



APPLICATION ACCEPTED: January 23, 2009
APPLICATION REACTIVATED: May 5, 2010
PLANNING COMMISSION DECISION: September 22, 2010
BOARD OF SUPERVISORS: September 28, 2010 @ 3:30 PM

County of Fairfax, Virginia

September 8, 2010

CRA

STAFF REPORT ADDENDUM

APPLICATION RZ/FDP 2009-PR-002

PROVIDENCE DISTRICT

APPLICANT: Square 1400, L.C.

PRESENT ZONING: I-4

REQUESTED ZONING: Planned Residential Mixed Use (PRM)

PARCEL(S): 49-1 ((13)) 13-16

ACREAGE: 4.64 acres

FAR: 1.62 (including Affordable Dwelling Units (ADUs) and bonus units associated with Workforce Housing Units (WHU) and ADUs)

OPEN SPACE: 49%

PLAN MAP: Residential Mixed Use up to 1.35 (excluding ADUs and bonus density)

PROPOSAL: The applicant seeks to rezone the subject property from I-4 to PRM to permit the construction of a 327,431 square foot, 11-story (115 feet tall) multi-family residential building with 305 dwelling units, a separate 4-story (50 feet tall) above grade parking structure, and a 3,000 square foot non-residential building located in front of the parking structure at a 1.62 FAR including ADUs and bonus units associated with WHU.

William O'Donnell

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



STAFF RECOMMENDATIONS:

Staff recommends approval of RZ 2009-PR-002 subject to the execution of proffers consistent with those found in Attachment 1 of this report.

Staff recommends approval of FDP 2009-PR-002 subject to the development conditions in Attachment 2 of this report.

Staff recommends approval of a modification of the loading space requirement for residential uses in favor of that shown on CDP/FDP.

Staff recommends that the Board of Supervisors direct the Director of DPWES to permit a deviation from the tree preservation target percentage in favor of the proposed landscaping shown on the CDP/FDP and as proffered.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

The approval of this rezoning does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application. For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290.

O:\wodonn\ZED\Rezoning\RZ 2009-PR-002 Square 1400\Report\RZ 2009-PR-002 Square 1400 Staff Report Addendum Cover.doc



Americans with Disabilities Act (ADA): Reasonable accommodation is available upon 7 days advance notice. For additional information on ADA call (703) 324-1334 or TTY 711 (Virginia Relay Center).

Rezoning Application

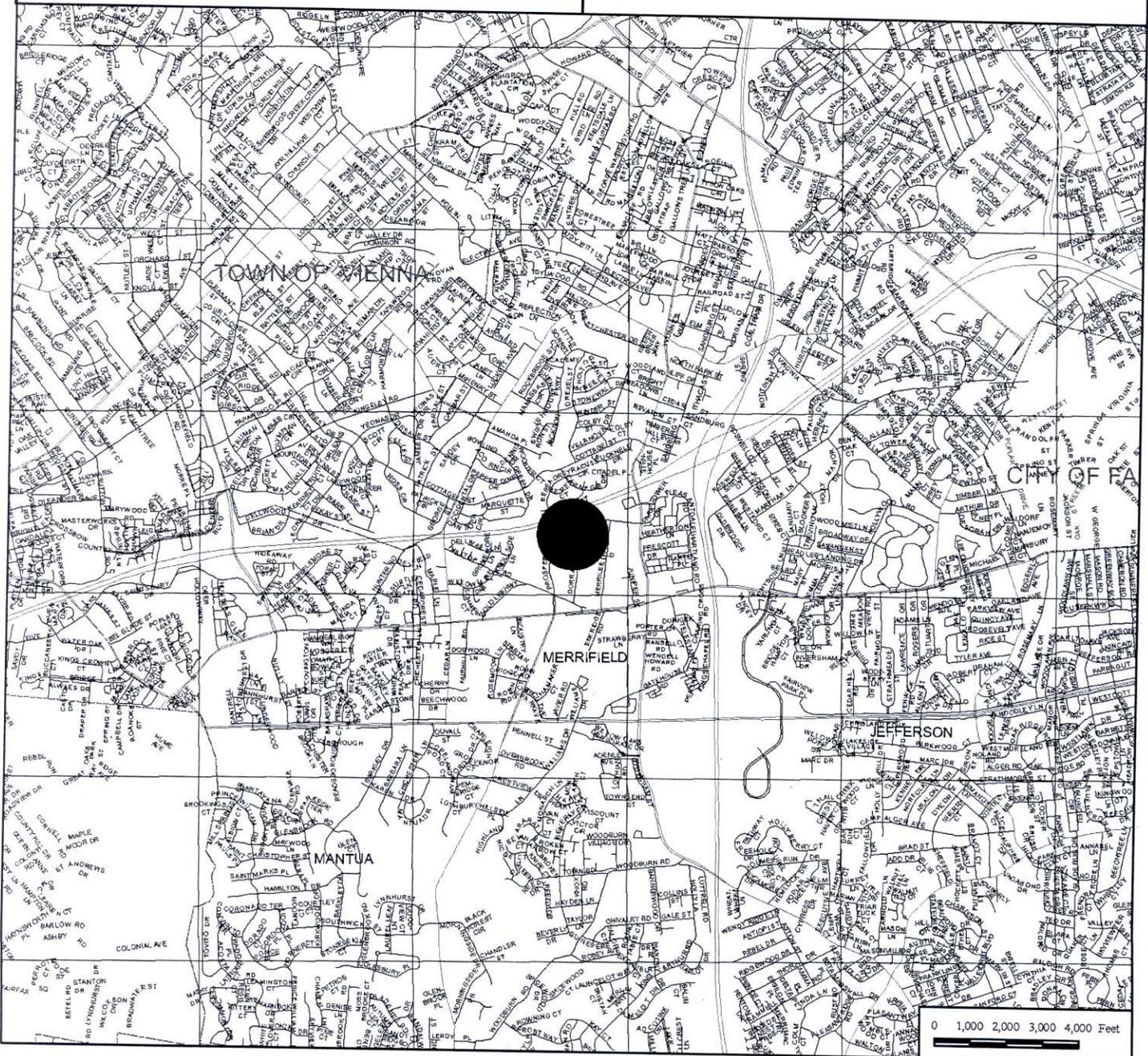
RZ 2009-PR-002

Applicant: SQUARE 1400, L.C.
 Accepted: 01/23/2009
 Proposed: RESIDENTIAL
 Area: 4.64 AC OF LAND; DISTRICT - PROVIDENCE
 Zoning Dist Sect:
 Located: WEST SIDE OF DORR AVENUE APPROXIMATELY
 400 FEET NORTH OF ITS INTERSECTION
 WITH MERRIFIELD AVENUE
 Zoning: FROM I- 4 TO PRM
 Overlay Dist: CRA
 Map Ref Num: 049-1- /13/ /0013 /13/ /0014
 /13/ /0015 /13/ /0016

Final Development Plan

FDP 2009-PR-002

Applicant: SQUARE 1400, L.C.
 Accepted: 01/23/2009
 Proposed: RESIDENTIAL
 Area: 4.64 AC OF LAND; DISTRICT - PROVIDENCE
 Zoning Dist Sect:
 Located: WEST SIDE OF DORR AVENUE APPROXIMATELY
 400 FEET NORTH OF ITS INTERSECTION
 WITH MERRIFIELD AVENUE
 Zoning: PRM
 Overlay Dist: CRA
 Map Ref Num: 049-1- /13/ /0013 /13/ /0014
 /13/ /0015 /13/ /0016



Rezoning Application

RZ 2009-PR-002

Applicant: SQUARE 1400, L.C.
Accepted: 01/23/2009
Proposed: RESIDENTIAL
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400 FEET NORTH OF ITS INTERSECTION
WITH MERRIFIELD AVENUE

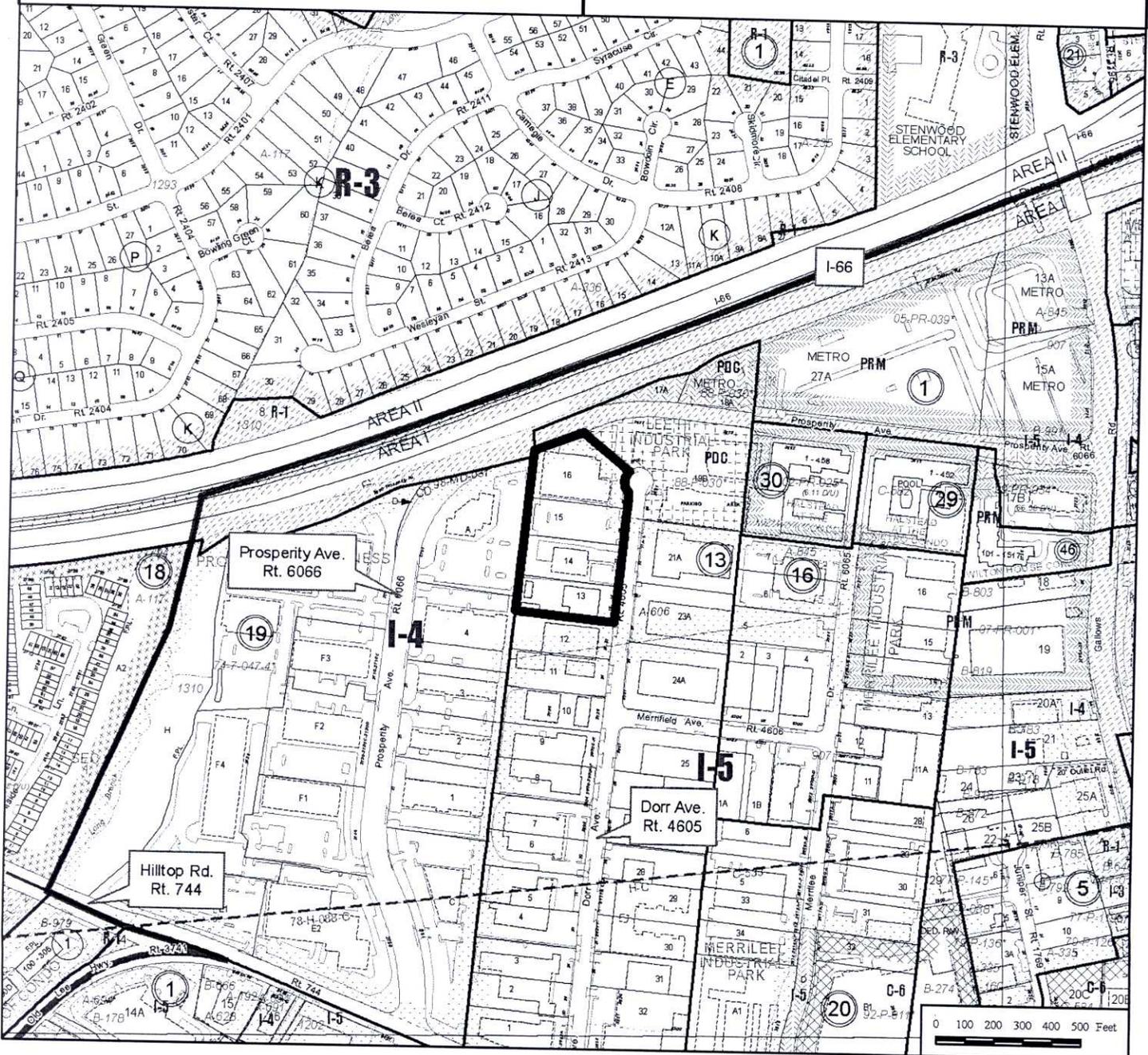
Zoning: FROM I-4 TO PRM
Overlay Dist: CRA
Map Ref Num: 049-1- /13/ /0013 /13/ /0014
/13/ /0015 /13/ /0016

Final Development Plan

FDP 2009-PR-002

Applicant: SQUARE 1400, L.C.
Accepted: 01/23/2009
Proposed: RESIDENTIAL
Area: 4.64 AC OF LAND; DISTRICT - PROVIDENCE
Zoning Dist Sect:
Located: WEST SIDE OF DORR AVENUE APPROXIMATELY
400 FEET NORTH OF ITS INTERSECTION
WITH MERRIFIELD AVENUE

Zoning: PRM
Overlay Dist: CRA
Map Ref Num: 049-1- /13/ /0013 /13/ /0014
/13/ /0015 /13/ /0016



SQUARE 1400, L.C.

Providence District Fairfax County, Virginia

Conceptual Development Plan / Final Development Plan RZ 2009-PR-002



VICINITY MAP
SCALE: 1" = 1,000'

Applicant:
Square 1400, L.C.
2704 Dorr Avenue
Fairfax, Virginia 22031

Sheet Index

1. COVER SHEET
2. CONCEPTUAL / FINAL DEVELOPMENT PLAN - EXISTING CONDITIONS
3. CONCEPTUAL / FINAL DEVELOPMENT PLAN
- 3A. CONCEPTUAL / FINAL DEVELOPMENT PLAN - ALTERNATE LAYOUT
- 3B. CONCEPTUAL / FINAL DEVELOPMENT PLAN - ADJACENT SITE IMPACTS
4. DETAIL ENLARGEMENTS
5. TREE COVER CALCULATION / STREETSCAPE CROSS-SECTION
6. PEDESTRIAN AND BIKE CIRCULATION PLAN
7. ARCHITECTURAL ELEVATIONS AND PERSPECTIVES
8. ARCHITECTURAL ELEVATIONS - ENLARGEMENTS
9. NOISE CONTOURS
10. STORMWATER MANAGEMENT - OUTFALL
11. STORMWATER MANAGEMENT - OUTFALL
12. STORMWATER MANAGEMENT - OUTFALL
13. FOR INFORMATION ONLY
14. EXISTING VEGETATION MAP

SQUARE 1400, L.C.
Conceptual Development Plan /
Final Development Plan
RZ 2009-PR-002



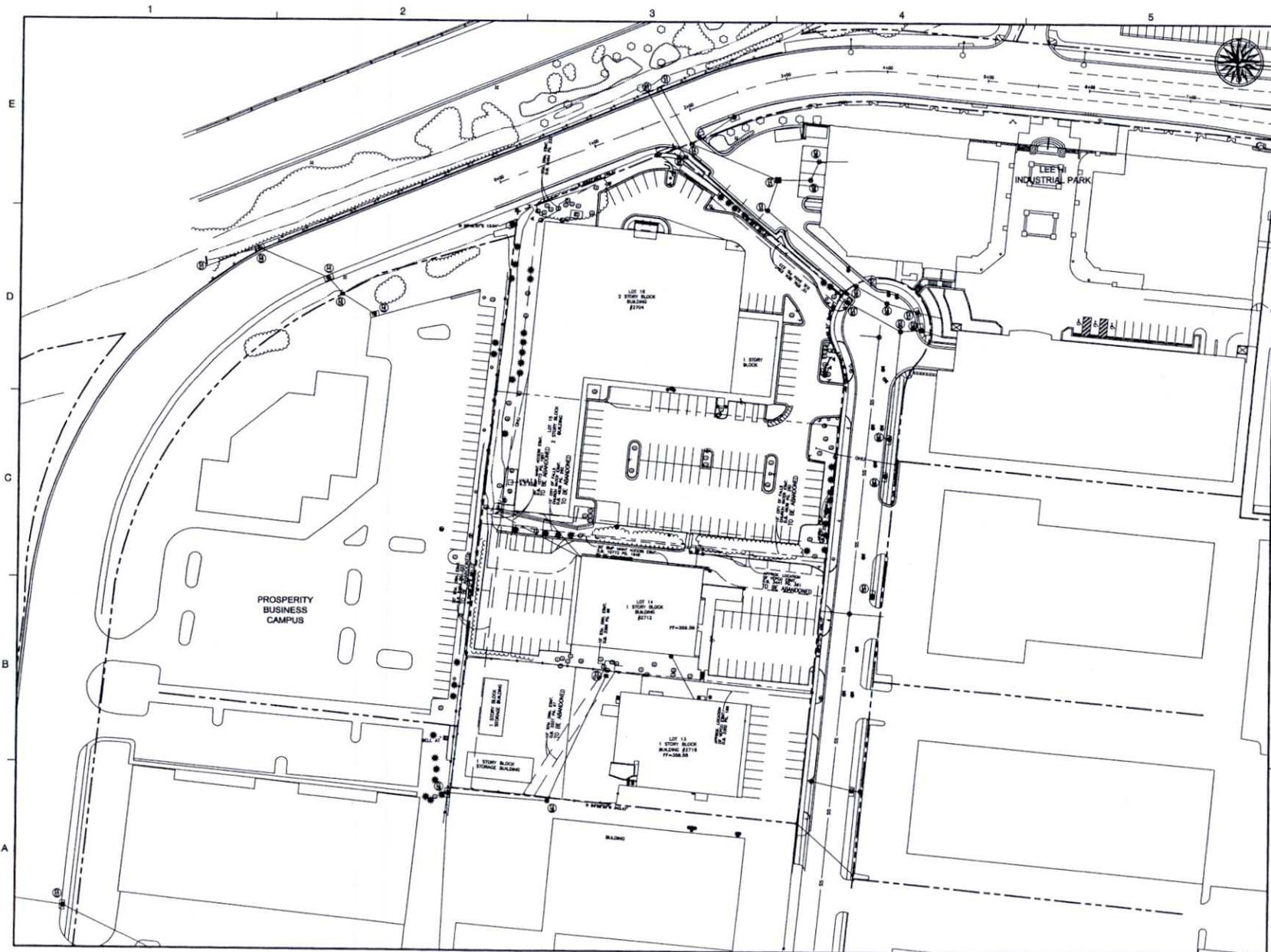
Dewberry & Davis LLC
2000 ANASTON BLVD
FARMERS VILLAGE
FARMERS VILLAGE
FARMERS VILLAGE
FARMERS VILLAGE
FARMERS VILLAGE



SEAL



Revised August 24, 2010
Revised August 11, 2010
Revised July 12, 2010
Revised May 3, 2010
Revised July 6, 2009
Revised June 11, 2009
Revised May 29, 2009
Revised April 24, 2009
Revised March 25, 2009
January 15, 2009



Dewberry
 Dewberry & Davis L.L.C.
 8400 ARKADIA BLVD.
 FORT WORTH, TX 76120
 PHONE: 817.442.2200
 FAX: 817.442.2202
 WWW.DEWBERRY.COM

SQUARE 1400, L.C.
 CONCEPTUAL DEVELOPMENT PLAN /
 FINAL DEVELOPMENT PLAN
 PRODUCE DISTRICT
 PARKER COUNTY, TEXAS

SQUARE 1400, L.C.
 CONCEPTUAL DEVELOPMENT PLAN /
 FINAL DEVELOPMENT PLAN
 PRODUCE DISTRICT
 PARKER COUNTY, TEXAS



KEY PLAN



9	08.24.10	JAC
8	08.11.10	JAC
7	07.12.10	ARC
6	05.03.10	ARC
5	07.06.09	APW
4	08.11.09	APW
3	05.29.09	APW
2	04.24.09	APW
1	03.25.09	APW

REVISIONS

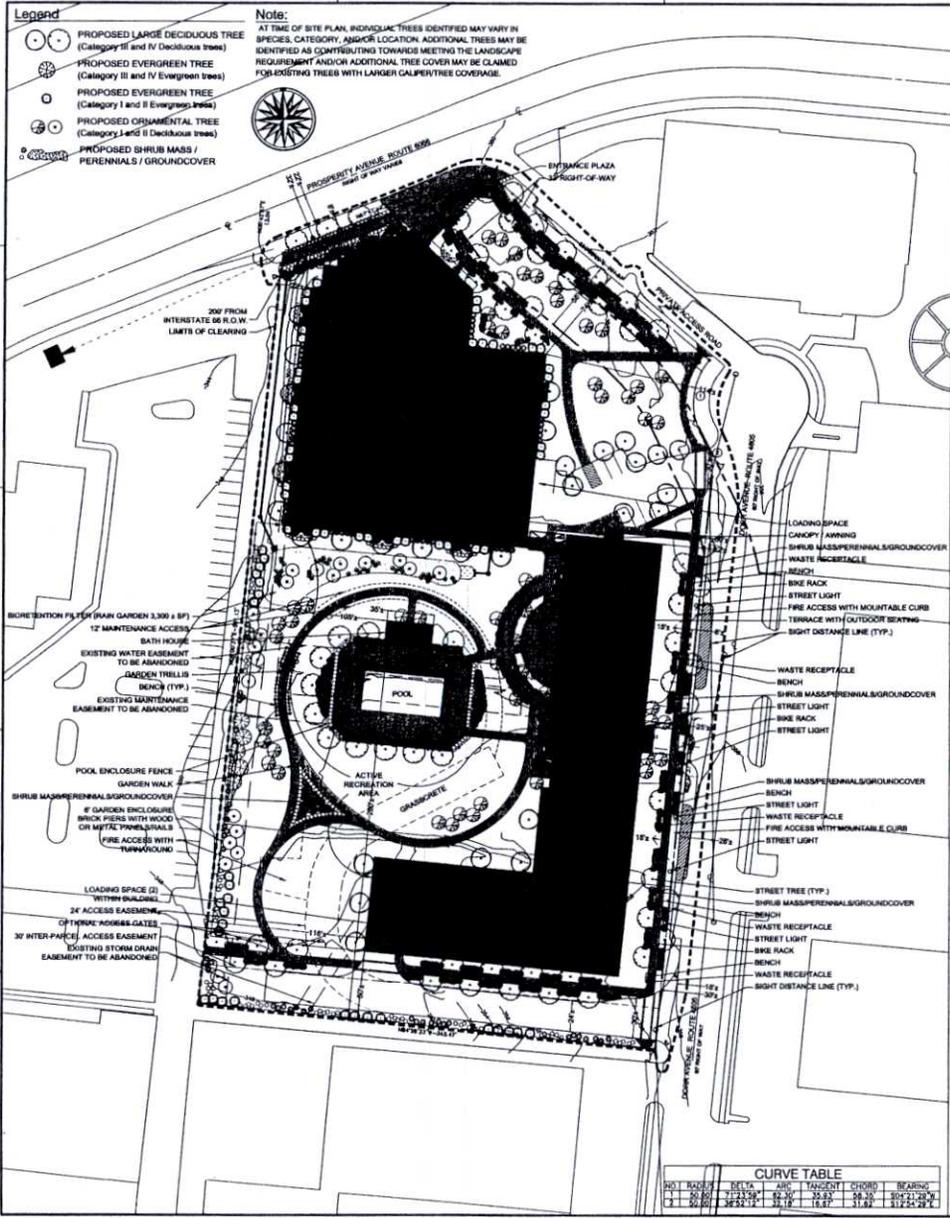
No.	DATE	BY	Description

DRAWN BY: APW
 APPROVED BY: _____
 CHECKED BY: GK
 DATE: January 15, 2009

TITLE
SQUARE 1400, L.C.
 Conceptual Development Plan /
 Final Development Plan
 Existing Conditions

PROJECT NO.

2



- Legend**
- PROPOSED LARGE DECIDUOUS TREE (Category III and IV Deciduous trees)
 - PROPOSED EVERGREEN TREE (Category III and IV Evergreen trees)
 - PROPOSED EVERGREEN TREE (Category I and II Evergreen trees)
 - PROPOSED ORNAMENTAL TREE (Category I and II Deciduous trees)
 - PROPOSED SHRUB MASS / PERENNIALS / GROUNDCOVER

Note:
 AT TIME OF SITE PLAN, INDIVIDUAL TREES IDENTIFIED MAY VARY IN SPECIES, CATEGORY, AND/OR LOCATION. ADDITIONAL TREES MAY BE IDENTIFIED AS CONTRIBUTING TOWARDS MEETING THE LANDSCAPE REQUIREMENT AND/OR ADDITIONAL TREE COVER MAY BE CLAIMED FOR EXISTING TREES WITH LARGER CANOPY TREE COVERAGE.



CURVE TABLE

NO.	ANGLE	DELTA	ARC	TANGENT	CHORD	BEARING
1	90.00	173.71	84.30	18.87	84.30	S17°24'28" E
2	90.00	173.71	84.30	18.87	84.30	S17°24'28" E

Dewberry
 Dewberry & Davis LLC
 8800 WOODHOLLOW BLVD.
 SUITE 100, 1001
 FARMERSVILLE, VA 22434
 PHONE: 703.940.0100
 FAX: 703.940.0101
 WWW.DEWBERRY.COM

SQUARE 1400, L.C.
 CONCEPTUAL DEVELOPMENT PLAN /
 FINAL DEVELOPMENT PLAN
 PROPOSED DISTRICT
 FARMERSVILLE, VIRGINIA



KEY PLAN



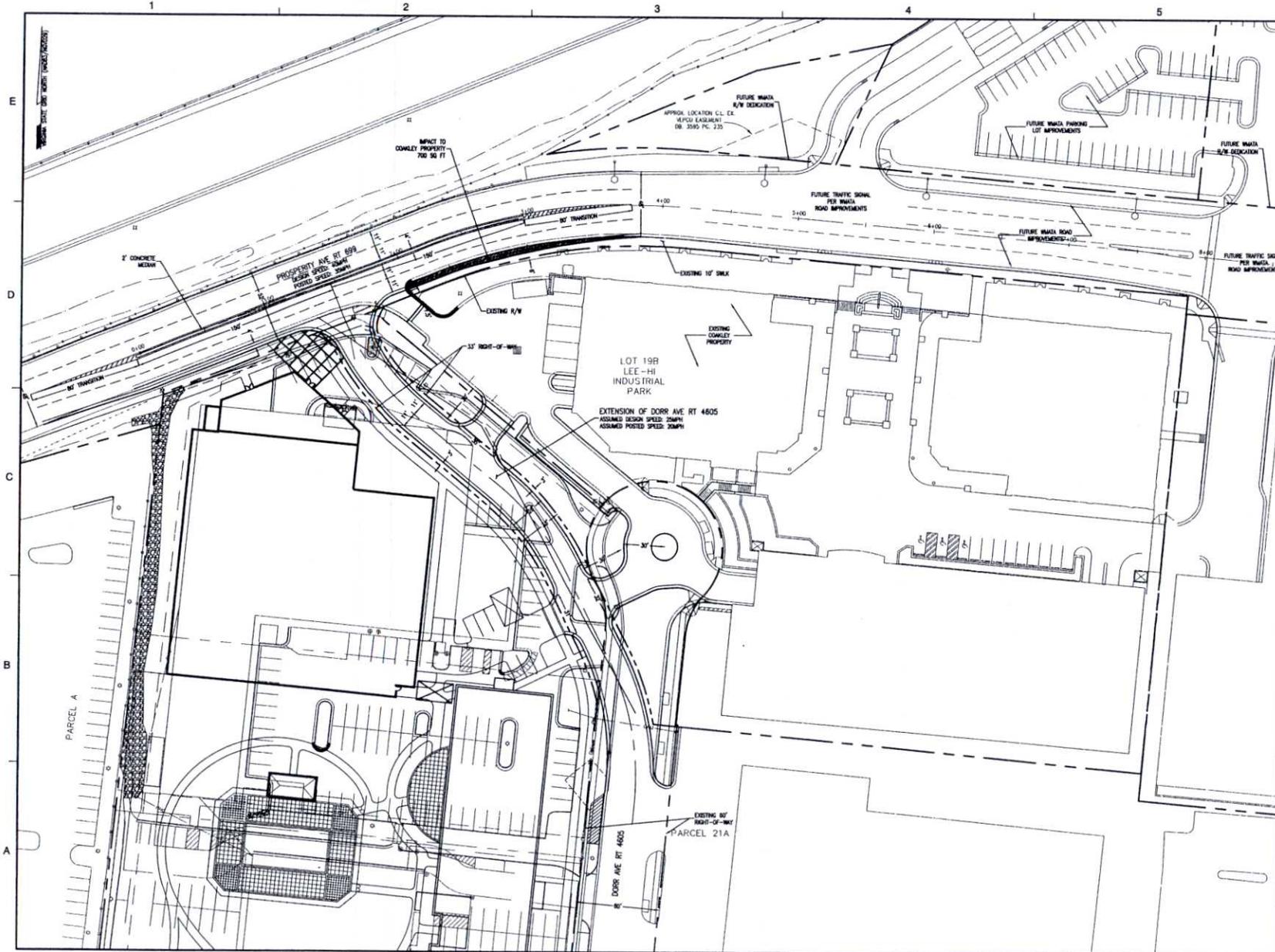
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3	08.11.10	JMC	
2	07.12.10	JMC	
1	05.03.10	JMC	New Sheet

DRAWN BY: ATW
 APPROVED BY: OK
 DATE: January 15, 2009

TITLE
SQUARE 1400, L.C.
 Conceptual Development Plan /
 Final Development Plan
 Alternate

PROJECT NO.

