



County of Fairfax, Virginia

January 24, 2008

STAFF REPORT ADDENDUM

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 Attachment 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 Attachment 2.

O:\wodonn\ZED\PCAFair Lakes\PCA 82-P-069-18\PCA 82-P-069-18, Staff Report Addendum Cover.doc

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

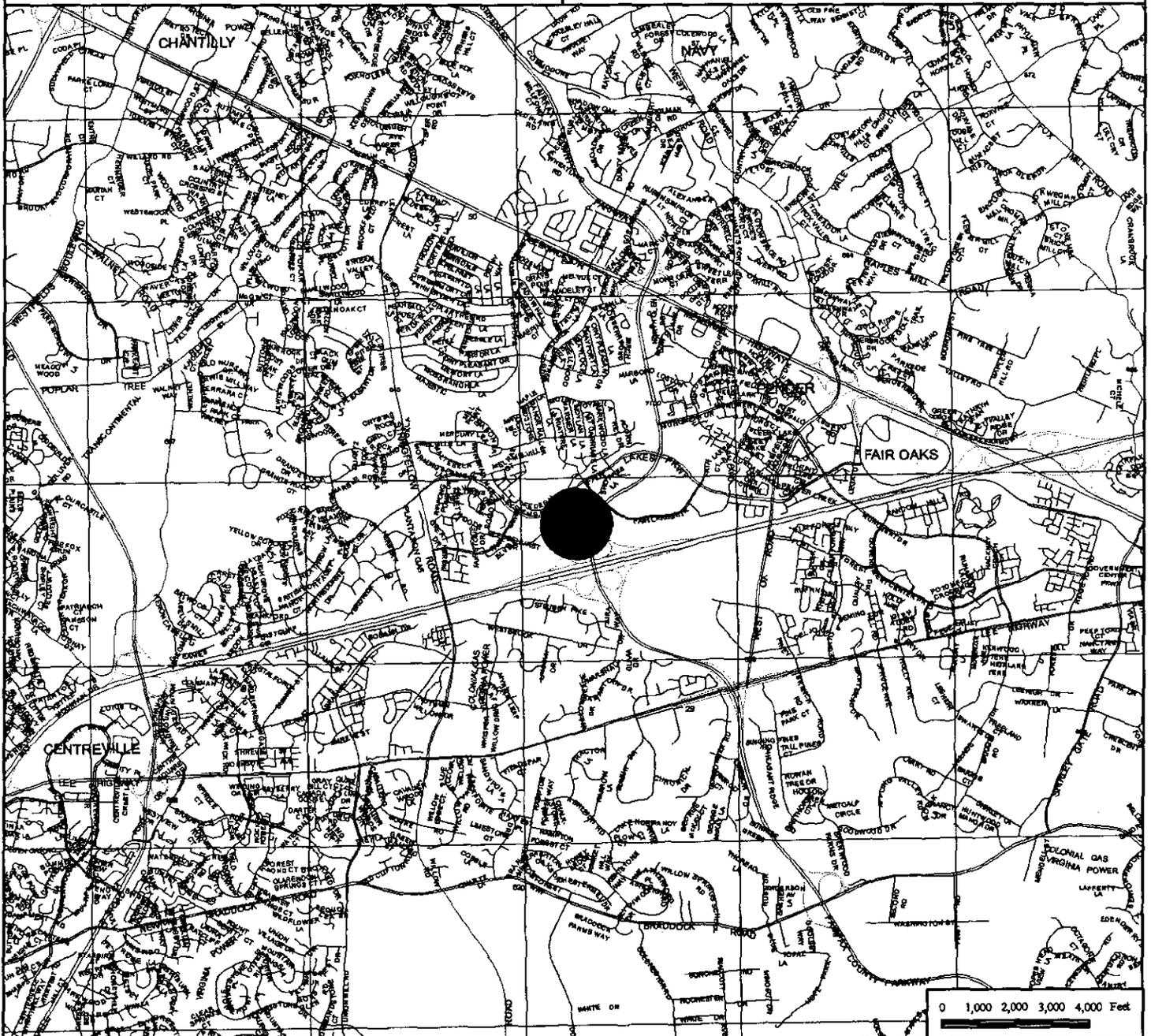
Zoning Dist Sect:

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

Zoning: PDC

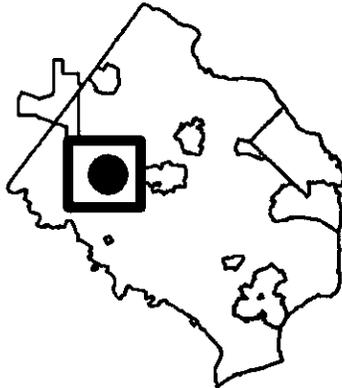
Overlay Dist: WS

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:

