



APPLICATION ACCEPTED: January 4, 2007
PLANNING COMMISSION: October 4, 2007
BOARD OF SUPERVISORS: October 15, 2007
@ 3:30 pm

County of Fairfax, Virginia

September 27, 2007

STAFF REPORT

APPLICATION RZ/FDP 2007-PR-001

PROVIDENCE DISTRICT

APPLICANT: DSF Long/Metro II, LLC and
DSF Long/Metro III, LLC

PRESENT ZONING: PRM, I-4 and I-5

REQUESTED ZONING: PRM (Planned Residential Mixed-Use)

PARCEL(S): 49-1 ((16)) 14, 15 and 16; 49-1 ((29)) all parcels;
49-1 ((30)) all parcels; 49-2 ((1)) 18 and 19

ACREAGE: PRM: 5.79 acres
I-4: 3.09 acres
I-5: 5.39 acres
TOTAL: 14.27 acres

FAR: 2.41

DENSITY: 108.63 du/ac

OPEN SPACE: 26%

PLAN MAP: Option for Mixed use and Residential with and
FAR of up to 2.25 and 1.8

PROPOSAL: To rezone from the PRM, I-4 and I-5 Districts
to the PRM District to permit a mixed-use
development to include multi-family residential
and retail uses with an option for a hotel.

N:\Long Metro RZ 2007-PR-001\RZ FDP 2007-PR-001 cover.doc

Department of Planning and Zoning

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

Excellence * Innovation * Stewardship
Integrity * Teamwork * Public Service

Phase A consists of a previously approved and constructed residential condominium development (no substantive changes proposed); Phase B consists of new construction

WAIVERS & MODIFICATIONS REQUESTED:

Modification to allow the use of underground stormwater management in a residential development subject to Waiver #24817-WPFM-001-3

Modification of private street standards to allow private streets to provide access to adjacent properties and to allow private streets in excess of 600 feet in length

Modification of transitional screening and barrier requirements in favor of that shown on the CDP/FDP

Modification of the loading requirements to allow 8 loading spaces in Phase B rather than 10 loading spaces

Modification of the loading requirements for Phase A to allow two loading spaces per building rather than three per building

Modification of PFM Standard 12-0702.1B2 to permit the reduction of the minimum planting width requirement from eight feet to six feet as shown on the CDP/FDP and as described in the proffers

STAFF RECOMMENDATIONS:

Staff recommends denial of RZ 2007-PR-001 as proposed. If it is the Board's intent to approve RZ 2007-PR-001, staff recommends that such approval be subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends denial of FDP 2007-PR-001 as proposed. If it is the Planning Commission's intent to approve FDP 2007-PR-001, staff recommends that such approval be subject to conditions consistent with those contained in Appendix 2.

It should be noted that it is not the intent of the staff to recommend that the Board, in adopting any conditions, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards; and that, should this application be approved, such approval does not interfere with, abrogate or annul any easements, covenants, or other agreements between parties, as they may apply to the property subject to this application.

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



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



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

Rezoning Application

RZ 2007-PR-001

Applicant: DSF/LONG METRO II, LLC AND
DSF/LONG METRO III, LLC

Accepted: 01/04/2007

Proposed: MIXED USE

Area: 14.27 AC OF LAND; DISTRICT - PROVIDENCE

Zoning Dist Sect:

Located: SOUTHEAST AND SOUTHWEST QUADRANT OF THE
INTERSECTION OF PROSPERITY AVENUE AND MERRILEE
DRIVE AND WEST SIDE OF GALLOW'S ROAD

Zoning: FROM PRM, I- 5 AND I- 4 TO PRM

Overlay Dist:

Map Ref Num: 49- 1 ((16)) 14, 15, 16
49- 1 ((29)) ALL PARCELS
49- 1 ((30)) ALL PARCELS
49- 2 ((1)) 18, 19

Final Development Plan

FDP 2007-PR-001

Applicant: DSF/LONG METRO II, LLC AND
DSF/LONG METRO III, LLC

Accepted: 01/04/2007

Proposed: MIXED USE

Area: 14.27 AC OF LAND; DISTRICT - PROVIDENCE

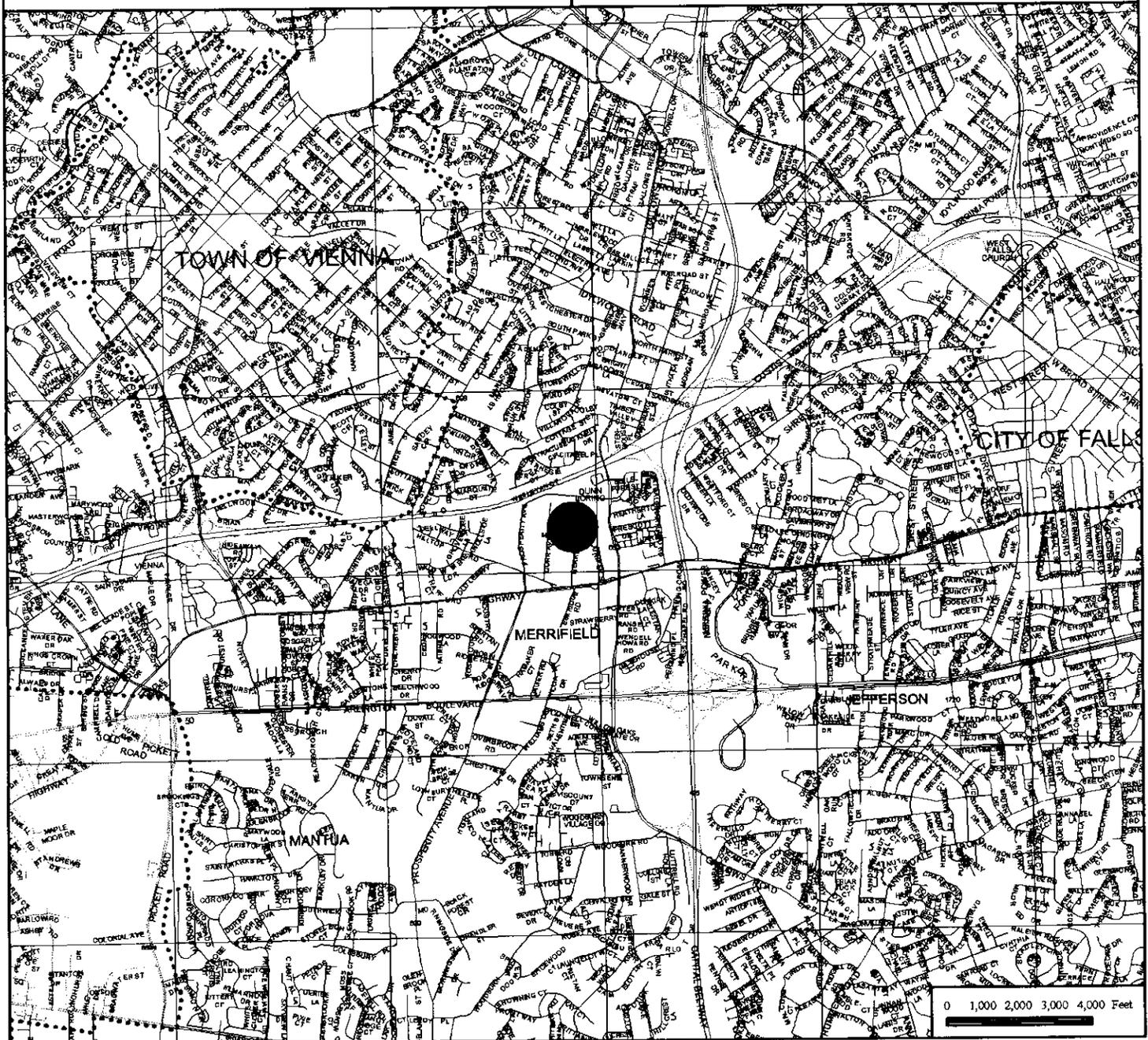
Zoning Dist Sect:

Located: SOUTHEAST AND SOUTHWEST QUADRANT OF THE
INTERSECTION OF PROSPERITY AVENUE AND MERRILEE
DRIVE AND WEST SIDE OF GALLOW'S ROAD

Zoning: PRM

Overlay Dist:

Map Ref Num: 49- 1 ((16)) 14, 15, 16
49- 1 ((29)) ALL PARCELS
49- 1 ((30)) ALL PARCELS
49- 2 ((1)) 18, 19



Rezoning Application

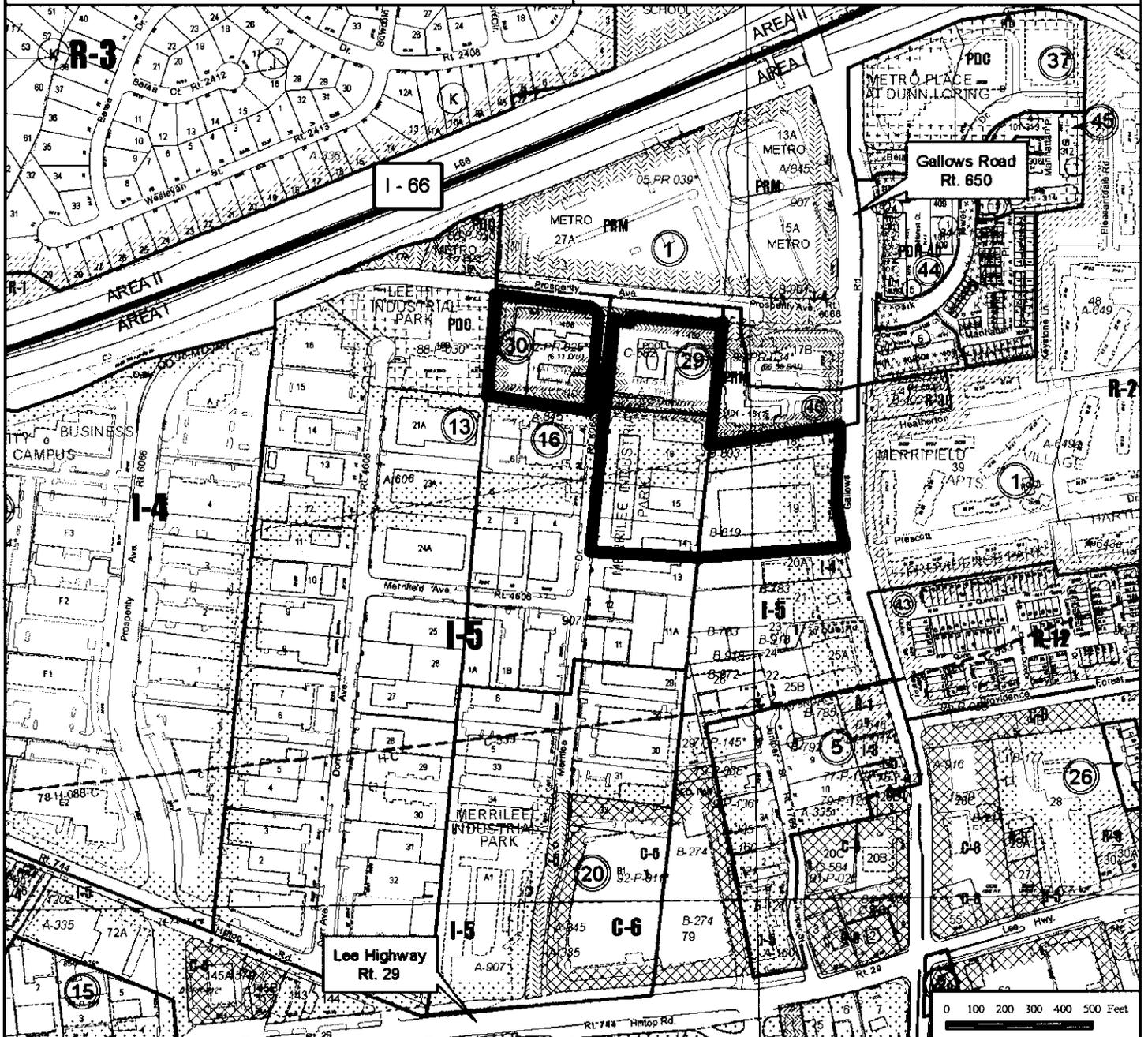
RZ 2007-PR-001

Applicant: DSF/LONG METRO II, LLC AND DSF/LONG METRO III LLC
Accepted: 01/04/2007
Proposed: MIXED USE
Area: 14.27 AC OF LAND; DISTRICT - PROVIDENCE
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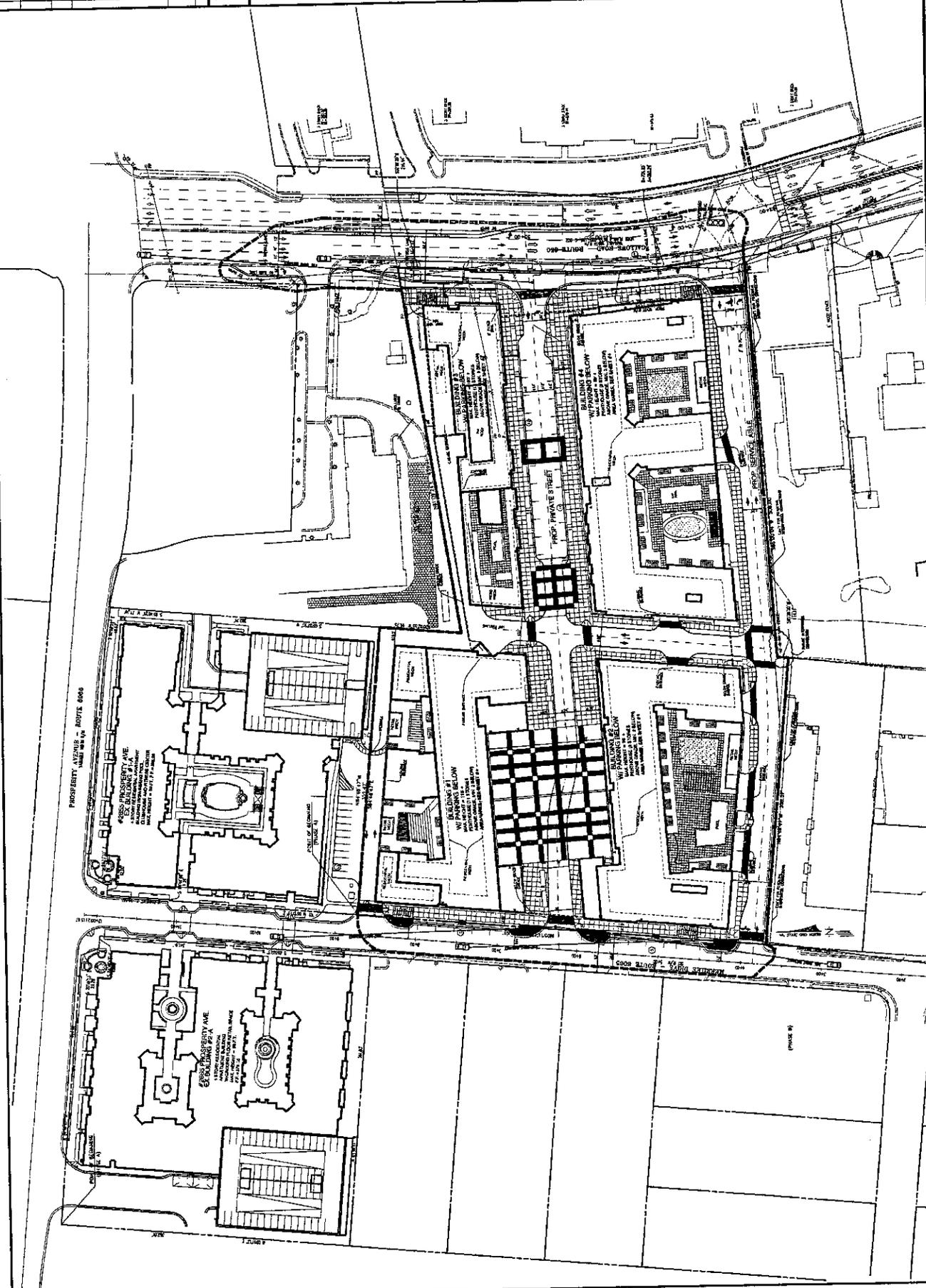
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SCALE 1"=50'
 CL = Z
 DATE: SEPT. 2006
 FAIRFAX COUNTY, VIRGINIA
 PROVIDENCE DISTRICT
 MIXED-USE DEVELOPMENT
 HALSTEAD
 OVERVIEW PLAN



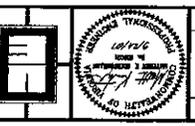
URBAN ENGINEERING & ASSOC., INC.
 CIVIL ENGINEERS - LANDSCAPE ARCHITECTS - LAND SURVEYORS
 7712 LITTLE WOOD TURNPIKE
 ANNAPOLIS, VIRGINIA 22003 (703) 442-8000

NO.	DATE	DESCRIPTION	REVISION APPROVED BY	DESIGNER	DATE



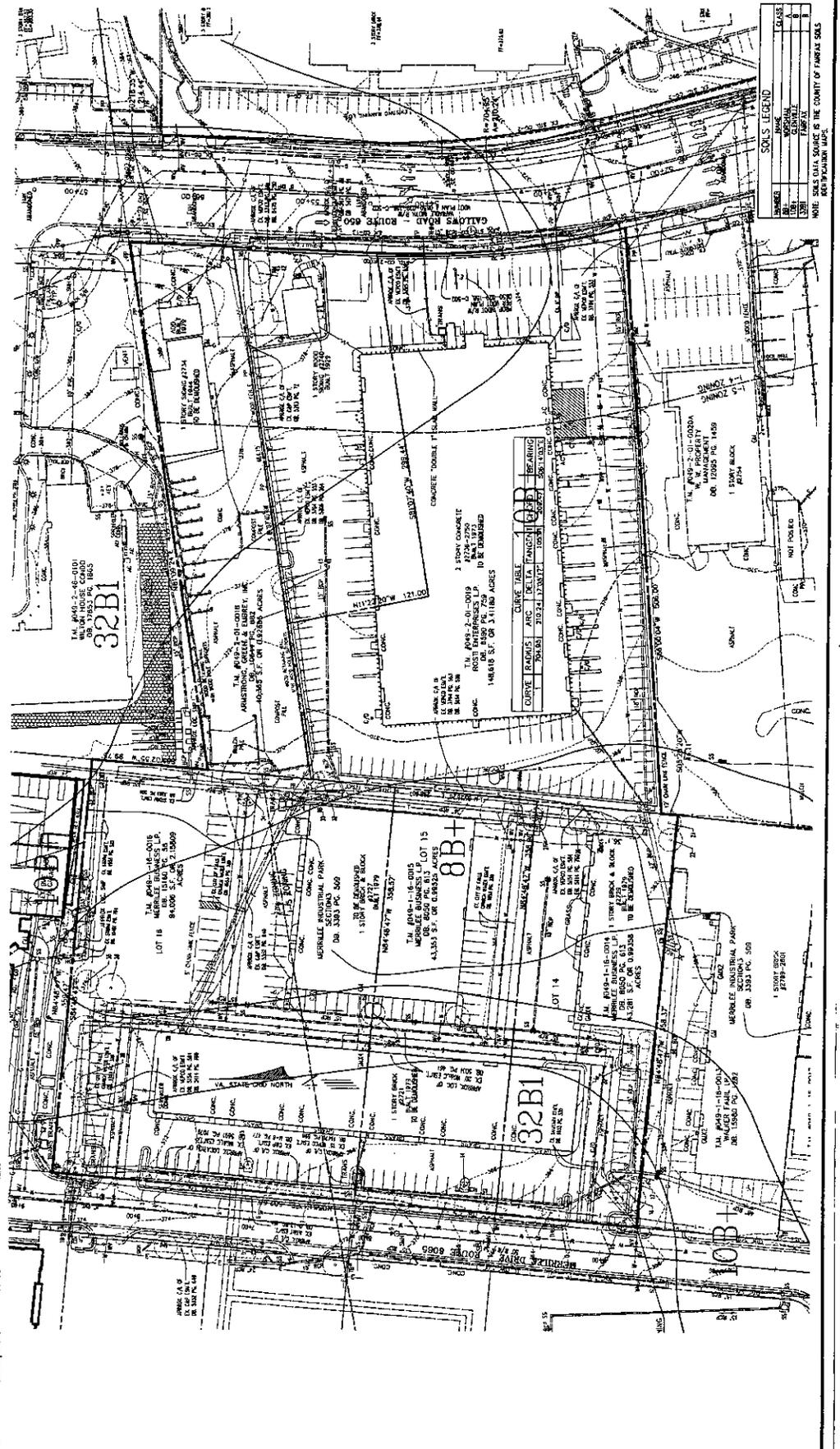
NO.	DATE	REVISION APPROVED BY DIVISION OF DESIGN REVIEW

URBAN ENGINEERING & ASSOC., INC.
 CIVIL ENGINEERS & LANDSCAPE ARCHITECTS & SURVEYORS
 2715 LITTLE WOOD DRIVE
 ALEXANDRIA, VIRGINIA 22304 (703) 642-8000



EXISTING CONDITIONS, SOILS AND VEGETATION MAP
 HALSTEAD MIXED-USE DEVELOPMENT - PHASE B
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA
 SCALE: 1"=40'
 DATE: SEPT., 2006
 CL = 2

Tree No.	Botanical Name	Common Name	Size (in. Height)
1	Acacia	Red Maple	13.75'
2	Acacia	Red Maple	11.80'
3	Acacia	Sugar Maple	8.85'
4	Acacia	Sugar Maple	11.55'
5	Acacia	Sugar Maple	12.35'
6	Acacia	Sugar Maple	12.35'
7	Acacia	Sugar Maple	12.35'
8	Acacia	Sugar Maple	11.65'
9	Acacia	Sugar Maple	12.35'
10	Acacia	Sugar Maple	12.35'
11	Acacia	Sugar Maple	12.35'
12	Acacia	Sugar Maple	12.35'
13	Acacia	Sugar Maple	12.35'
14	Acacia	Sugar Maple	12.35'
15	Acacia	Sugar Maple	12.35'
16	Acacia	Sugar Maple	12.35'
17	Acacia	Sugar Maple	12.35'
18	Acacia	Sugar Maple	12.35'
19	Acacia	Sugar Maple	12.35'
20	Acacia	Sugar Maple	12.35'



Tree No.	Botanical Name	Common Name	Size (in. Height)
37	Acacia	Red Maple	16.50'
38	Acacia	Red Maple	16.50'
39	Acacia	Red Maple	16.50'
40	Acacia	Red Maple	16.50'
41	Acacia	Red Maple	16.50'
42	Acacia	Red Maple	16.50'
43	Acacia	Red Maple	16.50'
44	Acacia	Red Maple	16.50'
45	Acacia	Red Maple	16.50'
46	Acacia	Red Maple	16.50'
47	Acacia	Red Maple	16.50'
48	Acacia	Red Maple	16.50'
49	Acacia	Red Maple	16.50'
50	Acacia	Red Maple	16.50'

SOILS LEGEND
 NAME
 CLASS
 SYMBOL
 COLOR

NOTE: SOILS DATA SOURCE IS THE COUNTY OF FAIRFAX SOILS SURVEY MAP.

FILE NO. ZP-1733

PHASE B. OPTION 1. BUILDING DATA CHART

BUILDING	USES
1	MULTI-FAMILY RESIDENTIAL WITH GROUND FLOOR SECONDARY USES
2	MULTI-FAMILY RESIDENTIAL WITH GROUND FLOOR SECONDARY USES
3	MULTI-FAMILY RESIDENTIAL WITH GROUND FLOOR SECONDARY USES
4	MULTI-FAMILY RESIDENTIAL WITH GROUND FLOOR SECONDARY USES

MANUAL DATA ADJUSTED

SECONDARY USE BASE: 100,000 SF **
 HOTEL MAX. 100 RESIDENTIAL UNITS **
 TOTAL: 1,000,000 SF **

RESIDENTIAL: 1150 RESIDENTIAL UNITS ***
 810 RESIDENTIAL UNITS ***

MAX. NO. OF UNITS PROPOSED: 1150 RESIDENTIAL UNITS ***
 810 RESIDENTIAL UNITS ***

** USE THE COMPARISON OF MAXIMUM ALLOWABLE GFA BELOW. THE ACTUAL AMOUNT OF GROUND FLOOR SECONDARY USES SHALL BE LIMITED TO THE MAXIMUM ALLOWABLE GFA. ANY VARIATION SHALL BE SHOWN IN THE MAXIMUM ALLOWABLE GFA. ANY VARIATION SHALL BE SHOWN IN THE MAXIMUM ALLOWABLE GFA. ANY VARIATION SHALL BE SHOWN IN THE MAXIMUM ALLOWABLE GFA.

*** IN ACCORDANCE WITH THE APPLICABLE PROVISIONS, THE APPLICABLE SHALL PROVIDE AS OF THE TOTAL NUMBER OF UNITS AS AFFORDABLE HOUSING UNITS AND SHALL PROVIDE 7% OF ALL PROVIDED UNITS TO BE CONSTRUCTED AS WORK FORCE HOUSING UNITS.

PHASE B. OPTION 1. PARKING/LOADING COMPUTATIONS

REQUIRED PARKING: MULTI-FAMILY RESIDENTIAL, 1.50 SPACES (1.5 SPACES) = 1,500 SPACES
 HOTEL, 1.00 SPACES @ 1.0 SPACES PER UNIT = 1,000 SPACES
 TOTAL REQUIRED PARKING: 2,500 SPACES

PROPOSED PARKING: 2,200 STRUCTURED SPACES + 10 SURFACE SPACES = 2,210 SPACES

REQUIRED LOADING: MULTI-FAMILY RESIDENTIAL, 0.75 TRUCKS (0.75 TRUCKS) = 0.75 TRUCKS
 HOTEL, 0.75 TRUCKS (0.75 TRUCKS) = 0.75 TRUCKS
 TOTAL REQUIRED LOADING: 1.50 TRUCKS

PROPOSED LOADING: 1.50 TRUCKS

NOTE: PARKING AND LOADING SPACES SHALL BE PROVIDED IN ACCORDANCE WITH THE PROVISIONS OF THE FAMILIA COUNTY ZONING ORDINANCE. LOADING SPACES SHALL BE PROVIDED IN ACCORDANCE WITH THE PROVISIONS OF THE FAMILIA COUNTY ZONING ORDINANCE.

PHASE B. OPTION 2. BUILDING DATA CHART

BUILDING	USES
1	MULTI-FAMILY RESIDENTIAL WITH GROUND FLOOR SECONDARY USES
2	MULTI-FAMILY RESIDENTIAL WITH GROUND FLOOR SECONDARY USES
3	MULTI-FAMILY RESIDENTIAL WITH GROUND FLOOR SECONDARY USES
4	MULTI-FAMILY RESIDENTIAL WITH GROUND FLOOR SECONDARY USES

MANUAL DATA ADJUSTED

SECONDARY USE BASE: 100,000 SF **
 HOTEL MAX. 100 RESIDENTIAL UNITS **
 TOTAL: 1,000,000 SF **

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GFA Allowed Based on Comprehensive Plan Recommendation
 May 14, 2007

Category	Maximum GFA	Building GFA	Maximum GFA
Residential (Phase B)	1,000,000	1,000,000	1,000,000
Hotel	1,000,000	1,000,000	1,000,000
Office	1,000,000	1,000,000	1,000,000
Retail	1,000,000	1,000,000	1,000,000
Industrial	1,000,000	1,000,000	1,000,000
Public	1,000,000	1,000,000	1,000,000
Other	1,000,000	1,000,000	1,000,000
TOTAL MAX GFA	6,000,000	6,000,000	6,000,000

GFA Allowed Based on Comprehensive Plan Recommendation
 May 14, 2007

Category	Maximum GFA	Building GFA	Maximum GFA
Residential (Phase B)	1,000,000	1,000,000	1,000,000
Hotel	1,000,000	1,000,000	1,000,000
Office	1,000,000	1,000,000	1,000,000
Retail	1,000,000	1,000,000	1,000,000
Industrial	1,000,000	1,000,000	1,000,000
Public	1,000,000	1,000,000	1,000,000
Other	1,000,000	1,000,000	1,000,000
TOTAL MAX GFA	6,000,000	6,000,000	6,000,000

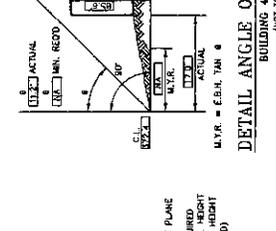
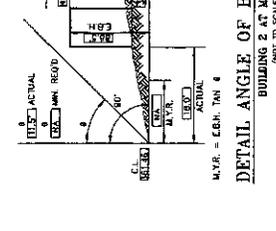
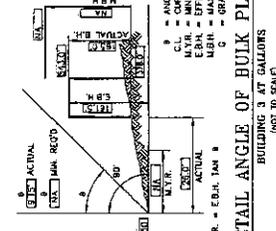
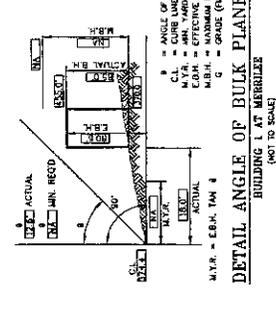
*Includes conversion of density credit for land previously dedicated for public uses.

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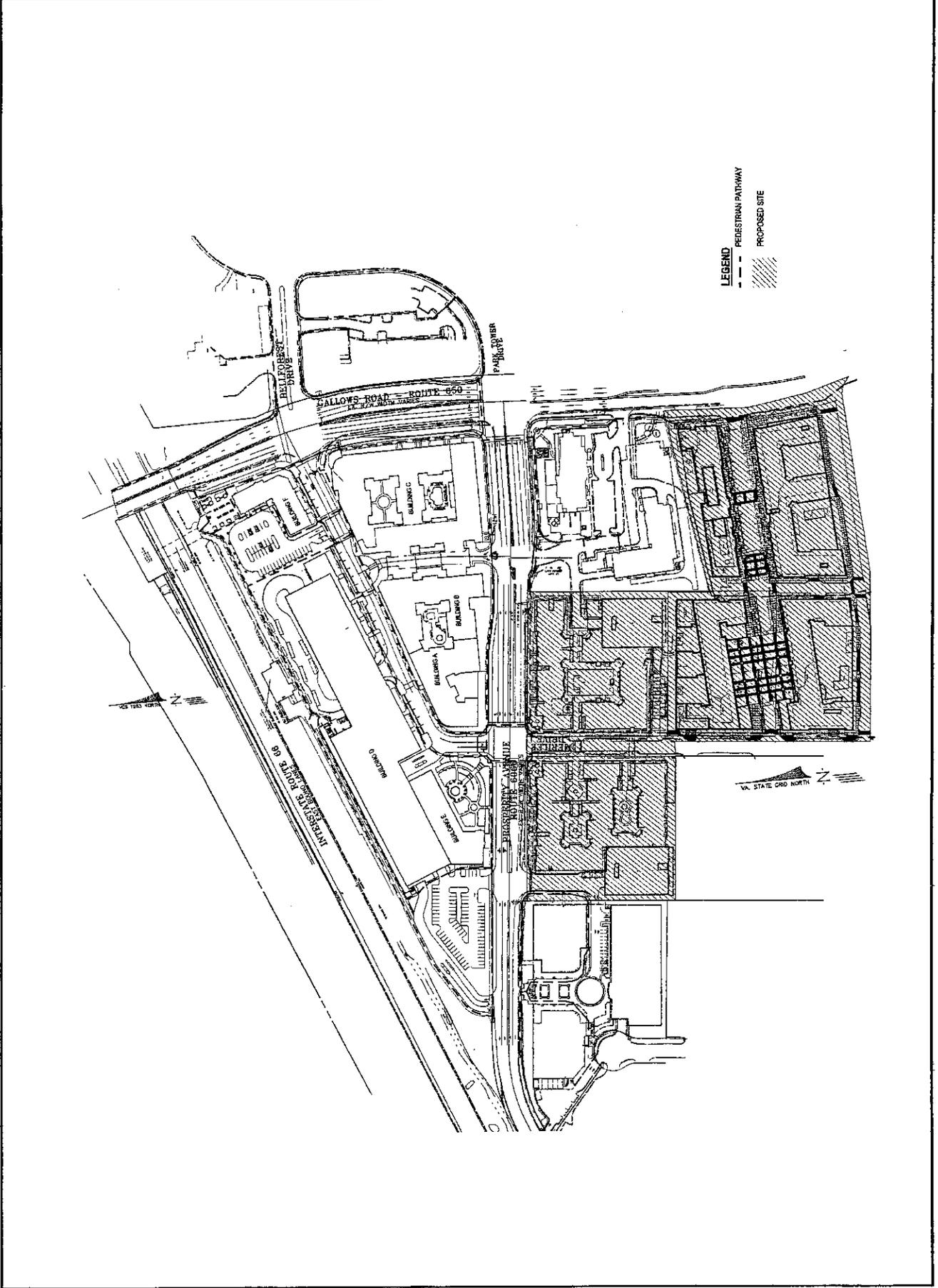
GENERAL NOTES
 HALSTEAD
 MIXED-USE DEVELOPMENT PHASE B
 FAVORITE DISTRICT
 FAIRFAX COUNTY, VIRGINIA
 DATE: JULY, 2008
 SCALE: N/A
 SHEET: 5
 OF: 50
 DRAWING: ZP-1733

URBAN ENGINEERING & ASSOC., INC.
 7412 LITTLE RIVER TURNPIKE
 FAVORITE DISTRICT
 FAIRFAX COUNTY, VIRGINIA 22030 (703) 642-9000

REVISION APPROVED BY DIVISION OF DESIGN REVIEW



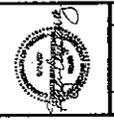
BUILDING DATA NARRATIVE: THE BUILDING DATA COMPUTATIONS FOR PROPOSED PHASE B ARE PROVIDED ON THIS SHEET. THE TWO OPTIONS ARE SHOWN FOR PHASE B. THE BUILDING DATA COMPUTATIONS FOR PHASE B USE IS MULTI-FAMILY RESIDENTIAL AND IN OPTION 2, BUILDING 3, PRIMARY USES ARE MULTI-FAMILY RESIDENTIAL AND HOTEL.



NO.	DATE	DESCRIPTION	APPROVED BY	DATE
01	07-10-06	ISSUED FOR PERMITS		
02	07-10-06	ISSUED FOR PERMITS		
03	07-10-06	ISSUED FOR PERMITS		
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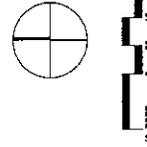
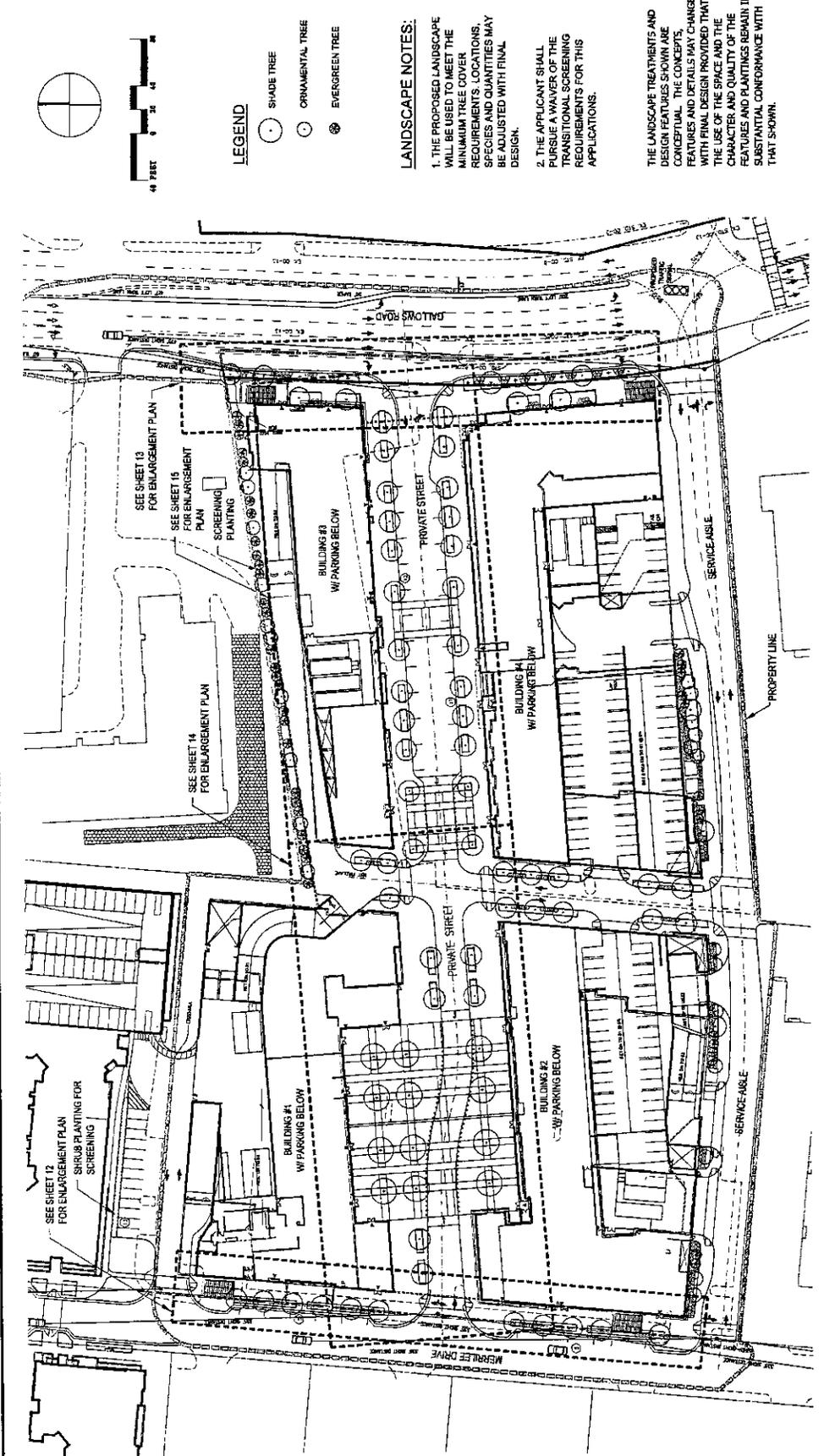
EDAW | ACCOPI
 401 JONES BLVD, SUITE 200
 FAYETTEVILLE, NC 28404
 TEL: 704.333.7271
 FAX: 704.333.7272
 WWW.EDAW.COM

LEA ENGINEERING & ASSOCIATES
 1000 W. HARRIS STREET, SUITE 100
 FAYETTEVILLE, NC 28404
 TEL: 704.333.7271
 FAX: 704.333.7272
 WWW.LEA-ENGINEERING.COM



OVERALL LANDSCAPE PLAN
 HALSTEAD
 MIXED-USE DEVELOPMENT - PHASE B
 PROVIDENCE DISTRICT
 FAYETTE COUNTY, VIRGINIA
 CL #44
 SCALE: AS SHOWN
 DATE: JULY, 2006

SHEET
 10
 OF
 42
 PLANING
 22-1133



LEGEND

- SHADE TREE
- ORNAMENTAL TREE
- ⊗ EVERGREEN TREE

LANDSCAPE NOTES:

1. THE PROPOSED LANDSCAPE WILL BE USED TO MEET THE MINIMUM TREE COVER REQUIREMENTS. LOCATIONS, SPECIES AND QUANTITIES MAY BE ADJUSTED WITH FINAL DESIGN.
2. THE APPLICANT SHALL PURSUE A WAIVER OF THE TRANSITIONAL SCREENING REQUIREMENTS FOR THIS APPLICATIONS.

THE LANDSCAPE TREATMENTS AND DESIGN FEATURES SHOWN ARE CONCEPTUAL. THE CONCEPTS, FEATURES AND DETAILS MAY CHANGE WITH FINAL DESIGN PROVIDED THAT THE USE OF THE SPACE AND THE CHARACTER AND QUALITY OF THE FEATURES AND PLANTINGS REMAIN IN SUBSTANTIAL CONFORMANCE WITH THAT SHOWN.

TREE CANOPY COVER CALCULATIONS

TOTAL SITE AREA	566,623SF
LESS BUILDING FOOTPRINTS	-201,300SF
ADJUSTED SITE AREA	186,323SF
TREE COVER REQUIRED (10%)	18,632SF
CREDIT	0
TREE PRESERVATION CREDITS	79 TREES x 200SF
SHADE TREES	23 TREES x 100SF
ORNAMENTAL TREES	40 TREES x 75SF
EVERGREEN TREES	21,106SF
TOTAL TREE CANOPY COVER PROVIDED	21,106SF

(DOES NOT INCLUDE CREDIT FOR TREES PLANTED ON SECOND FLOOR COURTYARDS)

NO.	DATE	DESCRIPTION	BY	CHK'D BY
01	07-10-08	ISSUED FOR PERMITS		
02	07-10-08	ISSUED FOR PERMITS		
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04	07-10-08	ISSUED FOR PERMITS		
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19	07-10-08	ISSUED FOR PERMITS		
20	07-10-08	ISSUED FOR PERMITS		

DESIGN APPROVED BY DIVISION OF DESIGN REVIEW

EDWIN FAULKNER
 805 PARKWAY STREET
 ALEXANDRIA, VIRGINIA 22304
 FAX: 703.835.8800
 WWW.FAULKNER.COM

URBAN ENGINEERING & ASSOC., INC.
 1000 COMMONWEALTH BLVD., SUITE 200
 FALLS CHURCH, VA 22044
 PHONE: 703.271.1111
 FAX: 703.271.1112
 WWW.UENR.COM



SCALE: AS SHOWN
 DATE: JULY, 2008
 MIXED-USE DEVELOPMENT - PHASE B
 HALSTEAD
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA
 (C) 2008

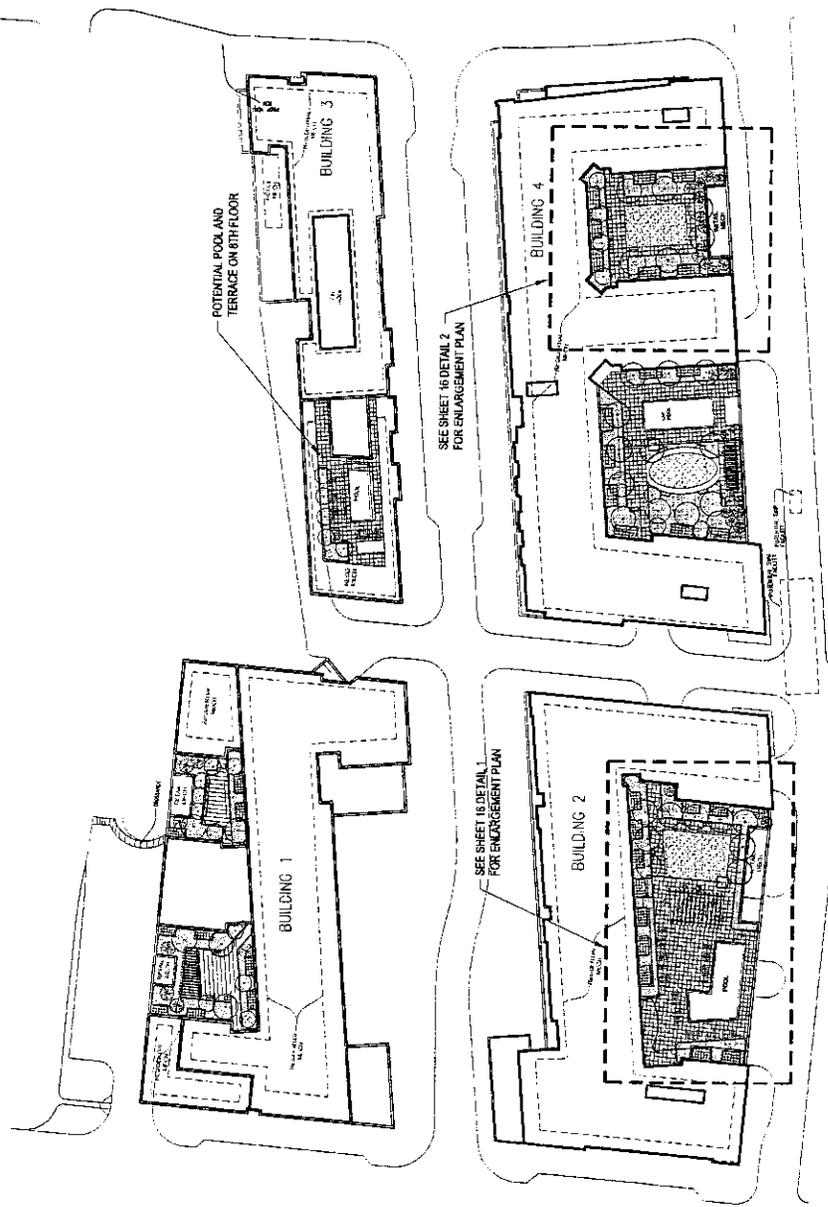
SHEET 02
 FILE NO. ZF-1773



THE LANDSCAPE TREATMENTS AND DESIGN FEATURES SHOWN ARE CONCEPTUAL. THE CONCEPTS, FEATURES AND DETAILS MAY CHANGE WITH FINAL DESIGN PROVIDED THAT THE USE OF THE SPACE AND THE CHARACTER AND QUALITY OF THE CHANGES AND PLANTINGS REMAIN IN SUBSTANTIAL CONFORMANCE WITH THAT SHOWN.

LEGEND

- SHADE TREE
- ORNAMENTAL TREE
- ⊗ EVERGREEN TREE
- ▭ GARDEN BED PLANTING (SHRUBS AND GROUNDCOVER)



POTENTIAL POOL AND TERRACE ON 8TH FLOOR

BUILDING 3

BUILDING 4

BUILDING 1

BUILDING 2

SEE SHEET 16 DETAIL 2 FOR ENGAGEMENT PLAN

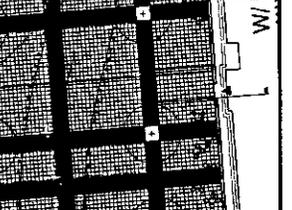
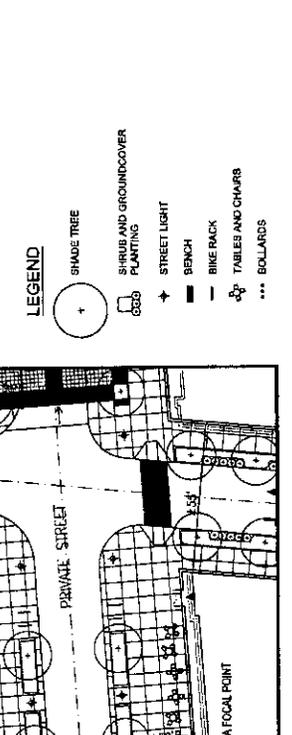
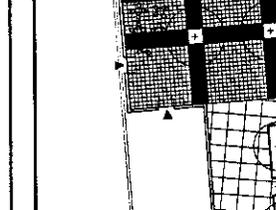
SEE SHEET 16 DETAIL 2 FOR ENGAGEMENT PLAN

NO.	DATE	DESCRIPTION	BY	CHKD.
1	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
2	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
3	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
4	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
5	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
6	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
7	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
8	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
9	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
10	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
11	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
12	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
13	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
14	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
15	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
16	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
17	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
18	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
19	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	
20	07-27-06	ISSUED FOR PERMIT	EDMUND HELDOR	

EDMUND HELDOR
 ARCHITECT
 1000 COMMONWEALTH BLVD., SUITE 200
 ARLINGTON, VA 22202
 TEL: 703-261-1100
 WWW.EDMUNDHELDOR.COM

THE LANDSCAPE TREATMENTS AND DESIGN FEATURES SHOWN ARE CONCEPTUAL. THE CONCEPTS, FEATURES AND DETAILS MAY CHANGE WITH FINAL DESIGN PROVIDED THAT THE USE OF THE SPACE AND THE CHARACTER AND QUALITY OF THE FEATURES AND PLANTINGS REMAIN IN SUBSTANTIAL CONFORMANCE WITH THAT SHOWN.

- LEGEND**
- SHADE TREE
 - SHRUB AND GROUNDCOVER PLANTING
 - STREET LIGHT
 - BENCH
 - BIKE RACK
 - TABLES AND CHAIRS
 - BOLLARDS



1 PLAZA STREETSCAPE PLAN

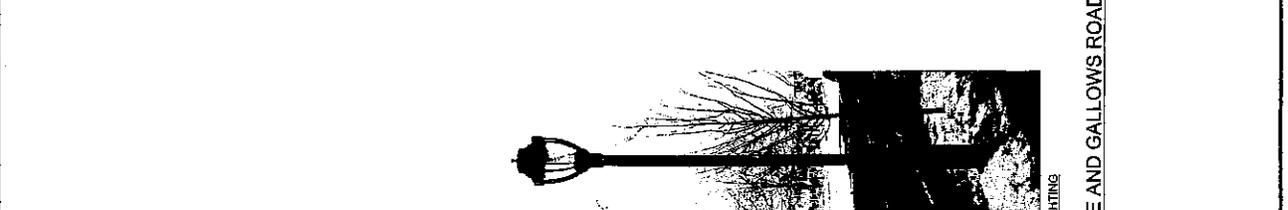
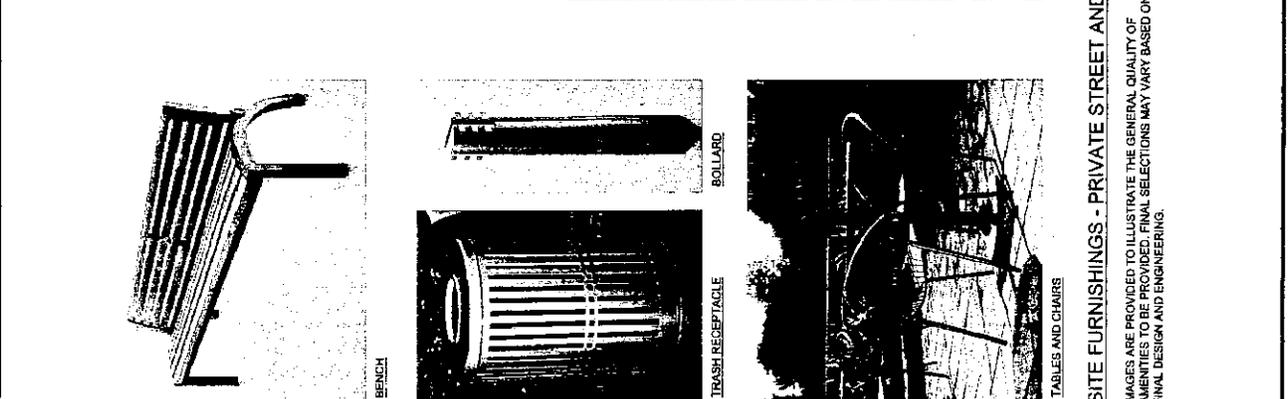
2 PLAZA - SOUTH ELEVATION OF BUILDING 1

3 PLAZA SECTION

REV.	DATE	DESCRIPTION	APPROVED BY
01	07-11-06	ISSUED FOR PERMIT	[Signature]
02	07-11-06	ISSUED FOR PERMIT	[Signature]
03	07-11-06	ISSUED FOR PERMIT	[Signature]
04	07-11-06	ISSUED FOR PERMIT	[Signature]
05	07-11-06	ISSUED FOR PERMIT	[Signature]
06	07-11-06	ISSUED FOR PERMIT	[Signature]
07	07-11-06	ISSUED FOR PERMIT	[Signature]
08	07-11-06	ISSUED FOR PERMIT	[Signature]
09	07-11-06	ISSUED FOR PERMIT	[Signature]
10	07-11-06	ISSUED FOR PERMIT	[Signature]
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13	07-11-06	ISSUED FOR PERMIT	[Signature]
14	07-11-06	ISSUED FOR PERMIT	[Signature]
15	07-11-06	ISSUED FOR PERMIT	[Signature]
16	07-11-06	ISSUED FOR PERMIT	[Signature]
17	07-11-06	ISSUED FOR PERMIT	[Signature]
18	07-11-06	ISSUED FOR PERMIT	[Signature]
19	07-11-06	ISSUED FOR PERMIT	[Signature]
20	07-11-06	ISSUED FOR PERMIT	[Signature]

EDAW | ARCHITECTS
 1100 MARKET STREET, SUITE 200
 ALEXANDRIA, VA 22304
 TEL: 703.575.1000
 FAX: 703.575.1001
 WWW.EDAW.COM

DREAM ENGINEERING & ASSOC. P.C.
 1100 MARKET STREET, SUITE 200
 ALEXANDRIA, VA 22304
 TEL: 703.575.1000
 FAX: 703.575.1001
 WWW.DREAMENGINEERING.COM



SITE FURNISHINGS - PRIVATE STREET AND PLAZA
 IMAGES ARE PROVIDED TO ILLUSTRATE THE GENERAL QUALITY OF AMENITIES TO BE PROVIDED. FINAL SELECTIONS MAY VARY BASED ON FINAL DESIGN AND ENGINEERING.

SITE FURNISHINGS - MERRILEE DRIVE AND GALLOWES ROAD

Shelton Architects Associates, Inc. Architects
 1001 WEST 10TH AVENUE, SUITE 100
 DENVER, COLORADO 80202

CONSULTANTS
 CIVIL
 URBAN/ENVIRONMENTAL ASSOCIATES, INC.
 1001 WEST 10TH AVENUE, SUITE 100
 DENVER, COLORADO 80202

LANDSCAPE
 EDWARDS & KELCEY, INC.
 401 FRANKLIN STREET, SUITE 200
 DENVER, COLORADO 80202

MEP
 COTRAN ENGINEERING
 1001 WEST 10TH AVENUE, SUITE 100
 DENVER, COLORADO 80202

**HALSTEAD III
 MIXED-USE
 DEVELOPMENT -
 PHASE B**

PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA

OWNER: METRO CENTER DEVELOPERS
 ONE LONG METRO II, LLC and
 ONE LONG METRO III, LLC

900 WATER STREET
 SUITE 200
 ARLINGTON, VA 22201

THE ARCHITECTURAL ELEVATION
 SECTIONS, BUILDING SECTIONS,
 AND INTERIORS SHOWN ON THIS SHEET ARE REPRESENTATIVE
 OF THE DEVELOPMENT AS OF THE DATE OF THIS
 PLAN AND ARE SUBJECT TO ANY
 CHANGES THAT MAY OCCUR DURING
 THE DEVELOPMENT PROCESS. THE
 DEVELOPMENT SHALL BE CONSISTENT
 WITH THE ZONING REGULATIONS,
 PLANNING AND MATERIALS STUDY
 HEREIN.

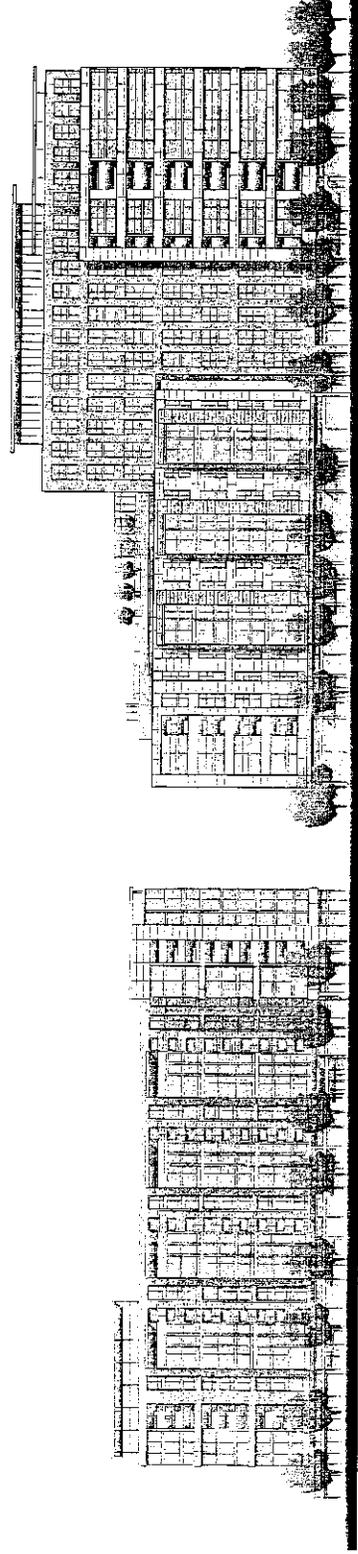
SAFETY PROJECT NO. 84-42



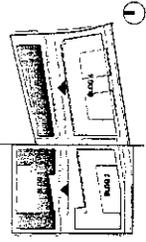
ARCHITECTURAL
 ELEVATIONS

SCALE: 1/8" = 1'-0"
 REVISIONS
 1. REVISED ARCHITECTURAL ELEVATIONS AND DEVELOPMENT PLAN (P/P)

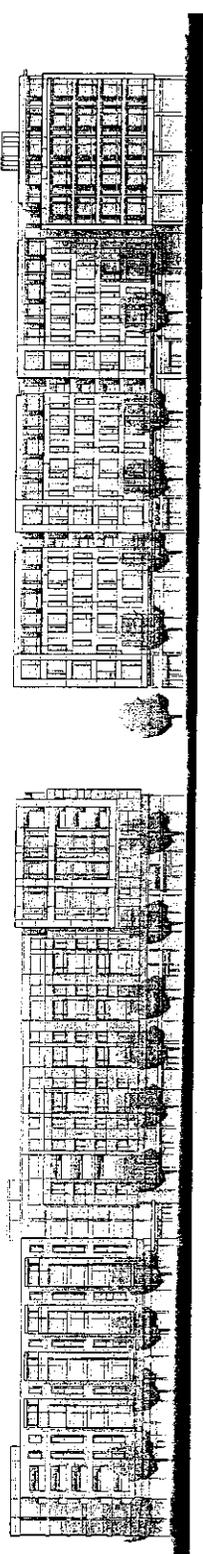
DATE: MAY 14, 2007
 DATE: MAY 14, 2007
 DATE: AUGUST 13, 2007
 DATE: SEPTEMBER 14, 2007
 CONTRACT: C-007-000-1/C



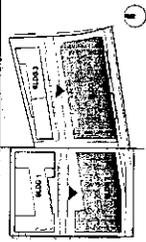
PRIVATE STREET ELEVATION - BUILDINGS 1 & 3



NET PLAN



PRIVATE STREET ELEVATION - BUILDINGS 4 & 2



NET PLAN

Shelton Architects Associates, Inc. | architects
 1075 EAST 10TH AVE. SUITE 1000, WASHINGTON, PA 15386
 412.326.1234 FAX 412.326.1235

CONSULTANTS
 CIVIL
 URBAN ENGINEERING & ASSOCIATES, INC.
 1075 EAST 10TH AVE. SUITE 1000
 WASHINGTON, PA 15386
 412.326.1234

LANDSCAPE
 EDWARDS INC.
 401 PARKWAY STREET
 SUITE 100
 WASHINGTON, PA 15386
 412.326.1234

MEP
 TOTAL LANDSCAPE VALLEY, INC.
 SUITE 100
 WASHINGTON, PA 15386
 412.326.1234

**HALSTEAD III
 MIXED-USE
 DEVELOPMENT-
 PHASE B**

PROVIDENCE DISTRICT
 PITTSBURGH COUNTY, VIRGINIA
 CHERRY HILL PARK/OLYMPIUS
 DISTRICT
 DSE/OLYMPIUS METRO II, LLC, and
 DSE/OLYMPIUS METRO III, LLC

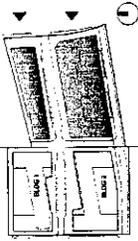
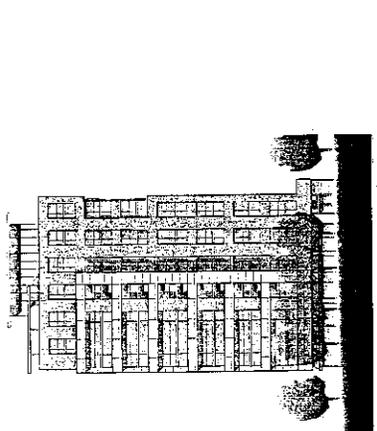
DATE: 08/14/2007
 DRAWN: J. HUNTER
 CHECKED: J. HUNTER
 THE LANDSCAPING, STREETSCAPE
 SECTIONS, BUILDINGS AND OTHER
 INFORMATION SHOWN ON THIS SHEET
 ARE REPRESENTATIVE OF THE
 DEVELOPMENT AS OF THE DATE OF THIS
 DRAWING. ALL INFORMATION AND
 PLANS ARE SUBJECT TO WORK
 ORDER CHANGES AND SITE PLAN
 APPROVALS BY THE CITY OF PITTSBURGH.
 THE LANDSCAPING PROVIDED WITH THE
 DEVELOPMENT SHALL BE CONSISTENT
 WITH THE CITY OF PITTSBURGH
 PLANTINGS AND MATERIALS SHOWING
 MANUAL.

SDA PROJECT NO. 06-02

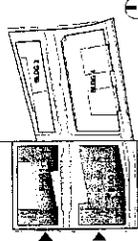
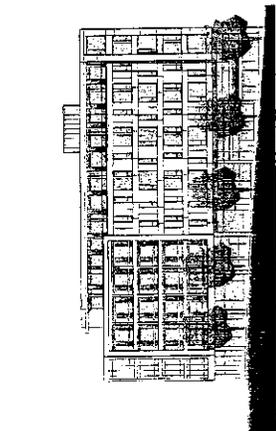
**ARCHITECTURAL
 ELEVATIONS**



SCALE: 1" = 32'
 REVISIONS:
 01. CONCEPTUAL DEVELOPMENT PLAN (CONCEPTUAL DEVELOPMENT PLAN) (02/2007) (JH/SH)
 02. CONCEPTUAL DEVELOPMENT PLAN (03/2007) (JH/SH)
 03. CONCEPTUAL DEVELOPMENT PLAN (04/2007) (JH/SH)
 04. CONCEPTUAL DEVELOPMENT PLAN (05/2007) (JH/SH)
 05. CONCEPTUAL DEVELOPMENT PLAN (06/2007) (JH/SH)
 06. CONCEPTUAL DEVELOPMENT PLAN (07/2007) (JH/SH)
 07. CONCEPTUAL DEVELOPMENT PLAN (08/2007) (JH/SH)



GALLOW'S ROAD ELEVATION - BUILDINGS 4 & 3



MERRILLEE DRIVE ELEVATION - BUILDINGS 1 & 2

Shannon Engineering Associates, Inc.

1715 LITTLE RIVER TURNPIKE, SUITE 200
FARMERSBURG, VA 22031

CONSULTANTS

CIVIL
URBAN ENGINEERING ASSOCIATES, INC.
1715 LITTLE RIVER TURNPIKE, SUITE 200
FARMERSBURG, VA 22031

LANDSCAPE

1715 LITTLE RIVER TURNPIKE, SUITE 200
FARMERSBURG, VA 22031

M/E/P

1715 LITTLE RIVER TURNPIKE, SUITE 200
FARMERSBURG, VA 22031

HALSTEAD III
MIXED-USE
DEVELOPMENT-
PHASE B

PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

OWNER: URBAN DEVELOPERS
257 LONG METRO II, LLC and
SPRINGFIELD METRO III, LLC

1715 LITTLE RIVER TURNPIKE, SUITE 200
FARMERSBURG, VA 22031

THE ARCHITECTURAL ELEVATIONS
SECTION, BUILDING SECTIONS,
AND INTERIOR ELEVATIONS SHOWN
ON THIS SHEET ARE REPRESENTATIVE
OF THE APPLICANT'S PROPOSED
DEVELOPMENT. THE APPLICANT'S
PLAN AND ARE SUBJECT TO APPROVAL
BY THE LOCAL GOVERNMENT. THE
FINAL DEVELOPMENT SHALL BE CONSISTENT
WITH THE APPLICANT'S PROPOSED
PLANNING AND MATERIALS SHOW
HEREON.

604.700.6277 FAX: 604.700.6242

ARCHITECTURAL
ELEVATIONS

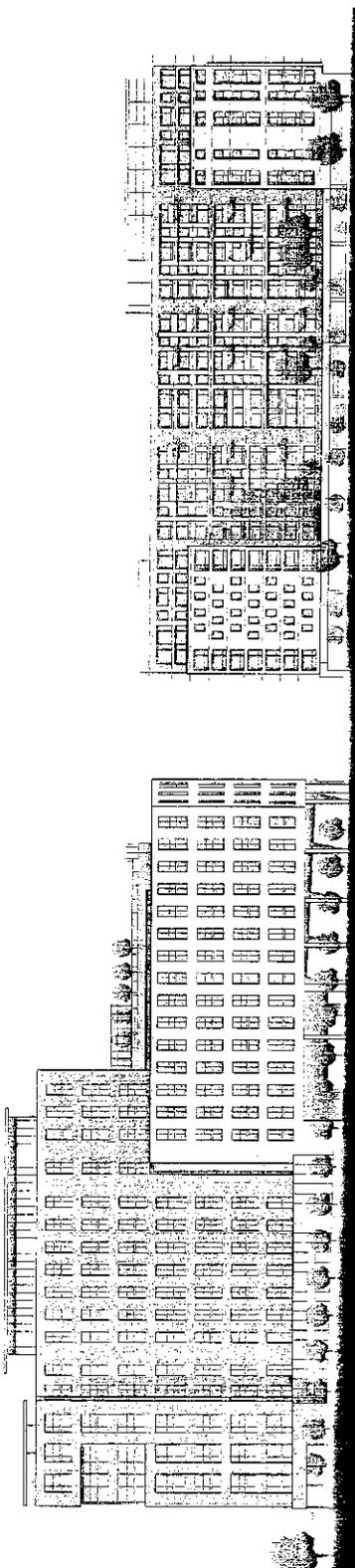


SCALE: 1" = 30'

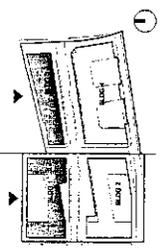
REVISIONS

1. REVISED PER COMMENTS FROM
DEVELOPMENT PLAN #101 AND FINAL
DEVELOPMENT PLAN #101
MARCH 14, 2007
MAY 14, 2007
AUGUST 15, 2007
SEPTEMBER 14, 2007

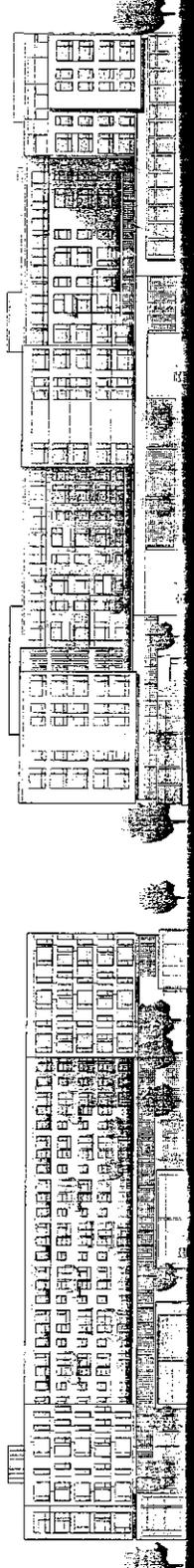
CONTRACT: S.2007.001.001



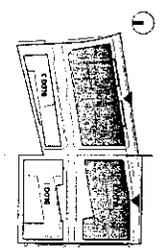
NORTH ELEVATION - BUILDINGS 3 & 1



REF PLAN



SOUTH ELEVATION - BUILDINGS 2 & 4



REF PLAN

JAMES BARBER ASSOCIATES ARCHITECTS

REGISTERED ARCHITECTS IN COMMONWEALTH OF VIRGINIA
1000 COMMONWEALTH BLVD., SUITE 200
FALLS CHURCH, VA 22034

CONSULTANTS

CIVIL
CIVIL ENGINEERING ASSOCIATES, INC.
1770 LITTLE LANTER TURNPIKE
FALLS CHURCH, VA 22037

LANDSCAPE
VIA LANDSCAPE VALLEY DR
SUITE 100
FALLS CHURCH, VA 22034

MEP

VIA LANDSCAPE VALLEY DR
SUITE 100
FALLS CHURCH, VA 22034

HALSTEAD III
MIXED-USE
DEVELOPMENT-
PHASE B

PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

OWNER: APPLICANT/DEVELOPERS
DSF LONG METRO II, LLC AND
DSF LONG METRO III, LLC
1000 COMMONWEALTH BLVD., SUITE 200
FALLS CHURCH, VA 22034

THE LANDSCAPE, SITE LAYOUT, SECTION, BUILDING SECTIONS, AND OTHER INFORMATION SHOWN ON THIS SHEET IS FOR THE USE OF THE APPLICANT'S PROPOSED PLAN AND IS SUBJECT TO ANY AND ALL CONDITIONS OR REVISIONS AS PART OF ANY APPROVAL. HOWEVER, THAT THE DEVELOPMENT SHALL BE CONSISTENT WITH THE QUALITY AND QUANTITY OF THE INFORMATION AND MATERIALS SHOWN HEREON.