3A



Dewberry

Dewberry & Davis L.L.C.
 1000 ALABAMA HIGHWAY 200
 SUITE 100
 FARMAN, VA 22024
 PHONE: 703.946.5100
 FAX: 703.946.5110
 www.dewberry.com

SQUARE 1400, L.C.
 CONCEPTUAL DEVELOPMENT PLAN /
 FINAL DEVELOPMENT PLAN
 PROVIDENCE DISTRICT
 FARMAN COUNTY, VIRGINIA



KEY PLAN

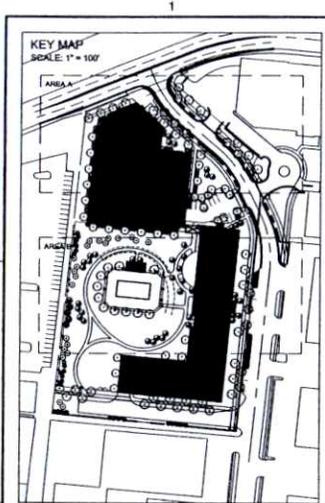


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3	08.11.10	JMC	
2	07.12.10	ARC	
1	05.03.10	ARC	New Sheet

REVISIONS
 DRAWN BY: JHW
 APPROVED BY: [Signature]
 CHECKED BY: CK
 DATE: January 15, 2009

TITLE
SQUARE 1400, L.C.
 Conceptual Development Plan /
 Final Development Plan
 Adjacent Site Impacts
 PROJECT NO.:

3B



NOTE:
THE DETAILS PROVIDED HEREON REPRESENT THE PROPOSED HARDSCAPE AND LANDSCAPE PLANS FOR THE INDIVIDUAL OPEN SPACE AREAS. MINOR DESIGN CHANGES MAY BE MADE WITH FINAL DESIGN AND ENGINEERING.

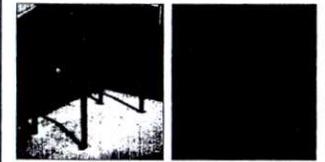


SITE FURNITURE DETAILS

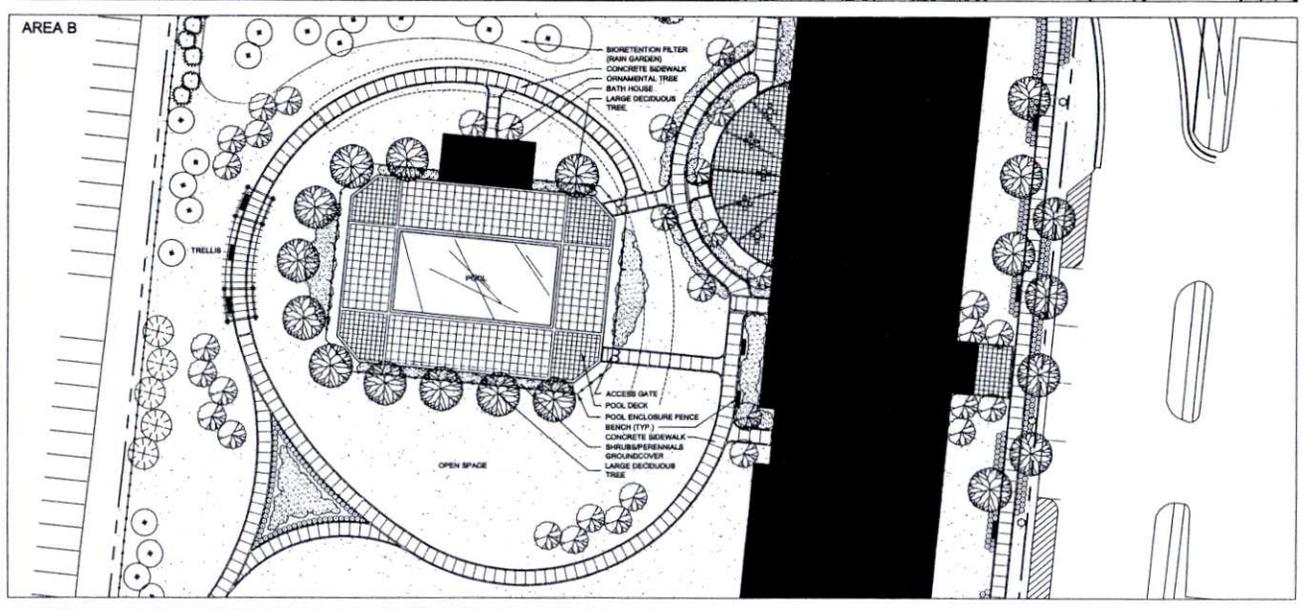
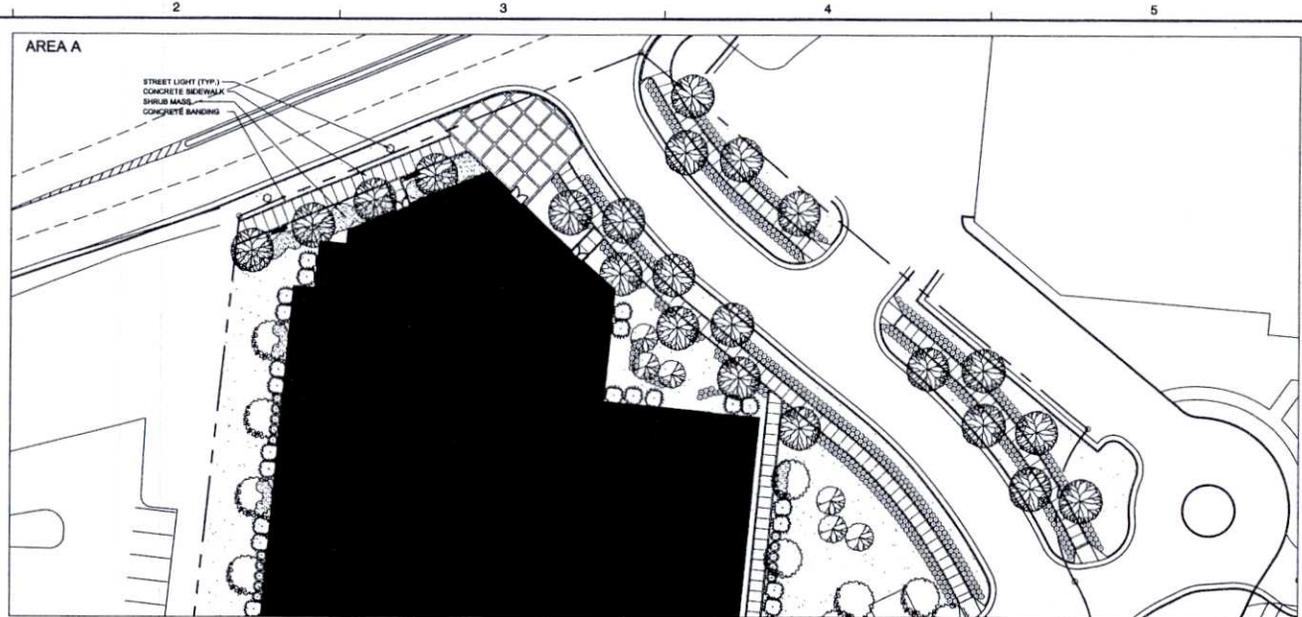
NOTE:
THE TYPICAL SITE FURNITURE PRESENTED ON THIS SHEET IS SHOWN TO ILLUSTRATE THE GENERAL THEME AND CHARACTER OF THE PROPOSED DEVELOPMENT AS ILLUSTRATED IN THE MENFIELD STREETSCAPE DESIGN MANUAL. THEY ARE SUBJECT TO MINOR MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.



TYPICAL STREET LIGHT TYPICAL WASTE RECEPTACLE



TYPICAL BIKE RACK TYPICAL BENCH



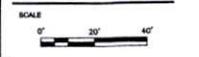
Dewberry
Dewberry & Davis L.L.C.
2000 ARBOLTON BLVD.
FARMINGTON, CT 06031
PHONE: 783.462.2100
FAX: 783.462.2104
www.dewberry.com

SQUARE 1400, L.C.
www.dewberry.com

SQUARE 1400, L.C.
CONCEPTUAL DEVELOPMENT PLAN /
FINAL DEVELOPMENT PLAN
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA



KEY PLAN



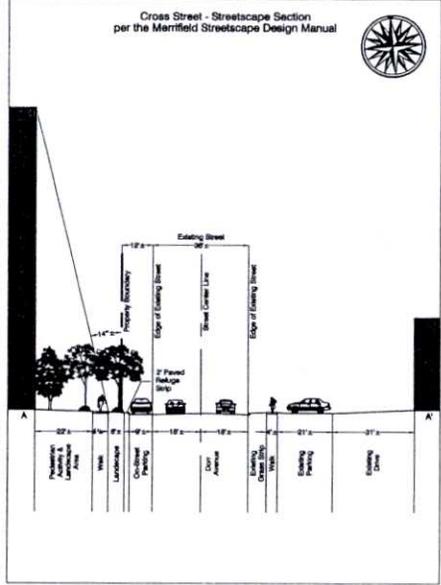
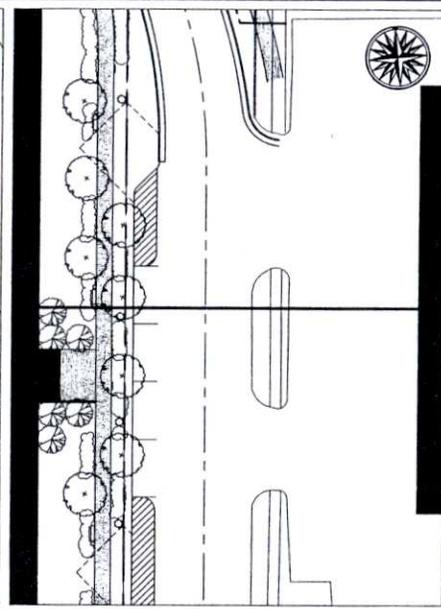
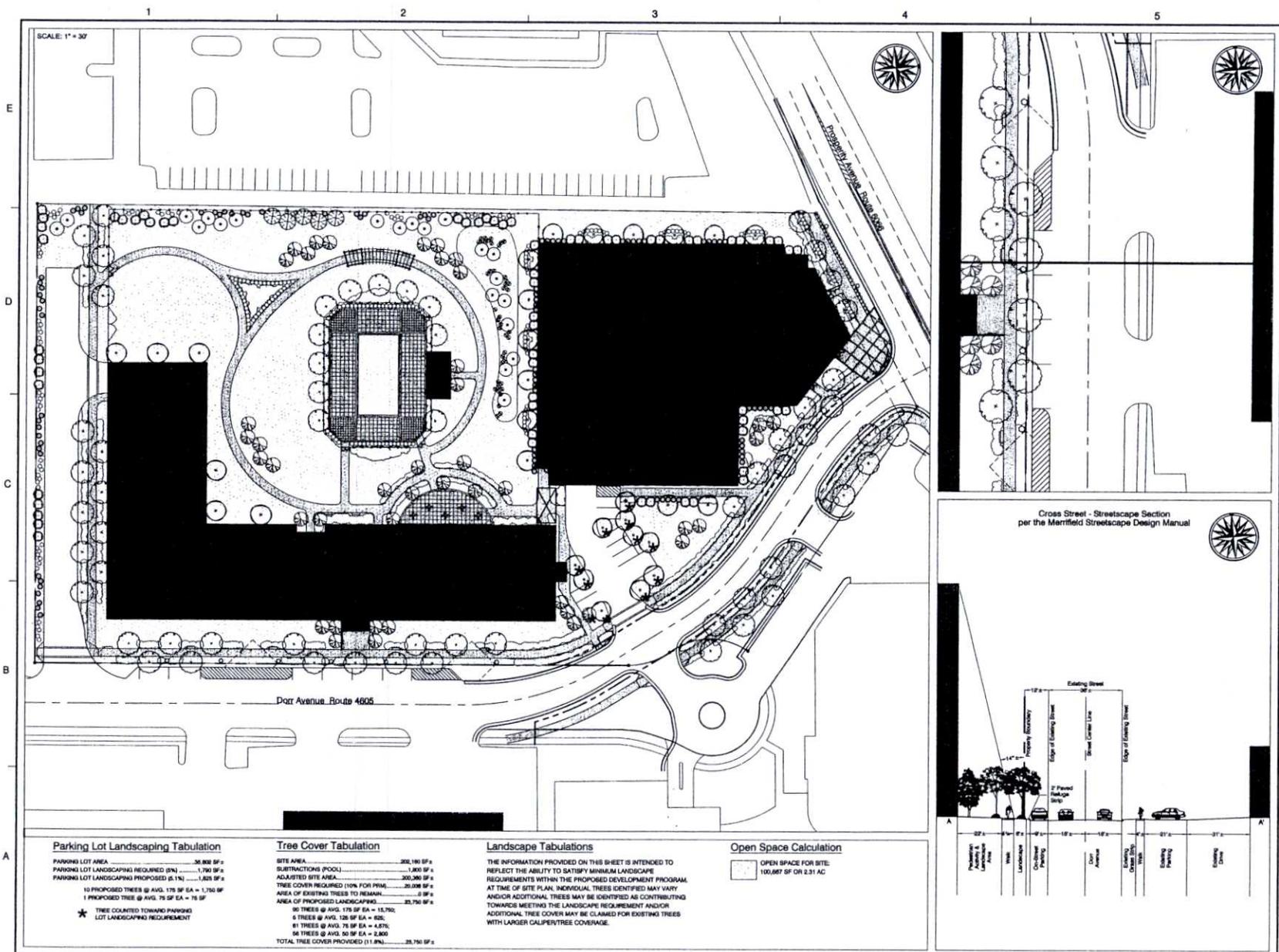
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8	08.24.10	JMC	
7	08.11.10	JMC	
6	07.12.10	ARC	
5	05.03.10	ARC	
4	07.06.09	ARW	
3	08.11.09	ARW	
2	05.29.09	ARW	
1	04.24.08	ARW	New Sheet

REVISIONS
DRAWN BY: ARW
APPROVED BY: [Signature]
CHECKED BY: GK
DATE: January 15, 2009

TITLE
SQUARE 1400, L.C.
Conceptual Development Plan /
Final Development Plan
Detail Enlargements

PROJECT NO.

4



SCALE: 1" = 30'

Parking Lot Landscaping Tabulation

PARKING LOT AREA	36,800 SF ±
PARKING LOT LANDSCAPING REQUIRED (5%)	1,790 SF ±
PARKING LOT LANDSCAPING PROPOSED (5.1%)	1,883 SF ±
10 PROPOSED TREES @ AVG. 175 SF EA = 1,750 SF	
1 PROPOSED TREE @ AVG. 75 SF EA = 75 SF	
★ TREES COUNTED TOWARD PARKING LOT LANDSCAPING REQUIREMENT	

Tree Cover Tabulation

SITE AREA	358,180 SF ±
SUBTRACTIONS (POOL)	1,800 SF ±
ADJUSTED SITE AREA	356,380 SF ±
TREE COVER REQUIRED (10% FOR PDM)	35,638 SF ±
AREA OF EXISTING TREES TO REMAIN	2 SF ±
AREA OF PROPOSED LANDSCAPING	23,750 SF ±
95 TREES @ AVG. 175 SF EA = 16,750	
4 TREES @ AVG. 125 SF EA = 500	
81 TREES @ AVG. 75 SF EA = 6,075	
56 TREES @ AVG. 50 SF EA = 2,800	
TOTAL TREE COVER PROVIDED (11.8%)	23,750 SF ±

Landscape Tabulations

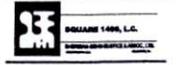
THE INFORMATION PROVIDED ON THIS SHEET IS INTENDED TO REFLECT THE ABILITY TO SATISFY MINIMUM LANDSCAPE REQUIREMENTS WITHIN THE PROPOSED DEVELOPMENT PROGRAM. AT TIME OF SITE PLAN, INDIVIDUAL TREES IDENTIFIED MAY VARY AND/OR ADDITIONAL TREES MAY BE IDENTIFIED AS CONTRIBUTING TOWARD MEETING THE LANDSCAPE REQUIREMENT AND/OR ADDITIONAL TREE COVER MAY BE CLAIMED FOR EXISTING TREES WITH LARGER CALIPEE TREE COVERAGE.

Open Space Calculation

OPEN SPACE FOR SITE:
100,667 SF OR 2.31 AC



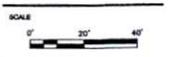
Dewberry & Davis LLC
1000 WASHINGTON BLVD.
FARMERSVILLE, OH 43021
PHONE: 614.882.9100
FAX: 614.882.9101
WWW.DDBD.COM



SQUARE 1400, L.C.
CONCEPTUAL DEVELOPMENT PLAN /
FINAL DEVELOPMENT PLAN
PROVIDENCE DISTRICT
FARMERSVILLE, OHIO



KEY PLAN

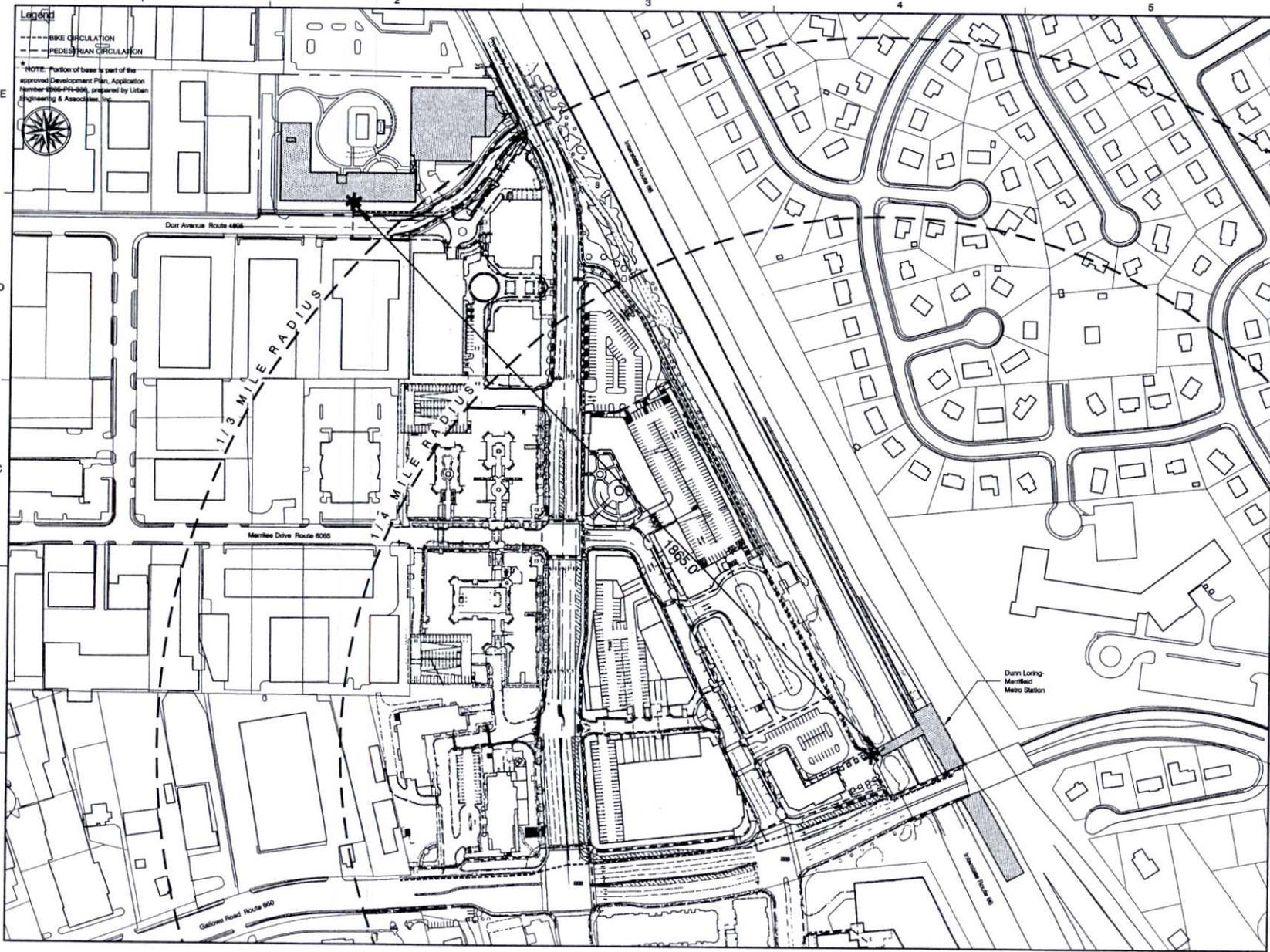


9	08.24.10	JAC	
8	08.11.10	JAC	
7	07.12.10	JAC	
6	05.03.10	JAC	
5	07.06.09	APW	
4	06.11.09	APW	
3	05.29.09	APW	
2	04.24.09	APW	
1	03.25.09	APW	Rev. Sheet
NO.	DATE	BY	Description

DESIGNED BY: APW
APPROVED BY: OK
CHECKED BY: OK
DATE: January 15, 2009
TITLE:

SQUARE 1400, L.C.
Conceptual Development Plan /
Final Development Plan
Tree Cover Calculation /
Streetscape Cross-Section
PROJECT NO.

5



1
2
3
4
5

E
D
C
B
A

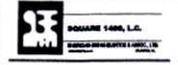
LEGEND
 --- BIKE CIRCULATION
 --- PEDESTRIAN CIRCULATION

* NOTE: Portion of base is part of the approved Development Plan. Application number 08-0017-0000, prepared by Urban Engineering & Associates, Inc.



Dewberry

Dewberry & Davis LLC
 4840 WATSON BLVD.
 FARMACIA, VA 22071
 PHONE: 703.889.8100
 FAX: 703.889.8101
 WWW.DEWBERRY.COM



SQUARE 1400, L.C.
 CONCEPTUAL DEVELOPMENT PLAN /
 FINAL DEVELOPMENT PLAN
 PROVIDENCE DISTRICT
 FARMACIA COUNTY, VIRGINIA



KEY PLAN

SCALE
 1" = 100' = 200'

9	08.24.10	JMC
8	06.11.10	JMC
7	07.12.10	ARC
6	05.03.10	ARC
5	07.08.09	ARW
4	08.11.09	ARW
3	05.29.09	ARW
2	04.24.09	ARW
1	03.25.09	ARW

Rev. No. DATE BY Description

DESIGNED BY: ARW
 APPROVED BY: JMC
 CHECKED BY: JMC
 DATE: January 15, 2009

TITLE
SQUARE 1400, L.C.
 Conceptual Development Plan /
 Final Development Plan
 Pedestrian and Bike
 Circulation Plan

PROJECT NO.

6

NOTE:
 THE BUILDING ELEVATIONS AND SKETCHES PRESENTED ON THIS SHEET ARE PRELIMINARY AND
 SUBJECT TO REFINEMENT AND MINOR MODIFICATION WITH FURTHER ARCHITECTURAL AND
 ENGINEERING DESIGN. THEY ARE PRESENTED TO ILLUSTRATE THE GENERAL ARCHITECTURAL
 THEME OF THE PROPOSED BUILDINGS.



