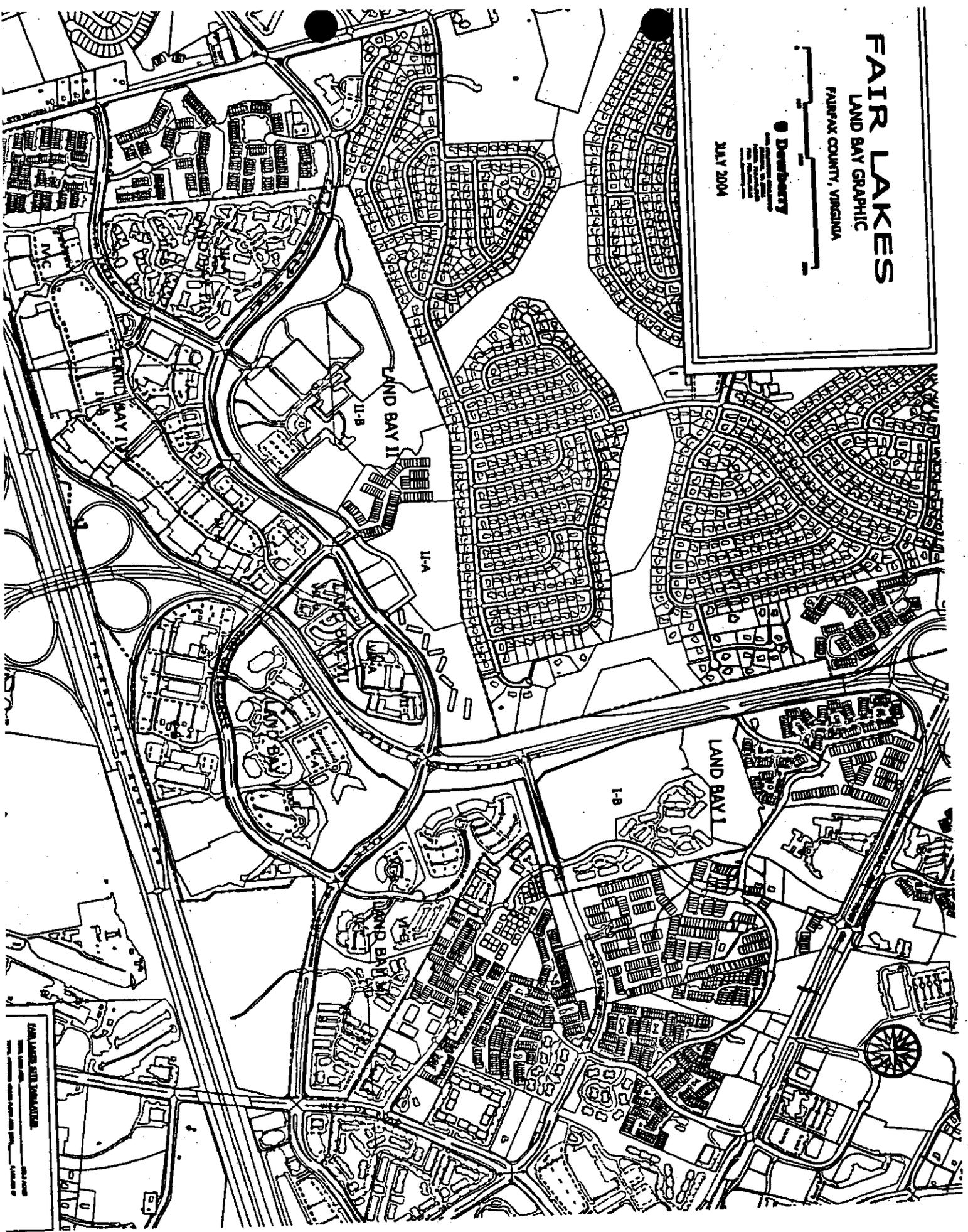
FAIR LAKES

LAND BAY GRAPHIC

FAIRFAX COUNTY, VIRGINIA

Demberry

JULY 2004



FAIR LAKES, SITE PLAN
DATE: JULY 2004
SCALE: AS SHOWN
DRAWN BY: [illegible]



County of Fairfax, Virginia

MEMORANDUM

DATE August 15, 2007

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

FROM: Pamela G. Nee, Chief *PN*
Environment and Development Review Branch, DPZ

SUBJECT: Land Use Analysis and Environmental Assessment: CDPA 82-P-069-7-1,
FDPA 82-P-069-6-11, FDPA 82-P-069-11-5, PCA 82-P-069-16 Fair Lakes
Land Bay V-B
Fair Lakes Center Associates, L.P.

The memorandum, prepared by Jennifer Bonnette, includes citations from the Comprehensive Plan that provide guidance for the evaluation of the subject Conceptual/Final Development Plan Amendment (CDPA/FDPA) and Proffered Condition Amendment (PCA) dated March 26, 2007 as revised through August 1, 2007 and proffers dated August 2, 2007. The extent to which the application conforms to the applicable guidance contained in the Comprehensive Plan is noted. Possible solutions to remedy identified issues are suggested. Other solutions may be acceptable, provided that they achieve the desired degree of mitigation and are also compatible with Plan policies.

DESCRIPTION OF THE APPLICATION

The applicant, Fair Lakes Center Associates, L.P., is requesting to amend an existing rezoning to construct either one or two additional office buildings on an approximately 11.71 acre site, a portion of Land Bay V-B. Land Bay V-B is currently developed with a hotel, two office buildings, retail shopping center, and a child care center. A multi-family residential building and 113,000 square foot office building were approved in this land bay in 2005, but have not been developed. The proposed building(s) is at a maximum 213,000 square feet, which includes 100,000 square feet in new density recommended for this land bay in 2006 with the approval of Comprehensive Plan Amendment APR 05-III-3FC, and density from the previously approved office building.

The applicant proposes to retain the existing office building located within the limits of the CDPA/FDPA and to construct a coordinated L-shaped office building. The proposed office building will be a maximum 14 ½ story structure with a parking structure/garage located within the building footprint. A maximum of 10 stories of the proposed structure will be above grade and will include both office and parking space. The building(s) will be located on an

Department of Planning and Zoning
Planning Division
12055 Government Center Parkway, Suite 730
Fairfax, Virginia 22035-5509
Phone 703-324-1380
Fax 703-324-3056
www.fairfaxcounty.gov/dpz/

existing surface parking lot that currently serves an office building. The proposed development will relocate the displaced parking spaces in the proposed parking structure and surface parking lots. The two existing access points from Fair Lakes Circle will remain.

LOCATION AND CHARACTER OF THE AREA

The application property is located within the Fair Lakes mixed-use development in the Fairfax Center area. The site is generally located in the northeastern quadrant of the interchange of I-66 and the Fairfax County Parkway. The site is bounded by Fair Lakes Circle to the north, an existing office building, approved residential building, and the Fair Lakes Hyatt Hotel to the west, existing office and retail development to the east, and I-66 and associated ramps and right-of-way to the south. More office development is located to the north across Fair Lakes Circle and two applications for residential and office developments are proposed within this area of office development. The site and surrounding area are zoned Planned Development Commercial (PDC) and planned for mixed-use development at the overlay level.

COMPREHENSIVE PLAN CITATIONS:

Land Use

In the Fairfax County Comprehensive Plan, 2007 Edition, Area III, Fairfax Center Area, as amended through September 25, 2006, Land Unit Recommendations, Land Unit H, pages 65-68, the Plan states:

“Sub-units H1, H2

These sub-units are planned for office mixed-use. Office development that incorporates architectural excellence, preservation and enhancement of natural features, uniform signing, lighting and landscaping systems and quality roadway entry treatments are development elements that must be achieved to justify the overlay level.

The following options exist for development above the planned and approved .25 FAR overlay level. Densities and uses specified in these options are only appropriate for the sites described. These uses and densities are not to be transferred to other locations within the Fairfax Center Area.

