



APPLICATION FILED: December 29, 2005
APPLICATION AMENDED: November 10, 2006
PLANNING COMMISSION: September 11, 2007
PLANNING COMMISSION DECISION: October 4, 2007
BOARD OF SUPERVISORS: October 15, 2007 @ 3:30 PM

County of Fairfax, Virginia

October 3, 2007

STAFF REPORT ADDENDUM I

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

PROVIDENCE DISTRICT

APPLICANT: Merrifield Mixed Use, LLC

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

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

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

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

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

PLAN MAP: Mixed Use

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

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Department of Planning and Zoning

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

STAFF RECOMMENDATIONS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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).

BACKGROUND & DISCUSSION

The applicant, Merrifield Mixed Use, LLC, requests the rezoning of 31.37 acre site from the current I-4 and I-5 districts to the Planned Residential Mixed-Use (PRM) and Planned Development Commercial (PDC) districts to create a mixed-use development consisting of a minimum of 500 residential units; 120,000 sq/ft theater; a minimum of 370,000 sq/ft of retail space; and optional office and hotel uses, with an overall maximum of 1,639,692 sq/ft equating to an FAR of 1.20 (1.39 including the ADU and Workforce bonus density) in an area located south of Lee Highway, west of Gallows Road, north of Luther Jackson Middle School, and east of Eskridge Road. Also, a Special Exception Amendment has been filed to permit the construction of 64 parking spaces on a 1.0 acre portion of the Luther Jackson Middle School property to the south.

A staff report was published on August 29, 2007. Since that time, the applicant has continued working with staff to address minor outstanding concerns with the proffers.

Pursuant to staff's new policy relating to publication dates and hearing dates, this staff report addendum has been provided with the revised proffers, now dated October 1, 2007.

Changes to the proffers from those in the previous staff report are shown in blackline in Attachment 1. Changes are generally minor in nature and are provided to clarify existing commitments and address issues from the September 11, 2007, Planning Commission public hearing. The main changes that have taken place are:

- Language has been added to address the striping and signal modifications pertaining to the left turn lanes on Route 29 at the Eskridge Road intersection.
- Illustratives have been added to the Design Guidelines that depict the proposed pedestrian amenities along the loading dock to visually alert pedestrians that they are entering a loading area. Further, the street section provided on Sheet 32 of the CDP/FDP (Section O) also depicts pedestrian amenities along Yates Way. A 15-foot wide pedestrian zone is provided along the perimeter of Parcel B. This pedestrian zone provides for an 8 foot wide tree planting area as well as a 6.5 foot wide sidewalk.
- Sheet 32 of the CDP/FDP (Section O) depicts the cross-section of Yates Way along the frontage of Parcel B. As shown in Section O, a 10.5-foot wide area along the site's frontage is currently under the ownership of another party (UniWest). The Applicant has been working with the adjacent property owner to secure the right to access Yates Way via a deed of easement. In the event such an easement is not secured from the adjacent owner, or should the County not use its powers of eminent domain to secure such access, then the alternative means of access for the uses proposed on Parcel B, as reflected on Sheet 21 of the CDP/FDP (Section 4B and Note 4), would be implemented. Further, the Applicant will modify the proffer to require demonstration of the right to access to and from Yates Way prior to the issuance of a building permit for any Building in Parcel B proposed with such access, as well as the right to move the existing deed of easement to create an interparcel connector.

- Proffer VII.9 provides for the extension of Yates Way to Route 29, subject to the availability of right-of-way and/or easements by others from its current terminus to Route 29 in accordance with VDOT requirements. The Applicant has agreed to substantially complete such connection prior to the issuance of the first Non-RUP or RUP associated with Parcel B if such rights-of-way or easements are made available to the Applicant and the connection is allowed by VDOT.
- Proffer VI.4 states “Public access easements shall be provided on the applicable portions of Festival Street, Festival Street Extended, Strawberry Lane and North Street.” The intent of the proffer was to insure the public’s right to utilize such facilities within the Town Center. The Applicant has modified the proffer to read:

“Public access easements shall be provided on ~~the applicable portions of~~ Festival Street, Festival Street Extended, Strawberry Lane, *South Theatre Drive* and North Street *within the limits of the Property.*”

- Proffer VII.5, as reflected in the July 16, 2007 proffers, provided for the construction of the improvements to Strawberry Lane “...prior to issuance of the first Non-RUP or RUP for any of the Applicant’s buildings which have direct vehicular access onto Strawberry Lane.” The proffer was changed in the August 8, 2007 draft to address the situation where access to Parcel B is provided via Yates Way. In that instance, under the terms of the July 16, 2007 proffer, construction of the section of Strawberry Lane between its current terminus and Festival Street would never be required. The proposed proffer language now ties the construction of Strawberry Lane, between Eskridge Road and Yates Way, to issuance of the first Non-RUP or RUP for “...any of the Applicant’s buildings located within Parcel A or Parcel B.” This represents an improvement upon the previous proffer language.
- Proffers VI.9 and VI.8 have been modified to provide 12-foot temporary grading and/or construction easements in those locations identified on the CDP/FDP, which will allow one lane of travel to occur during construction requiring use of such easement. This was increased from the previously proffered 10-foot easement.
- Proffer VII.11.A stated that the Applicant will submit a signal warrant study to VDOT prior to final site plan approval for the construction of North Street at its intersection with Eskridge Road. In response to FCDOT’s request for a later timing trigger in order to allow for a portion of the development to be in place, the proffer has been modified to provide for submission of the warrant study concurrent with the submission of the final site plan for the Property.
- The Applicant has proffered to provide a TDM program that provides for a shuttle service with a reoccurring operating budget of nearly \$90,000 per year; a yearly budget (plus 10% contingency funding) of up to \$146,300 per year; a one-time remedy fund contribution of \$50,000; a TDM incentive fund contribution of approximately \$65,000 for the residential and office uses; a contribution of \$10,000 for TDM incentives associated with the retail and hotel uses; and a penalty fund cap of \$100,000. Staff continues to recommend that applicant provide additional funding for the penalty fund, and will to continue to work with the applicant on this issue.

- Language has been included to address the temporary access between the application property and Yates Way on the adjacent property to the east (Uniwest).
- The Workforce Housing proffers have been updated to conform with other applications in regards to what happens when the County's policy and Zoning Ordinance amendments are approved.

Changes to the Proposed Development Conditions from those in the staff report are shown in blackline in Attachment 2. The main changes that have taken place are the removal of Conditions 3-6. These conditions have been removed due to the applicant's proffer revisions which have addressed these issues.

Changes to the CDP/FDP from those in the staff report (See Attachment 4) have been done for clarification and are as follows:

- Sheet 2 has been revised to include the overall residential density range, overall minimum and maximum ranges for each use.
- Sheets 3, 8 and 9 have updated parking tabs that reflect maximum number of theater seats up 3,400.
- Sheets 5 and 7 show corrections to the parking garage entrances that were shown in error.
- Sheet 6 show corrections to the parking garage entrances that were shown in error. A text note has also been added in regards to off-site improvements and possible need for a retaining wall.
- Sheets 17 and 18 have been updated to correct the maximum heights to correspond with the development chart.
- Sheet 26 has updated elevations of the theater façade.
- Sheet 37 has an additional plan view enlargement showing the tower design feature located on the theater façade.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

The minor revisions to the proffers and development plans represent improvements to the applications which do not substantively change the proposal or staff's recommendations.

Staff Recommendations

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

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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.

ATTACHMENTS

1. Draft Proffers
2. Proposed FDP 2005-PR-041 Development Conditions
3. Proposed SEA 99-P-008 Development Conditions
4. Revised CDP/FDP
5. Transportation Impact Addendum #2

RZ 2005-PR-041

MERRIFIELD MIXED USE LLC

DRAFT PROFFER STATEMENT

~~SEPTEMBER 6, OCTOBER 1, 2007~~

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

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

**April 7, 2006
October 2, 2006
November 22, 2006
January 12, 2007
March 8, 2007
June 1, 2007
July 16, 2007
August 8, 2007
September 6, 2007
October 1, 2007**

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

I. GENERAL

1. **Substantial Conformance.** Subject to the Proffers and the provisions of Sections 6-200 and 6-400 and Article 16 of the Zoning Ordinance, the Property shall be developed in substantial conformance with the Conceptual/Final Development Plan ("CDP/FDP") dated December 7, 2005, as revised through August 22, 2007, **including slip sheets dated October 1, 2007,** consisting of ~~48 sheets,~~ **Sheets 1 through 48,** and prepared by VIKA, Inc. and RTKL Associates, Inc., as further modified by these proffered conditions.
2. **Minor Modifications.** Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the approved CDP/FDP described above encompassing the application Property may be permitted due to final architectural and

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

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

Environmental Services ("DPWES") a running square footage tabulation which clearly presents proposed and approved square footage and dwelling units as follows: (i) total overall site development and development within the respective PRM and PDC Zoning Districts cumulatively; (ii) total non-residential use versus residential use, overall and within the respective PRM and PDC Zoning Districts cumulatively; (iii) total by land use category and (iii) cumulative total proposed in the respective site plans for each development Parcel A through I, broken down by uses. Said tabulations shall demonstrate compliance with the square footage limitations set forth in Proffer Section II below and with the tabulations and charts listed on the CDP/FDP.

II. LAND USE

1. **Zoning Districts.** As delineated on the CDP/FDP, the approximately 31.37-acre Application Property shall be zoned as follows:

- A. Approximately 24.14 acres to the PDC District and comprised of development parcels A, B, D, F, H and I.
- B. Approximately 7.23 acres to the PRM District and comprised of development parcels C, E and G.

2. **Permitted Uses.** The following uses shall be allowed on the respective portions of the Property, consistent with the CDP/FDP and the Parcel Allocation Chart set out in Proffer II(4), below. Any use not set forth below and allowed in the respective District may be permitted with approval of a final development plan amendment, special exception or special permit, as applicable.

A. **PDC District "Principal Uses" Permitted.**

- Business service and supply service establishments
- Eating establishments
- Establishments for scientific research, development and training
- Financial institutions (without drive-through)
- Garment cleaning establishments (without on-site processing)
- Hotels
- Offices, including medical offices/urgent medical care with no overnight stay
- Personal service establishments
- Public uses
- Repair service establishments
- Retail sales establishments
- Theatres

B. PDC "Secondary Uses" Permitted.

- Accessory uses, accessory service uses and home occupations as permitted by Article 10
- Bank teller machines, unmanned
- Commercial and industrial uses of special impact (Category 5), limited to:
 - Amusement arcades
 - Fast food restaurants (without drive-through windows)
 - Quick-service food stores
 - Retail sales establishments - large (not to exceed two)
 - Vehicle rental establishments, limited by the provisions of Sect. 9-518
- Commercial recreation uses (Group 5), limited to:
 - Bowling alleys
 - Billiard and pool halls
 - Health clubs
 - Miniature golf courses (limited to elements which are not visually intrusive and which complement, and do not detract from, the high quality design of the Town Center)
 - Ice skating facilities
 - Any other similar commercial recreation use
- Community uses (Group 4), excluding marinas, docks and boating facilities
- Multi-Family Dwellings
- Institutional uses (Group 3), limited to home child care facilities
- Light public utility uses (Category 1) limited to electric substations and distribution centers including transformer stations, roof-top antennae and other facilities associated with a local radio, television, and/or cable access channel, and mobile and land-based telecommunication facilities (See Proffer II.12.C below)
- New vehicle storage (maximum 50 vehicles) (pre-buildout, and only to the extent the number of spaces exceed Zoning Ordinance requirements for uses with occupancy permits)
- Quasi-public uses (Category 3), limited to:
 - Child care centers and nursery schools
 - Colleges, universities (without dormitories)
 - Cultural centers, museums and similar facilities
 - Independent living facilities
 - Private clubs ~~and public benefit associations~~
 - Private schools of special education
- Veterinary hospitals (kennels and boarding allowed, but no exterior runs)

C. PRM "Principal Uses" Permitted.

- Dwellings, multiple family.
- Public uses.

D. PRM "Secondary Uses" Permitted.

- Accessory uses and home occupations as permitted by Article 10

- Bank teller machines, unmanned
- Business service and supply service establishments
- Commercial and industrial uses of special impact (Category 5), limited to:
 - Fast food restaurants (without drive-throughs)
 - Quick-service food stores
 - Vehicle rental establishments, limited by the provisions of Sect. 9-518
- Commercial recreation uses (Group 5), limited to:
 - Bowling alleys
 - Billiard and pool halls
 - Health clubs
 - Ice Skating facilities
 - Any other similar commercial recreation use
- Eating establishments
- Financial institutions (without drive-throughs)
- Garment cleaning establishments (no on-site processing).
- Institutional uses (Group 3), limited to:
 - Home child care facilities
- Light public utility uses (Category 1) limited to electric substations and distribution centers including transformer stations, roof-top antennae and other facilities associated with a local radio, television, and/or cable access channel, and mobile and land-based telecommunication facilities. See Proffer II.12.C below.
- Offices, including medical offices/urgent medical care with no overnight stay
- Personal service establishments
- Quasi-public uses (Category 3), limited to:
 - Child care centers and nursery schools
 - Colleges, universities (without dormitories)
 - Cultural centers, museums and similar facilities
 - Independent living facilities
 - Private clubs and public benefit associations
 - Private schools of special education
- Repair service establishments
- Retail sales establishments
- Vehicle transportation service establishments

E. PDC and PRM "Temporary Uses" Permitted

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

F. Festivals, Fairs or Similar Activities. The Applicant shall be permitted to provide on the subject Property festivals, fairs or similar activities including, without limitation, farmers' markets, without the need for issuance or approval of a "Temporary Special Permit" in accordance with the following provisions:

- i. Maximum of 64 events per year;
 - ii. May be provided with or without admission or other fees;
 - iii. Sponsored by the Applicant, or its designee, a civic organization, public entity including the Fairfax County Park Authority ("FCPA"), local chamber of commerce, charitable organization, service club, non-profit, or similar entity;
 - iv. Complies with all Health Department regulations;
 - v. The Applicant reserves the right to periodically close the following portions of the internal private road network: Festival Street between Strawberry Lane and the Festival Street intersection with Festival Street Extended. Other portions of the internal private street network may also be closed on an infrequent basis.
 - vi. Notwithstanding the "Shopping Center Parking Exhibit" on Sheet 3 of the CDP/FDP, the Applicant, upon temporary closure of portions of the internal road network, reserves the right to temporarily provide no more than 61 parking spaces (a number which will fluctuate downward depending upon the portion temporarily closed and the number of street level parking spaces affected) in one "parking zone" for uses in one or more other "parking zones." Such provision of temporary parking shall permit the Applicant to count all on-street spaces on private roads within the development toward the parking required by the Ordinance.
- G. Unmanned Freestanding Automated Teller Machines. The Applicant shall be permitted to install up to five free-standing, unmanned bank teller (aka "ATM") machines on the Property; the footprint of each such ATM shall not exceed sixteen (16) square feet. Said ATMs shall not be counted toward the maximum amount of retail or non-residential GFA permitted on the Property referenced below. Said ATMs shall be located in kiosks in a manner that does not interfere with pedestrian movements or safety. This limitation shall not preclude additional ATMs within buildings or on building facades.
- H. Retail Kiosks/Moveable Carts. The Applicant shall be permitted to operate movable carts, which shall be defined as temporary, transportable kiosks that serve a retail purpose, but shall not be counted toward that maximum amount of

retail or non-residential GFA permitted on the Property referenced below. Each kiosk/cart shall be no more than 120 square feet; however, one newsstand kiosk shall be permitted to be up to 900 square feet maximum size, which kiosk, if not portable, shall be counted against the maximum amount of retail or non-residential GFA permitted on the Property. Said carts shall be located within park and plaza areas, as well as adjacent to non-residential uses, as determined by the Applicant, provided that, cumulatively, said carts do not negatively impact streetscape views, do not interfere with pedestrian movements or safety and conform with the standards set forth in the "Design Guidelines," as described below.

3. **Overall Maximum Floor Area Ratios and Gross Floor Areas.** Development on the Property as a whole shall not exceed 1,893,112 square feet of GFA of principal and secondary uses, at an overall 1.39 floor area ratio ("FAR"), including (i) "Affordable Dwelling Units" ("ADUs") and ADU-related density, and (ii) Workforce Housing-related density, as presented in the tabulations on Sheet 2 of the CDP/FDP, but excluding Cellar Space as defined in the Zoning Ordinance ("Cellar Space"). A maximum of 1,442,712 square feet of GFA, exclusive of Cellar Space, shall be permitted within the PDC zone, and a maximum of 610,000 square feet of GFA, exclusive of Cellar Space, shall be permitted within the PRM zone. Cellar Space shall be limited to 175,000 SF for all permitted uses, except dwelling units. Cellar Space dwelling units shall be limited separately to 25,000 SF. Nothing herein shall be construed to limit the Applicant's ability to utilize Cellar Space for storage or other uses not occupied by humans.
4. **Parcel Allocation Chart.** Land uses and building heights shall be allocated in accordance with the "Parcel Allocation Chart" below, which also appears on Sheet 5 (and subsequent sheets) of the CDP/FDP. The Applicant, in its sole discretion, shall determine the final allocation for each Development Parcel in accordance with the limitations set forth in the following charts:

MERRIFIELD TOWN CENTER CDP/FDP AUGUST 22, 2007
Program Table for CDP/FDP Sheets 5 - 7, Parcel A Option 1 and Parcel B Option 1: Department Store on Parcel B

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

Notes:

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

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

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

Notes:

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

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

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

Notes:

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

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

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

Notes:

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

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

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

Notes:

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

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

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

construed to prohibit retail and related uses on the second floor, in addition to the ground floor, of such buildings or uses ancillary to residential on the ground floor of such buildings. Residential use may also be provided, as determined by the Applicant in its sole discretion, on Parcels "B," "F" and/or "H" in accordance with the CDP/FDP.

11. **Location of Hotel and Related Uses.** Up to 364,000 square feet of GFA of hotel and related uses may be located on Parcels A, B, F, and/or H, or on none of them, as determined by the Applicant in its sole discretion.
12. **Building Heights.** Heights of buildings shall be permitted up to the maximums listed for each building "Parcel" on the CDP/FDP and Parcel Allocation Chart. In its sole discretion, the Applicant may construct a maximum of three buildings that are up to 115 feet in height, within Parcels "A," "B," and/or "F," as set forth on the "Parcel Allocation Chart" listed in these Proffers and on Sheet 5 (and subsequent sheets) of the CDP/FDP. Building height shall be measured as defined by the Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as specifically set forth in the Zoning Ordinance such as, without limitation, penthouses and other roof structures used for common amenity space for residents of those multifamily buildings (rooftop pool facilities, exercise rooms, meeting/party rooms and such comparable uses).
 - A. Mechanical penthouses shall be permitted to exceed said maximum heights listed on the CDP/FDP, provided that they meet the following standards as determined by DPWES:
 - i. They comprise less than twenty-five (25) percent of the roof of the building.
 - ii. They do not exceed twenty (20) feet in height.
 - iii. They are architecturally ~~elad~~**integrated** with materials and colors consistent with the building upon which they are situated.
 - B. Notwithstanding the foregoing, however, nothing shall preclude the Applicant, **in the Applicant's sole discretion,** from constructing buildings to a lesser building height than the maximums depicted on the development plan and listed on the CDP/FDP "Parcel Allocation Chart," provided minimum heights are no less than the minimums shown on the CDP/FDP and Parcel Allocation Chart, and the

configuration of the building envelope remains in substantial conformance with those shown on the CDP/FDP.

- C. Telecommunications equipment may be placed on the proposed building(s) rooftop(s); however, any such facilities must (a) comply with the Zoning Ordinance and (b) be screened, designed and/or set back sufficiently from the perimeter of the roof and penthouse to minimize view from the street below. Screening measures may be used such as, but not limited to, (i) including the facilities as part of the architecture of the building(s), (ii) employing telecommunication screening material, and/or (iii) flush-mounted antennas utilizing colors consistent with the building treatment in the area where the antennas are to be installed.

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

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

III. COMMUNITY SPACE

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

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

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

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

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

IV. **AFFORDABLE HOUSING.**

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

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

2. **Workforce Housing Units.** In addition to the five (5) percent ADUs required pursuant to Proffer 1 above, the Applicant also shall provide seven (7) percent of all **non-bonus** market rate residential units on the Property as workforce housing units. Thirty (30) percent, thirty (30) percent, and forty (40) percent, respectively, of said units shall be affordable to future residents who have a median household income of ~~up~~ **70%** to 90%, **70% to** 110%, and **70% to** 120%, respectively, of the Washington D.C. metropolitan statistical area median household income ("MHI") as determined by the U.S. Census Bureau, such that a total of twelve percent (12%) of the total **non-bonus,** market rate residential units constructed as part of the Proposed Development are sold/rented as either ADUs or Workforce Housing Units (as defined in this Proffer). ADUs and/or Workforce Units (as defined in this Proffer) provided in any single Residential Building of the Proposed Development may be greater or less than twelve percent (12%) of the total residential units in such phase/building; provided, however, that the total number of ADUs and Workforce Units provided at the completion of the Proposed Development shall satisfy the **above defined** twelve percent (12%) overall requirement.

A. **Definitions.** The following terms used in these Proffered Conditions shall be defined as follows, unless specifically modified:

- i. *Market-Rate Units.* Dwelling units approved on the Property that are not subject to either the price/rental restrictions of Section 2-800 of the Zoning Ordinance or Proffers IV.1 or IV.2; and
- ii. *Workforce Units.* Dwelling units on the Property subject to the price/rental restrictions of this Proffer, but not subject to those of Proffer III(1) and Section 2-800 of the Zoning Ordinance.
- iii. *Bonus Density.* ~~Should the Comprehensive Plan Policy Plan be amended to include a proportional bonus density of one (1) Market Rate dwelling~~

~~unit per Workforce Unit provided ("Policy Plan Amendment"), the Applicant shall be permitted to~~**Applicant may** provide bonus market rate dwelling units at a ratio of one (1) market rate dwelling unit per Workforce Unit provided.

- B. Workforce Units. Each Workforce Unit provided shall be made available by the Applicant on either a for-sale basis or rental basis to persons with an average income of ~~up~~**70%** to 90%, **70% to** 110%, or **70% to** 120% of MHI in accordance with Proffer IV(2) above. The Applicant shall direct its marketing of the Workforce Units with particular emphasis on bicyclists, one or no-car individuals/families, and employees of nearby employers (such as the INOVA Fairfax Hospital nurses, Exxon/Mobil, nearby police and fire units, Luther Jackson Middle School teachers); provided, however, that such marketing shall be conducted on a non-discriminatory basis in conformance with the Fair Housing Act and all other applicable laws and regulations.
- C. Unit Size. Workforce Units shall have a minimum size of 500 net leasable square feet and a maximum size of 850 net leasable square feet and may be provided as efficiency and/or studio units and/or one (1) or (2) bedroom units, as determined by the Applicant in its sole discretion.
- D. Designation on Approved Site Plan. The approved site ~~plan(s)~~**plans, record plats and building plans** for the Residential Buildings shall designate the number of Workforce Units, the number of Market-Rate Units, and the number of bonus Market Rate Units to be provided in each respective building. The Applicant shall determine the interior amenities, including the number of bedrooms, for each Workforce Unit provided. Interior amenities shall not be less than that provided for the ADUs referenced in Proffer Paragraph 1 above. If the development of the Residential Buildings is phased or developed in sections, then the approved site plan(s) for each Residential Building shall also contain tabulations of the total number of Workforce Units by bedroom count, the number of Market-Rate Units by bedroom count, and the number of bonus Market Rate Units by bedroom count on the Property. Whenever the calculation of the required Workforce Units results in a fractional unit less than 0.5, then the number shall be rounded down to

the next whole number, and any fractional unit of 0.5 or greater shall be rounded up to the next whole number.

E. Location Change. If there is to be any change in the location of Workforce Dwelling Units after the original approval of a site plan, the Applicant shall be responsible for amending the approved plans and plats to reflect the designation of the alternate Workforce Dwelling Unit location(s) prior to the issuance of a Residential Use Permit for the new Workforce Dwelling Units. However, in the case of a multiple family rental building that is under single ownership, the Workforce Dwelling Units need not be specifically identified. In such rental buildings, the site plans, record plats and building plans shall identify the building as a rental project and shall note the total number of Workforce Dwelling Units and the number of market rate units provided. For all for-sale buildings, the floor area of each Workforce Dwelling Unit shall be noted on the approved site plan, record plat and building plan

F. Timing for Provision of the Work-Force Units. RUPs shall not be issued for more than ninety percent (90%) of the total dwellings units approved on the Property until all of the RUPs have been issued for all of the Workforce Units required pursuant to this Proffer.

G. Provisions of the ADU Ordinance. The Workforce Units shall be administered in a fashion similar to ADU Units pursuant to the below-specified provisions of Section 2-800 of the Zoning Ordinance in effect at the time of the execution of these Proffers. The following specific provisions of the Zoning Ordinance shall apply to administration of the Workforce Units: Sections 2-805, 2-811(3), 2-812(1)(D), 2-812(6) (only as to recording a covenant ~~807, 2-808, 2-810, 2-811, 2-812 (with a control period of 50 years for rental units and recording covenants~~ committing to a thirty year contract period ~~the above-mentioned control periods~~), 2-813, 2-817, and 2-818, including the recordation of the appropriate restrictive covenants in the land records of Fairfax County, except where such provisions directly conflict with these Proffers. **Occupants of Workforce Dwelling Units purchased or leased by the Board and/or HCD shall qualify for the household income tiers set forth above. There shall be no requirement that the Workforce Dwelling Units provided shall be of**

proportional bedroom count to the market rate units within this development. When the provisions of Proffer IV.2 conflict with any provision of the Zoning Ordinance, these Proffers shall control.

H. ~~G-Alternative Administration.~~ Notwithstanding the foregoing subparagraph ~~FG~~, the Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the Workforce Units following approval of this Application. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the Workforce Units shall be administered solely in accordance with such an agreement, and subparagraph ~~FG~~ above 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, the Fairfax County Zoning Ordinance is amended to provide specific requirements regarding Workforce Dwelling Units, the Applicant reserves the right, in its sole discretion, to opt into the new Zoning Ordinance provisions regarding Workforce Dwelling Units, and the administrative requirements of this Proffer IV.2.G and .H shall be null and void. In any event, if this proffer conflicts with the administrative sections of the Workforce Dwelling Unit provisions of the Zoning Ordinance, this proffer shall control.

I. ~~H-Workforce Units – Rental Rates.~~ The maximum monthly rental, initially and for each year thereafter, at which each Workforce Unit may be offered shall be the rental rate for the Washington Standard Metropolitan Statistical Area published by the Virginia Housing Development Authority ("VHDA") and/or the United States Department of Housing and Urban Development for the respective percentage of MHI designated for such unit. The initial MHI to determine such initial maximum monthly rent shall be determined from the date of the issuance of the first RUP for any Workforce Unit. The MHI and the maximum monthly rent, as calculated above, may be adjusted once a year, as published by HUD or VHDA, respectively. A copy of such annual calculation shall be provided

to the Fairfax County Department of Housing and Community Development ("HCD"), or such other agency as may be designated by the County to oversee implementation of a Workforce Housing Program.

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

J. Control Period. The price for subsequent re-rental Workforce Dwelling Units shall be controlled for a period of fifty (50) years from the date of issuance of the first Residential Use Permit for any Workforce Dwelling Unit For for-sale Workforce Dwelling Units, the price for the subsequent resales shall be controlled for a period of thirty (30) years after the initial sale. However, upon any resale, conveyance, and/or transfer to a new owner of such Workforce Dwelling Unit within the initial thirty (30) year period of control, the prices for each subsequent resale and/or transfer to a new owner shall be controlled for a new thirty (30) year period commencing on the date of such resale, conveyance, and/or transfer of the Workforce Dwelling unit. For any Workforce Dwelling Units that is owned for an entire thirty (30) year control period by the same individual(s), the price control term shall expire and the first sale of the Workforce Dwelling Unit after such expiration shall be in accordance with Sect. 2-812(5) of the Fairfax County Zoning Ordinance.

K. J.-Compliance with Federal, State, and Other Local Laws/Severability. If it is found by a court of competent jurisdiction, that any portion of this Proffer related to providing Workforce Units violates any Federal, State or other local law, then the offending portion of this Proffer shall be deemed null and void and no longer in effect.

L. J.-Condominium Conversion. If a residential building was initially operated as a rental project, then subsequently is converted to a condominium project, any existing Workforce Units shall be maintained as Workforce Units and shall be administered as Workforce Sale Units as set forth herein. The restrictions on any such Workforce Sale Units shall be disclosed in the condominium declaration

creating the condominium. Should the Applicant choose to relocate any such Workforce Unit to another rental building, the Applicant shall be responsible for amending the respective approved site plans to reflect the designation of the alternate Workforce Units prior to the issuance of a Residential Use Permit for the respective new Workforce Units.

M. ~~K.~~ None of the ADUs or Workforce Housing Units referenced above shall be required to be located within high-rise residential buildings. As determined by the Applicant, the ADUs and Workforce Housing Units for the entire 31-acre development may be located entirely within the PRM zone.

N. Workforce Dwelling Units that are included on approved site plans shall be deemed features shown for purposes of Section 15.2-2232 of Va. Code Ann. and, as such, shall not require further approvals pursuant thereto in the event the Board of Supervisors and/or the Fairfax County Redevelopment and Housing Authority shall acquire or lease such units.