FRONT ELEVATION AT EAST

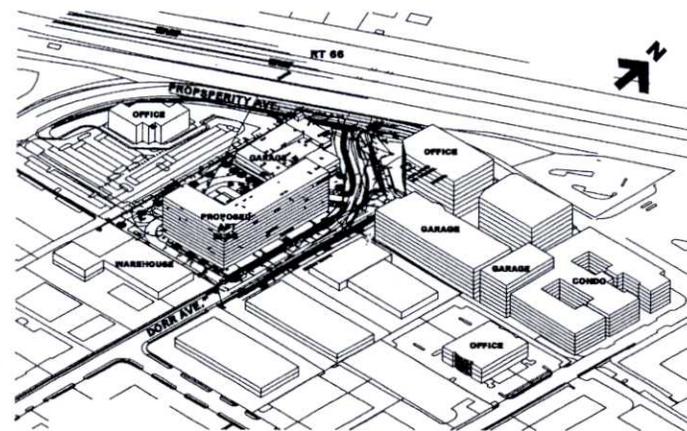


REAR ELEVATION AT WEST



LEFT ELEVATION (SOUTH)

RIGHT ELEVATION (NORTH)



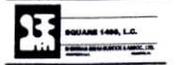
ISOMETRIC AT SOUTH AND EAST



PERSPECTIVE AT SOUTH AND EAST



Dewberry & Davis LLC
 840 ARABIAN BLVD.
 SUITE 100
 FORT WORTH, TEXAS 76102
 PHONE: 817.440.1000
 FAX: 817.440.1001
 www.dewberry.com



SQUARE 1400, L.C.
 1400 PROSPERITY AVE.
 FORT WORTH, TEXAS 76102

SQUARE 1400, L.C.
 CONCEPTUAL DEVELOPMENT PLAN /
 FINAL DEVELOPMENT PLAN
 PROSPERITY DISTRICT
 TARRANT COUNTY, TEXAS



KEY PLAN

SCALE

9	08.24.10	JWC
8	08.11.10	JWC
7	07.12.10	APC
6	05.03.10	APC
5	07.08.09	ARW
4	06.11.09	ARW
3	05.29.09	ARW
2	04.24.09	ARW
1	03.25.09	ARW
No.	DATE	BY Description

DESIGNED BY: ARW
 APPROVED BY: [Signature]
 CHECKED BY: GK
 DATE: January 15, 2009

TITLE
 SQUARE 1400, L.C.
 Conceptual Development Plan /
 Final Development Plan
 Architectural Elevations
 and Perspective

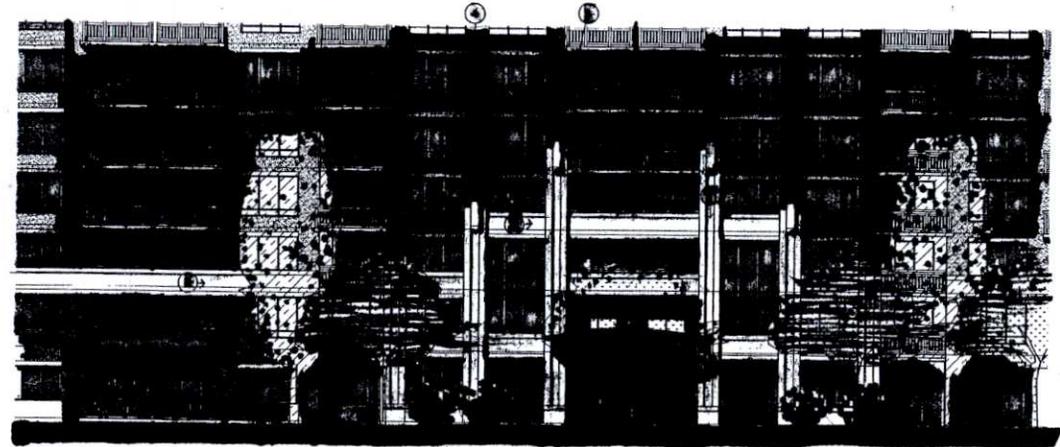
PROJECT NO.

7

SHEET NO. 7 OF 14
 M-10741

NOTE:
THE BUILDING ELEVATIONS AND SKETCHES PRESENTED ON THIS SHEET ARE PRELIMINARY AND SUBJECT TO REFINEMENT AND MINOR MODIFICATION WITH FURTHER ARCHITECTURAL AND ENGINEERING DESIGN. THEY ARE PRESENTED TO ILLUSTRATE THE GENERAL ARCHITECTURAL THEME OF THE PROPOSED BUILDINGS.

- ① PRECAST
- ② WHITE BRICK
- ③ TAN BRICK
- ④ BROWN BRICK
- ⑤ RAIL BRONZE BAL
- ⑥ STOREFRONT BRONZE
- ⑦ ORNAMENT
- ⑧ WINDOW - TAN
- ⑨ AWNING
- ⑩ OPEN
- ⑪ METAL CAP
- ⑫ METAL SILLS
- ⑬ MARQUEE ALUM - GLAZING



PARTIAL ELEVATION AT FRONT



ELEVATION AT PROSPERITY AVENUE

Dewberry

Dewberry & Davis LLC
4440 WILSON BLVD.
FARMERS BR 2001
PHONE: 704.642.0000
FAX: 704.642.0000
www.dewberry.com



SQUARE 1400, L.C.
CONCEPTUAL DEVELOPMENT PLAN /
FINAL DEVELOPMENT PLAN
PROVIDENCE DISTRICT
PARRISH COUNTY, VIRGINIA



KEY PLAN

SCALE

No.	DATE	BY	Description
9	08.24.10	JMC	
8	06.11.10	JMC	
7	07.12.10	JMC	
6	05.03.10	ARC	
5	07.06.09	ARW	
4	06.11.09	ARW	
3	05.29.09	ARW	
2	04.24.09	ARW	
1	03.25.09	ARW	New Sheet

DESIGN BY: ARW
APPROVED BY: ARW
CHECKED BY: GK
DATE: January 15, 2009

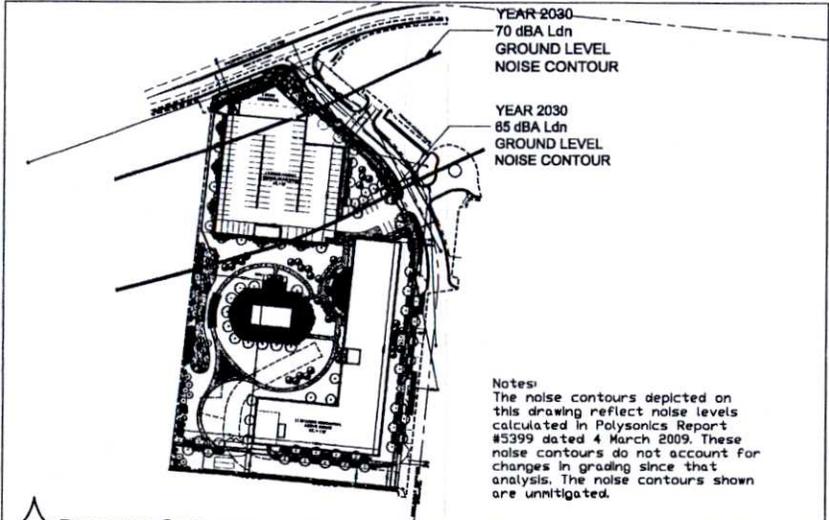
TITLE:
SQUARE 1400, L.C.
Conceptual Development Plan /
Final Development Plan
Architectural Elevations -
Enlargements

PROJECT NO.

8

1 2 3 4 5

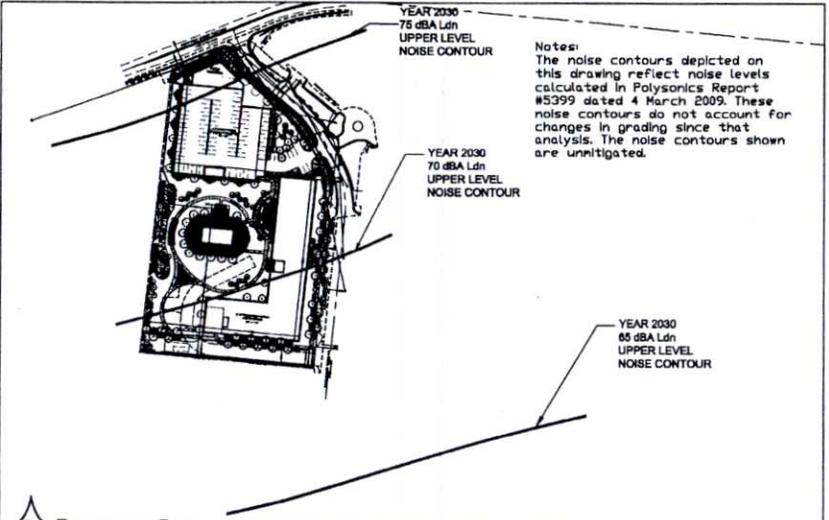
E
D
C
B
A



Notes:
The noise contours depicted on this drawing reflect noise levels calculated in Polysonics Report #5399 dated 4 March 2009. These noise contours do not account for changes in grading since that analysis. The noise contours shown are unmitigated.

POLYSONICS CORP.
ACOUSTICS AND TECHNOLOGY CONSULTING
400 BELLE MEAD LANE
WARRINGTON, VA 22094
813 SACRAMENTO BLVD., 2ND FLOOR
WARRINGTON, VA 22094
703-246-7171

SQUARE 1400		TYPE: AX
TITLE: GROUND LEVEL UNMITIGATED NOISE CONTOURS		DATE: 4/27/2010
DRAWN BY: DO	NOTE: FOR INFORMATION ONLY	2
CHECKED BY: DO	SCALE: NTS	
		SHEET #



Notes:
The noise contours depicted on this drawing reflect noise levels calculated in Polysonics Report #5399 dated 4 March 2009. These noise contours do not account for changes in grading since that analysis. The noise contours shown are unmitigated.

POLYSONICS CORP.
ACOUSTICS AND TECHNOLOGY CONSULTING
400 BELLE MEAD LANE
WARRINGTON, VA 22094
813 SACRAMENTO BLVD., 2ND FLOOR
WARRINGTON, VA 22094
703-246-7171

SQUARE 1400		TYPE: AX
TITLE: UPPER LEVEL UNMITIGATED NOISE CONTOURS		DATE: 4/27/2010
DRAWN BY: DO	NOTE: FOR INFORMATION ONLY	3
CHECKED BY: DO	SCALE: NTS	
		SHEET #

FOR INFORMATION PURPOSES ONLY
SHEETS PREPARED BY THE POLYSONICS CORPORATION - ACOUSTICS & TECHNOLOGY CONSULTING ON APRIL 28, 2010.



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SQUARE 1400, L.C.
CONCEPTUAL DEVELOPMENT PLAN /
FINAL DEVELOPMENT PLAN
PROVIDENCE DISTRICT
FARMER COUNTY, VIRGINIA



KEY PLAN

SCALE

No.	DATE	BY	Description
7	08.24.10	JWC	
6	08.11.10	JWC	
5	07.12.10	ARC	
4	05.03.10	ARC	
3	07.06.09	ARM	
2	06.11.09	ARM	
1	05.29.09	ARM	Rev. Sheet

DRAWN BY: ARM
APPROVED BY: DK
DATE: January 15, 2009

TITLE
SQUARE 1400, L.C.
Conceptual Development Plan /
Final Development Plan
Noise Contours

PROJECT NO.

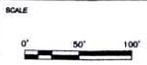
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SHEET NO. 9 OF 14
M-10741

SQUARE 1400, L.C.
 CONCEPTUAL DEVELOPMENT PLAN /
 FINAL DEVELOPMENT PLAN
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA



KEY PLAN



9	08.24.10	JMC
8	08.11.10	JMC
7	07.12.10	ARC
6	05.03.10	ARC
5	07.08.09	ARW
4	08.11.09	ARW
3	05.29.09	ARW
2	04.24.09	ARW
1	03.25.09	ARW

REVISIONS

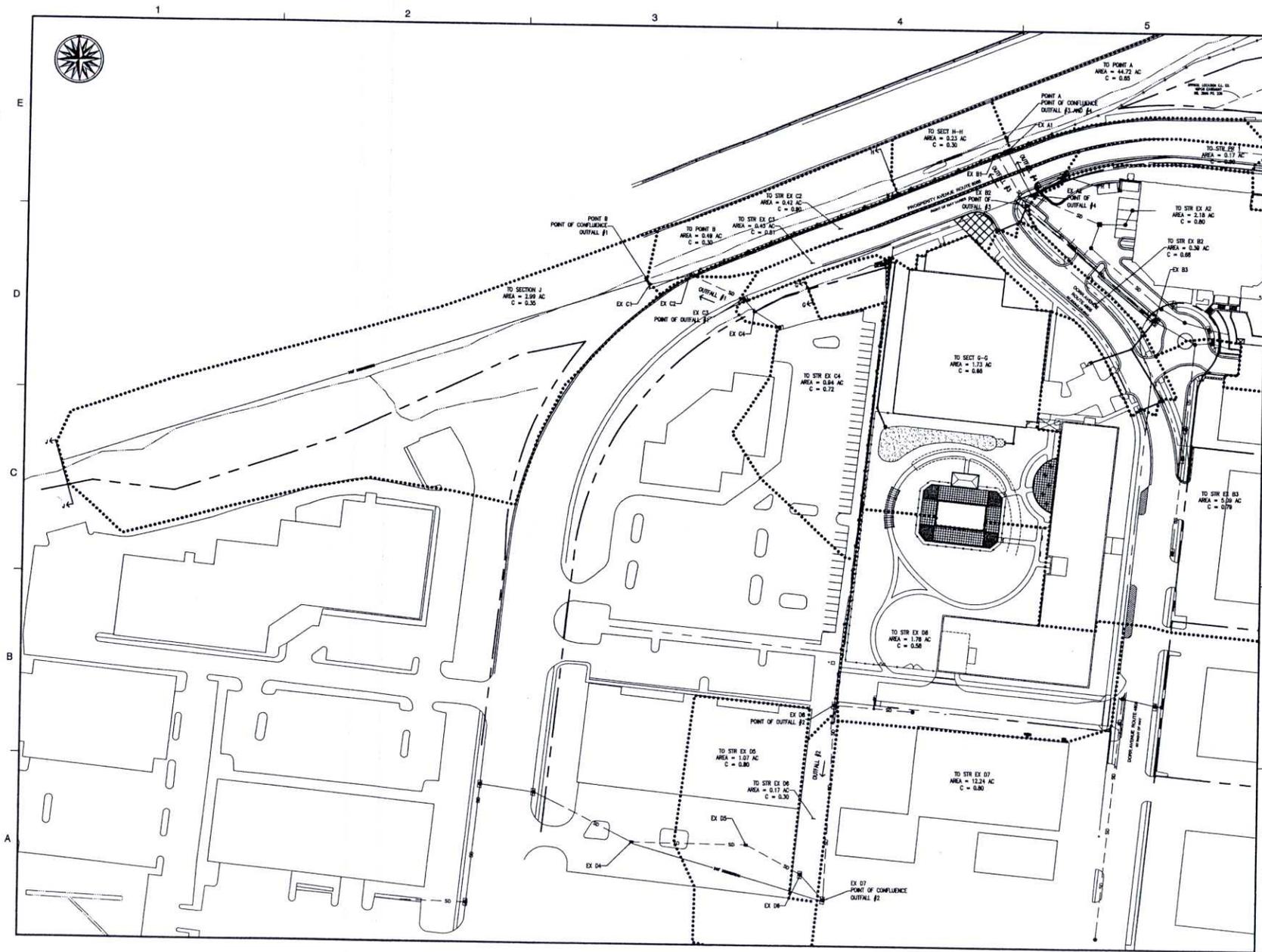
No.	DATE	BY	Description

DRAWN BY: ARW
 APPROVED BY: _____
 CHECKED BY: DK
 DATE: January 15, 2009

TITLE

SQUARE 1400, L.C.
 Conceptual Development Plan /
 Final Development Plan
 Stormwater Management

PROJECT NO. _____

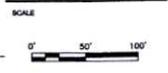


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SQUARE 1400, L.C.
 CONCEPTUAL DEVELOPMENT PLAN /
 FINAL DEVELOPMENT PLAN



KEY PLAN

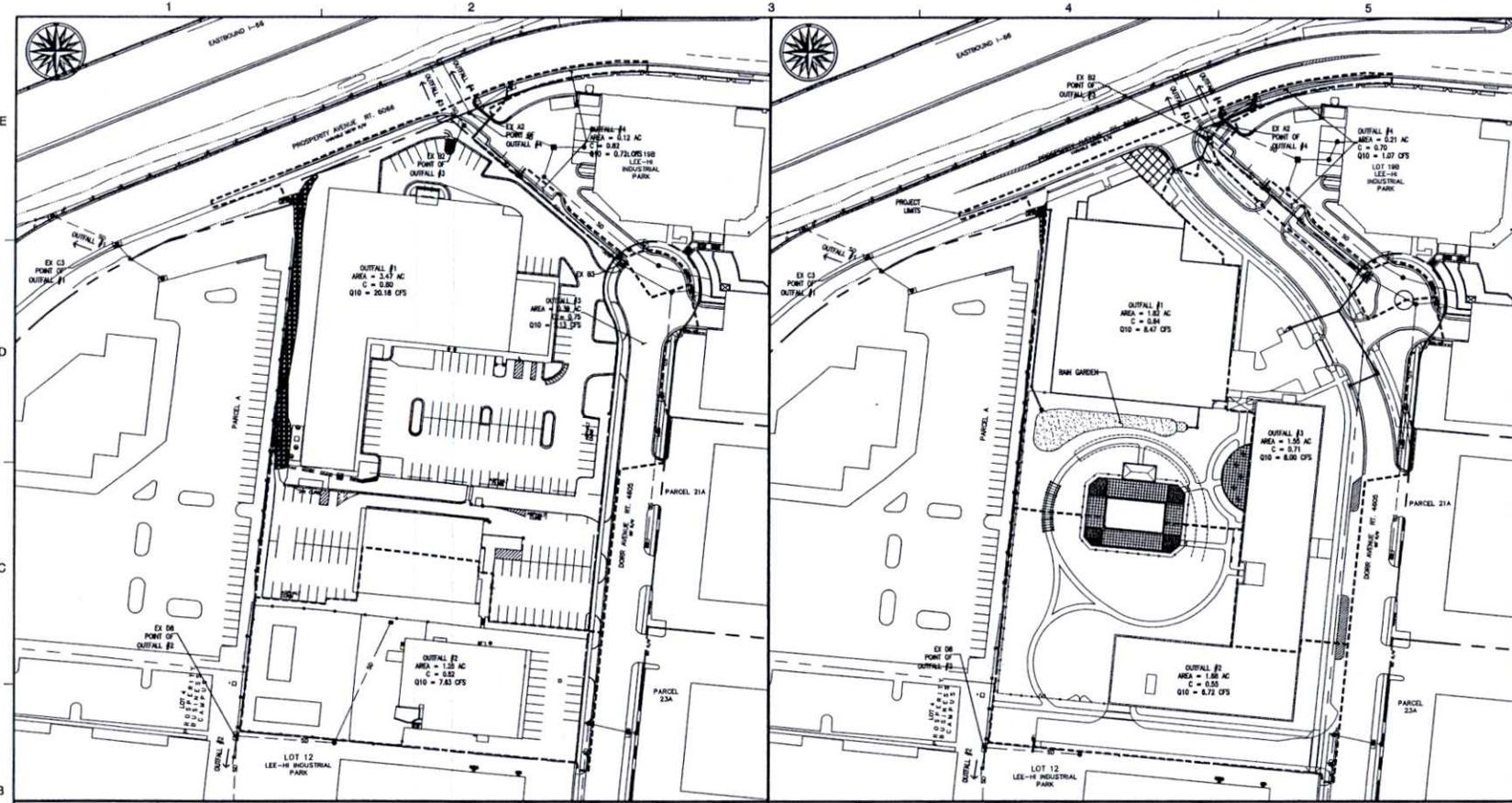


No.	DATE	BY	Description
9	08.24.10	JMC	
8	08.11.10	JMC	
7	07.12.10	JMC	
6	05.03.10	JMC	
5	07.06.09	ADW	
4	08.11.09	ADW	
3	05.29.09	ADW	
2	04.24.09	ADW	
1	03.25.09	ADW	

REVISIONS
 DRAWN BY: ADW
 APPROVED BY: [Signature]
 CHECKED BY: DK
 DATE: January 15, 2009

TITLE
SQUARE 1400, L.C.
 Conceptual Development Plan /
 Final Development Plan
 Stormwater Management

PROJECT NO.



PRE-DEVELOPMENT CONDITIONS

POST-DEVELOPMENT CONDITIONS

2-YEAR STORM

OUTFALL	DRAINAGE AREA (AC)	C _A	TIME TO PEAK (MIN)	PEAK FLOW (CFS)	ACCUMULATED (10" DPTH)
1	3.47	0.80	2.776	8.0	8.46
2	1.28	0.82	1.560	5.0	4.46
3	0.36	0.75	0.287	1.0	1.46
4	0.12	0.82	0.086	0.0	0.45
TOTAL	5.23				15.84

2-YEAR STORM

OUTFALL	DRAINAGE AREA (AC)	C _A	TIME TO PEAK (MIN)	PEAK FLOW (CFS)	ACCUMULATED (10" DPTH)
1	1.80	0.84	1.188	4.0	4.38
2	1.48	0.86	0.924	3.0	3.44
3	1.56	0.71	1.101	4.0	4.48
4	0.21	0.76	0.142	0.0	0.48
TOTAL	5.05				12.78

10-YEAR STORM

OUTFALL	DRAINAGE AREA (AC)	C _A	TIME TO PEAK (MIN)	PEAK FLOW (CFS)	ACCUMULATED (10" DPTH)
1	3.47	0.80	3.776	23.7	26.18
2	1.28	0.82	1.560	13.7	7.83
3	0.36	0.75	0.287	4.7	2.53
4	0.12	0.82	0.086	1.3	0.53
TOTAL	5.23				37.07

10-YEAR STORM

OUTFALL	DRAINAGE AREA (AC)	C _A	TIME TO PEAK (MIN)	PEAK FLOW (CFS)	ACCUMULATED (10" DPTH)
1	1.80	0.84	1.188	6.0	6.27
2	1.48	0.86	0.924	4.0	4.73
3	1.56	0.71	1.101	5.0	5.27
4	0.21	0.76	0.142	0.0	0.27
TOTAL	5.05				16.54

STORMWATER MANAGEMENT NARRATIVE
 THE 5.24 ACRE PROJECT LIMITS IS LOCATED IN THE ACCORON CREEK WATERSHED. IN EXISTING CONDITIONS, THE SITE CONSISTS OF WAREHOUSE BUILDINGS AND SURFACE PARKING. THE PROJECT SITE HAS 4 OUTFALL POINTS, ALL OF WHICH ARE WATERSHED IN PROPOSED CONDITIONS.

OUTFALL #1: THE NORTHERN PORTION OF THE PROJECT SITE IS COLLECTED IN AN EXISTING TRIPLEX LINED DITCH LOCATED TO THE NORTHWEST OF THE PROPERTY. THE RUNOFF IS CONVEYED TO AN UNDERGROUND STORM SEWER SYSTEM WHICH IT ULTIMATELY OUTFALLS TO THE LONG BRANCH FLOODPLAIN.

OUTFALL #2: RUNOFF FROM THE SOUTHERN PORTION OF THE PROJECT SITE OUTFALLS TO STRUCTURE EX 08 LOCATED SOUTH OF THE SITE ON PARCEL 12. DRAINAGE FROM OUTFALL #2 CONTINUES THROUGH AN EXISTING UNDERGROUND STORM SEWER SYSTEM WHICH IT ULTIMATELY OUTFALLS INTO THE LONG BRANCH FLOODPLAIN APPROXIMATELY 1100' WEST OF THE SITE.

OUTFALL #3: THIS OUTFALL DRAINS PORTIONS OF EXISTING DOOR AVE WHICH COMBINES WITH THE WESTERN PORTION OF ADJACENT PARCEL 21A AND THE SOUTHWEST PORTION OF 180 #3 STRUCTURE EX 83. SURFACE FLOW IS CONVEYED TO AN EXISTING UNDERGROUND STORM SEWER SYSTEM WHICH DISCHARGES TO AN EXISTING GRASS CHANNEL THAT RUNS ALONG THE SOUTHERN SIDE OF EASTBOUND I-66. THIS EXISTING GRASS CHANNEL OUTFALLS INTO THE LONG BRANCH FLOODPLAIN APPROXIMATELY 1400' DOWNSTREAM.

OUTFALL #4: THE MAJORITY OF RUNOFF FROM ADJACENT PARCEL 198 AS WELL AS A PORTION OF PROSPERITY AVE OUTFALLS TO AN EXISTING STORM SEWER SYSTEM AT STRUCTURE EX 42. THIS SYSTEM DISCHARGES TO AN EXISTING GRASS CHANNEL THAT RUNS ALONG THE SOUTHERN SIDE OF EASTBOUND I-66. THIS EXISTING GRASS CHANNEL OUTFALLS INTO THE LONG BRANCH FLOODPLAIN APPROXIMATELY 1400' DOWNSTREAM.

STORMWATER MANAGEMENT NARRATIVE
 THE REDEVELOPMENT OF THE SITE PROPOSES THE CONSTRUCTION OF A RESIDENTIAL BUILDING WITH A CORRESPONDING PARKING STRUCTURE AND THE EXTENSION OF DOOR AVE TO INTERSECT WITH EXISTING PROSPERITY AVE. PROSPERITY AVE WILL ALSO BE WIDENED TO FACILITATE A WIDEN THAT WILL EXTEND 150' IN BOTH DIRECTIONS FROM THE PROPOSED INTERSECTION OF DOOR AVE.

OUTFALL #1: FOR PROPOSED CONDITIONS, THE DRAINAGE AREA AND IMPERVIOUS AREA TO OUTFALL #1 IS DECREASED WHICH REDUCES THE 2 AND 10 YEAR STORM RATES.

OUTFALL #2: RUNOFF FROM THE SOUTHERN PORTION OF THE PROJECT SITE WILL CONTINUE TO OUTFALL TO STRUCTURE EX 08. THE DRAINAGE AREA TO OUTFALL #2 INCREASES HOWEVER THE IMPERVIOUSNESS DECREASES WHICH CREATES AN OVERALL DECREASE OF STORM RUNOFF FOR BOTH 2 AND 10 YEAR STORMS.

OUTFALL #3: THE PROPOSED STORM SEWER SYSTEM FOR THE EXTENSION OF DOOR AVE INTERCEPTS PORTIONS OF SITE RUNOFF THAT IS CONVEYED TO OUTFALL #1 WITH PRE-DEVELOPMENT CONDITIONS AND IS PROPOSED TO BE REDIRECTED TO OUTFALL #3. THIS GENERATES AN INCREASED DRAINAGE AREA AND PEAK FLOW FOR THE 2 AND 10 YEAR STORMS UNDER POST-DEVELOPMENT CONDITIONS TO OUTFALL #3. OUTFALL #3 IS CONVEYED DOWNSTREAM BY AN EXISTING GRASS DITCH THAT RUNS ALONG THE SOUTHERN SIDE OF EASTBOUND I-66. THE INCREASED RUNOFF TO OUTFALL #3 DOES NOT EXCEED THE ADEQUACY OF THE EXISTING DITCH AND EVENTUALLY COMBINES BACK WITH OUTFALL #1. (SEE OUTFALL COMPUTATIONS PROVIDED ON SHEET 12).

OUTFALL #4: FOR POST-DEVELOPMENT CONDITIONS, THERE IS A MAJOR INCREASE OF THE DRAINAGE AREA THAT IS CONVEYED TO OUTFALL #4. THIS GENERATES AN INCREASE OF LESS THAN 0.5 CFS FOR THE 2 AND 10 YEAR STORMS.

POST-DEVELOPMENT CONDITIONS REDUCE THE OVERALL IMPERVIOUS AREA WITHIN THE SITE PLAN LIMITS WHICH GENERATES AN OVERALL RUNOFF DECREASE OF APPROXIMATELY 30.8%. STORAGE PROVIDED BY THE PROPOSED PARK GARAGE WILL FURTHER DECREASE RUNOFF FOR THE 5.24 ACRE PROJECT SITE PROVIDING AN OVERALL REDUCTION IN SITE RUNOFF FOR THE 2 AND 10 YEAR STORMS OF SIZE FROM EXISTING CONDITIONS.