As an option at the overlay level, the redevelopment of the surface parking lot associated with Tax Map 55-2((1))9A may be appropriate for up to 100,000 SF of hotel or office uses provided that the following conditions are met:

- Amenities such as the inclusion of a restaurant or an indoor recreation facility should be provided if a hotel is constructed. If an office building or hotel is

constructed, major or minor plazas, gathering spaces or other urban park features should be provided within or adjacent to the hotel or office use to promote activity between the existing office, hotel and residential uses;

- Pedestrian connections are established along Fair Lakes Circle to the east and west to existing retail areas;
- High quality site and architectural design for buildings and parking structures is provided, including compatibility with adjacent buildings; and
- Extensive landscaping should be provided, and any new development should minimize the loss of mature trees located in existing buffer areas along public roads. . .

LAND UNIT SUMMARY CHART – LAND UNIT H			
<u>Sub-units</u>	<u>Approximate Acreage</u>		
H1	96		
H2	62		
<u>Sub-units</u>	<u>Recommended Land Use</u>	<u>Intensity/ FAR</u>	<u>Density Units/Acre</u>
Baseline Level			
H1, H2	RESIDENTIAL		1
Intermediate Level			
H1, H2	OFFICE/MIX	.14	
<u>Sub-units</u>	<u>Recommended Land Use</u>	<u>Intensity/ FAR</u>	<u>Density Units/Acre</u>
Overlay Level			
H1, West Portion H2	OFFICE/MIX	.25 *	
EAST Portion H2	OFFICE/MIX	.45 *	
* Refer to Plan text for recommendations on options.			
Note: These sub-units are within the Water Supply Protection Overlay District.			

Environment

Fairfax County Comprehensive Plan, 2007 Edition, Policy Plan, Environment, as amended through November 15, 2004, on pages 8 and 9, the Plan states:

“Objective 4: Minimize human exposure to unhealthful levels of transportation generated noise.

Policy a: Regulate new development to ensure that people are protected from unhealthful levels of transportation noise.

Policy b: Reduce noise impacts in areas of existing development.

New development should not expose people in their homes, or other noise sensitive environments, to noise in excess of DNL 45 dBA, or to noise in excess of DNL 65 dBA in the outdoor recreation areas of homes. To achieve these standards new residential development in areas impacted by highway noise between DNL 65 and 75 dBA will require mitigation. New residential development should not occur in areas with projected highway noise exposures exceeding DNL 75 dBA. Because recreation areas cannot be screened from aircraft noise and because adverse noise impacts can occur at levels below DNL 65 dBA, in order to avoid exacerbating noise and land use conflicts and to further the public health, safety and welfare, new residential development should not occur in areas with projected aircraft noise exposures exceeding DNL 60 dBA. Where new residential development does occur near Washington Dulles International Airport, disclosure measures should be provided.”

Fairfax County Comprehensive Plan, 2007 Edition, Policy Plan, Environment, as amended through November 15, 2004, on page 14, the Plan states:

“Objective 10: Conserve and restore tree cover on developed and developing sites. Provide tree cover on sites where it is absent prior to development.

Policy a: Protect or restore the maximum amount of tree cover on developed and developing sites consistent with planned land use and good silvicultural practices.

Policy b: Require new tree plantings on developing sites which were not forested prior to development and on public rights of way.”

COMPREHENSIVE PLAN MAP: Fairfax Center Area

LAND USE ANALYSIS

This application raises several outstanding issues with respect to the Comprehensive Plan recommendations.

Issue: Use and Intensity The subject property is planned for office mixed-use. As an option at the overlay level, the surface parking lot located on the property may be redeveloped with up to 100,000 square feet of hotel or office uses under certain conditions. One or two office buildings at 213,000 square feet are proposed. A 113,000 square foot building was formerly approved for this site, but not developed. The applicant is proposing to combine this unused density with the additional 100,000 square feet recommended by the Comprehensive Plan. The proposed development meets the use and intensity recommended by the Plan.

Staff feels that this issue has been adequately addressed.

Issue: Amenities The Comprehensive Plan recommends major or minor plazas, gathering spaces or other urban park features located within or adjacent to the proposed office use to promote activity between the existing office, hotel and residential uses. The applicant proposes a landscaped plaza to be located in between the existing office building and the proposed L-shaped building(s) to serve the office uses. The applicant has provided two possible designs for the plaza, which is dependent upon the location of the office lobby. The plaza's design options should be improved by removing the two rows of parking spaces directly abutting the plaza to the east and west. This improvement would create a more aesthetically-pleasing gathering space.

This issue remains outstanding.

Issue: Pedestrian Connectivity The applicant will provide several pedestrian improvements. Proffered improvements include a trail improvement on the southeast side of Fair Lakes Circle from the Fair Lakes Circle/Roger Stover Drive intersection west to the westernmost entrance of Land Bay V-B from Fair Lakes Circle; three painted crosswalk improvements at the Fair Lakes Circle intersection between Roger Stover Drive and Fairfax County Parkway; and sidewalk improvements on site. The applicant should depict the trail and crosswalk improvements on the CDPA/FDPA.

This issue remains outstanding.

Issue: Site and Architectural Design The Comprehensive Plan recommends that the redevelopment must meet high quality site and architectural design standards for the buildings and parking structure proposed, including compatibility with the adjacent buildings. The applicant has proffered to the general character of the elevations shown in the CDPA/FDPA.

The building materials will be compatible with the existing office buildings located in Land Bay V-B. In addition, a commitment will be made to sheath the above grade parking levels “in a manner consistent with the façade treatment of the office building(s).” If two buildings are constructed, the applicant has proffered to having no greater than four floors of height between them.

Staff feels that this issue has been adequately addressed.

ENVIRONMENTAL ANALYSIS

This section characterizes the environmental concerns raised by an evaluation of this site and the proposed development.

Issue: Transportation-Generated Noise The subject property is located immediately adjacent to the I-66 and Fairfax County Parkway (Route 7100) interchange. Staff has raised concern about potential noise impacts from these roads on the proposed office use. The applicant should proffer to mitigate interior noise levels to a maximum 50 dBA DNL through the use of appropriate building materials.

This issue remains outstanding.

Issue: Landscaping/Tree Cover The Comprehensive Plan recommends extensive landscaping and the minimization of the loss of mature trees located within existing buffer areas along public roads. The applicant has proffered to submit a tree preservation plan which will protect areas shown for tree preservation on the CDPA/FDPA. The existing trees in the buffer area along Fair Lakes Circle will be preserved.

Staff feels that this issue has been adequately addressed.

COUNTYWIDE TRAILS PLAN

The Countywide Trails Plan Map does not depict any trails immediately adjacent to the subject property.

PGN: JRB

FAIRFAX CENTER CHECKLIST

Transportation Systems

Case Number: PCA 82.P.069.15, PCA 82.P.069.16, PCA 82.P.069.17, PCA 82.P.069.19, PCA 82.P.069.20

Plan Date: 8.1.07 (NON-RESIDENTIAL) 8.16.07 (RESIDENTIAL)

Not

	Applicable	Not Applicable	Essential	Satisfied	Comments
I. AREA WIDE BASIC DEVELOPMENT ELEMENTS					
A. Roadways					
1. Minor street dedication and construction	X				
2. Major street R.O.W. dedication		X	X	X	INTERCHANGE ROW
B. Transit					
1. Bus loading zones with necessary signs and pavement; Bus pull-off lanes	X				
2. Non-motorized access to bus or rail transit stations		X		X	TRAILS, BUS SHELTER
3. Land dedication for transit and commuter parking lots	X				
C. Non-motorized Transportation					
1. Walkways for pedestrians		X	X	X	
2. Bikeways for cyclists		X		X	
3. Secure bicycle parking facilities		X		X	

II. AREA WIDE MINOR DEVELOPMENT ELEMENTS					
A. Roadways					
1. Major roadway construction of immediately needed portions	X				
2. Signs	X				
B. Transit					
1. Bus shelters				X	
2. Commuter parking	X				
C. Non-motorized transportation					
1. Pedestrian activated signals	X				
2. Bicycle support facilities (showers, lockers)		X		X	
D. Transportation Strategies					
1. Ridesharing programs					
2. Subsidized transit passes for employees		X			TDM GOALS TOO LOW
III. AREA WIDE MAJOR DEVELOPMENT ELEMENTS					