DATE PROJECT FILE: 04-04-07

ARCHITECTURAL
ELEVATIONS



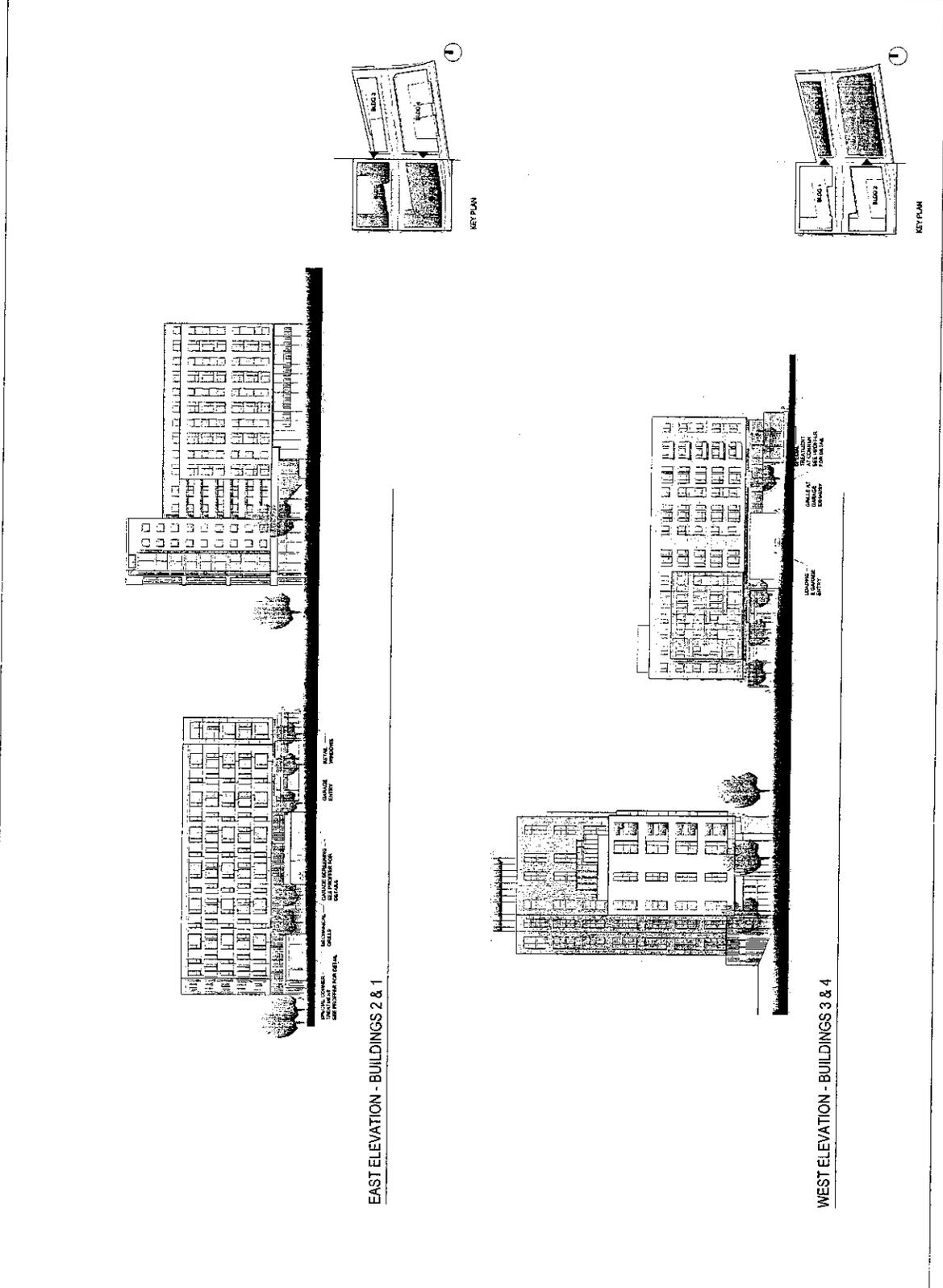
SCALE: 1" = 30'

ISSUED:

REVISION 02: CONCEPTUAL DEVELOPMENT PLAN (2007)

REVISION 01: CONCEPTUAL DEVELOPMENT PLAN (2007)

REVISION 00: CONCEPTUAL DEVELOPMENT PLAN (2007)



EAST ELEVATION - BUILDINGS 2 & 1

WEST ELEVATION - BUILDINGS 3 & 4

SHARON BURGESS ASSOCIATES ARCHITECTS
 1000 WEST 10TH AVENUE, SUITE 100
 DENVER, COLORADO 80202

CONSULTANTS
 CIVIL
 URBAN ENGINEERING ASSOCIATES, INC.
 1400 SOUTH WASHINGTON STREET
 DENVER, COLORADO 80202

LANDSCAPE
 WATSON & WATSON
 1000 WEST 10TH AVENUE, SUITE 100
 DENVER, COLORADO 80202

MEP
 KVA
 BURGESS VALLEY OR
 1000 WEST 10TH AVENUE, SUITE 100
 DENVER, COLORADO 80202

**HALSTEAD III
 MIXED-USE
 DEVELOPMENT-
 PHASE B**

PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA

OWNER/ARCHITECTURAL CONSULTANT
 LONG METRO II, LLC and
 DEVELOPING METRO II, LLC
 4000 METRO STREET
 SUITE 200
 FALLS CHURCH, VA 22034

THE LANDSCAPE STREET SCAPES
 SECTIONS BUILDING SECTIONS
 ON THIS SHEET ARE REPRESENTATIVE
 OF THE APPLICANTS PROPOSED
 DEVELOPMENT. HOWEVER, THIS
 PLAN AND ARE SUBJECT TO ANY
 APPROVAL PROVIDED. HOWEVER, THAT
 THE DEVELOPMENT SHALL BE CONFORMANT
 WITH THE QUALITY AND QUANTITY OF
 DEVELOPMENT REQUIRED BY THE
 APPLICANT'S SUBMITTAL.

601 PROJECT NO. 4894

**ARCHITECTURAL
 ELEVATIONS**

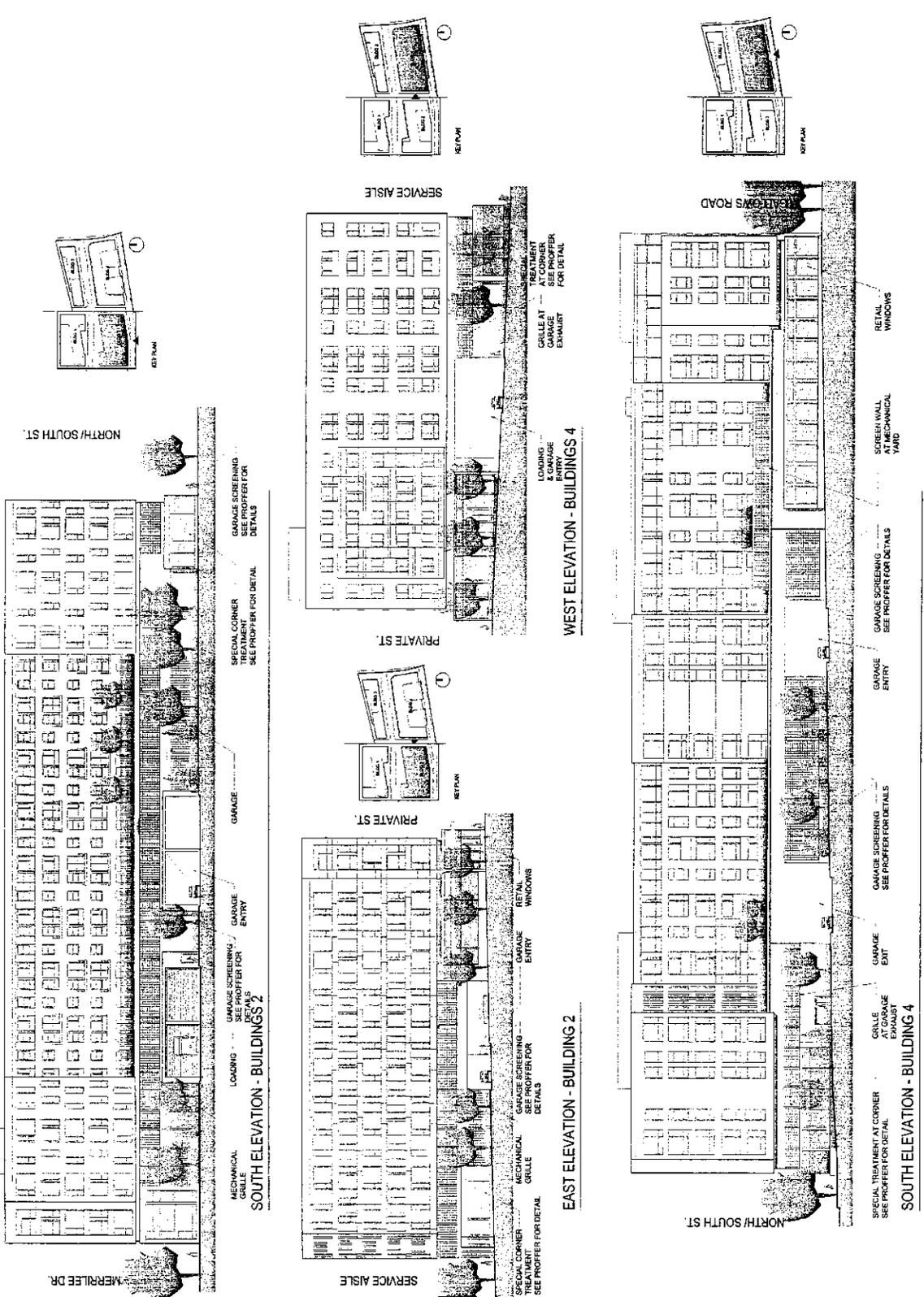
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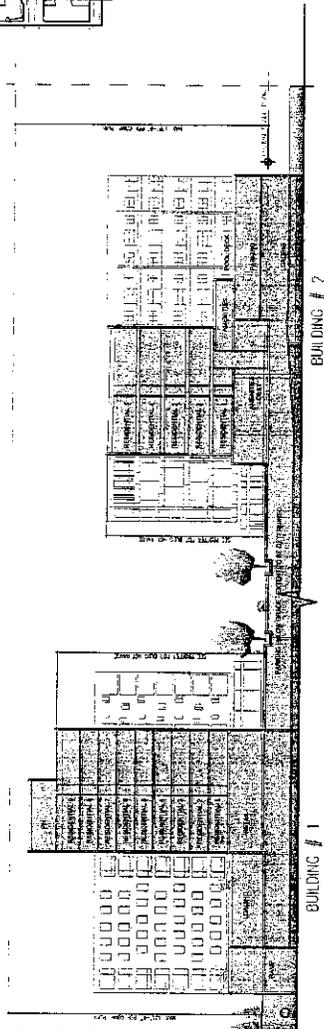
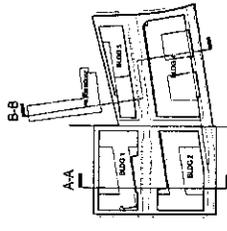
DATE: 11/17/07

REVISIONS:
 1. REVISIONS TO CORRECT THE FINAL
 DEVELOPMENT PLAN (PDF)
 2. REVISIONS TO CORRECT THE FINAL
 DEVELOPMENT PLAN (PDF)
 3. REVISIONS TO CORRECT THE FINAL
 DEVELOPMENT PLAN (PDF)
 4. REVISIONS TO CORRECT THE FINAL
 DEVELOPMENT PLAN (PDF)
 5. REVISIONS TO CORRECT THE FINAL
 DEVELOPMENT PLAN (PDF)

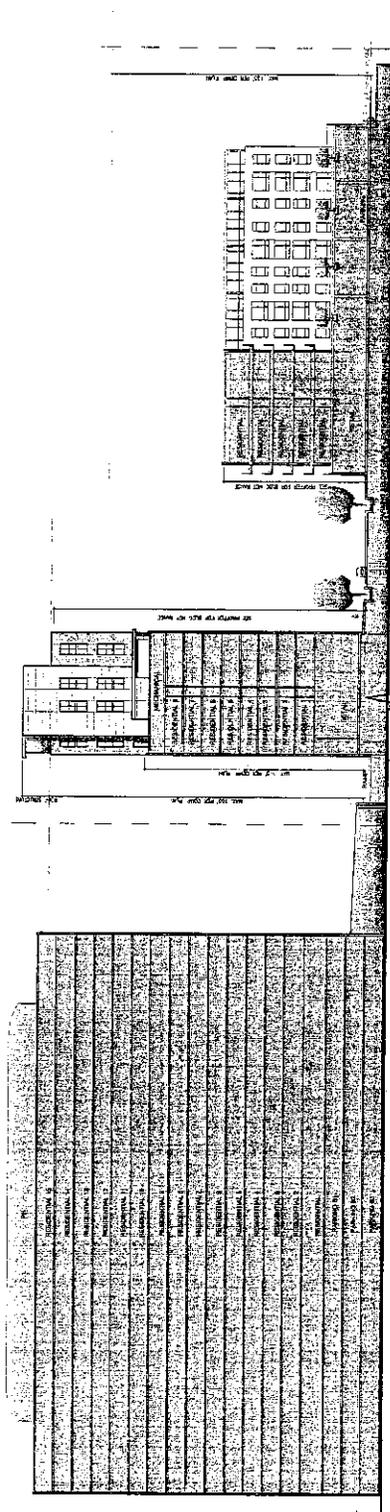
CONTRACT: L. 2006.004.02

SHEET 23 OF 42





BUILDING SECTION A-A
OUT-NORTH-SOUTH LOOKING EAST



BUILDING SECTION B-B
OUT-NORTH-SOUTH LOOKING EAST

SHIMMER BUILDINGS ASSOCIATES
 2001 LANTANA BLVD, SUITE 100, NORFOLK, VA 23510
 TEL: 757-243-2200 FAX: 757-243-2200

CONSULTANTS
 CIVIL
 URBAN DESIGNERS & ARCHITECTS, INC.
 1000 W. BROAD ST., SUITE 100
 FARMANVILLE, VA 23042

LANDSCAPE
 EDWIN, INC.
 1000 W. BROAD ST., SUITE 100
 FARMANVILLE, VA 23042

MEP
 1145 E. JAMES WALKER DR
 NORFOLK, VA 23511
 TEL: 757-620-0000

**HALSTEAD III
 MIXED-USE
 DEVELOPMENT-
 PHASE B**

PROVIDENCE DISTRICT
 FARMANVILLE, VIRGINIA

OWNER: APPLICANTS/DEVELOPERS
 DSF LONG METRO II, LLC AND
 DSF LONG METRO III, LLC

DESIGNER: SHIMMER BUILDINGS ASSOCIATES
 2001 LANTANA BLVD, SUITE 100
 NORFOLK, VA 23510

THE LANDSCAPING, STREETSCAPE
 ELEVATIONS, AND OTHER DATA SHOWN
 ON THIS SHEET ARE REPRESENTATIVE
 OF THE DEVELOPMENT AS OF THE DATE OF THIS
 SHEET. ANY CHANGES TO THE DEVELOPMENT
 ALLOWED BY THE CITY OF NORFOLK AS PART OF
 ANY ENGINEERING AND SITE PLAN
 REVIEW PROCESS SHALL BE THE RESPONSIBILITY
 OF THE APPLICANTS/DEVELOPERS. THE
 LANDSCAPING PROVIDED WITH THE
 SHEET IS NOT TO BE CONSIDERED
 BINDING AND MATERIALS SHOWN
 ARE NOT TO BE USED.

SEALED PROJECT NO. 48432

**BUILDING
 SECTIONS**

SCALE: 1" = 30'

DESIGNED BY: JAMES H. HARRIS
 CHECKED BY: JAMES H. HARRIS
 DEVELOPMENT PLAN PER CITY AND FINAL
 APPROVAL DATE: 11/11/2009
 MARCH 24, 2007
 JULY 14, 2007
 AUG 13, 2007
 SEP 10, 2007
 OCT 10, 2007

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SHANNON BARRING ASSOCIATES | ARCHITECTS
 1001 N. STREET, SUITE 100 | WASHINGTON, DC 20004
 TEL: 202.462.1000 | FAX: 202.462.1001

CONSULTANTS
 CIVIL
 USDA ENGINEERING ASSOCIATES, INC.
 710 LITTLE RIVER TURNPIKE
 CHARLOTTE, NC 28217

LANDSCAPE
 801 PARKWAY STREET
 SUITE 200
 FARMERS MARKET
 PROVIDENCE, RI 02909

MEP
 1001 N. STREET, SUITE 100
 WASHINGTON, DC 20004
 TEL: 202.462.1000

**HALSTEAD III
 MIXED-USE
 DEVELOPMENT-
 PHASE B**

PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA

OWNER/APPLICANT/DEVELOPER
 DISPLONG METRO II, LLC AND
 DISPLONG METRO III, LLC

300 WINDSOR STREET
 FALLS CHURCH, VA 22046

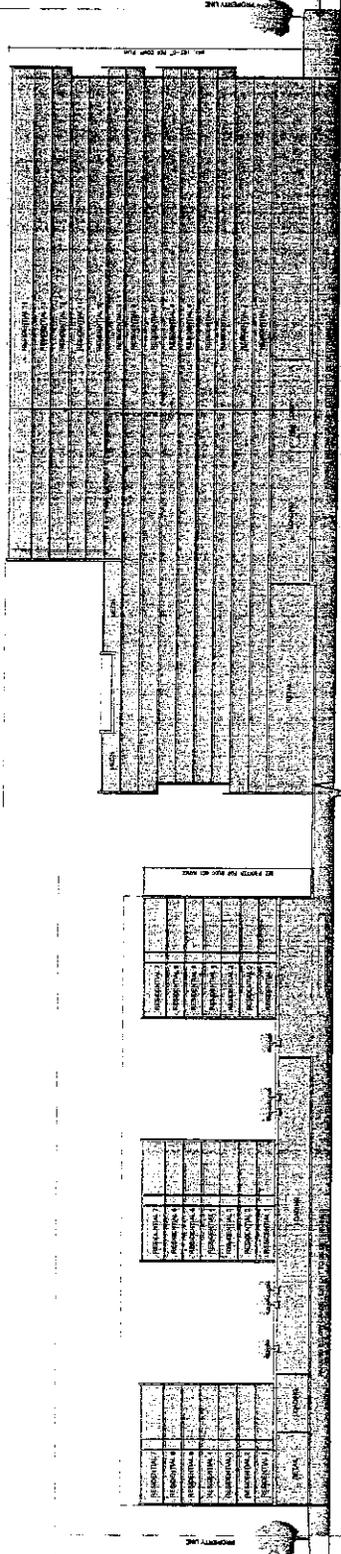
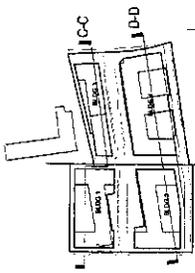
THE ARCHITECTS RESERVE THE
 RIGHT TO MAKE CHANGES TO THE
 SECTIONS, BUILDING SECTIONS,
 AND LAYOUTS WITHOUT NOTICE.
 THE ARCHITECTS SHALL NOT BE
 RESPONSIBLE FOR THE ACCURACY
 OF THE INFORMATION PROVIDED
 BY THE APPLICANT OR THE
 PLAN AND ARE SUBJECT TO THE
 APPLICANT'S CORRECTIONS.
 THE ARCHITECTS SHALL NOT BE
 RESPONSIBLE FOR THE ACCURACY
 OF THE INFORMATION PROVIDED
 BY THE APPLICANT OR THE
 PLAN AND ARE SUBJECT TO THE
 APPLICANT'S CORRECTIONS.
 THE ARCHITECTS SHALL NOT BE
 RESPONSIBLE FOR THE ACCURACY
 OF THE INFORMATION PROVIDED
 BY THE APPLICANT OR THE
 PLAN AND ARE SUBJECT TO THE
 APPLICANT'S CORRECTIONS.

SCALE: 1" = 8'

DATE: 08/14/2007

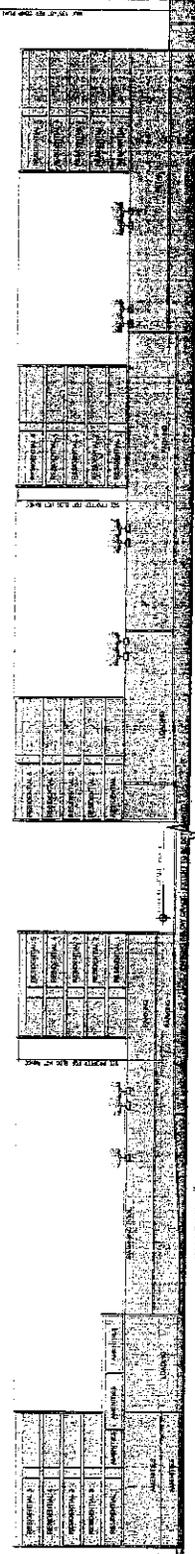


REGISTERED PROFESSIONAL ARCHITECT
 SHANNON BARRING ASSOCIATES, ARCHITECTS
 1001 N. STREET, SUITE 100
 WASHINGTON, DC 20004
 TEL: 202.462.1000
 FAX: 202.462.1001
 STATE OF VIRGINIA
 LICENSE NO. 10000



BUILDING # 3

BUILDING SECTION C-C
 CUT EAST-WEST LOOKING NORTH



BUILDING # 4

BUILDING SECTION D-D
 CUT EAST-WEST LOOKING NORTH

shades business associates | architects

2001 SOUTH W. 50TH AVENUE, SUITE 100
DENVER, COLORADO 80231

CONSULTANTS
ONE
URBAN ENGINEERING ASSOCIATES, INC.
1710 SOUTH WASHBURN STREET
DENVER, COLORADO 80202

LANDSCAPE
800 W. 10TH AVENUE, SUITE 100
DENVER, COLORADO 80202

MAP
1710 SOUTH WASHBURN STREET
DENVER, COLORADO 80202

DATE
MAY 11, 2007

SCALE
1" = 100'

HALSTEAD III MIXED-USE DEVELOPMENT - PHASE B

PROVIDENCE DISTRICT
FARFAX COUNTY, VIRGINIA

OWNER: DEVELOPER
DSE LONG METRO II, LLC AND
DSE LONG METRO III, LLC

DESIGNER: SHADES BUSINESS ASSOCIATES
ARCHITECTS

THE LANDSCAPING, STREETSCAPE
SECTIONS, BUILDING SECTIONS,
AND OTHER DRAWINGS AND SPECIFICATIONS
ON THIS SHEET ARE REPRESENTATIVE
OF THE APPLICANT'S PROPOSED
DEVELOPMENT AND ARE SUBJECT TO ANY
APPROVALS PROVIDED. HOWEVER, THE
DEVELOPMENT SHALL BE CONSIDERED
AS SHOWN UNLESS OTHERWISE NOTED
HEREON.

PROJECT NO. 46432

SHADOW STUDY -
AXON VIEW

SCALE 1/4" = 1'



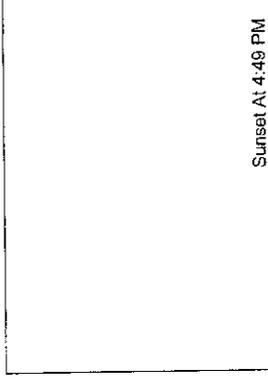
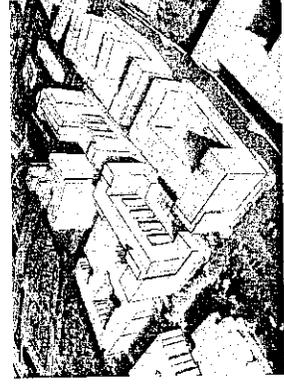
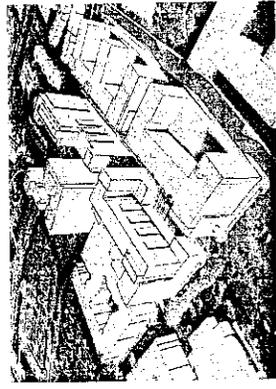
ISSUED:
DEVELOPMENT PLAN (CPT AND P&I)
DEVELOPMENT PLAN (P&I)

MARCH 15, 2007
MAY 11, 2007
AUGUST 1, 2007
SEPTEMBER 24, 2007

COPYRIGHT © 2007 SHAW, INC.

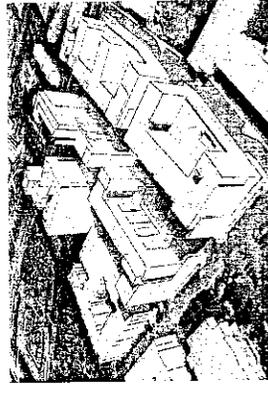
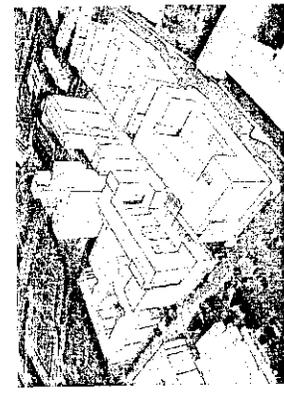
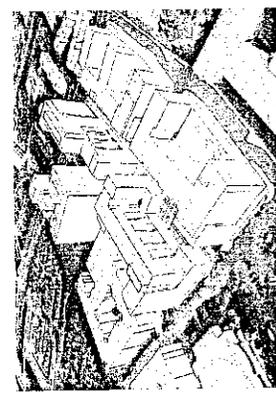
SHEET 26 OF 42

5 PM

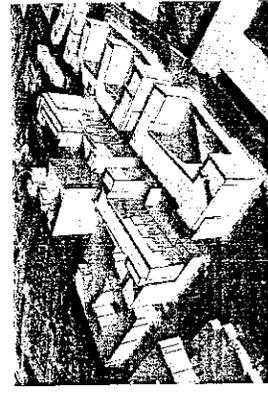
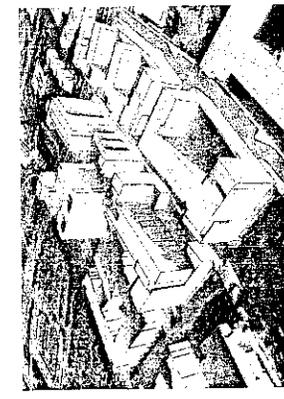
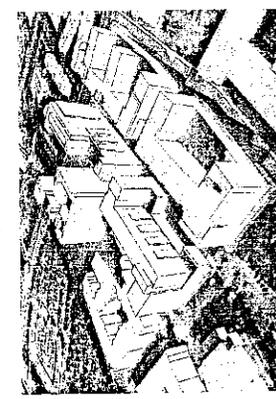


Sunset At: 4:49 PM

1 PM



8 AM

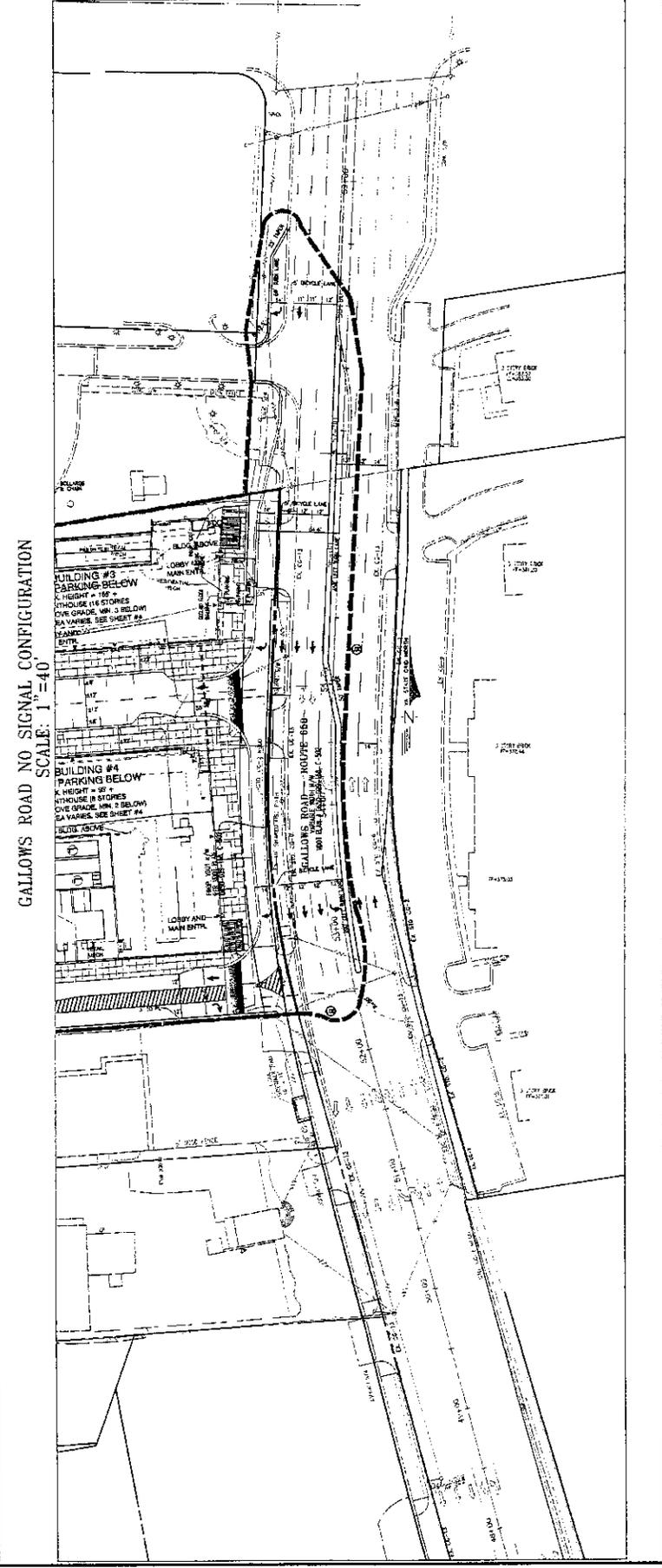
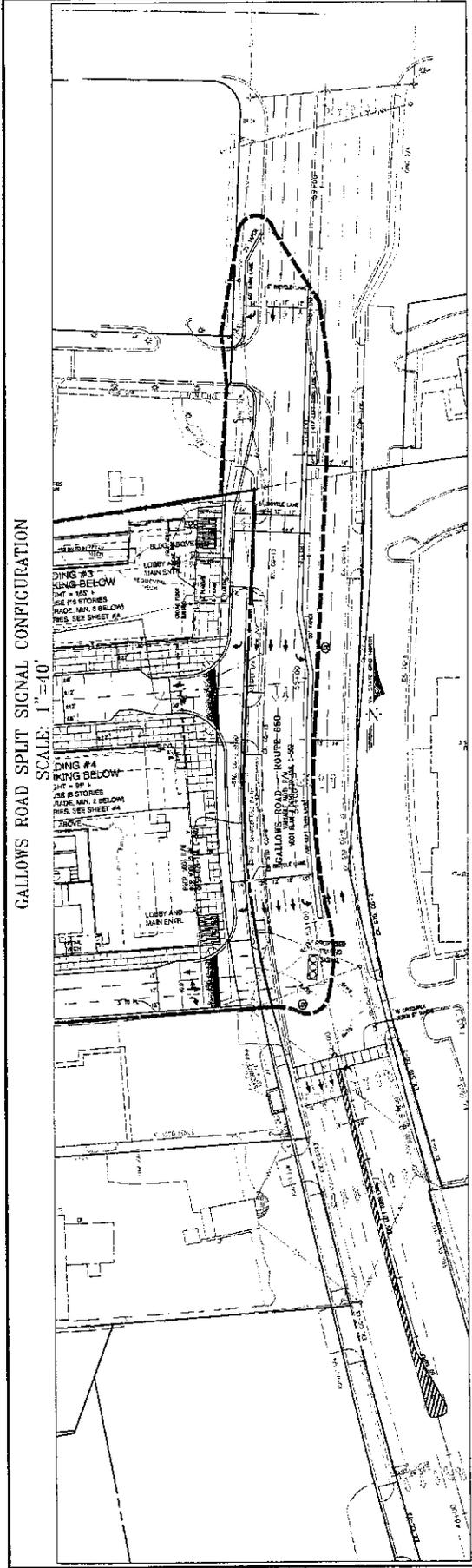


JUN 21
Summer Solstice
Sunrise: 5:43am
Sunset: 8:37pm

MAR / SEP 21
Spring / Fall Equinox
Sunrise: 7:11am
Sunset: 7:21pm

DEC 21
Winter Solstice
Sunrise: 7:23am
Sunset: 4:49pm

SHADOW STUDY - AXON
LOOKING FROM SOUTHWEST ABOVE MERRILEE DR



NO.	DATE	DESCRIPTION	BY	DATE

REVISION APPROVED BY DIVISION OF DESIGN REVIEW

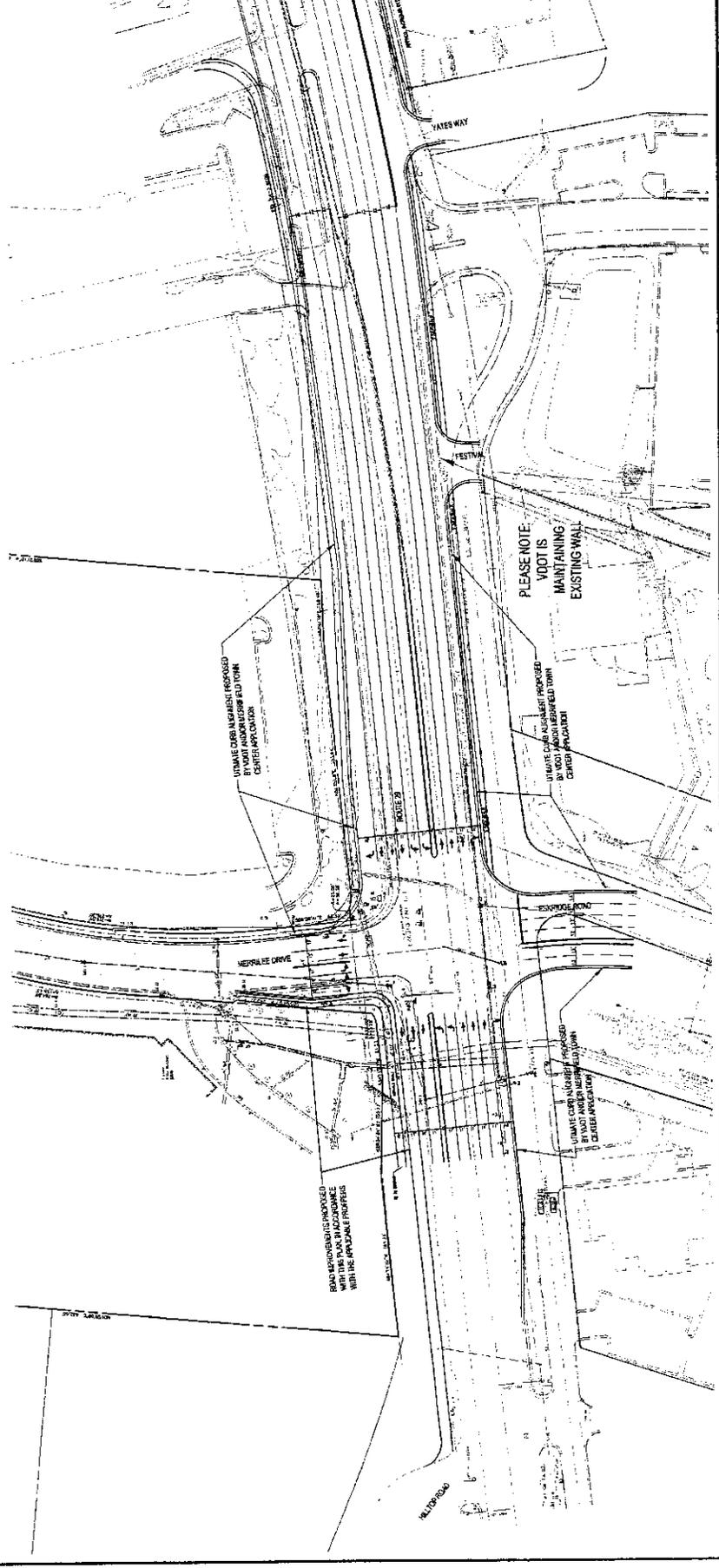
URBAN ENGINEERING & ASSOC., INC.
 CIVIL ENGINEERS - LANDSCAPE ARCHITECTS - LAND SURVEYORS
 7112 LITTLE ROCK ROAD, SUITE 100
 FARMERSVILLE, VIRGINIA 22033 (703) 442-9000



MERRILLE AND ROUTE 29 ILLUSTRATION
HATSTAD
 MIXED-USE DEVELOPMENT
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA
 DATE: AUG. 2007
 CI # N/A
 SCALE: 1"=50'

SUBJECT: 10A
 10B
 4C
 FILE NO.:
 MISC-1733

NOTE:
 THIS SHEET IS A PLAN ILLUSTRATION ONLY. IT IS PROVIDED TO DEMONSTRATE THE
 GENERAL CONCEPTS AND TO OBTAIN COMMENTS FROM THE APPLICANT AND
 THE DIVISION OF DESIGN REVIEW. THIS SHEET IS NOT TO BE USED FOR ANY
 APPLICATIONS OR PERMITS. THE APPLICANT SHALL BE RESPONSIBLE FOR THE
 APPLICATIONS AND PERMITS. THESE ROAD IMPROVEMENTS ARE SHOWN IN THE
 CORRESPONDING PROFILES.



CONCEPTUAL/FINAL DEVELOPMENT PLAN PATRIOT VILLAGE AT DUNN LORING METRO

RZ/FDP 2002-PR-025

PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

NOVEMBER 2002

JANUARY 2003

JANUARY 21, 2003

MARCH 7, 2003

APRIL 2, 2003

MAY 12, 2003

JUNE 2, 2003

JUNE 18, 2003

ZONING REQUIREMENTS PRM PLANNED RESIDENTIAL DISTRICT

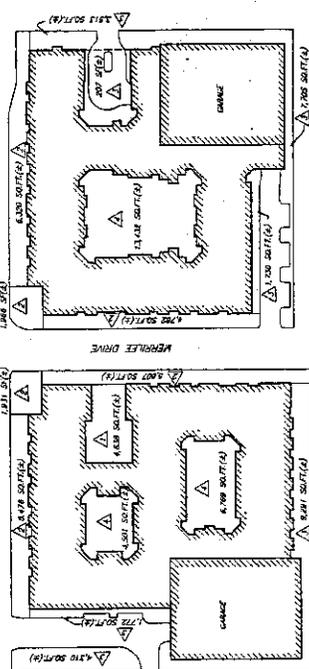
MINIMUM LOT SIZE:	1 ACRE
MINIMUM LOT WIDTH:	NO REQUIREMENT
MINIMUM GARAGE OPEN SPACE:	NO REQUIREMENT
MINIMUM BALCONY AREA:	NO SPECIFIC REQUIREMENT
MINIMUM FLOOR AREA RATIO:	3.0

TABULATION

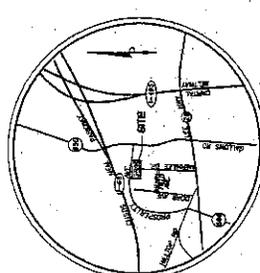
SITE AREA:	6.17 ACRES
ADJACENT AREAS:	1.17 ACRES
TOTAL AREA:	7.34 ACRES
RESIDENTIAL:	2,000 SQ. FT.
COMMERCIAL:	4,000 SQ. FT.
INDUSTRIAL:	2,000 SQ. FT.
RECREATION:	2,000 SQ. FT.
OFFICE:	2,000 SQ. FT.
RETAIL:	2,000 SQ. FT.
RESTAURANT:	2,000 SQ. FT.
ENTERTAINMENT:	2,000 SQ. FT.
OTHER:	2,000 SQ. FT.
TOTAL:	14,000 SQ. FT.
NUMBER OF RESIDENTIAL UNITS:	170
NUMBER OF COMMERCIAL UNITS:	170
NUMBER OF INDUSTRIAL UNITS:	170
NUMBER OF RECREATION UNITS:	170
NUMBER OF OFFICE UNITS:	170
NUMBER OF RETAIL UNITS:	170
NUMBER OF RESTAURANT UNITS:	170
NUMBER OF ENTERTAINMENT UNITS:	170
NUMBER OF OTHER UNITS:	170
TOTAL:	1,700 UNITS
DEVELOPMENT:	170 UNITS
OVER SPACE:	170 UNITS
NOTE: SITE AREA INDICATED INCLUDES THE POSITION OF EXISTING PAVED DRIVEWAY OF BURKE DRIVE THAT IS PROPOSED TO BE TO BE	

PARKING TABULATION

RESIDENTIAL:	712 SPACES
COMMERCIAL:	712 SPACES
INDUSTRIAL:	712 SPACES
RECREATION:	712 SPACES
OFFICE:	712 SPACES
RETAIL:	712 SPACES
RESTAURANT:	712 SPACES
ENTERTAINMENT:	712 SPACES
OTHER:	712 SPACES
TOTAL:	7,120 SPACES



OPEN SPACE AREAS
NOT TO SCALE
THE SQUARE FOOTAGE ARE PRELIMINARY
AND SUBJECT TO LAND MINOR
AND FINAL SITE DESIGN



VICINITY MAP
SCALE: 1" = 1/4 MILE

APPLICANT:
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA
NOVEMBER 2002

ATTORNEY:
MORRISON MATTINGLY
1000 W. WASHINGTON AVE.
ARLINGTON, VA 22204
PH: (703) 748-8000

ENGINEER:
MORRISON MATTINGLY
1000 W. WASHINGTON AVE.
ARLINGTON, VA 22204
PH: (703) 748-8000

DESIGNER:
MORRISON MATTINGLY
1000 W. WASHINGTON AVE.
ARLINGTON, VA 22204
PH: (703) 748-8000

PREPARED BY:
MORRISON MATTINGLY
1000 W. WASHINGTON AVE.
ARLINGTON, VA 22204
PH: (703) 748-8000

REQUESTED WAIVERS/MODIFICATIONS

1. COVER
2. CONCEPTUAL DEVELOPMENT PLAN
3. ZONING CONDITIONS
4. PROPOSED TRANSPORTATION IMPROVEMENTS
5. PROPOSED TRANSPORTATION PLAN
6. PROPOSED TRANSPORTATION PLAN
7. PROPOSED TRANSPORTATION PLAN
8. PROPOSED TRANSPORTATION PLAN
9. PROPOSED TRANSPORTATION PLAN
10. PROPOSED TRANSPORTATION PLAN
11. PROPOSED TRANSPORTATION PLAN

SHEET INDEX

1. COVER
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10. PROPOSED TRANSPORTATION PLAN
11. PROPOSED TRANSPORTATION PLAN

NOTES:

1. THE PROPERTY DELINEATED ON THIS PLAN IS BOUNDARIES OF FAIRFAX COUNTY, VIRGINIA, AND NOT A PART OF THE PROPERTY.
2. APPROXIMATE BOUNDARIES OF FAIRFAX COUNTY, VIRGINIA, ARE SHOWN ON THIS PLAN.
3. CONCEPTUAL DEVELOPMENT PLAN IS SUBJECT TO APPROVAL BY THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY, VIRGINIA.
4. PROPOSED ZONING IS SUBJECT TO APPROVAL BY THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY, VIRGINIA.
5. EXISTING AND PROPOSED UTILITIES ARE SHOWN ON THIS PLAN.
6. PROPOSED UTILITIES ARE SHOWN ON THIS PLAN.
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8. APPROXIMATE BOUNDARIES OF FAIRFAX COUNTY, VIRGINIA, ARE SHOWN ON THIS PLAN.
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THIS SHEET FOR INFORMATION
PURPOSES ONLY



BURGESS & NIPLE
1100 RICHMOND AVENUE, SUITE 100
FALLS CHURCH, VA 22044
PH: (703) 431-4000 FAX: (703) 431-4001

JOB: 980647 PRJ: 1175 **SHEET 1** C-4312

BURGESS & NIPLE

N/E WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

48-1(10)22A
ZONE 1-4
USE TRANSIT SPANISH

PROSPERITY AVENUE - ROUTE 6066

N/E WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

PROSPERITY AVENUE - ROUTE 6066

48-1(10)22A
ZONE 1-4
USE TRANSIT SPANISH

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USE TRANSIT SPANISH

PROSPERITY AVENUE - ROUTE 6066

N/E WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

PROSPERITY AVENUE - ROUTE 6066

PROSPERITY METRO PLACE III
EXISTING 7-STORY OFFICE BUILDING

PROSPERITY METRO PLACE III
EXISTING 7-STORY OFFICE BUILDING

EXISTING 6-LEVEL PARKING STRUCTURE

LOT 12
OWNER: 72.3 CENTURA ASSOCIATES
48-1(10) 21A
ZONE 1-4
USE INDUSTRIAL

LOT 7
SECTION 3
MERRILLE INDUSTRIAL PARK
OWNER: 48-1(10) 7
ZONE 1-4
USE OFFICE

LOT 7
SECTION 3
MERRILLE INDUSTRIAL PARK
OWNER: 48-1(10) 7
ZONE 1-4
USE OFFICE

PORTION OF PARCEL "A"
SECTION 3
MERRILLE INDUSTRIAL PARK
OWNER: 48-1(10) 9
ZONE 1-4
USE INDUSTRIAL

PORTION OF PARCEL "A"
SECTION 3
MERRILLE INDUSTRIAL PARK
OWNER: 48-1(10) 9
ZONE 1-4
USE INDUSTRIAL

BURGESS & NIPLE
4186 PLEASANT VALLEY ROAD, CHARLETTA, VA 20314-1228 (703) 631-8630
DALLAS, TEXAS; WOODBRIDGE, VIRGINIA; BEACH & RICHMOND, VIRGINIA
RECORDED IN THE OFFICE OF THE CLERK OF THE SUPERIOR COURT OF THE CITY OF CHARLETTA, SOUTH CAROLINA
PH. 3176
C-4892

LEWIS SCULLY GIONET
LANDSCAPE ARCHITECTS

Scale 1" = 30'

NO.	DATE	DESCRIPTION	BY
02/03	18	ISSUE FOR PERMIT	
03/03	18	ISSUE FOR PERMIT	
04/03	18	ISSUE FOR PERMIT	
05/03	18	ISSUE FOR PERMIT	
06/03	18	ISSUE FOR PERMIT	
07/03	18	ISSUE FOR PERMIT	
08/03	18	ISSUE FOR PERMIT	
09/03	18	ISSUE FOR PERMIT	
10/03	18	ISSUE FOR PERMIT	
11/03	18	ISSUE FOR PERMIT	
12/03	18	ISSUE FOR PERMIT	

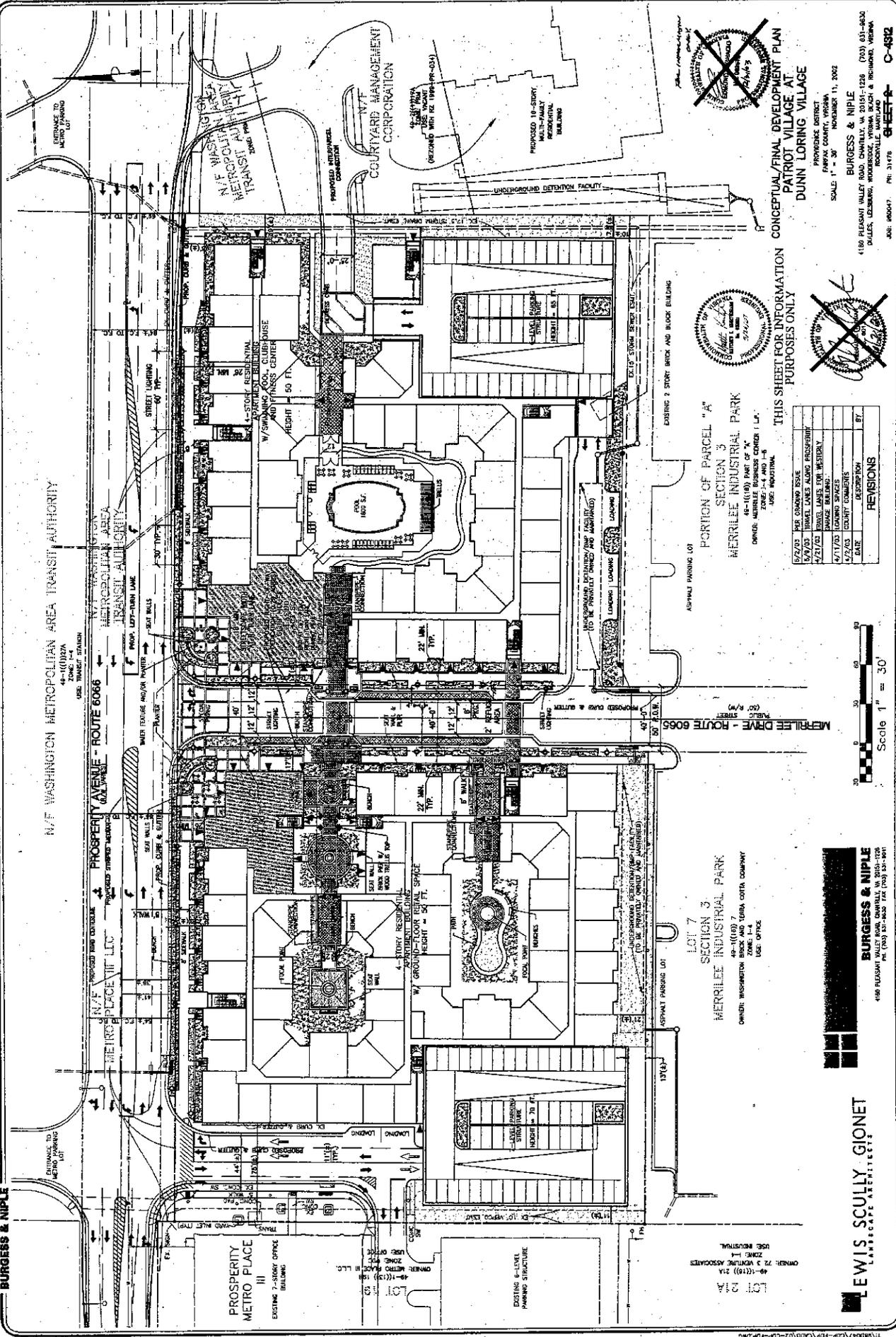
THIS SHEET FOR INFORMATION PURPOSES ONLY

CONCEPTUAL/FINAL DEVELOPMENT PLAN
PATRIOT VILLAGE AT
DUNN LORING VILLAGE

PROVIDENCE DISTRICT
PARRIS COUNTY, VIRGINIA
NOVEMBER 11, 2002
SCALE 1" = 30'

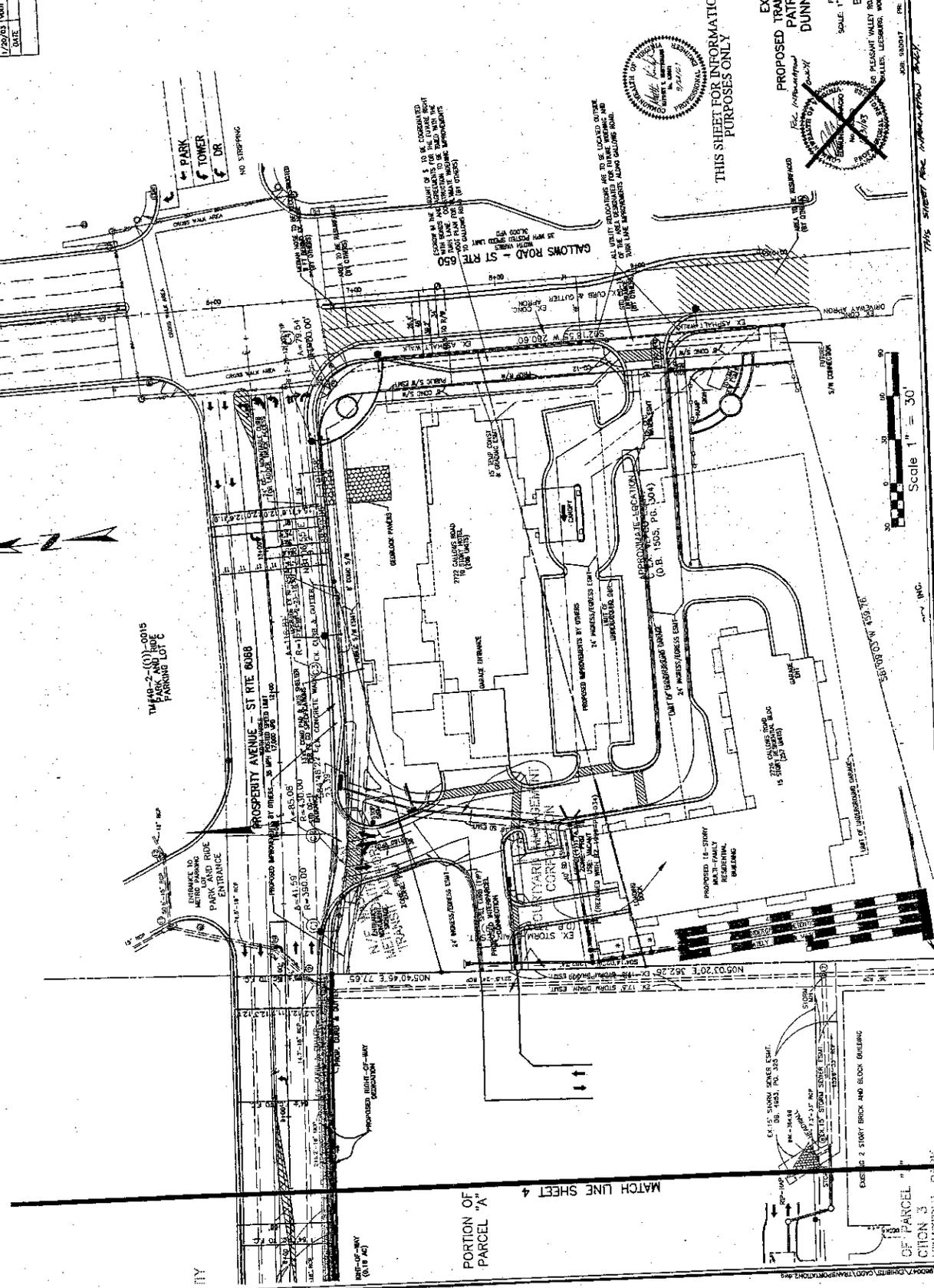
4186 PLEASANT VALLEY ROAD, CHARLETTA, VA 20314-1228 (703) 631-8630
DALLAS, TEXAS; WOODBRIDGE, VIRGINIA; BEACH & RICHMOND, VIRGINIA
RECORDED IN THE OFFICE OF THE CLERK OF THE SUPERIOR COURT OF THE CITY OF CHARLETTA, SOUTH CAROLINA
PH. 3176
C-4892

SHEET 33 OF 42



REVISIONS	
DATE	DESCRIPTION
8/2/03	SEE DRAWING ISSUE
8/19/03	TRAVEL LANE, ALONG PROSPERITY
4/17/03	ROW DEMONSTRATION/PRESERVATION
4/2/03	COUNTY COMMENTS
1/26/03	VOT & COUNTY COMMENTS
	DATE

BURGESS & NIPLÉ



THIS SHEET FOR INFORMATION PURPOSES ONLY

EXHIBIT SHOWING
PROPOSED TRANSPORTATION IMPROVEMENTS
PATRIOT VILLAGE AT
DUNN LORING METRO

PROSPERITY DISTRICT
PLANNING COMMISSION
SCALE: 1" = 30'
DECEMBER 30, 2002
BURGESS & NIPLÉ
1000 PLEASANT VALLEY ROAD, CHARLETT, W. VIRGINIA 25305-1704
1000 PLEASANT VALLEY ROAD, CHARLETT, W. VIRGINIA 25305-1704
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1000 PLEASANT VALLEY ROAD, CHARLETT, W. VIRGINIA 25305-1704

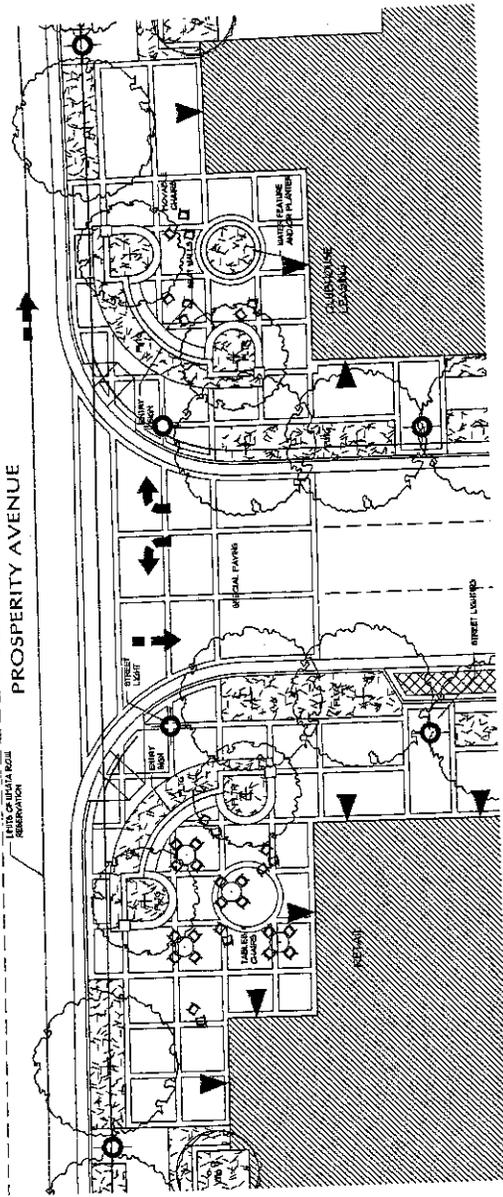
C-4082
20-1733
SHEET 36 OF 42

Scale 1" = 30'

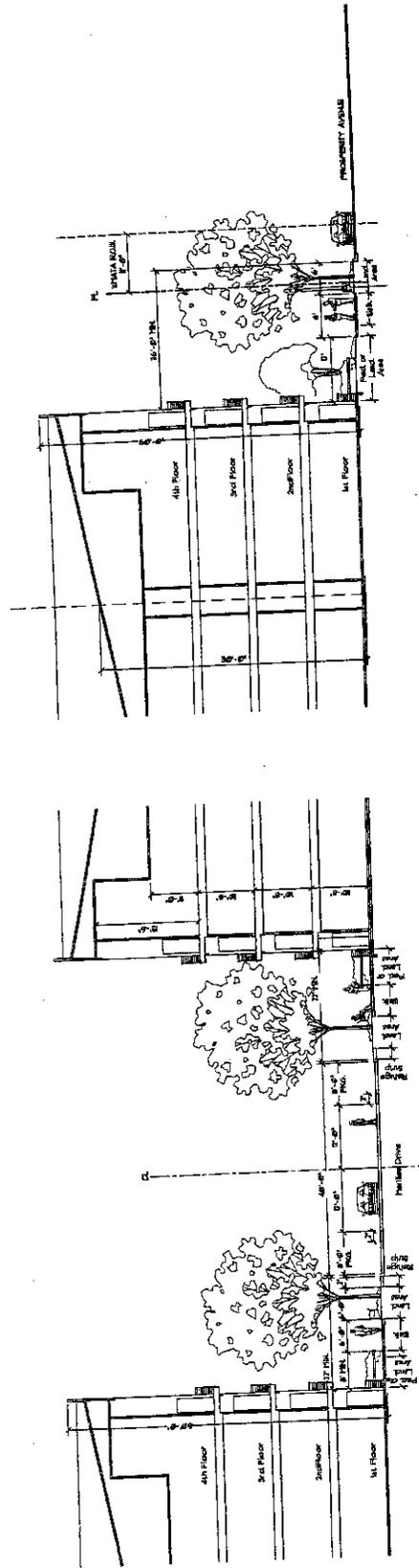
PORTION OF PARCEL "A"
MATCH LINE SHEET 4

EXISTING 2 STORY BRICK AND BLOCK BUILDING
EXISTING 14 STORY MULTI-FAMILY RESIDENTIAL BUILDING
APPROXIMATE LEGAL LINE (O.B. 1905, P.G. 304)

PROSPERITY AVENUE



1 ENTRY PLAZA PLAN
SCALE: 1/4"=10'



2 STREETSCAPE SECTION A
SCALE: 1/4"=10'

3 STREETSCAPE SECTION B
SCALE: 1/4"=10'

PATRIOT VILLAGE AT DUNN LORING METRO

LEWIS SCULLY GIONET
ARCHITECTS

THIS SHEET FOR INFORMATION
PURPOSES ONLY

72-1733

SHEET 35 OF 42

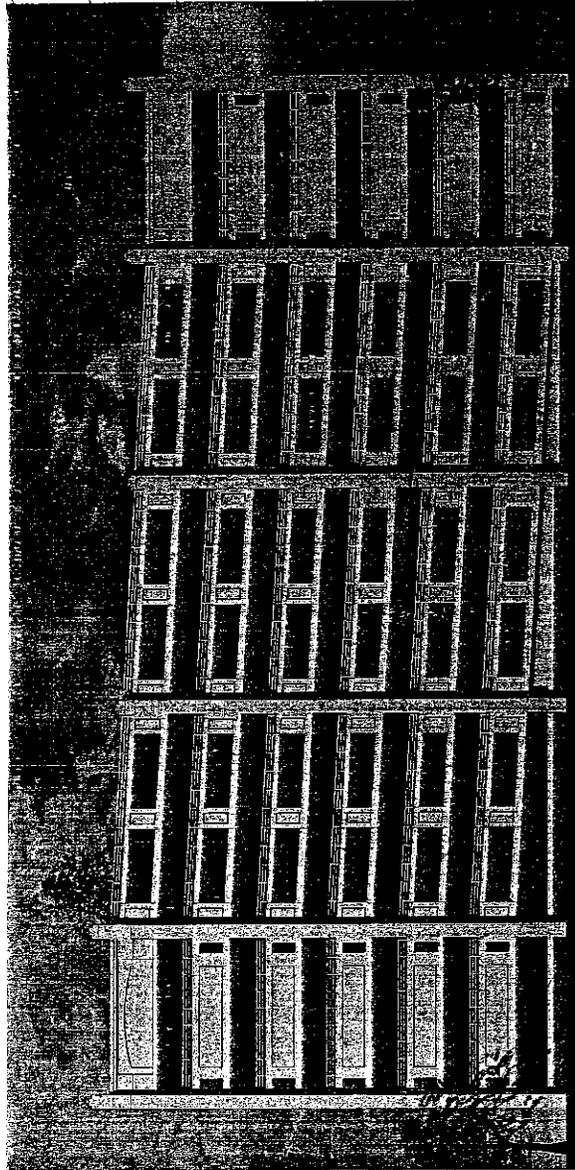
May 12, 2003

Sheet 7



156, Inc. - E:\2002\2256 - Patriot Village\Drawings\2256.dwg (12/12/02) May 12, 2003 - 2:00pm
 156, Inc. - E:\2002\2256 - Patriot Village\Drawings\2256.dwg (12/12/02) May 12, 2003 - 2:00pm

PRECAST COLUMN
 PRECAST PANELS
 W/ REVEAL
 PRECAST PANELS
 W/ BRICK INSERT
 METAL RAIL



BRICK WALL



Conceptual Garage Elevation

THIS SHEET FOR INFORMATION
 PURPOSES ONLY



Date: 10-1-17
 Date: 04/20/20

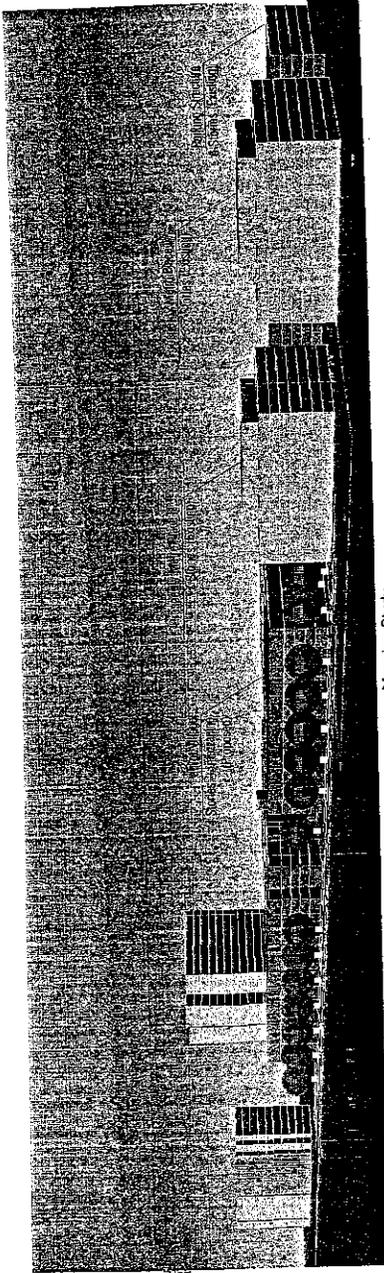


A09-

PATRIOT VILLAGE

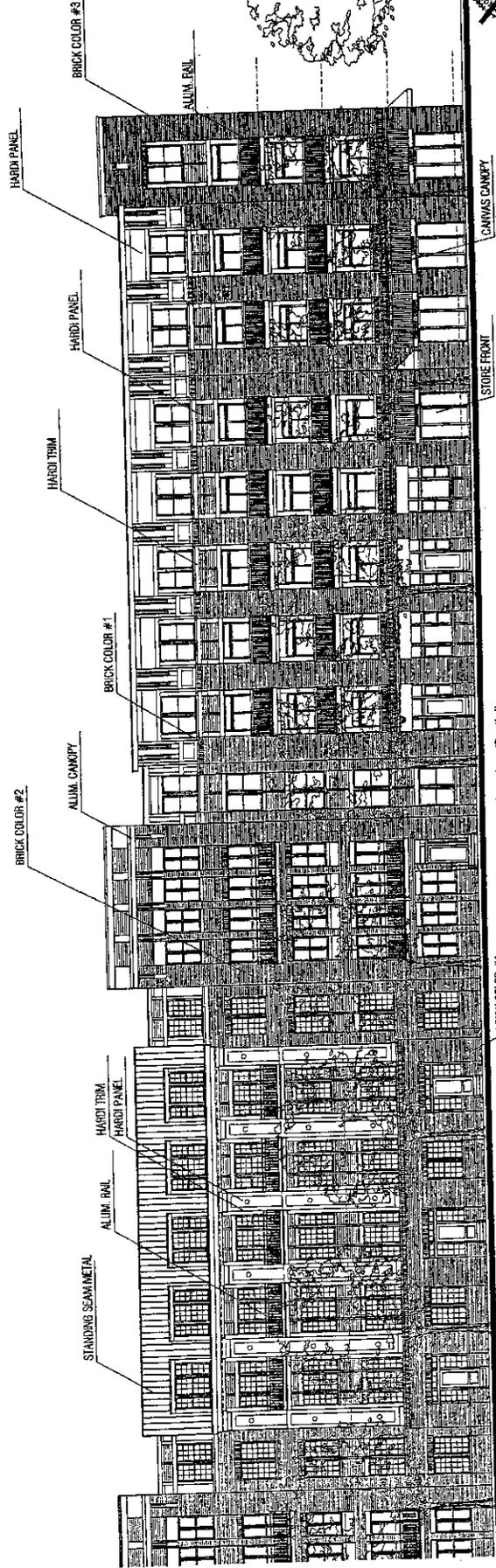
MERRIFIELD, VA.