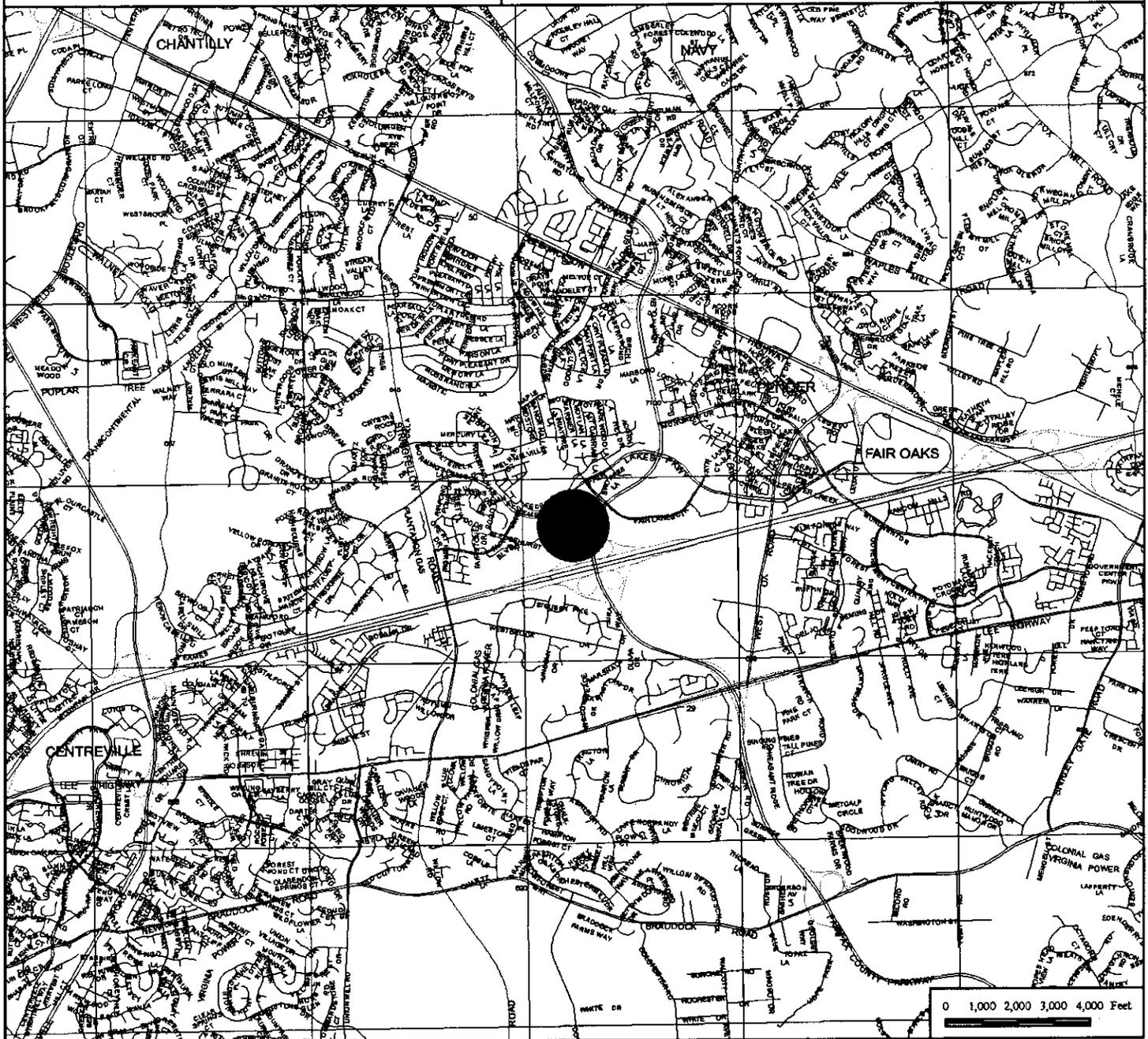
PDC

Overlay Dist:

WS

Map Ref Num:

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

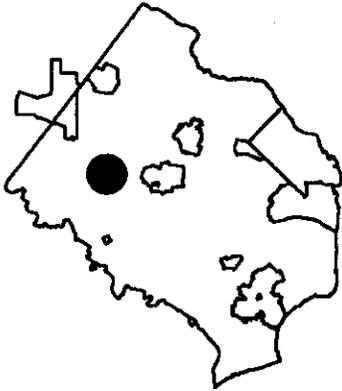


Conceptual Development Plan Amendment

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

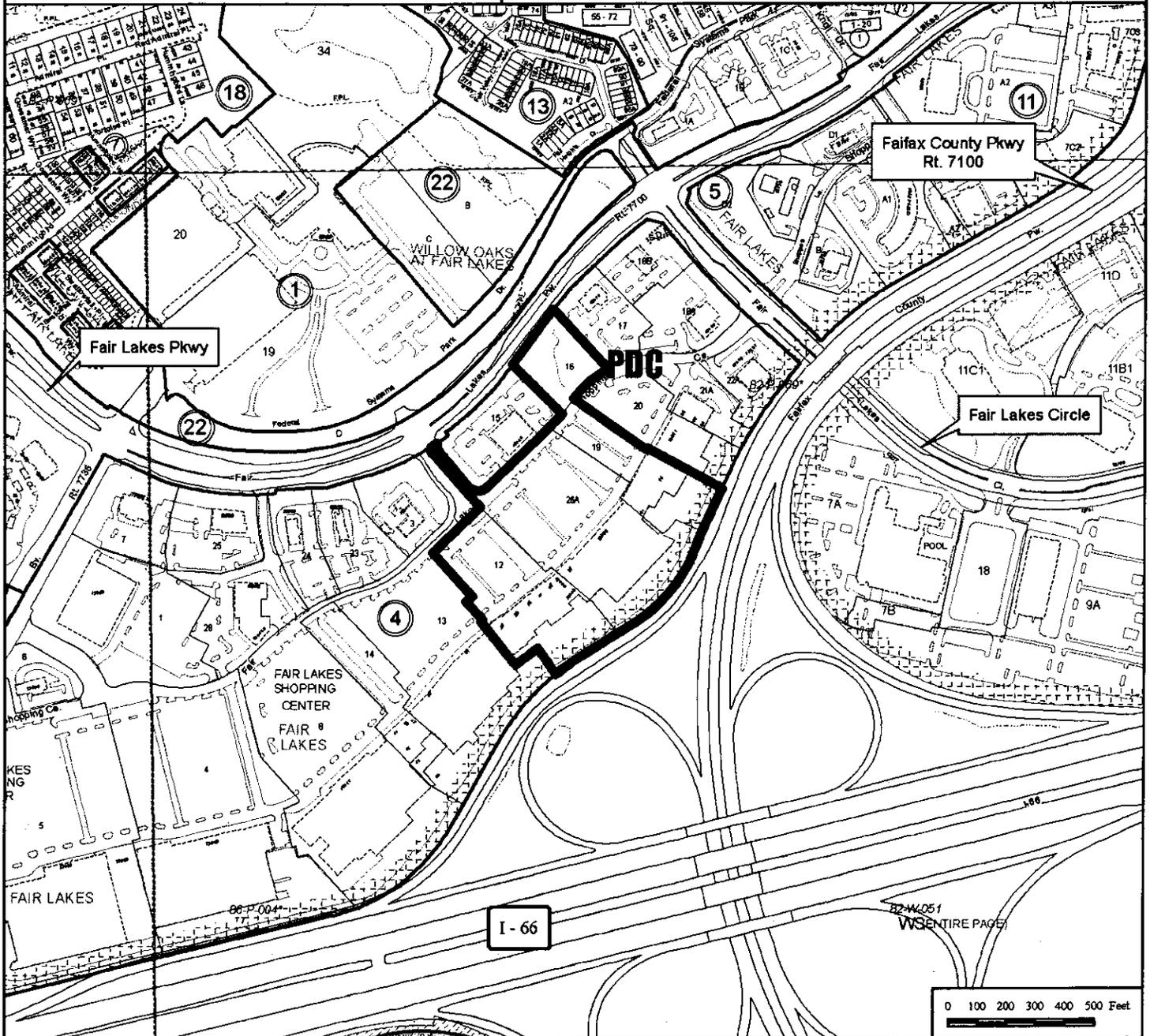


Area:
Zoning Dist Sect:
Located:

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
/04/ /0019 /04/ /0026A



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

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:

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

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

Zoning: PDC

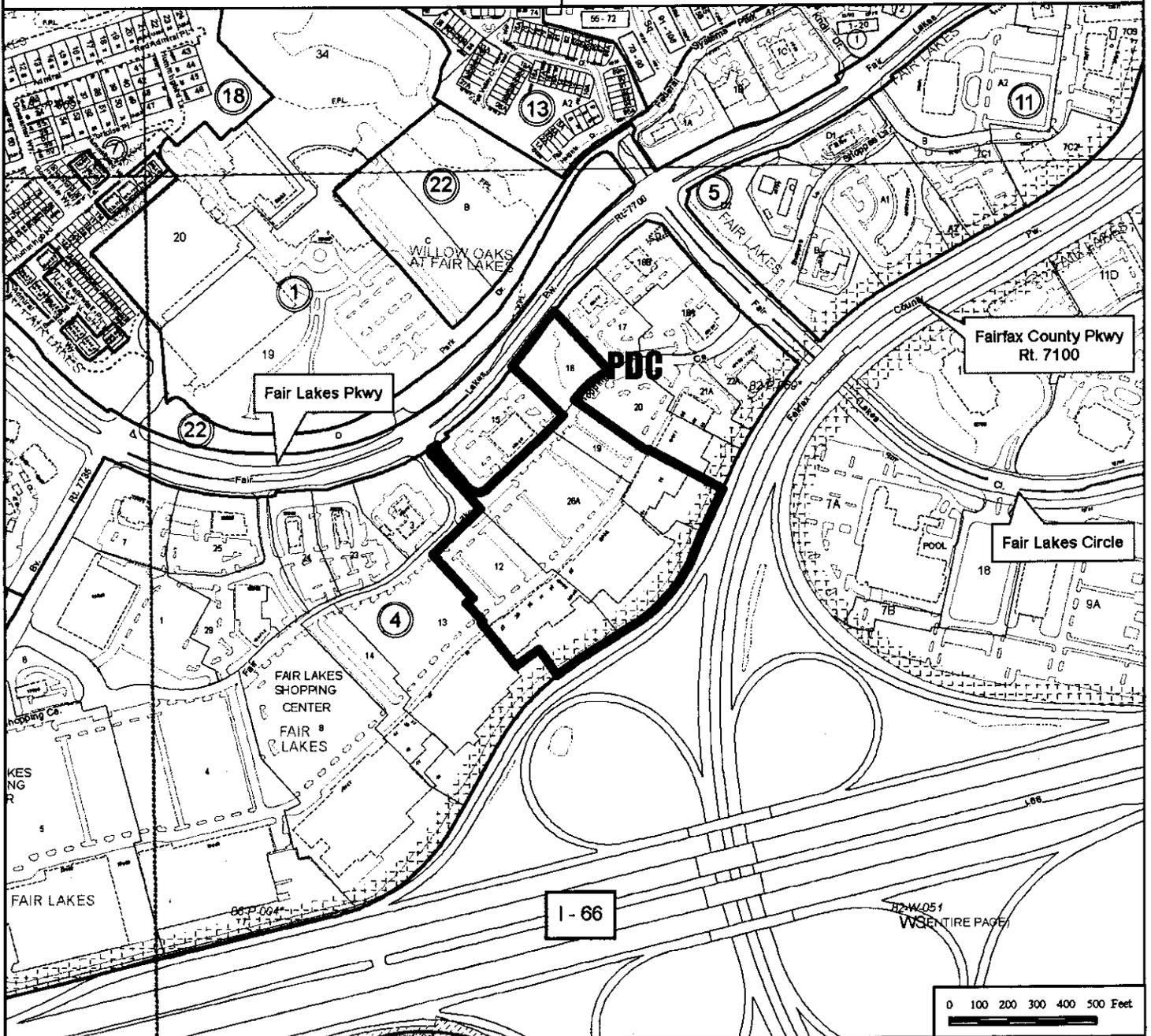
Zoning: PDC

Overlay Dist: WS

Overlay Dist: WS

Map Ref Num: 055-2- /04/ /0012 /04/ /0016 /04/ /0019 /04/ /0026A

Map Ref Num: 055-2- /04/ /0012 /04/ /0016 /04/ /0019 /04/ /0026A



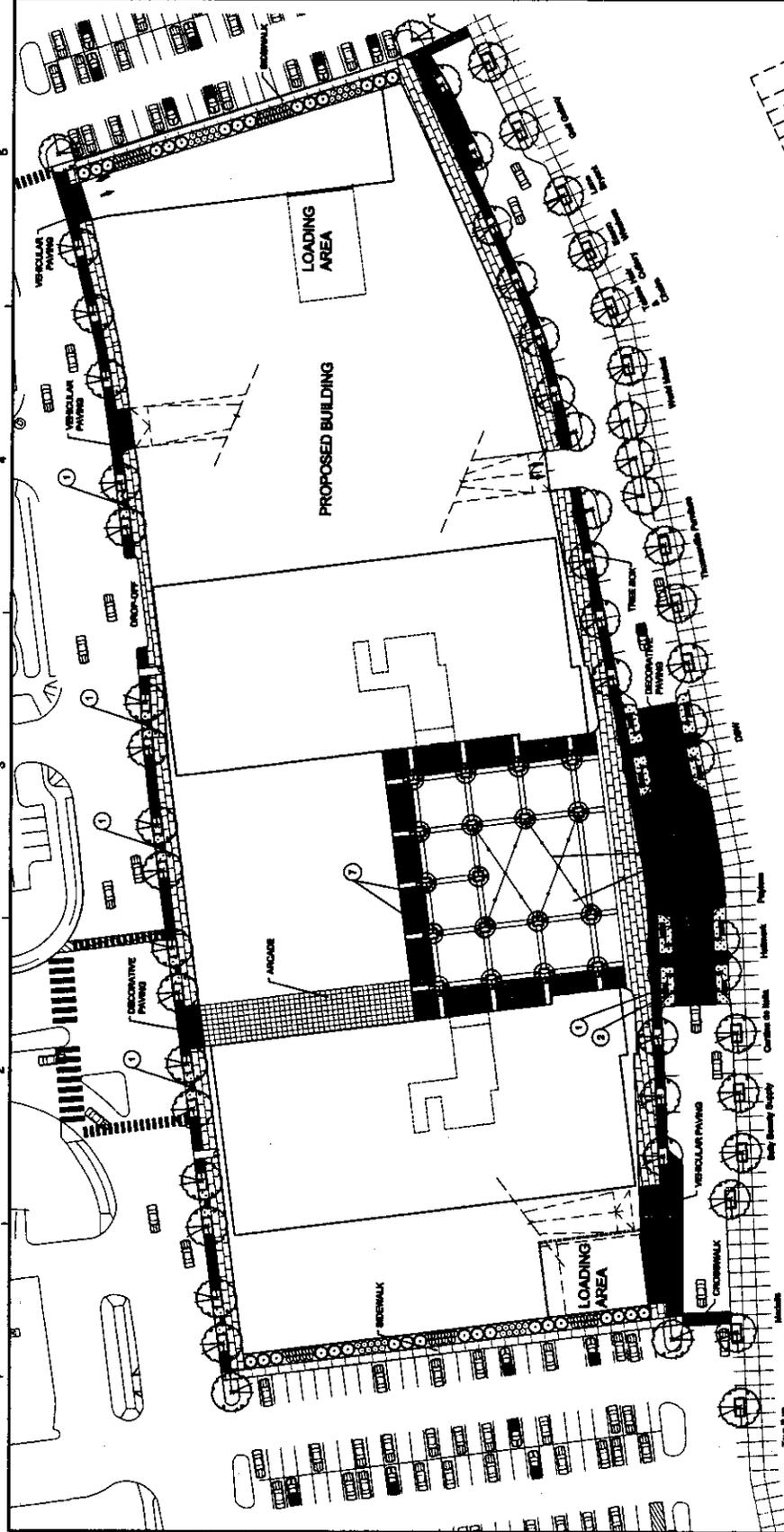
B2-M051
WSENTIRE PAGE

0 100 200 300 400 500 Feet



NO.	DATE	BY	DESCRIPTION
1	11/28/07	JAC	ISSUED FOR PERMIT
2	11/28/07	JAC	ISSUED FOR PERMIT
3	11/28/07	JAC	ISSUED FOR PERMIT
4	11/28/07	JAC	ISSUED FOR PERMIT
5	11/28/07	JAC	ISSUED FOR PERMIT
6	11/28/07	JAC	ISSUED FOR PERMIT
7	11/28/07	JAC	ISSUED FOR PERMIT
8	11/28/07	JAC	ISSUED FOR PERMIT
9	11/28/07	JAC	ISSUED FOR PERMIT

DRAWN BY: JAC
 CHECKED BY: JAC
 DATE: 11/28/07
 THE FAIR LAKES LAND BAY IV A
 CONCEPTUAL PLAN AMENDMENT
 CDPA 82-P-089-05-01
LANDSCAPE DETAILS
 PROJECT NO. 81-100325



PLAN: LANDSCAPE SITE
 SCALE 1"=30'

PLANT LEGEND

- DIVERSE VEGETATION TO REMAIN
- LARGE ORNAMENTAL TREE
- EVERGREEN TREE
- SHRUB
- CIRCUMFERENCE/HEIGHT

- 1 BENCHES
- 2 TRASH RECEPTACLES
- 3 BIKE RACKS
- 4 PLANTERS
- 5 BOLLARDS
- 6 LIGHTING
- 7 TABLE AND CHAIRS

Dewberry & Davis, LLC
 1000 Peachtree Street, N.E.
 Atlanta, Georgia 30309
 Telephone: 404.521.4600
 Fax: 404.521.4601
 www.dewberry.com

LEWIS
 ARCHITECTURAL
 GIONNET

FAIR LAKES
 LAND BAY IV-A
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN AMENDMENT
 COMMERCIAL DISTRICT
 SPANISH COUNTRY, MISSISSIPPI
 CPA# 22-P-028-05-01
 PDA# 22-P-028-12-10



NO.	DATE	BY	DESCRIPTION
1	12.22.07	JAC	CONCEPTUAL PLAN
2	11.28.07	JAC	CONCEPTUAL PLAN
3	11.28.07	JAC	CONCEPTUAL PLAN
4	10.23.07	JAC	CONCEPTUAL PLAN
5	10.23.07	JAC	CONCEPTUAL PLAN

THE
 FAIR LAKES
 LAND BAY IV-A
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN AMENDMENT
 COMMERCIAL DISTRICT
 SPANISH COUNTRY
 ARCHITECTURAL
 DETAILS
 TRACKED NO. 11-10825