FAIRFAX CENTER CHECKLIST

Transportation Systems

Case Number:

Plan Date:

	Not		Essential	Satisfied	Comments
	Applicable	Applicable			
A. Roadways					
1. Contribution towards major (future) roadway improvements		X	X	X	CONTRIBUTION TO INTERCHANGE
2. Construct and/or contribute to major roadway improvements		X	X	X	
3. Traffic signals as required by VDOT		X	X	X	
B. Transit					
1. Bus or rail transit station parking lots	X				
C. Transportation Strategies					
1. Local shuttle service		X		X	EXISTING SHUTTLE SERVICE
2. Parking fees					
D. Non-motorized Circulation					
1. Grade separated road crossings	X				

FAIRFAX CENTER CHECKLIST

Environmental Systems

Case Number: --

Plan Date: --

Not Applicable Applicable Essential Satisfied Comments

I. AREA-WIDE BASIC DEVELOPMENT ELEMENTS					
	Not Applicable	Applicable	Essential	Satisfied	Comments
A. Environmental Quality Corridors (EQC)					
1. Preservation of EQCs as public or private open space	X				
B. Stormwater Management (BMP)					
1. Stormwater detention/retention		X	X	X	
2. Grassy swales/vegetative filter areas		X		X	LIDS REQUESTED (DEV. CAND)
C. Preservation of Natural Features					
1. Preservation of quality vegetation		X	X	X	AMERICAN CHESNUT
2. Preservation of natural landforms					
3. Minimize site disturbance as a result of clearing or grading limits		X	X	X	
D. Other Environmental Quality Improvements					
1. Mitigation of highway-related noise impacts		X		X	
2. Siting roads and buildings for increased energy conservation (Including solar access)	X				

II. AREA-WIDE MINOR DEVELOPMENT ELEMENTS					
	Not Applicable	Applicable	Essential	Satisfied	Comments
A. Increased Open Space					
1. Non-stream valley habitat EQCs	X				
2. Increased on-site open space		X		X	
B. Protection of Ground Water Resources					
1. Protection of aquifer recharge areas	X				
C. Stormwater Management (BMP)					
1. Control of off-site flows		X		X	IN-PLACE
2. Storage capacity in excess of design storm requirements		X		X	IN-PLACE
D. Energy Conservation					
1. Provision of energy conscious site plan		X			

III. AREA-WIDE MAJOR DEVELOPMENT ELEMENTS

FAIRFAX CENTER CHECKLIST

Environmental Systems

Case Number: --

Plan Date: --

Not

	Applicable	Not Applicable	Applicable	Essential	Satisfied	Comments
A. Innovative Techniques						
1. Innovative techniques in stormwater management			X			LIDS
2. Innovative techniques in air or noise pollution control and reduction			X			
3. Innovative techniques for the restoration of degraded environments	X					

FAIRFAX CENTER CHECKLIST

Provision of Public Facilities

Case Number: --

Plan Date: --

Not Applicable Applicable Essential Satisfied Comments

I. AREA-WIDE BASIC DEVELOPMENT ELEMENTS					
	Not Applicable	Applicable	Essential	Satisfied	Comments
A. Park Dedications					
1. Dedication of stream valley parks in accordance with Fairfax County Park Authority policy	X				
B. Public Facility Site Dedications					
1. Schools		X		X	CONTRIBUTION
2. Police/fire facilities	X				

II. AREA-WIDE MINOR DEVELOPMENT ELEMENTS					
	Not Applicable	Applicable	Essential	Satisfied	Comments
A. Park Dedications					
1. Dedication of parkland suitable for a neighborhood park	X				
B. Public Facility Site Dedication					
1. Libraries	X				
2. Community Centers	X				
3. Government offices/facilities	X				

III. AREA-WIDE MAJOR DEVELOPMENT ELEMENTS					
	Not Applicable	Applicable	Essential	Satisfied	Comments
A. Park Dedications					
1. Community Parks		X	X	X	PUBLIC PLAZA/PARK PER PLAN
2. County Parks	X				
3. Historic and archeological parks	X				
B. Public Indoor or Outdoor Activity Spaces					
1. Health clubs	X				
2. Auditoriums/theaters	X				
3. Athletic fields/major active recreation facilities	X				

FAIRFAX CENTER CHECKLIST

Land Use - Site Planning

Case Number: --

Plan Date: --

Not

Applicable Applicable Essential Satisfied Comments

I. AREA-WIDE BASIC DEVELOPMENT ELEMENTS					
A. Site Considerations	Applicable	Applicable	Essential	Satisfied	Comments
1. Coordinated pedestrian and vehicular circulation systems		X	X	X	
2. Transportation and sewer infrastructure construction phased to development construction	X				
3. Appropriate transitional land uses to minimize the potential impact on adjacent sites		X	X	X	
4. Preservation of significant historic resources	X				
B. Landscaping					
1. Landscaping within street rights-of-way		X		X	
2. Additional landscaping of the development site where appropriate		X		X	
3. Provision of additional screening and buffering		X		X	

II. AREA-WIDE MINOR DEVELOPMENT ELEMENTS					
A. Land Use/Site Planning	Applicable	Applicable	Essential	Satisfied	Comments
1. Parcel consolidation	X				
2. Low/Mod income housing		X	X	X	ADUs / WDPUs
B. Mixed Use Plan					
1. Commitment to construction of all phases in mixed-use plans	X				
2. 24-hour use activity cycle encouraged through proper land use mix	X				
3. Provision of developed recreation area or facilities		X			

FAIRFAX CENTER CHECKLIST

Land Use - Site Planning

Case Number: --

Plan Date: --

Not

	Applicable	Applicable	Essential	Satisfied	Comments
III. AREA-WIDE MAJOR DEVELOPMENT ELEMENTS					
A. Extraordinary Innovation					
1. Site design		X			
2. Energy conservation		X			

FAIRFAX CENTER CHECKLIST

Detailed Design

Case Number: --
 Plan Date: --

	Not		Applicable		Essential	Satisfied	Comments
	Applicable	Applicable	Applicable	Essential			
A. Detailed Site Design							
1. Structured parking with appropriate landscaping		X		X		X	
2. Major plazas		X		X		X	
3. Street furnishings to include structures (special planters, trellises, kiosks, covered pedestrian areas (arcades, shelters, etc.), Water features/pools, ornamental fountains, and special surface treatment		X				X	
4. Landscaping of major public spaces		X				X	

FAIRFAX CENTER CHECKLIST

Summary

Case Number: --

Plan Date: --

I. BASIC DEVELOPMENT ELEMENTS

1. Applicable Elements	21
2. Elements Satisfied	21
3. Ratio	100%

II. MINOR DEVELOPMENT ELEMENTS

1. Applicable Elements	19
2. Elements Satisfied	15
3. Ratio	79%

III. MAJOR DEVELOPMENT ELEMENTS

1. Applicable Elements	13
2. Elements Satisfied	9
3. Ratio	69%

IV. ESSENTIAL DEVELOPMENT ELEMENTS

1. Applicable Elements	14
2. Elements Satisfied	14
3. Ratio	100%

V. MAJOR TRANSPORTATION DEVELOPMENT ELEMENTS

1. Applicable Elements	4
2. Elements Satisfied	4
3. Ratio	100%

VI. LOW/MODERATE INCOME HOUSING ELEMENT

yes no



County of Fairfax, Virginia

MEMORANDUM

DATE: August 15, 2007

TO: Regina Coyle, Director
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Angela Kadar Rodeheaver, Chief
Site Analysis Section
Department of Transportation 

SUBJECT: Transportation Impact

FILE: 3-4 (RZ 82-P-069)

REFERENCE: PCA 82-P-069-16, CDPA 82-P-069-7-1, FDPA 82-P-069-6-11,
FDPA 82-P-069-11-5; Fair Lakes Center Assoc. L.P.
Traffic Zone: 1683
Land Identification: 55-2 ((1)) 9A

The following comments reflect the position of the Department of Transportation and are based on the development plan revised to August 1, 2007, draft proffers last dated August 2, 2007, and a traffic impact analysis dated May 2, 2007. The applicant is seeking rezoning approval in order to construct a 235gsf office building(s) including 22,000gsf of cellar space. Of this total, 118,000 is previously approved but not developed square footage.