DSF/ LONG- METRO, LLC.



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Massing Study
 Prosperity Ave.



Conceptual Elevation (Partial)
 Prosperity Ave.

PATRIOT VILLAGE

MERRIFIELD, VA.

DSF/ LONG- METRO, LLC.

SK&I
 ARCHITECTS

A10



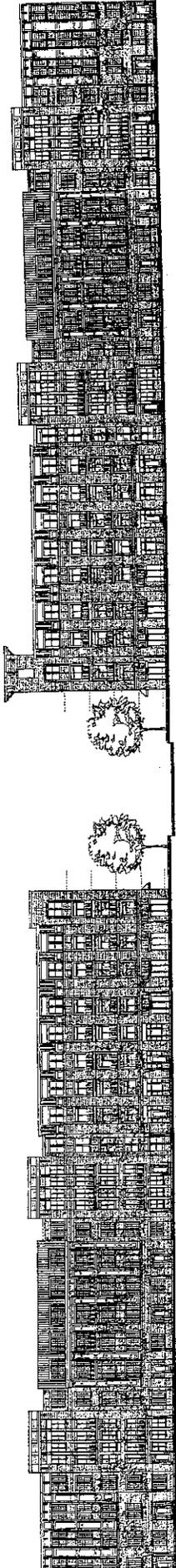
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THE COURT OF ARCHITECTURE

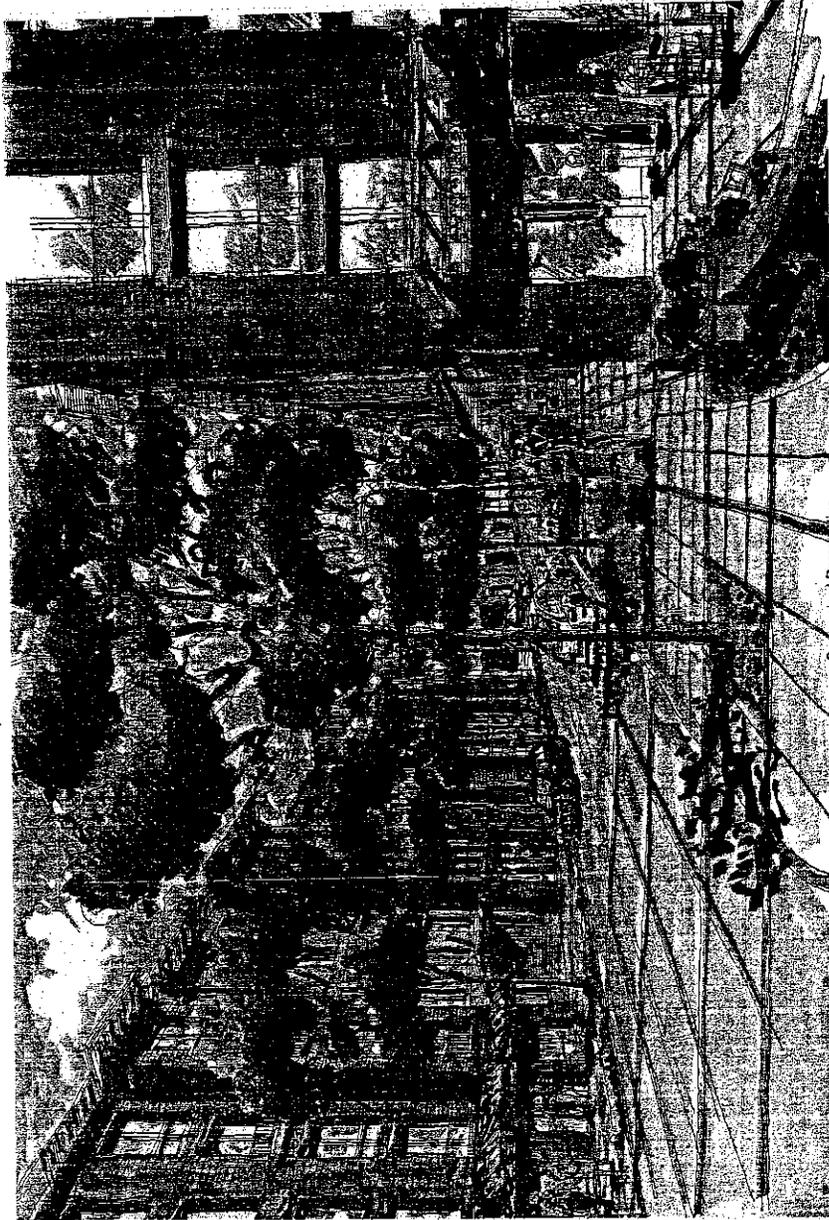
28-1733 SHEET 41 OF 42



DATE: 11/11/10
 DATE: 11/02/2013



Conceptual Elevation Prosperity Ave.



Conceptual Perspective
Merrilee Drive



THIS SHEET FOR INFORMATION
PURPOSES ONLY



Scale: 1/4" = 1'-0"
Date: 11/02/2010

SK&I
Architectural

A11

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MERRIFIELD, VA.

PATRIOT VILLAGE

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ZP-1733 SHEET #2 OF #2

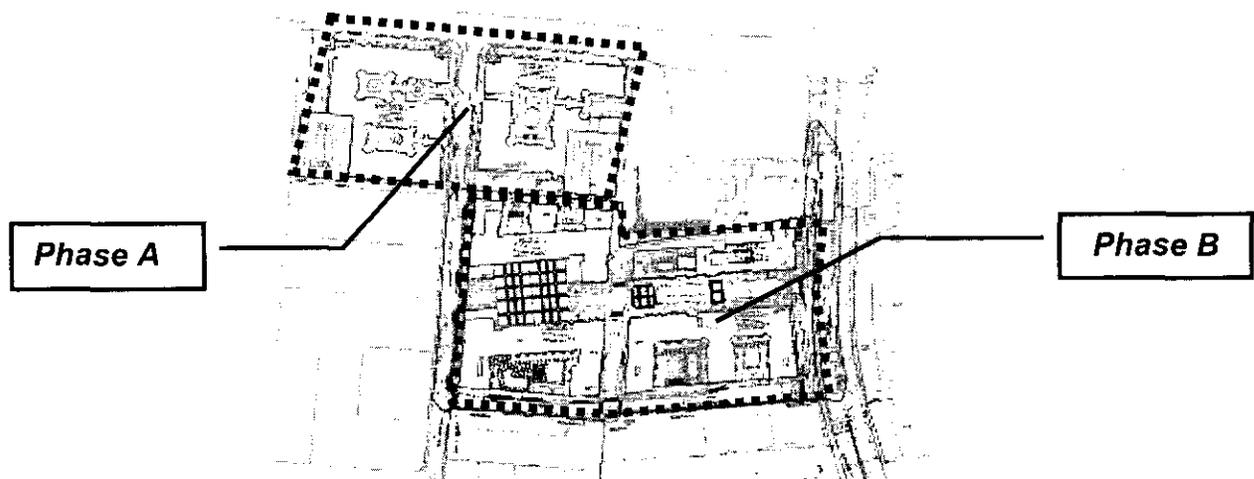
**A GLOSSARY OF TERMS USED
FREQUENTLY IN STAFF REPORTS CAN BE
FOUND AT THE BACK OF THIS REPORT**

DESCRIPTION OF THE APPLICATION

Proposal:

The applicant, DSF/Long Metro II LLC and DSF/Long Metro III LLC, requests approval to rezone 14.27 acres from the PRM, I-4 and I-5 Districts to the PRM (Planned Residential Mixed-Use) District. The application proposes a mixed-use development including retail and other uses, residential units, and an optional hotel, with parking provided primarily underground. The application proposes a maximum residential density of 108.63 du/ac and an FAR (floor area ratio) of 2.41 (with the more intense option), including bonus density for the provision of Affordable Dwelling Units. The applicant is requesting approval of a combined Conceptual/Final Development Plan (CDP/FDP).

The application is divided into two phases. Phase A, located along Prosperity Avenue and bisected by Merrilee Drive, is developed with two residential buildings with a total of 436 dwelling units. A small amount (4,910 square feet) of retail space was provided in the Phase A buildings, and parking is provided in attached garages. No changes are proposed to Phase A, which was developed under RZ/FDP 2002-PR-025, and constructed in 2005 and 2006. Phase A has been included in the application to recapture density encouraged by the Comprehensive Plan adjacent to the Dunn Loring Metro Station but not constructed with that application. Phase B is located south of Phase A, and stretches between Gallows Road and Merrilee Drive. All of the new development is proposed to be in Phase B, which will consist of four buildings, each with retail and other related uses located on the ground floor and residential located above. A total of 1,150 residential units are proposed in Phase B (1,000 units if the option with the hotel is constructed). The following graphic shows the relationship of Phases A and B.



The applicant's draft proffers, Affidavit and Statement of Justification can be found in Appendices 1-3, respectively.

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

Waivers and Modifications Requested:

- Modification to allow the use of underground stormwater management in a residential development subject to Waiver #24817-WPFM-001-3
- Modification of private street standards to allow private streets to provide access to adjacent properties and to allow private streets in excess of 600 feet in length
- Modification of transitional screening and barrier requirements in favor of that shown on the CDP/FDP
- Modification of the loading requirements to allow 8 loading spaces in Phase B rather than 10 loading spaces
- Modification of the loading requirements for Phase A to allow two loading spaces per building rather than three per building
- Modification of PFM Standard 12-0702.1B2 to permit the reduction of the minimum planting width requirement from eight feet to six feet as shown on the CDP/FDP and as described in the proffers

LOCATION AND CHARACTER

Site Description:

The 14.27 acre application property is located in the Merrifield Area, on the south side of Prosperity Avenue and the west side of Gallows Road. The application property does not include the property at the corner of Prosperity Avenue and Gallows Road, which has been recently developed with a residential building and a hotel.

As noted, the application property is divided into two phases. Phase A is developed with two residential condominium buildings, constructed in 2005 and 2006. Phase B is developed with one-story industrial buildings with surface parking, including a landscape mulch facility.

Surrounding Area Description:

Direction	Use	Zoning	Plan
North	Metro Station (approved for residential mixed-use development)	PDC/PRM	Residential/mixed use, up to 2.25 FAR
	Multi-family residential (Wilton House)	PRM	Residential/mixed use, up to 2.25 FAR

Direction	Use	Zoning	Plan
South	Light Industrial / Warehouse retail	I-4 & I-5	Mixed use, up to 1.8 FAR
East	Multi-family residential (Wilton House)	PRM	Residential/mixed use up to 2.25 FAR
	Multi-family residential (Merrifield Village)	R-20	Residential @ 16-20 du/acre
West	Light Industrial / Warehouse retail	PDC, I-4 & I-5	Mixed use, up to 1.8 FAR

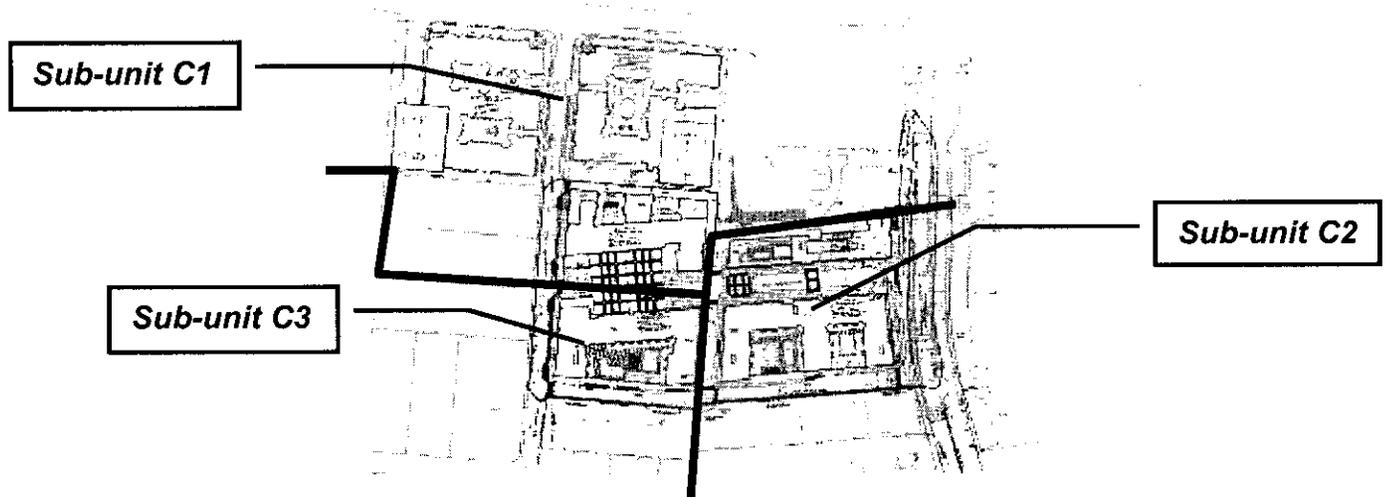
BACKGROUND

- RZ 2002-PR-025 was approved by the Board of Supervisors on July 21, 2003, to rezone Phase A of the application property from the I-4 District to the PRM District, subject to proffers dated June 10, 2003. FDP 2002-PR-025 had been previously approved by the Planning Commission on June 25, 2003, subject to development conditions dated June 18, 2003, and to the Board’s approval of the rezoning. (See Appendix 4 for proffers, conditions and plans)

COMPREHENSIVE PLAN PROVISIONS (See Appendix 5)

Plan Area: I
Planning Sector: Merrifield Suburban Center; Land Unit C, Sub-Units C-1, C-2 and C-3
Plan Map: Mixed-Use

The application property is located in three Sub-Units (C-1, C-2 and C-3). The following graphic shows the relationship of the Sub-Units to the application.



Plan Text:

The following chart summarizes the basic Plan recommendations for each of the three sub-units. More detailed text follows.

<p>Sub-unit C1 <i>(including Parcel 18)</i></p>	<ul style="list-style-type: none"> • Mixed-use and/or residential use up to 2.25 FAR • Maximum building height is 135 feet or 165 feet with structured parking under the building and increased open space • Building heights should vary within the Sub-Unit • Consolidation of four contiguous acres encouraged • Provide for/contribute to extension of Merrilee Drive • Provide other secondary vehicular access to improve circulation in this and adjacent sub-units • Include pedestrian oriented open space amenities • Provide for/contribute to Merrifield shuttle service • TDM programs to facilitate a non-SOV mode split of at least 25%. • Parking structures behind and/or under buildings • Retail and service uses provided, located primarily on the ground level of office buildings • Alternative uses appropriate: residential, hotel, major entertainment, institutional, and retail and service uses • Any hotel should provide community-serving amenities • Residential development should provide affordable dwelling units • Residential development should provide recreation and other amenities for residents • Contributions for parks or public open space amenities incorporated into the development • Major entertainment uses + retail and service uses not to exceed 30% of total square footage
<p>Sub-unit C2</p>	<ul style="list-style-type: none"> • Mixed-use and/or residential use up to 1.8 FAR • Maximum building height is 115 feet or 135 feet with structured parking under the building and increased open space • Consolidation of four contiguous acres encouraged • Provide circulation improvements • Minimize access to Gallows Road through interparcel access • Include open space amenities • Provide for/contribute to Merrifield shuttle service • TDM programs to facilitate a non-SOV mode split of at least 20%. • Parking structures behind and/or under buildings • Retail and service uses integrated to development • Alternative uses appropriate: residential, institutional, and retail and service uses • Residential development should provide affordable dwelling units • Residential development should provide recreation and other amenities for residents • Contributions for parks or public open space amenities incorporated into the development

<p>Sub-unit C3</p>	<ul style="list-style-type: none"> • Mixed-use and/or residential use up to 1.8 FAR • Maximum building height is 115 feet or 135 feet with structured parking under the building and increased open space • Consolidation of four contiguous acres encouraged • Provide circulation improvements • Include pedestrian oriented open space amenities • Provide for/contribute to Merrifield shuttle service • TDM programs to facilitate a non-SOV mode split of at least 20%. • Parking structures behind and/or under buildings • Retail and service uses provided, located primarily on the ground level of office buildings • Alternative uses appropriate: residential, hotel, institutional, and retail and service uses • Residential development should provide affordable dwelling units • Residential development should provide recreation and other amenities for residents • Contributions for parks or public open space amenities incorporated into the development
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In the Area I volume of the Comprehensive Plan, 2007 edition, Merrifield Suburban Center, as amended through July 21, 2003, Land Unit Recommendations, page 60-66, the Plan states:

Sub-Unit C1:

Sub-Unit C1 is located adjacent to Prosperity Avenue immediately across from the Dunn Loring-Merrifield Transit Station and is planned for office use with retail and service uses up to 1.4 FAR. Any development proposals must address all applicable Area-Wide recommendations as well as the following.

- Consolidations of at least four contiguous acres are encouraged. When a consolidation is less than 4 acres, but more than two acres, development should provide for vehicular and pedestrian access with abutting properties. As an alternative, coordinated development plans with a combined land area of at least 2 acres may be appropriate if the consolidation objectives are met. In any instance, it must be demonstrated that any unconsolidated parcels are able to develop in conformance with the Plan as described under the Land Use Guidelines in the Area-Wide Land Use section.
- Provide for or contribute to the extension of Merrilee Drive to Prosperity Avenue, and/or provide other secondary vehicular access that improves circulation within this and adjacent sub-units, as well as inter-parcel access. See the Transportation Section of the Area-Wide Recommendations for the Merrilee Drive extension alignment.
- Development should be designed to include pedestrian open space amenities, which should include public plazas or greens. Two key locations for the green space amenities are along the Merrilee Drive extension and at the corner of Prosperity Avenue and Gallows Road. The

open space amenities along the Merrilee Drive extension should be a focal point for the northern portion of this land unit. The open space amenity at Prosperity Avenue and Gallows Road should be designed as a gateway feature for this northern entrance to the Merrifield Suburban Center.

- Development should provide for or contribute to an internal Merrifield transit system (i. e., shuttle service, bus service, etc.)
- TDM programs should be provided that facilitates a non-SOV mode split of at least 25%.
- Development should be designed with parking structures behind and/or under buildings.
- Retail and service uses should be provided and located primarily on the ground level of office buildings to serve both the needs of the tenants as well as the surrounding areas.

Option: As an alternative to the office use option, mixed-use and/or residential use may be appropriate up to 2.25 FAR, provided that development proposals meet the Area-Wide Recommendations for alternative uses (see the Area-Wide Recommendations, Land Use Guidelines). Any development proposals under this option must meet the guidance provided above, all applicable Area-Wide guidelines, as well as provide for the following.

- The alternative uses appropriate in this sub-unit are limited to residential, hotel, major entertainment, institutional, and retail and service uses. Only the portion of retail and service uses that exceed 5% of the development's total square footage are considered alternative uses
- If a hotel is proposed as part of a mixed-use development, the hotel should provide for community-serving amenities such as meeting spaces and a full-service restaurant.
- If residential development is proposed, affordable dwelling units should be provided on-site or as indicated under the Land Use Guidelines in the Area-Wide Land Use section.
- Any proposed residential development should create a viable living environment by providing recreation and other amenities for the residents as indicated under the Area-Wide Recommendations, Land Use Section. In addition, contributions should be made for the purchase of public parkland within Land Unit C or to provide improvements to nearby parks. As an alternative, open space amenities could be incorporated into the development, such as the provision of an urban park that could be privately owned, provided it is accessible for public use.
- If major entertainment uses are provided these uses and retail and service uses should not exceed 30% of the development's total square footage.

Height Limit: The maximum building height is 135 feet when development is not integrated with structured parking. In order to encourage structured parking to be located under

buildings, a height bonus of up to 30 feet (or a maximum height of 165 feet) is appropriate when at least 3 levels of structured parking are provided under the building, either at or below grade. Building heights should vary within the Sub-Unit. The building height bonus should be contingent on increasing the amount of open space amenities. See the Building Heights Map, Figure 16, and the Building Height Guidelines under the Area-Wide Urban Design section.

Sub-Unit C2:

Sub-Unit C2 is located adjacent to Gallows Road and north of where Providence Forest Road is planned to cross Gallows Road. This sub-unit is planned and developed with a mix of retail, industrial, and warehouse uses at current intensities. Any modification, expansion, and/or reuse of the existing buildings should be consistent with guidelines for Existing Uses and Buildings under the Area-Wide Land Use section.

Option 1: As an option, development within this sub-unit to office with retail and service uses up to 1.1 FAR may be appropriate. In addition, Parcel 49-2((1))18 may develop under the intensity planned for Sub-Unit C1, provided this parcel is consolidated with property in Sub-Unit C1, and is an integral part of development in Sub-Unit C1, as well as improving the area's circulation and access. Any development proposal under this option must address all applicable Area-Wide recommendations as well as the following guidelines:

- Consolidations of at least four contiguous acres are encouraged. When a consolidation is less than 4 acres, but more than two acres, development should provide for vehicular and pedestrian access with abutting properties. As an alternative, coordinated development plans with a combined land area of at least 2 acres may be appropriate if the consolidation objectives are met. In any instance, it must be demonstrated that any unconsolidated parcels are able to develop in conformance with the Plan as described under the Land Use Guidelines in the Area-Wide Land Use section.
- Consolidation in the southern portion of this sub-unit should provide the Merrifield Avenue extension to Gallows Road which aligns with Providence Forest Drive (see Area-wide Transportation section for alignment). Consolidation in the northern portion of this sub-unit should provide circulation improvements that connect Merrilee Drive and Gallows Road, or other vehicular improvements that increase circulation within this and adjacent sub-units.
- Minimize access to Gallows Road through the provision of inter-parcel access (both vehicular and pedestrian). Inter-parcel access may include the provision of a private street with a public access easement.
- Development should provide for or contribute to an internal Merrifield transit system (i. e., shuttle service, etc.)
- TDM programs should be provided that facilitates a non-SOV mode split of at least 20%.

- Development should be designed with parking structures behind and/or under buildings.
- Development should be designed to include open space amenities as described under the Pedestrian and Open Space System Guidelines in the Urban Design section.
- Retail and service uses should be provided and should be designed as an integral part of the development. These retail and service uses should serve the needs of the building tenants, as well as the surrounding area.

Option 2: As an alternative to the office option, mixed-uses and/or residential with retail and service uses may be appropriate up to 1.8 FAR, provided that development proposals meet the Area-Wide Recommendations for alternative uses (see the Area-Wide Recommendations, Land Use Guidelines). In addition, Parcel 49-2((1))18 may develop under the intensity planned for Sub-Unit C1, provided this parcel is consolidated with property in Sub-Unit C1, and is an integral part of development in Sub-Unit C1, as well as improving the area's circulation and access. Any development proposal under this option must meet the previous option's guidance, all applicable Area-Wide guidelines, as well as provide for the following:

- The alternative uses appropriate in this sub-unit are limited to residential, institutional, and retail and service uses. Only the portion of retail and service uses that exceed 5% of the development's total square footage are considered alternative uses as described under the Alternative Use Guidelines. Retail and service uses should be designed to be an integral part of the development.
- If residential development is proposed, affordable dwelling units should be provided on-site or as indicated under the Land Use Guidelines in the Area-Wide Land Use Section.
- Any proposed residential development should create a viable living environment by providing recreation and other amenities for the residents as indicated under the Area-Wide Recommendations, Land Use Section. In addition, contributions should be made for the purchase of public parkland within Land Unit C or to provide improvements to nearby parks. As an alternative, open space amenities could be incorporated into the development, such as the provision of an urban park that could be privately owned, provided it is accessible for public use.

Height Limit: Maximum building height is 115 feet when development is not integrated with structured parking. In order to encourage structured parking to be located under buildings, a height bonus of up to 20 feet (for a maximum height of 135 feet) is appropriate when at least 2 levels of structured parking are provided under the building, either at or below grade. The building height bonus should be contingent on increasing the amount of open space amenities. See the Building Heights Map, Figure 16, and the Building Height Guidelines under the Area-Wide Urban Design section.

Sub-Unit C3:

Sub-Unit C3 is located south of Sub-Unit C1 and west of Sub-Unit C2, and is planned and developed with a mix of industrial and warehouse uses at current intensities. Any modification, expansion, and/or reuse of the existing buildings should be consistent with guidelines for Existing Uses and Buildings under the Area-Wide Land Use section.

Option 1: As an option, redevelopment within this sub-unit to office use with support retail and service uses up to 1.1 FAR may be appropriate. Any development proposals under this option should address all applicable Area-Wide recommendations as well as the following guidelines.

- Consolidations of at least four contiguous acres are encouraged. When a consolidation is less than 4 acres, but more than two acres, development should provide for vehicular and pedestrian access with abutting properties. As an alternative, coordinated development plans with a combined land area of at least 2 acres may be appropriate if the consolidation objectives are met. In any instance, it must be demonstrated that any unconsolidated parcels are able to develop in conformance with the Plan as described under the Land Use Guidelines in the Area-Wide Land Use section.
- Development within this sub-unit should provide the Merrifield Avenue extension to Gallows Road which aligns with Providence Forest Drive (see Area-wide Transportation section for alignment) and should provide for other secondary vehicular access that improves circulation within this and adjacent sub-units, as well as inter-parcel access.
- Development should be designed to include pedestrian open space amenities, which should include public plazas or greens.
- Development should provide for or contribute to an internal Merrifield transit system (i. e., shuttle service, bus service, etc.)
- TDM programs should be provided that facilitates a non-SOV mode split of at least 20%.
- Development should be designed with parking structures behind and/or under buildings.
- Support retail and service uses should be provided and usually located on the ground level of office buildings to serve both the needs of the tenants as well as the immediate surrounding area.

Option 2: As an alternative to the office use option, mixed-uses and/or residential use may be appropriate up to 1.8 FAR, provided that development proposals meet the Area-Wide Recommendations for alternative uses (see the Area-Wide Recommendations, Land Use Guidelines). Any development proposals under this option must meet the guidance provided above, all applicable Area-Wide guidelines, as well as provide for the following.

- The alternative uses appropriate in this sub-unit are limited to residential, hotel, institutional, and support retail and service uses. Only the portions of support retail and service uses that exceed 3% of the development's total square footage are considered alternative uses as described under the Alternative Use Guidelines. Support retail and service uses may include employee amenities such as health clubs, day care, and food services, all of which should be integrated into office, hotel, and/or residential buildings.
- If residential development is proposed, affordable dwelling units should be provided on-site or as indicated under the Land Use Guidelines in the Area-Wide Land Use section.
- Any proposed residential development should create a viable living environment by providing recreation and other amenities for the residents as indicated under the Area-Wide Recommendations, Land Use Section. In addition, contributions should be made for the purchase of public parkland within Land Unit C or to provide improvements to nearby parks. As an alternative, open space amenities could be incorporated into the development, such as the provision of an urban park that could be privately owned, provided it is accessible for public use.

Height Limit: The maximum building height is 115 feet when development is not integrated with structured parking. In order to encourage structured parking to be located under buildings, a height bonus of up to 20 feet (or a maximum height of 135 feet) is appropriate when at least 2 levels of structured parking are provided under the building, either at or below grade. The building height bonus should be contingent on increasing the amount of open space amenities."

See Appendix 5 for additional Plan text.

ANALYSIS

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

Title of CDP/FDP: Halstead Mixed-Use Development
Prepared By: Urban Engineering & Assoc., Inc.
Original and Revision Dates: July 19, 2006, as revised through
September 24, 2007

The combined CDP/FDP consists of 43 sheets.

Sheet 1 is a cover sheet including an index, and a vicinity map.

Sheet 2 shows an overview of the entire application area (Phases A and B).

Sheet 3 shows the existing conditions, soils and vegetation maps for Phase B.

Sheets 4 and 5 contain the general notes.

Sheets 6 through 31 relate exclusively to Phase B of the development

Sheet 6 shows the layout.

Sheet 7 shows the ground floor plan.

Sheet 8 is an illustrative pedestrian plan.

Sheet 9 is a plan showing Transportation Demand Management facilities.

Sheet 10 is the ground level landscape plan.

Sheet 11 is the landscape plan for the "second level" of the development (roof top plazas)

Sheet 12 shows Merrilee Drive, enlarged streetscape plan and building elevations.

Sheet 13 shows Gallows Road, enlarged streetscape plan and building elevations.

Sheet 14 shows an enlarged plan of the major ground level pedestrian plaza, along with elevations of the buildings surrounding the plaza.

Sheet 15 shows the private "Main Street," including an enlarged streetscape plan and building elevations.

Sheet 16 shows details of the second level courtyards.

Sheet 17 shows site amenities and street furniture

Sheet 18 provides planting details and specifications

Sheets 19-24 show building elevations.

Sheet 25 shows building cross-sections.

Sheets 26 and 26A show shadow studies, with views from the south and the north, respectively

Sheet 27 is a circulation diagram

Sheet 28 is an exhibit of Gallows Road

Sheets 29-31 are the preliminary stormwater management details

Sheets 32 through 42 relate exclusively to Phase A of the development, and consist of the CDP/FDP that was approved with RZ/FDP 2002-PR-025. Only minor changes are proposed for Phase A, as discussed below

Overall Site Description

As noted, the application consists of two phases (A and B); Phase A was approved in RZ 2002-PR-025 and has already been constructed, Phase B is new proposed construction. Four new buildings are proposed with Phase B. The following table lays out the basics of the application, showing Phase A, Phase B, and the overall site.

	Phase A (constructed)	Phase B (proposed)	Overall Site
Land Area	5.79 acres (+ 0.32 <i>dedicated ROW</i>)	8.49 acres	14.27 acres
Zoning	PRM	I-4 & I-5	--
# units	436	Option 1 (no hotel): 1,150 units Option 2 (hotel): 1,000 units	Option 1: 1,586 units Option 2: 1,436 units
# ADUs (<i>5% of total</i>)	12 (<i>2.75% of Phase A</i>)	Option 1: 67 (5.85%) Option 2: 60 (5.98%)	Option 1: 79 (5%) Option 2: 72 (5%)
# WDU (<i>7% of non- ADUs in Phase B</i>)	0	Option 1: 76 Option 2: 66	76 66
Residential Density	71.36 du/ac	Opt. 1: 135.45 du/ac Opt. 2: 117.79 du/ac	Opt. 1: 108.63 du/ac Opt. 2: 98.36 du/ac
Residential ownership type	Condo	Condo (<i>Bldgs 3&4</i>) and Rental (<i>Bldgs 1&2</i>)	--
parking	Above ground decks to side and rear of buildings	Primarily underground, some on-street spaces, some surface level under buildings	--
Height (feet)	50 feet (bldgs) 65 feet (garages)	Bldg 1: 115 + P Bldg 2: 95+ P Bldg 3: 165 + P Bldg 4: 95 + P	--
# stories	4	Bldg 1: 11 Bldg 2: 8 Bldg 3: 8 (<i>west side: 9</i>) Bldg 4: 8	--
Non-residential uses	4,450-4,910 sq ft Retail in Western Bldg. 5,000-8,000 sq ft Leasing/ Clubhouse in Eastern Bldg.	Retail and related uses (inc. possible grocery) Possible hotel (Opt. 2)	--

	Phase A (constructed)	Phase B (proposed)	Overall Site
Total GFA	Residential: 448,048 Non-residential: 4,910 Total: 452,958 sq ft	Opt 1: Residential: 977,081 Secondary: 101,723 Total: 1,078,804 sq ft Opt 2: Residential: 872,626 Secondary-Hotel: 100,000 Secondary-Other: 91,000 Total: 1,063,626 sq ft	Opt 1: Residential: 1,452,129 Secondary: 106,633 Total: 1,531,762 sq ft Opt 2: Residential: 1,320,674 Secondary-Hotel: 100,000 Secondary-Other: 95,910 Total: 1,516,584 sq ft
FAR	1.7	Opt. 1: 2.92 Opt. 2: 2.88	Opt. 1: 2.41 Opt. 2: 2.39
Landscaped Open Space	33%	20% (plus upper level courtyards)	26%

Phase A

Phase A is developed (see details in the preceding chart) with two residential buildings, each constructed around courtyards and with attached parking garages to the side and rear of the building. Phase A is split by Merrilee Drive. Access to the garage for the western building is provided from Prosperity Avenue (along the west side of the building). Two loading spaces are provided on the access drive. Access to the garage for the eastern building is provided to Prosperity Avenue through interparcel access to the Marriott site to the east, as well as directly to Merrilee Drive along the rear of the building. The Phase A plans show three loading spaces on the south side of the access along the rear (south).

The access from Merrilee Drive to the eastern garage is proposed to be modified with Phase B by moving the access south to create one joint access to both phases. Additional guest parking for Phase A will be provided adjacent to the Phase A building, and the loading spaces will be reduced from three to two, which will be slightly relocated. A new pedestrian crosswalk will be provided from the loading spaces to the rear door of the building.

The unit count and open space tabulations shown in Sheets 32 through 42 (Phase A) are slightly different from those shown in the Phase A tabs on Sheets 4 and 5. The tabs on Sheets 4 and 5 reflect the actual built environment, and are more accurate. With this rezoning, these new tabs will become the proffered tabulations.

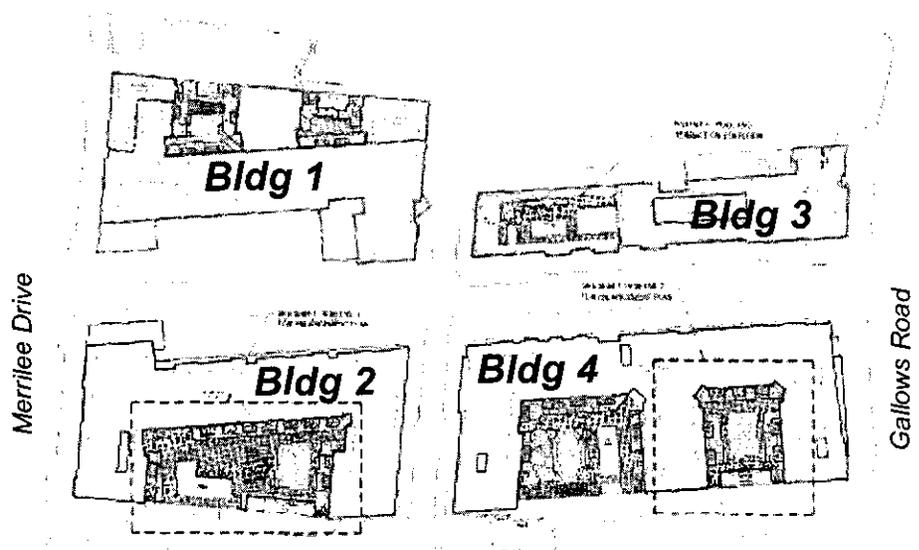
No other changes are proposed to the layout of Phase A, as shown and as developed.

Building Uses & Layout

Four buildings are proposed in Phase B, each with retail and other secondary uses on the ground floor and residential units above. The taller buildings are located on the north side of the main street, with the tallest (Building 3) located adjacent to Gallows Road. The heights of the buildings are as follows:

- Building 1..... 115 feet / 11 stories
- Building 2..... 95 feet / 8 stories
- Building 3 (east side)... 165 feet / 16 stories
- Building 4..... 95 feet / 8 stories

In addition to these maximums, the western portion of the tallest building (Bldg. 3) is only 9 stories plus a clubhouse. Also, the three northern wings on Building 1 are shown to step down two to three floors as compared with the maximum height. The four buildings are shown in the graphic below.



Option 2 would replace the western wing of Building 3 with a hotel (maximum 150 rooms). In either option, the ground floor of Building 4 could house a smaller, specialty grocery store. Proffers indicate that a number of secondary uses could be established, including business service and supply establishments, eating establishments, financial institutions (no drive-throughs), fast food restaurants (no drive-throughs) quick service food stores, offices, retail sales, health clubs, a public library and private schools of special education.

At the ground floor, the retail levels of the buildings are oriented towards the internal main street. In addition, retail-style frontages wrap onto Merrilee Drive on the west and Gallows Road on the east. Although no store fronts will be provided on the internal north-south connector road, proffers and elevations commit to wrapping the

internal ends of Buildings 2 and 4 with architectural elements that will carry the streetscape feel around this portion of the building and onto the service aisle along the southern boundary (which will be the primary vehicular access from Gallows Road).

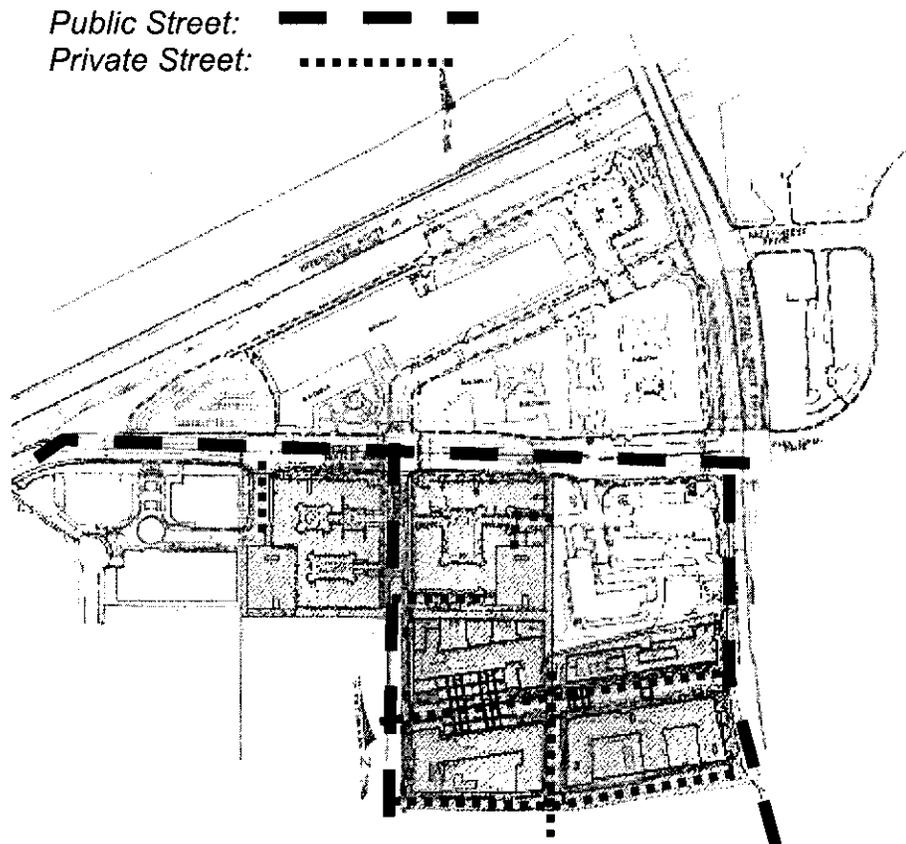
Hotel Use

One option for development would replace the lower, western portion of Building 3 with a hotel with 150 rooms. This option would slightly reduce the retail/secondary square footage and would reduce the maximum number of dwelling units from 1,150 to 1,000. Proffers commit that, should the hotel option be developed, such hotel shall include a full service restaurant and meeting space.

Roads & Access

One new street is proposed through the center of the development, from Merrilee Drive to Gallows Road. Development is proposed to front on this "Main Street." A second "Service Aisle" is proposed along the southern boundary of the site, also stretching between Merrilee Drive and Gallows Road. Both streets will have full access on Merrilee Drive, but only the Service Aisle will have full access on Gallows Road, where a traffic signal is proposed. The Main Street will have right in/right out access on Gallows Road. A north-south street bisects the center of the site. An interparcel access easement on this connector will allow its future extension when properties to the south redevelop; however, no such connection was left when the properties to the north were developed, so the north-south connector will end at the northern property boundary. A third point of access, at the rear (north side) of Building 1 is consolidated with an existing entrance to the Phase A East garage, as discussed earlier.

Access to the underground garage structure will be provided from the north-south connector to the rears (north sides) of Buildings 1 and 3, and the interior sides of Buildings 2 and 4 (east and west sides, respectively). Garage access is also provided to the north side of Building 1



via the consolidated entrance with Phase A. Additional entrances to the garage are provided on the rear (south side) sides of Buildings 2 and 4, from the Service Aisle. No direct access is provided to the garages from Merrilee Drive or Gallows Drive.

Parking & Garages

Almost all parking for the site is located in a single, underground deck with several levels. Parking for the residential uses will be segregated in this deck from the parking for the retail uses. In addition to the underground deck, Buildings 2 and 4 have surface level parking under the buildings, and Building 2 also has a small, second level parking deck above ground level but also under the building.

The CDP/FDP shows a requirement for 2,247 parking spaces under Option 1 or 2,126 parking spaces under Option 2. In both options, the site will be parked at the code requirement.

Architecture

The building elevations, Sheets 19 through 23, show flat-roofed rectangular buildings, with differing window patterns and architectural features from building to building and along the facades of individual buildings. The retail ground floor has a taller floor plate than the upper, residential floors.

A proffer states that the final architectural design of the buildings will be generally as shown on the CDP/FDP. The proffer further limits siding to the interior residential courtyards (all of which are above street level), and prohibits the use of EIFS. Proffers commit to a retail streetscape (storefront windows, etc.) that extends along Merrilee Drive, and to architectural treatment of the rears of Buildings 2 and 4, along the southern service aisle.

Recreation & Open Space

The CDP/FDP provides for a minimum of 20% landscaped open space (26% on the entire application area). Public open spaces include a large pedestrian plaza between Buildings 1 and 2. This space is bisected by the main private street, however the treatment of that street (on level with the plaza, paving treatments that extend from the pedestrian space through the vehicular space, and bollards to delineate the street) is designed to make the space feel like a pedestrian space rather than a road. A smaller plaza area that also crosses the street is located at the western end of Buildings 3 and 4.

In addition to the urban plazas at street level, the development includes private open spaces for the residential uses in the form of roof top decks for each of the four buildings. These decks are not included in the landscaped open space totals. In Buildings 1, 2 and 4, the decks are located on the top of the first floor (the retail base). The courtyards show a mix of deck, lawn and landscaping, and facilities such as

pools. Building 3, the tallest, narrowest building, has a pool deck on the top of the lower, western portion of the building, which is only 9 stories in height. A clubhouse structure (a 10th story) is shown in conjunction with the pool deck area.

Other Site Amenities

The CDP/FDP shows typical illustrations for items such as light standards and garbage cans, though these illustrations are intended only to show the type and quality of these items, not the exact style or design.

Landscaping

No existing vegetation is proposed to be preserved on the site. The landscape plan includes a mix of evergreen and deciduous trees, and primarily consists of streetscape trees along the exterior public and interior private streets. The large pedestrian plaza is shown to be planted with a grid of trees. The private, upper level courtyards are also shown to be planted, again with a mixture of trees and other landscaping.

Streetscape

The CDP/FDP shows streetscape consisting of a row of street trees along all street frontages, with a secondary row of trees along the building face on Gallows Road. Smaller trees and shrubs more in keeping with foundation plantings are provided along the building face of the southern service aisle, in keeping with the intent of that space to be primarily a vehicular access.

The streetscape section along Merrilee Drive shows a 7 foot wide retail activity space, a 6 foot wide sidewalk, a 6 foot wide planting area, a 2 foot wide "refuge area" (to provide separation between car doors, persons exiting the cars, and landscaping) and parallel parking.

The streetscape section along Gallows Road shows a 12 foot wide planting/retail area, an 8 foot wide sidewalk, and an 8 foot wide planting strip. No parallel parking is provided along Gallows Road, but a bike lane in the roadway is provided.

Signage

No signage details have been provided; however, the elevations do indicate building mounted signs to be provided for the retail stores. Although no free-standing signs are shown, the applicant has reserved the right to provide free-standing signs, but only if permitted as part of a Comprehensive Sign Plan. If provided, the proffers prohibit any free-standing signs from being pole-mounted (i.e., monument signs would be required). Whether the applicant chooses to apply for a CSP or not, the proffers commit to a coordinated signage program for the site, including wayfinding signage, which will be coordinated with that provided in Phase A.

Pedestrian Connections

The CDP/FDP shows sidewalks along all street frontages (both the internal, private streets and the external, public streets). Proffers commit to the installation of a traffic signal with pedestrian heads at the intersection of the site's southern Service Aisle and Gallows Road (subject to VDOT approval), allowing improved pedestrian access for pedestrians on the east side of Gallows Road.

Stormwater Management

Stormwater management is proposed to be accommodated in underground vaults; the applicant has applied for a waiver to allow their use in a residential setting. Phase A was constructed with underground vaults. A waiver for the use of underground stormwater in a residential setting has been requested but not yet approved (see Appendix 13).

Comprehensive Plan Analysis (Appendix 5)

The subject property is a consolidation of several parcels that encompass parts of Sub-Units C1, C2 and C3 in the Comprehensive Plan's Merrifield Suburban Center. The applicant seeks the maximum intensity permitted under the three sub-unit options.

- The option for Sub-Unit C1, which is located nearest the Dunn Loring-Merrifield Metro Station, recommends mixed use and/or residential use at up to a 2.25 floor area ratio (FAR). Any proposed hotel use must include community-serving amenities such as meeting spaces and a full-service restaurant. Entertainment, retail and service uses should not exceed 30 percent of the development.
- Under Option 2 for Sub-Unit C2, this area may be redeveloped as mixed-uses up to a 1.8 FAR. In addition, Parcel 18 (part of the subject application) may develop under the intensity planned for Sub-Unit C1, provided that this parcel is consolidated with property in Sub-Unit C1 and is an integral part of development in Sub-Unit C1, as well as improving the area's circulation and access. Parcel consolidation of at least four contiguous acres is encouraged. Redevelopment should connect Merrilee Drive and Gallows Road or provide other vehicular circulation improvements that increase circulation within this sub-unit and adjacent sub-units. Access to Gallows Road should be minimized through the provision of inter-parcel access. In addition, the Plan recommends contributions to a Merrifield shuttle service and a TDM program with a minimum non-Single Occupancy Vehicle (non-SOV) mode split of 20%. Retail and service uses and parking structures should be an integral part of the development. Retail should serve the both development and the surrounding area.
- The recommendations for Option 2 of Sub-Unit C3 are similar to those for Sub-Unit C2. The Plan calls for mixed-uses and/or residential use at up to a 1.8 FAR.

All three options recommend the provision of affordable dwelling units (ADUs) and residential amenities on-site; and contributions made for the purchase of public parkland near Land Unit C or to provide improvements to a nearby park; or as an alternative, open space amenities could be incorporated into the development.

In order to facilitate the Comprehensive Plan land use analysis, in some cases a portion of the Plan text or a paraphrase of several sections is provided below as part of the discussion below.

Issue: Mix of Uses/Intensity of Development. The proposed mix of residential, retail, public library and optional hotel uses, to be located on several contiguous parcels totaling 14.59 acres, meets the Comprehensive Plan guidelines for use and intensity. In Phase B, Option 1 of the project, a ratio of 90.5 to 9.4 percent mix of residential to retail uses is proposed. Under Option 2, 82% residential, 9.4% hotel, and 8.5% retail uses are proposed.

The Comprehensive Plan envisions a decrease in intensity of planned mixed use development as development moves farther away from the Dunn Loring-Merrifield Metro Station, which corresponds with the Policy Plan language regarding transit-oriented development. This concept is also reflected in the Plan's Height Map, which shows a steady decrease in recommended maximum building heights the farther development is from the metro station. The applicant has met the Plan guidance by proposing higher intensities and heights closer to the metro station and lower intensities and heights farther away. Option 1 is proposed to be developed at the maximum intensity recommended by the Comprehensive Plan; Option 2 is slightly less than the maximum recommended intensity. The proposed development intensity is distributed throughout Phase B in a manner generally consistent with the FAR recommendations by sub-unit. Additionally, the applicant proposes to develop Parcel 18, which includes most of the footprint of Building 3, under the higher intensity planned for Sub-Unit C1 (up to 2.25 FAR). In order to develop this parcel at a higher intensity, the Plan recommends that it should be consolidated with property in Sub-Unit C1 and be an integral part of Sub-Unit C1's development, in addition to improving the area's circulation and access. Because of previous development, consolidation with the parcels directly to the north of Parcel 18 (which are also in Sub-Unit C1) is not possible. However, Building 1 of Phase B and all of Phase A are located in Sub-Unit C1, Parcel 18 is fully incorporated into the proposed development, and access to and circulation through the site are improved by the development through the cross street connecting Merrilee Drive and Gallows Road. In addition, the application redesigns the driveway on the south side of the eastern building of Phase A to consolidate the entrance to that garage and the garage access to the structured parking under Building 1 of Phase B, reducing the number of curb cuts necessary on Merrilee Drive.

Staff feels that this issue has been adequately addressed.

Issue: Density The applicant has included the newly built Halstead residential development located on Prosperity Avenue (otherwise known as Phase A) in this application in order to incorporate 145,883 square feet of density allowed by the Comprehensive Plan, but not utilized in Phase A, into the proposed Phase B development. Staff recognizes the public

interest in providing density adjacent to the metro stations, and it should be noted that the majority of the "recaptured" density is proposed in Building 3, which is within the quarter mile radius of the metro platform. Staff does feel, however, that in order to recapture Phase A density in Phase B, the applicant needs to demonstrate that the two phases are linked. The applicant has done so by proposing a shared access aisle from Merrilee Drive to the parking for both phases and by designing the Phase B streetscape on Merrilee Drive with similar dimensions and features as Phase A, to provide a cohesive treatment along the length of the street. Additionally, the proffers for the Phase B Transportation Demand Management program require the program coordinator to work with and provide information to Phase A residents. Finally, the applicant has committed to provide a total of 5% of the total number of dwelling units on the entire application (Phase A and Phase B) as Affordable Dwelling Units. As Phase A provided only 2.75% of the constructed units as ADUs, the inclusion of the previous phase in the application allows the "recapture" of 2.25% of the Phase A units as ADUs (10 additional units).

Staff feels that this issue has been adequately addressed.

Issue: Building Height For Sub-Unit C1, the Plan states that "the maximum building height is 135 feet when development is not integrated with structured parking. In order to encourage structured parking to be located under buildings, a height bonus of up to 30 feet (or a maximum height of 165 feet) is appropriate when at least 3 levels of structured parking are provided under the building, either at or below-grade. Building heights should vary within the Sub-Unit. The building height bonus should be contingent on increasing the amount of open space amenities." The applicant is only seeking a height bonus for Building 3, which is proposed to be a maximum of 165 feet on the eastern section of the building adjacent to Gallows Road. Building 3 is located within Sub-Unit C2, but as noted is subject to specific Plan text allowing development as in Sub-Unit C1, including the height bonus. The applicant has proffered to limit the maximum height for the western section of Building 3 to 115 feet in order to minimize the building's impact on the 15 story multi-family residential building located immediately to the north of this section of the building. The site as a whole has 26% open space, in excess of the 20% required by the PRM District. While Phase B taken alone has only 20% open space, it should be noted that the private, upper level courtyards (which are landscaped and actively programmed) are *not* counted. With the inclusion of these courtyards, the open space percentage would likely be closer to 30% on Phase B. The development provides for a variety of heights ranging from 70 to 165 feet, with lower maximum building heights proposed for the two southernmost buildings. This height variation corresponds to the Plan recommendation for a variation in building heights, and a reduction in height and intensity the farther development is from the metro station.

Staff feels this issue is adequately addressed.

Issue: Architectural and Site Design The Plan recommends that Merrilee Drive serve as the Main Street for the Merrifield Suburban Center, which will link the Dunn Loring-Merrifield Metro Station with the planned Merrifield Town Center to the south of Lee Highway. The majority of the proposed ground level retail space is oriented toward the interior "Main Street" and not Merrilee Drive, in part due to the location and dimensions of the parcels proposed to

be consolidated with this development. Phase B does not include parcels located to the west of Merrilee Drive developed with industrial uses, and is of a dimension that lends itself to a design with a more inward focus. However, this application will serve to further the redevelopment of an under-utilized industrial area, and will establish the beginnings of an urban street grid in Land Unit C, as envisioned by the Comprehensive Plan. The applicant has proposed to maximize the amount of ground floor activity areas on Merrilee Drive by including a lobby and main entrance fronting on Merrilee Drive in both Buildings 1 and 2, and proffering to encourage retail and other tenants/uses to occupy this street frontage with the intent of creating a lively building façade and pedestrian-oriented streetscape. Parking garage entrances, previously proposed to be located along the Merrilee Drive streetscape have been relocated to the rear facades of the buildings. Design elements along Merrilee Drive, "Main Street" and Gallows Road may include transparent exterior storefront facades and entries, landscaping, benches, canopies and awnings, brick pavers and other techniques. The lobby and main entrance locations identified on the CDP/FDP, particularly those facing Merrilee Drive and Gallows Road, should remain in order to encourage an active street presence on both of these streets. Moreover, the applicant has proffered to incorporate materials such as glazed windows and doors in all Merrilee Drive and "Main Street" ground floor retail areas to permit pedestrians to visibly see into tenant space; these architectural commitments will also serve to break up the mass of the building facades and create visual interest at the street level. The major plaza proposed on "Main Street" will be located near the intersection with Merrilee Drive, with the intent to draw people into the project.

To address traffic concerns and pedestrian circulation, the applicant has proposed to install a traffic signal at the intersection of the Southern Service Aisle with Gallows Road and a pedestrian crosswalk across Gallows Road, subject to approval by the Virginia Department of Transportation (VDOT). As a result, along with providing access to loading, trash and parking areas for Buildings 2 and 4, the Southern Service Aisle will provide a primary route for vehicles to enter and exit the property from Gallows Road. A pedestrian crosswalk at this intersection will also increase pedestrian traffic on the Southern Service Aisle. To minimize this traffic, it is important that the Gallows Road streetscape be designed to encourage pedestrian activity away from the Southern Service Aisle. Recognizing that some pedestrian, will use the Southern Service Aisle anyway, the applicant has proffered to incorporate architectural design features into the rear facades of Buildings 2 and 4 that face the Southern Service Aisle to improve the pedestrian experience for those who choose to walk along this street segment, which will also benefit the vehicular experience. The design features will include glazed storefront windows wrapping the corners of the buildings at Gallows Road and Merrilee Drive, metal grilles over mechanical areas and garage exhausts, metal grilles on portions of the open garage, doors to screen loading and trash areas, decorative lighting, wall art and similar features. The applicant has redesigned Buildings 2 and 4's rear facades and the side facades facing the north-south aisle from previous submissions to minimize parking garage entrances and loading areas along the street frontage. For now, this will help draw patrons up into the center of the site by serving as a visual cue pointing towards the main focus of the site. In the future, this redesign of the side facades will be even more important as the properties to the south of this site redevelop and the north-south aisle provides access to these properties.

Staff feels that this issue has been adequately addressed.

Issue: Plazas and Public/Private Amenities “Development should be designed to include pedestrian open space amenities, which should include public plazas or greens. Two key locations for the green space amenities are along the Merrilee Drive extension and at the corner of Prosperity Avenue and Gallows Road. The open space amenities along the Merrilee Drive extension should be a focal point for the northern portion of this land unit.”

Two public plazas are proposed. The larger plaza, to be located between Buildings 1 and 2 and intersected by “Main Street”, will include landscaping, hardscaping, benches, seating areas and similar passive recreational amenities with bicycle racks located near the plaza. This plaza will also include a focal point, such as a fountain or public art. The applicant has angled “Main Street”, so that the street will bisect the plaza area off-center and create different sized spaces that will serve different uses, with the southern portion serving more as simple streetscape, but tied visually to the northern portion. This plaza will also be located near the intersection of “Main Street” with Merrilee Drive, which will allow it to serve as a focal point along Merrilee Drive. The smaller plaza will be located between Buildings 3 and 4 and will also be intersected by “Main Street”. The CDP/FDP depicts bollards along the edges of “Main Street” within the two plaza areas. The applicant has proffered that these street edges will be without curbs in order to facilitate a more pedestrian-friendly plaza design.

Interior residential amenities will be provided in one or more of the four proposed buildings. Exterior courtyard areas to be located on the top deck of the parking structures or rooftops of the four buildings will include informal seating areas, landscaping, hardscape areas, and passive recreation areas with two or three swimming pools. Other (interior) amenities include storage facilities, clubroom, a media/entertainment center, a fitness center at a minimum 1,200 square feet, one or more sports courts, and a business center, at a minimum of 400 square feet.

A satellite library branch at up to 16,000 square feet is proposed. The Plan encourages the provision of community-serving institutional uses such as a library to serve the Merrifield Suburban Center. The library will be located on the ground floor and cellar space within one of the four proposed buildings to be determined by the applicant in coordination with the Fairfax County Public Library and will be leased to Fairfax County, of which 2,000 square feet will be leased to the County rent free.

Staff feels that this issue has been adequately addressed.

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

The application property includes three of the four streetscape concepts planned for the Merrifield Suburban Center to assist in its transformation from an industrial area to a mixed use area with pedestrian-friendly features. The CDP/FDP includes landscape and streetscape plans and detailed plans for the main plaza and other features along with proffer considerations for landscaping and streetscaping. In general, all the streets within the project meet the Plan's intent for an urban streetscape to serve the functions of the different types of streets. The streetscapes have been designed to provide visual continuity and user safety. The streetscape on "Main Street" incorporates the two plaza areas and will be mostly lined with retail uses and lobbies for upper floor uses (residential / hotel). The streetscapes for Merrilee Drive and Gallows Road will function in a similar fashion. The Southern Service Aisle will be designed with a minimum five foot wide sidewalk and a landscaped area along the rear facades of Buildings 2 and 4, which will provide safe pedestrian access along the Southern Service Aisle, even though pedestrian access is to be encouraged along the public streets and the "Main Street" rather than this service aisle intended to primarily serve as vehicular access. Landscaping is incorporated into the streetscapes throughout the project as well as in the proposed plaza areas.

Staff feels that this issue has been adequately addressed.

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

To minimize nighttime light pollution and glare, the most current proffers indicates that outdoor lighting will comply with the Zoning Ordinance. Building mounted security lighting will utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible. In addition, the applicant will provide a coordinated signage system, including wayfinding signs and potential retail awning signage for all residential and non-residential uses to establish a uniform theme throughout the Phase B property. The applicant has committed to coordinate the Phase B signage with that already existing in Phase A, in order to create a more cohesive development.

Issue: Affordable and Workforce Housing The Comprehensive Plan guidance for the Merrifield Suburban Center states that "for those areas planned for mixed-use with residential units, such as the town center and the transit station area, ADU and bonus units should be provided for the residential component as a condition for attaining the high end of the area's mixed-use potential. The amount of ADU and bonus units should utilize the ADU Ordinance formula." The applicant is seeking the maximum development potential for the site. The proffers indicate that the applicant will provide five percent of the total number of units in the entire development (both Phases A and B) as affordable dwelling units (ADUs) and a number equal to seven percent of the non-ADU units proposed in Phase B as

workforce housing units. The recently adopted amendment to the Policy Plan relating to WDUs recommends that the percentage of WDUs provided be on the total number of units constructed (not just the market rate units).

In addition, the proffers commit to provide 1/3 of the workforce units at each of the following income tiers: 80, 100 and 120 percent of the area median income. The units will have a minimum size of 450 square feet, if provided as efficiency units; 550 square feet, if provided as one-bedroom units; or 750 square feet, if provided as two bedroom units. The recently adopted Policy Plan recommends "income tiers" for for-sale units, but recommends the provision of two income tiers (half the units at 80% of the AMI, the other half at 100%).

In advance of the proposed Zoning Ordinance Amendment, which is intended to provide a standardized program for the administration of any WDUs that are provided via the proffer system, Staff has proposed that the applicant proffer to administer the program in accordance with most of the provisions of the ADU ordinance (leaving out any that are not appropriate). The applicant has partially complied; however, the proffer provides a separate pricing structure for both the rental and for-sale units. Staff is concerned that the applicant's pricing structure is not affordable to a person *in* one of the tiers, but priced at the *top* of that particular tier (*i.e.*, a unit priced at 100% AMI would not actually serve the "up to 100%" AMI range, because a person at 90% of the median income could not afford the unit priced at 100%). Additionally, the applicant's proffer could allow additional condominium or user fees, not technically part of the "price," that effectively would put the cost of housing well above the intended price point.

This is a major issue that must be resolved prior to the application moving forward.

Issue: Parking "Development should be designed with parking structures behind and/or under buildings." Most of the parking spaces in the proposed development will be provided as structured or surface parking spaces located either under, within or wrapped by the four proposed buildings. Garage screening will be provided for the lower levels of the rear facades on Buildings 2 and 4, which include parking garage areas. On-street parking is proposed along both sides of "Main Street" and the east side of Merrilee Drive. Additional drop off areas are needed; only one area is shown in front of Building 3. The applicant has provided additional drop-off parking by proffering that a certain number of parallel surface spaces along the "Main Street" will be reserved for short term parking (which could also serve as pick-up for restaurants and shopping). Additionally, the proffers anticipate the future evaluation and pursuance of a shared parking agreement and/or parking reduction given the subject property's proximity to the Dunn Loring-Merrifield Metro Station, future provision of shuttle service, character of the proposed development as a mixed use development near transit, and the intended effects of the Transportation Demand Management (TDM) Plan.

With the revision to the drop-off spaces provided in the recent proffers, this issue is satisfactorily addressed.

Issue: Transportation and Pedestrian Circulation "Provide...secondary vehicular access that improves circulation within this and adjacent sub-units, as well as inter-parcel access."

"Development should provide for or contribute to an internal Merrifield transit system (i. e., shuttle service, bus service, etc.)...TDM programs should be provided that facilitates a non-SOV mode split of at least 20 [to 25%]."

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

The applicant has proposed a number of vehicular and pedestrian improvements to address Plan recommendations.

- A traffic signal is proposed at the intersection of Gallows Road and Southern Service Aisle, subject the approval by the Virginia Department of Transportation (VDOT), which will also facilitate the establishment of a pedestrian crosswalk to the east side of Gallows Road. This crosswalk would provide a much needed pedestrian connection to the existing multi-family residential uses to the east of Gallows Road. The signal at this location would also facilitate better vehicular circulation to the surrounding area. If VDOT does not approve this signal, pedestrian access to the proposed development will be greatly hampered and vehicles entering and exiting the site from Gallows Road would be restricted to right turns only.
- To assist in the future expansion of the street grid that will be created with this proposed development, the applicant has proffered to provide a public interparcel access easement to permit the future connection of the north-south drive aisle located between Buildings 1 and 3 and Buildings 2 and 4. In addition, the applicant has proffered to provide access to the Southern Service Aisle for parcels located to the south of the proposed development, so that they may redevelop in accordance with the current Comprehensive Plan, although it is unclear who would determine what that means.
- If a Merrifield Shuttle is established by others in the future, the applicant has maintained an option to participate, with a number of caveats. The applicant has labeled a possible location for a shuttle stop on the CDP/FDP at the intersection of Merrilee Drive and Private Street. Staff believes that the applicant should specifically proffer **to participate** in the Shuttle, if it is established; as the proffer as written is meaningless (even without such a proffer, they could always choose to participate).
- The TDM goals will be phased in accordance with the issuance of residential use permits. At build-out, the applicant has proffered to reduce the number of weekday

peak hour vehicular trips generated by residential uses located on the Phase B property by 40 percent through the use of mass transit, ridesharing and other strategies included in the proposed development's TDM Strategic Plan. This goal exceeds the Plan recommendation.

- A Pedestrian Pathway Plan is provided as part of the CDP/FDP, which depicts circulation on site as well as to the Dunn Loring-Merrifield Metro Station to the north of the site and to the residential uses across Gallows Road. Crosswalks are proposed at the intersections of "Main Street" and Southern Service Aisle with both Gallows Road and Merrilee Drive and at the intersections of the north-south drive aisle with "Main Street" and the Southern Service Aisle, which will facilitate safe pedestrian circulation throughout the site.
- A five foot wide bike lane will be provided along the Phase B property frontage on Gallows Road.
- The applicant has proffered to provide bicycle racks, located throughout the Phase B property, for a minimum of 100 bicycles. The locations of the racks are generally shown on the CDP/FDP. At least 50 percent of the racks will be located under protective cover.
- A bus shelter will be installed and maintained by the applicant to be located on the west side of Gallows Road to the south of the Phase B property.

The application's conformance to the Plan recommendations related to transportation will be discussed in the transportation section.

Residential Development Criteria

Fairfax County expects new residential development to enhance the community by fitting into the fabric of the neighborhood, respecting the environment, addressing transportation impacts, addressing impacts on public facilities, being responsive to our historic heritage, contributing to the provision of affordable housing, and being responsive to the unique site specific considerations of the property. For the complete Residential Development Criteria text, see Appendix 17.