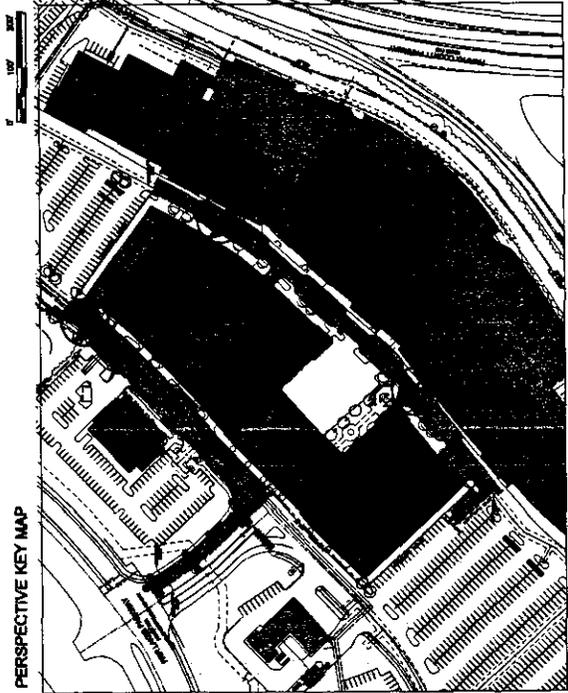
3
 PERSPECTIVES
 NO SCALE
 4
 5
 NOTE: THE RENDERINGS PREPARED ON THE SHEET ARE PRELIMINARY AND SUBJECT TO ALIGNMENT AND EXISTING UTILITIES, DIMENSIONS AND ARCHITECTURE. OWNER HAS AGREED TO ILLUSTRATE THE GENERAL FORMS AND CHARACTER OF THE PROPOSED STRUCTURE.



PERSPECTIVE B



PERSPECTIVE C



PERSPECTIVE KEY MAP

MASSING MODEL
 (NO SCALE)



NOTE: THE MASSING MODEL ON THIS SHEET IS FOR INFORMATION ONLY AND IS NOT TO BE USED FOR CONSTRUCTION. THE MASSING MODEL IS A GENERAL REPRESENTATION OF THE PROPOSED BUILDING FORMS AND HEIGHTS. THE MASSING MODEL IS NOT TO BE USED FOR CONSTRUCTION. THE MASSING MODEL IS A GENERAL REPRESENTATION OF THE PROPOSED BUILDING FORMS AND HEIGHTS. THE MASSING MODEL IS NOT TO BE USED FOR CONSTRUCTION.

Dewberry & Davis LLP
 1000 North 17th Street
 Suite 2000
 Denver, CO 80202
 Telephone: 303.733.1000
 Fax: 303.733.1001
 www.dewberry.com

PAUL G. GATZKE - ARCHITECT
 LEWIS SCULLY
 SCULLY GIONET
 ARCHITECTS
 1000 North 17th Street
 Suite 2000
 Denver, CO 80202
 Telephone: 303.733.1000
 Fax: 303.733.1001
 www.lscull.com

**FAIR LAKES
 LAND BAY/VA
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN AMENDMENT**
 CDPA 82-P-088-05-01
 CDPA 82-P-088-13-10
 PARKWAY DISTRICT
 PARKWAY COUNTY, WYOMING

