



FAIRFAX COUNTY

OFFICE OF THE CLERK
BOARD OF SUPERVISORS
12000 Government Center Parkway, Suite 53
Fairfax, Virginia 22035-007

V I R G I N I A

Telephone: 703-324-315

FAX: 703-324-392

TTY: 703-324-390

August 18, 1999

Barbara June Fried, Esquire
Fried Companies, Incorporated
6551 Loisdale Court - Suite 900
Springfield, Virginia 22150

RE: Rezoning Application Number
RZ 1998-LE-048

Dear Ms. Fried:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on August 2, 1999, granting Rezoning Application Number RZ 1998-LE-048 in the name of Metro Park, LLC, to rezone certain property in the Lee District from the R-1, I-4 and I-5 Districts to the PDC District, subject to the proffers dated July 30, 1999, on subject parcels 91-1 ((1)) 11B and 11C (formerly tax map 91-1 ((1)) 11), 23, 23A, 24, 26, 27, 28, 29, 30, 31A, 31B (includes area formerly Walker Lane easement), consisting of approximately 37.17 acres.

The Conceptual Development Plan was approved; the Planning Commission having previously approved Final Development Plan FDP 1998-LE-048 on July 29, 1999, subject to the Board's approval of RZ 1998-LE-048.

The Board also:

- **Modified the transitional screening and barrier requirements along the southern boundary and adjacent to Laurel Grove Church.**
- **Waived the following requirements with regard to the proffered trail to the Joe Alexander Transportation Center:**
 - **Tree cover.**

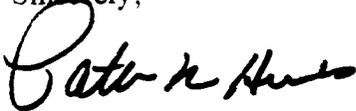
RZ 1998-LE-048
August 18, 1999

RECEIVED
DEPARTMENT OF PLANNING AND ZONING
AUG 26 1999

ZONING EVALUATION DIVISION

- Best management practices.
- Stormwater management.
- Soils report.
- Cross section requirements in Section 8-0202.5 of the Public Facilities Manual (PFM).
- Turning radius in Section 8-0202.6 of the PFM.
- Clearing zone requirement in Section 8-0202-3 of the PFM with regards to the proffered fence.

Sincerely,



Patti M. Hicks
Deputy Clerk to the Board of Supervisors

PMH/ns

cc: Chairman Katherine K. Hanley
Supervisor-Lee 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
Fred R. Beales, Supervisor Base Property, Mapping/Overlay
Robert Moore, Transportation Planning Div., Dept. of Transportation
Ellen Gallagher, Project Planning Section, Dept. of Transportation
Michelle Brickner, Deputy Director, DPW&ES
DPW&ES - Bonds & Agreements
Frank Edwards, Department of Highways - VDOT
Land Acq. & Planning Div., Park Authority
District Planning Commissioner
Thomas Dorman, Director, Facilities Mgmt. Div., DPW&ES
Barbara J. Lippa, Executive Director, Planning Commission

At a regular meeting of the Board of Supervisors of Fairfax County, Virginia, held in the Board Auditorium in the Government Center at Fairfax, Virginia, on the 2nd day of August, 1999, the following ordinance was adopted:

AN ORDINANCE AMENDING THE ZONING ORDINANCE
PROPOSAL NUMBER RZ 1998-LE-048

WHEREAS, Metro Park, LLC filed in the proper form an application requesting the zoning of a certain parcel of land herein after described, from the R-1, I-4 and I-5 Districts to the PDC District, and

WHEREAS, at a duly called public hearing the Planning Commission considered the application and the propriety of amending the Zoning Ordinance in accordance therewith, and thereafter did submit to this Board its recommendation, and

WHEREAS, this Board has today held a duly called public hearing and after due consideration of the reports, recommendation, testimony and facts pertinent to the proposed amendment, the Board is of the opinion that the Ordinance should be amended.

NOW, THEREFORE, BE IT ORDAINED, that that certain parcel of land situated in the Lee District, and more particularly described as follows (see attached legal description):

Be, and hereby is, zoned to the PDC District, and said property is subject to the use regulations of said PDC District and further restricted by the conditions proffered and accepted pursuant to Va. Code Ann., §15.2-2303(a), which conditions are in addition to the Zoning Ordinance regulations applicable to said parcel, and

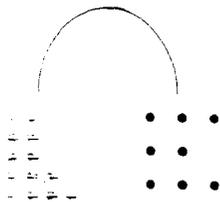
BE IT FURTHER ENACTED, that the boundaries of the Zoning Map heretofore adopted as a part of the Zoning Ordinance be, and they hereby are, amended in accordance with this enactment, and that said zoning map shall annotate and incorporate by reference the additional conditions governing said parcel.

GIVEN under my hand this 2nd day of August, 1999.



Patti M. Hicks

Deputy Clerk to the Board of Supervisors



**THE
ENGINEERING
GROUPE, INC.**

RECEIVED
DEPARTMENT OF PLANNING AND ZONING

JUN 3 1999

ZONING EVALUATION DIVISION

**METES AND BOUNDS DESCRIPTION
FAIRFAX COUNTY TAX MAPS 91-1 ((1))
PARCELS 11B, 11C, 23, 23A, 24, 26, 27, 28, 29, 30, 31A, & 31B
LEE DISTRICT
FAIRFAX COUNTY, VIRGINIA
FOR ZONING PURPOSES ONLY
CURRENTLY ZONED I-5, I-4, & R-1**

PARCEL 11C

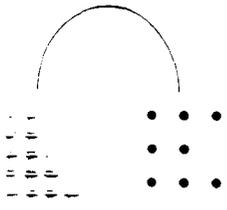
BEGINNING AT A POINT IN THE SOUTHERLY RIGHT-OF-WAY OF FRANCONIA-SPRINGFIELD PARKWAY, STATE ROUTE 7900, VARIABLE WIDTH; THENCE, RUNNING WITH THE RIGHT-OF-WAY OF FRANCONIA-SPRINGFIELD PARKWAY, ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 5,809.58', AN ARC DISTANCE OF 771.99', AND A CHORD BEARING AND DISTANCE OF S 74°58'46" E 771.42' TO A POINT; THENCE, S 78°47'10" E 428.72' TO A POINT, SAID POINT BEING A COMMON CORNER TO NOW OR FORMERLY MILDRED HOUCHENS; THENCE, DEPARTING SAID RIGHT-OF-WAY OF FRANCONIA-SPRINGFIELD PARKWAY AND RUNNING WITH NOW OR FORMERLY MILDRED HOUCHENS AND NOW OR FORMERLY HEIRS OF OTIS GORHAM, AND NOW OR FORMERLY RAYMOND D. GORHAM, SR. AND RAYMOND D. GORHAM, JR, S 08°31'29" E 387.89' TO A POINT IN THE RIGHT-OF-WAY OF BARBARA ROAD, STATE ROUTE 1380, 50' WIDE; THENCE, RUNNING WITH THE RIGHT-OF-WAY OF BARBARA ROAD, N 66°23'09" W 23.58' TO A POINT, SAID POINT BEING A COMMON CORNER TO WINDSOR ESTATES, SECTION TWO, LOT 119; THENCE, RUNNING WITH WINDSOR ESTATES, SECTION TWO, LOTS 119, 118, 117, 116, 115, 114, 113, 112, AND 111, N 66°28'24" W 1,299.18' TO A POINT IN THE RIGHT-OF-WAY OF HALE DRIVE, 50' WIDE; THENCE, DEPARTING HALE DRIVE, N 13°32'19" W 101.94' TO A POINT; THENCE, N 18°49'39" E 42.00' TO THE POINT OF BEGINNING AND CONTAINING 6.4383 ACRES.

[Headquarters]
13625 Office Place, Suite 101
Woodbridge, VA 22192

[Fredericksburg]
4900 Hood Road
Fredericksburg, VA 22404

PARCEL 11B, PORTIONS OF 31B, 31A, & 30

BEGINNING AT A POINT IN THE RIGHT-OF-WAY OF FRANCONIA – SPRINGFIELD PARKWAY, STATE ROUTE 7900, VARIABLE WIDTH, SAID POINT BEING A COMMON CORNER TO NOW OR FORMERLY RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD; THENCE, RUNNING WITH NOW OR FORMERLY RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD, ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 4,407.27', AN ARC DISTANCE OF 1,433.35', AND A CHORD BEARING AND DISTANCE OF N 48°01'23" E 1,427.04' TO A POINT; THENCE, CONTINUING WITH NOW OR FORMERLY RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD AND RUNNING ALONG NOW OR FORMERLY SECURITY CAPITAL INDUSTRIAL TRUST, S 10°30'59" E 124.24' TO A POINT; THENCE, S 84°53'38" E 58.14' TO A POINT; THENCE, S 84°55'13" E 597.86' TO A POINT IN THE RIGHT OF WAY OF WALKER LANE, VARIABLE RIGHT-OF-WAY, DEED BOOK 10748 PAGE 1641; THENCE, RUNNING WITH THE RIGHT-OF-WAY OF WALKER LANE, S 13°56'29" W 17.71' TO A POINT; THENCE, ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 841.53', AN ARC DISTANCE OF 660.86', AND A CHORD BEARING AND DISTANCE OF S 68°10'04" W 644.02' TO A POINT; THENCE, S 45°40'12" W 542.46' TO A POINT; THENCE, ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 841.53', AN ARC DISTANCE OF 431.73', AND A CHORD BEARING AND DISTANCE OF S 30°58'22" W 427.01' TO A POINT; THENCE, N 89°33'01" W 81.44' TO A POINT IN THE RIGHT-OF-WAY OF FRANCONIA – SPRINGFIELD PARKWAY, STATE ROUTE 7900, VARIABLE WIDTH; THENCE, RUNNING WITH THE RIGHT-OF-WAY OF FRANCONIA-SPRINGFIELD PARKWAY, ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 5,624.57', AN ARC DISTANCE OF 258.18', AND A CHORD BEARING AND DISTANCE OF N 72°29'08" W 258.16' TO A POINT; THENCE, N 18°59'58" E 60.00' TO A POINT; THENCE, N 67°04'22" W 237.79' TO THE POINT OF BEGINNING CONTAINING 12.2044 ACRES.



**THE
ENGINEERING
GROUPE, INC.**

**METES AND BOUNDS DESCRIPTION
FAIRFAX COUNTY TAX MAPS 91-1 ((1))
PARCELS 23, 23A, 24, 26, 27, 28, 29, 30, 31A, & 31B
LEE DISTRICT
FAIRFAX COUNTY, VIRGINIA
FOR ZONING PURPOSES ONLY
CURRENTLY ZONED R-1**

THIS DESCRIPTION IS THE LAND ON THE NORTH OF WALKER LANE:

BEGINNING AT A POINT, SAID POINT BEING A COMMON CORNER TO METRO PARK LLC AND SECURITY CAPITAL INDUSTRIAL TRUST; THENCE, DEPARTING FROM METRO PARK LLC AND RUNNING WITH SECURITY CAPITAL INDUSTRIAL TRUST, S 84°55'13" E 597.86' TO A POINT IN THE RIGHT-OF-WAY OF WALKER LANE, VARIABLE RIGHT-OF-WAY, DEED BOOK 10748 PAGE 1641; THENCE, RUNNING WITH THE RIGHT-OF-WAY OF WALKER LANE, S 13°56'29" W 17.71' TO A POINT; THENCE, ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 841.53', AN ARC DISTANCE OF 531.81', AND A CHORD BEARING AND DISTANCE OF S 72°33'41" W 523.01' TO A POINT, A COMMON CORNER TO METRO PARK LLC; THENCE, RUNNING WITH METRO PARK LLC, N 22°08'08" W 244.91' TO THE POINT OF BEGINNING AND CONTAINING 1.2502 ACRES

AND ADDITIONAL LAND ON THE SOUTH OF WALKER LANE AS FOLLOWS:

BEGINNING AT A POINT, SAID POINT IN THE RIGHT-OF-WAY OF BEULAH STREET, ROUTE 613, VARIABLE WIDTH, AND A COMMON CORNER TO LAUREL GROVE BAPTIST CHURCH; THENCE, DEPARTING THE RIGHT-OF-WAY OF BEULAH STREET AND RUNNING WITH LAUREL GROVE BAPTIST CHURCH, N 77°07'19" W 146.54' TO A POINT; THENCE, S 23°26'31" W 139.30' TO A POINT; THENCE, S 76°28'18" E 148.72' TO A POINT IN THE RIGHT-OF-WAY OF BEULAH STREET; THENCE, WITH THE RIGHT-OF-WAY OF BEULAH STREET, S 29°56'02" W 152.50' TO A POINT; THENCE, S 88°02'00" E 5.08' TO A POINT; THENCE, S 08°11'30" W 234.60' TO A POINT; THENCE, DEPARTING THE RIGHT-OF-WAY OF BEULAH STREET AND CONTINUING WITH LOTS THROUGH 1 AND THE TERMINUS OF ARCO STREET, ROUTE 1234, TO RIGHT-OF-WAY, S 89°51'03" W 1270.50' TO A POINT, A COMMON CORNER TO INOVA HEALTH CARE SERVICES; THENCE, RUNNING WITH INOVA HEALTH CARE SERVICES,

[Headquarters]
13625 Office Place, Suite 101
Woodbridge, VA 22192

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703 • 670 • 0985 (PHONE)

[Fredericksb
4900 Hood L
Fredericksburg, VA 22

N 09°21'06" E 544.59' TO A POINT, THENCE, N 76°04'09" W 22.92' TO A POINT IN THE RIGHT OF WAY OF WALKER LANE, VARIABLE WIDTH, DEED BOOK 10748 PAGE 1641; THENCE, RUNNING ALONG THE RIGHT-OF-WAY OF WALKER LANE, ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 752.95', AN ARC DISTANCE OF 528.46', THE CHORD BEARING AND DISTANCE OF N 74°58'23" E 517.68' TO A POINT; THENCE, S 84°55'13" E 225.08' TO A POINT; THENCE, S 41°17'27" E 58.20' TO A POINT; THENCE, S 84°55'13" E 59.05' TO A POINT; THENCE, N 51 27' 00" E 58.20' TO A POINT; THENCE, S 84°55'13" E 318.05' TO A POINT; THENCE, ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 752.95', AN ARC DISTANCE OF 171.31', THE CHORD BEARING AND DISTANCE OF S 78°24'10" E 170.93' TO A POINT; THENCE, S 20°17'03" E 63.20' TO A POINT; THENCE, S 23°52'05" W 26.06' TO THE POINT OF BEGINNING AND CONTAINING 18.5205 ACRES.

GIVEN UNDER MY HAND THIS 2ND DAY OF JUNE, 1999.



NED A. MARSHALL, L.S.

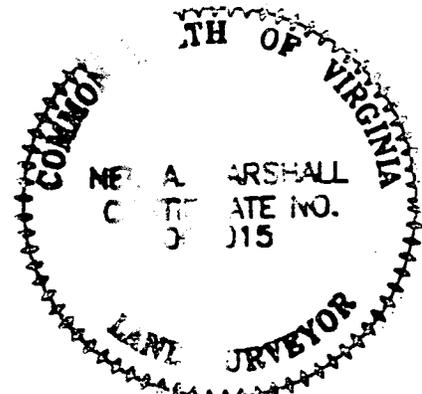


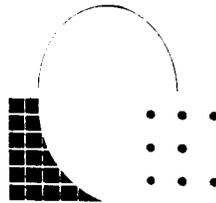
PARCELS 23, 23A, 24, 26, 27, 28, 29, PORTIONS OF 30 & 31A

BEGINNING AT A POINT, SAID POINT IN THE RIGHT-OF-WAY OF BEULAH STREET, ROUTE 613, VARIABLE WIDTH, AND A COMMON CORNER TO LAUREL GROVE BAPTIST CHURCH; THENCE, DEPARTING THE RIGHT-OF-WAY OF BEULAH STREET AND RUNNING WITH LAUREL GROVE BAPTIST CHURCH, N 77°07'19" W 146.54' TO A POINT; THENCE, S 23°26'31" W 139.30' TO A POINT; THENCE, S 76°28'18" E 148.72' TO A POINT IN THE RIGHT-OF-WAY OF BEULAH STREET; THENCE, WITH THE RIGHT-OF-WAY OF BEULAH STREET, S 29°56'02" W 152.51' TO A POINT; THENCE, S 76°02'00" E 5.08' TO A POINT; THENCE, S 08°11'30" W 234.60' TO A POINT; THENCE, DEPARTING THE RIGHT-OF-WAY OF BEULAH STREET AND CONTINUING WITH LOTS 11 THROUGH 1 AND THE TERMINUS OF ARCO STREET, ROUTE 1234, 50' RIGHT-OF-WAY, S 89°51'03" W 1270.50' TO A POINT, A COMMON CORNER TO INOVA HEALTH CARE SERVICES; THENCE, RUNNING WITH INOVA HEALTH CARE SERVICES, N 09°21'06" E 544.59' TO A POINT, THENCE, N 76°04'09" W 22.92' TO A POINT IN THE RIGHT OF WAY OF WALKER LANE, VARIABLE WIDTH, DEED BOOK 10748 PAGE 1641; THENCE, RUNNING ALONG THE RIGHT-OF-WAY OF WALKER LANE, ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 752.95', AN ARC DISTANCE OF 528.46', THE CHORD BEARING AND DISTANCE OF N 74°58'23" E 517.68' TO A POINT; THENCE, S 84°55'13" E 225.08' TO A POINT; THENCE, S 41°17'27" E 58.20' TO A POINT; THENCE, S 84°55'13" E 59.05' TO A POINT; THENCE, N 51 27' 00" E 58.20' TO A POINT; THENCE, S 84°55'13" E 318.05' TO A POINT; THENCE, ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 752.95', AN ARC DISTANCE OF 171.31', THE CHORD BEARING AND DISTANCE OF S 78°24'10" E 170.93' TO A POINT; THENCE, S 20°17'03" E 63.20' TO A POINT; THENCE, S 23°52'05" W 26.06' TO THE POINT OF BEGINNING AND CONTAINING 18.5205 ACRES.