Site Design (Development Criterion #1)

This Criterion requires that the development proposal address consolidation goals in the plan, further the integration of adjacent parcels, and not preclude adjacent parcels from developing in accordance with the Plan. The applicant has exceeded the minimum acreage required by the Plan (4 acres), and is proposing development at an intensity that is consistent with the recommendations of the Plan. Because the development lies in sub-units with different maximum intensities, a chart is included in the CDP/FDP that illustrates the maximum density that could be achieved on the site as a whole, with the provision of 17% bonus density on the residential portion of the development for the provision of ADUs. The proposed development begins to set up a patten of grid streets that could be continued through the portion of Merrifield roughly bounded by Prosperity Avenue, Gallows Road, and Route 29. Access is provided for

properties to the south, including the accommodation of loading and driveway access for those properties directly onto the southern service aisle of the application property.

The development should provide for a logical design with appropriate relationships within the development. Access should be provided to transit facilities where available, and utilities should be identified to the extent possible. The design is based on a simple grid, with a building in each of four quadrants of Phase B. Each of the four buildings has access to private outdoor recreational facilities in the elevated courtyards shown on the CDP/FDP. Additionally, the applicant has indicated that indoor facilities such as sports courts and exercise rooms will be provided in one or more buildings. The proffers indicate that either comparable facilities will be provided in each building, or that each building will have their own. While the proposed buildings are taller than the adjacent residential buildings to the north and to the east across Gallows Road, the proposal is in line with the height and intensity recommendations of the Comprehensive Plan, which envision a high-density, urban fabric surrounding the metro station. Additionally, the tallest building (Building 3) is stepped down on its western end to a height that is compatible with the directly adjacent Wilton House condominium building to the north.

A portion of the site is within a quarter mile of the Dunn Loring metro station, and the entire site is within a half mile of the station. Residents and patrons are thus within easy walking distance of metro, and the grid streets will direct pedestrians towards the crosswalks offering direct access to the station. The proffers commit to provide a transportation demand management (TDM) program, which includes the dissemination of transit information, the provision of fare media to all new residents, and coordination with van and carpool programs, among other things.

Open space should be useable, accessible, and integrated with the development. Appropriate landscaping should be provided. There is a requirement for 20% landscaped open space in the PRM District; the applicant has provided 20% on Phase B and 26% on the site overall. The majority of the public open space is located in a large, urban style plaza between Buildings 1 and 2 (the end of the site towards Merrilee Drive. As noted, in addition to the public open plaza at ground level, the application provides private landscaped recreation spaces including pools, lawns, and decks on upper levels of each building (the top of the first floor for all buildings but Building 3, where the deck is on top of the 9th floor). These upper level courtyards are in addition to the open space calculations, and, if counted, would bring the total open space in Phase B to approximately 30%.

Neighborhood Context (Development Criterion #2)

While developments are not expected to be identical to their neighbors, this Criterion states that they should fit into the fabric of the area, especially at the interface between the two. This application directly abuts low-rise multi-family development to the east across Gallows Road, and high-rise multi-family development directly to the north. The application property is located in an area that is planned for new, higher

intensity metro-oriented development. While the proposal is strikingly different from the existing, low-rise industrial development to the south, it is in keeping with the Comprehensive Plan recommendations in use, height, and intensity. In addition, as was noted earlier, proposal includes a stepped building adjacent to the high-rise Wilton House condominium to the north. Additionally, Building 1 of Phase B is also stepped at least one floor down towards the mid-rise residential of Phase A, although Phase A is included in the application itself. Finally, as noted, the application sets up a street pattern that begins the envisioned street grid for this portion of the Merrifield area. The properties directly to the south will be able to access the proposed southern service aisle of this property, as well as the north-south connector road, allowing access to the proposed traffic signal if it is installed. As discussed below, the applicant is proposing (subject to receiving all necessary right-of-way and easements at no cost to the applicant) a traffic signal at the southern service aisle that will re-align the access of the residential development on the east side of Gallows Road. If this access was constructed as desired, the development would fully integrate into the existing and proposed road network.

Environment (Development Criterion #3)

This Criterion requires that developments conserve natural environmental features to the extent possible, account for soil conditions, and protect current and future residents from noise and lighting impacts. Developments should minimize off-site impacts from stormwater runoff and adverse water quality impacts. See Appendix 7 for a full environmental analysis. No significant environmental features exist on the property, which is developed with one-story industrial buildings and surface parking. The applicant intends to provide underground SWM, and has provided an analysis of the projected interior noise for residential units and the proposed hotel.

The noise study indicates that there will be noise impacts; the applicant should therefore proffer to do a refined noise analysis and should proffer specific mitigation techniques such as building materials. A noise proffer has been provided; however, the details are insufficient to fully address the issue.

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

This Criterion states that all developments should take advantage of existing quality tree cover—as preserving existing trees is highly desirable to meet the Public Facilities Manual (PFM) requirements—and that, where feasible, utility crossings should be located so as not to interfere with proposed tree save areas. As noted, very few trees exist on the site, except for a few scattered trees in parking lot islands. No tree save is proposed on this site because of the lack of existing tree cover and the intense nature of the development planned and proposed. Tree cover requirements will be met with new landscaping; the applicant has asked for a modification of the PFM standards to allow trees in landscaping beds narrower than eight feet in width to count towards tree cover requirements, with the use of structural soils. Staff does not object to this request.

Issue: Conflicts with lines of sight

Although the landscape plan as shown would be acceptable, staff is concerned that, as noted in the Transportation memo, the trees that are shown on the CDP/FDP will not be able to be planted because they would conflict with the sight lines for vehicles at entrances or intersections. Additionally, it was noted that all trees need be at least three feet from the face of curb for clearance. The applicant needs to provide a landscape plan that has resolved these issues before staff can definitively say if the proposed landscape plan is sufficient.

Transportation (Development Criterion #5)

This Criterion requires that developments provide safe and adequate access to the surrounding road network, that transit and pedestrian travel be encouraged, and that interconnection of streets be encouraged. Applicants must offset the impacts to the surrounding transportation network expected from their developments. The applicant has provided a development plan which accesses public streets on the west and east sides, and provides pedestrian connections along all external and interior streets. The proffers and CDP/FDP available for this staff report committed to the following transportation improvements:

- Dedication of right-of-way and frontage improvements along Phase B Property's Gallows Road frontage
- Frontage improvements along the Gallows Road frontage of the property to the north, if sufficient right-of-way, easements, and escrowed funds exist
- Improvements to the existing left turn lane from northbound Gallows Road onto Prosperity Avenue
- Warrant study for and, if approved by VDOT, installation of a traffic signal at Gallows Road and the Southern Service Aisle, with pedestrian crossing activation and crosswalks
- If said traffic signal is not approved by VDOT, applicant proposes a right-in / right-out entrance only, with a median in Gallows Road
- Relocation of opposite entrance at said light, if sufficient right-of-way, easements, and escrowed funds are provided at no cost to the applicant
- If opposite entrance cannot be moved within these parameters, the applicant proposes to create a non-aligned, split-phased intersection
- Creation of functional drawing/preliminary engineering plan for the future widening, by others, of northbound Gallows Road (opposite the application property) from Prosperity Drive to the north end of the current VDOT project (approximately the southern boundary of the application property)
- Frontage improvements on Merrilee Drive

- Warrant study for a signal at the intersection of Merrilee Drive and the Southern Service Aisle prior to the issuance of the 825th RUP, and installation of such a signal if warranted
- Provision of an interparcel access easement to allow connection to the north-south connector
- Provision of private access agreements for the properties to the south, as they redevelop in accordance with the Comprehensive Plan
(NOTE – it is unclear what this means and how (or by whom) it would be determined)
- Future analysis of and adjustments to signal timings on Gallows Road and Merrilee Drive
- Construction of a right-turn lane on southbound Merrilee Drive at its intersection with Lee Highway within the existing right-of-way, and escrow of funds to cover the cost of a future extension of this right turn lane by others to meet VDOT standards
- Construction of two additional westbound lanes on Lee Highway within existing VDOT right-of-way, from Merrilee Drive to Hilltop Road, and associated necessary restriping
- Contribution of a pro-rata share of the costs associated with the modification of the existing traffic signal at the intersection of Merrilee Drive and Lee Highway
- Construction of or contribution to a bus shelter on the west side of Gallows Road
- Commitment to a transportation demand management (TDM) program to reduce the projected number of trips by 20% (up to 300 residential use permits (RUPs)), 28% (up to 825 RUPs) and 40% at build-out.

The following major transportation issues raised by the Department of Transportation were outstanding as of August 28, 2007. The applicant has been working with staff, and has provided revised plats and proffers (now dated September 24 and September 26, respectively), which may resolve some of these issues; however, staff has not had sufficient time to fully review the revisions at the time of publication.

- The preferred option for the intersection of Gallows Road and the Southern Service Aisle (both east and west accesses aligned and signalized) has not been secured by the applicant. This application should not go forward until this option is fully resolved.
- If the access at Gallows Road and the Southern Service Aisle is to be constructed as an unsignalized access, the applicant should escrow funds for ½ the construction of a future signal

- The applicant should construct the Route 29 dual eastbound left turn lanes onto Merrilee Drive.
- An additional westbound lane should be added on Route 29 between Merrilee Drive and just west of Hilltop Road.
- A full length right-turn lane should be provided on Merrilee Drive southbound at Route 29.
- The applicant should include the proposed improvements for the Route 29 / Merrilee Drive intersection on the plan sheets.
- The split signal configuration on Sheet # 28 is incorrect. (Gallows Road and the Southern Service Aisle)
- The six shade trees proposed along the site on Merrilee Drive are within VDOT sight distance lines and therefore could not be planted as shown on Sheets 12 and 15. *(Note that this would impact the development's compliance with recommendations for landscaping and streetscaping.)*
- The Southern Service Aisle access onto Gallows Road should be 40' wide from curb to curb.
- Delivery truck turning templates should be provided at all access points to the public streets.
- The entrance of the adjacent owner to the south at the Gallows Road/Service Aisle intersection should be relocated. A normal intersection radius should also be shown.
- The proposed northern entrance on Merrilee Drive does not appear to be acceptable. The applicant should demonstrate that delivery trucks can back from the public street into the loading area. This may also create an unsafe condition for passenger vehicles entering and exiting this access point.
- All trees proposed within clear zones or sight lines on public streets need to be relocated.
- All trees along the on-street parking areas are required to be a minimum of 3' from the face of the curb.

Until such time as these transportation issues are adequately resolved, staff cannot support this application. As noted, the applicant continues to work with staff to address these issues; however, the current submission has not been fully reviewed at this time.

Public Facilities (Development Criterion #6)

Criterion 6 states that the impacts on public facility systems (i.e., schools, parks, libraries, police, fire and rescue, stormwater management) should be offset by residential development. Impacts may be offset through the dedication of land, the construction of public facilities, the contribution of specified in-kind goods, services or cash earmarked for those uses, and/or monetary contributions to be used toward funding capital improvement projects. (Specific Public Facilities issues are discussed in detail in Appendices 10-15)

Sanitary Sewer Analysis (Appendix 10)

An 8 inch sewer line serves the site; however, it is not clear that this line is sufficient for the new demand. As part of site development, the applicant will be required to evaluate the capacity of the line, and to upgrade any deficiencies. It would be desirable to commit to this in the proffers.

Fairfax County Water Authority (Appendix 11)

The subject property is currently served by Falls Church City Water; however, the site is located in an area that could be served by Fairfax Water. Adequate domestic water service is available from an existing 24 inch main located adjacent to the site in Gallows Road. To better serve the future residents of the site, staff has requested that the applicant proffer to connect Phase B to Fairfax Water, rather than Falls Church City Water; the applicant has provided such a proffer.

Fire and Rescue (Appendix 12)

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

Fairfax County Public Schools (Appendix 13)

The proposed development would be served by the Shreveview Elementary, Kilmer Middle and Marshall High Schools. The elementary and high schools are currently under capacity, while the middle school is currently over capacity. By the 2011-12 school year, the elementary and high schools are expected to be near capacity, while the middle school is expected to be well over capacity, although project boundary adjustments could favorably impact the middle school. The total number of students generated by Phase B was projected to be 40 elementary students, 10 middle school students and 23 high school students (73 students total), all of which are new students as the existing industrial zoning would not generate any students. It should be noted that the number of proposed residential units has risen since the initial analysis,

resulting in a project total of 87 students. The applicant has proffered to provide the requested school contribution of \$11,630 per student, based on a ratio of 0.076 students per residential unit constructed (an expected contribution of \$1,011,810 for Phase B).

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

The applicant has requested a modification to allow the use of underground stormwater management, pursuant to waiver request #24817-WPFM-001-3. In addition, staff has requested that the applicant provide funding to off-set future replacement of (or work on) the underground facilities in Phase A, as Phase A was approved prior to the creation of the currently accepted practices intended to protect future owners from replacement liability.

At this time, DPWES staff has not recommended favorably on the requested waiver. In particular, the proffers available to DPWES staff at the time of review raised the following issues:

- Inappropriate commitment maintenance responsibility for Phase A
- Contribution towards the maintenance fund for Phase A was not specified
- Proffers related to the contributions to the maintenance fund, disclosure of maintenance responsibility, and inspection procedures for Phase B not appropriately addressed
- Liability insurance amount not specified for Phase B

In addition, the CDP/FDP includes a note that BMP devices may be modified at site plan; however, with the waiver request, all SWM facilities proposed at site plan must be in conformance with the waiver request (as shown on the CDP/FDP).

Without a recommendation of approval on the underground stormwater management waiver request, staff cannot support the application. It should be noted that the recently submitted plans and proffers may address these issues; however, final review is not available at this time.

Fairfax County Park Authority (Appendix 15)

The development would be projected to add approximately 2,015 persons to the current population of the Providence District. The CDP/FDP shows active recreational amenities including outdoor pools and upper level courtyards, and proffers commit to internal amenities such as game rooms, sports courts and exercise facilities. The Zoning Ordinance recreational funds (\$955 per unit) are generally anticipated to be expended on the site. In addition to these funds, the applicant has proffered to provide \$450,000 to the County for athletic fields, and \$35,000 for parks in the Merrifield Area.

Affordable Housing (Development Criterion #7)

Criterion 7 states that ensuring an adequate supply of housing for low and moderate income families, those with special accessibility requirements, and those with other special needs is a goal of the County. In addition, in the Merrifield Area, specific plan text recommends the provision of affordable housing to justify development at the maximum allowed by the Plan, as proposed.

As discussed in the Comprehensive Plan Analysis section, the applicant has proffered to provide 5% of the total number of units on the site (both phases) as Affordable Dwelling Units, (ADUs) and 7% of the non-ADUs in Phase B as Workforce Dwelling Units (WDUs). As noted previously, staff has significant concerns with the applicant's proposed pricing scheme, and this issue must be addressed prior to the application moving forward.

Heritage Resources (Development Criterion #8)

Criterion 8 requires a development to address potential impacts on historical and/or archaeological resources through research, protection, preservation, or recordation. The application property is fully developed, and has not been identified as having any potential historical and or archaeological resources. No issues are raised.

ZONING ORDINANCE PROVISIONS (Appendix 15)

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

The Comprehensive Plan language for the site specifically recommends high density mixed use as an option for this property.

Section 6-406- Use Limitations

The use limitations require that all developments in the PRM District:

- Meet the standards of 16-101 (General Standards) and 16-102 (Design Standards);
- Provide a CDP and FDP in accordance with specific urban design requirements and streetscape plans;
- Have multi-family as the principal residential type;
- Be designed to be harmonious with neighboring properties;
- Use the standards of Article 9 to evaluate uses categorized as Special Exception uses;
- Have 50% of the total gross floor area devoted to multi-family residential use;
- Prohibit drive-through facilities;
- Provide parking in accordance with Article 11, including possible parking reductions based on hourly parking accumulation characteristics of the various uses and/or proximity to a mass transit station, with the intention that a substantial portion of the required parking be provided in parking structures;
- Provide signage in accordance with Article 12; and
- Comply with the performance standards of Article 14.

The proposed development is primarily multi-family residential with 90.5% of the floor area (of the total application area) proposed for residential uses in Option 1 and 82% in Option 2. No drive-through facilities are proposed, and parking is provided in accordance with Article 11. As noted, the proposal meets the design guidelines found in the Comprehensive Plan text for this site, including streetscape, pedestrian access, and building heights. Streetscape, a large public urban plaza and private upper-level courtyards are provided as open space amenities. Therefore, the proposed development meets the use restrictions.

Section 6-407- Lot Size Requirements

Section 6-407 requires that all developments in the PRM District:

- Have a minimum district size of 2 acres; and
- Have a privacy yard a minimum of 200 square feet for each single family attached unit;

The application property consists of 14.27 acres; there are no single family attached units proposed.

Section 6-408 – Bulk Regulations

The bulk regulations require that, in the PRM District:

- The building heights and yard requirements be controlled by the provisions of Article 16; and
- A maximum floor area ratio (FAR) of 3.0 be provided.

The building heights and yard requirements proposed are, in staff's evaluation, in conformance with the Comprehensive Plan, as discussed in the Comprehensive Plan analysis. The proposed maximum FAR is 2.41 in the more dense option (Option 1), including bonus density for the provision of Affordable Dwelling Units.

Section 6-409 – Open Space

The open space regulations require that in the PRM District:

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

The CDP/FDP provides 26% landscaped open space overall (Phase A and B together), and 20% on Phase B. Proffers and the plan commit to various recreational amenities including upper level courtyards with decks, lawns and pools, and internal facilities such as gyms and sports courts. Proffers commit that, should the total amount of \$955 per resident not be spent on the property, any excess shall be contributed to the Park Authority.

Article 16. Sections 16-101 and 16-102

Sect. 16-101 General Standards

Par. 1 requires conformance with the Comprehensive Plan recommendations. The Comprehensive Plan includes an option for mixed use development at an intensity of up to 2.25 FAR on a portion of the site and up to 1.8 FAR on the remainder, subject to certain conditions. The applicant proposes to develop the property with a maximum of 1,150 multi-family units and other non-residential (including retail) uses, with an option for a hotel, at a maximum intensity of 2.41 FAR, which is consistent with the Plan's intensity recommendation, and meets the bulleted conditions.

Par. 2 requires that the proposed design achieve the stated purposes of the PRM district more than would development under a conventional zoning district. The proposed intensity, which is recommended in the Comprehensive Plan, could not be developed under a conventional district. The proposed design allows for urban style open space areas including private recreational courtyards and public plazas that would not be required with development under a conventional zoning district (although they might be provided). Parking is provided almost entirely in underground decks.

Par. 3 requires protection and preservation of scenic assets. The application site as existing is fully developed and primarily paved. There are no scenic assets to preserve.

Par. 4 requires a design that prevents injury to the use of existing development and does not deter development of undeveloped properties. The proposal is in

conformance with the use and intensity recommendations of the Comprehensive Plan, and sets up a pattern of grid streets that will be able to be continued as development moves further away from the metro station. Attention has been paid to existing adjacent residential development, to reduce the expected impacts by reducing height adjacent to those buildings to create a smoother transition. Staff remains concerned, however, that the application does not include sufficient commitment to the provision of the fully aligned signalized intersection at Gallows Road and the southern service aisle, and that the off-site transportation impacts have not been fully mitigated. Without resolution on these issues, staff does not feel that this standard has been met. As noted, recent submissions may address these issues.

Par. 5 requires that adequate transportation and other public facilities are, or will be, available to serve the proposed use. As noted in the transportation analysis, several significant issues relating to transportation remain un-resolved, including the main signalized access; improvements to Lee Highway and Merrilee Drive; and conflicts between proposed landscaping and sight lines. This standard is therefore not met at this time. As noted, recent submissions may address some or all of these issues.

Par. 6 requires that coordinated linkages among internal facilities and services, as well as connections to major external facilities and services, be provided. The development plan depicts pedestrian sidewalks along all streets, including the service alley along the southern boundary that will access the proposed traffic signal with pedestrian activation. The proposed street network will channel pedestrians to safe crossing points to access the metro station. Proffers have been provided relating to interparcel access to facilitate the development of the land to the south in conformance with the Comprehensive Plan. With the provisions in the proffers, this standard is addressed.

Sect. 16-102 Design Standards

Par. 1 states that at the peripheral lot lines, the bulk regulations and landscaping and screening for the proposed development should generally conform with the provisions of the most comparable conventional district. However, in this instance, the Comprehensive Plan includes specific recommendations about building setbacks and heights, which, as noted, are met by the application.

Par. 2 states that the open space, parking, loading, sign and all other similar regulations shall have application in all planned developments. This application satisfies all of these applicable Zoning Ordinance provisions. The parking requirement is met; and the landscaped open space requirement of 20% is met for Phase B and exceeded for the application property as a whole.

Par. 3 states that streets and driveways shall be designed to generally conform to the provisions of the Ordinance. The internal streets associated with this development appear to meet the PFM standards.

Par. 4 states that emphasis should be placed on the provision of recreational amenities and pedestrian access. The development plan includes upper level private recreational spaces and internal amenities for residents. The proffers indicate that recreational funds required by the P-standards which are not used on-site will be contributed to the Park Authority, and additional recreational funds have been proffered to the Park Authority as well. Public pedestrian plazas are also provided along the internal private street.

Waivers/Modifications

Modification of transitional screening/barrier requirements, in favor of that shown on the CDP/FDP

The transitional screening and barrier requirements would require a 25 foot wide transitional screening strip and a barrier to the multi-family attached units to the north and east. The Zoning Ordinance allows a modification when the land to be screened is planned for the same uses as the application property, as is the case in this instance (to the north). To the east, screening beyond the proposed streetscape would not be particularly effective, given Gallows Road. In both cases, it should be noted that the primary use on the site is multi-family residential, which would not require any screening towards the adjacent multi-family residential by itself. Staff does not object to the requested modifications.

Modification to allow the use of underground stormwater management in a residential development subject to Waiver #24817-WPFM-001-3

As noted in the Public Facilities section, while staff does not conceptually object to the provision of underground stormwater management in this urban area, the current waiver request does not, at this time, have a recommendation of approval from DPWES staff. Without a recommendation of approval on the waiver, staff cannot support the application.

Modification of private street standards to allow private streets to provide access to adjacent properties and to allow private streets in excess of 600 feet in length

The use of private streets allows the provision of underground garages to be efficiently utilized across the entire site (under the streets). With the provided proffers relating to standards and access easements, staff does not object to the requested modifications.

Modification of the loading requirements to allow 8 loading spaces in Phase B rather than 10 loading spaces

Because the majority of the site is high-rise residential development that will require management coordination to schedule freight elevators for major moves, the applicant believes that a modification of the loading spaces could be adequately addressed.

However, staff remains concerned that the CDP/FDP does not appear to provide separate loading spaces for the residential uses and the commercial uses. This issue should be clarified before a waiver is granted.

Modification of the loading requirements for Phase A to allow two loading spaces per building rather than three per building

The request deletes one previously approved loading space from Phase A, but moves the two remaining spaces closer to the existing door and provides for new pedestrian crosswalks from the loading area. The applicant further notes that Phase A has been constructed and occupied, and initial move-in has already occurred, and that the revised layout provides additional visitor parking for Phase A. Staff does not object to this request.

Modification of PFM Standard 12-0702.1B2 to permit the reduction of the minimum planting width requirement from eight feet to six feet as shown on the CDP/FDP and as described in the proffers

The application provides streetscape in conformance with the Comprehensive Plan recommendations, which differ from the PFM requirements. Because the proposal is in conformance with the Comprehensive Plan, staff does not object to the request.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

The applicant's proposal exceeds the minimum level of consolidation required for development at the proposed density, and provides a development generally in-line with the use and intensity recommendations of the Comprehensive Plan. The inclusion of Phase A as part of the application allows the "recapture" of density within the quarter-mile radius of a metro station that is the goal of transit oriented development. The inclusion also allows for additional ADUs that were not provided with the initial development of Phase A. The proposed streets begin to set up an appropriate street grid pattern that may be continued through this quadrant of the Gallows/Prosperity area. Streetscape and public plazas meet the intent of the Comprehensive Plan, and private recreational opportunities are provided for the residents, both interior and exterior. The applicant has provided an extensive package of street improvements, and a TDM program appropriate to development in close proximity of a metro station.

A number of outstanding issues, however, remain to be addressed. These include:

- A recommendation on the underground stormwater management waiver, without which the application cannot move forward;

- Resolution of the administration of the Workforce Dwelling Units (specifically pricing)
- Final commitments and review of the commitments on transportation issues;
- Appropriate commitments to ensure the proposed traffic signal at Gallows Road and the southern service aisle will be installed in the preferred manner, without which staff cannot support the application;
- Appropriate commitments to mitigate traffic impacts on the surrounding network, without which staff cannot support the application; and
- Clarification of landscaping to resolve issues with transportation sight lines and clear zones.

Staff Recommendations

Staff recommends denial of RZ 2007-PR-001 as proposed. If it is the Board's intent to approve RZ 2007-PR-001, staff recommends that such approval be subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends denial of FDP 2007-PR-001 as proposed.

It should be noted that it is not the intent of the staff to recommend that the Board, in adopting any conditions, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards; and that, should this application be approved, such approval does not interfere with, abrogate or annul any easements, covenants, or other agreements between parties, as they may apply to the property subject to this application.

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

APPENDICES

1. Draft Proffers
2. Affidavit
3. Statement of Justification
4. Proffers and conditions: RZ/FDP 2002-PR-025
5. Plan Citations and Land Use Analysis
6. Transportation Analysis
7. Environmental Analysis
8. Urban Forestry Management Analysis
9. Sanitary Sewer Analysis
10. Water Service Analysis
11. Fire and Rescue Analysis

APPENDICES (Cont.)

12. Schools Analysis
13. Environmental and Site Review Division, Stormwater Management (DPWES)
14. Park Authority Analysis
15. Applicable Zoning Ordinance Provisions Checklist
16. Residential Development Criteria
17. Glossary of Terms

PROFFERS
HALSTEAD MIXED-USE DEVELOPMENT
RZ 2007-PR-001

September 26, 2007

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owners and applicants, for themselves and their successors and/or assigns (hereinafter collectively referred to as the "Applicants"), hereby proffer that the development of the parcels under consideration and shown on the Fairfax County tax maps as Tax Map 49-1 ((29)) All; 49-1 ((30)) All; 49-1 ((16)) 14, 15, 16; and 49-2 ((1)) 18, 19 (collectively, the "Property") shall be in accordance with the following conditions if, and only if, Rezoning application 2007-PR-001 is granted. The Property includes two distinct phases. One which is complete, includes Tax Map 49-1 ((29)) All and 49-1 ((30)) All (collectively, "Phase A Property") and a second future phase includes Tax Map 49-1 ((16)) 14, 15, 16 and 49-2 ((1)) 18, 19 (collectively, "Phase B Property"). In the event RZ 2007-PR-001 is approved, then any previous proffers for the Property are hereby deemed null and void and hereafter shall have no effect on the Property.

A. **PHASE A PROPERTY**

Note: The following proffers A-1 through A-41 affect the development of the Phase A Property and have been fulfilled and completed with the development of the Phase A Property in accordance with final Site Plan 1981-SP-001.

PHASE A CONCEPTUAL DEVELOPMENT PLAN/FINAL DEVELOPMENT PLAN

- A-1. **Substantial Conformance.** Subject to the Proffers and the provisions of Article 16 of the Zoning Ordinance, under which minor modifications to an approved development plan are permitted, the development of the Phase A Property shall be in substantial conformance with the Phase A Conceptual Development Plan/Final Development Plan ("Phase A CDP/FDP") containing eleven (11) sheets prepared by Burgess & Niple, Inc. dated November 26, 2002, and revised through June 18, 2003, and subsequently included as Sheets 32 through 42 in the Halstead Mixed-Use Conceptual Development Plan/Final Development Plan prepared by Urban Engineering and Associates, Inc. dated October 2006, and revised through August 10, 2007, and as further modified as shown on Sheets 2, 4 and 6 of the Halstead Mixed-Use Development Conceptual Development Plan/Final Development Plan prepared by Urban Engineering and Associates, Inc. dated October 2006, and revised through September 24, 2007.
- A-2. **Minor Modifications.** Minor modifications from what is shown on the Phase A CDP/FDP and these Proffers may be permitted which may become occasioned as a part of final site engineering, as determined by the Zoning Administrator. Building footprints may be decreased and the number of units in each building

may be reduced, so long as the minimum open space identified on the Phase A CDP/FDP tabulation and the minimum dimensions to the peripheral lot lines are not diminished other than as permitted pursuant to Proffer A-1. It shall further be understood that the Phase A Property may be developed in phases subject to market conditions.

A-3. Maximum Density and Permitted Uses. A maximum of 445 multi-family dwelling units may be provided in multiple buildings, which will also include a minimum of 4,450 square feet and a maximum of 4,910 square feet dedicated to retail uses to be located on the first floor of the building west of Merrilee Drive and a minimum of 5,000 square feet and a maximum of 8,000 square feet to be used as a clubhouse and leasing center on the first floor of the building east of Merrilee Drive. The first floor frontage of the western building along Merrilee Drive shall be constructed in a manner that is conducive to altering the use from multi-family to a commercial use in the future. Such a change will require a Proffered Condition Amendment. The primary use shall be multi-family residential, however, the following secondary uses located on the first floor of the buildings may also be included within the designated areas of structures shown on the Phase A CDP/FDP:

- A. Accessory uses and accessory services uses.
- B. Business service and supply service establishments.
- C. Eating establishments.
- D. Fast food restaurants (not drive through).
- E. Financial institutions.
- F. Health Clubs.
- G. Community Uses.
- H. Personal service establishments.
- I. Private clubs and public benefit associations.
- J. Public uses.
- K. Quick service food stores.
- L. Bank teller machines.
- M. Office.
- N. Retail.

GENERAL

- A-4. Escalation. All monetary contributions required by these Phase A Proffers shall be adjusted upward or downward, based on changes to the Construction Cost Index published in the Engineering News Record occurring subsequent to the date of rezoning approval and up to the date of payment.
- A-5. Signs. No temporary signs (including "popsicle" paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on or off-site by the Applicant or by any builder or at the Applicant's or any builder's direction to assist in the initial and future marketing and/or rental of dwelling units on the Phase A Property. The Applicant shall direct its agents and employees involved in marketing the Property to adhere to this proffer.
- A-6. School Contributions. Prior to the issuance of the first building permit for the eastern building and similarly, for the first building permit for the western building, the Applicant shall provide documentation to DPWES that the Applicant has donated the sum of \$172,500 as a school contribution to the Fairfax County Board of Supervisors for each building (for a total of \$345,000 for both buildings). In addition, prior to the issuance of the first building permit, the Applicant shall provide documentation to DPWES that the Applicant has donated the following: the donation to Shreveewood Elementary School shall include ten (10) laptop computers and twenty-three (23) computer-to-monitor connection cables, subject to the specifications of the school and approved by the principal. The donation to Joyce Kilmer Middle School shall be ten (10) laptop computers, subject to the specifications of the school and approved by the principal. At the discretion of each school Principal, the laptop computers and monitor connection cables may be substituted for other equipment of a similar value. At the time the funds are received, other equivalent or more advanced technologies may be substituted, at the discretion of each principal, for the actual purchases that will be made and installed through the Fairfax County Public School System.
- A-7. Density Credit. Advanced density credit is reserved consistent with Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the Public Facilities Manual (PFM), at the time of subdivision and/or site plan approval for the Property.
- A-8. Affordable Dwelling Units ("ADUs"). The Applicant shall provide ADUs equal to that number which is 2.7% of the total number of multi-family units to be constructed. In addition, at the time of site plan approval, the Applicant shall donate the total sum of \$100,000.00 to the West County Homeless Shelter for playground equipment at the time of site plan approval. At the discretion of the Executive Director of the Shelter, the Applicant may purchase and install the

playground equipment in lieu of the cash contribution or provide the contribution for other uses for the shelter.

- A-9. Architectural Compliance. The architectural-design of the buildings shall in substantial conformance with the elevations shown on Sheet 41 of the Phase A CDP/FDP. Modifications may be made to the final architectural designs if in substantial conformance with the elevations shown on the Phase A CDP/FDP. All sides of the building shall be architecturally consistent. The facade of the buildings fronting Merrilee Drive and Prosperity Avenue shall be 70% brick and glass. The building materials along Merrilee Drive and Prosperity Avenue will be a combination of materials to include masonry, hardi-board, or stucco, but will not include EIFS. The buildings will consist of four (4) stories, which will read as a five (5) story facade, with a building height of sixty (60) feet.
- A-10. Parking Garage Design and Lighting Standards. The facade of the parking garage facing the adjacent property to the east shall be designed in substantial conformance with the elevation shown on Sheet 40 of the Phase A CDP/FDP, consisting of pre-cast concrete and brick inserts. The southern facades of both parking garages shall, in addition to the landscape screen, contain an element of pre-cast concrete with brick in the-top three parking levels consistent with the design depicted on Sheet 9 of the Phase A CDP/FDP. The southern facades of both parking structures shall be landscaped with Leyland cypress or a comparable tree species acceptable to the Urban Forester. The eastern and southern garage facades shall have a similar color scheme as the multi-family structures. Lighting internal to the parking garages shall be located between the beams to prevent glare. Lighting on the upper level of the parking garage shall be full cut off and be equipped with house side shields to prevent glare resulting from direct visibility of light sources onto adjacent residential property and the light fixtures shall be black. Where fixtures are mounted on the topmost deck of structured parking garages, an opaque house-side shield shall be affixed to eliminate glare onto the adjacent residential building located to the east.
- A-11. Pedestrian Facilities. The streetscape design for Merrilee Drive and Prosperity Avenue, including the entry plazas at the intersection of Merrilee Drive and Prosperity Avenue, shall be in substantial conformance with the Phase A CDP/FDP. Prior to site plan approval, the Applicant shall demonstrate to the satisfaction of DPWES that the Applicant has acquired the WMATA strip of land along the southern side of Prosperity Avenue adjacent to the site or has gained permission to landscape the area.
- A-12. Administrative Review. Concurrent with the submission of plans to DPWES, the Applicant shall submit copies of the plans to the Providence District Supervisor and Planning Commissioner for the purpose of administrative review and comment.

RECREATION

- A-13. Recreation Contribution. Pursuant to Section 6-409 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall provide the recreational facilities to serve the Application Property. Per Section 6-409, recreational facilities such as swimming pools, exercise rooms, or health clubs which are located on rooftops, deck areas and/or areas within a building may be used to fulfill this requirement. At the time of site plan review, the Applicant shall demonstrate that the value of any proposed recreational amenities is equivalent to a minimum of \$955.00 per unit as required by Article 6 of the Zoning Ordinance. In the event it is demonstrated that the proposed facilities do not have sufficient value, the Applicant shall have the option to (1) provide additional on-site recreational amenities within the approved structures, within the open space areas shown on the Plan, if it is determined that the location at such would be in substantial conformance with the Phase A CDP/FDP; and/or (2) contribute funds to the Fairfax County Park Authority for off-site recreational purposes in location(s) that reasonably expected to serve the future residents of the approved development.
- A-14. Park Authority Contributions. In addition to Proffer A-13 above, the Applicant shall contribute \$257,050 to the Fairfax County Park Authority prior to the issuance of the first RUP for park purposes and/or facilities in the Merrifield area. In addition, the Applicant shall contribute \$27,950 to the Fairfax County Park Authority to be designated for the Nottaway Nights Concert Series, prior to the issuance of the first Residential Use Permit (RUP).
- A-15. Public Access to Internal Park. Public access to the northwestern courtyard (pocket park) located within the building on the west side of Merrilee Drive shall be provided during the hours between dawn and dusk. Once annually, such access may be denied for a day to prevent the creation of unintended property interests. Signage to encourage public use of the park shall be posted along Merrilee Drive. Renters shall be notified in writing of the public access easement for the northern courtyard prior to entering into a lease agreement.
- A-16. Bicycle Racks. A minimum of four (4) bicycle racks shall be provided throughout the project.
- A-17. Benches. A minimum of seventeen (17) park benches shall be disbursed throughout the site as generally shown on Sheet 37 of the Phase A CDP/FDP. Illustrations of benches have been provided with the Phase A CDP/FDP to demonstrate the character and quality of the benches to be used on the site. In addition, the plazas at Merrilee Drive and Prosperity Avenue shall be designed to provide opportunities for movable tables and chairs.

ENVIRONMENTAL

A-18. Stormwater Management. Stormwater management and Best Management Practices (BMP) facilities and measures shall be employed in accordance with the PFM, as determined by DPWES. Prior to site plan approval, the Applicant shall demonstrate to the satisfaction of DPWES that adequate outfall is provided. To the extent practicable, as determined by DPWES, the site design will incorporate low impact design features, which will include increasing the peak discharge time of concentration to the point of connection to the closed conduit system and reducing the allowable peak discharge by 25% more than the requirements of the PFM for the ten (10) year storm event. The Applicant proposes to utilize underground detention and BMP facilities as the primary means of detaining and treating the stormwater runoff. The location of the underground stormwater management facilities may be modified as depicted on the Phase A CDP/FDP but shall be subject to approval of DPWES. The use of such facilities is subject to the granting of a waiver of current County policies to permit these facilities in a residential project. In lieu of a standard sand filter device, it is the intent to utilize a cartridge filter system such as StormFilter® to meet BMP requirements, subject to the approval of DPWES and engineering design requirements. The primary storage and filter facilities will be located where the proximity to an adequate outfall allows the most approvable design, so as not to interfere with other aspects of the Phase A CDP/FDP, but smaller facilities, integrated into storm catch basin structures, may be utilized elsewhere on the site, subject to the approval of DPWES. If the proposed facilities, or viable alternatives that do not significantly affect the site layout, are not approved by DPWES, the Applicant recognizes that it may be necessary to request an amendment to the approved CDP and/or FDP to alter the site design. The Applicant, and its successors, will assume responsibility for the perpetual maintenance of all underground stormwater management facilities and will execute an agreement with the County in a form satisfactory to the County to this effect at the time of site plan approval. Said agreement shall address the following issues:

- A. Future replacement when warranted;
- B. Liability and insurance in an amount acceptable to Fairfax County;
- C. Restriction that the Applicant or successors or assigns shall not in the future petition DPWES for maintenance;
- D. County inspection to ensure that the facilities are maintained by the Applicant in good working order.

A-19. Landscaping. The landscaping shall be provided in substantial conformance with the location, quality, and quantity of plantings depicted on the Phase A CDP/FDP. The Applicant shall submit a landscape plan as a part of each site plan submission. This plan shall be coordinated with, and approved by, the Urban Forestry Division, DPWES, and shall contain the landscaping shown on the Phase

A CDP/FDP, including parking lot landscaping for the top surface level of the parking garages. The Applicant shall maintain all landscaping. All new deciduous trees provided as a part of the streetscape shall be a minimum of 3.0 inches in caliper at the time of planting; new evergreen trees shall be a minimum of six (6) to eight (8) feet in height at the time of planting. The landscape strips along the streetscape for Merrilee Drive and Prosperity Avenue shall contain ground cover, understory plantings, ornamental shrubs and grass and flowering plants within the landscaped strip, subject to the review and approval of the Urban Forester. The secondary landscape strip shall include shade and flowering trees, ornamental shrubs, ground cover, flowering plants and grasses, subject to the review and approval of the Urban Forester.

A-20. Energy Conservation. All buildings shall meet the thermal standards of the CABO Model Energy Program for energy efficient homes, or its equivalent, as determined by DPWES for either electric or gas energy homes as applicable.

A-21. Noise Attenuation. The Applicant shall provide the following noise attenuation measures:

In order to reduce the maximum interior noise to a level of approximately 45 dBA Ldn, the Applicant proffers that all Phase A residential units shall have the following acoustical attributes:

- A. Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39;
- B. Doors and glazings shall have a laboratory STC rating of at least 28. If glazing constitutes more than 20% of any facade, they shall have the same laboratory STC rating as walls; and
- C. Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

A-22. Lighting. All street lights (being that lighting that is intended to illuminate the streets) and exterior building lighting located on the Phase A Property will be installed in conformance with County requirements using County-approved light fixtures. Examples of proposed light fixtures have been provided with the Phase A CDP/FDP to show the character and general quality of the lighting to be used on the site. Any replacement lighting shall meet requirements of Part 9 of Article 14 of the Zoning Ordinance.

A-23. Geotechnical Investigation. If required by DPWES, the Applicant shall submit a geotechnical investigation of the site and implement such measures determined by the investigation, subject to the satisfaction of DPWES.

TRANSPORTATION

- A-24. Extension of Merrilee Drive. As shown on the Phase A CDP/FDP, the Applicant shall dedicate land in fee simple to the Board of Supervisors for the extension of Merrilee Drive at the time of final site plan approval. The Applicant reserves the right to enter into a license agreement, if permitted by VDOT and DOT, to use the dedicated Merrilee Drive as a staging area until the construction of Merrilee Drive is complete. The Applicant shall construct the extension of Merrilee Drive through the application property to connect to Prosperity Avenue, prior to the issuance of the first RUP or Non-RUP issued for the subject property. The design and configuration of this improvement shall be subject to review and approval by VDOT and DPWES. The cost of this improvement is valued at \$1.6 million. The Applicant will seek and diligently pursue vacation of portion of existing Merrilee Drive not required for a through street. For informational purposes only, the Applicant states that they may seek a reservation of three (3) on street parking spaces along Merrilee Drive from VDOT. These spaces are intended to service the leasing center and shall be appropriately marked. The Applicant will maintain the crosswalks across Merrilee Drive as identified on the Phase A CDP/FDP, subject to the approval
- A-25. Right-of-Way Vacation. Notwithstanding the submission for processing of any applications, plans or plats in furtherance of the development of Phase A Property, the Applicant acknowledges that no such application, plan or plat shall approved by Fairfax County until or unless the vacation of right-of-way proposed as part of the Phase A Property is approved by the Board of Supervisors and is final. In the event that such vacation is not approved by the Board of Supervisors, or in the event that Board's approval is overturned by a court of competent jurisdiction, any development of the Phase A property under the PRM District shall require a proffered condition amendment and the Applicant acknowledges that such amendment may result in a loss of density. The Applicant hereby waives any right to claim or assert a taking or any other cause of action that otherwise may have arisen out of a Board decision to deny in whole or in part the right-of-way vacation.
- A-26. Improvements for Prosperity Avenue. As shown on the Phase A CDP/FDP, the Applicant shall dedicate land in fee simple to the Board of Supervisors for the right-of-way of Prosperity Avenue at the time of final site plan approval or upon written demand, whichever occurs first. Prior to issuance of a RUP or Non-RUP, roadway improvements shall be made on Prosperity Avenue as shown on Sheets 35 and 36 of the Phase A CDP/FDP. Prior to site plan approval, the Applicant shall demonstrate to the satisfaction of DPWES that the WMATA land has been acquired or the Applicant has the right to construct and/or dedicate the land in order to provide the Prosperity Avenue improvements. In the event the land is not acquired from WMATA, a proffered condition/final development plan amendment shall be submitted and the Applicant acknowledges that such amendment may result in a loss of density.

- A-27. Left Turn Lane at Westerly Access along Prosperity Avenue. The Applicant shall either construct a westbound left turn lane ("Left Turn Lane") as shown on the Phase A CDP/FDP, or an "Interim" Left Turn Lane ("Interim Lane"), both subject to VDOT review and approval, prior to issuance of RUPs or Non-RUPs for the western building, or, if sufficient right-of-way does not exist, as determined by VDOT and DOT so that the Left Turn Lane or Interim Lane cannot be constructed by the Applicant, the Applicant shall provide an escrow for the future construction of the Left Turn Lane prior to the issuance of said RUPs or Non-RUPs, but said escrow shall be exclusive of the cost of any land acquisition that may be needed in order to construct the Left Turn Lane. If sufficient right-of-way is not obtained for either the Left Turn Lane or the Interim Lane, the construction at this location shall be as shown on the exhibit titled "Alternative Access Plan" on Sheet 35 of the Phase A CDP/FDP package. The Applicant shall have no obligation to acquire, by purchase and/or condemnation (if such is available), any property that may be needed for such Left Turn Lane or Interim Lane. The Applicant shall pursue diligently the dedication and/or granting of any necessary off site rights-of-way and/or temporary or permanent easements along the appropriate portions of Prosperity Avenue, to construct any improvements, transitional taper and/or turn lanes required as a part of the transportation improvements reflected on the Phase A CDP/FDP and/or as set out in these proffers. The Applicant shall write to the adjacent landowner of Lot 19B Tax Map 49-1((13)) and of Lots 18A, 27A, and 27B, Tax Map 49-1 ((1)) to request the dedications necessary from those sites for the Left Turn Lane or the Interim Lane and the granting of necessary construction easements, and shall to these landowners affirm the Applicant's sole obligation to construct the left turn lane and to urge cooperation. In the event that the rights-of-way are not obtained, the Applicant shall demonstrate to the satisfaction of DPWES that it diligently pursued obtaining the rights-of-way and easements and then provide the escrow for the construction as described above. By providing DPWES with copies of certified letters to the adjacent landowners, as set out above, the Applicant shall have satisfied the "diligently pursued" standard herein.
- A-28. Crosswalk Across Prosperity Avenue. The Applicant shall escrow funds for the construction of a crosswalk across Prosperity Avenue at Merrilee Drive at the time of site plan approval in an amount to be determined by DPWES and the Department of Transportation.
- A-29. Merrilee Drive and Prosperity Traffic Signal. The Applicant shall contribute pro-rata funds for a traffic signal at Merrilee Drive and Prosperity Avenue. The Applicant shall provide traffic signal easements at the southeast and southwest corners of Merrilee Drive and Prosperity Avenue prior to site plan approval.
- A-30. Transportation Management Strategies. The use of mass transit, ride-sharing, and other transportation strategies will be utilized to reduce single occupancy vehicular (SOV) traffic during peak hours by a minimum of 25%. Tenants shall be advised of this transportation strategy development condition. Transportation coordination duties shall be carried out by a designated property manager(s) or

transportation management coordinator(s). The transportation strategy management position may be a part of other duties assigned to the individual(s). The transportation management strategies will be implemented after 70% of the RUP's have been issued for both multi-family buildings. The following is a list of potential strategies that may be implemented:

- A. The Applicant shall designate an individual to act as the transportation coordinator (property management staff person) for the Application Property whose responsibility will be to implement the transportation management strategies;
 - B. By participation in the Fairfax County Ride Share Program;
 - C. By dissemination of information regarding Metrorail, Metrobus, ridesharing and other relevant transit options in residential lease packages;
 - D. By making Metro maps, schedules and forms available to tenants in a common area of each building for Metrobus, ridesharing other relevant transit options;
 - E. By providing amenities for bicycle storage;
 - F. By a sidewalk system designed to encourage/facilitate pedestrian circulation.
- A-31. At the time of site plan approval, the Applicant shall provide a one time contribution of \$10,000 to be held in escrow until the Merrifield Shuttle Service is established.

An annual sum of \$0.10 per square foot of occupied gross floor area will be contributed by the Applicant to a transportation demand management fund to be used by the transportation coordinator each year. Such funds will be available after 70% of the Residential Use Permits are issued for all buildings. The terms of this proffer shall expire fifteen (15) years after the last RUP is issued.

One year after the transportation management strategies are implemented, the Applicant shall conduct a survey of residents, visitors, and employees to determine the transportation characteristics of building tenants and employees. This survey will form the basis of the transportation management program for the development. The survey shall be submitted to the Fairfax County Department of Transportation for review.

Annually thereafter, and at the beginning of each calendar year, the Applicant shall conduct a multi-modal transportation split survey of residents and employees to prove that 25% of driving age residents and employees use non-SOV transportation. The yearly report shall be submitted to the Fairfax County Department of Transportation for review. If the annual multi-modal transportation split survey indicates that the reduction has not occurred, an

additional \$0.05 per, square foot shall be contributed to the TMS Fund until such time as the reduction has occurred.

Assuming a fifteen year life of the program, and assuming traffic generation does not exceed the trip generation forecast, the value of the Applicant's contribution to the transportation management strategy is calculated at \$743,956.

- A-32. Traffic Calming. To the extent permitted by VDOT and DPWES, the Applicant shall install stamped walkways and stamped parking spaces on the portions of Merrilee Drive as shown on the Phase A CDP/FDP. The Applicant shall enter into a maintenance agreement for these walkways and parking spaces.
- A-33. Bus Shelter. If requested by VDOT or DOT prior to site plan approval, the Applicant shall construct and maintain a bus shelter at the northwestern corner of the subject property. If the bus shelter is not requested, the Applicant shall escrow \$17,000 for a bus shelter in the Merrifield area prior to site plan.
- A-34. Eastern Access. The Prosperity Avenue entrance to the garage for the eastern building shall prohibit incoming traffic from Prosperity Avenue, until such time that the eastern entrance for the Dunn Loring Metro is removed.
- A-35. Choke Points. The "choke points" depicted on Merrilee Drive at the pedestrian crosswalks shall be subject to VDOT, DOT and DPWES approval and shall be designed to be temporary; as determined by DPWES and DOT.
- A-36. Curb. The southbound curb for Merrilee Drive near Prosperity Avenue shall be designed as a mountable curb, as determined by VDOT.

MISCELLANEOUS

- A-37. Fire and Rescue Department. At the time of site plan approval, the Applicant will donate to the Dunn Loring Volunteer Fire and Rescue Department a thermal imaging camera valued at approximately \$12,000. At the discretion of the Dunn Loring Volunteer Fire and Rescue Department, an item of similar value may be substituted for the thermal imaging camera.
- A-38. Signage. Signage shall be provided in accordance with Article 12 of the Zoning Ordinance. All signage shall be consistent in color, style and sign placement, as determined by Zoning Administration. If lighted, signage shall be internally lit only.
- A-39. Residential Entrances. A minimum of eighteen (18) direct residential entrances shall be provided onto the streets from the individual residential dwelling units, some of which will have stoops or stairs into the individual units.
- A-40. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon

Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

- A-41. Counterparts. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

B. **PHASE B PROPERTY**

PHASE B CONCEPTUAL DEVELOPMENT PLAN/FINAL DEVELOPMENT PLAN

- B-1. Conceptual/Final Development Plan. The Phase B Property shall be developed in substantial conformance with the Halstead Mixed-Use Development Conceptual Development Plan ("CDP") and Final Development Plan ("FDP") dated October 2006 and revised through September 24, 2007, prepared by Urban Engineering and Associates, Inc. (the "Phase B CDP/FDP"), consisting of Sheets 1 through 31.
- B-2. Elements of CDP. Notwithstanding the fact that the Conceptual Development Plan and Final Development Plan are presented on the same plan, the elements that are components of the Conceptual Development Plan are limited to the perimeter points of access, the general location of the buildings, uses, building heights, plaza areas, and setbacks from the peripheral lot lines and only a future amendment to such elements shall require a subsequent CDPA or Proffered Condition Amendment.
- B-3. Minor Modifications. Minor modifications to the Phase B CDP/FDP may be permitted when necessitated by sound engineering or that may become necessary as part of final site design or engineering, pursuant to Section 16-403(4) of the Zoning Ordinance. Building footprints may be altered and the number of residential units and square footage of Principal and Secondary Uses (as defined herein) within each building (and corresponding adjustments in required parking and ADUs (as defined herein) may be adjusted, so long as (a) the minimum number of residential units and minimum square footage of Secondary Uses are provided; (b) the minimum open space tabulation provided on Sheet 4 of the Phase B CDP/FDP is not reduced; (c) the building heights for each building are not increased beyond the heights identified in Proffer B-10; and (d) the development otherwise is in substantial conformance with these Proffers and the Phase B CDP/FDP.
- B-4. Alterations. The Applicants reserve the right to alter the layout shown for the parking garages, loading areas, and trash facilities provided within and under the building footprints, provided the external access points to the garages remain in general conformance with that shown on the Phase B CDP/FDP. The location of fire doors and mechanical equipment are subject to change and will be determined at final site plan.

GENERAL

- B-5. Declarations/Owners Associations. The Applicants shall cause the recordation of one or more declarations creating an umbrella owners' association and /or

condominium owners' associations or other governance documents which will legally bind the Phase B Property (collectively referred to as the "UOA/COA"). Such UOA/COA shall be formed/recorded prior to the issuance of the first Residential Use Permit ("RUP") or Non-Residential Use Permit ("Non-RUP") for the Phase B Property. The respective UOA/COA documents (including budgets provided in any offering or sale materials) shall specify the various proffer and maintenance obligations set forth in these Proffers. Purchasers shall be advised in writing of these obligations, and other restrictions, prior to entering into a lease/contract of sale for units.

B-6. Proposed Development

A. Two (2) development options are provided for the Phase B Property. Option 1 includes a) four (4) residential buildings containing a minimum of 840 units and a maximum of 1,150 units; and b) community-serving secondary/retail uses containing a maximum of 101,723 square feet. Option 2 includes a) four (4) residential buildings containing a minimum of 840 units and a maximum of 1,000 units; b) community serving secondary/retail uses containing a maximum of 91,000 square feet; and c) a hotel of approximately 100,000 square feet. The development of the Property is summarized as follows:

	Option 1	Option 2
Multifamily Residential Units	Minimum 840 units up to 1150 units maximum	Minimum 840 units up to 1,000 maximum
Secondary Uses/Retail (other than ADUs) & Public Library	Minimum 50,000 sq. ft. Maximum 101,723 sq. ft.	Minimum 50,000 sq. ft. Maximum 91,000 sq. ft.
Hotel		Approximately 100,000 sq. ft.
TOTAL	Up to 1,078,804 sq. ft.	Up to 1,063,626 sq. ft.

B. Cellar Space. The Applicants reserve the right to utilize up to 25,000 square feet of cellar space constructed for resident amenities (including, but not limited to, fitness centers and sport courts), public library, theatres and health club uses; provided, however, that the Applicants shall be required to provide parking for the Cellar Space in accordance with the requirements of Article 11 of the Zoning Ordinance, as qualified by these Proffers. The Cellar Space in the Residential Buildings shall not contain habitable residential units.

B-7. Mix of Uses. The Phase B Property may include the following uses:

A. Principal Uses:

- Multifamily dwellings; and
- Public Uses such as a public library and related facilities.

B. Secondary Uses:

- Accessory uses and home occupations, including business centers inside residential buildings;
- Affordable dwelling units;
- Business service and supply establishments;
- Eating Establishments;
- Financial Institutions (without drive-through);
- Bank teller machines;
- Fast food restaurants (without drive-through);
- Garment cleaning establishments (drop-off and pick-up only; no onsite processing);
- Quick-service food stores;
- Offices (not to exceed 25,000 square feet);
- Vehicle rental establishments, provided all rental vehicles are parked/stored at an offsite location other than the Property;
- Retail sales establishments;
- Repair service establishments (not including vehicle light or industrial repair);
- Bus or shuttle services owned by private or quasi-public entities and primarily serving residents or employers/employees and the surrounding community, such as a private shuttle service to/from the future Merrifield Town Center;
- Telecommunications facilities;
- Health clubs;
- Community clubs, centers, meeting halls;
- Child care centers and nursery with approval of a special exception or FDPA;
- Personal service establishments;
- Private clubs and public benefit associations;
- Private schools of special education without approval of a special exception; and
- Theatres

B-8. Residential Units. A minimum of 840 residential units shall be constructed on the Phase B Property, with a maximum total number of residential units not to exceed 1,150 units. Such total shall include all required Affordable Dwelling Units (“ADUs”) and all Workforce Dwelling Units (“WDUs”) as defined in these Proffers.

B-9. Secondary Uses. Secondary uses (other than ADUs and home occupations as defined herein) shall be designed and constructed on the ground-floor levels of Buildings 1, 2, 3 and 4. However, health club and theatre uses may also be provided within cellar space.

- A. Exclusions from Secondary Use Square Footage. Notwithstanding their listing as a Secondary Use under Proffer B-6 above, the square footage allocable to the following uses shall be in addition to, not subtracted from, the square footage of Secondary Uses permitted under these Proffers and shown on the Phase B CDP/FDP:
- (i) Cellar space (as defined in the Fairfax County Zoning Ordinance);
 - (ii) ADUs/Workforce Units;
 - (iii) Home Occupations; and
 - (iv) Telecommunications Facilities.
- B. Hotel. Should a hotel use be included in the development, the hotel shall include a full service restaurant and meeting space.
- B-10. Building Heights. Building heights for each Phase B building are set forth below. Building height shall be measured in accordance with the provisions of the Fairfax County Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as set forth in Section 2-506 of the Zoning Ordinance, including for example, penthouses and other rooftop structures. Such penthouses and other rooftop structures permitted under Section 2-506 of the Zoning Ordinance may be constructed to a height twenty (20) feet from the roof level of the top residential floor of the building below the top of the penthouse/rooftop structure roof. All building penthouses/rooftop structures shall be integrated into the architecture of the residential building below, as generally illustrated on Sheets 19-22 of the Phase B CDP/FDP.
- A. Building 1. The maximum height of Building 1 shall be no less than 80 feet and no greater than 115 feet. The northern portion of the building wing adjacent to Merrilee Drive shall be a minimum of one floor lower than the southern portion of this wing. In addition, the maximum height of the retail wing in the southwestern corner of Building 1 shall be 20 feet.
- B. Building 2. The maximum height of Building 2 shall be no less than 70 feet and no greater than 95 feet.
- C. Building 3. The maximum height of Building 3 shall be 165 feet. The building shall be designed to step down from east to west as shown on the CDP/FDP, with a maximum height of the lower western section of 115 feet.
- D. Building 4. The maximum height of Building 4 shall be no less than 70 feet and no greater than 95 feet.
- B-11. Parking
- A. Zoning Ordinance Requirements. Parking shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance, as determined by the Department of Public Works and

Environmental Services (“DPWES”), for the uses within the Phase B Property. The Applicants reserve the right, however, to provide parking spaces in addition to the total number of parking spaces shown on Sheet 4 of the Phase B CDP/FDP if (i) such additional spaces result from the final design of the parking structures for the principal and Secondary Uses so as to avoid partial garage floors; or (ii) to the extent necessary to accommodate Principal and Secondary Uses established on the Phase B Property that result in a higher parking requirement than is shown on the Phase B CDP/FDP (e.g., eating establishments); and (iii) said spaces are located within the garage.

- B. Parking Spaces along Private Street. The Applicants shall provide surface parking spaces to be located along the north and south side of Private Street as generally as shown on the Phase B CDP/FDP. The spaces may be part of or in addition to the total number of required parking spaces to be provided. The Applicants shall set aside four (4) parking spaces along Private Street to provide waiting, short term parking and/or temporary loading for the residential and Secondary Uses. The Applicants reserve the right to restrict the use of other spaces along Private Street, through appropriate signage or such other means as the Applicants determine, that otherwise are not required to satisfy the minimum parking requirements for use as a “Future Tenant Parking” or shuttle bus loading and/or zip car parking.
- C. Future Parking Reductions. Given (i) the proximity to the Dunn Loring/Merrifield Metro Station, (ii) the character of the development as a transit-adjacent development, and (iii) the TDM Plan detailed in these Proffers, the Applicants shall in good faith evaluate, and may pursue a shared parking agreement and/or parking reduction for the development, as may be permitted by the Fairfax County Zoning Ordinance and approved by the Board of Supervisors.
- D. Bicycle Racks. The Applicants shall install bicycle racks throughout the Phase B Property in the locations generally shown on Sheet 9 of the Phase B CDP/FDP and reviewed and approved by Fairfax County at the time of final site plan. The bike racks shall be inverted U-style racks (or other design approved by Fairfax County Department of Transportation) and shall collectively accommodate parking for at least one hundred (100) bicycles. At least fifty percent (50%) of the bike racks shall be located under building cover or placed under some form of outdoor protective cover so that bicycles are protected from the elements while parked at the bike racks.
- E. Construction Parking. The Applicants shall develop, in consultation with its general contractor, a parking management policy for construction workers hired to complete the development (the “Construction Parking Plan”). As part of the Construction Parking Plan, the Applicants shall

erect signage on the Phase B Property in both English and Spanish that prohibits parking by construction workers in abutting residential developments.

TRANSPORTATION IMPROVEMENTS

B-12. Road Improvements

- A. Dedication. As part of the first site plan approval for the Phase B Property, or upon demand by VDOT or Fairfax County, the Applicants shall dedicate in fee simple to the Board of Supervisors right-of-way along Phase B Property's Gallows Road frontage as shown on the Phase B CDP/FDP.
- B. Gallows Road. Prior to the issuance of any RUP or Non-RUP for the Property, the Applicants shall substantially complete the following improvements as shown on the Phase B CDP/FDP and as may be approved by VDOT. For purposes of this Proffer, substantially complete is defined as complete and available for use by the public but not necessarily accepted by VDOT for state maintenance.
- (i) A third southbound through lane along the Phase B Property's frontage on Gallows Road;
 - (ii) A five foot (5') on-road bike lane along the Phase B Property's frontage on Gallows Road;
 - (iii) A dedicated continuous right-turn lane along southbound Gallows Road between the northernmost Phase B Property line extending to the Southern Service Aisle;
 - (iv) Extension of the third southbound through lane and five (5) foot on-road bike lane from Phase B Property's northern property line to Prosperity Avenue, and construction of a right turn lane from Prosperity Avenue to the Private Street serving the Wilton House Condominiums and Marriott Hotel utilizing funds proffered and escrowed with the development of Wilton House/Marriott (RZ 99-PR-034), provided adequate right-of-way has been dedicated and all easements necessary for the construction are provided at no cost to the Applicants. In the event there is insufficient escrowed funds to cover the costs of said improvements, the Applicants shall construct the through lane and on-road bike lane and shall construct a right turn taper to the extent feasible without requiring relocation of utility poles, but shall not be required to construct the full right turn lane. To accommodate the on-road bike lane, the southbound through lanes shall be restriped to be eleven (11) feet in width;

- (v) Extension of the existing left turn lane from northbound Gallows Road onto Prosperity Avenue to provide a minimum 392 feet of storage and a 50 foot taper, or more as may be approved by VDOT.
- (vi) Subject to VDOT approval of a warrant study to be provided by the Applicants, design, equip and install a traffic signal at the intersection of Gallows Road and the Southern Service Aisle. If a signal is installed, the Applicants shall provide services/improvements as follows:

Responding to Fairfax County's interest in completing the widening of Gallows Road to six (6) lanes, the Applicants, working with FCDOT, shall provide a functional drawing/preliminary engineering plan for the future widening, by others, of northbound Gallows Road from Prosperity Drive on the north to the end of VDOT Project #0029-029-0119 on the south. The design will accommodate three (3) northbound lanes and a 5 foot on-road bicycle lane (the "Widening"). The purpose of this drawing is to determine the consequences of the Widening on individual properties, and to determine the best alignment of Prescott Drive (a private parking drive aisle) on the east of Gallows Road. As such, the Applicants shall also prepare a plan for Tax Map 49-2 ((1)) 39 ("Parcel 39") showing proposed revisions to parking areas, drive aisles, and open space areas that would be needed to accommodate the Widening, and also a separate plan showing required right-of-way, easements and revisions needed to accommodate the realignment of Prescott Drive with the Southern Service Alley in order to achieve a simultaneous traffic signal and convenient and safe pedestrian crossing at this intersection with Gallows Road (the "Prescott Drive Realignment").

The Prescott Drive Realignment plan shall be submitted to FCDOT, VDOT and the owners of Parcel 39 for their review prior to the first site plan approval on the Phase B Property. Should the Prescott Drive Realignment plan be satisfactory to all parties, the Applicants shall prepare the final engineering plans and shall request the owners of Parcel 39 to provide necessary right-of-way and easements for the Prescott Drive realignment at no cost. If the owner of Parcel 39 fails to provide the necessary right-of-way and easements at no cost to the Applicants, the Applicants shall have an appraisal of the value of the easements (not right-of-way) prepared and shall offer to pay the owners of Parcel 39 for the easements at a cost not to exceed the appraised value. Should the Applicants: (1) be successful in obtaining the right-of-way either at

no cost from the owner of Parcel 39 or through condemnation by Fairfax County; and (2) be successful in acquiring the easements as outlined above, the Applicants shall construct the improvements necessary to accomplish the agreed upon Prescott Drive Realignment. The Applicants shall not be responsible for providing the Widening of northbound Gallows Road. The intersection construction shall also include:

- (a) Construction of an exclusive left-turn lane from northbound Gallows Road on to the Southern Service Aisle within the existing right-of-way and utilizing 11 foot lane widths;
- (b) Construction of an exclusive left-turn lane from southbound Gallows Road into Prescott Drive, with 200 feet of storage and a 50 foot taper, or less as may be approved by VDOT;
- (c) Provision of raised and/or painted medians as approved by VDOT;
- (d) Provision of pedestrian crosswalk striping, a minimum four (4) foot wide pedestrian refuge area, and audible pedestrian countdown signals as may be permitted and approved by VDOT; and
- (e) Closure of the existing Gallows Road entrance serving Tax Map 49-2 ((1)) 20A and relocation of Parcel 20A's access to the Southern Service Alley, as acceptable to VDOT and the owners of Parcel 20A.

In the event the Applicants are not able to obtain the right-of-way and easements necessary to construct the Prescott Drive Realignment, the Applicants shall submit documentation of its efforts to FCDOT and DPWES. The Applicants may consider additional realignment options and propose such alternatives for VDOT/FCDOT review and approval. Should Fairfax County decide to acquire the right-of-way and easements for the Prescott Drive Realignment by means of its condemnation powers, the Applicants shall forward to the appropriate County agency: (1) plat, plans and profiles showing the necessary right-of-way and easements to be acquired; (2) an appraisal, prepared by an independent appraiser approved by the County, of the value of the right-of-way and easements to be acquired and of all damages, if any, to the residue of Parcel 39; and (3) a sixty (60) year title search certificate of Parcel 39. Prior to and during the contemplated condemnation proceedings described above, the Applicants, their successors and assigns, shall be permitted to

submit, process and receive approval of site plan(s)/subdivision plat(s) and development permits for other portions of the Phase B Property as described herein.

In the event the County elects not to use its condemnation powers to acquire the necessary right-of-way and easements from Parcel 39, the Applicants shall be relieved of its obligation to construct the Prescott Drive Realignment.

If Prescott Drive is not realigned and an alternative alignment scenario is not offered by the Applicants and approved by VDOT, the Applicants shall utilize a split phase signal at the Southern Service Aisle/Gallows Road intersection. Subject to VDOT approval, with this option, the Applicants shall provide improvements identified as "Gallows Road Split Signal Configuration" on Sheet 28 of the Phase B CDP/FDP including:

- (a) An exclusive left-turn lane from northbound Gallows Road on to the Southern Service Aisle within existing right-of-way and utilizing 11 foot lane widths;
- (b) An exclusive left-turn lane from southbound Gallows Road into Prescott Drive, with 200 feet of storage and a 50 foot taper, or less as may be approved by VDOT;
- (c) Raised and/or painted medians as shown on the Phase B CDP/FDP and as may be approved by VDOT;
- (d) Pedestrian crosswalk striping, a minimum four (4) foot wide pedestrian refuge area, and audible pedestrian countdown signals as may be permitted and approved by VDOT;
- (e) Closure of the existing Gallows Road entrance serving Tax Map 49-2 ((1)) 20A and relocation of Parcel 20A access to the Southern Service Alley; and
- (f) Escrow with DPWES funds sufficient to cover the cost of relocating the signal pole on the east side of Gallows Road to its ultimate location with a non-split phase signal.

