



County of Fairfax, Virginia

December 27, 2007

STAFF REPORT

PCA 82-P-069-18, CDPA 82-P-069-05-1 and FDPA 82-P-069-13-10

SPRINGFIELD DISTRICT

APPLICANT: Fair Lakes Center Associates L.P.

PRESENT ZONING: PDC, WSPOD

PARCELS: 55-2 ((4)) 12, 16, 19 and 26A

ACREAGE: 13.96 acres

INTENSITY: 0.61 FAR

OPEN SPACE: 20%

PLAN MAP: Fairfax Center Area: Office/Mix

PROPOSAL: Request to amend the proffers, the Conceptual Development Plan and the Final Development Plan for a portion of Fair Lakes to permit the construction of 125,000 gross square feet of retail use and 112,000 gross square feet of office use, and to provide specific proffers for the proposed uses in Land Bay IV-A.

STAFF RECOMMENDATIONS:

Staff recommends approval of PCA 82-P-069-18, subject to the proffers consistent with those contained in Appendix 1.

Staff recommends approval of CDPA 82-P-069-05-1.

Staff recommends approval of FDPA 82-P-069-13-10, subject to the Final Development Plan Amendment Conditions contained in Appendix 2.

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

Staff recommends the Board of Supervisors direct the Director of DPWES to approve a modification of PFM Standard 12-0702.1B2 to permit the reduction of the minimum planting width requirement from eight feet to six feet as shown on the CDPA/FDPA and described in the proffers.

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

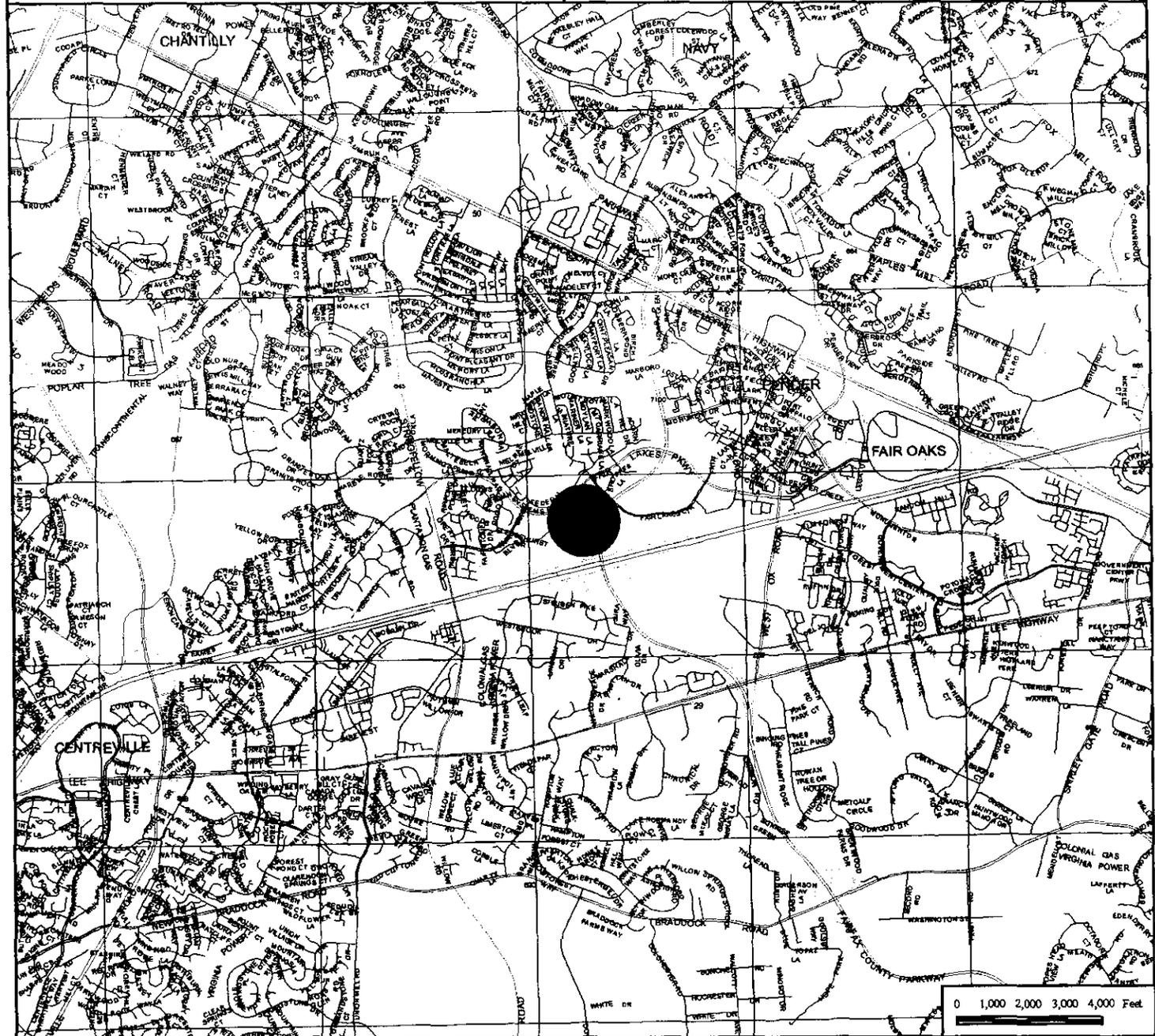
It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Planning Commission.

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

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



Proffered Condition Amendment PCA 82-P-069-18	Final Development Plan Amendment FDPA 82-P-069-13-10
Applicant: FAIR LAKES CENTER ASSOCIATES L.P. Accepted: 03/27/2007 Proposed: TO AMEND RZ 82-P-069 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT AN INCREASE IN GROSS FLOOR AREA FOR OFFICE AND RETAIL USES Area: 13.96 AC OF LAND; DISTRICT - SPRINGFIELD Zoning Dist Sect: Located: SOUTH SIDE OF FAIR LAKES PARKWAY APPROXIMATELY 500 FEET EAST OF FAIR LAKES CIRCLE Zoning: PDC Overlay Dist: WS Map Ref Num: 055-2- /04/ /0012 /04/ /0016 /04/ /0019 /04/ /0026A	Applicant: FAIR LAKES CENTER ASSOCIATES L.P. Accepted: 03/27/2007 Proposed: TO AMEND FDP 82-P-069 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT AN INCREASE IN GROSS FLOOR AREA FOR OFFICE AND RETAIL USES Area: 13.96 AC OF LAND; DISTRICT - SPRINGFIELD Zoning Dist Sect: Located: SOUTH SIDE OF FAIR LAKES PARKWAY APPROXIMATELY 500 FEET EAST OF FAIR LAKES CIRCLE Zoning: PDC Overlay Dist: WS Map Ref Num: 055-2- /04/ /0012 /04/ /0016 /04/ /0019 /04/ /0026A

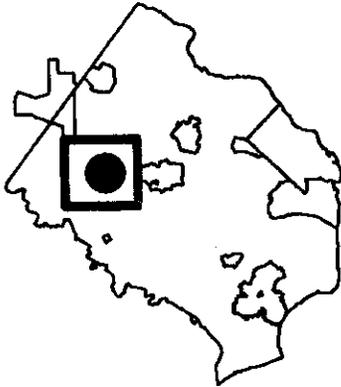


Conceptual Development Plan Amendment

CDPA 82-P-069-05-01

Applicant:
Accepted:
Proposed:

FAIR LAKES CENTER ASSOCIATES L.P.
03/27/2007
TO AMEND RZ 82-P-069 PREVIOUSLY
APPROVED FOR MIXED USE DEVELOPMENT TO
PERMIT AN INCREASE IN GROSS FLOOR
AREA FOR OFFICE AND RETAIL USES



Area:

13.96 AC OF LAND; DISTRICT - SPRINGFIELD

Zoning Dist Sect:

Located:

SOUTH SIDE OF FAIR LAKES PARKWAY
APPROXIMATELY 500 FEET EAST OF FAIR
LAKES CIRCLE

Zoning:

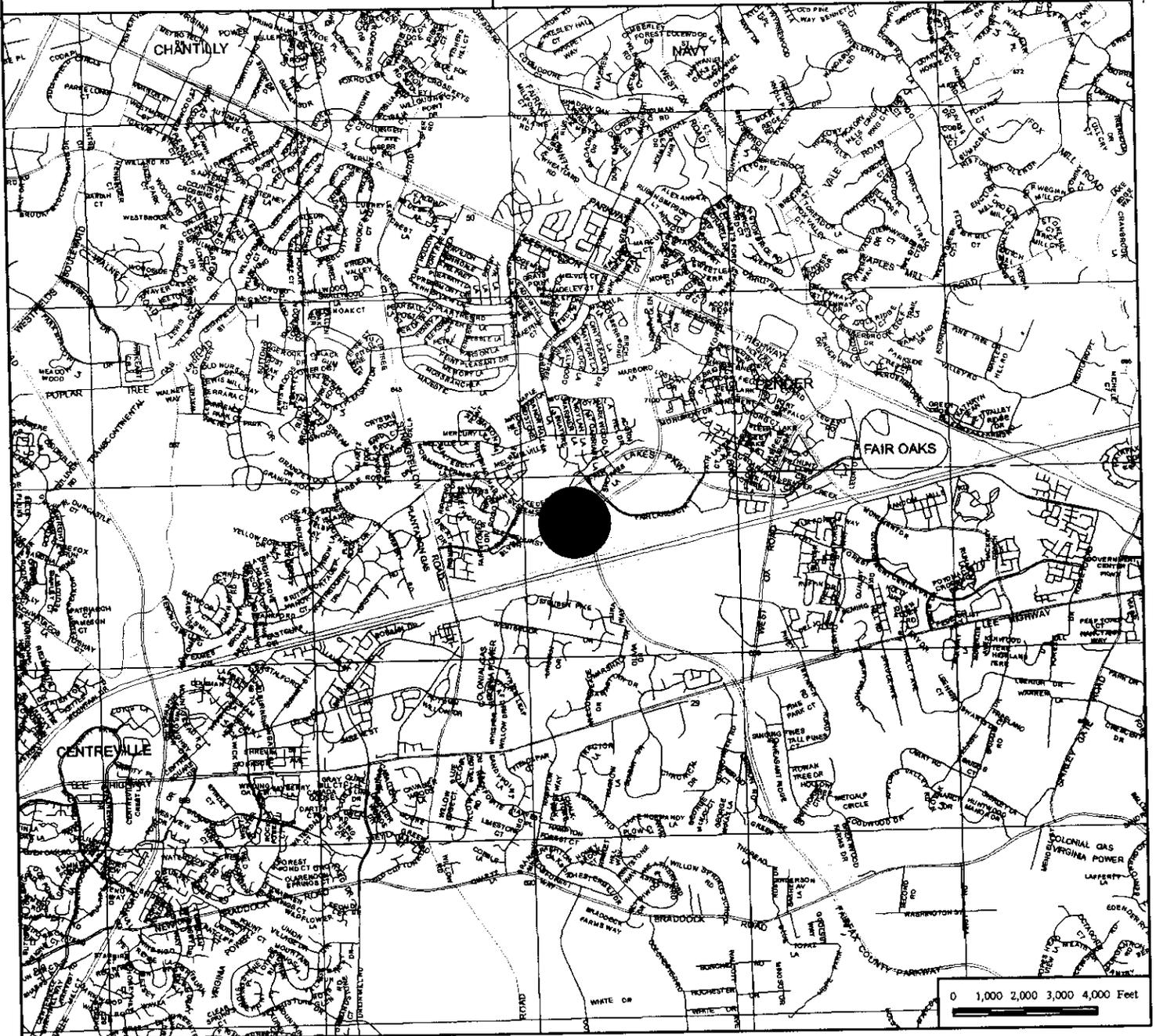
Overlay Dist:

Map Ref Num:

PDC

WS

055-2- /04/ /0012 /04/ /0016
/04/ /0019 /04/ /0026A

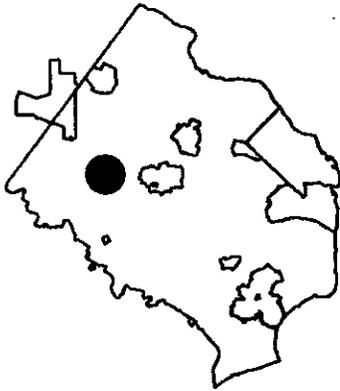


Conceptual Development Plan Amendment

CDPA 82-P-069-05-01

Applicant:
Accepted:
Proposed:

FAIR LAKES CENTER ASSOCIATES L.P.
03/27/2007
TO AMEND RZ 82-P-069 PREVIOUSLY
APPROVED FOR MIXED USE DEVELOPMENT TO
PERMIT AN INCREASE IN GROSS FLOOR
AREA FOR OFFICE AND RETAIL USES

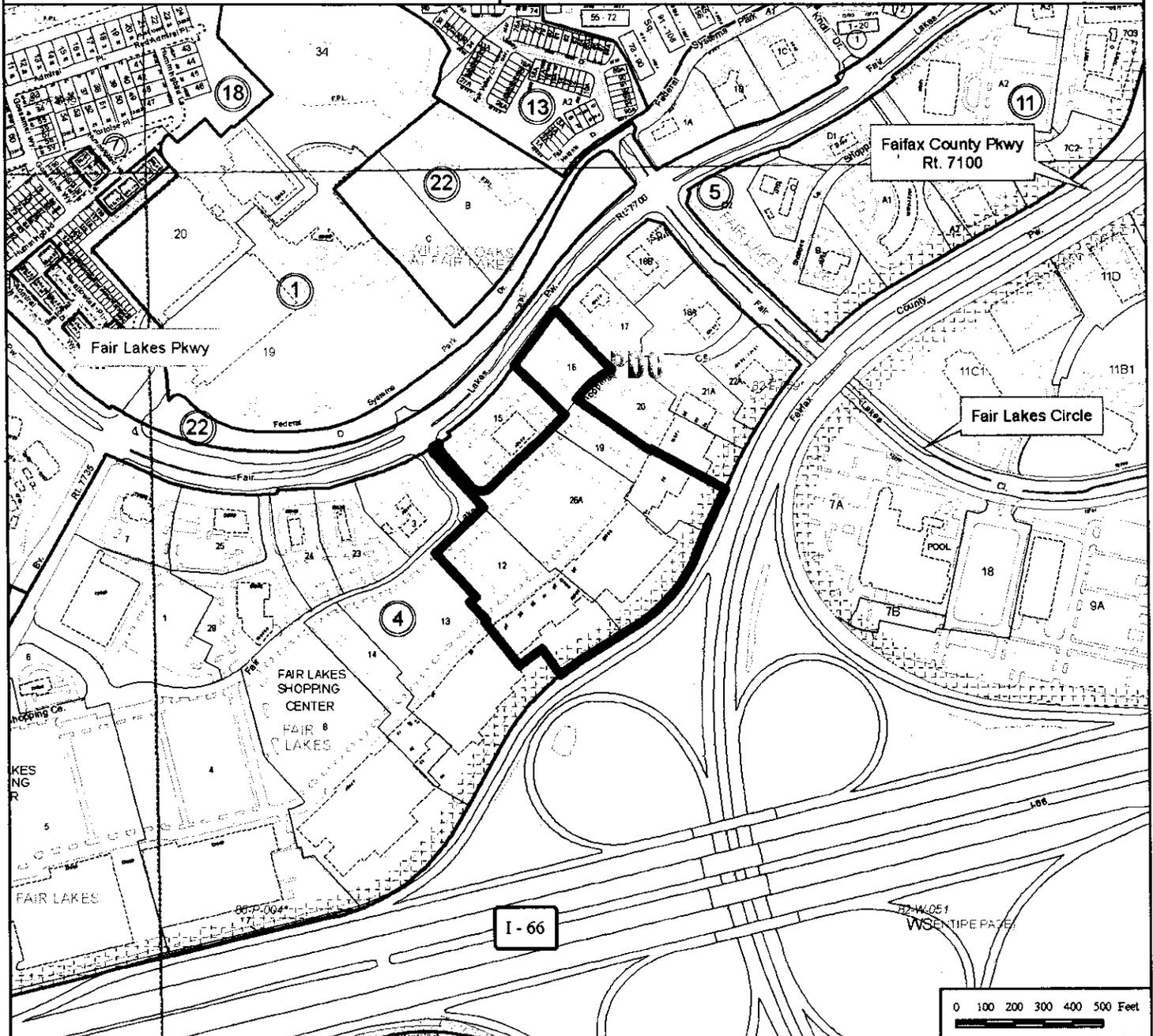


Area:
Zoning Dist Sect:
Located:

13.96 AC OF LAND; DISTRICT - SPRINGFIELD
SOUTH SIDE OF FAIR LAKES PARKWAY
APPROXIMATELY 500 FEET EAST OF FAIR
LAKES CIRCLE

Zoning:
Overlay Dist:
Map Ref Num:

PDC
WS
055-2- /04/ /0012 /04/ /0016
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Proffered Condition Amendment

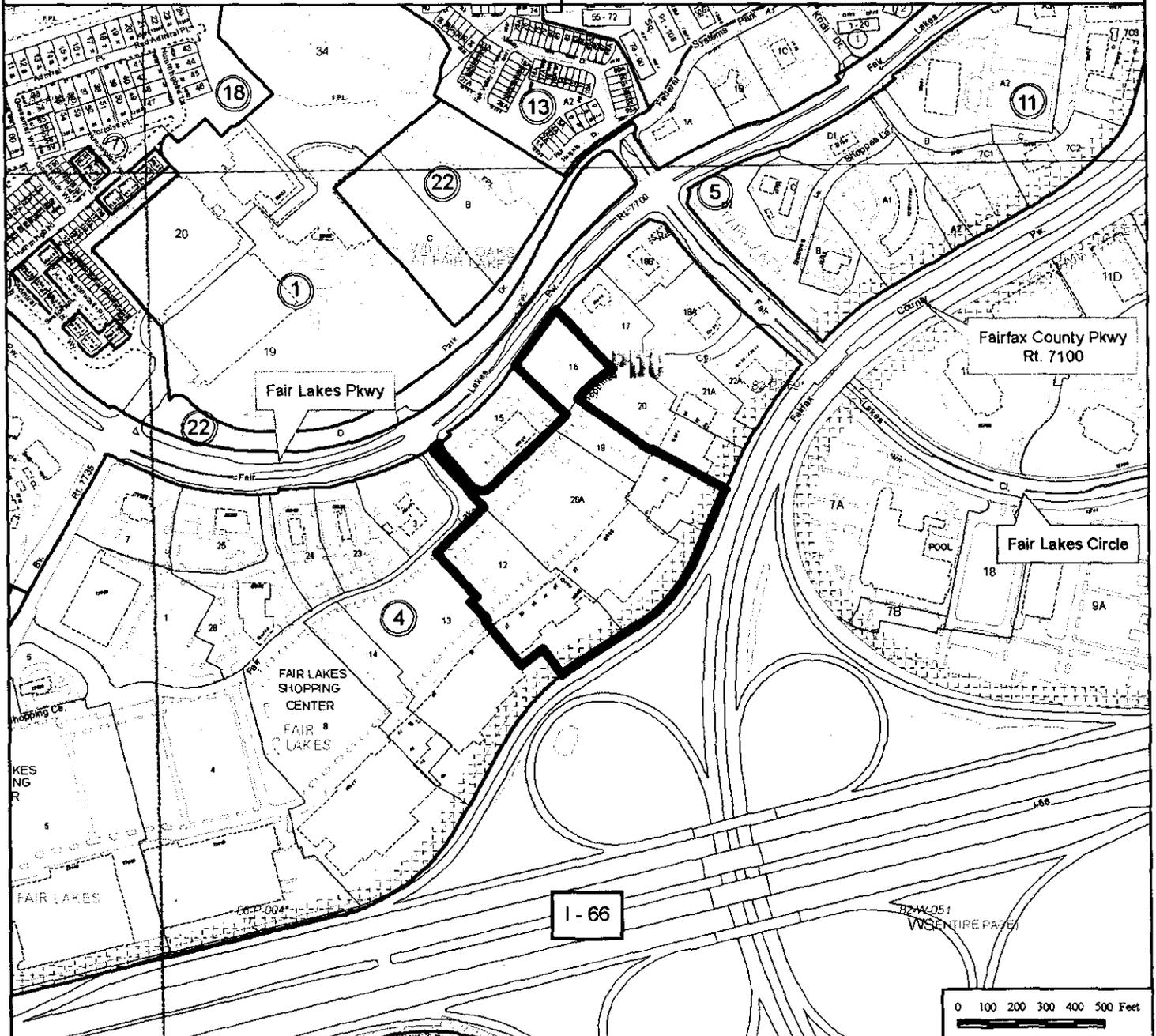
PCA 82-P-069-18

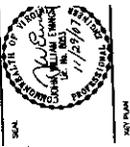
Applicant: FAIR LAKES CENTER ASSOCIATES L.P.
Accepted: 03/27/2007
Proposed: TO AMEND RZ 82-P-069 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT AN INCREASE IN GROSS FLOOR AREA FOR OFFICE AND RETAIL USES
Area: 13.96 AC OF LAND; DISTRICT - SPRINGFIELD
Zoning Dist Sect:
Located: SOUTH SIDE OF FAIR LAKES PARKWAY APPROXIMATELY 500 FEET EAST OF FAIR LAKES CIRCLE
Zoning: PDC
Overlay Dist: WS
Map Ref Num: 055-2-/04/ /0012 /04/ /0016 /04/ /0019 /04/ /0026A

Final Development Plan Amendment

FDPA 82-P-069-13-10

Applicant: FAIR LAKES CENTER ASSOCIATES L.P.
Accepted: 03/27/2007
Proposed: TO AMEND FDP 82-P-069 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT AN INCREASE IN GROSS FLOOR AREA FOR OFFICE AND RETAIL USES
Area: 13.96 AC OF LAND; DISTRICT - SPRINGFIELD
Zoning Dist Sect:
Located: SOUTH SIDE OF FAIR LAKES PARKWAY APPROXIMATELY 500 FEET EAST OF FAIR LAKES CIRCLE
Zoning: PDC
Overlay Dist: WS
Map Ref Num: 055-2-/04/ /0012 /04/ /0016 /04/ /0019 /04/ /0026A





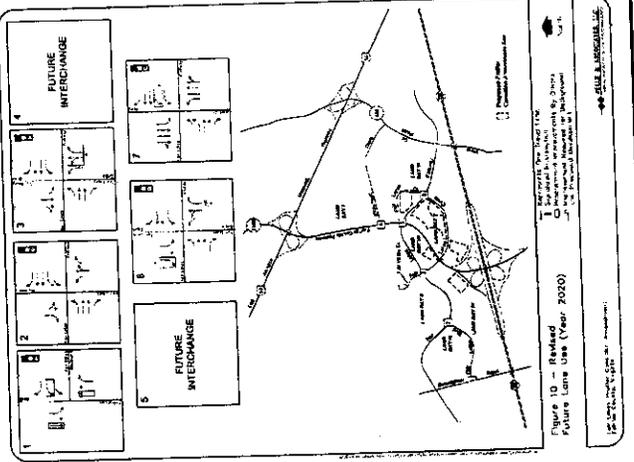
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SCALE: 1" = 30' OF

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3	08/22/07	JAC	ISSUED FOR PERMIT
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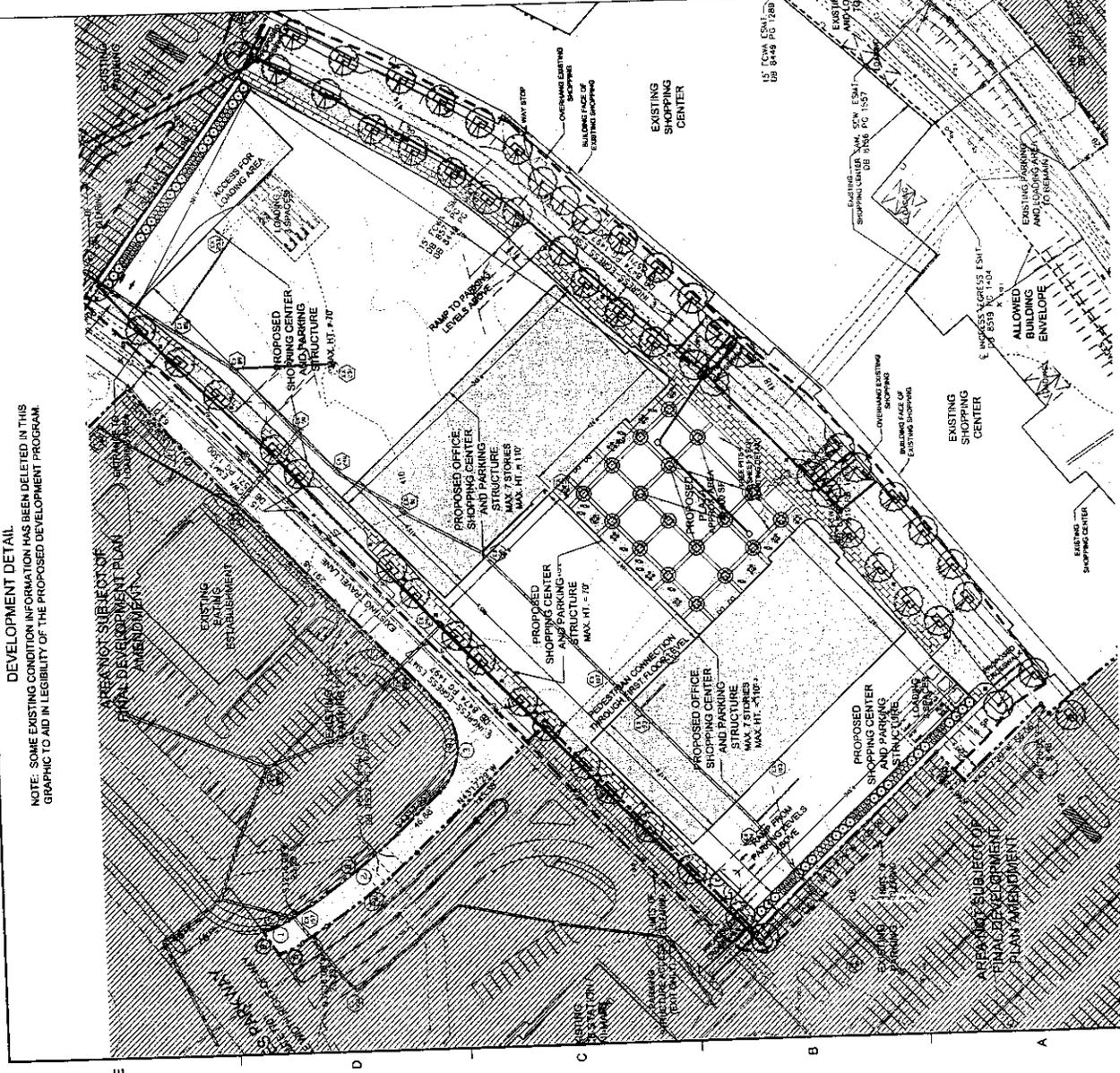
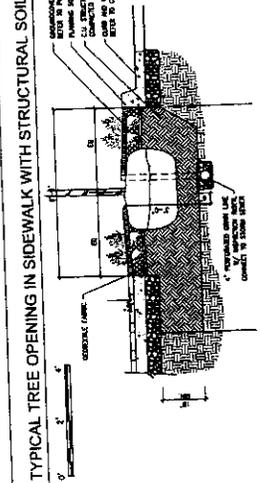
FAIR LAKES
 LAND BAY IV-A
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN / AMENDMENT
 CDPA 82-P-08-13-10
 CDPA 82-P-08-13-10
 DEVELOPMENT PLAN / AMENDMENT
 PROJECT NO. 14-10522

PROGRAMMED / PROPOSED ROAD IMPROVEMENTS
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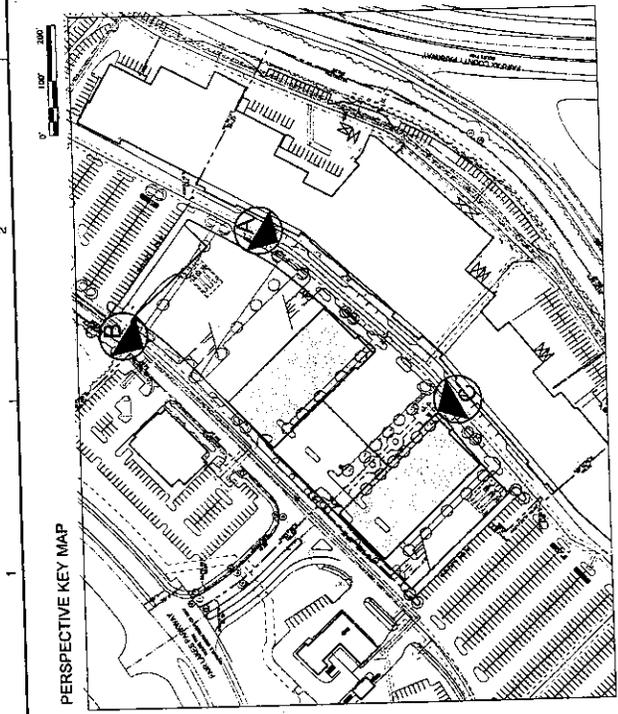
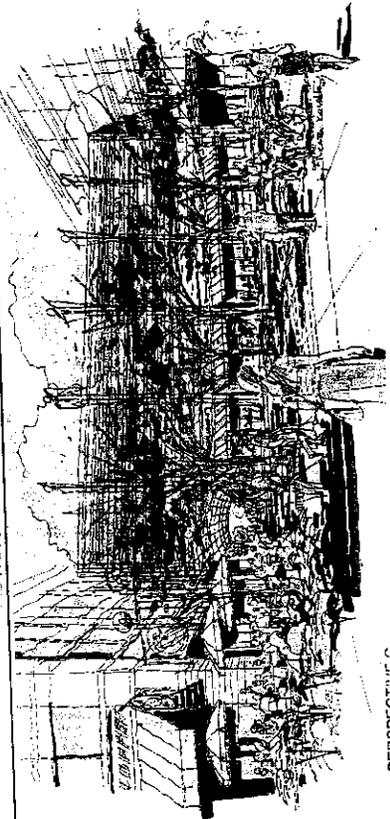
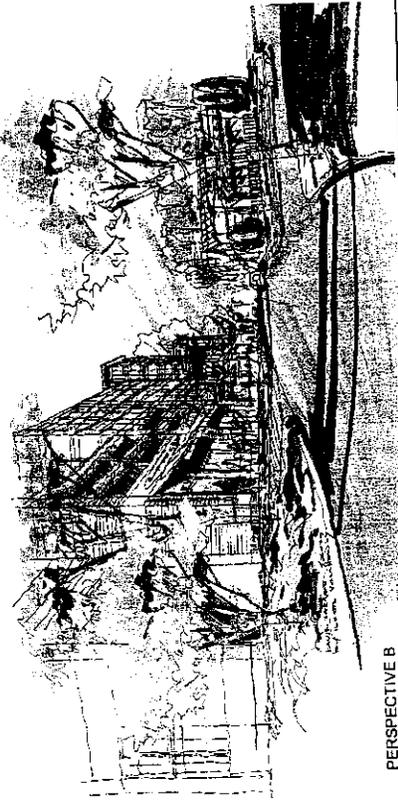
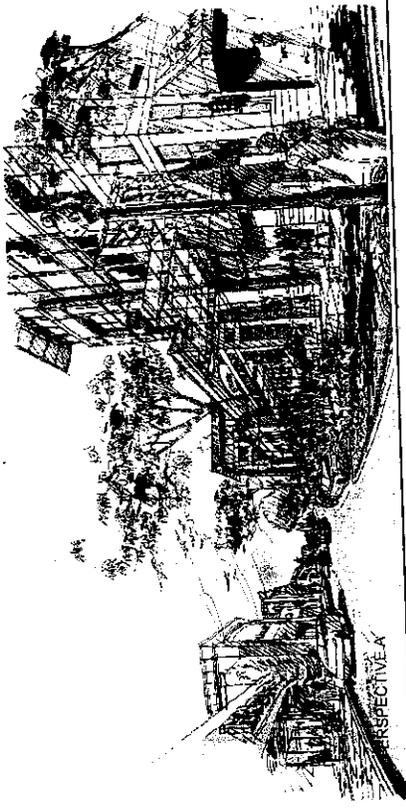
LEGEND