GIVEN UNDER MY HAND THIS 2ND DAY OF JUNE, 1999.

Ned A Marshall
NED A. MARSHALL, L.S.





**THE
ENGINEERING
GROUPE, INC.**

**METES AND BOUNDS DESCRIPTION
A PORTION OF THE PROPERTY OF
METRO PARK LLC
DEED BOOK 10748 PAGE 1625
LEE DISTRICT
FAIRFAX COUNTY, VIRGINIA
FOR ZONING PURPOSES ONLY
CURRENTLY ZONED I-5**

BEGINNING AT POINT IN THE RIGHT-OF-WAY OF FRANCONIA – SPRINGFIELD PARKWAY, STATE ROUTE 7900, VARIABLE WIDTH, SAID POINT BEING A COMMON CORNER OF NOW OR FORMERLY RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD; THENCE RUNNING WITH NOW OR FORMERLY RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD, ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 4,407.28', AN ARC DISTANCE OF 1,433.36', THE CHORD BEING N 48°01'23" E 1,427.05' TO A POINT; THENCE CONTINUING WITH NOW OR FORMERLY RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD AND RUNNING ALONG NOW OR FORMERLY SECURITY CAPITAL INDUSTRIAL TRUST, S 10°30'59" E 124.24 FEET TO A POINT; THENCE S 84°53'38" E 58.14' TO A POINT, SAID PIPE BEING A COMMON CORNER OF NOW OR FORMERLY FRIED COMPANIES; THENCE RUNNING WITH NOW OR FORMERLY FRIED COMPANIES, S 22°08'08" E 244.91' TO A POINT IN THE RIGHT-OF-WAY OF WALKER LANE, DEED BOOK 10748 PAGE 1641; THENCE RUNNING WITH THE RIGHT-OF-WAY OF WALKER LANE, ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 841.53', AN ARC DISTANCE OF 129.05', THE CHORD BEING S50°03'47"W 128.94' TO A POINT; THENCE S 45°40'12" W 40.52' TO A POINT; THENCE RUNNING THROUGH THE PROPERTY, ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 4807.28', AN ARC DISTANCE OF 1056.28', THE CHORD BEING S 50°36'42" W 1054.16' TO A POINT IN THE RIGHT-OF-WAY OF FRANCONIA-SPRINGFIELD PARKWAY, STATE ROUTE 7900, VARIABLE WIDTH; THENCE

RUNNING WITH THE RIGHT-OF-WAY OF FRANCONIA-SPRINGFIELD PARKWAY, ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 5,624.58', AN ARC DISTANCE OF 96.63', THE CHORD BEING N 71°39'46" W 96.62' TO A POINT; THENCE N 18°59'58" E 60.00' TO POINT; THENCE N 67°04'22" W 237.79' TO THE POINT OF BEGINNING AND CONTAINING 8.9869 ACRES.

GIVEN UNDER MY HAND THIS 13TH DAY OF MAY 1999.

Ned A Marshall

NED A. MARSHALL, L.S.

PROFFERS FOR METRO PARK
RZ/FDP 1998-LE-048
July 30, 1999

Pursuant to Section 15.2-2303 A of the Code of Virginia, 1950, as amended and recodified, and Section 18-203 of the Zoning Ordinance of Fairfax County (1978 amended), the property owners and Applicant in this zoning application proffer that the development of the parcel under consideration and shown on the Fairfax County Tax Maps as Tax Map Reference 90-1 ((1)) – 23, 23A, 24, 26, 27, 28, 29, 31A and 31B (hereinafter referred to as the "Walker Property") and Parcels 11B, 11C (Walker and Parcels 11B and 11C hereinafter referred to collectively as the "Property") will be in accordance with following conditions if, and only if, said Rezoning request for the PDC District at the FAR requested is granted. In the event said application is denied, these proffers shall be null and void. The Applicant, for itself, its successors and assigns, agrees that these proffers shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia in accordance with applicable County and State statutory procedures these, if accepted, proffers supersede all previous proffers or development conditions on the Property. The Applicant further agrees that these proffers shall remain fully binding on the Applicant and its successors or assigns and any and all future owners of the Property. The proffered conditions are:

The Applicant agrees that the development will be in substantial conformance with the submitted CDP/FDP (including either Alternative "A" and "B") dated November, 1998 and revised through June 28, 1999. Subject to the proffers and the provisions of Sections 18-204 and 16-403 of the Zoning Ordinance, the Applicant reserves the right to make minor modifications to the approved development plan in order to address engineering and architectural issues at the time of final site plan approval.

1. Pursuant to Section 2-308 of the Zoning Ordinance, subject to the approval of full density credit, the Applicant shall dedicate Parcel 11C to the County of Fairfax for use solely as undisturbed open space and buffer upon submission of the site plan for the second building on the Property and maintain it as undisturbed open space until dedication.
2. The Property will be developed at a floor area ratio (FAR) not to exceed .55 for office uses. The combined FAR for all uses as shown on the CDP/FDP and as defined below shall not exceed .62. Office uses shall not exceed 960,400 gross floor area (GFA), specialty retail uses as defined below shall not exceed 18,800 GFA, hotel suites, which the Applicant may construct above the specialty retail as shown on the CDP/FDP, shall not exceed 102,200 GFA, and a child care center

shall not exceed 7,200 GFA. The maximum daily enrollment of the child care center shall not exceed 99. The total FAR of .62 includes density credit for dedication of right of way and Parcel 11C as set forth in proffer 1 above.

3. *Accessory ~~uses~~ shall be permitted within the office buildings as said term is defined in Section 20-300 of the Zoning Ordinance. In addition to the uses shown for each of the buildings, Applicant may establish all, any, or any other combination of the uses set forth in Note 10 on the CDP/FDP. Any secondary retail uses located within office uses shall not reduce the 18,800 gross floor area of permitted specialty retail uses.*
4. *Specialty retail is defined as retail uses, business service and supply establishments, personal service establishments, including but not limited to by way of example: dry cleaner, shoe repair, stationer, mailing and copying facilities, financial services, florist, delicatessen, fast food restaurant, coffee shop, etc., and eating establishments designed primarily for tenants and their employees.*
5. *In conjunction with the Laurel Grove Baptist Church, the Applicant shall, at Applicant's expense, restore the existing residence on Parcel 24 to its original use as a School House building, circa 1880. The restoration shall commence with construction on the Walker Property and be completed pursuant to specifications agreed upon between the Church and the Applicant. The Applicant will enter into an agreement with the Laurel Grove Baptist church, so that the building will be maintained, and the Church may use the building for its own activities and as a museum and teaching tool in the community. The Applicant shall establish a non-profit Laurel Grove Association, which will include members of the Church and the community, to provide additional support for the use of the restored Schoolhouse.*
6. *The Applicant shall provide a non-exclusive, private access easement to Walker Lane through its parking lot to the Laurel Grove Baptist Church parking lot (Parcel 25) upon construction of the parking lot.*
7. *During construction of the new Walker Lane, the Applicant, as a safety measure, shall provide fencing along the northern property line of the Laurel Grove Baptist Church and will provide access across its property to the Church. Pursuant to an agreement with the Church, the Applicant shall provide a temporary stone driveway to be maintained by the Applicant, to the Church parking lot.*

8. *The Applicant shall grant an easement to the Laurel Grove Baptist Church for the location and preservation of the headstones of the graves that protrude outside of the Church property (Parcel 25) upon construction of the building adjacent to the cemetery. The Applicant shall work with the Church and shall provide attractive protection for the gravesites.*
9. *There shall be a minimum twenty-five foot (25') wide vegetative buffer together with a seven-foot (7') high brick wall located along the southern boundary of the site adjacent to Lewin Park as shown on the CDP/FDP. The Applicant shall construct the wall on the northern side of the buffer and around the existing 48" caliper willow oak (tree # 15) and other identified significant, mature trees to be preserved as shown on the Buffer Area Detail sheet of the CDP/FDP. Supplemental planting for the buffer shall be provided as shown on the Buffer Area Detail. After the addition of the supplemental planting, Applicant will maintain the buffer on the southern side of the wall in its natural state. Construction of the brick wall will begin with construction of the first office building on the Walker property and will be completed on or before issuance of the non-rup for the first office building. The existing cemetery, including the existing fence and gate, located in the buffer on the southern side of the wall as shown on the CDP/FP will be preserved. A walkway access as shown on the CDP/FDP will be maintained. Applicant will flatten the slopes on the north and east to prevent further erosion.*
10. *A site lighting plan shall be submitted with each building permit application. Such lighting plan shall be designed generally in accord with the recommendations of the International Dark-Sky Association of Tucson, Arizona, including such features as full cut-off shielding, no upward pointing lights, and minimization of glare. Site lighting will be uniform and coordinated throughout. Lighting required by the County and VDOT along public streets may be excluded from Dark Sky recommendations. Site lighting, if any, along the travel lane adjacent to Lewin Park shall be shielded away from Lewin Park. Maximum pole height for site lighting standards shall be 40 feet plus foundation, provided that lighting height along the upper level parking deck facing Lewin Park shall not exceed 20 feet. Applicant shall provide the County with a copy of the recommendations of the International Dark Sky Association upon request.*
11. *Walker Lane and Metro Park Drive, subject to approval of all reviewing agencies, shall be landscaped as shown on the CDP/FDP and accompanying landscape cross-sections attached to the Proffers as Exhibit A. The Applicant shall landscape along Walker Lane to create a "boulevard effect". Both sides of Walker Lane shall be planted with double rows of shade trees. One row shall be planted between the curb and sidewalk. One row shall be planted behind the*

sidewalk. Each row will be planted 40 foot on center along Walker Lane to the extent shown on the CDP/FDP. Both sides of Metro Park Drive will be planted with a single row of shade trees. Each row will be planted 40 foot on center between the curb and sidewalk along Metro Park Drive to the extent shown on the CDP/FDP. Shade trees shall be chosen from VDOT's listing of major trees attached to the Proffers as Exhibit B, (excerpted from VDOT's "Guidelines for Planting along Virginia's Highways") and will be a minimum of two and one-half inch (2 1/2") caliper at planting. Parking lot screening, with intermittent hedging, of car bumpers shall be provided where surface parking abuts Walker Lane or Metro Park Drive. Landscaping for parking garages shall be as shown on the CDP/FDP. The Applicant reserves the right to cluster landscaping so as to provide views into the development. The Applicant, subject to vehicle and pedestrian safety considerations and VDOT approval, will landscape the median of Walker Lane as shown on the CDP/FDP. The Applicant will institute a program of seasonal flower rotation. The aforesaid landscaping shall be implemented as each building adjacent to a roadway section is constructed. Prior to installing any streetscape plantings along the public streets which does not conform with the CDP/FDP, the Applicant shall provide the Director, DPWES with correspondence from the applicable authorities that such plantings are not permitted. Such correspondence shall include all efforts by the Applicant to obtain a variance or exception from the standard preventing the installation of such plantings.

12. Buildings shall not exceed the height shown on the CDP/FDP. (Provided, however, the calculation of building height shall exclude parapet walls and all other structures specified in Section 2-506 of the Zoning Ordinance.) The height of the parking structures shall not exceed 50 feet, and the hotel suites shall not exceed 61 feet. The Child Care facility shall not exceed 40 feet in height.
13. The architectural styling of all buildings, parking structures, and signage shall be compatible and of high quality typified by unified themes. The exterior of all buildings will be constructed of materials such as precast concrete and/or masonry, or brick with complementary architectural details such as architectural metal, stone, glass, or E.I.F.S. The ultimate development will be consistently designed and well coordinated. The first office building shall conform to the elevation and sketch attached as Exhibit C to these proffers. Building elevation design for all buildings (except the first) shall be returned to the Planning Commission for administrative review for conformance with the standards specified in this Proffer 13.
14. All office buildings shall have parapets and penthouses to reasonably shield roof mounted mechanical equipment from view. The exterior walls of elevator and

mechanical equipment penthouses shall be of materials compatible with the building to present a harmonious appearance.

15. *Facade, directional, and monument signage shall be coordinated throughout the project. All permanent freestanding signs shall be monument type; pole signs shall not be permitted. Buildings mounted corporate logos shall be permitted. A comprehensive sign plan shall be submitted with the site plan for the second building to be constructed on the Property in accordance with the provision of Article 12, Signs, subject to this Proffer 15.*
16. *Pedestrian benches with trash receptacles of a coordinated design shall be provided in appropriate numbers for the office areas, but not less than one for every 30,000 square feet of building area beginning with the construction of the second building on the Property or earlier at Applicant's option. Such pedestrian benches and trash receptacles will be placed at appropriate locations related to open space and bus shelters.*
17. *As shown on the CDP/FDP, the development of the subject Property will include pedestrian linkages between the parking areas, the buildings, and the open space areas as each building is developed. In addition, there shall be a sidewalk at the southwestern corner of the site connecting to the existing eight-foot (8') trail along the Franconia/Springfield Parkway, subject to permission from VDOT. The Applicant will actively seek permission from VDOT when the site plan for the second building is processed and construct as part of the second building's site improvements or earlier at Applicant's option. If permission is denied, it will demonstrate its efforts to DPWES.*
18. *An acoustically solid fence shall be provided around all sides of the outside play area for the child care center.*

Noise attenuation shall be provided in the office buildings adjacent to the railroad tracks as follows:

- A. *Exterior wall shall have a laboratory sound transmission class (STC) rating of at least 39.*
- B. *Doors and windows shall have a laboratory sound transmission class (STC) rating of at least 28.*
- C. *Measures to seal and caulk between surfaces should follow methods approved by the American Society for Testing and Materials to minimize sound transmission.*

19. *If right in/right out access is granted on the Franconia/Springfield Parkway allowing access to Walker Lane, then, subject to VDOT and County approval, the Applicant shall design and construct an additional right-turn lane on westbound Route 7900 (to serve the Metro station loop separately from the Frontier Drive right-turn lane). The existing shoulder along westbound Route 7900 will be converted to a lane using curb and gutter tying in at the existing jersey barrier at the CSX railroad bridge and extending to the right in/right out entrance; the pavement structure shall meet VDOT standards. Re-striping of westbound Route 7900 (including the CSX railroad bridge) shall be done by Applicant to allow this additional right-turn lane to be carried over the bridge. Applicant shall also construct a deceleration lane into the right in/right out using the existing shoulder and adding curb and gutter. The sketch attached illustrates the proposed improvements.*
20. *Subject to VDOT and County approval, when the gross floor area on the Property exceeds 391,940 GFA of office, or earlier at Applicant's option, then upon issuance of the next building permit, Applicant will construct an additional left turn lane on the eastbound Franconia/Springfield Parkway onto northbound Beulah Street, thereby creating dual left turn lanes within existing VDOT right of way. The Applicant will modify the existing traffic signal heads at that intersection to accommodate the improvements noted above. Applicant shall not be required to obtain additional right of way or easements. Subject to VDOT approval, Applicant's construction of the left turn lane will be generally consistent with the following standards:*
- A. *A lane transition on eastbound Route 7900 west of its intersection with Beulah Street;*
 - B. *The lane transition shall be made approximately 600 feet in length;*
 - C. *The existing paved shoulder on eastbound Route 7900 shall be converted to a right turn lane by converting the existing ditch section to a curb and gutter section; pavement structure shall meet VDOT standards;*
 - D. *The two existing through lanes on eastbound Route 7900 shall be transitioned south approximately 12 feet to allow an additional left turn lane to be constructed next to the existing left turn lane.*
21. *The Applicant has dedicated and is constructing Walker Lane as a public street.*

22. *The Applicant shall dedicate, at site plan processing after the second office building on the Property or prior on demand from VDOT and/or Fairfax County (whichever occurs first), the frontage on its site on the western edge of Beulah Street and provide all easements on its frontage in accordance with and in coordination with VDOT plans for the widening of Beulah Street. (VDOT Project #0613.029.309, C501 sheets 9 and 10, undated), as being adjusted to provide for a median break at Walker Lane. All frontage property required for dedication to permit said improvements shall be dedicated to the County Board of Supervisors in fee simple, at no cost to the County. The Applicant shall begin and diligently pursue construction to extend the northbound left-turn lane to the site from Beulah Street so as to provide approximately 300 feet of stacking space. Applicant will substantially complete such construction (defined as open to the motoring public, but not necessarily accepted by VDOT for maintenance) on or before issuance of the non-residential use permit (non-rup) for office GFA in excess of 425,000 GFA. When the gross floor area on the Property exceeds 560,000 GFA of office, then upon issuance of the next building permit on the Property, the Applicant shall contribute its fair share of frontage contribution for the VDOT Beulah Street Improvement Project as determined by Bonds & Agreements up to but not in excess of \$200,000 ("Contribution"). If, prior to the office GFA on the Property exceeding 560,000 GFA, the Applicant, pursuant to these proffers, has made other contributions or improvements (excluding the 300 feet of stacking set forth above) pursuant to the VDOT Beulah Street Improvement Project, this required road fund contribution shall be reduced proportionately based on the value of the contribution or construction of improvements related to the VDOT project. If, prior to the office GFA on the Property exceeding 560,000 GFA, VDOT completes or begins its Beulah Street Improvement Project, then upon completion by VDOT of the Project, Applicant will contribute its Contribution, as defined above, subject to any reduction pursuant to the preceding sentence. At the option of the Lee District Supervisor, said Contribution sum shall be allocated toward any improvements recommended by the Lee District Supervisor.*
23. *Applicant shall design, equip, and construct, at its sole cost and expense, appropriately designed signals at the Walker Lane/Beulah Street intersection and at the Metro Park Drive/Charles Arrington/Beulah Street intersection when warranted by VDOT. If, at the time the warrants are met, the Beulah Street improvements have not been completed the Applicant is entitled to install a temporary interim traffic signal in addition to the aforesaid signal. Subject to the satisfaction of VDOT warrants, the traffic signal planned for the intersection of Walker Lane/Beulah Street shall be installed prior to the gross floor area of the property exceeding 225,000 square feet. If warrants are not met at that time, the signal shall be installed when the warrants are met. The aforesaid signals are in*

addition to the interim improvements as shown on Approved Site Plan 6836-PI-1. If requested by VDOT, Applicant will conduct the warrant studies.

