



APPLICATION ACCEPTED: July 26, 2010
APPLICATION AMENDED: November 8, 2010
PLANNING COMMISSION: January 13, 2011
BOARD OF SUPERVISORS: January 25, 2011 @ 3:30 PM

County of Fairfax, Virginia

CRA

December 29, 2010

STAFF REPORT

APPLICATIONS PCA/FDPA 2005-PR-041

PROVIDENCE DISTRICT

APPLICANT: Eskridge (E & A) LLC

PRESENT ZONING: PDC , HC

REQUESTED ZONING: PDC, HC

ACREAGE: 7.42 acres

PARCEL(S): 49-3 ((1)) 80E pt., 81A, 82A and 82B

FAR: 1.18 (PCA/FDPA Application Area)
1.39 (Original Rezoning Application)

OPEN SPACE: 23% (PCA/FDPA Application Area)
26% (Original Rezoning Application)

PLAN MAP: Mixed Use

RZ PROPOSALS: Request to amend RZ 2005-PR-041 previously approved for mixed use development consisting of residential, theater, office, hotel and retail uses with an overall FAR of 1.39, including bonus density associated with affordable dwelling units and workforce housing; to amend the approved proffers and allow minor site modifications on a portion of the overall Merrifield Town Center property.

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 PCA 2005-PR-041 subject to the execution of proffers consistent with those found in Appendix 1 of this report.

Staff recommends approval of CDPA 2005-PR-041 subject to the development conditions in Appendix 2 of this report.

Staff recommends approval of FDPA 2005-PR-041 subject to the development conditions in Appendix 3 of this report.

Staff recommends approval of a modification of the private street limitations of Section 11-302 of the Fairfax County Zoning Ordinance.

Staff recommends approval of a modification of the loading space requirements for Multi-Family dwelling units and office space in favor of that depicted on the CDPA/FDPA.

Staff recommends approval of a modification of the transitional screening and a waiver of the barrier requirements to the south, east and internal to the site in favor of the treatments depicted on the CDPA/FDPA.

Staff recommends approval of a waiver of the four (4) foot peripheral parking lot landscaping requirement north of Parcel G, West of Parcel C and E, and along the southerly and easterly property lines.

Staff recommends that the Board of Supervisors approve the waiver to locate underground facilities for all residential development, subject to Waiver #0561-WPFM-002-3 and conditions attached in Appendix 3.

Staff recommends approval of a waiver of the service drive along the Lee Highway frontage.

Staff recommends approval of a modification of the parking geometric standards to allow for 75 degree angled parking spaces within parking structures.

Staff recommends approval of a modification to allow residential as a secondary use consisting up to 76% of the principal use in the PDC District pursuant to Sec. 6-206 of the Fairfax County Zoning Ordinance.

Staff recommends approval of a modification of Par. 3 of Sec. 18-201 of the Fairfax County Zoning Ordinance which would require the provisions of further interparcel access in addition to that indicated on the CDPA/FDPA.

Staff recommends approval of a modification of Par. 4 of Sec. 17-201 of the Fairfax County Zoning Ordinance for dedication and construction of widening for existing roads, existing roads on new alignments, and proposed roads along Lee Highway as indicated in the Comprehensive Plan or as required by the Director to that shown on the CDPA/FDPA and as proffered.

Staff recommends approval of a modification of the materials for the proposed trail along Lee Highway shown in the Comprehensive Plan Trails Map to that shown on the CDPA/FDPA.

Staff recommends that the Board of Supervisors direct the Director of DPWES to approve a modification of the PFM and Par. 12 of Sec 11-102 of the Fairfax County Zoning Ordinance to allow for the projection, by no more than 4% of the stall area, of structural columns into parking stalls in parking structures.

Staff recommends that the Board of Supervisors direct the Director of DPWES to waive the PFM on-site stormwater detention requirements, in favor of providing stormwater management off-site in the Merrifield Town Center vault.

Staff recommends approval a modification of transitional screening and waiver of the barrier requirements along the southern property line where the proposed parking lot subject to SEA 99-P-008 straddles the boundary line immediately adjacent to the proposed movie theater.

Staff recommends approval waiver of peripheral parking lot landscaping along the common boundary of both the SEA 99-P-008 application and the Merrifield Town Center rezoning application (RZ 2005-PR-041).

It should be noted that it is not the intent of the 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.

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 recommendation of staff; it does not reflect the position of the Board of Supervisors.

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 or TTY 711 (Virginia Relay Center).

O:\wodonn\ZED\PCAWMerrifield Town Center PCA 2005-PR-041\Report\PCA 2005-PR-041 MTC 1 Staff Report 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).

Final Development Plan Amendment

FDPA 2005-PR-041

Proffered Condition Amendment

PCA 2005-PR-041

Applicant: ESKRIDGE (E & A) LLC
Accepted: 07/26/2010
Proposed: AMEND FDP 2005-PR-041 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT PROFFER AND SITE MODIFICATIONS

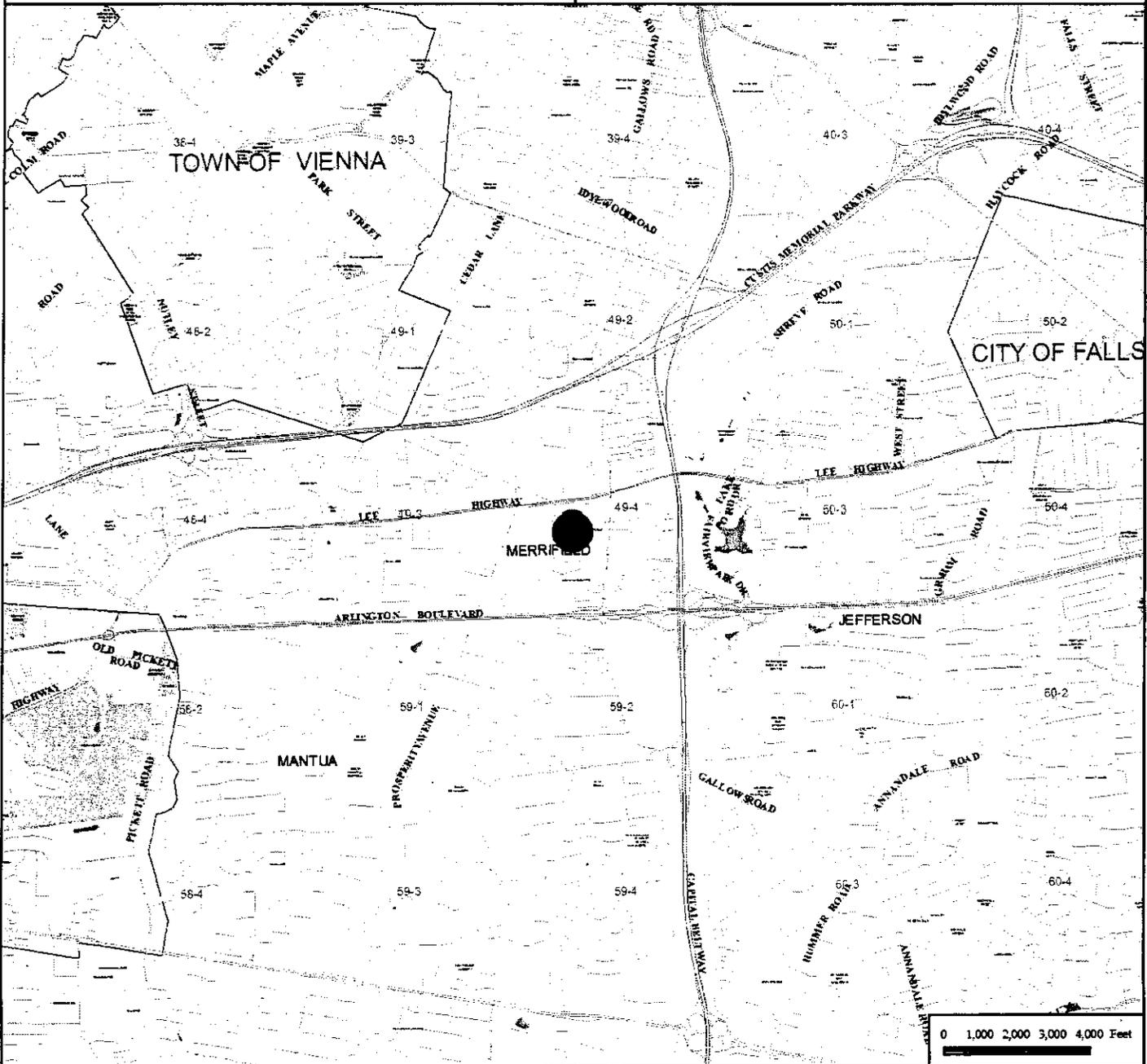
Applicant: ESKRIDGE (E & A) LLC
Accepted: 07/26/2010- AMENDED 11/08/2010
Proposed: AMEND RZ 2005-PR-041 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT PROFFER AND SITE MODIFICATIONS

Area: 7.42 AC OF LAND; DISTRICT - PROVIDENCE
Zoning Dist Sect:
Located: SOUTHSIDE OF LEE HIGHWAY EAST OF ESKRIDGE ROAD AND THE TERMIUS STRAWBERRY LANE

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Zoning Dist Sect:
Located: SOUTHSIDE OF LEE HIGHWAY EAST OF ESKRIDGE ROAD AND THE TERMIUS OF STRAWBERRY LANE

Zoning: PDC, HC
Overlay Dist: HC CRA
Map Ref Num: 049-3- /01/ /0080E /01/ /0081A /01/ /0082A /01/ /0082B

Zoning: PDC, HC
Overlay Dist: CRA HC
Map Ref Num: 049-3- /01/ /0080E /01/ /0081A /01/ /0082A /01/ /0082B



Final Development Plan Amendment

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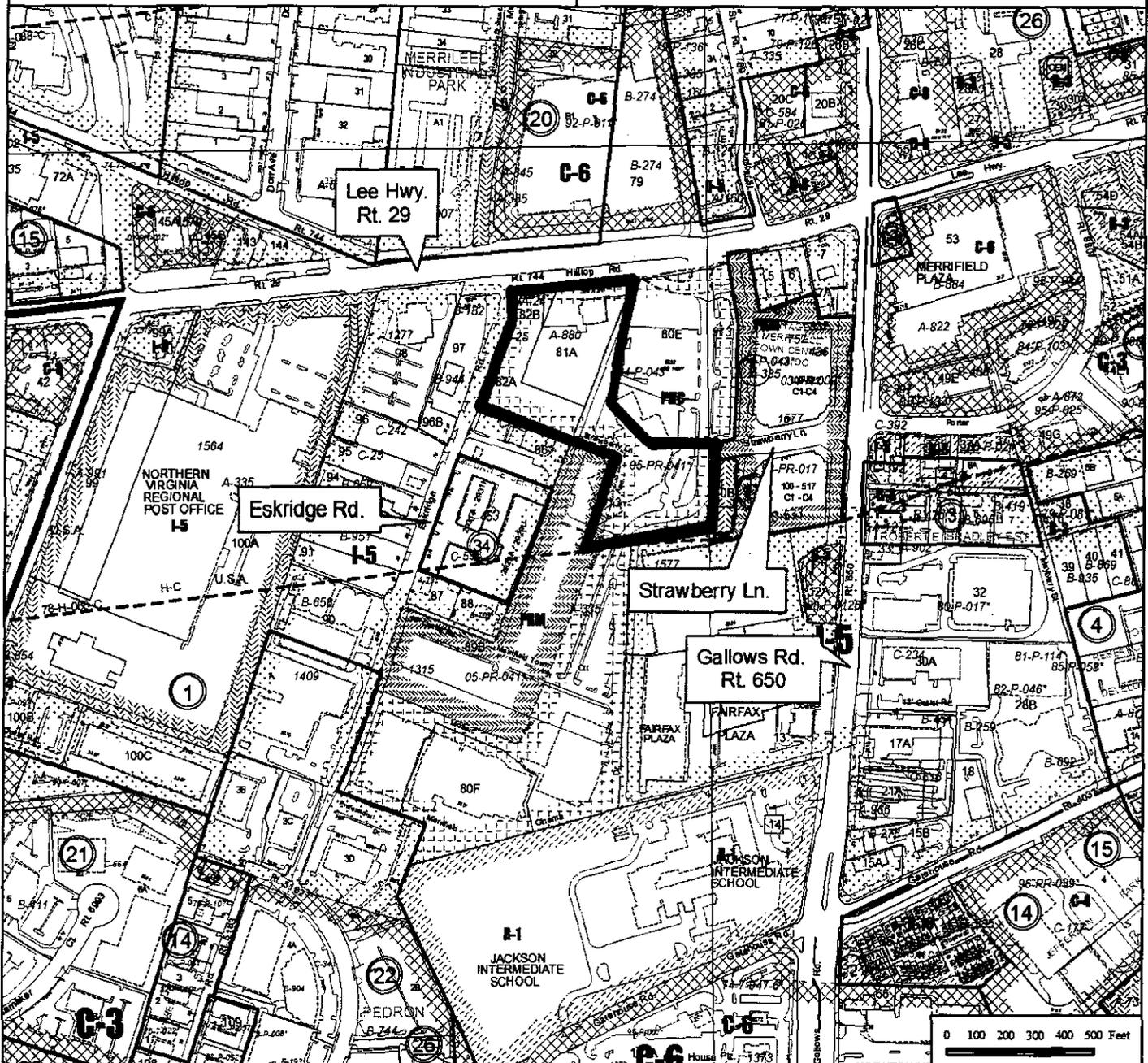
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Zoning: PDC, HC
Overlay Dist: CRA HC
Map Ref Num: 049-3- /01/ /0080E /01/ /0081A /01/ /0082A /01/ /0082B



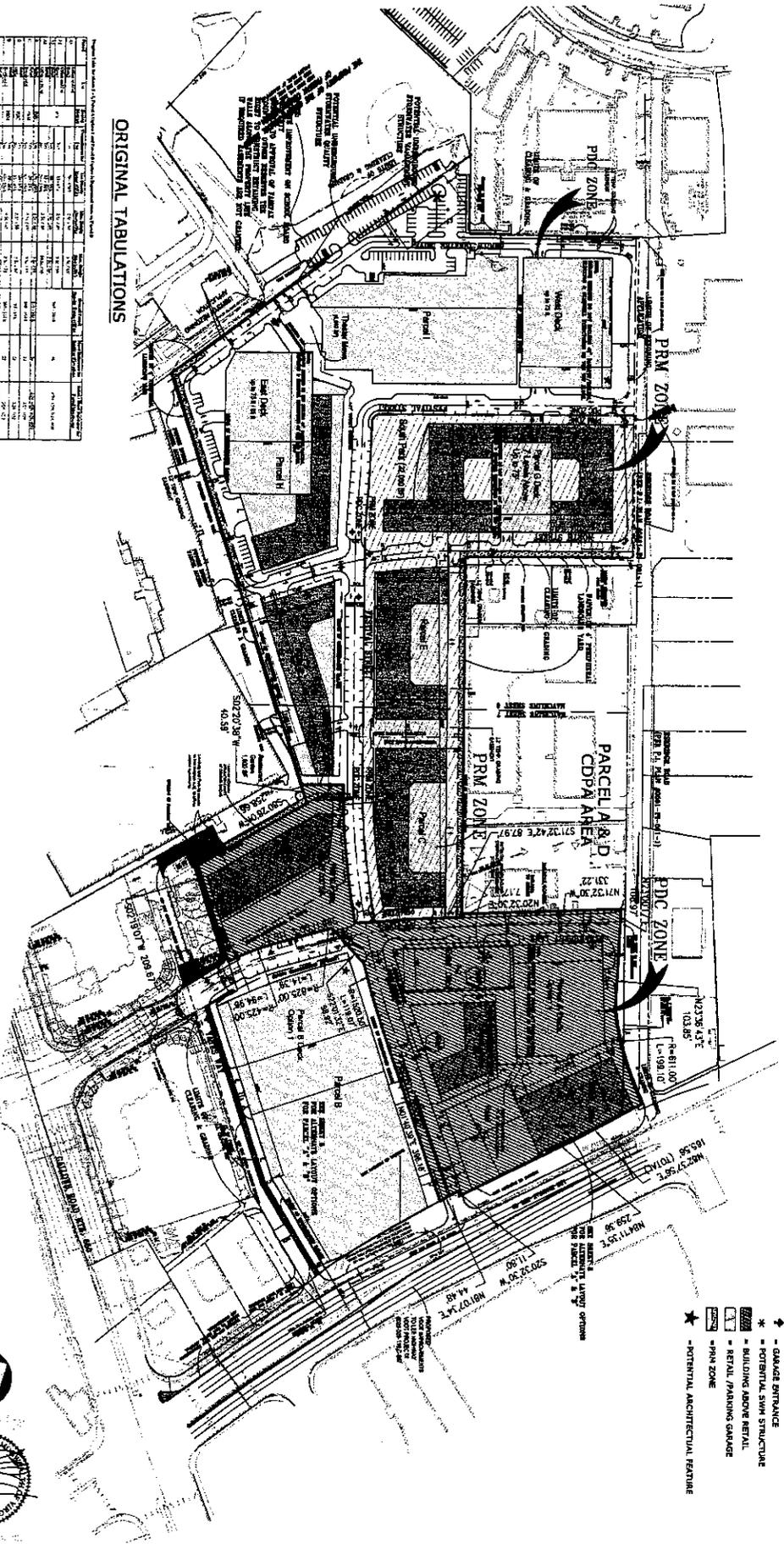
CDPA Area, Sheet 1
 PDCA Area, Sheet 2
 PDCA Area, Sheet 3
 PDCA Area, Sheet 4
 PDCA Area, Sheet 5
 PDCA Area, Sheet 6
 PDCA Area, Sheet 7
 PDCA Area, Sheet 8
 PDCA Area, Sheet 9
 PDCA Area, Sheet 10
 PDCA Area, Sheet 11
 PDCA Area, Sheet 12
 PDCA Area, Sheet 13
 PDCA Area, Sheet 14
 PDCA Area, Sheet 15
 PDCA Area, Sheet 16
 PDCA Area, Sheet 17
 PDCA Area, Sheet 18
 PDCA Area, Sheet 19
 PDCA Area, Sheet 20
 PDCA Area, Sheet 21
 PDCA Area, Sheet 22
 PDCA Area, Sheet 23
 PDCA Area, Sheet 24
 PDCA Area, Sheet 25
 PDCA Area, Sheet 26
 PDCA Area, Sheet 27
 PDCA Area, Sheet 28
 PDCA Area, Sheet 29
 PDCA Area, Sheet 30

PARCEL A AND D CDPA TABULATIONS

Parcel	Area (sq. ft.)	Volume (cu. ft.)	Height (ft.)	Use	Notes
Parcel A	10,000	100,000	10	Commercial	
Parcel B	10,000	100,000	10	Commercial	
Parcel C	10,000	100,000	10	Commercial	
Parcel D	10,000	100,000	10	Commercial	

ORIGINAL TABULATIONS

Parcel	Area (sq. ft.)	Volume (cu. ft.)	Height (ft.)	Use	Notes
Parcel A	10,000	100,000	10	Commercial	
Parcel B	10,000	100,000	10	Commercial	
Parcel C	10,000	100,000	10	Commercial	
Parcel D	10,000	100,000	10	Commercial	



ABBREVIATIONS

- SW - RIGHT OF WAY
- SE - SQUARE FOOT
- SI - SQUARE INCH
- FT - FEET
- MI - MILE
- RES - RESIDENTIAL
- IND - INDUSTRIAL
- OFF - OFFICE
- COM - COMMERCIAL
- MAN - MANUFACTURING
- AG - AGRICULTURE
- REC - RECREATION
- UN - UNKNOWN

LEGEND

- L - LOADING AREA
- ↑ - GARAGE ENTRANCE
- * - POTENTIAL SWM STRUCTURE
- - BUILDING ABOVE RETAIL
- - RETAIL / PARKING GARAGE
- - RM ZONE
- ☆ - POTENTIAL ARCHITECTURAL FEATURE

NOTE: SEE SHEET 29 FOR PROPERTY LINE SECTIONS WITH AND WITHOUT RETAINING WALL.



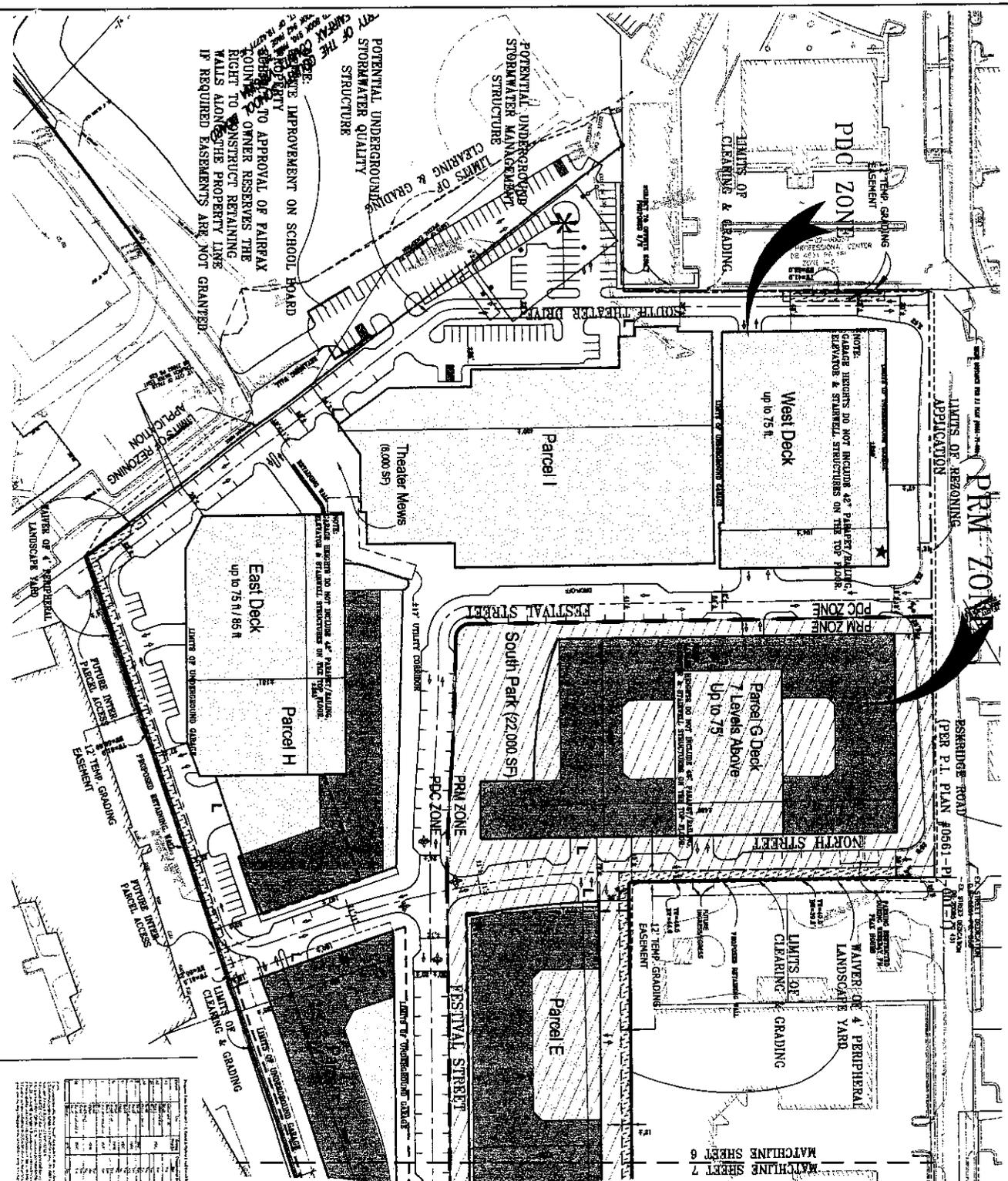
CONCEPTUAL DEVELOPMENT PLAN AMENDMENT

RZ-2005-PR-041
 MERRIFIELD TOWN CENTER
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY VIRGINIA

VIVA
 ENGINEERS IN PLANNING & LANDSCAPE ARCHITECTURE & SURVEYING & GPS SERVICES
 1846 GREENWOOD DRIVE, SUITE 200 • FALLS CHURCH, VIRGINIA 22046
 (703) 442-7800 • FAX (703) 781-2787
 MERRIFIELD, VA PROVIDENCE, VA

VIVA REGISTRATIONS:
 1) LICENSE NO. 62706
 2) LICENSE NO. 62707
 3) LICENSE NO. 62708
 4) LICENSE NO. 62709
 5) LICENSE NO. 62710
 6) LICENSE NO. 62711
 7) LICENSE NO. 62712
 8) LICENSE NO. 62713
 9) LICENSE NO. 62714
 10) LICENSE NO. 62715
 11) LICENSE NO. 62716
 12) LICENSE NO. 62717
 13) LICENSE NO. 62718
 14) LICENSE NO. 62719
 15) LICENSE NO. 62720
 16) LICENSE NO. 62721
 17) LICENSE NO. 62722
 18) LICENSE NO. 62723
 19) LICENSE NO. 62724
 20) LICENSE NO. 62725
 21) LICENSE NO. 62726
 22) LICENSE NO. 62727
 23) LICENSE NO. 62728
 24) LICENSE NO. 62729
 25) LICENSE NO. 62730

SCALE: 1"=100'
 PROJECT/FILE NO.: 6273
 SHEET NO.: 5 OF 48



PRM ZONE
 LIMITS OF REZONING APPLICATION

ESRIDGE ROAD
 PER P.I. PLAN #0561-P-01

MATCHLINE SHEET 7
 MATCHLINE SHEET 6

ABBREVIATIONS

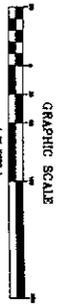
- R/W = RIGHT OF WAY
- RT = POINT OF INTERSECTION
- RE = RETAINING WALL
- RM = ROOM
- MS = MANSION
- MS = MANSION

LEGEND

- 1 - LOADING AREA
- 1 - GARAGE ENTRANCE
- 1 - POTENTIAL SIGN STRUCTURE
- 1 - BUILDING ABOVE RETAIL
- 1 - RETAIL / PARKING GARAGE
- 1 - PRM ZONE
- ★ - POTENTIAL ARCHITECTURAL FEATURE

NOTE: SEE SHEET 29 FOR PROPERTY LINE SECTIONS WITH AND WITHOUT RETAINING WALL.

CDMA PLAN, SHEET 5
 FEMA PLAN, SHEETS 6, 7
 FEMA PLAN, SHEETS 8, 9, 10
 BUILDING EASEMENTS, SHEETS 11, 12, 13
 SHEET AND SEE SHEETS, SHEETS 29 - 31



THIS SHEET UNCHANGED
 AS DESCRIBED ON THE COVER SHEET

NO.	DATE	DESCRIPTION	BY	CHKD.
1	11/15/00	ISSUED FOR PERMITS
2	11/15/00	ISSUED FOR PERMITS
3	11/15/00	ISSUED FOR PERMITS
4	11/15/00	ISSUED FOR PERMITS
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9	11/15/00	ISSUED FOR PERMITS
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11	11/15/00	ISSUED FOR PERMITS
12	11/15/00	ISSUED FOR PERMITS
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16	11/15/00	ISSUED FOR PERMITS
17	11/15/00	ISSUED FOR PERMITS
18	11/15/00	ISSUED FOR PERMITS
19	11/15/00	ISSUED FOR PERMITS
20	11/15/00	ISSUED FOR PERMITS

ESRIDGE ROAD
 PER P.I. PLAN #0561-PR-041-1)

PDC ZONE

17 TEMP. GRADING BASEMENT

Parcel C

Parcel A Deck, Option 1

Parcel B Deck, Option 1

Parcel B

Parcel A3

Parcel A2

Parcel A1

Parcel A4

Parcel A5

Parcel A6

Parcel A7

Parcel A8

Parcel A9

Parcel A10

Parcel A11

Parcel A12

Parcel A13

Parcel A14

Parcel A15

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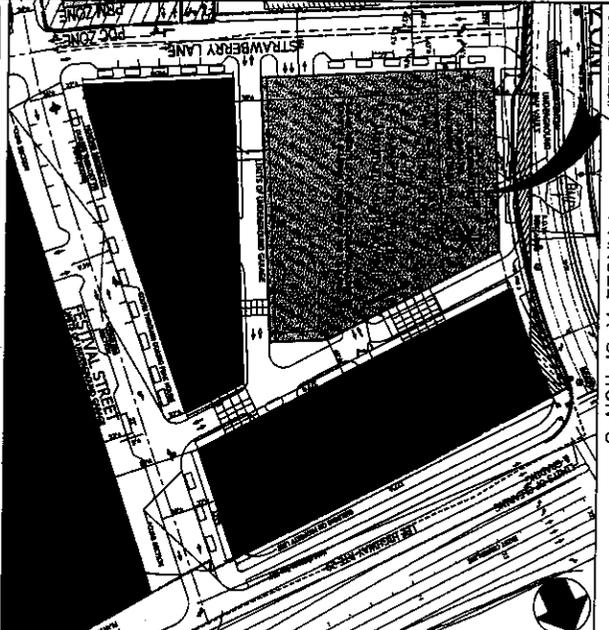
Parcel A265

Parcel A266

Parcel A267

Parcel A268

PARCEL A OPTION 5



Parcel	Use	Building	Construction	Area (sq ft)						
A.1	Office	Office	25,000	1	1	1	1	1	1	1
A.2	Office	Office	5,000	1	1	1	1	1	1	1
A.3	Office	Office	5,000	1	1	1	1	1	1	1

PARKING TABULATIONS FOR PARCEL A WITH PARCEL B, OPTION 2 & PARCEL D OPTION 2 (SEE NOTE #19 ON SHEET 2)

Category	Units	Spots							
RESIDENTIAL	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
OFFICE	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
RETAIL	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000

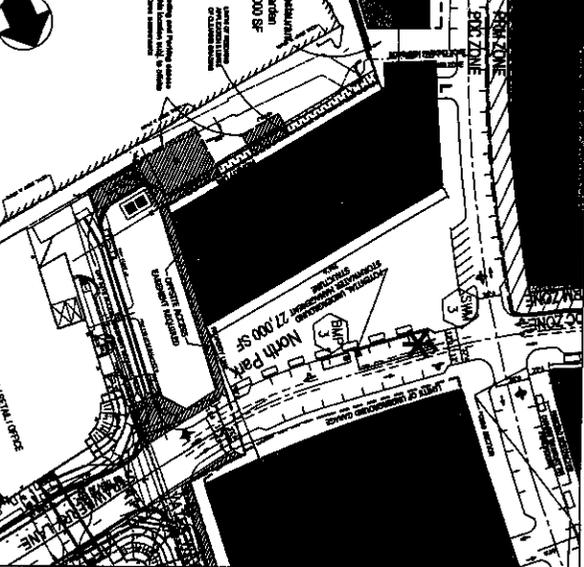
TREE COVER TABULATIONS

Category	Area (sq ft)	Area (sq ft)	Area (sq ft)	Area (sq ft)
Large Trees	1,000	1,000	1,000	1,000
Medium Trees	1,000	1,000	1,000	1,000
Small Trees	1,000	1,000	1,000	1,000

PARKING NOTES FOR BOTH OPTIONS:

1. THE PROPOSED DEVELOPMENT FOR THIS SITE WILL BE AT LEAST AS CALLED AS THAT REQUIRED BY THE CITY OF PROVIDENCE. THE TOTAL OVERALL PARKING COUNT FOR THE SITE WILL BE AT LEAST AS CALLED AS THAT REQUIRED BY THE CITY OF PROVIDENCE.
2. THE PROPOSED DEVELOPMENT SHALL BE CONSIDERED A SHOPPING CENTER FOR 1-100-23 OF THE ZONING ORDINANCE. THE TOTAL SPA FOR RETAIL, OFFICE, AND RESTAURANT SHALL BE AT LEAST AS CALLED AS THAT REQUIRED BY THE CITY OF PROVIDENCE.
3. THE SHARED "PARKING" IS PROVIDED TO BE DESIGNATED FOR OFFICE AND RETAIL PARKING FOR PARCELS.
4. OFFICE REQUIREMENTS FOR 2.0, IS ONE (1) SPACE PER 1000 SQUARE FEET OF OFFICE FLOOR AREA.
5. OFFICE REQUIREMENTS FOR 2.0, IS THREE AND SIX-TENTHS (3.6) SPACES PER 1000 SQUARE FEET OF OFFICE FLOOR AREA.
6. OFFICE REQUIREMENTS FOR 2.0, IS THREE AND SIX-TENTHS (3.6) SPACES PER 1000 SQUARE FEET OF OFFICE FLOOR AREA.
7. OFFICE REQUIREMENTS FOR 2.0, IS ONE (1) SPACE PER 1000 SQUARE FEET OF OFFICE FLOOR AREA.
8. OFFICE REQUIREMENTS FOR 2.0, IS ONE (1) SPACE PER 1000 SQUARE FEET OF OFFICE FLOOR AREA.
9. OFFICE REQUIREMENTS FOR 2.0, IS ONE (1) SPACE PER 1000 SQUARE FEET OF OFFICE FLOOR AREA.
10. OFFICE REQUIREMENTS FOR 2.0, IS ONE (1) SPACE PER 1000 SQUARE FEET OF OFFICE FLOOR AREA.

PARCEL D OPTION 2

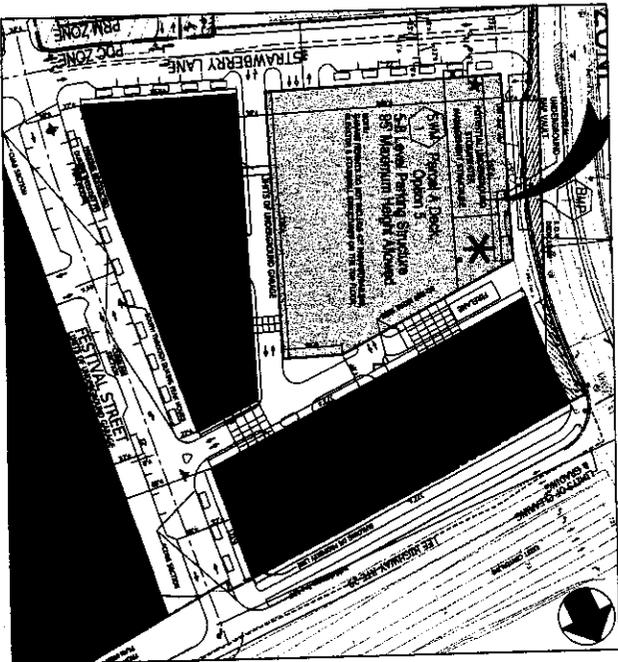


Parcel	Use	Building	Construction	Area (sq ft)					
D.1	Office	Office	25,000	1	1	1	1	1	1
D.2	Office	Office	5,000	1	1	1	1	1	1
D.3	Office	Office	5,000	1	1	1	1	1	1

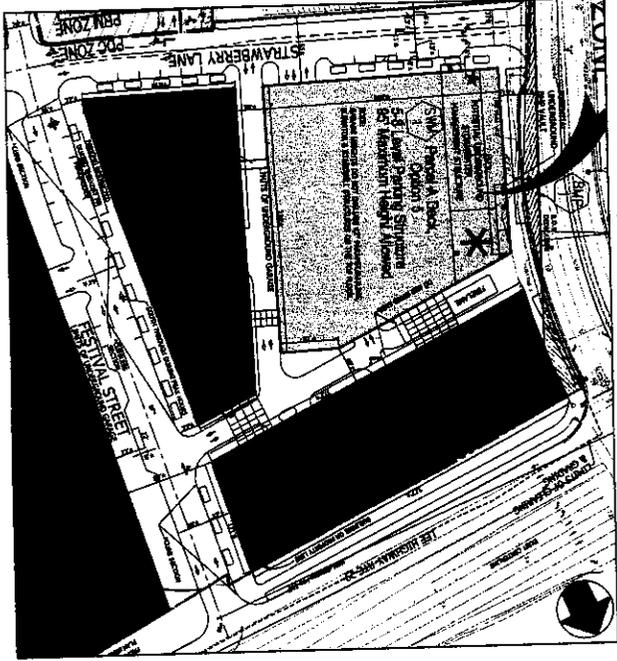
PARKING TABULATIONS FOR PARCEL D WITH PARCEL B, OPTION 2 & PARCEL A OPTION 5 (SEE NOTE #19 ON SHEET 2)

Category	Units	Spots							
RESIDENTIAL	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
OFFICE	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
RETAIL	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000

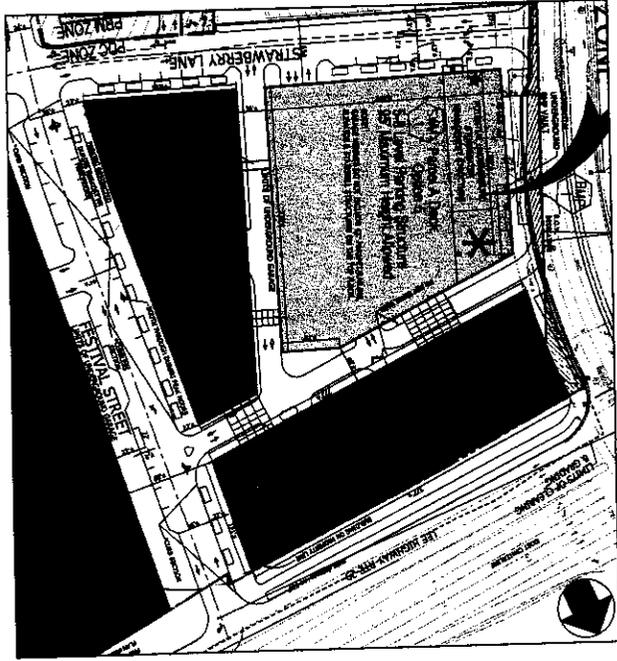




PARCEL A OPTION 5C



PARCEL A OPTION 5A



PARCEL A OPTION 5B

THE SITE PLAN AND ALL INFORMATION HEREON ARE THE PROPERTY OF THE ARCHITECT AND SHALL REMAIN HIS OR HER PROPERTY AND NOT BE REPRODUCED OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC OR MECHANICAL, INCLUDING PHOTOCOPYING, RECORDING, OR BY ANY INFORMATION STORAGE AND RETRIEVAL SYSTEM, WITHOUT THE WRITTEN PERMISSION OF THE ARCHITECT. THE ARCHITECT'S LIABILITY IS LIMITED TO THE PROFESSIONAL SERVICES PROVIDED AND DOES NOT INCLUDE THE CONSTRUCTION OF THE PROJECT OR THE PERFORMANCE THEREOF. THE ARCHITECT'S LIABILITY IS LIMITED TO THE PROFESSIONAL SERVICES PROVIDED AND DOES NOT INCLUDE THE CONSTRUCTION OF THE PROJECT OR THE PERFORMANCE THEREOF.