RUNOFF FROM ALL OUTFALLS ULTIMATELY COMBINE AT THE LONG BRANCH FLOODPLAIN. THE ALTERATION OF DRAINAGE DIVIDES UNDER THE POST-DEVELOPMENT CONDITIONS DOES NOT EFFECT THE ADEQUACY OF THE DOWNSTREAM SYSTEM (SEE OUTFALL COMPUTATIONS PROVIDED ON SHEET 12). AS A RESULT, FLOW RATES FOR BOTH STORMS ARE WELL BELOW THE PRE-DEVELOPMENT FLOW RATES PROVIDING A NET DECREASE IN PEAK RUNOFF FOR THE SITE FOR THE 2- AND 10-YEAR EVENT. THEREFORE THE STORMWATER DETENTION REQUIREMENT IS MET.

STORM WATER DETENTION COMPUTATIONS

Pre-Development Storage for 2 and 10 Year Storms	Post-Development Storage for 2 and 10 Year Storms
Change = $Q_{pre} - Q_{post} = 18.19 - 12.64 = 5.55$ ac-ft	Change = $Q_{pre} - Q_{post} = 24.25 - 30.66 = -6.41$ ac-ft
Pre-Development Detention = 24.25 ac-ft	Post-Development Detention = 17.84 ac-ft
Change = $24.25 - 17.84 = 6.41$ ac-ft	

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SQUARE 1400, L.C.
 CONCEPTUAL DEVELOPMENT PLAN /
 FINAL DEVELOPMENT PLAN
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA



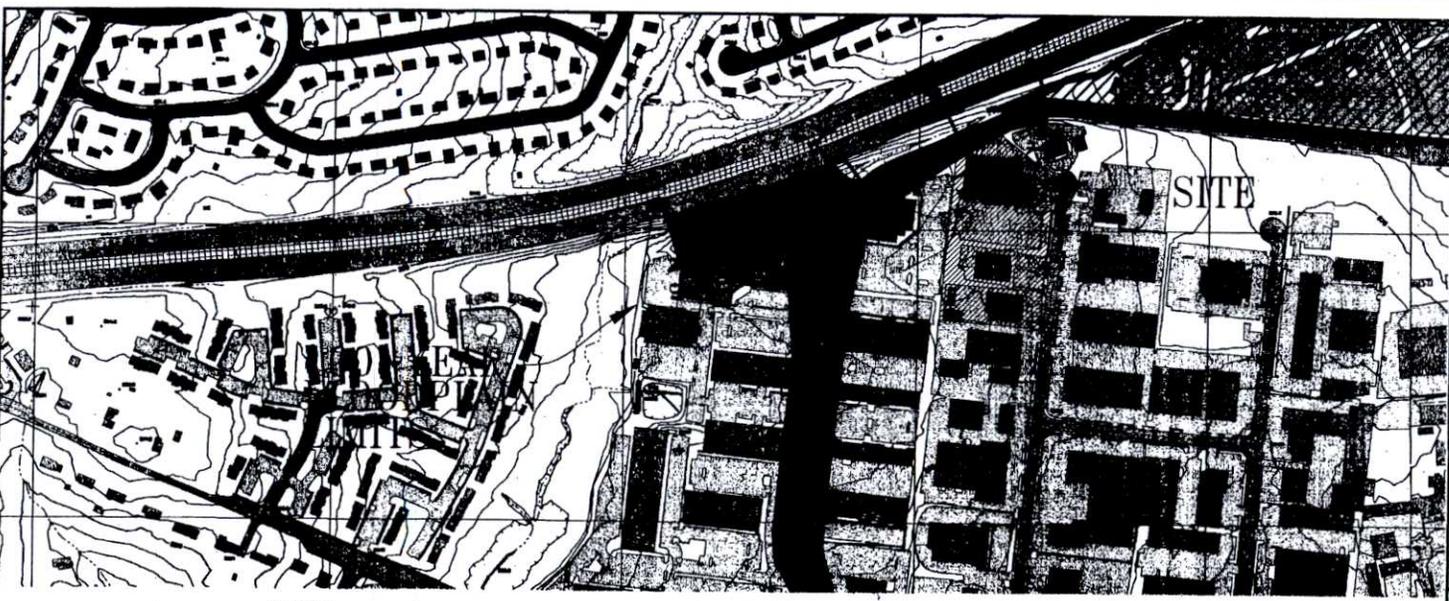
KEY PLAN
 SCALE

9	08.24.10	JMC
8	08.11.10	JMC
7	07.12.10	JMC
6	05.23.10	JMC
5	07.08.09	ARW
4	06.11.09	ARW
3	05.29.09	ARW
2	04.24.09	ARW
1	03.25.09	ARW
NO.	DATE	BY

APPROVED BY: _____
 CHECKED BY: GK
 DATE: January 15, 2009

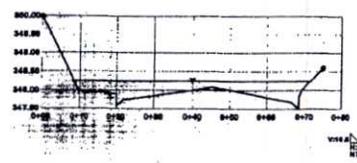
TITLE
SQUARE 1400, L.C.
 Conceptual Development Plan /
 Final Development Plan
 For Information Only

PROJECT NO. _____



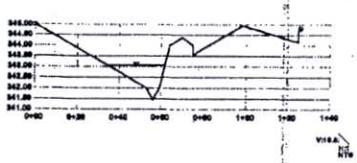
**Cross Section
 Cross Section for Irregular Channel**

Project Description	
Section	SECTION 4
Flow Channel	Irregular Channel
Material	Manhole 7' Dia
Scale	1" = 40'
Section Data	
Structure Condition	0.00
Flow	0.00000 00
Water Surface Elev.	98.00 1
Structure Range	7.28 to 100.00
Channelage	65.00 sq



**Cross Section
 Cross Section for Irregular Channel**

Project Description	
Section	SECTION 1
Flow Channel	Irregular Channel
Material	Manhole 7' Dia
Scale	1" = 40'
Section Data	
Structure Condition	0.00
Flow	0.00000 00
Water Surface Elev.	100.00 1
Structure Range	1.40 to 100.00
Channelage	77.00 sq



**Cross Section
 Cross Section for Irregular Channel**

Project Description	
Section	SECTION 7
Flow Channel	Irregular Channel
Material	Manhole 7' Dia
Scale	1" = 40'
Section Data	
Structure Condition	0.00
Flow	0.00000 00
Water Surface Elev.	100.00 1
Structure Range	1.00 to 100.00
Channelage	100.00 sq



FOR INFORMATION ONLY
 FROM APPROVED FAIRFAX CO. PLAN NO. 0378-SP-002

STORMWATER PLAN - OVERLAND RELIEF
DUNN LORING
 METRO
 PROVIDENCE DISTRICT
 FAIRFAX, VIRGINIA
 CL # 2
 DATE: APRIL 2009
 SCALE: 1" = 40'

1 2 3 4 5

E

D

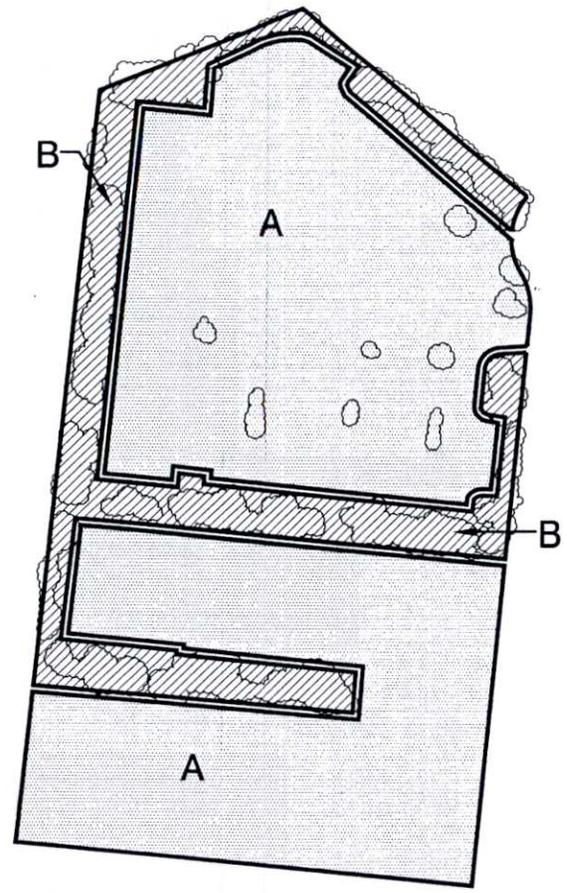
C

B

A

TREE TABLE

11	10"	PINE	148	12"	MAPLE
12	8"	PINE	150	8"	MAPLE
13	12"	PINE	151	8"	MAPLE
14	10"	PINE	152	8"	MAPLE
15	10"	PINE	153	8"	MAPLE
16	8"	PINE	154	8"	MAPLE
17	10"	PINE	155	8"	MAPLE
18	10"	PINE	156	8"	MAPLE
19	8"	PINE	157	8"	MAPLE
20	8"	PINE	158	8"	MAPLE
21	8"	PINE	159	8"	MAPLE
22	8"	PINE	160	8"	MAPLE
23	8"	PINE	161	8"	MAPLE
24	8"	PINE	162	8"	MAPLE
25	8"	PINE	163	8"	MAPLE
26	8"	PINE	164	8"	MAPLE
27	8"	PINE	165	8"	MAPLE
28	8"	PINE	166	8"	MAPLE
29	8"	PINE	167	8"	MAPLE
30	8"	PINE	168	8"	MAPLE
31	8"	PINE	169	8"	MAPLE
32	8"	PINE	170	8"	MAPLE
33	8"	PINE	171	8"	MAPLE
34	8"	PINE	172	8"	MAPLE
35	8"	PINE	173	8"	MAPLE
36	8"	PINE	174	8"	MAPLE
37	8"	PINE	175	8"	MAPLE
38	8"	PINE	176	8"	MAPLE
39	8"	PINE	177	8"	MAPLE
40	8"	PINE	178	8"	MAPLE
41	8"	PINE	179	8"	MAPLE
42	8"	PINE	180	8"	MAPLE
43	8"	PINE	181	8"	MAPLE
44	8"	PINE	182	8"	MAPLE
45	8"	PINE	183	8"	MAPLE
46	8"	PINE	184	8"	MAPLE
47	8"	PINE	185	8"	MAPLE
48	8"	PINE	186	8"	MAPLE
49	8"	PINE	187	8"	MAPLE
50	8"	PINE	188	8"	MAPLE
51	8"	PINE	189	8"	MAPLE
52	8"	PINE	190	8"	MAPLE
53	8"	PINE	191	8"	MAPLE
54	8"	PINE	192	8"	MAPLE
55	8"	PINE	193	8"	MAPLE
56	8"	PINE	194	8"	MAPLE
57	8"	PINE	195	8"	MAPLE
58	8"	PINE	196	8"	MAPLE
59	8"	PINE	197	8"	MAPLE
60	8"	PINE	198	8"	MAPLE
61	8"	PINE	199	8"	MAPLE
62	8"	PINE	200	8"	MAPLE



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June 11, 2009

James D. Jenkins, Director
Fairfax County Department of Public Works and Environmental Services
12053 Government Center Parkway
Suite 659
Fairfax VA 22035

RE: Request for a Tree Preservation Target Deviation
Tax Map 49-1 (113) 13-16

Dear Mr. Jenkins:

May this letter serve as a request for a deviation from the Tree Preservation Target as provided for in the provisions set forth in Sect. 12-0507.3A(1) of the Public Facilities Manual (PFM). The proposed development program at issue is located on the property addressed as 49-1 (113) 13-16. It is located to the south of Prosperity Avenue (Route 606A) and to the west of Deer Avenue (Route 4055). It is the subject of a pending zoning application - Conceptual Development Plan/Final Development Plan (CDP/FDP) KZ 2009-PR-002.

The property is currently zoned in the I-4 District, and the pending CDP/FDP application has been filed to rezone the property to the PFM District to permit the establishment of multi-family dwelling units. A copy of the proposed development program is attached for your reference.

Based on the provisions set forth in Sect. 12-0507.3A(1) of the PFM and more particularly the calculations set forth in Table 12.3, copy attached, 3,316 square feet is the requisite Tree Preservation Target.

A deviation from the Tree Preservation Target requirement is requested, for as demonstrated by the attached copy of the proposed development program, the clearing and grading, provision of utilities, and the provision of requisite loading and parking spaces for the development program will preclude the accommodation of the Tree Preservation Target. It is our judgment that the proposed development program is a reasonable development program for the subject property which is to be rezoned to the PFM District. In reference to this request, it is noted that the 10-year Tree Canopy Requirements will be met through the planting of trees on site.

We trust that this statement is sufficient to support our request for a deviation from the Tree Preservation Target for the development program proposed for the subject property. Should you have any questions or the need for additional information, please contact me at 703-949-0230 or james.jenkins@dewberry.com.

Sincerely,
Andrea Walstrom
Landscape Architect
Attachment: A/S

Dewberry

TABLE 12.2 EXISTING VEGETATION INVENTORY

KEY	COVER TYPE	PRIMARY SPECIES	SUCCESSIONAL STAGES	CONDITION	ACREAGE	COMMENTS
A	DEVELOPED LAND	NA	NA	NA	3.73 ± AC	AREA CONSISTS OF PRIMARILY BUILDINGS AND PARKING
B	MAINTAINED GRASSLANDS	RED MAPLE, WHITE PINE, LONDON PLANE	SUB-CLIMAX	FAIR	0.81 ± AC	MAINTAINED LANDSCAPE AREAS AND BORDER EVERGREEN
					TOTAL ACREAGE:	4.54 AC

TABLE 12.3 TREE PRESERVATION TARGET CALCULATION

	REQUIREMENTS	RESULTS
A	PRE-DEVELOPMENT AREA OF EXISTING TREE CANOPY (FROM EXISTING VEGETATION MAP) =	0.788 AC
B	PERCENTAGE OF GROSS SITE AREA COVERED BY EXISTING TREE CANOPY =	16.55%
C	PERCENTAGE OF 10-YEAR TREE CANOPY REQUIRED FOR SITE (TABLE 12.4) - SEE SHEET 4 =	10% = 20,036 SF
D	PERCENTAGE OF THE 10-YEAR CANOPY REQUIREMENT THAT SHOULD BE MET THROUGH TREE PRESERVATION =	16.55% = 3,316 SF
E	PROPOSED PERCENTAGE OF CANOPY REQUIREMENT THAT WILL BE MET THROUGH TREE PRESERVATION - SEE SHEET 4 =	0
F	HAS THE TREE PRESERVATION TARGET MINIMUM BEEN MET?	NO
G	IF NO FOR LINE F, THEN REQUEST A DEVIATE FROM THE TREE PRESERVATION TARGET SHALL BE PROVIDED ON THE PLAN THAT STATES ONE OF MORE OF THE JUSTIFICATIONS LISTING IN 12-0507.3 ALONG WITH A NARRATIVE THAT PROVIDES A SITE-SPECIFIC EXPLANATION OF WHY THE TREE PRESERVATION TARGET CANNOT BE MET. PROVIDE A SHEET NUMBER WHERE THE DEVIATION REQUEST IS LOCATED.	THIS SHEET
H	IF STEP G REQUIRES A NARRATIVE, IT SHALL BE PREPARED IN ACCORDANCE WITH 12-0507.4	
I	PLACE THIS INFORMATION PRIOR TO THE 10-YEAR TREE CANOPY CALCULATIONS AS PER INSTRUCTIONS IN TABLE 12.12	

DEVIATION REQUEST LETTER

Dewberry

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Dewberry Davis, L.C.
CONCEPTUAL DEVELOPMENT PLAN / FINAL DEVELOPMENT PLAN
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

SQUARE 1400, L.C.
CONCEPTUAL DEVELOPMENT PLAN / FINAL DEVELOPMENT PLAN
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

SCALE
0' 10' 20'

KEY PLAN

DATE: 8.24.2010

REVISIONS

DRAWN BY: ARW
APPROVED BY: GK
CHECKED BY: [blank]
DATE: January 15, 2009

TITLE
SQUARE 1400, L.C.
Conceptual Development Plan / Final Development Plan
Existing Vegetation Map

PROJECT NO.

14

SHEET NO. 14 OF 14
M-10741

BACKGROUND

The applicant, Square 1400 Inc., seeks to rezone a consolidation of four contiguous parcels totaling 4.64 acres located in the Merrifield Commercial Revitalization Area, from I-4 to PRM. This site is currently developed as an office park, with three existing buildings and surface parking located within an approximately 1/3 to 1/2 mile radius from the Dunn Loring - Merrifield Metro Station. The applicant proposes to construct a 327,431 square foot, 11-story (115 feet tall) multi-family residential building with 327 dwelling units in a L-shape building footprint; a separate 4-story (50 feet tall) above-grade parking structure with a 3,000 square foot non-residential building located in the front of the parking structure. A maximum 1.62 FAR is proposed, which includes Affordable Dwelling Units (ADUs) and bonus units associated with Workforce Housing Units (WHUs). The applicant proposes to include five (5) percent of the total number of dwelling units as ADUs and ten (10) percent as WHUs. In addition, the applicant proposes to construct a large enclosed private outdoor amenity space behind the residential building, which would include a swimming pool, bath house, walking paths and active recreation area. A total of 49% landscaped open space is proposed on the site.

The Staff Report, recommending approval of this application, was published on July 15, 2009. On November 5, 2009, the Planning Commission held a public hearing for the subject applications and deferred their decision. On January 29, 2010, the applicant requested an additional deferral in order to further refine their application. Since the public hearing, the applicant has continued to work with staff to modify their application and has proposed several proffer changes, which are included in Attachment 1 (with changes black-lined from proffers included in the original Staff Report.) The applicant also revised the CDP/FDP, which is attached to the front of this addendum and now dated January 15, 2009, revised through August 24, 2010. Proposed development conditions are included in Attachment 2 and a revised statement of justification from the applicant is included in Attachment 3.

ANALYSIS

Land Use and Environmental Analysis (Attachment 4)

The Comprehensive Plan Land Use Analysis and Environmental Assessment dated June 23, 2009 found the proposed use, intensity and general design in conformance with the Plan. The outstanding issues included:

- Demonstrating whether the Comprehensive Plan's streetscaping guidelines could be met if the existing private access road between Dorr and Prosperity Avenues became a public or private street in the future.
- Extending the proposed rear garden enclosure further to the south to avoid creating an undesirable space in the southwest corner of the property.

- Committing to doing a refined noise study and building shell analysis for the proposed residential building, subject to the approval of the Department of Planning and Zoning's Environment and Development Review Branch (EDRB).
- A recommendation that the applicant's contribution to support park facilities be used for the establishment of future parkland in Land Unit C of the Merrifield Suburban Center. See the Park Authority Analysis below for additional discussion of this issue.

The applicant has revised their application to address the first three outstanding issues, which includes the following:

- A 3,000 square foot non-residential space is proposed to be (partially) incorporated into the first floor of the parking structure located along the Prosperity Avenue frontage. Staff feels that this change will help to create more activity along the two streets, screen the parking structure at ground level and meets the Comprehensive Plan guidance encouraging support retail and service uses to serve the surrounding area. Staff requested the applicant to revise the proffers to allow uses for this space to include options such as an art studio or gallery, or for Fairfax County Park Authority programming. The applicant agreed and generalized the permitted uses in the revised proffers.

In addition, staff was concerned about the proposed configuration of the building that originally included two irregularly shaped footprints in front of the parking structure and believed that it should be reconfigured to make the space more usable and to increase the likelihood to be leased. The applicant agreed and revised the footprint of the building. Staff from the Office of Community Revitalization and Reinvestment (OCRR) have also reviewed the application and indicated that the reconfiguration is an improvement over the original configuration. See Attachment 5 for copy of their memorandum. Staff feels this issue is resolved.

- An extension of Dorr Avenue to Prosperity Avenue to improve the street network near the Dunn Loring - Merrifield Metro Station. Staff feels that the revised plans meet the Merrifield Cross Street streetscaping guidelines on both sides of the Dorr Avenue expansion. In the event that the extension cannot be constructed, the applicant has also shown an alternative site design that incorporates the streetscaping guidelines. The applicant has proffered to file a Site Plan Showing the Extension of Dorr Avenue with the Virginia Department of Transportation (VDOT) for construction of the extension. Prior to approval of the site plan, the applicant proffered to seek off-site right of way and to submit a written request to Fairfax County to acquire the right-of-way and easements by means of its condemnation powers.

- Refined noise study commitment. The applicant has committed to completing a refined noise study and building shell analysis for the proposed residential building, subject to the approval of the Department of Planning and Zoning's Environment and Development Review Branch (EDRB).

Parking Analysis (Attachment 6)

The applicant proposes to construct a 327,431 square foot, 11-story (115 feet tall) multi-family residential building with 327 dwelling units and a separate 4-story (50 feet tall) above-grade parking structure. The applicant also proposes to construct a 3,000 square foot non-residential building in front of the parking structure. The Zoning Ordinance requires 535 parking spaces to serve the proposed uses. The applicant filed a parking reduction requesting a 22.5% reduction of the required spaces in accordance with Section 11-102.5 and 102.26 of the Zoning Ordinance, which allowed for the further consideration of parking reductions based on the proximity of the subject site to an existing or programmed mass transit station and implementation of a proffered transportation demand management (TDM) program. This reduction request would result in 417 parking spaces for the uses rather than the required 535 spaces.

Staff from the Department of Public Works and Environmental Services (DPWES) has reviewed the request and indicated that they recommend approval of the parking reduction request based on proposed conditions. These conditions are included in staff's memorandum dated August 23, 2010 in Attachment 6 and will be forwarded to the Board of Supervisors for their consideration as a separate Action Item for the September 28, 2010, Board Hearing, which is the same hearing date for this rezoning application. This memorandum also indicated that there may be three design issues with the proposed parking structure that could result in the number of proposed parking spaces being less than the required parking spaces analyzed with the parking reduction request. These design issues include:

- The proposed reconfiguration of the 3,000 square foot nonresidential building space would eliminate a minimum of seven parking spaces in the parking structure.
- Eight (8) parking spaces in the proposed parking structure are located too close to a wall at the dead end of a parking row.
- No van accessible handicapped spaces are proposed in the parking structure.

Staff has conveyed these issues to the applicant. The applicant addressed the first issue with a proffer to design the parking structure to accommodate the parking reduction request shown as Option B in the tabulations on Sheet 3 of the CDP/FDP (which includes 406 residential spaces and 11 nonresidential spaces).

The applicant has acknowledged the last two issues and agreed to address them during site plan review. Staff feels that the parking structure would be designed to accommodate the required number of spaces analyzed in the parking reduction request.

In addition to the design issues, DPWES staff requested a minor revision to the proposed Transportation Demand Management (TDM) program and recommended the applicant to incorporate language in their TDM program that would track the number of residential units occupied and the number of residential parking spaces leased/ purchased as part of the annual report for the TDM program. The applicant has added the additional language to their TDM proffer. Staff feels that this issue is resolved.

Transportation Analysis (Attachment 7)

The Fairfax County Department of Transportation (FCDOT) has reviewed the revised proffers and CDP/FDP and offered the following comments:

- Sheet 3 of the CDP/FDP shows the extension of Dorr Avenue to Prosperity Avenue. Sheet 3a shows an alternative site design in the event that Dorr Avenue cannot be extended. The applicant has proffered to pursue the construction of the extension of Dorr Avenue by seeking off-site right-of-way and easements. If the applicant is unable to obtain the right-of-way and easement, the applicant agreed to submit a written request to the County to acquire the right-of-way by means of condemnation powers. The applicant also agreed to file a Site Plan showing the Extension of Dorr Avenue with VDOT. Staff recommended that an escrow towards the construction of the extension be provided in the event that the extension cannot be completed. The applicant declined to proffer an escrow at this time.

In addition, staff recommended the applicant to remove language in Proffer 10A (i) regarding administrative approval for any modifications to the Off-Site Parcel's current Conceptual/Final Development Plan necessary to accommodate the Extension. Staff is concerned that the extension of Dorr Avenue would not occur if administrative approval is not granted. The applicant acknowledged that possibility and indicated that they would file a formal proffer interpretation request for the adjacent off-site parcel associated with RZ 88-P-030 that shows no adverse impacts to the site from the proposed expansion of Dorr Avenue.

- VDOT's memo indicates that the applicant's proposed median for Prosperity Avenue and accompanying transitions will need to be lengthened to meet design speed standards. The applicant has not addressed this issue at this time, but it is expected that such a revision to the median and transitions will increase the extent offsite improvements needed. This issue will be addressed at site plan review.

- FCDOT continues to recommend that the applicant extend the median to the future signalized Metro entrance. While VDOT is willing to accept a median terminating before this point, it remains FCDOT's position that the recommended design would better facilitate the transition between undivided and divided sections of the roadway. Staff has written a development condition to address this issue and this issue will be revisited during site plan review.
- Sight distance is encumbered by proposed landscaping. The applicant has proffered to shift the location of trees to accommodate sight distance requirements. This issue may be revisited at site plan review.

Park Analysis (Attachment 8)

The Park Authority reviewed the revised application and identified three issues, which include:

Issue: Required Recreational Facilities in the PRM District

The per-unit expenditure for amenities and facilities for residents specified in Section 6-110 and Section 16-402 of the Zoning Ordinance should be \$1,600 instead of the originally proposed \$1,500.

Resolution:

The applicant has revised the proffers and will expend a minimum of \$1600 per market-rate and workforce residential unit on recreational facilities for residents. Staff feels this issue is resolved.

Issue: Fair Share Contribution

County policy states that development should offset its impact on parks and recreation through a "Fair Share" contribution. Staff feels that this Fair Share contribution policy was developed to quantify impacts on the most typical park and recreation facilities and excludes parkland costs. Parks are a major contributor to the County's quality of life that have enormous economic, social and health benefits for its residents. This County policy is in place to sustain the park system as growth occurs. Staff requested a Fair Share contribution of \$1,804 per dwelling unit or a total of \$550,177, and indicated that the contribution should go to the Park Authority, rather than the Board of Supervisors.

Resolution:

The applicant has agreed to increase their contribution to athletic facilities in the vicinity of the subject property from \$160,000 to \$200,000 and agreed to provide the contribution within 60 days of the rezoning approval. The proffer continues to be provided to the Board of Supervisors to be used for parks and/or athletic facilities and fields in the vicinity of the Property.

Issue: Comprehensive Plan recommendation that encourages applicants to help provide for the purchase of new parkland in Land Unit C.