24. Subject to approval from CSX (or any other applicable governmental agency), at no cost to the Applicant for the right to use CSX property, the Applicant will design and construct a pedestrian walkway from the Property to the VRE platform on the following terms and conditions and consistent with the following standards:
- A. No later than October 1, 1999, the Applicant shall prepare a schematic design of an eight-foot wide asphalt walkway with a six-foot chain link fence between the CSX tracks and the trail and lights running from the Property and along the east side of the CSX tracks to the VRE platform (approximately 1800 feet). The trail shall be entirely on the property of CSX and the Applicant. The design shall indicate the distance of the trail from the existing track and the type and amount of gravel, paving, fencing, and lights.
 - B. VRE, working with the Applicant and the Lee District Supervisor secures permission from CSX to build the trail in accordance with the proposal. Applicant's proposed trail shall be strong enough to support CSX maintenance pick-up trucks of $\frac{3}{4}$ ton.
 - C. Applicant will construct the trail, fence, and lights with the construction of the second office building on the Property (or earlier at Applicant's option) if and when the following conditions have been met:
 - i. Approval by Fairfax County shall be subject to waivers as may be granted by the Board of Supervisors;
 - ii. VRE and Applicant and CSX have entered into an agreement or agreements reasonably satisfactory to Applicant which provide, among other things that:
 - a. VRE allows Applicant to tap electric power from VRE at no cost to Applicant to light the trail;
 - b. VRE indemnifies Applicant and CSX against all loss, damage, or cost arising out of any cause affecting or arising from the walkway and related activities and improvements; and Applicant is not required to indemnify anybody or any entity;
 - c. Applicant will maintain the walkway, fence, and lights from normal wear and tear from pedestrians and $\frac{3}{4}$ ton pick-up trucks, but not from heavier equipment; and
 - d. If the proposed third CSX track requires the destruction in whole or in part of Applicant's walkway,

the Applicant will not be required to replace the walkway, fence, or light and shall be relieved of any further liability.

25. *When North office (C) is constructed (or earlier at Applicant's option), the Applicant shall reserve as shown on the CDP/FDP an area for dedication to Fairfax County as right of way for the future construction by others of a new bridge connection to the Metro/VRE station. Applicant reserves the right to use such area for parking or open space until it is conveyed to the County. The Applicant shall convey said reserved area to the County in fee simple and at no cost, upon written request of the County. The bridge shall be designed and constructed by others to mitigate impact on parking areas of the adjacent office building.*
26. *The Applicant shall construct two bus shelters on site generally as shown on the CDP/FDP and one bus shelter at a point along the Property frontage on Beulah Street. One bus shelter will be constructed on site along with construction of North office (C); the second and third with construction of the first office building on the Walker Property. All three bus shelters shall be constructed substantially in conformance with the design shown on Exhibit D attached to these proffers. The two onsite shelters will be heated in winter and air conditioned in summer. A trash receptacle will be provided at each of the shelters. Applicant will maintain the shelters and trash receptacles. The Applicant will arrange for regular trash collection at intervals to provide that litter in the vicinity of the bus stop is removed, and the bus stop remains litter free.*
27. *The Applicant shall inform its contractors in writing that they and/or their employees are not to use or park on Lewin Drive or Arco Drive. The Applicant shall police the contractors. A "No Construction Traffic" sign will be installed as close to Beulah Street on Lewin Drive as is possible.*
28. *There shall be no pedestrian or vehicular access from the Property to and through the Lewin Park residential development so long as it remains planned and zoned for single family residential use, except as otherwise provided in Proffer 30.*
29. *Jasper Lane and Metro Park Drive, as shown on the CDP/FDP, shall be constructed as public streets and constructed to VDOT standards at such time as they are required to provide access for Lewin Park (as defined in the next proffer).*

30. *Access to Lewin Park shall be required and shall be provided upon the happening of any of the following events:*
- A. *Lewin Park is rezoned for non-residential uses; or*
 - B. *All access from Lewin Park to Beulah Street is eliminated by construction of the planned interchange; or*
 - C. *All, or 75% of the lot owners representing 75% of the land area of Lewin Park request access, but in no event prior to the construction of the first office building on the Walker Property.*
31. *Connection to Lewin Park will be allowed at two locations as shown on the CDP/FDP. Actual construction of the connection from Jasper Lane to Arco Street and any connection from Metro Park Drive, including destruction of the wall, shall be at the expense of the developer of Lewin Park.*
32. *If the gross floor area of the Property exceeds 560,000 GFA of office, then upon issuance of the next building permit on the Property, Applicant will begin and diligently pursue construction of Jasper Lane, a public street, and the onsite travel lane from Jasper Lane to the western property line. At that time, Applicant will also construct the Metro Park Drive to Beulah Street connection generally as shown on the CDP/FDP. Applicant will substantially complete construction of Jasper Lane and Metro Park Drive (defined as open to the motoring public but not necessarily accepted by VDOT for maintenance) on or before issuance of the non-rup for office GFA in excess of 560,000 GFA. Applicant will provide right-of-way dedication and construction of a southbound right-turn lane on Beulah Street in conjunction with construction of the above connection. Subject to VDOT and Department of Transportation approval, connection may be constructed to preclude through eastbound/westbound movements between Metro Park Drive and Charles Arrington Drive.*

Notwithstanding the above, to mitigate the negative impact of the VDOT Beulah Street widening on Lewin Park and to permit adequate public access to the existing Lewin Park residential development, the Applicant shall:

- A. *Within thirty (30) days from approval of this rezoning application, deliver a written request to VDOT, and thereafter diligently pursue the inclusion of the Metro Park Drive approach as part of the Beulah Street improvement project (VDOT Project #0613.029.309, C501 sheets 9 and 10, undated).*
- B. *Design the Metro Park Drive connection to Beulah Street to VDOT's standards and pay the cost of its construction to VDOT when the bid*

is let for the Project. Applicant will also pay the cost of any necessary right of way acquired or condemned by VDOT.

33. *If access from Lewin Park is required prior to the applicability of the preceding proffer number 32, then the Metro Park Drive/Charles Arrington intersection at Beulah Street will be constructed only if the necessary right of way has been acquired or condemned by VDOT or Fairfax County.*
- A. *If, when such access is required under this proffer #33, the Applicant is unable to bring about the dedication by others and the necessary right-of-way and easements, or to acquire by purchase the right-of-way or easements at fair market value, as determined by an MAI (Member of the Appraisal Institute) appraisal, then the Applicant shall request the Board of Supervisors to condemn the necessary land and/or easements.*
- B. *It is understood that the Applicant's request to the Board of Supervisors for condemnation will not be considered until it is forwarded in writing to the Division of Land Acquisition or other appropriate County official, accompanied by (1) plans, plats and profiles showing the necessary right-of-way or grading easements to be acquired, including all associated easements and details of the proposed transportation improvements to be located on said right-of-way property; (2) an independent appraisal of the value of the right-of-way property to be acquired and of all damages to the residue of the affected property; (3) a sixty (60) year title search certificate of the right-of-way property to be acquired; and (4) a letter of credit in an amount equal to the appraised value of the property to be acquired and of all damages to the residue which can be drawn upon by the County. It is also understood that in the event the property owner of the property to be acquired is awarded with more than the appraised value of the property and to the damages to the residue in a condemnation suit, the amount of the award in excess of the letter of credit amount shall be paid to the County by the Applicant within forty-five (45) days of said award. In addition, the Applicant agrees that all reasonable and documented sums expended by the County in acquiring the right-of-way and necessary easements shall be paid to the County by the Applicant within sixty (60) days of written demand. In the event the County initiates, but subsequently abandons efforts to acquire the necessary right-of-way, the Applicant shall not be obligated to reimburse the County for costs expended.*
34. *The Applicant will provide, when the first office building is completed and occupied, a shuttle van to provide service to and from Metro for tenants and their*

employees at approximately 15-minute intervals during rush hour. When the occupancy rate of the shuttle vans reaches 90% during peak hour travel, then the Applicant will increase the service intervals to run at approximately 10-minute intervals. If the Transportation Association of Greater Springfield (TAGS) elects to provide such dedicated service, then in lieu of Applicant owning and operating the vans, it may make an annual contribution to TAGS instead to cover the cost of the service dedicated to this site.

35. The Applicant will work with the Fairfax County Department of Transportation and will implement the following Transportation Demand Management Program (the "TDM Program"). The objective of this TDM Program is the reduction, at time of project build-out, of single-occupant vehicles by fifteen (15) percent over the demand generated by the development of the property as proposed herein and as calculated based on standard Institute of Transportation Engineers (ITE) 6th edition rates/equations for those land uses listed as shown on Table 2 of the Traffic Impact Study prepared by Wells & Associates dated May 5, 1999.

Among the incentives to be implemented as a part of the TDM Program will be an encouragement of the use of public transportation, ridesharing opportunities, and staggered work hours. The program will have three general components which are:

- (1) An individual to serve as a designated transportation coordinator (the "TDM Coordinator") who will have the responsibility of implementing the incentives of the TDM Program will be in place when the first office building on the Property is completed and occupied. The functions of the TDM Coordinator may be performed as part of the other duties of designated individuals.
- (2) Participation through the office of the TDM Coordinator in the Transportation Association of Greater Springfield (TAGS).
- (3) Incentive traffic mitigation programs to be implemented by the TDM Coordinator may include the following:
 - (a) Parking Management Program:
 - Preferential parking for Ride Sharing
 - On-site shared parking;
 - (b) Participation in the Fairfax County Ride Share Program:

- Computerized matching service;
- Ridesharing information kits for new employees;
- Ridesharing display maps and forms in each office building;

(c) – *Promotion of Transit Services:*

- Transit subsidies, such as MetroChek;
- Transit information center;
- Shuttle service;
- Guaranteed ride home;
- Promotion of VRE ridership;

(d) *Provision for Bus Stops and/or Shelters throughout the Metro Park development:*

(e) *Sidewalk system designed to facilitate pedestrian circulation;*

(f) *Promotion of staggered work hours program and flex-time;*

(g) *Amenities for bicycle storage.*

(4) *Prior to occupancy of 800,000 GFA of office uses on the Property, the TDM Coordinator will conduct a survey designed to determine the transportation characteristics of the building tenants and employees. This survey will be the basis for improving the effectiveness of the TDM Program.*

(5) *Upon achieving a total occupancy level on the Property of 960,400 GFA of development (as evidenced by the issuance of Non-RUPS), the Applicant or assigns shall cause a traffic study to be undertaken to assess the accuracy of the total peak hour vehicle trip generation projections for the property based upon the ITE Trip Rates used to generate the estimated volume counts contained on Table 2 of the Traffic Impact Study prepared by Wells & Associates dated May 5, 1999. The study shall be submitted to the Fairfax County Department of Transportation.*

36. *In the event any condition or proffer of the rezoning requires amendment or revision to the site plan submitted for North Office (B), then Applicant will immediately submit a revision to that site plan, or a new site plan in substitution thereof.*

PROPERTY OWNERS:

PARCEL 23

Phyllis Walker Ford
Phyllis Walker Ford

Geneva Walker Jones
Geneva Walker Jones

By: Phyllis Walker Ford
Phyllis Walker Ford,
her attorney-in-fact

Van Dyke A. Walker, Jr.
Van Dyke A. Walker, Jr.

By: Phyllis Walker Ford
Phyllis Walker Ford,
his attorney-in-fact

PARCEL 23A

Phyllis Walker Ford, Trustee
Phyllis Walker Ford, Trustee

Van Dyke A. Walker, Jr., Trustee
Van Dyke A. Walker, Jr., Trustee

By: Phyllis Walker Ford
Phyllis Walker Ford
his attorney-in-fact

PARCEL 24

Phyllis Walker Ford, Trustee
Phyllis Walker Ford, Trustee

Van Dyke A. Walker Jr. Trustee
Van Dyke A. Walker Jr., Trustee

By: Phyllis Walker Ford
his attorney - in - fact
Phyllis Walker Ford,
his attorney-in-fact

PARCEL 26

Phyllis Walker Ford
Phyllis Walker Ford

PARCEL 27

Phyllis Walker Ford
Phyllis Walker Ford

PARCEL 28

Winnie Walker Spencer
Winnie Walker Spencer
By: Phyllis Walker Ford
By: her attorney - in - fact
Phyllis Walker Ford,
her attorney-in-fact

PARCEL 29

Geneva Walker Jones
Geneva Walker Jones
by: Phyllis Walker Ford
By: her attorney - in - fact
Phyllis Walker Ford
her attorney-in-fact

PARCEL 30

Van Dyke A. Walker, III
Van Dyke A. Walker, III
by: Phyllis Walker Ford,
By: his attorney - in - fact
Phyllis Walker Ford,
his attorney-in-fact

PARCEL 31A

Alma L. Walker Bushrod
Alma L. Walker Bushrod
by: Phyllis Walker Ford
By: her attorney - in - fact
Phyllis Walker Ford,
her attorney-in-fact

PARCELS 31B, 11A, and 11C

METRO PARK LLC,
A Virginia limited liability company

By: B. Mark Fried
B. Mark Fried, Member

APPLICANT/CONTRACT PURCHASER:

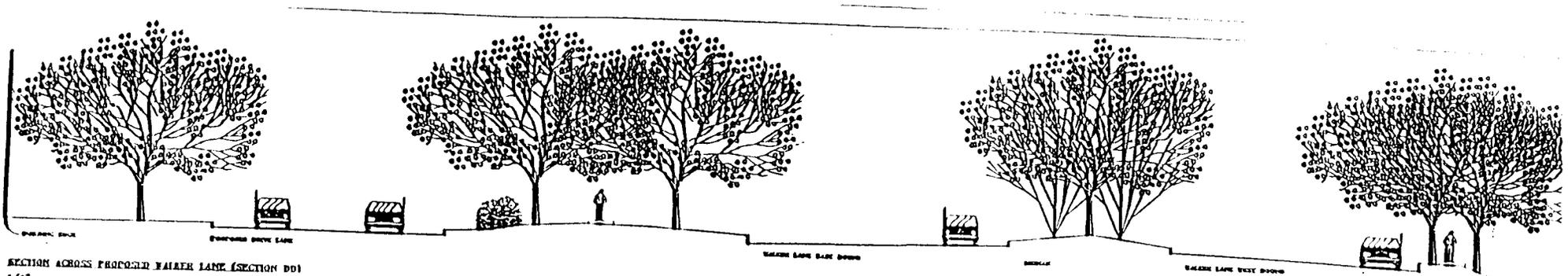
of PARCELS 23, 23A, 24, 26, 27, 28, 29, 30,
and 31A

METRO PARK LLC,
A Virginia limited liability company

By: B. Mark Fried
B. Mark Fried, Member

LIST OF EXHIBITS

-
- A. *Landscape Cross Section*
 - B. *Major Trees Listing (excerpt from VDOT's "Guidelines for Planting along Virginia's Highways")*
 - C. *Elevation Sketch of Office Building*
 - C-1. *Attachment to Proffer #19*
 - D. *Bus Shelter Design*