V. PARKING

1. **Parking Deck Heights.** Above-grade, structured parking decks each shall have a maximum height of 75 feet above average grade, with the exception of the Parcel A Parking Deck and the East Parking Deck (which may each have a maximum height of 85 feet above average grade). Building F may include at or above grade structured parking, but in no event shall such above grade parking exceed a maximum height of 75 feet above average grade. Said "maximum heights" shall be exclusive of elevator and stairwell structures at the top level. Below-grade parking may be provided with any or all buildings.
2. **Parking Tabulations.** Parking spaces shall be provided in accordance with the "Parking Tabulations" listed on Sheets 3, 8 and 9 of the CDP/FDP and parking provided for development parcels shown in the tabulations may be located within or outside of such development parcel. The Applicant may utilize on-street parking on the private streets within the development to meet the parking requirements, so long as such spaces are striped and meet the dimension requirements of the PFM, subject to receiving approval of any necessary waivers and/or modifications. The specific number of parking spaces represented on the CDP/FDP is based on preliminary estimates of the proposed mix of

uses, unit count and unit type. The final number of parking spaces shall be determined at the time of each site plan approval based upon the uses shown on the respective site plans. The Applicant may provide parking for residential units in parking structures connected to the Unit's building and other, adjacent residential buildings, so long as the minimum total parking requirement for all residential uses is met at all times. Access to residential parking will be segregated from non-residential parking. The Applicant may provide parking for non-residential uses in parking structures (including the East and West decks) in or connected to other buildings containing non-residential uses, so long as the minimum total parking requirement for all non-residential uses is met at all times. The Applicant may construct parking in phases and may construct parking in advance of the use for which such parking will ultimately be provided. The Applicant may relocate above-grade parking shown on the CDP/FDP to a subsurface location beneath those buildings; provided, however, that the building height, outdoor rooftop amenities and general ground floor configuration (footprint) of such building(s) remain in substantial conformance with that shown on the CDP/FDP, the Parcel Allocation Chart and these Proffers. The Applicant may locate parking below private streets, and park areas. The Applicant reserves the right, however, to provide parking spaces in addition to the total number of parking spaces shown on the 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 uses established on the Property that result in a higher parking requirement than is shown on the CDP/FDP (e.g., eating establishments), provided that the building heights set forth in these Proffers are not exceeded.

3. **Shared Parking Agreement.** Notwithstanding the above, the Applicant may request a parking reduction or approval of a shared parking agreement pursuant to Article 11 of the Zoning Ordinance. Any modification of the required parking as approved by such parking reduction or agreement may be accommodated without requiring a PCA, CDPA or FDPA, provided that the location of the parking remains in substantial conformance with that depicted on the CDP/FDP.
4. **Phase One Temporary Parking.** During the period of construction of the new theatre and associated parking garages (the "temporary construction period"), the Applicant shall park the existing theatre at 874 spaces without a reduction of seats or screens, but shall

not sell tickets or otherwise allow occupancy in excess of 2,913 seats at any one time. This temporary parking will be in place for a period of time not to exceed three (3) months from the date of issuance of the first Non-Residential Use Permit for the new theatre, which period of this may be extended by the Zoning Administrator in the event of unforeseen circumstances not within the control of the Applicant as determined by the Zoning Administrator. If, at any time during said temporary construction period, after conducting an inspection or inspections, the County, in its sole discretion, determines that sufficient parking is not being provided on-site, the Applicant shall meet with the Fairfax County Zoning Administration Division ("ZAD") to determine what, if any, additional measures (such as, but not limited to, removal of seats, closure of a screen or screens, or provision of additional parking spaces) shall be necessary to accomplish the reduction in occupancy commensurate with the number of parking spaces available for the remainder of the temporary construction period, such that sufficient parking is being provided on-site, and Applicant shall immediately implement said remedy.

5. **Parallel Parking Spaces Along Internal Streets.** The Applicant may establish surface parking spaces to be located along either or both sides of "Festival Street," "Festival Street Extended," "North Street," "Strawberry Lane," and "South Theatre Drive" generally as shown on the Development Plan (the "Parallel Spaces"). The Parallel Spaces may be part of, or in addition to, the total number of required parking spaces to be provided with the Proposed Development. The Applicant may restrict the use of those Parallel Spaces, that otherwise are not required to satisfy the minimum parking requirements, through appropriate signage or such other means as the Applicant determines, for use as a (i) drop-off area or (ii) temporary loading area.
6. **Theatre Accessory Uses Parking Calculation.** Retail, restaurant and similar uses shall be accessory uses to the main theatre use and, as such, shall not require additional parking above and beyond that deemed required under the Ordinance for theatre use, provided that sole customer access to said accessory uses is via the theatre lobby.

VI. TRANSPORTATION – GENERAL

1. **Right-of-Way Dedication.** All road right-of-way ("ROW") dedicated in conjunction with these proffers and/or as depicted on the CDP/FDP shall be conveyed to the Board of Supervisors in fee simple at the time of recordation of the final record plat for the

contiguous development area, or upon written demand by Fairfax County and/or VDOT, whichever occurs first. All ROW dedication shall be subject to the "Density Credit" proffer in Proffer I.4, regarding reservation of development intensity to the residue of the Property.

2. **Definition of "Construct"**. For the purposes of these proffers, "construct" shall mean that the committed road improvement is open to public traffic use whether or not accepted into the State road system.
3. **Condemnation**. To the extent off-site right-of-way or easements are required for the Applicant to construct any of the improvements in Proffer VII, and Applicant has been unable to acquire said right-of-way or easements after documented, reasonable efforts to do so, Applicant's obligation to construct such improvements for which right-of-way is not available shall be contingent upon the Board acquiring such right-of-way and/or easements through its powers of Eminent Domain after being requested to do so by the Applicant in writing. The Applicant shall pay all costs, including reasonable attorneys' fees for outside counsel (if applicable), necessary to condemn any such right-of-way or easement. The Applicant's request shall be forwarded, in writing, to the Director of Property Management accompanied by:
 - A. An independent appraisal, by an MAI appraiser who is not employed by the County, of the value of the land taken and damages, if any, to the residue of the affected property;
 - B. A sixty (60) year title search certificate of the land to be acquired; and
 - C. A Letter of Credit in an amount equal to the appraised value of the property to be acquired and of all damages to the residue, if any, which can be drawn upon by Fairfax County. It is also understood that in the event the property owner is awarded more than the Letter of Credit in a condemnation suit, said excess amount of the award shall be paid to Fairfax County by the Applicant within five (5) days after said award has become final. It is further understood that all other costs incurred by Fairfax County, as defined above, in acquiring said land area shall be paid to Fairfax County by the Applicant upon demand.
4. **Private Streets**. Public access easements shall be provided on Festival Street, Festival Street Extended, Strawberry Lane, North Street, and South Theatre Drive within the limits of the Property. All private streets shall be constructed with materials and depth of

pavement consistent with public street standards in accordance with the Fairfax County Public Facilities Manual ("PFM") as may be approved by DPWES, except to the extent DPWES may approve a modified section (i) where parking structures are constructed under portions of private streets, or (ii) in areas where modification/elimination of curbs may occur to facilitate pedestrian circulation as depicted on Sheet 29 of the CDP/FDP. The above construction standard shall not apply to parking lots. The Applicant shall be responsible for the maintenance of all private streets.

5. **Strawberry Lane.** The Applicant shall be responsible for the maintenance of the dedicated portion of Strawberry Lane from Yates Way to the western edge of its intersection with Gallows Road, beginning at such time as that portion is ready to be accepted into the State system for maintenance and "Uniwest" has been released from its bond for said public improvement, which maintenance obligation shall be the subject of an executed Agreement with Fairfax County.
6. **Public Streets.** Any and all public streets shall be constructed in accordance with the PFM and/or VDOT standards, as determined by DPWES. Acceptance of public roads by VDOT into its roadway system shall be diligently pursued by the Applicant, and shall be accomplished prior to final bond release.
7. **Vacation/Abandonment.** Prior to final approval of any site plan and release of the record plat for recordation for any development section which includes development on an area of ROW to be abandoned/vacated, the Applicant shall obtain vacation and/or abandonment of the relevant portion of the Application Property, **i.e., vacation and/or abandonment of the relevant portions of the areas** identified as approximately 12,646 gross square feet of Hilltop Road and 2,314 gross square feet of Eskridge Road, as depicted on the CDP/FDP as the area to be vacated/abandoned. In the event the Board does not approve the requested vacation and/or abandonment of this portion of public roadway and failure to obtain such approval precludes development in substantial conformance with the CDP/FDP, the Applicant shall obtain a PCA to the extent necessary to develop that portion of the Property, which may result in a loss of density/intensity. The Applicant hereby waives any right to claim or assert (i) any vested right in any plan approved under the assumption of accomplishment of such vacation and/or abandonment, or (ii) a taking or any other cause of action that otherwise may have

arisen out of a Board decision to deny in whole or in part the ROW vacation and/or abandonment request.

8. **Interparcel Access.** As shown on the CDP/FDP, North Street and the east-west service alley ("South Theatre Drive") located in the southeast corner of the site shall be designed and constructed to connect to adjacent parcels (Tax Map Parcels 49-4 ((1)) -13, -12B) abutting such streets and to facilitate the ultimate construction by others of those private streets as through streets (public or private) connecting Gallows Road to Eskridge Road. The Applicant shall grant temporary grading and/or construction easements (up to twelve (12) feet from the respective property lines), as reflected on Sheets 6 and 7 of the CDP/FDP, to the extent needed to facilitate the construction by others of the referenced interparcel access connections.
9. **Future Retaining Walls.** As shown on the CDP/FDP, retaining walls may be needed by the respective property owners adjacent to the service alley behind Buildings C and E, along North Street, and along portions of South Theatre Drive. The Applicant shall grant temporary grading and/or construction easements (up to twelve (12) feet from the respective property lines), as reflected on Sheets _____ of the CDP/FDP, if needed to facilitate the construction by others of the referenced future retaining walls.
10. **Temporary Access. Temporary public access shall be provided across the northern portion of Parcel B, between Yates Way and the existing theater access at Route 29 (or between Yates Way and the new Festival Street access to Route 29), consistent with, and for so long as required by, the terms of the Temporary Access Easement executed by NAI on August _____, 2007 and recorded among the Land Records of the Circuit Court of Fairfax County.**

VII. TRANSPORTATION – ROAD IMPROVEMENTS

1. **Eskridge Road.** The Applicant shall reconstruct Eskridge Road as set forth in detail in Site Plan SP-0561-02, as it may be revised by the Applicant and approved by DPWES ("PI Plan"), from its intersection at Lee Highway to the southern end of the Property ("Eskridge Road"). Said improvement shall be constructed and open to traffic consistent with the approved PI Plan, as said PI Plan may be modified or amended to reflect such additional improvements as are shown on the CDP/FDP as set forth below, prior to issuance of any Non-Residential Use Permits ("Non-RUPs") or Residential Use Permits

("RUPs") for any new buildings associated with the CDP/FDP. Notwithstanding the aforesaid, those improvements to Eskridge Road reflected on the CDP/FDP but not on the approved PI Plan (which consist of modifications to the median on Eskridge Road between Strawberry Lane and Route 29, and the extension of a continuous right-turn lane, as approved by VDOT, from Strawberry Lane north to eastbound Route 29) shall be constructed and open to traffic prior to the issuance of a Non-RUP for any use on Parcel A.

2. **Extension of Eskridge Road to Williams Drive.** Within 120 days of approval of the rezoning application, the Applicant shall prepare and submit to the County a preliminary design (as described below) of the extension of Eskridge Road from the southern Property boundary through to, and including, its the intersection with Williams Drive (PI Plan Station 28+57 through Station 32+50). Said extension shall be designed as a two lane, undivided section and shall include a transition from a three lane section at the southern Property boundary. Said preliminary design shall include horizontal and vertical alignment of the road, as well as an exhibit showing the impacts of said extension on existing parking, buildings, accessory structures on, and zoning compliance of, the parcels through which said road is to be extended. At the same time, the Applicant also shall provide to the County a preliminary construction cost for said extension, including its estimate of right-of-way acquisition cost. If, prior to Applicant's having completed construction (as defined in Proffer VI.2) of Eskridge Road, sufficient funds for engineering design, approval, permitting, land acquisition, and construction of this extension of Eskridge Road to Williams Drive be made available by Fairfax County, and should all necessary right-of-way and easements be provided by others and all approvals prerequisite to beginning construction of said extension have been issued, then Applicant shall construct such connection and shall replace 14 parking spaces lost due to the construction of the connection on Parcel 49-3-((22))-3D; **however, it is to be understood that the Applicant shall regain control of said 14 replacement parking spaces referenced above at such time Parcel 49-3-((22))-3D redevelops and/or if the extension of Eskridge Road is redesigned.** The Applicant shall respond with a legitimate, viable proposal to any County RFP for the construction of said extension, should an RFP be deemed necessary by the County.

3. **Lee Highway (Route 29 Property Frontage).** Subject to VDOT approval, the Applicant shall design and construct the ultimate southern curb line of Route 29 and the adjacent right turn lane (collectively the "Ultimate Southern Curb Line") from the eastern terminus of Eskridge Road along the Property frontage to station 79+25 as shown on Sheet 7 of the CDP/FDP. The Ultimate Southern Curb Line shall be approximately 12' (plus or minus) south of the proposed curb line of the VDOT Route 29/Gallows Road Project #0029-029-119 (the "VDOT Project") in order to facilitate provision of a continuous right turn lane along the Property's frontage. In the event a right in/right out access is not permitted at Yates Way and Route 29, then the Applicant shall terminate the right turn lane construction at Festival Street.
 - A. **Design.** The Applicant shall provide said design on a Site Plan (or Site Plans if filed separately) for the development of Parcel A and Parcel B. Such design shall tie the Ultimate Southern Curb Line into the existing Route 29 conditions. The Applicant shall also, subject to VDOT approval (which shall be diligently pursued), redesign VDOT's road plans for its VDOT Project, and shall be responsible for the actual cost incurred, up to a maximum of \$30,000, for time and material for Applicant to effectuate said redesign to interface the VDOT Project with said Ultimate Southern Curb Line (the "Redesign").
 - B. **Construction.** If the Applicant's construction timing for Parcel A and/or Parcel B precedes the VDOT Project, the Applicant shall construct the Ultimate Southern Curb Line consistent with the Redesign, to include the 42-inch storm drain pipe and the relocation of a 10-inch water line along the aforesaid frontage improvement. The pavement constructed by the Applicant shall tie into the existing Route 29 condition. Said construction shall be accomplished simultaneous with construction of the improvements on, respectively, the adjacent Parcel A and/or Parcel B, prior to issuance of a Non-RUP or RUP for the respective Parcel. If construction of the VDOT Project has begun on Route 29 west of Gallows Road prior to the development of Parcel A and/or Parcel B, the Applicant shall contribute \$400,000 for VDOT to construct the Ultimate Southern Curb Line as part of the VDOT Project, in accordance with the Redesign.
4. **Lee Highway (Route 29) Offsite.** Should VDOT **continue to** approve the Yates Way connection to Route 29, as referenced in Proffer VII.9 below and as shown on Sheet 7 of

the CDP/FDP, (the "Yates Way Connection") the Applicant shall work with VDOT to design and shall construct the ultimate southern curb line of Route 29, from the Property's eastern corner at Route 29 to the southwest corner of the Route 29 intersection with Gallows Road (the "Offsite Curb Line"). The Offsite Curb Line shall facilitate a second right turn lane from eastbound Route 29 to southbound Gallows Road. Since the design of the Route 29 Project along this section does not replicate existing conditions, design and construction of the Offsite Curb Line must be accomplished as part of the VDOT Project.

A. Design. Should VDOT continue to approve the Yates Way Connection, the Applicant shall work with VDOT and shall redesign VDOT's road plans for the VDOT Project to interface the VDOT Project with said Offsite Curb Line (the "Offsite Redesign"), and shall be responsible for the actual cost incurred, up to a maximum of \$50,000, for time and material to effectuate said redesign.

B. Construction. Should VDOT continue to approve the Yates Way Connection, the Applicant shall contribute \$250,000 to VDOT towards offsite right-of-way acquisition for and construction of the Offsite Curb Line as part of the VDOT Project, in accordance with the Offsite Redesign, as shown Sheet 7 of the CDP/FDP.

5. Strawberry Lane. Strawberry Lane shall be constructed by the Applicant as a private street in substantial conformance with that depicted on the CDP/FDP; east of Festival Street to the western edge of Yates Way, the Applicant shall construct a roadway measuring 49 feet face of curb to face of curb, including parallel parking in select locations as reflected on the CDP/FDP. Generally, west of Festival Street, the Applicant shall construct a roadway measuring 37 feet face of curb to face of curb. These improvements shall be constructed prior to issuance of the first Non-RUP or RUP for any of the Applicant's buildings located within Parcel (A) or Parcel (B).

6. Loading Restrictions on Strawberry Lane. No tractor-trailers shall be permitted to ingress or egress the loading areas serving Parcel A from Strawberry Lane (i) on weekdays between the hours of 6:00 a.m. and 9:00 a.m., and between the hours of 4:00 p.m. and 7:00 p.m.; or (ii) on Saturdays between the hours of 11:00 a.m. and 2:00 p.m. Prior to execution of leases, tenants located within Parcel A who will require deliveries by tractor trailer shall be informed in writing by the Applicant of said loading restrictions

and the Applicant also shall post signs on Strawberry Lane stating the above loading restrictions.

7. **Festival Street and Festival Street Extended.** Both Festival Street (north/south) and Festival Street Extended (east/west) shall be constructed by the Applicant as private streets, varying in width from a minimum of 24 feet to up to a maximum of 44 feet in width face of curb to face of curb with on-street parking provided at select locations as reflected on the CDP/FDP. Parking within the first four (4) spaces located on the west side of Festival Street immediately north of Strawberry Lane will be prohibited during PM peak hours (4:00 to 7:00 p.m. weekdays) in order to facilitate right-turn traffic; the Applicant shall post signs in said area stating the aforesaid restrictions. That portion of Festival Street necessary for ingress and egress from each respective building on the Property shall be constructed prior to issuance of the first Non-RUP or RUP for each of the Applicant's respective buildings which have direct vehicular access onto Festival Street. Festival Street Extended shall be constructed prior to issuance of the first Non-RUP for the theatre uses (Parcel I). Both Festival Street and Festival Street Extended shall be constructed in general accordance with the cross-sections shown on the CDP/FDP.
8. **North Street.** North Street shall be constructed by the Applicant as a private street varying in width from a minimum of 22 feet to up to a maximum of 30 feet in width face of curb to face of curb with on-street parking provided at select locations as reflected on the CDP/FDP. Parking within the first four spaces located on the south side of North Street east of Eskridge Road will be prohibited during PM peak hours (4:00 to 7:00 p.m. weekdays) in order to facilitate right-turn traffic; the Applicant shall post signs in said area stating the aforesaid restrictions. That portion of North Street necessary for ingress and egress to Buildings E, F and/or G shall be constructed, prior to issuance of the first Non-RUP or RUP for the respective buildings which, at that time, have no other access except by way of North Street, in general accordance with the cross-sections on the CDP/FDP. The Applicant shall provide an interparcel access easement, including temporary grading and/or construction easements not to exceed 12 feet in width, along the eastern property line as depicted on the CDP/FDP to facilitate ultimate construction of a private street connection by others to extend North Street eastward.

9. **Yates Way Extended.** Subject to provision of the necessary right-of-way and/or easements by others **and in reliance upon finalization of the preliminary approval granted by FCDOT and VDOT,** the Applicant shall extend Yates Way off-site, from its ultimate terminus as built by Uniwest, to and including a right-in/right-out intersection with eastbound Route 29 in accordance with VDOT requirements. The Applicant shall substantially complete construction of such extension prior to the issuance of the first Non-RUP or RUP associated with Parcel B, if such rights-of-way and/or easements are made available to the Applicant by others; notwithstanding the aforesaid, should VDOT require an interim condition that is less than a full right-in/right-out intersection, then Applicant shall substantially complete construction of such extension and such interim condition to the extent permitted by VDOT prior to the issuance of the first Non-RUP or RUP associated with Parcel B, if such rights-of-way and/or easements are made available to the Applicant by others.
10. **Service Alleys.** The alleys parallel to the eastern and western property line of the Property, which provide service and access to the loading areas and parking structures serving the principal and secondary uses in the buildings adjacent to them, shall be constructed by the Applicant consistent with the sections shown on the CDP/FDP prior to the issuance of the initial RUP or Non-RUP for the respective building adjacent to said alley.
11. **Traffic Signals.**
- A. Applicant shall submit a traffic signal warrant study to VDOT concurrent with submission of to the final site plan for the Property. If not deemed warranted, Applicant shall grant such easements as may be required for installation of said signal in the future by others and shall otherwise be relieved of any obligation as to this signal. If warranted, the Applicant shall design, equip and construct said traffic signal subject to the availability of all rights-of-way and easements as outlined in Proffer VI.3.
- B. The Applicant shall further modify the existing signal at Route 29 and Merrilee Drive to accommodate the construction of Eskridge Road at this location. Said signal modifications shall be designed to accommodate the ultimate improvements proposed by VDOT, the Applicant and others, including, but not limited to, signals for dual eastbound and westbound left-turn lanes, and a mast

arm of sufficient length to accommodate the ultimate location of the signal. The traffic signal modifications shall be constructed prior to the issuance of the first Non-RUP for the Property. The Applicant may utilize those funds proffered or made available by others for this signal.

- C. At build-out, but before final bond release, the Applicant shall confirm the appropriateness of the timing of the traffic signal previously installed by others at the Gallows Road/Strawberry Lane intersection.
- D. Each traffic signal installed or modified by the Applicant shall include pedestrian countdown and audible features as may be approved by VDOT.

- 12. **Dual Left Turn Lanes on Lee Highway at Eskridge Road**. In conjunction with the revision to the VDOT road plan outlined in Proffer VII.3.A above, **if approved by VDOT**, the Applicant shall also provide the design of the ultimate **(i) dual westbound left turn lanes and (ii) traffic signal pole locations** on Lee Highway at its intersection with Eskridge Road. During the construction of Eskridge Road, the Applicant will **provideconstruct** signal ~~modifications~~**poles in their locations** for the ultimate intersection configuration, and shall **provide signal modifications for, and** restripe the dual lefts constructed by others to allow only a single westbound left turn from Lee Highway onto southbound Eskridge Road until such time as VDOT shall remove the striping limitation to enable dual lefts. All improvements shall be provided to the satisfaction of VDOT and FCDOT.
- 13. **SiteSight Distance Profiles**. To the extent required by VDOT and/or DPWES at the time of site plan review, the Applicant shall provide **sitesight** distance profiles at all public street connections.
- 14. **Unreasonable Delay**. Upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of an improvement has been unreasonably delayed by others or by circumstances beyond the control of the Applicant, the Zoning Administrator may agree to a later date for the completion of each such improvement.

VIII. PEDESTRIAN AND BICYCLE CIRCULATION SYSTEM

- 1. **Internal Circulation Plan**. The Applicant shall construct a comprehensive pedestrian system throughout the Property, generally as shown on Sheet 15 of the CDP/FDP. Such system shall be constructed concurrent with the phasing of development of the Property

and shall include sidewalk connections extending to the property line. Each on-site sidewalk shall be constructed to the width shown on the CDP/FDP for such sidewalk and shall be maintained by the Applicant. Sidewalk improvements within existing or proposed VDOT right-of-way shall be in accordance with VDOT requirements. At the time of site plan approval for each respective phase of development the Applicant shall grant public access easements over the private sidewalks located within such phase.

2. **Route 29 Trail.** Subject to DPWES approval, the Applicant shall construct a ten-foot wide sidewalk/bike trail within the ROW across the Route 29 frontage of the Property, as generally shown on the CDP/FDP. The Applicant and its successor UOA (as defined below) shall maintain such sidewalk.
3. **Crosswalk at Future Eskridge Road/ Route 29 Intersection.** The Applicant shall provide pedestrian cross-walk striping as shall be approved by VDOT for each VDOT-designated pedestrian crossing of the Eskridge Road/Route 29 intersection.
4. **Pedestrian Connection to Luther Jackson Middle School.** A direct pedestrian access, which provides safe and convenient access for students residing within the subject Property during school hours, shall be provided generally as depicted on the CDP/FDP. The Applicant shall retain the right to restrict said access outside of school hours.
5. **Areawide Pedestrian Enhancements.** The Applicant shall contribute \$10,000 towards other areawide pedestrian enhancements to be used by the County within the area bounded by Route 50 to the south, Prosperity Avenue to the west, Gallows Road to the east and Lee Highway to the north.
6. **Bicycle Storage.**
 - A. **Office.** For office uses, secure bicycle storage shall be provided in the same location as the vehicular parking for the respective office building. Such storage shall be provided at a rate of one (1) storage space per 20,000 square feet of office GFA.
 - B. **Residential.** For residential uses, secure bicycle storage shall be provided in the same location as the vehicular parking for the respective residential building. Such storage shall be provided at a rate of one (1) storage space per eight (8) dwelling units.
 - C. **On-Street.** "Public bike racks" shall be provided in the general locations shown on Sheet 40 of the CDP/FDP, although additional locations may be provided at

the Applicant's sole discretion. The exact type and number of bike racks shall be determined at final engineering and design, but in no event shall each CDP/FDP location provide secure storage for fewer than eight (8) bicycles.

IX. TRANSPORTATION DEMAND MANAGEMENT PROGRAM

1. **Transportation Demand Management.** This Proffer and the Applicant's "Merrifield Town Center Mixed Use Development TDM Strategic Plan" dated September 10, 2007 prepared by UrbanTrans Consultants (the "TDM Strategic Plan") set forth the programmatic elements of a transportation demand management plan (the "TDM Plan") for the residential and office uses proposed as part of Merrifield Town Center. The Merrifield Town Center is envisioned by the County's Comprehensive Plan as a mixed-use, urban environment which should include retail, office, residential and theatre uses. One of the key objectives of the Town Center is to encourage alternative modes of transportation other than the single occupant vehicle. To help achieve this objective, the Comprehensive Plan recommends a mode split of at least 15% within suburban centers such as proposed with the Town Center. The greatest level of attainment would occur on those properties proximate to the Dunn Loring - Merrifield Metro rail station and is then tiered downward relative to a property's distance from the transit station platform. According to the Comprehensive Plan, the trip reduction objective for the Merrifield Town Center is 15%, given its distance from the Metro platform. As outlined in Proffer IX.3.A.i and ii, the Applicant has committed to a significantly higher reduction for the Property at Build Out than is recommended by the adopted Comprehensive Plan. Initially, the TDM Plan shall be implemented and maintained by the Applicant and subsequently, as appropriate, the UOA/HOA/COA. For the purposes of this Proffer IX, under no circumstance shall the UOA/HOA/COA be deemed to be the Applicant, and the provisions of this Proffer applicable to the Applicant shall not apply to the UOA/HOA/COA, except as specifically noted. The purpose of the TDM Plan is to encourage the use of transit (Metrorail and bus), other multiple occupant vehicle commuting modes, walking, biking and teleworking by employees, customers and residents who work and/or live in the buildings located on the Property. The TDM Plan shall complement the synergies expected from the Property and

the numerous transportation systems management programs and improvements referenced elsewhere in these proffers.

2. **Definitions.**

- A. **Applicant Control Period.** The term "Applicant Control Period" shall be defined as the period starting upon the approval of this Rezoning Application and ending on the date when two (2) consecutive annual Trip Counts conducted starting at least one (1) full year after build out of the Property, as defined in Proffer IX.2.B below, shows that the trip reduction percentages listed in Proffer IX.3.A.i and/or ii have been met. The implementation of the TDM Plan may not be assigned to the UOA/HOA/COA until the Applicant Control Period has expired. Upon expiration of the Applicant Control Period, the Applicant shall have no further obligation under this Proffer IX, after which the on-going implementation of the TDM Plan and funding of the TDM Budget (and 10% contingency) shall be the responsibility of the UOA/HOA/COA as outlined in Proffer IX.4.L.
- B. **Build Out.** For purposes of this Proffer IX and the TDM Plan, "Build out" of the Proposed Development shall be defined to occur upon the issuance of (a) 100% of all RUPs for the residential units site plan approved and constructed on the Property in its entirety, (b) Non-Residential Use Permits ("Non-RUPs") representing 100% of the maximum floor area for the office uses site plan approved and constructed on the Property in its entirety, and (c) Non-RUPs representing 80% of the floor area for the retail and theatre uses constructed on the Property in its entirety.
- C. **Peak Hour.** The relevant weekday AM or PM "peak hour" shall be that 60-minute period during which the highest volume of mainline through volumes occurs between 6:00 and 9:00 AM and 4:00 to 7:00 PM, respectively, as determined by mechanical and/or manual traffic counts conducted by a qualified traffic engineering firm at two select locations on Gallows Road between Routes 29 and 50 and on Route 29 between Prosperity Avenue and Gallows Road, and as approved by FCDOT. To determine the peak hour, such counts shall be collected beginning on a Monday at 2400 hours and continuing to the following Thursday at 2400 hours at a time of year that reflects typical travel demand conditions (e.g., September to November, not including a week containing a county/state/federal

holiday or when area public schools are not in session). The methodology for determining the peak hour may be modified, in agreement between the Applicant (or the UOA/HOA/COA after the end of the Applicant Control Period) and FCDOT without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.

- D. Pre-shuttle. For purposes of this Proffer IX and the TDM Plan, "Pre-shuttle" shall be the term used to define any time prior to operation of a shuttle/van system, by the Applicant or through a service provider contracted by the Applicant (the "Shuttle"), and providing service between the Property and the Dunn Loring Merrifield Metro Station as set forth in Proffer VI.10.
- E. Post-shuttle. For purposes of this Proffer IX and the TDM Plan, "Post-shuttle" shall be the term used to define any time after the issuance of the first RUP for the third residential building constructed on the Property and after the initiation of operation of a shuttle/van system, by the Applicant or through a service provider contracted by the Applicant, and providing service between the Property and the Dunn Loring Merrifield Metro Station as set forth in Proffer VI.10.
- F. Areawide Circulator. For purposes of this Proffer IX and the TDM Plan, "Areawide Circulator" shall be the term used to define a shuttle and/or bus/van system that is owned/operated/maintained by a third party (i.e., the County, a Transportation Management Association or others) and that provides service to, and circulation within, the greater Merrifield Suburban Center Area.
- G. TDM Program Manager. The Applicant, and subsequently the UOA/HOA/COA, shall appoint a qualified individual to be the Program Manager ("PM") for the TDM program. The PM's duties shall be to develop, implement and monitor the various components of the TDM Plan, and to revise the TDM Plan as appropriate. The PM shall oversee all elements of the TDM Plan and act as the liaison between the Applicant, and subsequently the UOA/HOA/COA, and FCDOT. The PM may be employed either directly by the Applicant/UOA/HOA/COA or by a management company under a management contract with the Applicant/UOA/HOA/COA. The PM position may be part of other duties assigned to the individual.