Transportation Overview. This building is part of an overall expansion of the Fair Lakes Development by approximately 1,375,000gsf. The 1.375 million square feet of additional development is located throughout Fair Lakes, and will have a cumulative impact on traffic in the area. The applicant's traffic study indicates the these additional uses will generate over 12,900 new trips per day and this is after a 10% office/residential reduction for synergy/transit and a 15% reduction for retail pass-by trips.

Fair Lakes Parkway/Fairfax Parkway Intersection. The study indicates that 78% of the office, 66% of the retail and 82% of the residential trips generated with the proposed development will access the site via the Fairfax Parkway/Fair Lakes Parkway intersection. Based on the applicant's traffic counts, the new development would increase the existing p.m. peak hour traffic through the intersection by approximately 13.8%.

An interchange is presently under design with plans completed to the 70% level. Construction funding is being identified, but a total cost for the interchange has not yet been determined. Based on plans engineered to date, the latest interchange cost estimate is 75 Million Dollars. Some additional right-of-way and easements will be needed, primarily to facilitate construction of sound walls, storm water detention, and trails.

In addition to these current applications, right-of-way and/or easements will be needed from various parcels previously rezoned with RZ 82-P-069. No density value remains with these properties. As such, it would be desirable for the applicant to provide dedication and easements as needed from all parcels associated with RZ 82-P-069, but at a minimum, from all properties now submitted for additional development.

Comprehensive Plan Concerns. The adopted Comprehensive Plan states that:

“The intersection of Fairfax County Parkway and the Fair lakes Parkway is above capacity, and a grade-separated interchange is planned and under design. Additional mitigation measures to facilitate construction of this interchange should be provided with new development above the .25 FAR overlay level”.

In order to address the above Plan language, the applicant should commit to a monetary contribution to aid in construction of the interchange.

Specific Transportation Concerns. The following issues are related to this specific application.

1. Commitment to provide all easements and right-of-way needed for construction of the Fair Lakes Parkway/Fairfax County Parkway interchange project, VDOT project 7100-029-353. [The interchange plans to date do not identify the need for easements or right-of-way from this site, but the design plans are not yet complete, and minor easements/dedication may be needed.]
2. Provision of a per square footage contribution towards construction of the Fair Lakes Parkway/Fairfax County Parkway interchange, VDOT project 7100-029-353.
3. Enhancement of the Transportation Demand Management commitments. The draft proffers include a TDM program, with a reduction of 10% in office/residential vehicle trips. A 10% reduction in trip generation was already assumed by the applicant for synergy between uses. Other suburban locations have committed to at least 20 percent. Given the size of the proposed development and increase in traffic to adjoining roadways, a greater reduction commitment is appropriate.
4. Modification of the draft Proffer 16.B.5. The commitment for signal installation is for the signal to be installed prior to Non-RUP for the office building. It may be appropriate for installation of the signal to occur at a later point in time. The commitment time-frame should

Regina Coyle, Director
August 15, 2007
Page 3 of 3
(PCA 016)

be modified to allow for installation at any point to build-out of the three applications associated with this proffer commitment.

5. Limitation of Cellar Space usage. The applicant has identified cellar usage of 22,000gsf. The applicant should commit that cellar space usage for retail or office space for this site will not exceed the 22,000gsf identified on the development plan.

6. Provision of an exhibit of proposed transportation improvements. A functional level exhibit of the proposed transportation improvements should be provided for clarification. The exhibit should delineate all proposed improvements, and identify which are to be provided with each zoning amendment request. It may be appropriate to modify proffer commitments to free-flow right turn lanes in favor of right turn lanes which are a part of the intersections.

VDOT staff have identified the potential need to provide a right turn deceleration lane into the site from Fair Lakes Circle, and questions whether the left turn storage is adequate. The existing left turn lane can not be extended, and the need for a right turn lane can be evaluated at time of site plan review.

AKR/CAA

Michelle Brickner, Director, Office of Site Development Services, DPW&ES
Ellen Gallagher, Director, Capital Projects and Operations Division, FCDOT
Paul Mounier, Transit Services, FCDOT



County of Fairfax, Virginia

MEMORANDUM

DATE: August 15, 2007

TO: Regina Coyle, Director
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Angela Kadar Rodeheaver, Chief *AKR by CPD*
Site Analysis Section
Department of Transportation

SUBJECT: Transportation Impact

FILE: 3-4 (RZ 82-P-069)

REFERENCE: PCA 82-P-069-19, CDPA 82-P-069-3-2, FDPA 82-P-069-9-8;
Fair Lakes Center Assoc. L.P.
Traffic Zone: 1685
Land Identification: 55-2 ((5)) A1, B, and part of D2

The following comments reflect the position of the Department of Transportation and are based on the development plan revised to August 1, 2007, draft proffers last dated August 2, 2007, and a traffic impact analysis dated May 2, 2007. The applicant is seeking rezoning approval in order to construct a 175 room hotel with approximately 8,800gsf support retail. Approximately 3,800 square feet of exiting retail will be removed with development of the hotel, for a net support retail increase of 5,000gsf.

Transportation Overview. This building is part of an overall expansion of the Fair Lakes Development by approximately 1,375,000gsf. The 1.375 million square feet of additional development is located throughout Fair Lakes, and will have a cumulative impact on traffic in the area. The applicant's traffic study indicates the these additional uses will generate over 12,900 new trips per day and this is after a 10% office/residential reduction for synergy/transit and a 15% reduction for retail pass-by trips.

Fair Lakes Parkway/Fairfax Parkway Intersection. The study indicates that 78% of the office, 66% of the retail and 82% of the residential trips generated with the proposed development will access the site via the Fairfax Parkway/Fair Lakes Parkway intersection. Based on the applicant's traffic counts, the new development will increase the p.m. peak hour traffic through the intersection by approximately 13.8%.

An interchange is presently under design with plans completed to the 70% level. Construction funding is being identified, but the total cost of the interchange has not yet been determined. The current cost estimate, based on plans completed to date, is 75 Million Dollars. Some additional right-of-way and easements will be needed, primarily to facilitate construction of sound walls, storm water detention, and trails.

In addition to these current applications, right-of-way and/or easements will be needed from various parcels previously rezoned with RZ 82-P-069. No density value remains with these parcels. As such, it would be desirable for the applicant to provide dedication and easements as needed from all parcels associated with RZ 82-P-069, but at a minimum, from all properties now submitted for additional development.

Comprehensive Plan Concerns. The adopted Comprehensive Plan states that:

“The intersection of Fairfax County Parkway and the Fair lakes Parkway is above capacity, and a grade-separated interchange is planned and under design. Additional mitigation measures to facilitate construction of this interchange should be provided with new development above the .25 FAR overlay level”.

In order to address the above Plan language, the applicant should commit to a monetary contribution to aid in construction of the interchange.

Specific Transportation Concerns. The following issues are related to this specific application.

1. Commitment to provide all easements and right-of-way needed for construction of the Fair Lakes Parkway/Fairfax County Parkway interchange project, VDOT project 7100-029-353. [The interchange plans to date do not identify the need for easements or right-of-way from this site, but the design plans are not yet complete, and minor easements/dedication may be needed.]
2. Provision of a per square footage contribution towards construction of the Fair Lakes Parkway/Fairfax County Parkway interchange, VDOT project 7100-029-353.
3. Inclusion of hotel employees in the TDM program. It would be desirable to include hotel employees in the TDM program developed for office workers.
4. Limitation of Cellar Space square footage. The applicant has not identified any cellar space usage, and no usage was included in the transportation analyses completed for Fair Lakes. It is not unusual for theaters, retail space such as health clubs, and some office space to be located below street level. As such the applicant should commit that cellar space usage for retail or office space will not exceed ten percent total ground floor square footage for the development. At this particular site it is recognized that, due to the slope of the site, uses on the lobby level

Regina Coyle, Director
August 15, 2007
Page 3 of 3
(PCA 019)

of the hotel might be identified as cellar level development. The cellar space limitation requested herein is for development below the lobby level [main entry level] of the hotel.