The Comprehensive Plan for Land Unit C of Merrifield Suburban Center recommends that contributions be made for the purchase of public parkland within Land Unit C or to provide improvements to nearby parks. As an alternative, open space amenities could be incorporated into the development, such as the provision of an urban park that could be privately owned, provided it is accessible for public use. No commitment was provided to the Park Authority for the purchase of new parkland in Land Unit C. Instead, the applicant has proffered to construct and rough finish 3,000 square feet of ground floor non-residential space attached to the parking structure and to lease the space to Fairfax County for public/community uses (with an initial term of 10 years, rent free with an option to renew for 2 five year periods at 75% of the market rate for comparable space). Staff acknowledges this commitment is a creative solution to address the Plan recommendation, but is concerned that the applicant's proposal to provide a free public space would expire after 10 years. The Comprehensive Plan recommends the provision of public open space and/or amenities; staff feels that the public space should be free in perpetuity to fulfill this objective. At a minimum, staff recommends that the proffer be revised to allow the County to lease the space for free for a minimum of 50 years with the provision that if the space is unused for a period of 2 years, the space could revert to the property owner for secondary uses that encourage or complement pedestrian activity.

Stormwater Management Analysis (Attachment 9)

The 4.64 acre application property falls within the Accotink Creek watershed. The applicant revised their proposed stormwater management facilities and moved the bio-retention facility (rain garden) from north of the parking structure to the south, and added two possible tree-box filters to the northeast portion of the site. The stormwater management (SWM) narrative on Sheet 11 of the CDP/FDP indicates that the proposed redevelopment would reduce the overall impervious area of the site and decrease the amount of stormwater runoff by 25% from existing conditions. Stormwater runoff travels through four outfalls which ultimately converge at the Long Branch and the proposed redevelopment would result in a reduction of the stormwater runoff rates for the 2 and 10 year storms for these outfalls.

For Best Management Practices (BMP), the applicant has proffered to provide a bio-retention facility (rain garden) and tree-box filters as shown on the CDP/FDP to improve water quality associated with stormwater runoff on the site and to achieve a 17% reduction of the phosphorous loading from the Property. A note on the CDP/FDP indicates that the proposed tree box filters may not be necessary if Dorr Avenue is not extended. Staff from the Department of Public Works and Environmental Services (DPWES) reviewed the revised application and indicated that the tree box filters may be necessary in order to meet the proffer commitment of 17% reduction of phosphorous and an overall reduction of 25% of stormwater runoff from existing conditions. Staff also indicated that most of the 25% reduction in runoff could be accomplished by the reduction of

impervious surface while the remainder would be accomplished through the proposed bio-retention facility (rain garden) and the tree-box filters. Final determination would be made during site plan review.

In addition, the applicant revised their outfall narrative on Sheet 12 and included information on its condition and stability at the point where the contributing drainage area is 100 times the site area. The narrative concluded that a point approximately 1,500 feet downstream of the site within Long Branch was well vegetated but showed some signs of sediment deposits and minor bank erosion. Staff indicated that this finding may conflict with the Draft Accotink Creek Watershed Management Plan, which identifies the banks of the stream to be unstable. The applicant has proffered to provide a 25% reduction of the site's total runoff as compared to the current development for their site. Any additional means to address the stability of offsite streams would be addressed at site plan review.

CONCLUSIONS AND RECOMMENDATION

Staff Conclusions

The applicant seeks to implement Option 2 of the Comprehensive Plan for Sub-unit C-4 of the Merrifield Suburban Center by rezoning a consolidation of four contiguous parcels totaling 4.64 acres in the Merrifield Commercial Revitalization Area from I-4 to PRM. The applicant proposes to construct a 327,431 square foot, 11-story (115 feet tall) multi-family residential building with 327 dwelling units, a separate 4-story (50 feet tall) above-grade parking structure containing a 3,000 square foot nonresidential space in front of the parking structure. It is staff's belief that the proposed development is in harmony with the use and intensity recommendations of the Comprehensive Plan and with the applicable Zoning Ordinance requirements.

Staff Recommendations

Staff recommends approval of RZ 2009-PR-002 and the associated Conceptual Development Plan subject to the execution of proffers consistent with those contained in Attachment 1.

Staff recommends approval of FDP 2009-PR-002 subject to the development conditions in Attachment 2 of this report.

Staff recommends approval of a modification of the loading space requirement for residential uses in favor of that shown on CDP/FDP.

Staff recommends that the Board of Supervisors direct the Director of DPWES to permit a deviation from the tree preservation target percentage in favor of the proposed landscaping shown on the CDP/FDP and as proffered.

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

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

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

ATTACHMENTS

1. Proposed Proffers
2. Proposed Development Conditions
3. Revised Statement of Justification
4. Land Use and Environmental Analysis Addendum
5. Office of Community Revitalization and Reinvestment Memorandum
6. Code Analysis, Department of Public Works and Environmental Services
7. FCDOT Analysis Addendum and VDOT Analysis Addendum
8. Park Authority Analysis Addendum
9. Stormwater Management Analysis Addendum
10. Revised RZ/FDP 2009-PR-002 Affidavit

PROFFERS
SQUARE 1400, L.C.
RZ 2009-PR-002

~~July~~September 8, ~~2009~~2010

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner/applicant, for itself and its successors and/or assigns (hereinafter collectively referred to as the "Applicant"), hereby proffer that the development of the parcels under consideration and shown on the Fairfax County tax maps as Tax Map 49-1 ((13)) 13, 14, 15, 16 (collectively, the "Property") shall be in accordance with the following conditions if, and only if, Rezoning application 2009-PR-002 is granted.

1. Conceptual/Final Development Plan. The Property shall be developed in substantial conformance with the Conceptual Development Plan ("CDP") and Final Development Plan ("FDP") entitled Square 1400, L.C. Conceptual Development Plan/Final Development Plan dated January 15, 2009 and revised through ~~July 8, 2009~~August 24, 2010, prepared by Dewberry & Davis LLC (the "CDP/FDP"), consisting of Sheets 1 through 14.
2. Elements of CDP. Notwithstanding the fact that the CDP and FDP are presented on the same plan, the elements that are components of the CDP are limited to the perimeter points of access, the general location of the buildings and open space, uses, minimum and maximum number of dwelling units, the amount of non-residential uses, building heights, and setbacks from the peripheral lot lines shown on Sheet 3 or 3A of the CDP/FDP and only a future amendment to such elements shall require a subsequent CDPA or Proffered Condition Amendment.
3. Minor Modifications. Minor modifications to the CDP/FDP may be permitted when necessitated by sound engineering or that may become necessary as part of final site design or engineering, pursuant to Section 16-403(4) of the Zoning Ordinance. Building footprints may be altered and the number of residential units (as defined herein) and corresponding adjustments made in required parking, Affordable Dwelling Units ("ADUs") and Workforce Dwelling Units ("WDUs") may be made, so long as (a) the ~~54 percent~~ provided minimum open space is not reduced; (b) the building height is not increased; (c) the setbacks to the peripheral lot lines are not diminished; and (d) the development otherwise is in substantial conformance with the CDP/FDP as determined by the Zoning Administrator.

GENERAL

4. Proposed Development. Development on the Property shall include a maximum of 327,431 square feet of GFA, including bonus GFA associated with the provision of

Affordable Dwelling Units (ADUs) and Workforce Dwelling Units (WDUs). Approximately 3,000 square feet of non-residential uses shall be located in a structure along the north and northeast facades of the parking structure as shown on the CDP/FDP. A minimum of 275 residential units and a maximum of ~~305~~327 residential units shall be constructed on the Property. Such total shall include all required ADUs and all WDUs as defined in these Proffers. Accessory uses and home occupations, including business centers inside the residential buildings are permitted.

The Applicant reserves the right to construct service, resident amenity and storage uses in the cellar. The cellar space shall not contain habitable residential units.

5. ~~Mix of Uses.~~ The proposed development may include the following uses:

A. ~~Principal Uses:~~

(i) ~~Multifamily dwellings; and~~

(ii) ~~Public Uses.~~

B. ~~Secondary Uses:~~

(i) ~~Accessory uses and home occupations, including business centers inside residential buildings;~~

(ii) ~~Affordable dwelling units;~~

(iii) ~~Bank teller machines;~~

(iv) ~~Business service and supply establishment;~~

(v) ~~Eating establishments;~~

(vi) ~~Fast food restaurants (without drive-through);~~

(vii) ~~Garment cleaning establishments (drop-off and pick-up only; no on-site processing;~~

(viii) ~~Health clubs;~~

(ix) ~~Personal service establishments;~~

(x) ~~Quick-service food stores; and~~

Telecommunication facilities ~~(building-mounted or rooftop)~~are also permitted, provided such facilities limited to 25% of the roof area onlyare flush mounted.

6.5. Building Height. The maximum building height shall be no greater than 115 feet. Building height shall be measured in accordance with the provisions of the Fairfax County Zoning Ordinance and shall be exclusive of those structures that are excluded

from the maximum height regulations as set forth in Section 2-506 of the Zoning Ordinance, including for example, penthouses and other rooftop structures. Such penthouses and other rooftop structures permitted under Section 2-506 of the Zoning Ordinance may be constructed to a height twenty (20) feet from the roof level of the top residential floor of the building below the top of the penthouse/rooftop structure roof. All building penthouses/rooftop structures shall be integrated into the architecture of the residential building.

PARKING

7.6. Zoning Ordinance Requirements. Parking shall be provided at the minimum parking requirements of Article 11 of the Fairfax County Zoning Ordinance in effect at the time of approval of this rezoning application, or at the Applicant's option, at a lower requirement that may be adopted as a future amendment to the Fairfax County Zoning Ordinance. However, should a reduction in the required residential parking be approved concurrently with approval of this application, the Applicant shall provide residential parking at the reduced level shown as Option B in the tabulations on Sheet 3 of the CDP/FDP. If parking is to be assigned to specific dwelling units, not less than one space shall be assigned to each unit, including ADUs and WDUs. Eleven (11) parking spaces shall be provided for the 3,000 square feet of non-residential uses located along the garage structure. All parking shall conform with the geometric requirements set forth in the Fairfax County Public Facilities Manual (PFM). The parking structure may be expanded vertically if determined necessary by DPWES to accommodate geometric requirements.

~~8.7. Future Parking Reductions. Given (i) the proximity to the Dunn Loring/Merrifield Metro Station, (ii) the character of the development as a transit-adjacent development, and (iii) the TDM Plan detailed in these Proffers, the Applicant shall in good faith evaluate, and may. Should reduced parking not be approved concurrently with this application, the Applicant reserves the right to pursue a future parking reduction for the development, as may be permitted by the Fairfax County Zoning Ordinance and approved by the Board of Supervisors.~~

9.8. Bicycle Parking. The Applicant shall install bicycle racks in the locations generally shown on Sheet 3 of the CDP/FDP and provide bike parking/storage facilities within the residential structure or parking structure. The bike racks shall be inverted U-style racks or other design approved by Fairfax County Department of Transportation. The racks and storage facilities shall collectively accommodate parking for at least 61 bicycles. At least seventy five (75%) of the bicycle parking spaces shall be located under building or garage cover.

TRANSPORTATION

10.9. Merrifield Shuttle. In the event that a privately-operated Merrifield Shuttle is established by others in the future, then the Applicant (or successor Condominium Owner Association ("COA")) shall participate in ongoing funding for such service provided that (i) the Merrifield. Shuttle provides reasonable and consistent peak-hour service to the

Property, the Dunn Loring/Merrifield Metro Station and, if constructed, the future Merrifield Town Center, and (ii) such financial participation in the Merrifield Shuttle is proportional to the actual usage of the Shuttle by future residents of the Property and to the participation of other users of the Merrifield Shuttle.

11. Potential New Streets.

~~A.10. Should an improved private or public street connection between Extension of Dorr Avenue and Prosperity Avenue be feasible in the future, the Applicant shall, upon demand by Fairfax County at the time of site plan approval for residential use of the Property or thereafter, either dedicate right-of-way or grant a public access easement over the area of land identified on Sheet 3 of the CDP/FDP as "Area of Potential Future Public/Private Street" to allow construction of a roadway. The Applicant shall cooperate with the owner of adjacent property identified as Tax Map 49-1 ((13)) 19B to construct and, if private, maintain a private road within this area, and shall remove and relocate, as determined feasible, the existing trees in this area.~~

The Applicant shall provide for the extension of Dorr Avenue from its current cul-de-sac terminus to Prosperity Avenue, as well as reconstruction of Prosperity Avenue to accommodate the new Dorr Avenue/Prosperity Avenue intersection, as shown on Sheet 3 of the CDP/FDP (the "Extension"). To pursue approval of the Extension and allow construction of the proposed residential building, garage and associated facilities to proceed, the Applicant shall file a Site Plan Showing the Extension of Dorr Avenue for construction of the Extension and shall file a separate site plan for improvements on the balance of the Property (the "Site Plan").

- A. Prior to approval of the Site Plan Showing the Extension of Dorr Avenue, the Applicant shall seek and diligently pursue:
- (i) Administrative approval by Fairfax County of any modifications to the Off-Site Parcel's current Conceptual/Final Development Plan necessary to accommodate the Extension;
 - (ii) Administrative approval by Fairfax County of a revision to the approved site plan for the Off-Site Parcel, as may be determined necessary to accommodate the Extension;
 - (iii) The dedication of right-of-way and ancillary easements necessary from the adjacent parcel identified as Tax Map 49-1 ((13)) 19B (the "Off-Site Parcel") through a cooperative agreement with the owner of the Off-Site Parcel. In the event the Applicant is not able to acquire the right-of-way and easements necessary to construct the Extension, the Applicant shall submit a written request to Fairfax County to acquire the right-of-way and easements by means of its condemnation powers. In conjunction with such request, the Applicant shall forward to the appropriate County agency: (a) plat, plans and profiles showing the necessary right-of-way and easements to be acquired; (b) an appraisal, prepared by an independent appraiser

approved by the County, of the value of the right-of-way and easements to be acquired and of all damages, if any, to the residue of the Off-Site Parcel; (c) a sixty (60) year title search certificate of the Off-Site Parcel on which the easement is to be acquired; and (d) cash in an amount equal to appraised value of the right-of-way and easements and of all damages to the residue of the Off-Site Parcel. In the event the owner of the Off-Site Parcel is awarded more than the appraised value of the Off-Site Parcel and of the damages to the residue in a condemnation suit, the Applicant shall pay the amount of the award in excess of cash amount to the County within fifteen (15) calendar days of said award. It is understood that the Applicant upon demand shall pay all other costs incurred by the County in acquiring the right-of-way and easements to the County; and

- (iv) The necessary vacation and abandonment of existing Dorr Avenue right-of-way by the Fairfax County Board of Supervisors (the "Board").

Prior to and during the review of the Site Plan Showing the Extension of Dorr Avenue and any potential condemnation proceedings, the Applicant, its successors and assigns, shall be permitted to submit, process and receive approval of the Site Plan and related subdivision plat(s), easement plats, development permits, building plan approvals and building permits for other portions of the Property.

B. Provided the four conditions above are met, the Applicant shall:

- (i) At the time of approval of the Site Plan Showing the Extension of Dorr Avenue, dedicate and convey to the Board in fee simple without encumbrance right-of-way 33 feet in width for the Extension, as shown on Sheet 3 of the CDP/FDP;
- (ii) Construct the Extension, 26 feet wide from curb to curb, as shown on Sheet 3 of the CDP/FDP subject to approval of the Virginia Department of Transportation ("VDOT");
- (iii) Widen Prosperity Avenue to accommodate a two foot concrete median approximately 300 feet in length as shown on Sheet 3 of the CDP/FDP, subject to VDOT approval; and
- (iv) Reconstruct travel aisles, parking areas and sidewalks on the Off-Site Parcel as generally shown on Sheet 3 or as may be approved by the owner of the Off-Site Parcel and Fairfax County.

It is the intent that said improvements will be completed and open for public use prior to the issuance of the 250th Residential Use Permit ("RUP") for the Property. However, upon demonstration by the Applicant that despite diligent efforts the construction of the improvements has been delayed, either due to the time necessary for approval of the Site Plan Showing the Extension of Dorr Avenue,

the time associated with the potential condemnation as described above or other engineering/construction related issues, the Zoning Administrator shall agree to a later date for the completion of the improvements.

- C. In the event: (a) the Board elects not to vacate and abandon the existing Dorr Avenue right-of-way; (b) the Owner of the Off-Site Parcel is unable or unwilling to dedicate the necessary right-of-way and ancillary easements, and Fairfax County elects not to use its condemnation powers to acquire the necessary right-of-way and easements from the Off-Site Parcel; (c) the County does not administratively approve any modifications to the Off-Site Parcel's current Conceptual/Final Development Plan necessary to accommodate the Extension; or (d) the County does not administratively approve a revision to the approved site plan for the Off-Site Parcel, as may be determined necessary to accommodate the Extension, the Applicant shall be relieved of its obligation to construct the Extension and shall instead:
- (i) Withdraw the Site Plan Showing the Extension of Dorr Avenue from further County review;
 - (ii) Revise the pending or approved Site Plan to be in substantial conformance with the site design shown on Sheet 3A of the CDP/FDP; and
 - (iii) At the time of approval of the Site Plan revision, reserve for future right-of-way dedication an area measuring 33 feet in width across the Property as shown on Sheet 3A of the CDP/FDP.

11. Potential New Street.

The Applicant shall construct a service aisle along the Property's southern boundary as shown on the CDP/FDP to provide access for loading and service functions as well as access for emergency vehicles. It is intended that this service aisle could become a private or public street in the future providing access to adjacent parcels and helping to create a grid of streets in the area. At the time of site plan approval for the Property, the Applicant shall record a public access easement to permit future connection of the service aisle to the west and south to serve adjacent properties identified as Tax Map 49-1 ((13)) 12 and 49-1 ((19)) A and 4. Said and shall reserve for future right-of-way dedication the 30 foot wide area designated on the CDP/FDP as an inter-parcel access easement. The future street connection(s) isand expansion are to be provided by others; however the Applicant shall be responsible for removing any landscaping on the Property necessary to accommodate the construction by others, and replacing the landscaping elsewhere on the Property.

12. Extensions of Area Streets.

- A. East-West Connector Road. Prior to the issuance of the first RUP for the Property, the Applicant shall contribute the amount of \$40,000.00 to the Board of Supervisors to help fund future construction of the East-West Connector Road

which extends Merrifield Avenue from Dorr Avenue to Prosperity Avenue, or for other transportation improvements within the Merrifield Suburban Center.

- B. Dorr Avenue Extension to Lee Highway. Prior to the issuance of the first RUP for the Property, the Applicant shall escrow the amount of \$20,000.00 with DPWES for the future construction of an extension of Dorr Avenue from Hilltop Road to Lee Highway.
13. Transportation Demand Management. This Proffer and the Applicant's Transportation Demand Management Strategic Plan dated April 2009 and prepared by Urban Trans Consultants, Inc. (the "TDM Strategic Plan"), set forth the programmatic elements of a transportation demand management program that shall be implemented by the Applicant, and subsequently, as appropriate, the property owner or COA, to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the residential uses constructed on the Property.
- A. Definitions:
- (i) Applicant Control Period. The "Applicant Control Period" is the period starting immediately following approval of this Rezoning Application and ending on the date when two (2) consecutive annual Trip Counts conducted starting at least one (1) full calendar year after the proposed development reaches Build Out show that peak hour vehicle trips generated by the residential units are less than or equal to the TDM Goal (as defined herein); provided, however, that implementation of the TDM Plan may be assigned by the Applicant to a successor owner, but may not be assigned to a successor COA until the Applicant Control Period has expired. Upon expiration of the Applicant Control Period, the Applicant shall have no further obligations under this Proffer, the Letter of Credit/Cash (as defined in this Proffer) provided by the Applicant shall be returned to the Applicant, and on-going implementation of the TDM Plan and funding of the TDM Budget (and 10% contingency) shall be the responsibility of the successor as outlined in Paragraph K.
- (ii) Build Out. For purposes of this Proffer, "Build Out" of the proposed development shall be deemed to occur upon the issuance of (a) 100% of all Residential Use Permits ("RUPs") for all residential uses site plan approved and constructed on the Property.
- (iii) Peak Hours. For purposes of this Proffer, the relevant weekday "Peak Hours" shall be that 60-minute period during which the highest weekday volume of mainline trips occurs between 6:00 to 9:00 AM and 4:00 to 7:00 PM, as determined by mechanical and/or manual traffic counts conducted at two select locations along Prosperity and Dorr Avenues and as approved in consultation with FCDOT. To determine the Peak Hour, such counts shall be collected beginning on a Monday at 2400 hours and

continuing to the following Thursday at 2400 hours at a time of year that reflects typical travel demand conditions (e.g. September to May, not during a holiday week or when area public schools are not in session). The relevant Peak Hours shall be defined in conjunction with each of the Trip Counts (as defined herein) required pursuant to this Proffer. The methodology for determining the Peak Hours may be modified subject to approval of FCDOT, but without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.

- (iv) TDM Program Manager. The TDM "Program Manager" ("PM") shall be a qualified or trained individual appointed by the Applicant to oversee all elements of the TDM Plan and act as the liaison between the Applicant/successor and FCDOT. The PM may be employed either directly by the Applicant/successor, or be employed through a property management company contracted by the Applicant/successor. The PM position may be part of other duties assigned to the individual, with TDM functions accounting for a minimum of approximately 20 percent of his/her duties.
- (v) TDM Account. The TDM Account shall be an interest bearing account established by the Applicant with a banking or other financial institution qualified to do business in Virginia and used by the PM each year to implement the TDM Plan in accordance with the TDM Budget.
- (vi) TDM Budget. The "TDM Budget" is the estimated costs sufficient to implement the TDM Plan in a given year and shall include a contingency (the "TDM Budget Contingency") equivalent to a minimum of 10% of the amount of the TDM Budget. The TDM Budget as required by FCDOT may be less than, but shall be no more than \$58,825.00 (including the 10% TDM Budget Contingency) per full calendar year as adjusted for any increases in the CPI per Proffer 32. However, the Applicant may, at its sole discretion, increase the TDM Budget (including the TDM Budget Contingency) for any calendar year.
- (vii) TDM Penalty Fund. The "TDM Penalty Fund" is an account into which the Applicant will deposit penalty payments as may be required to be paid pursuant to this Proffer (the "TDM Penalty Fund").
- (viii) TDM Remedy Fund. The TDM Remedy Fund shall be an interest bearing account established by the Applicant with a banking or other financial institution qualified to do business in Virginia and used to supplement the TDM Account in support of additional TDM strategies that may be determined to be necessary following any of the Trip Counts for which sufficient funding is not immediately available via the then-existing TDM Account.

- B. Trip Reduction Goals. The objective of the TDM Plan shall be to reduce the number of weekday peak hour vehicle trips generated by the residential uses located within the Property through the use of mass transit, ridesharing and other strategies including but not limited to those outlined in the TDM Strategic Plan. In addition, the implementation of enhanced pedestrian and bicycle connections/facilities will provide safe and convenient access to nearby Metrorail and bus facilities thereby encouraging commuting options other than the automobile to residents, employees and visitors to the Property.
- (i) Baseline. The baseline number of weekday peak hour residential vehicle trips for the proposed units within the Property against which the TDM Goals (as defined in subparagraph B.ii) will be measured shall be derived upon the number of residential units site plan approved, constructed and occupied on the Property as part of the proposed development at the time traffic counts are conducted in accordance with subparagraph J.i or as qualified below and using the trip generation rates/equations applicable to such residential uses as set forth in the Institute of Transportation Engineers, Trip Generation, 7th Edition for Land Use Code = 220. In the event at Build Out, the Applicant have constructed fewer than ~~305~~327 multifamily residential units as part of the proposed development, then the Baseline Trip generation numbers applicable upon Build Out shall be calculated as if ~~305~~327 residential units had actually been constructed as reflected in the Traffic Impact Study for the Square 1400 LLC Development prepared by Wells and Associates, Inc. dated December 19, 2008 as revised April 23, 2009.
- (ii) TDM Goal. The TDM strategies shall be utilized to reduce the P.M. peak hour vehicular trips by a minimum of forty-six percent (46%) for the residential uses.
- C. Components of the TDM Plan. In order to meet the TDM Goals set forth in this Proffer, the Applicant shall implement the TDM Plan subject to FCDOT approval. Because the TDM Plan represents the strategy to be employed by the PM to meet the TDM Goal, the TDM Plan may be amended from time to time, subject to approval of FCDOT, without the requirement to secure a PCA; provided, however, any amendment to the TDM Plan shall include, at a minimum, provisions for the following with respect to the proposed development:
- (i) Designation of PM, as more particularly described below;
- (ii) Regular and on-going coordination with other Merrifield TDM programs and any Transportation Management Agency that may be established.
- (iii) A targeted marketing program for residential sales/leases that encourages and attracts transit-oriented residents, such as bicyclists, one or no-car individuals/families and employees of nearby employers to live in the proposed development; provided, however, that such marketing shall be

completed on a non-discriminatory basis in conformance with the Fair Housing Act and all other applicable laws and regulations;

- (iv) Integration of transportation information and education materials into residential sales/rental kits;
- (v) Coordination/Assistance with vanpool and carpool formation programs, including but not limited to the County's ride matching services, with adjacent office buildings and homeowners associations and established local and/or regional guaranteed ride home programs;
- (vi) Establishment of a site-specific project website (including targeted information on a building-by-building basis) that includes multimodal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links;
- (vii) Establishment of a location to be staffed/managed by the PM (as defined below) within the Property at which transit and ridesharing information is made available to residents; the location may be determined by the Applicant and may be part of the leasing/sales or concierge office or within the business center outlined in subparagraph xiv below;
- (viii) A parking management plan, which shall include (i) a unit sales/rental program/policy under which each residential unit is allocated one (1) parking space as part of the base purchase/rental price, and that additional parking spaces may be purchased/leased at market rates; and (ii) dedicated space for residential vanpools;
- (ix) Distribution of fare media or other incentives, at least one time, to all new residents of driving age, as well as on select occasions as an incentive;
- (x) Subject to agreement with third-party vendor(s), use of car sharing program(s) such as ZipCar;
- (xi) Establishment of a phasing strategy, coordinated with FCDOT as provided herein, to address which TDM strategies are implemented at what time;
- (xii) "Personalized transportation advising" integrated into new unit walk-throughs, including appropriate training of sales/leasing agents;
- (xiii) All residential units shall be pre-wired to provide internet access (or other technology that may be available) to permit residents to access the internet from home;
- (xiv) Space for and fit out of a business center for use by residents. Such business center shall consist of an aggregate of a minimum of 250 square

feet of floor area and shall include areas for internet access, facsimile machine and copier; and

- (xv) Participation in the Commuter Rewards Program.
- D. TDM Program Manager (PM). Prior to the issuance of the first RUP for the Property, the Applicant shall appoint a PM whose duties shall be to further develop, implement and monitor the various components of the TDM Plan. The PM position may be part of other duties assigned to the individual. The Applicant shall provide written notice to FCDOT and to the Providence District Supervisor of the appointment of the PM within ten (10) days of such appointment, along with evidence of such PM's qualifications, and, thereafter, within ten (10) days of any change in such appointment. Following the initial appointment of the PM, the Applicant or successor, as applicable, thereafter shall continuously employ, or cause to be employed, a PM for the Property.
- E. TDM Plan and Budget. Within ninety (90) days following the issuance of the first building permit for the Property, the PM shall prepare and submit an initial TDM Plan to FCDOT and request in writing, the County's review and comment. The TDM Plan shall include (i) the start-up components of the TDM Plan that will be put in place and (ii) an initial budget sufficient to implement the TDM Plan for the remainder of the year and for the next calendar year (the "TDM Budget") which amount may be less but in no event shall not be more than \$58,825.00 (including the TDM Budget Contingency) for each full calendar year, adjusted annually for inflation based on the CPI as defined in Proffer 32 unless increased at the sole discretion of the Applicant. With the submission of the initial TDM Plan, the Applicant shall provide the County with a copy of the approved proffers and the TDM Strategic Plan. The TDM Budget shall include a contingency equal to ten percent (10%) of the amount of the annual TDM Budget (the "TDM Budget Contingency"). If FCDOT has not responded with any comments to the PM within sixty (60) days of receipt of the initial TDM Plan and TDM Budget, the TDM Plan and TDM Budget shall be deemed approved. The Applicant shall provide written documentation demonstrating the establishment of the TDM Budget to FCDOT no later than thirty (30) days after FCDOT's response to the proposed TDM Budget and Plan or following the sixty (60) day period described above.