- EXISTING VEGETATION
- PROPOSED DECIDUOUS TREE
- PROPOSED ORNAMENTAL TREE
- PROPOSED STORM SEWER
- PRELIMINARY LIMITS OF CLEARING AND GRADING



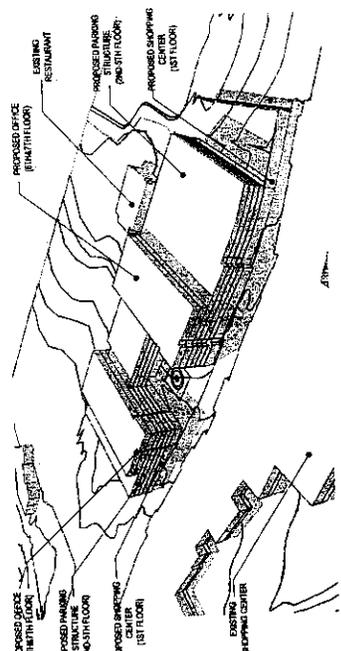
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PERSPECTIVES
 NO SCALE



PERSPECTIVE KEY MAP

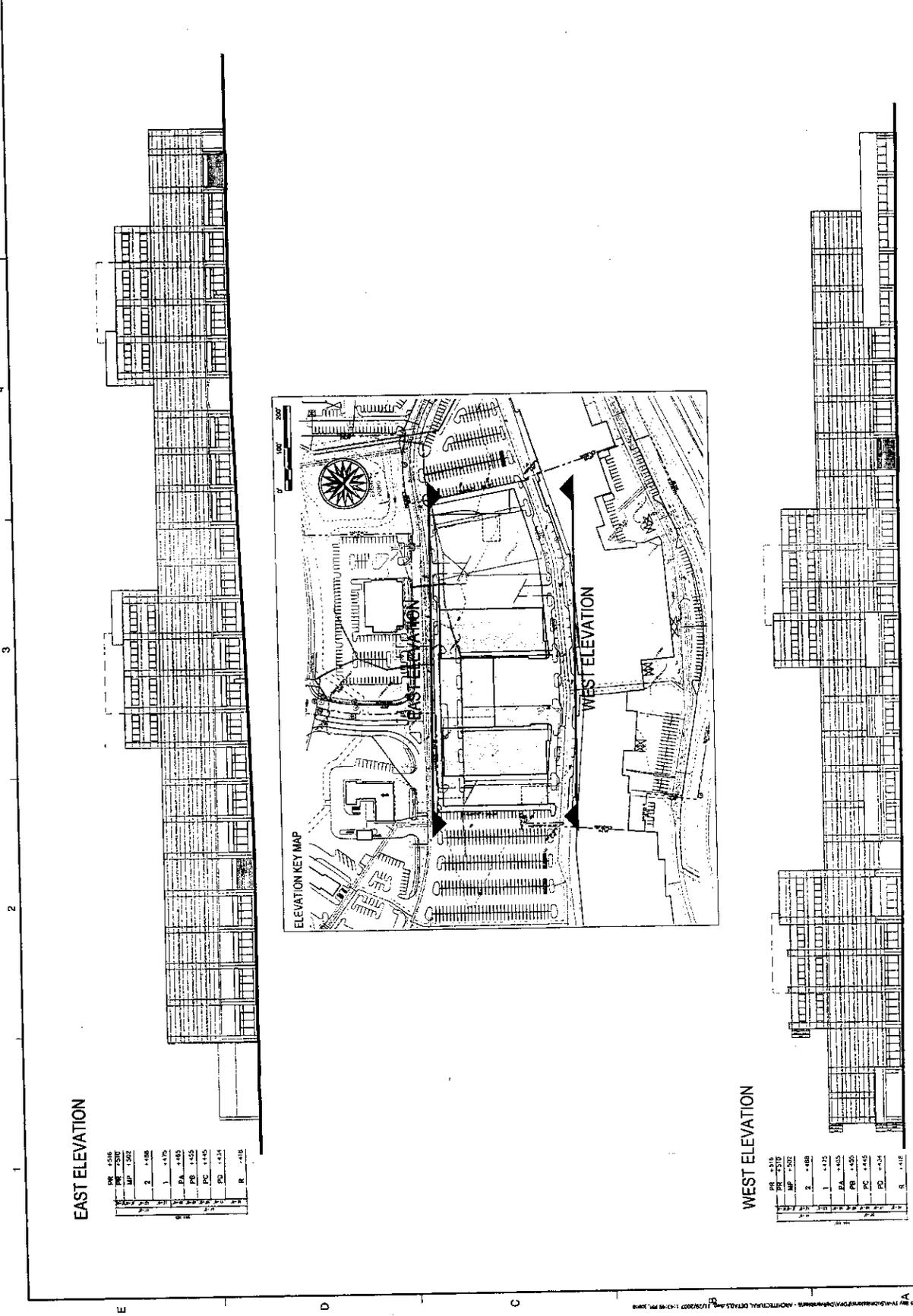
MASSING MODEL
 (NO SCALE)



NOTE: THE MASSING MODELS ON THIS SHEET HAVE BEEN DRAWN BY AN ARCHITECT WHO HAS PROVIDED TO REFLECT THE MAXIMUM RANGE IN THE NUMBER OF FLOORS THAT MAY BE CONSTRUCTED. THE NUMBER OF FLOORS SHOWN ON THIS SHEET IS NOT INTENDED TO BE CONSIDERED AS A GUARANTEE. THE NUMBER OF FLOORS SHOWN MAY BE SUBJECT TO CHANGE AT ANY TIME. THE NUMBER OF FLOORS SHOWN MAY BE SUBJECT TO CHANGE AT ANY TIME. THE NUMBER OF FLOORS SHOWN MAY BE SUBJECT TO CHANGE AT ANY TIME. THE NUMBER OF FLOORS SHOWN MAY BE SUBJECT TO CHANGE AT ANY TIME.

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3	11.08.07	JAC	CONCEPT
4	11.28.07	JAC	CONCEPT

DESIGNED BY: DM
 APPROVED BY: JAC
 CHECKED BY: DM
 DATE: 02.21.07
 TITLE: FAIR LAKES LAND BAY IV-A DEVELOPMENT PLAN AMENDMENT
 COPA 82-P-088-05-01
 COPA 82-P-088-13-10
 ARCHITECTURAL ELEVATIONS
 PROJECT NO.: M-1-10675



EAST ELEVATION

REV	DATE	BY	DESCRIPTION
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4	11.28.07	JAC	CONCEPT

WEST ELEVATION

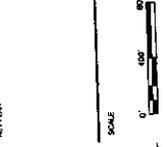
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3	11.28.07	JAC	CONCEPT
4	11.28.07	JAC	CONCEPT

NOTE: THE BUILDING ELEVATIONS PRESENTED ON THIS SHEET ARE PRELIMINARY AND SUBJECT TO ADJUSTMENT AND REFINEMENT WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN. THEY ARE PROVIDED TO ILLUSTRATE THE GENERAL THEME AND CHARACTER OF THE PROPOSED STRUCTURES.

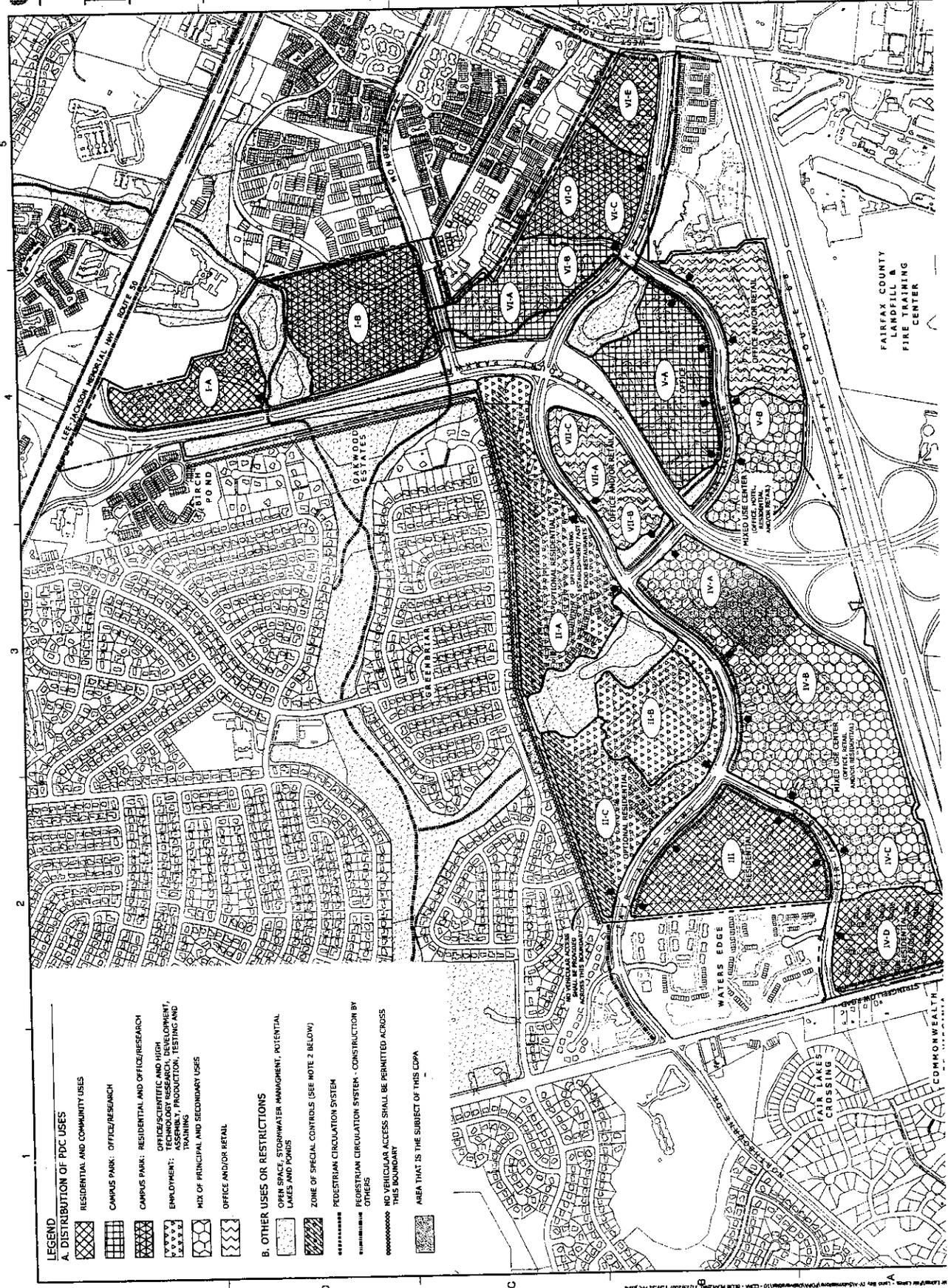
FAIRFAX COUNTY
 DEVELOPMENT PLAN AMENDMENT
 CONCEPTUAL / FINAL
 LAND BAY IV-A
 FAIR LAKES
 FPMR 82-P-088-05-01
 FPMR 82-P-088-13-10
 FAIRFAX DISTRICT

LEWIS
 SCULLY
 GIDNEY
 &
 GARDNER
 ARCHITECTS
 1000 N. GLENN ROAD
 SUITE 100
 FALLS CHURCH, VA 22034
 TEL: 703-441-1100
 FAX: 703-441-1101

DATE: 02/17/07
 DRAWN BY: JST
 CHECKED BY: JST
 TITLE: FAIR LAKES
 LAND BAY IV-A
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN AMENDMENT
 FPMR 82-P-088-05-01
 FPMR 82-P-088-13-10
 CDPA KEY PLAN
 PROJECT NO. 82-10825



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7	04/18/07	JAC	REVISED
8	04/18/07	JAC	REVISED
9	04/18/07	JAC	REVISED
10	04/18/07	JAC	REVISED



- LEGEND**
- A. DISTRIBUTION OF PDC USES**
- RESIDENTIAL AND COMMUNITY USES
 - CAMPUS PARK: OFFICE/RESEARCH
 - CAMPUS PARK: RESIDENTIAL AND OFFICE/RESEARCH
 - OFFICE/SCIENTIFIC AND HIGH TECHNOLOGY/RESEARCH, DEVELOPMENT, PRODUCTION, TESTING AND TRAINING
 - MIX OF PRINCIPAL AND SECONDARY USES
 - OFFICE AND/OR RETAIL
- B. OTHER USES OR RESTRICTIONS**
- OPEN SPACE, STORMWATER MANAGEMENT, POTENTIAL LAKES AND PONDS
 - ZONE OF SPECIAL CONTROLS (SEE NOTE 2 BELOW)
 - PEDESTRIAN CIRCULATION SYSTEM
 - PEDESTRIAN CIRCULATION SYSTEM - CONSTRUCTION BY OTHERS
 - NO VEHICULAR ACCESS SHALL BE PERMITTED ACROSS THIS BOUNDARY
 - AREA THAT IS THE SUBJECT OF THIS CDPA

FAIRFAX COUNTY
 LANDFILL &
 FIRE TRAINING
 CENTER

FAIR LAKES
 CROSSING

WATERS EDGE
 OFFICE/RESEARCH
 OFFICE/RESEARCH
 OFFICE/RESEARCH

COMMONWEALTH

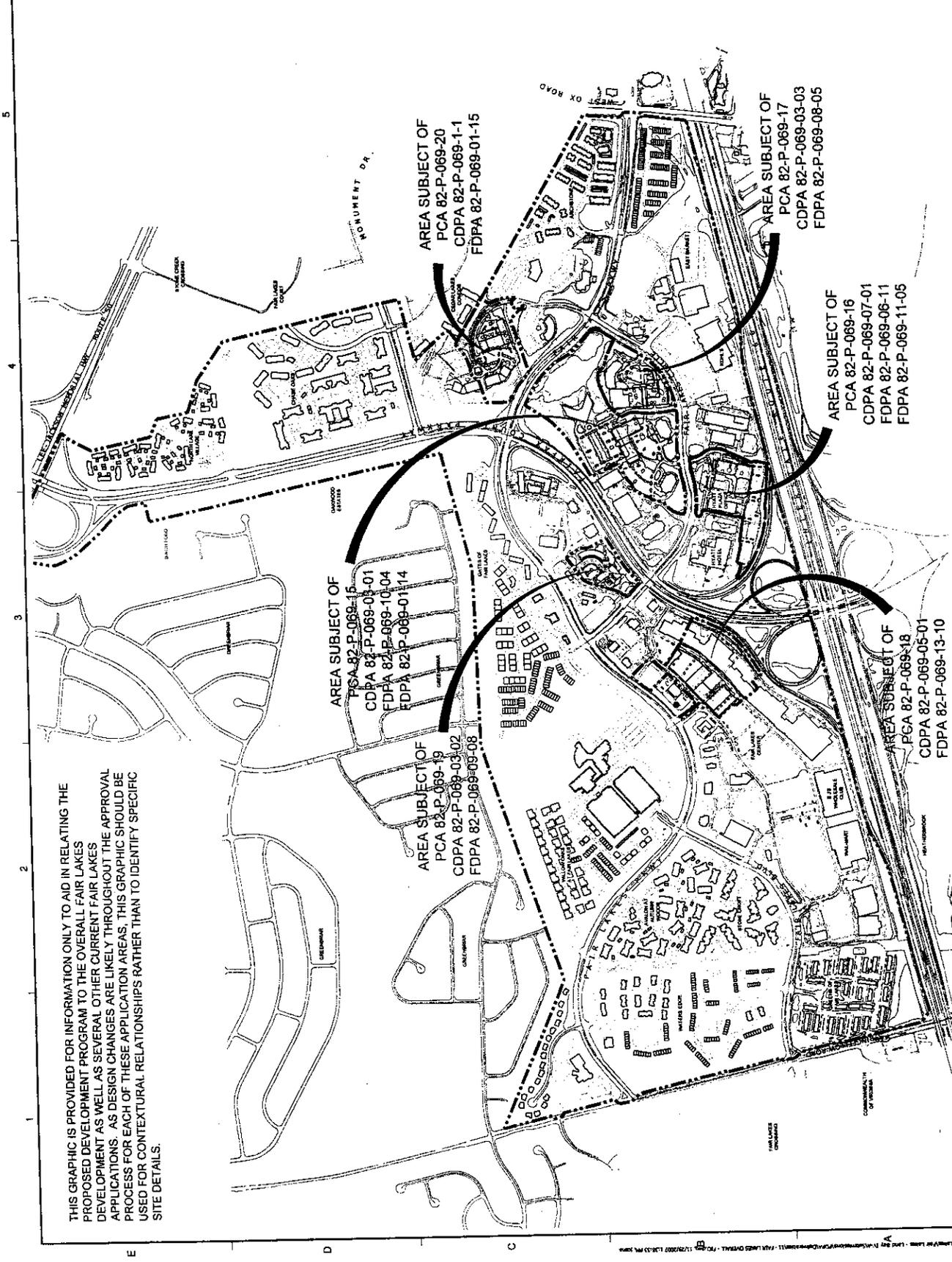


SCALE
 0' 100'

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9	11/28/07	JK	ISSUED FOR PERMIT
10	11/28/07	JK	ISSUED FOR PERMIT

DATE: 03/21/07
 CHECKED BY: JOC
 APPROVED BY: [Signature]
 DRAWN BY: [Signature]

FAIR LAKES
 LAND BAY IV-A
 CONCEPT PLAN AMENDMENT
 CDPA 82-P-069-05-C
 FDPA 82-P-069-13-10
 PROJECT NO. M-10823



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

DESCRIPTION OF THE APPLICATION

Proposal:

The applicant, Fair Lakes Center Associates, L.P., has submitted three concurrent applications for a portion of the Fair Lakes retail center. In general, the applications propose to construct 125,000 gross square feet of retail use and 112,000 gross square feet of office use in a rectangular configuration in Land Bay IV-A. Within this rectangular configuration, the applicant proposes a maximum building height of 110 feet with a maximum of 7-stories above grade, which tapers down to 70 feet and includes up to 4 levels of structured parking.

This application consists of a 13.96 acre portion of the total land area (76.82 acres) associated with seventeen (17) other Fair Lakes applications, which were approved by the Board of Supervisors in October 2007. In total, all of these applications propose an additional 1,477,000 square feet of mixed use development (comprised of office, retail, hotel and residential uses) in Fair Lakes. (Of this square footage, 113,000 square feet of office use was previously approved in FDPA 82-P-069-6-8 in Land Bay V-B.)

The three (3) applications related to the proposed 125,000 gross square feet of retail use and 112,000 gross square feet of office use development in Land Bay IV-A are described below.

PCA 82-P-069-18

The applicant has filed a proffered condition amendment (PCA) for 13.96 acres of Fair Lakes. The proffered condition amendment application consists of the same area included in the other two applications: CDPA 82-P-069-05-01, and FDPA 82-P-069-13-10 (Tax Map Parcels 55-2 ((4)) 12, 16, 19 and 26A in Land Bay IV-A.) The applicant proposes to amend the current proffers (PCA 82-P-069-11) to construct 125,000 gross square feet of additional retail use and 112,000 gross square feet of office use, and to provide specific proffers related to the proposed uses in Land Bay IV-A (e.g. provision of transportation improvements, transportation demand management strategies, trail improvements, a bus shelter, etc.). Copies of the draft proffers, proposed development conditions, affidavit, and statement of justification for PCA 82-P-069-18 are contained in Appendices 1, 2, 3 and 4, respectively.

CDPA 82-P-069-5-1

The applicant requests to amend the Conceptual Development Plan (CDP) for a 13.96 acre portion of Land Bay IV-A. Approval of a CDP amendment permits additional retail and office uses within the land bay that was previously approved

for a mixed use center. Copies of the affidavit and statement of justification for CDPA 82-P-069-05-1 are contained in Appendices 3 and 4, respectively.

FDPA 82-P-069-13-10

An existing final development plan amendment (FDPA 82-P 069-13-8) currently governs the subject property. This FDPA approved an increase in the maximum square footage of development in Land Bays IV-A and IV-B from 742,795 gross square feet to a maximum of 792,795 gross square feet. The current application proposes to further increase the maximum square footage of development on a portion of Land Bay IV-A. The proposal includes construction a new building with 125,000 gross square feet of retail uses and 112,000 gross square feet of office uses in a rectangular configuration located on an existing surface parking lot to the immediate north of existing retail buildings. Additional landscaping and streetscape improvements are proposed on all sides of the proposed development and along the frontage of the existing retail buildings. Parking for the uses on the subject property will be located in a parking structure within the proposed mixed use building and in existing surface parking lots located to the rear of the existing retail buildings on the site. Copies of the proposed Final Development Plan Amendment conditions, affidavit and statement of justification are contained in Appendices 2, 3 and 4, respectively.

Waivers/Modifications Requested:

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

The applicant also requests a modification of PFM Standard 12-0702.1B2 to permit the reduction of the minimum planting width requirement from eight feet to six feet as shown on the CDPA/FDPA and described in the proffers.

LOCATION AND CHARACTER

Site Description:

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

The property which is the subject of this staff report is located in the eastern portion of the Fair Lakes Retail Center in Land Bay IV-A and bounded by Fair Lakes Parkway to the north; Fair Lakes Circle to the east; and I-66 and the Fairfax

County Parkway to the south. This subject property includes approximately 136,800 square feet of existing retail development. Entrances serving the subject property are located at Fair Lakes Parkway and Fair Lakes Circle. Surface parking is generally located between the main retail center and the pad sites located to the north of the site. In addition, an internal ring road bisects the site from east to west. The table below lists the existing uses, zoning and Plan potential for the surrounding uses.

Surrounding Area Description:

DIRECTION	USE	ZONING	PLAN
North	Fair Lakes Land Bay II (TRW office and residential development)	PDC	Office/ Mixed Use
South	I-66, Fairfax County Parkway/I-66 interchange and large lot residential	R-1	Residential, up to 2.5 du/ac
West	Fair Lakes Land Bay IV-B and IV-C (remainder of shopping center)	PDC	Office/ Mixed Use
East	Fair Lakes Land Bay VII (Shoppes at Fair Lakes retail center) and the remainder Land Bay IV-A	PDC	Office/ Mixed Use

BACKGROUND

The following is background information which relates to the Fair Lakes development. A map that diagrams the land bays within Fair Lakes and a complete zoning tabulation of Fair Lakes land bay uses (dated December 4, 2007) that was provided by the applicant, depicts the uses and square footage approved for the land bays to date (see Appendix 5). Cases listed in bold type are those which currently govern the subject site; copies of those proffers, conditions and development plans which currently govern the site, are contained in Appendices 6 and 7.

Site History:

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

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

Application	Date	Related Land Bay	Description
FDPA 82-P-069-10-2	July 17, 1991*	V-A	⁽¹⁸⁾ Final development plan amendment for Land Bay VA to modify parking requirements pursuant to Zoning Ordinance amendments.
FDPA 82-P-069-1-10 FDPA 82-P-069-08-3	July 17, 1991*	V-A	⁽¹⁹⁾ Approved an additional 60,000 SF office. Modified the parking area.
PCA 82-P-069-06	October 28, 1991	IV-A, IV-B, IV-C, V-B, VII-A, VII-B and VII-C	⁽²⁰⁾ Increased retail uses and decreased the minimum office for Land Bays IV and V.
FDPA 82-P-069-13-2	October 23, 1991*		
FDPA 82-P-069-13-3 FDPA 82-P-069-15-1	April 29, 1992*	IV-A, IV-B and IV-C	⁽²¹⁾ Approved a replacement of 424,000 SF of office uses with 259,500 SF of retail uses in Land Bay IV-A. A total of 157 multifamily units were also replaced with 111,000 sq. ft. of retail uses in Land Bay IV-C.
SE 92-Y-006	September 14, 1992	IV-B	⁽²²⁾ Permitted the establishment of a minimum of 4 fast food restaurants with one drive-through in Land Bay IV-B of the Fair Lakes Retail Center.
SE 92-Y-038	November 16, 1992	IV-B	⁽²³⁾ Corrected an advertising error in SE 92-Y-006
FDPA 82-P-069-13-4	May 27, 1993*	IV-B	⁽²⁴⁾ Approved an amendment to the site layout for a 14.3 acre portion of Land Bay IV-B.
SEA 92-Y-038	July 12, 1993	IV-B	⁽²⁵⁾ Amended SE 92-Y-038 to allow 2 freestanding fast food restaurants in Building 5 of the Fair Lakes Retail Center.
FDPA 82-P-069-06-5 FDPA 82-P-069-11-2 FDPA 82-P-069-12-2, FDPA 82-P-069-14-1	May 5, 1994*	V-B	⁽²⁶⁾ Approved the removal of a health club, and added a third office building. Approved a surface parking area.
FDPA 82-P-069-9-4 FDPA 82-P-069-7-5 SE 95-Y-016	July 12, 1995* September 11, 1995	VII-A, VII-B, and VII-C	⁽²⁷⁾ Freestanding drive-through restaurant on the site with retail shopping center, drive-in bank, service station/quick service food store and carwash.
PCA 82-P-069-8 CDPA 82-P-069-6	October 30, 1995	II (TRW)	⁽²⁸⁾ Amended the accepted proffers and approved conceptual development plan to add an option to convert up to 607,215 SF of office uses to residential uses exclusive of affordable dwelling units and to convert 12,000 SF of office uses to eating establishments and fast food restaurant uses.
FDPA 82-P-069-13-5 FDPA 82-P-069-15-4	October 10, 1996*	IV-A, IV-B, and IV-C	⁽²⁹⁾ Modified the permitted square footage in Land Bays IVA, IVB and IVC.

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

Application	Date	Related Land Bay	Description
PCA 82-P-069-15 CDPA 82-P-069-3-1 FDPA 82-P-069-1-14 FDPA 82-P-069-10-4 PCA 82-P-069-16 CDPA 82-P-069-7-1 FDPA 82-P-069-11-5 FDPA 82-P-069-6-11 PCA 82-P-069-17 CDPA 82-P-069-3-3 FDPA 82-P-069-8-5 PCA 82-P-069-19 CDPA 82-P-069-3-2 FDPA 82-P-069-9-8 PCA 82-P-069-20 CDPA 82-P-069-1-1	October 15, 2007	V-A, V-B, VI-A, and VII-B	⁽⁴³⁾ Request to amend previously approved proffer condition amendments and final development plan amendments to approve an additional 1,240,000 square feet of mixed use development (comprised of office, retail, hotel and residential uses) in Fair Lakes. (Of this square footage, 113,000 square feet of office use was previously approved in FDPA 82-P-069-6-8 in Land Bay V-B.).
FDPA 82-P-069-1-15	October 25, 2007*	VI-A	⁽⁴⁴⁾ Request to amend FDPA 82-P-069-1-9 previously approved for office development with a child care center to permit residential development on an existing surface parking lot.

*Date of Planning Commission Approval

- On April 2, 1984, the Board of Supervisors approved RZ 82-P-069 to rezone 620 acres to the PDC District for Fair Lakes to permit a maximum of 5,078,000 square feet of non-residential uses, a minimum of 1,321 dwelling units with a maximum FAR (floor area ratio) of 0.25. FDP 82-P-069-01 was approved by the Planning Commission for portions of Land Bays V-A and VI for offices and multi-family, including a 107,000 square foot office building and surface parking lot on Tax Map 55-2 ((1)) 6.
- On July 10, 1986, the Planning Commission approved FDP 82-P-069-08 for a seven story 175,000 square foot office building, parking garage and surface parking (Tax Map 55-2 ((1)) 6A and 8) and FDPA 82-P-069-01-4 to permit a slight adjustment in the parking areas and the location of the access road.
- On March 6, 1986, the Planning Commission approved the FDP in the eastern portion of Land Bay VI-B located on the north side of Fair Lakes Parkway, west of West Ox Road. The FDP depicts 282 multi-family dwelling units located within 17 buildings and associated community recreation facilities.
- On July 24, 1986, the Planning Commission approved FDP 82-P-069-06 (Tax Maps 55-2 ((1)) 3B, 7A, 7B, 9A pt., 14A pt., 14B1, 14B2, 14B3, and 18). The development plan approved a maximum of 795,000 square feet consisting of two eight story office buildings at a maximum of 141,000 square feet each (located on the subject site for FDPA 82-P-069-06-8); one thirteen story hotel, a maximum of 220,000 square feet; two eight story office buildings at a maximum of 146,500 square feet each; and a health club at a maximum of 80,000 square feet.
- On April 9, 1987, the Planning Commission approved FDP 82-P-069-11, concurrent with FDPA 82-P-069-06-1. The Planning Commission also approved FDPA 82-P-069-01-6 and FDPA 82 P-069-08-1. FDPA 82-P-069-11 (Tax Maps 55-2 ((1)) 9A pt. and 14A pt.) approved surface parking in an area that had not been previously approved for development. FDPA 82-P-069-06-1 (Tax Maps 55-2 ((1)) 3B, 9A pt. 14A pt. 14B1, 14B2 and 14B3) permitted one 266,000 square foot twelve-story office building (located on the subject site), two ten story office buildings at 154,500

square feet each, an 80,000 square foot health club and a day care center. FDPA 82-P-069-06-1 and FDPA 82-P-069-08-1 amended the development plans to permit additional principal and secondary uses to be located within the previously approved office buildings with no change to the approved buildings.