- H. TDM Account. The TDM Account shall be an interest bearing account established by the Applicant with a banking or financial institution qualified to do business in Virginia and used by the PM each year to implement the TDM Plan in accordance with the TDM Budget as defined in Proffer IX.2.I below.
 - I. TDM Budget. The "TDM Budget" is defined as the estimated costs plus 10% (the "TDM Budget Contingency") needed to implement the TDM Plan in any given calendar year. The TDM Budget may be less than, but in any event shall be no more than \$236,300 (including the 10% TDM Budget Contingency and including approximately \$90,000 as the projected annual cost of the Shuttle) per full calendar year (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008) as required by the FCDOT. However, the Applicant may, at its sole discretion, increase the TDM Budget (including the 10% Budget Contingency) for any calendar year if necessary in order to achieve the trip reduction goals outlined in Proffer IX.3.A.i and/or ii.
 - J. TDM Remedy Fund. The "TDM Remedy Fund" shall be an interest bearing account, separate and distinct from the TDM Account, established by the Applicant with a banking or financial institution qualified to do business in Virginia and used to supplement additional strategies which may be required to achieve the goals established in Proffer IX.3.A.i and/or ii, and for which funding is not immediately available in the TDM Account.
 - K. TDM Penalty Fund. The "TDM Penalty Fund" is an account into which the Applicant shall deposit penalty payments as may be required in accordance with Proffer IX.4.M.
3. Trip Reduction Goals. The goal of the TDM Plan is to reduce the number of weekday peak hour vehicle trips generated by the residential and office uses on the Property through the use of mass transit, ride-sharing and other strategies. The Property shall be designed to maximize interactions among the various uses on the Property such that fewer automobile trips will occur within the site and on the external road network through the creation of synergistic relationships among the uses within the Property. In addition, the implementation of the Shuttle Service, as well as enhanced pedestrian and bike facilities will provide convenient and safe access to nearby Metrorail and bus

facilities thereby encouraging commuting options other than the automobile to residents, employees and visitors to the Property.

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

i. Residential Goals.

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

ii. Office Goals.

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

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

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

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

- i. *Shuttle* -- Prior to the issuance of an initial RUP for the 400th dwelling unit or the 1st RUP within the third residential building to be constructed on the Property, whichever first occurs, the Applicant, individually or in

conjunction with other property owners and/or developers within the Merrifield Town Center and the Dunn Loring Transit Station Area, shall operate or contract with a third party to operate and maintain the Shuttle for use by the residents and employees of the Property to provide access to and from the Dunn Loring Metro Station. Such service shall be available, excluding Sundays, national holidays and snow emergency days, during the morning peak (6:00 a.m. to 10:00 a.m.) and evening peak (3:00 p.m. to 7:00 p.m.) hours on weekdays, and may (in the Applicant's sole discretion) run on Saturdays between 11:00 a.m. and 6:00 p.m. Seating capacity of such Shuttle vehicle and the frequency of trips shall be adjusted to reasonably meet demand as determined by periodic surveys/evaluations and in consultation with FCDOT. Adequacy and success of the Shuttle service shall be evaluated as part of the Annual Report submitted in accordance with Proffer IX.4.J.ii. The on-site Shuttle program may be adjusted or discontinued, as deemed appropriate after consultation with FCDOT and based upon usage and effectiveness as demonstrated by the respective Annual Report. The Applicant shall work with FCDOT and other property owners and/or developers within the Merrifield Town Center and Dunn Loring Transit Station Area to develop methods whereby usage of the Shuttle by others than residents and employees of the Property may be facilitated so long as no cost, beyond that necessary to satisfy Applicant's obligation towards residents and employees of the Property, shall be incurred by the Applicant in the provision of such expanded service.

- ii. *Pro Rata Shuttle Contribution* -- Should an Areawide Circulator (as defined in Proffer IX.2.F) be established to link uses within the Merrifield Suburban Center, including the Dunn Loring Metro Station and locations within the Property, then the Applicant may discontinue, or may be relieved from the burden of establishing and continuing, the Shuttle service described in Proffer VI.10, but in lieu thereof shall contribute to said Areawide Circulator on a pro rata basis (Applicant's pro rata share shall be determined annually by applying to the annual cost of operating

and maintaining the Areawide Circulator, the percentage derived by dividing into the GFA of residential and non-residential square feet developed on the Property for which occupancy permits have been issued, the total square feet of GFA of residential and non-residential uses for which occupancy permits have been issued on all of the properties within the Merrifield Suburban Center served by said Areawide Circulator). Further, Applicant may, in lieu of establishing the Property's own Shuttle (as committed in Proffer IX.4.A above) assist, at a cost not to exceed \$50,000, in establishing said Areawide Circulator by funding acquisition of the initial Circulator Vehicle or otherwise, so long as the Areawide Circulator's ongoing operation and expense beyond Applicant's pro rata share of said cost is provided by others, such as through a Pro Rata contribution system or a Business Improvement District.

- B. TDM Components Applicable to the Property. In addition to the Shuttle proffers outlined in Proffer IX.4.A. above, at a minimum, the TDM Plan shall contain the following elements:
- i. *TDM Network* -- Establishment of a network of designated on-site TDM contacts among the Applicant, the UOA/HOA/COA, office building tenants, property managers and FCDOT through which to coordinate the implementation of the TDM Plan.
 - ii. *Meetings with Community Groups* -- The PM shall organize and attend meetings with community groups and/or other organizations within the greater Merrifield Suburban Center that have a mutual interest in furthering the success of TDM programming and the effectiveness of mass transit and other non-SOV commuting measures.
 - iii. *Website* -- Develop and maintain a TDM website for the Property that includes multi-modal transportation information, real-time travel and transit data, and links to transportation and telework sites.
 - iv. *Personal outreach* -- Personal outreach by the PM to all new commercial/residential tenants to explain the TDM program and transit options.

- v. *Dissemination of information* -- Dissemination of information relevant to patrons and customers of the proposed new retail/commercial uses, residents, and office and hotel employees and guests about transit benefits programs, maps and schedules offered by WMATA, Fairfax Connector, the on-site shuttle provider and/or other transit providers.
- vi. *Transit benefits* -- Encouragement of employers to offer employee benefit options, including parking cash out, pre-tax/payroll subsidies for transit and vanpool fares, flex-time and alternative work schedule programs and live-near-work incentives.
- vii. *Telework programs and telework facility* -- The Applicant shall provide space on the Property for a business center for use by residents of the Property. The facility shall consist of a minimum of 500 square feet of gross floor area and shall have copier facilities, a fax machine and access to lap-top hook up stations with secure internet access, private space for phone calls, and access to a washroom. Dwelling units in all residential buildings shall include wiring and access ports capable of carrying broadband internet access.
- viii. *Car sharing* -- Car sharing program(s) subject to agreement with third-party vendor(s) (such as ZipCar or FlexCar).
- ix. *Ridematching assistance, carpools, vanpools and guaranteed ride home* -- Vanpool and carpool formation programs, including Fairfax County ride matching services, and coordination with established local and regional guaranteed ride home programs.
- x. *Parking management plan* -- A parking management plan, which shall include dedication of convenient parking spaces for carpools/vanpools and shared car services throughout the Property, as generally reflected on Sheet 40 of the CDP/FDP, as well as incentives/benefits to residential carpoolers.
- xi. *Vans and shuttles* -- The Applicant shall provide van and shuttle pick-up and drop-off points on the Property as generally reflected on Sheet 40 of the CDP/FDP, and shall allow and encourage employer, hotel and other

shuttle services that are operating in the Merrifield Suburban area to stop at such points to pick-up or drop off employees and patrons.

- xii. *Pedestrian Connections* -- The applicant shall provide an integrated system of on-site sidewalks and trails within the Property as reflected on the CDP/FDP. The PM shall provide information to residents and employees as to the best pedestrian route(s) to take to and from the Dunn Loring Metro.
- xiii. *Bicycle Facilities* -- The Applicant shall provide bicycle racks along the internal streets and within residential and office buildings and parking structures as designated on Sheet 40 of the CDP/FDP and in Proffer VIII.6. The PM shall coordinate with the Halsted, Dunn Loring Metro, and Wilton House HOAs to encourage those residents to bike to the Property.

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

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

- iv. *Transportation advising* -- "Personalized transportation advising" integrated into new unit walk-throughs, including appropriate training of sales/leasing agents.
- D. Additional TDM Components Applicable to Office Building Only. In addition to the TDM program components described in Proffer IX.4.A.i through xiii above, at a minimum, the TDM Plan shall also have the following components as applicable to the office building tenants and employees:
- i. *Matching On-Site Office Employees to On-Site Residential Units* -- Residential units shall be marketed to on-site office employers and workers, including providing information in prospective tenant packages and possible discounts or financial incentives to those employees who live and work on the Property. The Applicant shall actively support the PM in the efforts to encourage office tenants and their employees to live in the residential units on the Property through discussions between executives and officers of the office tenants and executives and officers of the Applicant.
 - ii. *Leasing Packages* -- Integration of transportation information and education materials into office leasing packages, including outreach efforts to tenants and their respective corporate management about the quality of life, financial and employee retention benefits associated with participation in the program.
- E. TDM Program Manager (PM). Within 30 days after the issuance of the building permit for the first residential or office building on the Property, the Applicant shall appoint, as provided in Proffer IX.2.G, a PM for the project whose responsibilities shall include development and implementation of the TDM Plan. The PM position may be part of other duties assigned to the individual. The Applicant shall provide written notice to FCDOT of the appointment of the PM within fourteen (14) days after such appointment and shall furnish FCDOT his/her qualifications, and thereafter shall do the same within fourteen (14) days of any change in such appointment. Following the initial appointment of the PM, the Applicant or the UOA/HOA/COA, as applicable, shall continuously employ, or cause to be employed as specified above, a PM for the Property.

- F. PM Office. The Applicant, and subsequently the UOA/HOA/COA, shall provide a centrally-located office for the PM and space for TDM products, services and program offerings available to residents, businesses, customers and visitors to the Property. The office may be located within a Property Management office, designated business center, or elsewhere on the Property.
- G. TDM Plan and Budget. Within sixty (60) days after the PM has been appointed by the Applicant and no later than ninety (90) days after issuance of the building permit for the first residential or office building on the Property, the Applicant, through the PM, shall prepare and submit an initial TDM Plan to FCDOT and shall request in writing the County's review and comment. The TDM Plan shall include (i) the start-up components of the TDM Plan that will be put in place both before and after the commencement of the Shuttle as outlined in Proffer IX.4.A and (ii) an initial budget sufficient to implement the TDM Plan for the remainder of the year and for the next calendar year (the "TDM Budget") plus ten (10) percent, which amount shall not be more than \$236,300 for each full calendar year (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008) unless increased at the sole discretion of the Applicant. With the submission of the initial TDM Plan, the Applicant shall provide the County with a copy of the approved proffers and the TDM Strategic Plan. If FCDOT has not responded with any comments to the Applicant within sixty (60) days of receipt of the initial TDM Plan and TDM Budget, the TDM Plan and TDM Budget shall be deemed approved. The Applicant shall provide written final plan and budget documentation demonstrating the establishment of the TDM Budget to FCDOT no later than thirty (30) days after FCDOT's response to the proposed TDM Budget and Plan or following the sixty (60) day period described above.
- Thereafter, the PM shall re-establish the TDM Budget for each successive calendar year, which shall cover the costs of implementation of the TDM Plan for such year (including the TDM Budget Contingency). The PM shall furnish a copy of the TDM Budget and TDM Plan for each year to the FCDOT and shall request in writing the County's review and comment in conjunction with the submission of the Annual Report as outlined in Proffer IX.4.J.ii A line item for

the TDM Account shall be included in the UOA/HOA/COA budget upon the establishment of the same. The association documents that establish and control the UOA/HOA/COA shall provide that the TDM Account shall not be eliminated as a line item in the UOA/HOA/COA budget and that funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies. The TDM Account shall be funded solely by the Applicant until such time as assessments of residents and commercial owners are implemented as provided in the UOA/HOA/COA documents.

H. TDM Account

- i. Initial Funding. Within thirty (30) days after FCDOT's response to the initial TDM Budget and TDM Plan or following the sixty (60) day process described above, the Applicant shall establish and fund the TDM Account in an amount equal to the initial TDM Budget for the TDM Plan and including the TDM Budget Contingency. The purpose of the TDM Account shall be to fund the TDM Budget as defined in Proffer IX.2.I. The TDM Account shall be established as an interest bearing account with a banking or other financial institution qualified to do business in Virginia. All interest earned on the account principal shall remain in the TDM Account and shall be used for TDM Plan purposes. The Applicant shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within fourteen (14) days of its establishment. Funds in the TDM Account shall be utilized by the PM each year to implement the TDM Plan in accordance with the TDM Budget.
- ii. Excess Funds in TDM Account. Any funds remaining in the TDM Account at the end of any given year shall be carried over into the following year's TDM Budget or transferred, in the Applicant's sole discretion, in whole or in part to the TDM Remedy Fund and/or Incentive Fund, as defined, respectively, in Proffers IX.4.H and IX.4.I, below.
- iii. Annual Funding. The TDM Account (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008) shall be replenished annually, following the establishment of each year's TDM Budget and any transfer of funds, as described in this Proffer IX,

solely by the Applicant, in such amount as is necessary to achieve the respective year's TDM Budget as approved by FCDOT, until such time as assessments of residents and commercial owners are implemented as provided in the UOA/HOA/COA documents.

- iv. Transfer to UOA. The TDM Account shall be managed by the Applicant (and not the UOA/HOA/COA) until the Applicant Control Period has expired. Thereafter, management of the TDM Account will become the responsibility of the UOA/HOA/COA as appropriate.
- I. TDM Remedy Fund. At the same time that the Applicant creates and funds the TDM Account, the Applicant shall establish a separate interest bearing account referred to as the "TDM Remedy Fund." All interest earned on the principal in this account shall be added to the principal in the TDM Remedy Fund and shall be used for TDM Remedy purposes. The Applicant shall provide an initial contribution to the TDM Remedy Fund at the time said fund is established in the amount of \$50,000 (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008). Funds from the TDM Remedy Fund shall be drawn upon only for purposes of immediate need of TDM funding to serve the Property, and may be drawn upon prior to any TDM Budget adjustments that may be required under Proffer IX.4.K.iv.b.ii. Upon expiration of the Applicant Control Period, the Applicant shall transfer the TDM Remedy Fund to the UOA/HOA/COA for TDM purposes.
- J. TDM Incentive Fund. Prior to the issuance of the initial RUP for each Residential Building and the initial Non-RUP for the office uses site plan approved and constructed on the Property, the Applicant shall make a one time contribution (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008) of \$50 per unit in each respective residential building and \$0.10 per gross square foot of office use for which an initial Non-RUP is issued, to a segregated sub-account in the TDM Account to fund a transit incentive program for, respectively, initial purchasers and/or lessees of the residential units or office uses. Such program shall be prepared by the Applicant through the PM and in coordination with FCDOT and shall include consideration for fare media distribution and value loading, financing incentives, and alternative

incentives (such as grocery delivery) tailored to residents and office tenants on the Property. The TDM Incentive Fund shall be established as an interest bearing account with a banking or other financial institution qualified to do business in Virginia. All interest earned on the account principal shall remain in the TDM Incentive Fund and shall be used for TDM incentive purposes only.

K. Monitoring and Reporting.

- i. Annual Surveys. Between September and November, beginning one year after the issuance of the first building permit for the first residential or the first office building on the Property, whichever first occurs, and continuing annually thereafter until the Applicant Control Period expires, the PM shall conduct a survey of residents and/or office tenants designed to evaluate the effectiveness of the TDM Plan in meeting the TDM Goals applicable at that time and to evaluate the need for adjustments to the TDM Plan. The PM shall coordinate the draft Annual Survey materials and the methodology for validating the Survey results with FCDOT at a minimum sixty (60) days prior to each year's Survey. If an Annual Survey reveals changes to the TDM Plan are needed or advisable, then the PM shall coordinate such changes with FCDOT and, as necessary, adjust the following year's Budget and implement the revisions. The PM shall submit to FCDOT as part of each Annual Report (as outlined in Proffer IX.4.J.ii) an analysis of the Annual Surveys. Such analysis shall include at a minimum:
 - a. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented.
 - b. The number of people surveyed and the number of people who responded.
 - c. The results of the surveys taken during the survey period.
 - d. The number of residents, employees and/or others participating in the TDM programs.
 - e. An evaluation of the effectiveness of the TDM program elements in place, including their effectiveness at achieving the TDM Goals, and if necessary, proposed modifications to the Plan.

- f. A description of the uses constructed and occupied on the Property at the time the Survey was conducted.

Notwithstanding the aforesaid, no such annual survey or analysis shall be required until there exists on the Property a threshold critical mass (400 occupied dwelling units) to conduct a meaningful survey and analysis, or as determined by FCDOT. Additionally, upon expiration of the Applicant Control period, the PM shall conduct such surveys every three years for inclusion in the Annual Report.

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

L. Trip Counts

- i. Annual Trip Counts. The PM shall conduct a Trip Count annually between September 1st and November 30th (excluding weeks containing a county, state or federal holiday or when County public schools are not in session such as Thanksgiving week) beginning with the year following the issuance of the 100th RUP for the first residential building or Non-RUP for the first 50,000 square feet of office use constructed on the Property, whichever first occurs. The purpose of such Trip Count is to measure the actual vehicle trips generated by the residential and office uses constructed on the Property as of the date the Trip Count is completed and to evaluate whether such vehicle trips are less than, equal to or greater than the applicable phased TDM Goal (which is determined by the level of development completed and whether the point in time is pre-or post shuttle) set forth in Proffer IX.3.A.i and .ii above. Trip Counts provided to FCDOT shall include information on the percentage of RUPs and Non-RUPs issued for the Proposed Development as of the date of the Trip Count.
- ii. Methods. For purposes of this Proffer, Trip Counts shall be measured on three (3) days over a maximum two-week period (but not including a week containing a county, state or federal holiday or when area public schools are not in session) between September 1 and November 30 of each calendar year, or such other time as the PM and FCDOT shall mutually determine. At least sixty (60) days prior to conducting the Trip Counts, the PM shall meet with FCDOT to review and reach agreement on the dates and methodology for the Trip Counts and the analyses to be done after the Trip Counts are complete. The Trip Counts shall include Peak Hour counts of vehicles entering and exiting driveways to residential and office buildings on the Property. The Trip Counts shall be conducted so that only trips generated by the residential and office uses on the Property shall be counted (i.e. cut-through trips, transit trips, retail/hotel trips, etc., shall be excluded). Values will be provided for each residential and office building included on the Property, and a sum of vehicle trips generated by the residential and the office uses on the Property will be calculated by use.

Residents and tenants *shall not* be advised of the date Trip Counts will be conducted.

- iii. Frequency of Trip Counts. Once initiated, the PM shall conduct Trip Counts annually until such time as two (2) consecutive annual Trip Counts conducted starting at least one (1) full calendar year after the Property reaches Build Out as defined in Proffer IX.2.B show that vehicle trips generated by the residential units and office uses are less than or equal to the Phased TDM Goal as applicable. If the results of two (2) consecutive Trip Counts reveal that the TDM Goal after Build Out has been met, then the Applicant Control Period shall expire as provided in Proffer IX.2.A above, and the Applicant shall have no further responsibility under Proffer IX. Thereafter, the UOA/HOA/COA shall be responsible for the on-going implementation of the TDM Plan pursuant to Proffer IX.4.L and shall conduct additional Trip Counts as set forth in Proffer IX.4.L. Notwithstanding the provisions of this paragraph, FCDOT may request Trip Counts be undertaken at any time to validate traffic data, but not more frequently than once per calendar year. If such requests are made by FCDOT, the PM shall conduct the requested Trip Counts within sixty (60) days after the County's request or as may be agreed up with FCDOT.
- iv. Evaluation. The results of each Trip Count shall be compared to the trip reduction goals established in Proffer IX.3.A above for the then-applicable phase of development on the Property to determine whether actual traffic counts are equal to, less than or greater than the maximum allowed trips for the then-applicable TDM Goal as calculated in accordance with Proffer IX.3.v
 - a. Pre-Build Out
 - i. In the event the trips generated by the residential units and office uses prior to Build Out, as defined in Proffer IX.2.B, are equal to or less than the maximum allowed trips established in accordance with Proffer IX.3.A.i and i or ii and IX.3.B above, as determined for the then-applicable development phase of the Property, then (i) no penalty is

owed, and (ii) the Applicant or the PM shall continue to administer the TDM Plan in the ordinary course, in accordance with the provisions of these Proffers, until Build Out is reached, after which Proffer IX.4.K.iv.b below shall apply.

- ii. In the event the trips generated by the residential units and/or office uses prior to Build Out, as defined in Proffer IX.2.B are greater than the maximum allowed trips set forth in Proffer IX.3.A.i and/or .ii above, as determined for the then-applicable development phase of the Property, then the PM shall (i) develop modifications to the TDM Plan and the TDM Budget and/or implement certain of the supplemental strategies as outlined in the TDM Strategic Plan to address the surplus of trips, (ii) submit any such revisions to the TDM Plan and TDM Budget to FCDOT as part of the Annual Report as outlined in Proffer IX.4.J.ii and request in writing the County's review and concurrence, and (iii) pay no penalties. If no written response is provided by FCDOT within sixty (60) days after receipt of the Annual Report, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget or after the sixty (60) day period outlined above, the PM shall (a) increase the TDM Account with TDM Remedy Funds, if necessary and in the Applicant's sole discretion, in order to cover any proportional additional costs to implement the updated TDM Budget; and (b) implement the provisions of the revised TDM Plan

b. Build Out.

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

counts after Build Out reveal that the applicable trip reduction goals outlined in Proffer IX.3.A have not been met, then the Applicant shall (a) pay into the TDM Penalty Fund in accordance with Proffer IX.4.M below and (b) (i) develop modifications to the to the TDM Plan and the TDM Budget and/or (ii) implement one or more of the supplemental strategies outlined in the TDM Strategic Plan to address the surplus of trips. The PM shall submit any such revision to the TDM Plan and TDM Budget to FCDOT as part of the Annual Report as outlined in Proffer IX.4.J.ii and request in writing the County's review and concurrence. If no written response is provided by FCDOT within sixty (60) 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 sixty (60) day period outlined above, the PM shall (a) increase the TDM Account with TDM Remedy Funds at the applicant's sole discretion, if necessary, in order to cover any proportional additional costs to implement the updated TDM Budget; and (b) implement the provisions of the revised TDM Plan.

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

- M. Ongoing Implementation of TDM Plan. Once the Applicant Control Period has expired, the UOA/HOA/COA shall be responsible for ongoing implementation of the TDM Plan. The PM shall conduct additional Trip Counts at five (5) year intervals to determine whether the relevant Phase 3 (or Phase 4) TDM Goal, as established by Proffer IX.3.A, continues to be met. In the event that an Annual Report submitted by the PM demonstrates significant enough reason to question whether the relevant Phase 3 or Phase 4 TDM Goal is met, then FCDOT may require the PM to conduct additional Trip Counts on a more frequent basis (but not more frequently than once per year) to determine whether, in fact, the relevant Phase 3 or Phase 4 TDM Goal is being met.
- i. Continuation of TDM Plan. In the event subsequent Trip Counts conducted after the Applicant Control Period has expired reveal that the actual trips generated remain equal to or less than the maximum number of trips permitted under the relevant Phase 3 or Phase 4 TDM Goal, then the PM shall continue to implement the TDM Plan and to make Annual Reports to FCDOT.
 - ii. Further Revisions to TDM Plan. In the event any subsequent Trip Counts conducted after the Applicant Control Period has expired reveals that the actual number of trips generated by the residential and office uses are greater than the maximum number of trips permitted under the relevant Phase 3 or Phase 4 TDM Goal, as established by this Proffer, then the PM shall convene a meeting with FCDOT within forty-five (45) days of the completion of the respective Trip Count to review the results of the Trip Count and the TDM Plan then in place and to develop modifications to the TDM Plan and the TDM Budget to address the surplus of trips. The PM shall submit any revisions to the TDM Plan and TDM Budget to FCDOT within forty-five (45) days following this meeting and shall request in writing the County's review and concurrence. If no written response is provided by FCDOT within sixty (60) days upon receipt of the Annual Report, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget, the PM shall (a) draw down on the TDM

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

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

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

a. Failure up to 10%. A failure in the reduction of trips in either or both of the Peak Hours by ten percent (10%) or less requires the

Applicant to make a payment to the TDM Penalty Fund of \$10,000.

b. Failure Greater than 10% but less than or equal to 15%. A failure in the reduction of trips in either or both of the Peak Hours by more than ten percent (10%) but less than or equal to fifteen percent (15%) requires the Applicant to make a payment into the TDM Penalty Fund of \$15,000.

c. Failure Greater than 15%. A failure in the reduction of trips in either or both of the peak hours by an amount greater than fifteen percent (15%) requires the Applicant to make a payment into the TDM Penalty Fund of \$30,000.

O. Enforcement. If the PM fails to timely submit the Annual Report to FCDOT as required by this Proffer, the County may thereafter issue the PM a notice stating that the PM has violated the terms of this Proffer IX.4.J and providing the PM sixty (60) days after receipt of said notice within which to cure such violation. If after such sixty (60) day period the PM has not submitted the delinquent Annual Report, then the Applicant and/or UOA/HOA/COA, as applicable, shall be subject to a penalty of \$200 per day payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Property until such time as the report is submitted to FCDOT.

P. Notice to Owners. All residents, tenants and employers of the Merrifield Town Center shall be advised of the TDM Plan. UOA/COA/HOA members will be informed of their funding obligations pursuant to the requirements of this Proffer IX prior to the purchase of units, or execution of leases, and the requirements of the TDM Plan, including annual contributions (as provided herein) shall be included in all purchase/lease documents and within the UOA/COA/HOA documents.

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

1. Transportation Demand Management for Retail/Hotel Uses. As provided in Proffer IX.4.A, certain components of the TDM Plan are applicable to and will benefit the proposed retail/hotel uses on the Property. Also, the Applicant shall provide an

additional TDM program that is tailored to specifically serve the Retail/Hotel Uses (the "Retail/Hotel TDM Program"). Solely for purposes of this Proffer X, "Retail" shall be defined as all non-residential and non-office uses on the Property.

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

tenants, Hotel guests and the Retail/Hotel employees to utilize transit. These incentives may include contests with fare card rewards, retail gift certificates and the like (for example—an award could be offered to the transit riding employee of the month/year or the tenant with the highest percentage of employees utilizing non-SOV transport to commute to and from the Retail uses).

- C. Regional TDM Incentive Programs. The PM shall make information available to Retail store tenants, Hotel Guests and the Retail/Hotel employees about programs that promote alternative commuting options. This shall include information on vanpools, carpools, guaranteed ride home and other programs offered by organizations in the Washington, D.C. Metropolitan Area.
- D. Ridesharing. The PM shall assist Retail store tenants and the Retail/Hotel employees in forming carpools or vanpools and in providing convenient parking spaces to carpools or vanpools.

4. **Retail/Hotel TDM Incentive Fund.** The Applicant shall establish a Retail/Hotel TDM Incentive Fund for use exclusively by the Applicant with Retail and Hotel employers and their employees. Such incentives could include gift certificate awards, fare card contests and/or give-aways, transit fairs specific to the Retail tenants, Hotel Guests, and the Retail/Hotel employees and for similar inducements or incentive activities. The Applicant shall make a one-time contribution to this fund at the time that the first TDM Budget is approved and funded per Proffer IX in the amount of \$10,000. At such time as a Retail/Hotel employer elects to financially contribute to the Retail/Hotel TDM Program, such contributions shall be utilized in addition to the Applicant's contribution (that is, the Applicant's contribution shall not be reduced or offset in any way).

5. **Retail/Hotel TDM Program Participation Outreach.** The PM and the Applicant or Retail Manager shall endeavor in good faith to encourage participation by Retail tenants and Hotel Management in the Retail/Hotel TDM Program, including the encouragement of a financial participation by such Retail/Hotel employers through their direct offering of transit benefit programs and transit incentives to their employees. Actions taken by the PM and Property management in furtherance of this objective shall include dissemination of information to, and solicitation of participation from, the Retail/Hotel employer in-store management and executives or officers at their headquarters offices, at appropriate intervals.

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

XI. ENVIRONMENTAL

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

A. **Stormwater Quantity Goals.** The Property currently is served by two (2) stormwater detention ponds, which provide peak flow reduction for the 10-year storm, and serve 10.71-acres (northern pond) and 18.3-acres (southern pond), respectively, and which shall be replaced as follows. Upon the completion of the Proposed Development, there will be a minimum of two (2) underground facilities providing stormwater detention for the property. As is demonstrated in the calculations on the CDP/FDP, the peak flow rates in the new post-developed condition shall be reduced to the pre-developed "good forested" condition, as outlined in the PFM, and no credit for flow rates currently being generated by the subject property/detention facilities as currently developed shall be taken. The reduction of total discharge from the Property, as outlined above, shall apply to the sum of all stormwater flow from the Property at buildout and shall include Eskridge Road Improved. The control of runoff from the Eskridge Road Improved site shall include the increase in impervious area proposed in Fairfax County Plan #0561-PI-001 relative to the existing impervious area in said plan. The peak reduction will be on each facility combined. The discharge at either facility may vary from "good-forested" flows, so long as the reduction for the

entire Property as a whole is achieved. A waiver to allow for underground detention, which includes an installation/maintenance cost burden estimate, has been submitted to Fairfax County DPWES. Development of the Property may be phased; the stormwater management quantity controls for each development phase shall provide detention capacity for the area proposed to be developed in the subject phase as well as for any other development phase for which control was previously provided. The location and size of these facilities shall generally conform to that shown in the CDP/FDP.

- B. Best Management Practices. As part of the stormwater management associated with the Property, Best Management Practice (BMP) techniques will be utilized to improve the water quality of the runoff from the Property in the post-developed condition. Through the use of BMP facilities, such as sand filters, storm filters, other Fairfax County approved methodologies, or any combination thereof, the phosphorous removal rate on the subject property in the post-developed condition shall be a minimum of 40%. The Applicant shall make best efforts to provide phosphorous removal efficiency between 40% and 47%. (It should be noted that the PRM portion of the subject property qualifies as re-development, and therefore is subject to a phosphorous removal rate as low as 10%, but a minimum of 40% removal for the Property as a whole at buildout shall be achieved.) Prior to approval, the SWM Plan shall demonstrate the entire Property shall achieve a minimum of 40% phosphorous removal rate as opposed to any re-development reduction credits. Development of the Property may be phased, thus the BMP controls for each development phase shall provide phosphorous removal at a minimum 40% rate for the area within the development phase, as well as any other development phase for which removal was previously provided. The location and type of BMP facilities shall generally conform to those shown in the CDP/FDP.
- C. Green Roof. In addition to the above-referenced proffered minimum phosphorous removal, an "extensive green roof" shall be provided generally as shown on the CDP/FDP, which is to be designed in accordance with PFM requirements regarding green roof design. No credit toward the proffered minimum 40% phosphorous removal efficiency shall be taken for the design and implementation

of said green roof. Said green roof shall be approximately 20,000 gross square feet in size and, at Applicant's discretion, shall be located on either Parcel A, B, or D, and provided generally in accordance with the details on Sheet 38 of the CDP/FDP.

