

FAIR LAKES LAND BAY IV-A

PCA 82-P-069-18

~~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

(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

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.

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:

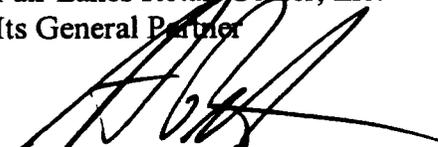
1. **TDM Goal:** The TDM program shall be implemented to reduce by ten percent (10%) (the "TDM Goal") the A.M. and P.M. weekday peak hour vehicular trips associated with the proposed office, defined as the peak hour of travel between 6:00 A.M.-9:00 A.M. and 4:00 P.M.-7:00 P.M. respectively, derived from 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;

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.

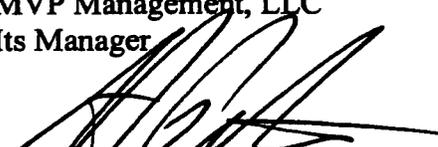
FAIR LAKES CENTER ASSOCIATES L.P.  
(Applicant and Title Owner of Parcels  
55-2-((4))-12, 19)

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

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

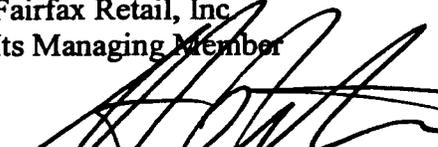
FAIR LAKES ASSOCIATES L.C.  
(Title Owner of Parcel 55-2-((4))-16)

BY: MVP Management, LLC  
Its Manager

BY:   
NAME: Steven B. Peterson  
TITLE: Manager

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

BY: Fairfax Retail, Inc.  
Its Managing Member

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

## **FINAL DEVELOPMENT PLAN AMENDMENT CONDITIONS**

**FDPA 82-P-069-13-10**

**February 7, 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 January 22, 2008.
2. LID measures, such as infiltration trenches, shall be incorporated into the final site design, 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 southeast 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.\*