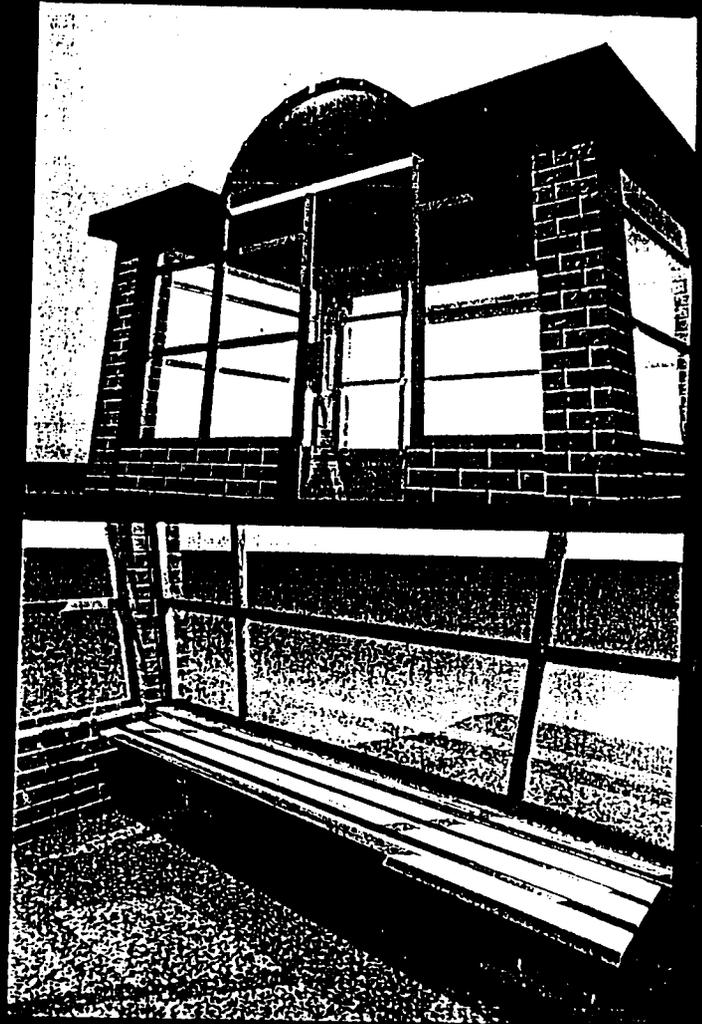
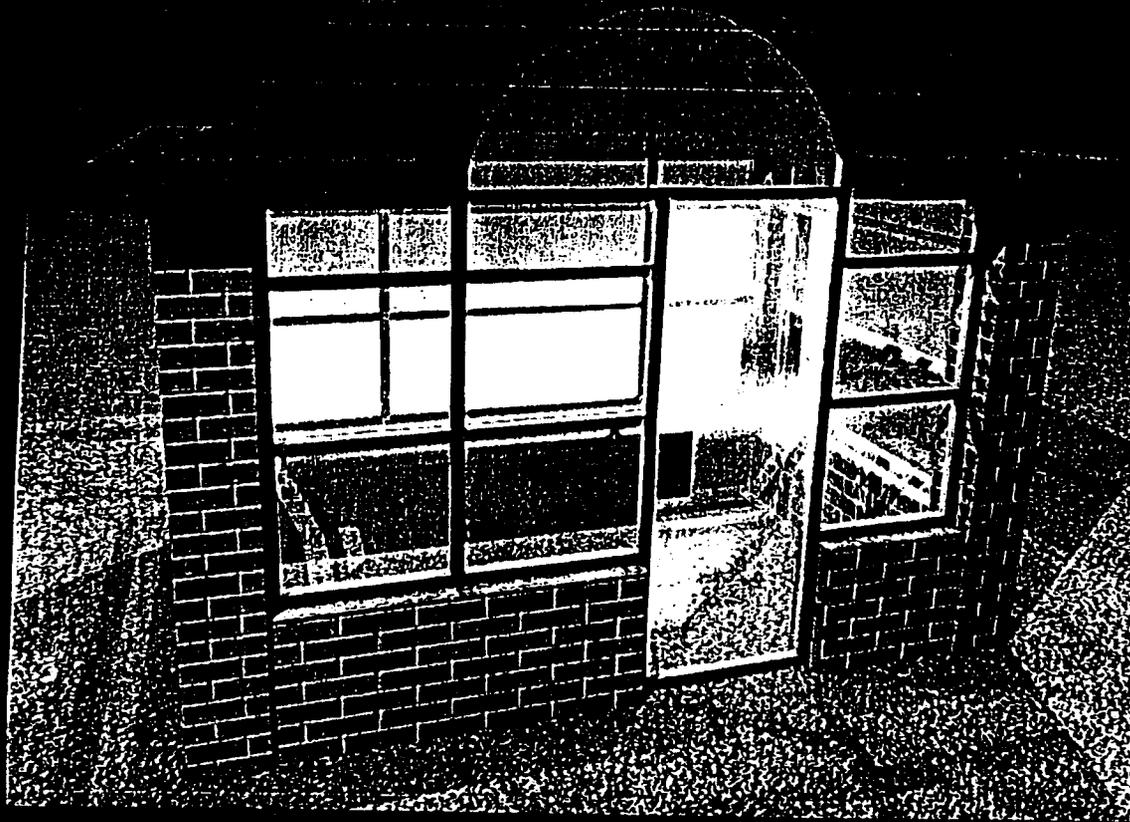


METRO PARK
RZ/FDP 1998-LE-048

PROFFER EXHIBIT "A"

Plant Name	H = Height S = Spread	General Form
<i>Acer platanoides</i> 'Schwedler'	H = 40' - 60'	Upright
Schwedler Norway Maple	S = 30'	
<i>Acer saccharum</i> Sugar Maple	H = 60' - 100' S = 50' - 80'	Upright
<i>Carpinus betulus</i> European Hornbeam	H = 40' - 60' S = 30' - 40'	Pyramidal
<i>Chamaecyparis</i> sp. Falsecypress	H = 50' - 70' S = 10' - 20'	Columnar
<i>Cryptomeria japonica</i> Japanese Cryptomeria	H = 50' - 60' S = 20' - 30'	Pyramidal
<i>Fraxinus pennsylvanica</i> Green Ash	H = 50' - 60' S = 25' - 30'	Upright
<i>Ginkgo biloba</i> Ginkgo	H = 50' - 70' S = 40'	Pyramidal
<i>Gleditsia triacanthos inermis</i> Locust Species	H = 50' - 70' S = 30'	Upright to Pyramidal
<i>Ilex opaca</i> American Holly	H = 18' - 40' S = 12' - 20'	Pyramidal
<i>Juniperus chinensis</i> Chinese Juniper	H = 60' - 75' S = 15' - 20'	Conical
<i>Juniperus scopulorum</i> Rocky Mountain Juniper	H = 30' - 40' S = 5' - 15'	Columnar

<u>Plant Name</u>	H = Height S = Spread	General Form
Juniperus virginiana Eastern Redcedar	H = 40' - 50' S = 8' - 20'	Upright
Larix decidua European Larch	H = 70' - 75' S = 25' - 30'	Pyramidal
Malus baccata Siberian Crabapple	H = 30' - 40' S = 15' - 20'	Broad
Nyssa sylvatica Black Tupelo	H = 30' - 50' S = 20' - 30'	Pyramidal
Picea glauca White Spruce	H = 40' - 60' S = 10' - 20'	Pyramidal
Pinus nigra Austrian Pine	H = 50' - 60' S = 20' - 40'	Pyramidal
Prunus sargentii Sargent Cherry	H = 40' - 50' S = 40'	Upright
Quercus palustris Pin Oak	H = 40' - 70' S = 25' - 40'	Pyramidal
Thuja occidentalis Eastern Arborvitae	H = 40' - 60' S = 10' - 15'	Pyramidal
Tilia cordata 'Greenspire' Greenspire Littleleaf Linden	H = 50' - 70' S = 20' - 25'	Narrow
Zelkova serrata Japanese Zelkova	H = 50' - 80' S = 40' - 60'	Vase



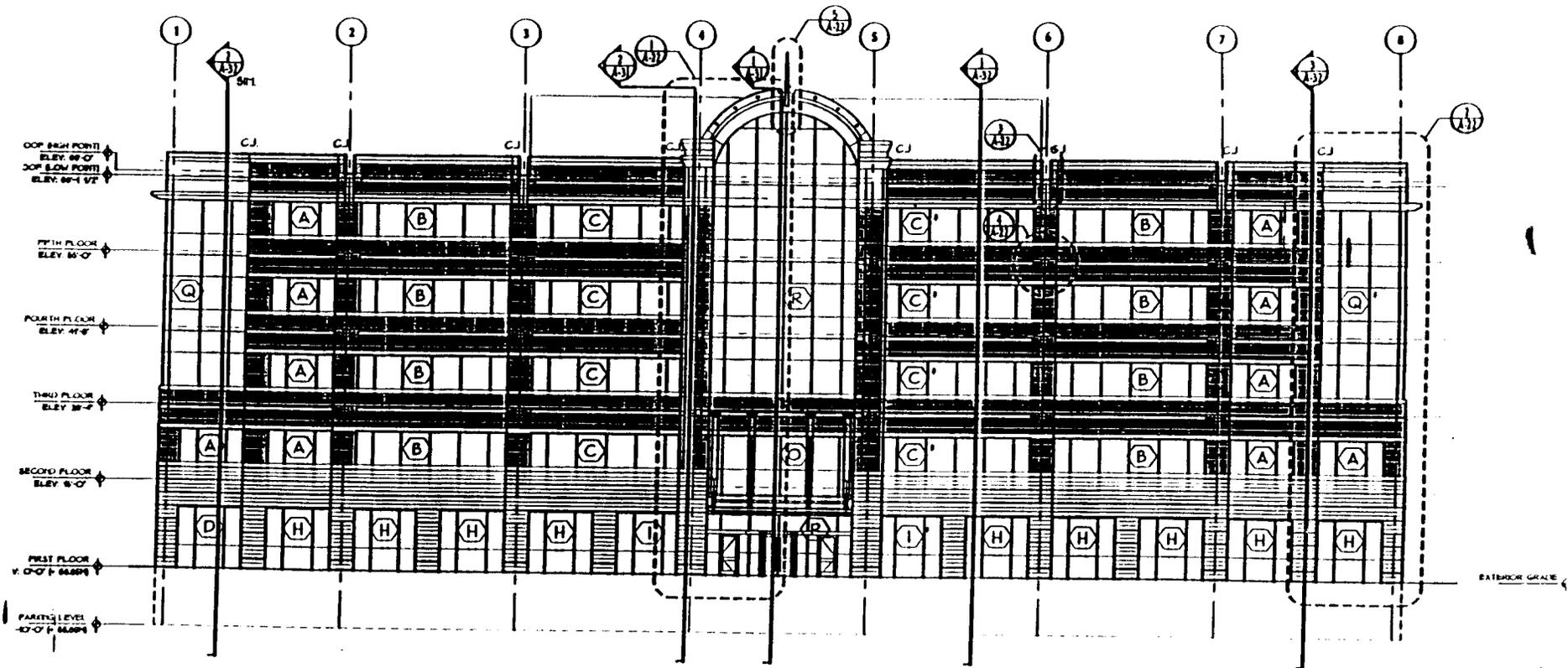
METRO OFFICE PARK

— BUS SHELTER —

METRO PARK
RZ/FDP 1998-LE-048

PROFFER EXHIBIT "D"

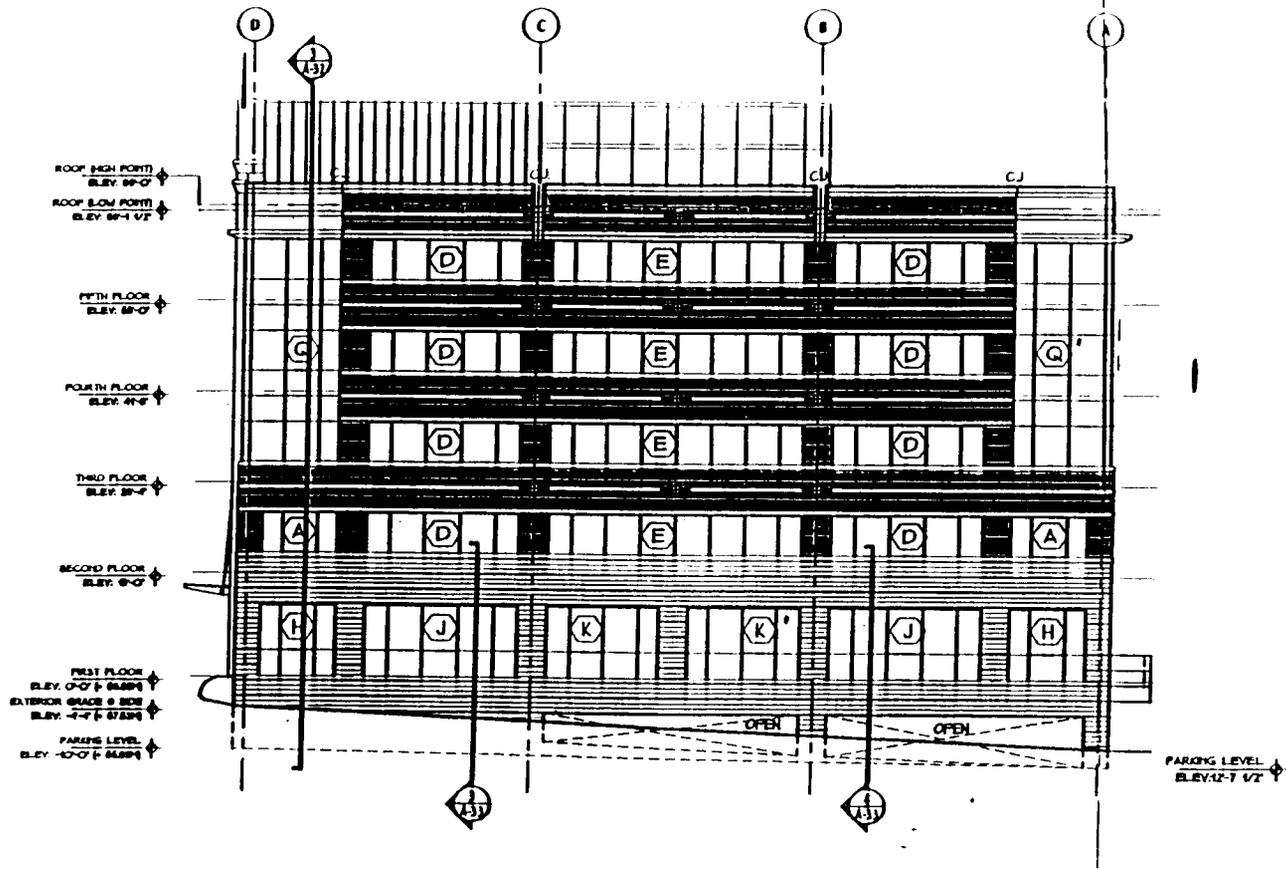




METRO PARK
RZ/FDP 1998-LE-048

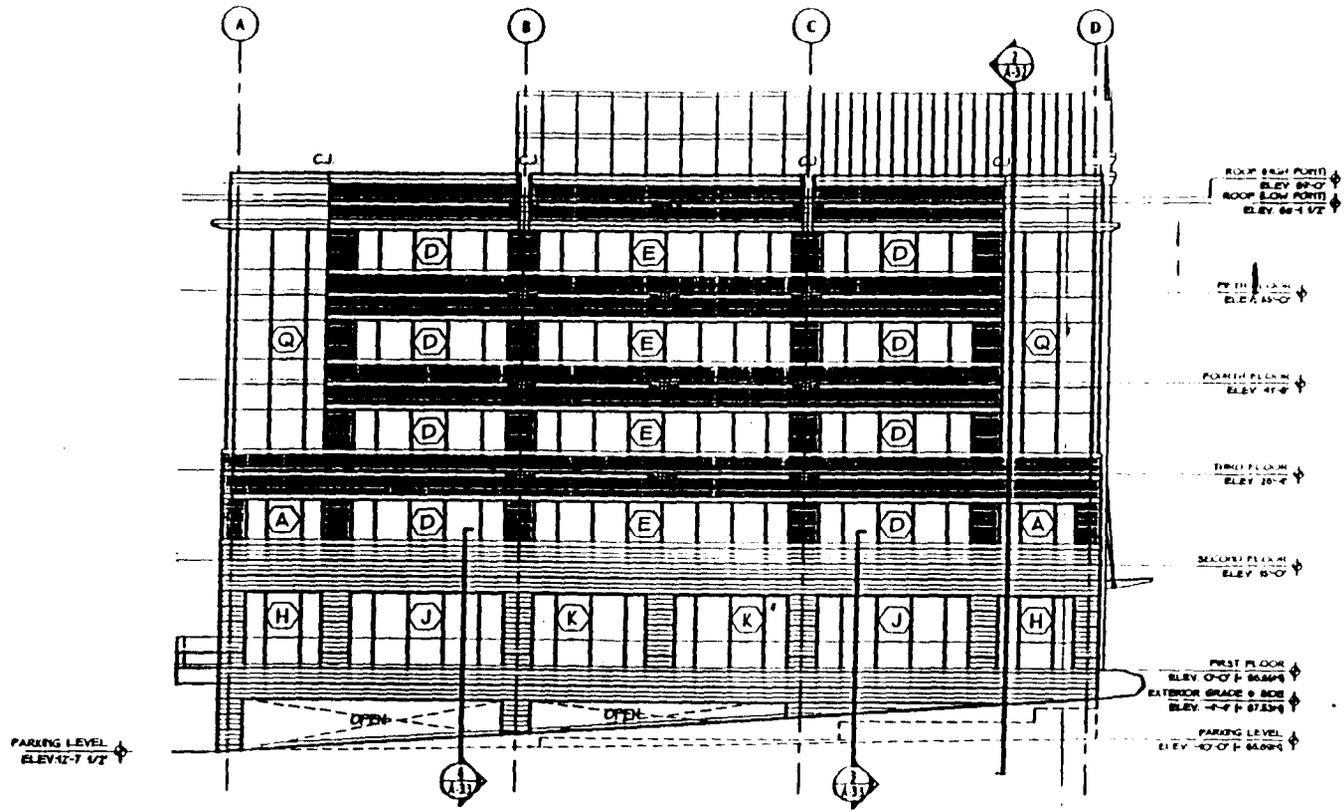
PROFFER EXHIBIT "C"