6. On December 10, 1987, the Planning Commission approved FDP 82-P-069-12 and FDPA 82-P-069-06-2. FDPA 82-P-069-06-2 revised the final development plan for a 17.48 acre portion of Land Bay V-B of the Fair Lakes Development. Two office buildings, a restaurant, a portion of a health club and a parking deck were approved. FDP 82-P-069-12 consists of 3.80 acres located immediately to the west of FDPA 82-P-069-6-2 (this was the first FDP for this land area.) A portion of the health club, surface parking and an open space buffer which includes 2 stormwater management facilities are depicted on this development plan.
7. On July 16, 1987, the Planning Commission approved FDPA 82-P-069-10 to develop three office buildings in Land Bay V-A (Fair Lakes 3, 4, and 5) with associated surface parking.
8. **On July 20, 1987, the Board of Supervisors approved RZ 86-P-004, concurrent with PCA 82-P-069-03 and CDPA 82-P-069-03 to rezone 37.5 acres to the PDC District and incorporate the area into Fair Lakes to permit a maximum of 5,350,200 square feet of non-residential uses and a minimum of 1,457 dwelling units (the maximum 0.25 FAR was not modified).**
9. On June 30, 1988 the Planning Commission approved FDPA 82-P-069-9-1 to modify the parking and landscape buffer in Land Bay VII-B.
10. On July 1, 1988, the Board of Supervisors approved RZ 86-P-089 concurrent with PCA 82-P-069-04 to rezone two acres to the PDC District, incorporate the area into Fair Lakes to permit a maximum of 5,364,820 square feet of non-residential uses and a minimum of 1,464 dwelling units; the maximum 0.25 FAR was not modified.
11. On September 28, 1988, the Planning Commission approved FDPA 82-P-069-06-3 (Tax Maps 55-2 ((1)) 7A, 7B and 9A pt.) for 12.82 acres to permit minor reconfigurations and increase of the hotel from 220,000 square feet to 228,830 square feet.
12. **On October 2, 1989, the Board of Supervisors approved PCA 82-P-069-05 to reallocate 300,000 square feet of office uses to retail uses for Land Bay IV. FDP 82-P-069-13 impacted Land Bays IV-A, IV-B and IV-C by permitting the construction of a 750,000 sq. ft. shopping mall known as the "Galleria"; 5 office structures containing approximately 690,000 sq. ft.; 2 drive-through banks; and 1 automotive service center.**
13. On October 18, 1989, the Planning Commission approved FDPA 82-P-069-11-1 (Tax Maps 55-2 ((1)) 9A pt. and 14A pt.) for 3.59 acres to modify the surface parking lot and FDPA 82-P-069-06-4 (Tax Maps 55-2 ((1)) 9A pt.) for 27.11 acres to permit one ten story, 262,000 square foot office building and two fourteen story office buildings at a maximum of 505,947 square feet (combined.)
14. On May 2, 1990, the Planning Commission approved FDPA 82-P-069-9-2 and FDPA 82-P-069-7-2 to expand the Retail Center by 5,000 square feet and permit the construction of a fast food Restaurant within the Center.
15. On December 5, 1990, the Planning Commission approved FDPA 82-P-069-13-1 concurrent with FDP 82-P-069-15 to permit 560 multi-family units on portions of Land Bays IV-C and IV-D.
16. On December 5, 1990, the Planning Commission approved FDPA 82-P-069-08-2 to permit a 4,000 square foot drive-in bank in lieu of existing parking spaces. The Planning Commission also approved FDPA 82-P-069-01-8 to modify the parking requirements for the office building to meet the requirements of the revised Zoning Ordinance.

17. On January 9, 1991, the Planning Commission approved FDPA 82-P-069-01-9 to incorporate an 8,000 sq. ft. child care center into the northern existing office building located in Land Bay VI-A, add a play area in the parking area to serve the child care center; modify the existing parking to reflect the new office parking standards; and to modify the loading area adjacent to the southern building.
18. On July 17, 1991, the Planning Commission approved FDPA 82-P-069-10-2 to modify parking requirements for Land Bay V-A (Parcels 11B and 11C) pursuant to Zoning Ordinance amendments.
19. On July 17, 1991, the Planning Commission approved FDPA 82-P-069-01-10 to permit an additional 60,000 square foot building in lieu of existing parking spaces. The Planning Commission also approved FDPA 82-P-069-08-3 to modify the parking lot; and no changes were proposed to the existing office and approved drive-in bank.
20. **On October 28, 1991, the Board of Supervisors approved PCA 82-P-069-6 for Land Bays IV and V-B to increase retail uses by 200,000 square feet to a maximum of 1,100,000 square feet and decrease the minimum office uses by 504,820 square feet; however, the overall FAR for Fair Lakes was not modified. (The Planning Commission previously approved FDPA 82-P-069-013-02 for Land Bay IV-B to reconfigure the layout and approve 737,000 square feet of retail uses.)**
21. **On April 29, 1992, the Planning Commission approved FDPA 82-P-069-13-3 which impacted Land Bay IV-A and the western 4.5 acre portion of Land Bay IV-B and resulted in the replacement of 424,000 sq. ft. of office uses with 259,500 sq. ft. of retail uses. The Planning Commission also approved FDPA 82-P-069-15-1 which impacted Land Bay IV-C by replacing total of 157 multifamily units were replaced with 111,000 sq. ft. of retail uses in two buildings.**
22. On September 14, 1992, the Board of Supervisors approved SE 92-Y-006 to permit the establishment of a minimum of 4 fast food restaurants with one drive-through in a 16,000 sq. ft. building located on a 2.4 acre parcel of Land Bay IV-B of the Fair Lakes Retail Center. A revised plat was submitted shortly before the Planning Commission public hearing on which the amount of fast food uses increased from 8,000 to 13,000 sq. ft. (The advertising for the public hearing was for the originally submitted proposal of 8,000 sq. ft. rather than the revised proposal of 13,000 sq. ft., which invalidated the Board's approval of this application.)
23. On November 16, 1992, the Board of Supervisors approved SE 92-Y-038 to correct the advertising error in SE 92-Y-006.
24. On May 27, 1993, the Planning Commission approved FDPA 82-P-069-13-4 to amend the site layout for a 14.3 acre portion of Land Bay IV-B located on the southeast corner of the Fair Lakes Boulevard/Fair Lakes Parkway intersection; no change was made to the 115,000 sq. ft. of building area that was previously approved on this area.
25. On July 12, 1993, the Board of Supervisors approved SEA 92-Y-038 concurrent with FDPA 82-P-069-13-4 and amended SE 92-Y-038 to allow 2 freestanding fast food restaurants in Building 5 of the Fair Lakes Retail Center. The total square footage of the two restaurants was 10,000 sq. ft., with each restaurant containing a drive-through window.
26. On May 5, 1994, the Planning Commission approved FDPA 82-P-069-6-5, FDPA 82-P-069-11-2, FDPA 82-P-069-12-2, and FDPA 82-P-069-14-1 (Tax Maps 55-2 ((1)) 9A pt., 13, and 14A pt.) for 27.47 acres to modify the FDPs by eliminating the 40,000 square foot health club; adding a third office building; and increasing the total building area by 220,000 square feet. FDPA 82-P-069-11-2 approved the reconfiguration of a surface parking lot.
27. On July 12, 1995, the Board of Supervisors approved FDPA 82-P-069-9-4 (concurrent with FDPA 82-P-069-7-5 and SE 95-Y-016) to allow a freestanding drive-through restaurant on the site with retail shopping center, drive-in bank, service station/quick service food store and carwash.

28. On October 30, 1995, the Board of Supervisors approved PCA 82-P-069-08 and CDPA 82-P-069-6, which impacted Land Bay II (TRW site). These applications amended the accepted proffers and approved conceptual development plan to add an option to convert up to 607,215 sq. ft. of office uses to residential uses exclusive of affordable dwelling units and to convert 12,000 sq. ft. of office uses to eating establishments and fast food restaurant uses.
29. **On October 10, 1996, the Planning Commission approved FDPA 82-P-069-013-05 for Land Bays IVA, IVB, and IVC to approve an 885,798 square foot retail center.**
30. **On May 28, 1997, the Planning Commission approved FDPA 82-P-069-013-06 and FDPA 82-P-069-15-5 for Land Bays IVA, IVB and IVC to reduce the square footage of the site from 885,798 square feet to 843,804 square feet and transferred 41,994 square feet of retail intensity to Land Bay VB-3 as part of FDPA 82-P-069-06-6 and FDPA 82-P-069-14-2.**
31. On July 30, 1997, the Planning Commission approved FDPA 82-P-069-9-5 to expand a quick service food store and car wash.
32. On January 27, 1999, the Planning Commission amended FDP 82-P-069-5 for Land Bay VI-B of Fair Lakes to permit construction of an additional 32-unit multi-family building in the southwestern corner of the site.
33. **On July 9, 2001, the Board of Supervisors approved PCA 82-P-069-11 (with the Planning Commission having previously approved FDPA 82-P-069-013-08.) The applications converted 50,000 square feet of hotel use to retail uses for a maximum of 1,150,000 square feet of retail uses within Fair Lakes. These applications currently govern the subject property. See Appendix 6 for a copy of the proffers and Appendix 7 for a copy of the FDPA.**
34. On October 24, 2001, the Planning Commission approved FDPA 82-P-069-013-07 for a 6,000 square foot retail pad site within Land Bay IV-B.
35. On July 21, 2001, the Planning Commission approved an additional 160,000 square foot office building and a 4-story parking structure in a portion of Land Bay V-A.
36. On January 12, 2005, the Planning Commission approved FDPA 82-P-069-9-7 to amend a portion of FDP 82-P-069-9, previously approved for a retail shopping center, to permit building additions, an increase in parking, and site modifications to the Shops at Fair Lakes. This application also increased the gross floor area of the retail center by 3,350 square feet to a maximum of 18,874 gross square feet. The floor area of the retail center increased from 0.12 to 0.15.
37. On January 26, 2005, the Planning Commission approved FDPA 82-P-069-06-7 and FDPA 82-P-069-14-4 to remove a 200,000 square foot office building and four level parking deck and approved a 10,880 square foot retail pad site and an 11,500 square foot addition to an approved retail store. The approvals resulted in a reduction of intensity of 177,620 square feet. That office intensity is proposed to be used for office and residential development proposed by FDPA 82-P-069-06-8 and FDPA 82-P-069-11-03.
38. On February 3, 2005, the Planning Commission approved an amendment to the Final Development Plan (FDP) for retail (BJ's Wholesale Club) in Fair Lakes Center in Land Bay IV-B to permit the addition of an accessory service station with four pumps (eight pumping stations) and surface parking spaces.
39. On July 25, 2005, the Board of Supervisors approved CDPA 82-P-069-07, FDPA 82-P-069-06-08 and FDPA 82-P-069-11-03, concurrent with PCA 82-P-069-14, FDPA 82-P-069-01-13 and FDPA 82-P-069-08-04 to permit the addition of residential uses in Land Bay V-B; to amend the Final Development Plans to provide a 150,000 square foot multi-family building, 113,000 square foot office

- building and a four level parking garage; to amend the proffers for a portion of Fair Lakes to permit a reduction in the minimum office intensity and provide specific proffers related to the proposed residential uses in Land Bay V-B; and to amend the Final Development Plans to delete a previously approved but not constructed 60,000 square foot office building and 4,000 square foot drive-in bank and allow the existing surface parking to remain.
40. On October 4, 2006, the Planning Commission amended the previously approved FDP in Land Bay VI-B of Fair Lakes for multi-family development to permit a change in residential unit type to 13 townhouses.
 41. On March 1, 2007, the Planning Commission approved a request to amend FDP 82-P-069-6 on 7.68 acres (Tax Map 55-2 ((1) 7A & 7B) to build a one story 7,500 square foot ballroom addition on the northeast side of the existing 13-story Hyatt building and to relocate the drop-off area from the east side to the north side of the existing hotel building.
 42. On May 2, 2007, the Planning Commission approved a request to amend FDP 82-P-069-6, FDP 82-P-069-11, and FDPA 82-P-069-12 previously approved as an office development to permit an expansion of an existing parking structure, and the construction of an additional parking structure above an existing surface parking lot.
 43. **On October 15, 2007, the Board of Supervisors approved sixteen applications (PCA 82-P-069-15, CDDA 82-P-069-3-1, FDPA 82-P-069-1-14, FDPA 82-P-069-10-4, PCA 82-P-069-16, CDDA 82-P-069-7-1, FDPA 82-P-069-11-5, FDPA 82-P-069-6-11, PCA 82-P-069-17, CDDA 82-P-069-3-3 FDPA 82-P-069-8-5, PCA 82-P-069-19, CDDA 82-P-069-3-2, FDPA 82-P-069-9-8, PCA 82-P-069-20 and CDDA 82-P-069-1-1) to amend previously approved proffer condition amendments and final development plan amendments to approve an additional 1,240,000 square feet of mixed use development (comprised of office, retail, hotel and residential uses) in Fair Lakes. (Of this square footage, 113,000 square feet of office use was previously approved in FDPA 82-P-069-6-8 in Land Bay V-B.).**
 44. On October 25, 2007, the Planning Commission approved FDPA 82-P-069-1-15 on 10.65 acres located in Land Bay VI-A to amend FDPA 82-P-069-1-9 previously approved for office development with a child care center to construct 350,000 square feet (maximum of 400 dwelling units) of residential development in a high-rise structure, with a modified "U"-shaped building footprint on an existing surface parking lot. The maximum building height is proposed to be 115 feet (maximum of 11 stories to the south, tapering down to a minimum of 8 stories to the north), inclusive of structured parking.

COMPREHENSIVE PLAN PROVISIONS (Appendix 8)

In the Fairfax County Comprehensive Plan, 2007 Edition, Area III, Fairfax Center Area, as amended through September 25, 2006, Land Unit Recommendations, Land Unit G, pages 62-63, the Plan states:

"This land unit is planned for office mixed use with housing as a major secondary land use. Office development that incorporates architectural excellence, preservation and enhancement of natural features, uniform signing, lighting and landscaping systems and quality roadway entry treatments are development elements that must be achieved to justify the overlay level. Primary office building concentration should be oriented toward I-66 and the Fairfax County Parkway. Residential development should also incorporate high quality design features including active recreation facilities, open space, and landscaping including street

trees, site and building entry landscaping, and screening of community facilities. Impacts on existing residential neighborhoods must be mitigated through buffering and compatible land uses.

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

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

- Any additional retail and/or office use, and related parking, should be built on the surface parking lots or in place of existing buildings;
- A pedestrian-oriented environment should be created with any new development. All building facades should be designed in a way to encourage pedestrian activity. Parking should be provided in structures which should be wrapped, to the extent possible, with non-residential uses on the ground floor to encourage an active, walkable environment. Sidewalks should safely connect the development with the surrounding uses. Pedestrian connections should include attractive pavement treatments, safe crossings, and appropriate landscape features;
- Any additional retail and/or office use should be part of an integrated, pedestrian-oriented development; pad sites and drive-through uses are not appropriate;
- Outdoor seating, urban parks or plazas, and extensive landscaping should be provided in any new development;
- Design of the development should provide for the integration with the surrounding large-scale and stand-alone retail uses;
- Improvements are provided to address transportation impacts on internal roadway circulation patterns as well as on access to the shopping center; and
- Vehicular and pedestrian circulation should be well integrated with existing retail uses, including convenient bus access.

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

"Transportation improvements should be provided to mitigate the impact

associated with development above the .25 FAR overlay level. The intersection of the Fairfax County Parkway and the Fair Lakes Parkway is above capacity, and a grade-separated interchange is planned and under design. Additional mitigation measures to facilitate construction of this interchange should be provided with new development above the .25 FAR overlay level. Any development should be coordinated with the Fairfax County HOV Design Study. Improved bus service may be needed to serve additional development. A safe and efficient pedestrian system should link the key areas in Fair Lakes to provide appropriate connections between office, retail, hotel and residential uses.”

ANALYSIS

The applicant has filed three (3) concurrent applications related to the proposed 125,000 gross square feet of retail use and 112,000 gross square feet of office use development on 13.96 acres in Land Bay IV-A of Fair Lakes. These applications are PCA 82-P-069-18, CDPA 82-P-069-05-01, and FDPA 82-P-069-13-10.

PCA 82-P-069-18 proposes to amend the current proffers (PCA 82-P-069-11) for the site. CDPA 82-P-069-05-01 and FDPA 82-P-069-13-10 (CDPA/FDPA) seek to amend the current conceptual and final development plans on the site. A detailed analysis of the CDPA/FDPA is located below with references to related proffers in the PCA application.

Combined CDPA 82-P-069-05-01 and FDPA 82-P-069-13-10 Conceptual/Final Development Plan Amendment (CDPA/FDPA) (Copy at front of staff report)

Title of FDPA: Fair Lakes Land Bay IV-A
 Prepared By: Dewberry & Davis LLC and Davis Carter Scott
 Original and Revision Dates: The CDPA/FDPA consists of eleven sheets dated February 27, 2007 as revised through November 29, 2007.

Description of the Plan:

SHEET #	DESCRIPTION
Sheet 1	Cover Sheet, Sheet Index, Vicinity Map, General Notes
Sheet 2	Final Development Plan, Tabulations, Limits of the FDPA, Angle of Bulk Plane Detail, Curve Table
Sheet 3	Development Detail, Transportation Improvement Detail, Typical Tree with Structural Soil
Sheet 4	Landscape Details, Site Furnishing Details
Sheet 5	Architectural Perspectives, Massing Models

SHEET #	DESCRIPTION
Sheet 6	Architectural Elevations
Sheet 7	Stormwater Management Narrative and Outfall Analysis
Sheet 8	Stormwater Existing Conditions and Design Calculations
Sheet 9	Stormwater Drainage Plan and Calculations
Sheet 10	Conceptual Development Plan Amendment Key Map
Sheet 11	Fair Lakes Applications Key Map

The following features are depicted on the CDPA/FDPA:

Site Layout:

The applicant proposes to construct 125,000 gross square feet of retail use and 112,000 gross square feet of office use in a rectangular configuration in Land Bay IV-A. Within this rectangular configuration, the applicant proposes a maximum building height of 110 feet with a maximum of 7-stories above grade, which tapers down to 70 feet and includes up to 4 levels structured parking. In addition, the applicant seeks flexibility in building design to revise the building elevations during final architectural design. The applicant has proffered to an architectural design that is in substantial conformance with the conceptual elevations provided on Sheets 5 and 6 of the CDPA/FDPA and to use building materials compatible with the existing retail center.

Sheets 2 and 3 show a large rectangular building footprint located on an existing surface parking lot to the north of existing retail buildings in Land Bay IV-A. These surface parking spaces are proposed to be eliminated in favor of a maximum 7-story building structure vertically integrated with ground floor retail, three levels of above-ground structured parking and two levels of office uses. Two separate office structures are proposed to be located in the center of the building footprint above ground floor retail and above the structured parking with a maximum height of 110 feet. Structured parking is also proposed above ground floor retail uses to the east and west of the office uses and will have a maximum height of 70 feet (up to 4 levels).

A 20,000 square foot pedestrian plaza is provided on the ground floor between the proposed office uses and surrounded by retail uses. Pedestrian access is provided from existing sidewalks along the existing retail center and from planned sidewalks on all sides of the proposed development. A pedestrian arcade is provided between the proposed office buildings to connect the pedestrian plaza with the north side of the development. In addition, four vehicular access points are provided to the parking structures; three on the north side of the development

and one on the south side. The access point to the northwest is proposed to be exit only. Conceptual perspectives and elevations are provided on Sheets 5 and 6 of the CDPA/FDPA.

Roads and Access:

No new roads are proposed. The site has five existing access points; one from Fair Lakes Circle, two from Fair Lakes Parkway and two from Fair Lakes Boulevard. The main access point is from Fair Lakes Parkway, to the north of proposed development as shown on the CDPA/FDPA property.

Parking:

The applicant proposes additional office and retail development in place of an existing surface parking lot located to the immediate north of the existing retail buildings on the subject property. This proposal will displace approximately 586 existing surface parking spaces and relocate these spaces within the proposed parking structure. The structure will be located above ground floor retail and below the proposed office uses. The Zoning Ordinance requires 1,384 parking spaces on the site and the applicant proposes to provide 1,547 total spaces, which include 30 surface parking and 1,517 structured parking spaces. Four vehicular access points are provided to the structured parking; three on the north side of the development and one on the south side. The access point to the northwest is proposed to be exit only.

In addition, the applicant has proffered to provide a parking plan to ensure that the minimum Zoning Ordinance parking requirement for shopping centers will be provided to serve existing retail establishments while the proposed development is under construction. The applicant has committed to obtain all private agreements with adjacent and nearby property owners deemed necessary to permit use of excess parking spaces should additional spaces be required.

Pedestrian Access:

Pedestrian access to the proposed development is provided through a series of existing and planned trails. Existing trails are located along the south side of Fair Lakes Parkway and planned trails will be located on the west side of Fair Lakes Circle. These trails will connect to sidewalks on all sides of the proposed development. A 15 to 25 foot wide sidewalk will be located along the entire south side of the proposed development, which fronts the existing retail uses. This sidewalk leads to a 20,000 square foot pedestrian plaza located between proposed office uses and the existing retail uses to the south. A pedestrian arcade is provided between the proposed office uses to connect the pedestrian plaza with the north side of the proposed development and with trails along Fair Lakes Parkway. The applicant has proffered to construct the sidewalks depicted on the CDPA/FDPA to the County's Public Facility Manual (PFM) standards as approved by the Department of Public Works and Environmental Services

(DPWES). Sidewalks not located within the public right of way and those depicted in the pedestrian plaza will also be subject to public access easements.

In addition to the proposed sidewalks, the applicant has proffered to provide a bus shelter along Fair Lakes Parkway in the vicinity of the proposed development with a final location to be determined by the applicant in coordination with the Director of DPWES and FCDOT Transit Services. The applicant has also proffered to assume maintenance of the bus shelter area.

Open Space & Landscaping:

A minimum of 15% open space is required for the site; 20% open space is provided. The applicant proposes additional office and retail development in place of an existing surface parking lot and an existing pedestrian landscaped sidewalk (measuring 55 feet in width and 235 feet in length) located to the immediate north of the existing retail buildings on the subject property. The applicant has provided landscaping to replace the existing landscaped areas that will be cleared and has proffered to provide tree coverage and species diversity consistent with the PFM criteria as determined by UFM. The minimum caliper for the proposed deciduous trees will be (3) inches and evergreen trees will be at least 8 feet in height. For trees that are not planted within an 8-foot wide minimum planting area or that do not meet the minimum planting area required by the Public Facilities Manual (PFM), the applicant has proffered to provide a minimum of 130 square feet of surface area of structural soil for Category 4 shade trees and 90 square feet of surface area for Category 3 trees identified in the PFM. The applicant also proffered to provide streetscape elements and to develop the 20,000 square foot pedestrian plaza as shown on the CDPA/FDPA.

Proposed Dedicated Right-of-Way:

The subject property is located on the south side of Fair Lakes Parkway, which leads to the Fairfax County Parkway. VDOT project 7100-029-353A is a major interchange project for the intersection of Fair Lakes Parkway/Fairfax County Parkway. As part of this interchange project, right-of-way will be needed; this will be discussed in more detail in the Transportation Analysis.

Stormwater Management:

The 13.96 acre application property falls within the Cub Run watershed as well as within the County's Chesapeake Bay watershed. The stormwater management (SWM) narrative on Sheet 7 of the CDPA/FDPA indicates that the stormwater management for the site is accommodated by an off-site regional facility in accordance with the approved stormwater management plan for Fair Lakes.

Land Use Analysis (Appendix 8)

The application requests approval to permit the construction of 125,000 gross square feet of retail use and 112,000 gross square feet of office use, and to provide specific proffers related to the proposed uses in Land Bay IV-A. The Comprehensive Plan limits the proposed office use to 120,000 square feet in addition to 140,000 square feet of retail. A large surface parking and landscaped area currently occupies the site. The Plan requires that any additional retail and/or office use, and related parking, should be built on existing surface parking lots or in place of existing buildings. The Plan also recognizes the need to create a pedestrian-oriented environment with building facades designed in a way to encourage pedestrian activity. The design of the development should allow for integration with the surrounding large-scale and stand-alone retail uses. Parking is recommended to be provided in structures wrapped with non-residential uses on the ground floor to encourage an active, walkable environment. Sidewalks should be designed to safely connect the proposed development with the surrounding uses.

The applicant proposes a development program which includes ground level retail, structured parking up to 4-stories, and office structures up to 7-stories with a proposed a height of approximately 110 feet that tapers down to 70 feet. The proposed development has generally been limited to the existing parking lot. A 20,000 square foot pedestrian plaza with outdoor seating areas at ground level is proposed in front of a portion of the existing retail shops to offset the loss of existing landscaped areas and to meet the Plan guidance for creating a pedestrian oriented environment. Structured parking is integrated within the proposed development and pedestrian connections to existing retail uses are provided as required by the Plan. The applicant has also provided conceptual drawings of the proposed architecture and elevations of the proposed retail and office uses. Staff believes that the proposed development is generally consistent with the Comprehensive Plan conditions for pedestrian connections; buffering and screening; and site location.

Staff identified the following issues with respect to the specific Plan recommendation for intensity on the site.

Issue: Development Intensity and Design Compatibility

The Comprehensive Plan recommends a maximum of 120,000 square feet of office use and 140,000 square feet of retail under specific conditions. The applicant proposes a maximum of 237,000 gross square feet of development, which includes 125,000 gross square feet of retail use and 112,000 gross square feet of office use in the development. While this application generally meets those standards, staff remains concerned about the compatibility of the proposed structure as it relates to the existing retail development. Staff believes that it would be desirable to create a pedestrian-oriented environment with building facades designed in a way to encourage more pedestrian activity in the retail

center. The design of the development should allow for integration with the surrounding large-scale and stand-alone retail uses.

Resolution:

In response to staff's concern, the applicant has provided several pedestrian amenities on the site and has made several proffer commitments to help facilitate the creation of a pedestrian-oriented development within the existing retail center. The CDPA/FDPA depicts a 15 to 20 foot wide sidewalk along the entire south side of the proposed development, which fronts existing retail uses and leads to a proposed 20,000 square foot pedestrian plaza with ground floor retail on three sides. A pedestrian arcade is provided to connect the plaza with the north side of the proposed development and with trails along Fair Lakes Parkway. In addition, the applicant has proffered to an architectural design compatible with the existing retail center and to design the structured parking with architectural treatments that will soften the visual impact of the structured parking above the ground floor retail uses. The applicant has also proffered to provide a streetscape that is unified throughout the property. These commitments should help facilitate the creation of a pedestrian oriented development.

Issue: Displaced Parking

The Comprehensive Plan recommends that any additional retail and/or office use, and related parking, should be built on existing surface parking lots or in place of existing buildings. The applicant proposes additional office and retail development in place of an existing surface parking lot located to the immediate north of the existing retail buildings on the subject property. The Zoning Ordinance requires 1,384 parking spaces and the applicant proposes to provide a total of 1,547 total spaces, which include 30 surface parking and 1,517 structured parking spaces. While this proposal meets the Zoning Ordinance requirements after construction, staff is concerned about available parking for existing retail establishments during construction.

Resolution:

The applicant has proffered to provide a parking plan to ensure that the minimum Zoning Ordinance parking requirement for shopping centers will be provided to serve existing retail establishments while the proposed development is under construction. The applicant has also committed to obtain all private agreements with adjacent and nearby property owners deemed necessary to permit use of excess parking spaces should additional spaces be required.

Fairfax Center Design Guidelines (Appendix 9)

In the Fairfax Center Area, a checklist tool assists in evaluating rezoning and proffered condition amendment applications for conformance with the design

guidelines in the Comprehensive Plan. The checklist includes transportation, environmental, site design, land use and public facilities elements.

In order to justify development at the Overlay Level, this application must satisfy all applicable basic elements; all major transportation elements; all essential elements; three-fourths of the applicable minor elements; and one-half of the applicable major elements. This application for 125,000 gross square feet of retail use and 112,000 gross square feet of office use development in Land Bay IV-A is at the overlay level. Based on staff's analysis as found in Appendix 9, the application satisfies 100% of the applicable basic elements; 100% of the major transportation elements; 85% of the essential elements; 72% of the applicable minor elements; and 50% of the applicable major elements. In staff's opinion, the application has satisfied the necessary elements to justify development at the Overlay level.

Environmental Analysis (See Appendix 8)

Issue: *Water Quality / LID techniques*

Low Impact Development (LID) measures should be incorporated into the proposed development. While the existing facilities will meet stormwater management and Best Management Practices standards, staff feels that the request for additional density presents an opportunity to further enhance water quality with the addition of LID measures, such as filtergrass, porous pavement, or green roof areas.

Resolution:

The applicant has not proposed any LID measures. Staff has proposed a development condition which would require the applicant to coordinate with DPWES at the time of site plan review to incorporate innovative, LID measures where determined to be feasible on the site.

Transportation Analysis (See Appendix 10)

Overview:

Staff reviewed these applications for an additional 125,000 gross square feet of retail hotel and 112,000 gross square feet of office uses Land Bay IV-A in conjunction with the seventeen (17) other associated applications approved by the Board of Supervisors in October 2007. In total, these applications proposed an additional 1,477,000 gross square feet of mixed use development (comprised of office, retail, hotel and residential uses) in Fair Lakes. (Of this square footage, 113,000 square feet of office use was previously approved in FDPA 82-P-069-6-8 in Land Bay V-B.)

Staff expressed concern about the additional negative impact of the cumulative proposed development on the existing road network, which according to the applicant's own study, is already failing. In an attempt to address the impact of the development resulting from the current applications, as well as the previously approved applications, the applicant proffered to a number of improvements to existing intersections throughout Fair Lakes, including:

- the intersection of Fair Lakes Circle/Fair Lakes Parkway/Fair Valley Drive
- the intersection of Stringfellow Road/ Fair Lakes Boulevard
- the intersection of Fair Lakes Circle/Fair Lakes Shopping Center
- the intersection of Fair Lakes Parkway/ Fair Lakes Shopping Center Access Road

See Appendix 11 for an exhibit highlighting some of these improvements.

While all of these improvements are desirable, they will have only a minimal impact at relieving the impact of the additional trips generated by the proposed and recently approved development. The applicant's traffic study indicates that the additional uses proposed by all the applications will generate over 12,900 vehicle trips per day (after a 10% office/residential reduction for synergy/transit and a 15% reduction for retail pass-by trips). The study also indicates that 78% of the office, 66% of the retail and 82% of the residential trips generated with the total new development will access Fair Lakes via the Fairfax County Parkway/Fair Lakes Parkway intersection. Based on the applicant's traffic counts, the total new development would increase the existing pm peak hour intersection traffic by approximately 13.8%.