In the event VDOT does not approve installation of a traffic signal at the intersection of Gallows Road and the Southern Service Aisle, the Applicants shall construct intersection improvements, raised medians, and striping shown as the "Gallows Road No Signal Configuration" on Sheet 28 of the Phase B CDP/FDP, and

as may be approved by VDOT. At the time a site plan approval for these intersection improvements, the Applicants shall escrow funds with DPWES to cover one half the cost of a future signal as well as the cost of reconstructing the medians and turn lanes associated with the unsignalized design to accommodate a signal, should one be approved in the future.

Said intersection improvements, whether associated with Prescott Drive Realignment, the split phased signal or the unsignalized intersection shall be substantially complete and contributions paid prior to issuance of the first RUP for Buildings 3 or 4. Upon demonstration by the Applicants that despite diligent efforts taken by the Applicants to implement this proffer, the construction of intersection improvements has been delayed, the Zoning Administrator may agree to a later date for completion of these improvements.

- (vii) The Applicants shall coordinate the construction of the proffered Gallows Road improvements with VDOT's planned improvements to Gallows Road (VDOT Project # 0029-029-119) in order to avoid duplication of work and conflicts in construction. This may result in a need to adjust the timing of these proffered improvements as may be permitted through Proffer B-16.

C. Merrilee Drive.

- (i) Prior to the issuance of any RUP or Non-RUP for Building 1, the Applicants shall construct a one-half section of street along Building 1's Merrilee Drive frontage with the face of curb set a minimum of 14 feet from the existing centerline of Merrilee Drive as shown on Sheet 6 of the Phase B CDP/FDP. Said section to include parallel parking as shown on the Phase B CDP/FDP.
- (ii) Prior to the issuance of any RUP or Non-RUP for Building 2, the Applicants shall construct a one-half section of street along Building 2's Merrilee Drive frontage with the face of curb set a minimum of 14 feet from the existing centerline of Merrilee Drive as shown on Sheet 6 of the Phase B CDP/FDP. Said section to include parallel parking as shown on the Phase B CDP/FDP.
- (iii) The Applicants shall complete and submit to VDOT a warrant study at the intersection of Merrilee Drive and the Southern Service Aisle prior to the issuance of the 825th RUP for the Phase B Property. If approved by VDOT, the Applicants shall design, equip and install a traffic signal at the subject intersection along with installation of a pedestrian crosswalk and audible pedestrian countdown signals across Southern Service Alley as may be

permitted and approved by VDOT. In the event, a signal is not warranted, the Applicants shall provide an easement to accommodate a signal pole for a future signal.

- D. Private Street. The Applicants shall construct and place into operation the proposed Private Street through the Phase B Property connecting Merrilee Drive to Gallows Road in the general location shown on the Phase B CDP/FDP. Private Street shall be designed and maintained as a private street and constructed in accordance with that shown on Sheet 6 of the Phase B CDP/FDP. Construction of Private Street may occur in phases commensurate with the phasing of development of the Phase B Property. Public access easements shall be granted as part of site plan approval for the vehicle travelway of the private street and for the sidewalks on both sides of the private street. Easements for County inspection and emergency vehicles shall be granted. The Applicants reserve the right to provide a different name for the private street and to temporarily close Private Street to accommodate construction activity on the Phase B Property. The Applicants reserve the right to temporarily close a portion of Private Street on a temporary basis up to 40 times a year to accommodate special events such as, but not limited to, art fairs, farmers markets, outdoor concerts and festivals.
- E. Southern Service Aisle. The Applicants shall construct a service aisle along the Phase B Property's southern boundary (referred to as the "Southern Service Aisle") as shown on the Phase B CDP/FDP. The Southern Service Aisle shall be constructed from Gallows Road to Merrilee Drive with the first site plan approved for the Phase B Property, and shall be open for use prior to the issuance of the first RUP for either Buildings 2, 3 or 4. Public access easements shall be granted as part of site plan approval for the vehicle travelway and adjacent sidewalk. The Applicants reserve the right to provide a different name for the southern service aisle and reserve the right to temporarily close the Southern Service Aisle to accommodate construction activity on the Phase B Property.

It is intended that the Southern Service Aisle provide access to loading, trash and parking areas for Buildings 2 and 4 as well as access for emergency vehicles, and provide a similar function for future buildings to be constructed on adjacent parcels identified as Tax Map 49-1 ((16)) 13 and 49-2 ((1)) 20A ("Parcels 13 and 20A"). As such, the Applicants agree to provide access to the Southern Service Aisle for Parcels 13 and 20A as they redevelop in a manner consistent with the Fairfax County Comprehensive Plan. A public access easement and a construction easement for the benefit of the owners of Parcel 13 and 20A shall be recorded along the southern boundary of the Phase B Property at the time of site plan approval for the Southern Service Alley. In anticipation that Parcel 20A will require access to the Southern Service Aisle prior to the

redevelopment of this parcel consistent with the Comprehensive Plan, the Applicants shall provide access to Parcel 20A from the Southern Service Alley with the initial construction of the Southern Service Alley.

Future connections to the Southern Service Aisle and the potential loss of some or all of the landscaped area shall be deemed in compliance with these Proffers without the requirement to secure a Proffered Condition Amendment ("PCA") or Final Development Plan Amendment ("FDPA").

- F. Adjust Traffic Signal Timing. Prior to the issuance of the 500th RUP, if required by VDOT, the Applicants shall submit to VDOT an analysis to determine whether adjustments to the signal timings on Gallows Road and Merrilee Drive, between Prosperity Avenue and Lee Highway would improve or enhance circulation. The signal timing study shall include updated traffic counts based on the occupancy of the Phase B Property as of the date of the study. In the event VDOT determines that adjustments to the signal timing are warranted, then the Applicants shall make such adjustments prior to final bond release. In the event no timing adjustments are deemed necessary, then the Applicants obligation towards this proffer is null and void.
- B-13. Future Interparcel Connection. Prior to site plan approval for the Southern Service Alley, the Applicants shall record a public interparcel access easement to permit future connection of the north-south drive aisle to adjacent properties identified as Tax Map 49-1 ((16)) 13 and 49-2 ((1)) 20A as shown on Sheet 6 of the Phase B CDP/FDP. Said connection is to be provided by others. The easement shall be in a form approved by the County Attorney.
- B-14. Intersection of Merrilee Drive and Lee Highway.
- A. Prior to the issuance of the 500th RUP for the Phase B Property, the Applicants shall construct a 100 to 120 foot length right-turn lane on southbound Merrilee Drive at its intersection with Lee Highway within the existing right-of-way, reconstruct the existing sidewalk as necessary, and re-stripe the lane configuration as determined by VDOT. The Applicants shall also escrow with DPWES funds sufficient to cover the cost of the future extension of the right turn lane, by others, to meet VDOT standards.
- B. The Applicants shall construct two additional westbound lanes on Lee Highway within existing VDOT right-of-way, from Merrilee Drive to Hilltop Road, as may be approved by VDOT, for the general purpose of providing additional pavement to accommodate the ultimate design for dual left turn lanes from eastbound Lee Highway onto northbound Merrilee Drive. The Applicants shall also provide dual 15 foot wide receiving lanes on northbound Merrilee Drive within existing right-of-way to meet VDOT standards. The Applicants shall restripe the lanes on Lee Highway for a single left turn lane or dual left turn lanes as may be

approved by VDOT. In addition, the Applicants shall adjust the signal at Lee Highway and Hilltop Road, as required by VDOT to accommodate these improvements. The Applicants shall, in the existing right-of-way, reconstruct the existing eight (8) foot wide asphalt trail as needed and construct an extension of this trail to Hilltop Road. Such construction shall be provided prior to the issuance of the 500th RUP for the Phase B Property.

- C. Should VDOT not approve the plans for the improvements identified in B-14.A or B-14.B, or if at the time of first site plan approval for the Phase B Property, VDOT determines that any or all of the B-14.A and/or B-14.B improvements should be delayed, the Applicants shall work with the Director of FCDOT to develop an alternate plan of a similar or lesser scope than that described in B-14.A and B-14.B, and/or escrow with DPWES sufficient funds to cover the cost of future construction of a portion of, or all of, the improvements by others.
- D. The Applicants shall also contribute a pro-rata share of the costs associated with the modification of the existing traffic signal at the subject intersection at the time of submission for the first site plan associated with the Phase B Property. Said pro-rata to be determined based on the Applicants share of traffic generated by the Phase B Property as estimated in the Halstead III Traffic Impact Study prepared by Gorove/Slade Associates, Inc. and dated May 2007.

- B-15. Bus Shelter(s). If requested by VDOT and FCDOT prior to site plan approval, the Applicants shall install and maintain a bus shelter to be located on the west side of Gallows Road, in a location to be determined by VDOT, FCDOT and the Department of Planning and Zoning ("DPZ"); or alternatively shall replace the existing bus shelter located just south of the Phase B Property, as determined appropriate by FCDOT and DPZ. No bus turn outs or special lanes shall be provided by the Applicants. If the shelter is located off the Phase B Property, said shelter shall be installed within the right-of-way or in an easement area provided by others at no cost to the Applicants. If a location for the bus shelter has not been determined prior to site plan approval, the Applicants shall escrow \$25,000 for a bus shelter in the area.

With site plan approval for Buildings 1 or 2, the Applicants shall provide an easement for a bus shelter along its Merrilee Drive frontage.

- B-16. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration by the Applicants that, despite diligent efforts or due to factors beyond the Applicants' control, the required transportation improvements proffered in B-12 through B-15 have been delayed (due to, but not limited to an inability to secure necessary permission for utility relocations and/or VDOT approval for traffic signals, etc.) beyond the timeframes provided in each proffer,

the Zoning Administrator may agree to a later date for completion of these transportation improvement(s).

TRANSPORTATION DEMAND MANAGEMENT

B-17. Transportation Demand Management. This Proffer and the Applicant's "Halstead III Mixed-Use Development Transportation Demand Management Strategic Plan" dated April 2007 and prepared by Urban Trans Consultants, Inc. (the "TDM Strategic Plan"), set forth the programmatic elements of a transportation demand management program that shall be implemented by the Applicants, and subsequently, as appropriate, the property owner, UOA/COA, to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the residential uses constructed on the Phase B Property. The TDM Plan shall complement and be generally consistent with those TDM commitments associated with the Phase A Property and the synergies already expected from the Proposed Phase B Development and the numerous transportation systems management programs and improvements referenced elsewhere in these Proffers.

A. Definitions:

- (i) Applicant Control Period. The "Applicant Control Period" is the period starting immediately following approval of this Rezoning Application and ending on the date when two (2) consecutive annual Trip Counts conducted starting at least one (1) full calendar year after the Proposed Phase B Development reaches Build Out show that vehicle trips generated by the residential units are less than or equal to the Phase III TDM Goal (as defined herein); provided, however, that implementation of the TDM Plan may not be assigned by the Applicants to a successor UOA /COA until the Applicant Control Period has expired. Upon expiration of the Applicant Control Period, the Applicants shall have no further obligations under this Proffer, the Letter of Credit/Cash (as defined in this Proffer) provided by the Applicants shall be returned to the Applicants, and on-going implementation of the TDM Plan and funding of the TDM Budget (and 10% contingency) shall be the responsibility of the UOA/COA as outlined in Paragraph K.
- (ii) Build Out. For purposes of this Proffer, "Build Out" of the proposed Phase B development shall be deemed to occur upon the issuance of (a) 100% of all RUPs for all residential uses site plan approved and constructed on the Phase B Property and (b) construction of 80% or more of the floor area site plan approved within the Phase B Property for Secondary Retail Uses.
- (iii) Peak Hours. For purposes of this Proffer, the relevant weekday "Peak Hours" shall be that 60-minute period during which the

highest weekday volume of mainline trips occurs between 6:00 to 9:00 AM and 4:00 to 7:00 PM, as determined by mechanical and/or manual traffic counts conducted at two select locations along Gallows Road between I-66 and Lee Highway and at two select locations along Prosperity Avenue between Lee Highway and Gallows Road and as approved in consultation with FCDOT. To determine the Peak Hour, such counts shall be collected beginning on a Monday at 2400 hours and continuing to the following Thursday at 2400 hours at a time of year that reflects typical travel demand conditions (e.g. September to May, not during a holiday week or when area public schools are not in session). The relevant Peak Hours shall be defined in conjunction with each of the Trip Counts (as defined herein) required pursuant to this Proffer. The methodology for determining the Peak Hours may be modified subject to approval of FCDOT, but without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.

- (iv) TDM Program Manager. The TDM "Program Manager" ("PM") shall be a qualified or trained individual appointed by the Applicants to oversee all elements of the TDM Plan and act as the liaison between the Applicant/UOA/COA and FCDOT. The PM may be employed either directly by the Applicants or UOA/COA, or be employed through a property management company contracted by the Applicants or UOA/COA. The PM position may be part of other duties assigned to the individual.
- (v) TDM Account. The TDM Account shall be an interest bearing account established by the Applicants with a banking or other financial institution qualified to do business in Virginia and used by the PM each year to implement the TDM Plan in accordance with the TDM Budget.
- (vi) TDM Budget. The "TDM Budget" is the estimated costs sufficient to implement the TDM Plan in a given year and shall include a contingency (the "TDM Budget Contingency") equivalent to a minimum of 10% of the amount of the TDM Budget. The TDM Budget as required by FCDOT may be less than, but shall be no more than \$166,925 (including the 10% TDM Budget Contingency) per full calendar year as adjusted for any increases in the CPI per Paragraph B-39. However, the Applicants may, at their sole discretion, increase the TDM Budget (including the TDM Budget Contingency) for any calendar year.
- (vii) TDM Penalty Fund. The "TDM Penalty Fund" is an account into which the Applicants will deposit penalty payments as may be

required to be paid pursuant to this Proffer (the "TDM Penalty Fund").

- (viii) TDM Remedy Fund. The TDM Remedy Fund shall be an interest bearing account established by the Applicants with a banking or other financial institution qualified to do business in Virginia and used to supplement the TDM Account in support of additional TDM strategies that may be determined to be necessary following any of the Trip Counts for which sufficient funding is not immediately available via the then-existing TDM Account.
- B. Trip Reduction Goals. The objective of the TDM Plan shall be to reduce the number of weekday peak hour vehicle trips generated by the residential uses located within the Phase B Property through the use of mass transit, ridesharing and other strategies including but not limited to those outlined in the TDM Strategic Plan. The proposed Phase B development shall be designed to maximize interactions among the various uses on the Phase B Property such that fewer automobile trips will occur within the site and on the external road network through the creation of synergistic relationships among the uses within the Phase B Property and with the Phase A Property wherever feasible. In addition, the implementation of enhanced pedestrian and bicycle connections/facilities will provide safe and convenient access to nearby Metrorail and bus facilities thereby encouraging commuting options other than the automobile to residents, employees and visitors to the Phase B Property.
- (i) Baseline. The baseline number of weekday peak hour residential vehicle trips for the proposed units within the Phase B Development against which the TDM Goals (as defined in subparagraph B.ii) will be measured shall be derived upon the number of residential units site plan approved, constructed and occupied on the Phase B Property as part of the proposed Phase B development at the time traffic counts are conducted in accordance with subparagraph J.i or as qualified below and using the trip generation rates/equations applicable to such residential uses as set forth in the Institute of Transportation Engineers, Trip Generation, 7th Edition for Land Use Code = 220. In the event at Build Out, the Applicants have constructed fewer than 1,150 multifamily residential units as part of the proposed Phased B development, then the Baseline Trip generation numbers applicable upon Build Out shall be calculated as if 1,150 residential units had actually been constructed as reflected in the Traffic Impact Study for the Halstead III Mixed Use Development prepared by Gorove/Slade Associates, Inc. dated May 2007.

- (ii) TDM Goals. The reduction of Peak Hour trips depends, in part, on the synergy of uses created through implementation of the Proposed Phase B Development, the "TDM Goals" shall be phased in accordance with the issuance of the RUPs for the residential dwelling units and the floor area constructed for the Secondary Retail Uses as follows:

TDM Phase	Residential Use Permits (RUP)	Non-Residential Floor Area GSF	TDM Trip Reduction Goal
I	1 to 300	≤ 23,314 GSF	20%
II	301 to 825	23,315 GSF to 65,818 GSF	28%
III	826 to 1,150	≥ 65,818 GSF	40%

- C. Components of the TDM Plan. In order to meet the TDM Goals set forth in this Proffer, the Applicants shall implement the TDM Plan subject to FCDOT approval. Because the TDM Plan represents the strategy to be employed by the PM to meet the TDM Goal(s), the TDM Plan may be amended from time to time, subject to approval of FCDOT, without the requirement to secure a PCA; provided, however, any amendment to the TDM Plan shall include, at a minimum, provisions for the following with respect to the proposed Phase B development:

- (i) Designation of PM, as more particularly described below;
- (ii) Regular and on-going coordination with the transportation coordinator designated for the Phase A Property.
- (iii) A targeted marketing program for residential sales/leases that encourages and attracts transit-oriented residents, such as bicyclists, one or no-car individuals/families and employees of nearby employers to live in the proposed Phase B development; provided, however, that such marketing shall be completed on a non-discriminatory basis in conformance with the Fair Housing Act and all other applicable laws and regulations;
- (iv) Integration of transportation information and education materials into residential sales/rental kits;

- (v) Coordination/Assistance with vanpool and carpool formation programs, including but not limited to the County's ride matching services, with adjacent office buildings and homeowners associations and established local and/or regional guaranteed ride home programs;
- (vi) Establishment of a site-specific project website (including targeted information on a building-by-building basis) that includes multimodal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links;
- (vii) Establishment of a location to be staffed/managed by the PM (as defined below) within the Phase B Property at which transit and ridesharing information is made available to both residents and non-residents; the location may be determined by the Applicants and may be part of the leasing/sales or concierge office for/inside the Residential Buildings or within the business center outlined in subparagraph xiv below;
- (viii) A parking management plan, which shall include (i) a unit sales/rental program/policy under which each residential unit is allocated one (1) parking space as part of the base purchase/rental price, and that additional parking spaces may be purchased/leased for an additional cost; and (ii) dedicated space for residential vanpools and car-sharing vendors not otherwise addressed herein;
- (ix) Distribution of fare media or other incentives, at least one time, to all initial residents of driving age, as well as on select occasions as an incentive;
- (x) Subject to agreement with third-party vendor(s) use of car sharing program(s) (such as ZipCar/FlexCar);
- (xi) Establishment of a phasing strategy, coordinated with FCDOT as provided herein, to address which TDM strategies are implemented at what time;
- (xii) "Personalized transportation advising" integrated into new unit walk-throughs, including appropriate training of sales/leasing agents.
- (xiii) All residential units shall be pre-wired to provide internet access (or other technology that may be available) to permit residents to access the internet from home.

(xiv) Space for and fit out of a business center for use by Phase B residents in one of the four buildings. Such business center(s) shall consist of an aggregate of a minimum of 400 square feet of floor area and shall include areas for internet access, facsimile machine and copier.

D. TDM Program Manager (PM). Within 30 days after the issuance of the first building permit for the Phase B Property, the Applicants shall appoint a PM for the Phase B Property, whose duties shall be to further develop, implement and monitor the various components of the TDM Plan, as well as coordinate with the transportation coordinator for the Phase A Property on a regular and ongoing basis. The PM position may be part of other duties assigned to the individual. The Applicants shall provide written notice to FCDOT of the appointment of the PM within ten (10) days of such appointment, along with evidence of such PM's qualifications, and, thereafter, within ten (10) days of any change in such appointment. Following the initial appointment of the PM, the Applicants or UOA/COA, as applicable, thereafter shall continuously employ, or cause to be employed, a PM for the Phase B Property.

E. TDM Plan and Budget. Within ninety (90) days following the issuance of the first building permit for the Phase B Property, the PM shall prepare and submit an initial TDM Plan to FCDOT and request in writing, the County's review and comment. The TDM Plan shall include (i) the start-up components of the TDM Plan that will be put in place and (ii) an initial budget sufficient to implement the TDM Plan for the remainder of the year and for the next calendar year (the "TDM Budget") which amount may be less but in no event shall not be more than \$166,925 (including the TDM Budget Contingency) for each full calendar year, adjusted annually for inflation based on the CPI as defined in Proffer B-39 unless increased at the sole discretion of the Applicants. With the submission of the initial TDM Plan, the Applicants shall provide the County with a copy of the approved proffers and the TDM Strategic Plan. The TDM Budget shall include a contingency equal to ten percent (10%) of the amount of the annual TDM Budget (the "TDM Budget Contingency"). If FCDOT has not responded with any comments to the PM within sixty (60) days of receipt of the initial TDM Plan and TDM Budget, the TDM Plan and TDM Budget shall be deemed approved. The Applicants shall provide written documentation demonstrating the establishment of the TDM Budget to FCDOT no later than thirty (30) days after FCDOT's response to the proposed TDM Budget and Plan or following the sixty (60) day period described above.

Thereafter, the PM shall re-establish the TDM Budget for each successive calendar year, which shall cover the costs of implementation of the TDM Plan for such year (including the TDM Budget Contingency) up to

\$166,925 as may be adjusted annually for inflation based on the CPI or as increased at the Applicants' sole discretion. The PM shall furnish a copy of the TDM Budget and TDM Plan for each year to the FCDOT and request in writing the County's review and comment in conjunction with the submission of the Annual Report as outlined in subparagraph I.ii. A line item for the TDM Account shall be included in the UOA/COA budget upon the establishment of the UOA/COA. The association documents that establish and control the UOA/COA shall provide that the TDM Account shall not be eliminated as a line item in the UOA/COA budget and that funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies. The TDM Account shall be funded solely by the Applicants until such time as assessments of residents and commercial owners are implemented as provided in the UOA/COA documents.

F. TDM Account.

- (i) Initial Funding. Within thirty (30) days after FCDOT's response to the initial TDM Budget and TDM Plan or following the sixty (60) day process described above, the Applicants, through the PM, shall establish and fund the TDM Account in an amount equal to the initial TDM Budget for the TDM Plan and including the TDM Budget Contingency but in any event no more than \$166,925 per full calendar year and as may be adjusted annually for inflation per any changes in the CPI or as increased at the Applicants' sole discretion. The PM shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within ten (10) days of its establishment.
- (ii) Annual Funding. The TDM Account shall be replenished annually thereafter based on the forthcoming year's estimated TDM Budget.
- (iii) Management of TDM Account. The TDM Account shall be managed by the Applicants (or successor developer) through the PM until such time as the Applicant Control Period terminates. Thereafter, management of the TDM Account shall become the responsibility of the UOA/COA. As applicable, a line item for the TDM Account shall be included in the UOA/COA budget upon the establishment of the UOA/COA. The association documents that establish and control the UOA /COA shall provide that the TDM Account shall not be eliminated as a line item in the UOA/COA budget, and that funds in the TDM Account shall not be utilized for purposes other than to fund the TDM Plan. The TDM Account shall be funded solely by the Applicants (or successor developer) until such time as the Applicant Control Period expires or the pro-rata assessments of residents are implemented as provided in the UOA /COA documents, whichever is first.

- G. TDM Remedy Fund. Concurrent with the establishment and funding of the TDM Account, the Applicants shall establish a separate, interest-bearing account referred to herein as the "TDM Remedy Fund." All interest earned on moneys deposited in the TDM Remedy Fund shall be added to the principal of the TDM Remedy Fund and used for TDM Remedy Fund purposes. Within thirty (30) days after the issuance of the first RUP for the Phase B Property, the Applicants shall contribute \$170,000 to the TDM Remedy Fund (as may be escalated pursuant to Paragraph B-39). Moneys from the TDM Remedy Fund shall be drawn on by the Applicants or UOA/ COA only for purposes of immediate need of TDM funding and may be drawn upon prior to any TDM Budget adjustments that may be required under Paragraph F above. Coincident with the submission of the annual report for the first year following build out of the Phase B Property, the Applicants shall contribute an additional \$170,000 (as escalated pursuant to Proffer B-39) to the TDM Remedy Fund.
- (i) Excess Funds in TDM Account. Until such time as the Phase III TDM Goal is met, any funds remaining in the TDM Account at the end of any given year shall be carried over to the following year's TDM Budget or transferred in the Applicants' sole discretion, in whole or in part to the TDM Remedy Fund and/or Incentive Fund, as defined respectively in Paragraphs G or H.
- (ii) Transfer of Remedy Fund. Upon expiration of the Applicant Control Period, the Applicants shall transfer any funds remaining in the Remedy Fund to the UOA/COA or successor developer/management company for TDM purposes.
- H. TDM Purchase Incentives. Within thirty (30) days after the issuance of the first RUP for each Residential Building to be constructed as part of the proposed Phase B development, the Applicants shall make a one time contribution of \$135/unit based on the total number of units per building reflected on the applicable approved building plans to a segregated sub-account in the TDM Account to fund a transit incentive program for initial purchasers and/or lessees of residential units in such building. Such program shall be prepared by the Applicants, in coordination with FCDOT, and shall include consideration for fare media distribution and value loading, financing incentives, and alternative incentives (such as grocery delivery) tailored to residents that are not likely to make use of alternative commute option benefits.
- I. Monitoring and Reporting.
- (i) Annual Surveys. Between September and November beginning with the year following issuance of the first RUP for the Phase B Property, the PM shall conduct a survey of residents within the

Phase B Development (the "Annual Survey") designed to evaluate the effectiveness of the TDM Plan in meeting the TDM Goals applicable at that time and to evaluate the need for changes to the TDM Plan. The PM shall coordinate the draft Annual Survey materials and the methodology for validating Survey results with FCDOT at least thirty (30) days prior to each year's Annual Survey. If an Annual Survey reveals that changes to the TDM Plan are needed or advisable, then the PM shall coordinate such changes with FCDOT and, as necessary, adjust the TDM Budget and implement the revisions for the following year's program. The PM shall submit as part of each Annual Report (defined below) an analysis of the Annual Surveys to FCDOT. Such analysis shall include at a minimum:

- (1) A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;
 - (2) The number of people surveyed and the number of people who responded;
 - (3) The results of the surveys taken during the survey period;
 - (4) The number of residents, employees and/or others participating in the TDM programs, displayed by category and mode of use;
 - (5) An evaluation of the effectiveness of the TDM program elements in place, including their effectiveness at achieving the TDM Goals, and, if necessary, proposed modifications;
 - (6) A description of the uses constructed and occupied on the Property at the time the Survey was conducted.
- (ii) Annual Report. The PM shall report annually to FCDOT on the TDM Plan (the "Annual Report") no later than January 31st of each calendar year and after completion of the Annual Survey and, as required, the annual Trip Count. The Annual Report shall include (a) a description of the prior year's TDM strategic efforts, including, as applicable, sample marketing materials; (b) a financial statement that includes the TDM Budget and TDM Account revenues and expenditures for the preceding year; (c) an analysis of the Annual Survey for the preceding year, (d) a compilation and analysis of any Trip Counts that were conducted during the preceding year; (e) discussion of any changes to the TDM Plan for the upcoming year; and (f) the TDM Budget for the upcoming year.
- (iii) Adjustments to Calendar and Due Dates. Upon mutual agreement between FCDOT and the PM, the due dates for the delivery of the Annual Report may be extended by up to sixty (60) days if changes

have occurred, or appear to have occurred, in trip characteristics resulting from events such as the opening of an additional phase of development or changes to the TDM Plan that are not yet fully implemented as of the due date for the Annual Report.

- (iv) Meetings with FCDOT. The PM shall meet with FCDOT annually, or as mutually agreed, to discuss the results of the Trip Counts, the Annual Survey, the Annual Report and the TDM Plan.

J. Trip Counts.

- (i) Annual Trip Counts. The PM shall conduct a Trip Count between September 1st and November 30th (excluding county/state/federal holiday weeks or when area public schools are not in session) beginning with the year following the issuance of the first RUP for the first residential building constructed within the Phase B Property. The purpose of such Trip Count is to measure the actual vehicle trips generated by the residential uses constructed on the Phase B Property as of the date the Trip Count is completed and to evaluate whether such vehicle trips are less than, equal to or greater than the applicable phased TDM Goal (which is determined by the number of RUP's issued and the gross floor area constructed for the Secondary Retail Uses) as set forth in subparagraph B.ii above. Trip Counts provided to FCDOT shall include information on the number and percentage of RUPs and the amount of floor area approved and constructed for the Secondary Retail Uses on the Phase B Property as of the date of the Trip Count.
- (ii) Methods. For purposes of this Proffer, Trip Counts shall be measured on three (3) days over a maximum two-week period (but not including a week containing a county/state/federal holiday or when area public schools are not in session) between September 1 and November 30 of each calendar year, or such other time as the PM and FCDOT shall mutually determine. At least thirty (30) days prior to conducting the Trip Counts, the PM shall meet with FCDOT to review and reach agreement on the dates and methodology for the Trip Counts and the analyses to be done after the Trip Counts are complete. The Trip Counts shall include Peak Hour counts of vehicles entering and exiting driveways to buildings within the Phase B Property. Supplemental intersection turning movement counts at those street connections to/from the Phase B Property, may also be conducted if deemed necessary by FCDOT. The Trip Counts shall be conducted so that only trips generated by the residential uses on the Phase B Property shall be counted (i.e. cut-through trips, Metro trips, retail/hotel trips, etc., shall be excluded). Values will be provided for each residential

building included in the Phase B Property, and a sum of vehicle trips generated by the residential uses in the Phase B Property will be calculated. Residents *will not* be advised of the date Trip Counts will be conducted.

- (iii) Frequency of Trip Counts. Once initiated, the PM shall conduct Trip Counts annually until such time as two (2) consecutive annual Trip Counts conducted starting at least one (1) full calendar year after the Phase B Property reaches Build Out as defined in subparagraph B.ii show that vehicle trips generated by the multifamily residential units are less than or equal to the Phase III TDM Goal. If the results of two (2) consecutive Trip Counts reveal that the Phase III TDM Goal has been met, then the Applicant Control Period shall expire as provided in this Proffer, the Letter of Credit (as defined in Paragraph L) (or cash, as applicable) shall be returned to the Applicants, and the Applicants shall have no further responsibility under this Proffer. Thereafter, the UOA/COA (or successor developer/management company) shall be responsible for the on-going implementation of the TDM Plan pursuant to Paragraph K and shall conduct additional Trip Counts as set forth in this Proffer. Notwithstanding the provisions of this paragraph, FCDOT may request Trip Counts be undertaken at any time to validate traffic data, but not more frequently than once per calendar year. If such requests are made by FCDOT, the PM shall conduct the requested Trip Counts.
- (iv) Evaluation. The results of each Trip Count shall be compared to the trip reduction goals established in this Proffer for the then-applicable phase of the Phase B Property to determine whether actual traffic counts are equal to, less than or greater than the maximum allowed trips for the then-applicable TDM Goal as calculated in accordance with subparagraph B.i.

(1) Pre-Build Out

- a. In the event the trips generated by the residential units prior to Build Out, as defined in Paragraph A.ii, and evidenced by conducted Trip Counts are equal to or less than the maximum allowed trips established in accordance with Paragraph B. i above as determined by the then-applicable phase of the proposed Phase B development, then (i) no penalty is owed, and (ii) the PM shall continue to administer the TDM Plan in the ordinary course, in accordance with the provisions of these Proffers until Build Out

is reached, after which subparagraph iv.b below shall apply.

- b. In the event the trips generated by the residential units prior to Build Out, and as evidenced by conducted trip counts are greater than the maximum allowed trips set forth in Paragraph B.i above as determined by the then-applicable phase of the proposed Phase B development, then the PM shall (a) develop modifications to the TDM Plan and the TDM Budget; (b) implement certain of the supplemental strategies outlined in the TDM Strategic Plan to address the surplus of trips; and (c) submit such revisions to the TDM Plan and TDM Budget to FCDOT as part of the Annual Report as outlined in Paragraph I.ii; and (d) request in writing the County's review and concurrence with the TDM Plan and Budget. If no written response is provided by FCDOT within forty-five (45) days, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget or after the forty-five (45) day period outlined above, the PM shall (a) increase the TDM Account with TDM Remedy Funds, at the Applicants' sole discretion, if necessary in order to cover any proportional additional costs to implement the updated TDM Budget; and (b) implement the provisions of the revised TDM Plan.

(2) Build Out.

- a. In the event the trips generated by the residential units at the time of the build-out count reveal that the applicable trip reduction goals outlined Proffer B-15.B.ii have not been met, then the Applicants shall (a) pay into the TDM Penalty Fund in accordance with Proffer B-15-L-i below; (b) develop modifications to the TDM Plan and TDM Budget; and/or (c) implement one or more of the supplemental strategies outlined in the TDM Strategic Plan to address the surplus of trips. The PM shall submit any such revision to the TDM Plan and TDM Budget to FCDOT as part of the Annual Report as outlined in Proffer B-15-I-ii and request in writing the County's review and concurrence. If

no written response is provided by FCDOT within forty-five (45) days of receipt of the Annual Report, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget or after the forty-five (45) day period outlined above, the PM shall (a) increase the TDM Account with TDM Remedy Funds at the Applicant's sole discretion, if necessary, in order to cover any proportional additional costs to implement the updated TDM Budget; and (b) implement the provisions of the revised TDM Plan.

If two (2) consecutive annual Trip Counts conducted in accordance with this Proffer reveal that the trip reduction goals are met after Build Out of the Property, as defined in Proffer B-15-B-ii, then (i) no penalty is owed, (ii) the PM shall continue to administer the TDM Plan in the ordinary course, in accordance with the provisions of these Proffers, and (iii) the Applicant Control Period Expires, after which Proffer B-15-K below shall apply.

- K. Ongoing Implementation of TDM Plan. Once the Applicant Control Period has expired, the Letter of Credit/Cash (as defined in this Proffer) (as then-valued) shall be returned to the Applicants, and thereafter the UOA/COA shall be responsible for ongoing implementation of the TDM Plan. The PM shall conduct additional Trip Counts at five (5) year intervals to determine whether the Phase III TDM Goal, as established by this Proffer, continues to be met. In the event that an Annual Report submitted by the PM demonstrates through trend analysis that a change in commuting patterns has occurred that is significant enough to reasonably call in to question whether the Phase III TDM Goal continues to be met, as determined by FCDOT, then FCDOT may request the PM conduct additional Trip Counts on a more frequent basis (but not more frequently than once per year) to determine whether, in fact, the Phase III TDM Goal is being met.
- (i) Continuation of TDM Plan. In the event subsequent Trip Counts conducted after the Applicant Control Period expires reveal that the actual trips generated remain equal to or less than the maximum number of trips permitted under Phase III TDM Goal, then the PM shall continue to implement the TDM Plan and to make Annual Reports to FCDOT.

(ii) Further Revisions to TDM Plan. In the event subsequent Trip Counts conducted after the Applicant Control Period expires reveal that the actual number of trips generated by the Phase B residential units are greater than the maximum number of trips permitted under the Phase III TDM Goal, as established by this Proffer, then the PM shall convene a meeting with FCDOT within thirty (30) days of the completion of the Trip Count to review the results of the Trip Count and the TDM Plan then in place and to develop modifications to the TDM Plan and the TDM Budget to address the surplus of trips. The PM shall submit any revisions to the TDM Plan and TDM Budget to FCDOT within thirty (30) days following this meeting and request in writing the County's review and concurrence. If no written response is provided by FCDOT within forty-five (45) days, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget, the PM shall (a) increase the TDM Account with TDM Remedy Funds, if necessary, in order to cover any proportional additional costs to implement the updated TDM Budget; and (b) implement the provisions of the revised TDM Plan as developed in consultation with FCDOT. The PM shall repeat the process above (including additional adjustments to the TDM Plan, additional funding and additional monitoring) until the Phase III TDM Goal again has been met for two (2) consecutive years, whereupon the PM shall then be required to conduct Trip Counts only at five (5) year intervals, as described above.

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

(i) Establishment of TDM Penalty Fund; Letter of Credit. During the Applicant Control Period, if the results of any consecutive annual Trip Counts conducted starting at least one (1) full calendar year after the Phase B Property reaches Build Out reveal that the actual vehicle trips generated by the residential units exceed the maximum number of trips permitted under the Phase III TDM Goal, then the Applicants shall pay into the TDM Penalty Fund the amounts specified below. FCDOT may thereafter withdraw funds from the TDM Penalty Fund. If the Applicants fail to pay what is

due to the TDM Penalty Fund, then, upon thirty (30) days written demand, FCDOT may draw against the Letter of Credit/Cash in the amount then due and owing. FCDOT shall apply funds withdrawn from the TDM Penalty Fund, or drawn under the Letter of Credit/Cash, for transportation enhancements and/or improvements in the vicinity of, and serving the Phase B Property, including contributing to the provision of an area wide circulator serving the Merrifield Station and Town Center Areas, establishment of a Merrifield Transportation Management Association and/or additional transit incentives for residents of the Phase B Property. The maximum aggregate amount of all penalties to be paid under this paragraph L is \$500,000.00. No penalties shall be imposed while the Phase I and Phase II TDM Goals are applicable.

- (a) Failure up to 2%. A failure in the reduction of trips in either or both of the Peak Hours by two percent (2%) or less requires the Applicants to make a payment to the TDM Penalty Fund of \$1,000 per vehicle trip for each trip that exceeds the Phase III TDM Goal for the greater of the applicable Peak Hour.
 - (b) Failure Greater than 2% but less than or equal to 5%. A failure in the reduction of trips in either or both of the Peak Hours by more than two percent (2%) but less than or equal to five percent (5%) requires the Applicants to make a payment into the TDM Penalty Fund of \$1,500 per vehicle trip for each trip that exceeds the Phase III TDM Goal for the applicable Peak Hour
 - (c) Failure Greater than 5%. A failure in the reduction of trips in either or both of the peak hours by an amount greater than 5% requires the Applicants to make a payment into the TDM Penalty Fund of \$2,000 per vehicle trip for each trip that exceeds the Phase III TDM Goal for the applicable Peak Hour.
- M. Enforcement. If the PM fails to timely submit the Annual Report for the Phase B Property to FCDOT as required by this Proffer, the County may thereafter issue the PM a notice stating that the PM has violated the terms of this Proffer and providing the PM sixty (60) days within which to cure such violation. If after such sixty (60) day period the PM has not submitted the delinquent Annual Report, then the Applicants and/or UOA/COA, as applicable, shall be subject to a penalty of \$200 per day payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Property until such time as the report is submitted to FCDOT.

- N. TDM Obligations. All residents, tenants, owners, employers and employees living, working, operating a business or owning property within the Phase B Property shall be advised of the TDM Plan described in these Proffers. All UOA/COA members shall be informed of any funding obligations resulting from the application of these Proffers prior to entering into a lease/contract of sale, and all such obligations shall be included in UOA/COA documents.

SITE DESIGN AND AMENITIES

- B-18. Landscape Plan. The Applicant's Phase B CDP/FDP includes a conceptual landscape plan for the Phase B Property (Sheet 10) and detail sheets (Sheets 11-18) illustrating the plantings and other features to be provided..
- A. As part of each site plan submission, the Applicants shall submit to Urban Forest Management Division of DPWES for review and approval a detailed landscape and tree cover plan (the "Landscape Plan"), which shall include, among other things:
- (i) Irrigation information (all landscaping areas shall be irrigated);
 - (ii) Design details for tree wells and other similar planting areas above structures and along streets;
 - (iii) Composition of the planting materials and/or structural soils used where plantings are to be located within or on top of structures and other methods to be used to insure the viability of the proposed plantings;
 - (iv) Other information that may be requested by the Urban Forest Management Division.
- B. Such Landscape Plan shall be consistent with the quality and quantity of plantings and materials shown on the Phase B CDP/FDP. Adjustments to the type and location of vegetation and the design of the Plaza, courtyard areas and streetscape improvements and plantings shall be permitted in consultation with DPZ and the Urban Forest Management Division of DPWES if determined to be in substantial conformance with the Phase B CDP/FDP.
- C. The Applicants shall install street trees consistent with the plans included on the Phase B CDP/FDP. For trees not planted within an 8-foot wide minimum planting area, or that do not meet the minimum planting area required by the PFM, the Applicants shall provide a minimum of 130 square feet of surface area of structural soil for Category 4 shade trees and 90 square feet of surface area of structural soil for Category 3 shade trees, as such trees are identified in the PFM. The structural soil shall have a

minimum width of 8-feet and a minimum depth of 36-inches and such planting areas shall be interconnected to the extent feasible, as determined by Urban Forest Management.

At the time of site plan submission, the Applicants shall provide written documentation, including written confirmation from a certified arborist and/or landscape architect verifying installation of the structural soil consistent with the requirements of this Proffer.

- B-19. Streetscaping. Streetscape improvements and plantings shall be provided as indicated on Sheets 12 through 15 of the Phase B CDP/FDP. Notwithstanding the foregoing, the Applicants reserve the right, in consultation with the Zoning Administrator, to shift the location of street trees along the proposed streetscapes to accommodate final architectural design, utilities and layout considerations, so long as such modifications are in general conformance with the CDP/FDP.
- B-20. Public Plazas. The Applicants shall construct a public plaza (the "Plaza") to be located between Buildings 1 and 2, as more particularly shown on Sheet 14 of the Phase B CDP/FDP. The Plaza shall include landscaping, hardscape areas (such as concrete walkways with brick pavers, stonework, etc.), benches, seating areas and similar passive recreation amenities. Private Street traversing the plaza shall be delineated with bollards and shall not incorporate curbs and gutters. The Plaza also shall include a focal point feature to be selected by the Applicants, such as a fountain, public art or similar amenity that will serve as a defining feature for the development. The Applicants shall also provide bicycle racks near the Plaza, in locations as generally shown on Sheet 9 of the Phase B CDP/FDP and coordinated with FCDOT prior to approval of the site plan for the Plaza. The Plaza shall be functionally complete (benches, landscaping and lighting installed) and open for use (subject to minor adjustments and punch-list items) prior to the issuance of the first Non-RUP for the Secondary Uses to be established in Building 1.

A second smaller plaza shall be constructed between Buildings 3 and 4 as shown on Sheet 15 of the Phase B CDP/FDP. Construction shall occur with the construction of Private Street.

- B-21. Pedestrian/Bicycle Circulation. In combination with the Streetscape improvements identified in these Proffers, the Applicants shall provide sidewalks of varying widths and crosswalks at key intersections, as indicated on the Phase B CDP/FDP. The sidewalks shall be constructed concurrent with the development of the Phase B Property. All on-site sidewalks not located in the right-of-way shall be maintained by the Applicants and/or UOA/COA. Sidewalk improvements located within existing or proposed right-of-way shall be as approved by VDOT. The Applicants also shall provide a five foot (5') bike lane along Gallows Road as shown on Sheet 6 of the Phase B CDP/FDP. Except for those features shown on the Phase B CDP/FDP, the Applicants shall not erect barriers or other physical impediments on the Phase B Property (such as gates or fences) that are designed

to restrict or preclude pedestrian access across the Phase B Property by patrons, invitees or guests of the Secondary Uses during the normal hours of operation for such services.

- B-22. Amenities and Facilities for Residents. The Applicants shall provide as part of Building 1, 2, 3, and 4 facilities designed to meet the on-site recreational needs of the future residents of the Phase B Property. Pursuant to Paragraph 2 of Section 6-110 and Paragraph 2 of Section 16-404 of the Zoning Ordinance regarding developed recreational facilities, the Applicants shall expend a minimum of \$955 per market-rate residential unit on such recreation facilities. Prior to final bond release for the Phase B Property, the balance of any funds not expended on-site shall be contributed to the Fairfax County Park Authority for the provision of recreation facilities located in proximity to the Phase B Property.

The Applicants shall provide the following facilities or amenities in one or more of Buildings 1, 2, 3 and 4, provided that a substantially-comparable level of amenities are provided in each building or are shared between the buildings:

- A. Exterior courtyard areas to be located on the top deck of the parking structure(s) or rooftops of Buildings 1, 2, 3 and 4, as illustrated on Sheets 10 and 15 of the Phase B CDP/FDP, with informal seating areas, landscaping, hardscape areas, passive recreation areas with at least two swimming pools. The Applicants reserve the right to provide an additional courtyard swimming pool without the necessity for a PCA or CDPA/FDPA provided the additional swimming pool courtyard is designed with similar level of details and amenities as shown on the Building 3 swimming pool area;
- B. Storage facilities, including bike racks, for use by residents of the building, which may be provided in the Cellar Space as defined in these Proffers;
- C. Clubroom(s) for community gatherings with a minimum aggregate square footage of 1,000 square feet;
- D. A media/entertainment center outfitted with large screen/projection TV(s), seating areas and stereo/sound equipment;
- E. Fitness center(s) with a minimum aggregate square footage of 1,500 square feet, with equipment such as stationary bikes, treadmills, weight machines, free weights, etc.;
- F. One or more sport courts; and
- G. Business center(s), with a minimum aggregate square footage of 400 square feet, with broadband or high-speed data connections (including "secure" voice and/or data connections), computers, facsimile machine and similar items.

- B-23. Lighting. Outdoor lighting shall comply with the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. Building mounted security lighting shall utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible.
- B-24. Signage. Signage for the Phase B Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan approved by the Planning Commission. In either event, however, a coordinated signage system, including wayfinding signs and potential retail “trade dress” awning signage, shall be provided for all residential and non-residential uses to establish a theme throughout the Phase B Property. Signage shall be coordinated with signage provided in Phase A. If lighted, signage may be internally lighted, neon or lighted via downward-directed lights. Pole-mounted signage shall be prohibited. No signs or other amenities shall be located in or near public right-of-way such that they obstruct sight distances at intersections of the Phase B Property with public streets. The Applicants reserve the right to provide monument signage not specifically shown on the CDP/FDP with approval of a Comprehensive Sign Plan.

ARCHITECTURAL DESIGN AND BUILDING MATERIALS

- B-25. Retail Storefronts.
- A. External Streetscape Presence. The Applicants shall encourage retail and other tenants/uses with ground floor street frontage along Gallows Road, Merrilee Drive and Private Street to create a lively building façade and pedestrian-oriented streetscape that provides interest to pedestrians and vehicles, as more particularly shown on Sheets 12-15 of the Phase B CDP/FDP. Elements of this program may include, but need not be limited to, transparent exterior storefront facades (as outlined below) and entries, landscaping, restaurant seating areas, benches, canopies and awnings, decorative light fixtures, brick pavers, shade elements and other techniques with similar effect.
- B. Glazing Requirements and Transparency Levels. All Merrilee Drive and Private Street ground floor retail/secondary use areas shall incorporate materials such as glazed windows and doors to permit pedestrians or passersby to visibly see into the tenant space; provided, however, that nothing shall preclude the use of tenant displays or signage materials in the tenant windows that reduce the overall transparency of the facades, such as window lettering, signage, trim materials, display set-ups or other similar features.
- B-26. Building Design and Materials. The general architectural design of the proposed buildings is shown on Sheets 19-21 of the Phase B CDP/FDP (the “Conceptual Elevations”). The Conceptual Elevations are conceptual in nature and may be modified by the Applicants as part of final engineering and building design,

provided that such modifications provide a similar quality of design as that shown. Building materials, as generally reflected on the Conceptual Elevations, shall be selected from among the following: siding (to be used only on the interior of the Residential Buildings such as in the courtyards), brick, cementitious or other composite architectural panels, masonry/stone, aluminum trim, glass, steel, split-face block and pre-cast panels, provided that final architectural details and accents may include other materials. No EIFS shall be used. Bay windows, balconies, awnings, storefronts and other architectural details may be provided so long as such features do not extend more than eight (8) feet beyond the building footprints shown on the Phase B CDP/FDP, and provided that the streetscape features and dimensions at the ground plane are maintained.

All buildings on the Phase B Property shall be designed from a loading capacity to support future green roof technologies.

- B-27. Rear Façade of Buildings 2 and 4. The Applicants shall incorporate architectural design features into the rear façades of Buildings 2 and 4 that face the Southern Service Aisle, in keeping with the general character of that shown on Sheet 21. Such design features shall include glazed storefront windows wrapping the corners of the buildings at Gallows Road and Merrilee Drive, metal grilles over mechanical areas and garage exhausts; metal grilles or compatible elements on portions of the open garage; doors to screen loading and trash areas; decorative lighting; banners, wall art or similar features, all designed to screen “back of the house” elements, but without a requirement to match the design standards for buildings along Gallows Road, Merrilee Drive or Private Street.

Specialized first floor treatment shall be used on the corners of Buildings 2 and 4 at the intersection of the Southern Service Aisle and the North-South Aisle between Building 2 and 4. These corners shall be treated to emphasize this intersection and may include such elements as glazed windows, glass display cases, decorative glass panels, brick, cementitious or other composite architectural panels, masonry/stone, aluminum, steel, split-face block, pre-cast panels, wall murals, awnings or other distinctive architectural treatments. These corner treatments may incorporate project signage and wayfinding information.

The area between the service aisle and the building facades shall incorporate a minimum five (5) foot wide sidewalk and the landscape area as generally depicted on Sheet 9.

ENVIRONMENT

- B-28. Stormwater Management Facilities.

- A. Stormwater Quantity. As of the date of these Proffers, there is no on-site detention of stormwater runoff on the Phase B Property. Using (i) an underground detention vault as shown on the Phase B CDP/FDP, and (ii) structural and/or non-structural BMPs, the Applicants’ site plan shall

demonstrate that, after the full build-out, there is a net reduction in the combined peak rate of stormwater discharge from the Phase B Property of twenty-five percent (25%), which net reduction shall be based on a comparison of the conditions of the Phase B Property as currently developed and the conditions of the Phase B Property upon completion. The twenty-five percent (25%) net reduction shall apply to the sum of all stormwater discharge coming from the Phase B Property as a whole, but not as a standard reduction at each individual discharge location (meaning that the discharge at individual locations may vary, so long as the overall reduction goal is achieved).

- B. Best Management Practices. The Applicants shall, incorporate Best Management Practices ("BMP") in order to improve water quality associated with stormwater runoff. Using structural and/or non-structural BMPs such as sand filters, storm filters, Filterra devices or a combination thereof, the site plan shall demonstrate that, after the full build-out, there is a seventeen percent (17%) reduction of the phosphorous loading from the Phase B Property, based on a comparison of the conditions of the Phase B Property as currently developed and the conditions of the Phase B Property upon completion.
- C. Low Impact Development. To further mitigate the environmental impacts beyond the 17% reduction in phosphorous loading required above, the Applicants shall, subject to approval by DPWES, incorporate Low Impact Development ("LID") strategies, in the courtyard plazas in Buildings 1, 2, 3 and 4. In order to (1) incorporate into otherwise impervious areas of the site a soil matrix and plantings intended to provide stormwater pollutant removal; (2) reduce the heat island effect; and (3) naturalize and add aesthetically-pleasing elements for residents, the Applicants shall install and maintain plantings and other materials within the courtyards to be located on the top decks of the parking structures for Buildings 1, 2, 3 and 4, as shown on the Phase B CDP/FDP. Each courtyard area shall include landscape plantings in a natural soil matrix over an under-drain system. Specific details concerning the plantings and design elements of the courtyard areas shall be included on the Landscape Plan be submitted pursuant to these Proffers.
- D. Maintenance Responsibility.
- (i) Regular Maintenance. Prior to initial site plan approval, the Applicants shall execute an agreement with the County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of all of the elements of the stormwater management facilities, including the BMP and LID devices and underground detention facilities (collectively, the "SWM Facilities"). The SWM Agreement shall require the Applicants (or a successor UOA /COA) to contract with one or

more maintenance/management companies to perform regular routine maintenance of the SWM Facilities and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DPWES. The maintenance responsibilities of the owners under the SWM Agreement shall be (a) disclosed to future purchasers prior to entering into a contract for sale; (b) specified in the UOA/COA documents; and (c) included on the record plats.

- (ii) SWM Maintenance Fund; Residential Buildings. Prior to site plan approval for the first building to be constructed, the Applicants shall establish an account (the "SWM Maintenance Account") to be used for the ongoing maintenance of the SWM Facilities located on or serving the Phase B Property. The SWM Maintenance Account shall be an interest bearing account held by a financial institution authorized to do business in Virginia. As applicable, a line item for ongoing maintenance of the SWM Facilities shall be included in the budget(s) for any UOA/COA(s) established, and the fees collected for such purposes by the UOA /COA shall be deposited in the SWM Maintenance Account annually. The association documents that establish and control the UOA/COA shall provide that the SWM Maintenance Account shall not be eliminated as a line item in the UOA/COA budget, and that funds in the SWM Maintenance Account shall not be utilized for purposes other than to fund the maintenance of the SWM Facilities. Prior to site plan approval for the first building to be constructed on the Phase B Property, the Applicants shall make an initial contribution to the SWM Maintenance Account in an amount equal to the estimated cost for the residential units' maintenance responsibility for the first 20 years of the facilities, based on the cost data of the underground vault, as approved by DPWES. Thereafter, the SWM Maintenance Account shall be funded through pro-rata assessments of the subsequent owners as set forth in the UOA/COA documents, as applicable.
- (iii) SWM Replacement Fund; Residential Buildings. Prior to site plan approval for the first building to be constructed, the Applicants shall establish an account (the "SWM Replacement Account") to be used as an escrow account for the eventual replacement of the SWM Facilities located on or serving the Phase B Property. The SWM Replacement Account shall be an interest bearing account held by a financial institution authorized to do business in Virginia. As applicable, a line item for future replacement of the SWM Facilities shall be included in the budget(s) for any UOA/COA(s) established, and the fees collected for such purposes by the UOA/COA shall be deposited in the SWM Replacement Account

annually. The association documents that establish and control the UOA/COA shall provide that the SWM Replacement Account shall not be eliminated as a line item in the UOA/COA budget, and that funds in the SWM Replacement Account shall not be utilized for purposes other than to fund the replacement of the SWM Facilities. Prior to site plan approval for the first residential building, the Applicants shall make an initial contribution to the SWM Replacement Account in an amount equal to the estimated cost for the residential units' responsibility for the first 20 years of the facilities, based on cost data of the underground vault, as approved by DPWES. Thereafter, the SWM Replacement Account shall be funded through pro-rata assessments of subsequent owners of the Phase B Development as set forth in the UOA/COA documents, as applicable.

- (iv) County Agreement. The SWM Agreement shall address the following issues to the satisfaction of DPWES: (a) future replacement of the SWM Facilities, when and as warranted; (b) requirement for liability insurance in an amount reasonably acceptable to DPWES; (c) agreement by owners and successors not to petition the County to take future maintenance responsibility or replace the underground facilities; (d) Easements for County inspection and emergency maintenance to ensure that the facilities are maintained by the Applicants in good working order; and (e) establishment of procedures to facilitate County inspection.

- E. Phase A Contribution. Prior to the issuance of the site plan approval for the first residential building on the Phase B Property, the Applicants shall make a contribution to the existing Phase A Condominium Associations in the amount of \$82,000 to help cover the cost of future replacement of the existing underground vault on Phase A.

- B-29. Geotechnical Investigation. If required by DPWES, the Applicants shall submit a geotechnical investigation of the site and implement such measures determined by the investigation, subject to the satisfaction of DPWES.

- B-30. Noise Attenuation. At the time of site plan approval for the first residential building, the Applicants shall submit to the County a preliminary Environmental Noise Measurement and Noise Impact Assessment detailing the projected traffic noise impacts on the Phase B Property and proposed mitigation techniques.

AFFORDABLE HOUSING

- B-31. Affordable Dwelling Units ("ADUs"). The Applicants shall provide ADUs on the Phase B Property. The number of ADUs to be provided on the Phase B Property shall be equal to 5% of all dwelling units existing on the Phase A Property and all dwelling units to be constructed on the Phase B Property, less the 12 ADUs

already provided on the Phase A Property. At least ten (10) of the ADU units provided shall be designed and constructed as fully handicapped accessible units.

B-32. Workforce Dwelling Units (“WDUs”). In addition to the number of ADUs provided, the Applicants shall provide housing units on the Phase B Property that will be leased and/or sold to future residents who have a median household income of up to 120% of the Area Median Income (“MHI”) for the currently defined Washington, D.C. Metropolitan Statistical Area as determined by the U.S. Census Bureau, which currently is \$94,500 and is subject to change annually (such units hereafter referred to as “WDUs”). The number of WDUs to be provided on the Phase B Property shall be equal to 7% of all non-ADU dwelling units to be constructed on the Phase B Property.

A. WDUs shall be provided as follows:

- (i) One third of the WDUs provided shall be limited to households with an income of up to 80% of the AMI.
- (ii) One third of the WDUs provided shall be limited to households with an income of up to 100% of the AMI.
- (iii) One third of the WDUs provided shall be limited to households with an income of up to 120% of the AMI.
- (iv) WDUs shall be marketed to employees of nearby employers (such as, but not limited to, INOVA Fairfax Hospital and Exxon Mobil); provided, however, that such marketing shall be completed on a non-discriminatory basis in conformance with the Fair Housing Act and all other applicable laws and regulations.
- (v) WDUs shall have a minimum size of 450 square feet for efficiencies, 550 square feet for one-bedroom units and 750 square feet for two-bedroom units. WDUs may be provided as efficiency, one (1) or two (2) bedroom units, as determined by the Applicants in their sole discretion. The Applicants shall determine the interior amenities for each WDU provided.

B. Designation on Site Plan. Each approved site plan, record plat and building plan for the residential buildings shall designate the number of WDUs/ADUs by bedroom count and square footage and the number of non-WDU/ADU residential units to be provided. If the development of the Phase B Property is phased or developed in sections, then the approved site plan(s) for the respective phase shall also contain tabulations of the total number of WDUs/ADUs and the total number of non-WDU/ADU residential units on the Phase B Property. Whenever the calculation of the required WDUs results in a fractional unit less than 0.5, then the number shall be rounded down to the next whole number, and any fractional unit greater than 0.5 shall be rounded up to the next whole number, provided that the seven percent (7%) of the total number of Non-ADU dwelling units located on the Phase B Property are WDUs.

If there is to be any change in the location of WDUs after the original approval of a Site Plan(s), the Applicant shall be responsible for amending the approved plans and plats to reflect the designation of the alternate WDU prior to the issuance of a Residential Use Permit for the new WDU. However, in the case of a multiple family rental development that is under single ownership, the WDU units need not be specifically identified. In such rental developments, the approved site plans, record plats and building plans shall identify the development as a rental project and shall note the total number of WDU units and the number of Non-WDU units provided.

- C. WDUs – Rental Rates. WDU rental rates shall be calculated utilizing the AMI income limits set forth in Proffer B-32.A and adjusting these base figures by the following factors for different WDU sizes based on the number of bedrooms:

<u>Number of Bedrooms</u>	<u>Adjustment Factor</u>
Efficiency (0 Bedrooms)	70%
1 Bedroom	85%
2 Bedrooms	100%

The result of this calculation for each WDU shall then be divided by twelve (12), and multiplied by twenty-five percent (25%) and rounded to the nearest whole number to establish the maximum rent, excluding utilities.

- D. WDU – Sale Prices. WDU sales prices, for both initial sales and re-sales to individual owner occupants, shall be calculated utilizing the AMI income limits set forth in Proffer B-32.A and adjusting these base figures by the following factors for different WDU sizes based on number of bedrooms:

<u>Number of Bedrooms</u>	<u>Adjustment Factor</u>
Efficiency (0 Bedrooms)	70%
1 Bedroom	85%
2 Bedrooms	100%

The result of this calculation for each WDU shall then be multiplied by thirty percent (30%) and divided by 7.5% to establish the maximum sales prices that can be charged per WHU, said sales prices to include one parking space per unit.

- E. Timing and Phasing for the Provision of WDUs. WDUs provided with any given single residential building on the Phase B Property may be greater or less than 7% of the total Non-ADU units in such building; provided, however, that the total number of WDUs provided at the completion shall satisfy the 7% requirement.

F. Condominiums.

- (i) If a residential building originally operated as a rental project, is subsequently converted to a condominium project, any existing WDUs shall be maintained as WDUs and sold as WDUs. The restrictions on WDUs shall be disclosed in the condominium declaration creating the condominium. Should the Applicants choose to relocate any WDUs to another rental building on the Phase B Property, the Applicants shall amend the respective approved site plans to reflect the designation of alternate WDUs.
- (ii) If a residential building is sold as a condominium, either initially or as a conversion from rental use, WDUs in blocks of ten (10) or more may be purchased by a single entity and rented as WDUs with the following stipulations:
 - (a) The WDUs shall be rented in accordance with the rental provisions of this Proffer, including but not limited to, pricing and monthly reporting. No additional condominium association fees shall be assessed to the tenants of the WDU units.
 - (b) Parking for the WDUs shall be provided in accordance with the applicable provisions of the Zoning Ordinance with at least the minimum number of required spaces retained and made available for use by the WDU tenants.
 - (c) The tenants of the WDUs shall have access to all the site amenities available to Non-WDU residents in the development.

G. Administration.

- (i) WDUs shall be administered in a fashion similar to ADUs pursuant to the below specified provisions of Section 2-800 of the Zoning Ordinance in effect at the time of the execution of these Proffers. The following specific provisions of the Zoning Ordinance shall apply to the administration of the WDUs: Section 2-805; 2-807 Par. 1, 2,B,C,D,F; 2-810, Par. 1-5; 2-808, 2-811, Par. 1-4; 2-812
- (ii) Par. 2,A,B,C,G, 3, 8, 11; 2-812(6) (only as to the recording of a covenant committing to a thirty year contract period); 2-813; 2-817; and 2-818 including the recordation of appropriate restrictive covenants in the land records of Fairfax County, except where such provisions directly conflict with these Proffers. When the provisions of Proffer B-32 conflict with any provision of the Zoning Ordinance, these Proffers shall control.

- (iii) The Applicants reserve the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs. Such an agreement shall be on terms mutually acceptable to both the Applicants and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs shall be administered in accordance with such an agreement, and the administrative requirements of this Proffer shall become null and void. Such an agreement and any modifications thereto, shall be recorded in the land records of Fairfax County. In addition, if, prior to site plan approval for any of the residential buildings on the Phase B Property, the Fairfax County Zoning Ordinance is amended to provide specific requirements regarding WDUs, the Applicants reserve the right, in their sole discretion, to opt into the new Zoning Ordinance provisions regarding WDUs, and the administrative requirements of this Proffer shall be null and void. In any event, if this Proffer conflicts with the administrative sections of the WDU provisions of the Zoning Ordinance, this Proffer shall control.

PUBLIC/COMMUNITY FACILITIES

- B-33. Satellite Library Branch. The Applicants shall provide to Fairfax County Public Library ("FCPL") an option to lease (with an initial term of 20 years) (the "Lease") permitting a Fairfax County library to occupy 2,000 square feet on the ground floor and cellar space within Buildings 1, 2, 3 or 4 for use as a library at a location to be determined by the Applicants. This two thousand (2,000) square feet of space shall be leased to the County rent free. If the FCPL requests to lease up to an additional 14,000 square feet, the Applicant may lease this additional space to the FCPL at prevailing market rates and lease terms. The exact location of the library shall be determined solely by the Applicants in coordination with the FCPL and shall be constructed as a vanilla shell with stubbed utilities. The FCPL shall have the responsibility for completing its own betterments and improvements within the shell. The shell shall be completed and made available to the FCPL prior to the issuance of the first RUP in the building in which the library is to be located or as otherwise agreed to as part of the Lease. The form of the Lease shall be reviewed by the County Attorney and shall include commercially reasonable terms. The Applicants shall notify the FCPL in writing within 60 days of final site plan approval for the building on the Phase B Property to house the branch library and request confirmation of the FCPL's intent to lease and occupy the branch library space. The FCPL shall respond to the Applicants in writing within 60 days confirming their intent to lease and occupy the space or not to lease the space. In the event that the FCPL decides not to lease or occupy

the space, then this Proffer automatically shall expire, and the Applicants thereafter shall be permitted to market and lease the library space as part of the Applicant's Secondary Uses.

- B-34. County Athletic Field Contributions. In addition to the recreation facilities provided in the Residential Buildings, the Applicants also shall provide a contribution of \$450,000.00 to the Board of Supervisors to be used for parks and/or athletic facilities and fields in the vicinity of the Property, as determined by the Providence District Supervisor in consultation with the Providence District Athletic Fields Task Force. The Applicants shall make the contribution prior to the issuance of the first RUP for the first residential building on the Property.
- B-35. Other Park Contributions. Prior to the issuance of the first RUP, the Applicants shall provide a monetary contribution of \$35,000 to the Board of Supervisors for development of parks in the Merrifield area.
- B-36. Merrifield Shuttle. In the event that a Shuttle Study, a privately-operated Merrifield Shuttle is established by others in the future, then the Applicants (or successor UOA/COA) may participate in ongoing funding for such service provided that (i) the Merrifield Shuttle provides reasonable and consistent peak-hour service to the Property, the Dunn Loring/Merrifield Metro Station and, if constructed, the future Merrifield Town Center, and (ii) such financial participation in the Merrifield Shuttle is proportional to the actual usage of the Shuttle by future residents/tenants/visitors and employees and to the participation of other users of the Merrifield Shuttle.
- B-37. Public Schools. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, and revised July, 2006, the Applicants shall contribute \$11,630 per expected student (with a projected total of 73 students based on a ratio of 0.076 students per residential unit) to the Fairfax County School Board to be utilized for capital improvements to schools that any students generated by the Residential Buildings will attend. Such contribution shall be made prior to the issuance of the first RUP for each residential building and shall be based on the actual number of dwelling units built in each building.
- B-38. Underground Utilities. Commensurate with construction of improvements to Gallows Road outlined in Proffer B-12, the Applicants shall place existing overhead utility lines along the Phase B Property's Gallows Road frontage underground. The Applicants shall coordinate this work with VDOT Project # 0029-029-119, which also calls for utility work along the Phase B Property frontage. However, the Applicants shall not be required to place the utilities underground prior to the time they would normally do so based on standard construction scheduling. Furthermore, upon demonstration by the Applicants that despite diligent efforts taken by the Applicants to implement this proffer, the undergrounding of utilities has been delayed, the Zoning Administrator may agree to a later date for completion of these improvements.

MISCELLANEOUS

- B-39. Escalation in Contribution Amounts. Except for the amount to be contributed to the TDM Penalty Fund and School contributions, the amounts of each cash contribution set forth in these Proffers shall escalate on a yearly basis from the base year of 2007 and change effective each January 1 thereafter based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI").
- B-40. Advance Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the PFM, at the time of site plan approval for the Property.
- B-41. Hours of Construction. The hours of outdoor construction activity on the Phase B Property shall be limited to between 7:00 a.m. and 9:00 p.m. Monday-Saturday, and 9:00 a.m. to 7:00 p.m. on Sundays and federal holidays; provided, however, that there shall be no outdoor construction on January 1st, July 4th, Thanksgiving Day and Christmas Day each year. The Applicants shall inform all contractors and subcontractors of the permitted hours of construction, and signs designating such construction hours shall be published in both English and Spanish and posted at all construction entrances.
- B-42. Temporary Signs. No temporary signs (including "popsicle" paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of the Title 46.2 of the Code of Virginia shall be placed on or off-site by the Applicants, or at the Applicants' or any building's direction, to assist in the initial and future marketing, sales and/or rental of dwelling units on the Phase B Property. This same restriction shall apply to the marketing of and sales by all retail establishments located on the Phase B Property. The Applicant, any builders and any retail tenants shall direct their agents and employees involved in marketing the Phase B Property to adhere to this Proffer.
- B-43. Public Water. Water service to the Phase B Property shall be provided by the Fairfax County Water Authority (FCWA), unless the FCWA determines service from another provider is necessary or preferable.
- B-44. Compliance with Federal, State, and Other Local Laws/Severability. If it is found by a court of competent jurisdiction, that any portion of these Proffers violates any Federal, State or other local law, then the offending portion of these Proffers shall be deemed null and void and no longer in effect. All remaining conditions of these proffers shall remain in full force and effect.
- B-45. Severability. Pursuant to Section 18-204 of the Zoning Ordinance, any portion of the Property may be the subject of a proffered condition amendment ("PCA"),

Special Exception (“SE”), Special Permit (“SP”), or Final Development Plan Amendment (“FDPA”) without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP or FDPA shall otherwise remain in full force and effect.