Thereafter, the PM shall re-establish the TDM Budget for each successive calendar year, which shall cover the costs of implementation of the TDM Plan for such year (including the TDM Budget Contingency) up to \$58,825.00 as may be adjusted annually for inflation based on the CPI or as increased at the Applicant's sole discretion. The PM shall furnish a copy of the TDM Budget and TDM Plan for each year to the FCDOT and request in writing the County's review and comment in conjunction with the submission of the Annual Report as outlined in subparagraph I.ii. A line item for the TDM Account shall be included in the COA budget upon the establishment of the COA. The association documents that establish and control the COA shall provide that the TDM Account shall not be

eliminated as a line item in the COA budget and that funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies. The TDM Account shall be funded solely by the Applicant until such time as assessments of residents are implemented as provided in the COA documents.

F. TDM Account.

- (i) Initial Funding. Within thirty (30) days after FCDOT's response to the initial TDM Budget and TDM Plan or following the sixty (60) day process described above, the Applicant, through the PM, shall establish and fund the TDM Account in an amount equal to the initial TDM Budget for the TDM Plan and including the TDM Budget Contingency but in any event no more than \$58,825.00 per full calendar year and as may be adjusted annually for inflation per any changes in the CPI or as increased at the Applicant's sole discretion. The PM shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within ten (10) days of its establishment.
- (ii) Annual Funding. The TDM Account shall be replenished annually thereafter based on the forthcoming year's estimated TDM Budget.
- (iii) Management of TDM Account. The TDM Account shall be managed by the Applicant (or successor developer) through the PM until such time as the Applicant Control Period terminates. Thereafter, management of the TDM Account shall become the responsibility of the successor/COA. As applicable, a line item for the TDM Account shall be included in the COA budget upon the establishment of the COA. The association documents that establish and control the COA shall provide that the TDM Account shall not be eliminated as a line item in the UOA/COA budget, and that funds in the TDM Account shall not be utilized for purposes other than to fund the TDM Plan. The TDM Account shall be funded solely by the Applicant (or successor developer) until such time as the Applicant Control Period expires or the pro-rata assessments of residents are implemented as provided in the COA documents, whichever is first.

- G. TDM Remedy Fund. Concurrent with the establishment and funding of the TDM Account, the Applicant shall establish a separate, interest-bearing account referred to herein as the "TDM Remedy Fund." All interest earned on moneys deposited in the TDM Remedy Fund shall be added to the principal of the TDM Remedy Fund and used for TDM Remedy Fund purposes. Within thirty (30) days after the issuance of the first RUP for the Property, the Applicant shall contribute \$60,000.00 to the TDM Remedy Fund (as may be escalated pursuant to ProfferProffer 32). Moneys from the TDM Remedy Fund shall be drawn on by the Applicant/successor or COA only for purposes of immediate need of TDM funding and may be drawn upon prior to any TDM Budget adjustments that may be required under Paragraph F above.

- (i) Excess Funds in TDM Account. Until such time as the TDM Goal is met, any funds remaining in the TDM Account at the end of any given year shall be carried over to the following year's TDM Budget or transferred in the Applicant's sole discretion, in whole or in part to the TDM Remedy Fund and/or Incentive Fund, as defined respectively in Paragraphs G or H.
 - (ii) Transfer of Remedy Fund. Upon expiration of the Applicant Control Period, the Applicant shall transfer any funds remaining in the Remedy Fund to the COA or successor developer/management company for TDM purposes.
- H. TDM Purchase Incentives. Within thirty (30) days after the issuance of the first RUP for the Property, the Applicant shall make a one time contribution of \$75.00/unit based on the total number of units reflected on the approved building plans to a segregated sub-account in the TDM Account to fund a transit incentive program for initial purchasers and/or lessees of residential units. Such program shall be prepared by the Applicant, in coordination with FCDOT, and shall include consideration for fare media distribution and value loading, financing incentives, and alternative incentives (such as grocery delivery) tailored to residents that are not likely to make use of alternative commute option benefits.
- I. Monitoring and Reporting.
 - (i) Surveys. Between September and November beginning with the year following issuance of the first RUP for the Property, the PM shall conduct a survey of residents (the "Survey") designed to evaluate the effectiveness of the TDM Plan in meeting the TDM Goal and to evaluate the need for changes to the TDM Plan. Following the first survey, the Applicant shall conduct additional surveys every two years. The PM shall coordinate the draft Survey materials and the methodology for validating Survey results with FCDOT at least thirty (30) days prior to each Survey. If a Survey reveals that changes to the TDM Plan are needed or advisable, then the PM shall coordinate such changes with FCDOT and, as necessary, adjust the TDM Budget and implement the revisions for the following year's program. The PM shall submit as part of each Annual Report (defined below) an analysis of the Surveys to FCDOT. Such analysis shall include at a minimum:
 - (1) A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;
 - (2) The number of people surveyed and the number of people who responded;
 - (3) The results of the surveys taken during the survey period;
 - (4) The number of residents, employees and/or others participating in the TDM programs, displayed by category and mode of use;

- (5) An evaluation of the effectiveness of the TDM program elements in place, including their effectiveness at achieving the TDM Goal, and, if necessary, proposed modifications;
 - (6) A description of the units constructed and occupied and the number of residential parking spaces leased/purchased on the Property at the time the survey was conducted.
- (ii) Annual Report. The PM shall report annually to FCDOT on the TDM Plan (the "Annual Report") no later than January 31st of each calendar year and after completion of the Survey, as required, and the annual Trip Count, as required. The Annual Report shall include (a) a description of the prior year's TDM strategic efforts, including, as applicable, sample marketing materials; (b) a financial statement that includes the TDM Budget and TDM Account revenues and expenditures for the preceding year; (c) an analysis of the Survey for the preceding year, (d) a compilation and analysis of any Trip Counts that were conducted during the preceding year; (e) discussion of any changes to the TDM Plan for the upcoming year; and (f) the TDM Budget for the upcoming year.
 - (iii) Adjustments to Calendar and Due Dates. Upon mutual agreement between FCDOT and the PM, the due dates for the delivery of the Annual Report may be extended by up to sixty (60) days if changes have occurred, or appear to have occurred, in trip characteristics resulting from changes to the TDM Plan that are not yet fully implemented as of the due date for the Annual Report.
 - (iv) Meetings with FCDOT. The PM shall meet with FCDOT annually, or as mutually agreed, to discuss the results of the Trip Counts, the Survey, the Annual Report and the TDM Plan.

J. Trip Counts.

- (i) Annual Trip Counts. The PM shall conduct a Trip Count between September 1st and November 30th (excluding county/state/federal holiday weeks or when area public schools are not in session) beginning with the year following the issuance of the first RUP for the Property. The purpose of such Trip Count is to measure the actual vehicle trips generated by the residential uses constructed on the Property as of the date the Trip Count is completed and to evaluate whether such vehicle trips are less than, equal to or greater than the TDM Goal. Trip Counts provided to FCDOT shall include information on the number and percentage of RUPs as of the date of the Trip Count.
- (ii) Methods. For purposes of this Proffer, Trip Counts shall be measured on three (3) days over a maximum two-week period (but not including a week containing a county/state/federal holiday or when area public schools are not in session) between September 1 and November 30 of each calendar

year, or such other time as the PM and FCDOT shall mutually determine. At least thirty (30) days prior to conducting the Trip Counts, the PM shall meet with FCDOT to review and reach agreement on the dates and methodology for the Trip Counts and the analyses to be done after the Trip Counts are complete. The Trip Counts shall include Peak Hour counts of vehicles entering and exiting driveways to the Property. The Trip Counts shall be conducted so that only trips generated by the residential uses on the Property shall be counted.

- (iii) Frequency of Trip Counts. Once initiated, the PM shall conduct Trip Counts annually until such time as two (2) consecutive annual Trip Counts conducted starting at least one (1) full calendar year after the Property reaches Build Out as defined in subparagraph B.ii show that vehicle trips generated by the residential units are less than or equal to the TDM Goal. If the results of two (2) consecutive Trip Counts reveal that the TDM Goal has been met, then the Applicant Control Period shall expire as provided in this Proffer, the Letter of Credit (as defined in Paragraph L) (or cash, as applicable) shall be returned to the Applicant, and the Applicant shall have no further responsibility under this Proffer. Thereafter, the COA or successor developer/management company shall be responsible for the ongoing implementation of the TDM Plan pursuant to Paragraph K and shall conduct additional Trip Counts as set forth in this Proffer. Notwithstanding the provisions of this paragraph, FCDOT may request Trip Counts be undertaken at any time to validate traffic data, but not more frequently than once per calendar year. If such requests are made by FCDOT, the PM shall conduct the requested Trip Counts.
- (iv) Evaluation. The results of each Trip Count shall be compared to the TDM Goal established in this Proffer to determine whether actual traffic counts are equal to, less than or greater than the maximum allowed trips for the TDM Goal as calculated in accordance with subparagraph B.i.

In the event the trips generated by the residential units at the time of the build-out count reveal that the TDM Goal outlined ~~Proffer 14~~subparagraph B.ii has not been met for two consecutive years, then the Applicant shall (a) pay into the TDM Penalty Fund in accordance with ~~Proffer 14~~subparagraph L-i below; (b) develop modifications to the TDM Plan and TDM Budget; and/or (c) implement one or more of the supplemental strategies outlined in the TDM Strategic Plan to address the surplus of trips. The PM shall submit any such revision to the TDM Plan and TDM Budget to FCDOT as part of the Annual Report as outlined in ~~Proffer 14~~subparagraph I-ii and request in writing the County's review and concurrence. If no written response is provided by FCDOT within forty-five (45) days of receipt of the Annual Report, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget or after the forty-five (45) day period outlined above, the PM shall (a)

increase the TDM Account with TDM Remedy Funds at the Applicant's sole discretion, if necessary, in order to cover any proportional additional costs to implement the updated TDM Budget; and (b) implement the provisions of the revised TDM Plan.

If two (2) consecutive annual Trip Counts conducted in accordance with this Proffer reveal that the TDM Goal is met after Build Out of the Property, as defined in Proffer 14-subparagraph B-ii, then (i) no penalty is owed, (ii) the PM shall continue to administer the TDM Plan in the ordinary course, in accordance with the provisions of these Proffers, and (iii) the Applicant Control Period Expires, after which Proffer 14-paragraph K below shall apply.

- K. Ongoing Implementation of TDM Plan. Once the Applicant Control Period has expired, the Letter of Credit/Cash (as defined in this Proffer) (as then-valued) shall be returned to the Applicant, and thereafter the COA or successor development/management company shall be responsible for ongoing implementation of the TDM Plan. The PM shall conduct additional Surveys and Trip Counts at five (5) year intervals to determine whether the TDM Goal, as established by this Proffer, continues to be met. In the event that an Annual Report submitted by the PM demonstrates through trend analysis that a change in commuting patterns has occurred that is significant enough to reasonably call in to question whether the TDM Goal continues to be met, as determined by FCDOT, then FCDOT may request the PM conduct additional Trip Counts on a more frequent basis (but not more frequently than once per year) to determine whether, in fact, the TDM Goal is being met.
- (i) Continuation of TDM Plan. In the event subsequent Trip Counts conducted after the Applicant Control Period expires reveal that the actual trips generated remain equal to or less than the maximum number of trips permitted under TDM Goal, then the PM shall continue to implement the TDM Plan and to make Annual Reports to FCDOT.
 - (ii) Further Revisions to TDM Plan. In the event subsequent Trip Counts conducted after the Applicant Control Period expires reveal that the actual number of trips generated by the residential units are greater than the maximum number of trips permitted under the TDM Goal, as established by this Proffer, then the PM shall convene a meeting with FCDOT within thirty (30) days of the completion of the Trip Count to review the results of the Trip Count and the TDM Plan then in place and to develop modifications to the TDM Plan and the TDM Budget to address the surplus of trips. The PM shall submit any revisions to the TDM Plan and TDM Budget to FCDOT within thirty (30) days following this meeting and request in writing the County's review and concurrence. If no written response is provided by FCDOT within forty-five (45) days, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM

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

- L. Establishment of TDM Penalty Fund; Letter of Credit. Prior to the issuance of the first RUP for the Property, the Applicant (or its successor owner or developer, but not the COA) shall (a) establish the TDM Penalty Fund and (b) deliver to the County (i) \$150,000.00 cash or (ii) a clean, irrevocable letter of credit in the stated amount of \$150,000.00 issued by a banking institution approved by the County to secure the Applicant's obligations to make payments into the TDM Penalty Fund as described below (collectively, the "Letter of Credit/Cash"). If a letter of credit is used to secure the TDM Penalty Fund, then it shall name the County as the beneficiary and shall permit partial draws or a full draw.
- M. TDM Penalties. During the Applicant Control Period, if the results of any consecutive annual Trip Counts conducted at least two (2) full calendar year after the Property reaches Build Out reveal that the actual vehicle trips generated by the residential units exceed the maximum number of trips permitted under the TDM Goal, then the Applicant shall pay into the TDM Penalty Fund the amounts specified below. FCDOT may thereafter withdraw funds from the TDM Penalty Fund. If the Applicant fails to pay what is due to the TDM Penalty Fund, then, upon thirty (30) days written demand, FCDOT may draw against the Letter of Credit/Cash in the amount then due and owing. FCDOT shall apply funds withdrawn from the TDM Penalty Fund, or drawn under the Letter of Credit/Cash, for transportation enhancements and/or improvements in the vicinity of, and serving the Property, including contributing to the provision of an area wide circulator serving the Merrifield Station and Town Center Areas, establishment of a Merrifield Transportation Management Association and/or additional transit incentives for residents of the Property. The maximum aggregate amount of all penalties to be paid under this paragraph L is \$150,000.00.
- (i) Failure up to 2%. A failure in the reduction of trips in either or both of the Peak Hours by two percent (2%) or less requires the Applicant to make a payment to the TDM Penalty Fund of \$1000.00 per vehicle trip for each trip that exceeds the TDM Goal for the applicable Peak Hour.
- (ii) Failure Greater than 2% but less than or equal to 5%. A failure in the reduction of trips in either or both of the Peak Hours by more than two percent (2%) but less than or equal to five percent (5%) requires the Applicant to make a payment into the TDM Penalty Fund of \$1500.00 per

vehicle trip for each trip that exceeds the TDM Goal for the applicable Peak Hour

- (iii) Failure Greater than 5%. A failure in the reduction of trips in either or both of the peak hours by an amount greater than 5% requires the Applicant to make a payment into the TDM Penalty Fund of \$2000.00 per vehicle trip for each trip that exceeds the TDM Goal for the applicable Peak Hour.

- N. Enforcement. If the PM fails to timely submit the Annual Report for the Property to FCDOT as required by this Proffer, the County may thereafter issue the PM a notice stating that the PM has violated the terms of this Proffer and providing the PM sixty (60) days within which to cure such violation. If after such sixty (60) day period the PM has not submitted the delinquent Annual Report, then the Applicant and/or COA/successor, as applicable, shall be subject to a penalty of \$200 per day payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Property until such time as the report is submitted to FCDOT.
- O. TDM Obligations. All residents and owners of property within the Property shall be advised of the TDM Plan described in these Proffers. All COA members shall be informed of any funding obligations resulting from the application of these Proffers prior to entering into a lease/contract of sale, and all such obligations shall be included in COA documents.

SITE DESIGN AND AMENITIES

- 14. Landscape Plan. The CDP/FDP includes a conceptual landscape plan for the Property (~~Sheet~~ Sheets 3 and 3A) and detail sheets (Sheets 4 and 5) illustrating the plantings and other features to be provided. As part of each site plan submission, the Applicant shall submit to Urban Forest Management Division (UFMD) of DPWES for review and approval a detailed landscape and tree cover plan (the "Landscape Plan"), which shall be consistent with the quality and quantity of plantings and materials shown on the CDP/FDP. Adjustments to the type and location of vegetation and the design of landscaped areas and streetscape improvements/plantings shall be permitted in consultation with DPZ, and as approved by UFMD.
- 15. Streetscaping. Streetscape improvements and plantings shall be provided as indicated on Sheets 3, 3A and 5 of the CDP/FDP. Notwithstanding the foregoing, the Applicant reserves the right, in consultation with the Zoning Administrator, to shift the location of street trees along the proposed streetscapes to accommodate final architectural design, utilities and layout considerations, and sight distance requirements so long as such modifications are in general conformance with the CDP/FDP. In addition, the Applicant reserves the right to not install sections of proposed shrubs along Dorr Avenue, between the curb and the sidewalk, to better accommodate pedestrian access between the on-street parking and sidewalk.

16. Tree Preservation.

In order to protect the co-owned and off-site trees from construction damage, the Applicant shall retain the services of a certified arborist or ~~landscape architect~~Registered Consulting Arborist, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the tree preservation walk-through meeting. During the walk-through meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with an UFMD representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented.

The Applicant shall conform to the limits of clearing and grading as shown on the CDP/FDP, subject to allowances specified in these proffers and for the installation of utilities and/or trails as determined necessary by the Director of DPWES. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and grading as shown on the CDP/FDP, they shall be located in the least disruptive manner necessary as determined by the UFMD. A replanting plan shall be developed and implemented, subject to approval by the UFMD, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities.

All trees shown to be preserved shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets.

All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by the UFMD.

During any clearing or tree/vegetation/structure removal on the Property, a representative of the Applicant shall be present to monitor the process and ensure that

the activities are conducted as proffered and as approved by the UFMD. The Applicant's certified arborist or landscape architect shall monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers and UFMD approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by the UFMD.

Should any co-owned or off-site trees, adjacent to the limits of clearing and grading, become dead, dying, or hazardous as a result of construction activities, these trees will be removed and the lost tree canopy will be replaced by the Applicant.

- ~~17. Respite Parks. The Applicant shall construct small respite parks along its Prosperity and Dorr Avenue frontages generally as depicted on Sheets 3 and 4 of the CDP/FDP, but subject to final engineering and architectural design changes by the Applicant. The respite areas shall include landscaping including shade trees, ornamental trees, shrubs and seasonal color; hardscape areas with concrete and specialty paving; pedestrian sealed lighting; trash receptacles; and benches. A focal point selected by the Applicant, such as, but not limited to, a sculpture, water feature, or specimen tree, shall be provided in the respite park on Prosperity Avenue. The respite areas shall be functionally complete (benches, landscaping and lighting installed) and open for use (subject to minor adjustments and punch list items) prior to the issuance of the 50th RUP for the Property.~~

~~The Applicant shall grant a perpetual public access easement over the area of the respite parks. Such right of public access shall be subject to the right of the Applicant and successors to establish reasonable rules and regulations, subject to review by the Department of Planning and Zoning. The Applicant shall be responsible for the maintenance of these respite parks.~~

- ~~18.17. Pedestrian/Bicycle Circulation. In combination with the streetscape improvements identified in these Proffers, the Applicant shall provide sidewalks of varying widths and crosswalks at site entrances, as indicated on the CDP/FDP. All sidewalks located adjacent to Dorr and Prosperity Avenues yet not located in the right-of-way shall be maintained by the Applicant/successors and shall be subject to a public access easement. Sidewalk improvements located within existing or proposed right-of-way shall be as approved by VDOT.~~

- ~~19.18. Amenities and Facilities for Residents. The Applicant shall provide on-site recreational facilities for the future residents of the Property. Pursuant to Paragraph 2 of Section 6-110 and Paragraph 2 of Section 16-404 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall expend a minimum of ~~\$1500~~1600 per market-rate and workforce residential unit on such recreation facilities. Prior to final bond release for the Property, the balance of any funds not expended on-site shall be contributed to the Fairfax County Board of Supervisors for use by the Fairfax County Park Authority for the provision of recreation facilities located in proximity to the Property.~~

The Applicant shall provide the following facilities or amenities:

- A. A private exterior recreational area to be located behind the building as illustrated on Sheet 4 of the CDP/FDP, with a terrace, informal seating areas, a walking path, garden enclosure, specialty landscaping, lawn area, hardscape areas, passive recreation areas, a swimming pool; and bathhouse;
- B. Clubroom(s) for community gatherings with a minimum aggregate square footage of 1,000 square feet;
- C. A media/entertainment center outfitted with large screen/projection TV(s), seating areas and stereo/sound equipment;
- D. Fitness center(s) with a minimum aggregate square footage of 1,000 square feet, with equipment such as stationary bikes, treadmills, weight machines, free weights, etc.;
- E. Business center(s), with a minimum aggregate square footage of 250 square feet, with broadband or high-speed data connections (including "secure" voice and/or data connections), computers, facsimile machine and similar items; and
- F. Storage facilities for use by residents of the building, which may be provided in the cellar space.
- G. Bicycle parking/storage facilities to accommodate 61 bicycles as detailed in Proffer 9.

20.19. Lighting. Outdoor lighting shall comply with the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. Building mounted security lighting shall utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible. All perimeter upper level parking deck lighting fixtures shall not exceed the height of the parapet wall. Upper level interior lighting fixtures shall not exceed a height of 15-12 feet, shall be sited so as not to be visible from the ground plane, and shall utilize full cut-off fixtures.

21.20. Signage. Signage for the Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan approved by the Planning Commission. Under the Comprehensive Sign Plan option, free standing or building mounted signage identifying the general Merrifield community may be permitted.

ARCHITECTURAL DESIGN

22.21. Building Design and Materials. The general architectural design of the proposed building is shown on Sheet 7 of the CDP/FDP (the "Conceptual Elevations"). The Conceptual Elevations are conceptual in nature and may be modified by the Applicant as part of final engineering and building design, provided that such modifications provide a similar quality of design and are in general conformance with that shown. Building materials, as generally reflected on the Conceptual Elevations, shall be selected from among the

following: brick, cementitious or other composite architectural panels, masonry/stone, aluminum trim, glass, steel, split-face block and pre-cast panels, provided that final architectural details and accents may include other materials. No EIFS shall be used. Bay windows, balconies, awnings, and other architectural details may be provided so long as such features do not extend more than eight (8) feet beyond the building footprints shown on the CDP/FDP, and provided that the streetscape features are maintained.

The architectural design of all facades of the open garage structure shall be in substantial conformance with that shown on ~~Sheet~~Sheets 7 and 8. The garage structure shall be pre-cast concrete or cast-in-place and shall include solid spandrel panels that will provide screening for headlights. Brick inset panels to complement the brick on the building and panels with openings resembling windows shall be utilized on the portions of the garage facades as illustrated on ~~Sheet~~Sheets 7 and 8. The color of the brick inset panels shall be harmonious with the building materials utilized on the main structure.

23.22. LEED Certification. The Applicant shall include, as part of the site plan/subdivision plan submission and building plan submission, a list of specific credits within the project's registered version of the U.S. Green Building Council's Leadership in Energy and Environmental Design—New Construction (LEED[®]-NC) rating system, or other LEED rating system determined to be applicable to the proposed residential building by the U.S. Green Building Council (USGBC), that the Applicant anticipates attaining. A LEED-accredited professional who is also a professional engineer or architect licensed to practice in the Commonwealth of Virginia will provide certification statements at both the time of site plan/subdivision plan review and the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED Silver certification of the project.

In addition, prior to site plan/subdivision plan approval, the Applicant shall designate the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

Prior to building plan approval for the residential building to be constructed, the Applicant shall submit documentation, to the Environment and Development Review Branch of DPZ, regarding the U.S. Green Building Council's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Prior to release of the bond for the project, the Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating the status of attainment of LEED Silver Certification from the U.S. Green Building Council for the building.

As an alternative to the actions outlined in the above paragraphs, or if the U.S. Green Building Council review of design-oriented credits indicates that the project is not anticipated to attain a sufficient number of design-related credits to support attainment of LEED Silver certification, the Applicant shall prior to building plan approval execute a separate agreement and post a "green building escrow," in the form of cash or a letter of credit from a financial institute acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$595,000.00. This escrow shall be in addition to and separate from other bond requirements and shall be released upon demonstration of attainment of certification, by the U.S. Green Building Council, under the project's registered version of the LEED-NC rating system or other LEED rating system determined, by the U.S. Green Building Council, to be applicable to the building. The provision to the Environment and Development Review Branch of DPZ of documentation from the U.S. Green Building Council that the building has attained LEED certification shall be sufficient to satisfy this commitment. If the Applicant fails to provide documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED certification within one year of issuance of the last RUP/non-RUP for the building, the escrow shall be released to Fairfax County and shall be posted to a fund within the county budget supporting implementation of county environmental initiatives.

24.23. Alternate Energy. The residential building and garage shall be designed as not to preclude the installation of solar panels or alternate energy sources either on the structures' exterior walls or rooftops. The Applicant shall identify a target alternate energy source and demonstrate at the time of building permit that the building and garage designs do not preclude the alternate energy source.

ENVIRONMENT

24. Stormwater Management.

A. Stormwater Quantity. As of the date of these Proffers, there is no on-site detention of stormwater runoff on the Property. By reducing impervious surfaces and providing a Low Impact Design ("LID") rain garden as shown on the CDP/FDP, the Applicant's site plan shall demonstrate that, after the full build-out, there is a net reduction in the combined peak rate of stormwater discharge from the Property of twenty-five percent (25%), which net reduction shall be based on a comparison of the conditions of the Property as currently developed and the conditions of the Property upon completion. The twenty-five percent (25%) net reduction shall apply to the sum of all stormwater discharge coming from the Property as a whole, but not as a standard reduction at each individual discharge location (meaning that the discharge at individual locations may vary, so long as the overall reduction goal is achieved).