D. Maintenance Responsibility.

- i. *Regular Maintenance.* Prior to initial site plan approval for the Proposed Development, the Applicant shall execute an agreement with the County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of all of the elements of the SWM Plan, including the BMP, Green Roof, and underground detention facilities (collectively, the "SWM Facilities"). The SWM Agreement shall require the Applicant (or a successor UOA/HOA/COA) to contract with one or more maintenance/management companies to perform regular routine maintenance of the SWM Facilities and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DWPEs. The UO/HOA/COA documents shall specify the maintenance responsibilities of the owners under the SWM Agreement.
- ii. *SWM Maintenance Fund.* Prior to issuance of the initial RUP ~~or Non-RUP~~ for the first residential building to be constructed as part of the Proposed Development, the Applicant shall establish an account (the "SWM Maintenance Account") to be used for the on-going maintenance of the SWM Facilities located on or serving the Property. The SWM Maintenance Account shall be an interest-bearing account held by a financial institution authorized to do business in Virginia. As applicable, a line item for on-going maintenance of the SWM Facilities shall be included in the budget(s) for any UOA/HOA/OCA(s) established for the Proposed Development, and the fees collected for such purposes by the UOA/HOA/COA shall be deposited in the SWM Maintenance Account semi-annually. The association documents that establish and control the UO/HOA/COA shall provide that the SWM Maintenance Account shall not be eliminated as a line item in the UO/HOA/COA budget, and that

funds in the SWM Maintenance Account shall not be utilized for purposes other than to fund the maintenance of the SWM Facilities. Prior to issuance of first RUP for the first residential building, the Applicant shall make an initial contribution to the SWM Maintenance Account of \$20,000. The SWM Maintenance Account shall be funded through pro-rata assessments of the subsequent owners of the Proposed Development as set forth in the UOA/HOA/COA documents, as applicable.

- iii. *SWM Replacement Fund.* Prior to issuance of the initial RUP or Non-RUP or the first building to be constructed as part of the Proposed Development, the Applicant shall establish an account (the "SWM Replacement Account") to be used as an escrow account for the eventual replacement of the SWM Facilities located on or serving the Property. The SWM Replacement Account shall be an interest bearing account held by a financial institution authorized to do business in Virginia. As applicable, a line item for future replacement of the SWM Facilities shall be included in the budget(s) for any UOA/HOA/COA(s) established for the Proposed Development, and the fees collected for such purposes by the UOA/HOA/COA shall be deposited in the SWM Replacement Account annually. The association documents that establish and control the UO/HOA/COA shall provide that the SWM Replacement Account shall not be eliminated as a line item in the UOA/HOA/COA budget, and that funds in the SWM Replacement Account shall not be utilized for purposes other than to fund the replacement of the SWM Facilities. Prior to issuance of final RUP for the third residential building, the Applicant shall make a contribution to the SWM Replacement Account of \$27,000. The SWM Replacement Account shall be funded through pro-rata assessments of subsequent owners of the Proposed Development as set forth in the UOA/HOA/COA documents, as applicable.
- iv. *County Agreement.* The SWM Agreement shall address the following issues to the satisfaction of DPWES: (a) Future replacement of elements of the Stormwater Plan, when and as warranted; (b) Requirement for liability insurance in an amount reasonably acceptable to DPWES; and (c)

Easements for County inspection and emergency maintenance to ensure that the facilities are maintained by the Applicant in good working order.

2. **Lighting.** All on-site outdoor and parking garage lighting fixtures, except as may otherwise be permitted in conjunction with a comprehensive signage program, shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance. Lighting within the stair towers shall be designed to contain light within the tower and minimize light from spilling outward on adjacent residential properties. Light poles in surface parking lots and on the top level of parking decks shall use shielded cutoff fixtures and be directed inward and downward.
3. **Potential Hotel Noise Attenuation.** In the event a hotel and/or residential use are located within Parcels A or B, the following proffer shall be applicable.
 - A. In order to reduce interior noise to a level of approximately 45 dBA Ldn, for hotel rooms and/or residential units that are demonstrated, by a refined acoustical analysis as set forth in Paragraph B below, to be impacted by highway noise from Lee Highway (Route 29) having exterior façade noise levels projected to be above 60 dBA Ldn, such rooms/units shall be constructed with the following acoustical measures:
 - i. Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39.
 - ii. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 65 dBA or above.
 - iii. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39.
 - iv. All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.
 - B. The Applicant shall submit a refined acoustical analysis prior to the submission of building plans for Parcels A or B, whichever occurs first, showing a hotel and/or residential units in order to determine the affected rooms/ units (if any), and shall provide such appropriate interior noise attenuation measures as may be required based on the noise impact from Lee Highway (Route 29) on such building. Such

analysis shall be submitted to and approved by DPZ and shall be based on the accepted methodology contained said refined analysis. Any changes to the hotel and/or residential use premised on the conclusions of such a refined acoustical analysis shall be in substantial conformance with the CDP/FDP and these proffers, as determined by the Zoning Administrator.

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

XII. LANDSCAPING AND OPEN SPACE

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

locations, low impact development facilities, sight distance requirements and other requirements. The Applicant shall coordinate the location of any utilities within open space areas to allow sufficient planting depth for trees and other landscaping as shown on the CDP/FDP. As a priority, where reasonably feasible as determined by Urban Forestry Management, DPWES, the Applicant shall install water, sanitary sewer and storm sewer utility lines within the street network to avoid conflicts with open space areas and streetscape elements shown on the CDP/FDP.

3. **Tree Size.** All shade trees provided as a part of the streetscape shall be minimum of 3 to 3.5 inches in caliper at the time of planting; all new flowering trees shall be a minimum of 2 inch caliper at the time of planting; and all new evergreen trees shall be a minimum of eight (8) feet in height at the time of planting, subject to the review and approval of the Urban Forester as shown on the CDP/FDP.
4. **Non-Invasive Plant Materials.** Only non-invasive plant materials, including street trees, shall be used within the streetscape and open space areas, subject to approval by the County Urban Forest Management Division.
5. **Public Access Easements.** The Applicant shall grant public pedestrian access easements over those specific open space areas identified on the CDP/FDP as "Public Open Space Areas." Such right of public access shall be subject to the right of the Applicant and the successor UOA and/or HOA/COAs, as applicable, to establish reasonable rules and regulations pertaining to hours of public access, maintenance, repairs and the like; provided, however, that hours for such public access shall be at least 6 a.m. to 1:00 a.m. on weekdays and 8 a.m. to 2:00 a.m. on weekends and holidays, subject to Applicant's right to temporary closures for necessary maintenance, repairs, safety, and public welfare considerations, and programmed events.

XIII. UTILITIES

1. **Underground Utilities.** The Applicant shall coordinate with ~~private~~ utility companies (gas, power, telephone, cable etc.) to co-locate utilities where reasonably feasible. To the extent possible and as permitted by the applicable utilities companies, the Applicant shall place all utilities serving the Property underground. Upon request by the Applicant, the Zoning Administrator may waive/modify the requirement to place utilities underground without approval of a PCA upon a determination that such requirement (a) is infeasible or

impractical or (b) would require the Applicant to secure easements or consents from third-parties that, despite having been diligently pursued by the Applicant, are not available.

2. **Sewer Coordination**. At the time of submission of a site plan for any building other than the theatre and its appurtenant parking structures, the Applicant shall provide DPWES with an analysis of the capacity of the sanitary sewer lines serving the Property. If the County determines that any sewer line serving the Property is inadequate, the Applicant shall upgrade or improve offsite sanitary sewer lines, as necessary and subject to a reimbursement agreement pursuant to County policy, to accommodate each phase of the Proposed Development at the time of issuance of Building Permits for the respective buildings.

XIV. RECREATIONAL FACILITIES

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

- A. Swimming pool;
- B. Interior courtyard areas, which may be located on the top deck of the parking structure(s) in the open area, shall include informal seating areas, landscaping, hardscape areas and passive recreation areas;
- C. One (1) bike storage space per every eight residential units in a building for use by residents of the building, which may be provided in the Cellar Space as defined in these Proffers;

- D. A fitness center, which is a minimum of 1,200 gross square feet in size and includes equipment such as stationary bikes, treadmills, weight machines, free weights, etc; and
 - E. A business center, which is a minimum of 500 gross square feet in size and includes broadband or high-speed data connections (including "secure" voice and/or data connections), computers, facsimile machine and similar items.
2. **On-Site Parks.** Two parks (described both below and also in the "Design Guidelines" referenced in "Urban Design" Proffer XVI.7 below) shall be provided on the Property and shall be interconnected through the use of a pedestrian-oriented promenade and an attractive streetscape system lined with special landscape treatments, water features, outdoor seating and entertainment areas. Said parks, while retained in ownership by the Applicant, shall be subject to public access easements, which shall reserve to the Applicant the right to restrict access for special events or out of security and/or safety concerns. "North Park" shall be subject to programmatic access by the Park Authority pursuant to a separate "Memorandum of Understanding" between the Park Authority and the Applicant, which shall be executed prior to approval of the first site plan for Parcel D. These parks shall be designed to enhance and complement land uses sited along "Festival Street," which shall serve as the "main street" of the development and may include both hardscape and softscape elements, generally as depicted on the CDP/FDP but subject to final engineering and architectural design changes by Applicant. These parks and associated linear walkway system shall be owned, programmed and maintained by the Applicant, which shall grant public access easements as described below:
- A. "North Park" shall consist of at least twenty-seven thousand square feet which, when combined with the 16,561 square feet in the adjacent "Uniwest" park, shall provide a minimum of a one-acre park and shall be designed to be integrated with the adjacent "Uniwest" park, which may be redesigned by the Applicant in accordance with a separate "Memorandum of Understanding" between the Park Authority and the Applicant, resulting in a large, active open space at a main entrance into the "Town Center." Water features and lawn space may be used to provide a casual backdrop to the first floor commercial uses which shall front on this park.

- B. "South Park," located in front of the restaurant and retail uses on the north side of Festival Street Extended opposite the new theatre building, shall consist of approximately 22,000 square feet and function as a community-serving park programmed with community-oriented activities such as concerts, exhibits, seasonal festivals and other cultural events as programmed by Applicant.
- C. Pocket Parks. The Applicant shall provide a minimum of one small "pocket park," which shall be directly accessible to pedestrians from Festival Street, and shall include, but not be limited to, seating, planting, shaded areas and/or outside dining.

XV. SCHOOLS CONTRIBUTION

1. Public Schools Contribution. The Applicant shall contribute \$12,400 per student for students projected to be generated by this development to the Board of Supervisors for transfer to Fairfax County Public Schools ("FCPS") to be utilized for capital improvements and capacity enhancements at the schools that students generated by the Residential Buildings will attend. Said contribution shall be based on student yield ratios of .043, .011 and .024 per unit for elementary, middle and high school, respectively. Such contribution shall be made prior to the issuance of the first RUP for each residential building triggering the FCPS contribution for the students generated by that respective residential building.
2. Escalation in Schools Contribution. If, prior to site plan approval for the respective residential buildings, Fairfax County should increase the accepted ratio of students per subject multifamily unit or the amount of the contribution per student, the Applicant shall increase the amount of the contribution for that building to reflect the current ratio and/or contribution. If the County should decrease the ratio or contribution amount, the Applicant shall provide the reduced amounts.
3. Luther Jackson Middle School Improvements. In accordance with specific terms set forth in a separate "Memorandum of Understanding" between FCPS and the Applicant (the "MOU"), and an approved Special Exception Amendment Application 99-P-008 (the "SEA") and SEA Plat as to the below parking spaces, the Applicant shall provide a natural turf ballfield(s) graded to meet FCPA grading standards for such ballfield(s) comprised of approximately 4.50 acres in the general location of the existing athletic

fields on the Middle School site, and the below parking spaces and associated features. Site plan approval for, and construction of said improvements associated with a natural turf fields shall be provided by the Applicant at no cost to FCPS or FCPA. ~~Said~~ As specified below, said improvements, or a cash contribution to the Board of Supervisors in lieu of the related equipment ~~as specified below~~, shall be completed prior to issuance of the RUP for the first residential building on the Property and shall consist of the following:

- A. Grading for both the below parking spaces and for improvement of the approximately 4.5 acres as a natural turf ballfield(s) in accordance with FCPS requirements;
- B. Construction of a minimum of 64 new parking spaces located along the Middle School's common boundary with the Property, which new parking spaces shall be counted towards the required parking for the Property (a system to ensure adequate access to these spaces for FCPS, the Property, and FCPA and in support of use of the ballfield(s), shall be provided in the MOU). The Applicant shall be responsible for all costs associated with requesting and obtaining BOS approval of the SEA for "Alternate Use of a Public Facility – Parking in an R District" (pursuant to the relevant Sections of Article 3 and Article 9 of the Zoning Ordinance); use of said 64 parking spaces by the Applicant shall not occur in advance of Applicant's completion of the natural turf ballfield(s), or cash contribution in lieu of same as specified below.
- C. Provision of an access gate on the eastern entrance, as depicted on the proposed SE Plat, which shall be controlled by FCPS;
- D. Field improvements, including berm plantings and pedestrian access, performed by the Applicant shall be in substantial conformance with one of the September two alternative October ____, 2007 "Athletic Field Concept ~~Plan~~ Plans" prepared by VIKA and attached as an Exhibit to the MOU; which alternative shall be as determined by FCPS in accordance with these proffers and with the terms and timing set forth in the "Memorandum of Understanding;"
- E. Provision of a landscaped berm between the new parking spaces and the athletic fields; ~~the~~ including the provision of two pedestrian access points which

connect said parking spaces to the closest field. The exact type, extent and location of landscape elements and the two access points shall be provided in accordance with the MOU, the Concept Plan referenced above, and with that shown on the approved SEA Plat; and

- F. Installation Applicant's improvements to the athletic field improvement area shall consist of the following "baseline" commitments: (i) overall site grading; (ii) seeding; and (iii) irrigation for the diamond-shaped field. In addition, the Applicant shall provide the following "second-tier" commitments consisting of either installation of, or payment of a maximum of \$150,000.00 in lieu of, the following field improvements: (i) up to 2,200 linear feet of under-drain; (ii) up to 2,200 linear feet of conduit for lighting; (iii) up to eight light pole bases, (iv) a commercially acceptable irrigation system to maintain the ~~4.5-acre area,~~ "rectangular-shaped" natural turf field; (v) grass seeding; (vi) four moveable soccer goals; and (vii) one or two permanent backstops, the number and location of which shall be determined by the FCPS.

XVI. OTHER COMMUNITY CONTRIBUTIONS.

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

XVII. URBAN DESIGN

1. Architectural Treatments. The architectural treatment of this "Merrifield Town Center" development shall create a sense of identity and place and preserve human scale through the use of unifying elements, such as materials, textures, colors, window treatments, decorative details, lighting, landscaping, and roof pitches. All building facades/elevations shall be designed to incorporate architectural elements and/or

decorative details, except for those locations where a building façade: faces a parking structure; is located less than ten feet from a property line; or is "wrapped" by, or otherwise shielded by immediate adjacency to, the exterior of another building (such as the east façade of the West Deck; the west façade of Building I; and the north, east, and west façades of the East Deck) or an element of the same building. This proffer shall not be interpreted to preclude the ability of individual users and tenants to use architectural themes that incorporate corporate logos and identities. Signage and architectural elements shall be used to create a festive and vibrant atmosphere.

2. **Streetscapes.** To create a high quality, street-level activity zone, a mix of retail shops, restaurants and multifamily uses shall be oriented along "Festival Street," which shall serve as a central spine connecting the two commercial anchors at either end of the development. Outdoor eating may be provided in front of each restaurant, as long as a clear and direct pedestrian access is maintained. A street-level activity zone shall be established along Strawberry Lane, where retail and/or restaurant uses shall be oriented and designed to enhance the "North Park" and create an animated street edge at this main entrance to the Town Center.
3. **Street Sections.** Streetscapes shall be provided generally as shown on the cross-sections on Sheets 29 through 33 of the CDP/FDP.
4. **Building Elevations.** The architectural design of commercial retail, office, hotel and multi-family buildings shall be consistent with the quality of the elevations shown on Sheets 16 through 27 of the CDP/FDP. The Applicant reserves the right to revise the elevations as a result of final architectural and engineering design, provided the quality of design remains consistent with those shown, as determined by DPWES.
5. **Building Materials.** Buildings shall consist of high quality materials, a combination thereof including, but not limited to, stone, cast stone, masonry, glass, precast, metal, cementitious fiber board, asphalt shingles, clay tiles, slate, wood or comparable materials. EIFS shall be limited solely to use on mechanical penthouses and architectural detailing not to exceed five percent of a building's façade.
6. **Parking Garage Façade Treatments.** Facades of above-grade garages facing Eskridge Road, Festival Street, Festival Street Extended and Strawberry Lane shall be treated with materials consistent with those materials used on companion buildings in accordance with the CDP/FDP and the "Design Guidelines" referenced below.

7. **Design Guidelines.** The overall concepts presented in the Merrifield Town Center Design Guidelines, prepared by RTKL and dated September 6, 2007, shall be used generally as a guide in the creation of architectural, landscape, street section, building elevation, North Park and South Park features and design elements.
8. **Security.** In consideration of security concerns along the southern property boundary, transitional screening shall be provided as depicted on Sheets 10, 11 and 33 of the CDP/FDP, and lighting shall be provided in this area to address safety concerns. Contingent upon the provision of diligently pursued off-site grading easements, the Applicant shall grade-out this property line and the immediately adjacent Middle School property to minimize or eliminate the need for a retaining wall in this area. In the event said off-site grading easements are not timely provided by the Fairfax County School Board, then the Applicant shall have the right to construct a retaining wall in this area.

XVIII. SIGNAGE

1. **Site Signage.** Signage for the Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance, or pursuant to a Comprehensive Sign Plan as may be approved by the Planning Commission. In either event, however, a coordinated signage system, including free-standing signs, way-finding signs (including those for sidewalks/trails) and potential retail awning signage, shall be provided for all residential and non-residential uses. Building mounted signage shall be compatible in terms of height, color, illumination and letter sizing, but may vary from retailer to retailer. If lighted, signage may be internally lighted, neon or lighted via downward-directed lights.
2. **Ticker "Sign".** As generally depicted on Sheet 17 of the CDP/FDP and subject to Planning Commission approval in a Comprehensive Sign Plan, a ticker element shall be permitted as an architectural feature integrated into the retail building façade located along the Festival Street and Strawberry Lane street frontages within either Parcel A or Parcel B in the PDC zoning district. Said ticker element shall not exceed two feet in height.
3. **Temporary Signs.** No temporary signs (including "Popsicle" style paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of

Virginia shall be placed on- or off-site by the Applicant or at the Applicant's direction to assist in the initial sale or rental of residential units on the Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing and sale and/or rental of residential units on the Property to adhere to this proffer.

XIX. OWNERS' ASSOCIATIONS

1. **Umbrella Owners' Association.** Prior to the issuance of the first Non-RUP or RUP for any phase of the development/construction of the Application Property, except temporary transportation facilities and/or parking uses, if any, the Applicant shall establish an Umbrella Owners' Association ("UOA") in accordance with Virginia Law.
2. **Homeowner and Condominium Owners' Associations.** Prior to the issuance of the first RUP for any residential phase of the development/construction of the Application Property, the Applicant shall cause either a homeowners' association and/or a condominium owners' association ("HOA/COA") to be formed for that phase in accordance with Virginia law.
3. **Membership in UOA.** At a minimum, each HOA/COA and the owner(s) of the office building(s) shall be member(s) of the UOA.
4. **HOA/COA Maintenance Obligations.** Each HOA/COA shall have specific areas of the Application Property within its boundaries, and each shall assume all maintenance and other obligations required by these proffers for common space and common infrastructure within those boundaries except for those maintenance obligations to be assumed by the UOA pursuant to Proffer 18.e. below. Maintenance obligations of the HOA/COAs for the various phases of the Application Property may be shared by agreement among the HOA/COAs.
5. **UOA Maintenance Obligations.** The Applicant, and then the subsequent UOA, shall have maintenance responsibilities that shall include, but not necessarily be limited to the following:
 - A. Maintenance of private streets, all sidewalks, plazas, open-space, stormwater management facilities (as set forth in Proffer Section IX above), recreational facilities and other common areas within the Application Property including standard cleaning and lawn/landscaping maintenance and removal of snow from streets and all sidewalks (including VDOT sidewalks) with the Application

Property. The UOA shall incorporate into its lawn maintenance contracts a prohibition against mowing with gas-powered equipment on Code Red days.

- B. Repair of surfaces and site furnishings.
- C. Replacement of dead, dying, or diseased trees and landscaping within the Application Property with the same size and similar species as originally approved on the landscape plan.
- D. The TDM Program. The respective UOA and HOA/COA documents shall specify the maintenance obligation as set forth herein. Purchasers shall be advised in writing prior to entering into a contract of sale, and in the UOA documents and the HOA/COA documents, that the UOA/HOA/COA shall be responsible, respectively, for the maintenance obligations as set forth herein.

XX. OTHER

1. **Unreasonable Delay.** Upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of an improvement set forth in these proffers has been unreasonably delayed by others or by circumstances beyond the control of the Applicant, the Zoning Administrator may agree to a later date for the completion of each such improvement.
2. **Administrative Review.** Concurrent with the submission to DPWES of site plans, and any major inserts or revisions to said site plans, the Applicant shall submit copies of the same to the Providence District Supervisor and Planning Commissioner for the purpose of administrative review and comment.
3. **Successors and Assigns.** Each reference to "Applicant" in this Proffer Statement shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest, developer(s) of the site or any portion of the site, and the respective Owners' Associations described in Proffer XIV.
4. **Counterparts.** To facilitate execution, this Proffer Statement may be executed in as many counterparts as may be required. It shall not be necessary that the signature on behalf of all the parties to the Proffer Statement appear on each counterpart of this Proffer Statement. All counterparts of this Proffer Statement shall collectively constitute a single instrument.

[SIGNATURES ON FOLLOWING PAGES]

MERRIFIELD MIXED USE LLC

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

BY: Edens Merrifield Manager, LLC, its Manager

By: _____

Name: _____

Title: _____

ESKRIDGE (E&A), LLC

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

By: _____

Name: _____

Title: _____

NATIONAL AMUSEMENTS, INC.

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

By: _____

Name: _____

Title: _____

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

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

By: _____

Name: _____

Title: _____

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

~~August 29, 2007~~

October 3, 2007

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

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

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

DEVELOPMENT CONDITIONS

SEA 99-P-008

August 29, 2007

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

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

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

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

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

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

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

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

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

RZ 2005-PR-041

MERRIFIELD TOWN CENTER

CONCEPTUAL DEVELOPMENT PLAN AND FINAL DEVELOPMENT PLAN

PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

- SHEET INDEX**
- 1 COVER SHEET
 - 2 NOTES AND TITLES INDEX SHEET
 - 3 EXISTING CONCEPTUAL PLAN SHEET - 1/10 SCALE
 - 4 CONCEPTUAL DEVELOPMENT PLAN SHEET - 1/10 SCALE
 - 5 CONCEPTUAL DEVELOPMENT PLAN SHEET - 1/10 SCALE
 - 6 CONCEPTUAL DEVELOPMENT PLAN SHEET - 1/10 SCALE
 - 7 CONCEPTUAL DEVELOPMENT PLAN SHEET - 1/10 SCALE
 - 8 CONCEPTUAL DEVELOPMENT PLAN SHEET - 1/10 SCALE
 - 9 CONCEPTUAL DEVELOPMENT PLAN SHEET - 1/10 SCALE
 - 10 CONCEPTUAL DEVELOPMENT PLAN SHEET - 1/10 SCALE
 - 11 CONCEPTUAL DEVELOPMENT PLAN SHEET - 1/10 SCALE
 - 12 CONCEPTUAL DEVELOPMENT PLAN SHEET - 1/10 SCALE
 - 13 CONCEPTUAL DEVELOPMENT PLAN SHEET - 1/10 SCALE
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 - 47 CONCEPTUAL DEVELOPMENT PLAN SHEET - 1/10 SCALE
 - 48 CONCEPTUAL DEVELOPMENT PLAN SHEET - 1/10 SCALE



VICINITY MAP
SCALE: 1"=100'
EXISTING ZONING: I-4, I-5, AND HC
PROPOSED ZONING: PRM, PDC AND HC

ATTORNEY
HUNTIN AND WILLIAMS LLP
175 PINEAPPLE DRIVE
SUITE 100
MCCLEAN, VIRGINIA, 22061
CONTACT: FRANK J. BISHOP
(703) 744-1800

ENGINEER
VEJA INC.
890 OVERBROOK DRIVE
SUITE 100
MCCLEAN, VIRGINIA, 22061
CONTACT: MR. BOB COCHRAN LS
(703) 442-7800



SOIL MAP
SCALE: 1"=100'
TM NO. 49-3 (01) 80A, 80B, 80C, 81A, & 82A

ARCHITECTS/PLANNERS
KTEL ASSOCIATES
120 CONNORVILLE AVENUE, NW
WASHINGTON, DC 20005
CONTACT: MR. RELL CALDWELL
(202) 634-4400

TRAFFIC ENGINEER
WELLS AND ASSOCIATES INC.
1401 BENTLEY HILL ROAD
MCCLEAN, VIRGINIA 22061
CONTACT: MR. ROBERT ANTONIACCI
(703) 367-5500

EDENS & SAVANT

PROPERTY OWNERS
NATIONAL AMBERMENTS INC.
10000 WOODBRIDGE AVENUE
DUBLIN, MASSACHUSETTS 01937
DANIELS #3-303-8414, WA, VA, NC
DANIELS #3-303-8414

APPLICANT/AGENT FOR TITLE OWNERS
SHERKEX (GA) LLC
SHERKEX (VA) LLC
MERRIFIELD MDCO LLC
EVENS MERRIFIELD MANAGER
700 WILKINSON AVENUE SUITE 400
MCCLEAN, VIRGINIA 22061
CONTACT: MR. WILLIAM J. BOYLE
(703) 667-1400



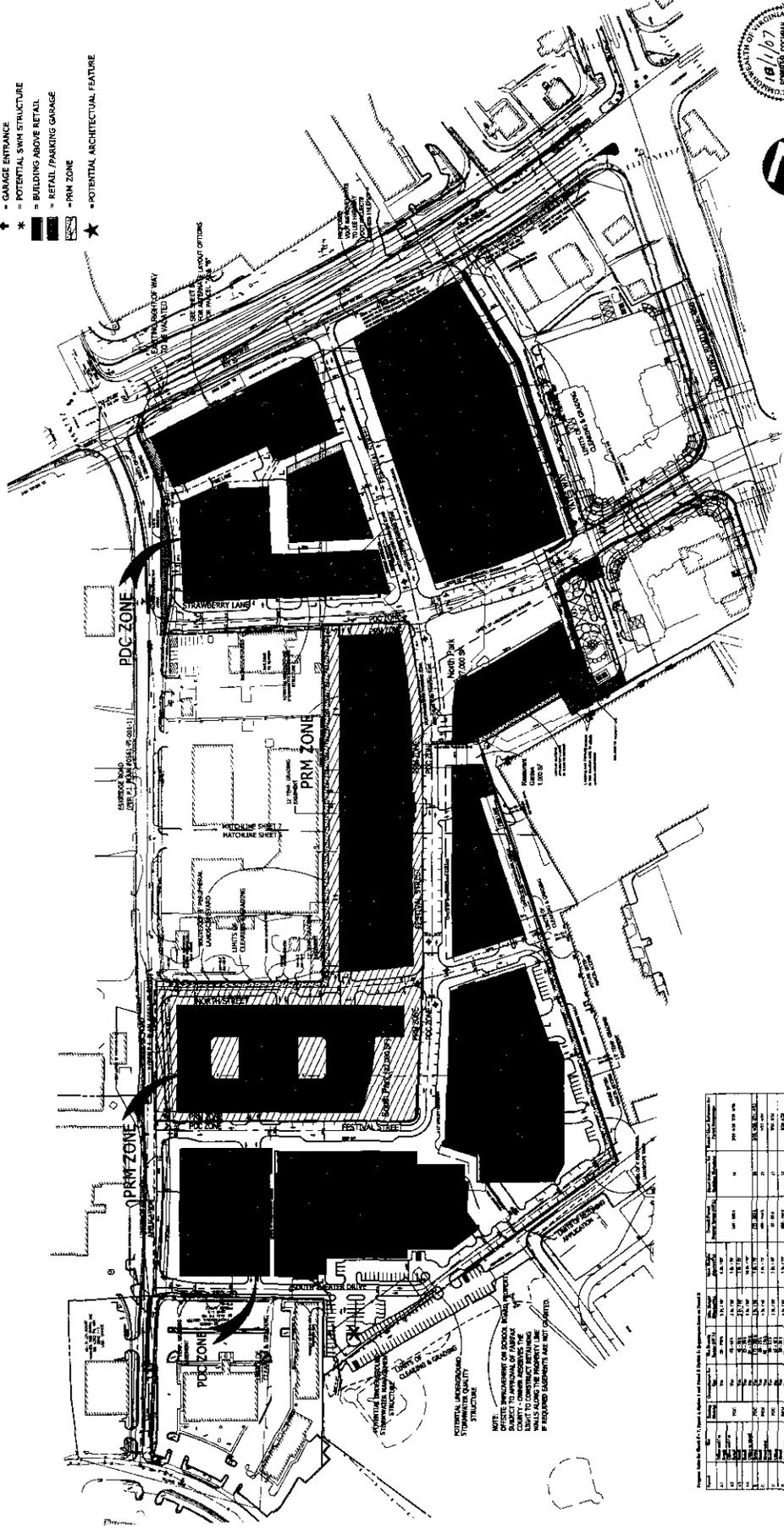


ABBREVIATIONS

- B/W = BOOTH OF WAY
- SF = SQUARE FEET
- INT = POINT OF INTERSECTION
- RES = RESIDENTIAL
- DN = DOWN
- UP = UP
- PG = PAVING

LEGEND

- L = LOADING AREA
- ↓ = GARAGE ENTRANCE
- * = POTENTIAL SWM STRUCTURE
- = BUILDING ABOVE RETAIL
- = RETAIL/PARKING GARAGE
- PRM ZONE
- ★ = POTENTIAL ARCHITECTURAL FEATURE



*NOTE: SEE SHEET 29 FOR PROPERTY LINE SECTIONS WITH AND WITHOUT RETAINING WALL.