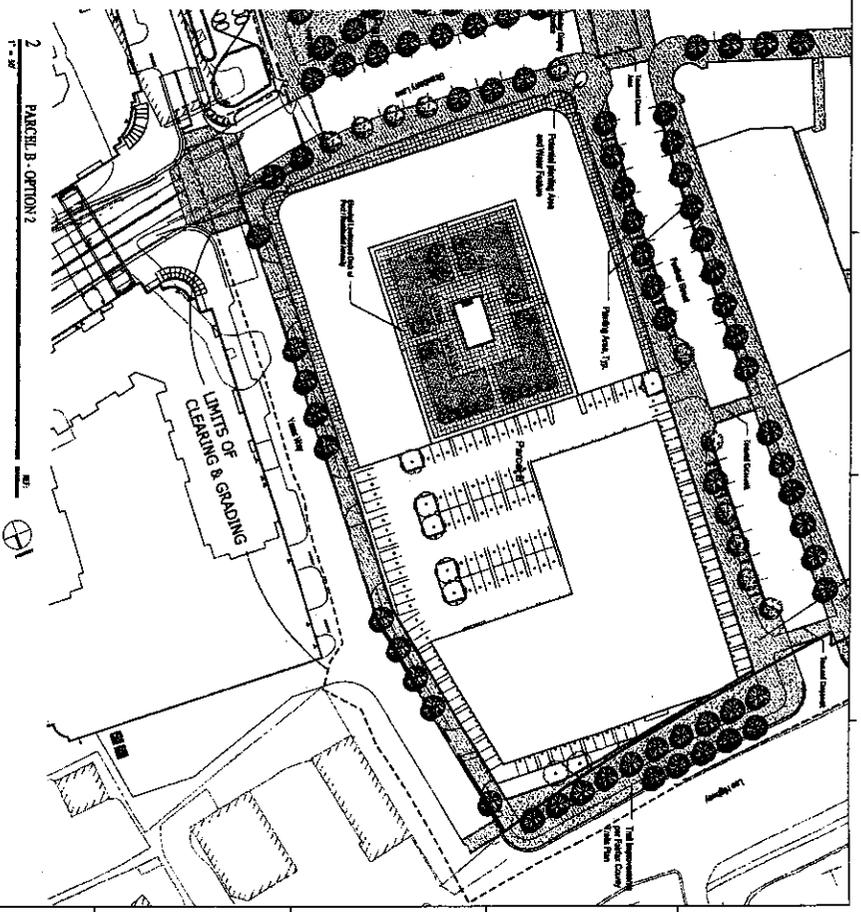
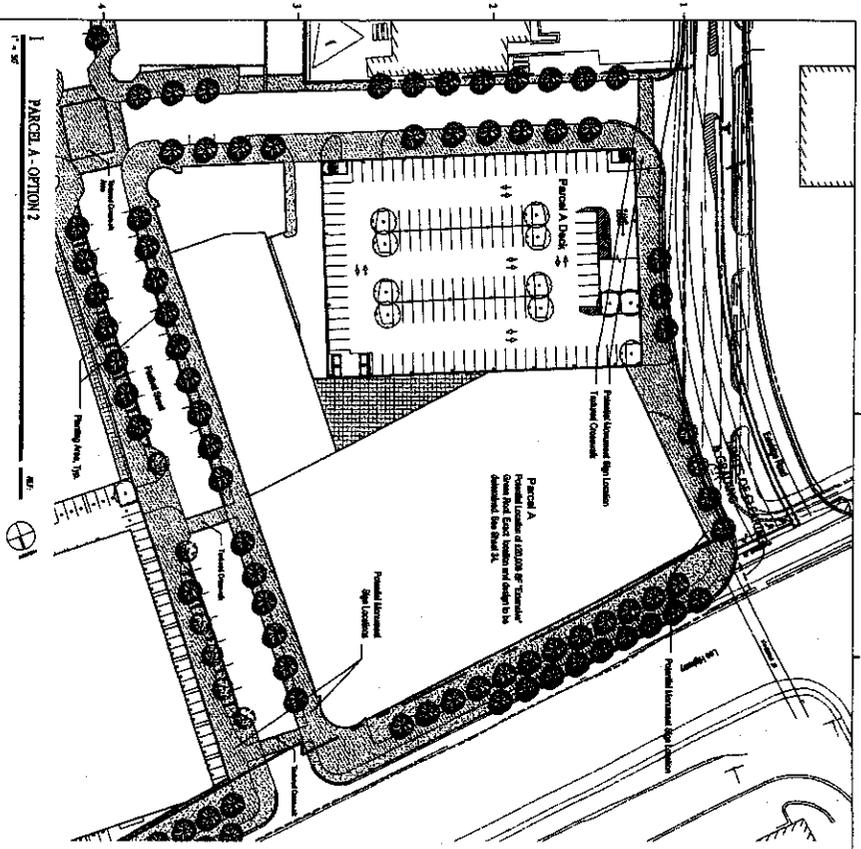


DATE: 12/27/08	SCALE: 1"=40'
DRAWN BY: [Name]	CHECKED BY: [Name]
PROJECT: [Name]	SHEET NO. 06 OF 06

FDDA ALTERNATE LAYOUT PLAN

RZ-2005-PR-041
 MERRIFIELD TOWN CENTER
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA

VII
 ENGINEERS & PLANNERS & LANDSCAPE ARCHITECTS & SURVEYORS & GPS SERVICES
 VEA INCORPORATED
 8190 GREENBORO DRIVE SUITE 200 W RICHMOND, VIRGINIA 23162
 (703) 542-1000 W FAX (703) 542-1007
 WASHINGTON, DC STRANSTOWN, MD JEFFERSON, VA



THIS SHEET UNCHANGED AS DESCRIBED
ON THE COVER SHEET

- Notes:**
1. Exact type, design and location of all landscape improvements to be determined at final engineering and design.
 2. All improvements shown on properties not currently owned or controlled by Applicant contingent upon necessary acquisitions / agreements and public approval.

Legend

- Lawn or Planted Area
- Specialty Paving
- Hardscape Material
- Type IV Tree
- Type IV Tree w. Energy Credit
- Type III Tree
- Interior Parking Lot Tree

Item No.	Item	Material / Quantity
1	13175000	CONCRETE
2	13175010	CONCRETE
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5	13175040	CONCRETE
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7	13175060	CONCRETE
8	13175070	CONCRETE
9	13175080	CONCRETE
10	13175090	CONCRETE
11	13175100	CONCRETE
12	13175110	CONCRETE
13	13175120	CONCRETE
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29	13175280	CONCRETE
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MERRIFIELD

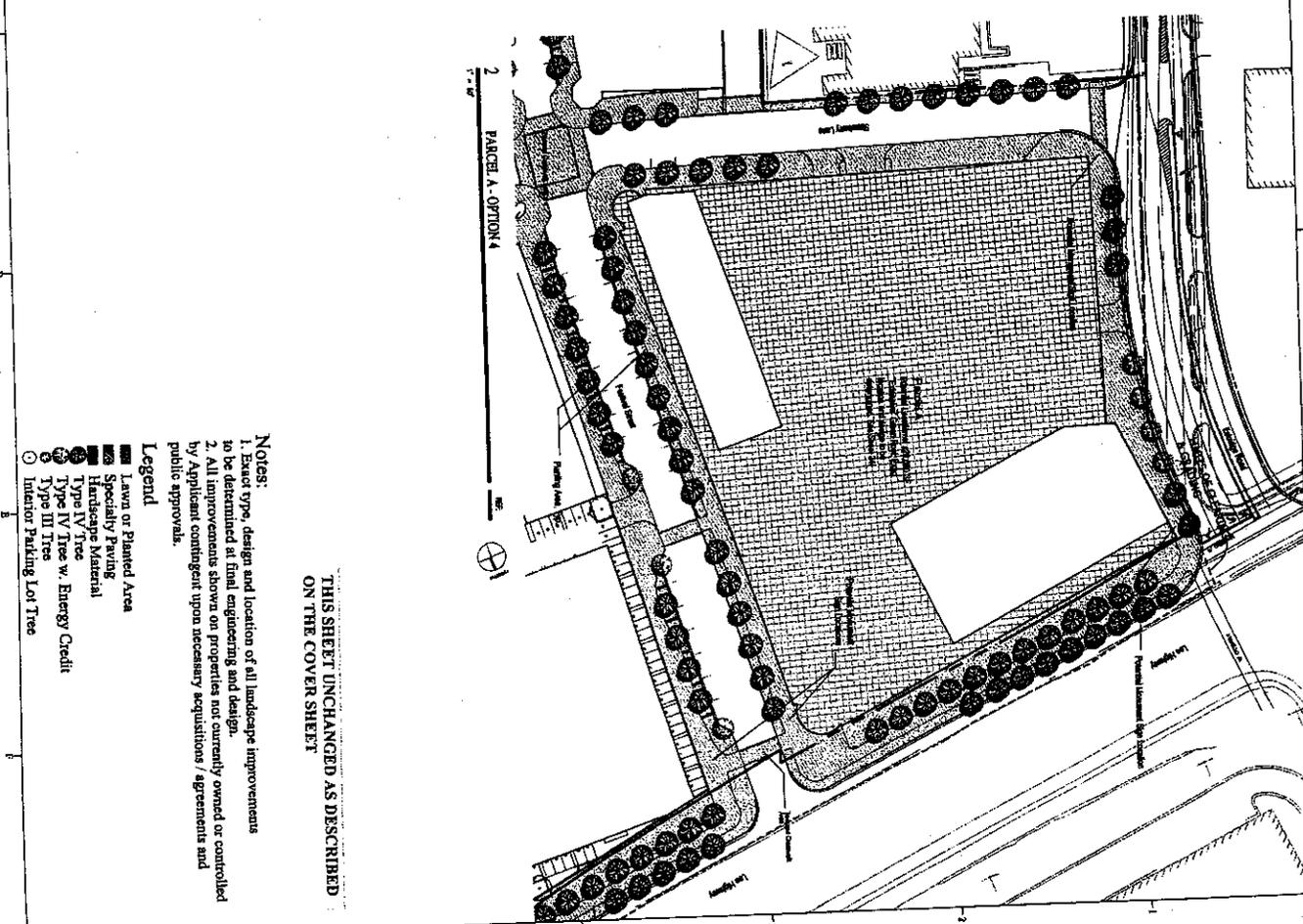
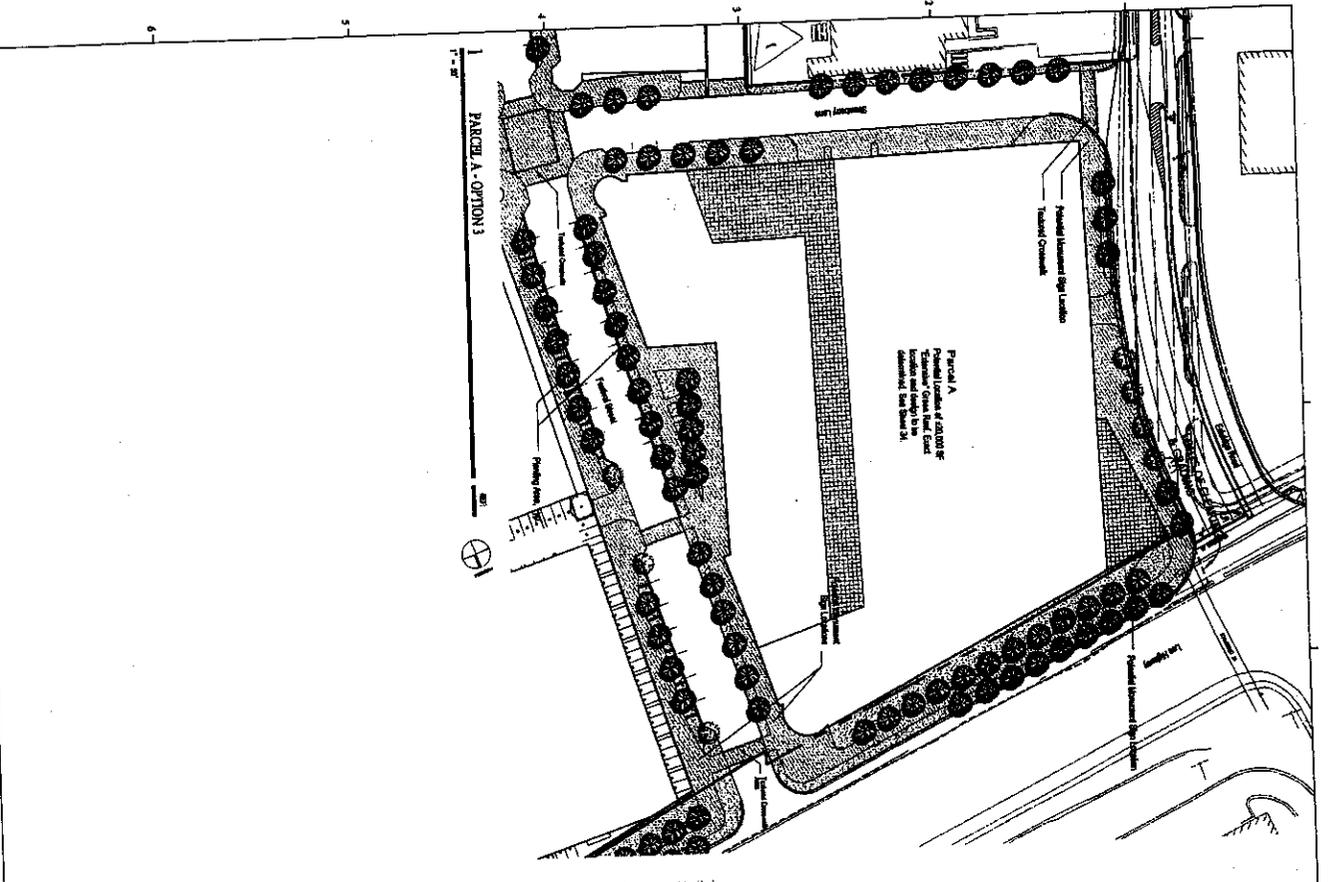
TOWN CENTER

FAIRFAX COUNTY, VIRGINIA

OPTIONAL
LANDSCAPE
ENLARGEMENT

Contract No. 130000
Issue Date 12/07/20
Last Revision 1/07/20

09/25/20



THIS SHEET UNCHANGED AS DESCRIBED
ON THE COVER SHEET

- Notes:
1. Exact type, design and location of all landscape improvements to be determined at final engineering and design.
 2. All improvements shown on properties not currently owned or controlled by Applicant contingent upon necessary acquisitions / agreements and public approvals.

Legend

- Lawn or Planted Area
- Specially Paving
- Hardscape Material
- Type IV Tree
- Type IV Tree w. Energy Credit
- Type III Tree
- Interior Parking Lot Tree

MERRIFIELD TOWN CENTER

FAIRFAX COUNTY, VIRGINIA

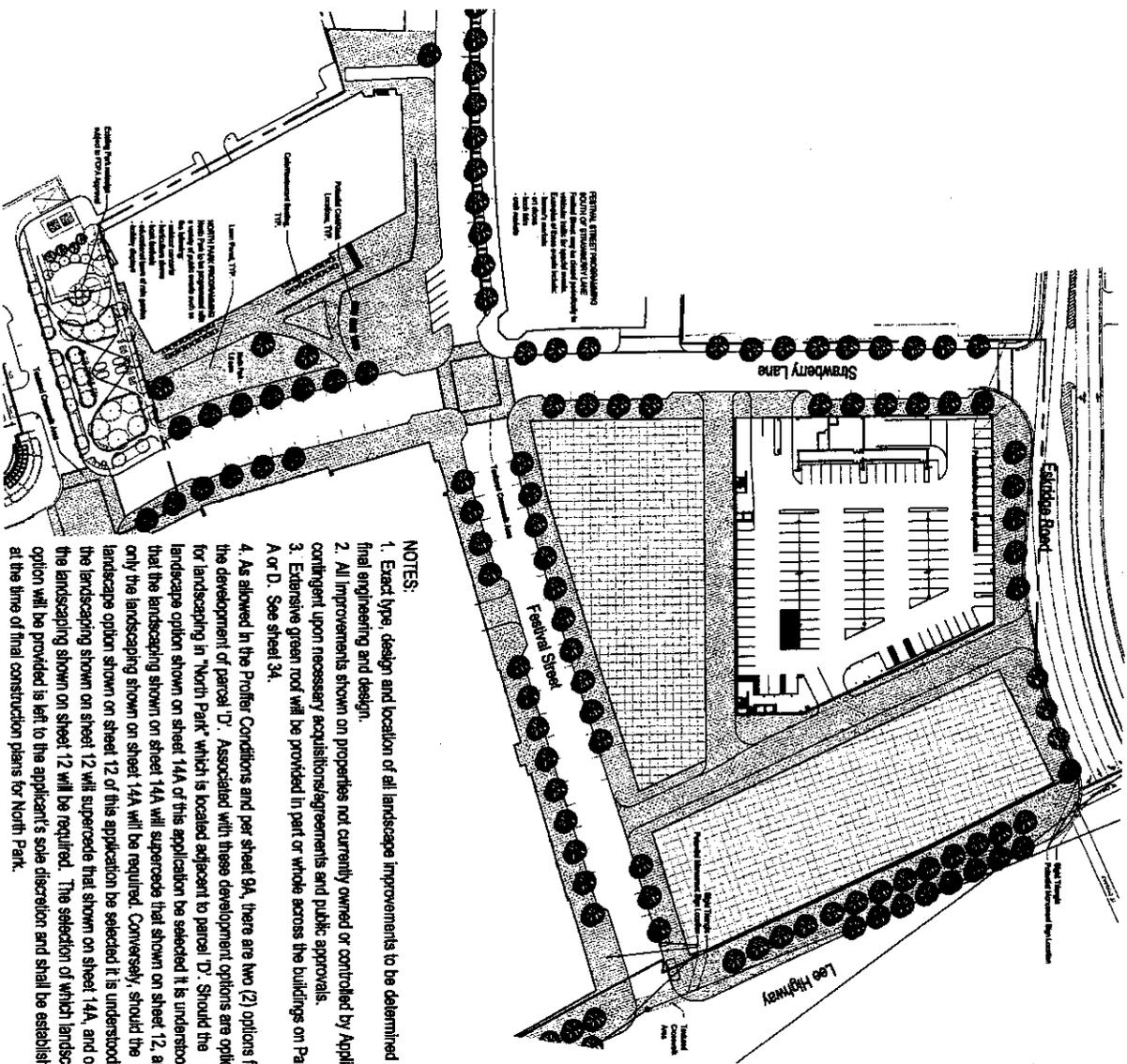
No.	Symbol	Description
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50	▲	12' x 20' 0" Corner Planting Station

Contract No.	1001
Issue Date	1/20/17
Issue No.	1001
Issue Date	1/20/17
Issue No.	1001

OPTIONAL
LANDSCAPE
ENLARGEMENT

Contract No. 1001
Issue Date 1/20/17
Issue No. 1001

SHEET 14 OF



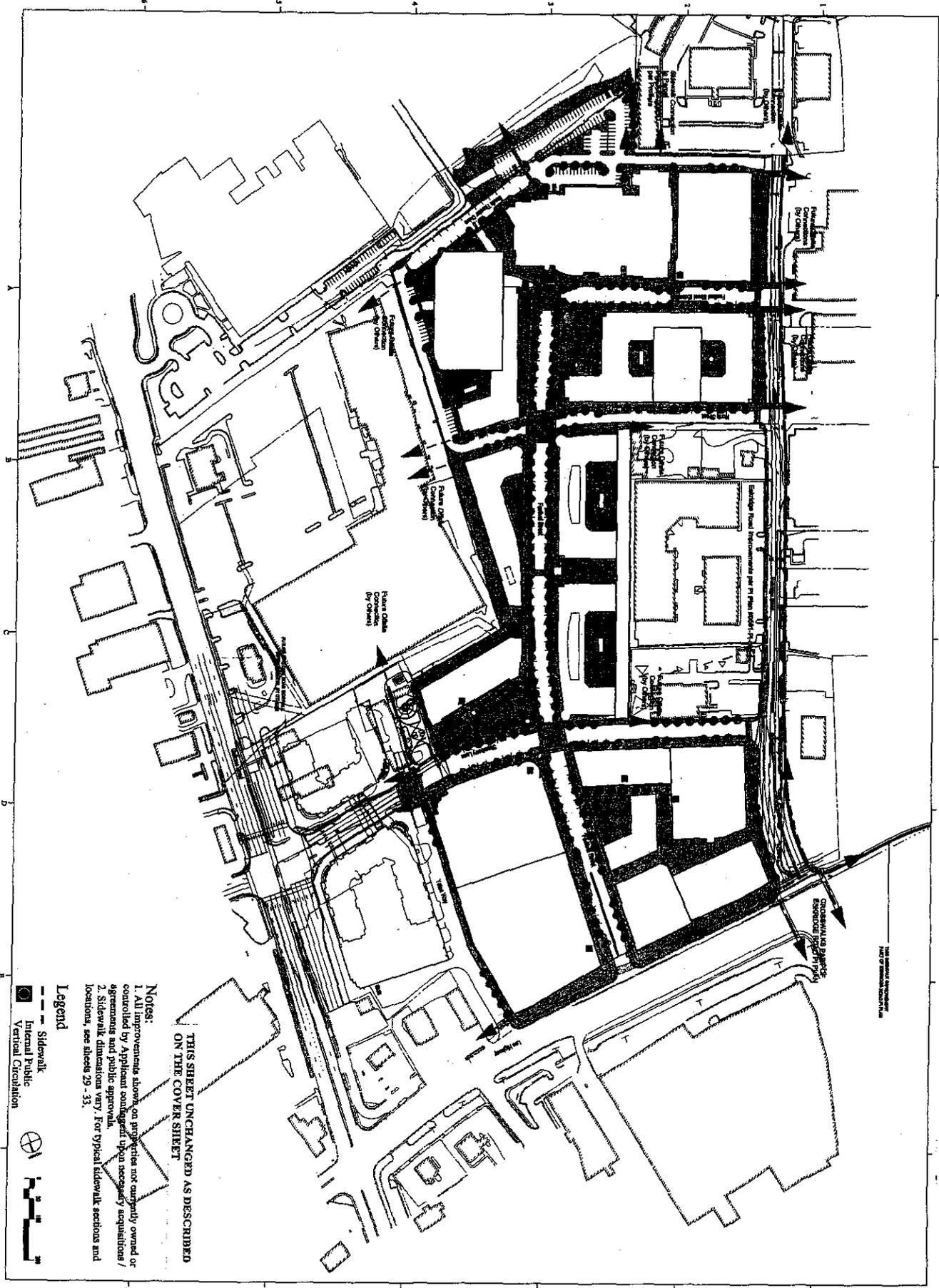
NOTES:

1. Exact type, design and location of all landscape improvements to be determined at final engineering and design.
2. All improvements shown on properties not currently owned or controlled by Applicant contingent upon necessary acquisitions/agreements and public approvals.
3. Extensive green roof will be provided in part or whole across the buildings on Parcel A or D. See sheet 34.
4. As allowed in the Profile Conditions and per sheet 9A, there are two (2) options for the development of parcel 'D'. Associated with these development options are options for landscaping in "North Park" which is located adjacent to parcel 'D'. Should the landscape option shown on sheet 144A of this application be selected it is understood that the landscaping shown on sheet 144A will supersede that shown on sheet 12, and only the landscaping shown on sheet 144A will be required. Conversely, should the landscape option shown on sheet 12 of this application be selected it is understood that the landscaping shown on sheet 12 will supersede that shown on sheet 14A, and only the landscaping shown on sheet 12 will be required. The selection of which landscaping option will be provided is left to the applicant's sole discretion and shall be established at the time of final construction plans for North Park.

LEGEND:

- Lawn or Planted Area
- Specialty Paving
- Hardscape Material
- Type IV Tree
- Type IV Tree with Energy Credit





THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

- Notes:**
1. All improvements shown on projects not currently owned or controlled by Applicant contingent upon necessary acquisitions/agreements and public approval.
 2. Sidewalk dimensions vary. For typical sidewalk sections and locations, see sheets 29 - 33.

Legend

- Sidewalk
- Internal Public
- Vertical Circulation

MERRIFIELD TOWN CENTER

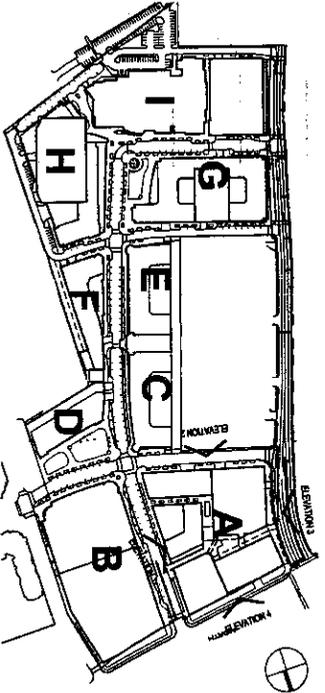
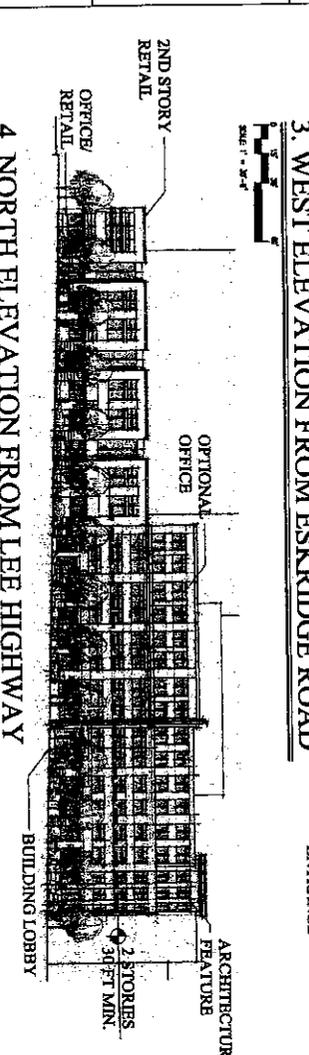
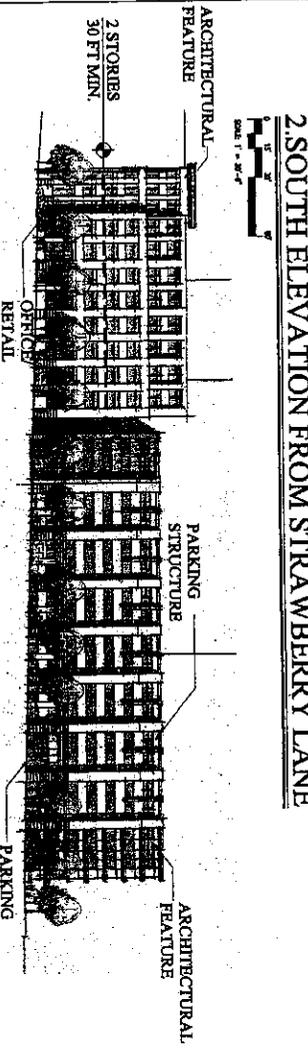
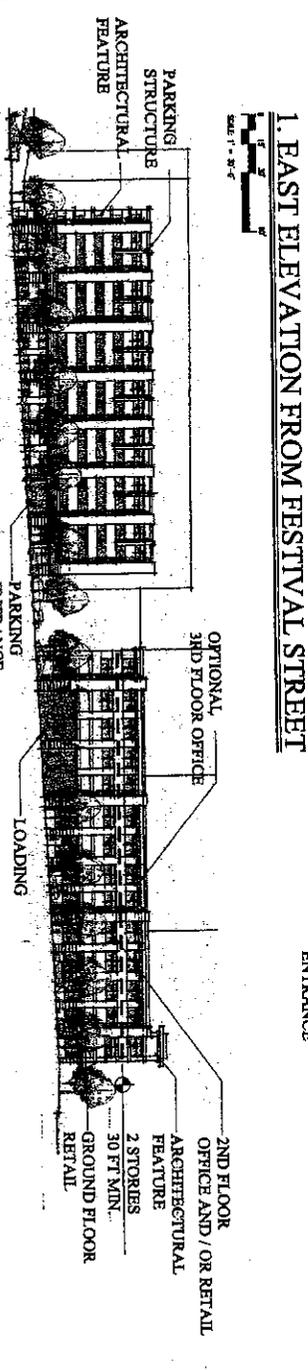
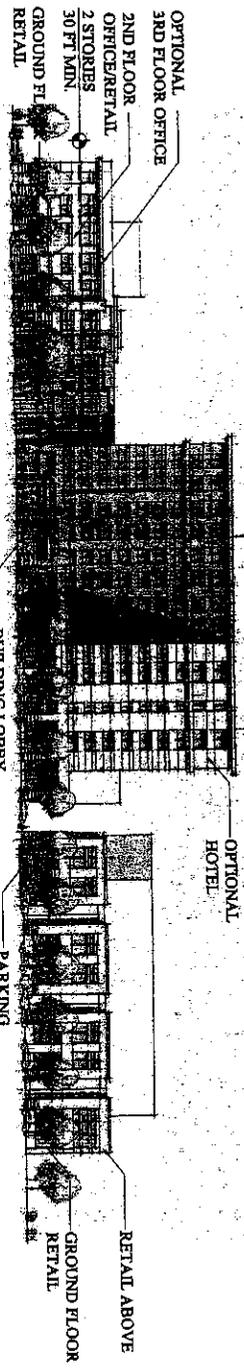
FAIRFAX COUNTY, VIRGINIA

REKTL
RTKL Associates, Inc.

Contract No. 2006010
Issue Date: 12/07/06
Last Revision: 1/01/07

PEDESTRIAN CIRCULATION PLAN

Contract No. 2006010
Issue Date: 12/07/06
Last Revision: 1/01/07



ELEVATION KEY PLAN

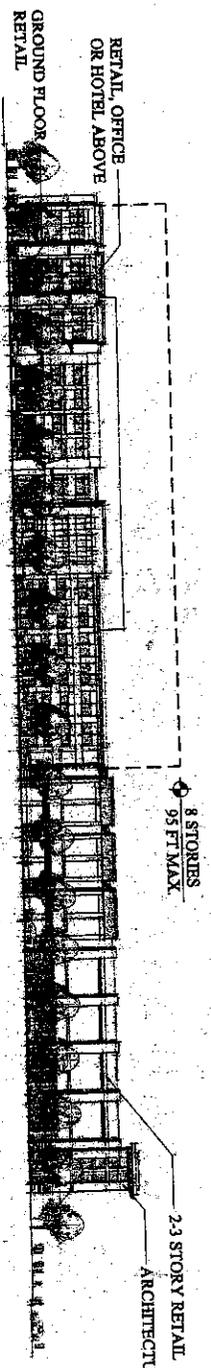
THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE MEASUREMENTS. THEY LISTEN TO THE BUILDING THE FOLLOWING APPROXIMATE LOCATIONS & TREATMENTS OF LOADING AND PARKING AREAS, LOCATION OF VARIOUS USES, AND LOCATION OF ARCHITECTURAL FEATURES (AS DERIVED IN THE DESIGN GUIDELINES). THEY ALSO ILLUSTRATE THAT THE PACKAGES WILL BE ARCHITECTURALLY BREAK DOWN THE DESIGN TO CORRELATION WITH THE FINAL ENGINEERING AND ARCHITECTURAL DESIGN.
2. ELEVATIONS SHOWN HEREON REPRESENT MINIMUM AND MAXIMUM HEIGHTS. AS NOTED ABOVE, PROGRAM GENERALLY INCLUDES GROUND FLOOR RETAIL, AND FLOORS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.
3. NOT ALL BUILDING HEIGHTS CAN BE MAINTAINED SIMULTANEOUSLY OVERALL DENSITY IN THE PDC DISTRICT SHALL NOT EXCEED 1,425,151 SF OR GFA.

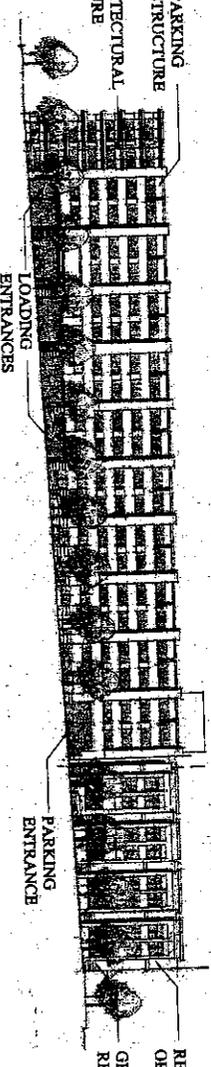
MERRIFIELD
TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

No.	Date	Revised Drawing Log
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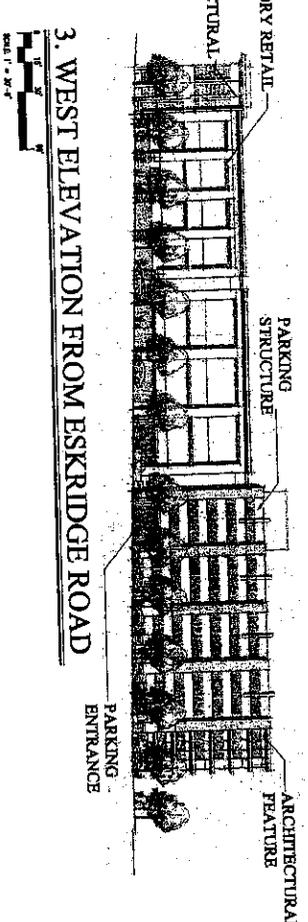
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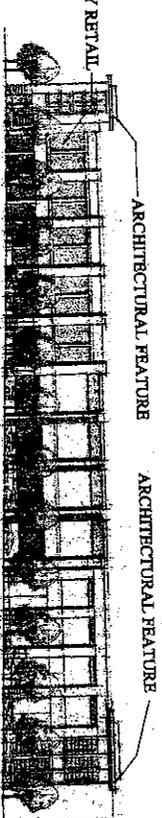
1. EAST ELEVATION FROM FESTIVAL STREET



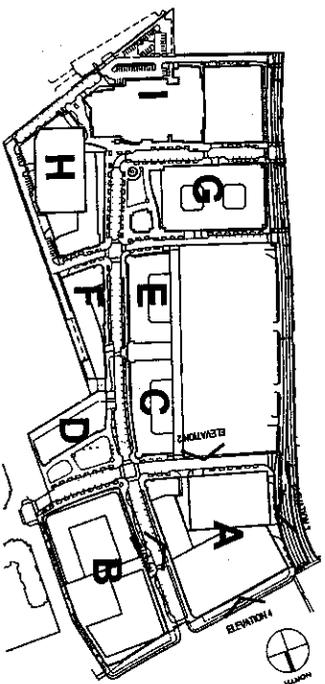
2. SOUTH ELEVATION FROM STRAWBERRY LANE



3. WEST ELEVATION FROM ESKRIDGE ROAD



4. NORTH ELEVATION FROM LEE HIGHWAY



ELEVATION KEY PLAN

THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

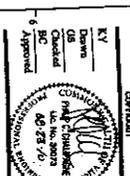
1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER OF THE BUILDING, APPROXIMATE LOCATIONS OF BUILDINGS, THE LOCATION OF LOADING AND PARKING ENTRANCES, LOCATION OF VARIOUS USES, AND LOCATION OF ARCHITECTURAL FEATURES (AS DERIVED IN THE DESIGN GUIDELINES). THEY ALSO ILLUSTRATE THAT THE PACKAGES WILL BE MAINTAINED AND BE KEPT DOWN THE APPROPRIATE SCALE OF ARCHITECTURE WITH FINAL ENGINEERING AND BE REFINED BY THE ARCHITECT IN CONJUNCTION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.

2. ELEVATIONS SHOWN HEREON REPRESENT MINIMUM AND MAXIMUM HEIGHTS AS NOTED ABOVE. PROGRAM GENERALLY INCLUDES GROUND FLOOR RETAIL AND SOME COMBINATION OF RETAIL, RESIDENTIAL OFFICE AND THE DESIGN GUIDELINES FLOOR. FOR ADDITIONAL DETAILS SEE SHEETS 17 AND 18.