An interchange is presently under design, with plans completed to the 70% level. Construction funding is being identified, but a total cost for the interchange has not yet been determined. Based on plans engineered to date, the latest cost estimate is \$75 million dollars. As part of the previously approved applications (which are associated with the current applications) the applicant proffered to dedicate additional right-of-way and easements needed to facilitate the construction of sound walls, stormwater detention and trails along the interchange project. In addition, the applicant proffered to contribute to the Fairfax Center Road Fund and to provide an additional contribution to the Fairfax County Parkway/Fair Lakes Parkway Interchange. Staff believes that similar proffer commitments should be included in the current applications for additional retail and office uses in Fair Lakes Land Bay IV-A.

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

"The intersection of the Fairfax County Parkway and the Fair Lakes Parkway is above capacity, and a grade-separated interchange is planned

and under design. Additional mitigation measures to facilitate construction of this interchange should be provided with new development above the .25 FAR overlay level."

Resolution:

In order to address the Plan language, the applicant has carried forward similar proffer commitments to the previously approved applications. These commitments include a contribution to the Fairfax Center Area Road fund and a contribution of an additional one (1) dollar per square foot to the Board of Supervisors to be used for the Fairfax County Parkway/Fair Lakes Parkway Interchange project. The applicant has not committed to the dedication of additional right of way or easements mentioned in the previously approved applications. Since the proposed interchange is not adjacent to the subject property, staff believes that additional right of way and easements are not necessary.

Specific Transportation Concerns:

The applicant has worked closely with Department of Transportation staff and has addressed all of the site specific and overall transportation concerns.

Public Facilities Analyses

Fire and Rescue (Appendix 12)

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

Water Authority (Appendix 13)

The application property is served by Fairfax Water; adequate domestic service is available at the site from existing 16-inch, 12-inch and 8-inch water mains located at the property.

Sanitary Sewer (Appendix 14)

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

Stormwater Management (Appendix 15)

Stormwater Management and Best Management Practices will be provided through the existing Fair Lakes system. The adequacy of the system to serve the

proposed use will be determined at the time of site plan review.

Fairfax County Park Authority (Appendix 16)

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

Staff believes that the proposed 125,000 gross square feet of retail use and 112,000 gross square feet of office use will impact recreational service and facilities. The Comprehensive Plan for the Fairfax Center Area calls for a combination of private and public funding to contribute towards new facilities to serve both workers and residents. Recent monetary contributions have averaged 27 cents per square foot for non-residential uses in the Suburban Centers of the county.

Resolution:

The applicant has not addressed this request.

ZONING ORDINANCE PROVISIONS (Appendix 17)

Conformance with PDC District Regulations

Article 6

Fair Lakes is currently zoned Planned Development Commercial (PDC) and the applicant proposes to amend the PCA/CDPA/FDPA to permit the construction of 125,000 gross square feet of retail and 112,000 gross square feet of office use and to provide specific proffers related to these uses. Article 6 of the Zoning Ordinance sets forth the requirements regarding the principle and secondary uses permitted, use limitations, lot size requirements, bulk regulations and open space requirements. The district regulations are designed to ensure high quality standards in the layout, design and construction of commercial developments and to implement the stated purpose and intent of the Ordinance. Staff believes that these provisions are satisfied.

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

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

General Standard 1 requires substantial conformance with the Comprehensive Plan. The Comprehensive Plan recommends a maximum of 120,000 square feet of office use and 140,000 square feet of retail use under specific conditions. The applicant proposes a maximum of 237,000 gross square feet of development, which includes 125,000 gross square feet of retail use and 112,000 gross square

feet of office use in the development. Staff believes that, as proffered, the application is in harmony with the intent of the Plan, and that this standard is satisfied.

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

General Standard 3 requires that the design of the proposed development protect and preserve the natural features on the site. Existing retail shops, a large surface parking area and a landscaped area in the parking area currently exist on the site. The applicant proposes to limit development to the existing parking area and to provide a 20,000 square foot pedestrian plaza with outdoor seating areas at ground level in front of a portion of the existing retail shops to offset the loss of existing landscaped areas. The applicant has also proffered to provide additional landscaping and streetscape elements consistent with that shown on the CDPA/FDPA. In staff's opinion, this standard has been met.

General Standard 4 requires that the proposed development prevent substantial injury to the use and value of the existing surrounding development. The proposal is located in a parking lot serving existing retail establishments. Staff believes that the proposed retail and office uses are compatible with these existing uses but is concerned about the loss of parking during construction. The applicant has proffered to provide a parking plan to ensure that the minimum Zoning Ordinance parking requirement for shopping centers will be provided to serve existing retail establishments while the proposed development is under construction. The applicant has also committed to obtain all private agreements with adjacent and nearby property owners deemed necessary to permit use of excess parking spaces should additional spaces be required.

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

General Standard 6 requires that the planned development coordinate linkages among internal facilities and services as well as connections to major external facilities. As previously discussed, no new roads or entrances are proposed. The applicant proposes to add a traffic signal at the intersection of the Fair Lakes Center North Access Road and the entrance to the property from Fair Lakes Parkway. The applicant will also coordinate the timing of the traffic signal with the existing traffic signal at the entrance to Fair Lakes Retail Center from Fair Lakes Parkway. Pedestrian access to the proposed retail and office use development is provided through a series of existing and proposed trails. All trails will be

accessible to the public through the provision of appropriate public access easements. In staff's opinion, this standard has been met.

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

Par. 1 states that, at the peripheral lot lines, the bulk regulations and landscaping and screening for the proposed development should generally conform with the provisions of the most comparable conventional district. This application most closely resembles the C-7 District. The table below compares the proposed development to the requirements of the C-7 District.

Bulk Standards (C-7)		
Standard	Required	Provided
Front Yard	45° Angle of Bulk Plane (ABP), but not less than 40 feet (ABP = 110 feet for a 110 foot tall building)	145.38 feet 304.57 feet
Rear Yard	N/A (the subject property is defined as a through lot with no rear yard and two front yards; one fronting the principal entrance and the other fronting the Fairfax County Parkway ramp)	N/A
Building Height	90 feet subject to an increase permitted by the Board	110 feet
Open Space	15%	20%
FAR	0.80	0.61 (for this application area)

As illustrated in the Bulk Standards table, the proposed height is slightly greater than permitted in the C-7 District. However, staff believes that the proposed development is centrally located within the planned office/retail portion of the Fair Lakes, and is compatible with the surrounding uses in Fair Lakes.

Par. 2 states that open space, parking, loading, sign and other similar regulations shall have application in all planned developments. The application includes 20% open space, which is in excess of the open space requirement of 15% for the PDC District. In addition, the entire site (proposed development and existing retail center) requires 1,384 parking spaces. The applicant proposes to provide a total of 1,547 total spaces, which include 30 surface and 1,517 structured parking spaces. In addition, the applicant has proffered to provide a parking plan to ensure that the minimum Zoning Ordinance parking requirement for shopping centers will be provided to serve existing retail establishments while the proposed development is under construction. The applicant has also committed to obtain all private agreements with adjacent and nearby property owners deemed necessary to permit use of excess parking spaces should additional spaces be required. All other applicable Zoning Ordinance provisions have been satisfied

Par. 3 states that street systems should be designed to generally conform to the provisions of the Zoning Ordinance and should offer convenient access to mass transportation, recreational amenities and pedestrian access. No new roads are proposed. Pedestrian access to the proposed office development is provided through a series of existing and proposed trails. Trails not located within the public right of way and those depicted in the pedestrian plaza will also be subject to public access easements. This standard has been satisfied.

Waivers/Modifications:

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

The applicant has also requested a modification of the transitional screening and barrier requirements for the south property boundary adjacent to I-66 and to property zoned R-2. The Zoning Ordinance requires Transitional Screening 3 and Barrier E, F, or G. The ordinance allows a modification of the transitional screening and barrier requirements for developments that are separated from adjacent uses by an interstate highway or byway. Since the site to be buffered is across Interstate 66 and a significant distance away from the subject site, staff supports the request for a modification of the transitional screening and barrier requirement in favor of the existing landscaping.

Modification of PFM standard 12-0702.1B2 to permit the reduction of the minimum planting strip width requirement from 8 feet to a minimum of 6 feet as shown on the CDPA/FDPA.

The PFM requires that, at a minimum, street trees be planted in an eight (8) foot wide planting strip. The applicant is seeking a modification of this requirement in select locations of the site, primarily along internal streets, based on the premise that an at-grade eight (8) foot wide planting strip is too wide to facilitate a pedestrian-oriented streetscape. For that reason, in select locations as shown on the CDPA/FDPA, the applicant proposes to provide eight (8) foot planting beds for street trees, but to cantilever the sidewalk two (2) feet over such planting beds. The result is that an eight (8) foot wide planting area would be provided for the trees, but only six (6) feet of such area would be visible from grade level. In order to ensure the survivability of the trees, the applicant proposes to install structural soil within these eight (8) foot wide planting areas. The applicant's proposed landscaping plan has been reviewed by the UFM and their recommendations have been incorporated into the CDPA/FDPA proffers. Therefore, staff supports the requested modification.

Overlay District Requirements

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

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

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

The applicant proposes to amend the previously approved zoning case on the application property to implement a Comprehensive Plan amendment, and add 125,000 square feet of retail use and 112,000 square feet of office use to Land Bay IV-A of the Fair Lakes development. It is Staff's evaluation that the proposed development, as proffered, is in harmony with the use and intensity recommendations of the Comprehensive Plan, with the design guidance of the Fairfax Center Area and with the applicable Zoning Ordinance requirements.

Staff Recommendations

Staff recommends approval of PCA 82-P-069-18, subject to the proffers consistent with those contained in Appendix 1.

Staff recommends approval of CDPA 82-P-069-05-1.

Staff recommends approval of FDPA 82-P-069-13-10, subject to the Final Development Plan Amendment Conditions contained in Appendix 2.

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

Staff recommends the Board of Supervisors direct the Director of DPWES to approve a modification of PFM Standard 12-0702.1B2 to permit the reduction of the minimum planting width requirement from eight feet to six feet as shown on the CDPA/FDPA and described in the proffers.

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

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

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

APPENDICES

1. Draft Proffers PCA 82-P-069-18
2. Proposed Final Development Plan Amendment Conditions
FDPA 82-P-069-13-10
3. Affidavit for PCA 82-P-069-18, CDPA 82-P-069-5-1, and FDPA 82-P-069-13-10
4. Statement of Justification for PCA 82-9-069-18, CDPA 82-P-069-5-1, and
FDPA 82-P-069-13-10
5. Fair Lakes Land Use Zoning Tabulations
6. PCA 82-P-069-11 proffers
7. FDPA 82-P-069-13-8 plans and conditions
8. Plan Citations, Land Use and Environmental Analyses
9. Fairfax Center Area Checklist
10. Transportation Analysis
11. Applicant's Proposed Transportation Improvements
12. Fire and Rescue Comments
13. Fairfax Water Comments
14. Sanitary Sewer Comments
15. Stormwater Management Comments
16. Park Authority Analysis
17. Applicable Zoning Ordinance Provisions
18. Glossary of Terms

FAIR LAKES LAND BAY IV-A
 PCA 82-P-069-18
 DRAFT PROFFER STATEMENT
 AUGUST 2, 2007
 NOVEMBER 6, 2007
 NOVEMBER 14, 2007
 NOVEMBER 29, 2007
 DECEMBER 18, 2007

Pursuant to Section 15.2-2303A of the Code of Virginia, as amended, and subject to the Board of Supervisors approval of PCA 82-P-069-18, Fair Lakes Center Associates L.P. (the "Applicant") and the undersigned owners of the approximately 13.96 acres (known as Fairfax County Tax Map Parcels 55-2 ((4)) 12, 16, 19 and 26A and identified as a portion of Fair Lakes Land Bay IV-A), included in this application (the "Property"), proffers for themselves and their successors and assigns that development of the Property shall be in conformance with the previous proffers approved by the Board of Supervisors in PCA 82-P-069-11 and dated May 30, 2001, which proffers shall remain in full force and effect except as qualified by and subject to the following terms and conditions. In the event this application is denied, these revised proffers shall immediately be null and void and the previous proffers dated May 30, 2001 shall remain in full force and effect.

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

Allocation of Land Uses. Allocation of land uses as provided in the text accompanying the Conceptual Development Plan Amendment is affirmed as follows: No more than 388,800 square feet of principal and secondary uses shall be constructed on the Property.

In no event shall the amount of principal and secondary uses for the entirety of Fair Lakes exceed 8,558,005 square feet. Non-residential uses shall not exceed 6,090,002 square feet. Principal and secondary uses in Land Bays IV-A, V-A, V-B, VI-A and VII-B as contained within the application area for the following applications: (i) PCA 82-P-069-15; (ii) PCA 82-P-069-16; (iii) PCA 82-P-069-17; (iv) PCA 82-P-069-18; (v) PCA 82-P-069-19; and (vi) PCA 82-P-069-20, shall not exceed 2,435,782 square feet. However, up to 945,877 square feet in Land Bay II may be converted from non-residential to residential uses exclusive of ADUs and up to 14,200 square feet may be converted to eating establishments/fast food restaurant/personal service establishment uses in Land Bay II. Residential units shall not be fewer than 1,464.

The specific uses to be provided in the first phase of development are depicted in FDPs submitted for Land Bays I-A, I-B, V-A, VI-A and VI-B. Land Bay II shall be approximately 120 acres, and shall be developed in 1,463,616 square feet of employment, residential and eating establishment/fast food restaurant uses specified in the CDPA for Land Bays II-A and II-B. The residential square footage in Land Bay II shall not exceed 945,877 square feet which shall be exclusive of the square footage for affordable dwelling units. In addition, the residential square footage in Land Bay II shall not be counted towards, i.e., shall be deemed in its entirety to be in excess of, the fifty (50) percent limitation for residential use in the Fair Lakes PDC District as specified in Par. 5

of Sect. 6-206 of the Zoning Ordinance as well as the 2:1 ratio of primary to residential uses recommended for office-mixed use areas in the Fairfax Center Area. Residential square footage located in the remainder of Fair Lakes may be developed in excess of the fifty (50) percent (based upon the principal, non-residential uses in all of Fair Lakes) limitation set forth in Paragraph 5 of Section 6-206 of the Zoning Ordinance, as modified by the Board of Supervisors in other PCA applications.

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

2. **Substantial Conformity with Conceptual Development Plan Amendments.** The subject 13.96-acre PCA Application Property shall be developed in substantial conformance with the Conceptual Development Plan Amendment approved by the Board of Supervisors for the respective land bay, as further modified by all relevant Proffered Conditions for Fair Lakes, as follows: (i) CDPA 82-P-069-1 consisting of one sheet prepared by Dewberry & Davis as revised through July 12, 1984 and approved by the Board of Supervisors on September 24, 1984; (ii) CDPA 82-P-069-3 consisting of one sheet prepared by Dewberry & Davis, as revised through June 26, 1987 and approved by the Board of Supervisors on July 20, 1987; (iii) CDPA 82-P-069-4 consisting of one sheet prepared by Dewberry & Davis, as revised through May 20, 1988 and approved by the Board of Supervisors on August 1, 1988; (iv) CDPA 82-P-069-5 consisting of one sheet prepared by Dewberry & Davis, as revised through July 10, 1989 and approved by the Board of Supervisors on October 2, 1989; and (v) pending CDPA 82-P-069-05-01 consisting of eleven (11) sheets of the combined CDPA/FDPA plan prepared by Dewberry & Davis and dated February 27, 2007, as revised through November 29, 2007.
3. **Final Development Plan Amendments.** Notwithstanding that CDPA 82-P-069-05-01 appears on the same development plan with FDPA 82-P-069-13-10, consisting of eleven (11) sheets and described in Paragraph 2 above, it shall be understood that (i) said CDPA plan shall consist of the entire plan relative solely to points of access, general location of the proposed buildings, on-site vehicular circulation and common open space areas; and (ii) the Applicant has the option to request Final Development Plan Amendment ("FDPA") approvals from the Planning Commission in accordance with Section 16-402

of the Zoning Ordinance with respect to the remaining elements. The Applicant further retains the option to file partial Conceptual Development Plan Amendment(s) in the future.

4. **Architectural Design.** The architectural design of the retail/office building shall be in substantial conformance with the general character of the elevations shown on Sheet 5-6 of the CDPA/FDPA and shall be compatible with the existing retail center, which may be redesigned, through the use of compatible materials, color, retail cornice heights, canopies and/or other similar architectural elements. The Applicant reserves the right to revise the elevations as a result of final architectural design, so long as the character and quality of design remains in substantial conformance with those shown. Building materials for the retail/office building may include, but shall not be limited to the following materials: glass, masonry, pre-cast concrete, EIFS, ground and/or split face CMU.
5. **Trails.** Trails and sidewalks shall be provided in the locations depicted on the CDPA/FDPA and shall be constructed to PFM standards, subject to the approval of DPWES. Trails located outside of the public right-of-way shall be subject to public access easements.
6. **Landscaping.** Landscaping shall be generally consistent with the quality, quantity and the locations shown, respectively, on the "Landscape Detail" included as Sheet 4 of the CDPA/FDPA. At the time of planting, the minimum caliper for trees shall be as follows: large deciduous trees shall be at least three (3) inch caliper, and large evergreen trees shall be at least eight (8) feet in height. Actual types and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of site plan, for review and approval by UFM. Preference shall be given by the Applicant to utilizing native species to the extent feasible. This shall not be construed, however, to preclude the use of non-native species. Such landscape plans shall provide tree coverage and species diversity consistent with the PFM criteria, as determined by UFM.

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

structural soil or structural cells. The Applicant shall provide 72-hour notice to UFM prior to installation of the soil to allow verification of the composition of the structural soil or structural cells and verification that the structural soil or structural cell is the correct mix and is installed correctly. The Applicant shall provide written confirmation from a certified arborist and/or landscape architect demonstrating and verifying installation of structural soil or structural cells.

7. **Streetscape**. Streetscaping shall be provided as depicted on Sheet 4 of the CDPA/FDPA. The Applicant shall phase the installation of streetscape elements to coincide with those elements located adjacent to that portion of the retail/office building proposed for construction by individual site plans. Streetscape elements to be installed shall be depicted on applicable site plans and shall be installed prior to the issuance of the non-RUP for that portion of the retail/office building approved by an individual site plan. Streetscape elements (lighting fixtures, benches, trash receptacles and similar site features) shall be unified conceptually throughout the Property.
8. **Plaza Development**. Prior to issuance of the Non-RUP for the final phase of the retail portion of the retail/office building depicted on the CDPA/FDPA, the Applicant shall construct the new plaza area as detailed on Sheet 4 of the CDPA/FDPA. During construction of the retail/office building and the associated parking structure, the plaza area may be used for construction vehicles, construction staging and/or as surface parking until such time as the completion of the plaza area. A public access easement shall be provided for the plaza area constructed by the Applicant.
9. **Garage Entrance**. The garage entrance depicted in the northeast portion of the proposed retail/office building may be relocated to the east of the location depicted on the CDPA/FDPA, subject to final engineering. The final location of said garage entrance shall be determined by the Applicant in coordination with DPWES and FCDOT prior to site plan approval.
10. **Fairfax Center Area Road Fund Contribution**. The Applicant shall contribute to the Fairfax Center Area Road Fund in accordance with the "Procedural Guidelines" adopted by the Board of Supervisors on November 22, 1982, as amended as of the time of each such payment, subject to credits for all creditable expenses, as determined by FCDOT and DPWES.
11. **Transportation Improvements**. The following road improvements shall be provided by the Applicant, subject to and as approved by VDOT and DPWES. However, upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of a respective improvement has been unreasonably delayed by others or by circumstances beyond the control of the Applicant, the Zoning Administrator may agree to a later date for the completion of each such improvement:

A. Fair Lakes Circle/Fair Lakes Parkway (west)/Fair Valley Drive Intersection Improvements (Intersection 3).

1. Fair Lakes Parkway Westbound Left Turn Lane. At the time of final site plan approval for the last of the buildings depicted on subject application (PCA 82-P-069-18) and on the CDPA/FDPAs associated with PCA 82-P-069-15 (Land Bay V-A--Office), PCA 82-P-069-16 (Land Bay V-B), PCA 82-P-069-17 (Land Bay V-A--Residential) and PCA 82-P-069-19 (Land Bay VII-B), the Applicant shall evaluate the need for a second left turn lane from westbound Fair Lakes Parkway onto southbound Fair Lakes Circle, at the western intersection of these two roads. If, prior to said evaluation, DPWES and FCDOT determine that this improvement is necessary at the time of site plan approval for any of the buildings depicted on the above CDPA/FDPAs, then the Applicant shall construct this improvement prior to the issuance of the initial Non-RUP or RUP for the building depicted on said CDPA/FDPA. If this improvement is deemed to not be necessary, then prior to issuance of the initial Non-RUP or RUP for said final building referenced in the first sentence of this Paragraph 11(A)(1), the Applicant shall contribute the cost of constructing this improvement to the Board of Supervisors for use in the Fair Lakes Parkway/Fairfax County Parkway interchange project, VDOT project 7100-029-353. Should this interchange project be fully funded by the time of said contribution, then any funds contributed pursuant to this proffer shall be used by the County for other Fairfax Center Road Fund projects.
2. Fair Lakes Circle Northbound Exclusive Right Turn Lane. Prior to the issuance of the initial Non-RUP for the retail/office building depicted on the CDPA/FDPA, the Applicant shall restripe the northbound approach on Fair Lakes Circle, at its western intersection with Fair Lakes Parkway to provide a dedicated left turn lane, a shared left turn/through lane, and an exclusive right turn lane.

B. Stringfellow Road/Fair Lakes Boulevard Intersection Improvement.

1. Fair Lakes Boulevard Westbound Left Turn Lane. The Applicant shall restripe the westbound approach of Fair Lakes Boulevard, at its intersection with Stringfellow Road, to provide dual left turn lanes and an exclusive right-turn lane prior to the issuance of the initial Non-RUP for the retail/office building depicted on the CDPA/FDPA.

C. Fair Lakes Circle/Fair Lakes Shopping Center Intersection Improvement.

1. Fair Lakes Circle Northbound Left Turn Lane. The Applicant shall extend the length of the existing Fair Lakes Circle northbound left turn lane into the Fair Lakes Center by a minimum of 100 feet prior to the issuance of the initial Non-RUP for the retail/office building depicted on the CDPA/FDPA subject to approval by VDOT.

- D. Fair Lakes Parkway/Fair Lakes Shopping Center Access Road Improvement.
1. The Applicant shall extend the length of the existing dual left turn lanes from westbound Fair Lakes Parkway onto the Fair Lakes Center North Access Road by a minimum of 150 feet prior to the issuance of the initial Non-RUP for the retail/office building depicted on the CDPA/FDPA.
- E. Traffic Signal. Prior to the issuance of the initial Non-RUP for the retail/office building depicted on the CDPA/FDPA, the Applicant shall install a traffic signal at the intersection of the Fair Lakes Center North Access Road and the entrance to the Property from Fair Lakes Parkway. The Applicant shall coordinate the timing of said traffic signal with the existing traffic signal at the entrance to Fair Lakes Center from Fair Lakes Parkway for the purpose of reducing queuing on the North Access Road, subject to VDOT approval.
- F. Signal Modifications. The Applicant shall modify traffic signals at the intersections improved by these proffers, as deemed necessary, and subject to the approval of VDOT.
- G. Bus Shelter. The Applicant shall provide one (1) bus shelter, with an all weather pedestrian access to the adjacent trail, prior to the issuance of the initial Non-RUP for the proposed retail/office building depicted on the CDPA/FDPA, with no requirement for a turnoff lane or additional road improvements, along Fair Lakes Parkway in the vicinity of the proposed retail/office building depicted on the CDPA/FDPA, whose final location shall be determined by the Applicant in cooperation with the Director of DPWES and FCDOT Transit Services at the time of building permit issuance for said retail/office building, only (i) if a bus shelter has not been constructed in this vicinity by that time by others, and (ii) if it is determined that scheduled public or private bus service shall utilize said shelter. If the shelter is provided, the Applicant shall assume maintenance of the bus shelter area, including trash removal, and the maintenance responsibility shall be provided for in the Owners Association documents.
- H. Fairfax County Parkway/Fair Lakes Parkway Interchange Contribution. In addition to those funds contributed to the Fairfax Center Area Road Fund in accordance with Paragraph 10 above, the Applicant shall contribute an additional one dollar (\$1) per square foot to the Board of Supervisors to be utilized on the Fair Lakes Parkway/Fairfax County Parkway interchange project, VDOT project 7100-029-353. This additional contribution shall be made to the Board of Supervisors at the same time and in the same proportion as said Fairfax Center Area Road Fund contribution. Should this interchange project be fully funded by the time of site plan approval for the office building depicted on the CDPA/FDPA, then these funds shall be used by the County for other Fairfax Center Road Fund projects.
- I. Transportation Improvements by Others. To the extent any of the above-mentioned transportation improvements or transportation related monetary

contributions (except the contribution in Paragraph 11(E), immediately above) are constructed, bonded for construction or contributed by others pursuant to PCA 82-P-069-15, PCA 82-P-069-16, PCA 82-P-069-17, PCA 82-P-069-19, PCA 82-P-069-20 and/or any VDOT or County initiated project prior to the approval of a site plan for the office/retail building depicted on the CDPA/FDPA, then the Applicant shall be relieved of the commitment to construct or contribute towards each such constructed, bonded or otherwise satisfied transportation improvement.

12. **Transportation Demand Management.** The Applicant shall implement a Transportation Demand Management ("TDM") program to reduce office employee vehicle trips during peak periods. Office employees shall be advised of all TDM strategies by the TDM Coordinator, as described below. TDM coordination duties shall be carried-out by a designated agent/employer or transportation management coordinator(s) (collectively "TDM Coordinator"). The TDM Coordinator position may be a part of other duties assigned to the individual(s). This TDM Program shall only apply to the 112,000 square feet of office space depicted on the CDPA/FDPA whose approval is subject to PCA 82-P-069-18.
 - A. **Components of the TDM Program:** The TDM Program shall include the following components:
 1. **TDM Goal:** The TDM program shall be implemented to reduce by ten percent (10%) (the "TDM Goal") the A.M. and P.M. weekday peak hour vehicular trips associated with the proposed office, defined as the peak hour of travel between 6:00 A.M.-9:00 A.M. and 4:00 P.M.-7:00 P.M. respectively, derived from trip generation rates and/or equations applicable to office uses as set forth in the Institute of Transportation Engineers, Trip Generation, 7th Edition (Land Use Code 710-General Office Building).
 2. **TDM Program:** In order to meet the TDM Goal set forth in this Proffer, the Applicant shall implement this TDM Program, which may be amended, subject to approval of FCDOT, without the necessity of a PCA. Strategies shall include, but not limited to, the following initiatives that shall be implemented by the Applicant as the building is complete:
 - a) Within three (3) months following issuance of the initial non-RUP for the office buildings depicted on the CDPA/FDPA, the Applicant shall designate an individual to act as the TDM Coordinator for the Property whose responsibility shall be to implement the TDM Strategies, with on-going coordination with FCDOT, the Fair Lakes League and the Owner's Association(s). Upon designation of a TDM Coordinator, the contact information of the TDM Coordinator shall be provided to FCDOT within 10 days of such designation and updated within 10 days after changes occur in said designation;

- b) Participation in the Fairfax County Ride Share Program and other trip reduction programs sponsored by FCDOT;
 - c) Dissemination of materials regarding Metrorail, Metrobus, Fairfax Connector, ride-sharing, teleworking and other relevant transit options in sale/leasing packages and to retail employees;
 - d) Provision of information of potential carpool and vanpool options that may be available to office employees. Designated carpool and vanpool parking spaces shall be provided in preferred locations within the office building parking garage;
 - e) Provision of transit maps, schedules and other relevant transit option information to office employees through posting in the common-area of the office buildings, a newsletter or use of a community website;
 - f) The Fair Lakes community web site shall include information on the TDM program and on multi-modal transportation options;
 - g) The TDM Coordinator shall offer to meet annually with retail lessees of the 125,000 square feet of retail space depicted on the CDPA/FDPA to discuss transit options available to their employees;
 - h) Coordination with the Fair Lakes League and the Owner's Association(s) regarding potential TDM programs that may be implemented for existing uses; and
 - i) Provision of conveniently located bicycle parking in the office buildings structured parking area. Accessible shower and locker room facilities for employee usage shall be conveniently located in the office building.
3. TDM Budget: Upon designation of the TDM Coordinator, the Applicant shall (i) establish a TDM Account for the purpose of funding the implementation of the TDM Strategies stated in this proffer, and (ii) initiate the TDM fund with a \$10,000 contribution. The TDM Account shall be managed by the TDM Coordinator. A line item for further funding of the TDM Account shall be included in the Owner's documents, which shall provide that the TDM Account will not be eliminated and that TDM funds will not be utilized to pay the salary of the TDM Coordinator or for any other Non-TDM related purpose. The TDM Account shall be funded by the Owner with a minimum annual contribution of \$10,000 per year in addition to any TDM Remedy which may be contributed to the TDM Account pursuant to Paragraph 12(A)(5) below. The annual contribution may be provided to a larger, more inclusive Fair Lakes TDM Program, to further the goals set forth in this Paragraph, if such a TDM

Program is created that includes the office buildings depicted on the CDPA/FDPA.

4. **Monitoring:** Twelve (12) months following issuance of the initial non-RUP for the office buildings depicted on the CDPA/FDPA, the effectiveness of the TDM program shall be evaluated using surveys and/or traffic counts prepared by the TDM Coordinator in cooperation with, and as approved by FCDOT. The TDM Coordinator shall submit an Annual Report to FCDOT based upon said surveys or traffic counts, in order to facilitate determination by FCDOT of what trip reduction has been achieved. The Applicant shall conduct such surveys and/or traffic counts for three (3) years following the initial survey. Following build-out of the proposed retail/office building depicted on the CDPA/FDPA, the Applicant shall then conduct surveys and/or traffic counts annually until it is demonstrated through two (2) consecutive annual traffic counts that the TDM Goal has been achieved.
 5. **TDM Remedy:** In the event that the TDM Goal has not been achieved pursuant to the aforesaid two consecutive traffic counts, then the Applicant shall meet with FCDOT to review the TDM Program for the purpose of identifying additional strategies and programs that may be implemented to assist in achieving the TDM Goal for the office buildings depicted on the CDPA/FDPA. Until the TDM Goal has been met for two consecutive annual traffic counts, the Applicant shall contribute annually to the TDM account \$0.05 per gross square feet of office use on the Property, which remedy amounts shall be utilized on additional TDM strategies, as approved by FCDOT.
13. **Parking.** Parking shall be provided in accordance with the requirements of Article 11 Part 1 of the Zoning Ordinance. The Applicant reserves the right to provide more parking spaces than required by the Zoning Ordinance, so long as the resulting number of parking spaces do not diminish the amount of open space and the minimum distances to the peripheral lot lines depicted on the CDPA/FDPA. Fewer parking spaces than required by the Zoning Ordinance may be provided subject to the approval of a Parking Reduction Agreement.
 14. **Phased Parking Plan.** The Applicant shall ensure that the minimum Zoning Ordinance parking requirement for shopping centers will be provided to serve the existing retail establishments while the retail/office building depicted on the CDPA/FDPA is under construction. Prior to site plan approval for each phase of construction of the retail/office building, the Applicant shall obtain the private agreements with adjacent and/or nearby property owners of parcels of land located within the Fair Lakes development deemed necessary to permit the use of excess parking spaces should additional spaces be required to satisfy the minimum Zoning Ordinance parking requirement for shopping centers. Construction of each phase of the proposed retail/office building that requires displacement of existing surface parking spaces shall not commence during the time between October 1 and December 31.