EAST ELEVATION



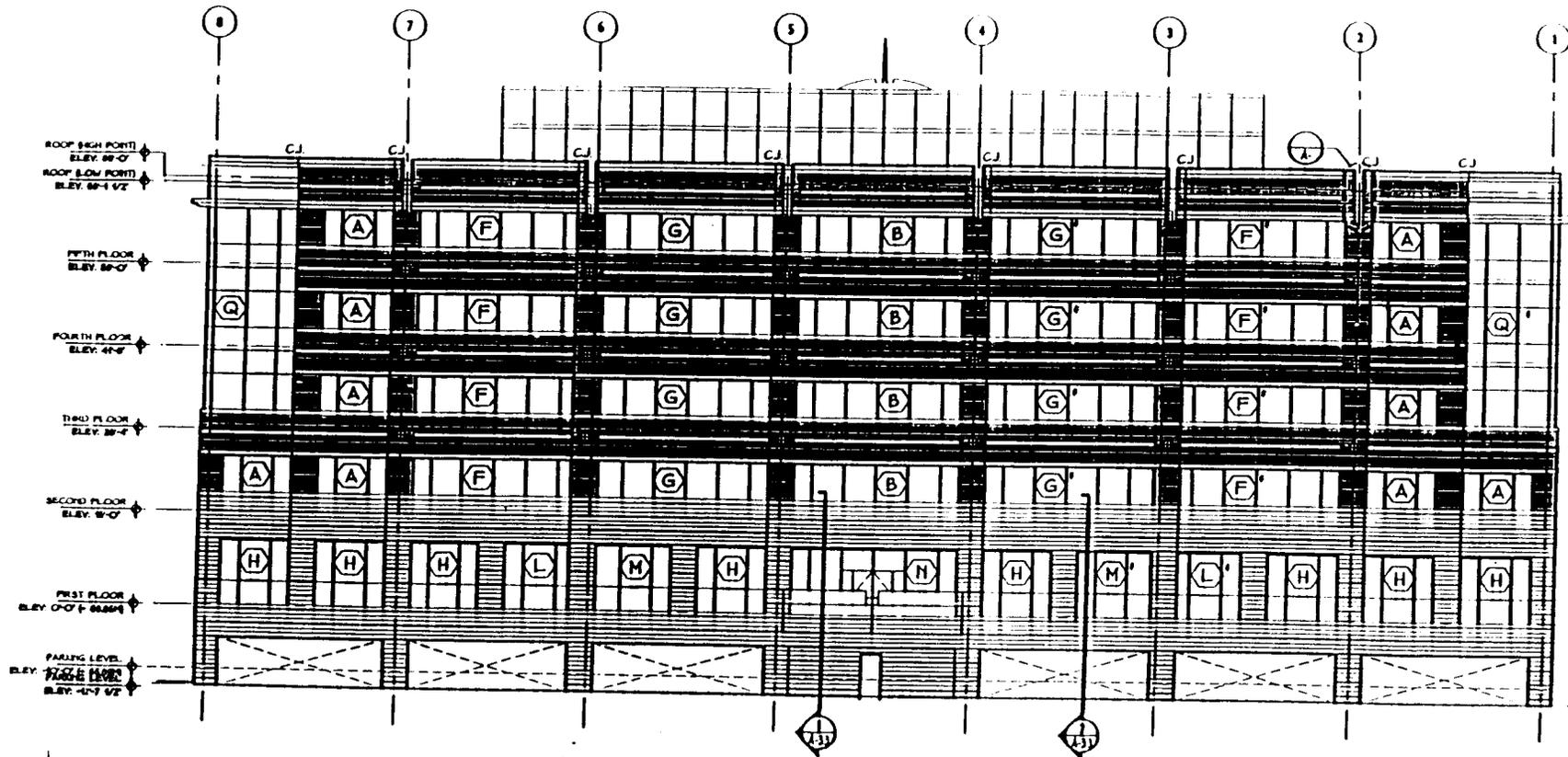
NORTH ELEVATION

METRO PARK
 RZ/FDP 1998-LE-048
 PROFFER EXHIBIT "C"



METRO PARK
 RZ/FDP 1998-LE-048
 PROFFER EXHIBIT "C"

SOUTH ELEVATION



WEST ELEVATION

METRO PARK
RZ/FDP 1998-LE-048

PROFFER EXHIBIT "C"

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METRO PARK

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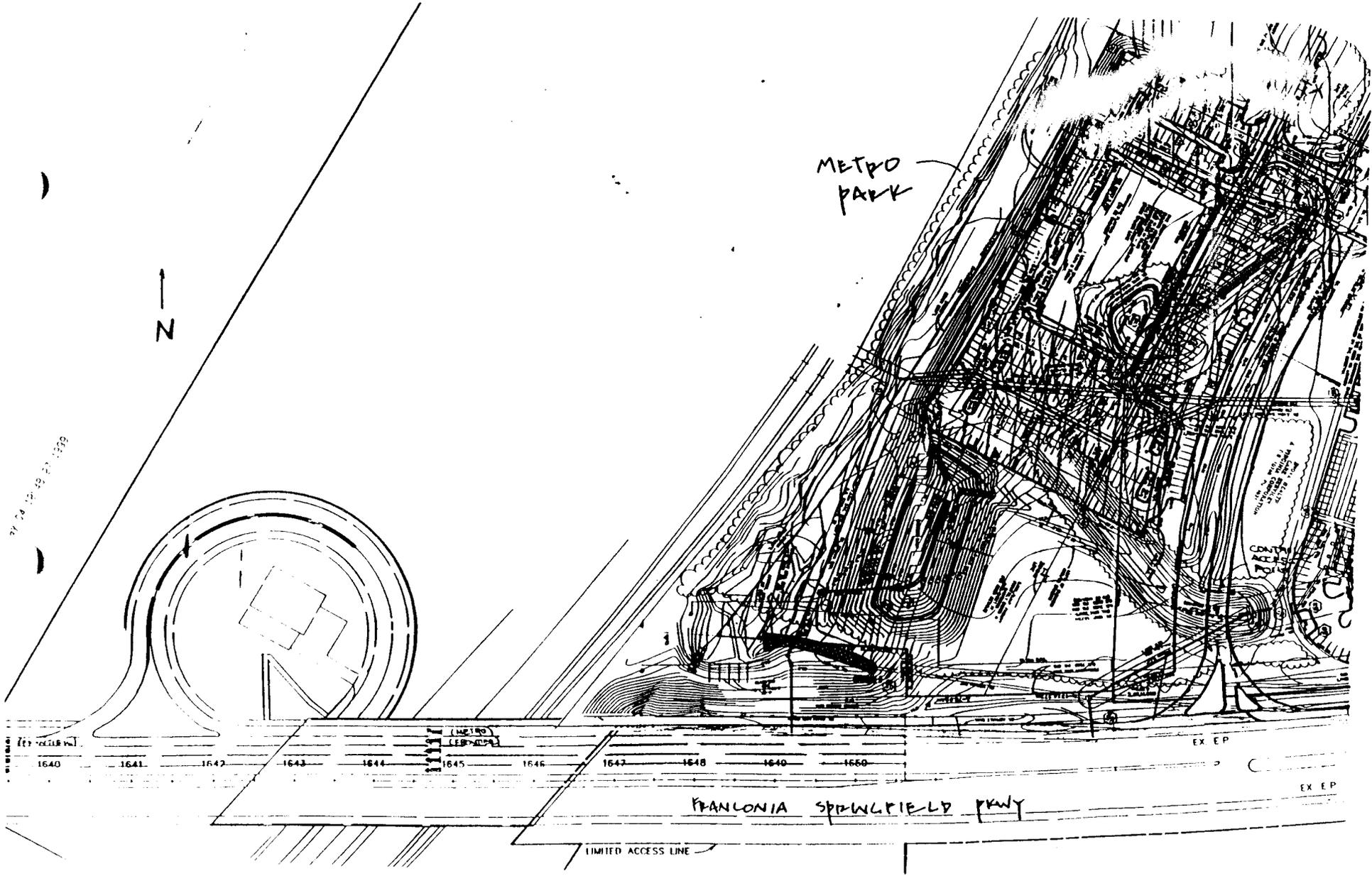
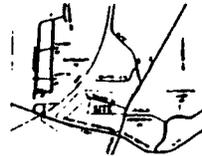


EXHIBIT C-1
ATTACHMENT TO PROFFER 19

METRO PARK

LEE DISTRICT
FAIRFAX COUNTY, VIRGINIA

CONCEPTUAL DEVELOPMENT PLAN FINAL DEVELOPMENT PLAN ZONING PLAN



VICINITY MAP
SCALE 1:10,000

APPLICANT:

FRIED COMPANIES, INC.
6551 Loisdale Court Suite 900
SPRINGFIELD, VIRGINIA 22150

OCTOBER 20, 1998

Revised February 25, 1999

Revised May 11, 1999

Revised June 4, 1999

Revised June 28, 1999



METRO PARK

LEE DISTRICT, VIRGINIA

CONCEPTUAL DEVELOPMENT PLAN
FINAL DEVELOPMENT PLAN
ZONING PLAN

Dewberry & Davis

1000 STRONG ROAD, SUITE 100, FALLS CHURCH, VA 22040
703-271-8000 • FAX: 703-271-8001

REGISTERED
PROFESSIONAL
ENGINEER

M-9941

HEET INDEX:

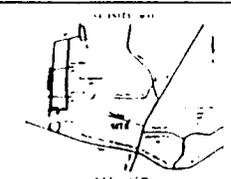
- I COVER SHEET
- II TITLE AND TABULATIONS
- III CONCEPTUAL / FINAL DEVELOPMENT PLAN
- IV CONCEPTUAL / FINAL DEVELOPMENT PLAN ALTERNATE LAYOUT
- V CROSS SECTION DETAILS
- VI BUFFER AREA DETAILS
- VII PEDESTRIAN CIRCULATION PLAN
- VIII REGIONAL PEDESTRIAN TRAIL ACCESS
- IX ZONING PLAN



SUBJECT OF CONCEPTUAL/
FINAL DEVELOPMENT PLAN
APPLICATION

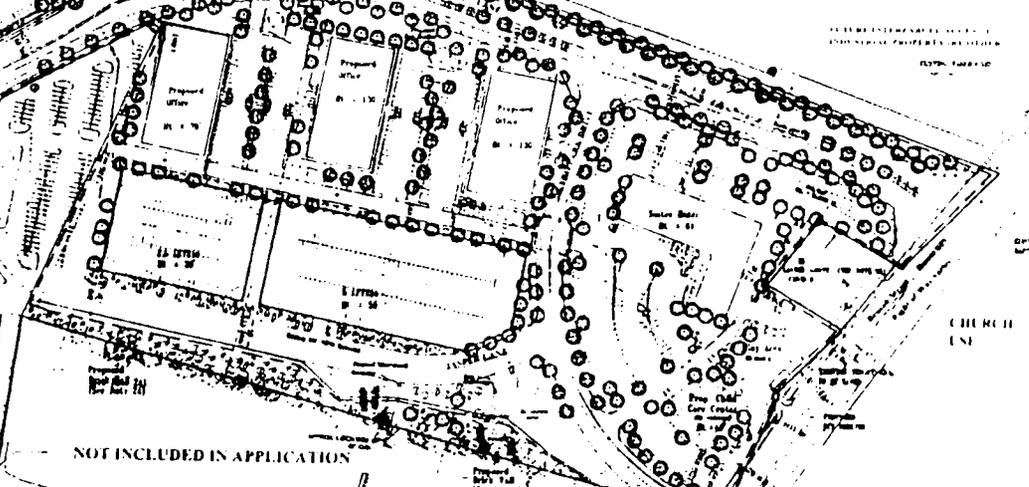
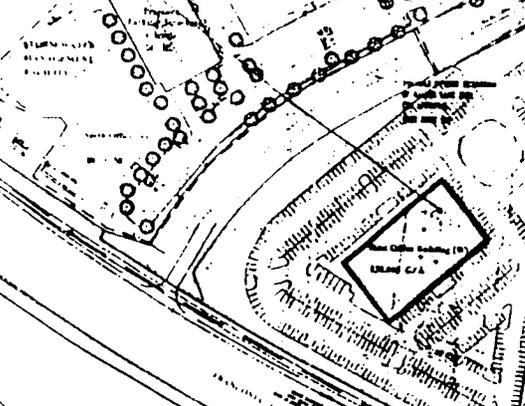
EXISTING WAREHOUSES

SUBJECT OF CONCEPTUAL/
FINAL DEVELOPMENT PLAN
APPLICATION



EXISTING
RAILROAD TRACKS

METRO
STATION



NOT INCLUDED IN APPLICATION

EXISTING SINGLE FAMILY DETACHED RESIDENTIAL

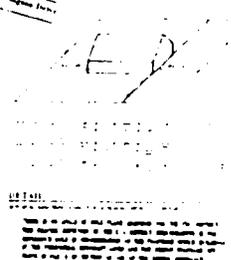
CHURCH

SHOPPING CENTER

- LEGEND
- EXISTING SINGLE FAMILY DETACHED RESIDENTIAL
 - EXISTING TOWNHOUSE RESIDENTIAL
 - EXISTING WAREHOUSES
 - EXISTING RAILROAD TRACKS
 - EXISTING DRIVEWAYS
 - EXISTING SIDEWALKS
 - EXISTING LANDSCAPING
 - EXISTING UTILITIES
 - EXISTING SIGNAGE
 - EXISTING FENCES AND BARRIERS
 - EXISTING LIGHTING
 - EXISTING PAVING
 - EXISTING UTILITIES
 - EXISTING FENCES AND BARRIERS
 - EXISTING LIGHTING
 - EXISTING PAVING

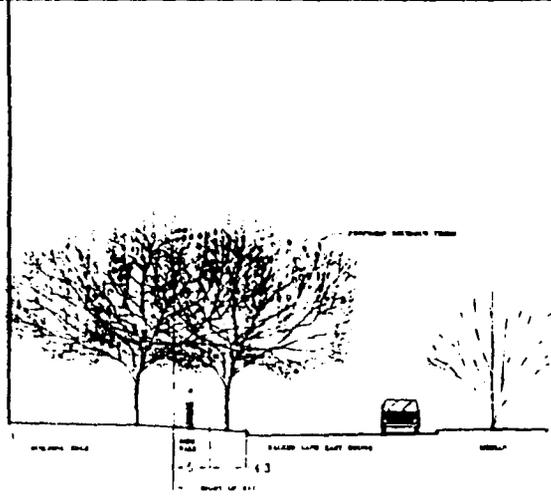
SUBJECT OF CONCEPTUAL/
FINAL DEVELOPMENT PLAN
APPLICATION

EXISTING TOWNHOUSE
RESIDENTIAL

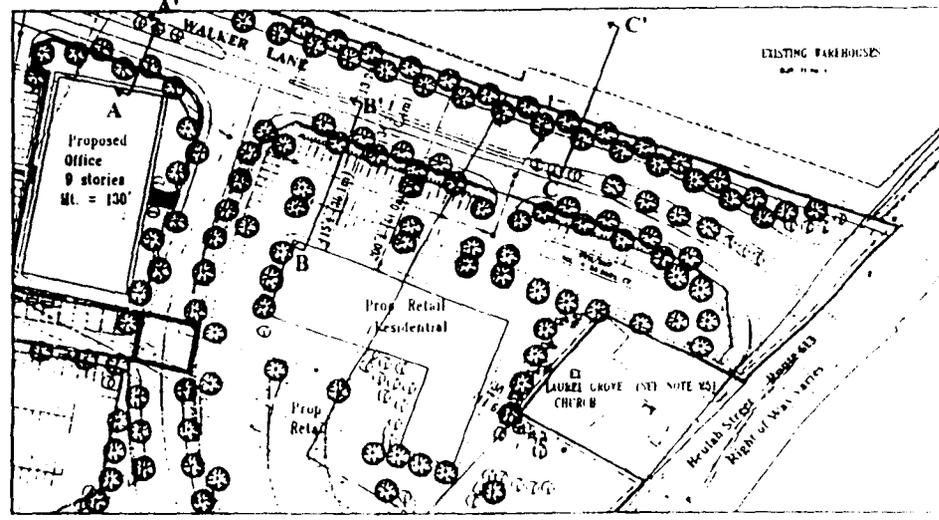


Dewberry & Davis
INCORPORATED
REGISTERED PROFESSIONAL ENGINEER
STATE OF CALIFORNIA
No. 44444

COMPOSITE DEVELOPMENT PLAN - B
FRIED/METRO OFFICE PARK
S.E. DISTRICT
FAYETTE COUNTY, ALABAMA



PROPOSED SIDEWALK TREE



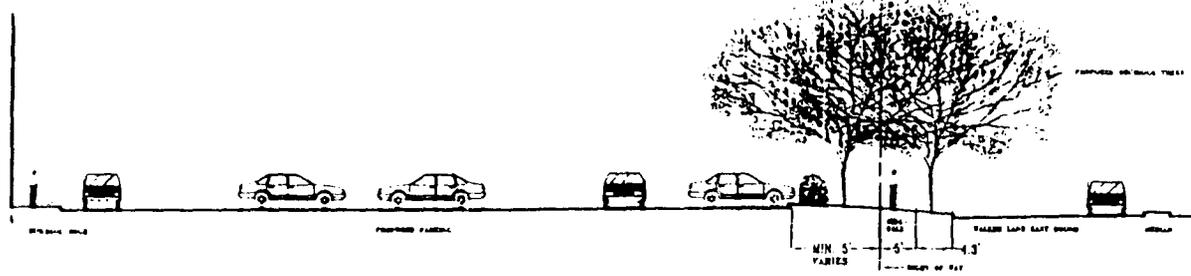
EXISTING WAREHOUSES

Proposed Office
9 stories
ML = 130'