CDP / FDP Plans, Sheets 5 - 7
 CDP / FDP ALTERNATE, Sheets 8 - 9
 Building Floor Plans, Sheets 18 - 27
 Street and Site Sections, Sheets 28 - 33

NO.	DATE	DESCRIPTION	BY	CHECKED
1	10/1/07	ISSUED FOR PERMITTING	...	...
2	10/1/07	REVISED TO SHOW...	...	...
3	10/1/07	REVISED TO SHOW...	...	...
4	10/1/07	REVISED TO SHOW...	...	...
5	10/1/07	REVISED TO SHOW...	...	...
6	10/1/07	REVISED TO SHOW...	...	...
7	10/1/07	REVISED TO SHOW...	...	...
8	10/1/07	REVISED TO SHOW...	...	...
9	10/1/07	REVISED TO SHOW...	...	...
10	10/1/07	REVISED TO SHOW...	...	...

CONCEPTUAL DEVELOPMENT
 PLAN AND FINAL
 DEVELOPMENT PLAN
 OVERALL

RZ-2005-PR-041
 MERRIFIELD TOWN CENTER
 PROVIDENCE DISTRICT
 FARFAX COUNTY, VIRGINIA

VFA REVISIONS

NO.	DATE	DESCRIPTION
1	10/1/07	ISSUED FOR PERMITTING
2	10/1/07	REVISED TO SHOW...
3	10/1/07	REVISED TO SHOW...
4	10/1/07	REVISED TO SHOW...
5	10/1/07	REVISED TO SHOW...
6	10/1/07	REVISED TO SHOW...
7	10/1/07	REVISED TO SHOW...
8	10/1/07	REVISED TO SHOW...
9	10/1/07	REVISED TO SHOW...
10	10/1/07	REVISED TO SHOW...

DATE: 10/1/07
 SCALE: 1" = 200'
 PROJECT/TITLE NO.: 0575
 SHEET NO. OF 48

CONCEPTS & PLANNING ELEMENTS ANALYSES & REPORTS BY VFA
 VFA ARCHITECTURAL
 1810 CRENSHAW ROAD, SUITE 2000, FALLS CHURCH, VIRGINIA 22044
 FALLS CHURCH, VIRGINIA 22044

AFFORDABLE HOUSING TABULATIONS (FOR PARCEL B OPTION 2 ONLY)

1. ASSUMES THE COMPREHENSIVE PLAN CALLS FOR TOWN CENTER DEVELOPMENT WITH AN AFFORDABLE HOUSING COMPONENT. THE PROPOSED DEVELOPMENT HAS AN FAR OF 1.31.

RESIDENTIAL IS COMPOSED OF A TOTAL OF 660 MULTI-FAMILY DWELLING UNITS WITH AN AVERAGE SQUARE FOOTAGE OF 1,100 (SEE PROFFERS), WITH THE ADD OF 43 OFF PROFFERS AND 400 UNITS OF 104 UNITS. WITH ELEVATORS AND STRUCTURED PARKING.

11. OVERALL DENSITY OF DEVELOPMENT = 32.27 DWELLING UNITS PER ACRE @ 31.37 ACRES

111. RESIDENTIAL MIX PROPORTION = 1,133,000 GFA = 67.81%
 1,639,000 GFA

SIZE OF SITE = FAR (RESIDENTIAL MIX 3) = MAXIMUM ALLOWABLE RESIDENTIAL SQUARE FOOTAGE

LEADER OF DENSITY RANGE

LOWER END DENSITY RANGE = 18.13 DU/AC
 (1100 SF/UNIT)(31.37 AC) = 33.27 DU/AC

UPPER END OF DENSITY RANGE = 18.13 DU/AC
 (500)(32.27 DU/AC) = 16.13 DU/AC

14. FOUR STORY MULTI-FAMILY WITH ELEVATORS AND STRUCTURED PARKING (12.8 DENS DENSITY RANGE IS SECTION 2)

UPPER END OF AUGUSTED DENSITY RANGE = (32.27 DU/AC)(1.17 BONUS) = 37.76 DWELLING UNITS PER ACRE
 LOWER END OF AUGUSTED DENSITY RANGE = (16.13 DU/AC)(1.17 BONUS) = 18.86 DWELLING UNITS PER ACRE

37.76 DU/AC = 18.86 DU/AC
 18.86 DU/AC = 18.86 DU/AC

4.37% x 1,017 = 4.37 DU

THE ABOVE CALCULATION REPRESENTS THE APPLICANT'S REQUIRED AVERAGE. THE APPLICANT HAS PROFFERED AVERAGE OF 32.27 DU/AC. THE APPLICANT HAS PROFFERED AVERAGE OF 32.27 DU/AC.

PARKING TABULATIONS FOR PARCEL A, OPTION 2 WITH PARCEL B, OPTION 2 (SEE SHEET 2, NOTE #19)

SOVEREIGN ZONING ZONE	SEA	SPACES	SPACES
RETAIL ESTABLISHMENT	SEA	REQUIRED	PROFFERED
PROPOSED THEATRE	120,000	1,000	1,000
TOTAL	228,000	1,000	1,000

EATING ESTABLISHMENT	SEA	SPACES	SPACES
RETAIL ESTABLISHMENT	SEA	REQUIRED	PROFFERED
PROPOSED THEATRE	120,000	1,000	1,000
TOTAL	174,000	977	1,000

RETAIL ESTABLISHMENT	SEA	SPACES	SPACES
RETAIL ESTABLISHMENT	SEA	REQUIRED	PROFFERED
PROPOSED THEATRE	120,000	1,000	1,000
TOTAL	348,376	1,000	1,000

RETAIL ESTABLISHMENT	SEA	SPACES	SPACES
RETAIL ESTABLISHMENT	SEA	REQUIRED	PROFFERED
PROPOSED THEATRE	120,000	1,000	1,000
TOTAL	102,000	108	108

THE PROPOSED DEVELOPMENT SHALL BE CONSIDERED A SHOPPING CENTER PER SECTION 11-104.03 OF THE ZONING ORDINANCE. THE TOTAL GFA FOR THE DEVELOPMENT IS 1,800,000 GFA. THE DEVELOPMENT WILL BE LOCATED IN THE COMMERCIAL DISTRICT. THE DEVELOPMENT WILL BE SUBJECT TO MARKET CONDITIONS. THE DEVELOPMENT WILL BE SUBJECT TO MARKET CONDITIONS.

THE DEVELOPMENT IS PROPOSED TO BE LOCATED PER THE PROFFERS FOR PARCELS A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z.

1. OFFICE BUILDINGS REQUIRED BY Z.O. IS ONE (1) SPACE PER FOUR (4) SEATS, ONE (1) SPACE PER TWO (2) EMPLOYEES.

2. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA AS DEFINED FOR A SHOPPING CENTER IN SECTION 11-104.03 OF THE ZONING ORDINANCE.

3. THEATRE REQUIRED BY Z.O. IS THREE TENTHS (0.3) SPACES PER SEAT.

4. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 50,000-125,000 SF OF GFA.

5. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 125,000-250,000 SF OF GFA.

6. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 250,000-500,000 SF OF GFA.

7. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 500,000-1,000,000 SF OF GFA.

8. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 1,000,000-1,500,000 SF OF GFA.

9. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 1,500,000-2,000,000 SF OF GFA.

10. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 2,000,000-2,500,000 SF OF GFA.

11. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 2,500,000-3,000,000 SF OF GFA.

12. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 3,000,000-3,500,000 SF OF GFA.

13. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 3,500,000-4,000,000 SF OF GFA.

14. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 4,000,000-4,500,000 SF OF GFA.

15. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 4,500,000-5,000,000 SF OF GFA.

16. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 5,000,000-5,500,000 SF OF GFA.

17. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 5,500,000-6,000,000 SF OF GFA.

18. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 6,000,000-6,500,000 SF OF GFA.

19. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 6,500,000-7,000,000 SF OF GFA.

20. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 7,000,000-7,500,000 SF OF GFA.

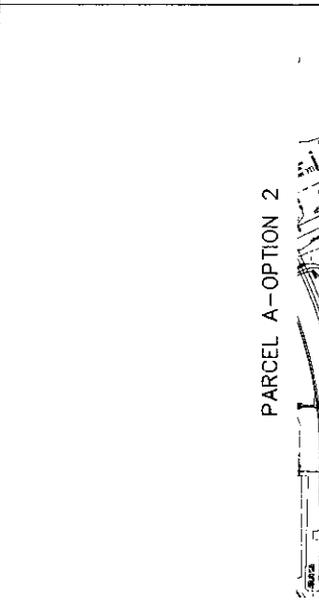
21. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 7,500,000-8,000,000 SF OF GFA.

22. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 8,000,000-8,500,000 SF OF GFA.

23. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 8,500,000-9,000,000 SF OF GFA.

24. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 9,000,000-9,500,000 SF OF GFA.

25. OFFICE BUILDINGS REQUIRED BY Z.O. IS THREE (3) SPACES PER 1,000 SQUARE FEET OF GROSS FLOOR AREA FOR OFFICE BUILDINGS BETWEEN 9,500,000-10,000,000 SF OF GFA.

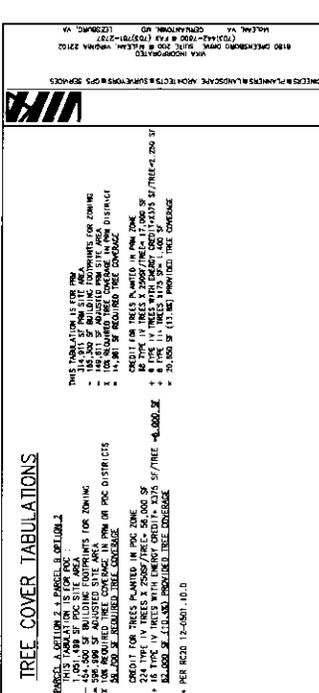


LEGEND

- L - LOADING AREA
- 1 - GARAGE ENTRANCE
- 2 - POTENTIAL LOW STRUCTURE
- 3 - BUILDING ABOVE RETAIL
- 4 - RETAIL / PARKING GARAGE

CDP / FDP Plans, Sheets 5 - 7
 Landscape Plans, Sheets 8 - 9
 Building Elevations, Sheets 10 - 16
 Street and Site Sections, Sheets 17 - 23

NOTE: REFER TO SHEETS 2 AND 3 FOR COMPLETE LIST OF NOTES, SITE TABULATIONS AND WAIVERS/MODIFICATIONS.



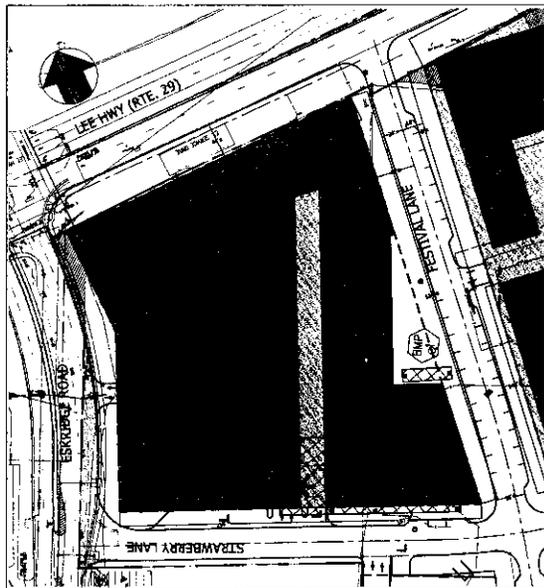
LEGEND

- L - LOADING AREA
- 1 - GARAGE ENTRANCE
- 2 - POTENTIAL LOW STRUCTURE
- 3 - BUILDING ABOVE RETAIL
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CDP / FDP Plans, Sheets 5 - 7
 Landscape Plans, Sheets 8 - 9
 Building Elevations, Sheets 10 - 16
 Street and Site Sections, Sheets 17 - 23

NOTE: REFER TO SHEETS 2 AND 3 FOR COMPLETE LIST OF NOTES, SITE TABULATIONS AND WAIVERS/MODIFICATIONS.

PARCELS A OPTION 3



LEGEND
 L - LOADING AREA
 - - - - - GARAGE ENTRANCE
 * - POTENTIAL SWM STRUCTURE
 ■ - BUILDING ABOVE RETAIL
 ■ - RETAIL / FINANCING GARAGE

Category	Area	Spaces	Notes
SOUTHERN PARKING ZONE	EA	171	
	EA	171	
	EA	171	
	EA	171	
EATING ESTABLISHMENT*	EA	171	
	EA	171	
	EA	171	
	EA	171	
RESIDENTIAL PARKING ZONE	EA	171	
	EA	171	
	EA	171	
	EA	171	

PARKING TABULATIONS FOR PARCEL A, OPTION 3 WITH PARCEL B, OPTION 2 (SEE NOTE #19 ON SHEET 2)

THE TABULATIONS ARE FOR THE DEVELOPMENT OPTION THAT WILL PROVIDE THE MOST PARKING SPACES. THE DEVELOPMENT PROGRAM IS SUBJECT TO THE APPROVAL OF THE LOCAL GOVERNMENT AND THE LOCAL COMMUNITY. THE DEVELOPMENT PROGRAM IS SUBJECT TO THE APPROVAL OF THE LOCAL GOVERNMENT AND THE LOCAL COMMUNITY.

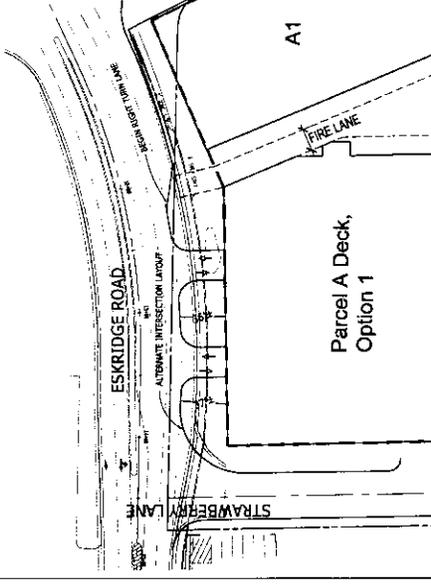
NOTE:
 REFER TO SHEETS 2 AND 3 FOR COMPLETE LIST OF NOTES, SITE TABULATIONS AND WAIVERS/MODIFICATIONS.

TREE COVER TABULATIONS

TREE COVER TABULATIONS FOR PARCEL A, OPTION 3

THIS DEVELOPMENT IS FOR ONE PARCEL A, OPTION 3, PARCEL B, OPTION 2. THE TOTAL AREA OF THE SITE IS 1.00 AC. THE TOTAL AREA OF THE SITE IS 1.00 AC. THE TOTAL AREA OF THE SITE IS 1.00 AC.

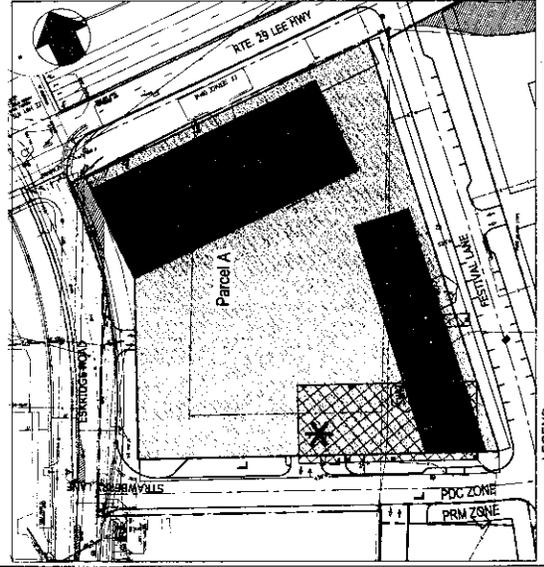
NOTE:
 REFER TO SHEETS 2 AND 3 FOR COMPLETE LIST OF NOTES, SITE TABULATIONS AND WAIVERS/MODIFICATIONS.



PARKING NOTES FOR BOTH OPTIONS:

- APPLICANT RESERVES THE RIGHT TO OBTAIN A SHARED PARKING AGREEMENT, BUT WITH SUCH, THE AS SUCH AGREEMENT MAY BE OBTAINED BY THE BANDO OF SUPERVISORS. THE TOTAL DEVELOPMENT PROGRAM FOR THE SITE SHALL BE IN FULL COMPLIANCE WITH THE REQUIREMENTS OF THE COMMERCIAL ZONING ORDINANCE. THE TOTAL DEVELOPMENT PROGRAM FOR THE SITE SHALL BE IN FULL COMPLIANCE WITH THE REQUIREMENTS OF THE COMMERCIAL ZONING ORDINANCE.
- THE DEVELOPMENT PROGRAM IS SUBJECT TO THE APPROVAL OF THE LOCAL GOVERNMENT AND THE LOCAL COMMUNITY. THE DEVELOPMENT PROGRAM IS SUBJECT TO THE APPROVAL OF THE LOCAL GOVERNMENT AND THE LOCAL COMMUNITY.
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PARCELS A OPTION 4



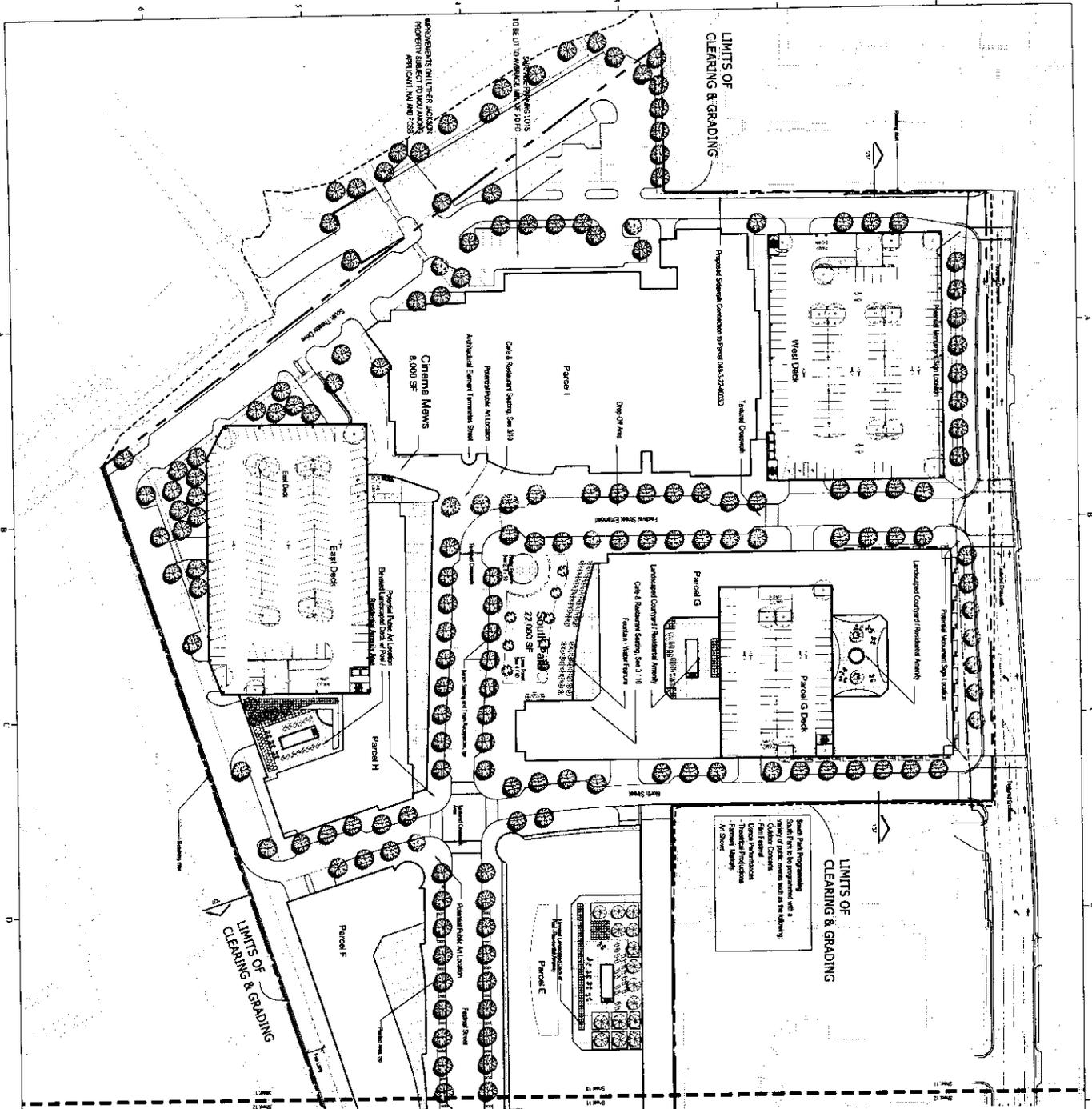
LEGEND
 L - LOADING AREA
 - - - - - GARAGE ENTRANCE
 * - POTENTIAL SWM STRUCTURE
 ■ - BUILDING ABOVE RETAIL
 ■ - RETAIL / FINANCING GARAGE

Category	Area	Spaces	Notes
SOUTHERN PARKING ZONE	EA	171	
	EA	171	
	EA	171	
	EA	171	
EATING ESTABLISHMENT*	EA	171	
	EA	171	
	EA	171	
	EA	171	
RESIDENTIAL PARKING ZONE	EA	171	
	EA	171	
	EA	171	
	EA	171	

PARKING TABULATIONS FOR PARCEL A, OPTION 4 WITH PARCEL B, OPTION 2 (SEE NOTE #19 ON SHEET 2)

THE TABULATIONS ARE FOR THE DEVELOPMENT OPTION THAT WILL PROVIDE THE MOST PARKING SPACES. THE DEVELOPMENT PROGRAM IS SUBJECT TO THE APPROVAL OF THE LOCAL GOVERNMENT AND THE LOCAL COMMUNITY. THE DEVELOPMENT PROGRAM IS SUBJECT TO THE APPROVAL OF THE LOCAL GOVERNMENT AND THE LOCAL COMMUNITY.

NOTE:
 REFER TO SHEETS 2 AND 3 FOR COMPLETE LIST OF NOTES, SITE TABULATIONS AND WAIVERS/MODIFICATIONS.



Illustrative Examples



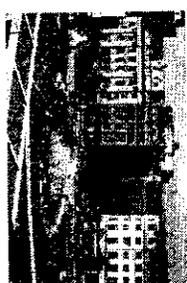
2 Fountain



3 Restaurant Seating Area



4 Concert in Park



6 Water Feature / Fountain

NOTES:
 1. Exact type, design and location of all landscape improvements to be determined at final engineering and design.
 2. All improvements shown on properties not currently owned or controlled by Applicant contingent upon necessary acquisitions / agreements and public approvals.

Legend

- ☐ Lawn or Planted Area
- ▨ Specialty Paving
- ▨ Landscape Material
- Type IV Tree
- Type IV Tree w. Energy Credit
- Type III Tree
- Interior Parking Lot Tree



MERRIFIELD

TOWN CENTER

FAIRFAX COUNTY, VIRGINIA

Item	No.	Date	Issued Drawing Log
RTKL			RTKL Associates, Inc.
MS			
Design			
Prepared			
Checked			
Approved			

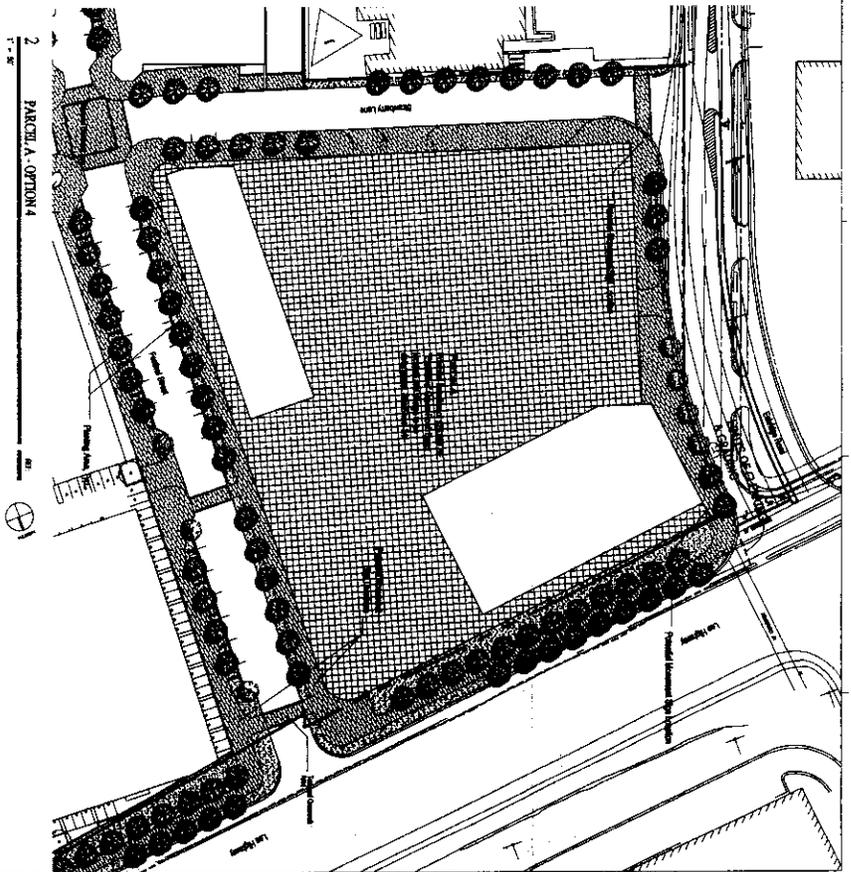
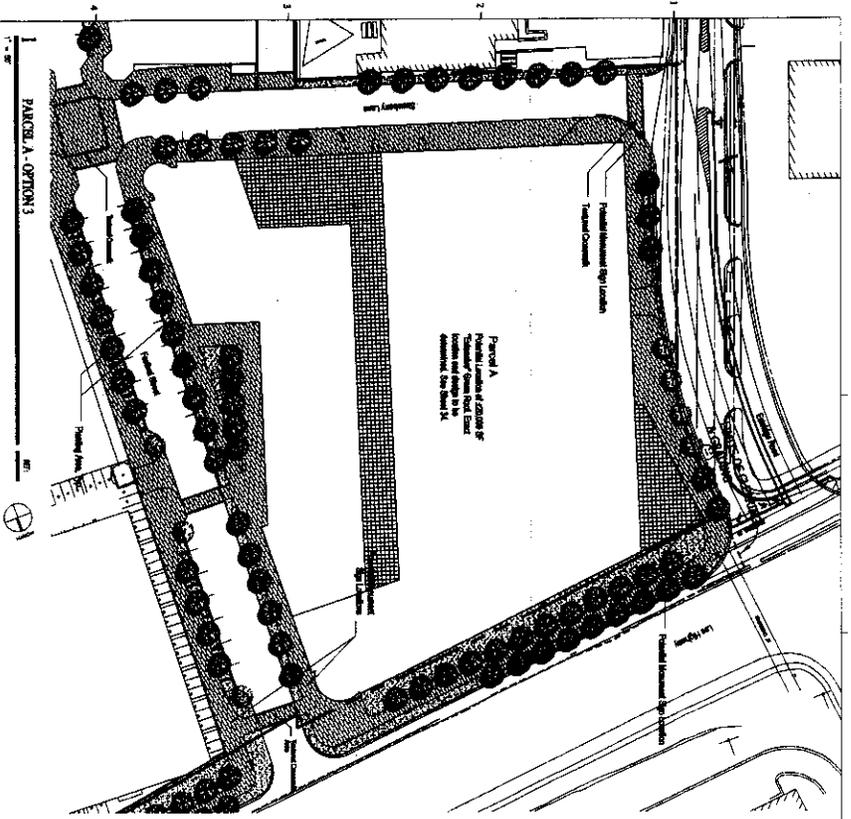
LANDSCAPE ENLARGEMENT
 SHEET 11 OF 48

Contract No. 20060610
 Issue Date: 11-07-2007
 Date Revisions: 11-01-2007

MERRIFIELD

TOWN CENTER

FAIRFAX COUNTY, VIRGINIA



- Notes:**
1. Exact type, design and location of all landscape improvements to be determined at final engineering and design.
 2. All improvements shown on properties not currently owned or controlled by Applicant contingent upon necessary acquisitions / agreements and public approvals.