15. **Parking Structure Design.** The parking structure elevations shall be treated with consistent individual design elements that may include, but not to be limited to, colored concrete panels, stamped concrete panels, glass, or other architectural treatment for the purpose of softening the visual impact of the parking structure.
16. **Parking Structure Lighting.** The Applicant shall utilize full cut-off, low-intensity or recessed lighting directionally shielded to mitigate the potential impact of light glare emanating beyond the limits of the Property from any of the parking structures. Such lighting shall meet the requirements of Article 14 of the Zoning Ordinance.
17. **Limits of Clearing and Grading.** The Applicant shall conform to the limits of clearing and grading as shown on the CDPA/FDPA, subject to the installation of utilities and/or trails as determined necessary by the Director of DPWES. If it is determined necessary to install utilities and/or trails outside of the limits of clearing and grading as shown on the CDPA/FDPA, they shall be located in the least disruptive manner necessary as determined by DPWES.
18. **Signage.** Signage shall be provided in accordance with Article 12 of the Zoning Ordinance and in conformance with the Fair Lakes Comprehensive Sign Plan, as may be amended.
19. **Density Credit.** All intensity of use attributable to land areas dedicated and/or permanent easements conveyed to the Board of Supervisors at the Applicant's expense pursuant to these proffers (including, without limitation, the dedications referenced above) shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to the residue of the subject Property.
20. **Successors and Assigns.** Each reference to "Applicant" in this Proffer Statement shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.
21. **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.

FAIR LAKES CENTER ASSOCIATES L.P.
*(Applicant and Title Owner of Parcels
55-2-((4))-12, 19)*

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

BY: _____
NAME: _____
TITLE: _____

FAIR LAKES ASSOCIATES L.C.
(Title Owner of Parcel 55-2-((4))-16)

BY: MVP Management, LLC
Its Manager

BY: _____
NAME: _____
TITLE: _____

FAIRFAX RETAIL L.C.
(Title Owner of Parcel 55-2-((4))-26A)

BY: Fairfax Retail, Inc.
Its Managing Member

BY: _____
NAME: _____
TITLE: _____

PROPOSED FINAL DEVELOPMENT PLAN AMENDMENT CONDITIONS

FDPA 82-P-069-13-10

December 27, 2007

If it is the intent of the Planning Commission to approve an office and retail development located at Tax Map 55-2 ((4)) 12, 16, 19 and 26A., staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions, which supersede all previously approved conditions as they pertain to this site. Previously approved conditions which are carried forward are marked with an asterisk *.

1. Development of the property shall be in substantial conformance with the Final Development Plan Amendment entitled "Fair Lakes Land Bay IV-A" prepared by Dewberry & Davis LLC and Davis Carter Scott consisting of eleven sheets dated February 27, 2007 as revised through November 29, 2007.
2. LID measures shall be incorporated into the final site design, including surface parking areas, as determined feasible by the applicant and DPWES at the time of site plan review.
3. The existing vegetation located along the entire south east boundary line and adjacent to the Ramp to I-66 and a portion of the Fairfax County Parkway shall remain as permanently undisturbed vegetation except for (1) the removal of dead, dying and/or diseased vegetation as approved by UFM, and/or (2) other disturbances to the extent approved by DPWES. Any vegetation removed within these areas shall be replaced with native plant species as approved by Urban Forest Management.
4. Signage for the retail center shall be in conformance with the Comprehensive Sign Program for the retail center, as it may be amended.*
5. As determined by DPWES, to minimize internal pedestrian and vehicular conflicts, special pavement treatments or pavement painting which clearly delineate pedestrian pathways shall be provided in general areas depicted as crosswalks on the FDPA*
6. A cumulative parking tabulation for the shopping center shall be submitted to the Director of DPWES in conjunction with each site plan. A nonresidential use permit shall not be issued for any use unless parking and loading is provided in accordance with Article 11 of the Zoning Ordinance as determined by DPWES.*

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

REZONING AFFIDAVIT

DATE: December 5, 2007
 (enter date affidavit is notarized)

I, Jeffrey H. Saxe, do hereby state that I am an
 (enter name of applicant or authorized agent)

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

95418a

in Application No.(s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
 (enter County-assigned application number(s), e.g. RZ 88-V-001)

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

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

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Fair Lakes Center Associates L.P.(1) Agents: Milton V. Peterson William E. Peterson Steven B. Peterson Jeffrey H. Saxe James W. Todd	12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Applicant and Title Owner of Parcels 55-2-((4))-12, 19 Agent for Title Owners of Parcels 55-2-((4))-16, 26A
Kevin M. Crown	12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Consultant and Agent for Applicant
Fair Lakes Associates L.C.(8) Agents: Milton V. Peterson William E. Peterson Steven B. Peterson James W. Todd	12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Title Owner of Parcel 55-2-((4))-16

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

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.
 ** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Rezoning Attachment to Par. 1(a)DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number (s))

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Fairfax Retail L.C.(9) Agents: Milton V. Peterson William E. Peterson Steven B. Peterson	12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Title Owner of Parcel 55-2-((4))-26A
Hunton & Williams LLP(12)	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorneys/Agents for Applicant
Francis A. McDermott John C. McGranahan, Jr. Michael E. Kinney	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorneys/Agents for Applicant
Aaron L. Shriber Elaine O'Flaherty Cox	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Planners/Agents for Applicant
Jeannie A. Mathews	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Paralegal/Agent for Applicant
Dewberry & Davis LLC(13) Agents: Philip G. Yates John William Ewing Janice M. Cena Philip C. Champagne (former) Gayle A. Hooper (former)	8401 Arlington Boulevard Fairfax, VA 22031	Engineers/Planners/Agents for Applicant
M. J. Wells & Associates, L.L.C.(15) Agents: Robin L. Antonucci Kevin R. Fellin Michael J. Workosky	14200 Spring Hill Road, Suite 600 McLean, VA 22102	Traffic Consultants/Agents for Applicant
Davis, Carter, Scott Ltd(19) Agents: Douglas N. Carter John F. Treiber Alexander von Lobbecke	1676 International Drive, Suite 500 McLean, VA 22102	Architects/Agents for Applicant

(check if applicable)

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

REZONING AFFIDAVIT

DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number(s))

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

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

CORPORATION INFORMATION

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

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Milton V. Peterson

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

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

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

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

Rezoning Attachment to Par. 1(b)

DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDP A 82-P-069-13-10
(enter County-assigned application number (s))

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

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

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

MANAGERS:
Milton V. Peterson
Otis D. Coston

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

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

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

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

Rezoning Attachment to Par. 1(b)

DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(7)Fair Lakes Center Investments L.L.C.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

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

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
York Investments L.P.,(6) Member
MVP Master Limited Partnership,(4) Member

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

MANAGERS:
Milton V. Peterson Steven B. Peterson
William E. Peterson Otis D. Coston, Jr.

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(8)Fair Lakes Associates L.C.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

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

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
MEMBERS:
MVP Master Limited Partnership(4) Jon M. Peterson
Lauren P. Fellows Steven B. Peterson
William E. Peterson
MANAGER:
MVP Management, LLC

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

FORMER MANAGERS:
Milton V. Peterson
James W. Todd
William E. Peterson

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

Rezoning Attachment to Par. 1(b)

DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(9)Fairfax Retail L.C.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

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

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
Fairfax Retail, Inc.,(10) Managing Member
Peterson Family Trust,(11) Member

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

FORMER MANAGERS:
Milton V. Peterson
William E. Peterson
Steven B. Peterson

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(10)Fairfax Retail, Inc.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

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

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
Milton V. Peterson

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

Milton V. Peterson, President/Director James J. Vecchiarelli, Treasurer
William E. Peterson, VP/Director Nancy Zabriskie McGrath, Secretary
Steven B. Peterson, VP/Director

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

Rezoning Attachment to Par. 1(b)

DATE: December 5, 2007
(enter date affidavit is notarized)

a5418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDP A 82-P-069-13-10
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(13)Dewberry & Davis LLC
8401 Arlington Boulevard
Fairfax, VA 22031

DESCRIPTION OF CORPORATION: (check one statement)

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

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
The Dewberry Companies LC(14)
Dennis M. Couture
James L. Beight
Eric D. Snellings (Former)

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

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(14)The Dewberry Companies LC
8401 Arlington Boulevard
Fairfax, VA 22031

DESCRIPTION OF CORPORATION: (check one statement)

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

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
Sidney O. Dewberry Michael S. Dewberry
Barry K. Dewberry Thomas L. Dewberry
Karen S. Grand Pre

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

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

Rezoning Attachment to Par. 1(b)

DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(15)M. J. Wells & Associates L.L.C.
14200 Spring Hill Road, Suite 600
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

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

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
M. J. Wells & Associates, Inc.,(18) Sole Member

Martin J. Wells & Associates, Inc.,(16) FORMER Member
Terence J. Miller & Associates, Inc.,(17) FORMER Member

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

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(16)Martin J. Wells & Associates, Inc. (FORMER)
1420 Spring Hill Road, Suite 400
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

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

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
Martin J. Wells

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

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

Rezoning Attachment to Par. 1(b)

DATE: December 5, 2007
(enter date affidavit is notarized)

AS 418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(17)Terence J. Miller & Associates, Inc. (FORMER)
14200 Spring Hill Road, Suite 600
McLean, VA 22102

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

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
Terence J. Miller

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

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

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

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

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

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

Rezoning Attachment to Par. 1(b)

DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(19)Davis, Carter, Scott Ltd
1676 International Drive, Suite 500
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

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

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

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

REZONING AFFIDAVIT

DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number(s))

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

PARTNERSHIP INFORMATION

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

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

(check if applicable) [] The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

GENERAL PARTNER:

Fair Lakes Retail Center, Inc.(2)

LIMITED PARTNERS:

Fair Lakes Retail L.C.(3)
York Investments L.P.(6)
Lauren P. Fellows
William E. Peterson
Jon M. Peterson
Steven B. Peterson
MVP Master Limited Partnership(4)
Fair Lakes Center Investments L.L.C.(7)

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

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

Rezoning Attachment to Par. 1(c)

DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number (s))

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

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

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

GENERAL PARTNERS:

Milton V. Peterson
MV Peterson Associates LC (Does not own 10% of Fair Lakes Center Associates L.P.)
MVP Management, LLC(5) (FORMER)

LIMITED PARTNERS:

Milton V. Peterson
MVP Investments L.C. (Does not own 10% of Fair Lakes Center Associates L.P.)

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

Rezoning Attachment to Par. 1(c)

DATE: December 5, 2007

9548a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number (s))

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

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

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

GENERAL PARTNER:

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

LIMITED PARTNERS:

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

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

Rezoning Attachment to Par. 1(c)

DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number (s))

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

(11) Peterson Family Trust
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

TRUSTEES:

William E. Peterson
Lauren P. Fellows
Nancy Z. McGrath

BENEFICIARIES:

William E. Peterson
Jon M. Peterson
Steven B. Peterson
Lauren P. Fellows

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

Rezoning Attachment to Par. 1(c)DATE: December 5, 2007
(enter date affidavit is notarized)

9548a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)(12)Hunton & Williams LLP
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Benjamin C. Ackerly	Jeannie P. Breckinridge	Alexandra B. Cunningham
Robert A. Acosta-Lewis	Craig A. Bromby	Sean B. Cunningham
Lawrence C. Adams	A. Todd Brown	William D. Dannelly
Richard L. Adams	Tyler P. Brown	Samuel A. Danon
Michael F. Albers	F. William Brownell	Barry R. Davidson
Virginia S. Albrecht	Peter N. Brudenall	John Deacon (nmi)
Kenneth J. Alcott	Kevin J. Buckley	Stephen P. Demm
Joseph B. Alexander, Jr.	Kristy A. Niehaus Bulleit	Kenneth L. Dobkin
Fernando C. Alonso	Joseph B. Buonanno	Dee Ann Dorsey
Thomas E. Anderson	Nadia S. Burgard	Edward L. Douma
Walter J. Andrews	Eric R. Burner	Mark S. Dray
W. Christopher Arbery	Brian M. Buroker	Sean P. Ducharme
Charles G. Ashton	Ferdinand A. Calice	Deidre G. Duncan
L. S. Austin	Matthew J. Calvert	George C. Dunlap, Jr.
Ian Phillip Band	Daniel M. Campbell	L. Traywick Duffie
Jeffery R. Banish	Thomas H. Cantrill	Frederick R. Eames
A. Neal Barkus	Curtis G. Carlson	Maya M. Eckstein
Haywood A. Barnes	Grady K. Carlson	Joseph C. Edwards
Rudene M. Bascomb	Jean Gordon Carter	Robert H. Edwards, Jr.
Jeffrey P. Bast	Charles D. Case	W. Jeffery Edwards
Philip M. Battles, III	Thomas J. Cawley	John C. Eichman
John J. Beardsworth, Jr.	Lawrence Chek (nmi)	Whitney C. Ellerman
Steven H. Becker	James N. Christman	L. Neal Ellis, Jr.
Kenneth D. Bell	Whittington W. Clement	Edward W. Elmore, Jr.
Stephen Bennett (nmi)	R. Noel Clinard	Charles Elphicke (nmi)
Melinda R. Beres	W. S. Cockerham	Frank E. Emory, Jr.
Lucas Bergkamp (nmi)	Herve' Cogels (nmi)	Juan C. Enjamio
Lon A. Berk	Myron D. Cohen	John D. Epps
Douglas M. Berman	Cassandra C. Collins	Patricia K. Epps
Mark B. Bierbower	Stacy M. Colvin	Kelly L. Faglioni
Jo Ann Biggs	Joseph P. Congleton	Susan S. Failla
Stephen R. Blacklocks	Terence G. Connor	James E. Farnham
Jeffrey M. Blair	Stephen Gregory Cope	Eric H. Feiler
Michael J. Blayney	Cameron N. Cosby	Chet A. Fenimore
James W. Bowen	T. Thomas Cottingham, III	Mark James Fennessy
Lawrence J. Bracken, II	Ted C. Craig	Norman W. Fichthorn
James P. Bradley	Cyane B. Crump	Andrea Bear Field
Sheldon T. Bradshaw	Ian Cuillerier (nmi)	Robert M. Fillmore
David F. Brandley, Jr.	Ashley Cummings (nmi)	Kevin J. Finto

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

Rezoning Attachment to Par. 1(c)

DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDDA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number (s))

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

(12)Hunton & Williams LLP (continued)
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

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

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

Rezoning Attachment to Par. 1(c)

DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number (s))

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

(12)Hunton & Williams LLP (continued)
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Michael F. Marino, III
Stephen S. Maris
Jeffrey N. Martin
John S. Martin
J. Michael Martinez de Andino
Walfrido J. Martinez
Christopher M. Mason
Michael P. Massad, Jr.
Scott H. Matheson
Joseph C. Mathews
Laurie U. Mathews
Richard E. May
John Gary Maynard, III
William H. McBride
Michael C. McCann
Thomas A. McConnell
Patrick J. McCormick, III
Robert G. McCormick
Francis A. McDermott
Alexander G. McGeoch
John C. McGranahan, Jr.
David T. McIndoe
James E. Meadows
Mark W. Menezes
Gary C. Messplay
James Forrest Miller
Thomas McN. Millhiser
Patrick E. Mitchell
John E. Moeller
Jack A. Molenkamp
Charles R. Monroe, Jr.
Royce W. Montgomery
Will S. Montgomery
T. Justin Moore, III
Thurston R. Moore
Bruce W. Moorhead, Jr.
Robert J. Morrow
Ann Marie Mortimer
Eric J. Murdock

Frank J. Murphy, Jr.
Ted J. Murphy
Thomas P. Murphy
David A. Mustone
James P. Naughton
Michael Nedzbala (nmi)
Henry V. Nickel
Lonnie D. Nunley, III
E. A. Nye, Jr.
John D. O'Neill, Jr.
Pam G. O'Quinn
Brian V. Otero
Randall S. Parks
Peter S. Partee
R. Hewitt Pate
William S. Patterson
H. R. Bert Peña
R. Dean Pope
Laurence H. Posorske
Kurtis A. Powell
Lewis F. Powell, III
Wesley R. Powell
Donna M. Praiss
J. Waverly Pulley, III
Robert T. Quackenboss
Arnold H. Quint
William M. Ragland, Jr.
Dionne C. Rainey
Gordon F. Rainey, Jr.
Katherine E. Ramsey
John Jay Range
Stuart A. Raphael
Craig V. Rasile
John M. Ratino
Robert S. Rausch
Keila D. Ravelo
Belynda B. Reck
Baker R. Rector
Shawn P. Regan

Sona Rewari (nmi)
Thomas A. Rice
William M. Richardson
James M. Rinaca
Michael D. Rist
Jennings G. Ritter, II
Kathy E. B. Robb
Daryl B. Robertson
Gregory B. Robertson
Robert M. Rolfe
Ronald D. Rosener
Michael Rosenthal (nmi)
William L. S. Rowe
Marguerite R. Ruby
D. Alan Rudlin
Mary Nash Rusher
Timothy R. Ryan
D. Kyle Sampson
Karen M. Sanzaro
Stephen M. Sayers
Arthur E. Schmalz
Gregory J. Schmitt
John R. Schneider
Howard E. Schreiber
Robert M. Schulman
Patricia M. Schwarzschild
Jeremy R. Schwer
P. Watson Seaman
James S. Seevers, Jr.
Douglass P. Selby
Joel R. Sharp
James W. Shea
Michael R. Shebelskie
Rita A. Sheffey
Michael A. Silva
William P. Silverman
Edmund W. Sim
Jo Anne E. Sirgado
William L. Sladek

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

Rezoning Attachment to Par. 1(c)

95418a

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1751 Pinnacle Drive, Suite 1700
McLean, VA 22102

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Thomas G. Slater, Jr.
B. Darrell Smelcer
Brooks M. Smith
Caryl Greenberg Smith
John R. Smith
Steven P. Solow
Lisa J. Sotto
Joseph C. Stanko, Jr.
Marty Steinberg (nmi)
John J. Stenger
Catherine B. Stevens
Gregory N. Stillman
Franklin H. Stone
C. Randolph Sullivan
Chanmanu Sumawong (nmi)
R. Michael Sweeney, Jr.
Henry Talavera (nmi)
Madeleine M. Tan
Andrew J. Tapscott
Robert M. Tata
Rodger L. Tate
W. Lake Taylor, Jr.
Wendell L. Taylor
Michael L. Teague
Robin Lyn Teskin
Paul R. Tetlow
John Charles Thomas
Martin K. Thomas
Gary E. Thompson
Paul M. Thompson
B. Cary Tolley, III
Timothy J. Toohey
Randolph F. Totten
Bridget C. Treacy
Thomas B. Trimble
Estelle J. Tsevdos
Melvin E. Tull, III
Julie I. Ungerman
Surasak Vajasit (nmi)

Travis E. Vanderpool
Mark C. Van Deusen
C. Porter Vaughan, III
Enid L. Veron
Stephen R. Voelker
Mark R. Vowell
Linda L. Walsh
William A. Walsh, Jr.
Lynnette R. Warman
Mark R. Wasem
Abigail C. Watts-FitzGerald
William L. Wehrum
Peter G. Weinstock
David B. Weisblat
Mark G. Weisshaar
Hill B. Wellford, Jr.
David E. Wells
G. Thomas West, Jr.
Jerry E. Whitson
Paul O. Wickes
Jonathan M. Wilan
David R. Wiles
Amy McDaniel Williams
Gerry L. Williams
Matthew J. Williams
Robert K. Wise
Allison D. Wood
John W. Woods, Jr.
David C. Wright
Scott F. Yarnell
William F. Young
Andrew D. Zaron
Lee B. Zeugin

FORMER PARTNERS:
Jennifer A. Albert
William S. Boyd
Lisa R. Brant
Christopher C. Campbell
William S. Cooper, III
Douglas W. Davis
Patrick A. Doody
Christopher L. Gaenzle
Martin T. Lutz
Robert J. Meuthing
Dan L. O'Korn
Swati Patel
B. Donovan Picard
Scott L. Robertson
Vance E. Salter
Stephen T. Schreiner
Melvin S. Schulze
Thomas J. Scott, Jr.
James E. Shepherd
Daniel C. Tepstein
Steven J. Valerio
Stephen F. White
David M. Young
Dennis L. Zakas

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

REZONING AFFIDAVIT

DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on the line below.)

NONE

(check if applicable) There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

DATE: December 5, 2007
(enter date affidavit is notarized)

95418a

for Application No. (s): PCA 82-P-069-18; CDPA 82-P-069-05-01; FDPA 82-P-069-13-10
(enter County-assigned application number(s))

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line below.)

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

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

Applicant Applicant's Authorized Agent

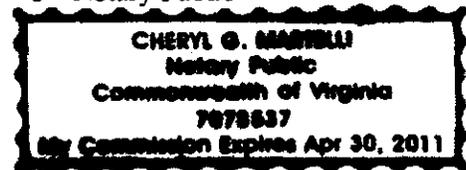
Jeffrey H. Saxe, Agent for Applicant

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

Subscribed and sworn to before me this 5th day of December 2007, in the State/Comm. of Virginia, County/City of Fairfax.

Cheryl G. Martelli
Notary Public

My commission expires: April 30, 2011



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Department of Planning & Zoning

MAR 02 2007

March 1, 2007

Zoning Evaluation Division

STATEMENT OF JUSTIFICATION

FAIR LAKES LAND BAY IV-A

PCA 82-P-069-
CDPA 82-P-069-
FDPA 82-P-069-13-10

These concurrent Proffered Condition Amendment/Conceptual Development Plan Amendment/Final Development Plan Amendment ("PCA/CDPA/FDPA") applications are filed on behalf of Fair Lakes Center Associates, L.P. (the "Applicant") on 13.96 acres of Land Bay IV-A identified as Tax Map Parcels 55-2 ((4)) 12, 16, 19 and 26A. FDPA 82-P-069-13-8, approved by the Planning Commission on May 31, 2001 currently governs the application area. This portion of Land Bay IV-A is occupied by surface parking spaces that serve the existing shopping center, and interior landscaping. The CDPA proposes to increase the permitted gross floor area ("GFA") of retail and office uses for this land bay. The PCA will address the proposed development and potential mitigation measures that may be provided to integrate the proposed development with the surrounding uses.

The Comprehensive Plan was recently amended to recommend that an additional 140,000 square feet of retail and 120,000 square feet of office uses would be appropriate for the subject portions of Land Bay IV-A, provided that the following conditions be met:

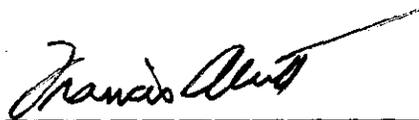
- Any additional retail and/or office use, and related parking, should be built on the surface parking lots or in place of existing buildings;
- A pedestrian-oriented environment should be created with any new development. All building facades should be designed in a way to encourage pedestrian activity. Parking should be provided in structures which should be wrapped, to the extent possible, with non-residential uses on the ground floor to encourage an active, walkable environment. Sidewalks should safely connect the development with the surrounding uses. Pedestrian connections should include attractive pavement treatments, safe crossings, and appropriate landscape features;
- Any additional retail and/or office use should be part of an integrated, pedestrian-oriented development; pad sites and drive-through uses are not appropriate;
- Outdoor seating, urban parks or plazas, and extensive landscaping should be provided in any new development;
- Design of the development should provide for the integration with the surrounding large-scale and stand-alone retail uses;
- Improvements are provided to address transportation impacts on internal roadway circulation patterns as well as on access to the shopping center; and
- Vehicular and pedestrian circulation should be well integrated with existing retail uses, including convenient bus access.

The Applicant proposes to provide 140,000 square feet of retail, structured parking, and 120,000 square feet of office space. The six-story structure will be vertically integrated with ground floor retail, three levels of structured parking, and anchored by office uses in two separate office buildings. Surface parking spaces will be eliminated to accommodate the new structure. The proposed garage will provide sufficient parking to meet the requirements of the existing and proposed uses.

This PCA/CDPA/FDPA is in conformance with the recommendations of the Comprehensive Plan. The proposed structure has been sited in an area currently occupied by surface parking spaces. A major design aspect of this structure is that it eliminates the expanse of existing surface parking, and provides a use that integrates the shopping center through pedestrian connections to other retail and office uses and Fair Lakes Parkway. Extensive streetscape elements will surround the structure, providing an inviting place for pedestrians. The proposed structure has been designed to provide an exciting area for office workers, shoppers and pedestrians to interact in a location that is pedestrian friendly and free of automobile conflicts.

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

Respectfully submitted,



Francis A. McDermott

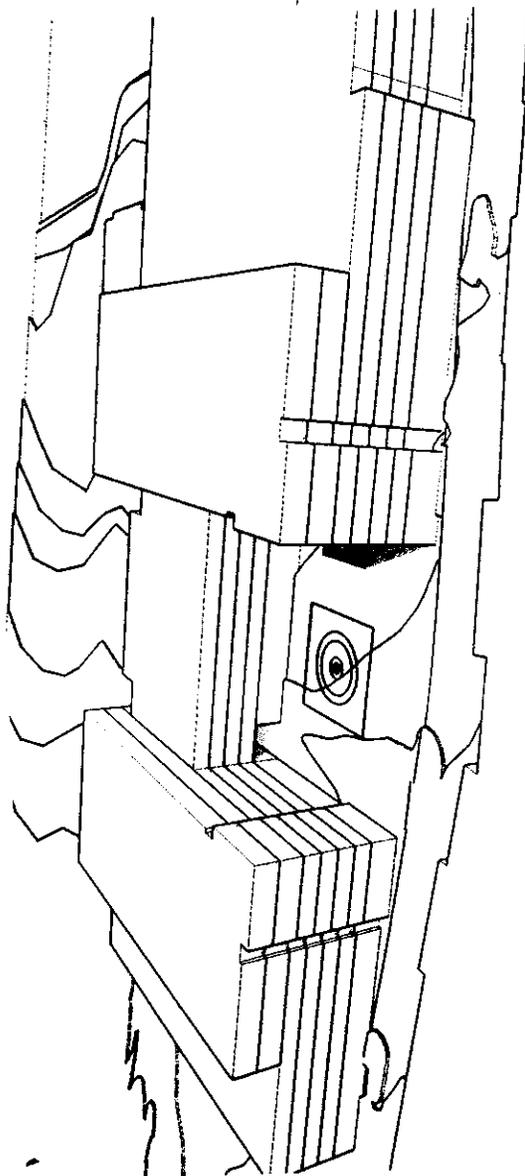
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Department of Planning & Zoning

MAR 02 2007

Zoning Evaluation Division

Perspective Land Bay IV-A

Fair Lakes
Center
Addition
(Town Square
Shadow Study
at 10 A.M.)