Prop Retail
Residential

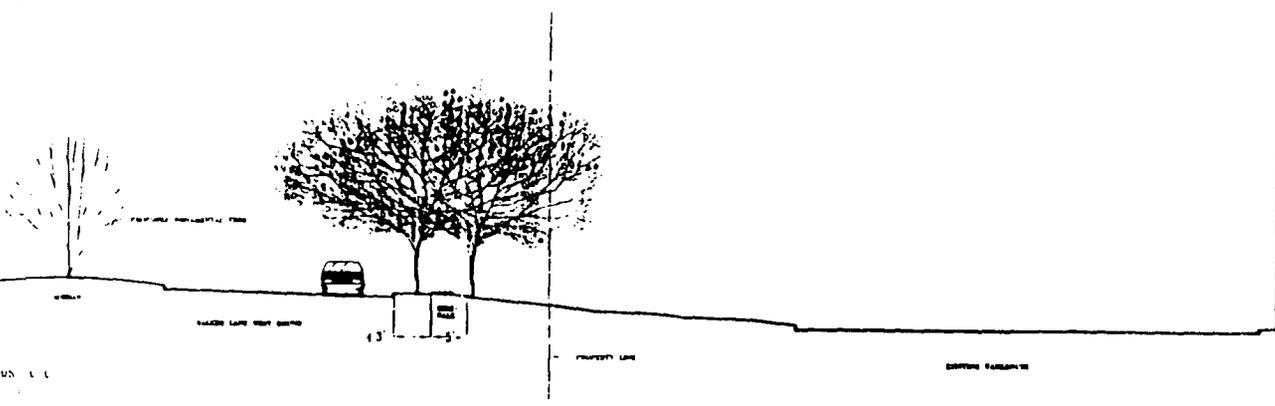
LAUREL GROVE CHURCH (SEE NOTE 10)

Right of Way Lines



PROPOSED SIDEWALK TREE

MIN 5' VARIES 5' 4.3'



PROPERTY LINE

EXISTING WAREHOUSE

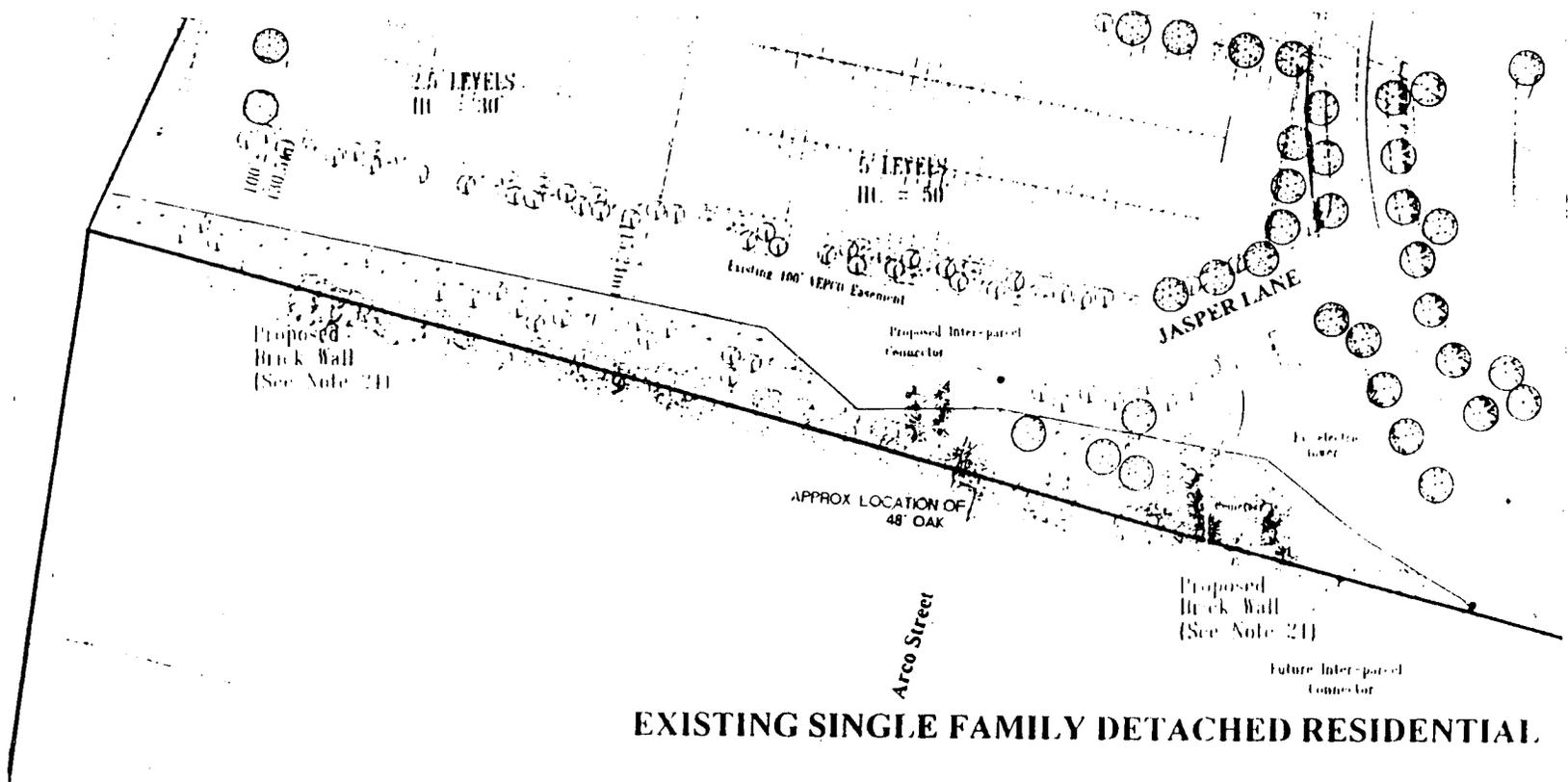
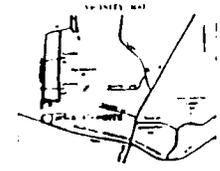
Dewberry & Davis
 Registered Professional Engineers
 4000 ARCADE DRIVE, Bethesda, MD 20814
 PHONE: (301) 424-1100 FAX: (301) 424-1111

FAIRFAX COUNTY VIRGINIA

CROSS SECTION
FRIED/METRO OFFICE PARK
 LEE DISTRICT



SECTION C-C



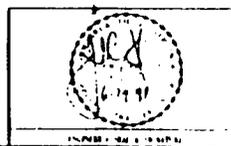
TREE

Tree ID	Species	DBH (in)	Height (ft)	Health	Notes
T-001
T-002
T-003
T-004
T-005
T-006
T-007
T-008
T-009
T-010
T-011
T-012
T-013
T-014
T-015
T-016
T-017
T-018
T-019
T-020
T-021
T-022
T-023
T-024
T-025
T-026
T-027
T-028
T-029
T-030
T-031
T-032
T-033
T-034
T-035
T-036
T-037
T-038
T-039
T-040
T-041
T-042
T-043
T-044
T-045
T-046
T-047
T-048
T-049
T-050

Note: All trees with the exception of #25 & #26 will be saved.

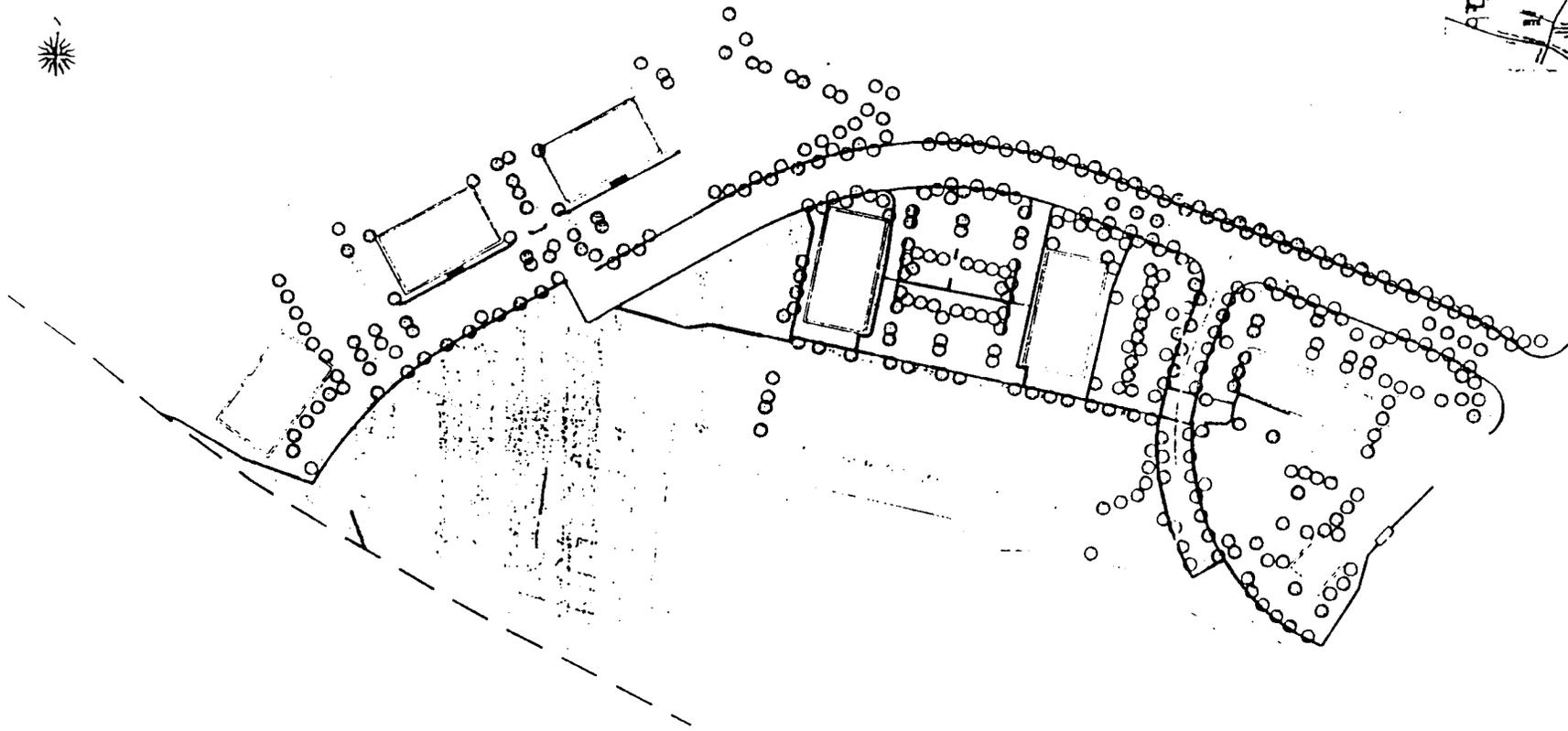
LEGEND

- EXISTING SANITARY SEWER
- PROPOSED SANITARY SEWER
- EXISTING WATER MAIN
- PROPOSED WATER MAIN
- ⊙ PROPOSED SHADE/STREET TREES
- ⊙ PROPOSED ORNAMENTAL TREE
- PROPOSED EVERGREEN TREE
- PROPOSED SIDEWALKS
- PROPOSED LIMITS OF CLEARING AND GRADING
- POSSIBLE TREE SAVE
- EXISTING PLANNED BICYCLE/TYPE 1 ASPHALT TRAIL AS DEPICTED ON THE FAIRFAX COUNTY TRAILS PLAN



Dewberry & Davis
 ENGINEERS
 10000 WOODBURN BLVD. SUITE 200
 FALLS CHURCH, VA 22034
 TEL: 703/441-1111 FAX: 703/441-1112

PROJECT: FRIED/METRO OFFICE PARK
 SHEET: 111 OF 111

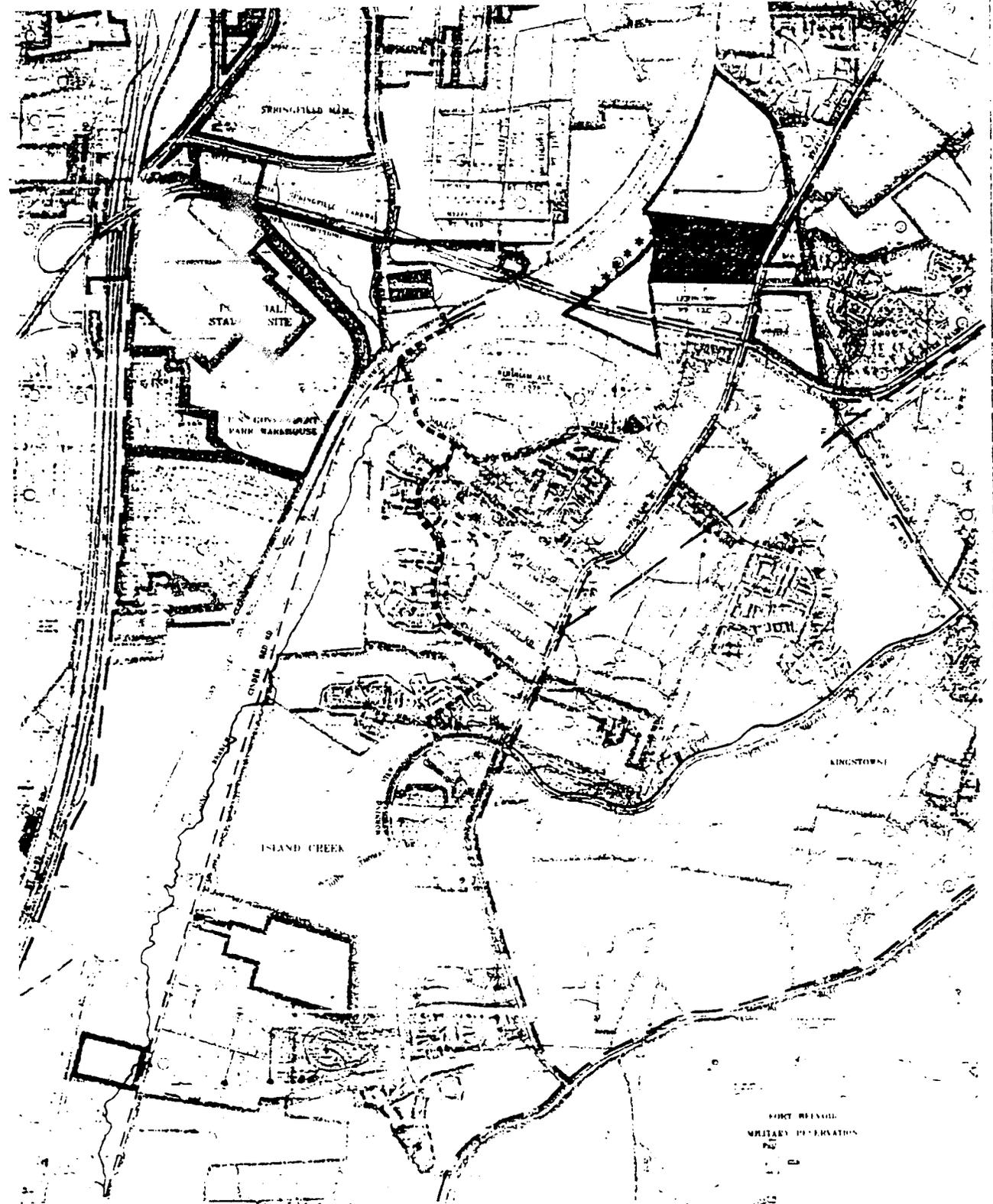


- LEGEND
- EXISTING SANITARY DRAIN
 - PROPOSED SANITARY DRAIN
 - EXISTING WATER MAIN
 - PROPOSED WATER MAIN
 - PROPOSED SIGN STREET LIGHT
 - PROPOSED DECORATIVE TREE
 - PROPOSED EVERGREEN TREE
 - PROPOSED SIDEWALKS
 - PROPOSED TREES OF 6" DBH. AND GREATER
 - PROPOSED TREE 4"
 - EXISTING PLANNED BICYCLE LANE (AS SHOWN IN THE PLAN)
 - DEVELOPED ON THE FARRAS COUNTY TRAILS PLAN