5. Provision of an exhibit of proposed transportation improvements. A functional level exhibit of the proposed transportation improvements should be provided for clarification. The exhibit should delineate all proposed improvements, and identify which are to be provided with each zoning amendment request.

6. Modification of Draft Proffer 9.B. Draft Proffer 9.B provides for a bus shelter on the south [opposite] side of Fair Lakes Circle from the site. A stop now exists on the same side of Fair Lakes Circle as the site and adjacent to the site entrance. It would be desirable for the applicant to commit to provide a shelter on either side of Fair Lakes Circle, with the final location to be determined by FCDOT transit services at time of site plan review.

AKR/CAA

Michelle Brickner, Director, Office of Site Development Services, DPW&ES
Ellen Gallagher, Director, Capital Projects and Operations Division, FCDOT
Paul Mounier, Transit Services, FCDOT



COMMONWEALTH of VIRGINIA

DAVID S. EKERN, P.E.
COMMISSIONER

DEPARTMENT OF TRANSPORTATION

14685 Avion Parkway
Chantilly, VA 20151
(703) 383-VDOT (8368)

August 15, 2007

Ms. Regina Coyle
Director of Zoning Evaluation
Department of Planning and Zoning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5511

Re: Fair Lakes-Land Bay V-B
PCA 82-P-069-16, CDPA 82-P-07-01, FDPA 82-P-069-06-11/ FDPA82-P-069-11-5
Tax Map: 55-2((1)) 9A (pt.)

Dear Ms. Coyle:

We have reviewed the referenced plan as requested and offer the following comments:

1. The applicant should dedicate the right of way and easements consistent with the Comprehensive Plan and planned VDOT interchange project 7100-029-353.
2. The County should consider a monetary contribution from the applicant toward planned VDOT interchange project 7100-029-353.
3. Right turn deceleration lanes may be required at the existing entrances, if warranted.
4. Are the existing left deceleration lanes adequate? Is a traffic signal warranted at the hotel entrance (a site specific traffic impact study should be submitted)?

If you have any questions, please call me at (703) 383-2059.

Sincerely,

A handwritten signature in black ink, appearing to read "Peter K. Germer".

Peter K. Germer, P.E.
Transportation Engineer

cc: Ms. Angela Rodeheaver



County of Fairfax, Virginia

MEMORANDUM

DATE: April 19, 2007

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 Proffered condition Amendment PCA 82-P-069-16, Conceptual Development Plan Amendment CDPA 82-P-069-07-01, Final Development Plan Amendment FDPA 82-P-069-06-11 and Final Development Plan Amendment FDPA 82-P-069-11-5

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 #421, **Fair Oaks**
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 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) 289-6325
Fax (703) 289-6398

May 2, 2007

Ms. Barbara A. Byron, Director
Fairfax County Department of Planning and Zoning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5505

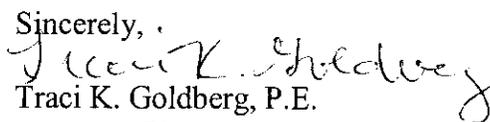
Re: FDPA 82-P-069-06-11
FDPA 82-P-069-11-05
Fair Lakes Landbay V-B

Dear Ms. Byron:

The following information is submitted in response to your request for a water service analysis for the above application:

1. The property is served by Fairfax Water.
2. Adequate domestic water service is available at the site from existing 12-inch and 8-inch water mains located at the property. See the enclosed water system map. The Generalized Development Plan has been forwarded to Plan Control for distribution to the Engineering Firm, with comments pertaining to the proposed water system layout.
3. Depending upon the configuration of the on-site water mains, additional water main extensions may be necessary to satisfy fire flow requirements and accommodate water quality concerns.
4. Any relocation to the existing water system necessary to accommodate the proposed project are at the developers expense.
5. Due to the limited detail of these plans, Fairfax Water will provide comprehensive comments regarding water facilities design upon submittal of final site plan.

If you have any questions regarding this information please contact Samantha Kearney at (703) 289-6313.

Sincerely,

Traci K. Goldberg, P.E.
Manager, Planning

Enclosure



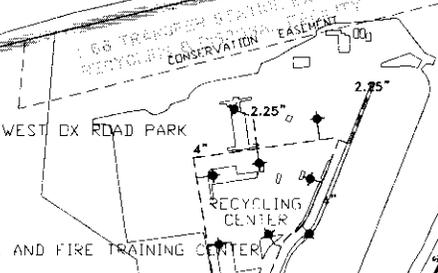
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T.M. 45-4, 46-3, 55-2, 56-1



FAIRFAX COUNTY LANDFILL AND FIRE TRAINING CENTER

FAIRFAX COUNTY, VIRGINIA

MEMORANDUM

TO: Staff Coordinator
Zoning Evaluation Division, OCP

DATE: August 29, 2007

FROM: Gilbert Osei-Kwadwo (Tel: 324-5025)
System Engineering & Monitoring Division
Office of Waste Management, DPW

SUBJECT: Sanitary Sewer Analysis Report

REFERENCE: Application No. PCA 82-P-069-16
Tax Map No. 055-2-((01))-9A

The following information is submitted in response to your request for a sanitary sewer analysis for above referenced application:

1. The application property is located in the CUB RUN (T4) Watershed. It would be sewered into the UOSA Treatment Plant.
2. Based upon current and committed flow, excess capacity is available in the Upper Occoquan Sewer Authority Treatment Plant at this time. For purposes of this report, committed flow shall be deemed as for which fees have been previously paid, building permits have been issued, or priority reservations have been established by the Board of Supervisors. No commitment can be made, however, as to the availability of treatment capacity for the development of the subject property. Availability of treatment capacity will depend upon the current rate of construction and the timing for development of this site.
3. An existing 8 inch line located in AN EASEMENT and ON the property is adequate for the proposed use at this time.
4. The following table indicates the condition of all related sewer facilities and the total effect of this application.

<u>Sewer Network</u>	<u>Existing Use + Application</u>		<u>Existing Use + Application + Previous Rezoning</u>		<u>Existing Use + Application + Comp. Plan</u>	
	<u>Adeq.</u>	<u>Inadeq.</u>	<u>Adeq.</u>	<u>Inadeq.</u>	<u>Adeq.</u>	<u>Inadeq.</u>
Collector	<u>X</u>	<u> </u>	<u>X</u>	<u> </u>	<u>X</u>	<u> </u>
Submain	<u>X</u>	<u> </u>	<u>X</u>	<u> </u>	<u>X</u>	<u> </u>
Main/Trunk	<u>X</u>	<u> </u>	<u>X</u>	<u> </u>	<u>X</u>	<u> </u>
Interceptor						
Outfall						

5. Other pertinent information or comments:



County of Fairfax, Virginia

MEMORANDUM

AUG 15 2007

DATE:

TO: William O'Donnell, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Qayyum Khan, Chief Stormwater Engineer *QK*
Environmental and Site Review Division East
Department of Public Works and Environmental Services

SUBJECT: Proffered Condition Amendment, Final Development Plan Amendment and Conceptual Development Plan Amendment Applications PCA 82-P-069-16, FDP A 82-P-069-6-11 and CDPA 82-P-069-07-01, Plan Dated August 1, 2007, LDS Project 5727-ZONA-010-2, Tax Map #055-2-01-0009-A (Property), Cub Run Watershed, Sully District

We have reviewed the subject submission and offer the following comments related to Stormwater Management (SWM):

Chesapeake Bay Preservation Ordinance

There is no Resource Protection on the Property. This area is located within the Water Supply Protection Overlay District.

Floodplain

There is no regulated floodplain on the Property.

Downstream Drainage Complaints

There are no downstream drainage complaints on file.

Site Outfall

Erosive velocities should be prevented by suitable control measures.

SWM

SWM is provided by the existing facilities. Low Impact Development measures are recommended to reduce the volume of runoff leaving the site.

If further assistance is desired, please contact me at 703-324-1720.