- B-46. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicants and their successors and assigns. Each reference to “Applicants” in this proffer statement shall include within its meaning and shall be binding upon Applicants’ successor(s) in interest and/or developer(s) of the site or any portion of the site.
- B-47. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

[SIGNATURES BEGIN ON THE NEXT PAGE]

CO-APPLICANT/CONTRACT GROUND LESSEE OF
TAX MAP 49-1 ((1)) 14, 15, 16

DSF/LONG METRO II, LLC

By: DSF/Dunn Loring II, LLC, its Managing Member

By: Thomas W. Mazza
Its: Authorized Officer

[SIGNATURES CONTINUE ON NEXT PAGE]

CO-APPLICANT/CONTRACT PURCHASER OF TAX
MAP 49-2 ((1)) 18 AND 19

DSF/LONG METRO III LLC

By: DSF/DUNN LORING III LLC, its Managing Member

By: DSF Capital Partners III, L.P., its Managing Member

By: DSF Capital Partners III, GP LLC, its General Partner

By: Thomas W. Mazza
Its: Authorized Officer

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER/GROUND LESSOR OF TAX MAP 49-1
((16)) 14, 15, 16

MERRILEE BUSINESS CENTER I, L.P.

By: Sherlin Corporation, its General Partner

By: Martha E. McCue Sherlin
Its: President

By: Martha E. McCue Sherlin
Its: General Partner

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 49-2 ((1)) 18

ARMSTRONG, GREEN & EMBREY, INC.

By: John F. Armstrong, III
Its: President and CEO

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 49-2 ((10)) 19

ROSTI ENTERPRISES, L.P., L.L.P.

By: Richard A. Rosti, agent & attorney-in-fact for Rosti
Enterprises, L.P., L.L.P.

[SIGNATURES CONTINUE ON NEXT PAGE]

UNIT OWNERS ASSOCIATION FOR ALL UNIT
OWNERS FOR PROPERTY IDENTIFIED AS TAX MAP
49-1 ((29)) 1-452

HALSTEAD AT THE METRO ASSOCIATION

By: HALSTEAD AT THE METRO I LLC, Attorney-in-
fact for all unit owners of the Halstead at the Metro
Association

By: Thomas W. Mazza
Its: Manager

[SIGNATURES CONTINUE ON NEXT PAGE]

UNIT OWNERS ASSOCIATION FOR ALL UNIT
OWNERS FOR PROPERTY IDENTIFIED AS TAX MAP
49-1 ((29)) 1-452

HALSTEAD AT THE METRO II ASSOCIATION

By: HALSTEAD AT THE METRO II LLC, Attorney-in-
fact for all unit owners of the Halstead at the Metro II
Association

By: Thomas W. Mazza
Its: Manager

[SIGNATURES END]

REZONING AFFIDAVIT

DATE: September 18, 2007
 (enter date affidavit is notarized)

I, Elizabeth D. Baker, agent, 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 94350d

in Application No.(s): RZ 2007-PR-001
 (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)
DSF/Long Metro II, LLC Agents: Brian J. Selfe Joshua D. Solomon Thomas W. Mazza Stephen C. Muir, Jr. Justin A. Sparrow	c/o DSF Advisors, LLC Bay Colony Corporate Center 950 Winter Street, #4300 Waltham, MA 02451	Co-Applicant/ Contract Ground Lessee of Tax Map 49-1 ((16)) 14, 15, 16/ Agent for Halstead at the Metro Association and Halstead at the Metro II Association
DSF/Long Metro III, LLC Agents: Brian J. Selfe Joshua D. Solomon Thomas W. Mazza Stephen C. Muir, Jr. Justin A. Sparrow	c/o DSF Advisors, LLC Bay Colony Corporate Center 950 Winter Street, #4300 Waltham, MA 02451	Co-Applicant/ Contract Purchaser of Tax Map 49-2 ((1)) 18 and 19/ Agent for Halstead at the Metro Association and Halstead at the Metro II Association

(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: September 18, 2007
 (enter date affidavit is notarized)

94350d

for Application No. (s): RZ 2007-PR-001
 (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)
Merrilee Business Center I, L.P. Agent: Martha E. M. Sherlin	8645 Mathis Avenue, Suite 102 Manassas, Virginia 20116	Title Owner/Ground Lessor of Tax Map 49-1 ((16)) 14, 15, 16
Armstrong, Green & Embrey, Inc. Agent: John F. Armstrong, III	P.O. Box 2382 Merrifield, Virginia 22116	Title Owner of Tax Map 49-2 ((1)) 18
The Marketing Resource Group Agent: Michael D. Marketti	P.O. Box 1031 Fiarfax, Virginia 22030	Broker/Agent for Armstrong, Green & Embrey, Inc.
Rosti Enterprises, L.P., L.L.P. f/k/a Rosti Enterprises Richard A. Rosti, agent & attorney-in-fact for Rosti Enterprises, L.P., L.L.P. f/k/a Rosti Enterprises	304 Sorrento Drive Greenville, Scouth Carolina 29609	Title Owner of Tax Map 49-2 ((10)) 19
Urban Engineering & Associates, Inc. t/a Urban Ltd. Agents: Eric S. Siegel Sara E. Sinclair Matthew K. Koirtyohann	7712 Little River Turnpike Annandale, Virginia 22003	Engineers/Agent
SK&I Architectural Design Group LLC Agents: Sami M. Kirkdil Frederico Olivera Sala (nmi) Abed B. Benzina	7735 Old Georgetown Road, #1000 Bethesda, Maryland 20814	Former Land Planner/Agent

(check if applicable)

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

Rezoning Attachment to Par. 1(a)

DATE: September 18, 2007
 (enter date affidavit is notarized)

943502

for Application No. (s): RZ 2007-PR-001
 (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)
Gorove/Slade Associates, Inc. Agents: Christopher M. Tacinelli Cheryl L. Sharp	1140 Connecticut Avenue, NW Suite 700 Washington, DC 20036	Transportation Consultant/Agent
M.J. Wells & Associates, LLC Agents: Robin L. Antonucci Kevin R. Fellin	1420 Spring Hill Road, Suite 600 McLean, Virginia 22102	Transportation Consultant/ Agent
Shalom Baranes Associates, P.C. Agent: Shalom Baranes (nmi) Mark E. Gilliland John N. Nammack Grace W. Kang	3299 K Street, NW Washington, DC 20007	Architect/Agent
Walsh, Colucci, Lubeley, Emrich & Walsh, P.C. Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson M. Catharine Puskar Jason B. Heinberg Abby C. Denham Tara E. Wiedeman Blair A. Lonergan (former) Elizabeth D. Baker Susan K. Yantis Inda E. Stagg Kara M. Whisler Megan C. Shilling Elizabeth A. McKeeby	2200 Clarendon Boulevard 13th Floor Arlington, Virginia 22201	Attorneys/Planners/Agent

(check if applicable)

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

Rezoning Attachment to Par. 1(a)

DATE: September 18, 2007
 (enter date affidavit is notarized)

94350d

for Application No. (s): RZ 2007-PR-001
 (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)
Halstead at the Metro Association Agents: Thomas W. Mazza (former) Joshua D. Solomon (former) Brian J. Selfe (former) Justin K. Good Stephanie W. Burns	2655 Prosperity Avenue Fairfax, VA 22031	Unit Owners Association for all unit owners for property identified as Tax Map 49-1 ((29)) 1-452
Halstead at the Metro I LLC Agents: Thomas W. Mazza Joshua D. Solomon Brian J. Selfe Stephen C. Muir, Jr. Justin A. Sparrow	c/o DSF Advisors Bay Colony Corporate Center 950 Winter Street, #4300 Waltham, MA 02451	Attorney-in-Fact for all the unit owners of the Halstead at the Metro Association
Halstead at the Metro II Association Agent: Brian J. Selfe (former) Patricia Nagy (nmi) Anita L. Jupp	2655 Prosperity Avenue Fairfax, VA 22031	Unit Owners Association for all unit owners for property identified as Tax Map 49-1 ((30)) 1-458
Halstead at the Metro II LLC Agents: Thomas W. Mazza Joshua D. Solomon Brian J. Selfe Stephen C. Muir, Jr. Justin A. Sparrow	c/o DSF Advisors Bay Colony Corporate Center 950 Winter Street, #4300 Waltham, MA 02451	Attorney-in-Fact for all the unit owners of the Halstead at the Metro II Association

(check if applicable)

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

Rezoning Attachment to Par. 1(a)

DATE: September 18, 2007
(enter date affidavit is notarized)

94350d

for Application No. (s): RZ 2007-PR-001
(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)
EDAW Inc. Agents: D. Gregory Ault Joanna S. Bush (former) Roger G. Courtenay Mark E. Pelusi, Jr.	601 Prince Street Alexandria, Virginia 22314	Landscape Architect/Agent
Urban Trans Consultants, Inc. Agents: Justin B. Schor Lisa J. DuMetz	318 Aspen Street, NW Washington, DC 20012	TDM Consultant/Agent

(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: September 18, 2007
(enter date affidavit is notarized)

94350d

for Application No. (s): RZ 2007-PR-001
(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)
DSF/Long Metro II, LLC c/o DSF Advisors, LLC
Bay Colony Corporate Center
950 Winter Street, #4300
Waltham, MA 02451

DESCRIPTION OF CORPORATION: (check one statement)

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

NAMES OF SHAREHOLDERS: (enter first name, middle initial, and last name)
DSF/Dunn Loring II, LLC, Managing Member
Long Merrifield II, LLC - Member

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

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

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

Rezoning Attachment to Par. 1(b)

DATE: September 18, 2007

94350a

(enter date affidavit is notarized)

for Application No. (s): RZ 2007-PR-001

(enter County-assigned application number (s))

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

DSF/Long Metro III, LLC c/o DSF Advisors, LLC
Bay Colony Corporate Center
950 Winter Street, #4300
Waltham, MA 02451

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)

DSF/Dunn Loring III, LLC, Managing Member
Long Merrifield III, LLC, 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)

DSF/Dunn Loring II, LLC c/o DSF Advisors, LLC, Bay Colony Corporate Center
950 Winter Street, #4300
Waltham, MA 02451

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)

Arthur P. Solomon, Managing Member
Thomas W. Mazza, Member and Authorized Officer
Joshua D. Solomon, Member

=====

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

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

Rezoning Attachment to Par. 1(b)

DATE: September 18, 2007
(enter date affidavit is notarized)

94350d

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Long Merrifield III, LLC c/o DSF Advisors
Bay Colony Corporate Center
950 Winter Street, #4300
Waltham, MA 02451

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)
Managing Member: Henry A. Long
Authorized Members: Brian J. Selfe and Elissa L. White
Members: Andrea L. Selfe, Betty H. Long, Henry A. Long, II, Kristen E. Long

=====

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)
SK&I Architectural Design Group LLC
7735 Old Georgetown Road, #1000
Bethesda, Maryland 20814

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

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
Meral Iskir (nmi), member
Sami M. Kirkdil, member

=====

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

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

Rezoning Attachment to Par. 1(b)

DATE: September 18, 2007
(enter date affidavit is notarized)

94350d

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

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

Gorove/Slade Associates, Inc.
1140 Connecticut Avenue, NW, Suite 700
Washington, DC 20036

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Louis J. Slade (former), Frederick E. Gorove (former)
Christopher M. Tacinelli
Chad A. Baird
Daniel B. VanPelt

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)

M.J. Wells & Associates, LLC
1420 Spring Hill Road, Suite 600
McLean, Virginia 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., Sole Member

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

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

Rezoning Attachment to Par. 1(b)

DATE: September 18, 2007
(enter date affidavit is notarized)

94350d

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

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

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

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
M.J. Wells & Associates, Inc. Employee Stock Ownership Trust [All employees are eligible plan participants; however, no one employee owns more than 1% of any class of stock.]

=====

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

=====

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

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

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
Kevin M. Luten
Stuart M. Anderson
Joddie A. Gray
Justin B. Schor

=====

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: September 18, 2007
(enter date affidavit is notarized)

943502

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.
2200 Clarendon Boulevard, 13th Floor
Arlington, Virginia 22201

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)
David J. Bomgardner, E. Andrew Burcher, Thomas J. Colucci, Peter M. Dolan, Jr., James P. Downey (former), Jay du Von, Jerry K. Emrich, William A. Fogarty, John H. Foote, H. Mark Goetzman, Bryan H. Guidash, Michael D. Lubeley, J. Randall Minchew, M. Catharine Puskar, John E. Rinaldi, Lynne J. Strobel, Garth M. Wainman, Nan E. Walsh, Martin D. Walsh

=====

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)
Sherlin Corporation
8645 Mathis Avenue, Suite 102
Manassas, Virginia 20110

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)
Martha E. McCue Sherlin

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
Martha E. McCue Sherlin, President, Treasurer; Wayne G. Tatusko, VP, 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: September 18, 2007
(enter date affidavit is notarized)

943502

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

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

Armstrong, Green & Embrey, Inc.
P.O. Box 2382
Merrifield, Virginia 22116

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)

John F. Armstrong, III, F. Ross Jones, Mary R. Green

=====

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

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

John F. Armstrong, III, President & CEO; F. Ross Jones, Jr. Secretary/Treasurer

=====

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

Urban Engineering & Associates, Inc. t/a Urban Ltd.
7712 Little River Turnpike
Annandale, Virginia 22003

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)

Barry B. Smith
J. Edgar Sears, Jr.
Brian A. Sears

=====

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: September 18, 2007
(enter date affidavit is notarized)

924350d

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
The Marketing Resource Group
P.O. Box 1031
Fairfax, Virginia 22030

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)
Michael D. Marketti

=====

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)
Shalom Baranes Associates, P.C.
3299 K Street, NW, Suite 400
Washington, DC 20007

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)
Shalom Baranes (nmi)
Cheryl L. Mohr

=====

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: September 18, 2007
(enter date affidavit is notarized)

94350a

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

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

DSF/Dunn Loring III, LLC c/o DSF Advisors, LLC
Bay Colony Corporate Center
950 Winter Street, #4300
Waltham, MA 02451

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)

DSF Capital Partners III, L.P., Managing 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)

Long Merrifield II, LLC c/o DSF Advisors, Bay Colony Corporate Center
950 Winter Street, #4300
Waltham, MA 02451

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)

Managing Member: Henry A. Long
Authorized Members: Brian J. Selfe and Elissa L. White
Members: Andrea L. Selfe, Betty H. Long, Henry A. Long, II, Kristen E. Long

=====

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: September 18, 2007
(enter date affidavit is notarized)

04350d

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Halstead at the Metro Association
2655 Prosperity Avenue
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)
A non-profit, non-shareholder owners association.

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
Justin K. Good, President; Stephanie W. Burns, Vice President; Randall Fulk (nmi), Treasurer; Amir R. Eftekhari, Secretary; Anne Bonen-Clark, Member-at-Large

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Halstead at the Metro II Association
2655 Prosperity Avenue
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)
A non-profit, non-shareholder owners association.

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
Former Board of Directors: Thomas W. Mazza, Joshua D. Solomon, Brian J. Selfe
Brian J. Selfe, Former President
Patricia Nagy (nmi), President; Anita L. Jupps, VP; Erin S. Mulholland, Secretary/Treasurer

(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: September 18, 2007
(enter date affidavit is notarized)

943502

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

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

Halstead at the Metro I LLC c/o DSF Advisors, LLC
Bay Colony Corporate Center
950 Winter Street, #4300
Waltham, MA 02451

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)

DSF/Long Metro, LLC, Member
Managers: DSF/Long Metro, LLC, Joshua D. Solomon, Thomas W. Mazza

=====

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)

DSF Capital Partners III GP, LLC c/o DSF Advisors, LLC, Bay Colony Corporate Center
950 Winter Street, #4300
Waltham, MA 02451

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)

Arthur P. Solomon, Managing Member
Thomas W. Mazza, Member & Authorized Officer
Joshua D. Solomon, Member

=====

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

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

Rezoning Attachment to Par. 1(b)

DATE: September 18, 2007
(enter date affidavit is notarized)

94350d

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

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

DSF/Long Metro, LLC c/o DSF Group LLC
Bay Colony Corporate Center
950 Winter Street, #4300
Waltham, MA 02451

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)

DSF/Dunn Loring, LLC, Managing Member
Long Merrifield, LLC - 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)

DSF/Dunn Loring, LLC c/o DSF Advisors, LLC, Bay Colony Corporate Center
950 Winter Street, #4300
Waltham, MA 02451

DESCRIPTION OF CORPORATION: (check one statement)

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- 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)

Arthur P. Solomon, Managing Member
Thomas W. Mazza, Member
Joshua D. Solomon, Member
Marilyn Newman (nmi), Member

=====

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

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

Rezoning Attachment to Par. 1(b)

DATE: September 18, 2007
(enter date affidavit is notarized)

94350d

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

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

Long Merrifield, LLC c/o DSF Advisors
Bay Colony Corporate Center
950 Winter Street, #4300
Waltham, MA 02451

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)

Managing Member: Henry A. Long
Authorized Members: Brian J. Selfe and Elissa L. White
Members: Andrea L. Selfe, Betty H. Long, Henry A. Long, II, Kristen E. Long

=====

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)

Halstead at the Metro II LLC c/o DSF Advisors, LLC, Bay Colony Corporate Center
950 Winter Street, #4300
Waltham, MA 02451

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)

DSF/Long Metro, LLC, Member
Managers: DSF/Long Metro, LLC, Joshua D. Solomon, Thomas W. Mazza

=====

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: September 18, 2007
(enter date affidavit is notarized)

943502

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
EDAW Inc.
601 Prince Street
Alexandria, Virginia 22314

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)
Dennis B. Carmichael

=====

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: September 18, 2007
(enter date affidavit is notarized)

943502

for Application No. (s): RZ 2007-PR-001
(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)
Merrilee Business Center I, L.P.
8645 Mathis Avenue, Suite 102
Manassas, Virginia 20110

(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 Partners:
Martha E. McCue Sherlin
Sherlin Corporation

Limited Partners:
Martha E. McCue Sherlin
Martha McCue Sherlin Children's Trust for the benefit of Shannon Kathleen Sherlin
Martha McCue Sherlin Children's Trust for the benefit of Devon Michael Andrew Sherlin

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

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

Rezoning Attachment to Par. 1(c)

DATE: September 18, 2007
(enter date affidavit is notarized)

94350d

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

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

Rosti Enterprises, L.P., L.L.P. f/k/a Rosti Enterprises
304 Sorrento Drive
Greenville, South Carolina 29609

(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:
Gerald E. Rosti
Kenneth L. Rosti
Richard A. Rosti
Susan D. Blackwood
Debra J. Wilcox
Zelda M. Rosti
Earl K. Rosti Q-TIP Trust f/b/o Earl K.
Rosti

(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: September 18, 2007
(enter date affidavit is notarized)

94350d

for Application No. (s): RZ 2007-PR-001
(enter County-assigned application number (s))

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

DSF Capital Partners III, L.P. c/o DSF Advisors, LLC
Bay Colony Corporate Center
950 Winter Street, #4300
Waltham, MA 02451

(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)

DSF Capital Partners III GP, LLC, General
Partner
Thomas W. Mazza, Limited Partner

(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: September 18, 2007
(enter date affidavit is notarized)

94350d

for Application No. (s): RZ 2007-PR-001
(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: September 18, 2007
(enter date affidavit is notarized)

94350d

for Application No. (s): RZ 2007-PR-001
(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.)

None

(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.

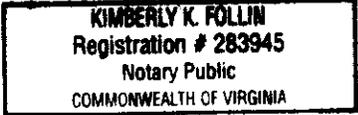
4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, 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: Elizabeth D. Baker
(check one) [] Applicant [x] Applicant's Authorized Agent
Elizabeth D. Baker, agent
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 18 day of September 2007, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin
Notary Public

My commission expires: 11/30/2007





**WALSH COLUCCI
LUBELEY EMRICH
& WALSH PC**

Elizabeth D. Baker
Land Use Coordinator
(703) 528-4700 Ext. 5414
ebaker@arl.thelandlawyers.com

RECEIVED
Department of Planning & Zoning
DEC 4 2006
Zoning Evaluation Division

December 1, 2006

Barbara A. Byron
Director, Zoning Evaluation Division
Fairfax County Department of Planning & Zoning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035

Re: Application for Rezoning
DSF/Long Metro II, LLC and DSF/Long Metro III, LLC (the "Applicants")
Tax Map 49-1 ((16)) 14, 15, 16; 49-2 ((1)) 18 and 19; 49-1 ((29)) All; and
49-1 ((30)) All (the "Application Property")

Dear Ms. Byron:

This letter serves as a statement of justification for a rezoning application affecting a consolidation of 14.27 acres of property in the Merrifield area of Fairfax County. The Applicants have worked diligently for four years on consolidating the Application Property in accord with the guidance of the Comprehensive Plan for the Merrifield Suburban Center. The proposed rezoning creates an efficient, pedestrian-friendly and transit oriented community in keeping with the Merrifield vision set forth in the Comprehensive Plan.

The Applicants, DSF/Long Metro II and DSF/Long Metro III LLC, seek a rezoning from the I-4, I-5 and PRM Districts to the PRM District in order to permit the expansion and construction of a mixed-use development. The Application Property has frontages on Gallows Road, Prosperity Avenue and Merrilee Drive. The portion of the Application Property immediately south of Prosperity Avenue on both sides of Merrilee Drive was previously zoned to the PRM District via RZ 2002-PR-025. This portion of the Application Property is referred to as Phase A, and is developed with the Halstead I and Halstead II Condominiums, with a total of 452,958 square feet of development including 436 residential condominium units. The Halstead I and II were developed by DSF/Long. The Applicants propose no new construction within Phase A. The remainder of the Application Property, approximately 8.49 acres, is referred to as Phase B. The Phase B Property is currently developed with one story industrial uses. Due to the fact that no new construction is proposed for the Phase A properties, this statement focuses on the design of Phase B and the integration of Phases A and B into a coordinated transit-oriented community.

The Application Property is bordered on the northeast by the Wilton House Condominium and the Marriott Courtyard Hotel. Across Prosperity Avenue to the north lies the

PHONE 703 528 4700 ■ FAX 703 525 3197 ■ WWW.THELANDLAWYERS.COM
COURTHOUSE PLAZA ■ 2200 CLARENDON BLVD., THIRTEENTH FLOOR ■ ARLINGTON, VA 22201-3359

{A0102395.DOC / 1 Justification 2 005696.000003} LUBLEY OFFICE 703 737 3633 ■ PRINCE WILLIAM OFFICE 703 680 4664

ATTORNEYS AT LAW

Dunn Loring Metro Station. Industrially-zoned properties are located to the south and west of the Application Property. Across Gallows Road to the east, property is developed with multi-family residential uses.

Within Phase B, the Applicants are proposing a variety of multi-family dwellings along with ground floor retail uses. The proposal is comprised of four buildings organized around a central street running between Gallows Road and Merrilee Drive. Community serving retail will be provided on the ground level of each building, with a grocery store contemplated to anchor the project on the ground floor of Building 4. Buildings 1, 2 and 4 are proposed not to exceed seven stories. Building 3, located closest to Gallows Road, is proposed as a high-rise structure not to exceed sixteen stories.

The proposed Phase B development gains access to the local street network via Gallows Road and Merrilee Drive. The central street running east-west through the property is proposed as a private street but will permit and encourage public access. The Applicants propose to install a new traffic signal at this private road's intersection with Gallows Road. A portion of the parking serving the grocery store will be located at the ground level of Building 2. Similarly, parking for retail users will be available on the ground floor level of Building 1. Below grade structured parking will be available for residents and visitors under Buildings 1, 2 and 3. Access to the structured parking is proposed at numerous locations from Merrilee Drive, the internal private street and the private alley at the southern perimeter of the property, thus providing residents and commercial patrons with considerable parking flexibility. Loading spaces are provided throughout the site, with loading for the proposed grocery store accommodated from the southern alley.

Extensive landscaping is proposed for the development with streetscape sections and details as specified in the Comprehensive Plan along the Merrilee Drive and Gallows Road frontages as well as along the internal private street. A large open plaza is proposed at the center of the site and will act as the focal point for retail and residential users. With a combination of hardscape and softscape, this key amenity will offer space for outdoor dining and impromptu gatherings. While urban in nature, Phase B offers 35 percent open space whereas only 20 percent open space is required under the PRM District. Amenities specific to the residential buildings include extensively landscaped rooftop courtyards, an exterior swimming pool, indoor fitness center, meeting rooms and a sports-theme pub.

The Halstead mixed-use development is located within the Merrifield Suburban Center portion of the Area I Comprehensive Plan. The Phase A property is located entirely within Sub-unit C-1. The Phase B property is split between Sub-units C-1, C-2 and C-3. The Comprehensive Plan text for Sub-unit C-1 which includes Parcel 16 as well as the Phase A sites recommends, as an option, residential mixed-use up to an FAR of 2.25 with a maximum building height of 165 feet. Parcels 14 and 15 are located within planning Sub-Unit C-3 which recommends, as an option, residential mixed-use up to a 1.8 FAR and a maximum building height of 135 feet. Parcels 18 and 19 are located within Sub-Unit C-2 which also recommends, as an option, residential mixed-use up to an FAR of 1.8. However, the Comprehensive Plan states that Parcel 18 may develop under the intensity recommended for Sub-Unit C-1, at a 2.25

FAR, if it is consolidated and developed with parcels in Sub-unit C-1. The GFA recommended by the Comprehensive Plan, excluding GFA associated with affordable dwelling units (ADUs) and bonus units, is set forth in the following table.

Tax Map	Land Area Square Footage	Merrifield Suburban Center Sub-Unit	Comprehensive Plan Recommendation	Maximum GFA (w/o ADUs and bonus)
Phase A (existing)				
49-2 ((29)) all and 49-2 ((30)) all	*266,152	C-1	up to 2.25 FAR	598,841
Phase B (proposed)				
49-2 ((1)) 18	40,365	C-2	up to 2.25 FAR	90,821
49-2 ((1)) 19	148,618	C-2	up to 1.8 FAR	267,517
49-1 ((16)) 16	94,006	C-1	up to 2.25 FAR	211,513
49-1 ((16)) 15	43,353	C-3	up to 1.8 FAR	78,035
49-1 ((16)) 14	43,281	C-3	up to 1.8 FAR	77,905
TOTAL				1,324,629

* Includes reservation of density credit for land previously dedicated for public roads.

The combined Phase A and Phase B properties are recommended for a maximum of 1,324,629 square feet. However, new development totaling 452,958 square feet in Phase A will remain. This leaves a total of 871,671 square feet available to be built. This total does not include gross floor area associated with ADUs or bonus units. The Merrifield Suburban Center Comprehensive Plan specifically recommends the inclusion of ADUs in all new residential developments. With the 17 percent bonus for ADUs, a total of 1,549,814 square feet is permissible on the Application Property. Again, deleting the existing square footage within Phase A leaves the potential for 1,096,856 square feet of additional GFA on Phase B.

The Applicants propose to construct a total of 1,010,992 square feet on the Phase B property. Of the total, 108,308 square feet, or 11 percent, are commercial uses and 902,684 square feet, or 89 percent, are residential uses. The four residential buildings will have approximately 955 units, including ADUs and bonus units. The overall FAR for the Application Property will be 2.3, including ADUs and bonus units and 2.16, excluding ADUs and bonus units.

The Comprehensive Plan's future vision identifies Merrifield as a Suburban Center with the Dunn Loring/Merrifield Transit Station Area developed as a core area. The proposed development is located within one-quarter of a mile of the Transit Station. The proposed mixed-

use development including multi-family residential is in conformance with the objectives and guidelines of the Comprehensive Plan. This proposal will provide an additional first class, mixed-use development in the Merrifield Suburban Center which will complement the existing redevelopment which has already occurred around the Dunn Loring/Merrifield Metro station. Additionally, the development will provide convenient and safe pedestrian access to Metro. It will create more opportunities for people to live, work and play in the Merrifield Commercial Revitalization Area of Fairfax County. Furthermore, needed affordable dwelling units will be created with the approval of this proposal. The Applicants are committed to developing a high quality project as demonstrated through its detailed site layout, landscaping and architectural plans. A strong pedestrian network will help ensure that residents of this development can access surrounding properties and the many services and amenities in the area. The proposed development is compatible with surrounding redevelopment and will be an enhancement to the Transit Station Area. An analysis of the residential development criteria is enclosed.

To the best of our knowledge, there are no known hazardous or toxic materials on the Application Property nor are there any planned with the proposed use. Furthermore, to the best of our knowledge and belief, the proposed use will be in conformance with all applicable ordinances, regulations and adopted standards with the following exceptions requested below:

1. The Applicants hereby request a modification of the private street limitations of Section 11-302 of the Fairfax County Zoning Ordinance in favor of the private street shown on the CDP/FDP.
2. The Applicants hereby request a modification of the on-site stormwater management requirements allowing underground stormwater management to be utilized in a residential development.
3. The Applicants hereby request a modification of transitional screening and barrier requirements in favor of the landscaping shown on the CDP/FDP.
4. The Applicants hereby request a modification of the requirements for loading spaces in favor of those shown on the CDP/FDP pursuant to Section 11-201 and 11-203 of the Zoning Ordinance.
5. The Applicants hereby request a modification of Public Facilities Manual 12 0702.1B(2) to permit the reduction of the minimum planting area for trees planted to satisfy the tree cover requirement to reduce the width from eight (8) feet to a minimum of six (6) feet as shown on the CDP/FDP. Structural soils or other innovative techniques will be implemented to enhance survivability of the trees subject to this modification.
6. The Applicants hereby request a modification of the trail requirement to permit an eight (8) foot sidewalk in lieu of the eight (8) foot asphalt trail on the Gallows Road frontage.

The proposed rezoning implements the vision of the Comprehensive Plan to create more attractive and functionally efficient commercial and residential areas with pedestrian-friendly

and transit oriented environments. The proposed development creates an exciting community where people can live, work and play in easy walking distance to transit and employment opportunities. This helps to reduce commuting times and reduces the impact on roadways. A high level of detail to site design, architectural style and landscaping will create a pedestrian friendly, transit-oriented development in the Merrifield Suburban Center and Transit Station Area.

Thank you very much for your attention to this matter. Should you require any additional information, please call me.

Very truly yours,

WALSH, COLUCCI, LUBELEY, EMRICH & WALSH, P.C.



Elizabeth D. Baker
Land Use Coordinator

Enclosure

Residential Development Criteria Analysis
DSF/Long – Halstead Mixed Use Development
December 1, 2006

Residential Development Criteria have been adopted in order to evaluate zoning requests for new residential development. This document is a summary of the DSF/Long development proposal as it relates to these criteria.

- I. **Site Design**—All rezoning applications are to be characterized by high-quality site design. The Applicants believe that their proposal provides high-quality site design as follows:
- A. Consolidation—This application includes consolidation, as recommended in the Comprehensive Plan, of two newly developed residential parcels and five parcels to be developed together totaling 14.27 acres. The Applicants have worked diligently for more than four years to assemble the property. It results in a substantial area to provide a well integrated, highly amenitized mixed-use project.
 - B. Layout—The proposed layout provides logical, functional, and appropriate relationships between residential and retail components within the development. The on-site circulation allows easy access to structured parking and pedestrian activity zones. The proposed layout provides for street connectivity through the project site via Merrilee Drive and a new proposed roadway connecting Merrilee Drive and Gallows Road as recommended in the Comprehensive Plan.
 - C. Open Space—Usable, accessible, and well-designed open space is provided in a central location on the site in the form of a landscaped plaza area. The plaza is connected to all areas of the site through a comprehensive sidewalk system, designed to draw the pedestrian toward this space. This central open space is designed to be a focal point of the project and to provide a gathering and meeting location for residents and retail patrons. Additionally, rooftop courtyards for the residents will be developed with new Buildings 1, 2, 4 and 5. Features within these courtyards include a swimming pool, specialty landscaping and seating areas. Thirty-five percent open space is provided on the Application Property while, 20% open space is required by the Planned Residential Mixed-Use (PRM) Zoning Ordinance.
 - D. Landscaping—Ample landscaping is provided in open space areas and along the perimeter and internal streets. Specialty paving and focal plantings are included in the plaza area. Streetscape plantings are provided in conformance with the recommendations in the Comprehensive Plan. Screening and buffering is provided along all property boundaries. A detailed landscaped plan has been provided.

- E. Amenities—The on site amenities for the residents include swimming pools, an outdoor landscaped plaza, several courtyard and rooftop amenity areas, interior fitness centers/spas, meeting rooms, and a sports themed pub. The development includes a variety of landscaped open space areas which serve as places for meeting, gathering and passive recreation. The proposed grocery store and retail space will provide a major amenity for residents of the project as well as the residents of neighboring communities. Another key amenity is a large amount of structured parking hidden from the public views which permits a pedestrian friendly and aesthetically pleasing environment.
- II. **Neighborhood Context**—New developments are to fit into the fabric of their adjacent neighborhoods. Appropriate setbacks are included in order to provide buffering around the periphery. Sidewalks connect to all nearby properties as well as to the Dunn-Loring/Merrifield Metro station. The Applicants believe that the proposed rezoning accomplishes attractive transitions to the adjacent uses and safe access to the shopping amenities as well as to the Metrorail station. The proposal extends the redevelopment of this older industrial area and helps create the transit-oriented neighborhood envisioned by the Merrifield Suburban Center Plan.
- III. **Environment**—Rezoning proposals should be consistent with the policies and objectives of the environmental element of the Plan.
- A. Preservation—There are no EQCs, RPAs or other environmentally sensitive areas on the property. Due to the existing condition of the site, there are few tree preservation opportunities. However, extensive new landscaping will be installed per the CDP/FDP and with the concurrence of Urban Forest Management.
 - B. Slopes and Soils—Soil studies have been performed, and have been shown to be adequate for residential development.
 - C. Water Quality—State-of-the-art Best Management Practices for stormwater management will be provided in the proffers. These will be provided in underground facilities.
 - D. Stormwater Management—Phase A provides up to date stormwater management techniques. The site is currently developed as an industrial park, including six existing buildings and parking for those buildings. The undeveloped portion of the existing site is approximately 82 percent impervious. The development with this plan only slightly increases the impervious area, to approximately 88 percent. Underground stormwater management is proposed to accommodate the increased stormwater runoff. The stormwater management facilities are proposed in the parking garage

below the proposed building and will be placed in accordance with the associated structure designs at the time of final site plan.

- E. Noise—Measures for noise mitigation will be proffered as determined necessary through the application review process.
 - F. Lighting—All lighting on the site will be shielded and directed downward in order to minimize neighborhood glare and impacts to the night sky. Proffers will commit the Applicants to meet the County's adopted lighting and glare regulations.
 - G. Energy—The dwelling units will be constructed in keeping with current energy efficiency standards. Proffers commit to meeting current guidelines for energy efficiency.
- IV. **Tree Preservation and Tree Cover Requirements**—It will not be possible to save trees on this property due to the existing conditions and the urban nature of the proposed redevelopment. However, tree cover meeting or exceeding Ordinance requirements will be provided.
- V. **Transportation**—All rezoning applications are to implement measures to address planned transportation improvements. The inclusion of residential into this location will develop a true live, work and play environment, reducing commuting trips as residents work in nearby offices in the Merrifield Suburban Center or utilize the nearby Dunn Loring Metro station to commute to work. A Transportation Impact Analysis has been prepared and will be submitted to the County. The Applicants will proffer implementation of Transportation Demand Management strategies as a means of reducing peak hour trips generated from this proposal.
- VI. **Public Facilities**—It is anticipated that residential development impacts to the Public Facility System will occur. These impacts include impacts on the public schools. The Applicants will be proffering a contribution to the Board of Supervisors for school purposes or will be making contributions directly to the impacted schools. It is expected that the Public Facilities' recommendation will be satisfied with the acceptance of these proffers.
- VII. **Affordable Housing**— The Applicants will provide affordable dwelling units (ADUs) on site calculated in accordance with the County ADU Ordinance.
- VIII. **Heritage Resources**—There are no significant cultural, architectural, economic, social, political, or historic heritage sites or structures located on the property.

- IV. **Density**— The Comprehensive Plan does not recommend a residential density in terms of dwelling units per acre, but instead sets forth a range of floor area ratios. The Application Property is situated in three various Sub-units in the Merrifield Suburban Center: Sub-units C-1, C-2 and C-3. The maximum FAR in Sub-unit C-1 is 2.25 and 1.8 in C-2 and C-3, exclusive of ADUs and bonus units. Utilizing bonuses applicable to ADUs allows for a 17 percent increase. The Applicants propose a density of 95 dwelling units per acre, wherein 103 dwelling units per acre is the high end of the Comprehensive Plan range.



FAIRFAX COUNTY

OFFICE OF THE CLERK
BOARD OF SUPERVISORS
12000 Government Center Parkway, Suite 533
Fairfax, Virginia 22035-0072

Tel: 703-324-3151 • Fax: 703-324-3926 • TTY: 703-324-3903

V I R G I N I A
August 13, 2003

www.fairfaxcounty.gov/gov/bos/clerkhomepage.htm

Email: clerktothebos@fairfaxcounty.gov

Carson Lee Fifer, Jr., Esquire
McGuire, Woods, L.L.P.
1750 Tysons Boulevard, Suite 1800
McLean, Virginia 22102-4215

RE: Rezoning Application
Number RZ 2002-PR-025

Dear Mr. Fifer:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on July 21, 2003, granting Rezoning Application Number RZ 2002-PR-025 in the name of DSF/Long Metro LLC to rezone certain property in the Providence District from the I-4 District to the PRM District, located on the south side of Prosperity Avenue, approximately 500 feet west of Gallows Road, Tap Map 49-1 ((16)) A pt., A1, 8A, 9, 9A, 10, 10A, and a portion of Merrilee Drive public right-of-way to be vacated and/or abandoned, subject to the proffers dated July 10, 2003, consisting of approximately 6.11 acres. (Approval of this application may enable the vacation and/or abandonment of portions of the public right-of-way for Merrilee Drive to proceed under Section 15.2-2272 (2) of the Code of Virginia.)

The Conceptual Development Plan was approved; the Planning Commission having previously approved Final Development Plan FDP 2002-PR-025 on June 25, 2003, subject to the Development Conditions dated June 18, 2003, and subject to the Board's approval of RZ 2002-PR-025.

The Board also modified the landing space requirements to permit two spaces in the western building and three spaces in the eastern building.

Sincerely,

Nancy Vehrs
Clerk to the Board of Supervisors
NV/ns

PROFFERED CONDITIONS
("PROFFERS")

Patriot Village at Dunn Loring Metro Rezoning
RZ/FDP 2002-PR-025

July 10, 2003

Pursuant to Section 15.2-2303 (A); Code of Virginia, 1950 as amended, DSF/Long Metro LLC, and the owners, for themselves, their successors and assigns (hereinafter referred to as the "Applicant"), for RZ 2002-PR-025, filed for property identified on Fairfax County Tax Map as 49-1 ((16))- A1, 8A, 9, 9A, 10, 10A, a portion of A and a portion of Merrilee Drive to be vacated/abandoned (hereinafter referred to as the "Application Property"), agree to the following proffered conditions, provided that the Fairfax County Board of Supervisors (hereinafter referred to as the "Board") approves a rezoning of the Application Property from the Medium Intensity Industrial (I-4) District to the Planned Residential Mixed Use (PRM) District. The proffered conditions ("Proffers") are:

L CONCEPTUAL DEVELOPMENT PLAN/FINAL DEVELOPMENT PLAN
CDP/FDP)

1. Substantial Conformance. Subject to the Proffers and the provisions of Article 16 of the Zoning Ordinance, under which minor modifications to an approved development plan are permitted, the development shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan (CDP/FDP), containing eleven (11) sheets prepared by Burgess & Niple, Inc. dated November 26, 2002, and revised through June 18, 2003.

2. Minor Modifications. Minor modifications from what is shown on the CDP/FDP and these Proffers may be permitted which may become occasioned as a part

of final site engineering, as determined by the Zoning Administrator. Building footprints may be decreased and the number of units in each building may be reduced, so long as the minimum open space identified on the CDP/FDP tabulation and the minimum dimensions to the peripheral lot lines are not diminished other than as permitted pursuant to Proffer 1. It shall further be understood that the Property may be developed in phases subject to market conditions.

3. Maximum Density and Permitted Uses. A maximum of 445 multi-family dwelling units may be provided in multiple buildings, which will also include a minimum of 4,450 square feet and a maximum of 4,910 square feet dedicated to retail uses to be located on the first floor of the building west of Merrilee Drive and a minimum of 5,000 square feet and a maximum of 8,000 square feet to be used as a clubhouse and leasing center on the first floor of the building east of Merrilee Drive. The first floor frontage of the western building along Merrilee Drive shall be constructed in a manner that is conducive to altering the use from multi-family to a commercial use in the future. Such a change will require a Proffered Condition Amendment. The primary uses shall be multi-family and retail uses, however, the following secondary uses located on the first floor of the buildings may also be included within the designated areas of structures shown on the CDP/FDP:

- A. Accessory uses and accessory services uses.
- B. Business service and supply service establishments.
- C. Eating establishments.
- D. Fast food restaurants (not drive through).
- E. Financial institutions.

- F. Health Clubs.
- G. Community Uses.
- H. Personal service establishments.
- I. Private clubs and public benefit associations.
- J. Public uses.
- K. Quick service food stores.
- L. Bank teller machines.
- M. Office.
- N. Retail.

II. GENERAL

1. Escalation. All monetary contributions required by these Proffers shall be adjusted upward or downward, based on changes to the Construction Cost Index published in the Engineering News Record occurring subsequent to the date of rezoning approval and up to the date of payment.

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

3. School Contributions. Prior to the issuance of the first building permit for the eastern building and similarly, for the first building permit for the western building,

the Applicant shall provide documentation to DPWES that the Applicant has donated the sum of \$172,500 as a school contribution to the Fairfax County Board of Supervisors for each building (for a total of \$345,000 for both buildings). In addition, prior to the issuance of the first building permit, the Applicant shall provide documentation to DPWES that the Applicant has donated the following: the donation to Shreveewood Elementary School shall include ten (10) laptop computers and twenty-three (23) computer-to-monitor connection cables, subject to the specifications of the school and approved by the principal. The donation to Joyce Kilmer Middle School shall be ten (10) laptop computers, subject to the specifications of the school and approved by the principal. At the discretion of each school Principal, the laptop computers and monitor connection cables may be substituted for other equipment of a similar value. At the time the funds are received, other equivalent or more advanced technologies may be substituted, at the discretion of each principal, for the actual purchases that will be made and installed through the Fairfax County Public School System.

4. Density Credit. Advanced density credit is reserved consistent with Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the Public Facilities Manual (PFM), at the time of subdivision and/or site plan approval for the Property.

5. Affordable Dwelling Units ("ADUs"). The Applicant shall provide ADUs equal to that number which is 2.7% of the total number of multi-family units to be constructed. In addition, at the time of site plan approval, the Applicant shall donate the total sum of \$100,000.00 to the West County Homeless Shelter for playground equipment

at the time of site plan approval. At the discretion of the Executive Director of the Shelter, the Applicant may purchase and install the playground equipment in lieu of the cash contribution or provide the contribution for other uses for the shelter.

6. Architectural Compliance. The architectural design of the buildings shall be in substantial conformance with the elevations shown on the CDP/FDP. Modifications may be made with the final architectural designs if in substantial conformance with the elevations shown on the CDP/FDP. All sides of the building shall be architecturally consistent. The facade of the buildings fronting Merrilee Drive and Prosperity Avenue shall be 70% brick and glass. The building materials along Merrilee Drive and Prosperity Avenue will be a combination of materials to include masonry, hardi-board, or stucco, but will not include EIFS. The buildings will consist of four (4) stories, which will read as a five (5) story facade, with a building height of sixty (60) feet.

7. Parking Garage Design and Lighting Standards. The facade of the parking garage facing the adjacent property to the east shall be designed in substantial conformance with the elevation shown on Sheet 9 of the CDP/FDP, consisting of pre-cast concrete and brick inserts. The southern facade of both parking garages shall, in addition to the landscape screen, contain an element of pre-cast concrete with brick in the top three parking levels consistent with the design depicted on Sheet 9 of the CDP/FDP. The southern facade of both parking structures shall be landscaped with Leyland cypress or a comparable tree species acceptable to the Urban Forester. The eastern and southern garage facade shall have a similar color scheme as the multi-family structures. Lighting internal to the parking garage shall be located between the beams to prevent glare. Lighting on the upper level of the parking garage shall be full cut off and be equipped

with house side shields to prevent glare resulting from direct visibility of light sources onto adjacent residential property and the light fixtures shall be black. Where fixtures are mounted on the topmost deck of structured parking garages, an opaque house-side shield shall be affixed to eliminate glare onto the adjacent residential building located to the east.

8. Pedestrian Facilities. The streetscape design for Merrilee Drive and Prosperity Avenue, including the entry plazas at the intersection of Merrilee Drive and Prosperity Avenue, shall be in substantial conformance with the CDP/FDP. Prior to site plan approval, the Applicant shall demonstrate to the satisfaction of DPWES that the Applicant has acquired the WMATA strip of land along the southern side of Prosperity Avenue adjacent to the site or has gained permission to landscape the area.

9. Administrative Review. Concurrent with the submission of plans to DPWES, the Applicant shall submit copies of the plans to the Providence District Supervisor and Planning Commissioner for the purpose of administrative review and comment.

III. RECREATION

1. Recreation Contribution. Pursuant to Section 6-409 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall provide the recreational facilities to serve the Application Property. Per Section 6-409, recreational facilities such as swimming pools, exercise rooms, or health clubs which are located on rooftops, deck areas and/or areas within a building may be used to fulfill this requirement. At the time of site plan review, the Applicant shall demonstrate that the value of any proposed recreational amenities is equivalent to a minimum of \$955.00 per

unit as required by Article 6 of the Zoning Ordinance. In the event it is demonstrated that the proposed facilities do not have sufficient value, the Applicant shall have the option to:

(1) provide additional on-site recreational amenities within the approved structures, or within the open space areas shown on the Plan, if it is determined that the location at such would be in substantial conformance with the CDP/FDP; and/or (2) contribute funds to the Fairfax County Park Authority for off-site recreational purposes in location(s) that are reasonably expected to serve the future residents of the approved development,

2. Park Authority Contributions: In addition to Proffer III-1 above, the Applicant shall contribute \$257,050 to the Fairfax County Park Authority prior to the issuance of the first RUP for park purposes and/or facilities in the Merrifield area. In addition, the Applicant shall contribute \$27,950 to the Fairfax County Park authority to be designated for the Nottaway Nights Concert Series, prior to the issuance of the first Residential Use Permit (RUP).

3. Public Access to Internal Park. Public access to the northwestern courtyard (pocket park) located within the building on the west side of Merrilee Drive shall be provided during the hours between dawn and dusk. Once annually, such access may be denied for a day to prevent the creation of unintended property interests. Signage to encourage public use of the park shall be posted along Merrilee Drive. Renters shall be notified in writing of the public access easement for the northern courtyard prior to entering into a lease agreement.

4. Bicycle Racks: A minimum of four (4) bicycle racks shall be provided throughout the project.

5. Benches. A minimum of seventeen (17) park benches shall be disbursed throughout the site as generally shown on sheet 6 of the CDP/FDP. Illustrations of benches have been provided with the CDP/FDP to demonstrate the character and quality of the benches to be used on the site. In addition, the plazas at Merrilee Drive and Prosperity Avenue shall be designed to provide opportunities for movable tables and chairs.

IV. ENVIRONMENTAL

1. Stormwater Management. Stormwater management and Best Management Practices (BMP) facilities and measures shall be employed in accordance with the PFM, as determined by DPWES. Prior to site plan approval, the Applicant shall demonstrate to the satisfaction of DPWES that adequate outfall is provided. To the extent practicable, as determined by DPWES, the site design will incorporate low impact design features, which will include increasing the peak discharge time of concentration to the point of connection to the closed conduit system and reducing the allowable peak discharge by 25% more than the requirements of the PFM for the ten (10) year storm event. The Applicant proposes to utilize underground detention and BMP facilities as the primary means of detaining and treating the stormwater runoff. The location of the underground stormwater management facilities may be modified as depicted on the CDP/FDP but shall be subject to approval of DPWES. The use of such facilities is subject to the granting of a waiver of current County policies to permit these facilities in a residential project. In lieu of a standard sand filter device, it is the intent to utilize a cartridge filter system such as StormFilter® to meet BMP requirements, subject to the approval of DPWES and engineering design requirements. The primary storage and filter

facilities will be located where the proximity to an adequate outfall allows the most approvable design, so as not to interfere with other aspects of the CDP/FDP, but smaller facilities, integrated into storm catch basin structures, may be utilized elsewhere on the site, subject to the approval of DPWES. If the proposed facilities, or viable alternatives that do not significantly affect the site layout, are not approved by DPWES, the Applicant recognizes that it may be necessary to request an amendment to the approved CDP and/or FDP to alter the site design. The Applicant, and its successors, will assume the responsibility for the perpetual maintenance of all underground stormwater management facilities and will execute an agreement with the County in a form satisfactory to the County to this effect at the time of site plan approval. Said agreement shall address the following issues:

- a. Future replacement when warranted;
- b. Liability and insurance in an amount acceptable to Fairfax County;
- c. Restriction that the Applicant or successors or assigns shall not in the future petition DPWES for maintenance;
- d. County inspection to ensure that the facilities are maintained by the Applicant in good working order.

2. Landscaping. The landscaping shall be provided in substantial conformance with the location, quality, and quantity of plantings depicted on the CDP/FDP. The Applicant shall submit a landscape plan as a part of each site plan submission. This plan shall be coordinated with, and approved by, the Urban Forestry Division, DPWES, and shall contain the landscaping shown on the CDP/FDP, including parking lot landscaping for the top surface level of the parking garages. The Applicant

shall maintain all landscaping. All new deciduous trees provided as a part of the streetscape shall be a minimum of 3.0 inches in caliper at the time of planting; new evergreen trees shall be a minimum of six (6) to eight (8) feet in height at the time of planting. The landscape strips along the streetscape for Merrilee Drive and Prosperity Avenue shall contain ground cover, understory plantings, ornamental shrubs and grass and flowering plants within the landscaped strip, subject to the review and approval of the Urban Forester. The secondary landscape strip shall include shade and flowering trees, ornamental shrubs, ground cover, flowering plants and grasses, subject to the review and approval of the Urban Forester.

3. Energy Conservation. All buildings shall meet the thermal standards of the CABO Model Energy Program for energy efficient homes, or its equivalent, as determined by DPWES for either electric or gas energy homes as applicable.

4. Noise Attenuation. The Applicant shall provide the following noise attenuation measures:

A. In order to reduce the maximum interior noise to a level of approximately 45 dBA Ldn, the Applicant proffers that all residential units shall have the following acoustical attributes:

- (a) Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39;
- (b) Doors and glazings shall have a laboratory STC rating of at least 28. If glazing constitutes more than 20% of any façade, they shall have the same laboratory STC rating as walls; and

- (c) Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

5. Lighting. All street lights (being that lighting that is intended to illuminate the streets) and exterior building lighting located on the Property will be installed in conformance with County requirements using County-approved light fixtures. Examples of proposed light fixtures have been provided with the CDP/FDP to show the character and general quality of the lighting to be used on the site.

6. Geotechnical Investigation. If required by DPWES, the Applicant shall submit a geotechnical investigation of the site and implement such measures as determined by the investigation, subject to the satisfaction of DPWES.

V. TRANSPORTATION

1. Extension of Merrilee Drive. As shown on the CDP/FDP, the Applicant shall dedicate land in fee simple to the Board of Supervisors for the extension of Merrilee Drive at the time of final site plan approval. The Applicant reserves the right to enter into a license agreement, if permitted by VDOT and DOT, to use the dedicated Merrilee Drive as a staging area until the construction of Merrilee Drive is complete. The Applicant shall construct the extension of Merrilee Drive through the application property to connect to Prosperity Avenue, prior to the issuance of the first RUP or Non-RUP issued for the subject property. The design and configuration of this improvement shall be subject to review and approval by VDOT and DPWES. The cost of this improvement is valued at \$1.6 million. The Applicant will seek and diligently pursue vacation of any portion of existing Merrilee Drive not required for a through street. For informational

purposes only, the Applicant states that they may seek a reservation of three (3) on street parking spaces along Merrilee Drive from VDOT. These spaces are intended to service the leasing center and shall be appropriately marked. The Applicant will maintain the crosswalks across Merrilee Drive as identified on the CDP/FDP, subject to the approval of VDOT.

2. Right-of-Way Vacation. Notwithstanding the submission for processing of any applications, plans or plats in furtherance of the development of the Application Property, the Applicant acknowledges that no such application, plan or plat shall be approved by Fairfax County until or unless the vacation of right-of-way proposed as part of the Application Property is approved by the Board of Supervisors and is final. In the event that such vacation is not approved by the Board of Supervisors, or in the event that Board's approval is overturned by a court of competent jurisdiction, any development of the Application property under the PRM District shall require a proffered condition amendment and the Applicant acknowledges that such amendment may result in a loss of density. The Applicant hereby waives any right to claim or assert a taking or any other cause of action that otherwise may have arisen out of a Board decision to deny in whole or in part the right-of-way vacation.

3. Improvements for Prosperity Avenue. As shown on the CDP/FDP, the Applicant shall dedicate land in fee simple to the Board of Supervisors for the right-of-way of Prosperity Avenue at the time of final site plan approval or upon written demand, whichever occurs first. Prior to issuance of a RUP or Non-RUP, roadway improvements shall be made on Prosperity Avenue as shown on Sheets 4 and 5 of the CDP/FDP. Prior to site plan approval, the Applicant shall demonstrate to the satisfaction of DPWES that

the WMATA land has been acquired or the Applicant has the right to construct and/or dedicate the land in order to provide the Prosperity Avenue improvements. In the event the land is not acquired from WMATA, a proffered condition/final development plan amendment shall be submitted and the Applicant acknowledges that such amendment may result in a loss of density.

4. Left Turn Lane at Westerly Access along Prosperity Avenue. The Applicant shall either construct a westbound left turn lane ("Left Turn Lane") as shown on the CDP/FDP, or an "Interim" Left Turn Lane ("Interim Lane"), both subject to VDOT review and approval, prior to issuance of RUPs or Non-RUPs for the western building, or, if sufficient right-of-way does not exist, as determined by VDOT and DOT so that the Left Turn Lane or Interim Lane cannot be constructed by the Applicant, the Applicant shall provide an escrow for the future construction of the Left Turn Lane prior to the issuance of said RUPs or Non-RUPs, but said escrow shall be exclusive of the cost of any land acquisition that may be needed in order to construct the Left Turn Lane. If sufficient right-of-way is not obtained for either the Left Turn Lane or the Interim Lane, the construction at this location shall be as shown on the exhibit titled "Alternative Access Plan" on Sheet 4 of the CDP/FDP package. The Applicant shall have no obligation to acquire, by purchase and/or condemnation (if such is available), any property that may be needed for such Left Turn Lane or Interim Lane. The Applicant shall pursue diligently the dedication and/or granting of any necessary off-site rights-of-way and/or temporary or permanent easements along the appropriate portions of Prosperity Avenue, to construct any improvements, transitional taper and/or turn lanes required as a part of the transportation improvements reflected on the CDP/FDP and/or as

set out in these proffers. The Applicant shall write to the adjacent landowner of Lot 19B Tax Map 49-1((13)) and of Lots 18A, 27A, and 27B, Tax Map 49-1 ((1)) to request the dedications necessary from those sites for the Left Turn Lane or the Interim Lane and the granting of necessary construction easements, and shall to these landowners affirm the Applicant's sole obligation to construct the left turn lane and to urge cooperation. In the event that the rights-of-way are not obtained, the Applicant shall demonstrate to the satisfaction of DPWES that it diligently pursued obtaining the rights-of-way and easements and then provide the escrow for the construction as described above. By providing DPWES with copies of certified letters to the adjacent landowners, as set out above, the Applicant shall have satisfied the "diligently pursued" standard herein.

5. Crosswalk Across Prosperity Avenue. The Applicant shall escrow funds for the construction of a crosswalk across Prosperity Avenue at Merrilee Drive at the time of site plan approval in an amount to be determined by DPWES and the Department of Transportation.

6. Merrilee Drive and Prosperity Traffic Signal. The Applicant shall contribute pro-rata funds for a traffic signal at Merrilee Drive and Prosperity Avenue. The Applicant shall provide traffic signal easements at the southeast and southwest corners of Merrilee Drive and Prosperity Avenue prior to site plan approval.

7. Transportation Management Strategies. The use of mass transit, ride-sharing and other transportation strategies will be utilized to reduce single occupancy vehicular (SOV) traffic during peak hours by a minimum of 25%. Tenants shall be advised of this transportation strategy development condition. Transportation coordination duties shall be carried out by a designated property manager(s) or

transportation management coordinator(s). The transportation strategy management position may be a part of other duties assigned to the individual(s). The transportation management strategies will be implemented after 70% of the RUP's have been issued for both multi-family buildings. The following is a list of potential strategies that may be implemented:

- A. The Applicant shall designate an individual to act as the transportation coordinator (property management staff person) for the Application Property whose responsibility will be to implement the transportation management strategies;
- B. By participation in the Fairfax County Ride Share Program;
- C. By dissemination of information regarding Metrorail, Metrobus, ridesharing and other relevant transit options in residential lease packages;
- D. By making Metro maps, schedules and forms available to tenants in a common area of each building for Metrobus, ridesharing and other relevant transit options ;
- E. By providing amenities for bicycle storage;
- F. By a sidewalk system designed to encourage/facilitate pedestrian circulation.

8. At the time of site plan approval, the Applicant shall provide a one time contribution of \$10,000 to be held in escrow until the Merrifield Shuttle Service is established.

An annual sum of \$0.10 per square foot of occupied gross floor area will be contributed by the Applicant to a transportation demand management fund to be used by the transportation coordinator each year. Such funds will be available after 70% of the Residential Use Permits are issued for all buildings. The terms of this proffer shall expire fifteen (15) years after the last RUP is issued.

One year after the transportation management strategies are implemented, the Applicant shall conduct a survey of residents, visitors and employees to determine the transportation characteristics of building tenants and employees. This survey will form the basis of the transportation management program for the development. The survey shall be submitted to the Fairfax County Department of Transportation for review.

Annually thereafter, and at the beginning of each calendar year, the Applicant shall conduct a multi-modal transportation split survey of residents and employees to prove that 25% of driving age residents and employees use non-SOV transportation. The yearly report shall be submitted to the Fairfax County Department of Transportation for review. If the annual multi-modal transportation split survey indicates that the reduction has not occurred, an additional \$0.05 per square foot shall be contributed to the TMS Fund until such time as the reduction has occurred.

Assuming a fifteen year life of the program, and assuming traffic generation does not exceed the trip generation forecast, the value of the Applicant's contribution to the transportation management strategy is calculated at \$743,956.

9. Traffic Calming. To the extent permitted by VDOT and DPWES, the Applicant shall install stamped walkways and stamped parking spaces on the portions of

Merrilee Drive as shown on the CDP/FDP. The Applicant shall enter into a maintenance agreement for these walkways and parking spaces.

10. Bus Shelter. If requested by VDOT or DOT prior to site plan approval, the Applicant shall construct and maintain a bus shelter at the northwestern corner of the subject property. If the bus shelter is not requested, the Applicant shall escrow \$17,000 for a bus shelter in the Merrifield area prior to site plan approval.

11. Eastern Access. The Prosperity Avenue entrance to the garage for the eastern building shall prohibit incoming traffic from Prosperity Avenue until such time that the eastern entrance for the Dunn Loring Metro is removed.

12. Choke Points. The "choke points" depicted on Merrilee Drive at the pedestrian crosswalks shall be subject to VDOT, DOT and DPWES approval and shall be designed to be temporary, as determined by DPWES and DOT.

13. Curb. The southbound curb for Merrilee Drive near Prosperity Avenue shall be designed as a mountable curb, as determined by VDOT.

VI. MISCELLANEOUS

1. Fire and Rescue Department. At the time of site plan approval, the Applicant will donate to the Dunn Loring Volunteer Fire and Rescue Department a thermal imaging camera valued at approximately \$12,000. At the discretion of the Dunn Loring Volunteer Fire and Rescue Department, an item of similar value may be substituted for the thermal imaging camera.

2. Signage. Signage shall be provided in accordance with Article 12 of the Zoning Ordinance. All signage shall be consistent in color, style and sign placement, as determined by Zoning Administration. If lighted, signage shall be internally lit only.

3. Residential Entrances. A minimum of eighteen (18) direct residential entrances shall be provided onto the streets from the individual residential dwelling units, some of which will have stoops or stairs into the individual units.

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

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

[Remainder of Page Intentionally Left Blank]

DSF/Long Metro, LLC



By: _____

Name: Joshua D. Solomon

Title: Vice President

The McCue and McCue Limited Partnership
Property Owner, Tax Map 49-1-((16))-8A, 9,
9A, 10, 10A, A1

By: Martha McCue Sherlin
Name: Martha McCue Sherlin
Title: General Partner

Merrilee Business Center I L.P.
Property Owner, Tax Map 49-1-((16))-Pt. A

By: Martha McCue Sherlin
Name: Martha McCue Sherlin
Title: General Partner

Fairfax County Board of Supervisors,
a body corporate and politic
Property Owner, Portion Merrilee Drive cul-de-Sac

By: KADW
Name: KA STALTER
Title: Fairfax County Executive
Deputy

\\REA\135302.23

PROPOSED FINAL DEVELOPMENT PLAN CONDITIONS

FDP 2002-PR-025

June 18, 2003

If it is the intent of the Planning Commission to approve FDP 2002-PR-025 for a multi-family mixed use development at Tax Maps 49-1 ((16)) A1, 8A, 9, 9A, 10, 10A, pt. A and a portion of Merrilee Drive to be vacated/abandoned, staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions.

1. Development of the property shall be in substantial conformance with the CDP/FDP entitled "Patriot Village at Dunn Loring Metro", prepared by Burgess & Niple consisting of eleven (11) sheets dated November 11, 2002, as revised through June 18, 2003.
2. The western parking garage shall provide designated parking spaces for the retail, service and any other secondary uses in the western building at rates required by the Zoning Ordinance.
3. The eastern parking garage shall provide designated parking spaces for the leasing office employees and any secondary uses in the eastern building at rates required by the Zoning Ordinance.

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



County of Fairfax, Virginia

MEMORANDUM

DATE: September 13, 2007

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

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

SUBJECT: Comprehensive Plan Land Use Analysis: RZ/CDP/FDP 2007-PR-001
PCA 2002-PR-025
DSF/Long Metro II, LLC and
DSF/Long Metro III, LLC

The memorandum, prepared by Jennifer Bonnette, includes citations from the Comprehensive Plan that provide guidance for the evaluation of the subject Rezoning (RZ), Conceptual Development Plan (CDP), Final Development Plan (FDP) 2007-PR-001, and Proffer Condition Amendment (PCA) 2002-PR-025 dated October, 2006 as revised through August 10, 2007 and the most recent proffers dated August 10, 2007. The extent to which the application conforms to the applicable guidance contained in the Comprehensive Plan is noted.

DESCRIPTION OF THE APPLICATION

The applicant, DSF/Long Metro, has consolidated several parcels totaling 14.59 acres and has requested a rezoning from the PRM, I-4 and I-5 districts to the PRM district in order to develop a transit-oriented mixed use project, the Halstead Mixed Use Development, consisting of residential, retail, a public library and an option for a hotel in an area currently comprised of newly constructed mixed use development and industrial uses. The project is divided into two phases: Phase A was rezoned to the PRM district in 2002 and is fully developed and Phase B is the proposed development. Phase A is located on 6.11 acres and consists of 448,458 square feet of four story + multifamily residential use with 436 dwelling units and 4,500 square feet of ground level non-residential use. A PCA is requested to incorporate the remaining 145,883 square feet of unused planned density in Phase A into the proposed Phase B development.

Phase B is located on 8.49 acres and consists of four buildings organized around a central street running between Gallows Road and Merrilee Drive. Two options are proposed in Phase B: Option 1 includes multi-family residential, ground level community-serving retail, and public spaces and Option 2 includes a hotel along with the uses in Option 1.

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/

Option 1

Option 1, totaling 1,078,804 square feet (including Affordable Dwelling Units (ADUs) and bonus units), including a maximum of 977,081 square feet of residential use and between 50,000 and 101,723 square feet of community-serving secondary/retail uses, and comprising 840 to 1,150 dwelling units is proposed to consist of the following:

- Building 1 – an 80 to 115 foot tall multi-family residential structure including a maximum of 11 stories above grade development, and a minimum of two levels of below grade structured parking with ground level community-serving retail uses. The northern portion of the building wing adjacent to Merrilee Drive will be one floor lower than the southern portion of this wing. In addition, the maximum height of the retail wing in the southwestern corner of Building 1 will be 20 feet.
- Buildings 2 and 4– 70 to 95 foot tall multi-family residential structures including a maximum of 8 stories above grade development and a minimum of two levels of below grade structured parking with ground level community-serving retail uses.
- Building 3 – a maximum 165 foot tall multi-family residential structure including a maximum of 16 stories above grade development and a minimum of three levels of below grade structured parking with ground level community-serving retail uses. The building will be designed to step down from east to west, with a maximum height of the lower western section of 115 feet.

The combined maximum gross floor area of Phases A and B under Option 1 is 1,531,762 square feet with a 2.41 floor area ratio (FAR). Option 1 is proposed at the maximum intensity recommended by the Comprehensive Plan.

Option 2

Option 2, totaling 1,063,626 square feet, including a maximum of 872,626 square feet of residential use and between 50,000 to 91,000 square feet of community-serving secondary/retail uses, and comprising 840 to 1,000 dwelling units will have the same uses as Option 1 with the exception of Building 3 which consists of multi-family residential, a maximum 150 room hotel with a maximum of 100,000 square feet and a full service restaurant and meeting space. The combined maximum gross floor area of Phases A and B under Option 2 is 1,516,584 square feet with a 2.39 FAR.