Dewberry & Davis
 INCORPORATED
 1000 STRONG ROAD, SUITE 200
 FALLS CHURCH, VIRGINIA 22044

INDUSTRIAL CIRCULATION PLAN
FRIED/METRO OFFICE PARK
 THE DISTRICT
 FARRAS COUNTY VIRGINIA



REGIONAL FISHMAN TRAIL ACCESS
 FRANCONIA-SPRINGFIELD TRANSPORTATION CENTER
 AND
 SURROUNDING COMMUNITIES

NOTE: DATA COMPILY FROM FAIRFAX COUNTY TAX & ZONING
 MAPS DATED 1982

LEGEND

- | | | |
|------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>FRANCONIA-SPRINGFIELD TRANSPORTATION CENTER</p> <p>FAIRFAX COUNTY TRAIL ROUTE</p> <p>FAIRFAX COUNTY TRAIL ROUTE</p> | <p>PLANNED BUILT TRAIL (FAIRFAX COUNTY TRAIL PLAN)</p> <p>UNAPPROVED BUILT TRAIL (FAIRFAX COUNTY TRAIL PLAN)</p> <p>BUILT TRAIL (GENERAL TRAIL PLAN)</p> <p>PLANNED PEDESTRIAN TRAIL (GENERAL TRAIL PLAN)</p> <p>FAIRFAX COUNTY TRAIL PLAN</p> | <p>FAIRFAX COUNTY TRAIL ROUTE</p> |
|------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

NOTES

1. THE PROPERTY IS SHOWN AS BEING OWNED BY METRO PARK LLC AS SHOWN ON THE TAX MAP 091-1(1) PARCELS 29.30, 31A & 31B.

2. THE PROPERTY IS SHOWN AS BEING OWNED BY METRO PARK LLC AS SHOWN ON THE TAX MAP 091-1(1) PARCELS 29.30, 31A & 31B.

3. THE PROPERTY IS SHOWN AS BEING OWNED BY METRO PARK LLC AS SHOWN ON THE TAX MAP 091-1(1) PARCELS 29.30, 31A & 31B.

4. THE PROPERTY IS SHOWN AS BEING OWNED BY METRO PARK LLC AS SHOWN ON THE TAX MAP 091-1(1) PARCELS 29.30, 31A & 31B.

5. THE PROPERTY IS SHOWN AS BEING OWNED BY METRO PARK LLC AS SHOWN ON THE TAX MAP 091-1(1) PARCELS 29.30, 31A & 31B.

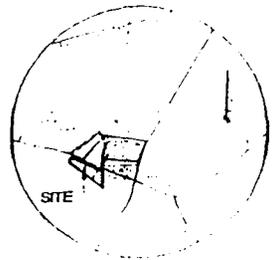
6. THE PROPERTY IS SHOWN AS BEING OWNED BY METRO PARK LLC AS SHOWN ON THE TAX MAP 091-1(1) PARCELS 29.30, 31A & 31B.

7. THE PROPERTY IS SHOWN AS BEING OWNED BY METRO PARK LLC AS SHOWN ON THE TAX MAP 091-1(1) PARCELS 29.30, 31A & 31B.

8. THE PROPERTY IS SHOWN AS BEING OWNED BY METRO PARK LLC AS SHOWN ON THE TAX MAP 091-1(1) PARCELS 29.30, 31A & 31B.

9. THE PROPERTY IS SHOWN AS BEING OWNED BY METRO PARK LLC AS SHOWN ON THE TAX MAP 091-1(1) PARCELS 29.30, 31A & 31B.

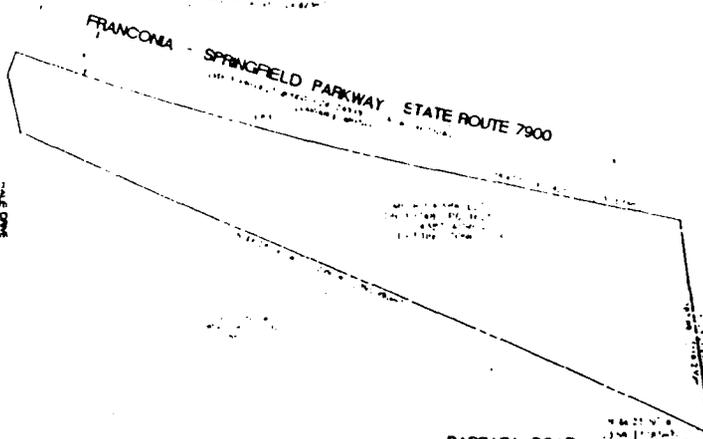
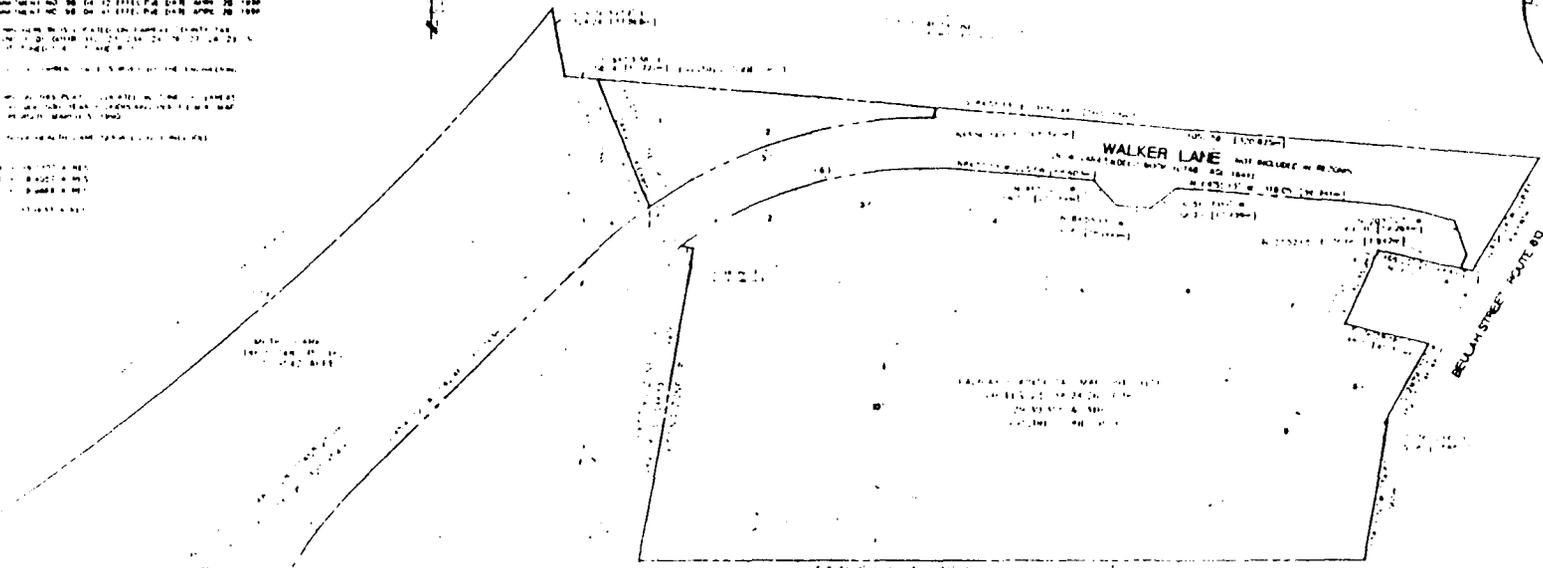
10. THE PROPERTY IS SHOWN AS BEING OWNED BY METRO PARK LLC AS SHOWN ON THE TAX MAP 091-1(1) PARCELS 29.30, 31A & 31B.



VICINITY MAP

OWNER LEGEND

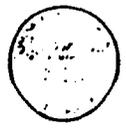
1. METRO PARK LLC
2. METRO PARK LLC
3. METRO PARK LLC
4. METRO PARK LLC
5. METRO PARK LLC
6. METRO PARK LLC
7. METRO PARK LLC
8. METRO PARK LLC
9. METRO PARK LLC
10. METRO PARK LLC



Parcel No.	Area (Ac.)	Area (Sq. Ft.)	Owner
1	1.25	53,913	1
2	1.25	53,913	2
3	1.25	53,913	3
4	1.25	53,913	4
5	1.25	53,913	5
6	1.25	53,913	6
7	1.25	53,913	7
8	1.25	53,913	8
9	1.25	53,913	9
10	1.25	53,913	10

FARMER COUNTY TAX MAP 091-1(1)
 PARCELS 29.30, 31A, 31B, 27.28,
 29.30, 31A & 31B

EDGE ENGINEERING
 1000 W. 10th St.
 Des Moines, IA 50319
 (515) 281-1111



PROPOSED DEVELOPMENT CONDITIONS

June 30, 1999

FDP 1998-LE-048

If it is the intent of the Planning Commission to approve Final Development Plan FDP 1998-LE-048 for mixed use development on property located at Tax Map 91-1 ((1)) 11B and 11C (formerly pt. of Parcel 11), 23, 23A, 24, 26, 27, 28, 29, 30, 31A, 31B, staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions:

1. Development of the property shall be in substantial conformance with the Conceptual/Final Development Plan for Metro Park prepared by Dewberry & Davis, which is dated October 20, 1993 as revised through June 28, 1999 (the Plan) and the development conditions below.
2. The maximum daily enrollment of the child care center shall be no more than ninety-nine (99) children.
3. An acoustically solid fence shall be provided around all sides of the play area for the child care center.
4. Prior to the approval of a site plan including the child care center, it shall be determined by the Director, DPWES, that the applicable additional standards for a child care center have been met per Sect. 8-305.
5. The amount of interior parking lot landscaping shown on the Plan in Parcel 11B shall be increased by one hundred (100) percent.
6. Prior to installing any lighting along the public streets which does not meet Dark Skies, Inc. standards, the applicant shall provide the Director, DPWES with correspondence from the applicable authorities that such lighting is not permitted. Such correspondence shall include all efforts by the applicant to obtain a variance or exception from the standard preventing the installation of such fixtures. If requested, the applicant shall provide County Staff with the applicable Dark Skies, Inc. standards for lighting. The lighting plans shall be approved by the Planning Commission.
7. Prior to installing any street scape plantings along the public streets which does not conform with the CDP/FDP, the applicant shall provide the Director, DPWES with correspondence from the applicable authorities that such plantings are not permitted. Such correspondence shall include all efforts by the applicant to

obtain a variance or exception from the standard preventing the installation of such plantings.

8. A cul-de-sac shall be provided at the terminus of Walker Lane. This cul-de-sac shall be retained unless Walker Lane is extended to the Franconia-Springfield Parkway, should such extension be approved by the Commonwealth Transportation Board (CTB). Upon such an extension, the cul-de-sac shall be removed and that area restored in accordance with the streetscape shown on the CDP/FDP.
9. The left turn bays from Walker Lane into the West Office Building shall be shortened to the minimum length allowed by VDOT and the resulting median landscaped in accordance with other median strips shown on the Plan
10. Noise attenuation shall be provided in the office buildings adjacent to the railroad tracks as follows:
 - A. Exterior wall shall have a laboratory sound transmission class (STC) rating of at least 39.
 - B. Doors and window shall have a laboratory sound transmission class (STC) rating of at least 28. If windows function as walls (as determined by the Department of Public Works and Environmental Services) they should have the same laboratory STC rating as walls.
 - C. Measures to seal and caulk between surfaces should follow methods approved by the American Society for Testing and Materials to minimize sound transmission.
11. A survey of the vegetation on the existing lots along old Walker Lane shall be performed by the applicant to determine which, if any, of this material is suitable for transplanting into the open space for the new development. The survey shall be performed to the satisfaction of the Urban Forestry Branch and shall address the species, size and condition of the identified landscaping. The tree survey shall form the basis for a tree transplantation plan to be approved by the Urban Forestry Branch prior to the approval of the first site plan for any of the property in this application. This plan shall include protection measures specified by that Branch. Once approved, the tree transplantation plan shall be implemented as approved. Further, there shall be no clearing activity or demolition of structures within these lots until the terms of this condition are fulfilled. The landscape materials identified for transplantation shall be moved prior to the commencement of any clearing and demolition work on-site. If necessary, the material to be transplanted may be temporarily located on other portions of the

site prior to final placement. Re-location sites shall be field located in consultation with the Urban Forestry Branch. Transplanted trees and shrubs may be substituted for trees and shrubs shown on the Plan. The survey and plan shall be prepared by an arborist certified by the International Society of Arboriculture.

12. A Phase I archeological survey shall be performed for the areas around the cemetery adjacent to Lewin Park and the cemetery adjacent to Laurel Grove Baptist Church. This survey shall be submitted to the County Archeologist for review and approval. If warranted, as determined by the County Archeologist, a Phase II and/or a Phase III study shall also be undertaken. The Phase I survey shall be completed prior to the approval of the first site plan for the application property. The Phase II and Phase III studies, if warranted, shall be performed within a time frame established by the County Archeologist.
13. All parking garages within the application property shall be landscaped in a manner similar to that shown for the garage within Land Bay B, subject to the approval of the Urban Forestry Branch.
14. All architectural plans shall be returned to the Planning Commission for review for conformance with the standards specified in Proffer Number 13.
15. Prior to the occupancy of the first building, a comprehensive sign plan for Metro Park shall be approved in accordance with the provisions of Article 12, Signs.

ZONING MAP AMENDMENT

RZ 98-L-048

ZONING DISTRICT DATA

ZONING DISTRICT: PDC

PROFFERED/CONDITIONED DWELLING UNIT DATA

TYPES	UNITS	ACRES	DENSITY	RANGE	LOMOD INCL	LOMOD ADD
-------	-------	-------	---------	-------	------------	-----------

PROFFERED/CONDITIONED NON-RESIDENTIAL GROSS FLOOR AREAS

USE	GFA	FAR	USE	GFA	FAR
COMMERICAL-GEN			PUBLIC/QUASI PUB		
HOTEL/MOTEL	102,200		OFFICE	978,000	
INDUSTRIAL-GEN			TRAN-UTIL-COMM		
CULT/EDU/RELG/ENT	7,200		RETAIL-EATING EST	18,800	
INDUST-WAREHOUSE			*****TOTAL*****	1,106,200	

REMARKS:

ZONING MAP AMENDMENT

RZ 98-L-048

CONDITION/CONTRIBUTION DATA

COND CODE DESCRIPTION	COND CODE DESCRIPTION
3Z OTHER - TRANSPORTATION	7A OTHER MISCELLANEOUS - SEE FILE
3Z OTHER - TRANSPORTATION	3H ADJ DEVEL-ACCESS/NO ACCESS/CONDS
3Z OTHER - TRANSPORTATION	3F PEDESTRIAN FACILITY/TRAIL
3Z OTHER - TRANSPORTATION	3Z OTHER - TRANSPORTATION
3Z OTHER - TRANSPORTATION	3G CONTRUCTION TRAFFIC RESTRICTION
3Z OTHER - TRANSPORTATION	3Z OTHER - TRANSPORTATION
3B RIGHT-OF-WAY: DEDICATION/RESERV	3C FACIL: CONSTR/REALGN/WIDEN/EXPND
4E NOISE ATTENUATION	2Z OTHER - LAND USE
2Z OTHER - LAND USE	7A OTHER MISCELLANEOUS - SEE FILE
2Z OTHER - LAND USE	4P LIGHTING

\$0	00/00/00
\$0	00/00/00
\$0	00/00/00
\$0	00/00/00

REMARKS:

SEE PROFFER FOR TIMING FOR SURVEYS

F A I R F A X C O U N T Y

PLANNING COMMISSION ACTION
ZONING MAP AMENDMENT
DATE OF ACTION 07/28/99

APPLICATION NUMBER: FDP 98-L-048

LEE

DISTRICT

APPLICANT: METRO PARK LLC

STAFF: BRAHAM

APPLICATION DATA

EXISTING ZONING AND ACREAGE

ZONING: PDC

ACRES: 37.16

PROPOSAL DISTRICT:

ACTION:

PDC
37.17

APPROVE
37.17

TOTAL ACRES
37.17

TOTAL ACRES
37.17

MAP NUMBERS

091-1- /01/ /0011-B ,0011-C ,0023- ,0023-A ,0024
091-1- /01/ /0026- ,0027- ,0028- ,0029- ,0030
091-1- /01/ /0031-A ,0031-B

REMARKS:

PLEASE NOTE THAT THE DENSITY CALCULATIONS FOR THIS APPLICATION PROPER
TY INCLUDE 2.72 ACRES PREVIOUSLY DEDICATED FOR THE CONSTRUCTION OF WALKER LANE.