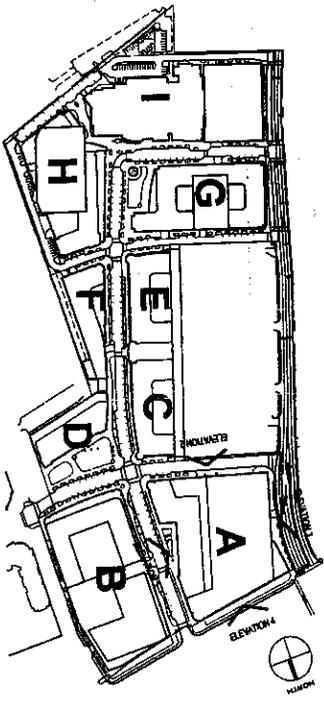
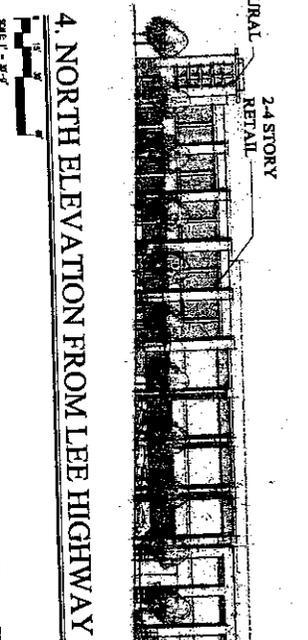
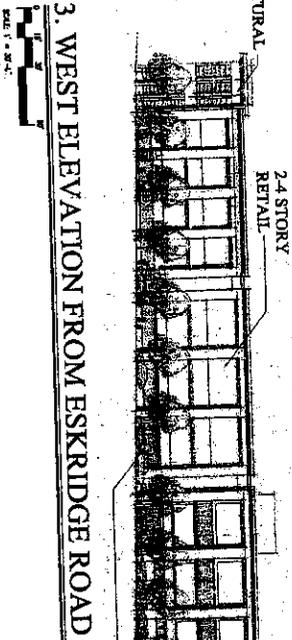
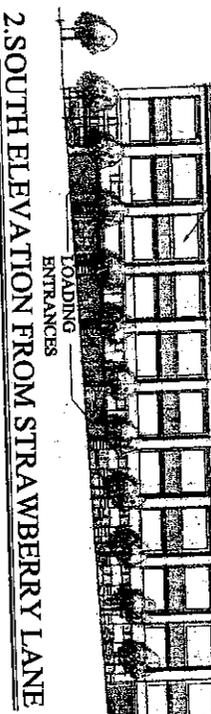
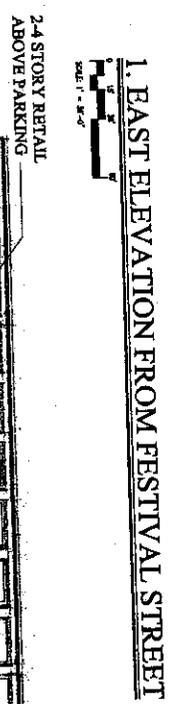
3. NOT ALL BUILDING HEIGHTS CAN BE MAINTAINED SINCE VARIOUSLY OVERALL DENSITY IN THE POC DISTRICT SHALL NOT EXCEED 1,400 DPH OF GFA.

MERRIFIELD
TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

NO.	DATE	DESCRIPTION
1	12/15/07	CONCEPT PLAN
2	1/16/08	CONCEPT PLAN
3	2/11/08	CONCEPT PLAN
4	3/11/08	CONCEPT PLAN
5	4/17/08	CONCEPT PLAN
6	5/1/08	CONCEPT PLAN
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99	5/1/08	CONCEPT PLAN
100	5/1/08	CONCEPT PLAN



CONTRACT NO. 13000000
DATE 12/07/07
PROJECT MERRIFIELD TOWN CENTER
SHEET 17 OF 47



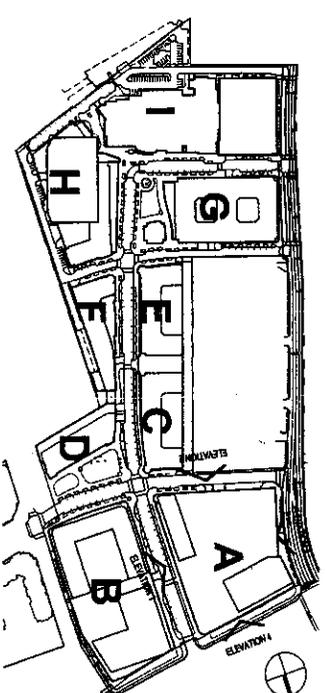
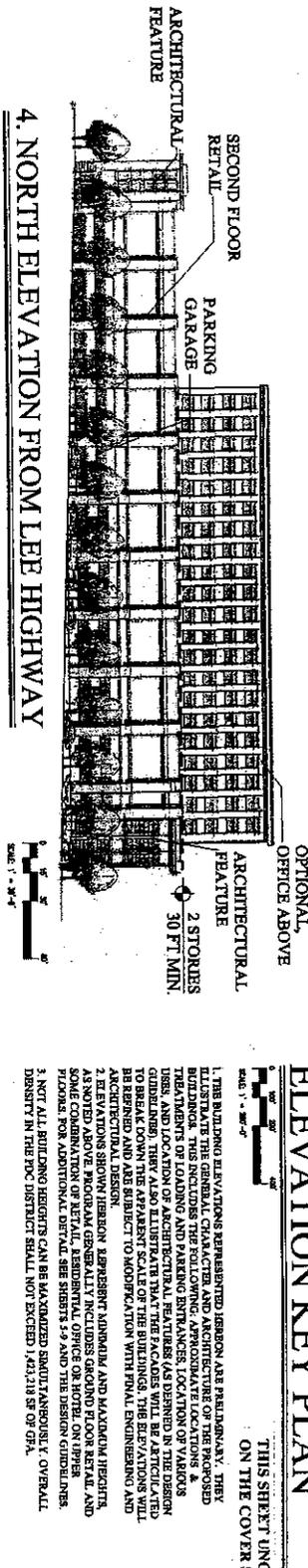
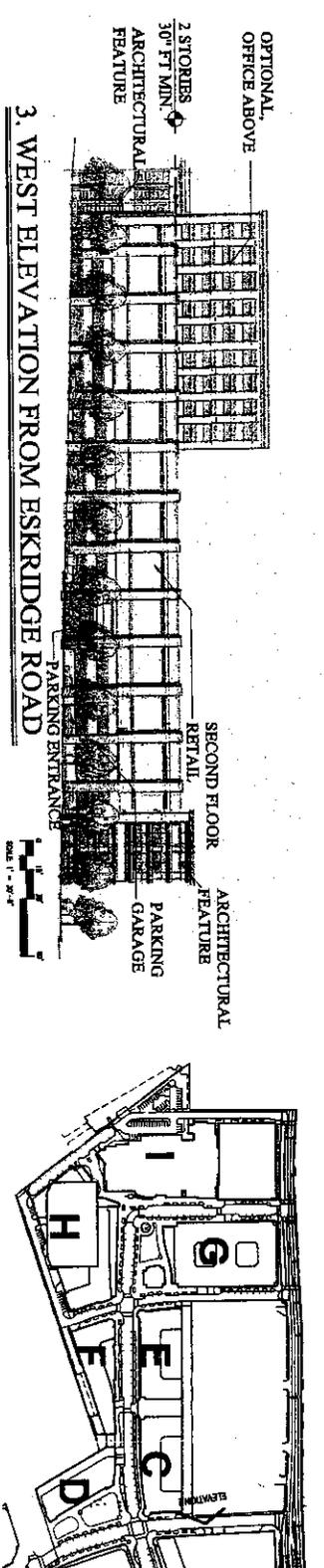
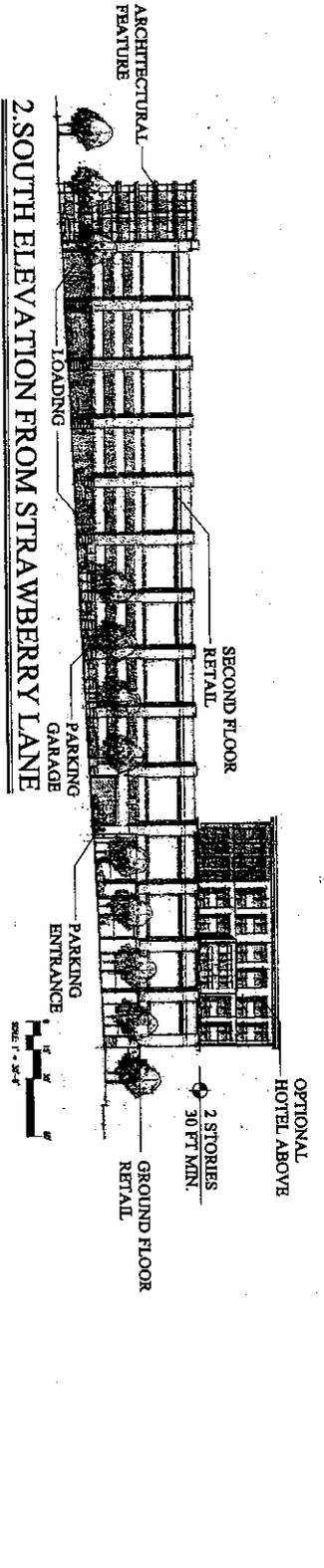
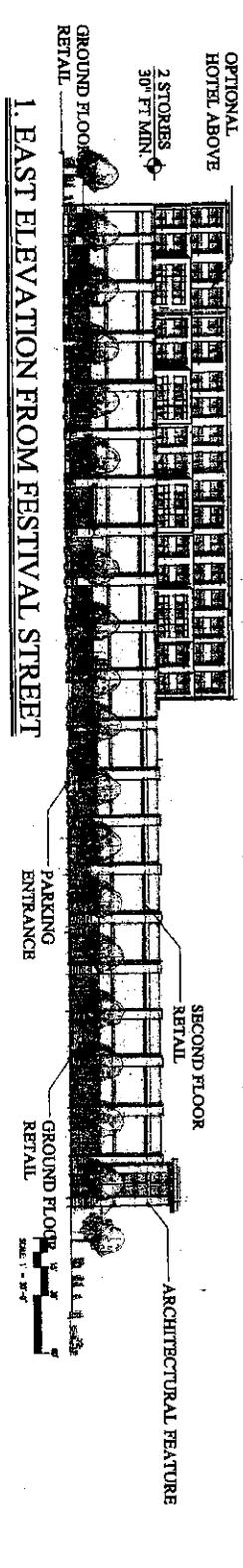
ELEVATION KEY PLAN

THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDINGS. THIS INCLUDES THE FOLLOWING: TYPE OF LOCATION OF VARIOUS PARTS OF THE BUILDING; GENERAL APPEARANCE OF THE BUILDING; THE VARIOUS TYPES OF ARCHITECTURAL FEATURES AS DESCRIBED IN THE DESIGN CONCEPTS. THEY ALSO ILLUSTRATE THAT THE FACADES WILL BE ARTICULATED TO BREAK DOWN THE APPEARANT SCALE OF THE BUILDING. THE ELEVATIONS WILL BE REFINED AND ARE SUBJECT TO MODIFICATION WITH FINAL ARCHITECTURAL AND ARCHITECTURAL DESIGN. ARCHITECTURAL MATERIALS AND MAXIMUM HEIGHTS, 2. ELEVATIONS SHOWN HEREON REPRESENT APPROXIMATE MAXIMUM HEIGHTS. SOME COMPARISON OF RETAIL, RESIDENTIAL, OFFICE OR HOTEL, OR OTHER FLOORS FOR ADDITIONAL DETAIL SEE SHEETS S-9 AND THE DESIGN CONCEPTS. 3. NOT ALL BUILDING HEIGHTS CAN BE MAXIMIZED SIMULTANEOUSLY. OVERALL DENSITY IN THE PDC DISTRICT SHALL NOT EXCEED 1,493,318 SF OF GFA.

MERRIFIELD TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

NO.	DATE	DESCRIPTION
1	12/15/06	PRELIMINARY DESIGN
2	1/15/07	REVISED DESIGN
3	2/15/07	REVISED DESIGN
4	3/15/07	REVISED DESIGN
5	4/15/07	REVISED DESIGN
6	5/15/07	REVISED DESIGN
7	6/15/07	REVISED DESIGN
8	7/15/07	REVISED DESIGN
9	8/15/07	REVISED DESIGN
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100	3/15/15	REVISED DESIGN



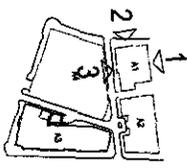
ELEVATION KEY PLAN
 THIS SHEET UNCHANGED AS DESCRIBED
 ON THE COVER SHEET

1. THE BUILDING ELEVATIONS REPRESENTED HEREBY ARE PRELIMINARY. THEY ARE SUBJECT TO CHANGE WITHOUT NOTICE. THE ARCHITECT HAS CONDUCTED VISUAL GENERAL VERIFICATION OF THE BUILDING ELEVATIONS AND HAS FOUND THEM TO BE IN SUBSTANTIAL ACCORD WITH THE INFORMATION PROVIDED BY THE CLIENT. THE ARCHITECT HAS CONDUCTED VISUAL GENERAL VERIFICATION OF THE BUILDING ELEVATIONS AND HAS FOUND THEM TO BE IN SUBSTANTIAL ACCORD WITH THE INFORMATION PROVIDED BY THE CLIENT. THE ARCHITECT HAS CONDUCTED VISUAL GENERAL VERIFICATION OF THE BUILDING ELEVATIONS AND HAS FOUND THEM TO BE IN SUBSTANTIAL ACCORD WITH THE INFORMATION PROVIDED BY THE CLIENT.

MERRIFIELD
 TOWN CENTER
 FAIRFAX COUNTY, VIRGINIA

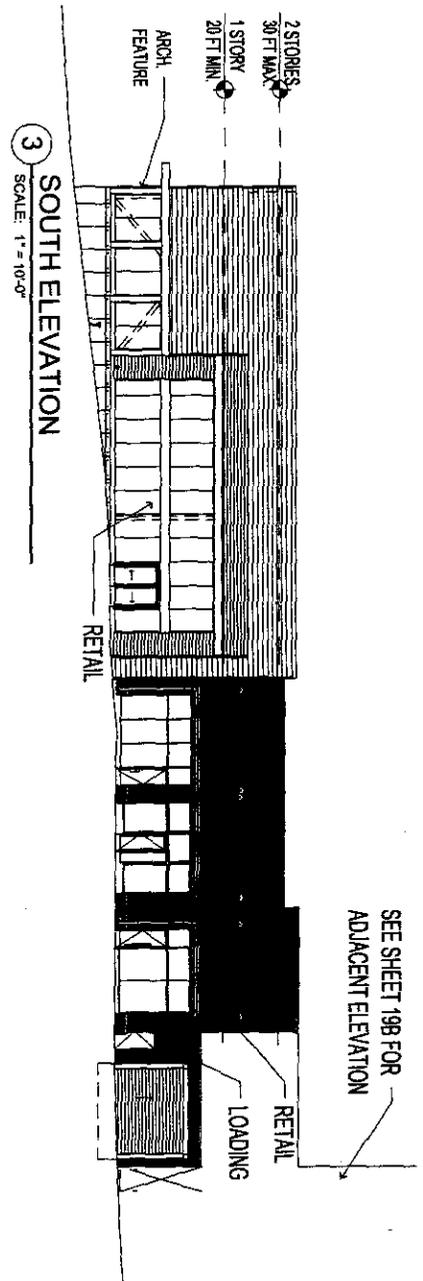
RPMI
 REALTY ASSOCIATES, INC.

APPROVED: [Signature]
 DATE: 06/27/19
 PARCEL A OPTIO
 4 ELEVATIONS
 SHEET 19 OF 19

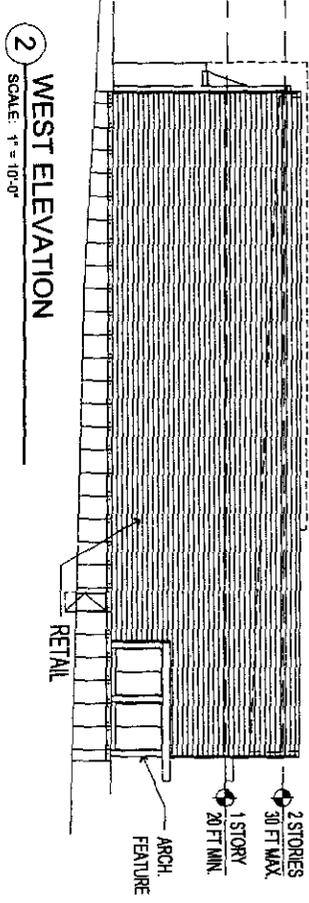


KEY PLAN
SCALE: NTS

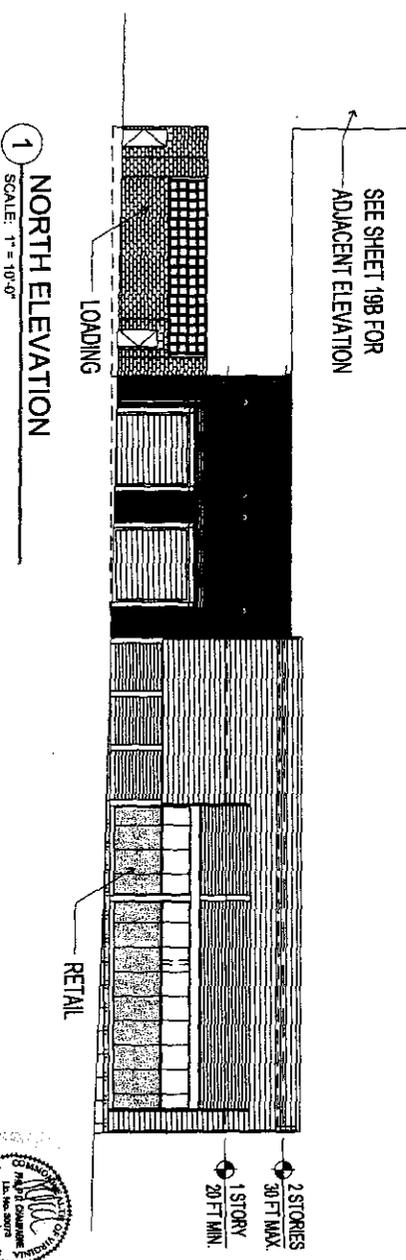
NOTES:
1 - THE BUILDING ELEVATIONS REPRESENTED HEREIN ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDING. THIS INCLUDES THE FOLLOWING: APPROXIMATE LOCATIONS AND TREATMENTS OF LOADING AND PARKING ARRANGEMENTS, LOCATION OF WINDOWS, DOORS, AND LOCATION OF ARCHITECTURAL FEATURES AS ORDERED BY THE DESIGN ENGINEER. THEY ALSO ILLUSTRATE THAT THE PROPOSAL WILL BE ARTICULATED TO BREAK DOWN THE APPROPRIATE SCALE OF THE BUILDING. THE ELEVATIONS WILL BE REVIEWED AND ARE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL REVIEW.
2 - ELEVATIONS SHOWN HEREIN REPRESENT MAXIMUM AND MINIMUM HEIGHTS AS NOTED ABOVE. PROGRAM GENERALLY INCLUDES GROUND TO CORNER AND SOME COMBINATION OF RETAIL, RESIDENTIAL, OFFICE, OR HOTEL ON UPPER FLOORS. FOR ADDITIONAL DETAILS, SEE SHEETS 19 AND THE DESIGN GUIDELINES.
3 - NOT ALL BUILDING HEIGHTS CAN BE MAXIMIZED SIMULTANEOUSLY. OVERALL DENSITY IN THE PDC DISTRICT SHALL NOT EXCEED 1.6231 RFR OF GFA.



3 SOUTH ELEVATION
SCALE: 1" = 10'-0"



2 WEST ELEVATION
SCALE: 1" = 10'-0"



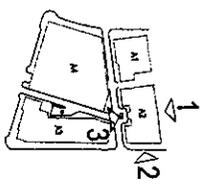
1 NORTH ELEVATION
SCALE: 1" = 10'-0"



Parcel A - Grocery Elevations
Mosaic District
Merrifield, VA

AS NOTED
CH

REVISED
REV 11-15-2010
REV 10-11-2010
REV 08-23-2010
SIB 06-08-2010

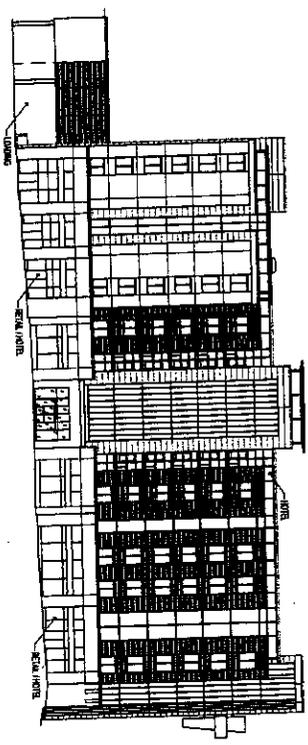


KEY PLAN
SCALE: NTS

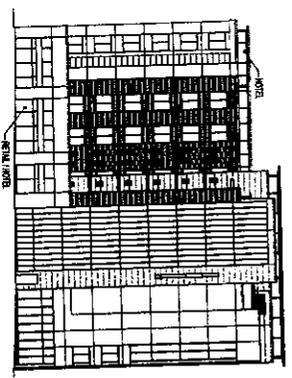
NOTE:

- 1- THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDINGS. THIS INCLUDES THE FOLLOWING: APPROXIMATE LOCATION AND TREATMENT OF LOADING AND PARKING EXCHANGES, LOCATION OF VARIOUS USES, AND LOCATION OF ARCHITECTURAL FEATURES (AS OBTAINED IN THE DESIGN GUIDELINES). THEY ALSO ILLUSTRATE THAT THE BUILDINGS WILL BE ARTICULATED TO SHOW DOWN THE APPROPRIATE SCALE OF THE BUILDINGS. THE ELEVATIONS WILL BE REFINED AND ARE SUBJECT TO ADAPTATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.
- 2- ELEVATIONS SHOW HATCHING REPRESENTING TERRAZZO AND LUMBER FINISHES, AS NOTED ABOVE. PROGRAM GENERALLY INCLUDES GROUND FLOOR RETAIL AND SOME COMBINATION OF RETAIL, RESIDENTIAL, OFFICE, OR HOTEL, ON UPPER FLOORS. FOR ADDITIONAL DETAIL, SEE SHEETS S4 AND THE DESIGN GUIDELINES.
- 3- NOT ALL BUILDING HEIGHTS CAN BE QUANTIFIED SIMILARLY TO 'OVERALL HEIGHT' IN THE DESIGN GUIDELINES. HEIGHTS VARYING BY 1/2' OR 3/4'.

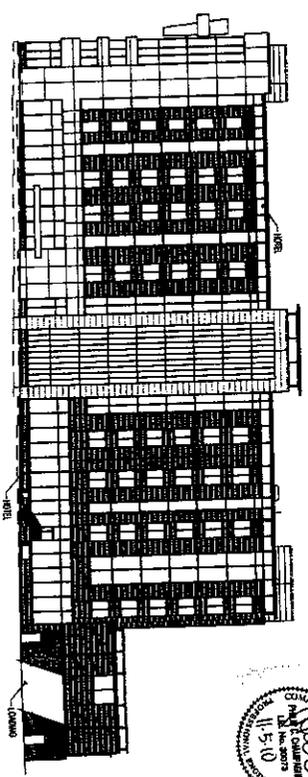
3 SOUTH ELEVATION
SCALE: 1" = 20'



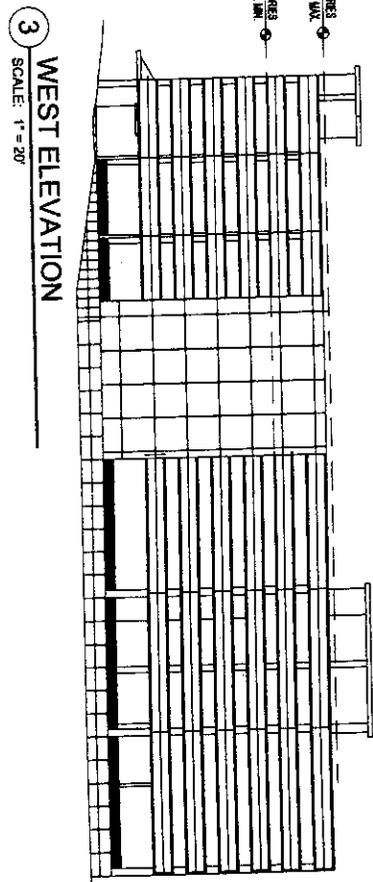
2 EAST ELEVATION
SCALE: 1" = 20'



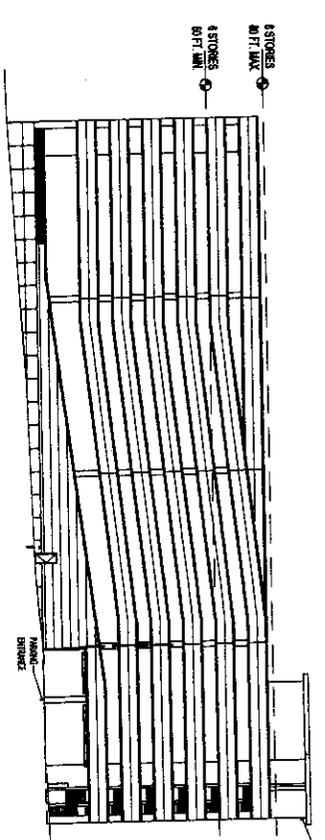
1 NORTH ELEVATION
SCALE: 1" = 20'



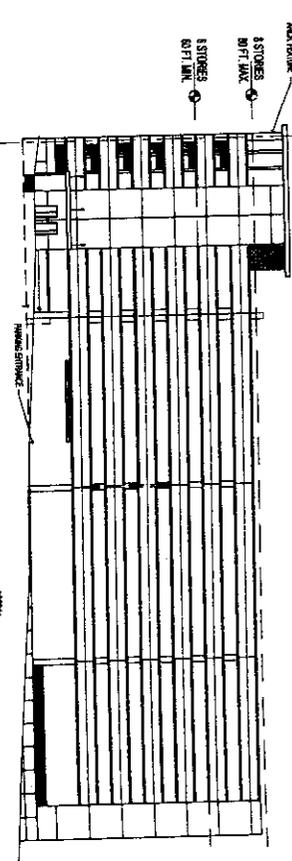
Parcel A - Hotel Elevations		DATE	PROJECT #
Mosaic District		SCALE	OWNER BY
Merrifield, VA		AS NOTED	CH
REV: 12-23-09		SIB 05-09-2010	
REV: 11-05-2010		SIB 05-09-2010	
REV: 10-11-2010		SIB 05-09-2010	
REV: 08-23-2010		SIB 05-09-2010	
REV: 05-09-2010		SIB 05-09-2010	



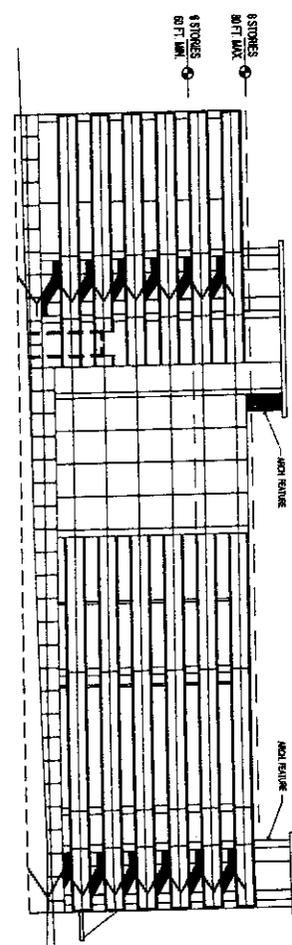
3 WEST ELEVATION
 SCALE: 1" = 20'



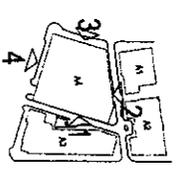
4 SOUTH ELEVATION
 SCALE: 1" = 20'



2 NORTH ELEVATION
 SCALE: 1" = 20'



1 EAST ELEVATION
 SCALE: 1" = 20'



KEY PLAN
 SCALE: NTS

NOTE:
 1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDING. THIS INCLUDES THE FOLLOWING APPROPRIATE LOCATION AND TREATMENT OF LOADING AND PARKING ENTRANCES, LOCATION OF WINDOWS, DOORS, AND LOCATION OF ARCHITECTURAL FEATURES (AS DEFINED IN THE DESIGN GUIDELINES). THEY ALSO ILLUSTRATE THAT THE ELEVATIONS WILL BE APPLIED TO THE BUILDING AT THE APPROPRIATE SCALE OF THE BUILDING. THE ELEVATIONS WILL BE REFINED AND ARE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.
 2. ELEVATIONS SHOWING HEIGHTS REPRESENT THE MAXIMUM ALLOWABLE HEIGHTS, AS NOTED ABOVE. PROGRAM GENERALLY INCLUDES GROUND FLOOR RETAIL AND SOME COMBINATIONS OF RETAIL, RESIDENTIAL, OFFICE, OR HOTEL, ON UPPER FLOORS. FOR ADDITIONAL DETAIL, SEE SHEETS S4 AND THE DESIGN GUIDELINES.
 3. NOT ALL BUILDING HEIGHTS CAN BE MAINTAINED SINCE VARIOUSLY OVERALL DENSITY IN THE FCC DISTRICT SHALL NOT EXCEED 1/22.187' OF BVA.

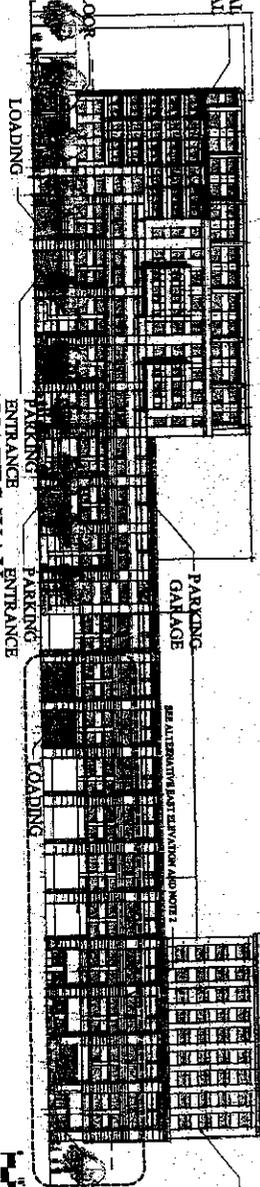


Parcel A - Garage Elevations		DATE	PROJECT #
Mosaic District		SCALE	DRAWN BY
Merrifield, VA		AS NOTED	CH
EDENS & AVANT 7200 Wisconsin Avenue • Suite 400 • Bethesda, MD • 20814 Phone: 301.424.7400 • Fax: 301.652.3588		REVISIONS: REV 12-08-2010 REV 1-08-2010 REV 10-11-2010 REV 09-23-2010 SUB 06-06-2010	

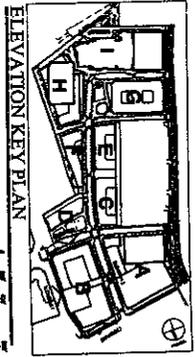
OPTIONAL
RESIDENTIAL

GROUND FLOOR
RETAIL

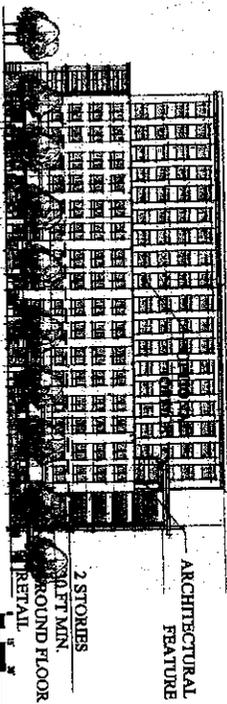
1A. EAST ELEVATION FROM YATES WAY



SCALE: 1" = 8'-0"

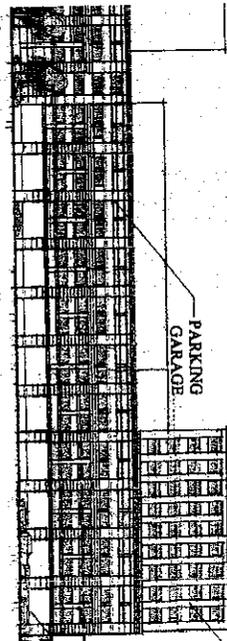


ELEVATION KEY PLAN



2. NORTH ELEVATION FROM LEE HIGHWAY

SCALE: 1" = 8'-0"

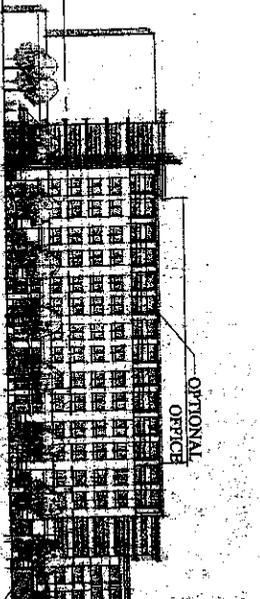


1B. ALTERNATIVE EAST ELEVATION

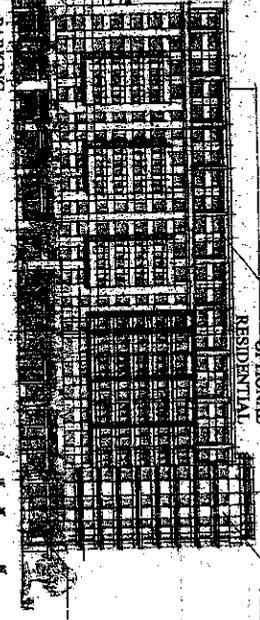
SCALE: 1" = 8'-0"

2 STORIES
30 FT MIN.
GROUND FLOOR
RETAIL

3. WEST ELEVATION FROM FESTIVAL STREET

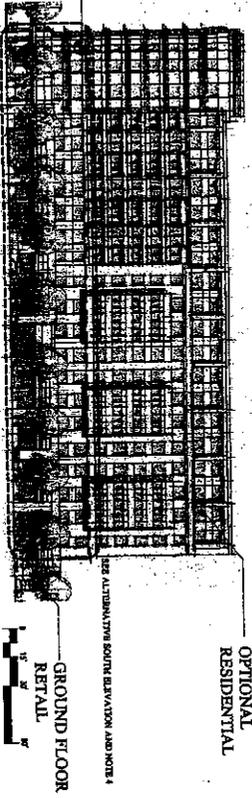


SCALE: 1" = 8'-0"



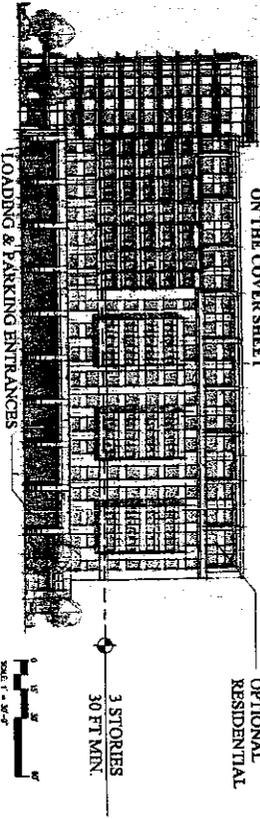
4B. ALTERNATIVE SOUTH ELEVATION

SCALE: 1" = 8'-0"



4A. SOUTH ELEVATION FROM STRAWBERRY LANE

SCALE: 1" = 8'-0"



4B. ALTERNATIVE SOUTH ELEVATION

SCALE: 1" = 8'-0"

THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

1. THE BUILDING ELEVATIONS REPRESENT THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDING. THIS INCLUDES THE FOLLOWING: APPROXIMATE LOCATIONS & DIMENSIONS OF LOADING AND UNLOADING AREAS AND LOCATION OF ARCHITECTURAL FEATURES (AS DETERMINED IN THE DESIGN QUIDRANTS). THEY ARE NOT INTENDED TO BE A CONTRACT DOCUMENT AND WILL BE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.
2. ELEVATIONS SHOWN ARE SUBJECT TO APPROVAL AS NOTED ABOVE. PROGRAM GENERALLY INCLUDES GROUND FLOOR RETAIL, RESIDENTIAL, OFFICE OR NOT AS SHOWN IN 1 AND THE DESIGN GUIDELINES.
3. NOT ALL BUILDING HEIGHTS CAN BE MAINTAINED UNLESS HEIGHTS ARE MAINTAINED IN THIS CASE OF 30 FT MIN.
4. IF ACCESS FROM VEHICLES VIA PUBLIC ACCESS IS NOT OBTAINED, BUILDING B WILL LOAD AND PARK FROM STRAWBERRY LANE.

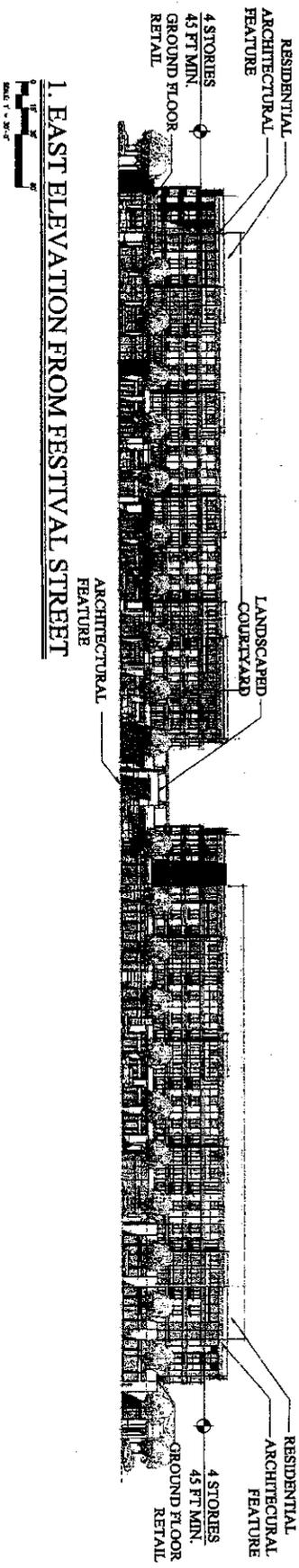
MERRIFIELD
TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

KY: []
 DR: []
 CS: []
 Checked: []
 BY: []
 Approved: []

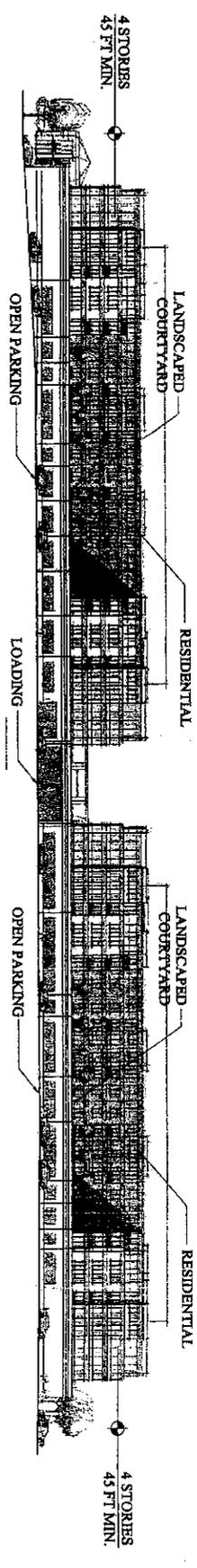
CONTRACT NO. 20060
 DATE: 11/10/02
 SHEET 21 OF 41

PARCEL B OPTIO
 2 BLDG ELEVATIONS

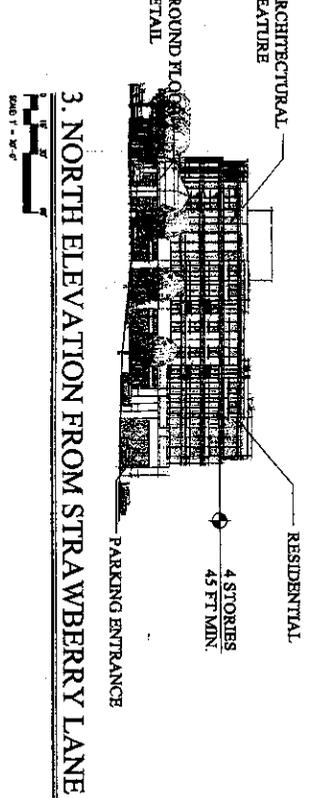
RPKI
 REAL ASSOCIATES, INC.