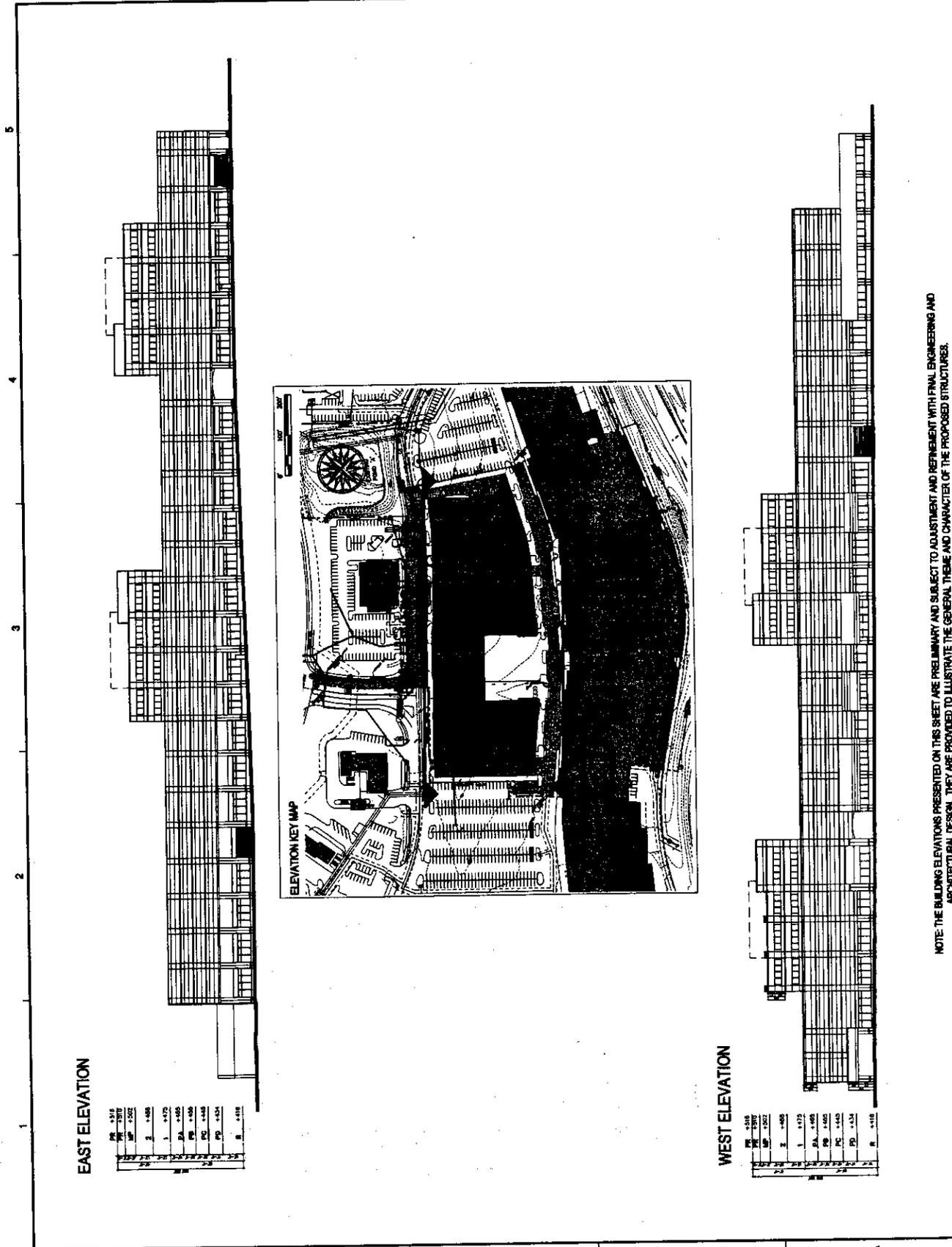


NO.	DATE	BY	DESCRIPTION
1	08.27.07	PG	CONCEPTUAL
2	11.14.07	PG	CONCEPTUAL
3	08.13.10	PG	CONCEPTUAL
4	08.27.10	PG	CONCEPTUAL
5	08.27.10	PG	CONCEPTUAL
6	08.27.10	PG	CONCEPTUAL
7	08.27.10	PG	CONCEPTUAL
8	08.27.10	PG	CONCEPTUAL
9	08.27.10	PG	CONCEPTUAL
10	08.27.10	PG	CONCEPTUAL
11	08.27.10	PG	CONCEPTUAL
12	08.27.10	PG	CONCEPTUAL
13	08.27.10	PG	CONCEPTUAL
14	08.27.10	PG	CONCEPTUAL
15	08.27.10	PG	CONCEPTUAL
16	08.27.10	PG	CONCEPTUAL
17	08.27.10	PG	CONCEPTUAL
18	08.27.10	PG	CONCEPTUAL
19	08.27.10	PG	CONCEPTUAL
20	08.27.10	PG	CONCEPTUAL

DESIGNED BY: PG
 APPROVED BY: PG
 CHECKED BY: PG
 DATE: 08.27.07

**FAIR LAKES
 LAND BAY/VA
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN AMENDMENT**
 CDPA 82-P-088-05-01
 CDPA 82-P-088-13-10
 PARKWAY DISTRICT
 PARKWAY COUNTY, WYOMING

PROJECT NO. 08-100923



EAST ELEVATION

NO.	DATE	BY	DESCRIPTION
1	08.27.07	PG	CONCEPTUAL
2	11.14.07	PG	CONCEPTUAL
3	08.13.10	PG	CONCEPTUAL
4	08.27.10	PG	CONCEPTUAL
5	08.27.10	PG	CONCEPTUAL
6	08.27.10	PG	CONCEPTUAL
7	08.27.10	PG	CONCEPTUAL
8	08.27.10	PG	CONCEPTUAL
9	08.27.10	PG	CONCEPTUAL
10	08.27.10	PG	CONCEPTUAL
11	08.27.10	PG	CONCEPTUAL
12	08.27.10	PG	CONCEPTUAL
13	08.27.10	PG	CONCEPTUAL
14	08.27.10	PG	CONCEPTUAL
15	08.27.10	PG	CONCEPTUAL
16	08.27.10	PG	CONCEPTUAL
17	08.27.10	PG	CONCEPTUAL
18	08.27.10	PG	CONCEPTUAL
19	08.27.10	PG	CONCEPTUAL
20	08.27.10	PG	CONCEPTUAL