Page 1

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07/31/07

PAVIA
CORP.
DESIGN

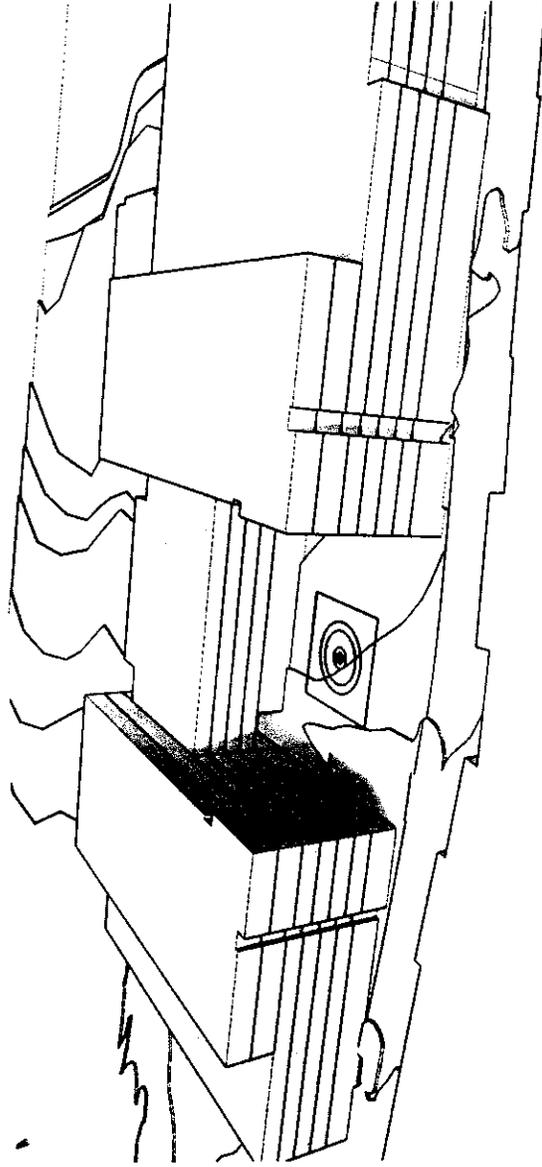
Fair Lakes Development
Fairfax County, Virginia

The Peterson Companies



Perspective Land Bay IV-A

**Fair Lakes
Center
Addition**
(Town Square
Shadow Study
at 2 P.M.)



Page 2

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07/31/07

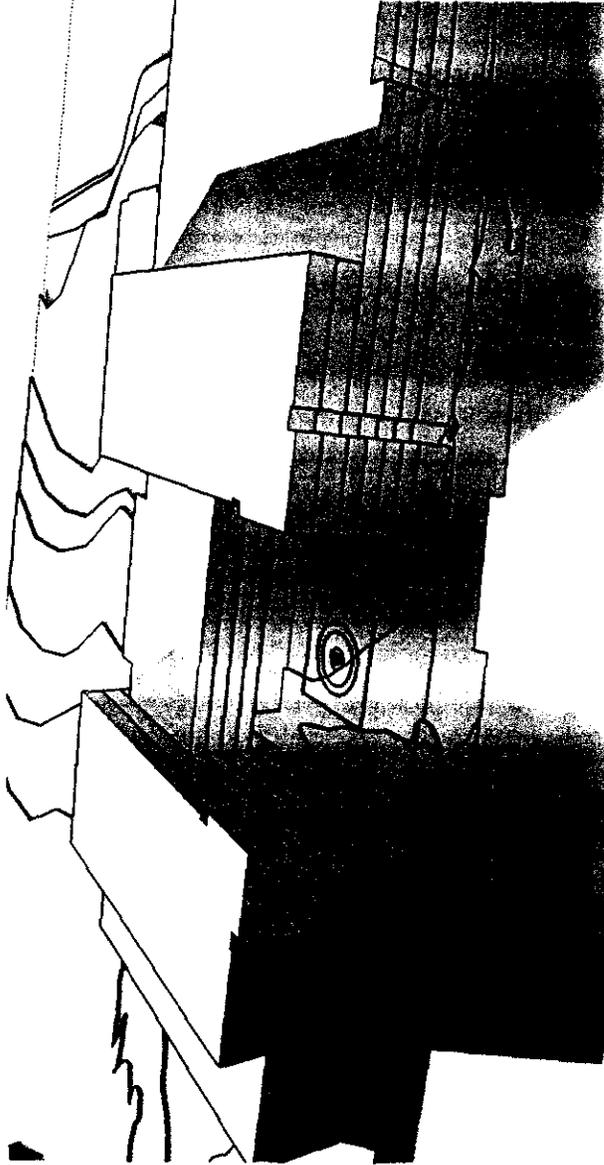
FAIR LAKES
CENTER
DESIGN
DESIGN

Fair Lakes Development
Fairfax County, Virginia

 The Peterson Companies

Perspective Land Bay IV-A

**Fair Lakes
Center
Addition**
(Town Square
Shadow Study
at 6 P.M.)



Page 3

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07/31/07

PAUL
SMITH
DESIGN

Fair Lakes Development
Fairfax County, Virginia

 The Peterson Companies

FAIR LAKES ZONING TABULATION* FOR 1994 ZONING
AS OF DECEMBER 4, 2007

Prepared by PE
12/4/2007 4:33 PM

DESCRIPTION	FDP #	APPRL DATE	SIZE ACRES	OFFICE SQ FT	HOTEL SQ FT	RETAIL SQ FT	TOTAL NON-RES. SQ FT	RES. DU'S	RES. SQ. FT.	TOTAL COMBINED SQ FT
Approved FDP's:										
Land Bay I-A-Batal	FDP 82-P-069-1	3/22/1984	42					114	206,251	206,251
Land Bay I-B-East Chase Windsor	FDP 82-P-069-1	3/22/1984	63					250	243,521	243,521
Land Bay I-B-West Summit BC/BS	FDPA 82-P-069-1-11	7/10/1996						590	595,000	595,000
Land Bay II-A-TRW Residential	FDPA 82-P-069-2-2	7/29/1988	43.5					495	607,215	607,215
Land Bay II-B-TRW Non-Res.	FDPA 82-P-069-2-1	10/26/1995	38.2	517,739	***		517,739	***		517,739
Land Bay II-C-TRW US Home**	FDPA 82-P-069-1-2	1/24/2002						167	338,662	338,662
Land Bay III-North Autumnwood	FDPA 82-P-069-3-1	9/23/1987	23.2					420	364,319	364,319
Land Bay III-South Stonecroft	FDP 82-P-069-3-2	6/30/1988	16.5					276	248,193	248,193
Land Bay IV-A-Fair Lakes Center	FDPA 82-P-069-13-6	5/28/1997	20.4							151,162
Land Bay IV-B-Fair Lakes Center	FDPA 82-P-069-13-6	5/28/1997	70.2							591,633
Land Bay IV-C-Fair Lakes Center	FDPA 82-P-069-15-5	5/28/1997	10							101,009
Land Bay IV-A-Jareds	FDPA 82-P-069-13-7									6,000
Land Bay IV-B-BJ's Gas	FDPA 82-P-069-13-9									250
Land Bay IV-D-Fair Lakes Green	FDPA 82-P-069-13-1	12/5/1990	20.0					203	396,224	396,224
Land Bay IV-D-Fair Lakes Green	FDPA 82-P-069-15-2	2/24/1993								0
Land Bay IV-D-Fair Lakes Green	FDPA 82-P-069-15-3	10/14/1993								0
Land Bay V-A-Bldg 1,2,6, bank	FDP 82-P-069-8	7/16/1986	25	341,826			4,000			345,826
Land Bay V-A-Bldg 1,2,6, bank	FDPA 82-P-069-8-1	4/9/1987								0
Land Bay V-A-Bldg 1,2,6, bank	FDPA 82-P-069-1-8	12/5/1990								0
Land Bay V-A-Bldg 1,2,6, bank	FDPA 82-P-069-10-12	7/17/1991								0
Land Bay V-A-delete 60k & Bank	FDPA 82-P-069-1-11			(60,000)			(4,000)			(64,000)
Land Bay V-A-FL III	FDP 82-P-069-10	7/16/1987	19.9	65,000						65,000
Land Bay V-A-FL III, IV, V	FDPA 82-P-069-10-1	7/26/1989								0
Land Bay V-A-F.L IV, V, VII	FDPA 82-P-069-10-3	7/26/2001								334,095
Land Bay V-B-AMS	FDPA 82-P-069-6-5	5/5/1994	27.5							260,000
Land Bay V-B-Hyatt Office & Condo	FDPA 82-P-069-6-6	7/25/2005		113,000				123	150,000	263,000
Land Bay V-B-Hyatt Office & Condo	FDPA 82-P-069-11-3	7/25/2005								-
Land Bay V-B-Hyatt Office & Condo	FDPA 82-P-069-12-3	7/25/2005								-
Land Bay V-B-Part Hotel, HyPlz, Off, Daycare	FDP 82-P-069-11	4/9/1987	29.3	262,000	228,830	8,000	498,830			498,830
Land Bay V-B-Part Hotel, HyPlz, Off, Daycare	FDPA 82-P-069-6-3	9/28/1988								0
Land Bay V-B-Part Hotel, HyPlz, Off, Daycare	FDPA 82-P-069-11-1	10/18/1989								0
Land Bay V-B-Part Hotel, HyPlz, Off, Daycare	FDPA 82-P-069-6-4	10/18/1989								0
Land Bay V-B-Hyatt Hotel Addition	FDPA 82-P-069-6-9	3/1/2007			7,500		7,500			7,500
Land Bay V-B-Office/Retail	FDPA 82-P-069-6-6	5/28/1997		200,000			195,000			395,000
Land Bank V-B-3 West Addition-East Mktl	FDPA 82-P-069-14-4	1/26/2005		(200,000)			22,380			(177,620)
Land Bank V-B-3 West Addition-East Mktl	FDPA 82-P-069-6-7	1/26/2005								-
Land Bay VI-A	FDP 82-P-069-1	3/22/1984	31.0	254,000			254,000			254,000
Land Bay VI-A	FDPA 82-P-069-1-9	1/8/1991								0
Land Bay VI-B	FDP 82-P-069-1	3/22/1984	39.6	125,000			125,000			125,000
Land Bay VI-B	FDP 82-P-069-4	10/3/1985								0
Land Bay VI-B	FDPA 82-P-069-1-3	7/10/1986								0
Land Bay VI-The Oaks	FDP 82-P-069-5	3/6/1986						282	262,929	262,929
Land Bay VI-The Oaks Addition	FDPA 82-P-069-5-1	1/27/1999						13	32,000	32,000
Land Bay VII-A Telecom. Facility	FDPA 82-P-069-7-6	4/2/2001		4,500			4,500			4,500
Land Bay VII-A&C	FDPA 82-P-069-7-5	7/12/1995	26.1	54,720	90,000	22,800	167,520			167,520
Land Bay VII-B	FDPA 82-P-069-9-4	7/12/1995	9.2			25,673	25,673			25,673
Land Bay VII-B	SE 95-Y-016	9/11/1995								0
Land Bay VII-B Shops Addition	FDPA 82-P-069-9-5					3,500	3,500			3,500
Right of Way not included in Approving/Pending FDP's			62.6							0
SUB-TOTAL	APPROVED FDP's		617.2	2,271,860	326,330	1,127,407	3,725,617	2,873	3,444,314	7,169,931

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

TOTAL	617	2,275,360	326,330	1,136,799	3,738,509	2,873	3,444,314	7,182,823
% OF TOTAL MAX		31.68%	4.54%	15.83%	52.05%		47.95%	100.00%

TOTAL PROFFERED MAX	658	4,964,820	750,000	1,150,000	5,364,820	N/A	3,444,314	7,182,823
TOTAL PROFFERED MINIMUM	N/A	2,250,000	200,000	200,000	N/A	1,464		

* Acreage and FAR amounts are from Approved and Pending FDP's. Actual amounts may vary after engineering is completed.
 ** w/o ADU's: w/ ADU's is 406.394
 *** The adjusted (but not controlling) Non-Residential cap is 4,418,943 SF. Proffers on Land Bay II (TRW) dated 1/27/98 and 1/24/02, respectively, and accepted pursuant to approval of PCA 82-P-069-9 and of PCA 82-P-069-12 on 8/3/98 & 1/28/02, respectively, permitted conversion of 607,215 SF and 338,662 SF from non-residential to residential use, which total 945,877 residential SF is not to be counted against the 50% residential use limitation for the Fair Lakes PDC per proffer #2 in PCA 82-P-069-12, dated 1/24/02. By the same proffer, the 14,000 SF retail component in Land Bay II is not to be counted against the overall Fair Lakes retail cap.

FAIR LAKES REZONING TABULATION FOR 2007 ADDITIONAL DENSITY
AS OF DECEMBER 4, 2007

Prepared by: PB
12/4/2007 4:33 PM

DESCRIPTION	FDP #	APPRL DATE	SIZE ACRES	OFFICE SQ FT	HOTEL SQ FT	RETAIL SQ FT	TOTAL NON-RES. SQ FT	RES. DU'S	RES. SQ. FT.	TOTAL COMBINED SQ FT
Approved FDP's:										
Land Bay V-A Office	FDPA 82-P-069-10-4		27.43	267,000			267,000			267,000
	FDPA 82-P-069-1-14						-			-
Land Bay V-A Residential	FDPA 82-P-069-8-5		6.37					350	300,000	300,000
Land Bay V-B Hyatt Office	FDPA 82-P-069-11-5		11.71	100,000			100,000			100,000
	FDPA 82-P-069-6-11						-			-
Land Bay VI-A Courts Residential	FDPA 82-P-069-1-15		10.65					400	350,000	350,000
Land Bay VII-B Shops / Hotel	FDPA 82-P-069-9-8		4.7		105,000	5,000	110,000			110,000
SUB-TOTAL	APPROVED FDP's		62.86	367,000	105,000	5,000	477,000	750	650,000	1,127,000
Pending Approval:										
Land Bay IV-A Fair Lakes Ctr	FDPA 82-P-069-13-10		13.96	112,000		125,000	237,000			237,000
SUB-TOTAL	PENDING APPROVAL		13.96	112,000		125,000	237,000			237,000
TOTAL			77	479,000	105,000	130,000	714,000	750	650,000	1,364,000
% OF TOTAL MAX				35.12%	7.70%	8.53%	52.35%		47.65%	100.00%



FAIRFAX COUNTY

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

V I R G I N I A

Telephone: 703-324-3151

FAX: 703-324-3926

TTY: 703-324-3903

August 1, 2001

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

RE: Proffered Condition Amendment
Number PCA 82-P-069-11

Dear Mr. McDermott:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on July 9, 2001, approving Proffered Condition Amendment PCA 82-P-069-11 in the name of Fair Lakes Center Associates, L. P., to amend the proffers for RZ 82-P-069 to permit reallocation of non-residential FAR to permit mixed use development at an overall Floor Area Ratio (FAR) of 0.24 located on the north side of I-66, south of Fair Lakes Parkway, approximately 1/2 mile west of the Fairfax County Parkway, on subject parcel 55-2 ((4)) 7, 8, 12, 14, 16, 18, 19, 21A, 22A, 25, 26A (formerly known as 26 and 27) and 28, subject to the proffers dated May 30, 2001, consisting of approximately 35.86 acres located in Springfield District.

The Conceptual Development Plan Amendment was approved; the Planning Commission having previously approved Final Development Plan FDPA 82-P-069-13-8 on May 31, 2001, subject to the Board's approval of PCA 82-P-069-11.

The Board also reaffirmed the following waiver and modifications approved with the previous applications on the property:

- **Waived the barrier requirement along I-66**
- **Modified the transitional screening requirement and waiver of the barrier requirement along Fair Lakes Boulevard**

PCA 82-P-069-11
August 1, 2001

- 2 -

- **Modified the transitional screening requirement adjacent to the residential units in Land Bay 4C**
- **Modified of the transitional screening requirements in favor of the use of existing vegetation.**

Sincerely,



Nancy Vehrs
Clerk to the Board of Supervisors
NV/ns

cc: Chairman Katherine K. Hanley
Supervisor Springfield District
Janet Coldsmith, Director, Real Estate Div., Dept. of Tax Administration
Michael R. Congleton, Deputy Zoning Administrator
Barbara A. Byron, Director, Zoning Evaluation Div., DPZ
Thomas Conry, Dept. Mgr. - GIS - Mapping/Overlay
Robert Moore, Trnsprt'n. Planning Div., Dept. of Transportation
Charles Strunk, Project Planning Section, Dept. of Transportation
Michelle Brickner, Deputy Director, DPWES
Kenny King, Proffer Administrator, Plans & Document Control, OSDS, DPWES
Frank Edwards, Department of Highways - VDOT
Land Acq. & Planning Div., Park Authority
District Planning Commissioner
James Patteson, Director, Facilities Mgmt. Div., DPWES
Barbara J. Lippa, Director Planning Commission

RECEIVED
DEPARTMENT OF PLANNING AND ZONING
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ZONING EVALUATION DIVISION
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DEPARTMENT OF PLANNING AND ZONING
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FAIR LAKES CENTER ASSOCIATES L.P.
PCA 82-P-069-11
PROFFER STATEMENT

May 10, 2001

May 16, 2001

May 30, 2001

Pursuant to Section 15.2-2303A of the Code of Virginia, as amended, and subject to the Board of Supervisors approval of PCA 82-P-069-11, the owners and Fair Lakes Center Associates L.P. (the "Applicant"), for themselves and their successors and assigns, hereby proffer that development of Fairfax County Tax Map Parcels 55-2 ((4))-7, 8, 12, 14, 16, 18, 19, 21A, 22A, 25, 26A (formerly parcels 26 and 27) and 28, containing approximately 35.86 acres (the "Property"), shall be in conformance with the previous proffers approved in PCA 82-P-069-6 and dated October 9, 1991, which proffers remain in full force and effect except as qualified by and subject to the following terms and conditions. In the event this application is denied, these revised proffers shall immediately be null and void and the proffers dated October 9, 1991 shall remain in full force and effect.

1. **Allocation of Land Uses.** No more than 7,182,823 square feet of principal and secondary uses shall be constructed on the subject property. Non-residential uses shall not exceed 5,364,820 square feet. Residential units shall not be fewer than 1,464.

The specific uses to be provided in the first phase of development are depicted in FDPs submitted for Land Bays I-A, I-B, V-A, VI-A and VI-B. Land Bay II shall be approximately 120 acres, and shall be developed in 1,463,616 square feet of the employment uses specified in the CDP for Land Bay II. A mix of principal and secondary uses shall be distributed over the remainder of the site, with other retail, hotel and other residential uses to be located in Land Bays III, IV and V. The aggregate non-residential square footage shall not exceed 5,364,820 square feet, of which 200,000 to 750,000 square feet shall be allocated to hotel use, 200,000 to 1,150,000 square feet to uses such as retail uses, accessory service uses, retail sales establishments, child care centers, eating establishments, financial institutions, health clubs, theaters, service stations, car washes and other principal and secondary PDC uses that are neither residential, hotel or office/research in character, and 2,960,000 to 4,964,820 square feet to office, research and other non-retail uses. Specific uses shall be designated at the time the FDPs are submitted. For purposes of this proffer, the designation of a building as office or other employment use shall be construed to permit inclusion of fast food (e.g., delicatessen), financial institution, and other such accessory and personal service uses on the ground and/or first floor level of such building, it being understood that the details of any drive-thru and/or child care uses must be the subject of final development plan or special exception approval.

2. **Traffic Signal Contribution.** At the time of issuance of a non-residential use permit for 25,000 square feet or more cumulatively in excess of 151,162 square feet in Land Bay IV-A and/or 591,633 square feet in Land Bay IV-B, the Applicant shall contribute \$20,000 toward the construction of a traffic signal at the intersection of Shoppes Lane and Fair Lakes Circle (Route 7701). In the event that the signal has been constructed prior to this threshold being reached, this contribution shall be used for other traffic signals within the immediate vicinity.

3. **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.

FAIR LAKES CENTER ASSOCIATES

(Applicant/Title Owner of Parcels 55-2-((4))-12, 14, 19,
21A, 22A, 25, 28)

BY: FAIR LAKES RETAIL, L.C., General Partner

BY: 
NAME: Milton V. Peterson
TITLE: Manager

VICTOR LIMITED PARTNERSHIP

(Title Owner of Parcels 55-2-((4))-7, 16)

BY: 
NAME: Milton V. Peterson
TITLE: General Partner

BOND IV DELAWARE BUSINESS TRUST

Title Owner of Parcel 55-2-((4))-8

BY: WILMINGTON TRUST COMPANY, not in
its individual capacity but solely as Trustee

BY: _____
NAME: _____
TITLE: _____

BY: _____
William J. Wade, Trustee

[SIGNATURES CONTINUE]

COOKER RESTAURANT CORPORATION
(Title Owner of Parcel 55-2-((4))-18)

BY: 
NAME: HENRY A. HUENNEKE
TITLE: CHAIRMAN & CEO

FAIRFAX RETAIL L.C.
(Title Owner of Parcel 55-2-((4))-26A, formerly known
as Parcels 55-2-((4))-26 and 27)

BY: _____
NAME: _____
TITLE: _____

FAIR LAKES CENTER ASSOCIATES

(Applicant/Title Owner of Parcels 55-2-((4))-12, 14, 19, 21A, 22A, 25, 28)

BY: FAIR LAKES RETAIL, L.C., General Partner

BY: _____
NAME: _____
TITLE: _____

VICTOR LIMITED PARTNERSHIP

(Title Owner of Parcels 55-2-((4))-7, 16)

BY: _____
NAME: _____
TITLE: _____

BOND IV DELAWARE BUSINESS TRUST

Title Owner of Parcel 55-2-((4))-8

BY: WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Trustee

BY: *Sandra R. Ordly*
NAME: SANDRA R. ORDLY
TITLE: Financial Services Officer

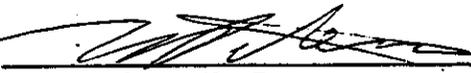
BY: *W. Wade*
William J. Wade, Trustee

[SIGNATURES CONTINUE]

COOKER RESTAURANT CORPORATION
(Title Owner of Parcel 55-2-((4))-18)

BY: _____
NAME: _____
TITLE: _____

FAIRFAX RETAIL L.C.
(Title Owner of Parcel 55-2-((4))-26A, formerly known
as Parcels 55-2-((4))-26 and 27)

BY:  _____
NAME: Milton V. Peterson
TITLE: Manager

APPROVED DEVELOPMENT CONDITIONS

FDPA 82-P-069-13-8

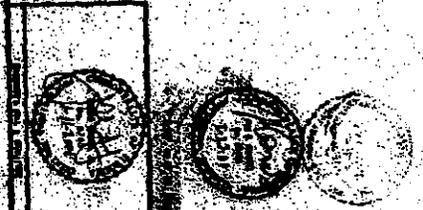
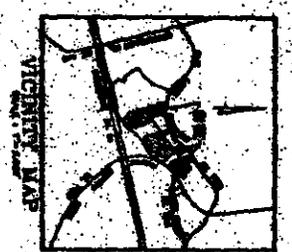
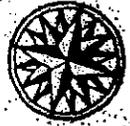
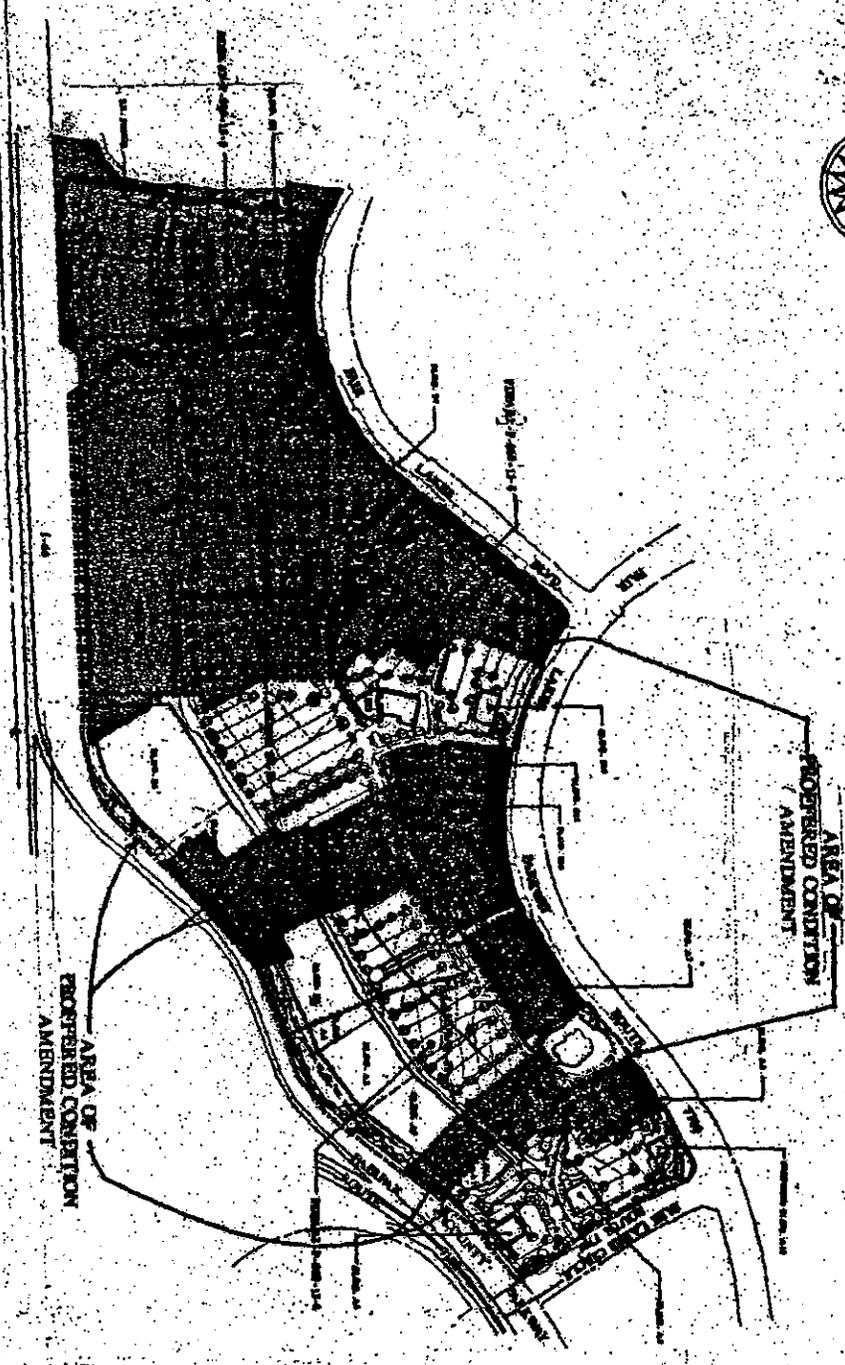
May 30, 2001

If it is the intent of the Planning Commission to approve FDPA 82-P-069-13-8 located at Tax Map 55-1 ((4)) 7, 8, 12, 14, 16, 19, 21A, 22A, 25, 26A and 28, then staff recommends that the approval be subject to the following development conditions. If imposed, these conditions shall supersede all previous FDP conditions for Land Bays IV-A and IV-B for that portion of the property subject to this FDPA. Previously approved conditions which are carried forward are marked with an *.

1. Development of the property shall be in substantial conformance with the five sheets of the FDPA entitled "Fair Lakes Land Bay IV-A (Part) and IV-B" prepared by Dewberry and Davis and dated January 9, 2001, revised to May 25, 2001.
2. All site features (such as trash receptacles, benches, planters, lighting and bike racks) shall be consistent with the quality and general character of those within the existing shopping center. *
3. The architectural features of all buildings shall be compatible with the "Architectural Design Standards" on Sheet 6 and the architectural renderings on Sheets 7 and 8 of FDPA 82-P-069-13-6, as approved May 28, 1997, and the remaining portions of the Fair Lakes Retail Center as determined by DPWES. Consistent architectural and/or landscape design themes shall be incorporated into the design of the site, so that the overall development of these buildings and the Fair Lakes Retail Center shall consist of compatible architectural scale, mass and materials (as defined in the "Architectural Design Standards" listed on Sheet 6 of the FDPA) in order to create a visually unified development as depicted on the FDPA. This condition shall not preclude the use of individual signature or distinctive architecture or design features for the buildings. A "visually unified development" shall include, but not be limited to the use of design features such as: consistent landscape design features, additional landscaped plazas, arcades, false building fronts, canopies, awnings, or other similar unifying treatments. *
4. Any additional automobile oriented uses, child care centers, Group 3 institutional uses, private schools of general education, or veterinary hospitals which are not detailed on the FDPA shall be the subject of future final development plan amendments and/or special exception applications. *
5. As determined by DPWES, to minimize internal pedestrian and vehicular conflicts, special pavement treatments or pavement painting which clearly delineate pedestrian pathways shall be provided in the general areas depicted as crosswalks on the FDPA. *
6. Signage for the retail center shall be in conformance with the approved Comprehensive Sign Program or as it may be amended for the retail center. *

7. At a minimum, the upper 25% of the rear facades of the buildings which are visible from adjacent right-of-way shall contain front elevation materials and shall be in conformance with the "Architectural Design Standards" on Sheet 6 of the approved FDPA 82-P-069-13-6 as determined by DPWES. In order to visually screen roof equipment from I-66, a parapet wall shall be provided along the rear of the buildings located along the Fairfax County Parkway/I-66 frontage where such equipment is located within 20 feet of the south side of the building. *
8. As determined by DPWES, transitional screening, and/or landscaped berms along I-66 shall be provided to screen loading docks and parking areas located behind the retail center as seen from westbound I-66 traffic. *
9. All dumpsters shall be fully screened from view through the use of solid, opaque enclosures. *
10. A walk-up automatic teller may be permitted as an accessory use to a financial institution, subject to the approval of DPWES, if such is located within the facade of one of the buildings and is not freestanding. *
11. A cumulative parking tabulation for the shopping center shall be submitted to the director of DPWES in conjunction with each site plan. A nonresidential use permit shall not be issued for any use unless parking and loading is provided in accordance with Article 11 of the Zoning Ordinance as determined by DPWES. *
12. As determined by DPWES, deciduous trees shall be a minimum of 2.5 inch caliper planting size and evergreen trees shall have a minimum height of at least six feet at the time of planting. *
13. Trash removal for the free-standing building along Fair Lakes Boulevard opposite Stone Croft Condominiums shall occur only between the hours of 6:00 a.m. and 10:00 p.m. *
14. All on-site lighting shall be directed downward and inward to prevent light spilling onto adjacent properties. In order to provide maximum security, energy efficiency and quality ambient lighting, full cut-off light fixtures shall be used for all parking lot and parking deck lighting, including the "wall-pack" security lighting typically found at the rear, sides, and alleyways of buildings and for pedestrian and street lighting. Lighting for landscaping shall not utilize "up-lighting", but rather downward-focused lighting that does not present glare or provide an overly lit environment that hinders night time vision, as determined by DPWES.
15. In order to achieve a maximum interior noise level of approximately 50 dBA Ldn, facades of structures that will be exposed to noise from I-66 above 75 dBA Ldn highway noise impact contours shall have the following acoustical attributes:

1. Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39.
2. Doors and windows shall have a laboratory STC rating of at least 28. If glazing functions as walls, as determined by DPWES, they shall have the same laboratory STC rating as walls.
3. Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission. *

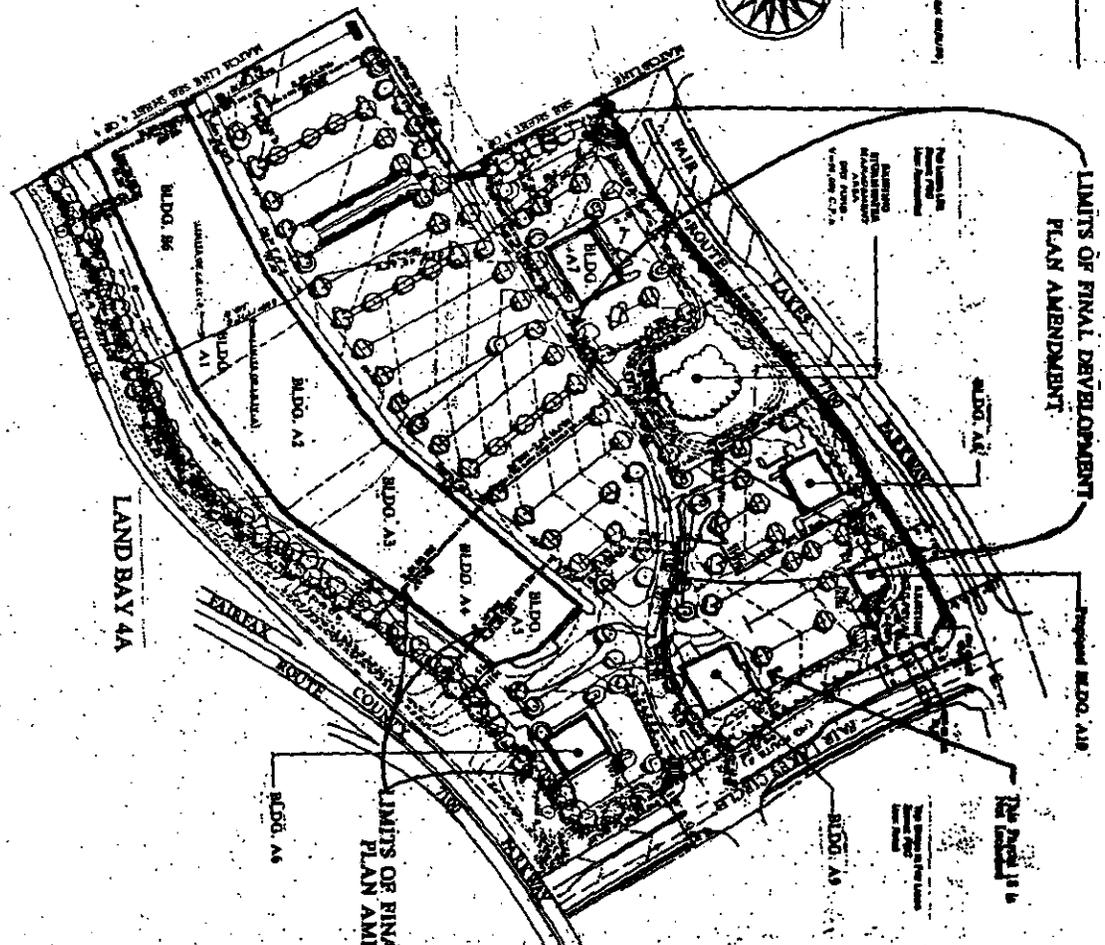
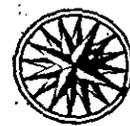
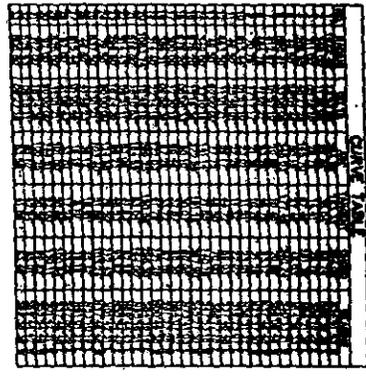


LEGEND

- EXISTING AIRPORT RUNWAY
- EXISTING AIRPORT TAXIWAY
- EXISTING AIRPORT OBSTACLE LIGHTS
- EXISTING AIRPORT LIGHTS
- EXISTING AIRPORT FENCE
- EXISTING AIRPORT PERIMETER
- EXISTING AIRPORT PROPERTY
- EXISTING AIRPORT SURROUNDING PROPERTY
- EXISTING AIRPORT ADJACENT PROPERTY
- EXISTING AIRPORT NEIGHBORHOOD
- EXISTING AIRPORT COMMUNITY

LANDMARK LEGEND

- AIRPORT PROPERTY
- EXISTING AIRPORT RUNWAY
- EXISTING AIRPORT TAXIWAY
- EXISTING AIRPORT OBSTACLE LIGHTS
- EXISTING AIRPORT LIGHTS
- EXISTING AIRPORT FENCE
- EXISTING AIRPORT PERIMETER
- EXISTING AIRPORT PROPERTY
- EXISTING AIRPORT SURROUNDING PROPERTY
- EXISTING AIRPORT ADJACENT PROPERTY
- EXISTING AIRPORT NEIGHBORHOOD
- EXISTING AIRPORT COMMUNITY





County of Fairfax, Virginia

MEMORANDUM

DATE: December 5, 2007

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

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

SUBJECT: Comprehensive Plan Land Use and Environmental Analysis:
PCA 82-P-069-18
FDPA 82-P-069-13-10
CDPA 82-P-069-05-01

Fair Lakes – Land Bay IV-A – Office/Retail

This memorandum, prepared by John R. Bell, includes citations from the Comprehensive Plan that provide guidance for the evaluation of the above referenced Conceptual Development Plan/Final Development Plan Amendment (FDPA) dated February 27, 2007, as revised through November 29, 2007 and proffers dated July 12, 2007, as revised through November 29, 2007. The extent to which the proposed use, intensity and development plans are consistent with the guidance contained in the Comprehensive Plan, is noted.