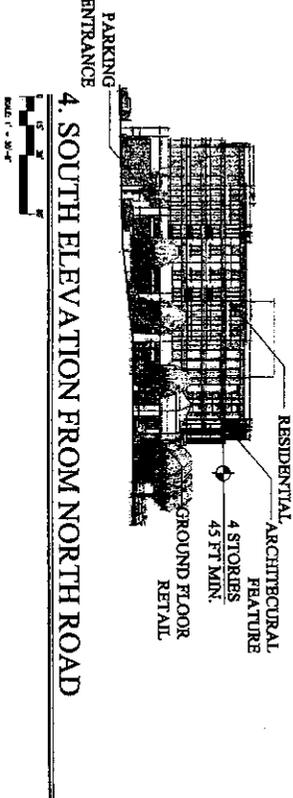
1. EAST ELEVATION FROM FESTIVAL STREET



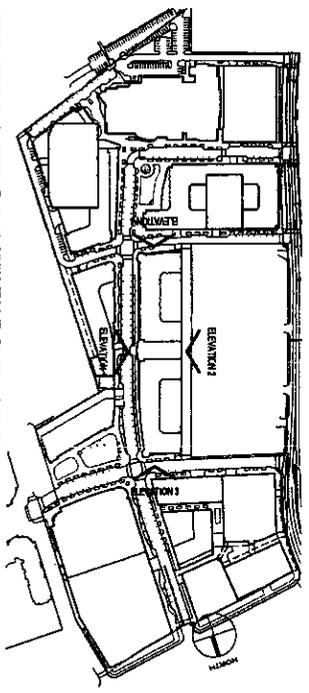
2. WEST ELEVATION FROM ALLEY



3. NORTH ELEVATION FROM STRAWBERRY LANE



4. SOUTH ELEVATION FROM NORTH ROAD



ELEVATION KEY PLAN

THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED TREATMENT OF LOADING AND PARKING ENTRANCES, LOCATION OF VARIOUS USES, AND LOCATION OF ARCHITECTURAL FEATURES (AS DETERMINED BY THE DESIGN GUIDELINES). THEY ALSO ILLUSTRATE THAT THE FACADES WILL BE ARTICULATED TO BREAK DOWN THE APPARENT SCALE OF THE BUILDING. THE ELEVATIONS WILL BE REFINED AND ARE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL REVIEW. REPRESENTATIVE ARCHITECTURAL AND MATERIAL HIGHLIGHTS, AS NOTED ABOVE, PROGRAM GENERALLY INCLUDES GROUND FLOOR RETAIL AND SOME COMBINATION OF RETAIL, RESIDENTIAL, OFFICE OR HOTEL, ON UPPER FLOORS. FOR ADDITIONAL DETAIL SEE SHEETS 5.9 AND THE DESIGN GUIDELINES.

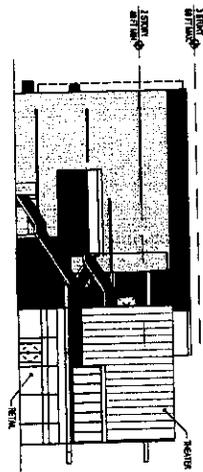
MERRIFIELD
TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

Legend

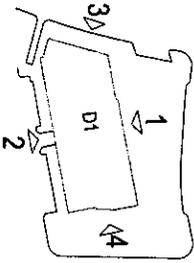
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100. 1.31.17.2017	2017	2017	2017

PARCEL C & I
ELEVATIONS

SHEET 22 OF

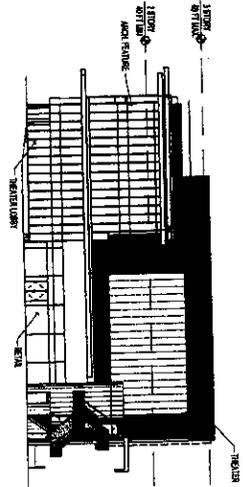


4 EAST ELEVATION
 SCALE: 1" = 20'

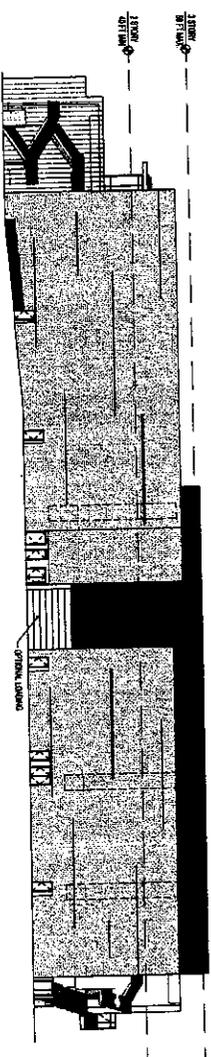


KEY PLAN
 SCALE: NTS

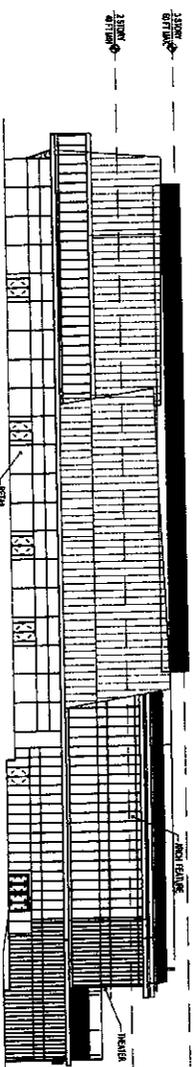
NOTES:
 1. THE BUILDING ELEVATIONS REPRESENTED HEREIN ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND APPEARANCE OF THE PROPOSED BUILDING. THEY INCLUDE THE FOLLOWING: APPROXIMATE LOCATIONS AND TREATMENTS OF CORNERS AND FININGS; ENTRANCES; LOCATION OF VARIOUS USES; AND LOCATION OF ARCHITECTURAL FEATURES AS DEFINED IN THE DESIGN GUIDELINES. THEY ALSO ILLUSTRATE THAT THE FACADES WILL BE ARTICULATED TO BREAK DOWN THE APPEARANT SCALE OF THE BUILDING. THE ELEVATIONS WILL BE REFINED AND ARE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.
 2. ELEVATIONS SHOWN HEREIN REPRESENT GENERAL AND MAXIMUM HEIGHTS, AS NOTED ABOVE. PROGRAM GENERALLY INCLUDES GROUND FLOOR RETAIL AND SCALE COMPARISON OF RETAIL, RESIDENTIAL, OFFICE, OR OTHER LOW RISE FLOOR. FOR ADDITIONAL DETAIL, SEE SHEETS 44 AND THE DESIGN GUIDELINES.
 3. NOT ALL BUILDING HEIGHTS CAN BE MAXIMIZED SIMULTANEOUSLY. OVERALL DENSITY IN THE FOOTPRINT SHALL NOT EXCEED 1,423.21 SF OF GFA.



3 WEST ELEVATION
 SCALE: 1" = 20'

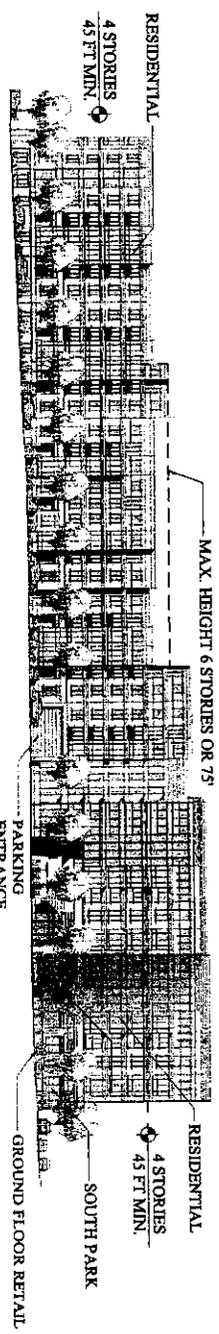


2 SOUTH ELEVATION
 SCALE: 1" = 20'

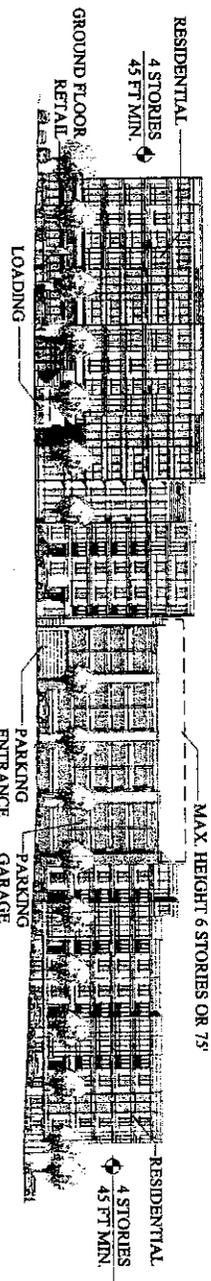


1 NORTH ELEVATION
 SCALE: 1" = 20'

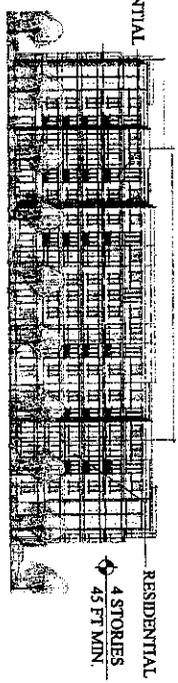




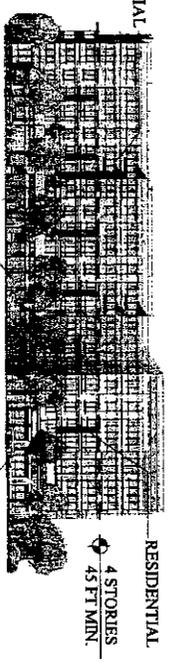
1. SOUTH ELEVATION FROM FESTIVAL STREET EXT.



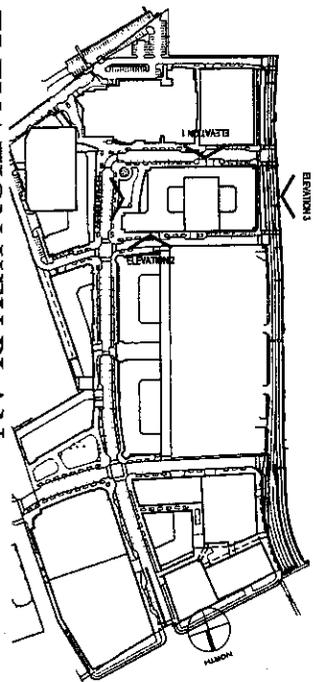
2. NORTH ELEVATION FROM NORTH ROAD



3. WEST ELEVATION FROM ESKRIDGE ROAD



4. EAST ELEVATION FROM FESTIVAL STREET



THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

ELEVATION KEY PLAN

1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDING. THIS INCLUDES THE FOLLOWING APPROXIMATE LOCATIONS & DIRECTIONS OF LOADING AND UNLOADING FEATURES AS SHOWN IN THE DESIGN GUIDELINES. THEY ALSO ILLUSTRATE THAT THE PACKAGES WILL BE ARTICULATED TO BREAK DOWN THE APPARENT SCALE OF THE BUILDINGS. THE ELEVATIONS WILL BE REFINED AND ARE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN. APPROXIMATE MATERIALS AND MANUFACTURE METHODS ARE INDICATED BY SHADING. APPROXIMATELY INCLUDES GROUND FLOOR RETAIL AND SOME COMBINATIONS OF RETAIL, RESIDENTIAL OFFICE OR HOTEL ON UPPER FLOORS FOR ADDITIONAL DETAIL. SEE SHEETS 5.9 AND THE DESIGN GUIDELINES.

THIS SHEET FOR INFORMATION ONLY

SHEET 42

MERRIFIELD
TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

NO.	DATE	DESCRIPTION
1	11/13/2010	PRELIMINARY ELEVATIONS
2	11/13/2010	REVISED ELEVATIONS
3	11/13/2010	REVISED ELEVATIONS
4	11/13/2010	REVISED ELEVATIONS
5	11/13/2010	REVISED ELEVATIONS
6	11/13/2010	REVISED ELEVATIONS
7	11/13/2010	REVISED ELEVATIONS
8	11/13/2010	REVISED ELEVATIONS
9	11/13/2010	REVISED ELEVATIONS
10	11/13/2010	REVISED ELEVATIONS
11	11/13/2010	REVISED ELEVATIONS
12	11/13/2010	REVISED ELEVATIONS
13	11/13/2010	REVISED ELEVATIONS
14	11/13/2010	REVISED ELEVATIONS
15	11/13/2010	REVISED ELEVATIONS
16	11/13/2010	REVISED ELEVATIONS
17	11/13/2010	REVISED ELEVATIONS
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19	11/13/2010	REVISED ELEVATIONS
20	11/13/2010	REVISED ELEVATIONS

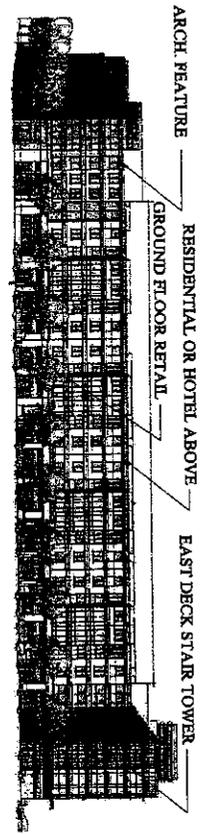
RTKL
RTKL Associates, Inc.

PROJECT: PARCEL G ELEVATIONS

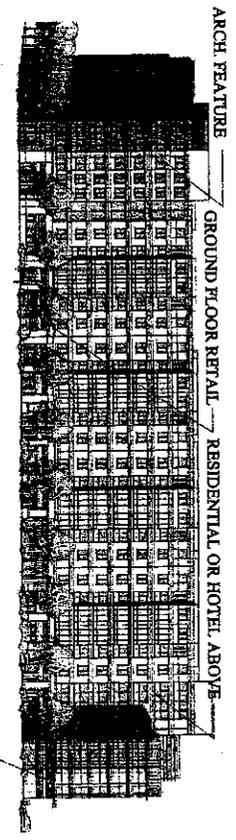
DATE: 12/07/12

SCALE: 1/8" = 1'-0"

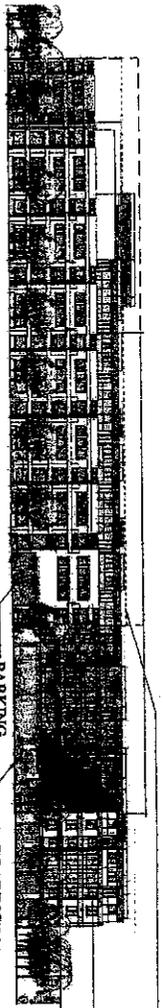
SHEET 24 OF 4



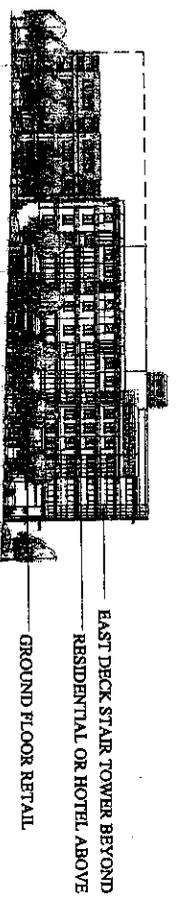
1. WEST ELEVATION FROM FESTIVAL STREET



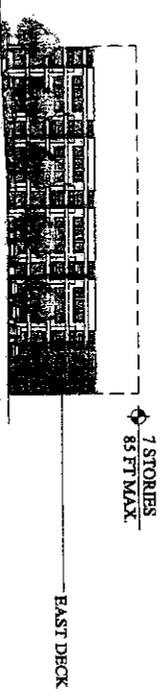
1. ALTERNATIVE WEST ELEVATION



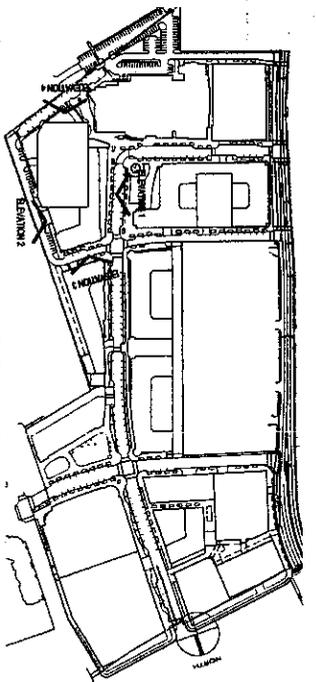
2. EAST ELEVATION FROM CINEMA MEWS



3. NORTH ELEVATION FROM NORTH ROAD



4. SOUTH ELEVATION FROM CINEMA MEWS



ELEVATION KEY PLAN

THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDING. THIS INCLUDES THE FOLLOWING APPROXIMATE LOCATIONS & DIMENSIONS OF THE BUILDING, THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDING, AND LOCATION OF ARCHITECTURAL FEATURES (AS SHOWN IN THE DESIGN GUIDELINES). THEY ALSO ILLUSTRATE THAT THE ELEVATIONS WILL BE ANTICIPATED TO BREAK DOWN THE APPARENT SCALE OF THE BUILDING. THE ELEVATIONS WILL BE REFINED AND ARE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.

2. ELEVATIONS SHOWN HEREON REPRESENT MINIMUM AND MAXIMUM HEIGHTS, AS NOTED ABOVE. PROGRAM GENERALLY INCLUDES GROUND FLOOR RETAIL AND SOME COMBINATION OF RETAIL, RESIDENTIAL OFFICE OR HOTEL, ON UPPER FLOORS. FOR ADDITIONAL DETAIL SEE SHEETS 54 AND THE DESIGN GUIDELINES.

3. NOT ALL BUILDING HEIGHTS CAN BE MAXIMIZED SIMULTANEOUSLY OVERALL DENSITY IN THE PDC DISTRICT SHALL NOT EXCEED 1,423.218 SF OF GFA.

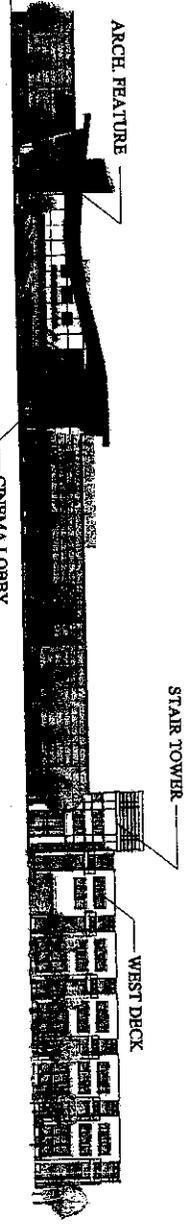
MERRIFIELD
TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

No.	Date	Revised Drawing Log
1	12/11/2018	Complete Review
2	12/13/2018	Complete Review
3	1/16/2019	Complete Review
4	1/16/2019	Complete Review
5	1/16/2019	Complete Review
6	1/16/2019	Complete Review
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50	1/16/2019	Complete Review

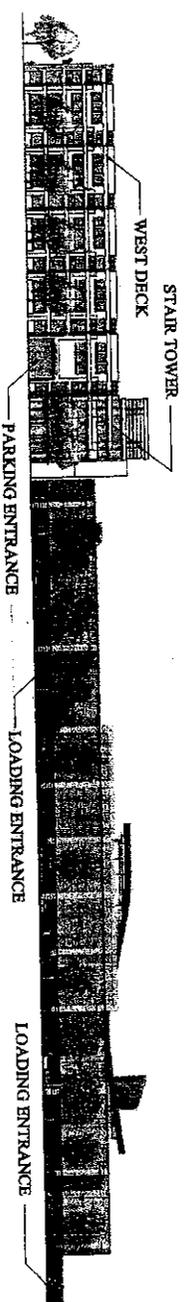
RTPKI
RTPKI Associates, Inc.

CONTRACT NO. 18-001
PROJECT NO. 18-001
SHEET 25 OF 108

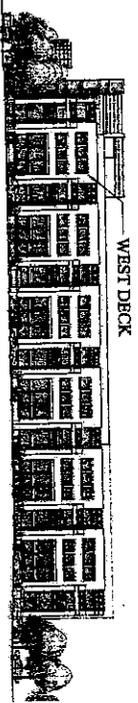
DATE: 1/16/2019
SHEET 25 OF 108



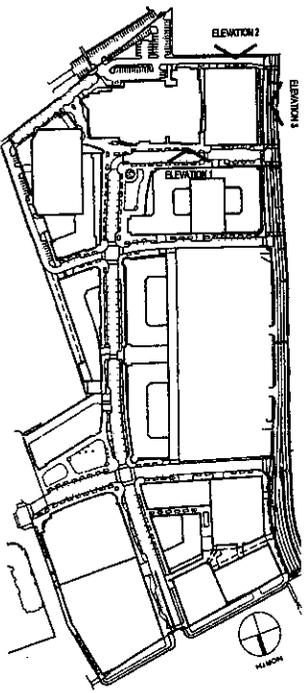
1. NORTH ELEVATION FROM FESTIVAL STREET EXT.



2. SOUTH ELEVATION FROM CINEMA MEWS



3. WEST ELEVATION FROM ESKRIDGE ROAD



ELEVATION KEY PLAN



THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY DO NOT REPRESENT THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDINGS. THIS INCLUDES THE FOLLOWING: APPROXIMATE LOCATIONS & TREATMENTS OF LOADING AND PARKING ENTRANCES; LOCATIONS OF THE USES; AND LOCATION OF ARCHITECTURAL FEATURES. THE DESIGN OF THE BUILDINGS IS SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.

2. ELEVATIONS SHOWN HEREON REPRESENT APPROXIMATE MAXIMUM HEIGHTS. ANY CHANGES TO THESE HEIGHTS SHALL BE REALY ENCLOSED GROUND FLOOR RETAIL AND FLOORS. FOR ADDITIONAL DETAIL SEE SHEETS 5-9 AND THE DESIGN GUIDELINES.

3. NOT ALL SETTING HEIGHTS CAN BE MAXIMIZED SINCE UNUSUALLY OVERALL DENSITY IN THE PDC DISTRICT SHALL NOT EXCEED 1,431,218 SF OF GFA.

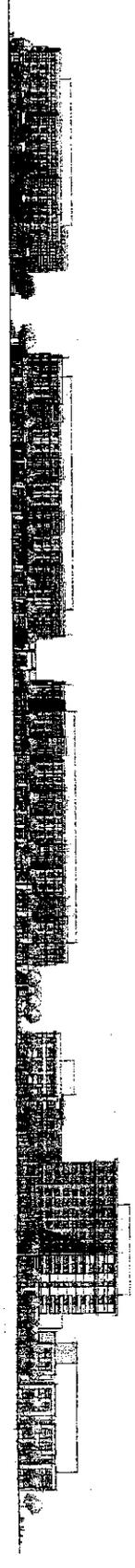
MERRIFIELD
TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

NO.	DATE	DESCRIPTION
1	1/24/2019	CONCEPT REVIEW
2	1/24/2019	CONCEPT REVIEW
3	1/24/2019	CONCEPT REVIEW
4	1/24/2019	CONCEPT REVIEW
5	1/24/2019	CONCEPT REVIEW
6	1/24/2019	CONCEPT REVIEW
7	1/24/2019	CONCEPT REVIEW
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32	1/24/2019	CONCEPT REVIEW
33	1/24/2019	CONCEPT REVIEW
34	1/24/2019	CONCEPT REVIEW
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PARCEL 1 & WEST DECK ELEVATION

Checked By: [Signature]
Date: [Date]
Scale: 1" = 20' 0"

SHEET 26 OF 31



1. FESTIVAL STREET - EAST ELEVATION



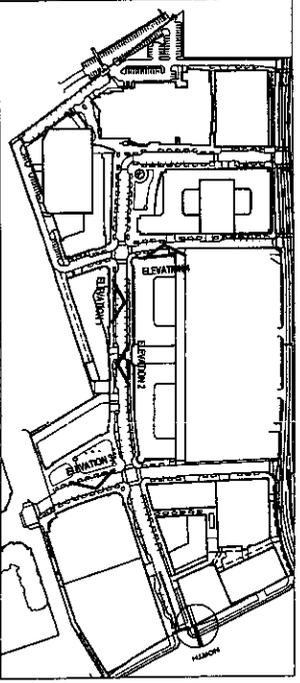
2. FESTIVAL STREET - WEST ELEVATION



3. STRAWBERRY LANE - SOUTH ELEVATION



4. NORTH STREET - NORTH ELEVATION



ELEVATION KEY PLAN

THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

1. THE BUILDING ELEVATIONS REPRESENTED HEREON ARE PRELIMINARY. THEY ILLUSTRATE THE GENERAL CHARACTER AND ARCHITECTURE OF THE PROPOSED BUILDINGS. THIS INCLUDES THE FOLLOWING: APPROXIMATE LOCATIONS & THE PLACEMENT OF LOADING AND PARKING STRUCTURES, LOCATIONS OF VARIOUS ENTRANCES, AND THE GENERAL APPEARANCE OF THE BUILDINGS. THEY ALSO ILLUSTRATE THAT THE BUILDINGS WILL BE ARTICULATED TO BREAK DOWN THE APPARENT SCALE OF THE BUILDINGS. THE ELEVATIONS WILL BE REFINED AND ARE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.

2. THE DESIGN PROGRAM REPRESENTED AND MAXIMUM HEIGHTS, ARE NOT TO BE CONSIDERED FINAL. THE DESIGN PROGRAM GENERALLY INCLUDES GROUND FLOOR, 1ST, 2ND AND 3RD FLOOR, RESIDENTIAL OFFICE ON HOTEL ON UPPER FLOOR. FOR ADDITIONAL DETAIL SEE SHEETS 5.9 AND THE DESIGN GUIDELINES.

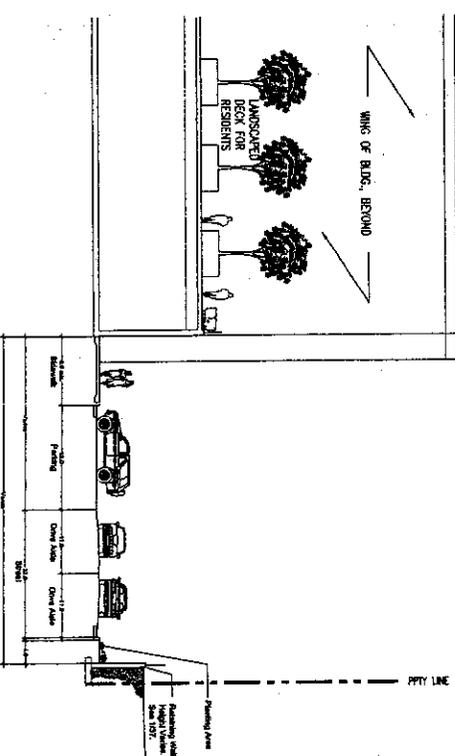
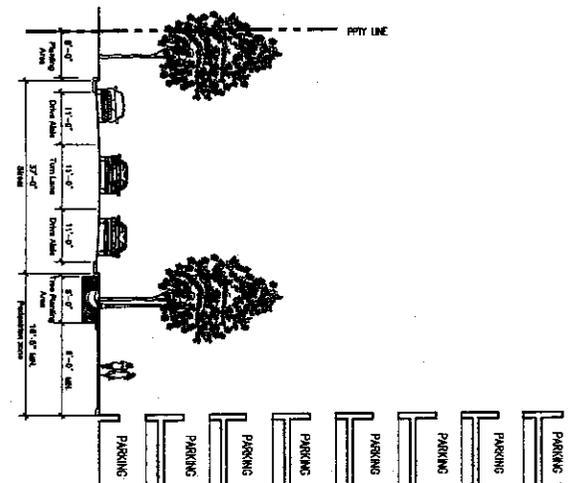
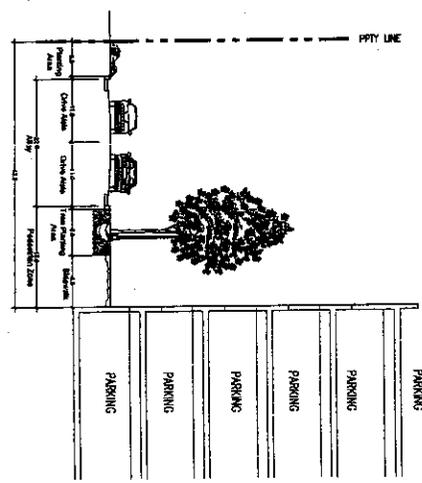
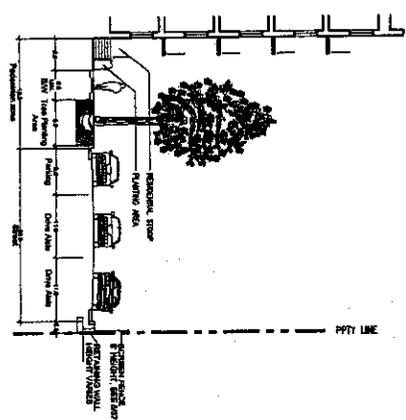
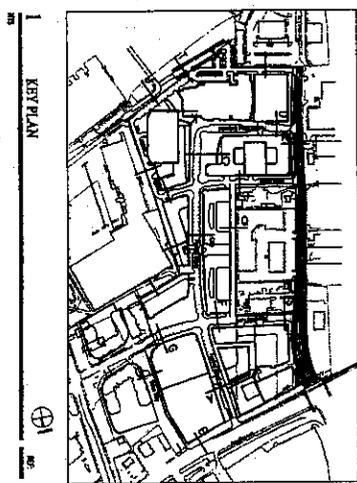
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TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

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CONTRACT NO. 200
DATE 12/15/2010
LAW OFFICE 100

STREET ELEVATIONS

APPROVED



2 SECTION 2 - NORTH STREET
SCALE 1" = 20'

3 SECTION 3 - ALLEY
SCALE 1" = 10'

4 SECTION 4 - STRAWBERRY LANE
SCALE 1" = 10'

5 SECTION 5 - ALLEY
SCALE 1" = 10'

THIS SHEET UNCHANGED AS DESCRIBED
ON THE COVER SHEET

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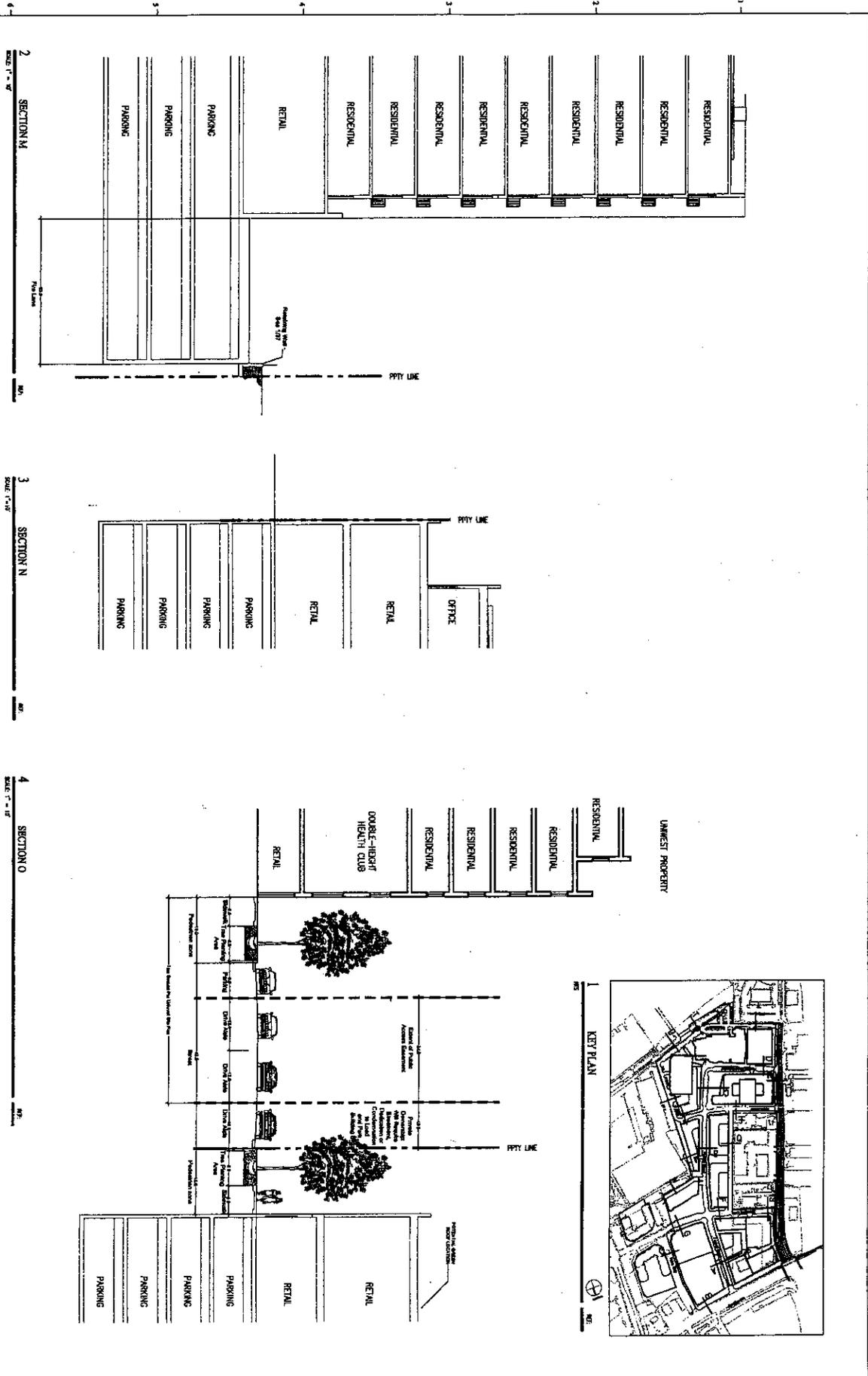
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FAIRFAX COUNTY, VIRGINIA

CONTRACT NO. 09-03-0003
 DRAWING NO. 09-03-0003
 SHEET NO. 30 O

DATE: 08/23/05

DESIGNED BY: [Signature]
 CHECKED BY: [Signature]
 APPROVED BY: [Signature]

STREET SECT



THIS SHEET UNCHANGED AS DESCRIBED
ON THE COVER SHEET

MERRIFIELD

TOWN CENTER

FAIRFAX COUNTY, VIRGINIA

REVISIONS

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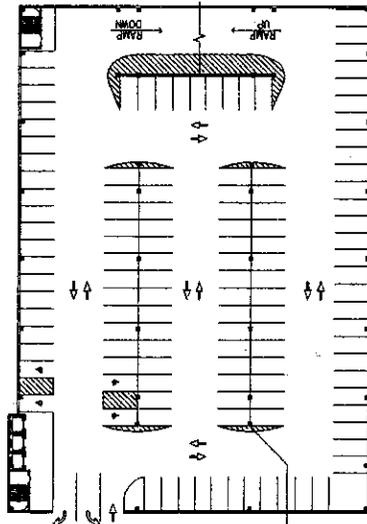
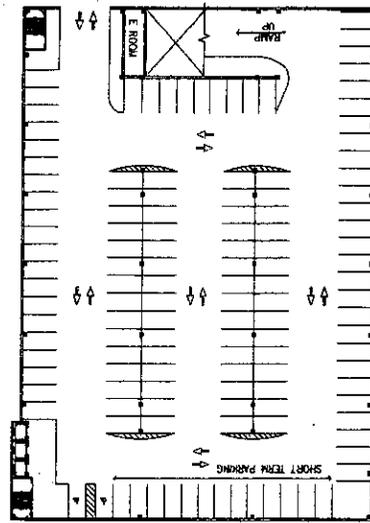
CONTRACT

BC
 DE
 GS
 Checked
 Date
 Approved

CONTRACT NO. 2006051
DATE 08/14/06
REVISION 18/01/08

STREET SECTION

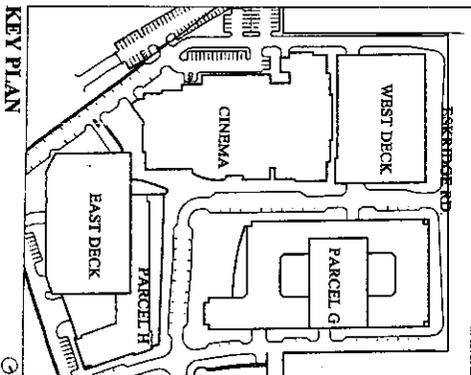
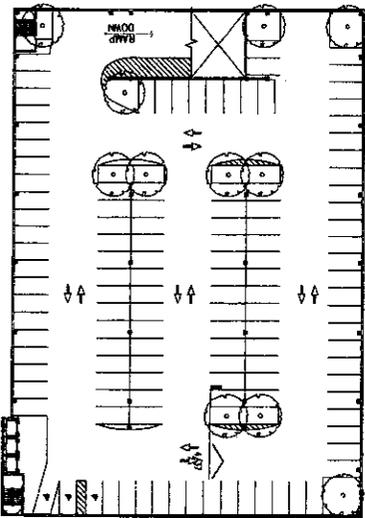
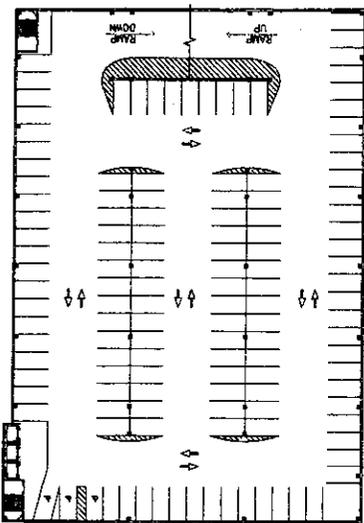
10/13/10



TO OBTAIN PROFILES AND
DIMENSIONS FOR
CONSTRUCTION SEE SHEET 1

Notes:
1 Garage plans shown hereon are preliminary and subject to change at final design and engineering.
2 Applicant reserves the right to increase or decrease the number of spaces shown hereon, subject to Profiter.