- Legend**
- Lawn or Planted Area
 - Specialty Paving
 - Standard Paving
 - Type IV Trees
 - Type III Trees w. Energy Credit
 - Interlot Parking Lot Tree

Symbol	Description
▲	TYPE III TREES
▲	TYPE IV TREES
▲	TYPE III TREES w. ENERGY CREDIT
○	INTERLOT PARKING LOT TREE
■	LAWN OR PLANTED AREA
■	SPECIALTY PAVING
■	STANDARD PAVING

OPTIONAL LANDSCAPE ENLARGEMENT

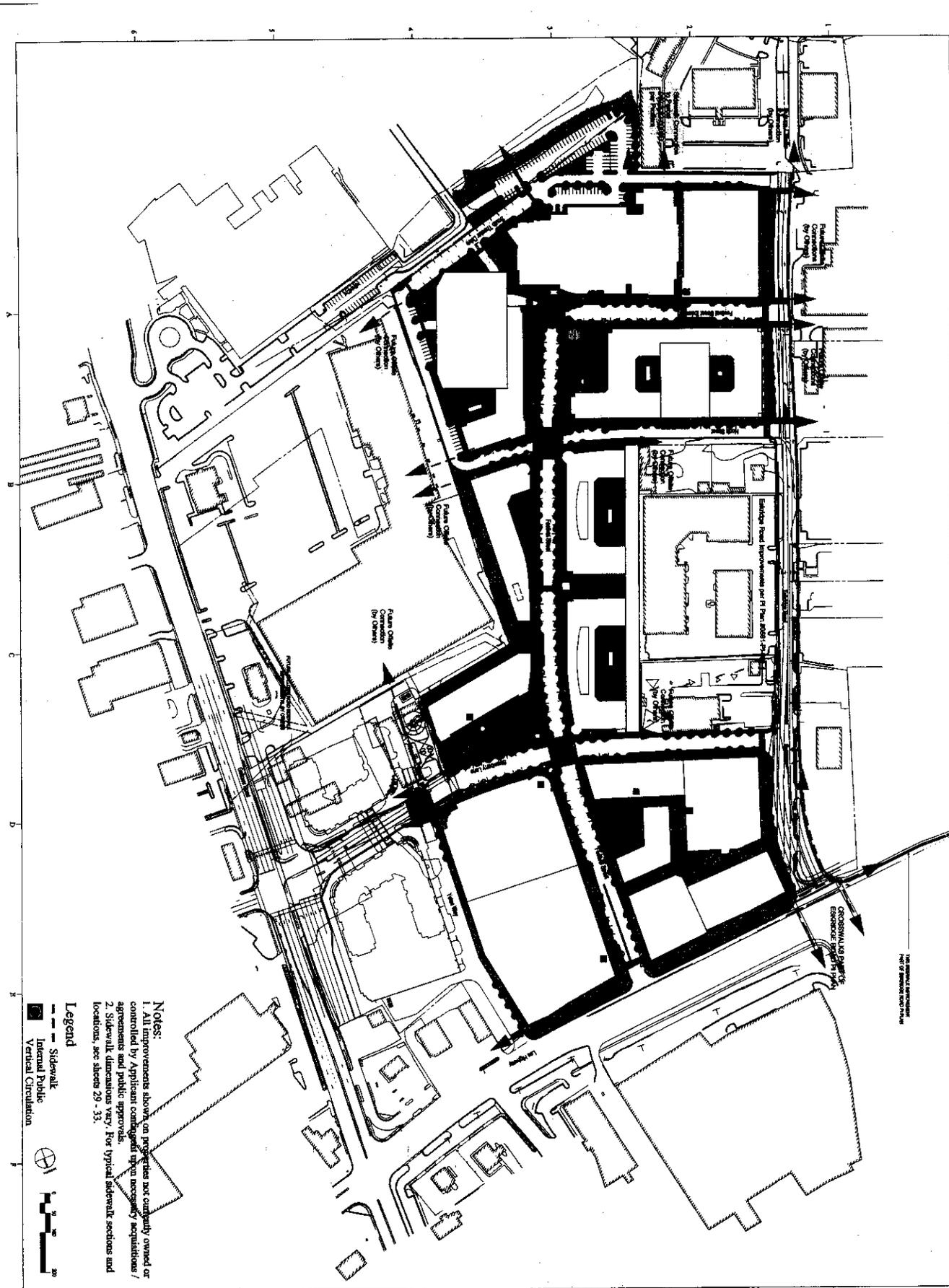
Contract No. 20060125
 Issue Date 1/20/06
 Issue Number 06/22/06

SHEET 14 OF 48



CONTRACT

MS
 Design
 Site
 Detail
 Approved



Notes:
 1. All improvements shown on this plan are not completely owned or controlled by Applicant and are subject to necessary acquisitions, agreements and public approvals.
 2. Sidewalk dimensions vary. For typical sidewalk sections and locations, see sheets 29 - 33.

Legend
 - - - Sidewalk
 - - - Lateral Public
 - - - Vertical Circulation

REVISIONS

NO.	DATE	DESCRIPTION
1	12/01/00	ISSUED FOR PERMITS
2	01/27/01	REVISED PER PERMITTING
3	02/27/01	REVISED PER PERMITTING

Contract No. 200001
 Issue Date 12/01/00
 Last Revision 02/27/01
PEDESTRIAN CIRCULATION PLAN
SHEET 15 OF 48

Legend

NO.	DATE	DESCRIPTION
1	12/01/00	ISSUED FOR PERMITS
2	01/27/01	REVISED PER PERMITTING
3	02/27/01	REVISED PER PERMITTING

Legend

NO.	DATE	DESCRIPTION
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2	01/27/01	REVISED PER PERMITTING
3	02/27/01	REVISED PER PERMITTING

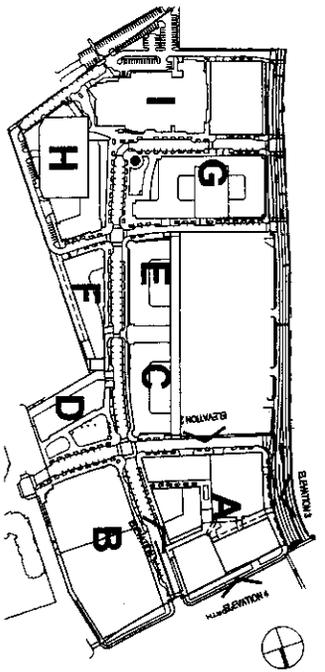
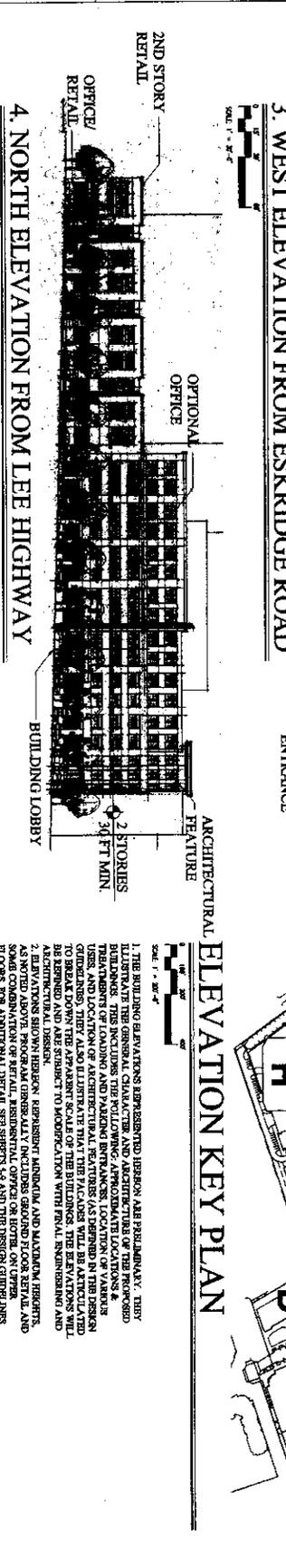
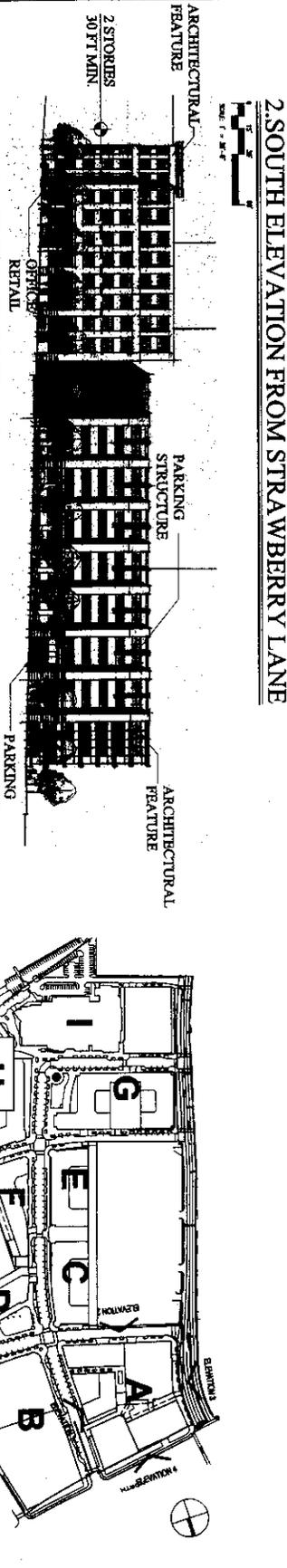
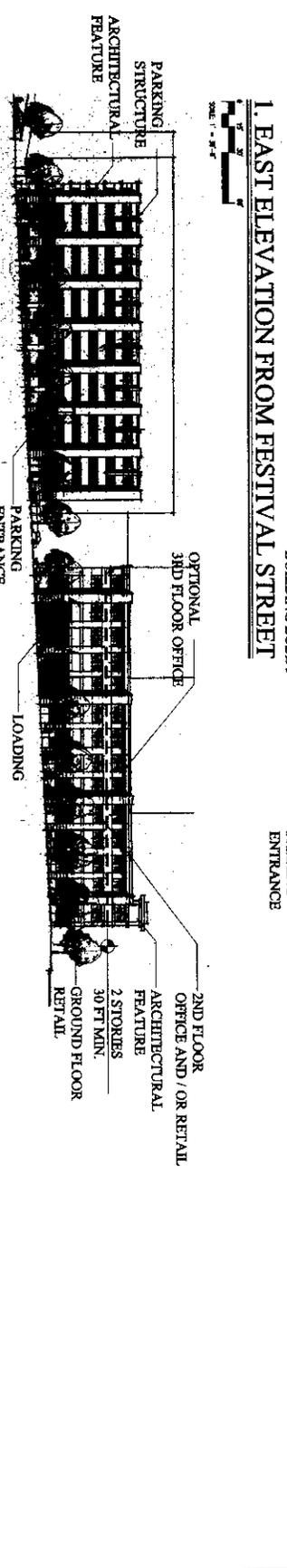
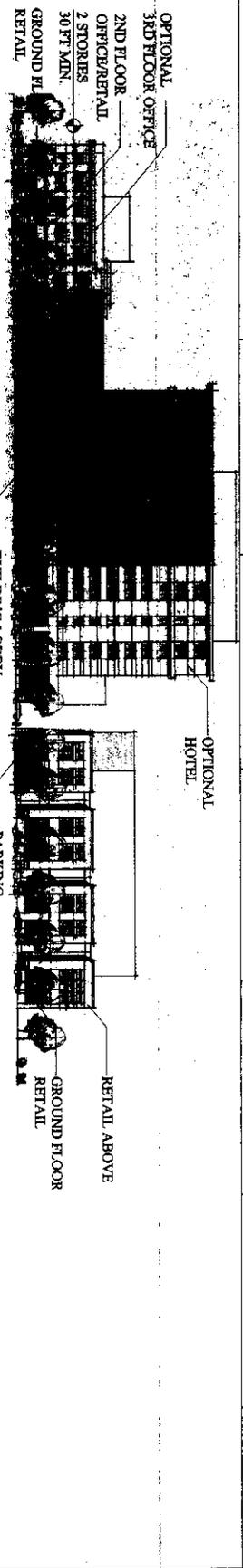
MERRIFIELD

TOWN CENTER

FAIRFAX COUNTY, VIRGINIA



RTKL
 ARCHITECTS, INC.
 1100 EAST 17TH AVENUE, SUITE 100
 DENVER, COLORADO 80202
 TEL: 303.733.8800
 FAX: 303.733.8801
 WWW.RTKL.COM



ELEVATION KEY PLAN

1. THE BUILDING ELEVATIONS HEREIN REPRESENT HERSON AND PARTNERSHIP'S TENTATIVE DESIGN FOR THE BUILDING. THE FOLLOWING INFORMATION IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE A CONTRACT. THE LOCATION, SIZE, AND CHARACTERISTICS OF THE BUILDING AND ITS SURROUNDINGS, INCLUDING THE LOCATION OF VARIATIONS IN ELEVATION, SHALL BE DETERMINED BY THE DESIGN PROFESSIONAL. THEY ALSO ILLUSTRATE THAT THE BUILDING WILL BE A TYPICAL BUILDING OF THE TYPE AND CHARACTER OF THE BUILDINGS IN THE DISTRICT. THE BUILDING SHALL BE DESIGNED AND CONSTRUCTED IN ACCORDANCE WITH THE DESIGN GUIDELINES AND ARCHITECTURAL DESIGN.

2. ELEVATIONS SHOWN HERSON REPRESENT TENTATIVE AND MATURER HERSON'S DESIGN. THE BUILDING SHALL BE DESIGNED AND CONSTRUCTED IN ACCORDANCE WITH THE DESIGN GUIDELINES AND ARCHITECTURAL DESIGN. HERSON'S DESIGN SHALL BE SUBJECT TO MODIFICATION WITH RETAIL, BUSINESS AND ARCHITECTURAL DESIGN.

3. NOT ALL BUILDING HEIGHTS CAN BE MAXIMIZED SIMULTANEOUSLY OVERALL HEIGHT IN THE DC DISTRICT SHALL NOT EXCEED 142.218' SE OF GFA.

MERRIFIELD
TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

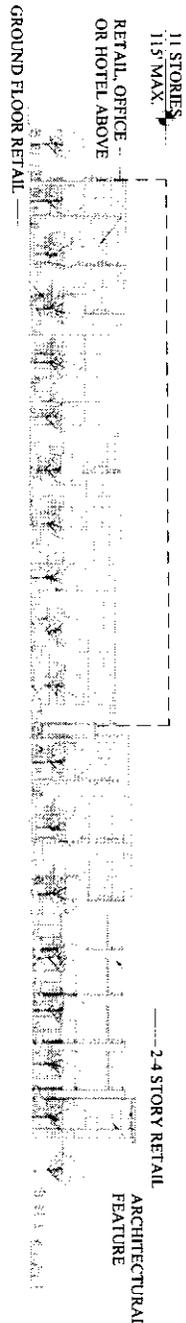
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2	02/01/2007	PRELIMINARY DESIGN
3	03/01/2007	FINAL DESIGN
4	04/01/2007	CONSTRUCTION DOCUMENTS
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ROKPL
RTKL Associates, Inc.

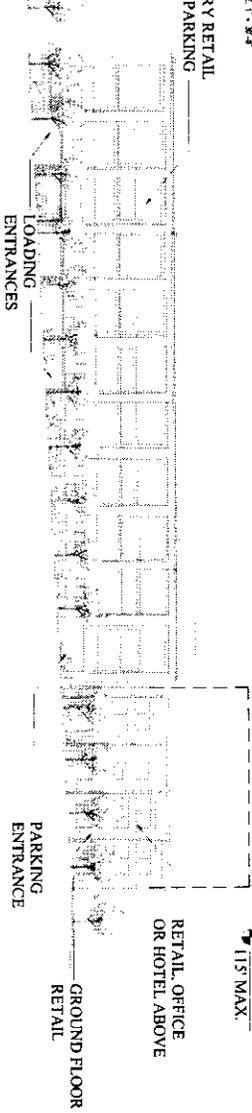
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DRAWN BY: [Name]
CHECKED BY: [Name]
APPROVED BY: [Name]

PROJECT: MERRIFIELD TOWN CENTER
PARCEL A OPTION
1 ELEVATIONS

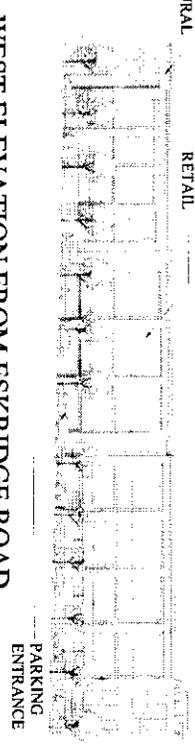
SHEET 16 OF 48



1. EAST ELEVATION FROM FESTIVAL STREET
 24 STORY RETAIL ABOVE PARKING
 11 STORIES 115' MAX.
 RETAIL, OFFICE OR HOTEL ABOVE
 ARCHITECTURAL FEATURE
 SCALE: 1/8" = 1'-0"



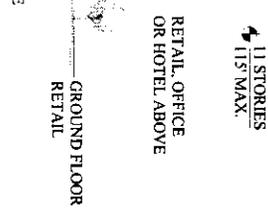
2. SOUTH ELEVATION FROM STRAWBERRY LANE
 24 STORY RETAIL
 SCALE: 1/8" = 1'-0"



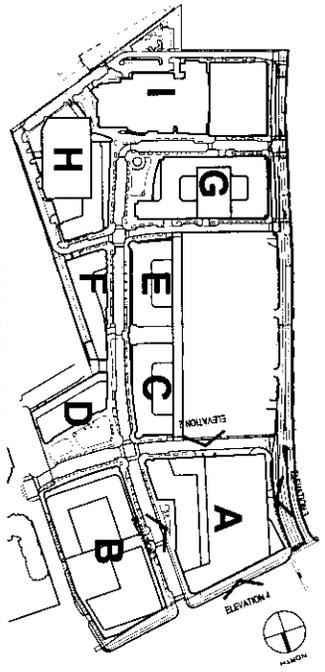
3. WEST ELEVATION FROM ESKRIDGE ROAD
 24 STORY RETAIL
 ARCHITECTURAL FEATURE
 SCALE: 1/8" = 1'-0"



4. NORTH ELEVATION FROM LEE HIGHWAY
 24 STORY RETAIL
 ARCHITECTURAL FEATURE
 SCALE: 1/8" = 1'-0"



11 STORIES 115' MAX.
 RETAIL, OFFICE OR HOTEL ABOVE
 GROUND FLOOR RETAIL
 ARCHITECTURAL FEATURE
 SCALE: 1/8" = 1'-0"



ELEVATION KEY PLAN
 SCALE: 1/8" = 1'-0"

1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY WILL BE SUBJECT TO FINAL REVIEW AND APPROVAL BY THE PROPOSED BUILDING DEPARTMENT. THIS INCLUDES THE FOLLOWING: APPROXIMATE LOCATIONS & TREATMENTS OF LOADING AND PARKING ENTRANCES, LOCATION OF VARIOUS USES, AND LOCATION OF ARCHITECTURAL FEATURES (AS SHOWN IN THE DESIGN DEVELOPMENT PHASE). THE ARCHITECTURAL FEATURES SHOWN HEREON ARE TO BE REFINED AND ARE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.

2. ELEVATIONS SHOWN HEREON REPRESENT VARIOUS AND MAXIMUM HEIGHTS. SOME COMBINATIONS OF RETAIL, RESIDENTIAL OFFICE, OR HOTEL ON UPPER FLOORS FOR ADDITIONAL DETAIL. SEE SHEETS S-9 AND THE DESIGN GUIDELINES FOR ADDITIONAL DETAIL.

3. NOT ALL BUILDING HEIGHTS CAN BE MAXIMIZED SINCE A VARIOUSLY OVERALL DENSITY IN THE PDC DISTRICT SHALL NOT EXCEED 143,218 SF OF GFA.

MERRIFIELD TOWN CENTER

FAIRFAX COUNTY, VIRGINIA

▲	1100/2007	CDP - FIP Revision
▲	08/22/2007	CDP - FIP Revision
▲	07/16/2007	CDP - FIP Revision
▲	06/01/2007	CDP - FIP Revision
▲	03/28/2007	CDP - FIP Revision
▲	01/12/2007	CDP - FIP Revision
▲	12/15/2006	CDP - FIP Revision
▲	11/06/2006	CDP - FIP Revision
▲	10/22/06	CDP - FIP Revision
▲	07/20/06	CDP - FIP Revision
▲	07/20/06	CDP - FIP Revision
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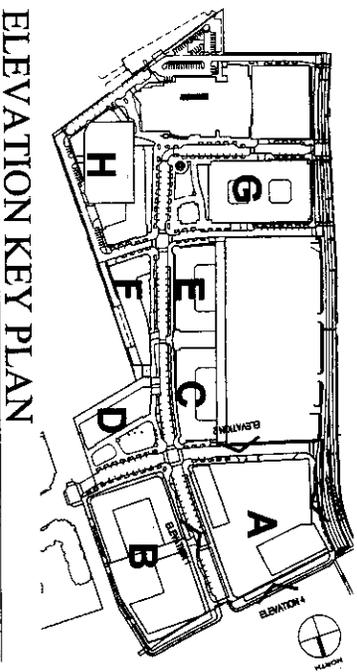
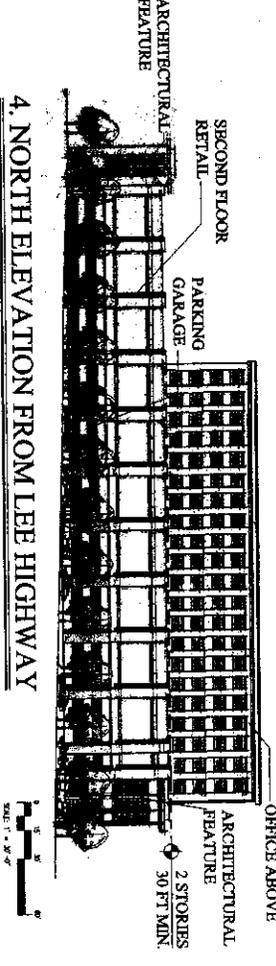
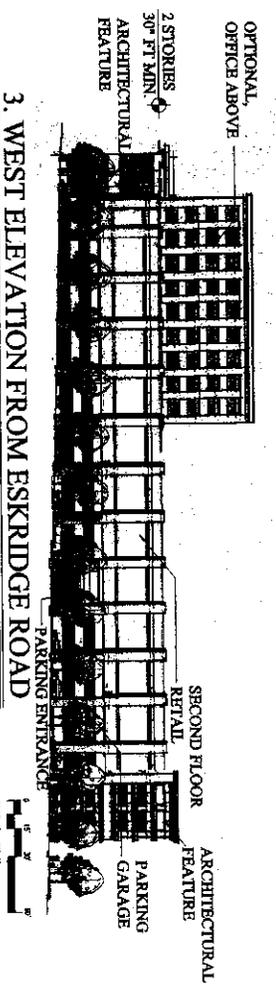
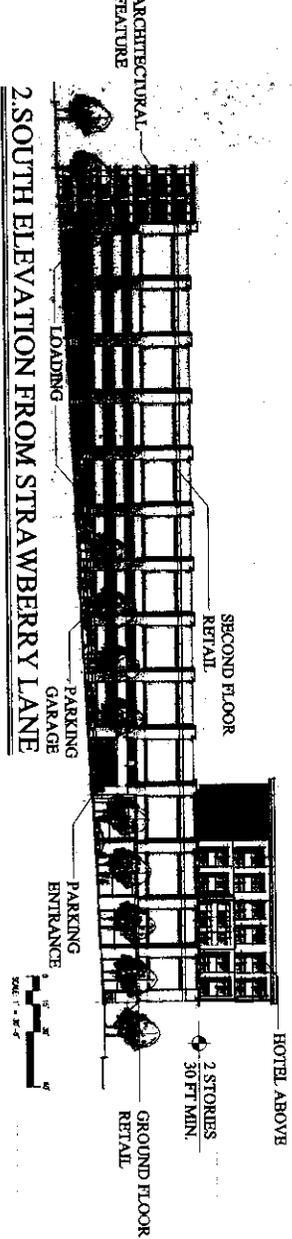
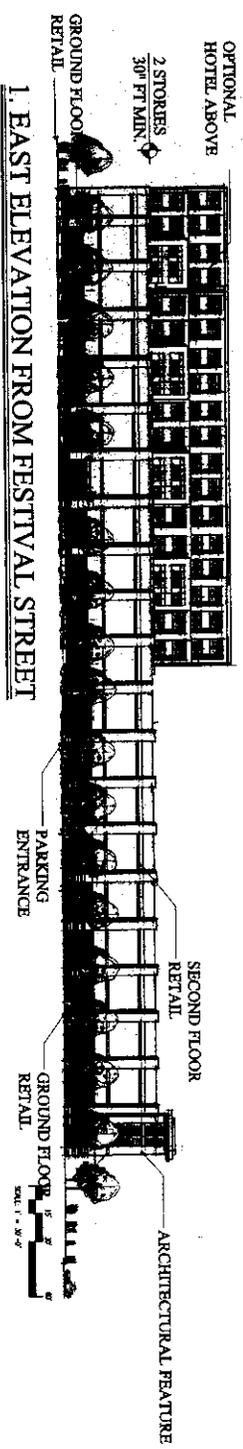
No. 07/20/06
 Issued Drawing Log

BY	DATE	REVISION
DESIGN		
CHECKED		
APPROVED		

PARCEL A OPTION
 3 ELEVATIONS

Company No. 20060601
 Date Drawn 12/07/2007
 Date Revised 07/17/2007
 Scale 1/8" = 1'-0"

SHEET 18 OF 48



ELEVATION KEY PLAN

1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER OF THE ARCHITECTURE, THE GENERAL RELATIONSHIP OF LOADING AND PARKING ENTRANCES, LOCATION OF VARIOUS USES, AND LOCATION OF ARCHITECTURAL FEATURES (AS DERIVED IN THE DESIGN GUIDELINES). THEY ALSO ILLUSTRATE THAT THE BUILDING WILL BE ATTACHED TO THE EXISTING BUILDING. THE ARCHITECTURAL FEATURES WILL BE ATTACHED TO THE EXISTING BUILDING. THE ARCHITECTURAL FEATURES WILL BE ATTACHED TO THE EXISTING BUILDING. THE ARCHITECTURAL FEATURES WILL BE ATTACHED TO THE EXISTING BUILDING.

2. ELEVATIONS SHOWN HEREON REPRESENT MINIMUM AND MAXIMUM HEIGHTS, AS NOTED ABOVE. ROOMS AND ARCHITECTURAL FEATURES (AS DERIVED IN THE DESIGN GUIDELINES) FOR ADDITIONAL DETAIL SEE SHEETS 59 AND THE DESIGN GUIDELINES, ARCHITECTURAL DESIGN.

3. NOT ALL HEIGHTS, HEIGHTS CAN BE MAXIMIZED SINCE VARIOUSLY OVERALL HEIGHTS IN THE DISTRICT SHALL NOT EXCEED 143.218 SF OF GRA.

MERRIFIELD
TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

No.	Date	Revised Drawing Log
1	01/22/2007	CEM / TBE Revision
2	01/22/2007	CEM / TBE Revision
3	01/22/2007	CEM / TBE Revision
4	01/22/2007	CEM / TBE Revision
5	01/22/2007	CEM / TBE Revision
6	01/22/2007	CEM / TBE Revision
7	01/22/2007	CEM / TBE Revision
8	01/22/2007	CEM / TBE Revision
9	01/22/2007	CEM / TBE Revision
10	01/22/2007	CEM / TBE Revision

NO.	DATE	REVISION
1	01/22/2007	CEM / TBE Revision
2	01/22/2007	CEM / TBE Revision
3	01/22/2007	CEM / TBE Revision
4	01/22/2007	CEM / TBE Revision
5	01/22/2007	CEM / TBE Revision
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7	01/22/2007	CEM / TBE Revision
8	01/22/2007	CEM / TBE Revision
9	01/22/2007	CEM / TBE Revision
10	01/22/2007	CEM / TBE Revision

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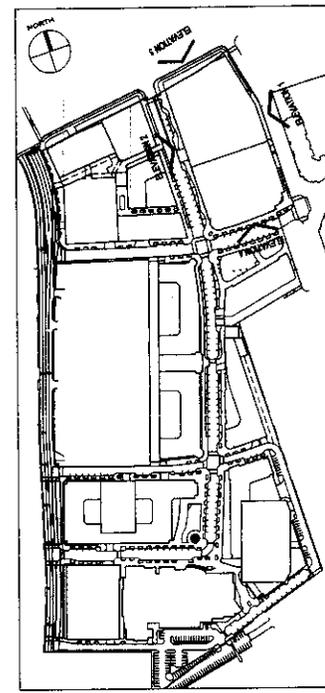
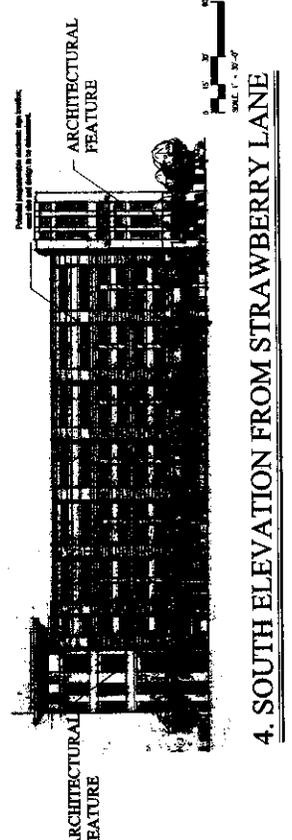
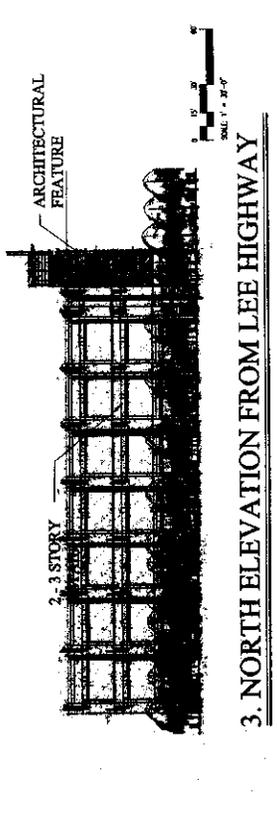
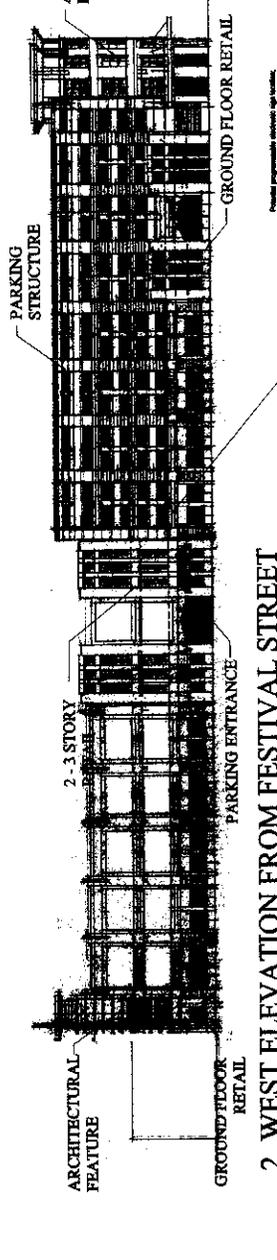
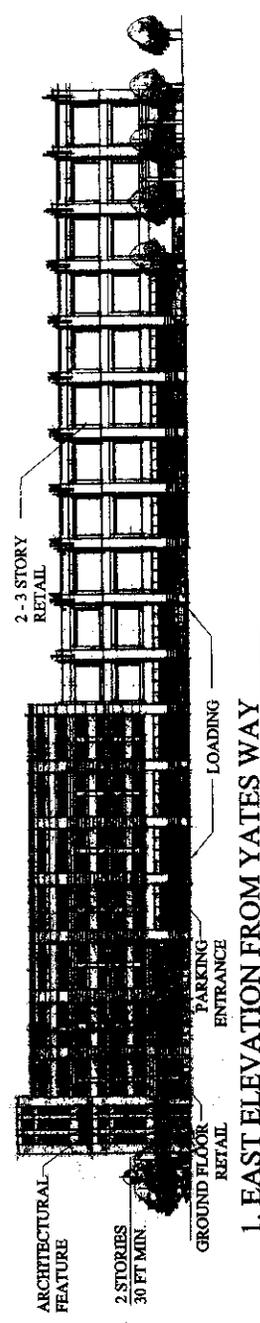
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2. Parcel B Option
3. Parcel C Option
4. Parcel D Option

No.	Date	Revised Drawing Log
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RTKL
 RTKL Associates, Inc.