Under both options, up to 50,000 square feet of cellar space may be constructed for residential amenities, a public library and other uses not to include residential dwelling units. The minimum and maximum number of dwelling units stated above include all ADUs and workforce housing units.

A large and small plaza are proposed. Access to the site is provided from Gallows Road and Merrilee Drive. Private Street will intersect the development and the two plaza areas. Both Private Street and Southern Service Aisle, located adjacent to the site's southern boundary, will connect Gallows Road and Merrilee Drive.

LOCATION AND CHARACTER OF THE AREA

The subject property is located approximately one-quarter mile from the Dunn Loring Metro Station. The site is in one of the two core areas of the Merrifield Suburban Center. The core areas are envisioned to be more pedestrian-oriented and urban in character as they redevelop, with the transit station area serving as a focal point. This site is located generally south of Prosperity Avenue in between Gallows Road and Merrilee Drive. To the north is a high-rise multi-family housing development, Wilton House, a hotel, the approved but undeveloped Dunn Loring Metro mixed use transit-oriented development and the Dunn Loring-Merrifield Metro Station, all zoned PRM and PDC and planned for mixed use and as a public facility. To the east across Gallows Road are garden apartments, Merrifield Village Apartments, zoned R-20 and planned at 16-20 dwelling units per acre. To the south and west are industrial uses, zoned I-5 and planned for mixed use.

COMPREHENSIVE PLAN CITATIONS:

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, The Merrifield Suburban Center, Land Unit Recommendations, Land Unit C, Sub-Units C-1, C-2 and C-3, as amended through July 21, 2003, pages 60 - 66, the Plan states:

“LAND UNIT C

Land Unit C is comprised of approximately 106 acres and is bounded by Gallows Road on the east, Route 29 and Hilltop Road on the south, Prosperity Avenue on the north, and Land Unit D on the west. Existing development is generally retail and industrial uses along Route 29 and Gallows Road and industrial and office uses in the remainder.

The northern portion of Land Unit C is located within close proximity to the Dunn Loring-Merrifield Transit Station and is envisioned to change to a mix of uses including office, hotel, and residential uses. The highest intensity is envisioned to develop on the northern portion, closest to the Metro station, with intensity decreasing toward the southern portion of the land unit.

The major circulation improvements for this land unit include the extension of Merrilee Drive to Prosperity Avenue, and the realignment of Merrilee Drive with Eskridge Road. Both of these improvements are needed to facilitate Merrilee Drive as the “Main Street” for the Merrifield Suburban Center, which will link the Metro station to the planned Merrifield “Town Center.” The other major circulation improvement within this land unit is the East-West Connector Road that extends Merrifield Avenue to the east, generally aligning with Providence Forest Drive, and to the west intersecting with Prosperity Avenue. See the Transportation Map, Figure 18, located in the Transportation Section of the Area-Wide Recommendations. The major arterial improvements are the widening of Route 29 and Gallows Road, and the planned improvements at the intersection of the two roads.

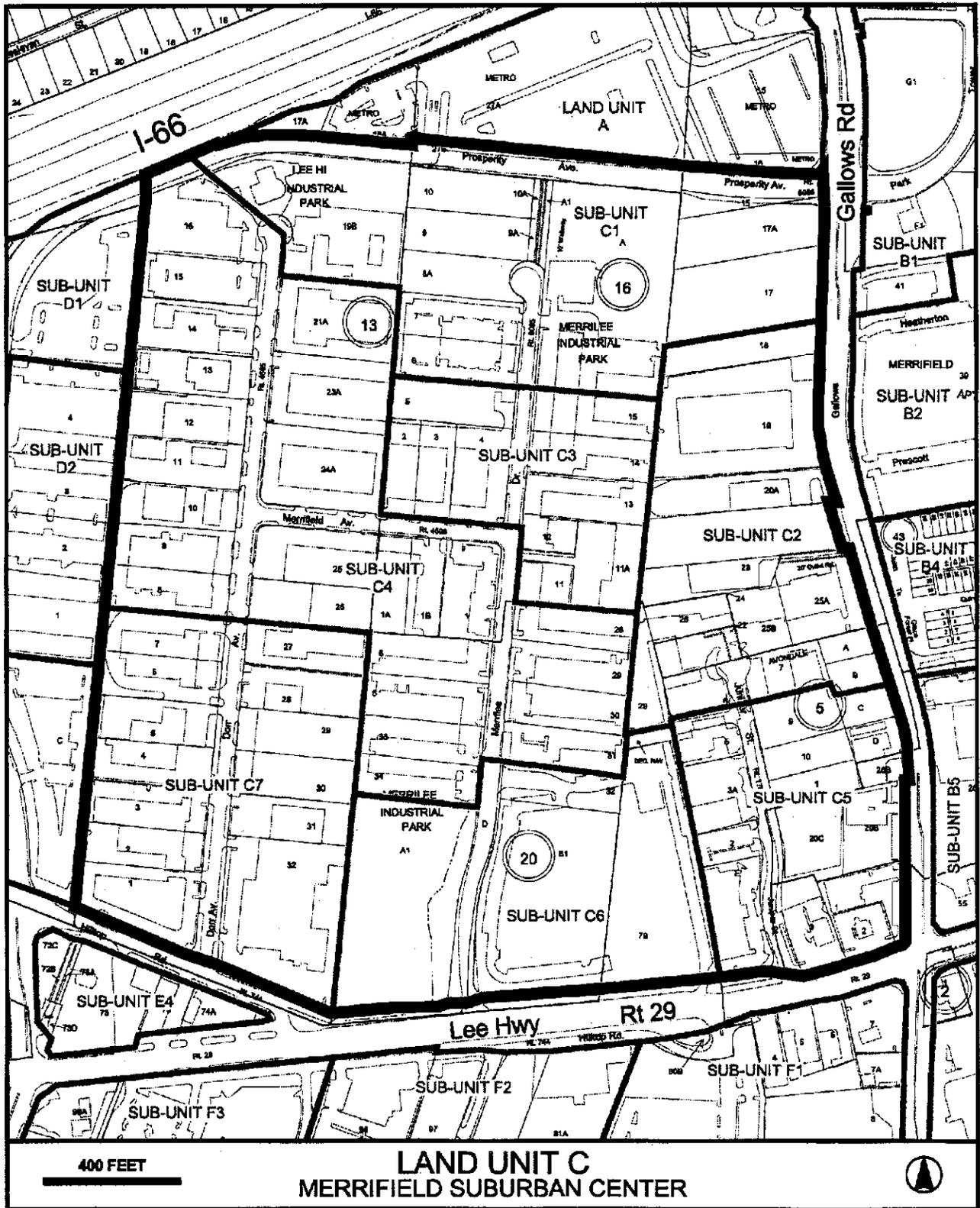


FIGURE 24

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

Sub-Unit C1:

Sub-Unit C1 is located adjacent to Prosperity Avenue immediately across from the Dunn Loring-Merrifield Transit Station and is planned for office use with retail and service uses up to 1.4 FAR. Any development proposals must address all applicable Area-Wide recommendations as well as the following.

- Consolidations of at least four contiguous acres are encouraged. When a consolidation is less than 4 acres, but more than two acres, development should provide for vehicular and pedestrian access with abutting properties. As an alternative, coordinated development plans with a combined land area of at least 2 acres may be appropriate if the consolidation objectives are met. In any instance, it must be demonstrated that any unconsolidated parcels are able to develop in conformance with the Plan as described under the Land Use Guidelines in the Area-Wide Land Use section.
- Provide for or contribute to the extension of Merrilee Drive to Prosperity Avenue, and/or provide other secondary vehicular access that improves circulation within this and adjacent sub-units, as well as inter-parcel access. See the Transportation Section of the Area-Wide Recommendations for the Merrilee Drive extension alignment.
- Development should be designed to include pedestrian open space amenities, which should include public plazas or greens. Two key locations for the green space amenities are along the Merrilee Drive extension and at the corner of Prosperity Avenue and Gallows Road. The open space amenities along the Merrilee Drive extension should be a focal point for the northern portion of this land unit. The open space amenity at Prosperity Avenue and Gallows Road should be designed as a gateway feature for this northern entrance to the Merrifield Suburban Center.
- Development should provide for or contribute to an internal Merrifield transit system (i. e., shuttle service, bus service, etc.)
- TDM programs should be provided that facilitates a non-SOV mode split of at least 25%.
- Development should be designed with parking structures behind and/or under buildings.
- Retail and service uses should be provided and located primarily on the ground level of office buildings to serve both the needs of the tenants as well as the surrounding areas.

Option: As an alternative to the office use option, mixed-use and/or residential use may be appropriate up to 2.25 FAR, provided that development proposals meet the Area-Wide Recommendations for alternative uses (see the Area-Wide Recommendations, Land Use Guidelines). Any development proposals under this option must meet the guidance provided above, all applicable Area-Wide guidelines, as well as provide for the following.

- The alternative uses appropriate in this sub-unit are limited to residential, hotel, major entertainment, institutional, and retail and service uses. Only the portion of retail and service uses that exceed 5% of the development's total square footage are considered alternative uses

- If a hotel is proposed as part of a mixed-use development, the hotel should provide for community-serving amenities such as meeting spaces and a full-service restaurant.
- If residential development is proposed, affordable dwelling units should be provided on-site or as indicated under the Land Use Guidelines in the Area-Wide Land Use section.
- Any proposed residential development should create a viable living environment by providing recreation and other amenities for the residents as indicated under the Area-Wide Recommendations, Land Use Section. In addition, contributions should be made for the purchase of public parkland within Land Unit C or to provide improvements to nearby parks. As an alternative, open space amenities could be incorporated into the development, such as the provision of an urban park that could be privately owned, provided it is accessible for public use.
- If major entertainment uses are provided these uses and retail and service uses should not exceed 30% of the development's total square footage.

Height Limit: The maximum building height is 135 feet when development is not integrated with structured parking. In order to encourage structured parking to be located under buildings, a height bonus of up to 30 feet (or a maximum height of 165 feet) is appropriate when at least 3 levels of structured parking are provided under the building, either at or below grade. Building heights should vary within the Sub-Unit. The building height bonus should be contingent on increasing the amount of open space amenities. See the Building Heights Map, Figure 16, and the Building Height Guidelines under the Area-Wide Urban Design section.

Sub-Unit C2:

Sub-Unit C2 is located adjacent to Gallows Road and north of where Providence Forest Road is planned to cross Gallows Road. This sub-unit is planned and developed with a mix of retail, industrial, and warehouse uses at current intensities. Any modification, expansion, and/or reuse of the existing buildings should be consistent with guidelines for Existing Uses and Buildings under the Area-Wide Land Use section.

Option 1: As an option, development within this sub-unit to office with retail and service uses up to 1.1 FAR may be appropriate. In addition, Parcel 49-2((1))18 may develop under the intensity planned for Sub-Unit C1, provided this parcel is consolidated with property in Sub-Unit C1, and is an integral part of development in Sub-Unit C1, as well as improving the area's circulation and access. Any development proposal under this option must address all applicable Area-Wide recommendations as well as the following guidelines:

- Consolidations of at least four contiguous acres are encouraged. When a consolidation is less than 4 acres, but more than two acres, development should provide for vehicular and pedestrian access with abutting properties. As an alternative, coordinated development plans with a combined land area of at least 2 acres may be appropriate if the consolidation objectives are met. In any instance, it must be demonstrated that any unconsolidated parcels are able to develop in conformance with the Plan as described under the Land Use Guidelines in the Area-Wide Land Use section.
- Consolidation in the southern portion of this sub-unit should provide the Merrifield Avenue extension to Gallows Road which aligns with Providence Forest Drive (see Area-wide Transportation section for alignment). Consolidation in the northern portion of this sub-unit should provide circulation improvements that connect Merrilee Drive and Gallows

Road, or other vehicular improvements that increase circulation within this and adjacent sub-units.

- Minimize access to Gallows Road through the provision of inter-parcel access (both vehicular and pedestrian). Inter-parcel access may include the provision of a private street with a public access easement.
- Development should provide for or contribute to an internal Merrifield transit system (i. e., shuttle service, etc.)
- TDM programs should be provided that facilitates a non-SOV mode split of at least 20%.
- Development should be designed with parking structures behind and/or under buildings.
- Development should be designed to include open space amenities as described under the Pedestrian and Open Space System Guidelines in the Urban Design section.
- Retail and service uses should be provided and should be designed as an integral part of the development. These retail and service uses should serve the needs of the building tenants, as well as the surrounding area.

Option 2: As an alternative to the office option, mixed-uses and/or residential with retail and service uses may be appropriate up to 1.8 FAR, provided that development proposals meet the Area-Wide Recommendations for alternative uses (see the Area-Wide Recommendations, Land Use Guidelines). In addition, Parcel 49-2((1))18 may develop under the intensity planned for Sub-Unit C1, provided this parcel is consolidated with property in Sub-Unit C1, and is an integral part of development in Sub-Unit C1, as well as improving the area's circulation and access. Any development proposal under this option must meet the previous option's guidance, all applicable Area-Wide guidelines, as well as provide for the following:

- The alternative uses appropriate in this sub-unit are limited to residential, institutional, and retail and service uses. Only the portion of retail and service uses that exceed 5% of the development's total square footage are considered alternative uses as described under the Alternative Use Guidelines. Retail and service uses should be designed to be an integral part of the development.
- If residential development is proposed, affordable dwelling units should be provided on-site or as indicated under the Land Use Guidelines in the Area-Wide Land Use Section.
- Any proposed residential development should create a viable living environment by providing recreation and other amenities for the residents as indicated under the Area-Wide Recommendations, Land Use Section. In addition, contributions should be made for the purchase of public parkland within Land Unit C or to provide improvements to nearby parks. As an alternative, open space amenities could be incorporated into the development, such as the provision of an urban park that could be privately owned, provided it is accessible for public use.

Height Limit: Maximum building height is 115 feet when development is not integrated with structured parking. In order to encourage structured parking to be located under buildings, a height bonus of up to 20 feet (for a maximum height of 135 feet) is appropriate when at least 2 levels of structured parking are provided under the building, either at or below grade. The building height bonus should be contingent on increasing the amount of open space amenities.

See the Building Heights Map, Figure 16, and the Building Height Guidelines under the Area-Wide Urban Design section.

Sub-Unit C3:

Sub-Unit C3 is located south of Sub-Unit C1 and west of Sub-Unit C2, and is planned and developed with a mix of industrial and warehouse uses at current intensities. Any modification, expansion, and/or reuse of the existing buildings should be consistent with guidelines for Existing Uses and Buildings under the Area-Wide Land Use section.

Option 1: As an option, redevelopment within this sub-unit to office use with support retail and service uses up to 1.1 FAR may be appropriate. Any development proposals under this option should address all applicable Area-Wide recommendations as well as the following guidelines.

- Consolidations of at least four contiguous acres are encouraged. When a consolidation is less than 4 acres, but more than two acres, development should provide for vehicular and pedestrian access with abutting properties. As an alternative, coordinated development plans with a combined land area of at least 2 acres may be appropriate if the consolidation objectives are met. In any instance, it must be demonstrated that any unconsolidated parcels are able to develop in conformance with the Plan as described under the Land Use Guidelines in the Area-Wide Land Use section.
- Development within this sub-unit should provide the Merrifield Avenue extension to Gallows Road which aligns with Providence Forest Drive (see Area-wide Transportation section for alignment) and should provide for other secondary vehicular access that improves circulation within this and adjacent sub-units, as well as inter-parcel access.
- Development should be designed to include pedestrian open space amenities, which should include public plazas or greens.
- Development should provide for or contribute to an internal Merrifield transit system (i. e., shuttle service, bus service, etc.)
- TDM programs should be provided that facilitates a non-SOV mode split of at least 20%.
- Development should be designed with parking structures behind and/or under buildings.
- Support retail and service uses should be provided and usually located on the ground level of office buildings to serve both the needs of the tenants as well as the immediate surrounding area.

Option 2: As an alternative to the office use option, mixed-uses and/or residential use may be appropriate up to 1.8 FAR, provided that development proposals meet the Area-Wide Recommendations for alternative uses (see the Area-Wide Recommendations, Land Use Guidelines). Any development proposals under this option must meet the guidance provided above, all applicable Area-Wide guidelines, as well as provide for the following.

- The alternative uses appropriate in this sub-unit are limited to residential, hotel, institutional, and support retail and service uses. Only the portions of support retail and service uses that exceed 3% of the development's total square footage are considered

alternative uses as described under the Alternative Use Guidelines. Support retail and service uses may include employee amenities such as health clubs, day care, and food services, all of which should be integrated into office, hotel, and/or residential buildings.

- If residential development is proposed, affordable dwelling units should be provided on-site or as indicated under the Land Use Guidelines in the Area-Wide Land Use section.
- Any proposed residential development should create a viable living environment by providing recreation and other amenities for the residents as indicated under the Area-Wide Recommendations, Land Use Section. In addition, contributions should be made for the purchase of public parkland within Land Unit C or to provide improvements to nearby parks. As an alternative, open space amenities could be incorporated into the development, such as the provision of an urban park that could be privately owned, provided it is accessible for public use.

Height Limit: The maximum building height is 115 feet when development is not integrated with structured parking. In order to encourage structured parking to be located under buildings, a height bonus of up to 20 feet (or a maximum height of 135 feet) is appropriate when at least 2 levels of structured parking are provided under the building, either at or below grade. The building height bonus should be contingent on increasing the amount of open space amenities. See the Building Heights Map, Figure 16, and the Building Height Guidelines under the Area-Wide Urban Design section.”

COMPREHENSIVE PLAN MAP: Mixed Use

ANALYSIS

The subject property is a consolidation of several parcels that encompass parts of Sub-Units C1, C2 and C3 in the Comprehensive Plan’s Merrifield Suburban Center. The applicant seeks the maximum intensity permitted under the three sub-unit options.

- The option for Sub-Unit C1, which is located nearest the Dunn Loring-Merrifield Metro Station, recommends mixed use and/or residential use at up to a 2.25 floor area ratio (FAR). Proposed hotel use must include community-serving amenities such as meeting spaces and a full-service restaurant. Entertainment, retail and service uses should not exceed 30 percent of the development.
- Under Option 2 for Sub-Unit C2, this area may be redeveloped as mixed-uses up to a 1.8 FAR. In addition, Parcel 18, included as part of the subject application, may develop under the intensity planned for Sub-Unit C1, provided that this parcel is consolidated with property in Sub-Unit C1 and is an integral part of development in Sub-Unit C1, as well as improving the area’s circulation and access. Parcel consolidation of at least four contiguous acres is encouraged. Redevelopment should connect Merrilee Drive and Gallows Road or provide other vehicular circulation improvements that increase circulation within this sub-unit and adjacent sub-units. Access to Gallows Road should be minimized through the provision of inter-parcel access. In addition, the Plan recommends contributions to a Merrifield shuttle service and a TDM program with a minimum non-SOV mode split of 20 percent. Retail and

service uses and parking structures should be an integral part of the development. Retail should serve the development and the surrounding area.

- The recommendations for Option 2 of Sub-Unit C3 are similar to those for Sub-Unit C2. The Plan calls for mixed-uses and/or residential use at up to a 1.8 FAR.

All three options recommend the provision of affordable dwelling units (ADUs) and residential amenities on-site; and contributions made for the purchase of public parkland near Land Unit C or to provide improvements to a nearby park; or as an alternative, open space amenities could be incorporated into the development.

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

Issue: Mix of Uses/Intensity of Development. The proposed mix of residential, retail, public library and optional hotel uses, to be located on several contiguous parcels totaling 14.59 acres, meets the Comprehensive Plan guidelines. In Phase B, Option 1 of the project, a 90.5/9.4 percent mix of residential/retail uses is proposed. Under Option 2, 82 percent residential, 9.4 percent hotel, and 8.5 retail uses are proposed.

The Plan envisions a decrease in intensity of planned mixed use development as development moves farther away from the Dunn Loring-Merrifield Metro Station which corresponds with the Policy Plan language regarding transit-oriented development. This concept is also reflected in the Plan's Height Map, which shows a steady decrease in recommended maximum building heights the farther development is from the metro station. The applicant has met the Plan guidance by proposing higher intensities and heights closer to the metro station and lower intensities and heights farther away. Option 1 is proposed to be developed at the maximum intensity recommended by the Comprehensive Plan; Option 2 is slightly less than the maximum recommended intensity. The proposed development intensity is distributed throughout Phase B in a manner generally consistent with the FAR recommendations by sub-unit. Additionally, the applicant proposes to develop Parcel 18, which includes most of Building 3's footprint, under the higher intensity planned for Sub-Unit C1. In order to develop this parcel at a higher intensity, the Plan recommends that it should be consolidated with property in Sub-Unit C1 and be an integral part of Sub-Unit C1's development, in addition to improving the area's circulation and access. Building 1 of Phase B and all of Phase A are located in Sub-Unit C1, however the parcels directly to the north of Parcel 18, which are also in Sub-Unit C1, are not part of this application. Given previous redevelopment to the north, it is impossible for Parcel 18 to fully consolidate with Sub-Unit C1. However, Parcel 18 is fully incorporated into the proposed development, and serves to improve access to and circulation throughout the site by permitting a cross street connecting Merrilee Drive and Gallows Road with mixed use structures lining both sides of this street with a common streetscape. In addition, Parcel 18 will be linked to Sub-Unit C1 through a drive aisle located in between Buildings 1 and 3 which will provide access to the structured parking for both buildings.

Staff feels that this issue has been adequately addressed.

Issue: Density The applicant has included the newly built Halstead residential development located across Prosperity Avenue from the Dunn Loring-Merrifield Metro Station, otherwise known as Phase A, within this application in order to incorporate 145,883 square feet of unused planned density into the proposed Phase B development. Staff feels that in order to transfer planned density from Phase A to Phase B, the applicant needs to demonstrate that the two phases are linked. The applicant has done so by proposing a shared access aisle from Merrilee Drive to the parking for both phases and by designing the Phase B streetscape on Merrilee Drive with similar dimensions and features as Phase A.

Staff feels that this issue has been adequately addressed.

Issue: Building Height For Sub-Unit C1, the Plan states that “the maximum building height is 135 feet when development is not integrated with structured parking. In order to encourage structured parking to be located under buildings, a height bonus of up to 30 feet (or a maximum height of 165 feet) is appropriate when at least 3 levels of structured parking are provided under the building, either at or below grade. Building heights should vary within the Sub-Unit. The building height bonus should be contingent on increasing the amount of open space amenities.” The applicant is only seeking a height bonus for Building 3, which is proposed to be a maximum of 165 feet on the eastern section of the building adjacent to Gallows Road. Building 3 is located within Sub-Unit C2, but subject to specific Plan text, may be developed at the higher intensity planned for Sub-Unit C1 and seek the 30 foot height bonus. The applicant has proffered to limit the maximum height for the western section of Building 3 to 115 feet in order to minimize the building’s impact on the 15 story multi-family residential building located immediately to the north of this section of the building. The development provides for a variety of heights ranging from 70 to 165 feet, with lower maximum building heights proposed for the two southernmost buildings. This height variation corresponds to the Plan recommendation for a reduction in height and intensity the farther development is from the metro station. In addition, the applicant has proposed two public plaza areas centrally located within the Phase B development which will consist of landscaping, hardscape areas and passive recreational amenities surrounded by ground level retail, and private courtyards located on top of the four buildings with passive and active recreational amenities. These courtyards will also include landscaped areas using green roof technologies.”

Staff feels that this issue has been adequately addressed.

Issue: Architectural and Site Design The Plan recommends that Merrilee Drive serve as the Main Street for the Merrifield Suburban Center, which will link the Dunn Loring-Merrifield Metro Station with the planned Merrifield Town Center to the south of Lee Highway. The majority of the proposed ground level retail space is oriented toward Private Street and not Merrilee Drive, in part due to the location and dimensions of the parcels proposed to be consolidated with this development. Phase B does not include parcels located to the west of Merrilee Drive developed with industrial uses and is of a dimension that lends itself to a design with a more inward focus. However, this application will serve to further the redevelopment of an industrial area and will establish the beginnings of an urban street grid in Land Unit C, as envisioned by the Comprehensive Plan. The applicant has proposed to maximize the amount

of ground floor activity areas on Merrilee Drive by including a lobby and main entrance fronting on Merrilee Drive in both Buildings 1 and 2, and proffering to encourage retail and other tenants/uses to occupy this street frontage with the intent of creating a lively building façade and pedestrian-oriented streetscape. Parking garage entrances, previously proposed to be located along the Merrilee Drive streetscape have been relocated to the rear facades of the buildings. Design elements along Merrilee Drive, Private Street and Gallows Road may include transparent exterior storefront facades and entries, landscaping, benches, canopies and awnings, brick pavers and other techniques. The lobby and main entrance locations identified on the CDP/FDP, particularly those facing Merrilee Drive and Gallows Road, should remain in order to encourage an active street presence on both of these streets. Moreover, the applicant has proffered to incorporate materials such as glazed windows and doors in all Merrilee Drive and Private Street ground floor retail areas to permit pedestrians to visibly see into tenant space. The major plaza proposed on Private Street will be located near the intersection with Merrilee Drive, with the intent to draw people into the project.

To address traffic concerns and pedestrian circulation, the applicant has proposed to install a traffic signal at the intersection of Southern Service Aisle with Gallows Road and a pedestrian crosswalk across Gallows Road, subject to approval by the Virginia Department of Transportation (VDOT). As a result, along with providing access to loading, trash and parking areas for Buildings 2 and 4, the Southern Service Aisle will provide a primary route for vehicles to enter and exit the property from Gallows Road. A pedestrian crosswalk at this intersection will also increase pedestrian traffic on the Southern Service Aisle. To minimize this traffic, it is important that the Gallows Road streetscape be designed to encourage pedestrian activity. Additionally, the applicant has proffered to incorporate architectural design features into the rear facades of Buildings 2 and 4 that face the Southern Service Aisle to improve the pedestrian and vehicular experience. The design features will include glazed storefront windows wrapping the corners of the buildings at Gallows Road and Merrilee Drive, metal grilles over mechanical areas and garage exhausts, metal grilles on portions of the open garage, doors to screen loading and trash areas, decorative lighting, and wall art and similar features. The applicant has redesigned Building 2 and 4's rear facades and the side facades facing the north-south aisle from previous submissions to minimize parking garage entrances and loading areas along the street frontage. This redesign of the side facades will become more important as the properties to the south of this site redevelop and it is anticipated that the north-south aisle will provide access to these properties.

Staff feels that this issue has been adequately addressed.

Issue: Plazas and Public/Private Amenities “Development should be designed to include pedestrian open space amenities, which should include public plazas or greens. Two key locations for the green space amenities are along the Merrilee Drive extension and at the corner of Prosperity Avenue and Gallows Road. The open space amenities along the Merrilee Drive extension should be a focal point for the northern portion of this land unit.”

Two public plazas are proposed. The larger plaza, to be located between Buildings 1 and 2 and intersected by Private Street, will include landscaping, hardscaping, benches, seating areas and

similar passive recreational amenities with bicycle racks located near the plaza. This plaza will also include a focal point, such as a fountain or public art. The applicant has angled Private Street, so that the street will bisect the plaza area off-center and create different sized spaces which can serve different uses. This plaza will also be located near the intersection of Private Street with Merrilee Drive, which will allow it to serve as a focal point along Merrilee Drive. The smaller plaza will be located between Buildings 3 and 4 and will also be intersected by Private Street. The CDP/FDP depicts bollards along the edges of Private Street within the two plaza areas. The applicant has previously indicated to staff that these street edges will be without curbs in order to facilitate a more pedestrian-friendly plaza design, however, neither the development plan nor proffers indicate that the plazas will be designed this way. The applicant should provide a description of this design element.

Residential amenities will be provided in one or more of the four proposed buildings. Exterior courtyard areas to be located on the top deck of the parking structures or rooftops of the four buildings will include informal seating areas, landscaping, hardscape areas, and passive recreation areas with two or three swimming pools. Other amenities include storage facilities, clubroom, a media/entertainment center, a fitness center at a minimum 1,200 square feet, one or more sports courts, and a business center, at a minimum of 100 square feet.

A satellite library branch at up to 16,000 square feet is proposed. The Plan encourages the provision of community-serving institutional uses such as a library to serve the Merrifield Suburban Center. The library will be located on the ground floor and cellar space within one of the four proposed buildings to be determined by the applicant in coordination with the Fairfax County Public Library and will be leased to Fairfax County, of which 2,000 square feet will be leased to the County rent free. The applicant has proffered to contribute to additional public amenities in the form of a \$450,000 contribution for parks and/or athletic facilities and fields in the vicinity of the proposed development and a contribution of \$35,000 for the development of parks in the Merrifield area.

This issue remains outstanding.

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

The application property includes three of the four streetscape concepts planned for the Merrifield Suburban Center to assist in its transformation from an industrial area to a mixed use area with pedestrian-friendly features. The CDP/FDP includes landscape and streetscape plans and detailed plans for the main plaza and other features along with proffer considerations for landscaping and streetscaping. In general, all the streets within the project meet the Plan’s intent for an urban streetscape to serve the functions of the different types of streets. The

streetscapes have been designed to provide visual continuity and user safety. The streetscape on Private Street incorporates the two plaza areas and will be mostly lined with retail and have lobbies for upper floor uses (residential and hotel). The streetscapes for Merrilee Drive and Gallows Road will function in a similar fashion. The Southern Service Aisle will be designed with a minimum five foot wide sidewalk and a landscaped area along the rear facades of Buildings 2 and 4, which will provide safe pedestrian access to the project, but at the same time, does not encourage pedestrian usage. Landscaping is incorporated into the streetscapes throughout the project as well as in the proposed plaza areas. Additionally, the applicant has proffered to place the existing overhead utilities along the Gallows Road frontage underground.

Staff feels that this issue has been adequately addressed.

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

To minimize nighttime light pollution and glare, the current proffers indicates that outdoor lighting will comply with the Zoning Ordinance. Building mounted security lighting will utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible. In addition, the applicant will provide a coordinated signage system, including wayfinding signs and potential retail awning signage for all residential and non-residential uses to establish a uniform theme throughout the Phase B property. The applicant is encouraged to coordinate the Phase B signage with that already existing in Phase A, in order to create a more cohesive development. Proffers state that this is optional.

Issue: Affordable and Workforce Housing The Comprehensive Plan guidance for the Merrifield Suburban Center states that “for those areas planned for mixed-use with residential units, such as the town center and the transit station area, ADU and bonus units should be provided for the residential component as a condition for attaining the high end of the area’s mixed-use potential. The amount of ADU and bonus units should utilize the ADU Ordinance formula.” The applicant is seeking the maximum planned development potential for the site. The proffers indicate that the applicant will provide five percent of the total number of dwelling units in the entire development (both Phases A and B) as affordable dwelling units (ADUs) and seven percent of the units proposed in Phase B as workforce housing units. One-third of the workforce units will be provided each to residents at 80, 90 and 100 percent of the area median income. The units will have a minimum size of 450 square feet provided as efficiency and one bedroom units.

Staff feels that this issue has been adequately addressed.

Issue: Parking “Development should be designed with parking structures behind and/or under buildings.” Most of the parking spaces in the proposed development will be provided as structured or surface parking spaces located either under, within or wrapped by the four buildings to serve the proposed uses. Garage screening will be provided for the lower levels of the rear facades on Buildings 2 and 4 which include parking garage areas. On-street parking is proposed along both sides of Private Street and the east side of Merrilee Drive. Additional drop off areas are needed. Only one area is shown in front of Building 3. These additional areas can be easily accommodated in front of the other three residential buildings on Merrilee Drive and Private Street by utilizing areas proposed as parallel parking spaces. Additionally, the proffers anticipate the future evaluation and pursuance of a shared parking agreement and/or parking reduction given the subject property’s proximity to the Dunn Loring-Merrifield Metro Station, future provision of shuttle service, character of the proposed development as a mixed use development near transit, and the intended effects of the Transportation Demand Management (TDM) Plan.

Staff feels that this issue has been adequately addressed.

Issue: Transportation and Pedestrian Circulation “Provide...secondary vehicular access that improves circulation within this and adjacent sub-units, as well as inter-parcel access.”

“Development should provide for or contribute to an internal Merrifield transit system (i. e., shuttle service, bus service, etc.)...TDM programs should be provided that facilitates a non-SOV mode split of at least 20 [to 25%].”

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

The applicant has proposed a number of vehicular and pedestrian improvements to address Plan recommendations.

- A traffic signal is proposed at the intersection of Gallows Road and Southern Service Aisle, subject the approval by the Virginia Department of Transportation (VDOT), which will also facilitate the establishment of a pedestrian crosswalk to the east side of Gallows Road. This crosswalk would provide a much needed pedestrian connection to the existing multi-family residential uses to the east of Gallows Road. The signal at

this location would also facilitate better vehicular circulation to the surrounding area. If VDOT does not approve this signal, pedestrian access to the proposed development will be greatly hampered and vehicles entering and exiting the site from Gallows Road would be restricted to right turns only.

- To assist in the future expansion of the street grid that will be created with this proposed development, the applicant has proffered to provide a public interparcel access easement to permit the future connection of the north-south drive aisle located between Buildings 1 and 3 and Buildings 2 and 4. In addition, the applicant has proffered to provide access to the Southern Service Aisle for parcels located to the south of the proposed development, so that they may redevelop in accordance with the current Comprehensive Plan.
- If a Merrifield Shuttle is established by others in the future, the applicant has proffered to participate in its ongoing funding if appropriate service to the subject property, the Dunn Loring-Merrifield Metro Station, and if constructed, the Merrifield Town Center is provided and the applicant's financial contributions are proportional to the usage by the project's future residents/tenants/visitors and to the contributions of other shuttle users. The applicant has labeled a possible location for a shuttle stop on the CDP/FDP at the intersection of Merrilee Drive and Private Street.
- The TDM goals will be phased in accordance with the issuance of residential use permits. At build out, the applicant has proffered to reduce the number of weekday peak hour vehicular trips generated by residential uses located on the Phase B property by 40 percent through the use of mass transit, ridesharing and other strategies included in the proposed development's TDM Strategic Plan. This goal exceeds the Plan recommendation.
- A Pedestrian Pathway Plan is provided as part of the CDP/FDP, which depicts circulation on site as well as to the Dunn Loring-Merrifield Metro Station to the north of the site and to the residential uses across Gallows Road. Crosswalks are proposed at the intersections of Private Street and Southern Service Aisle with both Gallows Road and Merrilee Drive and at the intersections of the north-south drive aisle with Private Street and Southern Service Aisle, which will facilitate safe pedestrian circulation throughout the site.
- A five foot wide bike lane will be provided along the Phase B property frontage on Gallows Road.
- The applicant has proffered to provide bicycle racks located throughout the Phase B property for a minimum of 50 bicycles. The locations of the racks are generally shown on the CDP/FDP. At least 50 percent of the racks will be located under protective cover. Given the potential for up to 1,150 dwelling units, significant amount of retail uses and location near transit, additional bicycle rack are needed.
- A bus shelter will be installed and maintained by the applicant to be located on the west side of Gallows Road to the south of the Phase B property.

The application's conformance to the Plan recommendations related to transportation will be determined by staff in the Fairfax County's Department of Transportation.

PGN:JRB

ADDITIONAL PLAN CITATIONS

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 4, the Plan states:

“Planning Objectives

The following objectives for the Merrifield Suburban Center provide a general framework to achieve this future vision.

- Encourage revitalization and redevelopment of portions of the Merrifield Suburban Center to create more attractive and functionally efficient commercial and residential areas with pedestrian-friendly and transit-oriented environments.
- Ensure a pattern of land uses that promotes stability in the adjacent residential areas by establishing transitional areas to prevent commercial encroachment on these adjacent areas.
- Create focal point(s) within the “town center” and the “transit station area” where development should be more intense and have a more urban form through the use of appropriate building heights, setbacks, building bulk, and site design.
- Encourage mixed-use development that includes pedestrian and auto circulation systems that integrate the development both internally and externally, resulting in transit-oriented and pedestrian-friendly environments.
- Encourage the development of additional housing (including affordable dwelling units) in the Merrifield Suburban Center so that employees may live near their workplace and transit services, in order to reduce the number and length of commuter auto trips.
- Develop a cohesive roadway system that provides a more extensive grid of streets to serve the town center, transit station area, and the area between.
- Establish a streetscape hierarchy along the roadways that will visually unify the Merrifield Suburban Center and create a pedestrian-oriented environment.
- Develop a cohesive pedestrian circulation system linked to open spaces such as plazas, courtyards, greenways, and parkland in order to facilitate walking and reduce reliance on private automobiles.
- Develop mass transit options, transportation strategies and planned highway improvements to mitigate traffic impacts in the Merrifield Suburban Center and in adjacent residential neighborhoods.
- Ensure that many of the community-serving commercial uses are retained and that new uses are encouraged to develop, such as a grocery store, pharmacy, book store, and a variety of small retail shops, as well as automotive and home service repair shops.
- Encourage the provision of additional community-serving institutional uses, as well as public uses that will serve the Merrifield Suburban Center and the surrounding

neighborhoods. These uses may include a library, museum(s), theater, childcare, housing for the elderly, as well as religious and educational institutions.

- Encourage high-quality development in terms of site design, building design and materials, and open space amenities throughout the Merrifield Suburban Center. A more urban and pedestrian-oriented environment should be provided in the transit station area and the town center; and, a suburban character should be provided throughout the remainder of the Merrifield Suburban Center.
- The environmentally sensitive areas of the Holmes Run and Long Branch stream valleys and their tributaries should be retained as permanent open space. In addition, measures should be taken to ensure that runoff from new development will not deteriorate the environmental quality of these streams.

The attainment of the above objectives for the Merrifield Suburban Center, as well as the area-wide and specific land unit recommendations presented in this Plan will encourage a more urban character in a portion of the Merrifield Suburban Center. As mentioned previously, the areas encouraged to be more urban in character are the two core areas and the area connecting the core areas. Encouraging some areas to become more urban should result in a reduced dependence on the private automobile for local travel by linking future more urban development to significantly improved pedestrian and transit facilities. The area primarily outside of the core areas, which includes most of the Merrifield Suburban Center, will remain suburban in character, with its edges providing compatible transitions in intensity and scale to the nearby residential neighborhoods. However, even in the suburban areas, additional pedestrian and transit facilities are planned to help improve circulation and access throughout the entire Merrifield Suburban Center.”

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 8, the Plan states:

“LAND USE PATTERN

The Land Use Concept's pattern of development significantly modifies the planning policy that has shaped Merrifield over the last three decades. The fundamental new policy direction is to establish two core areas (i.e., the Transit Station Area and the Town Center) with urban characteristics. The areas adjacent to these cores are also envisioned to become more urban in character. However, the majority of the Merrifield Suburban Center (i.e., the non-core areas) is to remain suburban in character, with the edges of the suburban center providing well-defined transitional areas to the surrounding single-family neighborhoods. The Plan further describes the core areas, areas adjacent cores, non-core areas and edge areas, and illustrates the location of these areas on the Land Use Concept Map (See Figure 2).

Core Areas and Areas Adjacent Cores

The highest development intensities and the most “urban” areas of the Merrifield Suburban Center will be located within the designated core areas: the “Town Center Area” and the “Transit Station Area.” Within these areas, mixed-use development is encouraged and may

include office, residential, retail, hotel, major entertainment uses, as well as institutional, cultural, recreational, and governmental uses. To encourage a more urban environment, new buildings should be located close to roadways while allowing for streetscape amenities such as street trees, sidewalks, plazas, street furniture, and landscaping. Locating buildings closer to the roadway means that most off-street parking will be located in structures behind or beneath buildings. Parking structures should generally be integrated with an associated building in a manner that maximizes usable open space and the provision of pedestrian linkages. The areas adjacent core areas will also have the potential to become more urban and pedestrian-oriented in character, but will have less intense development than the core areas.”

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 12, the Plan states:

“Affordable Housing – County policies include promoting the development of multifamily housing in mixed-use centers in an effort to diversify the County’s housing stock and to encourage lower cost housing options near employment opportunities. In order to implement these policies within the Merrifield Suburban Center, development proposals having a residential component should provide for Affordable Dwelling Units (ADUs). This can occur preferably through the provision of ADUs within the residential development, or the provision of units elsewhere within the Merrifield Suburban Center. Only if the provision of ADUs is not feasible, a contribution to the Fairfax County Housing Trust Fund could be made, as indicated below...

- For those areas planned for mixed-use with residential units, such as the town center and the transit station area, ADU and bonus units should be provided for the residential component as a condition for attaining the high end of the area’s mixed-use potential. The amount of ADU and bonus units should utilize the ADU Ordinance formula. Since the ADU Ordinance formula uses a density range, the applicable density range should be determined as follows: For an area planned for office use at .8 FAR under Option 1 and up to 1.2 FAR under Option 2, the intensity range would be considered .8 FAR to 1.2 FAR, which is equivalent to 35 to 50 dwelling units per acre (assuming approximately 1000 square feet per unit). In this example, the high end would be considered the top 60% of the range, or intensities above .96 FAR.

The calculation of ADU and bonus units to be provided should be based on the formula in the ADU ordinance. In cases where ADUs are not provided, development proposals within the Plan’s density/intensity range are to contribute to the Housing Trust Fund at an amount of 1% of the development’s residential value. If the proposed development is below the low end of the Plan’s development potential, then ½% of the value for proposals below the high end, which is consistent with County policy.

Parcel Consolidation – Parcel consolidation should be provided when necessary to achieve planning objectives for the Merrifield Suburban Center. Parcel consolidation should be logical and of sufficient size to allow projects to function in a well-designed, efficient manner, and should not preclude the development of any unconsolidated parcels from developing in conformance with the Plan. Additional consolidation guidelines may be provided in the specific Land Unit Recommendation.”

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 14, the Plan states:

“Alternative Land Uses within Mixed-Use Option Areas – In order to provide significant opportunities to promote “Merrifield as a place to work, shop, live and play”, and to reduce peak-hour traffic, alternative land uses are recommended in the proposed town center, the transit station area, and in areas between the two cores, as indicated under the specific sub-unit recommendations. In these areas, the sub-unit recommendations provide for two development options, in addition to the base Plan. The first development option usually is for office development with support retail and service uses. The second development option encourages a mix of uses that could include residential, retail, hotel, entertainment, and/or institutional uses, as well as office use. Development potential under the second option provides a greater opportunity to create a more pedestrian-oriented environment, as well as an improved sense of place. The mix of uses that results will provide a synergy in the area and high-quality development. To encourage mixed-use areas, the planned office intensity under Option 1 can be converted to any of the sub-unit’s recommended alternative uses at a ratio of 1:3 (one office square foot to convert to three alternative use square feet). To ensure a compatible scale, the maximum intensity increase under the above ratio should be limited and could result in an intensity that is 50% to 85% greater than Option 1’s office use intensity, as specified in the sub-unit recommendation. In addition, a development’s proposed mix of uses should have similar or less traffic impact (i.e., less peak-hour trips or a substantially different peak directional flow) than Option 1...

The following alternative uses may be considered in addition to the area’s planned office use only when the alternative uses are identified in the sub-unit recommendation and when consistent with the above guidance for alternative uses.

- **Residential Use:** In the town center, the transit station area and the areas adjacent to core areas, where the sub-unit recommendations identify housing as a desirable component of an area’s mix of land uses, planned office use can be converted to housing. As a condition of the conversion, the application should demonstrate that a viable, quality living environment can be created that is of a scale similar to the planned office use and provides recreational facilities and other amenities. Recreational uses should be appropriately designed and located to serve the residents within these developments and may include, but not be limited to, facilities such as tot lots, playgrounds, multi-use courts, tennis courts, pools, fitness centers, picnic areas, and park benches. In addition, the application should demonstrate that there is adequate pedestrian and vehicular access and circulation from residential development to public transportation, schools, parks and recreation facilities, commercial uses such as office and retail, as well as other community service uses.

Since the planned office intensities are relatively high in the town center, transit station area, and other areas where mixed-use is encouraged, the housing type (when the above conversion is used) should be limited to primarily mid-rise or high-rise multifamily development, which could include assisted living facilities. Multifamily development five stories and greater has the design flexibility necessary for integrating within nonresidential areas, and provides a comparable and compatible scale of development.

- **Hotel Use:** In the town center area and the transit station area, and where the sub-unit recommendations identify hotel as a desirable alternative use, planned office use could be converted to hotel use.
- **Retail and Service Uses:** In some sub-units, the alternative use flexibility should be applied to encourage retail and service uses that serve the needs of the greater Merrifield community. Retail uses that serve the surrounding area may include a large bookstore, full-service restaurants, boutiques, and other retail uses that are not ancillary in nature. Service uses that serve the greater Merrifield area could include health clubs and childcare centers for example. These uses should be designed and located on property consistent with the sub-unit guidance. In some instances these uses are specified as only being located within an office building, hotel, and/or residential development; in other instances the sub-unit guidance may provide flexibility for these uses by allowing for separate multi-tenant retail buildings if these structures are designed as an integral part of the development in terms of design, architecture, materials, access and parking. Retail and service uses typically range from 5% to 30% of the development's total square footage. The alternative use conversion factor should be applied only to the portion of retail and service uses that exceed 5% of the development's total square footage, or as otherwise specified in the specific sub-unit recommendation.
- **Support Retail and Service Uses:** In some sub-units, the alternative use flexibility should be applied to encourage support retail and service uses that are accessory and ancillary uses and that primarily serve the building's occupants and may serve some of the needs of the immediate area. Support retail uses are typically located on a building's first floor and may include a small restaurant or deli, dry cleaners, and other small retail shops. Service uses may include employee amenities such as an employee's fitness center, childcare for the children of employees and employee cafeterias. These uses usually comprise 3% to 10% of a development's total square feet. The alternative use conversion factor should be applied only to the portion of support retail and service uses that exceed 3% of the development's total square footage, or as otherwise specified in the specific sub-unit recommendation. These should be located within office, hotel and residential buildings and are typically integrated into a building's first floor, however, other examples can include rooftop restaurants, childcare centers and fitness centers located on the roof top of parking structures or elsewhere in the building.
- **Major Entertainment Uses:** In the town center and transit station area, major entertainment uses should be encouraged by allowing the conversion of planned office use to major entertainment use as an alternative use, as specified in the specific sub-unit recommendation. Major entertainment uses include theater complexes, performing arts theaters, and retail entertainment centers. A retail entertainment center is a complex that includes theme retail and restaurants with high-tech entertainment and interactive games. These complexes should be 20,000 to 100,000 square feet.
- **Institutional, cultural, recreational, and governmental uses** which are compatible within mixed-use areas in terms of character and scale should be encouraged by allowing the conversion of planned office use to these uses as an alternative use, as specified in specific sub-unit recommendations. These uses should be an integral component of an office, hotel, and residential or mixed-use development. These facilities generally enrich community life, improve the provision of public services, and/or enhance the area's competitive edge. For example, these facilities may include the provision of museums, a theater/performing arts center, educational and/or religious institutions, a library, governmental office, or park

facilities, which could be incorporated into a development within the Town Center or Transit Station Area.”

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 17, the Plan states:

The urban design concept for the Merrifield Suburban Center is designed to achieve a balance between the more urban character of the proposed Town Center and the Transit Station Area and the more suburban character of the rest of the Merrifield Suburban Center and the surrounding residential neighborhoods. The principles for establishing the Urban Design Concept are as follows:

- Create a sense of place by encouraging the development of mixed-use focus areas (i.e., the Transit Station Area and the Town Center);
- Provide transportation connections throughout the Merrifield Suburban Center by creating an extensive grid of well-lit and landscaped streets, pedestrian paths, and other transportation linkages;
- Integrate land uses through architectural and landscape transitions;
- Create buildings with a distinctive architectural character and a street presence;
- Encourage high-quality development in terms of site design, building design and materials, and open space amenities;
- Avoid a community dominated by surface parking;
- Accommodate alternative transportation modes (i.e., walking, bicycling, busses, shuttles, and metro); and
- Provide attractive and usable community-serving civic and recreation space.”

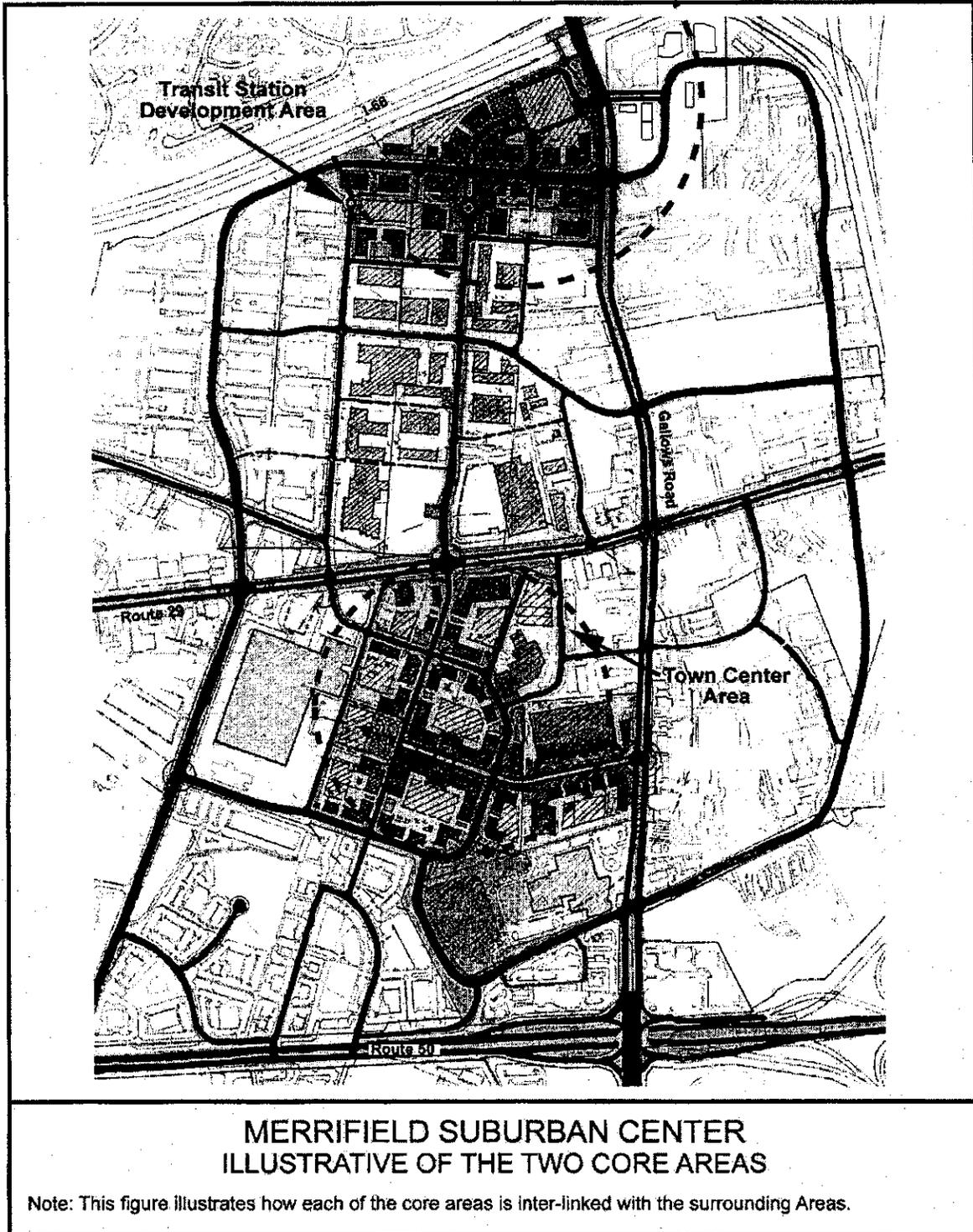


FIGURE 5

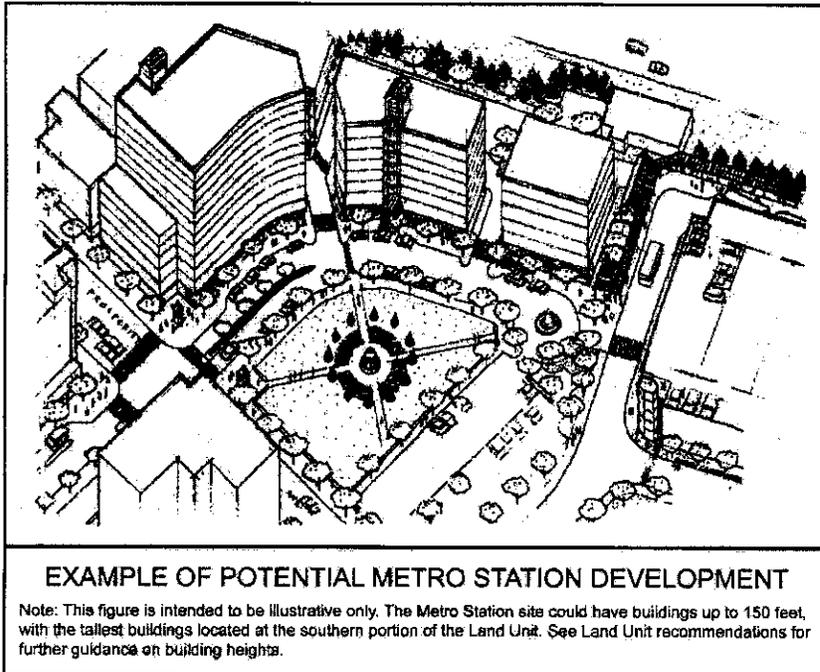


FIGURE 6

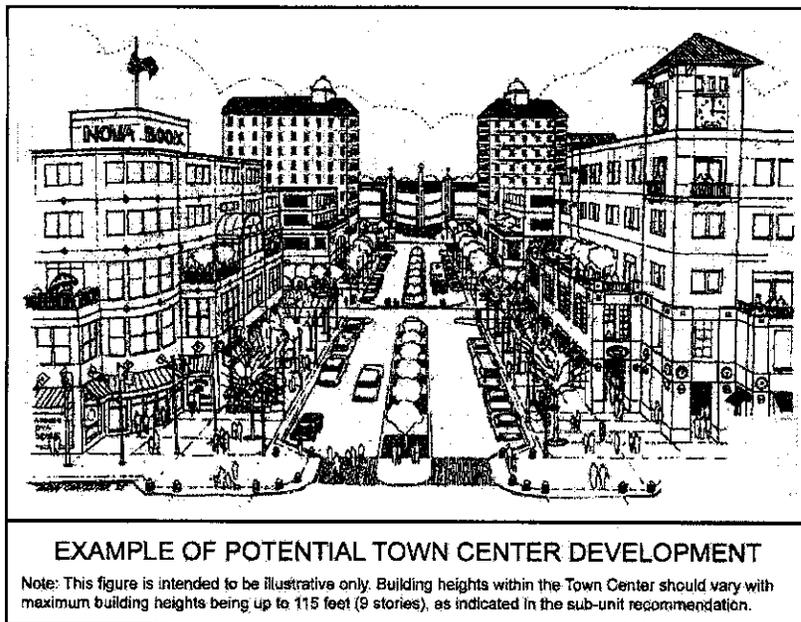


FIGURE 7

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 22, the Plan states:

“Open Space and Pedestrian System Guidelines

A part of the vision for the Merrifield Suburban Center is to create pedestrian-oriented areas with usable open space amenities. The following open space and pedestrian system design guidelines should be considered during the review process:

- In development proposals which entail new development or redevelopment, increased intensity/density, increased building heights, and/or which substantially change the design of a previously approved development commitment, pedestrian linkages should be provided to adjacent development and to the countywide trail system where feasible. The goal is to connect local sites with the larger community and to enhance the continuity of the pedestrian system. Pedestrian linkages could include sidewalks, trails, plazas, courtyards and parks with path systems.
- Additional sidewalks and trails beyond those indicated on Figure 8 (the Open Space and Pedestrian System Map) are encouraged, and are in some cases described in the Land Unit Recommendations Section. Providing fewer connections than those on the map is discouraged, unless it can be demonstrated that those connections are not needed because another circulation pattern would serve the same users as well or better.
- Opportunities should be provided for pedestrians to sit, especially in plazas, courtyards, urban greens and parks. Seating opportunities include the provision of low walls, wide steps, benches and other outdoor furniture.
- Auto and pedestrian traffic should be separated, i.e., pedestrians should not be required to walk in a travel lane or through a parking structure to reach their destination.
- Pedestrian safety should be an important factor in designing sidewalks, crosswalks and trails. Adequate lighting is essential. Pedestrian linkages between buildings and parking areas should be well-lit and landscaped. Site development should ensure that the landscaping does not impede visibility or create unsafe conditions.
- Pedestrians should be provided with safe and convenient access to transit stops/stations.
- Design of pedestrian linkages should minimize impacts on mature trees and other established vegetation. Where pedestrian linkages (existing or new) have few shade trees, additional trees should be planted.
- Signage along roadways should be provided to contribute to good pedestrian and vehicular orientation. Within the Merrifield Suburban Center, a signage theme should be established that provides consistency in terms of scale, design, color, materials and placement.
- Usable open space in the form of plazas, urban greens, courtyards or parks should be provided throughout the Merrifield Suburban Center, especially in the Transit Station Area and the Town Center, in order to create a strong pedestrian focus. Developments should provide these pedestrian amenities, which include landscaped areas with shade trees,

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

- The siting of buildings and the quality of design also influences the pedestrian experience. Care should be taken to ensure that buildings are not designed to create barriers to pedestrian circulation.”

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 23, the Plan states:

“General Streetscape Guidelines

Underground utilities: Undergrounding of utilities should be encouraged and should be coordinated with future roadway improvements and the rebuilding of sidewalks to foster a pedestrian environment and other Plan objectives. New development should provide underground utility conduits or provide commitments to construct these improvements in the future. If undergrounding utilities is not feasible, consideration should be given to relocating the utilities to the rear or side of the development.

Street Lighting: Street lighting should be provided that maintains the overall character and quality of the area, while providing adequate lighting levels that ensure public safety without creating glare or light spillage into neighboring low-density residential areas.

Gateways: Gateways define the major approaches to the area and are shown on Figure 9. At these points of entry to the Merrifield Suburban Center, gateways should have additional plantings and tree groupings in addition to the basic streetscape, and could also include signage and other design treatments that distinguish the location as an entrance to the Merrifield Suburban Center.

Streetscape Design Flexibility: When infill or expansion of buildings or other existing features constrain a site’s design, variation from the streetscape guidance should be permitted when that variation results in acceptable sidewalk widths and amounts of street trees and landscaping. For example, if the guidance is to provide a double row of street trees, but due to site constraints not enough space exists for the staggered rows, an equal number of street trees planted in a single row may be an appropriate alternative.

When street trees and other plantings are to be located in proximity to roadways or within medians, safety and sight distance should be taken into consideration upon reviewing a development proposal’s streetscape design. Modifications to the streetscape guidance is appropriate to account for these issues, but only if viable alternatives in streetscape design can be provided to ensure continuity in the streetscape pattern.

Streetscape Maintenance: The provision of the streetscape may be provided on a combination of publicly owned right-of-way and private property. In order for a future development to utilize the public right-of-way to provide streetscape improvements, commitments will need to be made by the property owner to maintain the streetscape area within the public right-of-way. In addition, in order to provide streetscape, the sidewalk may not be entirely within the right-

of- way; therefore, additional right-of-way may be needed or a public access easement will need to be provided for that portion of the sidewalk located on private property.

Boulevard Streetscape Guidelines (Gallows Road, Route 29, and Route 50)

The boulevard streetscape, shown on Figure 10, should be used for Gallows Road, Route 29 and Route 50. This streetscape concept features a wide, tree-lined road with well-defined pedestrian and bicycle features that include wide sidewalks along both sides of the street, street trees evenly spaced, medians with plantings of flowering trees, shrubs, and flowers. Street lighting should be distinctive, and designed for both pedestrian and vehicular use. The following guidelines are provided for achieving the boulevard streetscape character:

- Landscape area next to curb: Along a boulevard, the landscape strip should be, at a minimum, 8 feet in width; however, a 10-foot wide landscape strip is encouraged. Plantings should occur closest to the sidewalk, leaving room adjacent to the road for street lighting and signage. Major shade trees should be planted with a spacing of 40 to 50 feet on center, using trees that are 2½ to 3-inch caliper in size at the time of planting. Vegetation within the planting strip should include supplemental plantings such as ornamental shrubs, ground cover, flowering plants, and grasses. Where appropriate, special pavement treatments and trees in grates may be considered as alternatives to a planting strip.
- Adjacent to the landscape strip along Route 29, an eight-foot wide sidewalk is planned along the north side of the road to provide continuity with the trail plan and along the south side, at a minimum, a six-foot wide sidewalk is planned. Along Gallows Road north of Route 50, an eight-foot wide sidewalk is planned for both sides of the road. Along Gallows Road south of Route 50, an eight-foot wide trail is planned along the west side of the road and a six-foot wide sidewalk is planned along the east side of the road. Along Route 50, an 8-foot wide trail is planned for the north side of the road and a 6-foot wide sidewalk is planned for the south side of the road.
- Pedestrian activity area and/or landscape area between the sidewalk and building and/or parking: A secondary landscape strip should be, at a minimum, 12 feet wide when adjacent to a building and 6 feet wide when surface parking is adjacent. Major shade trees should be planted with spacing of 40 to 50 feet on center, using trees that are 2½ to 3-inch caliper in size at the time of planting. The tree spacing along this landscape strip should be staggered with the first row of trees between curb and sidewalk, so that the effect of the two rows of trees is tree spacing at approximately 20 to 25 feet. Vegetation within the planting strip should include supplemental plantings such as ornamental shrubs, ground cover, flowering plants, and grasses. This pedestrian activity area/landscape strip, when adjacent to parking areas, should have supplemental plantings that will help to screen the parking from the pedestrian walkway and from the road. When ground level retail is provided in a building, a portion of this pedestrian activity area/landscape strip can be used for retail browsing and/or outdoor dining.
- Median landscape strip: Median plantings should consist of flowering trees, low ornamental shrubs, and flowers. The median plantings may be informal; however, the massing of trees should be equivalent to the planting of a tree every 25 feet on center. Plantings should be selected that are drought tolerant and low in maintenance, resistant to disease, pollution, and heat.

- At pedestrian crossings, ramps and special pavement should be designed to create a well-delineated and safe area for pedestrians to cross the street. Medians should be designed to create a safety island for pedestrians waiting to finish crossing the street...

Main Street Streetscape Guidelines (Merrilee Drive/Eskridge Road and Festival Street)

The “Main Street” streetscape, shown on Figure 12, should be used in the Town Center as well as for the connection of the Town Center to the Transit Station Area, along Merrilee Drive to Eskridge Road. The streetscape treatment on the road connection from the transit station should help to provide an inviting, safe and direct vehicular and pedestrian link to the town center. At a minimum, streets should have two traffic lanes with on-street parking on each side of the street. Traffic calming features should be employed to enhance pedestrian and bicycle safety. A generous pedestrian area, generally between 20 to 25 feet wide, should be provided on each side of the street; this area should feature evenly spaced street trees, unified streetscape furniture design, and special paving accents. In the transit station area and the town center areas, buildings should have street-level retail, with restaurant and entertainment uses enlivening the street. Some segments of the “Main Street,” such as a “festival street” in the town center area, may contain a center median with special landscaping paving and amenities (such as fountains). The following guidelines are provided for achieving the Main Street streetscape character:

- Landscape area next to curb: At a minimum, a 2-foot paved refuge strip should be located between the landscape area and the curb (refuge strip is where people get out of their cars that are parked on the street). Adjacent to the refuge area, a minimum 6-foot wide landscape area should be provided. Plantings should generally be placed in the center of the landscape strip, with major shade trees planted with a spacing of 25 to 30 feet on center, using trees that are 2½ to 3-inch caliper in size at the time of planting. Vegetation within the planting strip should include supplemental plantings such as ornamental shrubs, ground cover, flowering plants and grasses. Special pavement treatments and trees in grates should be considered as alternatives to a planting strip. Adjacent to this landscape strip should be a 6-foot wide sidewalk.
- Pedestrian activity area and/or landscape area between the sidewalk and building and/or parking: Between the sidewalk and the building, there should be, at a minimum, an 8-foot combination landscape strip and browsing area. Within the browsing area, outdoor seating for restaurants or sidewalk cafes may be appropriate as well as special entrance features to shops and buildings. A variety of treatments for this area may be used such as a plaza, a landscaped area with seating and lighting, a sidewalk and landscaped area, formal arrangements of trees (bosques), informally grouped trees and other plantings, and any of the above with public art or a water feature.
- Median landscape strip: When a median is provided, the area should have plantings consisting of flowering trees, low ornamental shrubs, and flowers. The median plantings may be informal, however the massing of trees should be equivalent to the planting of a tree every 25 feet on center. Plantings should be selected that are drought tolerant and low in maintenance, resistant to disease, pollution, and heat.
- At pedestrian crossings, ramps and special pavement should be designed to create a well-delineated and safe area for pedestrians to cross the street. Should a median be provided, it should be designed to create a safety island for pedestrians waiting to finish crossing the street.

A cross street, which applies to the majority of the streets within the Merrifield Suburban Center, not otherwise designated, helps to define the street grid system by connecting the boulevards, ring road and main streets. Providing additional cross streets will be critical in enhancing internal traffic flow within the core areas (i.e. the town center and transit station areas). Cross streets typically have two-traffic lanes with on-street parking along at least one side. Traffic calming measures such as raised mid-block pedestrian crossings, small traffic rotaries, and curb and sidewalk "bulb outs" at intersections should be provided. The cross street streetscape concept is shown on Figure 13 and features a tree-lined sidewalk on both sides of the street. The following guidelines are provided for achieving the Cross Street streetscape character:

- Landscape area next to curb: Streets with parking should have, at a minimum, a 2-foot paved refuge strip next to the curb. A refuge strip is where people get out of their parked cars. Adjacent to the refuge area, a minimum a 6-foot wide landscape area should be provided. Plantings should generally be placed in the center of the landscape strip, with major shade trees planted with a spacing of 25 to 30 feet on center, using trees that are 2½ to 3-inch caliper in size at the time of planting. Vegetation within the planting strip should include supplemental plantings such as ornamental shrubs, ground cover, flowering plants and grasses. Where appropriate, special pavement treatments and trees in grates may be considered as alternatives to a planting strip. Adjacent to this landscape strip should be a 6-foot wide sidewalk.

Cross Street Streetscape Guidelines

- Pedestrian activity area and/or landscape area between the sidewalk and building and/or parking: A secondary landscape strip should be, at a minimum, 12 feet wide when adjacent to a building and 6 feet wide when adjacent to surface parking. Supplemental plantings should be provided (to include shade and flowering trees, shrubs, flowering plants, ground cover, and grasses). When adjacent to parking areas, plantings should help buffer and screen parking from the pedestrian walkway and from the road. When ground level retail is provided in a building, a portion of this pedestrian activity area/landscape strip can be used for retail browsing and/or outdoor dining.
- At pedestrian crossings, ramps and special pavement should be designed to create a well-delineated and safe area for pedestrians to cross the street. Should a median be provided, it should be designed to create a safety island for pedestrians waiting to finish crossing the street...