25.B. Stormwater Management Facilities. The Applicant shall incorporate Best Management Practices ("BMP") in order to improve water quality associated with stormwater runoff. Using Low Impact Design ("LID") tree box filters and/or a rain gardens, the site plan shall demonstrate that, after the full build-out, there is a

seventeen percent (17%) reduction of the phosphorous loading from the Property, based on a comparison of the conditions of the Property as currently developed and the conditions of the Property upon completion. The Applicant shall maintain all on-site stormwater management in perpetuity.

C. Adequate Outfall. At the time of final site plan processing, the Applicant shall demonstrate that adequate outfall is available to meet Public Facility Manual requirements as determined by DPWES.

D. Should the U.S. Environmental Protection Agency, or its designee, issue new stormwater management regulations affecting the Property, the Applicant shall have the right to accommodate necessary changes to its stormwater facility designs without the requirement to amend the CDP/FDP or these proffers or gain approval of an administrative modifications to the CDP/FDP or proffers, provided the facility designs substantially conform with the CDP/FDP.

26.25. Noise Attenuation. The Applicant has submitted a Traffic Noise Analysis and Mitigated Noise Analysis of the Property prepared by Polysonics Corporation dated March 4, 2009. The Applicant shall provide a refined noise study including a building shell analysis once building plans are available to determine exactly what noise attenuation measures are needed. Such study shall be submitted to the Environment and Development Review Branch of DPZ for review. Based on the findings of that report, the Applicant shall show noise impacted units on the site plan and shall provide the following noise attenuation measures, unless otherwise modified by the findings of the refined noise study.

A. In order to reduce interior noise to a level of approximately 45 dBA Ldn, dwelling units anticipated by the study to be impacted by traffic noise through windows and walls having levels projected to be greater than 70 dBA Ldn shall employ the following acoustical measures:

Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 45. Doors and glazing shall have a laboratory STC rating of at least 32 unless glazing constitutes more than 20% of any façade exposed to noise levels of up to 71.9 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of up to 34 as dictated by the percent of glass. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

B. In order to reduce interior noise to a level of approximately 45 dBA Ldn, dwelling units anticipated by the study to be impacted by highway noise having levels projected to be between 65 and 70 dBA Ldn, shall be constructed with the following acoustical measures:

Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of

65 to 70 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of up to 34 as dictated by the percent of glass. All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

AFFORDABLE HOUSING

27.26. Affordable Dwelling Units (“ADUs”). The Applicant shall provide ADUs on the Property equal to 5% of all dwelling units to be constructed on the Property. The ADUs shall be administered in accordance with Part 8 of Article 2 of the Zoning Ordinance.

28.27. Workforce Dwelling Units (“WDUs”). In addition to the number of ADUs provided, the Applicant shall provide housing units on the Property that will be leased and/or sold to future residents who have a median household income of up to 120% of the Area Median Income (“AMI”) for the currently defined Washington, D.C. Metropolitan Statistical Area as determined by the U.S. Department of Housing and Urban Development (such units hereafter referred to as “WDUs”). The number of WDUs to be provided on the Property shall be equal to 10% of all non-ADU and ADU bonus dwelling units to be constructed on the Property. The WDUs shall be administered as set forth in the Board of Supervisors Workforce Dwelling Unit Administrative Guidelines adopted October 15, 2007.

PUBLIC/COMMUNITY FACILITIES

28. ~~Park Authority~~Public/Community Space. The Applicant shall provide to Fairfax County (“the County”) an option to lease (with an initial term of 10 years) 3,000 square feet of ground floor space attached to the parking structure for public/community uses (the “Lease”). This 3,000 square feet of space shall be leased to the County rent free. The lease shall provide the option to renew for two – five year periods at 75% of market rate for comparable space. The specific use(s) of the space shall be agreed upon mutually by the County and the Applicant. The Applicant shall construct the space as a rough shell with utilities to meet building permit requirements and the County shall have the responsibility for completing its own betterments and improvements within the shell. The shell shall be completed and made available to the County prior to the issuance of the first RUP on the Property or as otherwise agreed to as part of the Lease. The form of the Lease shall be reviewed by the County Attorney and shall include commercially reasonable terms. The Applicant shall notify the County in writing within 60 days of final site plan approval for the residential building and parking structure and request confirmation of the County’s intent to lease and occupy the space. The County shall respond to the Applicant in writing within 60 days confirming its intent to lease and occupy the space or not to lease the space. In the event that the County decides not to lease or occupy the space, then this Proffer automatically shall expire, and the Applicant

thereafter shall be permitted to market and lease the 3,000 square foot space as Secondary Uses in the PRM District.

29. Athletic Field Contribution. In addition to the recreation facilities provided on-site, the Applicant shall ~~at the time of site plan approval~~ provide a contribution of ~~\$160,000.00~~ \$200,000.00 to the Board of Supervisors to be used for parks and/or ~~recreational~~ athletic facilities and fields in the vicinity of the Property, as determined by the Providence District Supervisor in consultation with the Providence District Athletic Fields Task Force. The Applicant shall make the contribution within 60 days of the approval of this rezoning.
30. Nottoway Nights. The Applicant shall provide a contribution of \$2,000 to the Nottoway Nights program. Such contribution shall be made through the Providence District Supervisor's office prior to the approval of the first site plan for the residential building and parking structure.
- ~~30.~~ 31. Public School Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, and revised July, 2006, the Applicant shall contribute \$11,548 per expected student (with a projected total of 23 students based on a ratio of 0.078 students per residential unit) to the Fairfax County School Board to be utilized for capital improvements to schools that any students generated by the Property will attend. Such contribution shall be made prior to the issuance of the first RUP for the Property and shall be based on the actual number of dwelling units built.

MISCELLANEOUS

- ~~31.~~ 32. Owners Association. Should the residential units be offered for individual sale, the Applicant shall cause the recordation of a declaration creating a condominium owners' association (referred to as the "COA"). The COA documents (including budgets provided in any offering or sale materials) shall disclose the various proffer and maintenance obligations set forth in these Proffers. Purchasers shall be advised in writing of these obligations, and other restrictions, prior to entering into a lease/contract of sale for units.
- ~~32.~~ 33. Escalation in Contribution Amounts. ~~For all proffers specifying contributions for the construction of improvements or facilities, the contribution amount shall escalate on a yearly basis from the base year of 2010 and change effective each January 1 thereafter, based on changes in the Marshall and Swift Building Cost Index.~~ Except for the amount to be contributed to the TDM Penalty Fund, all proffers specifying contribution amounts or budgets for operational expenses, including but not limited to, Proffer 13 (Transportation Demand Management), the contribution and/or budget amount shall escalate on a yearly basis from the base year of 2010 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) ("CPI-U"), both as permitted by Virginia State Code Section 15.2-2303.3.

~~33.34.~~ Advance Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.

~~34.35.~~ Severability. Pursuant to Section 18-204 of the Zoning Ordinance, any portion of the Property may be the subject of a proffered condition amendment (“PCA”), Special Exception (“SE”), Special Permit (“SP”), or Final Development Plan Amendment (“FDPA”) without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP or FDPA shall otherwise remain in full force and effect.

~~35.36.~~ Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their successors and assigns. Each reference to “Applicant” in this proffer statement shall include within its meaning and shall be binding upon Applicant’s successor(s) in interest and/or developer(s) of the site or any portion of the site.

~~36.37.~~ Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

[SIGNATURE ON THE NEXT PAGE]

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APPLICANT / TITLE OWNER OF TAX MAP
49-1 ((13)) 13, 14, 15, 16

SQUARE 1400, L.C.

By: Russell A. Hitt
Its: Manager

[SIGNATURE ENDS]

FINAL DEVELOPMENT PLAN CONDITIONS

FDP 2009-PR-002

July 15, 2009
September 8, 2010

If it is the intent of the Planning Commission to approve a high-rise residential development located at Tax Map Parcels 49-1 ((13)) 13-16, 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 Final Development Plan Amendment entitled "Square 1400, L.C.: Conceptual Development Plan/ Final Development Plan RZ 2009-PR-002" prepared by Dewberry & Davis LLC consisting of fourteen sheets dated January 15, 2009, as revised through July 6, 2009.
- 2.1. ~~Any landscaping within the area labeled "Potential Future Public Private Street" on the FDP that is removed shall be installed elsewhere on the site with equal type and quality to achieve a similar streetscape effect along the private access road between connecting Dorr Avenue and Prosperity Avenue as approved by Urban Forest Management August 24, 2010.~~
- 3.2. Any landscaping that is removed as a result of Final Sight Distance Engineering shall be installed elsewhere on the site with equal type and quality as approved by Urban Forest Management.
3. If determined necessary by the Virginia Department of Transportation (VDOT) at the time of site plan review, the median located on Prosperity Avenue shall be extended to the future signalized Dunn Loring Metro western entrance.
4. ~~The applicant shall privately maintain all raingardens, parks and open space shown on the FDP, in perpetuity.~~

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



**WALSH COLUCCI
LUBELEY EMRICH
& WALSH PC**

Elizabeth D. Baker
Land Use Coordinator
(703) 528-4700 Ext. 5414
ebaker@arl.thelandlawyers.com

May 5, 2010

Via Email and Hand Delivery

William O'Donnell
Zoning Evaluation Division
Fairfax County Department of Planning & Zoning
12055 Government Center Parkway Suite 801
Fairfax, Virginia 22035

Re: RZ 2009-PR-002
Applicant: Square 1400, L.C.

Dear Billy:

I am writing on behalf of Square 1400, L.C., the Applicant in the above-referenced rezoning application. The application was the subject of a public hearing before the Planning Commission on November 5, 2009. The Planning Commission deferred decision on the application to a date uncertain. Since that time, the Applicant has met with Staff from DPZ, FCDOT and VDOT as well as local officials to discuss the potential extension of Dorr Avenue to Prosperity Avenue. On Monday, May 3rd, a revised CDPA and FDPA, along with revised proffers, were submitted to DPZ. The proposed extension of Dorr Avenue is included in the plans and proffers.

The revised plan also requests a reduction of the required parking based on proximity to the Dunn Loring/Merrifield Metro station. Square 1400, L.C. proposes to provide parking at 1.24 spaces/unit instead of the 1.6 spaces/unit required in the Zoning Ordinance. However, the CDPA/FDPA provides for parking at the reduced rate or the standard rate, whichever may be approved by the Board of Supervisors pursuant to Paragraph 5 or 26 of Section 11-102 of the Zoning Ordinance. Parking at the reduced rate requires a four level parking garage while the standard parking rate dictates the need for a five level garage.

We ask that a decision on this application by the Planning Commission be scheduled. I have enclosed a copy of a revised statement of justification, along with a reduction of the CDPA/FDPA and proffers submitted previously. We look forward to working with you on completion of this application.

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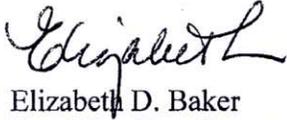
ATTORNEYS AT LAW

Page 2

Please call me with any questions.

Very truly yours,

WALSH, COLUCCI, LUBELEY, EMRICH & WALSH, P.C.



Elizabeth D. Baker
Land Use Coordinator

EDB:kkf
Enclosure

cc: Linda Smyth
Ken Lawrence
Kris Abrahamson
Patrick Kearney
Brett Hitt
Bill Marcotte
Gary Kirkbride
Robin Antonucci
Martin D. Walsh



**WALSH COLUCCI
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Elizabeth D. Baker
Land Use Coordinator
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May 5, 2010

Regina C. Coyle
Director, Zoning Evaluation Division
Fairfax County Department of Planning & Zoning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035

Re: Application for Rezoning
1400 Square, L.C. (the "Applicant")
Tax Map 49-1 ((13)) 13-16 (the "Application Property")

Dear Ms. Coyle:

This letter serves as a revised statement of justification for a rezoning application affecting a consolidation of 4.64 acres of property in the Merrifield area of Fairfax County. The Applicant and property owner, 1400 Square, L.C., seeks a rezoning from the I-4, Medium Intensity Industrial District, to the PRM, Planned Residential Mixed-Use District. In accord with the guidance of the Comprehensive Plan, the proposed rezoning creates a pedestrian-friendly and transit oriented residential community in keeping with the Merrifield vision set forth in the Comprehensive Plan.

The Application Property is located immediately south of Prosperity Avenue and west of Dorr Avenue. It is currently developed with three industrial/office buildings and associated surface parking lots. A total of six curb cuts exist along Dorr Avenue to provide access to existing uses. To the east across Dorr Avenue, property is developed with office and industrial warehouse uses. Similar warehouse and industrial uses are located to the south and west. Across Prosperity Avenue to the north lies Interstate 66. The Dunn Loring/Merrifield Metro Station is located approximately one-third ($\frac{1}{3}$) mile northeast of the Application Property.

The Applicant proposes developing an 11 story multifamily residential structure and associated four to five level parking structure. A total of 305 residential units are proposed, of which 15 percent will be provided as either affordable dwelling units (ADUs) or workforce dwelling units (WDUs). The new building would front directly onto Dorr Avenue and help establish a pedestrian friendly urban streetscape. Vehicle and bicycle parking spaces for residents and visitors are provided within a structure located to the rear of the building and are accessed from one point on Dorr Avenue. A small number of surface spaces are provided to the north of the building to provide short term convenience spaces. Loading spaces and emergency vehicle access are accommodated along the building's southern facade.

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ATTORNEYS AT LAW

The design on Sheet 3 of the accompanying Conceptual/Final Development Plan (CDP/FDP) provides for the future extension of Dorr Avenue from its current terminus through to Prosperity Avenue. While not included in the Comprehensive Plan, the connection of Dorr Avenue to Prosperity Avenue would improve circulation and connectivity throughout this portion of Merrifield. The new Dorr Avenue/Prosperity Avenue intersection would allow right turns in and out. Left turning movements would be restricted by a two foot concrete median in the center of Prosperity Avenue. Implementation of this design requires vacation/abandonment of a portion of the existing Dorr Avenue right-of-way, dedication by the Applicant of a 33 foot wide right-of-way and a small area of dedication from an adjacent property (Tax Map 49-1 ((13)) 19). Travel aisles on Parcel 19 would also need to be reconstructed to accommodate the design. The Applicant will construct these improvements provided the necessary rights-of-way and easements are available. Sheet 3A shows how Prosperity Avenue would develop without the extension of Dorr Avenue, while still reserving the right-of-way for street construction in the future.

The residential building has been designed to be high-quality and aesthetically pleasing. Conceptual elevations are included in the CDP/FDP. Interior resident amenities include an indoor fitness center, clubroom, media/entertainment area, business center and bicycle storage. The Applicant and its architect are committed to green building practices. This project will be designed and constructed so as to achieve Silver LEED certification, one of the first residential buildings in Fairfax County to commit to this high level certification.

Great care has been taken to locate and design the parking garage to minimize its impact on adjacent properties. The location of the garage serves as a barrier from the noise and activity associated with I-66 and helps create a private open space amenity area for residents. A one story commercial building is attached to the north and northeastern facades of the garage. This will provide a commercial presence on Prosperity Avenue. The Applicant has also committed to constructing the associated garage in a style that will resemble an occupied building rather than a garage. Each of the garage facades will include punched openings mimicking windows and will utilize a mixture of brick and pre-cast elements complementary to the residential structure.

Extensive open space and landscaping is proposed for the development as described below:

1. Streetscape sections and details as specified in the Comprehensive Plan are provided along both the Dorr and Prosperity Avenue frontages and along the two potential new streets made possible with this application. The section is comprised of a two foot refuge strip adjacent to the curb, a six (6) foot wide landscape strip, a six (6) foot wide sidewalk and approximately 22 feet of landscaping between the sidewalk and the building. Street trees and understory shrubs will be planted on either side of the sidewalk, subject to meeting sight distance requirements. Lighting, benches and trash receptacles are also provided to complete the pedestrian amenities.
2. A significant open space area is provided to the rear of the residential building offering an important amenity to future residents. This area will be edged with a garden

enclosure to create a more private enclave for the residents. With a combination of hardscape and softscape elements, this key amenity area provides space for a swimming pool and bathhouse, outdoor terraces and gathering areas, walking paths with a shade trellis, open lawn and passive activities.

3. While urban in nature, this proposal offers more than 49 percent open space, significantly more than the 20 percent open space required under the PRM District.

The redevelopment of the Application Property from an industrial/warehouse style to a high rise residential community with plenty of open space will result in a decrease in impervious surfaces. While storm water management is not currently provided on the site, quantity and quality requirements will be addressed with redevelopment through the reduction of impervious surfaces, the provision of a rain garden and/or tree box filters, both low impact, innovative solution to water quality.

The development is located within the area immediately adjacent to the core and within one-third ($\frac{1}{3}$) mile of the Transit Station. A comprehensive pedestrian network will help ensure that residents of this development can safely access the metro station and the existing and future services and amenities in the area. A strong Transportation Demand Management (TDM) program will be established to encourage walking, biking, carpooling and transit usage and reduce reliance on single occupancy vehicles. The stated goal of the Applicant's TDM Strategic Plan is to reduce peak hour single occupancy vehicles trips by 46%, more than double the 20% TDM reduction recommended in the Comprehensive Plan.

The CDPA/FDPA provides two options with regard to parking. Option A provides parking for multiple family dwellings at 1.6 spaces per unit, the minimum requirement in the Zoning Ordinance. This results in the need for 488 residential spaces and requires a five level garage. Option B provides parking at a reduced level of 1.24 spaces per unit and with 388 spaces allows the garage to be reduced from five to four levels. Option B is based on Section 11-102(5) of the Zoning Ordinance which allows the Board to reduce the number of off-street parking spaces required for developments within proximity to a mass transit station. Recent analyses by the Fairfax County Department of Transportation (FCDOT) of parking requirements proximate to mass transit stations, has led to recommendations in the Tysons Corner area to reduce parking requirements. Those FCDOT Staff recommendations propose that residential properties within $\frac{1}{4}$ - $\frac{1}{2}$ mile of a Metro station provide parking at a minimum rate of 1.1 spaces per efficiency or 1 bedroom unit; 1.35 spaces per 2 bedroom unit; and 1.6 spaces per 3 bedroom unit. The Applicant's proposal of 1.24 spaces per unit meets these recommendations. Paragraph 26 of Section 11-102 allows the Board to reduce off-street parking when a TDM program is proffered. As noted above, the Applicant has proffered a strong TDM program and believes the reduction in parking to be an important element in successfully reducing vehicle trips.

The 1400 Square, L.C. development is located within the Merrifield Suburban Center portion of the Area I Comprehensive Plan (the "Plan"). The Plan's future vision identifies Merrifield as a Suburban Center with the Dunn Loring/Merrifield Transit Station Area developed as a core area. Plan. The Application Property is specifically within Sub-unit C-4. The

Comprehensive Plan text for Sub-unit C-4 recommends industrial office and warehouse uses, but also includes two options. The first option recommends redevelopment with office uses with support retail and services uses up to a .85 FAR. As a second option, mixed uses and/or residential uses are recommended with an FAR of 1.35 and a maximum building height of 115 feet when development is not integrated with structured parking. Consolidation of at least four acres is encouraged. The Plan recommends that parking structures be located below or behind the building and that residential developments include ADUs.

The proposed multi-family residential development is in conformance with the objectives and guidelines of the Comprehensive Plan. With 4.64 acres, the proposal meets the consolidation criteria. The Applicant proposes a height of 115 feet and an FAR of 1.35, exclusive of ADUs and bonus units. The parking garage has been located to the rear of the building from the Dorr Avenue frontage, which serves as the buildings address, front door and access point. A low rise commercial building faces Prosperity Avenue and the garage facades behind it have been designed to look like an occupied building and to be harmonious with the residential structure.

Furthermore, needed affordable dwelling units and work force dwelling units will be created with the approval of this proposal. The Applicant is committed to the inclusion of a significant component of affordable/workforce dwellings. Even though this high-rise building is exempt from the Zoning Ordinance requirement to provide ADUs, the Applicant has committed to provide a full 5% of the dwelling units as ADUs. Another 10% of the non-ADU and bonus units will be provided as WDUs. This commitment of 15% exceeds the County's current policy seeking 12% workforce housing in new urban residential developments.

The Applicant is committed to developing a high quality, environmentally sensitive project as demonstrated through its detailed site layout, features and proffers. An analysis of the residential development criteria is enclosed.

To the best of our knowledge, there are no known hazardous or toxic materials on the Application Property or are there any planned with the proposed use. Furthermore, to the best of our knowledge and belief, the proposed use will be in conformance with all applicable ordinances, regulations and adopted standards with the following exception requested below:

1. The Applicant hereby requests a modification of the requirements for loading spaces in favor of those shown on the CDP/FDP pursuant to Section 11-201 and 11-203 of the Zoning Ordinance.
2. The Applicant hereby requests a reduction of the requirements for off-street parking for multi-family dwellings to 1.24 parking spaces per unit pursuant to Paragraph 5 and/or Paragraph 26 of Section 11-102 of the Zoning Ordinance.

The proposed rezoning implements the vision of the Comprehensive Plan to create more attractive and functionally efficient mixed-use area with a pedestrian-friendly and transit oriented environment. The proposed development creates an exciting community where people can live and play in easy walking distance to transit and employment opportunities. A high level of detail

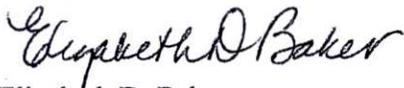
Justification
Page 5

to site design as well as commitments to architectural style, garage façade treatment, Silver LEED certification, TDM strategies, affordable and workforce housing exceeding County expectations, residential amenities and the provision of private open space will create an exceptional residential opportunity to help transform Merrifield from an aging industrial area in to a vibrant urban community.

Thank you very much for your attention to this matter. Should you require any additional information, please call me.

Very truly yours,

WALSH, COLUCCI, LUBELEY, EMRICH & WALSH, P.C.



Elizabeth D. Baker
Land Use Coordinator



County of Fairfax, Virginia

MEMORANDUM

DATE: July 29, 2010

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

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

SUBJECT: Land Use Analysis and Environmental Assessment Addendum:
CDP/FDP/RZ 2009-PR-002, Square 1400, L.C.

This addendum, prepared by Jennifer Bonnette, is based on staff's review of the revised Concept Development Plan (CDP), Final Development Plan (FDP) and Rezoning (RZ) applicant dated January 15, 2009 as revised through July 12, 2010 and the latest proffers dated July 12, 2010.

BACKGROUND

The Comprehensive Plan Land Use Analysis and Environmental Assessment dated June 23, 2009 found that the proposed use, intensity, site and architectural design were in general conformance with the Plan. Outstanding issues included:

- Demonstrating whether the Comprehensive Plan's streetscaping guidelines could be met if the existing private access road became a public or private street in the future.
- Extending the proposed rear garden enclosure further to the south to avoid creating an undesirable space in the southwest corner of the property.
- A recommendation that the applicant's contribution to support park facilities be used for the establishment of future parkland in Land Unit C of the Merrifield Suburban Center.
- Committing to doing a refined noise study and building shell analysis for the proposed residential building, subject to the approval of the Department of Planning and Zoning's Environment and Development Review Branch (EDRB).

DISCUSSION

The revised submission does not alter the site layout or design of the residential building and private outdoor recreational area, however several other changes have been made.

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



- The applicant is now proposing to incorporate approximately 3,000 square feet of commercial/quasi-public space along the northern and eastern sides of the parking garage. The one story, 20 foot tall space will front on Prosperity Avenue and Dorr Avenue (or the Private Access Road if Dorr Avenue is not extended). This change will help to create more activity along the two streets, screen the parking garage at ground level and meets the Comprehensive Plan guidance encouraging support retail and service uses to serve the surrounding area. However, it is recommended that the allowable uses for this space be broadened to include options such as an art studio or gallery, or for Fairfax County Park Authority programming. Additionally, this space should be reconfigured to make the space more usable and increase the likelihood that it will be leased.
- The applicant has made a greater commitment to pursuing an extension of Dorr Avenue to Prosperity Avenue, which will further the street network near the Dunn Loring/Merrifield Metro Station. The revised plans show that streetscaping to meet the Cross Street streetscaping guidelines can be met on both sides of an extended Dorr Avenue. If the event that the extension can not be constructed, the applicant has shown an alternative site design that incorporates the streetscaping guidelines.
- The applicant is pursuing a parking reduction concurrent with this application and proposes to provide 389 parking spaces rather than the required 499 spaces to serve the residential and commercial/quasi-public uses. A majority of the spaces will be provided in the proposed parking garage. In transit-oriented development (TOD) areas, the Comprehensive Plan encourages the use of maximum parking requirements, shared use of parking facilities, and a variety of techniques to reduce automobile usage. Parking reductions in TODs are desirable as a means to encourage transit usage. It is recommended that the applicant provide a layout of the parking garage that demonstrates the proposed vehicular circulation. The proposed parking reduction is subject to review by the Fairfax County Department of Transportation and Department of Public Works and Environmental Services.
- The proposed rear garden enclosure has been extended further to the south to enclose the entire open space area behind the residential building.
- It is recommended that the applicant's contribution to support park facilities be used for the establishment of future parkland in Land Unit C of the Merrifield Suburban Center, unless a furnished indoor park facility is provided in the proposed commercial/quasi-public space.
- The applicant has committed to doing a refined noise study and building shell analysis for the proposed residential building, subject to the approval of the Department of Planning and Zoning's Environment and Development Review Branch (EDRB).

PGN: JRB

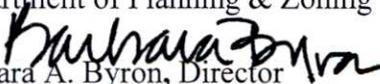


County of Fairfax, Virginia

MEMORANDUM

DATE: August 19, 2010

TO: Regina Coyle, Director,
Zoning Evaluation Division
Department of Planning & Zoning

FROM: 
Barbara A. Byron, Director
Office of Community Revitalization and Reinvestment

SUBJECT: Square 1400, L.C. – Comments on RZ/FDP 2009-PR-002

The Office of Community Revitalization and Reinvestment (OCRR) has reviewed the above referenced rezoning application including the revised development plans date stamped as “Received Department of Planning and Zoning, May 5, 2010”. The applicant has addressed several of OCRR’s concerns in this resubmittal by adding ground floor retail space on the northeast corner of the garage and providing an enclosure on the private open space.

The site is located in Sub-Unit C-4 of the Merrifield Suburban Center, adjacent to Dorr and Prosperity Avenues. Nearby properties are developed with light industrial or office uses, and many of these sites are not expected to redevelop in the near future. The Comprehensive Plan provides two options for development in Sub-Unit C-4. Option 1 is for office with support retail and services up to 0.85 FAR and Option 2 allows mixed-uses and/or residential up to 1.35 FAR.

The reconfiguration of the retail space is an improvement over the original configuration, and makes the space more usable. OCRR supports the Applicant leasing the space to the county free of charge, but suggests this arrangement be permanent, as the use of this space is in lieu of contributions to the Park Authority.