QK/dah

cc: Steve Aitcheson, Director, Stormwater Planning Division, DPWES
Zoning Application File

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 711 • FAX 703-324-8359





FAIRFAX COUNTY PARK AUTHORITY

MEMORANDUM



TO: Regina M. Coyle, Director
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Sandy Stallman, Manager
Park Planning Branch 

DATE: July 24, 2007

SUBJECT: PCA 82-P-069-16, CDPA 82-P-069-07-1, FDPA 82-P-069-11, FDPA 82-P-069-11-5
(Fair Lakes Land Bay V-B) - ADDENDUM

The Park Authority staff has reviewed the Conceptual/Final Development Plan dated July 10, 2007 and the accompanying Proffer Statement dated July 12, 2007, for the above referenced application. Comments provided here are addenda to comments provided in an earlier memo dated May 18, 2007.

This application proposes to add 100,000 square feet of office use. The Park Authority reiterates our request that the applicant proffer \$0.27 per square foot of commercial uses to FCPA for recreational facility development in the service area of the subject property. This is a typical request for the Fairfax Center Area and is supported by the Comprehensive Plan. The recommended contribution of \$0.27 per square foot should result in a proffer of \$27,000 to the Park Authority to be spent on recreational facility development in the service area of the subject property.

The development plan shows a central plaza/park adjacent to the entrance drive of the L-shaped building. This amenity area could be made slightly larger and more pedestrian-friendly by eliminating the two adjacent rows of parking spaces on the east and west sides. The development plan provides an excess of parking by several hundred spaces, so the elimination of approximately 30 parking spaces in this area should have minimal impact.

Finally, the Park Authority recommends that the applicant include a statement in the proffers that they will place a public access easement on the plaza and its pedestrian connections.

SS/ad

cc: Chron Binder
File Copy



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

DATE: May 18, 2007

SUBJECT: PCA 82-P-069-15, CDPA 82-P-069-03-01, FDPA 82-P-069-10-4, FDPA 82-P-069-1-14
(Fair Lakes Land Bay V-A)

PCA 82-P-069-16, CDPA 82-P-069-07-1, FDPA 82-P-069-11, FDPA 82-P-069-11-5
(Fair Lakes Land Bay V-B)

PCA 82-P-069-17, FDPA 82-P-069-08-05, CDPA 82-P-069-03-03
(Fair Lakes Land Bay V-A)

PCA 82-P-069-18, CDPA 82-P-069-05-01, FDPA 82-P-069-13-10
(Fair Lakes Land Bay IV-A)

PCA 82-P-069-19, CDPA 82-P-069-3-2, FDPA 82-P-069-9-8
(Fair Lakes Land Bay VII-B)

PCA 82-P-069-20, CDPA 82-P-069-1-1, FDPA 82-P-069-1-15
(Fair Lakes Land Bay VI-A)

BACKGROUND

The Park Authority staff has reviewed the proposed Development Plans dated February 27, 2007, for the above referenced applications. The subject properties for these applications are located in the same general area of the Fairfax Center Area, therefore, they will be addressed in one memorandum, with specific comments for each Land Bay under separate headings. The subject applications propose infill development on several surface parking lot areas within the Fair Lakes development area. This includes two new residential buildings with a total of 497 multi-family dwelling units, an additional 487,000 square feet of office space, 145,000 square feet of new retail space and a 105,000 square feet of hotel use (150 rooms). Based on the average multi-family household size of 1.82 in the Bull Run Planning District, the development could add 904 new residents to the Springfield Supervisory District.

COMPREHENSIVE PLAN CITATIONS

1. Park Services and New Development (The Policy Plan, Parks and Recreation Objective 6, p. 8)

“Objective 6: Ensure the mitigation of adverse impacts to park and recreation facilities and service levels caused by growth and land development through the provision of proffers, conditions, contributions, commitments, and land dedication.”

“Policy a: Offset residential development impacts to parks and recreation resources, facilities and service levels based on the adopted facility service level standards (Appendix 2). The provision of suitable new park and recreational lands and facilities will be considered in the review of land development proposals in accordance with Residential Development Criteria - Appendix 9 of the Land Use element of the Countywide Policy Plan.”

“Policy b: To implement Policy a. above, residential land development should include provisions for contributions, or dedication, to the Park Authority of usable parkland and facilities, public trails, development of recreational facilities on private open space, and/or provision of improvements at existing nearby park facilities.”

“Policy c: Non-residential development should offset significant impacts of work force growth on the parks and recreation system.”

2. Urban Park Development (The Policy Plan, Parks and Recreation, Park Classification System, Local Parks, p. 10-11, adopted June 20, 2005)

“In urban areas, urban-scale local parks are appropriate. These publicly accessible urban parks should include facilities that are pedestrian-oriented and provide visual enhancement, a sense of identity, opportunities for social interactions, enjoyment of outdoor open space and performing and visual arts. Urban parks are generally integrated into mixed use developments or major employment centers in areas of the County that are planned or developed at an urban scale. Areas in the County that are generally appropriate for urban parks include Tysons Corner Urban Center, Transit Station Areas, Suburban Centers, Community Business Centers and identified “Town Centers” or mixed-use activity centers. Urban parks can be administered by private land owners, Fairfax County Park Authority, or through joint public and private sector agreements for public benefit.

Primary elements of urban-scale local parks are ease of non-motorized access and a location that complements, or is integrated with, surrounding uses. Features may include urban style plazas, mini-parks, water features and trail connections, oriented to pedestrian and/or bicycle use by employees and residents. Park architectural characteristics reflect the built environment. Short-term, informal activities and programmed events during lunch hours and after-work hours are intended to foster social interactions among users, provide leisure

opportunities, and create a visual identity to strengthen sense of place and orientation. In urban areas, park size is typically less than five acres and often under ½ acre. Service area is generally within a 5-10 minute walking distance from nearby offices, retail and residences. Well-conceived and executed design is critical to the viability of this type of park. To be successful urban parks need high visibility, easy access, lots of pedestrian traffic, immediacy of casual food service, access to basic utilities, landscaped vegetated areas, ample seating, high quality materials, a focal point or identity, regular custodial maintenance, and an inviting and safe atmosphere.”

3. Park and Recreation Needs (Comprehensive Plan, Area III, Fairfax Center Area, Area Wide Recommendations, Parks and Recreation, p. 41)

“The Fairfax Center Area represents both an opportunity and a challenge to create a new model for the provision of park and recreation facilities in an urban environment. The opportunity is to enhance the quality of life by locating these facilities in those (sic) proximity to the workplace as well as residences within a Suburban Center. The challenge is to institute cooperative public and private sector efforts to protect significant ecological and heritage resources and to provide a full range of facilities to accommodate the active and passive recreational needs of the community. Planning for places to play should therefore be a major priority in the development of the Fairfax Center Area.”

....

“On-site Neighborhood Park facilities should be provided as part of all planned residential development. In addition to the linear park along Monument Drive, other urban parks in the form of plazas at major road intersections and other locations are recommended as integral features of the Fairfax Center Area to be developed primarily by the private sector. Planning and program support should be provided by public agencies.”

4. Park and Recreation Needs (Comprehensive Plan, Area III, Fairfax Center Area, Land Unit G, Recommendations, Land Use, p. 63) *applies to Fair Lakes Land Bay IV-A*

“As an option at the overlay level, development of the northeastern portion of the Fair Lakes Shopping Center, which is generally bounded by Fair Lakes Parkway, Fair Lakes Circle and the Fairfax County Parkway, (specifically Tax Map Parcels 55-2((4))12, 19, and 26A), may be appropriate for up to 140,000 SF of retail use and up to 120,000 SF of office use if the following conditions are met:

....

- Outdoor seating, urban parks or plazas, and extensive landscaping should be provided in any new development;”

5. Park and Recreation Needs (Comprehensive Plan, Area III, Fairfax Center Area, Land Unit H, Sub-units H1 & H2, Recommendations, Land Use, p. 63) *applies to Fair Lakes Land Bay V-A*

“As an option at the overlay level, the redevelopment of the surface parking lot associated with Tax Map 55-2((1))9A may be appropriate for up to 100,000 SF of hotel or office uses provided that the following conditions are met:

- Amenities such as the inclusion of a restaurant or an indoor recreation facility should be provided if a hotel is constructed. If an office building or hotel is constructed, major or minor plazas, gathering spaces or other urban park features should be provided within or adjacent to the hotel or office use to promote activity between the existing office, hotel and residential uses;”

....