THIS SHEET UNCHANGED AS DESCRIBED
ON THE COVER SHEET



MERRIFIELD
TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

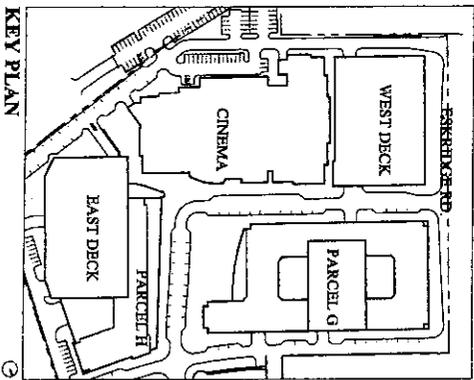
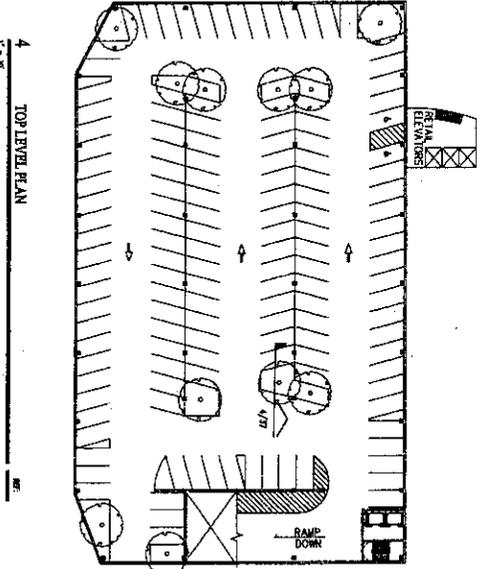
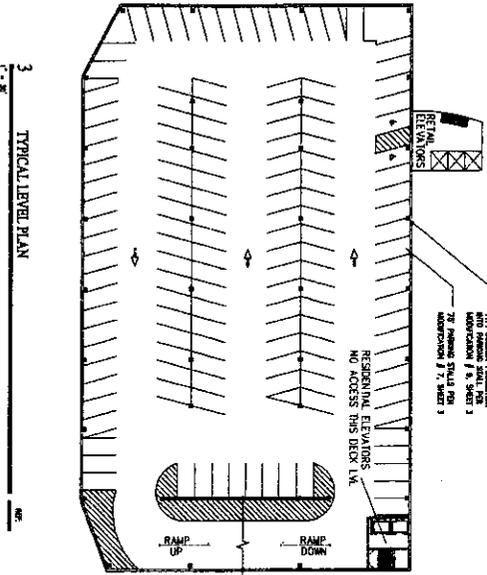
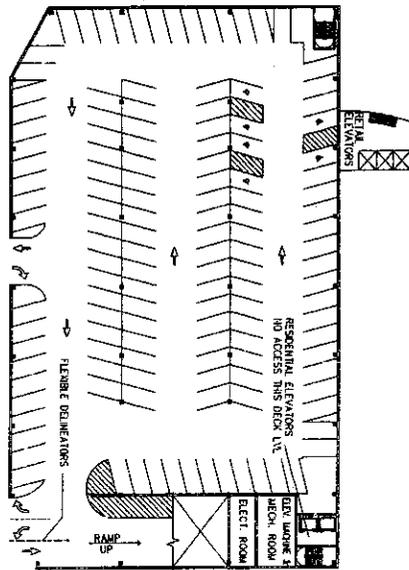
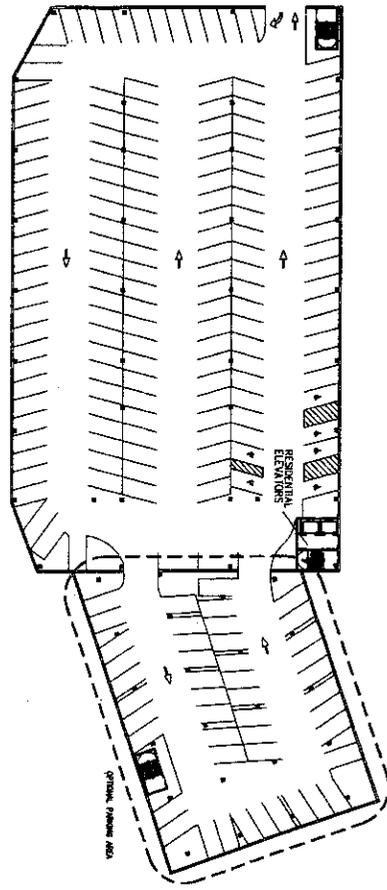
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99	12/01/2010	CONTRACT AGREEMENT
100	12/01/2010	CONTRACT AGREEMENT

RTKL
RTKL Associates, Inc.
CONTRACTOR

WALKER
WALKER ARCHITECTS
ARCHITECT

WEST DECK
PLANS

Contract No. 30065
Issue Date 12/01/2010
Lead Engineer 1001/2010



THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

- Notes:
1. Garage plans shown herein are preliminary and subject to change at final design and engineering.
 2. Applicant reserves the right to increase or decrease the number of spaces shown herein, subject to Profers.

MERRIFIELD
TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

RTKL
RTKL Architecture, Inc.

WMA & M
WMA & M

CONTRACT
CONTRACT NO. 120702
DATE: 12/07/12
TALL FORTRESS

DESIGN
DESIGN NO. 120702
DATE: 12/07/12
TALL FORTRESS

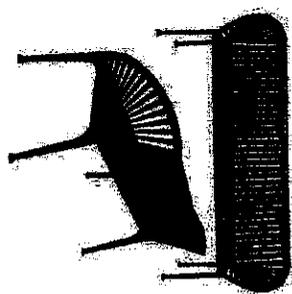
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APPROVAL NO. 120702
DATE: 12/07/12
TALL FORTRESS

REVISIONS

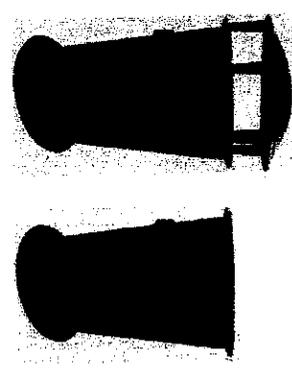
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50	12/07/12	120702	TALL FORTRESS

Sample Tree Selection

- | | |
|--|---------------------------|
| <i>Acer rubrum</i> | Red maple |
| <i>Betula nigra</i> | River birch |
| <i>Liquidambar styraciflua</i> 'Rotundiloba' | Sweet gum Rotundiloba |
| <i>Nyssa sylvatica</i> | Black gum |
| <i>Platanus x acerifolia</i> | London Plane |
| <i>Quercus phellos</i> | Willow oak |
| <i>Quercus rubra</i> | Red oak |
| <i>Ulmus parvifolia</i> | Chinese elm |
| <i>Ulmus americana</i> 'Valley Forge' | Valley Forge American elm |
| <i>Ulmus americana</i> 'New Harmony' | New Harmony American elm |



Benches



Trash Receptacles



Red Maple



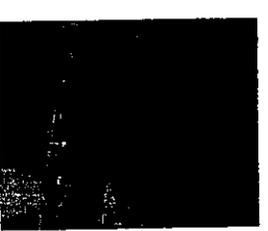
River Birch



Sweet Gum



Black Gum



London Plane



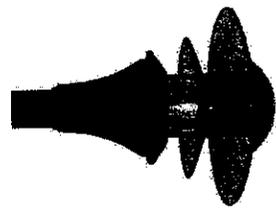
Willow Oak



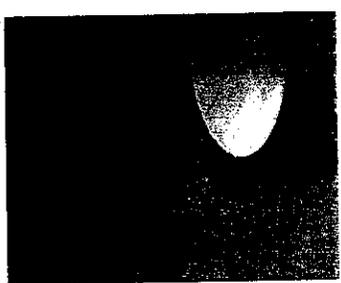
Red Oak



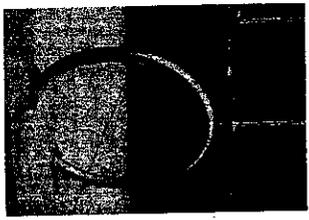
Chinese Elm



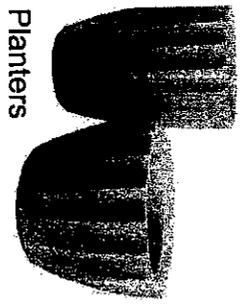
Pedestrian Street Lamp



Moveable Tables and Chairs



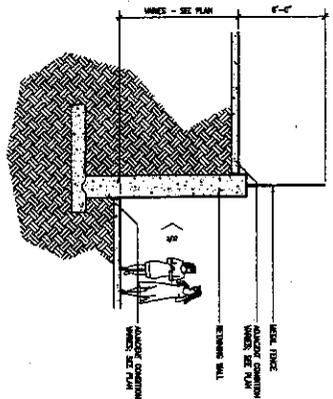
Bike Rack



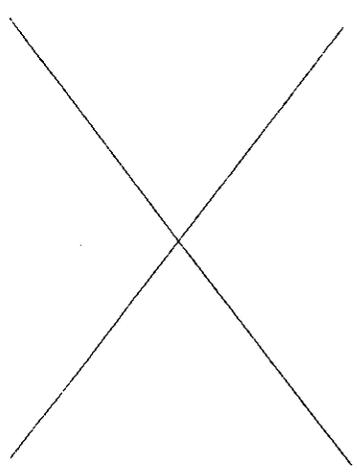
Planters

THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET.

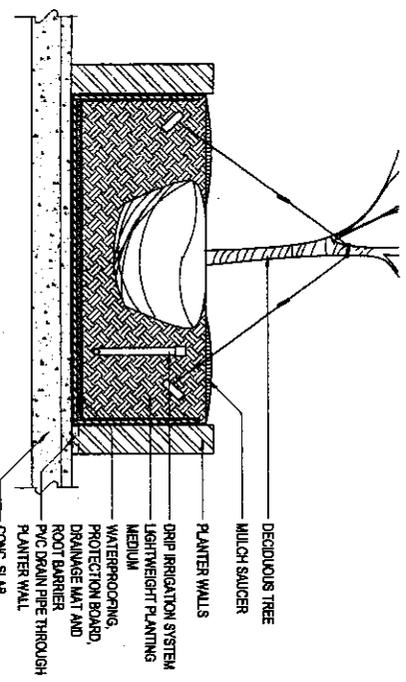
Note:
 1. Exact type, design and location of all landscape improvements to be determined at final engineering and design.
 2. Tree selection is for illustrative purposes. Plant schedule will be submitted as part of Landscape Plan at Site Plan submission.



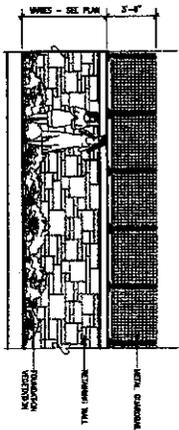
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1/8" = 1'-0"



2 NOT USED
1/8" = 1'-0"

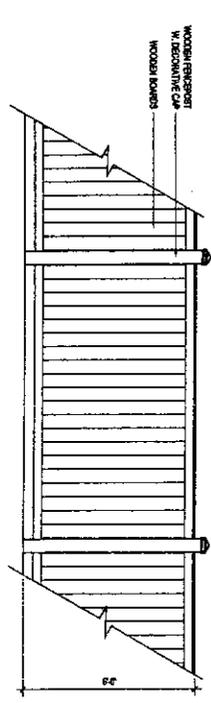


4 TREE ON SLAB DETAIL
3/8" = 1'-0"



3 RETAINING WALL DETAIL ELEVATION
1/8" = 1'-0"

THIS SHEET UNCHANGED AS DESCRIBED
ON THE COVER SHEET



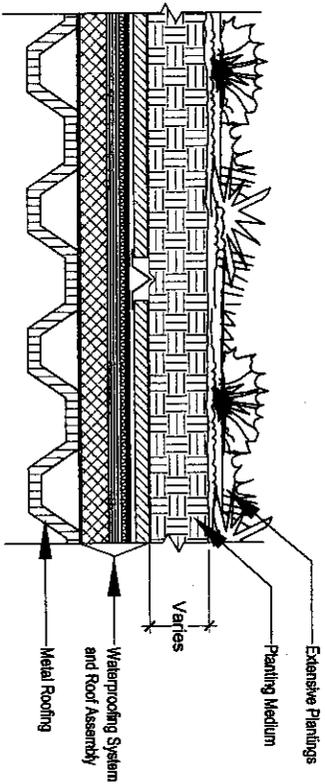
5 SCREEN FENCE ELEVATION
1/8" = 1'-0"

MERRIFIELD
TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

RYKL
RYKL Associates, Inc.

CONTRACT
DATE
DRAWN BY
CHECKED BY
APPROVED BY

LANDSCAPE ELEMENTS
300061111
13072105
10017807
SHEET 37 OF 48



TYPICAL SECTION - EXTENSIVE GREEN ROOF



PLANT MATERIAL EXAMPLE: SEDUM SPECTABILE JOHN CREECH



PLANT MATERIAL EXAMPLE: PTILOTHYMIA SIBIRICA

Note:
 1 See sheets 12 - 14 of CDP / FDP application for roof location.
 2 Applicant shall provide green roof of approximately 20,000 SF in accordance with the typical sections shown on this sheet, provided that incremental costs associated with such green roof do not exceed \$300,000. If costs are anticipated to exceed the foregoing estimated cost, then, subject to approval by the County, which approval shall not be unreasonably withheld, the scope of improvements may be modified and/or value engineered by Applicant in order to meet the cost parameter set forth above. Incremental costs include items such as increased structural support, drainage requirements, waterproofing, etc.

THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

TYPE	CONTAINER	NOTES
EXTENSIVE PLANTS		
PETIOTHECA SIBIRICA	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM ALBA WIFELE	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM FLOERBERGII WIEDENHOFER SCUL	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM IMPERSTRE	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM BEKAUWOLAN	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM SPURIA PLADGALIT	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM SPURIA JOHN CREECH	PRE-EST. CUTTINGS	FULLY ROOTED
SEDUM SPURIA WHITE FOUNT	PRE-EST. CUTTINGS	FULLY ROOTED

Note: For informational purposes only. Exact plant schedule to be determined.

6 SAMPLE ROOFTOP PLANT SCHEDULE

MERRIFIELD
 TOWN CENTER
 FAIRFAX COUNTY, VIRGINIA

Legend Drawing Log

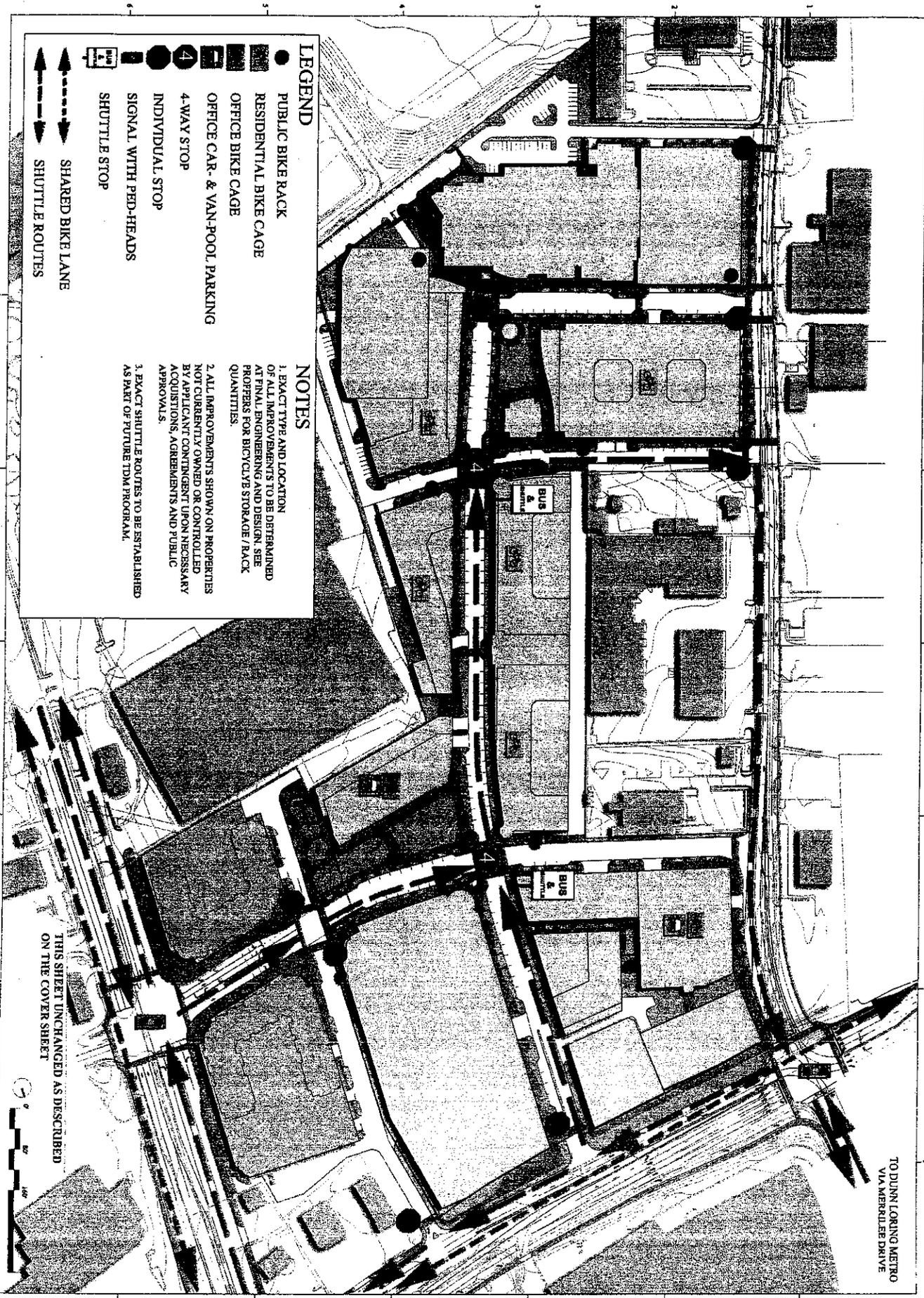
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4	10/11/2010	CDP / FDP Revision	
5	08/21/2010	CDP / FDP Revision	
6	06/16/2010	CDP / FDP Revision	
7	05/22/2010	CDP / FDP Revision	
8	04/16/2010	CDP / FDP Revision	
9	03/09/2010	CDP / FDP Revision	
10	02/22/2010	CDP / FDP Revision	
11	01/15/2010	CDP / FDP Revision	
12	10/21/2009	CDP / FDP Revision	
13	07/20/09	CDP / FDP Revision	

RTKL
 RTKL Associates, Inc.

GREEN ROOF DETAILS

Checked By: 2/20/2010
 Issue Date: 1/27/2010
 Last Revision: 1/27/2010

Approved: [Signature]
 Date: 2/20/2010
 Title: [Title]



LEGEND

- PUBLIC BIKE RACK
- RESIDENTIAL BIKE CAGE
- OFFICE BIKE CAGE
- OFFICE CAR- & VAN-POOL PARKING
- ④ 4-WAY STOP
- INDIVIDUAL STOP
- SIGNAL WITH PED-HEADS
- SHUTTLE STOP
- ⇄ SHARED BIKE LANE
- ⇄ SHUTTLE ROUTES

NOTES

1. EXACT TYPE AND LOCATION OF ALL IMPROVEMENTS TO BE DETERMINED AT FINAL ENGINEERING AND DESIGN. SEE PROPOSALS FOR BICYCLE STORAGE / RACK QUANTITIES.
2. ALL IMPROVEMENTS SHOWN ON PROPERTIES NOT CURRENTLY OWNED OR CONTROLLED BY APPLICANT CONTINGENT UPON NECESSARY ACQUISITIONS, AGREEMENTS AND PUBLIC APPROVALS.
3. EXACT SHUTTLE ROUTES TO BE ESTABLISHED AS PART OF FUTURE TDM PROGRAM.

THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

TO DUNN CORRIDOR METRO VIA MERRIFIELD DRIVE

MERRIFIELD
TOWN CENTER
FAIRFAX COUNTY, VIRGINIA

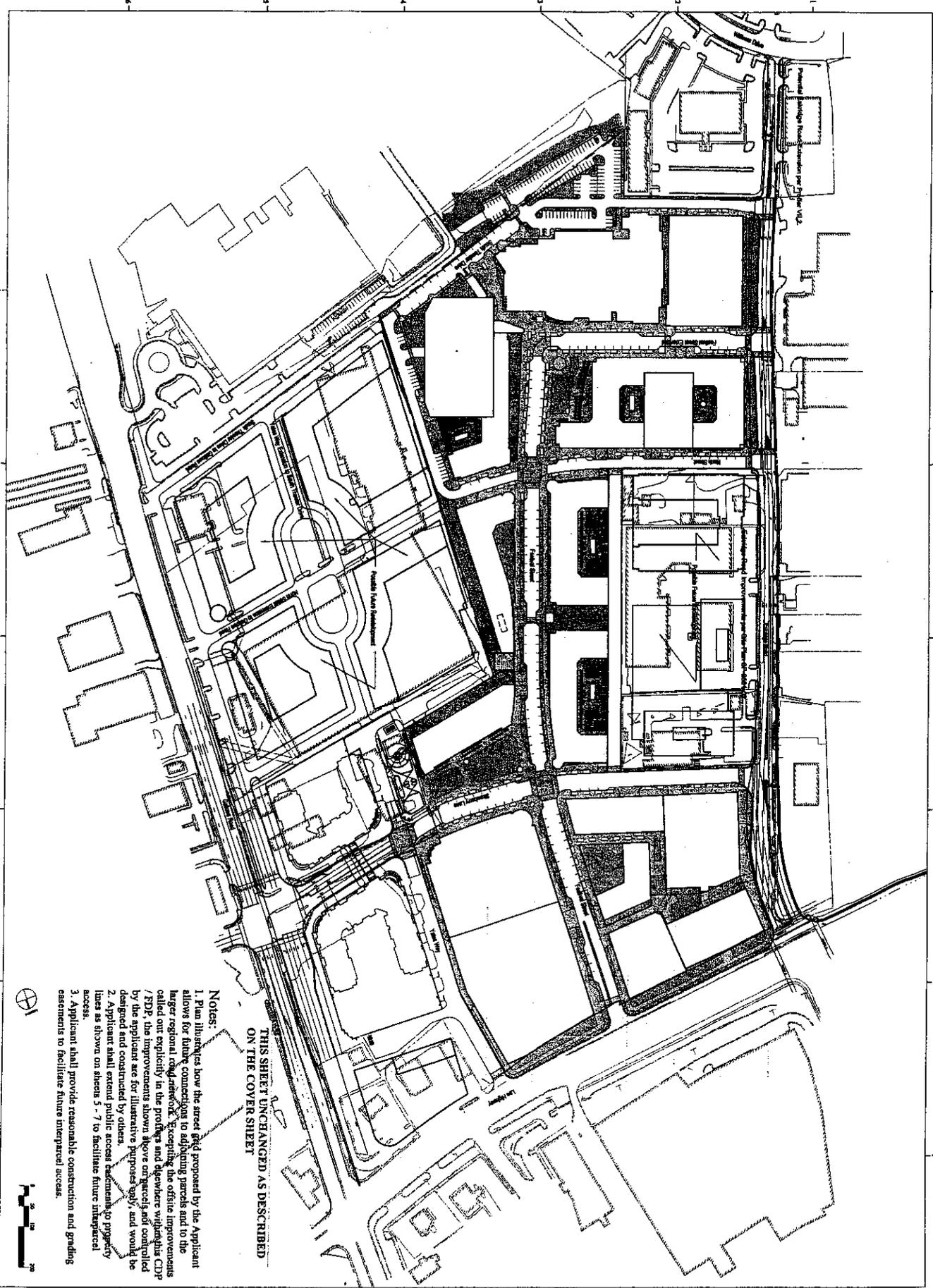
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RTPKL
RTPKL Associates, Inc.

TDM
IMPROVEMENTS
PLAN

CONTRACT NO. 2008410
ISSUE DATE 11/07/2010
JOB NO. 10012007

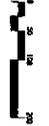
DESIGNED BY CHANGBO AN
CHECKED BY CHANGBO AN
APPROVED BY CHANGBO AN



THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

NOTES:

1. Plan illustrates how the street grid proposed by the Applicant allows for future connections to adjoining parcels and to the larger regional road network. Excepting the on-site improvements called out explicitly in the program and elsewhere within this CIP / EDE, the improvements shown above on parcels not controlled by the applicant are for illustrative purposes only, and would be designed and constructed by others.
2. Applicant shall extend public access easements to property lines as shown on sheets 5 - 7 to facilitate future interparcel access.
3. Applicant shall provide reasonable construction and grading easements to facilitate future interparcel access.



MERRIFIELD

TOWN CENTER

FAIRFAX COUNTY, VIRGINIA

No.	Date	By	Issued Drawing Title
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CONTRACT

Contract No. 2006/05/1

Issue Date 12/07/06

Issue No. 1001/02

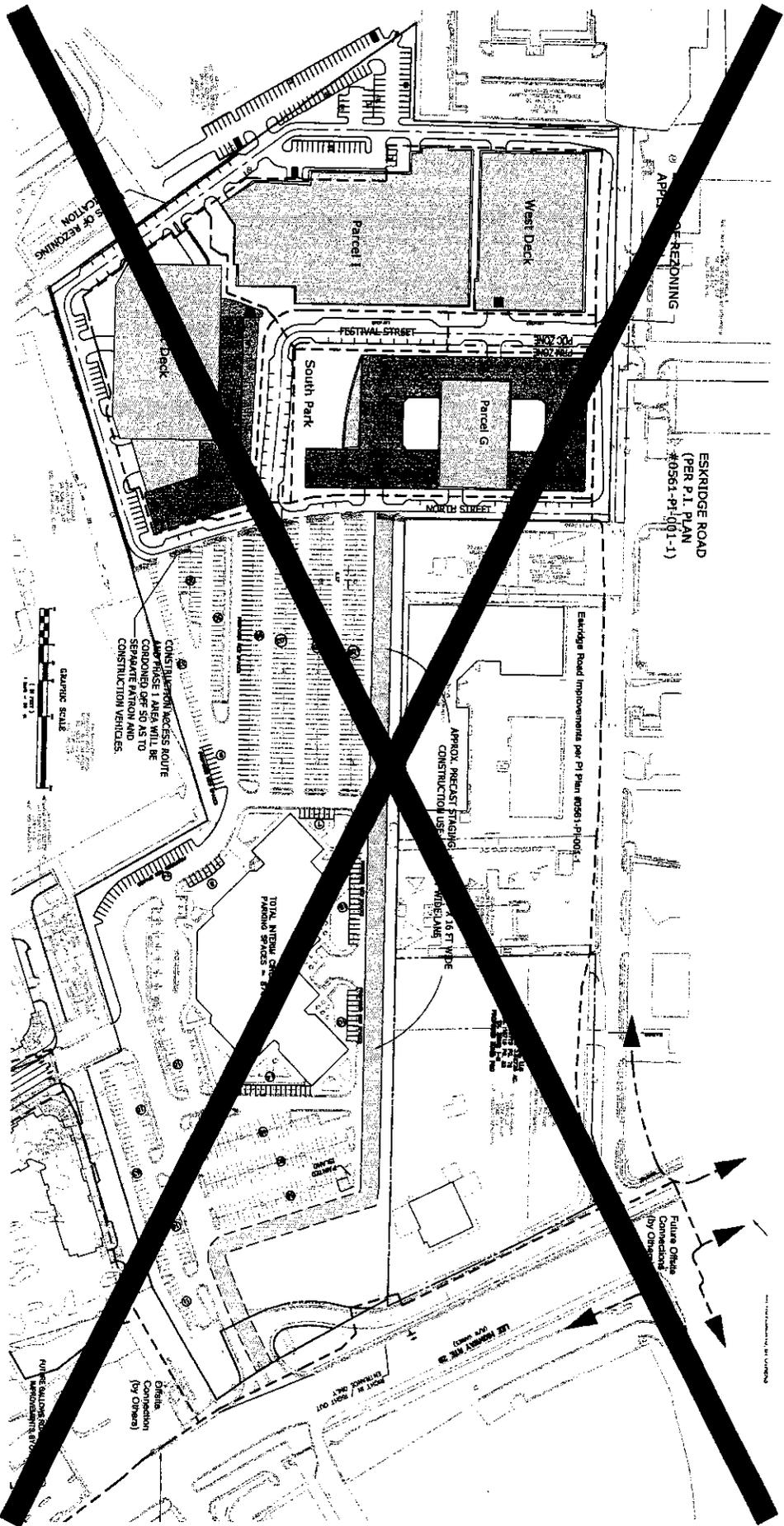
Scale 1/8" = 1'-0"

Project No. 0073

DC 09 23 01

Approved

THIS SHEET NO LONGER APPLIES PER PCA DATED 03-25-2010



LEGEND

- DENOTES SIDEWALK / PEDESTRIAN PATHWAY
- DENOTES VERTICAL PEDESTRIAN CIRCULATION

INTERIM PARKING TO BE IN ACCORDANCE WITH PROFFERS.

CONSTRUCTION ACCESS ROUTE AND PARKING AREA WILL BE SEPARATED OFF SO AS TO CONSTRUCTION VEHICLES.

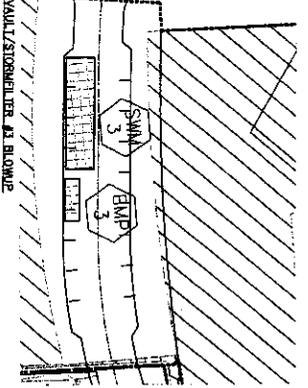
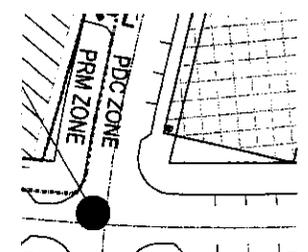
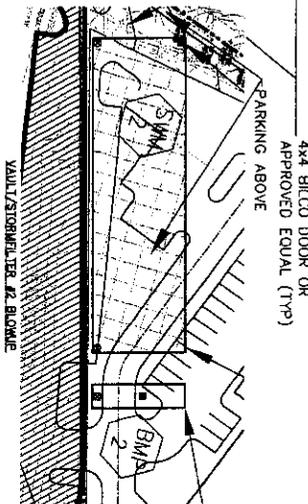
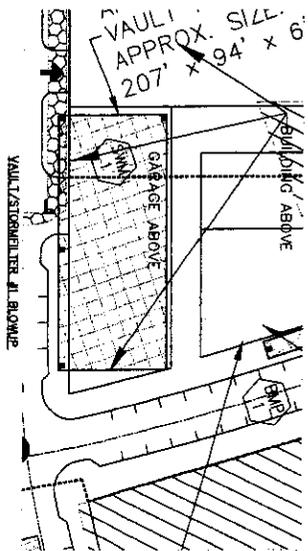
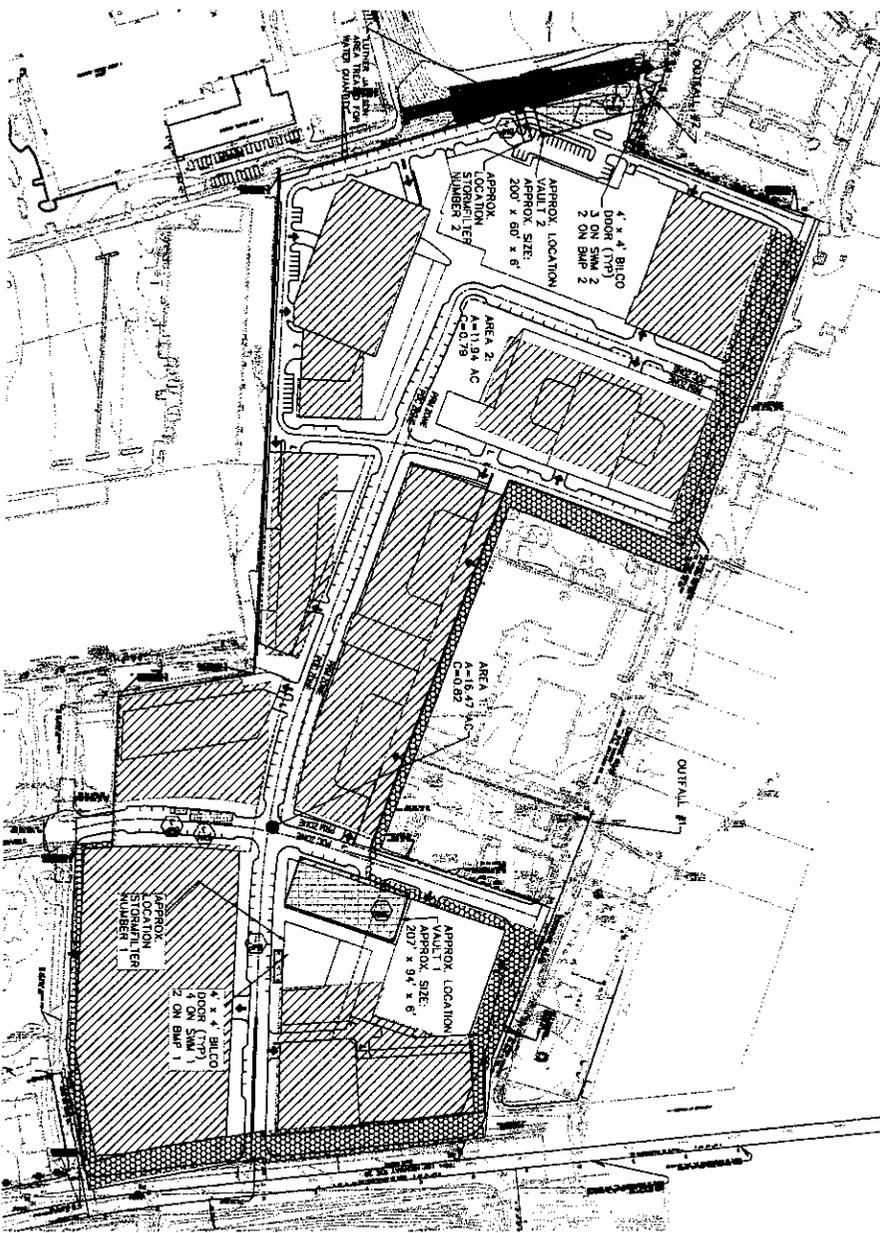


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50	REVISION 50

INTERIM PARKING AND PEDESTRIAN CIRCULATION

RZ-2005-PR-041
 MERRIFIELD TOWN CENTER
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA

VIKA
 CONSULTING PLANNERS & LANDSCAPE ARCHITECTS & SURVEYORS & GPS SERVICES
 VIKI INCORPORATED
 9100 CHECKERS DRIVE, SUITE 200 • WHEATON, MARYLAND 20910
 (703)442-7800 • FAX (703)760-5787
 VIKI@VIKA.VA REGISTRATION NO. 10000000000000



SWM VAULT DESIGN NOTE:
 ALL INFORMATION REGARDING STORM WATER MANAGEMENT STRUCTURES SHOWN IN THIS PLAN IS FOR INFORMATIONAL PURPOSES ONLY. THE DESIGN OF SUCH STRUCTURES IS THE RESPONSIBILITY OF THE ENGINEER AT THE TIME OF FINAL ENGINEERING. THESE STORM WATER MANAGEMENT STRUCTURES ARE SUBJECT TO CHANGE PER ANY MODIFICATIONS MADE DURING THE CONSTRUCTION OF THE STORM WATER MANAGEMENT STRUCTURES.

BPE NOTE:
 THE APPLICANT COMMENTS TO A PHOSPHOROUS REMOVAL OF 40% (WHICH EXCEEDS REDEVELOPMENT REQUIREMENTS).