WEST ELEVATION

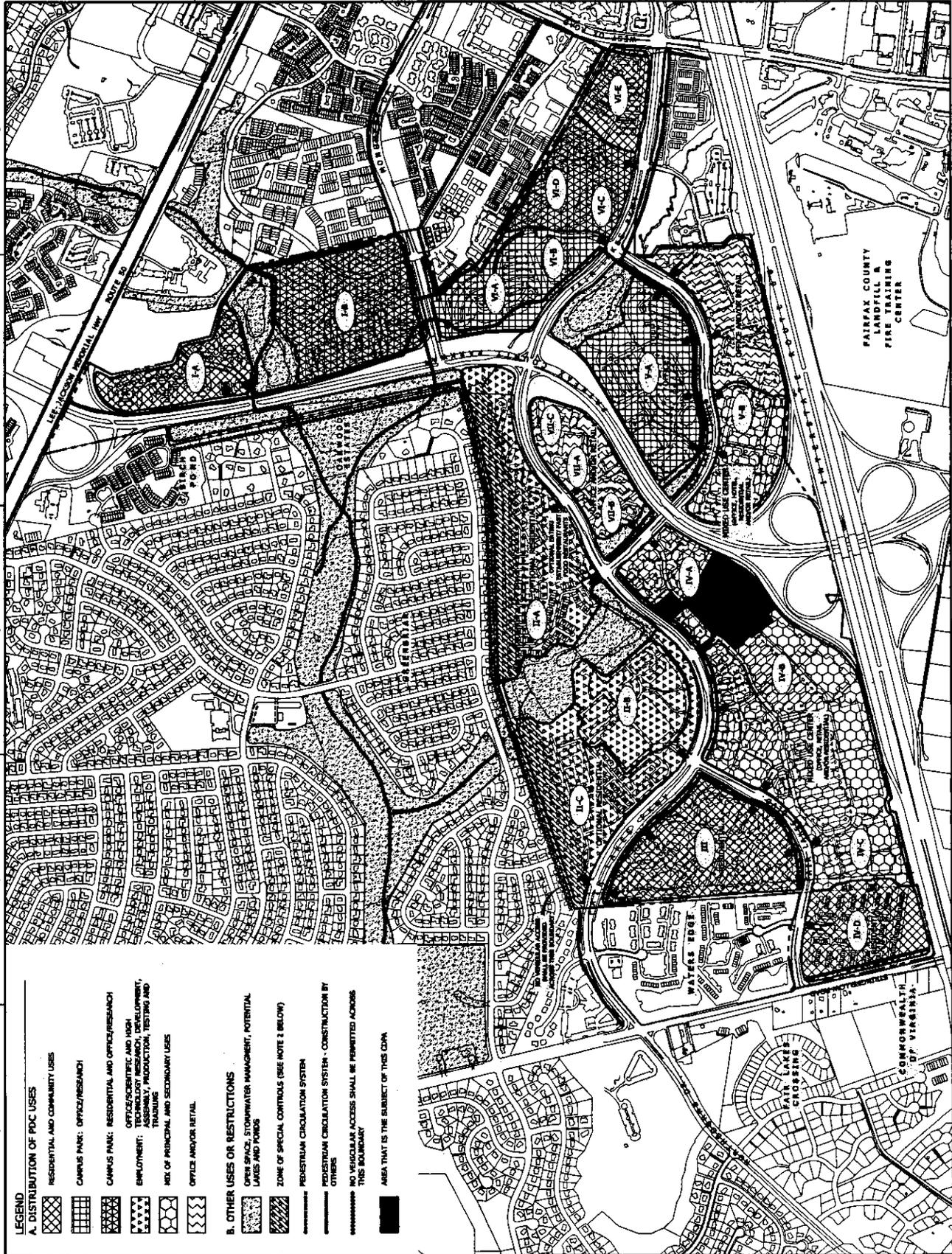
NO.	DATE	BY	DESCRIPTION
1	08.27.07	PG	CONCEPTUAL
2	11.14.07	PG	CONCEPTUAL
3	08.13.10	PG	CONCEPTUAL
4	08.27.10	PG	CONCEPTUAL
5	08.27.10	PG	CONCEPTUAL
6	08.27.10	PG	CONCEPTUAL
7	08.27.10	PG	CONCEPTUAL
8	08.27.10	PG	CONCEPTUAL
9	08.27.10	PG	CONCEPTUAL
10	08.27.10	PG	CONCEPTUAL
11	08.27.10	PG	CONCEPTUAL
12	08.27.10	PG	CONCEPTUAL
13	08.27.10	PG	CONCEPTUAL
14	08.27.10	PG	CONCEPTUAL
15	08.27.10	PG	CONCEPTUAL
16	08.27.10	PG	CONCEPTUAL
17	08.27.10	PG	CONCEPTUAL
18	08.27.10	PG	CONCEPTUAL
19	08.27.10	PG	CONCEPTUAL
20	08.27.10	PG	CONCEPTUAL

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.



NO.	DATE	DESCRIPTION
1	02/27/07	CONCEPTUAL PLAN
2	02/27/07	CONCEPTUAL PLAN
3	02/27/07	CONCEPTUAL PLAN
4	02/27/07	CONCEPTUAL PLAN
5	02/27/07	CONCEPTUAL PLAN
6	02/27/07	CONCEPTUAL PLAN
7	02/27/07	CONCEPTUAL PLAN
8	02/27/07	CONCEPTUAL PLAN
9	02/27/07	CONCEPTUAL PLAN
10	02/27/07	CONCEPTUAL PLAN

THE FAIR LAKES LAND LAKES CONCEPTUAL / FINAL DEVELOPMENT PLAN AMENDMENT
 COPA 08-P-008-05-01
 COPA 08-P-008-15-10
COPA KEY PLAN
 SHEET NO. 10 OF 11



- 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, ASSEMBLY, PRODUCTION, TESTING AND SALES
 - 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 3 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 COPA

1000 North 17th Street
 Suite 1000
 Charlotte, NC 28206
 Tel: 704.366.7000
 Fax: 704.366.7001
 www.dewberry.com

**LEWIS
 SCULLY
 BRONKHORST
 GONNETT**

**FAIR LAKES
 LAND BAY IV-A
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN AMENDMENT**
 CDPA 82-P-089-03-01
 FDPA 82-P-089-13-10
 HANCOCK COUNTY, GEORGIA