“As an option at the overlay level, Tax Map Parcels 55-2((1))6, 11A1 and 11B1 may be appropriate for up to 267,000 SF of office use, provided that the following conditions are met:

....

- Provision of a centrally located, publicly accessible urban park or plaza with extensive landscaping.”

....

“As an option at the overlay level, the redevelopment of the surface parking lot associated with Tax Map 55-2((1))8 may be appropriate for up to 350,000 SF of residential development if the following conditions are met:

....

- A publicly accessible urban park or park features should be included on the site, such as major or minor plazas, gathering spaces, athletic courts, tot lots, special landscaping, street furniture and pedestrian amenities. Impacts on Park Authority resources should be offset through the provision of or contribution to active recreation facilities in the service area of the development;

6. Park and Recreation Needs (Comprehensive Plan, Area III, Fairfax Center Area, Land Unit I3, Recommendations, Land Use, p. 70) *applies to Fair Lakes Land Bay VI-A*

“As an option at the overlay level, the redevelopment of the surface parking lot associated with Tax Map 45-4((1))25E may be appropriate for up to 350,000 SF of residential uses if the following conditions are met:

....

- A publicly accessible urban park or park features should be included on the site, such as major or minor plazas, gathering spaces, athletic courts, tot lots, special landscaping, street furniture and pedestrian amenities. Impacts on Park Authority resources should be offset through the provision of or contribution to active recreation facilities in the service area of the development;”

ANALYSIS AND RECOMMENDATIONS

Recreational Impact:

The Park Authority’s primary concern is the lack of park and recreational facilities for the proposed commercial and residential uses. The 497 new dwelling units proposed for the Fair

Lakes development area would add approximately 904 residents to the current population of the Springfield Supervisory District. Pursuant to the recreational facility standards in the Park Authority's adopted Needs Assessment, the development of nearly 1,000 new residents generates the need for five acres of Local parkland and thirteen acres of District parkland. The new residents created by the proposed development will generate a need for 4.5 acres of Local and 11.75 acres of District parkland. Recognizing the limited opportunities for parkland dedication onsite, the Park Authority recommends offsetting the impact of this development through a combination of development of private, smaller, onsite plazas and recreational facilities and a contribution for larger offsite recreational facilities at public parkland.

Currently, there is a shortage of public parkland in the Fairfax Center Area. Existing nearby parks (Arrowhead, Greenbriar and Poplar Tree Parks) meet only a portion of the demand for parkland generated by development in the Fairfax Center Area. In addition to parkland, the recreational facilities in greatest need in this area include rectangular athletic fields, youth baseball and softball fields, multi-use courts, playgrounds, picnic areas, a neighborhood skate park and trails. A lack of developable parkland in the Fairfax Center Area has limited the Park Authority's ability to provide these types of facilities. As the population and employment of the area increases, the need for all types of parkland and recreational facilities will become more significant.

Monetary Contribution to Offset the Impacts of Residential Development:

The residents of this development will need access to outdoor recreational facilities. The Fairfax County Zoning Ordinance requires provision of open space and recreational features within Planned Development Districts (see Zoning Ordinance Sections 6-110 and 16-404). The minimum expenditure for park and recreational facilities within these districts is set at \$955 per non-ADU residential unit for outdoor recreational facilities to serve the development population. (This amount was recently updated by a Zoning Ordinance Amendment to \$1500 per unit. Cases accepted for review prior to May 8, 2007, however, and approved prior to December 31, 2007 are grandfathered from the amendment and are only required to expend \$955 per unit.)

Whenever possible, the facilities should be located within the residential development site. With 497 non-ADUs proposed, the Ordinance-required amount to be spent onsite is \$474,635. Any portion of this amount not spent onsite should be dedicated to the Park Authority for recreational facility construction at one or more park sites in the service area of the development.

The \$955 per unit funds required by Ordinance offset only a portion of the impact to provide recreational facilities for the new residents generated by this development. Typically, a large portion if not all of the Ordinance-required funds are used for outdoor recreational amenities onsite (such as an outdoor pool, tennis courts, and tot lots). As a result, the Park Authority is not compensated for the increased demands caused by residential development for other recreational facilities that the Park Authority must provide (such as picnic areas, ballfields, skate parks and trails).

With the Countywide Comprehensive Policy Plan as a guide (Appendix 9, #6 of the Land Use section on page 28, as well as Objective 6, Policy a, b and c of the Parks and Recreation section on page 8), the Park Authority typically asks for a fair share contribution of \$265 per new

resident with any residential rezoning application to offset impacts to park and recreation service levels. This fair share amount allows new residents to contribute towards building additional facilities needed as the population increases. To offset the additional impact caused by the proposed development, the applicant should provide an additional \$239,560 to the Park Authority for recreational facility development at one or more of our sites located within the service area of this development.

Monetary Contribution from Commercial Development:

In addition to the residential development impact on recreational services and facilities, there is also an impact by the proposed commercial development. The Comprehensive Plan for the Fairfax Center area calls for a combination of private and public funding to contribute toward new facilities to serve both residents and workers. Recent monetary contributions to offset the impacts of commercial development in Suburban Centers have averaged \$0.27 per square foot. Applying this rate to the proposed 737,000 square feet of new commercial uses proposed on this site, the suggested commercial contribution for the proposed developments is \$198,990. Adding this amount to the suggested contribution to offset impacts of residential development, **the applicant should contribute a total of \$438,550 to the Park Authority for recreational facility development at one or more park sites located within the service area of the proposed developments.** (Separate contribution amounts for each application are provided in the discussion sections below.)

Onsite Facilities:

The Fairfax Center Area Design Guidelines and the Park and Recreation element of the Policy Plan support the concept of integrating urban-scale public open spaces into proposed mixed-use developments. The Land Use Recommendations found in the Fairfax Center Area section of the Comprehensive Plan condition five of the six proposed developments to provide some type of publicly-accessible urban park, plaza or park features in order to achieve the requested density and/or intensity. Features such as plazas, gathering places, amphitheater/performance spaces, special landscaping, fountains, sculpture and street furniture are appropriate to be integrated into these sites and surrounding areas. Recreation uses such as tennis courts, multi-use courts, volleyball courts, bocce courts, tot lots, water play features and skateboarding facilities may be incorporated into a mixed-use setting to provide residents and employees on-site recreation opportunities. The Park Authority recommends that these plazas/parks be owned and maintained by the communities within the developments but should allow for public access during daylight hours. Park Authority staff is available to consult with the applicant regarding appropriate design for these recreational and public space areas.

Following are individualized comments on each of the development plans:

***PCA 82-P-069-15, CDPA 82-P-069-03-01, FDPA 82-P-069-10-4, FDPA 82-P-069-1-14
(Fair Lakes Land Bay V-A)***

This application proposes to add 267,000 square feet of office use. The recommended contribution of \$0.27 per square foot should result in a proffer of \$ 72,090 to the Park Authority to be spent on recreational facility development in the service area. The Comprehensive Plan for this Land Bay recommends "Provision of a centrally located, publicly accessible urban park or

plaza with extensive landscaping” as a condition for approval of the requested 267,000 additional square feet of office use. The Development Plan shows an approximately 28,000 square foot rectangular plaza area in the midst of a surface parking area. The Plan does not specify whether the plaza will be hardscape, softscape, landscaped or otherwise developed with amenities and features. The Park Authority would like to see details and information on how this space will be designed and programmed to meet the open space and recreational needs of residents and employees in this portion of the Fair Lakes Area. In addition, the Plan should show how this plaza area relates to other nearby open spaces through safe and accessible pedestrian connections. Finally, the Park Authority recommends that the applicant place a public access easement on the plaza and its pedestrian connections.