DATE: 06/22/07
 DRAWN BY: [Name]
 CHECKED BY: [Name]
 APPROVED BY: [Name]

PROJECT: PARCEL B OPTION 1
 ELEVATIONS
 SHEET 20 OF 48



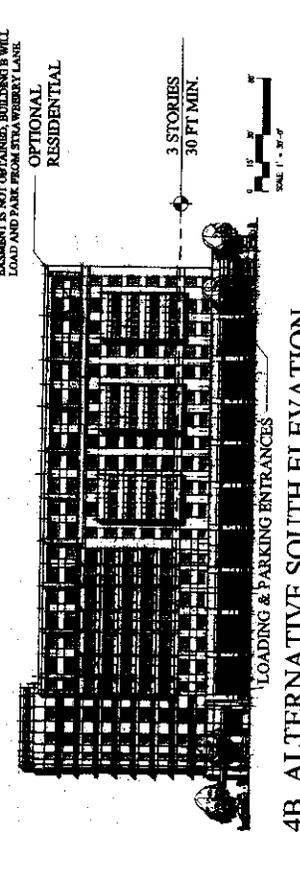
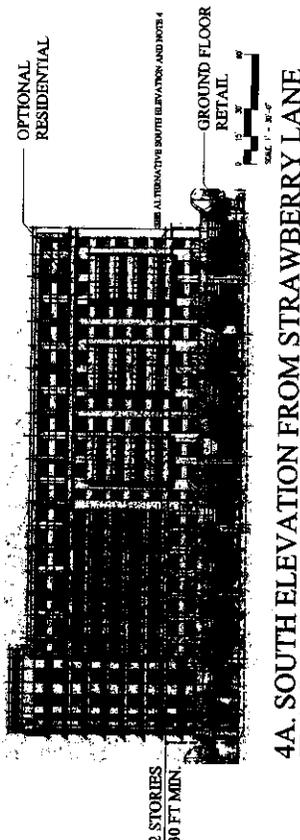
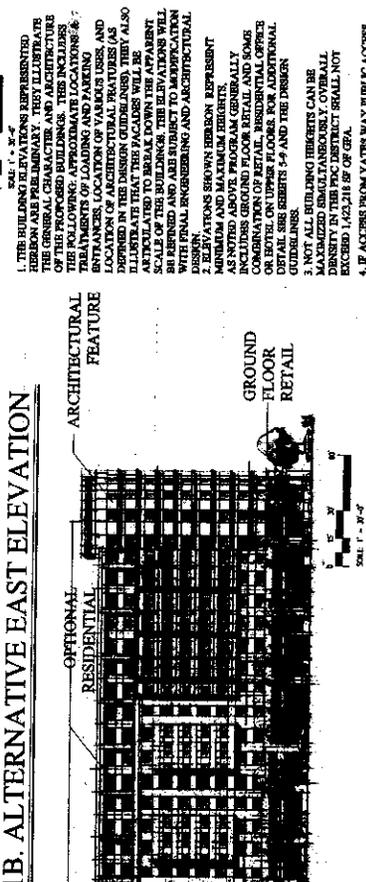
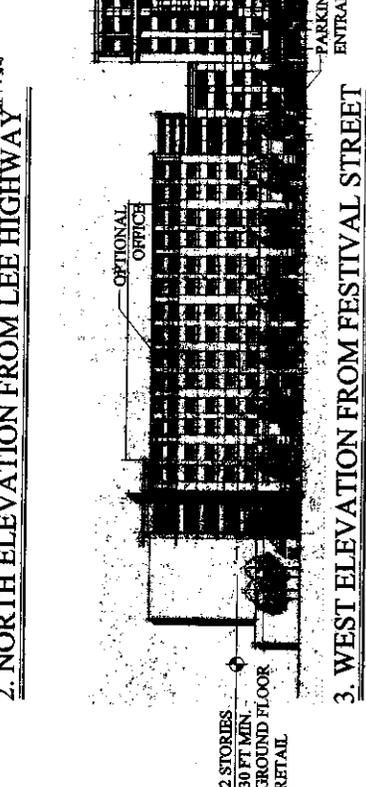
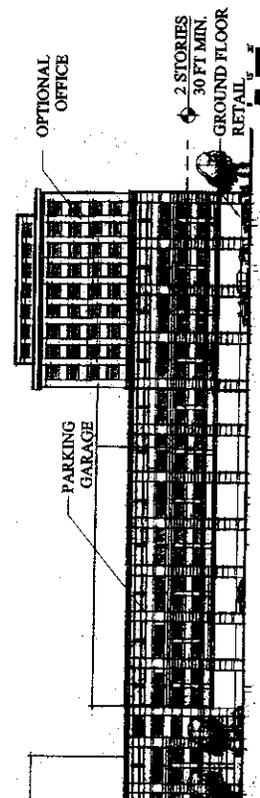
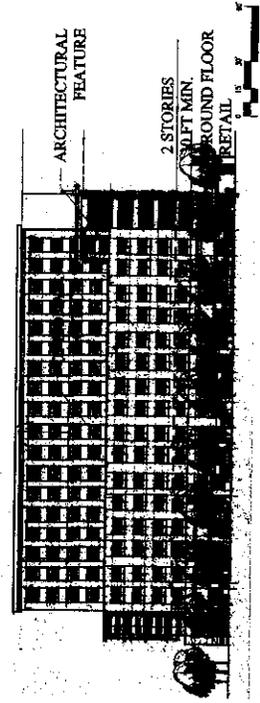
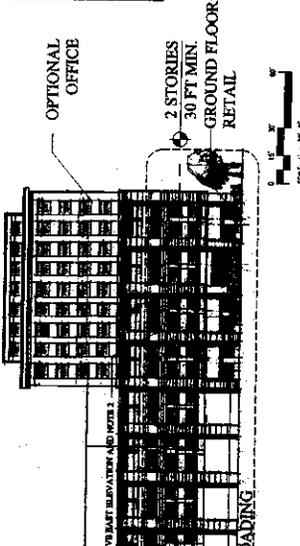
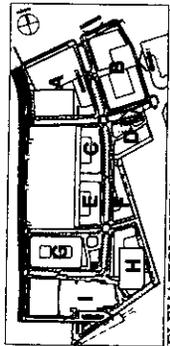
1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDING. THE ELEVATIONS DO NOT REPRESENT THE EXACT LOCATION OF VARIOUS DETAILS, MATERIALS, FINISHES, OR THE LOCATION OF VARIOUS UTILITIES, AND LOCATION OF ARCHITECTURAL FEATURES (AS DEFINED IN THE DESIGN GUIDELINES). THEY ALSO ILLUSTRATE THAT THE FACADES WILL BE ARTICULATED TO BREAK DOWN THE APPARENT SCALE OF THE BUILDING. THE ELEVATIONS WILL BE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.

2. ELEVATIONS SHOWN HEREON REPRESENT MINIMUM AND MAXIMUM HEIGHTS, AS NOTED ABOVE. PROGRAM GENERALLY INCLUDES GROUND FLOOR RETAIL, AND SOME COMBINATIONS OF OFFICE, RESIDENTIAL, AND COMMERCIAL USES. SEE FLOOR PLANS FOR ADDITIONAL DETAIL. SEE SHEETS 5.4 AND THE DESIGN GUIDELINES.

3. NOT ALL BUILDING HEIGHTS CAN BE REACHED SINCE A MINIMUM OVERBALL DENSITY IN THE DISTRICT SHALL NOT EXCEED 143,214 SF OF GFA.

MERRIFIELD TOWN CENTER

FARFAX COUNTY, VIRGINIA



1. THE BUILDING ELEVATIONS REPRESENTED ARE THE GENERAL CONCEPTS. THEY ILLUSTRATE THE FOLLOWING: APPROXIMATE LOCATIONS OF TREATMENTS OF LOADING AND PARKING LOCATION OF ARCHITECTURAL FEATURES AND DEPICTED IN THE DESIGN GUIDELINES THEY ALSO ILLUSTRATE THAT THE FACADES WILL BE SCALED TO BE DOWN TO THE APPARENT SCALE OF THE BUILDING. THE ARCHITECTURAL DESIGN SHALL BE SUBJECT TO MARKET RESEARCH WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGNERS.

2. THE PLANNING DESIGN REASON REPRESENTED ABOVE PROGRAM GENERALLY INCLUDES GROUND FLOOR RETAIL AND SOME OFFICE SPACE. THE ARCHITECTURAL DESIGN SHALL BE SUBJECT TO MARKET RESEARCH WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGNERS.

3. NOT ALL BUILDING TREATMENTS CAN BE DIRECTLY IN THE PLANNING DESIGN. OVERALL EXCEEDS 142,211 SF OF GFA.

4. IF ACCESS FROM YATES WAY PUBLIC ACCESS EASTWARD IS NOT OBTAINED, BUILDING B WILL LOAD AND PARK FROM STRAWBERRY LANE.



KEY

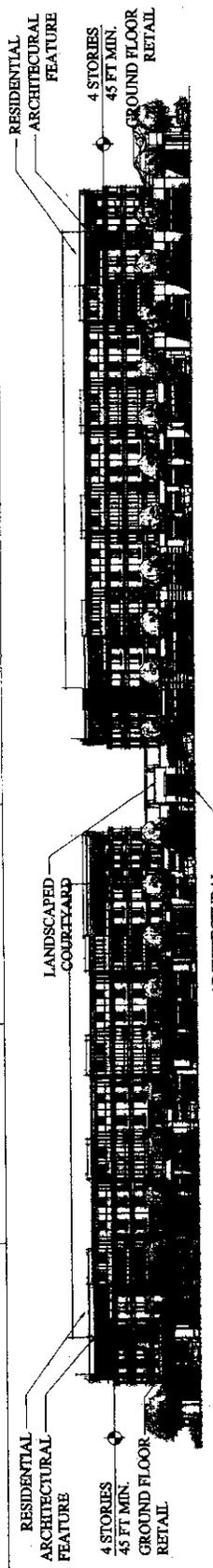
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100	1' = 1/8" = 1/8"

PARCEL B OPTION
2 ELEVATIONS

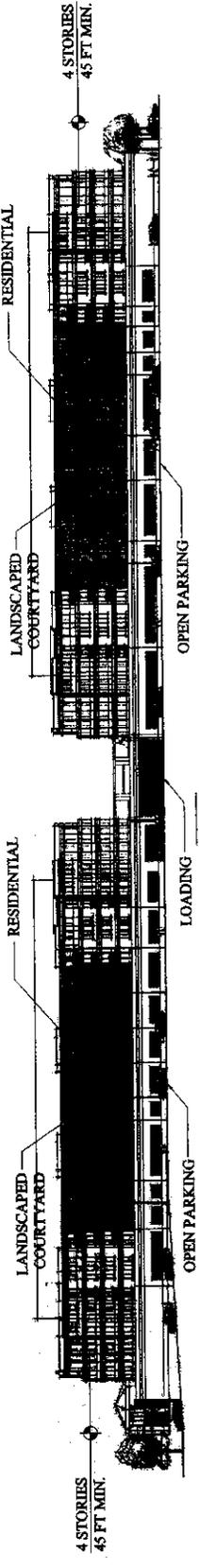
Customer No. 20060110
Issue Date 10/27/05
Last Revision 08/22/07

SHEET 21 OF 48

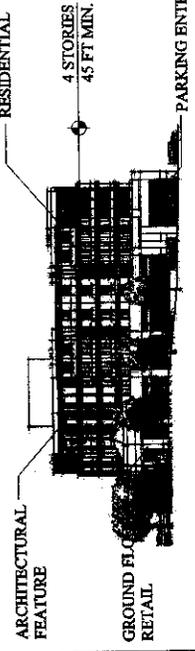
MERRIFIELD TOWN CENTER FAIRFAX COUNTY, VIRGINIA



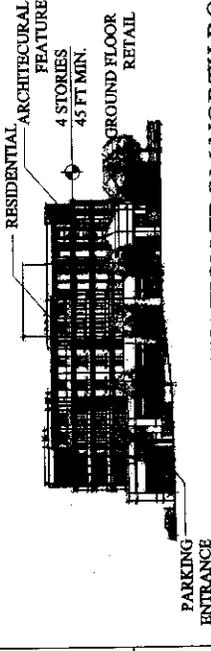
1. EAST ELEVATION FROM FESTIVAL STREET



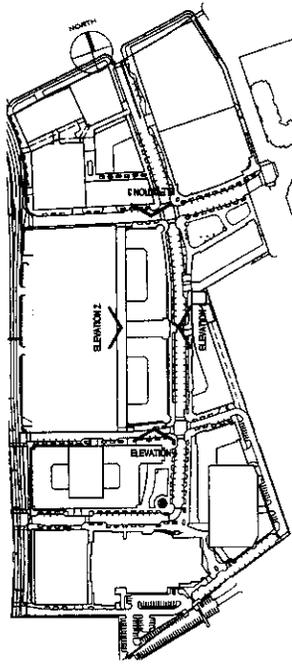
2. WEST ELEVATION FROM ALLEY



3. NORTH ELEVATION FROM STRAWBERRY LANE



4. SOUTH ELEVATION FROM NORTH ROAD



ELEVATION KEY PLAN

1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND APPEARANCE OF THE PROPOSED TREATMENTS OF LOADING AND PARKING ENTRANCES, LOCATION OF VARIOUS USES, AND LOCATION OF ARCHITECTURAL FEATURES (AS DEFINED IN THE DESIGN GUIDELINES). THEY ALSO ILLUSTRATE THAT THE FACADES WILL BE ARTICULATED TO BEHOLDERS. THE DESIGN IS SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.

2. ELEVATIONS SHOWN HEREON REPRESENT MINIMUM AND MAXIMUM HEIGHTS. AS NOTED ABOVE, PROGRAM GENERALLY INCLUDES OFFICES ON UPPER FLOORS. FOR ADDITIONAL DETAIL, SEE SHEETS S-9 AND THE DESIGN GUIDELINES.

No.	Date	Revised Drawing Log
1	04/17/2007	CS2 / F2P Revision
2	07/16/2007	CS2 / F2P Revision
3	08/01/2007	CS2 / F2P Revision
4	08/08/2007	CS2 / F2P Revision
5	08/13/2007	CS2 / F2P Revision
6	08/15/2006	CS2 / F2P Revision
7	10/25/2006	CS2 / F2P Revision
8	4/7/2005	CS2 / F2P Revision
9		None



BY	DATE	APPROVED
Drawn		
Checked		
Reviewed		
Approved		

CONTRACT NO. 30065610
 PROJECT NO. 15072605
 DATE 08/22/07
 SHEET 22 OF 48

No.	Date	Revised Drawing Log
1	04/27/07	CDP / FIP Details
2	07/16/07	CDP / FIP Details
3	08/28/07	CDP / FIP Details
4	08/28/07	CDP / FIP Details
5	08/28/07	CDP / FIP Details
6	08/28/07	CDP / FIP Details
7	08/28/07	CDP / FIP Details
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48	08/28/07	CDP / FIP Details
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50	08/28/07	CDP / FIP Details



KEY

Exterior
Site
Structure
Interior

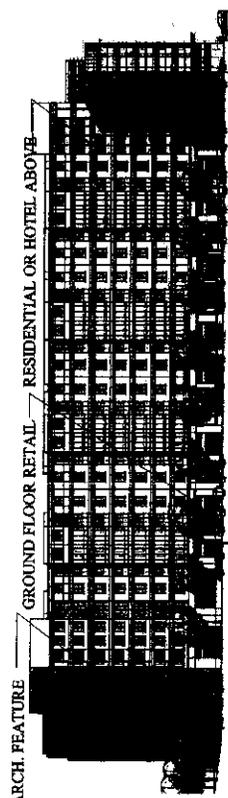
APPROVAL

PARCEL H & EAST DECK ELEVATION

DATE: 08/28/07

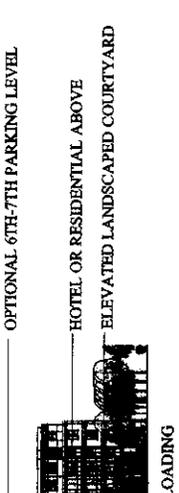
SCALE: 1/8" = 1'-0"

SHEET 25 OF 41



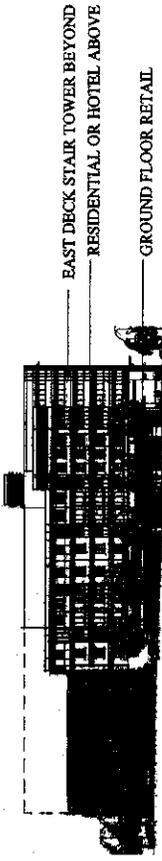
1. ALTERNATIVE WEST ELEVATION

SCALE: 1/8" = 1'-0"



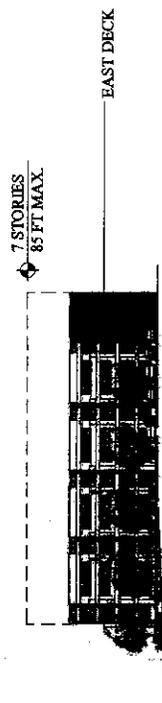
2. EAST ELEVATION FROM CINEMA MEWS

SCALE: 1/8" = 1'-0"



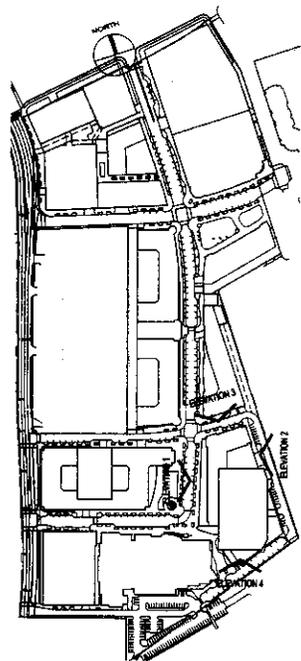
3. NORTH ELEVATION FROM NORTH ROAD

SCALE: 1/8" = 1'-0"



4. SOUTH ELEVATION FROM CINEMA MEWS

SCALE: 1/8" = 1'-0"



ELEVATION KEY PLAN

1. THE BUILDING ELEVATIONS SUBMITTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDINGS. THEY INCLUDE THE FOLLOWING: APPROXIMATE LOCATIONS & TREATMENTS OF LOADING AND PARKING ENTRANCES, LOCATION OF VARIOUS GRILLS, AND LOCATION OF ARCHITECTURAL FEATURES (AS DEFINED IN THE DESIGN GUIDELINES). THE ELEVATIONS ARE PRELIMINARY AND WILL BE REFINED AND ARE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.

2. THE BUILDING ELEVATIONS SUBMITTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDINGS. THEY INCLUDE THE FOLLOWING: APPROXIMATE LOCATIONS & TREATMENTS OF LOADING AND PARKING ENTRANCES, LOCATION OF VARIOUS GRILLS, AND LOCATION OF ARCHITECTURAL FEATURES (AS DEFINED IN THE DESIGN GUIDELINES). THE ELEVATIONS ARE PRELIMINARY AND WILL BE REFINED AND ARE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.

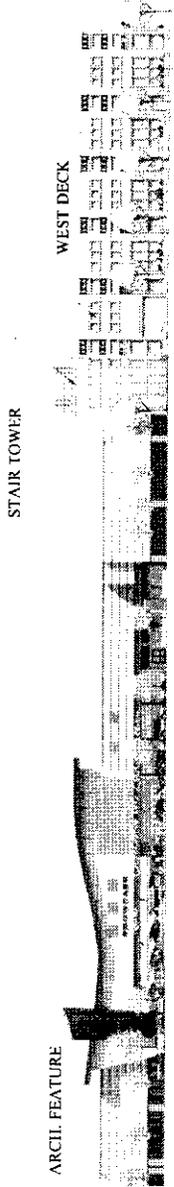
3. NOT ALL BUILDING HEIGHTS CAN BE MAXIMIZED SIMULTANEOUSLY. OVERALL DENSITY IN THE PDC DISTRICT SHALL NOT EXCEED 1,423,218 SF OF GFA.

No.	Date	Item
1	10/10/2007	CDP - IDP Review
2	10/22/2007	CDP - IDP Review
3	11/16/2007	CDP - IDP Review
4	01/03/2008	CDP - IDP Review
5	01/08/2008	CDP - IDP Review
6	01/12/2008	CDP - IDP Review
7	01/15/2008	CDP - IDP Review
8	01/06/2008	CDP - IDP Review
9	01/22/2008	CDP - IDP Review
10	02/20/08	CDP - IDP Review
11	03/07/08	CDP - IDP Review

RTKL
RTKL Associates, Inc.

UPPER FLOOR
1. V
2. W
3. X
4. Y
5. Z
6. AA
7. BB
8. CC
9. DD
10. EE
11. FF
12. GG
13. HH
14. II
15. JJ
16. KK
17. LL
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Parcel I & West
Deck Elevations
Contract No.: 200608101
Issue Date: 12-07-2005
Last Revision: 10-01-2007
SHEET 26 OF 48



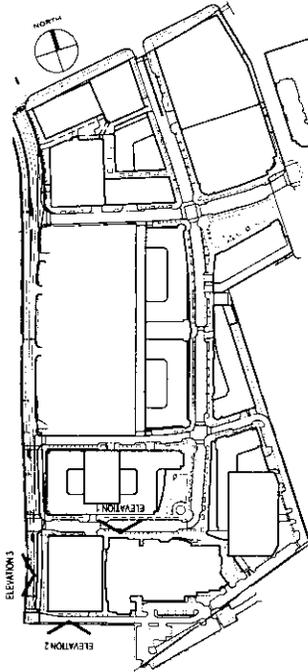
1. NORTH ELEVATION FROM FESTIVAL STREET EXT.



2. SOUTH ELEVATION FROM CINEMA MEWS



3. WEST ELEVATION FROM ESKRIDGE ROAD



ELEVATION KEY PLAN



1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDING. THE ELEVATIONS ARE NOT TO BE CONSIDERED AS A CONTRACT DOCUMENT. TREATMENTS OF LOADING AND PARKING ENTRANCES, LOCATIONS OF VARIOUS USES, AND LOCATION OF ARCHITECTURAL FEATURES (AS DEFINED IN THE DESIGN GUIDELINES) THEY ALSO ILLUSTRATE THAT THE FACADES WILL BE ARTICULATED TO BREAK DOWN THE APARTMENT SCALE OF THE BUILDINGS. THE ELEVATIONS WILL BE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.
 2. ELEVATIONS SHOWN HEREON REPRESENT MINIMUM AND MAXIMUM HEIGHTS AS NOTED ABOVE. PROGRAM GENERALLY INCLUDES GROUND FLOOR RETAIL AND SOME COMBINATIONS OF RETAIL, RESIDENTIAL OFFICE OR HOTEL ON UPPER FLOORS. FOR ADDITIONAL DETAIL SEE SHEETS 5-9 AND THE DESIGN GUIDELINES.
 3. NOT ALL BUILDING HEIGHTS CAN BE MAXIMIZED SIMULTANEOUSLY. OVERALL DENSITY IN THE PDC DISTRICT SHALL NOT EXCEED 1,421.218 SF OF GFA.

▲	04/23/2007	CM2 / FFP Rev'd
▲	07/16/2007	CM2 / FFP Rev'd
▲	08/01/2007	CM2 / FFP Rev'd
▲	08/06/2007	CM2 / FFP Rev'd
▲	08/12/2007	CM2 / FFP Rev'd
▲	11/15/2008	CM2 / FFP Rev'd
▲	12/22/08	CM2 / FFP Rev'd
▲	07/20/09	CM2 / FFP Rev'd

RTKL
RTKL Associates, Inc.

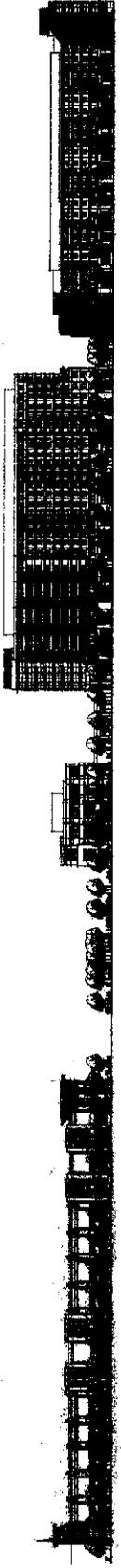
DATE: 07/20/09
BY: [Signature]
CHECKED: [Signature]
APPROVED: [Signature]

STREET ELEVATIONS
CONTRACT NO.: 20090651
ISSUE DATE: 12/07/08
SHEET NO.: 06/27/09
SHEET 27 OF 41



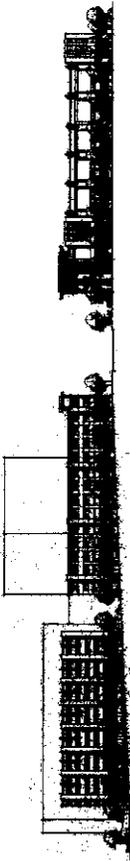
1. FESTIVAL STREET - EAST ELEVATION

SCALE: 1" = 8'-0"



2. FESTIVAL STREET - WEST ELEVATION

SCALE: 1" = 8'-0"



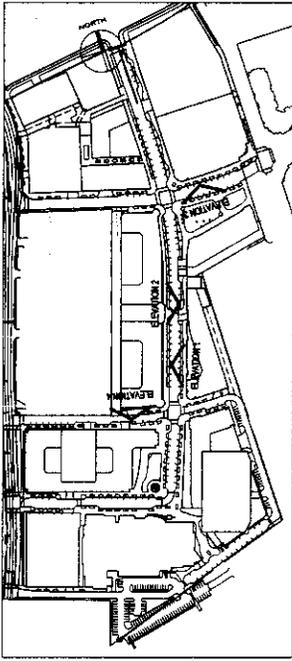
3. STRAWBERRY LANE - SOUTH ELEVATION

SCALE: 1" = 8'-0"



4. NORTH STREET - NORTH ELEVATION

SCALE: 1" = 8'-0"

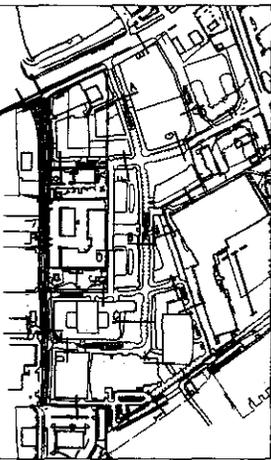


ELEVATION KEY PLAN

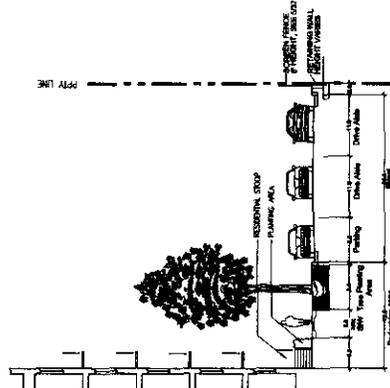
SCALE: 1" = 8'-0"

1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDING. THE ELEVATIONS DO NOT REPRESENT THE FINAL DESIGN, WHICH WILL BE SUBJECT TO LOCAL, STATE AND FEDERAL REGULATIONS, LOCAL ORDINANCES, USES, AND LOCATION OF ARCHITECTURAL FEATURES (AS DEPICTED IN THE DESIGN GUIDELINES). THEY ALSO ILLUSTRATE THAT THE FACADES WILL BE ARTICULATED TO BREAK DOWN THE APPARENT SCALE OF THE BUILDINGS. THE ELEVATIONS WILL BE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.

2. ELEVATIONS SHOWN HEREON REPRESENT MINIMUM AND MAXIMUM HEIGHTS, AS NOTED ABOVE. PROGRAM GENERALLY INCLUDES GROUND FLOOR RETAIL AND THE COMBINATION OF RETAIL, RESIDENTIAL OFFICE OR HOTEL ON UPPER FLOORS. FOR ADDITIONAL DETAILS, SEE SHEETS 29 AND THE DESIGN GUIDELINES.

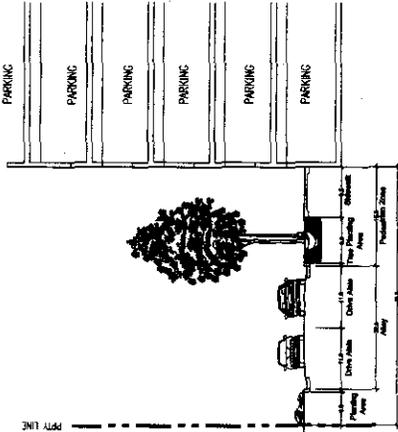


KEY PLAN



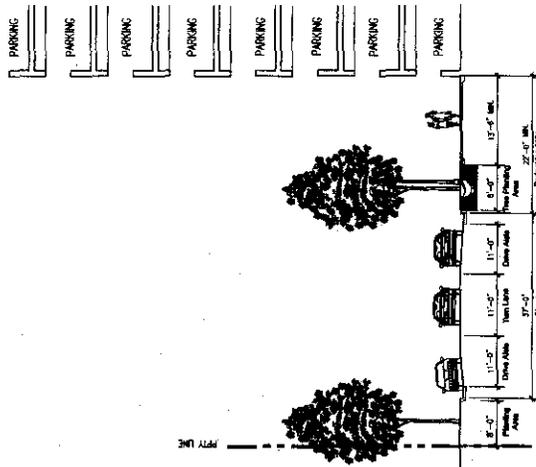
SECTION H - NORTH STREET

SCALE 1/8" = 1'



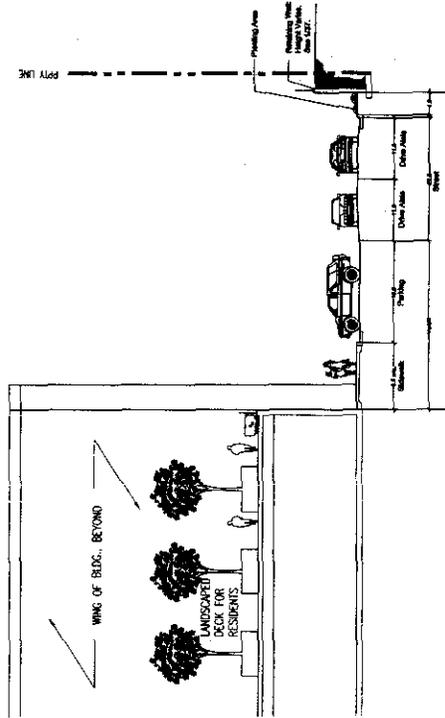
SECTION I - ALLEY

SCALE 1/8" = 1'



SECTION S - STRAWBERRY LANE

SCALE 1/8" = 1'



SECTION L - ALLEY

SCALE 1/8" = 1'

MERRIFIELD

TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

No.	Date	Revised Drawing Log
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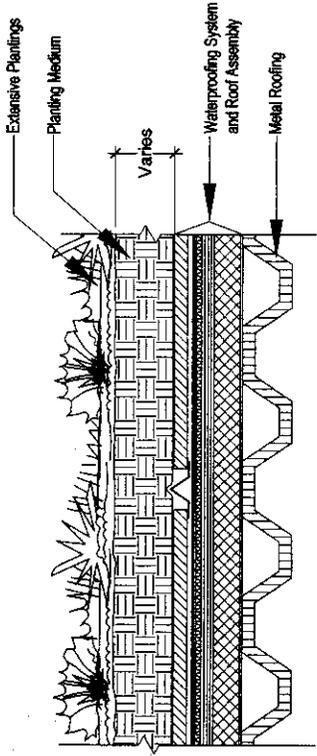
RTKL Associates, Inc.