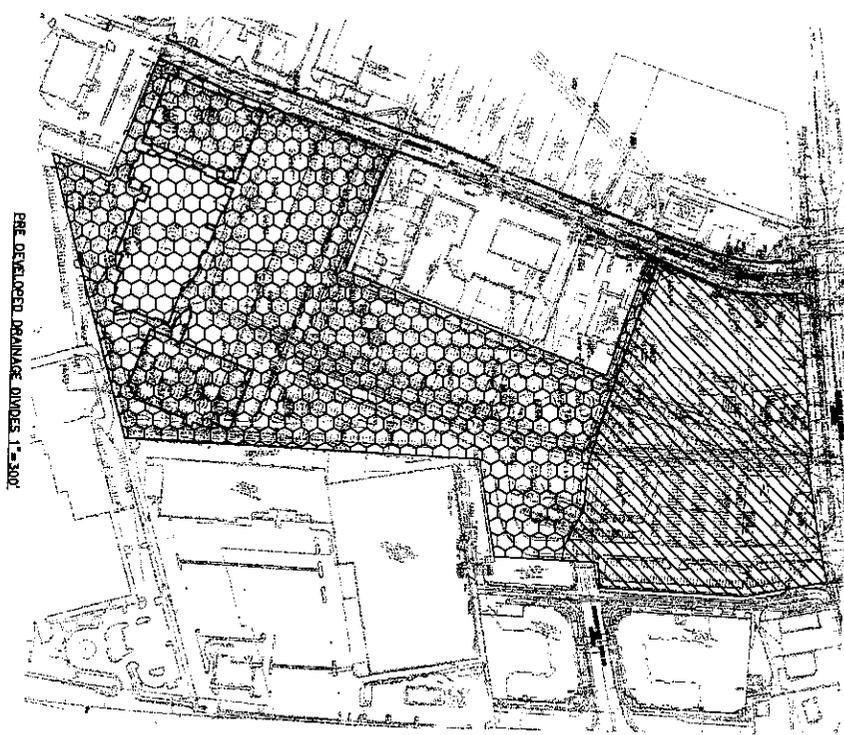
SWM MAP AND COMPUTATIONS

RZ-2005-PR-041
 MERRIFIELD TOWN CENTER
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA

VIVA
 ENGINEERS PLANNERS & LANDSCAPE ARCHITECTS & SURVEYORS & GPS SERVICES

VIVA INCORPORATED
 8700 OCEANVIEW DRIVE, SUITE 200 B, MERRIFIELD, VIRGINIA 22102
 PHONE: 703-898-8888 FAX: 703-898-8887
 WWW.VIVA-VA.COM EDMONTON, MD

NO.	DATE	DESCRIPTION
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46	11/15/05	ISSUED FOR PERMIT



- DETAILED / TREATED
- SOUTHERN VAULT:
 - AREA 7
 - AREA 8
 - OFF-SITE #1
 - STRAWBERRY VAULT:
 - AREA 1A
 - AREA 1B
 - OFF-SITE #2
 - OFF-SITE VALES
- UNDETAILED / UNTREATED
- AREA 9
 - AREA 10
 - AREA 11
 - OFF-SITE #2B

Sub Area	PerVIOUS Area (Ac)	Impervious Area (Ac)	C - PerVIOUS	C - Impervious	Weighted C	Total Area (Ac)
1A	2.55	0.00	0.3	0.9	0.30	2.55
2	3.78	0.00	0.3	0.9	0.30	3.78
3	4.32	0.25	0.3	0.9	0.33	4.57
4	1.23	0.14	0.3	0.9	0.32	1.37
5	2.49	0.08	0.3	0.9	0.32	2.56
6	0.64	0.53	0.3	0.8	0.57	1.17
7	0.02	1.53	0.3	0.8	0.89	1.55
8	8.89	2.00	0.3	0.8	0.41	10.89
9	1.15	0.00	0.3	0.9	0.30	1.15
10	0.10	0.20	0.3	0.8	0.70	0.30
11	0.00	0.29	0.3	0.9	0.90	0.29
OFF-Site #1	0.06	0.00	0.3	0.9	0.30	0.06
OFF-Site #2B	4.21	0.00	0.3	0.9	0.30	4.21
OFF-Site #2	0.10	0.50	0.3	0.9	0.80	0.60
OFF-Site Vales	0.38	0.00	0.3	0.9	0.30	0.38
OFF-Site #2	0.07	0.41	0.3	0.9	0.81	0.48
Southern Vault	9.89	6.21	0.3	0.9	0.53	16.10
Parcel A Vault	4.24	0.41	0.3	0.9	0.35	4.65
Parcel A	8.77	2.10	0.3	0.9	0.42	10.87

Off-site area taken to Southern Vault
 Off-site area taken to Strawberry Vault
 Off-site from Parcel 12.5 into Parcel A
 Off-site accounted for Future Vales Expansion per CD/PR/FP - to Strawberry Vault



17 NOV 10 3:30 PM
 10/15/2010

ROUTING RESULTS

RZ-2005-PR-041
 MERRIFIELD TOWN CENTER
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA

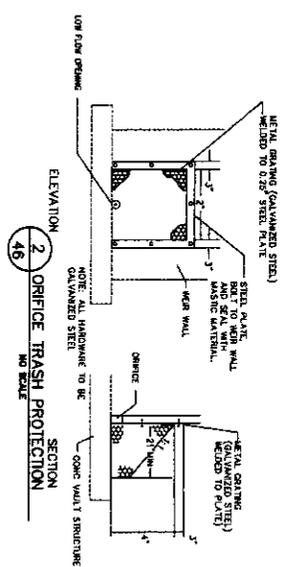
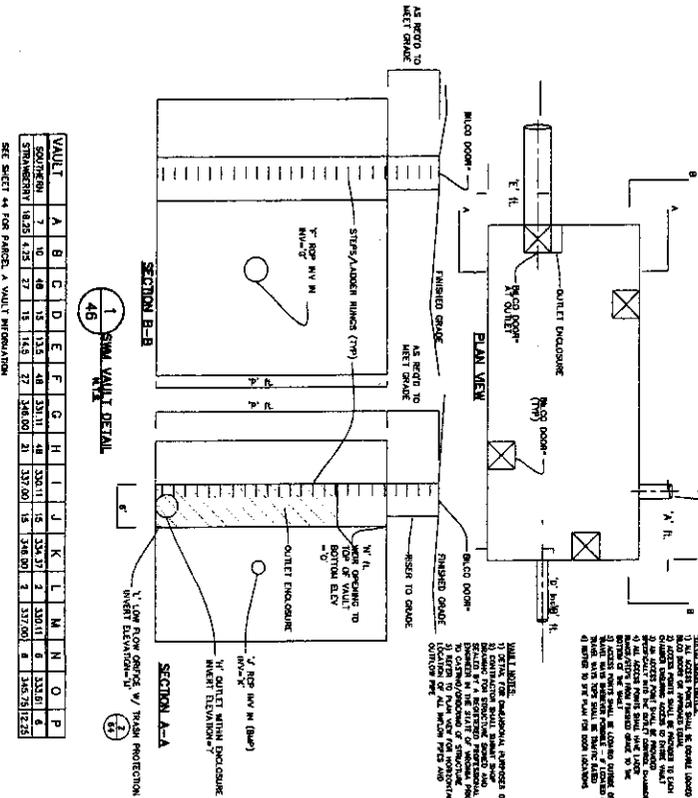
VIKI ENGINEERS & PLANNERS, ARCHITECTS & ENVIRONMENTAL SCIENCES
 8700 CRENSHAW DRIVE, SUITE 200 W. FALLS CHURCH, VIRGINIA 22045
 (703)441-7800 # FAX (703)441-2277
 NCEA, VA. DEWANTON, MD.



SHEET NO. 45

SCALE: AS SHOWN
 PROJECT FILE NO. 4376

VIKI REVISIONS:
 11 REVISION 11/10/10
 12 REVISION 11/10/10
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 14 REVISION 11/10/10
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STORM WATER MANAGEMENT NARRATIVE:

STORM WATER MANAGEMENT REQUIREMENTS FOR THE SUBJECT PROPERTY SHALL BE MET THROUGH THE USE OF THREE (3) UNDERGROUND STORM WATER DETENTION VALUETS. THESE STORM WATER DETENTION VALUETS HAVE BEEN ADOPTIVELY SIZED TO CONTROL RUNOFF FOR BOTH THE 2-IN. AND 10-IN. STORM EVENTS. IT SHOULD ALSO BE NOTED THAT DETENTION FOR APPROXIMATELY 0.42 AC. OF IMPERVIOUS AREA ADJACENT WITHIN PLAY SEAS-1-008 IS TO BE PROVIDED WITH THE DEVELOPMENT PROPOSED IN THE SUBJECT APPLICATION. ADDITIONALLY, THE COMPUTED ALLOWABLE RELEASE RATE FOR THE SUBJECT PROPERTY IS TO BE REDUCED BY AN AMOUNT TO OFFSET THE INCREASED RAINFALL FROM NEW IMPERVIOUS AREA PROPOSED IN THE SUBJECT ROAD PUBLIC IMPROVEMENT PLAN (FAIRFAX COUNTY PLAN 2021-09-002).

THE MAXIMUM ALLOWABLE RELEASE RATE FOR THE SUBJECT PROPERTY DURING THE 2-IN. STORM EVENT WAS CALCULATED USING A PRE-DETERMINED C-FACTOR OF 0.15 AS IS SHOWN IN THE SWM COMPUTATIONS.

THE MAXIMUM ALLOWABLE RELEASE RATE FOR THE SUBJECT PROPERTY DURING THE 10-IN. STORM EVENT WAS CALCULATED USING A PRE-DETERMINED C-FACTOR OF 0.30 AS IS SHOWN IN THE SWM COMPUTATIONS.

AS IS ENDED BY THE ROUTINGS SHOWN ON THE ROUTING INFORMATION SHEETS, THE TOTAL RELEASE RATE FROM THE PROPOSED VALUETS IS LOWER THAN THE MAXIMUM ALLOWABLE RELEASE RATE FOR THE SITE DURING BOTH THE 2-IN. AND 10-IN. STORM EVENTS. SEE THE SWM SUBJECT PROPERTY WILL BE MET THROUGH THE USE OF THE TWO (2) PROPOSED UNDERGROUND DETENTION VALUETS.

PLEASE NOTE A WATER REQUESTING PERMISSION TO PROVIDE STORMWATER MANAGEMENT IN UNDERGROUND VALUETS SHALL BE SUBMITTED IN ADDITION TO THIS REZONING APPLICATION.

WATER QUALITY NARRATIVE:

BEST MANAGEMENT PRACTICE (BMP) REQUIREMENTS FOR THE SUBJECT PROPERTY CONSISTING OF 11.37 ACRES, SHALL BE MET THROUGH THE USE OF THREE (3) SEPARATE UNDERGROUND STORM FILTER SYSTEMS. EACH OF THESE STORM FILTER SYSTEMS HAS A REMOVAL EFFICIENCY RATING OF 50% FOR THE AREAS TREATED BY EACH OF THE STORM FILTER SYSTEMS WILL BE THE SAME AREAS DEPICED ON THE SWM MAP FOR STORM WATER MANAGEMENT.

AS IS SHOWN BY THE COMPUTATIONS, THE TREATMENT OF THESE CONCENTRATED AREAS AT A REMOVAL EFFICIENCY RATE OF 50% WILL RESULT IN A PROPORTIONAL REMOVAL FOR THE SITE OF SUFFICIENT TO MEET THE 40% REQUIREMENT FOR NEW DEVELOPMENT EVEN THOUGH THIS SITE IS A REDEVELOPMENT PROJECT PER THE PREL DETERMINATION.

BASED ON THE ABOVE ANALYSIS AND THE SUPPORTING COMPUTATIONS SHOWN ON THE SWM MAP SHEET, BMP REQUIREMENTS FOR THE SUBJECT PROPERTY WILL BE MET THROUGH THE USE OF THESE STORM FILTERS.

PLEASE NOTE A WATER REQUESTING PERMISSION TO MEET BMP REQUIREMENTS THROUGH THE USE OF UNDERGROUND STORMWATER SYSTEMS SHALL BE SUBMITTED IN ADDITION TO THIS REZONING APPLICATION.

OUTLET DESCRIPTION:

THE PROPERTY SUBJECT TO DEVELOPMENT PER THE REZONING APPLICATION IS PRESENTLY DEVELOPED AS A SINGLE UNIT ASSOCIATED WITH APPROXIMATELY 0.42 AC. OF IMPERVIOUS AREA. THE PROPERTY IS LOCATED ON THE NORTHERN PORTION OF THE SUBJECT PROPERTY AND CONTAINS AN UNDERGROUND OPEN AREA ON THE SOUTHERN PORTION OF THE SITE AND ONE IN THE SOUTHERN PORTION OF THE SITE. THE SOIL TYPE FOR A VAST PORTION OF THE SITE (MAINTAIN THE SUBJECT PORTION) IS BLANK HER IN THE FAIRFAX COUNTY SOILS MAP. THE NORTHERN PORTION OF THE SITE HOWEVER CONTAINS TYPICAL SOIL PER THE APPROPRIATED SOILS MAP. THE SITE IS BOUNDED TO THE NORTH BY LEE HIGHWAY (ROUTE 28) TO THE SOUTH BY ARLINGTON BLVD. (ROUTE 50) TO THE EAST BY THE DEVELOPMENT AND TO THE WEST BY EXISTING INDUSTRIAL DEVELOPMENT.

PRESENTLY, THERE ARE TWO OUTLETS ASSOCIATED WITH THE SUBJECT PROPERTY. THESE OUTLETS ARE LOCATED AT EACH OF THE POND'S PERIMETER. THE SUBJECT APPLICATION PROPOSES TO REMOVE THESE EXISTING OUTLETS AND REPLACE THEM WITH TWO UNDERGROUND DETENTION VALUETS INCLUDED IN THE REZONING PLAN. PLEASE REFER TO THE SWM MAP FOR FURTHER INFORMATION REGARDING THE LOCATION OF THESE OUTLETS. THE REMAINDER OF THIS NARRATIVE PROVIDES A DESCRIPTION OF EACH OUTLET.

OUTLET #1 IS LOCATED AT THE NORTHERN END OF THE SITE AND ALSO DISCHARGES INTO AN EXISTING CLOSED CONDUIT SYSTEM. THIS CLOSED CONDUIT SYSTEM PRESENTLY SERVES AS THE OUTLET FOR THE POND LOCATED IN THIS AREA AND IS A 54" DIRT TRENCH CONDUIT SYSTEM IN A WESTERN DIRECTION UNTIL APPROXIMATELY 50' EAST OF ESQUIRE ROAD. AT THIS POINT THE CLOSED CONDUIT SYSTEM WILL BEGIN TO CONVERT FLOW IN A SOUTH-WESTERN DIRECTION UNTIL IT REACHES ESQUIRE ROAD. AT THIS POINT FLOW WILL BE CONVERTED IN A SOUTHERLY DIRECTION UNDERneath OF ESQUIRE ROAD AND THEN BEGIN TO TRAVEL IN A SOUTH WESTERN DIRECTION. AS IS SHOWN ON SHEET 11-510 OF THE REZONING APPLICATION, THE POND FLOW WILL BE CONVERTED TO TRAVEL IN A SOUTHERLY DIRECTION TO THE EAST SIDE OF THE EXISTING RECREATION POST OFFICE FACILITY. FROM THERE, FLOW WILL TRAVEL IN A SOUTHERLY DIRECTION SOUTH-WESTERLY AGAIN, WHILE STILL WITHIN AN EXISTING CLOSED CONDUIT SYSTEM. APPROXIMATELY 200 FEET EAST OF PROPERTY AVENUE, ABOUT 200 FEET DOWNSTREAM FLOW ENTERING THIS EXISTING CONCRETE CHANNEL WILL THEN TRAVEL IN A SOUTHERLY DIRECTION UNTIL IT COMES WITH THE CONCRETE CHANNEL DESCRIBED FOR OUTLET #2. FROM THIS POINT, FLOW WILL BE CONVERTED AS DESCRIBED FOR OUTLET #2 DOWNSTREAM OF THE CONCRETE CHANNEL CONDUIT.

PROPOSED OUTLET #2 WILL BE LOCATED ON THE SOUTHERN END OF THE SITE. THIS OUTLET WILL BE INTO AN EXISTING CLOSED CONDUIT SYSTEM WHICH PRESENTLY SERVES THE EXISTING POND LOCATED IN THIS AREA AND IS A 54" DIRT TRENCH CONDUIT SYSTEM. THIS SITE OUTLET IS A 36" PIPE THAT CONVERTS FLOW IN A SOUTHERLY DIRECTION, SHORTLY AFTER CROSSING THE SOUTHERN PROPERTY LINE. THE CLOSED CONDUIT SYSTEM OPENS UP TO A 48" PIPE THAT CONVERTS FLOW IN A SOUTH-WESTERN DIRECTION. AS IS SHOWN ON SHEET 30A OF THE REZONING APPLICATION, THE POND FLOW WILL BE CONVERTED TO TRAVEL IN A SOUTHERLY DIRECTION UNTIL IT REACHES ESQUIRE ROAD. AT THIS POINT FLOW WILL BE CONVERTED TO TRAVEL IN A WESTERN DIRECTION UNTIL IT REACHES ESQUIRE ROAD. AT THIS POINT FLOW WILL BE CONVERTED IN A SOUTHERLY DIRECTION UNDERneath OF ESQUIRE ROAD AND THEN BEGIN TO TRAVEL IN A SOUTH WESTERN DIRECTION. AS IS SHOWN ON SHEET 11-510 OF THE REZONING APPLICATION, THE POND FLOW WILL BE CONVERTED TO TRAVEL IN A SOUTHERLY DIRECTION TO THE EAST SIDE OF THE EXISTING RECREATION POST OFFICE FACILITY. FROM THERE, FLOW WILL TRAVEL IN A SOUTHERLY DIRECTION SOUTH-WESTERLY AGAIN, WHILE STILL WITHIN AN EXISTING CLOSED CONDUIT SYSTEM. APPROXIMATELY 200 FEET EAST OF PROPERTY AVENUE, ABOUT 200 FEET DOWNSTREAM FLOW ENTERING THIS EXISTING CONCRETE CHANNEL WILL THEN TRAVEL IN A SOUTHERLY DIRECTION UNTIL IT COMES WITH THE CONCRETE CHANNEL DESCRIBED FOR OUTLET #2. FROM THIS POINT, FLOW WILL BE CONVERTED AS DESCRIBED FOR OUTLET #2 DOWNSTREAM OF THE CONCRETE CHANNEL CONDUIT.

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SCALE: 1"=4'

PROJECT/DATE NO. 4575

SHEET NO. 48 OF 48

RZ-2005-PR-041

MERRIFIELD TOWN CENTER

PROVIDENCE DISTRICT

FAIRFAX COUNTY, VIRGINIA

VITA

INCORPORATED

SITE 200 N. HOLLAND, ARLINGTON, VIRGINIA 22202

TEL: 703.261.1234

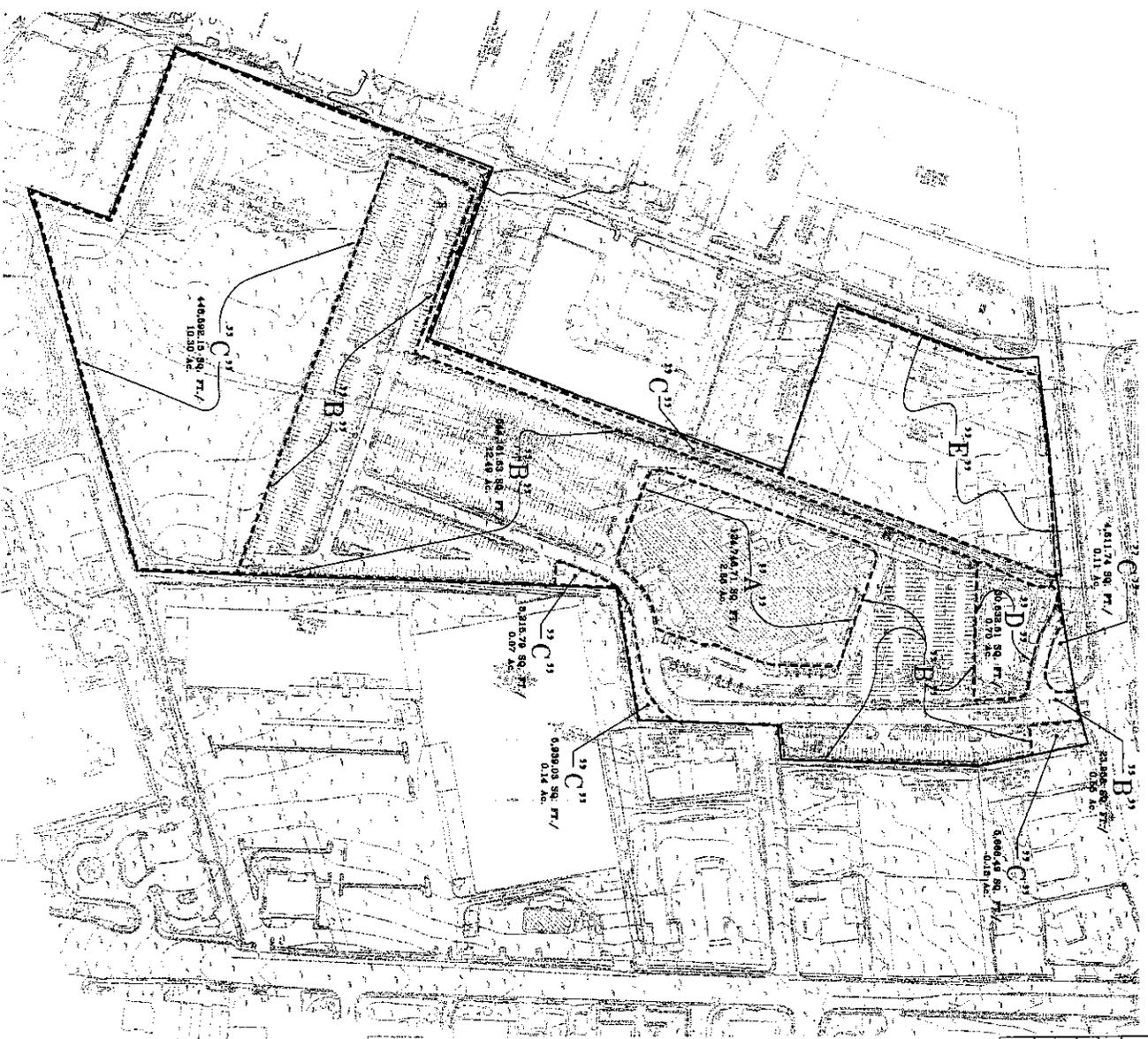
FAX: 703.261.1234

WWW.VITAINC.COM

VITA REVISIONS

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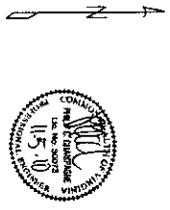
VITA REVISIONS



EXISTING VEGETATION TABLE

EWI INDEX	COVER TYPE	SUCCESSIONAL STAGE	AREA	COVER CONDITION	PRIMARY SPECIES	COMMENTS
A	DEVELOPED/ BUILDING	N/A	2.98 AC	EXISTING RETAIL BUILDING	(SEE VEG TYPE COVER)	EXIST. COMMERCIAL DEVELOPMENT
B	DEVELOPED/ LANDSCAPE UNMAINTAINED	N/A	1.824 AC	ASPHALT DRIVEWAY PERIMETER (SEE VEG TYPE COVER)	(SEE VEG TYPE COVER)	EXIST. PARKING/ TRAVEL LANE UNMAINTAINED GRASS AREA
C	EXISTING OPEN SPACE	N/A	10.29 AC	UNMAINTAINED PAVED & UNPAVED	N/A	EXIST. NEW PAVED STORAGE AND ASSOCIATED BUILDING
D	EXISTING OPEN SPACE	N/A	0.14 AC	UNMAINTAINED PAVED & UNPAVED	N/A	
E	EXISTING OPEN SPACE	N/A	1.88 AC	UNMAINTAINED PAVED & UNPAVED	N/A	
TOTAL			31.07 AC			

THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET



THIS SHEET UNCHANGED AS DESCRIBED ON THE COVER SHEET

- "A" PRIMARY COVER**
EXIST. BUILDING FOUNDATION PLANNINGS
- "B" PRIMARY COVER**
EXIST. ASPHALT PAVEMENT PARKING LOT LANDSCAPING
- "C" PRIMARY COVER**
EXISTING CONSTRUCTION VEHICLE STORAGE AND EXISTING BUILDINGS
- "D" PRIMARY COVER**
OPEN GRASS AREA WITH HARDWOOD TREE STAND
- "E" PRIMARY COVER**
EXIST. STORAGE MANAGEMENT PAVED MAINTAINED GRASS AREA

NO.	DESCRIPTION	APPROVED	DATE

REVISION APPROVED BY:	
DATE:	
SCALE:	1"=100'
PROJ./FILE NO:	6375
SHEET NO. OF 48	48

RZ-2005-PR-041
MERRIFIELD TOWN CENTER
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

VIVA
ENGINEERS & PLANNERS IN LANDSCAPE ARCHITECTURE & SURVEYING & BOYS SERVICES
1810 GREENBROOK DRIVE SUITE 100 # MILLAN, VIRGINIA 22102
TEL: 703-441-7800 FAX: 703-441-7801
GILLESPIE, VA

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

DESCRIPTION OF THE APPLICATIONS

**Proffered Condition Amendment and Final Development Plan Amendment
(PCA/FDPA 2005-PR-041)**

The applicant (Eskridge E&A LLC) requests approval to amend RZ 2005-PR-041, previously approved in 2007, for mixed use development on an approximately 31.37 acre land area in the Merrifield Town Center area. The original rezoning application permitted a maximum of 1,893,112 gross square feet of development consisting of residential, theater, office, hotel and retail uses with an overall FAR of 1.39, including bonus density associated with affordable dwelling units and workforce housing. The proposal seeks minor amendments to the approved proffers and CDP/FDP to allow minor site modifications on a 7.42 acre portion of the overall Merrifield Town Center property, which is zoned to the PDC District.

The 7.42 acre subject property consists of Parcels A and D of the nine designated parcels (A through I) in the original rezoning application. Parcel A was approved with four possible development options that include office and/or retail, and possible hotel use. The applicant proposes to add a fifth option to reflect current hotel, retail and office use needs. This option proposes between 37,000 and 85,000 square feet of retail use; up to 170,000 square feet of office use; and up to 120,000 square feet of hotel use (with an overall maximum of 300,000 square feet) located in three buildings, up to eight stories in height. A 5-8 level parking structure with a maximum height of 95 feet is also proposed, which would be consistent with the previously approved options.

Parcel D was approved for one building with retail and office uses up to 83,000 square feet. The applicant proposes to shift the building footprint to the north to provide more separation from the southern boundary (with no reduction to the approved park space); to add a movie theater as a use; and to provide an additional landscaping option for North Park (located to the north of the building). The FAR on the 7.42 acre subject property would be 1.18. The FAR of the overall development on 31.37 acres would remain 1.39 FAR. Additional modifications to the approved proffers would include the removal of the Parcel Use Allocation Chart in favor of listing the chart on the proposed CDPA/FDPA. No other significant changes to the proffers are proposed.

The applicant is requesting a reaffirmation of all the previously approved waivers and modifications listed in the Waivers and Modifications section of the Zoning Analysis.

The applicant's draft proffers, development conditions, affidavit and statement of justification for the application are contained in Appendices 1 through 4, respectively.

LOCATION AND CHARACTER

Site Description:

The Merrifield Town Center (MTC) site is within the Merrifield Suburban Center in the Fairfax County Comprehensive Plan and is generally located on the south side of Lee Highway, approximately 500 feet to the west of Gallows Road; north of Luther Jackson Intermediate School; and just to the east of Eskridge Road. The subject property is a 7.42 acre portion of the town center, which is zoned to the PDC Zoning District, with an HC Overlay District. The original rezoning site is currently under construction and formerly contained the fourteen screen National Amusements Multiplex Theater complex with 1,389 surface parking spaces, a United Rentals storage yard, stormwater detention dry pond, and a large open grass field. National Amusements Multiplex Theater was recently demolished. The applicant is seeking approval of the PCA application to make modifications to the original rezoning approval based on final engineering.

Surrounding Area Description

Direction	Use	Zoning	Plan
North	Retail & Office	C-6, I-5	Mixed Use
South	Office & Luther Jackson Intermediate School	I-5, R-1	Office and Public Facilities, Government & Institutional
East	Fairfax Plaza & UniWest Mixed Use	I-5 & PRM	Retail and Other
West	Office, United States Postal Service & Industrial	I-5	Mixed Use and Public Facilities, Government & Institutional

BACKGROUND

July 30, 1954: Occupancy certificate issued to the Redstone Drive-In Theater Corporation to open a drive-in movie theater on the site.

November 19, 1984: The Board of Supervisors approved RZ 84-P-043 to rezone 10.05 acres from the I-5 District to the I-4 District. The Board concurrently approved SE 84-P-041 on 18.34 acres to establish a movie theater with up to twelve screens within the newly rezoned I-4 District. The Special Exception application area was larger than the Rezoning application area due to the area to be used as parking for the theater (commercial parking is a by-right use in the I-5 District).

April 30, 1990: The Board of Supervisors approved SEA 84-P-041 to permit the expansion of the movie theater complex from twelve to fourteen screens.

October 15, 2007: The Board of Supervisors approved RZ 2005-PR-041 to rezone 7.23 acres from the I-4 District to the Planned Residential Mixed-Use (PRM) District, and 24.14 acres from I-4 and I-5 Districts to the Planned Development Commercial (PDC) District, to permit a mixed use development consisting of a minimum of 500 residential units; 120,000 sq/ft theater; a minimum of 370,000 sq/ft of retail space; and optional office and hotel uses, with an overall maximum of 1,639,692 sq/ft equating to an FAR of 1.20 (1.39 including the ADU and Workforce bonus density). **The current application seeks to amend a 7.42 acre portion of the PDC zoned property. Since the applicant seeks minor modifications, a black-line version of the draft proffers highlighting the proposed changes from the previously approved proffers is included in Appendix 1. Copies of the original approved proffers and CDP/FDP are available on file with the Zoning Evaluation Division of the Department of Planning and Zoning.**

COMPREHENSIVE PLAN PROVISIONS (See Appendix 6)

Plan Area: I
Planning Sector: The Merrifield Suburban Center; Land Unit F
Plan Map: Mixed Use
Plan Text:

Excerpts of the relevant Comprehensive Plan text are available in Appendix 6 or in the Fairfax County Comprehensive Plan, 2007 Edition, Area I, The Merrifield Suburban Center, Land Unit Recommendations, Land Unit F, Sub-units F1 and F2, as amended through July 27, 2010, on pages 76 through 81.

ANALYSIS

Conceptual Development Plan/ Final Development Plan (Copy at front of staff report)

Title of CDPA/FDPA: "Merrifield Town Center"

Prepared By: Vika, Inc. (Sheets 1-9, 15A, 42-48, and 49)
 Edens & Avant (Sheets 14A, 14B, 19A-D, 23A and 33A)
 RTKL Associates (Sheets 10-41, 15, 16-19, 20-23, 24-33, and 34-41)

Original and Revision Dates: June 8, 2010, as revised through December 17, 2010

Plan Description

The applicant submitted the previously approved rezoning development plan with this application and modified twenty sheets, including the addition of eleven new sheets. The original rezoning application consisted of forty-eight sheets. The current combined **PCA/CDPA/FDPA** ("the plan") consists of fifty-nine sheets; the chart below identifies sheets with proposed changes from the previously approved rezoning application. Additional information regarding the proposed changes is provided in the description of the proposed development plan which follows the chart.

Sheet	Description from previously approved RZ/FDP Application	Proposed Change
Sheets 1-4	Consist of the cover sheet, which includes a sheet index and vicinity and soil maps; tabulations and notes; Zoning Ordinance requirements, Waivers and Modifications; existing site layout.	Site tabulations and land area for Parcel A and D in the current PCA/CDPA/FDPA application were added to Sheet 2 . No changes to Sheets 3 and 4 are proposed.
Sheets 5-7	Illustrate the proposed base site development for Parcels A through I, proposed PRM and PDC Zoning Districts, and the site's program table.	Sheet 5 was revised to include a graphic depiction of the PCA/CDPA/FDPA application land area. Parcel A and D tabulations were also added to Sheet 5 . No changes to Sheets 6 and 7 are proposed.
Sheets 8-9	Illustrate the proposed alternatives on Parcels A and B with corresponding site tabulations and site program tables.	No changes to Sheets 8 and 9 are proposed. Sheet 9A was added to provide an additional development option to Parcel A and D. Sheet 9B was added to provide three additional development options to Parcel A.
Sheets 10-15	Show the overall conceptual landscape plans for all possible options, courtyard details, landscape specifications, illustrative examples of possible features, open space and park area calculations, and pedestrian circulation plan.	No changes to Sheets 10, 11, 13, 14 and 15 are proposed. A note was added to Sheet 12 indicating that Parcel A and D has two landscaping options shown on Sheet 12 and 14A . Sheet 14A was added to provide the second landscaping option for Parcel A and D. Sheet 15A was added to provide a pedestrian circulation plan for Parcel A, showing pedestrian bridges from the parking structure to the office building. Elevator locations and additional sidewalks were provided.
Sheets 16-27	Show the proposed elevations for Parcels A - I, including all the options for Parcels A and B.	No changes are proposed to Sheets 16 through 19 . Sheets 19A through 19D were added to show detailed elevations for the hotel, office, and retail uses in Parcel A. A parking structure elevation was added in Sheet 19D . No changes to Sheets 20 through 23 . Sheet 23A was added to an elevation of the Parcel D building. Sheets 24 through 27 remain unchanged.
Sheets 28	Provides aerial perspectives of the site and typical mixed-use building sections.	No changes

Sheet	Description from previously approved RZ/FDP Application	Proposed Change
Sheets 29-33	Show the street sections for all roads within the site and Eskridge Road, and the locator maps for each section.	The key plan on Sheet 29 was revised to show exactly where curbed street sections (Section A) and flush curb street sections (Section B) would be located along Festival Street, north of Strawberry Lane. A reference to Sheets 9A and 9B was also added to the key plan. No changes are proposed to Sheet 30 through 33 . Sheet 33A was added to show street and alley cross-sections for Market Street in Parcel A.
Sheets 34-35	Show the parking structure layouts for the east and west decks located in Parcels H and I, respectively. Existing vegetation	No changes
Sheets 36-37	Show the proposed landscape elements and a list of sample tree selections; retaining wall sections, tree well details, and screening fence examples.	No changes
Sheets 38	Illustrates the details of the proposed green roof.	No changes
Sheet 39	Shows the future Lee Highway improvements.	No changes
Sheet 40	Illustrates the TDM proposed improvements including bike cage locations and routes, shuttle stops and routes, and car/van pool parking locations.	No changes
Sheet 41	Demonstrates possible future road connections through adjacent properties to show how a street grid pattern could result with future developments by others.	No changes
Sheet 42	Shows the area of development proposed in Phase 1 of the project. This shows the buildings on Parcels G, H and I, which include the theater being constructed along with the east and west parking structure to serve the structures.	Proposed to be deleted since the movie theatre use in Parcel I will be removed in a future PCA application.
Sheets 43-47	Show the stormwater management map and computations; routing results; detention vault details and narratives; and the stormwater management outfall details.	Updated to include final engineering prepared during site plan review
Sheet 48	Shows the existing vegetation map.	No changes
Sheet 49	N/A	Certified Survey for the current PCA/CDPA/FDPA application

Description of the Plan

Previously Approved RZ/FDP Development Plan

The original rezoning application permitted a maximum of 1,893,112 gross square feet of development on 31.37 acres, consisting of residential; theater; office; hotel and retail uses with an overall FAR of 1.39, including bonus density associated with affordable dwelling units (ADU) and workforce housing. This application included nine separate parcels (Parcels A through I) with several layout design options to give the developer flexibility with future tenant location. In addition, a parcel allocation chart was proffered and included on the approved CDP/FDP, which identified the Gross Floor Area (GFA) ranges for each building/use in each of these parcels. If the maximums in each range were totaled, the overall parcel density range would exceed the proffered maximum density for the overall development. However, the approved proffers provide that in no case will any parcel's GFA exceed the maximum overall density range for that parcel and that the GFA for the entire 31.37 acre development would never exceed 1,893,112 sq/ft, including ADU and Workforce housing bonuses. (A running tabulation will be provided with each site plan submission to confirm that the maximum GFA has not been exceeded.)

Graphic 1: Original Rezoning Site



The original rezoning site is generally a barbell in shape, bisected from the northern property line along Lee Highway towards the south by the proposed Festival Street. The site was further sectioned off into several smaller parcels, with Strawberry Lane connecting Gallows Road to Eskridge Road in an east-to-west fashion; North Street connecting Eskridge Road on the west to the eastern property line; Festival Street

Extended connecting Eskridge Road to the terminus of Festival Street in front of the proposed theater; and a service alley located behind the proposed theater creating a connection from Eskridge Road to the southeast corner of the property. These streets form the street grid which the Comprehensive Plan envisions for this area. This grid creates nine parcels, which the applicant designated as Parcels A through I. The parcels were labeled from the north to south and west to east so that Parcel A is located in the northwest corner of the site and Parcel I is located to the southeast. All internal streets will be private with public access easements. Parallel parking will also be located on all streets in the development where permitted.

Two zoning districts were approved on the site and defined by the proposed street grid. A smaller 7.23 acre PRM District was defined by Strawberry Lane to the north; Festival Street to the east; Festival Street Extended to the south; and the western property line and Eskridge Road to the west. This PRM District consists of ground floor retail, park space, residential and required parking in both above and below grade structures. A 24.14 acre PDC District was defined by Lee Highway to the north, the Uniwest property to the northeast and the Fairfax Plaza Shopping Center to the southeast, Luther Jackson Middle School on the south, and Eskridge Road and the PRM District on the west. The PDC District consists of the new theater, ground floor retail, residential, possible office and/or hotel, and required parking in both above and below grade structures.

The current applications propose minor revisions to Parcel A and D on the previously approved development plan, which consist of 7.42 acres zoned PDC. No changes are proposed to the layout or GFA previously approved in Parcels B, C and E through I. A more detailed discussion of the options for those parcels is provided in the original rezoning staff report. The discussion below describes the approved options in Parcel A and D (the subject property) and the proposed changes to these parcels, which generally include the provision of an additional option.