DESCRIPTION OF THE APPLICATION

The development proposal is for the development of 125,000 square feet of retail/shopping center uses and 112,000 square feet of office uses at this location. The structure will vary from four to seven stories with a proposed maximum height of one hundred ten (110) feet. The site is located within Land Unit G of the Fairfax Center Area near the intersection of Fair Lakes Parkway and Fair Lakes Circle in an area of the Fair Lakes Shopping Center which is currently developed as surface parking and landscaped areas. Land unit G was the subject of a recently adopted Plan Amendment which provides an option for office and retail uses at this location subject to certain Plan conditions. The site is currently zoned PDC, which will not be changed. The applicants are seeking an overall FAR of approximately 0.61. Parking requirements for the combined office and retail uses will be provided in the form of 123 surface parking spaces and 1,489 structured parking spaces. The overall parking requirements for the existing and proposed uses is 1,384 spaces with a total of 1,547 being proposed.

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

LOCATION AND CHARACTER OF THE AREA

The subject property is located in Land Unit G of the Fairfax Center Area. The closest access point for the proposed development will be from Fair Lakes Parkway. Much of this land unit has been developed with office, retail uses, restaurants and multi-family residential development. The subject property and all surrounding properties are zoned PDC.

COMPREHENSIVE PLAN

Fairfax County Comprehensive Plan, 2007 Edition, Area III, Fairfax Center Area, as amended through September 11, 2006, Land Unit Recommendations, Land Unit G, pages 62-63:

This land unit is located west of the Fairfax County Parkway, north of I-66 and south of the stable Greenbriar residential community. To the west is Land Unit F. This land unit contains part of the Fair Lakes mixed-use development and includes a small retail center, several office buildings, and the Autumn Woods and Stonecroft multi-family residential developments. Fair Lakes Parkway and Fair Lakes Boulevard traverse this area.

This land unit is planned for office mixed-use with housing as a major secondary land use. Office development that incorporates architectural excellence, preservation and enhancement of natural features, uniform signing, lighting and landscaping systems and quality roadway entry treatments are development elements that must be achieved to justify the overlay level. Primary office building concentration should be oriented toward I-66 and the Fairfax County Parkway. Residential development should also incorporate high-quality design features including active recreation facilities, open space, and landscaping including street trees, site and building entry landscaping, and screening of community facilities. Impacts on existing residential neighborhoods must be mitigated through buffering and compatible land uses.

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

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

- Any additional retail and/or office use, and related parking, should be built on the surface parking lots or in place of existing buildings;
- A pedestrian-oriented environment should be created with any new development. All building facades should be designed in a way to encourage pedestrian activity. Parking should be provided in structures which should be wrapped, to the extent possible, with non-residential uses on the ground floor to encourage an active, walkable environment. Sidewalks should safely connect the development with the surrounding uses. Pedestrian connections should include attractive pavement treatments, safe crossings, and appropriate landscape features;

- Any additional retail and/or office use should be part of an integrated, pedestrian-oriented development; pad sites and drive-through uses are not appropriate;
- Outdoor seating, urban parks or plazas, and extensive landscaping should be provided in any new development;
- Design of the development should provide for the integration with the surrounding large-scale and stand-alone retail uses;
- Improvements are provided to address transportation impacts on internal roadway circulation patterns as well as on access to the shopping center; and
- Vehicular and pedestrian circulation should be well integrated with existing retail uses, including convenient bus access.

Transportation

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

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

Parks and Recreation

Identify and develop a safe pedestrian/bikeway trial connection from the Big Rocky Run Stream Valley Park to the Fair Lakes Parkway near its westernmost intersection with Fair Lakes Circle.

LAND UNIT SUMMARY CHART – LAND UNIT G			
<u>Land Unit</u>	<u>Approximate Acreage</u>		
G	309		
<u>Land Unit</u>	<u>Recommended Land Use</u>	<u>Intensity/ FAR</u>	<u>Density Units/Acre</u>
Baseline Level			
G	RESIDENTIAL		1
Intermediate Level			
G	OFFICE/MIX	.14	

Overlay Level		
G	OFFICE/MIX	.25*
<p>* Refer to Plan text for specific recommendations at the overlay level.</p> <p>Note: This land unit is within the Water Supply Protection Overlay District.</p>		

Comprehensive Plan Map: Fairfax Center Area

Fairfax County Comprehensive Plan, Policy Plan, 2007 Edition, Environment section as amended through November 15, 2004, on page 5 through 8, the Plan states:

“Objective 2: Prevent and reduce pollution of surface and groundwater resources. Protect and restore the ecological integrity of streams in Fairfax County.

Policy k. For new development and redevelopment, apply better site design and low impact development techniques such as those described below, and pursue commitments to reduce stormwater runoff volumes and peak flows, to increase groundwater recharge, and to increase preservation of undisturbed areas. In order to minimize the impacts that new development and redevelopment projects may have on the County’s streams, some or all of the following practices should be considered where not in conflict with land use compatibility objectives:

- Minimize the amount of impervious surface created.
- Site buildings to minimize impervious cover associated with driveways and parking areas and to encourage tree preservation. . . .

Development proposals should implement best management practices to reduce runoff pollution and other impacts. Preferred practices include: those which recharge groundwater when such recharge will not degrade groundwater quality; those which preserve as much undisturbed open space as possible; and, those which contribute to ecological diversity by the creation of wetlands or other habitat enhancing BMPs, consistent with State guidelines and regulations.

Proposals that include the use or storage of hazardous materials should provide adequate containment facilities, monitoring, and spill prevention strategies to protect surface and groundwater resources consistent with State regulations. . . .”

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

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

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

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

ANALYSIS

The subject property encompasses a portion of Land Unit G of the Fairfax Center Area. The area is planned for office and retail uses. The Plan limits the proposed office use to 120,000 square feet with up to 140,000 square feet of retail. A large area of surface parking and landscaped areas currently occupies the site. The Plan recognizes the need for adequate pedestrian connections to the site with the existing retail uses to the north. Adequate screening to the Fairfax County Parkway is also noted among the requirements for the redevelopment of this site. The applicants are proposing a single structure which will include ground level retail, structured parking up to 4-stories with office structures up to 7-stories with a proposed height of approximately 110-feet. In order to offset the loss of existing landscaped areas and to meet the Plan guidance for creating a pedestrian oriented environment, the applicants are proposing a 20,000 square foot plaza with outdoor seating areas at ground level opposite a portion of the existing retail shops. This area is intended to encourage a pedestrian activity with orientation to a portion of the proposed new retail uses as well as a portion of the existing retail uses. Staff remains concerned regarding the short-term loss of parking for existing retailers at this location and the character of the proposed structure as it relates to the surrounding uses. The applicants have not fully addressed how the loss of existing surface parking spaces might be offset during the construction phases for the proposed development. The loss of this parking may result in significant economic impacts to the existing retailers in this area. While staff remains concerned about the long-term temporary loss of surface parking at this location, the application generally conforms with the land use guidance noted in the Comprehensive Plan for the subject property.

Intensity

The overall intensity of the development including the hotel and retail uses is identified as 0.61 FAR by the applicants. Under the option for office and retail, the Plan does not specify any maximum FAR, but does note limitation for the maximum square footage of each of the uses at the overlay level. While the application generally meets those standards staff remains concerned about the massing and scale of the proposed structure as it relates to the surrounding

development. It is also unclear how the existing transportation infrastructure might be impacted by the proposed uses.

Transportation

This application is part of a grouping of six applications for a combined total of up to 1.5 million additional square feet of office, retail, hotel and residential uses within the larger Fair Lakes development. These applications have been filed following the recently approved Comprehensive Plan Amendment adding optional uses. The addition of these uses to the existing development will clearly result in impacts to the surrounding transportation infrastructure. Given those impacts staff feels that it may be appropriate to seek funding from the applicants to support major future infrastructure improvements, such as the Fairfax County Parkway and Fair Lakes Parkway interchange. The proposed internal and external transportation improvements may not adequately satisfy the Plan's recommendations to improve circulation patterns in this area. More specific guidance regarding transportation improvements and contributions will be subject to review, commentary and recommendations from the Fairfax County Department of Transportation.

Environment

Water Quality

Issue:

Stormwater management and best management practices (BMP's) for the subject property are currently provided by existing facilities. While the applicants have noted that all required water quality control improvement measures already exist at this location, staff had requested that the applicants strongly consider providing additional water quality control measures for the proposed new development. Additional Low Impact Development (LID) measures could provide additional water quality control improvement for the proposed development.

Resolution:

Staff feels that there are additional opportunities to improve water quality controls with the proposed development. The applicants have not noted any additional water quality improvement measures beyond the existing facilities for this site. Provisions for filtertraps, porous pavement, green roof areas, rain gardens or other LID measures are strongly encouraged and should be incorporated into the proposed new development. Any final determination regarding stormwater management and best management practice (BMPs) for the proposed development will be made by staff in the Department of Public Works and Environmental Services (DPWES).

Regina Coyle
PCA 82-P-069-18
FDPA 82-P-069-13-10
CDPA 82-P-069-05-01
Page 7

Tree Cover

Issue:

The existing surface parking area of the shopping center contains numerous landscaped areas which will be removed as a result of the proposed development. Even with the recent addition of a landscaped plaza area to the proposed development, it appears that there may be a net loss of tree cover in this area. Staff feels that the applicants should seek opportunities for expanding landscaped areas of the proposed development.

Resolution:

The applicants should provide staff with additional information noting the total area of existing tree cover and the total area of proposed tree cover. Expanded landscaping should be strongly encouraged. These efforts will be coordinated with staff from the Urban Forestry Branch in the Department of Public Works and Environmental Management.

PGN:JRB

FAIRFAX CENTER CHECKLIST

Case Number: PCA 82-P-069-18
 Plan Date: 11/29/2007

Not Applicable Applicable Essential Satisfied Comments

I. AREA WIDE BASIC DEVELOPMENT ELEMENTS

	Not Applicable	Applicable	Essential	Satisfied	Comments
A. Roadways					
1. Minor street dedication and construction	x				
2. Major street R.O.W. dedication		x	x	x	Interchange ROW
B. Transit					
1. Bus loading zones with necessary signs and pavement; Bus pull-off lanes	x				
2. Non-motorized access to bus or rail transit stations		x		x	Trails, Bus Shelter
3. Land dedication for transit and commuter parking lots	x				
C. Non-motorized Transportation					
1. Walkways for pedestrians		x	x	x	
2. Bikeways for cyclists		x		x	
3. Secure bicycle parking facilities		x		x	

II. AREA WIDE MINOR DEVELOPMENT ELEMENTS

A. Roadways					
1. Major roadway construction of immediately needed portions	x				
2. Signs	x				
B. Transit					
1. Bus shelters		x		x	
2. Commuter parking	x				
C. Non-motorized transportation					
1. Pedestrian activated signals	x				
2. Bicycle support facilities (showers, lockers)		x		x	
D. Transportation Strategies					
1. Ridesharing programs		x			TDM Goals Too Low
2. Subsidized transit passes for employees		x			

III. AREA WIDE MAJOR DEVELOPMENT ELEMENTS

--	--	--	--	--	--

FAIRFAX CENTER CHECKLIST

Case Number:

PCA 82-P-069-18

Plan Date:

11/29/2007

Not

	Applicable	Applicable	Essential	Satisfied	Comments
A. Roadways					
1. Contribution towards major (future) roadway improvements		x	x	x	Contribution to Interchange
2. Construct and/or contribute to major roadway improvements		x	x	x	
3. Traffic signals as required by VDOT		x	x	x	
B. Transit					
1. Bus or rail transit station parking lots		x			
C. Transportation Strategies					
1. Local shuttle service		x		x	Existing Shuttle Service
2. Parking fees					
D. Non-motorized Circulation					
1. Grade separated road crossings		x			

FAIRFAX CENTER CHECKLIST

Case Number:
Plan Date:

PCA 82-P-069-18
11/29/2007

Not
Applicable Applicable Essential Satisfied Comments

I. AREA-WIDE BASIC DEVELOPMENT ELEMENTS

	Not Applicable	Applicable	Essential	Satisfied	Comments
A. Environmental Quality Corridors (EQC)					
1. Preservation of EQCs as public or private open space	x				
B. Stormwater Management (BMP)					
1. Stormwater detention/retention		x	x	x	LIDs requested (Development Condition)
2. Grassy swales/vegetative filter areas		x		x	
C. Preservation of Natural Features					
1. Preservation of quality vegetation		x		x	Existing Landscaping along I66 and Fairfax County Parkway
2. Preservation of natural landforms	x				
3. Minimize site disturbance as a result of clearing or grading limits		x	x	x	
D. Other Environmental Quality Improvements					
1. Mitigation of highway-related noise impacts		x		x	
2. Siting roads and buildings for increased energy conservation (Including solar access)	x				

II. AREA-WIDE MINOR DEVELOPMENT ELEMENTS

A. Increased Open Space					
1. Non-stream valley habitat EQCs	x				
2. Increased on-site open space		x		x	
B. Protection of Ground Water Resources					
1. Protection of aquifer recharge areas	x				
C. Stormwater Management (BMP)					
1. Control of off-site flows		x		x	In Place
2. Storage capacity in excess of design storm requirements		x		x	In Place
D. Energy Conservation					

FAIRFAX CENTER CHECKLIST

Case Number: PCA 82-P-069-18
 Plan Date: 11/29/2007

Not Applicable Applicable Applicable Essential Satisfied Comments

	Not Applicable	Applicable	Applicable	Essential	Satisfied	Comments
1. Provision of energy conscious site plan		X				
III. AREA-WIDE MAJOR DEVELOPMENT ELEMENTS						
A. Innovative Techniques						
1. Innovative techniques in stormwater management		X				LIDS
2. Innovative techniques in air or noise pollution control and reduction		X				
3. Innovative techniques for the restoration of degraded environments	X					

FAIRFAX CENTER CHECKLIST

Case Number:

PCA 82-P-069-18

Plan Date:

11/29/2007

Not Applicable Applicable Essential Satisfied Comments

I. AREA-WIDE BASIC DEVELOPMENT ELEMENTS

	Not Applicable	Applicable	Essential	Satisfied	Comments
A. Park Dedications					
1. Dedication of stream valley parks in accordance with Fairfax County Park Authority policy		x			
B. Public Facility Site Dedications					
1. Schools		x			
2. Police/fire facilities		x			

II. AREA-WIDE MINOR DEVELOPMENT ELEMENTS

A. Park Dedications					
1. Dedication of parkland suitable for a neighborhood park		x			
B. Public Facility Site Dedication					
1. Libraries		x			
2. Community Centers		x			
3. Government offices/facilities		x			

III. AREA-WIDE MAJOR DEVELOPMENT ELEMENTS

A. Park Dedications					
1. Community Parks		x			
2. County Parks		x			
3. Historic and archeological parks		x			
B. Public Indoor or Outdoor Activity Spaces					
1. Health clubs		x			
2. Auditoriums/theaters		x			
3. Athletic fields/major active recreation facilities		x			

FAIRFAX CENTER CHECKLIST

Case Number: PCA 82-P-069-18
 Plan Date: 11/29/2007

Not Applicable

Comments

	Not Applicable	Applicable	Essential	Satisfied	Comments
I. AREA-WIDE BASIC DEVELOPMENT ELEMENTS					
A. Site Considerations					
1. Coordinated pedestrian and vehicular circulation systems		X	X	X	
2. Transportation and sewer infrastructure construction phased to development construction	X				
3. Appropriate transitional land uses to minimize the potential impact on adjacent sites		X	X	X	
4. Preservation of significant historic resources	X				
B. Landscaping					
1. Landscaping within street rights-of-way		X		X	
2. Additional landscaping of the development site where appropriate		X		X	
3. Provision of additional screening and buffering		X		X	

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

FAIRFAX CENTER CHECKLIST

Case Number:

PCA 82-P-069-18

Plan Date:

11/29/2007

Not

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

FAIRFAX CENTER CHECKLIST

Detailed Design

Case Number:
Plan Date:

PCA 82-P-069-18
11/29/2007

	Not Applicable	Applicable	Essential	Satisfied	
I. AREA-WIDE BASIC DEVELOPMENT ELEMENTS					
A. Site Entry Zone					
1. Signs		x		x	Proffers
2. Planting		x		x	Proffers
3. Lighting		x		x	Proffers
4. Screened surface parking		x		x	CDPA/FDPA
B. Street Furnishings					
1. Properly designed elements such as lighting, signs, trash receptacles, etc.		x		x	Proffers

II. AREA WIDE MINOR DEVELOPMENT ELEMENTS					
A. Building Entry Zone					
1. Signs		x		x	
2. Special planting		x		x	
3. Lighting		x		x	
B. Structures					
1. Architectural design that complements the site and adjacent developments		x			
2. Use of energy conservation techniques		x		x	
C. Parking					
1. Planting - above ordinance requirements		x		x	
2. Lighting		x		x	
D. Other Considerations					
1. Street furnishing such as seating, drinking fountains		x		x	
2. Provision of minor plazas		x		x	

III. AREA WIDE MAJOR DEVELOPMENT ELEMENTS					

FAIRFAX CENTER CHECKLIST

Detailed Design

Case Number:

PCA 82-P-069-18

Plan Date:

11/29/2007

Not

	Applicable	Applicable	Essential	Satisfied	Comments
A. Detailed Site Design					
1. Structured parking with appropriate landscaping		x	x	x	
2. Major plazas		x	x	x	Public Plaza
3. Street furnishings to include structures (special planters, trellises, kiosks, covered pedestrian areas (arcades, shelters, etc.), Water features/pools, ornamental fountains, and special surface treatment		x	x		Lack of sufficient detail on the CDPA/FDPA and in the proffers
4. Landscaping of major public spaces		x	x		Lack of sufficient detail on the CDPA/FDPA and in the proffers

FAIRFAX CENTER CHECKLIST

Summary

Case Number:

PCA 82-P-069-18

Plan Date:

11/29/2007

I. BASIC DEVELOPMENT ELEMENTS

1. Applicable Elements	20
2. Elements Satisfied	20
3. Ratio	1.00

II. MINOR DEVELOPMENT ELEMENTS

1. Applicable Elements	18
2. Elements Satisfied	13
3. Ratio	0.72

III. MAJOR DEVELOPMENT ELEMENTS

1. Applicable Elements	12
2. Elements Satisfied	6
3. Ratio	0.50

IV. ESSENTIAL DEVELOPMENT ELEMENTS

1. Applicable Elements	13
2. Elements Satisfied	11
3. Ratio	0.85

V. MAJOR TRANSPORTATION DEVELOPMENT ELEMENTS

1. Applicable Elements	4
2. Elements Satisfied	4
3. Ratio	1.00

VI. LOW/MODERATE INCOME HOUSING ELEMENT

yes

no



County of Fairfax, Virginia

MEMORANDUM

DATE: December 5, 2007

TO: Regina Coyle, Director
Zoning Evaluation Division

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

SUBJECT: Transportation Impact

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

REFERENCE: PCA 82-P-069-18, CDPA 82-P-069-5-1, FDPA 82-P-069-13-10;
Fair Lakes Center Assoc. L.P.
Traffic Zone: 1685
Land Identification: 55-2 ((4)) 12, 16, 19, and 26A

The following comments reflect the position of the Department of Transportation and are based on the revised development plan and draft proffers both dated November 29, 2007, and a traffic impact analysis dated May 2, 2007. The applicant is seeking rezoning approval in order to construct approximately 125,000gsf of retail space and 112,000gsf of office space.

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

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

Regina Coyle, Director
December 5, 2007
Page 2 of 2

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

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

Comprehensive Plan Concerns. The adopted Comprehensive Plan states that:

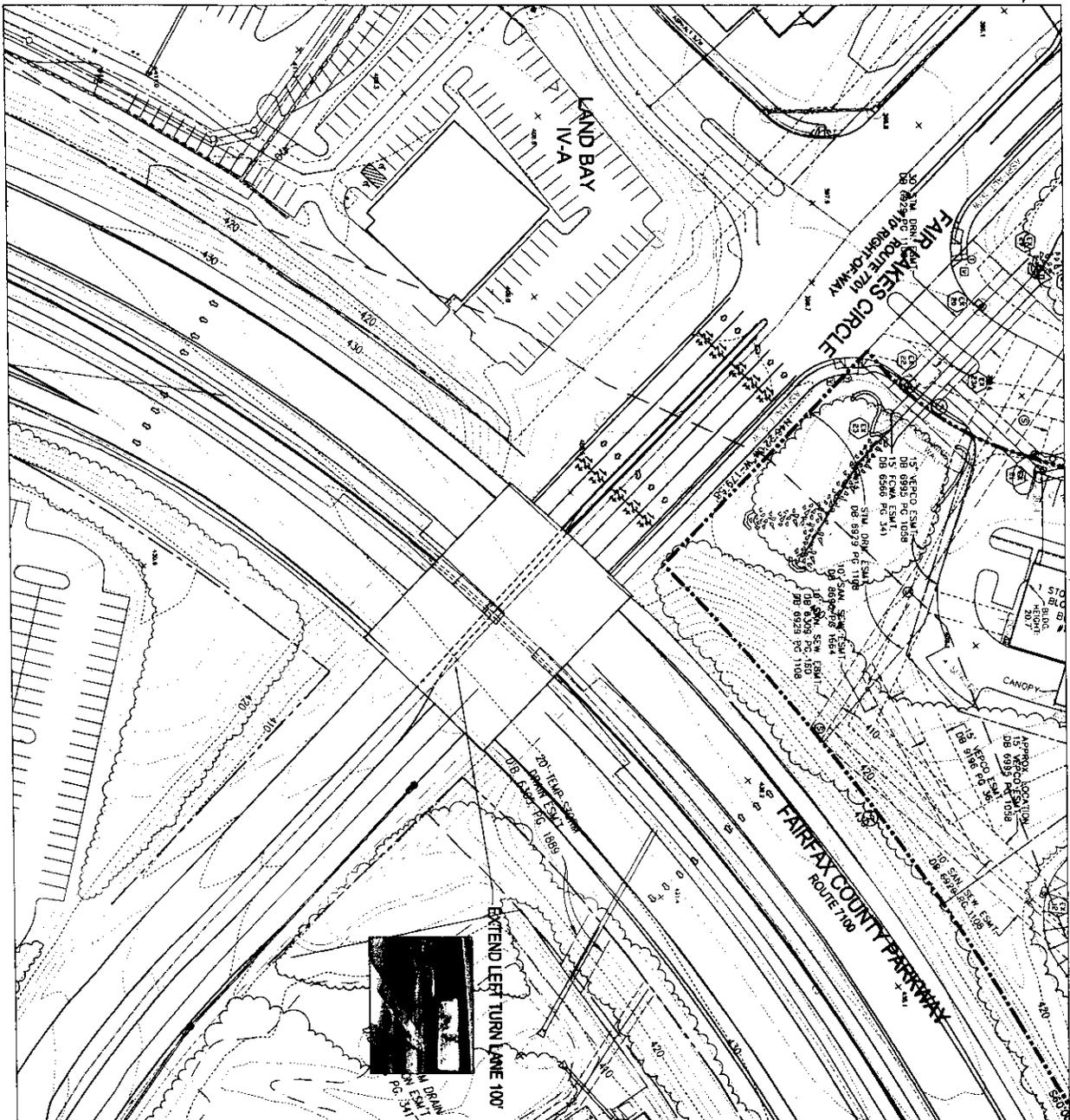
“The intersection of Fairfax County Parkway and the Fair lakes Parkway is above capacity, and a grade-separated interchange is planned and under design. Additional mitigation measures to facilitate construction of this interchange should be provided with new development above the .25 FAR overlay level”.

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

Summary. The applicant has worked closely with Department of Transportation staff and has addressed all of the site specific and overall transportation concerns. As such this department would not object to approval of the application as submitted.

AKR/CAA

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



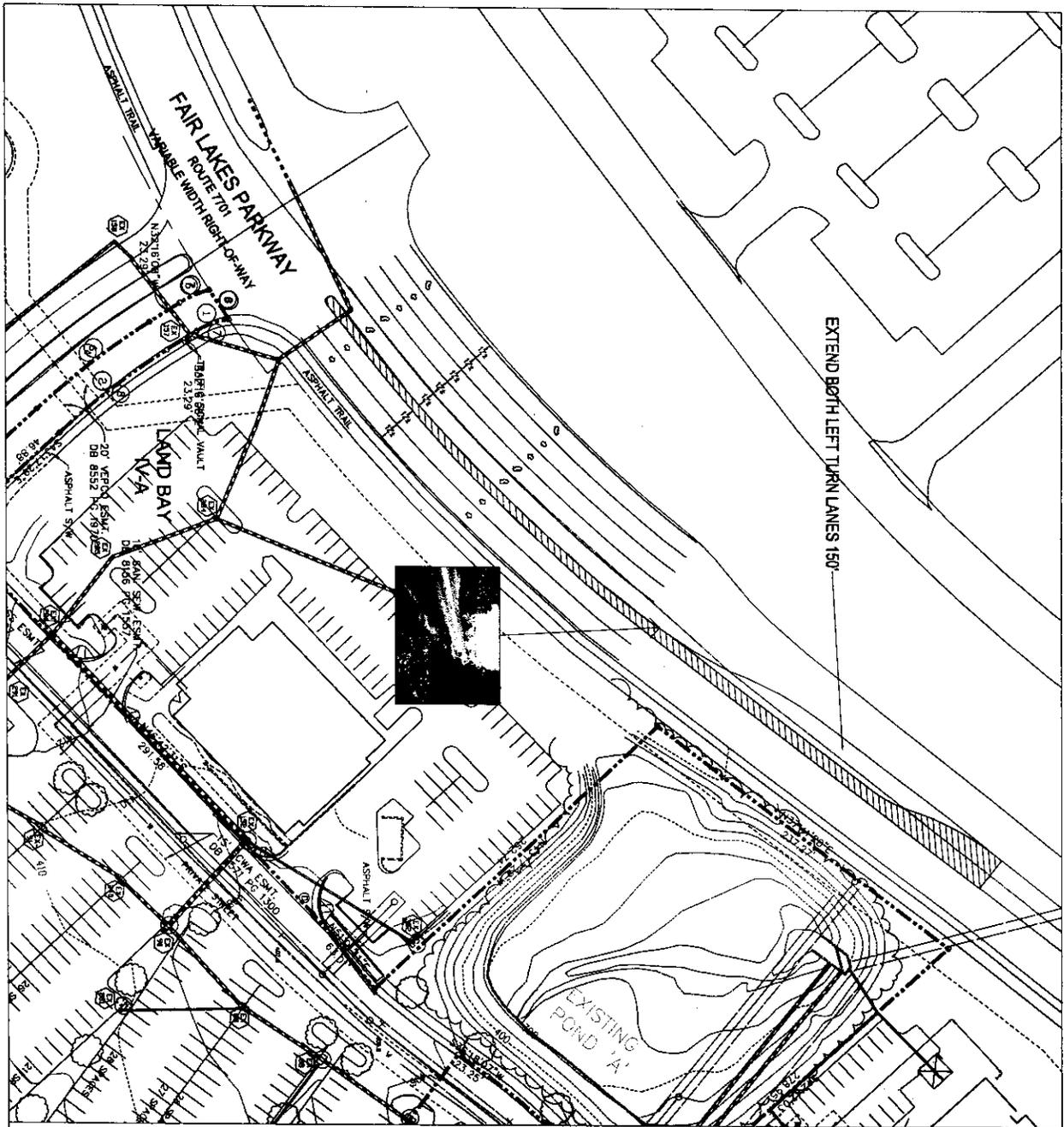
FAIR LAKES
FAIR LAKES CIRCLE
LEFT TURN LANE EXTENSION
TO LAND BAY IV-A
(INTERSECTION 9)

NOVEMBER 30, 2007
 OCTOBER 02, 2007
 AUGUST 30, 2007



PLANNING OF PROPOSED IMPROVEMENTS ARE SUBJECT TO CERTAIN
 PROVISIONS OF PROFFER CONDITION AMENDMENT APPLICATION PCA
 22-P-058-18.