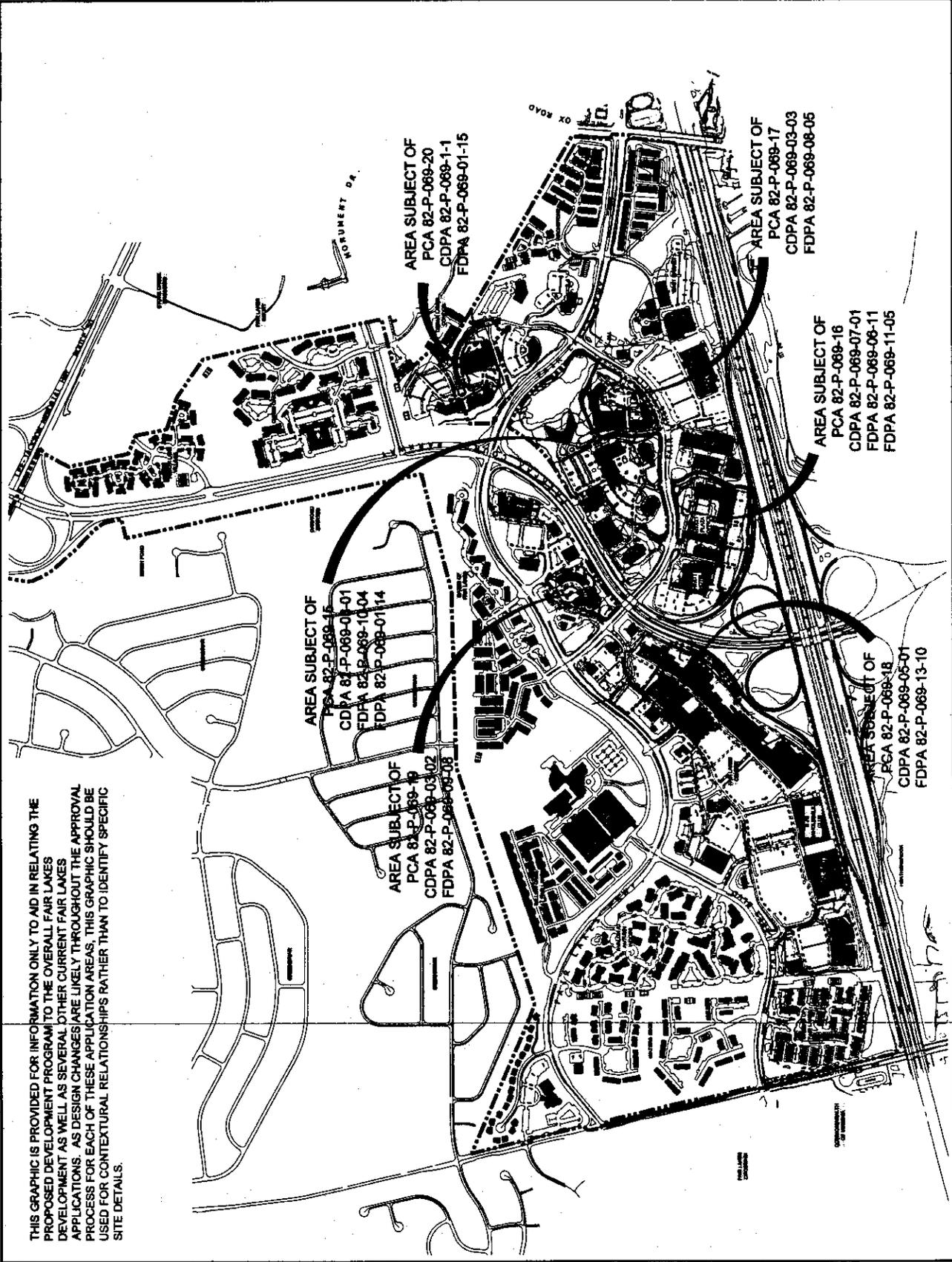
No.	DATE	BY	DESCRIPTION
1	08/27/07	DMW	Issue for Review
2	09/10/07	DMW	Issue for Review
3	09/10/07	DMW	Issue for Review
4	09/10/07	DMW	Issue for Review
5	09/10/07	DMW	Issue for Review
6	09/10/07	DMW	Issue for Review
7	09/10/07	DMW	Issue for Review
8	09/10/07	DMW	Issue for Review
9	09/10/07	DMW	Issue for Review
10	09/10/07	DMW	Issue for Review

**FAIR LAKES
 LAND BAY IV-A
 CONCEPTUAL / FINAL
 DEVELOPMENT PLAN AMENDMENT**
 CDPA 82-P-089-03-01
 FDPA 82-P-089-13-10

FAIR LAKES KEY MAP
 PROJECT NO. M-10623
 SHEET NO. 11 OF 11

1 2 3 4 5

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



BACKGROUND

The applicant, Fair Lakes Center Associates, L.P., has submitted three concurrent applications (PCA 82-P-069-18, CDPA 82-P-069-5-1 and FDPA 82-P-069-13-10) for a portion of the Fair Lakes retail center on Tax Map Parcels 55-2 ((4)) 12, 16, 19 and 26A. In general, these 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 (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.

The staff report, recommending approval of PCA 82-P-069-18, CDPA 82-P-069-5-1 and FDPA 82-P-069-13-10, was published on December 27, 2007. Since the publication of the report, the applicant has continued to work with staff to refine their application and proffer commitments. The applicant submitted a revised CDPA/FDPA consisting of eleven sheets dated February 27, 2007, as revised through January 22, 2008. The revised CDPA/FDPA shows that the originally proposed access point on the northwest corner of the garage has been relocated to the southwest corner of the garage. Staff from the Department of Transportation reviewed this modification and generally approves the proposed relocation (see Attachment 3). In addition, the applicant agreed to modify the timing for completion of the plaza in Proffer 8 and to further clarify language in the Phased Parking Plan in Proffer 14. These refinements are included in Attachment 1 with changes black-lined from proffers included in the original Staff Report.

The applicant also requested three minor modifications to the proposed development conditions in the Final Development Plan Amendment, which include:

- Clarification of language in Development Conditions #1 and #2
- Additional language in Development Condition #3 to clarify which areas on the CDPA/FDPA will remain as undisturbed vegetation.

These revisions are included in Attachment 2, with changes black-lined from proposed development conditions included in the original Staff Report. Staff agrees with the proposed changes to the development conditions.

CONCLUSIONS AND RECOMMENDATION

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 Attachment 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 Attachment 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.

ATTACHMENTS

1. Proposed Proffers
2. Proposed FDPA 82-P-069-8-5 Development Plan Conditions
3. Transportation Analysis

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
JANUARY 3, 2008
JANUARY 22, 2008

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 **amended** 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, January 22, 2008, 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 site plan approval for the second phase of the retail/office building, or prior to issuance of the Non-RUP for ~~the final phase of the retail portion of~~ greater than 150,000 gross square feet of space within the retail/office building ~~depicted on the CDPA/FDPA, whichever comes first,~~ the Applicant shall ~~construct~~ begin construction of and diligently pursue the completion of 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 **Land Bays IV, V and/or VII** of 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~~January 24, 2008

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~~ January 22, 2008.
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 outside the limits of clearing and grading depicted on the FDPA 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.



County of Fairfax, Virginia

MEMORANDUM

DATE: January 23, 2008

TO: Regina Coyle, Director
Zoning Evaluation Division

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

SUBJECT: Transportation Impact Addendum

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 development plan revisions to January 22, 2008. The revisions shift one of the parking structure points of access from the northwest corner of the structure to the southwest corner of the structure. This department does not object to the proposed modification.

The applicant 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



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