Parcel A

Parcel A, located in the northwest corner of the PCA subject property, was approved with four possible design options (Options A1, A2, A3, and A4). No changes are proposed to these four design options and remain part of the current PCA application. The applicant proposes to add a fifth design option. The design options include:

1) Option A1 (No change)

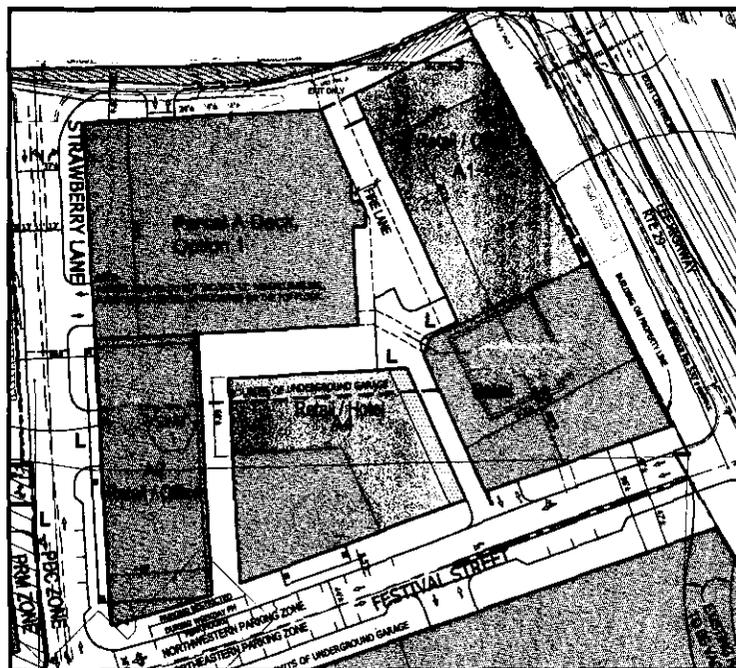
The overall density range for Option A1 was approved for 165,000-380,000 sq/ft of GFA. This option includes ground floor retail along Festival Street, Lee Highway, and a portion of Strawberry Lane and Eskridge Road. Building A1, which sits on the northwest corner of the parcel, includes office above the ground floor retail with a maximum height of eighty-five (85) feet and a GFA of 50,000-150,000 sq/ft. Building A2, located in the southeast corner of the parcel, also includes office above the ground floor retail with a maximum height of fifty (50) feet and GFA of 42,000-63,000 sq/ft.

Building A3, located in the northeast corner of the parcel, includes completely retail with a maximum height of fifty (50) feet and GFA of 40,000-50,000 sq/ft. Finally, Building A4, located mid-block, between Lee Highway and Strawberry Lane fronting Festival Street, consists of ground floor retail with a maximum height of ninety-five (95) feet and GFA of 13,000-50,000 sq/ft. Building A-4 could include a hotel or office above with 20,000-130,000 sq/ft for the hotel/office option. Parking for Parcel A1 is provided in an above grade parking structure with a maximum height of eighty-five (85) feet. The parking structure is accessible from Strawberry Lane and Eskridge Road, with the access from Eskridge Road being a right-in/right-out only entrance. Loading would be provided through a shared service tunnel entered from Strawberry Lane and exited onto Eskridge Road via a right out only turning movement.

Parcel A Option 1 Tabulations

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories /Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Office and / or Retail	PDC	Yes	50-150 k	2 St. / 30'	6 St. / 85'	165-380 k	16	2/29, 4/29, 7/29, 4/30
A2	Office and / or Retail		Yes	42 - 63 k	2 St. / 30'	3 St. / 50'			
A3	Retail		Yes	40 - 50 k	2 St. / 30'	3 St. / 50'			
A4	Retail Office or Hotel		Yes No	13 - 50 k 20-130 k	2 St. / 30'	10 St. / 95'			

Parcel A Option 1 Layout



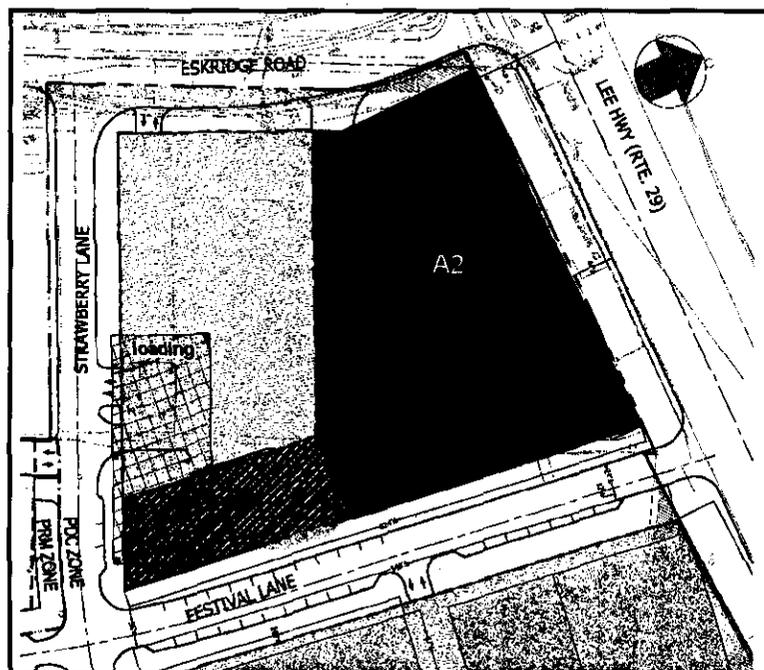
2) Option A2 (No change)

The overall density range for Option A2 was approved for 190,000-440,000 sq/ft of GFA. This option consists of two buildings; Building A1 would include a multi-story major retail tenant building including 170,000-200,000 sq/ft of GFA, with a maximum height of sixty (60) feet. This building would have frontage along Eskridge Road, Lee Highway and Festival Street. Building A2 consists of a minimum of 10,000-40,000 sq/ft of ground floor retail with an option to place either 5,000-40,000 sq/ft of office or 80,000-200,000 sq/ft of hotel use above. Building A2 was approved with a maximum height of ninety-five (95) feet. Parking for this option is provided in a parking structure with one below-grade level and up to seven above-grade levels, with a maximum height of eighty-five (85) feet. The parking structure would be accessible from Strawberry Lane and Eskridge Road, with the access from Eskridge Road being a right-in/right-out only entrance. Loading for this option would be facilitated in a similar fashion to Option A1, with a shared service tunnel entered from Strawberry Lane, which exited onto Eskridge Road via a right-out only turning movement.

Parcel A Option 2 Tabulations

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Retail	PDC	Yes	170-200 k	2 St. / 30'	3 St. / 60'	190-440 k	19A-19D	2/29, 4/29, 7/29, 4/30
A2	Retail Office Hotel		Yes No No	10 - 40k 5 - 40 k 80-200 k	2 St. / 30'	8 St. / 95'			

Parcel A Option 2 Layout



3) Option A3 (No change)

Option A3 was approved with an overall density range of 230,000-450,000 sq/ft of GFA. This option consists of two buildings; Building A1 includes a multi-story major retail tenant building including 170,000-210,000 sq/ft of GFA with a maximum height of sixty (60) feet. The building has frontage along Eskridge Road, Lee Highway, Festival Street and Strawberry Lane. Building A2 consists of a minimum of 35,000-80,000 sq/ft of ground floor retail with an option to place either 5,000-30,000 sq/ft of office or 80-200,000 sq/ft of hotel use above. The maximum height for Building A2 is one hundred fifteen (115) feet. Parking for this option is provided in a parking structure with 2-3 above-grade levels below the retail structure, with the remainder of the parking located below-grade. Entrances are located off of Strawberry Lane and Eskridge Road, with the Eskridge Road entrance being restricted to right-in/right-out turning movements. Loading for this option would be facilitated from Strawberry Lane only. Building A2 was approved with its own loading entrance behind the building, running parallel to Festival Street. The loading for the major retailer would take place off of Strawberry Lane within the lower level of the parking structure, with loading bays located at an angle to facilitate the backing in of delivery trucks during restricted hours (See Loading Diagram below).

Parcel A Option 3 Tabulations

Parcel	Use	Zoning District	Commitment	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Retail	PDC	Yes	170-210 k	2 St. / 30'	4 St. / 60'	230-450 k	18	2/29, 4/29, 7/29, 4/30
A2	Retail		Yes	35 - 80 k	2 St. / 30'	11 St. / 115'			
	Office		No	5 - 30 k					
	Hotel	No	80 - 200 k						

Parcel A Option 3 Layout

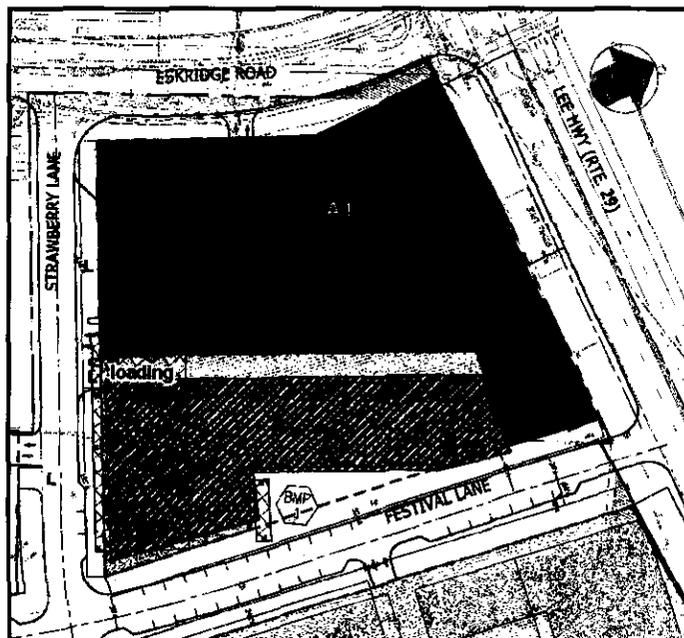
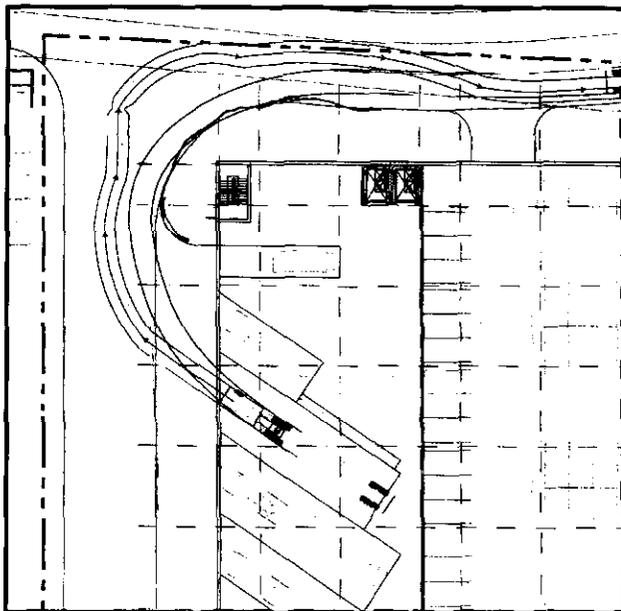


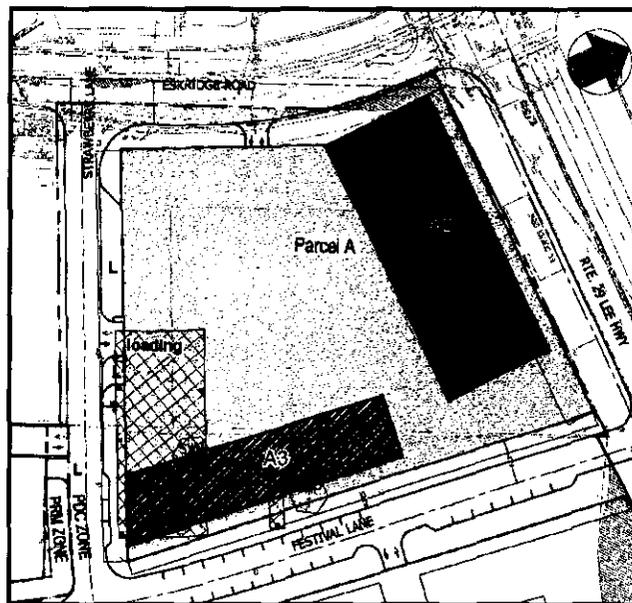
Diagram 1 - Parcel A Options 3 and 4 Loading off Strawberry Lane**4) Option A4 (No Change)**

Option A4 was approved with a maximum overall density range of 190,000-570,000 sq/ft of GFA. This option consists of two buildings; Building A1 includes 160,000-190,000 sq/ft of retail with one level located at the ground level, and a second level to be occupied by a single major retail tenant. Building A1 has the option to build an additional 100,000-150,000 sq/ft of office above the two levels of retail. The maximum height of Building A1 is one hundred fifteen (115) feet. Building A2 consists of 20,000-40,000 sq/ft of ground floor retail with the option to build 80,000-200,000 sq/ft of hotel on top of the retail. The maximum height of Building A2 is one hundred fifteen (115) feet. Parking for Option A4 is nearly identical to Option A3, where the parking is included in a parking structure with 2-3 above-grade levels below the retail structure, and the remainder of the parking located below-grade. Entrances are located off Strawberry Lane and Eskridge Road, with the Eskridge Road entrance being restricted to right-in/right-out turning movements. Loading for this option would be facilitated off Strawberry Lane only. Building A2 would have its own loading entrance behind the building running parallel to Festival Street. The loading for the major retailer would take place off Strawberry Lane through the lower level of the parking structure loading bays being located at an angle to facilitate the backing in of delivery trucks during restricted hours.

Parcel A Option 4 Tabulations

Parcel	Use	Zoning District	Commit	Use Density Range (GFA)	Min. Height (Stories/ Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Retail	PDC	Yes	180 - 230 k	2 St. / 30'	3 St. / 75'	190 - 570 k	19	2/29, 4/29, 7/29, 4/30
A2	Office		No	100 - 150 k	6 St. / 80'	8 St. / 115'			
A3	Hotel		No	80 - 200 k	6 St. / 70'	9 St. / 115'			

Parcel A Option 4 Layout



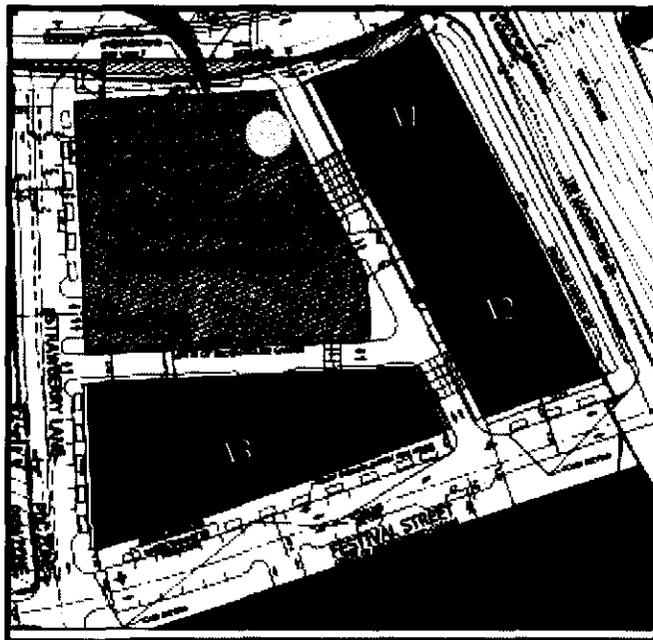
5) Option A5 (Proposed Change)

Parcel A, Option A5, is proposed to include a maximum overall density range of 165,000-300,000 sq/ft of GFA. This option proposes between 37,000 and 85,000 square feet of retail use; up to 170,000 square feet of office use; and up to 120,000 square feet of hotel use; for a total of up to 300,000 square feet located in three buildings, with a maximum height of eight stories. A 5-8 level parking structure with a maximum height of 95 feet is also proposed. The primary difference among the buildings would be the amount of ground floor retail in each building and which building (Building A2 or A3) would ultimately include the office and hotel uses. Building A1, which sits on the northwest corner of the parcel, could include office or hotel uses above the ground floor retail with a maximum height of ninety-five (95) feet and a GFA of 12,000-170,000 sq/ft. Building A2, located in the northeast corner of the parcel, could also include office or hotel uses above ground floor retail, with a maximum height of ninety-five (95) feet and GFA of 5,000-170,000 sq/ft. Building A3, located in the southeast corner of the parcel, could include office or hotel use above the ground floor retail, with a maximum height of ninety-five (95) feet and a GFA of 20,000-170,000 sq/ft.

Parcel A Option 5 Tabulations

Parcel	Use	Zoning District	Commitment	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Retail Office Hotel	PDC	Yes No No	12-50 k 0-170 k 0-160 k	1 St. / 20'	8 St. / 95'	165-300 k	19A	33A
A2	Retail Office Hotel		Yes No No	5-60 k 0-170 k 0-120 k	1 St. / 20'	8 St. / 95'			
A3	Retail Office Hotel		No	20-80 k 0-170 k 0-120 k	1 St. / 20'	8 St. / 95'			

Parcel A Option 5 Layout



Elevations of Buildings A1, A2 and A3, and the parking structure are provided on Sheets 19A through 19D. Entrances are proposed to be located off of Strawberry Lane and Eskridge Road, with the Eskridge Road entrance being restricted to right-in/right-out turning movements. Since this entrance from Eskridge Road requires a Virginia Department of Transportation (VDOT) design waiver because of its close proximity to the Route 29 intersection, the applicant has also proposed three additional alternative entrance designs from Eskridge Road that are shown on Sheet 9B. Two alternatives would close the entrance and one shows the entrance being restricted to right-in/right-out turning movements subject to VDOT approval of the design waiver. Loading for Option A5 would be facilitated off of Strawberry Lane.

Parcel D (No change to the approved overall density range is proposed)

Parcel D is located in the southeast corner of the PCA subject property and was approved with one option, which includes the following uses:

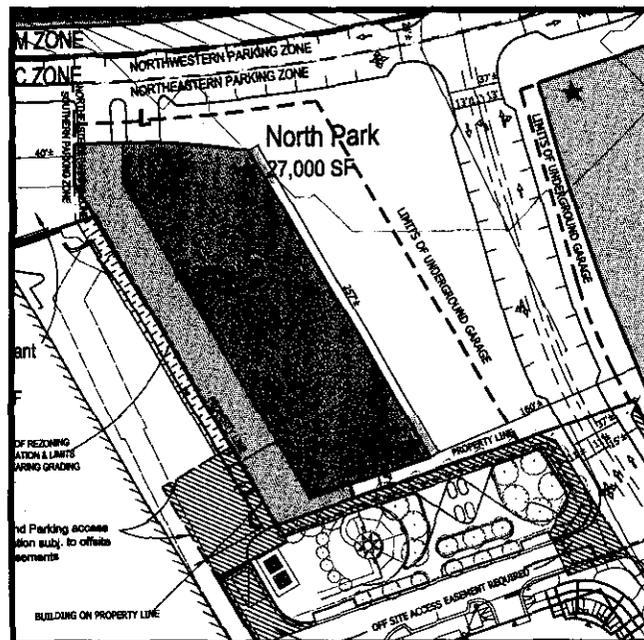
Parcel D Tabulations

Parcel	Use	Zoning District	Commitment	Use Density Range (GFA)	Min. Height (Stories/ Ft.)	Max. Height (Stories/ Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
D	Retail Office	PDC	Yes No	20 - 83 k 15 - 45 k	2 St. / 30'	3 St. / 50'	35 - 83 k	23	3/31, 3/32

As shown in the chart above, Parcel D was approved for one building with a maximum overall density range of 35,000-83,000 sq/ft. This building would include retail uses consisting of 20,000-83,000 sq/ft, with a minimum of one level at the ground floor. An option for 15,000-45,000 sq/ft of office above the retail was also approved. The maximum height of the building is fifty (50) feet. Loading for this parcel is provided by a single access point off of Festival Street, in the southwest corner of the parcel. This loading area may be relocated to the southeast corner of the site, subject to an off-site access easement as noted and depicted in the approved CDP/FDP. Parking is provided in a below-grade parking structure consisting of two levels. This parking is accessed via Festival Street adjacent to the loading entrance, with the same note and depiction on the plans about relocating the entrance to the southeast corner of the parcel, subject to an off-site access easement.

In addition, Parcel D includes one of the two major parks on the site. This first park (labeled as "North Park" on the approved CDP/FDP), runs parallel to Strawberry Lane, between Festival Street on the west and the property line to the east (Uni-west). When North Park's square footage is combined with the park located on the adjacent property to the east, a park consisting of 1.0 acre would be created. A park of this size is listed as one of the main Comprehensive Plan recommendations for the Merrifield Town Center.

Parcel D Layout



Parcel D (Proposed Change)

Parcel D was approved for one building with retail and office uses up to 83,000 square feet. The applicant proposes to shift the building footprint to the north to provide more separation from the southern boundary with no reduction to the approved park space; to add a movie theater as a use; and to provide an additional landscaping option for North Park, located to the north of the building. No changes to the approved overall density range of 35,000-83,000 GFA are proposed. Sheet 14A has been added to the approved CDP/FDP to show an additional landscaping option for the park.

Residential/Non-residential Use Parking and Loading

In the original rezoning application, each parcel including residential uses was required to provide parking and loading to accommodate the residents and retail/secondary uses on that parcel. The retail uses would be parked according to the Zoning Ordinance Shopping Center parking rate. Three parking zones were provided on site; the Northwest Parking Zone includes Parcel A & C, the Northeast Parking Zone includes Parcels B & D, and the Southern Parking Zone includes Parcels E-I (See diagram on Sheet 3 of the CDPA/FDPA). These parking zones were established solely to demonstrate that the parking requirements for the site could be met in each phase of the construction. The parking zones in no way prohibit the patrons that visit the site from parking anywhere on site. The only restriction proposed in the parking zones was that garages that offer both retail and residential parking would have the residential portion of the garage segregated from the retail portion. The applicant also reserved the right to pursue a shared parking reduction or approval of a shared parking agreement pursuant to Article 11 of the Zoning Ordinance. Any modification of the required parking as approved by such parking reduction or agreement may be accommodated without requiring a PCA, CDPA or FDPA, provided that the location of the parking remains in substantial conformance with that depicted on the CDP/FDP.

Since the approval of the original rezoning application, the applicant has filed a parking reduction application for Tax Map Parcels 49-3 ((1)) 80A pt., 80B, 80C, 80D, 81A, 82A, & 82B, which applies to this PCA application property (Parcel A and D) and Parcel B of the original rezoning application. The parking reduction assumed 280,640 GSF of shopping center retail uses; 40,000 GSF of movie theatre use (1,800 seats); 65,000 GSF of office use; 43,400 GSF of eating establishment (restaurant uses) with 1,302 indoor seats (977 indoor table seats, 325 indoor counter seats) and 217 indoor employees. The Zoning Ordinance required 2,457 parking spaces for those uses and the applicant is seeking a parking reduction of 19.8% for a total of 1,970 spaces, which would be 487 fewer spaces than required. Final decision on this request will be made by the Board as a separate action item on January 25, 2011.

In addition, the applicant proposes to remove Sheet 42 showing interim parking related to the movie theatre use in Parcel I of the original rezoning application. According to the statement of justification in Appendix 5, National Amusements Inc. (the owners of

Parcel I which is County Tax Map 49-3 ((1)) 80E and 80F) made a formal decision not to construct a movie theatre at the Merrifield Town Center. The applicant purchased Parcel I and proposes to add a theatre option to Parcel D instead. The applicant also indicated that they will file a future PCA application to remove and replace the theatre use with residential uses in Parcel I.

Non-Residential Uses: There is a minimum of 460,000 sq/ft and a maximum of 1,196,144 sq/ft of non-residential uses proposed on the overall site. Non-residential uses in this development include office, theatre, hotel, eating establishments, retail uses, accessory uses relating to those services, and any other primary and secondary uses outlined in Section II.2 of the proffers that are non-residential in nature. No changes are proposed to the overall approved minimum or maximum square footage of non-residential uses.

Streetscape Areas: In the original rezoning application, it was determined that the applicant designed the site to reflect the Comprehensive Plan's streetscape requirements. The design of the sidewalks and streetscape within the Town Center was key to creating a walkable environment. Sidewalk width and detailing are a function of location; areas with high pedestrian traffic, such as Festival Street, will have wider sidewalks and make use of a wider palette of materials. Areas of lower traffic, such as North Street, will have narrower sidewalks and make use of a more restrained palette of materials. ***No changes are proposed to these concepts.***

Street trees will continue to be generally spaced 30' on center on each side of the street. This may however vary to accommodate curb cuts, fire lanes, utilities, drop-offs etc. Trees will be installed at 3 – 3 1/2" diameter breast-height (dbh). To promote health and longevity, all trees planting areas will be designed at a minimum of 8'-0" wide. ***No changes are proposed to these specifications.***

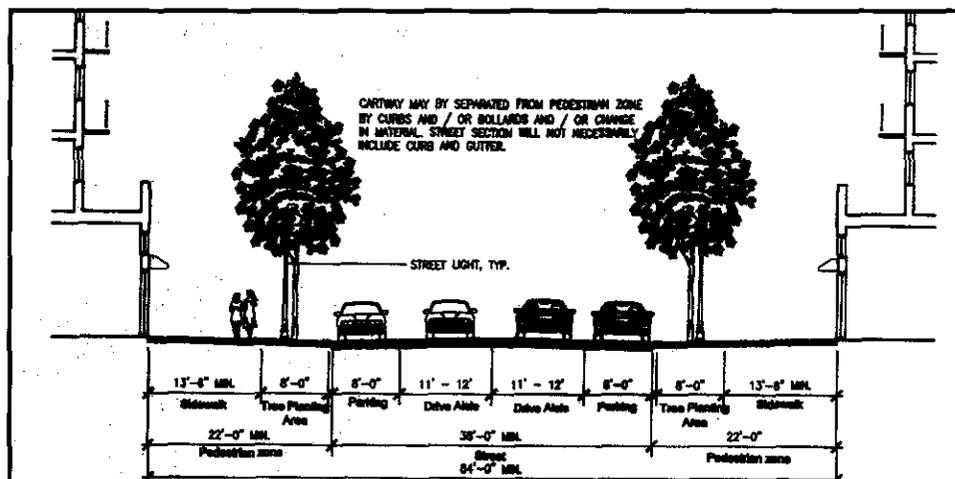
Several types of outdoor seating will continue to be available to residents and the public. Benches will be found at regular intervals along the main streets, and also in the two parks. A wide variety of restaurants, cafes, and bars will offer outdoor seating and park space while retaining sufficient space for pedestrians to pass by. Finally, low site walls, fountains, planters, and even public art will offer additional places to sit. ***No changes are proposed to these amenities.***

Four specific streetscape sections (Boulevard, Main Street, Residential and Service Alley street sections) were approved that incorporate the design elements described above and shown on Sheets 29 and 30 of the approved CDP/FDP. ***No changes are proposed to the Boulevard, Residential or Service Alley Street sections.***

The "Main Street Streetscape" (See Diagram 1 below) section was approved along the main retail streets (Festival Street, Strawberry Lane and the retail portion of North Street.) This section consists of a twenty-two (22) foot wide total section from edge of curb to the building fronts. Within this section is an eight (8) foot wide planting area; a fourteen foot wide pedestrian/browsing area takes up the remainder of the section, providing the widest sidewalk for pedestrians. The pedestrian/browsing area is intended

to promote the retail uses, and may also include outdoor seating for the eating establishments, newspaper stands and/or kiosks. The building frontages along these streets are non-uniform to create a vibrant and varied streetscape for the pedestrian. The actual vehicular travelways in this street section include one lane of parallel parking on each side along with one travel lane in each direction for vehicular movement. This type of street section is intended to act as a traffic calming measure.

Diagram 1 – Main Street Streetscape Section



Two versions of this Main Street Streetscape section were approved for Festival Street; one including tradition curbs and one excluding traditional curbs to allow free pedestrian movement to ground floor retail. The key plan on Sheet 29 of the approved CDP/FDP highlighted a curbed section on Festival Street north of Strawberry Lane and allowed an option without curbs along Festival Street south of Strawberry Lane. **The applicant proposes to further refine this key plan to allow the option without curbs to be located between Market Street on Parcel A and the retail garage exit on Parcel B.**

Land Use Analysis (Appendix 6)

The applicant addressed all Plan recommendations in the previous rezoning application. Staff believes that the proposed changes, as proffered, continue to be in conformance with all aspects of the Comprehensive Plan for the Merrifield Town Center site.

The original rezoning application permitted a maximum of 1,893,112 gross square feet of development consisting of residential, theater, office, hotel and retail uses with an overall FAR of 1.39, including bonus density associated with affordable dwelling units and workforce housing. The proposal seeks to amend the approved proffers and CDP/FDP to allow minor site modifications on a 7.42 acre portion of the overall Merrifield Town Center property zoned to the PDC District. The approved development was divided into Parcels A through I. Four options for redevelopment were approved, Options 1 through 4. Option 1 included proposed uses and intensities for all nine parcels. Option 2 included possible reconfigurations of uses and intensities located in

Parcels A and B only. Options 3 and 4 included possible reconfigurations in Parcel A only, with Option 2 for Parcel B in effect. The proposed uses and intensities for Parcels C through I would remain the same under all four options. Each option provided for a significant amount of flexibility as to the uses and intensities in the individual parcels.

The applicant proposes to add a fifth option to Parcel A to reflect current hotel, retail and office use needs. Between 37,000 and 85,000 square feet of retail use, up to 170,000 square feet of office use, and up to 120,000 square feet of hotel use, with an overall maximum of 300,000 square feet located in three buildings up to eight stories and a 5-8 level parking structure are proposed, which would be consistent with the previously approved options. Parcel D was approved for one building with retail and office uses up to 83,000 square feet. The applicant proposes to shift the building footprint to the north to provide more separation from the southern boundary with no reduction to the approved park space; to add a movie theater as a use; and to provide an additional landscaping option for North Park, located to the north of the building. The FAR on the subject property would be 1.18. The FAR of the overall development on 31.37 acres would remain 1.39 FAR.

The proposal to amend the proffers and the final development plan previously approved for mixed use development to permit modifications to Parcels A and D does not raise any land use issues. All previous land use issues associated with the original rezoning are addressed by the executed proffers, dated October 15, 2007 (which are available on file with the Zoning Evaluation Division of the Department of Planning and Zoning). The proposed PCA/CDPA/FDPA raises no significant land use issues and carries forward all previous commitments. One minor concern discussed in the Land Use Analysis focused on streetscaping.

Issue: Streetscaping along Festival Street north of Strawberry Lane

The original rezoning application was approved with two streetscape sections for Festival Street; one including traditional curbs and one excluding traditional curbs to allow free pedestrian movement to ground floor retail. Both sections consisted of a twenty-two foot wide total section from edge of pavement to the building fronts. Within the twenty-two foot section, an eight foot wide planting area and a fourteen foot wide pedestrian/browsing area were provided to create a wide sidewalk for pedestrians. The key plan on Sheet 29 of the approved CDP/FDP highlighted a curbed section on Festival Street north of Strawberry Lane and allowed an option without curbs along Festival Street south of Strawberry Lane. During negotiations, the applicant requested to modify the key plan to allow a section of Festival Street to be constructed without curbs north of Strawberry Lane. However, staff was concerned about significant traffic along this section of Festival Street and requested that this street section incorporate a curb in order to ensure the safety of pedestrians.

Resolution:

The applicant recognized staff's concern and proposed to further refine their request to allow the option without curbs on Festival Street north of Strawberry Lane in one small area located between Market Street on Parcel A and the retail garage exit on Parcel B. A one to two foot wide paver section with contrasting texture and color separating the roadway from the landscape strip and sidewalk would be provided instead of a curb, as well as a raised intersection to slow the speed of vehicles. Staff supports this alternative and has imposed a development condition to include moveable bollards or street furniture between the street trees to provide additional security for pedestrians while the road is open to full traffic. These structures may be removed during events when the roads are closed to facilitate pedestrian activities. Imposition of this development condition will satisfy staff's concern.

Environmental Analysis (Appendix 6)

Green Building: The original rezoning was approved prior to the establishment of the County's green building policy. The applicant is encouraged to seek U.S. Green Building Council Leadership in Energy and Environmental Design (LEED) certification for the proposed buildings in Parcels A and D. The applicant has indicated that the site was just awarded LEED ND (Neighborhood Design) Silver and that the buildings in Parcel A have been registered with USGBC for LEED certification. However, the applicant has stated that a proffer commitment to LEED certification will not be made at this time.

Noise: The applicant has submitted a refined acoustical analysis to the Department of Planning and Zoning for approval for the hotel use located in Parcel A. An acoustical analysis is required by the existing proffers to determine and mitigate any potential noise impacts from Lee Highway. The analysis is currently under review and a final determination will be made prior to the issuance of the first non-residential use permit for the hotel building.

Tree Preservation and Tree Cover

The Urban Forest Management Division (UFMD) has reviewed this application and indicated that the landscaping identified on Sheet 12 of the CDPA/FDPA conflicts with the landscaping shown on Sheet 14A. The applicant proposes Sheet 14A as a second option for Parcel D and added a note indicating that only one option will be pursued during site plan review. Staff supports the options. No other issues with the proposal were raised (See Appendix 7).

All previous environmental issues associated with the original rezoning were addressed by the executed proffers, dated October 15, 2007 (which are available on file with the Zoning Evaluation Division of the Department of Planning and Zoning).

Transportation (Appendix 8)

The Fairfax County Department of Transportation (FCDOT) reviewed the application and indicated that the analysis of the traffic impacts of the proposal is consistent with the conclusions of the initial Transportation Impact Assessment from the original rezoning and would generate fewer PM and Saturday peak hour trips. Staff indicated that the all previous VDOT comments are resolved on Sheets 9A and 9B of the CDPA/FDPA and recommends that applicant provide some temporary additional parking for the opening of the retail in Parcel B. The applicant proffered to provide temporary parking on Parcel F and any undeveloped parcel within the town center property in conjunction with the grand opening ceremony for the project. The applicant also reserves the right to provide temporary parking on any undeveloped parcel as the applicant deems necessary until such time each parcel is developed. Staff supports the commitment. No other significant issues were identified.

Office of Community Revitalization and Reinvestment (Appendix 9)

The Office of Community Revitalization and Reinvestment reviewed the application and indicated that the approval of these applications will help the future redevelopment of the Merrifield area. No significant issues were raised.

Public Facilities Analysis*Fairfax County Park Authority (Appendix 10)*

The Fairfax County Park Authority reviewed the application and determined that the application bears no adverse impact on land or resources of the Park Authority. The applicant has reaffirmed all previous park proffer commitments.

Fairfax County Water Authority (Appendix 11)

Adequate domestic water service is available to the site from an existing 24-inch water main located in Gallows Road. When the original rezoning application was approved, the City of Falls Church could have provided water service to subject property. However, Fairfax Water indicated that they are now uniquely able to provide water service to the site instead of the City of Falls Church and listed seven distinct reasons why they should provide water service to the site. There is no legal impediment against Fairfax Water serving the site since all legal disputes have been resolved. Final determination about water service will be made during site plan review.

Fire and Rescue Analysis (Appendix 12)

The property is serviced by the Fairfax County Fire and Rescue Department Station #430, Merrifield. The requested rezoning currently meets fire protection guidelines, as determined by the Fire and Rescue Department.

Public Schools

Fairfax County Public Schools has reviewed the application and has no comments with the proposal. The applicant has reaffirmed all previous public school commitments.

Sanitary Sewer Analysis (Appendix 13)

An existing 8 inch sanitary sewer line is located on the site. The applicant reaffirms the previous proffer commitment to provide DPWES with an analysis of the capacity of the sanitary sewer line serving the property at the time of site plan.

Stormwater Analysis (Appendix 14)

The applicant indicates that stormwater management for the site will be provided in underground StormFilter BMP facilities. These facilities require a Public Facilities Manual (PFM) waiver by the Board of Supervisors in residential areas. The Department of Public Works and Environmental Services (DPWES) reviewed the application and indicated that the applicant proposes to provide an additional underground stormwater management facility in Strawberry lane to serve restaurant, cinema, office and retail uses. Detailed analysis of these facilities has been provided on Sheets 43 through 47 of the CDPA/ FDPA. No significant issues were identified. Staff requests the applicant to reaffirm the PFM waiver approved in the original rezoning application and subject to conditions dated November 30, 2006 and attached in Appendix 3.

ZONING ORDINANCE PROVISIONS (Appendix 15)

The PDC District was established to encourage the innovative and creative design of commercial development. The district regulations are designed to accommodate preferred high density land uses which could produce detrimental effects on neighboring properties if not strictly controlled as to location and design; to insure high standards in the layout, design and construction of commercial developments; and otherwise to implement the stated purpose and intent of the Ordinance.

As noted earlier in this report, the proposed changes result from final engineering during site plan review and continue to meet the provisions of the PDC District. The proposal to add a fifth option to Parcel A to reflect current hotel, retail and office use needs, to add a movie theater use to Parcel D, to redesign the North Park in Parcel D, and to implement other minor site modifications do not adversely impact the previously approved development plan and continue to meet the use limitations, lot size requirements, bulk regulations, open space, general standards and the standards for design in the PDC District.

Waivers and Modifications

The previously approved CDP/FDP is being carried forward with this application with only minor changes. These plans were approved with a number of waivers and modifications that staff considers appropriate to be carried forward and reaffirmed. The discussion concerning these waivers and modifications may be found in the original staff reports.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

The PCA/FDPA applications seek to amend the previously approved proffers and CDP/FDP associated with RZ/FDP 2005-PR-041 and approved for a maximum of 1,893,112 gross square feet of development consisting of residential, theater, office, hotel and retail uses with an overall FAR of 1.39, including bonus density associated with affordable dwelling units and workforce housing. The proposal seeks approval of minor site modifications on a 7.42 acre portion of the overall Merrifield Town Center property zoned to the PDC District, to add a fifth option to Parcel A and add a theatre option to Parcel D, as well as other site modifications as a result of final engineering. Staff finds that the proposal does not adversely impact the previously approved development plan and is in conformance with the Comprehensive Plan, and with all applicable Zoning Ordinance provisions as proffered and conditioned.

Staff Recommendations

Staff recommends approval of PCA 2005-PR-041 subject to the execution of proffers consistent with those found in Appendix 1 of this report.

Staff recommends approval of CDPA 2005-PR-041 subject to the development conditions in Appendix 2 of this report.

Staff recommends approval of FDPA 2005-PR-041 subject to the development conditions in Appendix 3 of this report.