CONTRACT	
BC	Drawn
DC	Checked
EC	Approved
FC	Approved

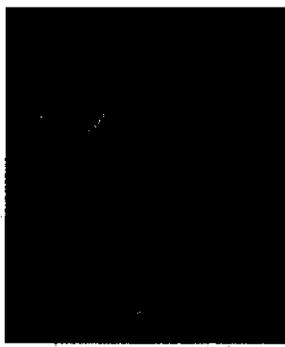
STREET SECTION

Contract No.	20060601
Issue Date	11/07/06
Issue No.	06/22/06
Sheet No.	06/22/06

Notes:
 1 See sheets 12 - 14 of CDP / FDP application for roof location.
 2 Applicant shall provide green roof of approximately 20,000 SF in accordance with the typical sections shown on this sheet, provided that incremental costs associated with such green roof do not exceed \$300,000. If costs are anticipated to exceed the foregoing estimated cost, then, subject to approval by the County, which approval shall not be unreasonably withheld, the scope of improvements may be modified and/or value engineered by Applicant in order to meet the cost parameter set forth above. Incremental costs include items such as increased structural support, drainage requirements, waterproofing, etc.



1 TYPICAL SECTION - EXTENSIVE GREEN ROOF REF.



3 PLANT MATERIAL EXAMPLE: SEDUM SPURIMUM / JOHN CREECH REF.



4 PLANT MATERIAL EXAMPLE: PETROPHAGIA SAXIFRAGA REF.

TYPE	CONTAINER	NOTES
EXTENSIVE PLANTS		
PETROPHAGIA SAXIFRAGA	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM ALBUM MAIRALE	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM FLORIFERUM WEHENSTEINER-GOLD	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM RUFESCENS	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM SEDANUNGAIE	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM SPURIMUM PALLIAGLUT	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM SPURIMUM JOHN CREECH	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM SPURIMUM WHITE FORM	PRE-EST. CUTTINGS	FULLY ROOTED

Note: For informational purposes only. Exact plant schedule to be determined.

6 SAMPLE ROOFTOP PLANT SCHEDULE REF.

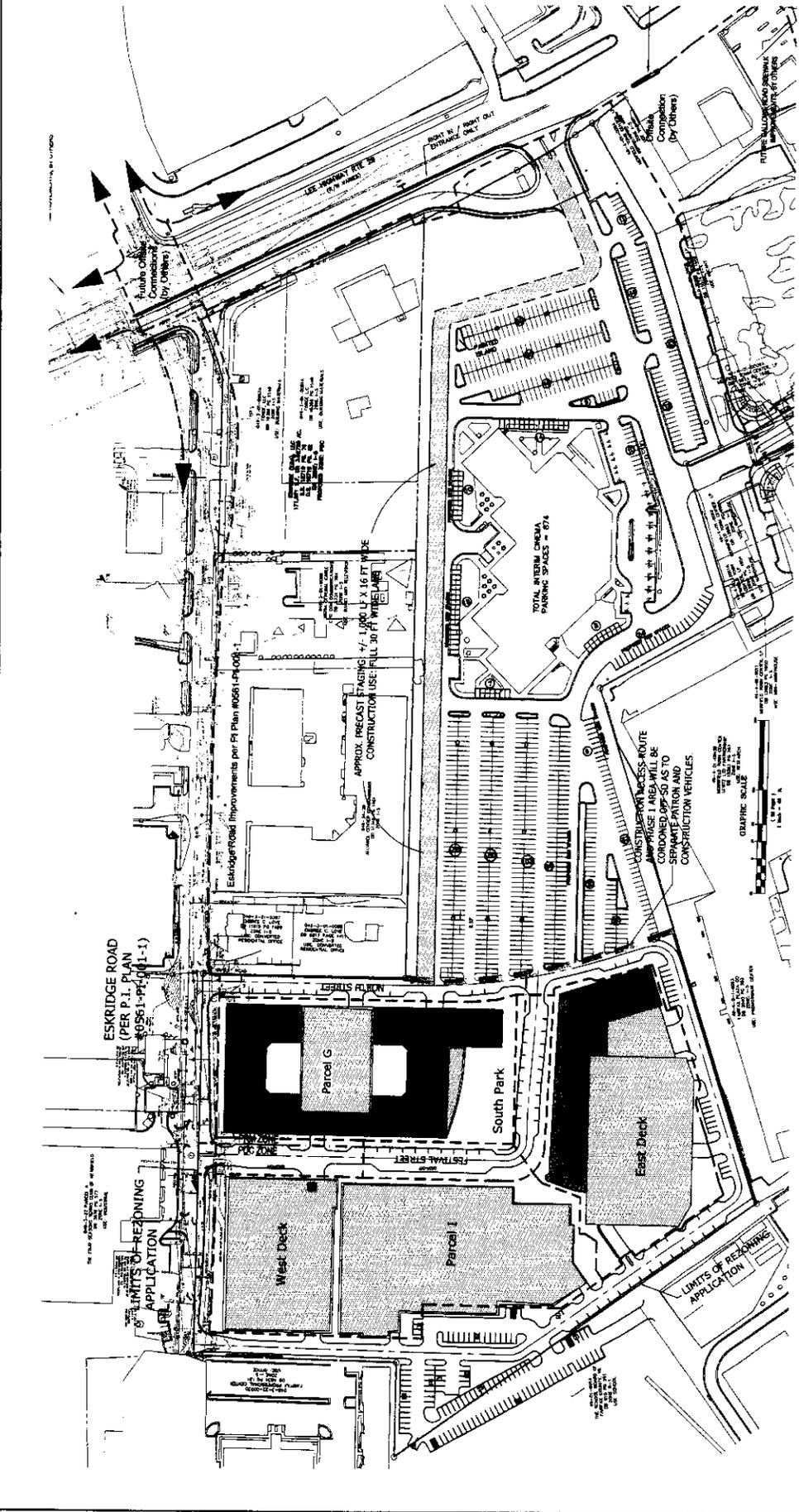
No.	Date	Item
1	4/12/2007	CDP / FDP Schedule
2	4/17/2007	CDP / FDP Schedule
3	4/24/2007	CDP / FDP Schedule
4	5/1/2007	CDP / FDP Schedule
5	5/15/2006	CDP / FDP Schedule
6	1/26/2006	CDP / FDP Schedule
7	10/2/2006	CDP / FDP Schedule
8	4/7/2006	CDP / FDP Schedule

Revised Drawing Log
RTKL
 RTKL Associates, Inc.

MS
 Drawn
 QS
 Checked
 MC
 Approved

GREEN ROOF
 DETAILS

Contract No. 2006010
 Project No. 2007000
 Drawing No. GR-01
 SHEET 38 OF 48



INTERIM PARKING TO BE
 IN ACCORDANCE WITH
 PROFFERS.

LEGEND

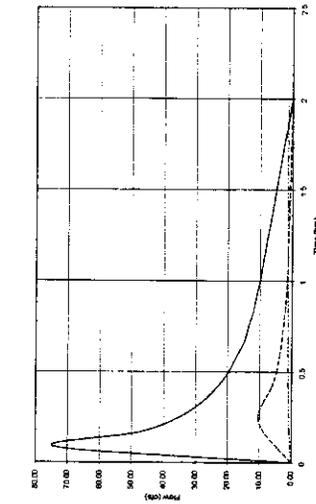
- DENOTES SIDEWALK / PEDESTRIAN PATHWAY
- DENOTES VERTICAL PEDESTRIAN CIRCULATION



MVA REVISIONS	
1	REVISION 12/17/07
2	REVISION 12/17/07
3	REVISION 12/17/07
4	REVISION 12/17/07
5	REVISION 12/17/07
6	REVISION 12/17/07
7	REVISION 12/17/07
8	REVISION 12/17/07
9	REVISION 12/17/07
10	REVISION 12/17/07

STAGE INFORMATION
 STAGE 1: 2-YR ORFICE - 5" DIA @ ELEV 100.00
 STAGE 2: 10-YR WEIR - 8' CREST @ ELEV 104.80

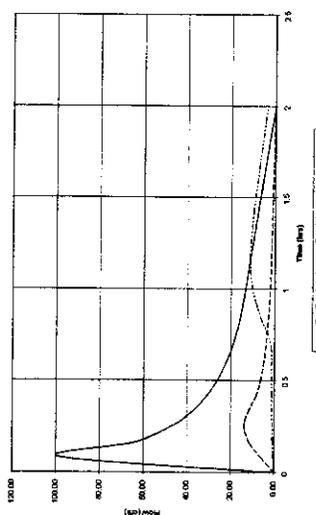
2-YR HYDROGRAPHS



2-YR ROUTINGS

EVENT	INFLOW	OUTFLOW	PEAK	TIME
1.00	1.00	1.00	1.00	0.00
1.10	1.10	1.10	1.10	0.00
1.20	1.20	1.20	1.20	0.00
1.30	1.30	1.30	1.30	0.00
1.40	1.40	1.40	1.40	0.00
1.50	1.50	1.50	1.50	0.00
1.60	1.60	1.60	1.60	0.00
1.70	1.70	1.70	1.70	0.00
1.80	1.80	1.80	1.80	0.00
1.90	1.90	1.90	1.90	0.00
2.00	2.00	2.00	2.00	0.00

10-YR HYDROGRAPHS



10-YR ROUTINGS

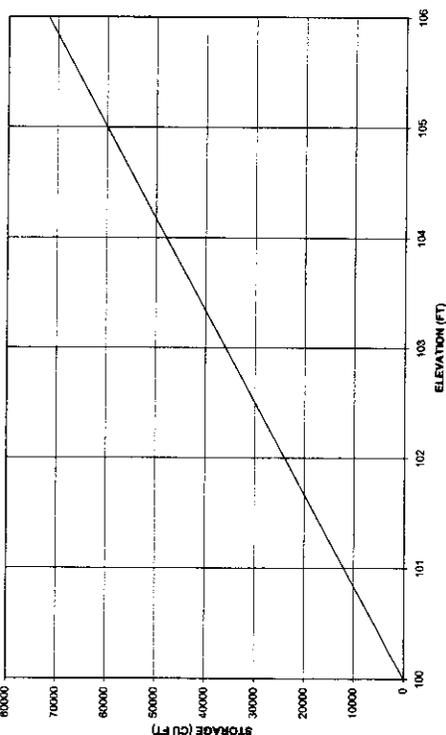
EVENT	INFLOW	OUTFLOW	PEAK	TIME
1.00	1.00	1.00	1.00	0.00
1.10	1.10	1.10	1.10	0.00
1.20	1.20	1.20	1.20	0.00
1.30	1.30	1.30	1.30	0.00
1.40	1.40	1.40	1.40	0.00
1.50	1.50	1.50	1.50	0.00
1.60	1.60	1.60	1.60	0.00
1.70	1.70	1.70	1.70	0.00
1.80	1.80	1.80	1.80	0.00
1.90	1.90	1.90	1.90	0.00
2.00	2.00	2.00	2.00	0.00

SM WALL DESIGN NOTE:
 STORM WATER MANAGEMENT STRUCTURES SHOWN IN THESE DRAWINGS ARE SUBJECT TO CHANGE AT THE TIME OF FINAL ENGINEERING. THESE STRUCTURES ARE SUBJECT TO THE REQUIREMENTS OF THE ENGINEERING THAT WOULD BE REQUIRED FOR THE STORM WATER MANAGEMENT STRUCTURES.

RATING TABLE

ELEVATION (FEET)	CAPACITY (CU FT)
100.00	0.00
100.10	100.00
100.20	200.00
100.30	300.00
100.40	400.00
100.50	500.00
100.60	600.00
100.70	700.00
100.80	800.00
100.90	900.00
101.00	1000.00
101.10	1100.00
101.20	1200.00
101.30	1300.00
101.40	1400.00
101.50	1500.00
101.60	1600.00
101.70	1700.00
101.80	1800.00
101.90	1900.00
102.00	2000.00
102.10	2100.00
102.20	2200.00
102.30	2300.00
102.40	2400.00
102.50	2500.00
102.60	2600.00
102.70	2700.00
102.80	2800.00
102.90	2900.00
103.00	3000.00
103.10	3100.00
103.20	3200.00
103.30	3300.00
103.40	3400.00
103.50	3500.00
103.60	3600.00
103.70	3700.00
103.80	3800.00
103.90	3900.00
104.00	4000.00
104.10	4100.00
104.20	4200.00
104.30	4300.00
104.40	4400.00
104.50	4500.00
104.60	4600.00
104.70	4700.00
104.80	4800.00
104.90	4900.00
105.00	5000.00
105.10	5100.00
105.20	5200.00
105.30	5300.00
105.40	5400.00
105.50	5500.00
105.60	5600.00
105.70	5700.00
105.80	5800.00
105.90	5900.00
106.00	6000.00

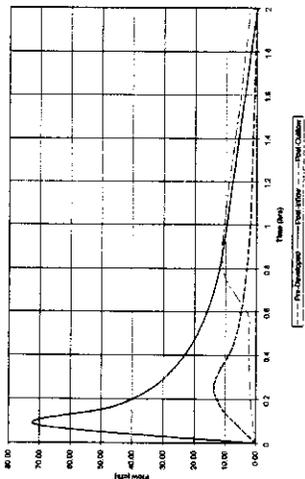
STAGE STORAGE



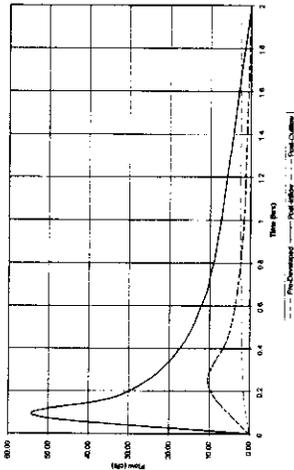
STAGE INFORMATION

STAGE 1: 2-YR ORIFICE - 65" DIA @ ELEV 100.00
 STAGE 2: 10-YR WEIR - 8' CREST @ ELEV 105.40

10-YR HYDROGRAPHS

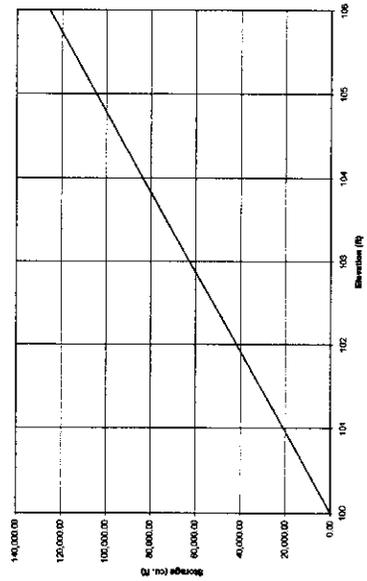


2-YR HYDROGRAPHS



SMALL DESIGN NOTE:
 THE STORM WATER MANAGEMENT STRUCTURES SHOWN IN THIS PLAN ARE ESTIMATED DRAINAGE DIVIDES AND C-FACTORS SHOWN IN THE REASONING APPLICATION AT THE TIME OF FINAL ENGINEERING. THESE STORM WATER MANAGEMENT STRUCTURES ARE SUBJECT TO REVISIONS BASED ON THE REASONING AND/OR FIELD ENGINEERING THAT WOULD OCCUR ADJUSTMENTS TO THE STORM WATER MANAGEMENT STRUCTURES.

STAGE STORAGE



RATING TABLE

ELEVATION (FT)	DISCHARGE CAPACITY (CFS)
100.00	0.00
100.05	0.00
100.10	0.00
100.15	0.00
100.20	0.00
100.25	0.00
100.30	0.00
100.35	0.00
100.40	0.00
100.45	0.00
100.50	0.00
100.55	0.00
100.60	0.00
100.65	0.00
100.70	0.00
100.75	0.00
100.80	0.00
100.85	0.00
100.90	0.00
100.95	0.00
101.00	0.00
101.05	0.00
101.10	0.00
101.15	0.00
101.20	0.00
101.25	0.00
101.30	0.00
101.35	0.00
101.40	0.00
101.45	0.00
101.50	0.00
101.55	0.00
101.60	0.00
101.65	0.00
101.70	0.00
101.75	0.00
101.80	0.00
101.85	0.00
101.90	0.00
101.95	0.00
102.00	0.00
102.05	0.00
102.10	0.00
102.15	0.00
102.20	0.00
102.25	0.00
102.30	0.00
102.35	0.00
102.40	0.00
102.45	0.00
102.50	0.00
102.55	0.00
102.60	0.00
102.65	0.00
102.70	0.00
102.75	0.00
102.80	0.00
102.85	0.00
102.90	0.00
102.95	0.00
103.00	0.00

2-YR ROUTINGS

TIME (HOURS)	INLET FLOW (CFS)	OUTLET FLOW (CFS)	STORAGE (CU FT)	WEIR ELEV (FT)	ORIFICE ELEV (FT)
0.00	0.00	0.00	0.00	100.00	100.00
0.10	1000.00	1000.00	0.00	100.00	100.00
0.20	2000.00	2000.00	0.00	100.00	100.00
0.30	3000.00	3000.00	0.00	100.00	100.00
0.40	4000.00	4000.00	0.00	100.00	100.00
0.50	5000.00	5000.00	0.00	100.00	100.00
0.60	6000.00	6000.00	0.00	100.00	100.00
0.70	7000.00	7000.00	0.00	100.00	100.00
0.80	8000.00	8000.00	0.00	100.00	100.00
0.90	9000.00	9000.00	0.00	100.00	100.00
1.00	10000.00	10000.00	0.00	100.00	100.00
1.10	11000.00	11000.00	0.00	100.00	100.00
1.20	12000.00	12000.00	0.00	100.00	100.00
1.30	13000.00	13000.00	0.00	100.00	100.00
1.40	14000.00	14000.00	0.00	100.00	100.00
1.50	15000.00	15000.00	0.00	100.00	100.00
1.60	16000.00	16000.00	0.00	100.00	100.00
1.70	17000.00	17000.00	0.00	100.00	100.00
1.80	18000.00	18000.00	0.00	100.00	100.00
1.90	19000.00	19000.00	0.00	100.00	100.00
2.00	20000.00	20000.00	0.00	100.00	100.00

10-YR ROUTINGS

TIME (HOURS)	INLET FLOW (CFS)	OUTLET FLOW (CFS)	STORAGE (CU FT)	WEIR ELEV (FT)	ORIFICE ELEV (FT)
0.00	0.00	0.00	0.00	100.00	100.00
0.10	10000.00	10000.00	0.00	100.00	100.00
0.20	20000.00	20000.00	0.00	100.00	100.00
0.30	30000.00	30000.00	0.00	100.00	100.00
0.40	40000.00	40000.00	0.00	100.00	100.00
0.50	50000.00	50000.00	0.00	100.00	100.00
0.60	60000.00	60000.00	0.00	100.00	100.00
0.70	70000.00	70000.00	0.00	100.00	100.00
0.80	80000.00	80000.00	0.00	100.00	100.00
0.90	90000.00	90000.00	0.00	100.00	100.00
1.00	100000.00	100000.00	0.00	100.00	100.00
1.10	110000.00	110000.00	0.00	100.00	100.00
1.20	120000.00	120000.00	0.00	100.00	100.00
1.30	130000.00	130000.00	0.00	100.00	100.00
1.40	140000.00	140000.00	0.00	100.00	100.00
1.50	150000.00	150000.00	0.00	100.00	100.00
1.60	160000.00	160000.00	0.00	100.00	100.00
1.70	170000.00	170000.00	0.00	100.00	100.00
1.80	180000.00	180000.00	0.00	100.00	100.00
1.90	190000.00	190000.00	0.00	100.00	100.00
2.00	200000.00	200000.00	0.00	100.00	100.00



VAULT #2



PROVIDENCE DISTRICT
 FAIRFAX COUNTY
 CDP/FDP
 MERRIFIELD TOWN CENTER
 RZ-2005-PR-041

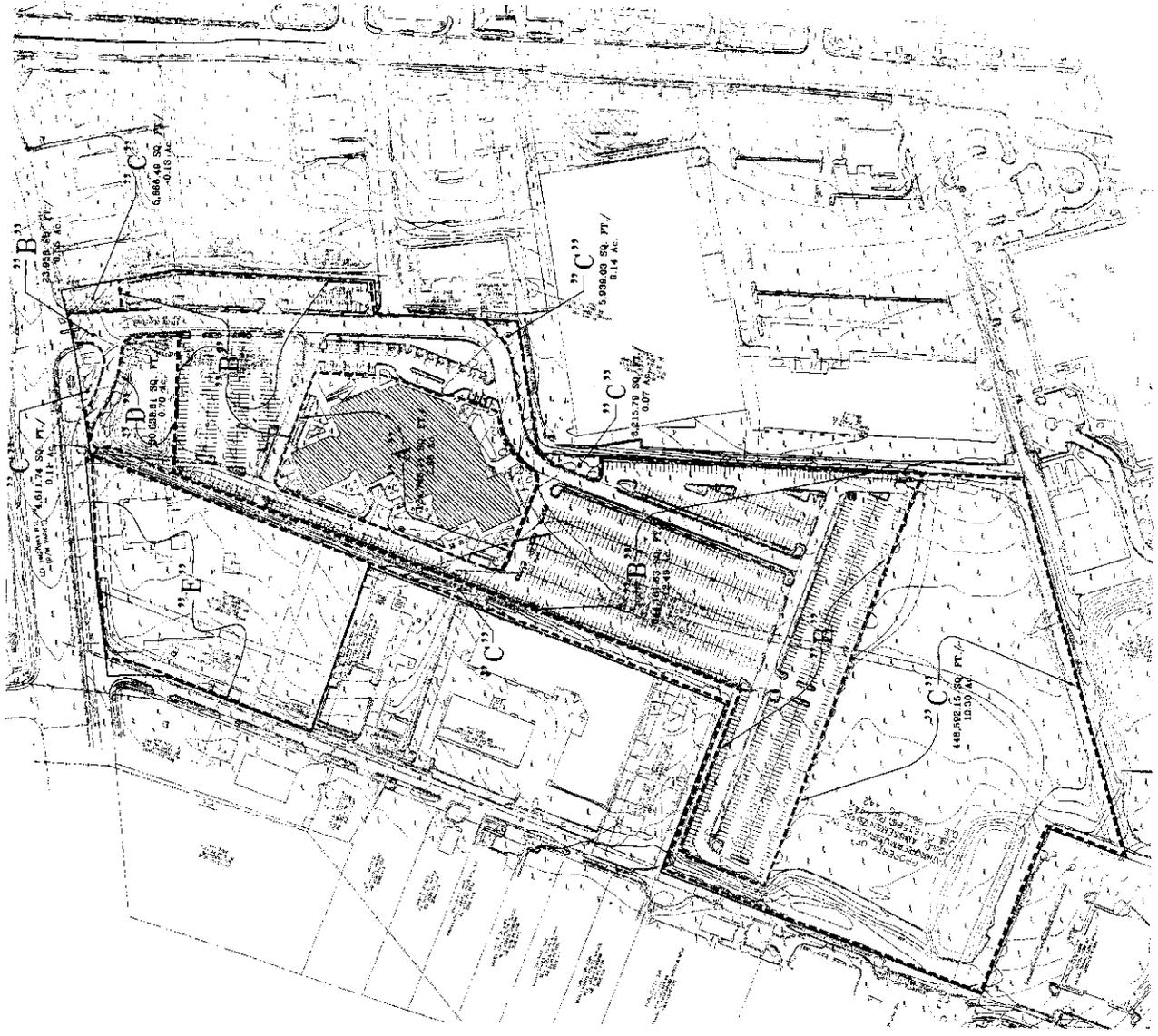
PROJECT NO. 6575-049
 DATE: 7/13/2007
 TIME: 4:35:16 PM EDT

ROUTING RESULTS

NO.	DATE	DESCRIPTION
1	7/13/2007	ISSUED FOR PERMIT
2	7/13/2007	REVISED
3	7/13/2007	REVISED
4	7/13/2007	REVISED
5	7/13/2007	REVISED
6	7/13/2007	REVISED
7	7/13/2007	REVISED
8	7/13/2007	REVISED
9	7/13/2007	REVISED
10	7/13/2007	REVISED
11	7/13/2007	REVISED
12	7/13/2007	REVISED
13	7/13/2007	REVISED
14	7/13/2007	REVISED
15	7/13/2007	REVISED
16	7/13/2007	REVISED
17	7/13/2007	REVISED
18	7/13/2007	REVISED
19	7/13/2007	REVISED
20	7/13/2007	REVISED
21	7/13/2007	REVISED
22	7/13/2007	REVISED
23	7/13/2007	REVISED
24	7/13/2007	REVISED
25	7/13/2007	REVISED
26	7/13/2007	REVISED
27	7/13/2007	REVISED
28	7/13/2007	REVISED
29	7/13/2007	REVISED
30	7/13/2007	REVISED

EXISTING VEGETATION TABLE

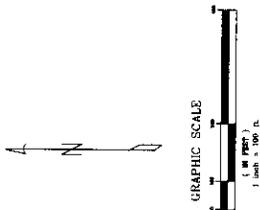
E-W INDEX	COVER TYPE	SUCCESSIONAL STAGE	AREA	COVER CONDITION	PRIMARY SPECIES	COMMENTS
A	DEVELOPED/ UNIMPAVED	N/A	2.86 AC	EXIST. RETAIL	USE: TYPE (COVERS)	EXIST. COMMERCIAL DEVELOPMENT
B	DEVELOPED/ MAINTAINED	N/A	13.04 AC	ASPHALT PAVING	USE: WEG TYPE (COVERS)	EXIST. WEG TYPE #7 LANDSCAPING
C	LANDSCAPE MAINTAINED	N/A	10.75 AC	PERVIOUS PAVEMENT	USE: WEG TYPE (COVERS)	UNMAINTAINED GRASS AREA
D	EXISTING MAINTAINED	N/A	0.74 AC	WOOD GRAVEL SWM POND	N/A	SWM POND
E	EXISTING MAINTAINED	N/A	3.91 AC	PAVEMENT & BUILDING	N/A	EXISTING CONSTRUCTION VEHICLE STORAGE AND ASSOCIATED BUILDING
		TOTAL	33.37 AC			



WVA
 PROJECT PLANNING/LANDSCAPE ARCHITECTURE SERVICES
 8100 GREENBROOK DRIVE, SUITE 200, FARMERS BRANCH, TEXAS 75448
 (714) 444-7000 FAX (714) 444-2181
 WWW.WVA.COM
 DATE: 12/11/07
 PROJECT NO. 0325
 SHEET NO. 48 OF 48

R2-2005-PR-041
 MERRIFIELD TOWN CENTER
 8223 LEE HIGHWAY
 PROGRESS DISTRICT
 FAIRFAX COUNTY, VIRGINIA

EXISTING VEGETATION MAP
 WKA REVISIONS
 ADD 10822 PAVED
 09/27/06
 R2-10767/06
 REVISION 3/24/07
 REVISION 5/20/07
 REVISION 7/16/07
 REVISION 8/22/07



VEGETATION COVER TYPES

- "A" PRIMARY COVER**
 EXIST. BUILDING
 FOUNDATION PLANTINGS
- "B" PRIMARY COVER**
 EXIST. ASPHALT PAVEMENT
 PARKING LOT LANDSCAPING
- "C" PRIMARY COVER**
 OPEN GRASS AREA
 WITH HARDWOOD
 TREE STAND
- "D" PRIMARY COVER**
 EXIST. STORMWATER
 MANAGEMENT POND
 MAINTAINED GRASS AREA
- "E" PRIMARY COVER**
 EXISTING CONSTRUCTION
 VEHICLE STORAGE AND
 EXISTING BUILDINGS

NO.	DESCRIPTION	DATE	APPROVED BY



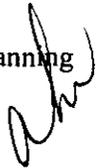


County of Fairfax, Virginia

MEMORANDUM

DATE: September 27, 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 2005-PR-041)

SUBJECT: Transportation Impact Addendum # 2

REFERENCE: RZ 2005-PR-041, FDP 2005-PR-041; Merrifield Mixed Use
Traffic Zone: 1527
Land Identification Map: 49-1 ((01)) 80A, 80B, 80C, 81A & 82A

Transmitted herewith are comments from the Department of Transportation with respect to the referenced application. These comments are based on the submitted proffers dated September 6, 2007 and the revised plan dated August 22, 2007.

All outstanding issues mentioned on this department's previous memo dated August 10, 2007 have been resolved except for the following:

TDMs

Previously the applicant's TDM Program provided for a 28 % residential reduction and a 20 % office reduction in vehicle trips. In recent draft proffers the applicant is now only committing to a 26 % reduction for the residential portion of the site and has reduced their Incentive Fund amount per residential unit from \$ 100 per unit to \$ 50 per unit.

In addition, if the TDM reduction is not achieved a Penalty Fund is activated. This department continues to recommend the applicant provide additional funding toward the Penalty Fund. (The Penalty Fund amount currently remains at \$100,000 as previously provided in draft proffers.)

Other

The applicant should proffer to provide on site bus shelters for their shuttle stops.

The applicant has provided monetary values in their proffers in regards to the VDOT project for Route 29 and Gallows Road, however no basis was provided to staff in order to evaluate these amounts.

AKR/ak

cc: Michele Brickner, Director, Department of Public Works and Environmental Services

Fairfax County Department of Transportation
12055 Government Center Parkway, Suite 1034
Fairfax, VA 22035-5500
Phone: (703) 324-1100 TTY: (703) 324-1102
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