ZONING MAP AMENDMENT

FDP 98-L-048

ZONING DISTRICT DATA

ZONING DISTRICT: PDC

PROFFERED/CONDITIONED DWELLING UNIT DATA

TYPES	UNITS	ACRES	DENSITY	RANGE	LOMOD INCL	LOMOD ADD
-------	-------	-------	---------	-------	------------	-----------

PROFFERED/CONDITIONED NON-RESIDENTIAL GROSS FLOOR AREAS

USE	GFA	FAR	USE	GFA	FAR
COMMERICAL-GEN			PUBLIC/QUASI PUB		
HOTEL/MOTEL	102,200		OFFICE	978,600	
INDUSTRIAL-GEN			TRAN-UTIL-COMM		
CULT/EDU/RELG/ENT	7,200		RETAIL-EATING EST	18,800	
INDUST-WAREHOUSE			*****TOTAL*****	1,106,800	

REMARKS:

ZONING MAP AMENDMENT

FDP 98-L-048

CONDITION/CONTRIBUTION DATA

COND CODE DESCRIPTION	COND CODE DESCRIPTION
7A OTHER MISCELLANEOUS - SEE FILE	7A OTHER MISCELLANEOUS - SEE FILE

\$0	00/00/00
\$0	00/00/00
\$0	00/00/00
\$0	00/00/00

REMARKS:



COMMONWEALTH OF VIRGINIA
COUNTY OF FAIRFAX
APPLICATION FOR ZONING MAP AMENDMENT

APPLICATION NO. RZ/FDP 1998-LE-048
(Assigned by Staff)

amended
**AMENDED
PETITION**

TO: THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY, VIRGINIA

I (We), Metro Park LLC, the applicant(s), petition you to adopt an ordinance amending the Zoning Map of Fairfax County, Virginia, by reclassifying from the R-1, I-4, and I-5 District to the PDC District the property described below and outlined in red on the Zoning Section Sheet(s) accompanying and made a part of this application.

PROPERTY DESCRIPTION

1. LEGAL DESCRIPTION:
See attached.

Lot(s)	Block(s)	Subdivision	Deed Book	Page No.
2. TAX MAP DESCRIPTION:				
91-1	01	23, 23A, 24, 26, 27, 28, 29, 30, 31A, 31B		19.78
91-1	01	011B		10.9543
91-1	01	011C		6.4383
Map No.	Double Circle No.	Single Circle No.	Parcel(s)/Lot(s) No.	Total Area(Ac. or Sq.Ft.)

3. POSTAL ADDRESS OF PROPERTY: (If any)
6830 and 6840 Beulah Street, 6326, 6318, 6310, 6300, 6248, 6240, 6313 and 6305 Walker Lane, Alexandria, Virginia 22310. NO POSTAL ADDRESSES ASSIGNED TO PARCELS 011B and 011C.

4. ADVERTISING DESCRIPTION: (Ex. South of Rt. 236, 1000 feet west of Rt. 274)
See attached.

5. PRESENT USE: See attached.

6. PROPOSED USE: Office park and other commercial uses

7. SUPERVISOR DISTRICT: Lee

The name(s) and address(s) of owner(s) of record shall be provided on the affidavit form attached and made part of this application.

The undersigned has the power to authorize and does hereby authorize Fairfax County staff representatives on official business to enter on the subject property as necessary to process the application.

Barbara J. Fried, Fried Companies Inc. as Agent for Metro Park LLC

Type or Print Name of Applicant or Agent

Signature of Applicant or Agent

6551 Loisdale Court, Suite 900, Springfield, Virginia 22150

Address

703-982-7100

Telephone No.

Home

X

Work

Please provide name and telephone number of contact person if different from above.

RZ 1998-004 / FDP 1998-1-3

DO NOT WRITE IN THIS SPACE

Date application received: _____

Application Fee Paid: \$ 14255.00

Date application accepted: 6-4-99

Form RZ (10/89)

Virginia Kuffner

INVIT

8/2/99

3:30 p.m. Item - RZ-1998-LE-048 - METRO PARK, LLC
Lee District

On Thursday, July 29, 1999, the Planning Commission voted unanimously (Commissioners Alcorn, Downer and Harsel not present for the vote) to recommend that the Board of Supervisors approve RZ-1998-LE-048, subject to execution of the proffers dated July 28, 1999.

The Planning Commission then voted 8-0-1 (Commissioner Coan abstaining; Commissioners Alcorn, Downer and Harsel not present for the vote) to approve the FDP-1998-LE-048, subject to the Board's approval of RZ-1998-LE-048 and acceptance of the executed proffers dated July 28, 1999.

The Commission next voted unanimously (Commissioners Alcorn, Downer and Harsel not present for the vote) to recommend that the Board modify the transitional screening and barrier requirements in favor of that depicted on the approved Final Development Plan.

Planning Commission Meeting
July 29, 1999
Verbatim Excerpts

RZ-1998-LE-048 - METRO PARK, LLC
FDP-1998-LE-048 - METRO PARK, LLC

Decision Only During Commission Matters
(Public Hearing held on July 28, 1999)

Commissioner Kelso: Mr. Chairman, we held a public hearing last night on the Metro Park application. I deferred decision on the application to allow us time to review revised proffers and development conditions that we received last night. I have reviewed these materials and after discussion with the applicant and staff, I will proceed with my remarks. Mr. Chairman, this application is for construction of approximately one million square feet of office space, hotel and associated services generally in the northeast quadrant of the Joe Alexander Transportation Center in Lee District at the terminus of the Fairfax County Parkway. The applicant is, and as been, a major stakeholder in the area and is, with significant risk, asking to establish a major employment center in almost direct connection with the Metro center. With this proposal, the applicant joins Charles Smith, KSI, the Northern Virginia Community College medical campus and their own previous retail development to launch that element critical to the success of a major satellite center serving our metropolitan area. Metro Park is directly linked to the transit center by pedestrian trail and by shuttle service. The area surrounding the site has a rich variety of new and established housing of every variety, a full balance of services and entertainment. The proposed office park is that missing employment link that will allow local citizens to walk to work and others to travel to work by Metro and VRE. I would ask Mr. Braham to comment on staff's response to the revised proffers dated July 28, 1999.

Mr. Peter Braham: Thank you, Mr. Kelso. Staff has had an opportunity to review the proffers again. I would note that the applicant did -- well, excuse me -- as you may recollect, last night I identified two issues associated with the draft proffers that staff had a problem with. One was the amount and timing of the contribution for Beulah Street. The proffers have not been revised in that regard to address staff's concern. The proffer for the second connection to Beulah Street, i.e, Metro Park Drive, was revised by the applicant based on our discussions to accelerate the construction of Metro Park Drive in the event the Beulah Road project does not go forward as anticipated in 2001. Therefore they would build that roadway when they reach 425,000 square feet of development rather than the 560. If the Beulah Street (sic) project does go forward, the improvement would be delayed to the 560,000 square foot level. Staff would prefer that it just be accelerated to the 425,000 square foot level. In addition, we have one other problem with the proffers that I did not identify last night. Proffer No. 24 which speaks to the construction of a trail from this property down along the existing railroad tracks to the VRE station includes a statement that the applicant will construct this trail if they are not required to go through Fairfax County plan review. This is objectionable for several different reasons, the first of which is that by this action the applicant is, in effect, proffering away an Ordinance requirement. It's the applicant's position that because this trail would be occurring in

railroad right-of-way that because of the provisions of a section in the Ordinance which allows railroad facilities to go through without site plan review that they do not need to go through site plan review. I have consulted with the County Attorney's Office and the Zoning Administrator. They both disagree with the applicant's conclusion. This trail is being put in to serve pedestrians. It is not to serve railroad facilities or railroad purpose, so therefore we feel it should go through site plan review. I would note that there may be some other Federal regulations that staff would, is not aware of in the short time that we've had to consider this issue, which may preclude Fairfax County from forcing plan review. If those are out there, they are in effect whether or not the phrase is in the proffer or not. So therefore we request that the applicant strike that portion of the proffers. I'll be happy to answer any questions.

Chairman Murphy: Are there any questions? Mr. Kelso. Ms. Fried.

Commissioner Kelso: I would ask the applicant to come down and respond.

Ms. Barbara Fried: Hello. I'm Barbara Fried, representing the applicant. You have a voluminous staff report dated June 30th and an addendum dated July 22nd, but no where in any of those documents will you find any language in any way that would suggest this Proffer No. 24. In fact, what you have before you is something rarer than a triple play. You have an honest to God voluntary proffer. And what is the result? We are caught between rather large forces, one of which is CSX. We sat recently in the Supervisor's Office with a representative from the VRE. We all want this. The community wants it. And the VRE made it very clear, the last thing they want -- because they've had experiences like this -- is to go through this review process. I submit to you, on that count, and because we believe we are correct in our interpretation under Section 2-103 of the Ordinance that this trail, surely it will be used for pedestrians, but it also is for a railroad facility. And I'd like to show you some pictures. Last night I couldn't remember if you went up or down to get to the VRE platform. Remember, this is a trail of some 1800 feet, 99 percent of which is on the CSX property. It is over their existing maintenance road. This is a picture which will show you how you get to the trail, get to the VRE platform, then take an elevator if you want to and get over to Metro. I hope that's clear. You're looking south from the Parkway and you're practically walking on the existing trail which is gravel. We will, as you know, pave it, light it, fence it and maintain it for 3/4 ton, whatever kind of trucks CSX puts there. I'd like to show you two more pictures that show you -- one shows as you would be coming off the trail. Actually, they're sort of together, but I'd like you take a look at what kind of vehicles are on this trail.

Commissioner Hall: Mr. Chairman, while she's doing that, can you pass that photograph around? There was such a glare on it, it was difficult to see it. And as long as you're finished. Oh, thank you.

Ms. Fried: I hope you can see those trucks on that trail. Those are CSX maintenance trucks. They'll be there after we improve it. This is not anything new. It was done on

the other side of the Parkway and that experience has sort of hardened VRE's resolve. So, for two counts. One, we believe that our interpretation, that this is indeed, under the Ordinance, a railroad facility -- it certainly is only going to the railroad -- supports the proposition that it should not be reviewed by the County. I'm being passed the exemption. It's actually 2-104 and it's Section 1B. "The following structure and uses shall be exempt from the regulations of this Ordinance: railroad track, signal bridges and similar facilities and equipment located on a railroad right-of-way and maintenance and repair work on such facilities and equipment." These are facilities. These are maintenance. And we ask you -- when a voluntary proffer rears its rare head, support it. Thank you. I can pass this around as well, if you would like to see the actual Ordinance.

Commissioner Kelso: Mr. Chairman, as I noted last night, we disagree with the remaining development conditions and I will move to have the development conditions deleted. Condition No. 1 is incorporated within the proffers. Condition No. 2 calls for a 100 percent increase in the interior parking lot landscaping which I regard as excessive for an urban office environment considering the four (sic) plus acres of land contribution and due to the fact that the by-right site plan is now ready for approval. Remember, it was our suggestion that this property be included in the application. Condition No. 3 has been studied by the applicant and found to be unexecutable. I recognize and respect the intent of staff, but must trust and agree with the applicant that this existing tree transplanting cannot be accomplished. Again, I must also recognize the applicant's acceptance to preserve six plus acres of existing trees along the Parkway. By the way, the applicant has told me this evening that the Manchester Lakes adjoining residential area is requesting to work with them to see if they can have the trees in their location which they have agreed to. If the Commission or staff have comments as to these development conditions, I would welcome them at this time. Staff and our Lee District leadership have been working with the applicant for the past year to arrive at an urban design solution that not only addresses their specific property, but is an equitable solution for the residents surrounding the proposal and initiates the future center that we all have hoped for at this critical location for many years. The negotiations have become more intense over the past four months and, as of yesterday, resulted in the final solution we have before us tonight. At the urging of Supervisor Kauffman and I, with the support of staff, the applicant has: 1) incorporated existing by-right industrial property in this application; 2) offered over six acres of heavily vegetated land along the Parkway to the County as protected open space; 3) worked closely with the 18 Lewin Park residents, offering them the opportunity to consolidate into a similar development with direct connection to Metro Park and with all transportation and infrastructure in place -- a significant contribution; 4) put into the plans over \$3.5 million transportation improvements both on and off site to resolve the intersection issues at the Parkway and Beulah; 5) buffered and protected the existing church and graveyard, while allowing them parking access and will restore the original historic school on the property; 6) provided a direct pedestrian trail, lighted and protected, from the site to the Virginia Railway Express platform; and 7) provided \$200,000 for roadway improvements within Lee District at the direction of the Supervisor, and much more. The application, in my opinion, is in full compliance with the Comprehensive Plan and has been unanimously accepted by

our Lee District Council and is endorsed by our Lee District Supervisor, our District Transportation Commissioner and myself. Yes, it is possible that this development may, by prediction tables, generate more traffic at the intersection of the Parkway and Beulah, although the applicant's study finds to the contrary. It is also our position that this development will greatly enhance Metro/VRE ridership and by its location may even attract people who live within walking distance to work there as I have been privileged to do for 15 years. It is true that the applicant has drawn the line at \$200,000 for additional transportation improvements based upon the pending funded VDOT improvements along this site. And it is true that they will proffer the frontage improvements at a schedule that assures their financial success rather than earlier as requested. The application is ready for recommendation and I ask for your support. Therefore, Mr. Chairman, -- and I will ask staff and the County Attorney review Proffer No. 24-C(I) between now and Monday afternoon. I MOVE THAT THE PLANNING COMMISSION RECOMMEND TO THE BOARD OF SUPERVISORS APPROVAL OF RZ-1998-LE-048, METRO PARK LLC, SUBJECT TO THE EXECUTION OF PROFFERS DATED JULY 28, 1999.

Commissioners Koch and Byers: Second.

Chairman Murphy: Seconded by Mr. Koch and Mr. Byers. Is there discussion of the motion?

Commissioner Hall: Mr. Chairman, I would just point out that I'm normally very uncomfortable supporting an application when staff recommends denial, however, I really feel that Commissioner Kelso has done an outstanding job in working with the applicant and addressing this and I will be happy to support it.

Chairman Murphy: Further discussion of the motion? All those --

Commissioner Wilson: Mr. Chairman?

Chairman Murphy: Ms. Wilson.

Commissioner Wilson: One quick question. I guess this is maybe an obvious question, but I don't know the answer. What does it mean if the applicant puts in a voluntary proffer that isn't required? Or it's something that is not covered by --

Chairman Murphy: They're all volunteer proffers.

Commissioner Kelso: They're all voluntary.

Chairman Murphy: Don't pay any attention to Mrs. Fried and her summation. Pay no attention to that woman.

Commissioner Wilson: No attention to the man behind the curtain.

Chairman Murphy: They are all volunteer proffers. Does everybody understand that? We have a new member of the Commission going through freshman orientation and we have to actually get to that point every once in a while. Further discussion of the motion? Thanks, Ms. Fried, I appreciate your doing that. All those in favor of the motion to recommend to the Board of Supervisors that it approve RZ-1998-LE-048, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed? Motion carries. Mr. Kelso, if you dare.

Commissioner Kelso: As I outlined, I do not agree with the development conditions and will move the FDP without the development conditions. I MOVE THAT THE PLANNING COMMISSION APPROVE FDP-1998-LE-048, METRO PARK LLC, SUBJECT TO THE BOARD'S APPROVAL OF RZ-1998-LE-048 AND ACCEPTANCE OF THE EXECUTED PROFFERS DATED JULY 28, 1999.

Commissioner Byers: Second.

Chairman Murphy: Seconded by Mr. Byers. Is there discussion of the motion? All those in favor of the motion to approve FDP-1998-LE-048, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed?

Commissioner Coan: Abstain.

Chairman Murphy: Motion carries. Mr. Coan abstains.

Commissioner Kelso: I MOVE THAT THE PLANNING COMMISSION RECOMMEND TO THE BOARD OF SUPERVISORS MODIFICATION OF THE TRANSITIONAL SCREENING AND BARRIER REQUIREMENTS IN FAVOR OF THAT SHOWN ON THE APPROVED FINAL DEVELOPMENT PLAN.

Commissioner Byers: Second.

Chairman Murphy: Seconded by Mr. Byers. Is there discussion of that motion? All those in favor of the motion, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed? Motion carries.

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(The first and third motions carried unanimously with Commissioners Alcorn, Downer and Harsel not present for the vote.)

(The second motion carried by a vote of 8-0-1 with Commissioner Coan abstaining; Commissioners Alcorn, Downer and Harsel not present for the vote.)

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