Building and Site Design Guidelines for Core Areas and Areas Adjacent to the Cores

The core areas (i.e., Transit Station and Town Center Areas) and the areas adjacent to the cores are planned for highest intensities and have the greatest potential for high volumes of pedestrian traffic. These areas are envisioned to become more pedestrian and transit-friendly through building and site designs that have a more urban character. The following guidelines are intended to provide guidance for achieving this character. See Figure 14 for illustrations of this more urban character.

- To encourage a more urban environment, buildings should be close to roadways after allowing for streetscape amenities such as street trees, sidewalks, plazas, street furniture and landscaping. Building setbacks will vary based on which streetscape is applicable. For boulevards such as Route 29, Route 50, and Gallows Road, buildings should, at a minimum, be setback 26 feet from the curb; however in order to provide for plazas,

retail browse areas and other pedestrian amenities, buildings should generally be about 30 to 40 feet from the curb. For the Ring Road, Main Street and Cross Streets, buildings should generally be setback about 20 to 25 feet from the curb. These setbacks would achieve the goal of bringing new buildings closer to the roadway while providing for streetscape amenities. See the Streetscape Design Guidelines for landscaping guidance within the setback areas.

- To encourage the siting of buildings closer to the street, the allowable angles of bulk plane should be 20 degrees in order to encourage a more urban environment and pedestrian scale.
- Having buildings closer to the roadway means that most off-street parking will be located in structures to the side or back of the buildings or beneath buildings. These structures should be integrated with the building design in a manner that maximizes usable open space and pedestrian linkages.
- For retail development on Gallows Road and Route 29 only, limited surface parking may be allowed in the front; however, streetscaping should be provided consistent with the appropriate streetscape design guidelines, with additional shrubs and/or berms for screening the parking. Typically, surface parking in the front of the building should be limited to no more than two rows of parking. In some instances, due to site constraints or in order to achieve other urban design objectives such as additional open space or better pedestrian access, surface parking in front of the building may exceed the two rows of parking; however, substantial internal parking lot landscaping should be provided. In addition, pedestrian paths from the street to the retail uses should be articulated with landscaping and special paving treatment.
- Building facades should establish a pedestrian scale relationship to the street with architectural features such as variations of window or building details, texture, pattern, and color of materials. Public space furniture and entry accent features are encouraged as are arcades, awnings, or other building features that distinguish ground floor retail uses.”

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, Merrifield Suburban Center, as amended through July 21, 2003, Area Wide Recommendations, beginning on page 38, the Plan states:

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

Transportation Demand Management (TDM) – The transportation goal in the County’s Policy Plan is for a mode split of at least 15 percent of the commuters to Suburban Centers and Transit Station Areas to occur by means other than single occupancy vehicles (SOV). Non-SOV modes are generally referred to as HOV (high occupancy vehicle) and include, for example, mass transit, car and vanpools, and non-motorized transportation.”



County of Fairfax, Virginia

MEMORANDUM

DATE: August 28, 2007

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

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

FILE: 3-4 (RZ 2007-PR-001)

SUBJECT: Transportation Impact

REFERENCE: RZ 2007-PR-001, FDP 2007-PR-001; Halstead III
Traffic Zone: 1527
Land Identification Map: 49-1 ((16)) 14-16,
49-2 ((01)) 18, 19, and 49-1 ((29)) all, 49-1 ((30)) all

Transmitted herewith are comments from the Department of Transportation with respect to the referenced application. These comments are based on the submitted draft transportation proffers received August 23, 2007, the revised development plan dated August 10, 2007 and the submitted traffic impact studies and study addendums dated November 22, 2006, April 15, 2007, May 9, 2007, July 31, 2007 and August 15, 2007.

The applicant proposes to rezone approximately 8.49 acres from the I-4, I-5 District and the PRM District to the PRM District in order to permit the expansion of a mixed use development.

The most preferred and viable option for the development is option # 1, which aligns the site's service aisle access with the opposing Prescott Drive access with a traffic signal. The applicant has not substantially pursued this option to the satisfaction of this department and consequently would not support the application at this time.

Trip Generation -7th edition (Number of Vehicular Trips) per

	Am Peak Hour	PM Peak Hour	Saturday Peak hour
Phase B			
<u>Option # 1--Proposed Site</u>			
1150 Residential Units	567	650	491
62,000 square-feet of specialty retail	43	168	208
56,000 sq. ft. grocery store	230	593	635

Total-Halstead III Phase B	840	1411	1334



	Am Peak Hour	PM Peak Hour	Saturday Peak hour
Phase B			
<u>Option # 2--Proposed Site</u>			
1000 Residential Units	493	567	429
56,000 sq. ft. grocery store	230	593	635
150 room hotel	67	88	108
<u>35,000 square-feet of retail</u>	<u>34</u>	<u>112</u>	<u>125</u>
Total-Halstead III	824	1360	1297

The department has reviewed the subject application and provides the following comments:

Transportation Issues

- Option # 1, the preferred option with both east and west accesses aligned and signalized has not been secured by the applicant. This application should not go forward until this option is fully resolved.
- If option # 3, the unsignalized access at Gallows Road and Service Aisle access is to be constructed, the applicant should escrow funds for ½ the construction of a future signal
- The applicant should construct the Route 29 dual eastbound left turn lanes onto Merrilee Drive.
- An additional westbound lane should be added on Route 29 between Merrilee Drive and just west of Hilltop Road.
- A full length right-turn lane should be provided on Merrilee Drive southbound @ Rte 29.
- The applicant should include the proposed improvements for the Route 29/ Merrilee Drive intersection on the plan sheets.
- The split signal configuration on sheet # 28 is incorrect. (option #2)
- The six shaded trees proposed along the site on Merrilee Drive are within VDOT sight distance lines and therefore would not be planted as located on sheets 12 and 15.
- The Service Aisle access onto Gallows Road should be 40' wide from curb to curb.

- Delivery truck turning templates should be provided at all access points to the public streets.
- The entrance of the adjacent owner to the south at the Gallows Road/Service Aisle intersection should be relocated. A normal intersection radius should also be shown.
- The proposed northern entrance on Merrilee Drive is unacceptable. Delivery trucks can not back from the public street into the loading area. This also is an unsafe condition for the passenger vehicles entering and exiting this access point.
- All trees proposed within clear zones or sight lines on public streets need to be removed from these areas.
- All trees along the on-street parking areas are required to be a minimum of 3' from the face of the curb.

TDM Remarks

- After several iterations of the TDM Strategic Plan and submitted proffers, a 40 percent trip reduction at buildout has been proposed which is acceptable to the staff. However, staff is awaiting revised draft proffers regarding the remedy and penalty sections.

Proffers Comments

Right-of-way

B-12.A. The proffer should include the wording "*or upon demand by VDOT or Fairfax County for the portion of right of way associated with the Gallows Road improvements*" for the right of way dedication . And delete dedication from "despite diligent efforts".

Gallows Road

B-12.B At such time as any site access is proposed for Gallows Road, all construction improvements for Gallows Road should be provided prior to any Non-RUP/ RUP for that site plan associated with that access.

B-12 B (ii), (iv)...Include "on-road" to describe bike lane

(vi)...-option # 1 (Southern Aisle access on Gallows Rd. aligned w/ Prescott Dr.)

- (a) and (b) The applicant should secure changes to the VDOT project now or design and construct access now.
- (b) If VDOT has not signed off on the above then omit- (or make payment to VDOT...). Add, *Construct...per the approval of VDOT, FC DOT and the owner of Parcel # 39.*
- (c) Omit- provided adequate right-of-way, etc. If this lane is not constructed, option 1 is null and void.
- (f) Provide "6-ft." wide pedestrian median on Gallows Road.
- (g) Add *as acceptable to VDOT and owners of Parcel 20A*
- (g) "off"

(vi)...-option # 2 (Southern Aisle access on Gallows misaligned w/ Prescott Dr.)

- (a) Delete provided adequate right-of-way and, etc. If this lane is not constructed, option 2 is null and void.
- (c) Include the words "and/or" regarding the raised and painted medians so there are options where raised and painted medians will be placed on the site plan
- (d) provide "6-ft." wide median strip on Gallows Road
- (e) add *as acceptable to VDOT and owners of Parcel 20A*

B (vi) At end of 2nd paragraph add, escrow funds for ½ of future signalized intersection.

- (vii) omit- This may result in adjustments to the timing of these proffers, etc.
The applicant should construct improvements to Gallows Road before the VDOT project if necessary.

Merrilee Drive

B-12 C. (i) At such time as any site access is proposed for Merrilee Drive, all construction improvements on Merrilee Drive should be provided prior to any Non-RUP/ RUP for a site plan associated with that access.

Southern Service Aisle

- B-12 E. & E. Add public easements for sidewalks and all access easements need to be public.
- B-13 The proposed "easement for potential interparcel connections" is unclear. This easement should be along the edge of the roadway and include construction easements to allow construction by others to the south.

F. Adjust Traffic Signal Timing

The applicant has submitted signal timing changes in the Traffic Impact Study as part of the mitigation for all three options. These options are signalized or unsignalized at the intersection of Gallows Road and the South Service Aisle. Therefore, the proffer should be rewritten to adjust the signal timings for all three options along Gallows Road and Merrilee Drive, from Prosperity Avenue to Route 29 inclusive.

Merrilee Drive and Lee Highway

B-14 A.

- Change to prior to the issuance of the "Ist" RUP
- A full length right turn lane should be provided on Merrilee Drive southbound.
- Restripe existing left turn lane to 190-ft.
- Omit if VDOT determines, etc. (Approx. 400-ft. of lane storage is warranted per the TIS, therefore eastbound duals are required)

B-14 C.

- The applicant shall construct these eastbound dual left turn lanes on Route 29 @ Merrilee Drive and; provide the necessary signal modifications as necessary.
- To ensure lane alignments an additional westbound lane should be added on Rt. 29 between Merrilee Drive and just west of Hilltop Road.

B-15 Bus Shelter

Rewrite proffer. The applicant should install and maintain a bus shelter on their site along Gallows Road with location determined by FCDOT and VDOT. If FCDOT and VDOT does not determine an adequate location, the applicant is to escrow \$25, 000 for a shelter.

In addition, the applicant should provide easements for a shelter on their site along Merrilee Drive.



County of Fairfax, Virginia

MEMORANDUM

DATE: September 20, 2007

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

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

SUBJECT: ENVIRONMENTAL ASSESSMENT for: **RZ/CDP/FDP 2007-PR-001**
PCA 2002-PR-025
DSF/Long Metro, LLC

This memorandum, prepared by Jennifer Bonnette, includes citations from the Comprehensive Plan that list and explain environmental policies for this property. The citations are followed by a discussion of environmental concerns, including a description of potential impacts that may result from the proposed development as depicted on the Conceptual and Final Development Plan (CDP/FDP) dated October, 2006 and revised through August 10, 2007. Possible solutions to remedy identified environmental impacts are suggested. Other solutions may be acceptable, provided that they achieve the desired degree of mitigation and are also compatible with Plan policies.

COMPREHENSIVE PLAN CITATIONS:

The Comprehensive Plan is the basis for the evaluation of this application. The assessment of the proposal for conformity with the environmental recommendations of the Comprehensive Plan is guided by the following citations from the Plan:

In the Fairfax County Comprehensive Plan, Policy Plan, 2007 Edition, Environment section as amended through November 15, 2004, on pages 5-7, the Plan states:

“Objective 2: Prevent and reduce pollution of surface and groundwater resources. Protect and restore the ecological integrity of streams in Fairfax County.

Policy a. Maintain a best management practices (BMP) program for Fairfax County and ensure that new development and redevelopment complies with the County’s best management practice (BMP) requirements. . . .

Department of Planning and Zoning
Planning Division

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- Policy j. Regulate land use activities to protect surface and groundwater resources.
- Policy k. For new development and redevelopment, apply better site design and low impact development (LID) techniques such as those described below, and pursue commitments to reduce stormwater runoff volumes and peak flows, to increase groundwater recharge, and to increase preservation of undisturbed areas. In order to minimize the impacts that new development and redevelopment projects may have on the County's streams, some or all of the following practices should be considered where not in conflict with land use compatibility objectives:
- Minimize the amount of impervious surface created. . . .
 - Encourage the use of innovative BMPs and infiltration techniques of stormwater management where site conditions are appropriate, if consistent with County requirements.
 - Apply nonstructural best management practices and bioengineering practices where site conditions are appropriate, if consistent with County requirements.

Development proposals should implement best management practices to reduce runoff pollution and other impacts. Preferred practices include: those which recharge groundwater when such recharge will not degrade groundwater quality; those which preserve as much undisturbed open space as possible; and, those which contribute to ecological diversity by the creation of wetlands or other habitat enhancing BMPs, consistent with State guidelines and regulations.”

In the Fairfax County Comprehensive Plan, Policy Plan, 2007 Edition, Environment section as amended through November 15, 2004, on page 8, the Plan states:

“Federal agencies with noise mitigation planning responsibilities have worked with the health community to establish maximum acceptable levels of exposure (Guidelines for Considering Noise in Land Use Planning and Control). These guidelines expressed in terms of sound pressure levels are; DNL 65 dBA for outdoor activity areas, DNL 50 dBA for office environments, and DNL 45 dBA for residences, schools, theaters and other noise sensitive uses. While the federal guidelines consider all land uses to be compatible with noise levels below DNL 65 dBA, they are not proscriptive as they relate to local land use decisions. Further, it is known that adverse noise impacts can occur at levels below DNL 65 dBA and that there may be variability among communities in responses to such noise.

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.”

In the Fairfax County Comprehensive Plan, Policy Plan, 2007 Edition, Environment section as amended through November 15, 2004, on page 10, the Plan states:

“Objective 6: Ensure that new development either avoids problem soil areas, or implements appropriate engineering measures to protect existing and new structures from unstable soils. . . .

Policy b: Require new development on problem soils to provide appropriate engineering measures to ensure against geotechnical hazards.”

In the Fairfax County Comprehensive Plan, Policy Plan, 2007 Edition, Environment section 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.”

ENVIRONMENTAL ANALYSIS:

This section characterizes the environmental concerns raised by an evaluation of this site and the proposed land use. Solutions are suggested to remedy the concerns that have been identified by staff. There may be other acceptable solutions. Particular emphasis is given to opportunities provided by this application to conserve the county’s remaining natural amenities.

Highway Noise

Issue:

The subject property is affected by transportation generated noise from Gallows Road. At the request of staff the applicant has supplied a noise analysis to evaluate noise impacts from Gallows Road to proposed dwelling units, hotel rooms, and outdoor activity areas. Based on earlier development plans and the noise analysis dated May 2, 2007, the building facades facing Gallows Road would be impacted by noise levels measuring 70 to 71.5 dBA Ldn and the facades perpendicular to Gallows Road would have noise levels of 65 to 69 dBA Ldn. The noise study indicates that noise levels within the outdoor activity areas are sufficiently shielded from noise from Gallows Road such that noise levels will be less than 65 dBA Ldn. The applicant should use appropriate building materials to mitigate indoor noise to dBA 45 DNL or lower. The applicant has also committed to submitting a preliminary noise study at the time of site plan approval detailing the projected traffic noise impacts and proposed mitigation techniques.

Resolution:

The applicant should commit to a refined acoustical analysis submitted for review and approval by the Department of Planning and Zoning staff at the time of site plan review. The applicants will be required to demonstrate that the noise in outdoor activity areas will be mitigated to no more than DNL 65 dBA for the subject property. In addition, the applicant should proffer to mitigate interior noise in units subject to noise levels in the dBA 65-70 DNL range and the DNL 70-75 dBA range. Commitments to mitigate interior noise should apply to all development options which include residential units and/or hotels.

Stormwater Management

The applicant has proposed underground detention to accommodate stormwater runoff from the subject property and has requested a waiver in order to use underground detention in a residential area. The proposed development is within the one-quarter mile area described in the Comprehensive Plan guidelines for Transit-Oriented Development. Environmental guidance in this section of the Plan recommends optimizing SWM and water quality controls. The applicant has committed to reducing the allowable peak discharge by 25 percent more than the PFM requirements for the ten year storm event through the use of underground detention and BMP facilities. The applicant has also indicated that the required reduction in Phosphorous loads will be met consistent with redevelopment requirements, with a 17 percent reduction over current conditions (ten percent reduction over pre-development conditions). Potential locations for SWM/BMP facilities have been shown on the CDP/FDP. Any SWM/BMP facility will be subject to review and approval by staff in the Department of Public Works and Environmental Services (DPWES).

To further mitigate the environmental impacts beyond the 17 percent reduction of phosphorus loading, the applicant has committed, subject to approval by DPWES, to incorporate low

impact development (LID) strategies in the courtyard areas of all four proposed buildings. Each courtyard will include landscape plantings in a natural soil matrix over an under-drain system which will help reduce the heat island effect of development as well as provide aesthetically-pleasing elements for residents. The applicant should also consider the use of porous pavers in these recreation areas in order to further reduce the amount of impervious surface. Pedestrian pathways throughout the site may also be constructed using porous concrete or other pervious materials.

Problem Soils

The subject property is on an area with soils classified as Class A problem soils. Soils in this category will require a geotechnical study at site review, subject to the review and approval of DPWES. The applicant has committed to conducting a study if required.

COUNTYWIDE TRAILS PLAN

The Countywide Trails Plan Map depicts a Major Paved Trail (defined as asphalt or concrete, eight feet or more in width) and an Onroad Bike Route on the subject property's Gallows Road frontage. An eight foot wide trail and five foot wide onroad bike route are proposed.

PGN: JRB



County of Fairfax, Virginia

MEMORANDUM

March 15, 2007

TO: Tracy Strunk, Staff Coordinator
Zoning Evaluation Division, DPZ

FROM: Todd Nelson, Urban Forester II
Forest Conservation Branch, DPWES 

SUBJECT: Halstead; RZ/FDP 2007-PR-001

RE: Request for assistance dated January 24, 2007

This review is based on the Rezoning (RZ), Conceptual Development Plan (CDP), and Final Development Plan (FDP) RZ 2007-PR-001 stamped "Received, Department of Planning and Zoning, January 11, 2007." A site visit was conducted on January 29, 2007.

Site Description: This application consists of two phases, Phase A and Phase B. Phase A is developed with the Halstead I and Halstead II condominiums and there is no new construction proposed within Phase A. Phase B is currently developed with a two-story concrete building and associated parking located at the eastern portion of the site and several one-story buildings and associated parking lots along the western portion of the site. Existing vegetation on this site appears to be peripheral and parking lot landscaping scattered in various locations throughout the property. This landscaping consists primarily of pin oak, red maple, elm, sugar maple and little leaf linden.

- 1. Comment:** Several red maple, sugar maple, and elm trees appear to be located either off site or co-owned along the southern property boundary. It also appears these trees are proposed for removal.

Recommendation: All individual trees adjacent to the proposed limits of clearing and grading for the entire site should be labeled 'to be saved' or 'to be removed'. If any off site or co-owned tree is proposed for removal, permission from the property owner shall be received prior to the tree's removal and documentation regarding this permission should be provided on the next CDP/FDP submission.

- 2. Comment:** Several proposed landscape trees located in various locations throughout the site appear to be planted closer than 4 feet from a restrictive barrier. In addition, the five foot wide planting strips located in various locations throughout the site are not sufficient

Department of Public Works and Environmental Services
Land Development Services, Urban Forest Management Division
12055 Government Center Parkway, Suite 518
Fairfax, Virginia 22035-5503
Phone 703-324-1770, TTY: 703-324-1877, Fax: 703-803-7769
www.fairfaxcounty.gov/dpwes



for tree planting, and are not in conformance with Section 12-0702.1B(2) of the PFM . The survivability of the large deciduous trees shown to be planted in these strips will be poor.

Recommendation: The minimum planting width of any planting area should be 8 feet, measured from the interior sides of the restrictive barrier such as curb or pavement. Trees should be planted no closer than 4 feet from any restrictive barrier.

- 3. Comment:** Several landscape trees located in the public plaza planting strips appear to be planted in areas that are less than the minimum planting areas required by the PFM for the specific tree. The minimum planting area for a Category IV deciduous tree is 130 square feet.

Recommendation: The minimum planting areas for all trees proposed to be planted for this site should be provided in accordance with Table 12.7 of the PFM.

- 4. Comment:** Interior parking lot landscaping calculations have not been provided and it is unclear how the required interior parking lot landscaping tree cover will be met on this site.

Recommendation: Applicant should provide preliminary interior parking lot landscaping calculations.

- 5. Comment:** It is not clear how the Applicant proposes to landscape this site.

Recommendation: A landscape plan should be submitted that shows a variety of desirable tree species, of various sizes, planted throughout the site. Desirable trees that are well suited for this location include red maple, red oak, American holly, American beech, willow oak, Kousa dogwood, Carolina silverbell, sweetbay magnolia, fringetree, serviceberry, dark green arborvitae, Japanese cryptomeria, eastern redcedar, and many others.

To receive additional tree cover credit, native and desirable trees should comprise at least 90% of all trees listed on site. Tree species and planting locations that are effective for energy conservation can also receive additional tree cover credit. See PFM sections 12-0501.5B and 12-0501.10D.

- 6. Comment:** A note at the bottom of sheet 8 states "Per note #6 on sheet #4, the applicant shall pursue a waiver of the transitional screening requirements for this application." There are no notes on sheet #4. It appears the Applicant is requesting a modification to the transitional screening and barrier requirements for this site. However, a modification request with a justification does not appear to be included in this CDP/FDP.

Recommendation: A modification request with a detailed justification in conformance with Section 13-204 of the Zoning Ordinance should be provided as part of the CDP/FDP.

- 7. Comment:** Landscaping along Gallows Road does not appear to be in conformance with the Boulevard Streetscape Guidelines of the Merrifield Suburban Center. Supplemental

vegetation within the two required planting strips is not shown or identified on the CDP/FDP.

Recommendation: Landscaping along Gallows Road should be provided in accordance with the Boulevard Streetscape Guidelines of the Merrifield Suburban Center. Vegetation within the planting strips should include supplemental plantings such as ornamental shrubs, ground cover, flowering plants, and grasses.

8. **Comment:** The 'shade', 'flowering ornamental' and 'evergreen' tree classifications identified in the legend are unclear.

Recommendation: Trees proposed to be planted should be identified as Category I, II, III, or IV evergreen trees and/or Category I, II, III, or IV deciduous trees.

Please contact me at 703-324-1770 if you have any questions.

TLN/
UFMID #: 122740

cc: Deborah Albert, Environmental Planner, DPZ
Jennifer Bonnette, Land Use Planner, DPZ
RA File
DPZ File



County of Fairfax, Virginia

MEMORANDUM

DATE: September 25, 2007

TO: Tracy D. Strunk
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Gilbert Osei-Kwadwo
Engineering Analysis and Planning Branch

SUBJECT: Sanitary Sewer Analysis

REF: RZ/FDP 2007-PR-001
49-1- ((16)) 14, 15 and 16; 49-1- ((29)) all parcels; 49-1- ((30)) all parcels;
49-2- ((01)) 18 and 19

An eight (8)-inch sewer line, services the site for the proposed and existing development. The line does not appear to have adequate capacity for the proposed. The applicant needs to sanitary sewer study to determine the adequacy of this line. If this sewer line is determined to be inadequate, the applicant will be required to upgrade the line prior to or in conjunction with the proposed development.



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

March 21, 2007

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

Re: RZ/FDP 2007-PR-001

Dear Ms. Byron:

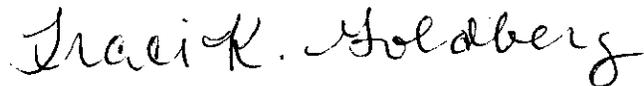
The following information is submitted in response to your request for a water service analysis for the above application:

1. Fairfax Water has an existing 24" water main located in Gallows Road capable of supporting the proposed site development. See the enclosed water system map.
2. The Generalized Development Plan has been forwarded to Plan Control for distribution to the Engineering Firm. Comprehensive comments with regard to proposed water facilities will be provided at the time of final site plan submission.
3. Fairfax Water has a fully integrated transmission network allowing ample flow to be routed to the site from multiple independent sources. Fairfax Water's programmed investment in transmission and distribution system development provides the Halstead site access to service through 24-inch diameter transmission mains from pumping facilities located at either Tysons Corner or Fair Oaks. As illustrated on the attached sketch, the Halstead site has access to water storage facilities located at Tysons Corner, Penderwood, and Fairfax Hospital. Alternative supply to Halstead is available from a variety of additional sources including pumping facilities at Fairfax Circle or Annandale. Having a variety of supply options increases service reliability, provides for sufficient domestic and fire protection capacity, and maintains adequate delivery pressure irrespective of demand.

4. In accordance with existing policies and procedures, the developer will be financially compensated for any additional desired facilities incorporated into the approved site plan by Fairfax Water. This includes compensation for any increases in water main size requested by Fairfax Water.
5. Customers served by Fairfax Water enjoy the lowest commodity rate for water in the Washington Metropolitan area, currently \$1.50 per 1,000 gallons.
6. Fairfax Water operates as a true enterprise fund. All water system revenues are returned to the water system to support infrastructure reinvestment and system improvements.
7. Fairfax Water is governed by a Board appointed by the Fairfax County Board of Supervisors. Citizens of Fairfax County whose water service is provided by Fairfax Water have representation in the decisions made regarding the water system that serves them.
8. Fairfax Water owns and operates two state of the art treatment facilities, sourced by two separate watersheds, the Occoquan Reservoir and the Potomac River. These plants produce superb quality water that meets and surpasses all current and anticipated regulations.

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

Sincerely,

A handwritten signature in black ink that reads "Traci K. Goldberg". The signature is written in a cursive, flowing style.

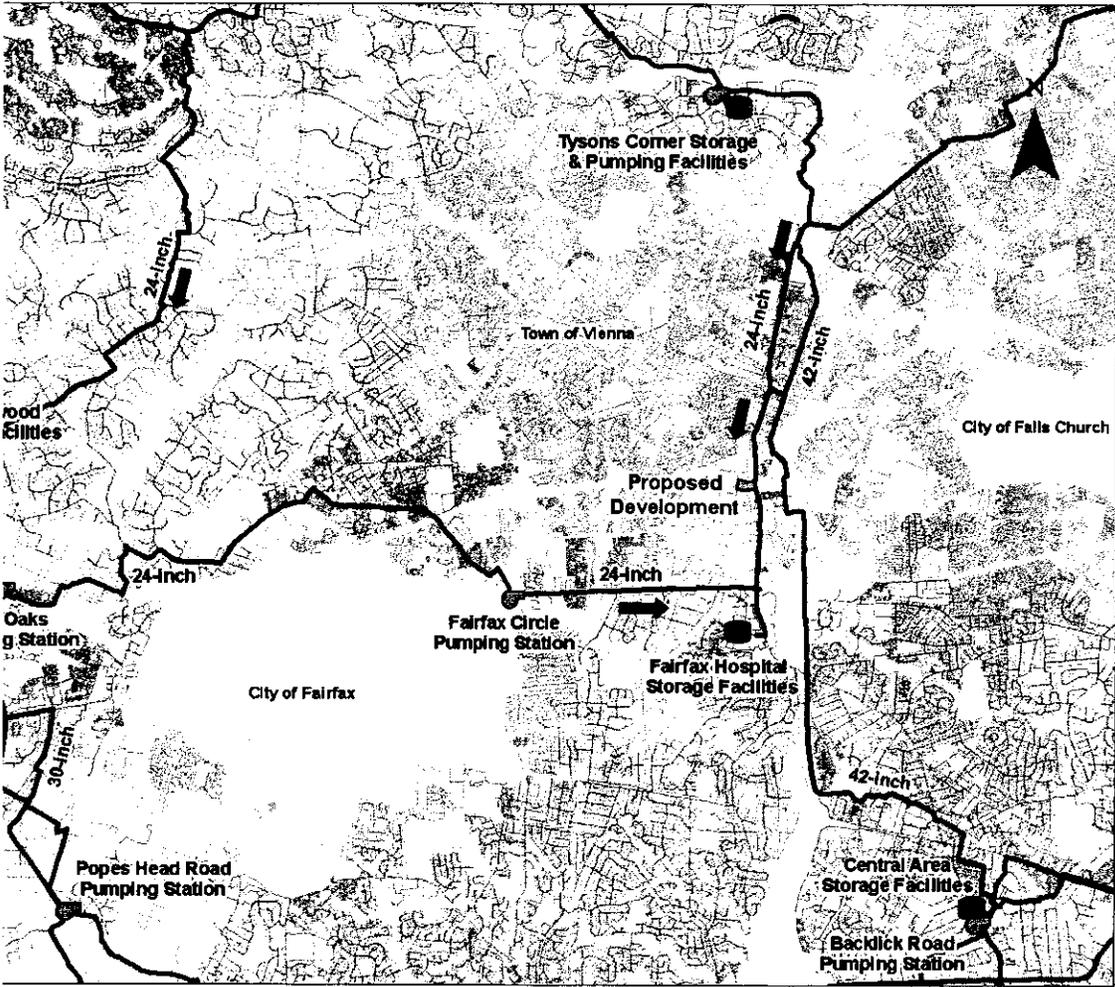
Traci K. Goldberg, P.E.
Manager, Planning

Enclosure

Fairfax Water

Transmission System

Water Supply Options



March 2007



T.M. 49-1 / T.M. 49-2



County of Fairfax, Virginia

MEMORANDUM

DATE: January 30, 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: **UPDATED** Fire and Rescue Department Preliminary Analysis of Rezoning Application RZ 2007-PR-001 and Final Development Plan FDP 2007-PR-001

The following information is submitted in response to your request for a preliminary Fire and Rescue Department analysis for the subject:

1. The application property is serviced by the Fairfax County Fire and Rescue Department Station #430, Merrifield
2. After construction programmed _____ this property will be serviced by the fire station _____
3. In summary, the Fire and Rescue Department considers that the subject rezoning application property:
 - a. currently meets fire protection guidelines.
 - b. will meet fire protection guidelines when a proposed fire station becomes fully operational.
 - c. does not meet current fire protection guidelines without an additional facility; however, a future station is projected for this area.
 - d. does not meet current fire protection guidelines without an additional facility. The application property is _____ of a mile outside the fire protection guidelines. No new facility is currently planned for this area.

Proudly Protecting and
Serving Our Community

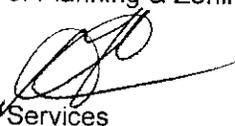
Fire and Rescue Department
4100 Chain Bridge Road
Fairfax, VA 22030
703-246-2126
www.fairfaxcounty.gov



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Fairfax County Public Schools
Office of Facilities Planning Services

TO: Fairfax County Department of Planning & Zoning
 Zoning Evaluation Division ✓

FROM: Gary Chevalier, Director
 Office of Facilities Planning Services 

SUBJECT: Schools Impact Analysis
 RZ 2007-PR-001, DSF Long Metro II and III, LLC

DATE: February 19, 2007

MAP: 49-1 ((16)) 14, 15 and 16; 49-1 ((29)) 1-452; 49-1 ((30)) 1-458;
 49-2 ((1)) 18 and 19

PLANNING UNIT 7359 – Cluster II

ACREAGE: 14.27 acres

REQUEST: The application requests rezoning of industrial land to the PRM District to permit a mixed use development consisting of commercial and residential uses. The application property includes approximately 5.78 acres of existing residential development known as Halstead at Metro which was developed pursuant to RZ 2002-PR-025. The proposed development would expand the existing development with the construction of approximately 108,308 square feet of commercial use and 902,684 square feet of residential development (up to 955 units) on the adjacent 8.49 acres to the immediate south.

Schools currently that serve this property, their current total memberships, net operating capacities, and five year projections are as follows:

School Name and Number	Grade Level	9/30/06 Capacity	9/30/06 Membership	2007-2008 Membership	Memb/Cap Difference 2007-2007	2011-2012 Membership	Memb/Cap Difference 2011-2012
Shreveewood 3083	K-6	466	410	392	74	409	57
Kilmer MS 3071*	7-8	850	1064	1052	-202	1127	-277
Marshall HS 3070	9-12	1500	1370	1374	126	1447	53

*A pending boundary adjustment related to the establishment of a new Gifted and Talented center at nearby Jackson MS could favorably impact the existing and projected capacity deficits for Kilmer MS.

The following analysis is based on the proposed new development of 955 units and does not include the existing 441 residential units approved under a prior rezoning. Since the existing industrial zoning would not permit any residential use, approval of the application would result in additional students and could increase projected student membership as shown in the following analysis.

School Level	Proposed Zoning PRM – 955 Multi-family high rise 8.49 acres			Total Student Increase
	Units	Ratio	Students	
K-6	955	x .042	40	40
7-8	955	x .010	10	10
9-12	955	x .024	23	23
				73

**Fairfax County Public Schools
Office of Facilities Planning Services**

Comments:

The Capital Improvement Program (CIP) indicates that renovation for Marshall High School is planned but unfunded with a completion date outside of the five year CIP planning period. Full-day kindergarten impacts capacity at Shreveewood and pending boundary assignment change for the Kilmer Gifted and Talented (G/T) Center will affect membership at Kilmer Middle School. The CIP indicates that enrollment within the Marshall High School Pyramid is expected to increase by approximately 260 students, not including students which may be added with approval of the subject zoning application.

Based on the approved proffer formula guidelines, the students generated by this application would justify a proffered contribution of \$848,990. It should be noted that the suggested proffer amount would be in addition to the \$345,000 proffered with the development of Halstead at Metro but which has not been received for use by FCPS. It is further recommended that the proposed design provide for safe school bus drop-off and pick up and should be coordinated with school bus service for the existing residential development at the Halstead.

The application property is located in an aggressively developing corridor along Gallows Road between Rt. I-66 and Rt. 50. The Merrifield Suburban Area has been intensively planned and subsequently re-zoned for multiple development projects that are either pending, have been recently approved, or are under construction. As noted below, planned, pending and approved development could add thousands of multi-family mid/high-rise residential units to the area.

RZ 2005-PR-039, Dunn Loring Metro, was recently approved for up to 720 high rise units and could result in 73 additional students.

RZ 2003-PR-009, Uniwest, is currently under construction and was approved for up to 270 high rise units which could result in 28 additional students.

RZ 2005 PR-041, Merrifield Town Center, is a pending rezoning which proposes up to 925 high-rise units and which may yield 94 additional students.

RZ 2005-PR-003, Dunn Loring Apartments, was approved for 30 units, replacing the existing development on the site; however, no significant increase in students is anticipated.

Other existing mid/high rise developments include the 259 condominium units at Wilton House, 340 condominium units at Westbriar and the existing 441 units that have been completed at the Halstead, as previously discussed. When considered cumulatively, the construction of pending and approved residential development could have significant impacts on the schools serving the area, particularly at the elementary level where the greatest impacts are anticipated for the majority of these applications. The attached map indicates location, number of residential units and total anticipated student yields.

Rezoning and development activity outside of the immediate Merrifield area must also be considered such as the approved MetroWest development and the pending rezonings and approved developments in the Tysons area. Students generated by several of these applications will impact some of the same high and middle schools that also serve the Merrifield area.

Fairfax County Public Schools
Office of Facilities Planning Services

At such time as spring updates to enrollment and projections are finalized, FCPS will provide updated information for the schools serving the application property. Staff will also be undertaking a review of existing school capacities which could be most impacted by new students from the several pending rezoning applications and those residential developments that are under construction.

Given the potential for boundary adjustments in the area, it is strongly recommended that all proffered contributions be directed to the school pyramid serving the application property and not to individual schools. The foregoing information does not take into account the potential impacts of other pending or future proposals that could affect the same schools.

Attachments:

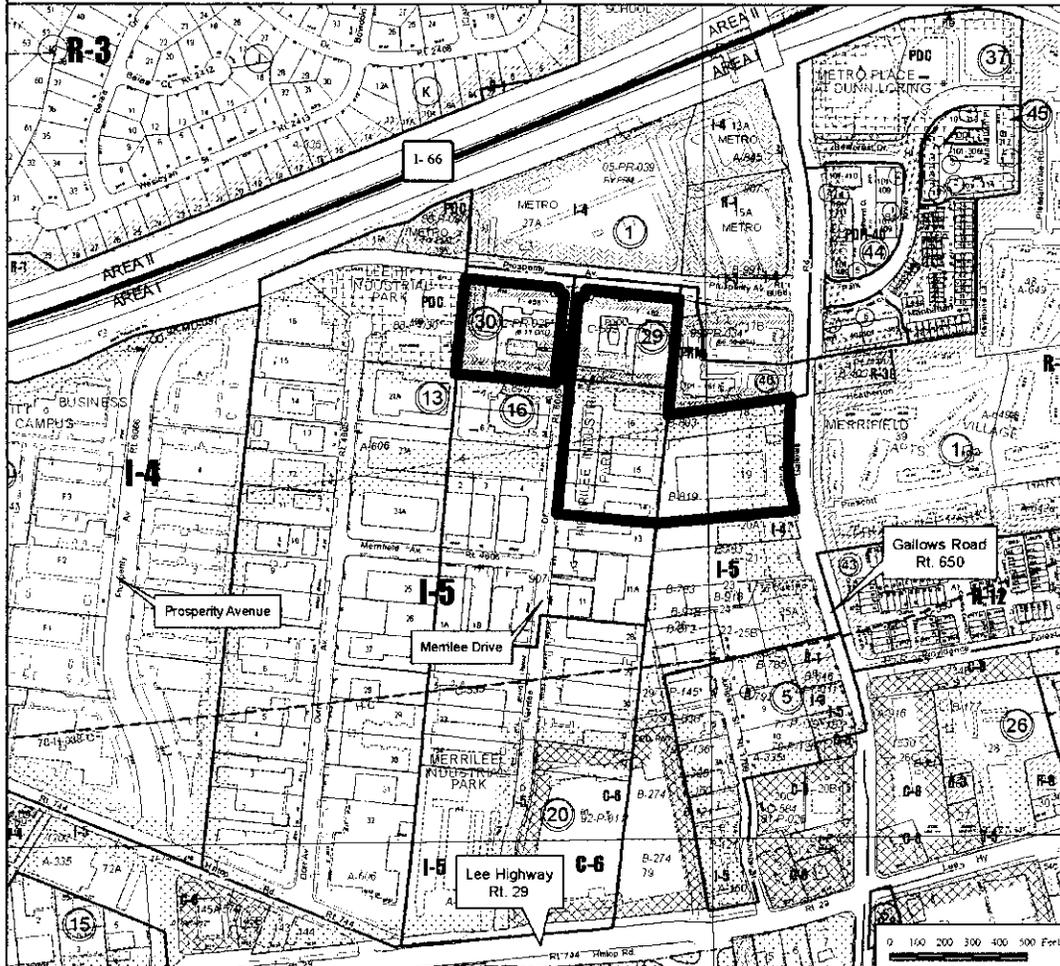
Locator Map RZ 2007-PR-001
Merrifield Corridor – Pending/Approved Development

cc: Phillip Niedzielski-Eichner, School Board Member, Providence District
Illyong Moon, School Board Member, At-Large
Stephen A. Hunt, School Board Member, At-Large
Janet S. Oleszek, School Board Member, At-Large
Dean Tistadt, Chief Operating Officer FCPS
Phyllis Pajardo, Cluster II, Assistant Superintendent
Shirley McCoy, Principal, Shreveewood Elementary School
Deborah Hernandez, Principal, Kilmer Middle School
Jay W. Pearce, Principal, Marshall High School

Source: FY 2008-2012, Facilities Planning Services Office, Enrollment Projections, FY2008-12 CIP
Note: Five-year projections are those currently available and will be updated yearly. School attendance areas are subject to yearly review.

**Fairfax County Public Schools
Office of Facilities Planning Services**

Rezoning Application RZ 2007-PR-001	Final Development Plan FDP 2007-PR-001
Applicant: DSF/LONG METRO II, LLC AND DSF/LONG METRO III, LLC	Applicant: DSF/LONG METRO II, LLC AND DSF/LONG METRO III, LLC
Accepted: 01/04/2007	Accepted: 01/04/2007
Proposed: MIXED USE	Proposed: MIXED USE
Area: 14.27 AC OF LAND; DISTRICT - PROVIDENCE	Area: 14.27 AC OF LAND; DISTRICT - PROVIDENCE
Zoning Dist Sect:	Zoning Dist Sect:
Located: SOUTHEAST AND SOUTHWEST QUADRANT OF THE INTERSECTION OF PROSPERITY AVENUE AND MERRILEE DRIVE AND WEST SIDE OF GALLOW'S ROAD	Located: SOUTHEAST AND SOUTHWEST QUADRANT OF THE INTERSECTION OF PROSPERITY AVENUE AND MERRILEE DRIVE AND WEST SIDE OF GALLOW'S ROAD
Zoning: FROM PRM, I- 5 AND I- 4 TO PRM	Zoning: PRM
Overlay Dist:	Overlay Dist:
Map Ref Num: 49- 1 ((16)) 14, 15, 16 49- 1 ((29)) 1- 452 49- 1 ((30)) 1- 458 49- 2 ((1)) 18, 19	Map Ref Num: 49- 1 ((16)) 14, 15, 16 49- 1 ((29)) 1- 452 49- 1 ((30)) 1- 458 49- 2 ((1)) 18, 19





County of Fairfax, Virginia

MEMORANDUM

DATE: September 15, 2007

TO: Tracy Strunk, Senior Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

FROM:  Jeremiah Stonefield, Chief Stormwater Engineer
Site Review East, Environmental and Site Review Division
Department of Public Works and Environmental Services

SUBJECT: Rezoning Application Review, RZ 2007-PR-001, DSF Long Metro, Tax Map #049-1-16-0014, 0015, 0016, 29-0001-0452, 30-0001-0458, and 049-2-01-0018 and 0019 (Site), Conceptual/ Final Development Plan, Halstead Mixed-Use Development, dated August 10, 2007 (C/FDP), and Draft Proffers dated August 10, 2007, Providence District

We have reviewed the Plan and Proffers and offer the following comments:

Chesapeake Bay Preservation Ordinance (CBPO)

There is no mapped Resource Protection Area on the Site.

The applicant is required to incorporate best management practices (BMPs) into the development plan which achieve a 17% phosphorus removal, as the proposed improvements are considered 'redevelopment' under the CBPO. Proffer B-27.B commits to a 17% phosphorous removal from Phase B. In addition, the applicant has Proffered to incorporate Low Impact Development strategies into the courtyard plazas of Buildings 1 through 4 in Phase B. DPWES recommends a Proffer commitment that would provide a specific phosphorous removal above the minimum PFM requirements to compensate for the original uncontrolled development.

The applicant indicates that stormwater management for the Site will be provided in underground StormFilter™ BMP facilities. These types of underground BMP facilities, based on the design, are underground stormwater facilities that require a Public Facilities Manual (PFM) waiver by the Board of Supervisors (Board), in conjunction with the rezoning, to be located in residential areas. The applicant must submit a separate request through DPWES with the necessary information, as described in Letter to Industry 04-19 dated October 29, 2004, and processed concurrently with the rezoning application. In accordance with PFM 6-0303.8, the Board of Supervisors may grant a waiver in conjunction with the rezoning, after taking into consideration possible impacts on public safety, the environment, and the burden placed on prospective homeowners for maintenance. The request for the waiver, 24817-WPFM-001-3, has been submitted for concurrent action with this rezoning application by the Board of Supervisors.



The 436 residential units in the existing development referred to as Phase A in the current application were constructed as apartments under site plan 1981-SP-001-2. Subsequent to site plan approval, the PFM was revised to require a waiver by the Board for the underground stormwater facilities in residential areas. The apartment complex was converted to condominium ownership on September 30, 2005. Since Phase A is included as part of this rezoning application, includes underground stormwater facilities in the residential development, and the PFM now requires Board approval of a waiver in conjunction with the rezoning application to allow underground stormwater vaults in residential areas, the Phase A development must be included in the Waiver request for underground facilities. The contributions from the applicant to the maintenance and future replacement funds must be based on Phase A and Phase B stormwater vaults. If there will be separate Owners' Associations, then separate accounts must be established and separate contributions must be proffered. The current waiver request includes Phase A in the application, but does not adequately provide the appropriate costs. Since Phase A has already been built, the cost data must be actual construction costs, not estimates based on price schedules. The applicant's engineer has been informed that until the appropriate cost data is provided and fully evaluated, the public hearing for the rezoning cannot be scheduled.

The proposed Proffers do not adequately comply with the proposed conditions associated with the waiver to allow underground facilities in residential areas. The following issues must be addressed:

- All proffers applicable to the underground facilities must be included in the Proffers for Phase A, including, but not limited to, maintenance, future replacement, contributions from the applicant, and liability.
- Proffer B-27.D(i) – In addition to being stated in the owners' association documents, the statement of maintenance responsibility must be provided to future purchasers prior to entering into contract of sale, and must be disclosed, as part of the chain of title, to all future property owners, by including the appropriate language within the deed for each unit and the record plat.
- There are changes to the CDP/FDP and proffers that must be made prior to approval. Proffer B-27.D(ii) has been revised to specify the establishment of an account for the ongoing maintenance fund prior to the issuance of the first RUP for the Phase B property and to commit to an unspecified contribution to the maintenance fund prior to issuance of the first RUP of the Phase B property. Staff recommends the proffer specify the contribution be made prior to approval of the site plan, not issuance of the first RUP. Staff recommended conditions for the underground waiver approval specify approval of the site plan(s) for the construction of the vault(s). If it is the intent of the Board to approve the rezoning and the underground waiver request as presented, the proffer will specify a later time than the underground waiver conditions. The Proffer will not supersede the waiver conditions. To be consistent with the recommended underground waiver conditions, and avoid confusion during site plan review, the Proffer must be revised. In addition, the amount was not specified, only that it would be approved by DPWES. For DPWES to approve the site plan, the amount of the proffer must clearly be specified. Staff recommends the applicant specify in the Proffer that the initial deposit will be equal to the estimated cost for the residential units' responsibility of the first 20-years of the facilities, based on cost data of the underground vault(s). The proffers must also commit to contributions for the costs associated with the vaults in Phase A.

- Proffer B-27.D(iii) includes a commitment for an unspecified contribution to the future replacement fund prior to approval of the site plan for the first residential building. The amount was not specified, only that it would be approved by DPWES. For DPWES to approve the site plan, the amount of the proffer must clearly be specified. Staff recommends the applicant specify in the Proffer that the initial deposit will be equal to the estimated cost for the residential units' responsibility of the first 20-years of the facilities, based on cost data of the underground vault.
- Proffer B-27.D(iv) – The applicant does not commit to a specific minimum amount of liability insurance that must be provided and continuously maintained. The typical liability insurance amount is at least \$1,000,000, against claims associated with underground facilities.
- Proffer B-27.D(iv) – The SWM agreement must also include: a condition that the applicant, property owners, their successors or assigns shall not petition the County to take future maintenance or replace the underground facilities; establishment of procedures to follow that will facilitate inspection by the County, i.e. advance notice procedure, whom to contact, who has the access keys, etc; and a statement that Fairfax County shall be held harmless from any liability associated with the facilities.
- Proffer B-27.E – includes a commitment for an unspecified contribution to the Phase A Condominium Associations for the future replacement fund prior to approval of the site plan for the first residential building on the Phase B property. The amount was not specified. Staff recommends the applicant specify in the Proffer that the initial deposit will be equal to the estimated cost for the residential units' responsibility of the first 20-years of the facilities, based on cost data of the underground vault.

Floodplain Regulations

There is no regulated 100-yr floodplain on the site.

Stormwater Detention

The proposed underground detention facilities in residential areas requires approval of a PFM modification by the Board (see comments above). The applicant has proffered to a 25% reduction in stormwater runoff from Phase B beyond the minimum PFM requirement.

Site Outfall

The applicant shall provide an outfall narrative describing the condition of each reach of the outfall from the site downstream to a point where the drainage area is at least 100 times the Site area or to a floodplain which has a contributing area of at least one square mile, ZO 8-011.2, not just a map of the drainage area.

Downstream Drainage Complaints

There are no relevant drainage complaints on file along the outfall from the site.

Additional Comments

The existing site was developed without water quality or quantity controls of the existing impervious area. The applicant should be encouraged to provide additional controls above the minimum required for the redevelopment. Given the proposed configuration of the site, green roof BMP concepts are encouraged and should be part of the proffer commitments from the applicant. Please note the amendment incorporating vegetated roofs as a low impact development technique has been adopted by the Board of Supervisors on March 12, 2007. A vegetated roof could receive BMP credit if the design conforms to the new PFM standards.

The outline of the proposed underground vault (sheet 29), including the necessary access doors and manholes, is within the limits of the central north-south road. When the parcel to the south redevelops, the inter-parcel access will become a more used travel way. Maintenance activities will require the road to be closed so all the access openings can be opened for ventilation and access for the duration of the inspection, cleaning and repair activities. The future potential conflict could be reduced by relocating the vault out of the north-south inter-parcel access.

In order to provide continuity of maintenance responsibility, any storm sewer system that conveys off-site stormwater through the site will require a county storm sewer easement. Since the proposed stormwater vaults must be privately maintained and must not be located in a county storm sewer easement, the underground facilities must not treat off-site areas or must be "off-line". The proposed storm sewer that conveys stormwater from Gallows Road must be revised.

In addition, the general note on sheet 31 indicating that changes to the BMP devices may be implemented at Site Plan is not appropriate. The facilities constructed with the site plan must be consistent with those shown on the Waiver request and approved by the Board.

If you have any questions, or need further assistance, please contact me at 703-324-1720.

cc: Steve Aitcheson, Director, Stormwater Planning Division, DPWES
Valerie Tucker, Chief Stormwater Engineer, Site Review East, ESRD, DPWES
Zoning Application File (24817-ZONA-001-4)



FAIRFAX COUNTY PARK AUTHORITY

MEMORANDUM



TO: Barbara A. Byron, Director
Zoning Evaluation Division
Department of Planning & Zoning

FROM: Sandy Stallman, Branch Manager, Park Planning Branch
Planning & Development Division 

DATE: March 2, 2007

SUBJECT: RZ 2007-PR-001 Halstead Mixed Use Development
Tax Map Numbers 49-1((16)) 14, 15, 16; 49-1((29)) all; 49-1((30)) all

BACKGROUND

This project proposes expanding the retail/residential development constructed immediately north of the subject property ("Phase A"). Applicant proposes constructing Phase B consisting of 1,010,992 square feet of commercial and residential uses. The proposed four residential buildings will have approximately 955 units including ADUs and bonus units. Applicant's proposal would add approximately 2,015 residents to the Merrifield area.

COMPREHENSIVE PLAN CITATIONS

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

Objective 4: Provide for current and future park and recreational needs through a combination of development of new and existing sites and the optimal use of all existing facilities.

Policy f: Integrate urban-scale parks into mixed-use developments or major employment centers.

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 f: Encourage developers to cooperatively develop publicly accessible urban parks, connective trails, park amenities and active recreation facilities in Tysons Corner Urban Center, Transit Station Areas, Suburban Centers, Community Business Centers and identified "Town Centers" or mixed-use activity centers.

2. Open Space and Pedestrian System Guidelines (Comprehensive Plan, Area I, Merrifield Suburban Center, Area Wide Recommendations, p. 22)

Usable open space in the form of plazas, urban greens, courtyards or parks should be provided throughout the Merrifield Suburban Center, especially in the Transit Station Area and the Town Center, in order to create a strong pedestrian focus. Developments should provide these pedestrian amenities, which include landscaped areas with shade trees, seating areas, public art and other amenities that make attractive gathering places for the local workforce, shoppers, and residents. In some instances, these open space amenities should be large enough and designed in a manner to accommodate informal activities as well as programmed events during lunch-hours and after-work hours.

3. Merrifield Suburban Center Open Space and Pedestrian System Map (Comprehensive Plan, Area I, Merrifield Suburban Center, Land Unit Recommendations, Figure 8, p. 21)

Figure 8 shows a plaza/urban green within the area proposed by Applicant for development.

4. Park and Recreation Facilities (Comprehensive Plan, Area I, Merrifield Suburban Center, Area Wide Recommendations, p. 46)

Existing public park and recreation facilities are very limited in the Merrifield Suburban Center, with the Providence Recreation Center and the ball fields at Luther Jackson Intermediate School being the only facilities..... In order to meet park and recreation needs within the Merrifield Suburban Center, recreation facilities should be provided as part of new residential development with on-site facilities. Contributions should be made by both new residential and non-residential development for offsite public park facilities that serve the Merrifield Suburban Center.

5. Sub-Units C-1 (Comprehensive Plan, Area I, Merrifield Suburban Center, Land Unit Recommendations, p. 62)

Development should be designed to include pedestrian open space amenities, which should include public plazas or greens. Two key locations for the green space amenities are along the Merrilee Drive extension and at the corner of Prosperity Avenue and Gallows Road. The open space amenities along the Merrilee Drive extension should be a focal point for the northern portion of this land unit.

6. Sub-Units C-1, C-2, C-3 (Comprehensive Plan, Area I, Merrifield Suburban Center, Land Unit Recommendations, p. 63, 64, 66)

Any proposed residential development should create a viable living environment by providing recreation and other amenities for the residents as indicated under the Area-Wide Recommendations, Land Use Section. In addition, contributions should be made for the purchase of public parkland within Land Unit C or to provide improvements to nearby parks. As an alternative, open space amenities could be incorporated into the development, such as the provision of an urban park that could be privately owned, provided it is accessible for public use

ANALYSIS AND RECOMMENDATIONS

Design Issues

The Comprehensive Plan for the Merrifield Suburban Center anticipates a plaza/urban green located within the area encompassed by Applicant's proposed development. The Park Authority believes that the applicant's proposed "public plaza," as detailed on sheet 9 of 25, does not meet the design standards anticipated by the Comprehensive Plan.

The Comprehensive Plan identifies Sub-Unit C-1 as a key location for an open space amenity, noting that such amenity should be a "focal point for the northern portion of this land unit" (*see* Item 5, above). Applicant's proposed plaza is a comparatively small paved area, bisected by a private street connecting Merrilee Drive and Gallows Road. The awkward geometry of the two bump-outs does not provide sufficient space for informal activities or programmed events. The plaza's lack of frontage along Merrilee Drive may suggest to passers-by that it is private space, perhaps for the exclusive use of the retail abutting it. The intrusion of vehicles into the plaza and the provision for curbside parking belies Applicant's statement that these two areas comprise a "large, open plaza" and creates a potentially hazardous condition.

The Park Authority recommends locating the plaza in its entirety to one side or the other of the private street; redesigning the plaza both to provide sufficient space for programmed events and to distinguish areas for different activities/uses; and relocating the plaza with frontage on Merrilee Drive to increase its visibility and accessibility.

Recreational Impact

The residents of this development will need access to outdoor recreational facilities. Typical recreational needs include playgrounds; basketball, tennis and volleyball courts; and athletic fields. Based on Zoning Ordinance Sections 6-110 and 16-404, Applicant shall provide \$955 per non-ADU (affordable dwelling unit) residential unit for outdoor recreational facilities to serve the development population. With 955 units proposed, the Ordinance-required contribution is \$912,025. The Park Authority recognizes that Applicant's proposal does not break out the number of proposed ADUs for this development, so this figure may be adjusted accordingly.

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. With the Countywide Comprehensive Plan as a guide, the Park Authority typically asks for a fair share contribution of \$265 per new resident with any residential rezoning application to offset impacts to existing parks and recreation services. To offset the impact caused by this proposed development, Applicant should dedicate \$533,975 to the Park Authority for recreational facility development at one or more of our sites located within the service area of this development.

Natural Resources

The applicant proposes to use Winged Burning Bush, *Euonymus alatus*, in their landscape plantings. This shrub is considered highly invasive in our region and should not be planted near natural areas. The Park Authority recommends that the applicant select only native or non-invasive plants for their landscape design. For a list of invasive species in the state of Virginia refer to the DNH website at <http://www.dcr.virginia.gov/dnh/invinfo.htm>.

cc: Cindy Messinger, Director, Resource Management Division
Chron Binder
File Copy

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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 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.

RESIDENTIAL DEVELOPMENT CRITERIA

Fairfax County expects new residential development to enhance the community by: fitting into the fabric of the neighborhood, respecting the environment, addressing transportation impacts, addressing impacts on other public facilities, being responsive to our historic heritage, contributing to the provision of affordable housing and, being responsive to the unique site specific considerations of the property. To that end, the following criteria are to be used in evaluating zoning requests for new residential development. The resolution of issues identified during the evaluation of a specific development proposal is critical if the proposal is to receive favorable consideration.

Where the Plan recommends a possible increase in density above the existing zoning of the property, achievement of the requested density will be based, in substantial part, on whether development related issues are satisfactorily addressed as determined by application of these development criteria. Most, if not all, of the criteria will be applicable in every application; however, due to the differing nature of specific development proposals and their impacts, the development criteria need not be equally weighted. If there are extraordinary circumstances, a single criterion or several criteria may be overriding in evaluating the merits of a particular proposal. Use of these criteria as an evaluation tool is not intended to be limiting in regard to review of the application with respect to other guidance found in the Plan or other aspects that the applicant incorporates into the development proposal. Applicants are encouraged to submit the best possible development proposals. In applying the Residential Development Criteria to specific projects and in determining whether a criterion has been satisfied, factors such as the following may be considered:

- the size of the project
- site specific issues that affect the applicant's ability to address in a meaningful way relevant development issues
- whether the proposal is advancing the guidance found in the area plans or other planning and policy goals (e.g. revitalization).

When there has been an identified need or problem, credit toward satisfying the criteria will be awarded based upon whether proposed commitments by the applicant will significantly advance problem resolution. In all cases, the responsibility for demonstrating satisfaction of the criteria rests with the applicant.

1. Site Design:

All rezoning applications for residential development should be characterized by high quality site design. Rezoning proposals for residential development, regardless of the proposed density, will be evaluated based upon the following principles, although not all of the principles may be applicable for all developments.

- a) *Consolidation:* Developments should provide parcel consolidation in conformance with any site specific text and applicable policy recommendations of the Comprehensive Plan. Should the Plan text not specifically address consolidation, the nature and extent of any proposed parcel consolidation should further the integration of the development with adjacent parcels. In any event, the proposed consolidation should not preclude nearby properties from developing as recommended by the Plan.
- b) *Layout:* The layout should:
 - provide logical, functional and appropriate relationships among the various parts (e. g. dwelling units, yards, streets, open space, stormwater management facilities, existing vegetation, noise mitigation measures, sidewalks and fences);
 - provide dwelling units that are oriented appropriately to adjacent streets and homes;

- include usable yard areas within the individual lots that accommodate the future construction of decks, sunrooms, porches, and/or accessory structures in the layout of the lots, and that provide space for landscaping to thrive and for maintenance activities;
 - provide logical and appropriate relationships among the proposed lots including the relationships of yards, the orientation of the dwelling units, and the use of pipestem lots;
 - provide convenient access to transit facilities;
 - Identify all existing utilities and make every effort to identify all proposed utilities and stormwater management outfall areas; encourage utility collocation where feasible.
- c) *Open Space:* Developments should provide usable, accessible, and well-integrated open space. This principle is applicable to all projects where open space is required by the Zoning Ordinance and should be considered, where appropriate, in other circumstances.
- d) *Landscaping:* Developments should provide appropriate landscaping: for example, in parking lots, in open space areas, along streets, in and around stormwater management facilities, and on individual lots.
- e) *Amenities:* Developments should provide amenities such as benches, gazebos, recreational amenities, play areas for children, walls and fences, special paving treatments, street furniture, and lighting.

2. Neighborhood Context

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

- transitions to abutting and adjacent uses;
- lot sizes, particularly along the periphery;
- bulk/mass of the proposed dwelling units;
- setbacks (front, side and rear);
- orientation of the proposed dwelling units to adjacent streets and homes;
- architectural elevations and materials;
- pedestrian, bicycle and vehicular connections to off-site trails, roadways, transit facilities and land uses;
- existing topography and vegetative cover and proposed changes to them as a result of clearing and grading.

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

3. Environment:

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

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

4. Tree Preservation and Tree Cover Requirements:

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

5. Transportation:

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

- a) *Transportation Improvements:* Residential development should provide safe and adequate access to the road network, maintain the ability of local streets to safely accommodate traffic, and offset the impact of additional traffic through commitments to the following:
- Capacity enhancements to nearby arterial and collector streets;
 - Street design features that improve safety and mobility for non-motorized forms of transportation;
 - Signals and other traffic control measures;
 - Development phasing to coincide with identified transportation improvements;
 - Right-of-way dedication;
 - Construction of other improvements beyond ordinance requirements;
 - Monetary contributions for improvements in the vicinity of the development.
- b) *Transit/Transportation Management:* Mass transit usage and other transportation measures to reduce vehicular trips should be encouraged by:
- Provision of bus shelters;
 - Implementation and/or participation in a shuttle bus service;
 - Participation in programs designed to reduce vehicular trips;
 - Incorporation of transit facilities within the development and integration of transit with adjacent areas;
 - Provision of trails and facilities that increase safety and mobility for non-motorized travel.
- c) *Interconnection of the Street Network:* Vehicular connections between neighborhoods should be provided, as follows:
- Local streets within the development should be connected with adjacent local streets to improve neighborhood circulation;
 - When appropriate, existing stub streets should be connected to adjoining parcels. If street connections are dedicated but not constructed with development, they should be identified with signage that indicates the street is to be extended;
 - Streets should be designed and constructed to accommodate safe and convenient usage by buses and non-motorized forms of transportation;
 - Traffic calming measures should be implemented where needed to discourage cut-through traffic, increase safety and reduce vehicular speed;
 - The number and length of long, single-ended roadways should be minimized;
 - Sufficient access for public safety vehicles should be ensured.
- d) *Streets:* Public streets are preferred. If private streets are proposed in single family detached developments, the applicant shall demonstrate the benefits for such streets. Applicants should make appropriate design and construction commitments for all private streets so as to minimize maintenance costs which may accrue to future property owners. Furthermore, convenience and safety issues such as parking on private streets should be considered during the review process.
- e) *Non-motorized Facilities:* Non-motorized facilities, such as those listed below, should be provided:
- Connections to transit facilities;
 - Connections between adjoining neighborhoods;
 - Connections to existing non-motorized facilities;
 - Connections to off-site retail/commercial uses, public/community facilities, and natural and recreational areas;
 - An internal non-motorized facility network with pedestrian and natural amenities, particularly those included in the Comprehensive Plan;

- Offsite non-motorized facilities, particularly those included in the Comprehensive Plan;
- Driveways to residences should be of adequate length to accommodate passenger vehicles without blocking walkways;
- Construction of non-motorized facilities on both sides of the street is preferred. If construction on a single side of the street is proposed, the applicant shall demonstrate the public benefit of a limited facility.

f) *Alternative Street Designs:* Under specific design conditions for individual sites or where existing features such as trees, topography, etc. are important elements, modifications to the public street standards may be considered.

6. Public Facilities:

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

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

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

Furthermore, phasing of development may be required to ensure mitigation of impacts.

7. Affordable Housing:

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

a) *Dedication of Units or Land:* If the applicant elects to fulfill this criterion by providing affordable units that are not otherwise required by the ADU Ordinance: a maximum density of 20% above the upper limit of the Plan range could be achieved if 12.5% of the total number of single family detached and attached units are provided pursuant to the Affordable Dwelling Unit Program; and, a maximum density of 10% or 20% above the upper limit of the Plan range could be achieved if 6.25% or 12.5%, respectively of the total number of multifamily units are provided to the Affordable Dwelling Unit Program. As an alternative, land, adequate and ready to be developed for an equal number of units may be provided to the Fairfax County Redevelopment and Housing Authority or to such other entity as may be approved by the Board.

- b) *Housing Trust Fund Contributions*: Satisfaction of this criterion may also be achieved by a contribution to the Housing Trust Fund or, as may be approved by the Board, a monetary and/or in-kind contribution to another entity whose mission is to provide affordable housing in Fairfax County, equal to 0.5% of the value of all of the units approved on the property except those that result in the provision of ADUs. This contribution shall be payable prior to the issuance of the first building permit. For for-sale projects, the percentage set forth above is based upon the aggregate sales price of all of the units subject to the contribution, as if all of those units were sold at the time of the issuance of the first building permit, and is estimated through comparable sales of similar type units. For rental projects, the amount of the contribution is based upon the total development cost of the portion of the project subject to the contribution for all elements necessary to bring the project to market, including land, financing, soft costs and construction. The sales price or development cost will be determined by the Department of Housing and Community Development, in consultation with the Applicant and the Department of Public Works and Environmental Services. If this criterion is fulfilled by a contribution as set forth in this paragraph, the density bonus permitted in a) above does not apply.

8. Heritage Resources:

Heritage resources are those sites or structures, including their landscape settings, that exemplify the cultural, architectural, economic, social, political, or historic heritage of the County or its communities. Such sites or structures have been 1) listed on, or determined eligible for listing on, the National Register of Historic Places or the Virginia Landmarks Register; 2) determined to be a contributing structure within a district so listed or eligible for listing; 3) located within and considered as a contributing structure within a Fairfax County Historic Overlay District; or 4) listed on, or having a reasonable potential as determined by the County, for meeting the criteria for listing on, the Fairfax County Inventories of Historic or Archaeological Sites.

In reviewing rezoning applications for properties on which known or potential heritage resources are located, some or all of the following shall apply:

- a) Protect heritage resources from deterioration or destruction until they can be documented, evaluated, and/or preserved;
- b) Conduct archaeological, architectural, and/or historical research to determine the presence, extent, and significance of heritage resources;
- c) Submit proposals for archaeological work to the County for review and approval and, unless otherwise agreed, conduct such work in accordance with state standards;
- d) Preserve and rehabilitate heritage resources for continued or adaptive use where feasible;
- e) Submit proposals to change the exterior appearance of, relocate, or demolish historic structures to the Fairfax County Architectural Review Board for review and approval;
- f) Document heritage resources to be demolished or relocated;
- g) Design new structures and site improvements, including clearing and grading, to enhance rather than harm heritage resources;
- h) Establish easements that will assure continued preservation of heritage resources with an appropriate entity such as the County's Open Space and Historic Preservation Easement Program; and

- i) Provide a Fairfax County Historical Marker or Virginia Historical Highway Marker on or near the site of a heritage resource, if recommended and approved by the Fairfax County History Commission.

ROLE OF DENSITY RANGES IN AREA PLANS

Density ranges for property planned for residential development, expressed generally in terms of dwelling units per acre, are recommended in the Area Plans and are shown on the Comprehensive Plan Map. Where the Plan text and map differ, the text governs. In defining the density range:

- the “base level” of the range is defined as the lowest density recommended in the Plan range, i.e., 5 dwelling units per acre in the 5-8 dwelling unit per acre range;
- the “high end” of the range is defined as the base level plus 60% of the density range in a particular Plan category, which in the residential density range of 5-8 dwelling units per acre would be considered as 6.8 dwelling units per acre and above; and,
- the upper limit is defined as the maximum density called for in any Plan range, which, in the 5-8 dwelling unit per acre range would be 8 dwelling units per acre.
- In instances where a range is not specified in the Plan, for example where the Plan calls for residential density up to 30 dwelling units per acre, the density cited in the Plan shall be construed to equate to the upper limit of the Plan range, and the base level shall be the upper limit of the next lower Plan range, in this instance, 20 dwelling units per acre.

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		