CC: William O’Donnell, Staff Coordinator, DPZ/ZED
OCRR File





County of Fairfax, Virginia

MEMORANDUM

DATE: August 23, 2010

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

FROM: John A. Friedman, P.E., Director *JAF*
Code Analysis – Land Development Services
Department of Public Works and Environmental Services

SUBJECT: Rezoning Application #RZ/FDP 2009-PR-002, Square 1400 L.C., Providence District

The Department of Public Works and Environmental Services (DPWES) has been requested to advise the Department of Planning and Zoning on the disposition of the Parking Reduction Request (7813-PKS-003-1) for Square 1400 L.C. which is related to the subject zoning action. The parking reduction request will be forwarded to the Board of Supervisors for their consideration as an Action Item for the September 28, 2010, Board Meeting. Staff will be recommending approval of the parking reduction pursuant to paragraph 5 Section 11-102 of the Zoning Ordinance subject to the attached conditions,. Please note that the conditions are in draft form and subject to changes. Also note there are design issues with the parking garage that need to be resolved either with the rezoning application or at the time of site plan approval. It is recommended that the design issues be addressed with the CDP/FDP so that it is clearly understood if the proposed ½ floor of the parking garage needs to be expanded. It is further recommended that proposed condition #6 of the parking reduction be incorporated into the TDM proffer to assure that it is addressed with the final TDM program details.

The proposed development consists of one residential building with a separate parking garage that includes approximately 3,000 square feet of quasi-public space. The site is proposed to be rezoned to a PRM Planned Residential Mixed Use District. The site is located approximately 3/8 of a mile from the Dunn Loring Metro Station and is being designed as a transit oriented development with a Transportation Demand Management program. The applicant is requesting a 22.5 per cent reduction (118 spaces) of the required parking of 524 spaces (1.6 spaces per dwelling unit) for the proposed 327 unit residential building. The 327 units consist of 255 one bedroom units and 72 two bedroom units. The applicant proposes to provide a minimum of 406 spaces which results in a ratio of 1.24 spaces per dwelling unit. The Fairfax County Department of Transportation (FCDOT) has provided DPWES with recommended residential parking ranges for transit oriented developments based on the number of bedrooms per unit and distance to the mass transit station. Per FCDOT's recommendation, a minimum of 378 spaces and a maximum of 480 spaces are appropriate for this development. The 406 spaces proposed falls within the lower third of this range. The quasi-public space will be

Department of Public Works and Environmental Services

Code Analysis - Land Development Services

12055 Government Center Parkway, Suite 608

Fairfax, VA 22035-5506

Phone: 703-324-1720 TTY: 711 Fax: 703-324-5365

www.fairfaxcounty.gov/dpwes



William O'Donnell
RZ/FDP 2009-PR-002
Page 2

parked at code estimated to be 11 spaces. Based on the consistency of the requested reduction with FCDOT's recommendation, staff will be recommending approval of the requested reduction of required parking to the Board based on proximity to a mass transit station.

In reviewing the design of the proposed parking garage, it was noted that eight of the proposed spaces are too close to a wall at the dead end of a parking row likely rendering them unusable and the reconfiguration of the quasi-public space will eliminate a minimum of seven spaces. As a result, the proposed design does not provide the required number of spaces for the proposed reduction. Additionally, the parking garage layout provided by the applicant does not show any van accessible handicapped spaces. These design issues need to be resolved either with the rezoning application or at the time of site plan approval.

Please contact me at 703-324-1720 if you have any questions.

Attachment: Proposed Conditions 7813-PKS-003-1

cc: Martha Coello, Fairfax County Department of Transportation
Michael E. Jollon, Fairfax County Department of Transportation

Proposed Conditions
7813-PKS-003-1

1. A minimum of 406 parking spaces plus any additional spaces that may be required under condition #3 below must be maintained at all times at build-out for the Square 1400 L.C. development (RZ/FDP 2009-PR-002) to serve the residential dwelling units.
2. There shall be a maximum of 327 residential dwelling units.
3. The following mix of residential dwelling units is permitted per this parking reduction for the minimum 406 parking spaces.
 - 255 one bedroom units
 - 72 two bedroom units

In the event the mix of units changes, one additional parking space shall be provided for every 3.5 additional two bedroom units or fraction thereof.

4. Any additional uses must be parked at code and these uses must not exceed the approved F.A.R.
5. Any parking spaces for vanpools and car-sharing vendors (such as ZipCar/FlexCar) shall be in addition to the minimum required spaces for the residential and quasi-public use.
6. The Transportation Demand Management (TDM) program proffered in conjunction with the approval of the Square 1400 L.C. development (RZ/FDP 2009-PR-002) must be implemented. The number of residential units occupied and the number of residential spaces leased/purchased broken out by building shall be included as part of the annual report for the TDM program.
7. The current owners, their successors, or assigns of the parcels identified as Tax Map Numbers 49-1 ((13)) 13, 14, 15 & 16 on Fairfax County Property Maps shall submit a parking space utilization study for review and approval by the Board at any time in the future that the Zoning Administrator so requests. Following review of that study, or if a study is not submitted within 90 days after being requested, the Board may rescind this parking reduction or require alternative measures to satisfy parking needs, which may include requiring all uses to comply with the full parking spaces requirements as specified in Article 11 of the Zoning Ordinance.
8. All parking utilization studies prepared in response to a request by the Zoning Administrator shall be based on applicable requirements of the County Code and the Zoning Ordinance in effect at the time of said parking utilization study submission.
9. All parking provided shall be in accordance with applicable requirements of Article 11 of Zoning Ordinance and the Fairfax County Public Facilities Manual, including the provisions referencing the Americans with Disabilities Act.
10. The conditions of approval of this parking reduction shall be binding on the successors of the current owners and/or other applicants and be recorded in the Fairfax County land records in a form acceptable to the County Attorney.



County of Fairfax, Virginia

MEMORANDUM

DATE: August 18, 2010

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

FROM: Angela Kadar Rodeheaver, Chief
Site Analysis Section, DOT *MAI for AKR*

FILE: 3-4(RZ 2009-PR-002)

SUBJECT: ADDENDUM: RZ 2009-PR-002/FDP 2009-PR-002; Square 1400
Land Identification Map: 49-1-((13)-13, 14, 15, and 16

This department has reviewed the rezoning plat revised through August 11, 2010 and proffers dated August 11, 2010. We offer the following comments:

- The applicant has committed to pursuing the construction of the extension of Dorr Avenue. However, it is recommended that an escrow towards the construction of the extension be provided in the event that the extension cannot be completed.
- VDOT's memo indicates that the applicant's proposed median for Prosperity Avenue and accompanying transitions will need to be lengthened to meet design speed standards. The applicant has not addressed this issue, but it is expected that such a revision to the median and transitions will increase the extent offsite improvements needed.
- Additionally, FCDOT continues to recommend that the applicant extend the median to the future signalized Metro entrance. While VDOT is willing to accept a median terminating before this point, it remains FCDOT's position that the recommended design would better facilitate the transition between undivided and divided sections of the roadway.
- Sight distance is encumbered by proposed landscaping. This issue may be revisited at site plan.

AKR/MEC



COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION

GREGORY A. WHIRLEY
COMMISSIONER

14685 Avion Parkway
Chantilly, VA 20151
(703) 383-VDOT (8368)

September 9, 2010

Ms. Regina Coyle
Director of Planning and Zoning
Office of Comprehensive Planning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5511

Re: RZ/FDP 2009-PR-002 Square 1400, L.C.
Tax Map # 49-1((13)) 0013, 14, 15 & 16
Fairfax County

Dear Ms. Coyle:

I have reviewed the above plan submitted on August 24, 2010, and received on August 24, 2010. Please refer to my previous comments for any items related to the proposed roadway design which will need to be addressed on the site plan. The following comments are offered:

1. The northern site entrance on the Alternate Plan can not be immediately adjacent to the cul-de-sac. A separation between the entrance radius and the cul-de-sac radius needs to be provided.
2. Due to the limited sight lines, no on-street parking should be designed within areas of entrance sight lines of the northern entrance.
3. The entrance widths are not properly measured. The entrance widths are to be measured across the end of the entrance radii, not at the right of way line.
4. All entrance radii will be required to meet the entrance type at the time of the site plan design.

If you have any questions, please call me at (703)383-2424.

Sincerely,

Kevin Nelson
Transportation Engineer

cc: Ms. Angela Rodeheaver
fairfaxrezoning2009-PR-002rz6Square1400LC9-9-10RC

We Keep Virginia Moving



COMMONWEALTH of VIRGINIA
DEPARTMENT OF TRANSPORTATION

GREGORY A. WHIRLEY
COMMISSIONER

14685 Avion Parkway
Chantilly, VA 20151
(703) 383-VDOT (8368)

July 30, 2010

Ms. Regina Coyle
Director of Planning and Zoning
Office of Comprehensive Planning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5511

Re: RZ/FDP 2009-PR-002 Square 1400, L.C.
Tax Map # 49-1((13)) 0013, 14, 15 & 16
Fairfax County

Dear Ms. Coyle:

I have reviewed the above plan submitted on July 14, 2010, and received on July 19, 2010. Please refer to my previous comments for any items related to the proposed roadway design which will need to be addressed on the site plan. Also, the median and curblane transitions along Prosperity Drive need to be lengthened to meet the design speed along this street. All of the transition is on the northbound side and this shift needs to be used for the calculation.

If you have any questions, please call me at (703)383-2424.

Sincerely,

A handwritten signature in black ink that reads "Kevin Nelson".

Kevin Nelson
Transportation Engineer

cc: Ms. Angela Rodeheaver
fairfaxrezoning2009-PR-002rz5Square1400LC7-30-10RC



COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION

DAVID S. EKERN, P.E.
COMMISSIONER

14685 Avion Parkway
Chantilly, VA 20151
(703) 383-VDOT (8368)

June 23, 2009

Ms. Regina Coyle
Director of Planning and Zoning
Office of Comprehensive Planning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5511

Re: RZ/FDP 2009-PR-002 Square 1400, L.C.
Tax Map # 49-1((13)) 0013, 14, 15 & 16
Fairfax County

Dear Ms. Coyle:

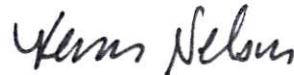
I have reviewed the above plan submitted on June 16, 2009, and received on June 16, 2009. The following comments are offered:

1. The Transportation Proffer contributions appear lacking based on the number of units this development is proposing.
2. Any trees within proposed entrance sight lines shall be moved outside of the pedestrian facilities and out of the sight lines.
3. All entrances utilizing service vehicles should have 35' radii.
4. The proposed landscaping does not meet the clear zone or sight distance requirements for the entrances. This includes entrances impacted along Prosperity Avenue.
5. The entrance radii shown do not meet the VDOT minimums. Minimum radii for CG-11 entrances shall meet VDOT standards current at the time the site plan is submitted.
6. The shrubs adjacent to the proposed on street parking areas do not provide any access to the sidewalk from the spaces. The landscaping shall be reduced to permit access to the sidewalks.
7. In Proffer 7 guest parking for the site is not addressed. If parking is reduced, where are guest expected to park. Not all guests will arrive by Metro.

8. Proffer 11.A.(i) should list the right of way width as 33'-39'. Drainage has not been evaluated and if drainage is necessary along the extension, additional right of way will be necessary. This must be changed to avoid the problem which occurred on another similar site.
9. The last sentence in Proffer 11.A.(ii) should be removed.
10. Proffer 11.B.(iv)b. should list the right of way width as 33'-39'. Drainage has not been evaluated and if drainage is necessary along the extension, additional right of way will be necessary. This must be changed to avoid the problem which occurred on another similar site.
11. Proffer 11.B.(iv)c. should state the roadway will meet current VDOT standards at the time of site plan submission.
12. Proffer 11 does not seem to clearly state the applicant will construct the street extension.
13. The contributions in Proffer 13 appear to be minimal at best.
14. Proffer 15 should indicate any landscaping within or impacting the VDOT right of way is subject to VDOT approval on the site plans.

If you have any questions, please call me at (703)383-2424.

Sincerely,



Kevin Nelson
Transportation Engineer

cc: Ms. Angela Rodeheaver
fairfaxrezoning2009-PR-002rz4Square1400LC7-1-10RC



FAIRFAX COUNTY PARK AUTHORITY

M E M O R A N D U M

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

FROM: Sandy Stallman, Manager
Park Planning Branch 

DATE: June 10, 2010

SUBJECT: RZ/FDP 2009-PR-002, Square 1400, L.C. – **Addendum #2**
Tax Map Number(s): 49-1 (913)) 13, 14, 15, & 16

The Fairfax County Park Authority previously provided comments in memos dated March 4, 2009 and May 6, 2009 on the above referenced plan. Park Authority staff has reviewed the revised plans, proffers and statement of justification dated May 3, 2010 and provides the following comments:

Recreational Impact of Residential Development

With the Countywide Comprehensive Policy Plan as a guide (Appendix 9, #6 of the Land Use section, as well as Objective 6, Policy a, b and c of the Parks and Recreation section), the Park Authority requests a fair share contribution of \$893 per new resident with any residential rezoning application to offset impacts to park and recreation service levels. This allows the Park Authority to build additional facilities needed as the population increases.

The Park Authority requested contribution was approximately \$1,804 per unit or \$550,177. The Park Authority contribution (Proffer #29) indicates that \$160,000 will be provided to the Board of Supervisors to be used for parks and/or recreational facilities in the vicinity of the property. This amount is significantly less than what was determined to be necessary to offset the impacts of this new residential development.

Due to rising construction costs over the past several years, \$160,000 is not enough to allow the Park Authority to build adequate recreational facilities to meet the needs of the new residents that will live in the proposed development. The onsite recreational amenities (outdoor swimming pool, patio, lawn area) will only be open three months out of the year and the enhanced streetscape along Prosperity Avenue does not offset other recreational needs.

Urban Parks

The Merrifield Suburban Center Areawide guidelines and the Park and Recreation element of the Policy Plan support the concept of integrating urban-scale public open spaces into new developments. The Plan text for Sub-Unit C4 specifically states the following (Comprehensive Plan, Merrifield Suburban Center, Land Unit Recommendations, Land Unit C, Sub-Unit C-4, Option 2, pp. 67):

“...contributions should be made for the purchase of public parkland within Land Unit C or to provide improvements to nearby parks. As an alternative, open space amenities could be incorporated into the development, such as the provision of an urban park that could be privately owned, provided it is accessible for public use.”

The revised plans and proffers have removed the two publicly-accessible urban parks linked by a rain garden and open space on the north side of the subject property along Prosperity Avenue and the Dorr Avenue cul de sac. While this location was not ideal as noted in our previous comments, the revised plan shows no urban park onsite. Therefore, in order to meet the Comprehensive Plan conditions, the applicant should provide funds to be used towards the purchase of new public parkland within Land Unit C.

Applying the Park Authority Board adopted Urban Parkland Standard of 1.5 acres per 1000 residents; the proposed development generates the need for about one acre of urban parkland. The monetary contribution to the Park Authority should allow for market rate purchase of one acre of land within Land Unit C.

SUMMARY OF RECOMMENDATIONS

The section summarizes the recommendations included in the preceding analysis section.

- The applicant should contribute \$550,177 to the Fairfax County Park Authority for the construction of new park facilities in the service area of the subject property to offset impacts to park and recreation service levels.
- The applicant should contribute funds to the Fairfax County Park Authority to be used towards the purchase of one acre of new public parkland within Land Unit C.

FCPA Reviewer: Andi Dorlester
DPZ Coordinator: William O'Donnell

Copy: Chron Binder
File Copy



County of Fairfax, Virginia

MEMORANDUM

DATE: August 16, 2010

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

FROM: Beth Forbes, Stormwater Engineer *BF*
Stormwater and Geotechnical Section
Environmental and Site Review Division
Department of Public Works and Environmental Services

SUBJECT: Rezoning and Final Development Plan Application #RZ/FDP 2009-PR-002,
Square 1400, Conceptual/Final Development Plan dated August 11, 2010,
LDS Project #7813-ZONA-001-A-3, Tax Map #49-1-13-0013 through -0016,
Providence District

We have reviewed the subject application and offer the following comments related to stormwater management.

Chesapeake Bay Preservation Ordinance (CBPO)

There is no Resource Protection Area on the site. A sand filter currently provides water quality controls at this site; the facility will be removed when the site is redeveloped.

Since there is a significant decrease in imperviousness with the proposed redevelopment, the water quality requirements can be met by retaining the current phosphorus load reduction (PFM 6-0401.2C). The applicant has proffered to provide a 17% phosphorus load reduction, more than the existing sand filter provides. A bioretention facility and 2 possible tree box filters have been located on the plan. The applicant feels that the tree box filters will not be necessary if Dorr Avenue is not extended. Given the new impervious area added during a previous revision (grasscrete accessway to the bioretention filter), a tree box filter may be required for the alternative plan in order to meet the proffer.

Floodplain

There is no floodplain on the site.

Downstream Drainage Complaints

There are no downstream drainage complaints on file.

Department of Public Works and Environmental Services
Land Development Services, Environmental and Site Review Division
12055 Government Center Parkway, Suite 535
Fairfax, Virginia 22035-5503
Phone 703-324-1720 • TTY 711 • FAX 703-324-8359



William O'Donnell, Staff Coordinator
Rezoning and FDP Application RZ/FDP 2009-PR-002, Square 1400
August 16, 2010
Page 2 of 2

Stormwater Detention

Since the imperviousness of the site is being decreased, the detention requirements can be met as long as adequate outfall is provided. Nonetheless, a bioretention filter is depicted on the plan.

The applicant has proffered to provide a 25% reduction in the site's total runoff as compared to the current development. Most of this reduction can be accomplished by the proposed reduction in impervious surfaces. The remainder of the reduction can be provided by the bioretention filter. At site plan submission, the total amount of storage available will be evident when the invert elevation of the filter's underdrain is known.

Site Outfall

An outfall narrative encompassing the scope of review for site plans is included. A description of the outfall, including information on its condition and stability, at the point where the contributing drainage area is 100 times the site area has been included. The information seems to be in conflict with the Draft Accotink Creek Watershed Management Plan (2008). The watershed plan identifies the banks of the stream immediately south of I-66, as well as Long Branch between I-66 and Hilltop Road, as unstable.

Justification for the drainage diversion must be provided with the site plan submission (PFM 6-0202.2A).

Stormwater Planning

The Accotink Watershed Plan is under development.

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

BF/

cc: Craig Carinci, Director, Stormwater Planning Division, DPWES
Jeremiah Stonefield, Chief, Stormwater & Geotechnical Section, ESRD, DPWES
Elfatih Salim, Stormwater Engineer, ESRD, DPWES
Zoning Application File

REZONING AFFIDAVIT

DATE: August 17, 2010
 (enter date affidavit is notarized)

I, Elizabeth D. Baker, agent, do hereby state that I am an
 (enter name of applicant or authorized agent)

(check one) applicant
 applicant's authorized agent listed in Par. 1(a) below 103420e

in Application No.(s): RZ 2009-PR-002
 (enter County-assigned application number(s), e.g. RZ 88-V-001)

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

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

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Square 1400, L.C.	2900 Fairview Park Drive Falls Church, VA 22042	Applicant/Title Owner of Tax Map 49-1 ((13)) 13, 14, 15, 16
Agents:		
Patrick J. Kearney		
William R. Marcotte		
James Cabell Fooshe		
Brett R. Hitt		
Russell A. Hitt		

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

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Rezoning Attachment to Par. 1(a)DATE: August 17, 2010
(enter date affidavit is notarized)

103420e

for Application No. (s): RZ 2009-PR-002
(enter County-assigned application number (s))

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
SBE & Associates, Inc. f/k/a Sheridan, Behm, Eustice & Associates, Ltd.	3440 Fairfax Drive Arlington, Virginia 22210	Architect/Agent
Agents: Fredrick E. Sheridan Michael C. Stevens		
Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.	2200 Clarendon Boulevard 13th Floor Arlington, Virginia 22201	Attorneys/Planners/Agent
Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Elizabeth D. Baker Inda E. Stagg Kara M. Whisler Megan C. Shilling Elizabeth A. McKeeby		
Dewberry & Davis LLC	8401 Arlington Boulevard Fairfax, Virginia 22031	Engineers/Planners/Agent
Agents: Lawrence A. McDermott (former) Gary W. Kirkbride Andrea R. Crossett formerly Andrea R. Walstrom Philip G. Yates Andrea C. Spruch		
M.J. Wells & Associates, Inc.	1420 Spring Hill Road, Suite 600 McLean, Virginia 22102	Transportation Consultant/ Agent
Agents: Robin L. Antonucci William F. Johnson		

(check if applicable)

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

Rezoning Attachment to Par. 1(a)

DATE: August 17, 2010
(enter date affidavit is notarized)

103420e

for Application No. (s): RZ 2009-PR-002
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(NOTE): All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Polysonics Corp. Agents: George (nmi) Spano Daniel A. Oldakowski	5115 MacArthur Boulevard, NW Washington, DC 20016	Noise Consultant/Agent
Urban Trans Consultants, Inc. Agents: Justin B. Schor Courtney J. Kulyk	1140 Connecticut Avenue, NW, #777 Washington, DC 20036	TDM Consultant/Agent

(check if applicable)

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

REZONING AFFIDAVIT

DATE: August 17, 2010
(enter date affidavit is notarized)

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for Application No. (s): RZ 2009-PR-002
(enter County-assigned application number(s))

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

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

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Square 1400, L.C.
2900 Fairview Park Drive
Falls Church, VA 22042

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Manager: Russell A. Hitt
Members: Russell A. Hitt; Brett R. Hitt; James E. Millar, Jr.; Russell A. Hitt, Trustee of the Russell A. Hitt Revocable Trust under Amended and Restated Trust Agreement dated November 11, 1994 f/b/o Russell A. Hitt; [continued]

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

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

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

Rezoning Attachment to Par. 1(b)

DATE: August 17, 2010
(enter date affidavit is notarized)

103420e

for Application No. (s): RZ 2009-PR-002
(enter County-assigned application number (s))

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

Square 1400, L.C. (continued)
2900 Fairview Park Drive
Falls Church, VA 22042

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Members [continued]: Brett R. Hitt, Trustee of the Brett Hitt Family Trust II under Amended and Restated Trust Agreement dated July 1, 2000 f/b/o Brett R. Hitt, Kristen D. Hitt, Avery J. Hitt, Blaine M. Hitt, Cullen A. Hitt and Mason W. Hitt; James E. Millar, Jr., Trustee of the Millar Family Trust II under Amended and Restated Trust Agreement dated July 1, 2000 f/b/o James E. Millar, Jr., Tracy H. Millar, Brady T. Millar, Campbell L. Millar, James E. Millar, III, and McKenzie D. Millar.

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

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

SBE & Associates, Inc. f/k/a Sheridan, Behm, Eustice & Associates, Ltd.
3440 Fairfax Drive
Arlington, Virginia 22210

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Fredrick E. Sheridan
Estate of Robert F. Behm f/b/o Paula Behm & Janet Behm
Brock C. Eustice

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

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

Rezoning Attachment to Par. 1(b)

DATE: August 17, 2010
(enter date affidavit is notarized)

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for Application No. (s): RZ 2009-PR-002
(enter County-assigned application number (s))

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

Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.
2200 Clarendon Boulevard, 13th Floor
Arlington, Virginia 22201

DESCRIPTION OF CORPORATION: (check one statement)

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

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

David J. Bomgardner, E. Andrew Burcher, Thomas J. Colucci, Peter M. Dolan, Jr., Jay du Von, Jerry K. Emrich, William A. Fogarty, John H. Foote, H. Mark Goetzman, Bryan H. Guidash, Michael D. Lubeley, J. Randall Minchew, M. Catharine Puskar, John E. Rinaldi, Lynne J. Strobel, Garth M. Wainman, Nan E. Walsh, Martin D. Walsh

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

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

Dewberry & Davis LLC
8401 Arlington Boulevard
Fairfax, Virginia 22031

DESCRIPTION OF CORPORATION: (check one statement)

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

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

The Dewberry Companies LC, Member
James L. Beight, Member
Dennis M. Couture, Member

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

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

Rezoning Attachment to Par. 1(b)

DATE: August 17, 2010
(enter date affidavit is notarized)

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for Application No. (s): RZ 2009-PR-002
(enter County-assigned application number (s))

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

The Dewberry Companies LC
8401 Arlington Boulevard
Fairfax, Virginia 22031

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Members: Sidney O. Dewberry, Barry K. Dewberry, Karen S. Grand Pre, Thomas L. Dewberry, The Michael S. Dewberry Credit Shelter Trust u/a/d 11/23/05 (f/b/o 4 minor children of Michael S. Dewberry)
Former Members: Michael S. Dewberry (deceased) and The Michael S. Dewberry Revocable Trust u/a/d 11/23/05 f/b/o The Stephanie A. Dewberry Marital Deduction Trust u/a/d 11/23/05 (f/b/o Stephanie A. Dewberry)

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

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

M.J. Wells & Associates, Inc.
1420 Spring Hill Road, Suite 600
McLean, Virginia 22102

DESCRIPTION OF CORPORATION: (check one statement)

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

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

M.J. Wells & Associates, Inc. Employee Stock Ownership Trust. All employees are eligible plan participants; however, no one employee owns more than 10% of any class of stock.

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

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

Rezoning Attachment to Par. 1(b)

DATE: August 17, 2010
(enter date affidavit is notarized)

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for Application No. (s): RZ 2009-PR-002
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Polysonics Corp.
5115 MacArthur Boulevard, NW
Washington, DC 20016

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Gordon E. Jacobs, Denise A. Jacobs

=====

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

=====

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

Urban Trans Consultants, Inc.
1140 Connecticut Avenue, NW, #777
Washington, DC 20036

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Stuart M. Anderson, Joddie A. Gray, Justin B. Schor, Brendon Harrington, Fox Chung, Micha Stone, Jessica Hindman

=====

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

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

REZONING AFFIDAVIT

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

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)
None

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

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

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

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

REZONING AFFIDAVIT

DATE: August 17, 2010
(enter date affidavit is notarized)

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for Application No. (s): RZ 2009-PR-002
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1(d). One of the following boxes **must** be checked:

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

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

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

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

None

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

REZONING AFFIDAVIT

DATE: August 17, 2010
(enter date affidavit is notarized)

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for Application No. (s): RZ 2009-PR-002
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3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

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

Brett R. Hitt, listed in Par. 1(a) and 1(b) of this application for Square 1400, L.C., the applicant, donated in excess of \$100 to Pat Herry for Congress.

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

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

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

WITNESS the following signature:

(check one)

Elizabeth D. Baker
[] Applicant [x] Applicant's Authorized Agent

Elizabeth D. Baker, agent
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 17 day of August 2010, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin
Notary Public

My commission expires: 11/30/2011