***PCA 82-P-069-16, CDDPA 82-P-069-07-1, FDPA 82-P-069-11, FDPA 82-P-069-11-5
(Fair Lakes Land Bay V-B)***

This application proposes to add 100,000 square feet of office use. The recommended contribution of \$0.27 per square foot should result in a proffer of \$27,000 to the Park Authority to be spent on recreational facility development in the service area. The Comprehensive Plan states “If an office building or hotel is constructed, major or minor plazas, gathering spaces or other urban park features should be provided within or adjacent to the hotel or office use...” The Development Plan shows an approximately 9,375 square foot rectangular plaza area next to surface parking and a drop-off driveway at the entrance to the proposed office building. The Plan does not specify whether the plaza will be hardscape, softscape, landscaped or otherwise developed with amenities and features. The Park Authority would like to see details and information on how this space will be designed and programmed to meet the open space and recreational needs of residents and employees in this portion of the Fair Lakes Area. In addition, the Plan should show how this plaza area relates to other nearby open spaces through safe and accessible pedestrian connections. Finally, the Park Authority recommends that the applicant place a public access easement on the plaza and its pedestrian connections.

***PCA 82-P-069-17, FDPA 82-P-069-08-05, CDDPA 82-P-069-03-03
(Fair Lakes Land Bay V-A)***

This application proposes to add 265 multi-family dwelling units. At \$955 per unit, the applicant is required to spend \$253,075 on the development of onsite recreational amenities. Any of these funds not spent onsite should be designated to the Park Authority to be spent on recreational facility development in the service area. In addition, the recommended contribution of \$265 per dwelling unit should result in a proffer of \$127,809 to the Park Authority to be spent on recreational facility development in the service area. The Comprehensive Plan states “A publicly accessible urban park or park features should be included on the site, such as major or minor plazas, gathering spaces, athletic courts, tot lots, special landscaping, street furniture and pedestrian amenities.” The Development Plan shows an approximately 9,000 square foot square plaza area immediately adjacent to the proposed residential building. It is not clear from the drawing whether this plaza is at grade or situated at some height above grade. If at grade, it appears that the square may be surrounded by surface parking spaces. If above grade, it is not clear how the plaza is to be accessed. Is it only accessible from within the building, or are there safe pedestrian connections from the plaza to the surrounding area? The Plan does not specify whether the plaza will be hardscape, softscape, landscaped or otherwise developed with

amenities and features. The Park Authority would like to see details and information on how this space will be designed and programmed to meet the open space and recreational needs of residents and employees in this portion of the Fair Lakes Area. In addition, the Plan should show how this plaza area relates to other nearby open spaces through safe and accessible pedestrian connections. Finally, the Park Authority recommends that the applicant place a public access easement on the plaza and its pedestrian connections.

***PCA 82-P-069-18, CDPA 82-P-069-05-01, FDPA 82-P-069-13-10
(Fair Lakes Land Bay IV-A)***

This application proposes to add 120,000 square feet of office use and 140,000 square feet of retail use. The recommended contribution of \$0.27 per square foot should result in a proffer of \$70,200 to the Park Authority to be spent on recreational facility development in the service area. The Comprehensive Plan states, "Outdoor seating, urban parks or plazas, and extensive landscaping should be provided in any new development." No public park or plaza is shown on the Development Plan, however. Moreover, the proposed commercial and retail development in this Land Bay would remove the only existing landscaped open space at the Fair Lakes Shopping Center. The proposed development should not be approved unless it is redesigned so that the public park/plaza condition is met.

***PCA 82-P-069-19, CDPA 82-P-069-3-2, FDPA 82-P-069-9-8
(Fair Lakes Land Bay VII-B)***

This application proposes to add 105,000 square feet of hotel use (150 rooms). The recommended contribution of \$0.27 per square foot should result in a proffer of \$28,350 to the Park Authority to be spent on recreational facility development in the service area. No public park or plaza is shown, nor does the Comprehensive Plan require one for this Land Bay.

***PCA 82-P-069-20, CDPA 82-P-069-1-1, FDPA 82-P-069-1-15
(Fair Lakes Land Bay VI-A)***

This application proposes to add 232 multi-family dwelling units. At \$955 per unit, the applicant is required to spend \$221,560 on the development of onsite recreational amenities. Any of these funds not spent onsite should be designated to the Park Authority to be spent on recreational facility development in the service area. In addition, the recommended contribution of \$265 per dwelling unit should result in a proffer of \$110,664 to the Park Authority to be spent on recreational facility development in the service area. The Comprehensive Plan states "A publicly accessible urban park or park features should be included on the site, such as major or minor plazas, gathering spaces, athletic courts, tot lots, special landscaping, street furniture and pedestrian amenities." The Development Plan shows an approximately 25,000 square foot elevated plaza area immediately adjacent to the proposed residential building and above garage parking for the building. It is not clear how the plaza is to be accessed. If it is only accessible from within the building, it does not meet the "publicly accessible" condition. The Plan shows a swimming pool as a recreational feature of the plaza, but does not specify whether the plaza will be hardscape, softscape, or otherwise landscaped or developed with other features. The Park Authority would like to see details and information on how this space will be designed and programmed to meet the open space and recreational needs of residents and employees in this portion of the Fair Lakes Area. In addition, the Plan should show how this plaza area relates to

other nearby open spaces through safe and accessible pedestrian connections. Finally, the Park Authority recommends that the applicant place a public access easement on the plaza and its pedestrian connections.

cc: Chron Binder
File Copy

Barbara A. Byron
PCA 82-P-069-15 et al (Fair Lakes)
May 17, 2007
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ARTICLE 16**DEVELOPMENT PLANS****PART 1 16-100 STANDARDS FOR ALL PLANNED DEVELOPMENTS****16-101 General Standards**

A rezoning application or development plan amendment application may only be approved for a planned development under the provisions of Article 6 if the planned development satisfies the following general standards:

1. The planned development shall substantially conform to the adopted comprehensive plan with respect to type, character, intensity of use and public facilities. Planned developments shall not exceed the density or intensity permitted by the adopted comprehensive plan, except as expressly permitted under the applicable density or intensity bonus provisions.
2. The planned development shall be of such design that it will result in a development achieving the stated purpose and intent of the planned development district more than would development under a conventional zoning district.
3. The planned development shall efficiently utilize the available land, and shall protect and preserve to the extent possible all scenic assets and natural features such as trees, streams and topographic features.
4. The planned development shall be designed to prevent substantial injury to the use and value of existing surrounding development, and shall not hinder, deter or impede development of surrounding undeveloped properties in accordance with the adopted comprehensive plan.
5. The planned development shall be located in an area in which transportation, police and fire protection, other public facilities and public utilities, including sewerage, are or will be available and adequate for the uses proposed; provided, however, that the applicant may make provision for such facilities or utilities which are not presently available.
6. The planned development shall provide coordinated linkages among internal facilities and services as well as connections to major external facilities and services at a scale appropriate to the development.

16-102 Design Standards

Whereas it is the intent to allow flexibility in the design of all planned developments, it is deemed necessary to establish design standards by which to review rezoning applications, development plans, conceptual development plans, final development plans, PRC plans, site plans and subdivision plats. Therefore, the following design standards shall apply:

1. In order to complement development on adjacent properties, at all peripheral boundaries of the planned development district, the bulk regulations and landscaping and screening

FAIRFAX COUNTY ZONING ORDINANCE

provisions shall generally conform to the provisions of that conventional zoning district which most closely characterizes the particular type of development under consideration.

2. Other than those regulations specifically set forth in Article 6 for a particular P district, the open space, off-street parking, loading, sign and all other similar regulations set forth in this Ordinance shall have general application in all planned developments.
3. Streets and driveways shall be designed to generally conform to the provisions set forth in this Ordinance and all other County ordinances and regulations controlling same, and where applicable, street systems shall be designed to afford convenient access to mass transportation facilities. In addition, a network of trails and sidewalks shall be coordinated to provide access to recreational amenities, open space, public facilities, vehicular access routes, and mass transportation facilities.

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
PCA	Proffered Condition Amendment	ZPRB	Zoning Permit Review Branch
PD	Planning Division		
PDC	Planned Development Commercial		