BASE INFORMATION IS TAKEN FROM AN AERIAL SURVEY AS WELL AS
 FROM EXISTING RECORDS. FINAL DESIGN IS SUBJECT TO APPROVATION
 WITH COMPLETION OF BASE INFORMATION AND COORDINATION WITH
 10071.



PLANS OF PROPOSED IMPROVEMENTS ARE SUBJECT TO CERTAIN PROVISIONS OF PROFFER CONDITION AMENDMENT APPLICATION PCA 82-P-088-11.

BASE INFORMATION IS TAKEN FROM AN AERIAL SURVEY AS WELL AS FROM EXISTING RECORDS. FINAL DESIGN IS SUBJECT TO MODIFICATION WITH CORRECTION OF BASE INFORMATION AND COORDINATION WITH MDOT.



FAIR LAKES
FAIR LAKES PARKWAY
LEFT TURN LANE EXTENSION
TO LAND BAY IV-A
(INTERSECTION 8)

NOVEMBER 30, 2007
OCTOBER 02, 2007
AUGUST 30, 2007



County of Fairfax, Virginia

MEMORANDUM

DATE: April 19, 2007

TO: Barbara Byron, Director
Zoning Evaluation Division
Office of Comprehensive Planning

FROM: Ralph Dulaney (246-3868)
Information Technology Section
Fire and Rescue Department

SUBJECT: Fire and Rescue Department Preliminary Analysis of Final Development Plan FDPA 82-P-069-13-10, Proffered condition Amendment PCA 82-P-069-18 and Conceptual Development Plan Amendment CDPA 82-P-069-05-01

The following information is submitted in response to your request for a preliminary Fire and Rescue Department analysis for the subject:

1. The application property is serviced by the Fairfax County Fire and Rescue Department Station #421, Fair Oaks
2. After construction programmed _____ this property will be serviced by the fire station _____
3. In summary, the Fire and Rescue Department considers that the subject rezoning application property:
 - a. currently meets fire protection guidelines.
 - b. will meet fire protection guidelines when a proposed fire station becomes fully operational.
 - c. does not meet current fire protection guidelines without an additional facility; however, a future station is projected for this area.
 - d. does not meet current fire protection guidelines without an additional facility. The application property is _____ of a mile outside the fire protection guidelines. No new facility is currently planned for this area.

Proudly Protecting and
Serving Our Community

Fire and Rescue Department
4100 Chain Bridge Road
Fairfax, VA 22030
703-246-2126
www.fairfaxcounty.gov



Fairfax Water

FAIRFAX COUNTY WATER AUTHORITY
8560 Arlington Boulevard, Fairfax, Virginia 22031
www.fairfaxwater.org

**PLANNING AND ENGINEERING
DIVISION**

JAMIE BAIN HEDGES, P.E.
DIRECTOR
(703) 289-6325
Fax (703) 289-6398

May 2, 2007

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

Re: PCA 82-P-069-18
FDPA 82-P-069-13-10
CDPA 82-P-069-05-01
Fair Lakes Landbay IV-A

Dear Ms. Byron:

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

1. The property is served by Fairfax Water.
2. Adequate domestic water service is available at the site from existing 16-inch, 12-inch and 8-inch water mains located at the property. See the enclosed water system map. The Generalized Development Plan has been forwarded to Plan Control for distribution to the Engineering Firm, with comments pertaining to the proposed water system layout.
3. Depending upon the configuration of the on-site water mains, additional water main extensions may be necessary to satisfy fire flow requirements and accommodate water quality concerns.
4. Due to the limited detail of these plans, Fairfax Water will provide comprehensive comments regarding water facilities design upon submittal of final site plan.

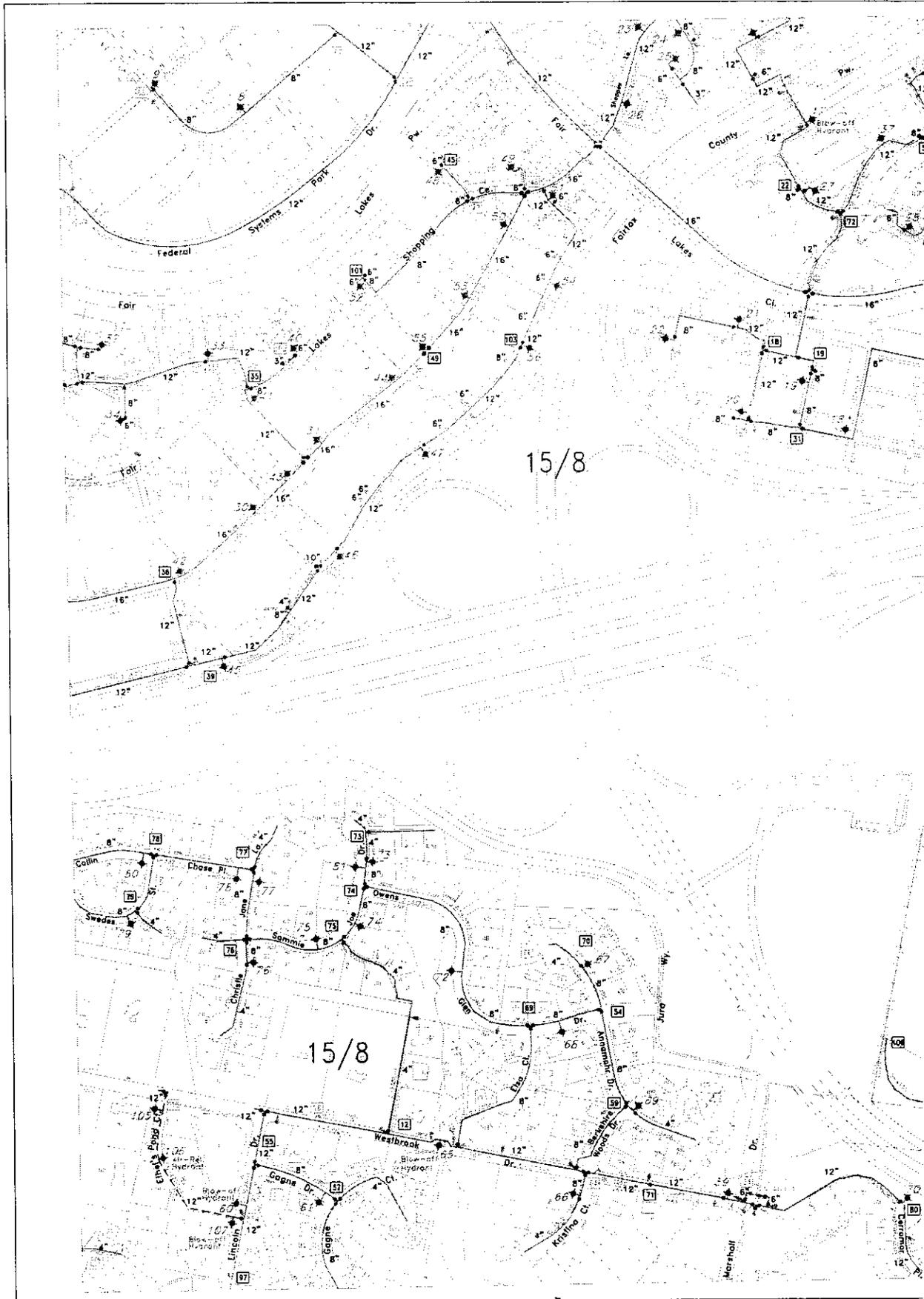
If you have any questions regarding this information please contact Samantha Kearney at (703) 289-6313.

Sincerely,



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

Enclosure



FAIRFAX COUNTY, VIRGINIA

MEMORANDUM

TO: Staff Coordinator DATE: August 29, 2007
 Zoning Evaluation Division, OCP

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

SUBJECT: Sanitary Sewer Analysis Report

REFERENCE: Application No. PCA 82-P-069-18
 Tax Map No. 055-2-((04))-12,16,19,26A

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

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

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

5. Other pertinent information or comments:



County of Fairfax, Virginia

MEMORANDUM

NOV 14 2007

DATE:

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

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

SUBJECT: Proffered Condition Amendment, Final Development Plan Amendment and Conceptual Development Plan Amendment Applications PCA 82-P-069-18, FDPA 82-P-069-05-01 and CDPA 82-P-069-13-10, Plan Dated November 6, 2007, LDS Project 5727-ZONA-008-2, Tax Map #055-2-04-0012, 0016, 0019-A, 0026-A (Property), Cub Run Watershed, Sully District

We have reviewed the subject submission and it generally meets the Stormwater Management (SWM) requirements.

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

QK/mw

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





County of Fairfax, Virginia

MEMORANDUM

AUG 15 2007

DATE:

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

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

SUBJECT: Proffered Condition Amendment, Final Development Plan Amendment and Conceptual Development Plan Amendment Applications PCA 82-P-069-18, FDPA 82-P-069-05-01 and CDPA 82-P-069-13-10, Plan Dated August 1, 2007, LDS Project 5727-ZONA-010-2, Tax Map #055-2-04-0012, 0016, 0019-A, 0026-A (Property), Cub Run Watershed, Sully District

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

Chesapeake Bay Preservation Ordinance

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

Floodplain

There is no regulated floodplain on the Property.

Downstream Drainage Complaints

There are no downstream drainage complaints on file.

Site Outfall

The outfall needs to be analyzed to the point at which the total drainage is at least 100 times greater than the development site.

SWM

SWM is provided by existing facilities.

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

QK/dah

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





County of Fairfax, Virginia

MEMORANDUM

MAY 18 2007

DATE:

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

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

REFERENCE: Proffered Condition Amendment, Final Development Plan Amendment and Conceptual Development Plan Amendment Applications PCA 82-P-069-18, FDPA 82-P-069-05-01 and CDPA 82-P-069-13-10, Plan Dated February 27, 2007, LDS Project 5727-ZONA-008-1, Tax Map #055-2-04-0012, 0016, 0019-A, 26-A (Property), Cub Run Watershed, Sully District

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

Chesapeake Bay Preservation Ordinance

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

Floodplain

There is no regulated floodplain on the Property.

Downstream Drainage Complaints

There are no downstream drainage complaints on file.

Site Outfall

The outfall needs to be analyzed to the point at which the total drainage is at least 100 times greater than the development site.



William O'Donnell, Staff Coordinator
PCA 82-P-069-18, FDPA 82-P-069-05-01, and CDPA 82-P-069-13-10
Page 2 of 2

SWM

Stormwater management is provided by the existing facilities.

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

QK/mw

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



FAIRFAX COUNTY PARK AUTHORITY
.....
M E M O R A N D U M



APPENDIX 16

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

FROM: Sandy Stallman, Manager
Park Planning Branch *SS*

DATE: August 10, 2007

SUBJECT: PCA 82-P-069-18, CDPA 82-P-069-05-1, FDPA 82-P-069-11, FDPA 82-P-069-13-10
(Fair Lakes Land Bay IV-A) – ADDENDUM

The Park Authority staff has reviewed the Conceptual/Final Development Plan dated August 1, 2007 and the accompanying Proffer Statement dated August 2, 2007, for the above referenced application. Comments provided here are addenda to comments provided in an earlier memo dated May 18, 2007.

This application proposes to add 112,000 square feet of office and 125,000 square feet of retail uses to the subject property. The Park Authority reiterates our request that the applicant proffer \$0.27 per square foot of commercial uses to FCPA for recreational facility development in the service area of the subject property. This is a typical request for the Fairfax Center Area and is supported by the Comprehensive Plan. The recommended contribution of \$0.27 per square foot should result in a proffer of \$63,990 to the Park Authority to be spent on recreational facility development in the service area of the subject property.

SS/ad

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FAIRFAX COUNTY PARK AUTHORITY

MEMORANDUM



TO: Barbara A. Byron, Director
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Sandy Stallman, Manager
Park Planning Branch *SS*

DATE: May 18, 2007

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

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

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

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

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

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

BACKGROUND

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

COMPREHENSIVE PLAN CITATIONS

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

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

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

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

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

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

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

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

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

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

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

....

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

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

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

....

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

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

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

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

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

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

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

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

6. **Park and Recreation Needs** (Comprehensive Plan, Area III, Fairfax Center Area, Land Unit 13, Recommendations, Land Use, p. 70) *applies to Fair Lakes Land Bay VI-A*

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

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

ANALYSIS AND RECOMMENDATIONS

Recreational Impact:

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

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

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

Monetary Contribution to Offset the Impacts of Residential Development:

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

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

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

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

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

Monetary Contribution from Commercial Development:

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

Onsite Facilities:

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

Following are individualized comments on each of the development plans:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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16-100 STANDARDS FOR ALL PLANNED DEVELOPMENTS**16-101 General Standards**

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

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

16-102 Design Standards

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

1. In order to complement development on adjacent properties, at all peripheral boundaries of the planned development district, the bulk regulations and landscaping and screening provisions shall generally conform to the provisions of that conventional zoning district which most closely characterizes the particular type of development under consideration.
2. Other than those regulations specifically set forth in Article 6 for a particular P district, the open space, off-street parking, loading, sign and all other similar regulations set forth in this Ordinance shall have general application in all planned developments.
3. Streets and driveways shall be designed to generally conform to the provisions set forth in this Ordinance and all other County ordinances and regulations controlling same, and where applicable, street systems shall be designed to afford convenient access to mass transportation facilities. In addition, a network of trails and sidewalks shall be coordinated to provide access to recreational amenities, open space, public facilities, vehicular access routes, and mass transportation facilities.

GLOSSARY

This Glossary is provided to assist the public in understanding the staff evaluation and analysis of development proposals. It should not be construed as representing legal definitions. Refer to the Fairfax County Zoning Ordinance, Comprehensive Plan or Public Facilities Manual for additional information.

ABANDONMENT: Refers to road or street abandonment, an action taken by the Board of Supervisors, usually through the public hearing process, to abolish the public's right-of-passage over a road or road right-of-way. Upon abandonment, the right-of-way automatically reverts to the underlying fee owners. If the fee to the owner is unknown, Virginia law presumes that fee to the roadbed rests with the adjacent property owners if there is no evidence to the contrary.

ACCESSORY DWELLING UNIT (OR APARTMENT): A secondary dwelling unit established in conjunction with and clearly subordinate to a single family detached dwelling unit. An accessory dwelling unit may be allowed if a special permit is granted by the Board of Zoning Appeals (BZA). Refer to Sect. 8-918 of the Zoning Ordinance.

AFFORDABLE DWELLING UNIT (ADU) DEVELOPMENT: Residential development to assist in the provision of affordable housing for persons of low and moderate income in accordance with the affordable dwelling unit program and in accordance with Zoning Ordinance regulations. Residential development which provides affordable dwelling units may result in a density bonus (see below) permitting the construction of additional housing units. See Part 8 of Article 2 of the Zoning Ordinance.

AGRICULTURAL AND FORESTAL DISTRICTS: A land use classification created under Chapter 114 or 115 of the Fairfax County Code for the purpose of qualifying landowners who wish to retain their property for agricultural or forestal use for use/value taxation pursuant to Chapter 58 of the Fairfax County Code.

BARRIER: A wall, fence, earthen berm, or plant materials which may be used to provide a physical separation between land uses. Refer to Article 13 of the Zoning Ordinance for specific barrier requirements.

BEST MANAGEMENT PRACTICES (BMPs): Stormwater management techniques or land use practices that are determined to be the most effective, practicable means of preventing and/or reducing the amount of pollution generated by nonpoint sources in order to improve water quality.

BUFFER: Graduated mix of land uses, building heights or intensities designed to mitigate potential conflicts between different types or intensities of land uses; may also provide for a transition between uses. A landscaped buffer may be an area of open, undeveloped land and may include a combination of fences, walls, berms, open space and/or landscape plantings. A buffer is not necessarily coincident with transitional screening.

CHESAPEAKE BAY PRESERVATION ORDINANCE: Regulations which the State has mandated must be adopted to protect the Chesapeake Bay and its tributaries. These regulations must be incorporated into the comprehensive plans, zoning ordinances and subdivision ordinances of the affected localities. Refer to Chesapeake Bay Preservation Act, Va. Code Section 10.1-2100 et seq and VR 173-02-01, Chesapeake Bay Preservation Area Designation and Management Regulations.

CLUSTER DEVELOPMENT: Residential development in which the lots are clustered on a portion of a site so that significant environmental/historical/cultural resources may be preserved or recreational amenities provided. While smaller lot sizes are permitted in a cluster subdivision to preserve open space, the overall density cannot exceed that permitted by the applicable zoning district. See Sect. 2-421 and Sect. 9-615 of the Zoning Ordinance.

COUNTY 2232 REVIEW PROCESS: A public hearing process pursuant to Sect. 15.2-2232 (Formerly Sect. 15.1-456) of the Virginia Code which is used to determine if a proposed public facility not shown on the adopted Comprehensive Plan is in substantial accord with the plan. Specifically, this process is used to determine if the general or approximate location, character and extent of a proposed facility is in substantial accord with the Plan.

dBA: The momentary magnitude of sound weighted to approximate the sensitivity of the human ear to certain frequencies; the dBA value describes a sound at a given instant, a maximum sound level or a steady state value. See also Ldn.

DENSITY: Number of dwelling units (du) divided by the gross acreage (ac) of a site being developed in residential use; or, the number of dwelling units per acre (du/ac) except in the PRC District when density refers to the number of persons per acre.

DENSITY BONUS: An increase in the density otherwise allowed in a given zoning district which may be granted under specific provisions of the Zoning Ordinance when a developer provides excess open space, recreation facilities, or affordable dwelling units (ADUs), etc.

DEVELOPMENT CONDITIONS: Terms or conditions imposed on a development by the Board of Supervisors (BOS) or the Board of Zoning Appeals (BZA) in connection with approval of a special exception, special permit or variance application or rezoning application in a "P" district. Conditions may be imposed to mitigate adverse impacts associated with a development as well as secure compliance with the Zoning Ordinance and/or conformance with the Comprehensive Plan. For example, development conditions may regulate hours of operation, number of employees, height of buildings, and intensity of development.

DEVELOPMENT PLAN: A graphic representation which depicts the nature and character of the development proposed for a specific land area; information such as topography, location and size of proposed structures, location of streets, trails, utilities, and storm drainage are generally included on a development plan. A development plan is a submission requirement for rezoning to the PRC District. A **GENERALIZED DEVELOPMENT PLAN (GDP)** is a submission requirement for a rezoning application for all conventional zoning districts other than a P District. A development plan submitted in connection with a special exception (SE) or special permit (SP) is generally referred to as an SE or SP plat. A **CONCEPTUAL DEVELOPMENT PLAN (CDP)** is a submission requirement when filing a rezoning application for a P District other than the PRC District; a CDP characterizes in a general way the planned development of the site. A **FINAL DEVELOPMENT PLAN (FDP)** is a submission requirement following the approval of a conceptual development plan and rezoning application for a P District other than the PRC District; an FDP further details the planned development of the site. See Article 16 of the Zoning Ordinance.

EASEMENT: A right to or interest in property owned by another for a specific and limited purpose. Examples: access easement, utility easement, construction easement, etc. Easements may be for public or private purposes.

ENVIRONMENTAL QUALITY CORRIDORS (EQCs): An open space system designed to link and preserve natural resource areas, provide passive recreation and protect wildlife habitat. The system includes stream valleys, steep slopes and wetlands. For a complete definition of EQCs, refer to the Environmental section of the Policy Plan for Fairfax County contained in Vol. 1 of the Comprehensive Plan.

ERODIBLE SOILS: Soils that wash away easily, especially under conditions where stormwater runoff is inadequately controlled. Silt and sediment are washed into nearby streams, thereby degrading water quality.

FLOODPLAIN: Those land areas in and adjacent to streams and watercourses subject to periodic flooding; usually associated with environmental quality corridors. The 100 year floodplain drains 70 acres or more of land and has a one percent chance of flood occurrence in any given year.

FLOOR AREA RATIO (FAR): An expression of the amount of development intensity (typically, non-residential uses) on a specific parcel of land. FAR is determined by dividing the total square footage of gross floor area of buildings on a site by the total square footage of the site itself.

FUNCTIONAL CLASSIFICATION: A system for classifying roads in terms of the character of service that individual facilities are providing or are intended to provide, ranging from travel mobility to land access. Roadway system functional classification elements include Freeways or Expressways which are limited access highways, Other Principal (or Major) Arterials, Minor Arterials, Collector Streets, and Local Streets. Principal arterials are designed to accommodate travel; access to adjacent properties is discouraged. Minor arterials are designed to serve both through traffic and local trips. Collector roads and streets link local streets and properties with the arterial network. Local streets provide access to adjacent properties.

GEOTECHNICAL REVIEW: An engineering study of the geology and soils of a site which is submitted to determine the suitability of a site for development and recommends construction techniques designed to overcome development on problem soils, e.g., marine clay soils.

HYDROCARBON RUNOFF: Petroleum products, such as motor oil, gasoline or transmission fluid deposited by motor vehicles which are carried into the local storm sewer system with the stormwater runoff, and ultimately, into receiving streams; a major source of non-point source pollution. An oil-grit separator is a common hydrocarbon runoff reduction method.

IMPERVIOUS SURFACE: Any land area covered by buildings or paved with a hard surface such that water cannot seep through the surface into the ground.

INFILL: Development on vacant or underutilized sites within an area which is already mostly developed in an established development pattern or neighborhood.

INTENSITY: The magnitude of development usually measured in such terms as density, floor area ratio, building height, percentage of impervious surface, traffic generation, etc. Intensity is also based on a comparison of the development proposal against environmental constraints or other conditions which determine the carrying capacity of a specific land area to accommodate development without adverse impacts.

Ldn: Day night average sound level. It is the twenty-four hour average sound level expressed in A-weighted decibels; the measurement assigns a "penalty" to night time noise to account for night time sensitivity. Ldn represents the total noise environment which varies over time and correlates with the effects of noise on the public health, safety and welfare.

LEVEL OF SERVICE (LOS): An estimate of the effectiveness of a roadway to carry traffic, usually under anticipated peak traffic conditions. Level of Service efficiency is generally characterized by the letters A through F, with LOS-A describing free flow traffic conditions and LOS-F describing jammed or grid-lock conditions.

MARINE CLAY SOILS: Soils that occur in widespread areas of the County generally east of Interstate 95. Because of the abundance of shrink-swell clays in these soils, they tend to be highly unstable. Many areas of slope failure are evident on natural slopes. Construction on these soils may initiate or accelerate slope movement or slope failure. The shrink-swell soils can cause movement in structures, even in areas of flat topography, from dry to wet seasons resulting in cracked foundations, etc. Also known as slippage soils.

OPEN SPACE: That portion of a site which generally is not covered by buildings, streets, or parking areas. Open space is intended to provide light and air; open space may function as a buffer between land uses or for scenic, environmental, or recreational purposes.

OPEN SPACE EASEMENT: An easement usually granted to the Board of Supervisors which preserves a tract of land in open space for some public benefit in perpetuity or for a specified period of time. Open space easements may be accepted by the Board of Supervisors, upon request of the land owner, after evaluation under criteria established by the Board. See Open Space Land Act, Code of Virginia, Sections 10.1-1700, et seq.

P DISTRICT: A "P" district refers to land that is planned and/or developed as a Planned Development Housing (PDH) District, a Planned Development Commercial (PDC) District or a Planned Residential Community (PRC) District. The PDH, PDC and PRC Zoning Districts are established to encourage innovative and creative design for land development; to provide ample and efficient use of open space; to promote a balance in the mix of land uses, housing types, and intensity of development; and to allow maximum flexibility in order to achieve excellence in physical, social and economic planning and development of a site. Refer to Articles 6 and 16 of the Zoning Ordinance.

PROFFER: A written condition, which, when offered voluntarily by a property owner and accepted by the Board of Supervisors in a rezoning action, becomes a legally binding condition which is in addition to the zoning district regulations applicable to a specific property. Proffers are submitted and signed by an owner prior to the Board of Supervisors public hearing on a rezoning application and run with the land. Once accepted by the Board, proffers may be modified only by a proffered condition amendment (PCA) application or other zoning action of the Board and the hearing process required for a rezoning application applies. See Sect. 15.2-2303 (formerly 15.1-491) of the Code of Virginia.

PUBLIC FACILITIES MANUAL (PFM): A technical text approved by the Board of Supervisors containing guidelines and standards which govern the design and construction of site improvements incorporating applicable Federal, State and County Codes, specific standards of the Virginia Department of Transportation and the County's Department of Public Works and Environmental Services.

RESOURCE MANAGEMENT AREA (RMA): That component of the Chesapeake Bay Preservation Area comprised of lands that, if improperly used or developed, have a potential for causing significant water quality degradation or for diminishing the functional value of the Resource Protection Area. See Fairfax County Code, Ch. 118, Chesapeake Bay Preservation Ordinance.

RESOURCE PROTECTION AREA (RPA): That component of the Chesapeake Bay Preservation Area comprised of lands at or near the shoreline or water's edge that have an intrinsic water quality value due to the ecological and biological processes they perform or are sensitive to impacts which may result in significant degradation of the quality of state waters. In their natural condition, these lands provide for the removal, reduction or assimilation of sediments from runoff entering the Bay and its tributaries, and minimize the adverse effects of human activities on state waters and aquatic resources. New development is generally discouraged in an RPA. See Fairfax County Code, Ch. 118, Chesapeake Bay Preservation Ordinance.

SITE PLAN: A detailed engineering plan, to scale, depicting the development of a parcel of land and containing all information required by Article 17 of the Zoning Ordinance. Generally, submission of a site plan to DPWES for review and approval is required for all residential, commercial and industrial development except for development of single family detached dwellings. The site plan is required to assure that development complies with the Zoning Ordinance.

SPECIAL EXCEPTION (SE) / SPECIAL PERMIT (SP): Uses, which by their nature, can have an undue impact upon or can be incompatible with other land uses and therefore need a site specific review. After review, such uses may be allowed to locate within given designated zoning districts if appropriate and only under special controls, limitations, and regulations. A special exception is subject to public hearings by the Planning Commission and Board of Supervisors with approval by the Board of Supervisors; a special permit requires a public hearing and approval by the Board of Zoning Appeals. Unlike proffers which are voluntary, the Board of Supervisors or BZA may impose reasonable conditions to assure, for example, compatibility and safety. See Article 8, Special Permits and Article 9, Special Exceptions, of the Zoning Ordinance.

STORMWATER MANAGEMENT: Engineering practices that are incorporated into the design of a development in order to mitigate or abate adverse water quantity and water quality impacts resulting from development. Stormwater management systems are designed to slow down or retain runoff to re-create, as nearly as possible, the pre-development flow conditions.

SUBDIVISION PLAT: The engineering plan for a subdivision of land submitted to DPWES for review and approved pursuant to Chapter 101 of the County Code.

TRANSPORTATION DEMAND MANAGEMENT (TDM): Actions taken to reduce single occupant vehicle automobile trips or actions taken to manage or reduce overall transportation demand in a particular area.

TRANSPORTATION SYSTEM MANAGEMENT (TSM) PROGRAMS: This term is used to describe a full spectrum of actions that may be applied to improve the overall efficiency of the transportation network. TSM programs usually consist of low-cost alternatives to major capital expenditures, and may include parking management measures, ridesharing programs, flexible or staggered work hours, transit promotion or operational improvements to the existing roadway system. TSM includes Transportation Demand Management (TDM) measures as well as H.O.V. use and other strategies associated with the operation of the street and transit systems.

URBAN DESIGN: An aspect of urban or suburban planning that focuses on creating a desirable environment in which to live, work and play. A well-designed urban or suburban environment demonstrates the four generally accepted principles of design: clearly identifiable function for the area; easily understood order; distinctive identity; and visual appeal.

VACATION: Refers to vacation of street or road as an action taken by the Board of Supervisors in order to abolish the public's right-of-passage over a road or road right-of-way dedicated by a plat of subdivision. Upon vacation, title to the road right-of-way transfers by operation of law to the owner(s) of the adjacent properties within the subdivision from whence the road/road right-of-way originated.

VARIANCE: An application to the Board of Zoning Appeals which seeks relief from a specific zoning regulation such as lot width, building height, or minimum yard requirements, among others. A variance may only be granted by the Board of Zoning Appeals through the public hearing process and upon a finding by the BZA that the variance application meets the required Standards for a Variance set forth in Sect. 18-404 of the Zoning Ordinance.

WETLANDS: Land characterized by wetness for a portion of the growing season. Wetlands are generally delineated on the basis of physical characteristics such as soil properties indicative of wetness, the presence of vegetation with an affinity for water, and the presence or evidence of surface wetness or soil saturation. Wetland environments provide water quality improvement benefits and are ecologically valuable. Development activity in wetlands is subject to permitting processes administered by the U.S. Army Corps of Engineers

TIDAL WETLANDS: Vegetated and nonvegetated wetlands as defined in Chapter 116 Wetlands Ordinance of the Fairfax County Code: includes tidal shores and tidally influenced embayments, creeks, and tributaries to the Occoquan and Potomac Rivers. Development activity in tidal wetlands may require approval from the Fairfax County Wetlands Board.

Abbreviations Commonly Used in Staff Reports

A&F	Agricultural & Forestal District	PDH	Planned Development Housing
ADU	Affordable Dwelling Unit	PFM	Public Facilities Manual
ARB	Architectural Review Board	PRC	Planned Residential Community
BMP	Best Management Practices	RC	Residential-Conservation
BOS	Board of Supervisors	RE	Residential Estate
BZA	Board of Zoning Appeals	RMA	Resource Management Area
COG	Council of Governments	RPA	Resource Protection Area
CBC	Community Business Center	RUP	Residential Use Permit
CDP	Conceptual Development Plan	RZ	Rezoning
CRD	Commercial Revitalization District	SE	Special Exception
DOT	Department of Transportation	SEA	Special Exception Amendment
DP	Development Plan	SP	Special Permit
DPWES	Department of Public Works and Environmental Services	TDM	Transportation Demand Management
DPZ	Department of Planning and Zoning	TMA	Transportation Management Association
DU/AC	Dwelling Units Per Acre	TSA	Transit Station Area
EQC	Environmental Quality Corridor	TSM	Transportation System Management
FAR	Floor Area Ratio	UP & DD	Utilities Planning and Design Division, DPWES
FDP	Final Development Plan	VC	Variance
GDP	Generalized Development Plan	VDOT	Virginia Dept. of Transportation
GFA	Gross Floor Area	VPD	Vehicles Per Day
HC	Highway Corridor Overlay District	VPH	Vehicles per Hour
HCD	Housing and Community Development	WMATA	Washington Metropolitan Area Transit Authority
LOS	Level of Service	WS	Water Supply Protection Overlay District
Non-RUP	Non-Residential Use Permit	ZAD	Zoning Administration Division, DPZ
OSDS	Office of Site Development Services, DPWES	ZED	Zoning Evaluation Division, DPZ
PCA	Proffered Condition Amendment	ZPRB	Zoning Permit Review Branch
PD	Planning Division		
PDC	Planned Development Commercial		