Staff recommends approval of a modification of the private street limitations of Section 11-302 of the Fairfax County Zoning Ordinance.

Staff recommends approval of a modification of the loading space requirements for Multi-Family dwelling units and office space in favor of that depicted on the CDPA/FDPA.

Staff recommends approval of a modification of the transitional screening and a waiver of the barrier requirements to the south, east and internal to the site in favor of the treatments depicted on the CDPA/FDPA.

Staff recommends approval of a waiver of the four (4) foot peripheral parking lot landscaping requirement north of Parcel G, West of Parcel C and E, and along the southerly and easterly property lines.

Staff recommends that the Board of Supervisors approve the waiver to locate underground facilities for all residential development, subject to Waiver #0561-WPFM-002-3 and conditions attached in Appendix 3.

Staff recommends approval of a waiver of the service drive along the Lee Highway frontage.

Staff recommends approval of a modification of the parking geometric standards to allow for 75 degree angled parking spaces within parking structures.

Staff recommends approval of a modification to allow residential as a secondary use consisting up to 76% of the principal use in the PDC District pursuant to Sec. 6-206 of the Fairfax County Zoning Ordinance.

Staff recommends approval of a modification of Par. 3 of Sec. 18-201 of the Fairfax County Zoning Ordinance which would require the provisions of further interparcel access in addition to that indicated on the CDPA/FDPA.

Staff recommends approval of a modification of Par. 4 of Sec. 17-201 of the Fairfax County Zoning Ordinance for dedication and construction of widening for existing roads, existing roads on new alignments, and proposed roads along Lee Highway as indicated in the Comprehensive Plan or as required by the Director to that shown on the CDPA/FDPA and as proffered.

Staff recommends approval of a modification of the materials for the proposed trail along Lee Highway shown in the Comprehensive Plan Trails Map to that shown on the CDPA/FDPA.

Staff recommends that the Board of Supervisors direct the Director of DPWES to approve a modification of the PFM and Par. 12 of Sec 11-102 of the Fairfax County Zoning Ordinance to allow for the projection, by no more than 4% of the stall area, of structural columns into parking stalls in parking structures.

Staff recommends that the Board of Supervisors direct the Director of DPWES to waive the PFM on-site stormwater detention requirements, in favor of providing stormwater management off-site in the Merrifield Town Center vault.

Staff recommends approval a modification of transitional screening and waiver of the barrier requirements along the southern property line where the proposed parking lot subject to SEA 99-P-008 straddles the boundary line immediately adjacent to the proposed movie theater.

Staff recommends approval waiver of peripheral parking lot landscaping along the common boundary of both the SEA 99-P-008 application and the Merrifield Town Center rezoning application (PCA 2005-PR-041).

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.

APPENDICES

1. Draft Proffers for PCA 2005-PR-041
2. Proposed for CDPA 2005-PR-041 Development Conditions
3. Proposed for FDPA 2005-PR-041 Development Conditions
4. Affidavit for PCA/FDPA 2005-PR-041
5. Statement of Justification for PCA/FDPA 2005-PR-041
6. Comprehensive Plan/Land Use Analysis and Environmental Assessment
7. Urban Forest Management Analysis
8. Transportation Analysis
9. Office of Community Revitalization and Reinvestment Analysis
10. Fairfax County Park Authority
11. Fairfax County Water Authority
12. Fire and Rescue
13. Sanitary Sewer Analysis
14. Stormwater Management
15. Zoning Ordinance Provisions
16. Glossary

PCARZ 2005-PR-041

MERRIFIELD MIXED USE LLC Eskridge (E&A) LLC
Merrifield Town Center

PROFFER STATEMENT

OCTOBER 15, 2007 December 3, 2010

RZ 2005-PR-041
MERRIFIELD MIXED USE LLC Eskridge (E&A) LLC
PROFFER STATEMENT

Table of Contents

	<u>Page Number</u>
I. GENERAL.....	1
1. Substantial Conformance.....	1
2. Minor Modifications.....	21
3. Final Development Plan Amendments.....	221
4. Density Credit.....	221
5. Escalation.....	221
6. Demonstration of Square Footage Compliance.....	321
II. LAND USE.....	331
1. Zoning Districts.....	331
2. Permitted Uses.....	331
3. Overall Maximum Floor Area Ratios and Gross Floor Areas.....	771
4. Parcel Allocation Chart.....	771
5. Non-Residential Gross Floor Area.....	11111
6. Residential Gross Floor Area.....	11111
7. Minimum Number of Dwelling Units.....	12121
8. Allocation of Land Uses.....	12121
9. Build-out in Phases.....	12121
10. Location of Residential Uses.....	12121
11. Location of Hotel and Related Uses.....	13131
12. Building Heights.....	13131
13. Parcel A Ground Floor Height.....	14141
14. Parcel G Ground Floor Height.....	14141
III. COMMUNITY SPACE.....	14141
1. Community Meeting Space.....	14141
2. Satellite Police Office.....	15151
IV. AFFORDABLE HOUSING.....	15151
1. Affordable Dwelling Units ("ADUs").....	15151
2. Workforce Housing Units.....	16161
V. PARKING.....	20201
1. Parking Deck Heights.....	20201
2. Parking Tabulations.....	21211
3. Shared Parking Agreement.....	22221
4. Phase One Temporary Parking.....	22221
5. Parallel Parking Spaces Along Internal Streets.....	22221
6. Theatre Accessory Uses Parking Calculation.....	23221
VI. TRANSPORTATION – GENERAL.....	23221
1. Right-of-Way Dedication.....	23221
2. Definition of "Construct".....	23231
3. Condemnation.....	23231

XII.	LANDSCAPING AND OPEN SPACE.....	63621
	1. Minimum Open Space	63621
	2. Landscape Design	63621
	3. Tree Size	64631
	4. Non-Invasive Plant Materials	64631
	5. Public Access Easements	64631
XIII.	UTILITIES.....	64631
	1. Underground Utilities	64631
	2. Sewer Coordination	65641
XIV.	RECREATIONAL FACILITIES.....	65641
	1. On-Site Amenities and Facilities for Residents	65641
	2. On-Site Parks	66651
XV.	SCHOOLS CONTRIBUTION	67661
	1. Public Schools Contribution	67661
	2. Escalation in Schools Contribution.....	67661
	3. Luther Jackson Middle School Improvements	67661
XVI.	OTHER COMMUNITY CONTRIBUTIONS.....	69681
	1. Providence District Contributions.....	69681
XVII.	URBAN DESIGN.....	70691
	1. Architectural Treatments	70691
	2. Streetscapes.....	70691
	3. Street Sections.....	70691
	4. Building Elevations.....	70691
	5. Building Materials	71701
	6. Parking Garage Façade Treatments	71701
	7. Design Guidelines.....	71701
	8. Security	71701
	9. Green Building Principles.....	71701
XVIII.	SIGNAGE.....	71701
	1. Site Signage	71701
	2. Ticker "Sign"	72711
	3. Temporary Signs.....	72711
XIX.	OWNERS' ASSOCIATIONS	72711
	1. Umbrella Owners' Association	72711
	2. Homeowner and Condominium Owners' Associations	72711
	3. Membership in UOA.....	72711
	4. HOA/COA Maintenance Obligations.....	73721
	5. UOA Maintenance Obligations.....	73721
XX.	OTHER	73721
	1. Unreasonable Delay	73721
	2. Administrative Review	74731
	3. Successors and Assigns.....	74731
	4. Counterparts.....	74731
	5. Board of Supervisors Signature	74731

	4.	Private Streets	24231
	5.	Strawberry Lane.....	24241
	6.	Public Streets	24241
	7.	Vacation/Abandonment	25241
	8.	Interparcel Access.....	25241
	9.	Future Retaining Walls	25251
	10.	Temporary Access	25251
	11.	Yates Way Access.....	26251
VII.		TRANSPORTATION – ROAD IMPROVEMENTS.....	26251
	1.	Eskridge Road.....	26251
	2.	Extension of Eskridge Road to Williams Drive.....	26261
	3.	Lee Highway (Route 29 Property Frontage).....	27271
	4.	Lee Highway (Route 29) Offsite.....	28281
	5.	Strawberry Lane.....	29281
	6.	Loading Restrictions on Strawberry Lane	29281
	7.	Festival Street and Festival Street Extended.....	29291
	8.	North Street.....	30291
	9.	Yates Way Extended.....	30301
	10.	Service Alleys	31301
	11.	Traffic Signals.....	31301
	12.	Dual Left Turn Lanes on Lee Highway at Eskridge Road.....	31311
	13.	Sight Distance Profiles.....	32311
	14.	Unreasonable Delay	32311
VIII.		PEDESTRIAN AND BICYCLE CIRCULATION SYSTEM	32311
	1.	Internal Circulation Plan	32311
	2.	Route 29 Trail	32321
	3.	Crosswalk at Future Eskridge Road/ Route 29 Intersection	32321
	4.	Pedestrian Connection to Luther Jackson Middle School	33321
	5.	Areawide Pedestrian Enhancements	33321
	6.	Bicycle Storage.	33321
IX.		TRANSPORTATION DEMAND MANAGEMENT PROGRAM	33331
	1.	Transportation Demand Management.....	33331
	2.	Definitions.....	34331
	3.	Trip Reduction Goals	37361
	4.	Components of the TDM Plan	39381
X.		TRANSPORTATION DEMAND MANAGEMENT PROGRAM SPECIFIC TO THE RETAIL/HOTEL USES.	56551
	1.	Transportation Demand Management for Retail/Hotel Uses.....	56551
	2.	Goals of the Retail/Hotel TDM Program.....	56551
	3.	Components of the Retail/Hotel TDM Program.....	56551
	4.	Retail/Hotel TDM Incentive Fund	57561
	5.	Retail/Hotel TDM Program Participation Outreach	57561
XI.		ENVIRONMENTAL.....	58571
	1.	Stormwater Management Master Plan.....	58571
	2.	Lighting.....	62611
	3.	Potential Hotel Noise Attenuation	62611

PCARZ 2005-PR-041
MERRIFIELD MIXED USE LLC Eskridge (E&A) LLC
PROFFER STATEMENT

April 7, 2006
October 2, 2006
November 22, 2006
January 12, 2007
March 8, 2007
June 1, 2007
July 16, 2007
August 8, 2007
September 6, 2007
October 1, 2007
October 12, 2007
October 15, 2007
November 5, 2010
December 3, 2010
December 20, 2010

Pursuant to Section 15.2-2303(A) of the Code of Virginia, as amended, and subject to the Fairfax County Board of Supervisors' (the "Board") approval ~~of rezoning~~ of this application PCARZ 2005-PR-041, ~~as proposed, from the I-4 (proffered), I-5 and HC Districts, to the Planned Development Commercial ("PDC"), Planned Residential Mixed Use ("PRM") and HC Districts (collectively, the "Rezoning"), Merrifield Mixed Use LLC - Eskridge (E&A) LLC (the "Applicant") and the~~ owners, for themselves and for their successors and assigns, hereby proffer that development of this PCA on approximately 7.42 acres across Tax Map parcels 49-3 ((1)) 81A, 82A, 82B and part of 80E and the incorporation of the original 31.37 acres (the "property") shown on Tax Map Parcels 49-3 ((1)) 80EA, 80FB, 80C, 81A, 82A, and 82B plus an approximately 12,646 square-foot portion of Hilltop Road and an approximately 2,314 square-foot portion of Eskridge Road proposed for vacation, totaling approximately 31.37 acres (the "Property") shall be in accordance with the following proffered conditions (the "Proffers"), which, if approved, shall replace any and all existing proffered conditions, ~~and SEA conditions~~. In the event this application is denied, these revised proffers shall immediately be null and void and the previous proffers shall remain in full force and effect.

I. GENERAL

1. **Substantial Conformance**. Subject to the Proffers and the provisions of Sections 6-200 and 6-400 and Article 16 of the Zoning Ordinance, the Property shall be developed in substantial conformance with the Conceptual Development Plan/Final Development Plan

("CDPA/FDPA") dated ~~December 7, 2005~~ June 8, 2010, as revised through ~~December 17, 2010~~ October 1, 2007, consisting of Sheets 1 through 48, and prepared by VIKA, LLC Inc. and RTKL Associates, Inc., as further modified by these proffered conditions.

2. **Minor Modifications.** Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the approved CDP/FDP described above encompassing the application Property may be permitted due to final architectural and engineering design, as determined by the Zoning Administrator. Building footprints may be decreased, and the number of units and square footage within each building may be adjusted, as long as the minimum open space tabulations provided in the CDP/FDP are not reduced; the minimum building setbacks from the property lines as shown on the CDP/FDP are maintained; the number of residential units and the building heights comply with those indicated in the CDP/FDP and in these Proffers; and the development otherwise is in substantial conformance with the CDP/FDP and these Proffers. The Applicant further retains the option to file partial Conceptual Development Plan Amendments (CDPAs) and/or partial Proffered Condition Amendments (PCAs) in the future pursuant to Paragraph 6 of Section 18-204.
3. **Final Development Plan Amendments.** Notwithstanding that CDP 2005-PR-041 appears on the same development plan with FDP 2005-PR-041, it shall be understood that (i) said CDP plan shall consist of the entire plan relative solely to ultimate points of access at their periphery of the Property; the general location of the proposed building footprints, uses, and parking at or above grade; minimum and maximum building heights, on-site vehicular circulation, the amount and location of common open space areas; and (ii) the Applicant has the option to request Final Development Plan Amendment ("FDPA") approvals from the Planning Commission in accordance with Section 16-402 of the Zoning Ordinance with respect to the remaining elements.
4. **Density Credit.** All intensity/ density attributable to land areas dedicated and/or conveyed at no cost to the Board or any other public entity pursuant to these proffers (including, without limitation, the dedications referenced below) shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to the residue of the Property.
5. **Escalation.** The amounts of each cash contribution set forth in these Proffers shall escalate on a yearly basis (but not to exceed 3% increase for any given calendar year) from the base year of 2008, and change effective each January 1 thereafter, based on the

Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI").

6. **Demonstration of Square Footage Compliance.** At the time of filing of each development site plan, the Applicant shall submit to the Department of Public Works and Environmental Services ("DPWES") a running square footage tabulation which clearly presents proposed and approved square footage and dwelling units as follows: (i) total overall site development and development within the respective PRM and PDC Zoning Districts cumulatively; (ii) total non-residential use versus residential use, overall and within the respective PRM and PDC Zoning Districts cumulatively; (iii) total by land use category and (iii) cumulative total proposed in the respective site plans for each development Parcel A through I, broken down by uses. Said tabulations shall demonstrate compliance with the square footage limitations set forth in Proffer Section II below and with the tabulations and charts listed on the CDP/FDP.

II. LAND USE

1. **Zoning Districts.** As delineated on the CDP/FDP, the approximately 31.37-acre Application Property shall be zoned as follows:
 - A. Approximately 24.14 acres to the PDC District and comprised of development parcels A, B, D, F, H and I.
 - B. Approximately 7.23 acres to the PRM District and comprised of development parcels C, E and G.
2. **Permitted Uses.** The following uses shall be allowed on the respective portions of the Property, consistent with the CDP/FDP and the Parcel Allocation Chart set out in Proffer II(4), below. Any use not set forth below and allowed in the respective District may be permitted with approval of a final development plan amendment, special exception or special permit, as applicable.
 - A. **PDC District "Principal Uses" Permitted.**
 - Business service and supply service establishments
 - Eating establishments
 - Establishments for scientific research, development and training
 - Financial institutions (without drive-through)
 - Garment cleaning establishments (without on-site processing)
 - Hotels
 - Offices, including medical offices/urgent medical care with no overnight stay

- Personal service establishments
- Public uses
- Repair service establishments
- Retail sales establishments
- Theatres

B. PDC "Secondary Uses" Permitted.

- Accessory uses, accessory service uses and home occupations as permitted by Article 10
- Bank teller machines, unmanned
- Commercial and industrial uses of special impact (Category 5), limited to:
 - Amusement arcades
 - Fast food restaurants (without drive-through windows)
 - Quick-service food stores
 - Retail sales establishments - large (not to exceed two)
 - Vehicle rental establishments, limited by the provisions of Sect. 9-518
- Commercial recreation uses (Group 5), limited to:
 - Bowling alleys
 - Billiard and pool halls
 - Health clubs
 - Miniature golf courses (limited to elements which are not visually intrusive and which complement, and do not detract from, the high quality design of the Town Center)
 - Ice skating facilities
 - Any other similar commercial recreation use
- Community uses (Group 4), excluding marinas, docks and boating facilities
- Multi-Family Dwellings
- Institutional uses (Group 3), limited to home child care facilities
- Light public utility uses (Category 1) limited to electric substations and distribution centers including transformer stations, roof-top antennae and other facilities associated with a local radio, television, and/or cable access channel, and mobile and land-based telecommunication facilities (See Proffer II.12.C below)
- New vehicle storage (maximum 50 vehicles) (pre-buildout, and only to the extent the number of spaces exceed Zoning Ordinance requirements for uses with occupancy permits)
- Quasi-public uses (Category 3), limited to:
 - Child care centers and nursery schools
 - Colleges, universities (without dormitories)
 - Cultural centers, museums and similar facilities
 - Independent living facilities
 - Private clubs
 - Private schools of special education
- Veterinary hospitals (kennels and boarding allowed, but no exterior runs)

C. PRM "Principal Uses" Permitted.

- Dwellings, multiple family.

- Public uses.

D. PRM "Secondary Uses" Permitted.

- Accessory uses and home occupations as permitted by Article 10
- Bank teller machines, unmanned
- Business service and supply service establishments
- Commercial and industrial uses of special impact (Category 5), limited to:
 - Fast food restaurants (without drive-throughs)
 - Quick-service food stores
 - Vehicle rental establishments, limited by the provisions of Sect. 9-518
- Commercial recreation uses (Group 5), limited to:
 - Bowling alleys
 - Billiard and pool halls
 - Health clubs
 - Ice Skating facilities
 - Any other similar commercial recreation use
- Eating establishments
- Financial institutions (without drive-throughs)
- Garment cleaning establishments (no on-site processing).
- Institutional uses (Group 3), limited to:
 - Home child care facilities
- Light public utility uses (Category 1) limited to electric substations and distribution centers including transformer stations, roof-top antennae and other facilities associated with a local radio, television, and/or cable access channel, and mobile and land-based telecommunication facilities. See Proffer II.12.C below.
- Offices, including medical offices/urgent medical care with no overnight stay
- Personal service establishments
- Quasi-public uses (Category 3), limited to:
 - Child care centers and nursery schools
 - Colleges, universities (without dormitories)
 - Cultural centers, museums and similar facilities
 - Independent living facilities
 - Private clubs
 - Private schools of special education
- Repair service establishments
- Retail sales establishments
- Vehicle transportation service establishments

E. PDC and PRM "Temporary Uses" Permitted

- Festivals, fairs or similar activities, as defined in Paragraph F below
- Farmers' Markets, as defined in Paragraph G below
- Promotional activities of retail merchants
- Apartment sales and rental offices

- F. Festivals, Fairs or Similar Activities. The Applicant shall be permitted to provide on the subject Property festivals, fairs or similar activities including, without limitation, farmers' markets, without the need for issuance or approval of a "Temporary Special Permit" in accordance with the following provisions:
- i. Maximum of 64 events per year;
 - ii. May be provided with or without admission or other fees;
 - iii. Sponsored by the Applicant, or its designee, a civic organization, public entity including the Fairfax County Park Authority ("FCPA"), local chamber of commerce, charitable organization, service club, non-profit, or similar entity;
 - iv. Complies with all Health Department regulations;
 - v. The Applicant reserves the right to periodically close the following portions of the internal private road network: Festival Street between Strawberry Lane and the Festival Street intersection with Festival Street Extended. Other portions of the internal private street network may also be closed on an infrequent basis.
 - vi. Notwithstanding the "Shopping Center Parking Exhibit" on Sheet 3 of the CDP/FDP, the Applicant, upon temporary closure of portions of the internal road network, reserves the right to temporarily provide no more than 61 parking spaces (a number which will fluctuate downward depending upon the portion temporarily closed and the number of street level parking spaces affected) in one "parking zone" for uses in one or more other "parking zones." Such provision of temporary parking shall permit the Applicant to count all on-street spaces on private roads within the development toward the parking required by the Ordinance.
- G. Unmanned Freestanding Automated Teller Machines. The Applicant shall be permitted to install up to five free-standing, unmanned bank teller (aka "ATM") machines on the Property; the footprint of each such ATM shall not exceed sixteen (16) square feet. Said ATMs shall not be counted toward the maximum amount of retail or non-residential GFA permitted on the Property referenced below. Said ATMs shall be located in kiosks in a manner that does not interfere with pedestrian movements or safety. This limitation shall not preclude additional ATMs within buildings or on building facades.

H. Retail Kiosks/Moveable Carts. The Applicant shall be permitted to operate movable carts, which shall be defined as temporary, transportable kiosks that serve a retail purpose, but shall not be counted toward that maximum amount of retail or non-residential GFA permitted on the Property referenced below. Each kiosk/cart shall be no more than 120 square feet; however, one newsstand kiosk shall be permitted to be up to 900 square feet maximum size, which kiosk, if not portable, shall be counted against the maximum amount of retail or non-residential GFA permitted on the Property. Said carts shall be located within park and plaza areas, as well as adjacent to non-residential uses, as determined by the Applicant, provided that, cumulatively, said carts do not negatively impact streetscape views, do not interfere with pedestrian movements or safety and conform with the standards set forth in the "Design Guidelines," as described below.

3. Overall Maximum Floor Area Ratios and Gross Floor Areas. Development on the Property as a whole shall not exceed 1,893,112 square feet of GFA of principal and secondary uses, at an overall 1.39 floor area ratio ("FAR"), including (i) "Affordable Dwelling Units" ("ADUs") and ADU-related density, and (ii) Workforce Housing-related density, as presented in the tabulations on Sheet 2 of the CDP/FDP, but excluding Cellar Space as defined in the Zoning Ordinance ("Cellar Space"). A maximum of 1,442,712 square feet of GFA, exclusive of Cellar Space, shall be permitted within the PDC zone, and a maximum of 610,000 square feet of GFA, exclusive of Cellar Space, shall be permitted within the PRM zone. Cellar Space shall be limited to 175,000 SF for all permitted uses, except dwelling units. Cellar Space dwelling units shall be limited separately to 25,000 SF. Nothing herein shall be construed to limit the Applicant's ability to utilize Cellar Space for storage or other uses not occupied by humans.

4. Parcel Allocation Chart. Land uses and building heights shall be allocated in accordance with the "Parcel Allocation Chart" below, which also appears on Sheet 5 (and subsequent sheets) of the CDP/FDP. The Applicant, in its sole discretion, shall determine the final allocation for each Development Parcel in accordance with the limitations set forth in those following charts:

MERRIFIELD TOWN CENTER CDP/FDP AUGUST 22, 2007
Program Table for CDP/FDP Sheets 5-7, Parcel A Option 1 and Parcel B Option 1 - Department Store on Parcel B

Parcel	Use	Zoning District	Commitment for Use	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail/Sheet Reference for Parcel Streetscape
A1	Office and/or Retail	PDC	Yes	50-150k	2 St./30'	6 St./85'	165-380k	16	2/29, 4/29, 7/29, 4/30
A2	Office and/or Retail		Yes	42-63k	2 St./30'	3 St./50'			
A3	Retail		Yes	40-50k	2 St./30'	3 St./50'			
A4	Retail Office or Hotel	PDC	Yes	13-50k	2 St./30'	10 St./95'			
			No	20-130k					
B	Retail	PDC	Yes	175-285k	2 St./30'	3 St./75'	175-285k	20	2/29, 4/29, 3/31, 4/32
C	Retail	PRM	Yes	20-28k	4 St./45'	5 St./75'	100-164k	22	7/25, 4/29
	Residential		Yes	80-136k					
D	Retail	PDC	Yes	20-83k	2 St./30'	3 St./50'	35-83k	23	3/31, 3/32
	Office		No	15-45k					
E	Retail	PRM	Yes	20-28k	4 St./45'	5 St./75'	100-164k	22	3/29, 4/33
	Residential		Yes	80-136k					
F	Retail	PDC	Yes	15-29k	4 St./45'	11 St./115'	106-323k	23	3/29, 2/32
	Residential and/or Hotel		Yes	91-294k					
G	Retail	PRM	Yes	20-36k	4 St./45'	6 St./75'	200-298k	24	5/29, 6/29, 2/30, 3/31
	Office		No	0-10k					
	Residential		Yes	180-278					
H	Retail	PDC	Yes	20-36k	4 St./45'	8 St./90'	100-186k	25	6/29, 5/30, 2/33
	Residential and/or Hotel		Yes	80-150k					
I	Theatre	PDC	Yes	70-120k	30'	50'	70-120k	26	5/29, 3/30, 2/31, 3/33

- Notes:
- As noted in the table above, "retail" shall include all non-residential uses called out in the proffers, excepting office, theatre and hotel.
 - Total overall project density is 1,639,692 GFA plus 17% ADU bonus density plus 7% workforce housing bonus density. As the residential program varies, the total overall density has not yet been determined. However, the maximum density will not exceed 1,893,112 GFA.
 - As noted on CDP/FDP sheet 2, the maximum potential density in the PRM zone is 610,000 square feet of GFA.
 - As noted on CDP/FDP sheet 2, the maximum potential density in the PDC zone is 1,442,712 square feet of GFA.
 - Buildings over 95' in height will incorporate at least two levels of parking, either at or below grade.
 - Stories shall be understood to include basements, but to exclude cellars and mezzanines.
 - Parcel G may also include up to 25,000 SF of residential program in Cellar Space, not shown in the table above. Note that such units will have finish floor elevations at or above the adjacent site finish grade, and that they will appear to be ground floor units, it is only due to the Zoning Ordinance definition of Cellar Space and site topography that these units will be deemed Cellar Space.

Program Table for CDP/FDP Sheet 8, Parcel A Option 2: Two-Story Department Store on Parcel A Parallel to Lee Highway

Parcel	Use	Zoning District	Commitment for Use	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail/Sheet Reference for Parcel Streetscape
A1	Retail	PDC	Yes	170-200k	2 St./30'	3 St./60'	190-440k	-17	-2/29, 4/29, 7/29, 4/30
	Retail Office		Yes	10-40k	2 St./30'				
	Hotel		No	5-40k	8 St./95'				
A2			No	80-200k					

Notes:

- 1 As noted in the table above, "retail" shall include all non-residential uses called out in the proffers, excepting office, theatre and hotel and their respective accessory uses.
- 2 Total overall project density is 1,639,692 GFA plus 17% ADU bonus density plus 7% workforce housing bonus density. As the residential program varies, the total overall density has not yet been determined. However, the maximum density will not exceed 1,893,112 GFA.
- 3 As noted on CDP/FDP sheet 2, the maximum potential density in the PRM zone is 610,000 square feet of GFA.
- 4 As noted on CDP/FDP sheet 2, the maximum potential density in the PDC zone is 1,442,712 square feet of GFA.
- 5 Buildings over 95' in height will incorporate at least two levels of parking, either at or below grade.
- 6 Stories shall be understood to include basements, but to exclude collars and mezzanines.

Program Table for CDP/FDP Sheet 8, Parcel B Option 2: No Department Store

Parcel	Use	Zoning District	Commitment for Use	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail/Sheet Reference for Parcel Streetscape
B1	Retail	PDC	Yes	25-60k	2 St./30'	11 St./115'	120-600k	-21	-2/29, 4/29, 3/31, 4/32
	Office		No	5-35k	2 St./30'				
	Residential		No	100-360k	10 St./115'				
B2	Retail		Yes	20-75k	2 St./30'	10 St./115'			
	Office		No	100-145k	2 St./30'				
	Hotel		No	80-200k					

Notes:

- 1 As noted in the table above, "retail" shall include all non-residential uses called out in the proffers, excepting office, theatre and hotel and their respective accessory uses.
- 2 Total overall project density is 1,639,692 GFA plus 17% ADU bonus density plus 7% workforce housing bonus density. As the residential program varies, the total overall density has not yet been determined. However, the maximum density will not exceed 1,893,112 GFA.
- 3 As noted on CDP/FDP sheet 2, the maximum potential density in the PRM zone is 610,000 square feet of GFA.
- 4 As noted on CDP/FDP sheet 2, the maximum potential density in the PDC zone is 1,442,712 square feet of GFA.
- 5 Buildings over 95' in height will incorporate at least two levels of parking, either at or below grade.
- 6 Stories shall be understood to include basements, but to exclude collars and mezzanines.

Program Table for CDP/FDP Sheet 9, Parcel A Option 3: Two Story Department Store on Parcel A Parallel to Eskridge Road

Parcel	Use	Zoning District	Commitment for Use	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Retail	PDC	Yes	170-210k	2 St./30'	4 St./60'	230-450k	18	2/29, 4/29, 7/29, 4/30
	Retail		Yes	35-80k					
A2	Office	PDC	No	5-30k	2 St./30'	11 St./115'			
	Hotel		No	80-200k					

Notes:

- 1 As noted in the table above, "retail" shall include all non-residential uses called out in the proffers, excepting office, theatre and hotel and their respective accessory uses.
- 2 Total overall project density is 1,639,692 GFA plus 17% ADU bonus density plus 7% workforce housing bonus density. As the residential program varies, the total overall density has not yet been determined. However, the maximum density will not exceed 1,893,112 GFA.
- 3 As noted on CDP/FDP sheet 2, the maximum potential density in the PRM zone is 610,000 square feet of GFA.
- 4 As noted on CDP/FDP sheet 2, the maximum potential density in the PDC zone is 1,442,712 square feet of GFA.
- 5 Buildings over 95' in height will incorporate at least two levels of parking, either at or below grade.
- 6 Stories shall be understood to include basements, but to exclude cellars and mezzanines.

Program Table for CDP/FDP Sheet 9, Parcel A Option 4: 2nd Level Department Store

Parcel	Use	Zoning District	Commitment for Use	Use Density Range (GFA)	Min. Height (Stories/Ft.)	Max. Height (Stories/Ft.)	Overall Parcel Density Range (GFA)	Sheet Reference for Building Elevations	Detail / Sheet Reference for Parcel Streetscape
A1	Retail	PDC	Yes	180-230k	2 St./30'	3 St./75'	190-570k	19	2/29, 4/29, 7/29, 4/30
	Office		No	100-150k	6 St./80'	8 St./115'			
A2	Hotel		No	80-200k	6 St./70'	9 St./115'			

Notes:

- 1 As noted in the table above, "retail" shall include all non-residential uses called out in the proffers, excepting office, theatre and hotel and their respective accessory uses.
- 2 Total overall project density is 1,639,692 GFA plus 17% ADU bonus density plus 7% workforce housing bonus density. As the residential program varies, the total overall density has not yet been determined. However, the maximum density will not exceed 1,893,112 GFA.
- 3 As noted on CDP/FDP sheet 2, the maximum potential density in the PRM zone is 610,000 square feet of GFA.
- 4 As noted on CDP/FDP sheet 2, the maximum potential density in the PDC zone is 1,442,712 square feet of GFA.
- 5 Buildings over 95' in height will incorporate at least two levels of parking, either at or below grade.
- 6 Stories shall be understood to include basements, but to exclude cellars and mezzanines.

5. **Non-Residential Gross Floor Area.** To provide the "synergy" of uses envisioned for the Town Center, the total non-residential uses within both the PDC and PRM Zoning Districts combined shall consist of a minimum of 460,000 square feet of GFA and a maximum total of 1,196,144 square feet of GFA (excluding Cellar Space), which shall be allocated in accordance with the "Parcel Allocation Chart" ~~in these Proffers and listed on~~ Sheet 5 (and subsequent sheets) of the CDP/FDP generally as follows: 0 to 171,000 square feet of GFA in office and related uses; 70,000 to 120,000 square feet of GFA in theatre and related uses; 0 to 364,000 square feet of GFA in hotel and related uses; and 370,000 to 675,000 square feet of GFA (exclusive of any eating establishment/fast food or related uses provided in conjunction with the theatre, office, and/or hotel uses) in uses such as retail uses, accessory service uses, retail sales establishments, child care centers, eating establishments, financial institutions, health clubs, and other principal and secondary PDC and PRM uses that are neither residential, office/research, theatre and related uses, or hotel and related uses. For purposes of this proffer, the designation of a building as office or other employment use shall be construed to permit inclusion of fast food (e.g. delicatessen) financial institution, and other such accessory and personal service uses (as may otherwise be permitted in these proffers) on the ground and/or first floor level of such building. At ultimate build-out of the development, no more than fifty-five (55) percent of the overall project density shall consist of theatre, retail, eating establishments, service and related non-residential uses; (office and hotel uses and uses accessory to residential within residential buildings shall not be included within this fifty-five (55) percent cap). In no event shall the combined total maximum residential and non-residential GFA for the Property exceed 1,893,112 square feet of GFA.
6. **Residential Gross Floor Area.** The total residential uses within both the PDC and PRM Zoning Districts combined shall be a minimum of 550,000 square feet of GFA to a maximum of 1,205,112 square feet of GFA, including ADUs and ADU bonus density, and Workforce Housing Units and Workforce Housing bonus density, which shall be provided pursuant to Proffer IV.1 and IV.2 below. Said residential uses shall be allocated in accordance with these proffers and with the "Parcel Allocation Chart" listed on Sheet 5 (and subsequent sheets) of the CDP/FDP. In no event shall the combined total maximum residential and non-residential GFA for the Property exceed 1,893,112 square feet of GFA.

7. **Minimum Number of Dwelling Units.** A minimum of 500 residential units shall be constructed on the Property. Such total shall include all required "ADUs" and all "bonus" dwelling units attributable to the provision of ADUs, which shall be provided pursuant to Proffer IV.1 below, and all Workforce Housing and Workforce Housing "bonus" Units provided pursuant to Proffer IV.2 below. Market-rate multi-family residential units constructed as part of the Proposed Development shall have an average gross unit size of 1,100 square feet of gross floor area per dwelling unit; provided, however, that nothing shall preclude the Applicant from constructing individual units of lesser or greater size than the average set forth herein.
8. **Allocation of Land Uses.** The allocation of dwelling units and residential and commercial gross floor area among the building parcels on the Property is represented on the CDP/FDP. The Applicant may reallocate dwelling units and/or gross floor area among the buildings depicted on the CDP/FDP without requiring a PCA or FDPA so long as (1) the total maximum FAR and residential square footage proffered above is not exceeded; (2) the Parcel Allocation Charts ~~presented in Proffer II.4 are adhered to~~ shown on Sheet 5 and subsequent sheets of the CDP/FDP is adhered to; (3) the minimum and maximum building heights shown on the CDP/FDP are adhered to; (4) the footprint and configuration of individual buildings do not exceed that shown on the CDP/FDP except to the extent such change is deemed a minor modification, as determined by the Zoning Administrator; and (5) the maximum FAR limitations within the PRM and PDC Zoning Districts shown on the CDP/FDP, respectively, and for the Property overall as set forth in Proffer II.3 above, are not exceeded, as proffered here and as determined by the Zoning Administrator.
9. **Build-out in Phases.** Build-out of the Property may proceed in phases. The FAR constructed within a respective site plan-approved portion of the project may exceed the maximum density limitation set forth in Proffer II.3, so long as such maximum density limitation is not exceeded over the entirety of the Property at any time, as shall be demonstrated pursuant to Proffer I.6, and is consistent with the Parcel Allocation Chart and the CDP/FDP.
10. **Location of Residential Uses.** As depicted on the CDP/FDP, residential use shall be located on the upper floors (i.e. above the ground floor) of buildings on Parcels "C" and "E," and on the ground (which, because of topography and "front door" access design, may be deemed "Cellar Space") and/or upper floors of "G;" however, this shall not be

construed to prohibit retail and related uses on the second floor, in addition to the ground floor, of such buildings or uses ancillary to residential on the ground floor of such buildings. Residential use may also be provided, as determined by the Applicant in its sole discretion, on Parcels "B," "F" and/or "H" in accordance with the CDP/FDP.

11. **Location of Hotel and Related Uses.** Up to 364,000 square feet of GFA of hotel and related uses may be located on Parcels A, B, F, and/or H, or on none of them, as determined by the Applicant in its sole discretion.
12. **Building Heights.** Heights of buildings shall be permitted up to the maximums listed for each building "Parcel" on the CDP/FDP and Parcel Allocation Chart. In its sole discretion, the Applicant may construct a maximum of three buildings that are up to 115 feet in height, within Parcels "A," "B," and/or "F," as set forth on the "Parcel Allocation Chart" listed ~~in these Proffers and~~ on Sheet 5 (and subsequent sheets) of the CDP/FDP. Building height shall be measured as defined by the Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as specifically set forth in the Zoning Ordinance such as, without limitation, penthouses and other roof structures used for common amenity space for residents of those multifamily buildings (rooftop pool facilities, exercise rooms, meeting/party rooms and such comparable uses).
 - A. Mechanical penthouses shall be permitted to exceed said maximum heights listed on the CDP/FDP, provided that they meet the following standards as determined by DPWES:
 - i. They comprise less than twenty-five (25) percent of the roof of the building.
 - ii. They do not exceed twenty (20) feet in height.
 - iii. They are architecturally integrated with materials and colors consistent with the building upon which they are situated.
 - B. Notwithstanding the foregoing, however, nothing shall preclude the Applicant, in the Applicant's sole discretion, from constructing buildings to a lesser building height than the maximums depicted on the development plan and listed on the CDP/FDP "Parcel Allocation Chart," provided minimum heights are no less than the minimums shown on the CDP/FDP and Parcel Allocation Chart, and the configuration of the building envelope remains in substantial conformance with those shown on the CDP/FDP.

C. Telecommunications equipment may be placed on the proposed building(s) rooftop(s); however, any such facilities must (a) comply with the Zoning Ordinance and (b) be screened, designed and/or set back sufficiently from the perimeter of the roof and penthouse to minimize view from the street below. Screening measures may be used such as, but not limited to, (i) including the facilities as part of the architecture of the building(s), (ii) employing telecommunication screening material, and/or (iii) flush-mounted antennas utilizing colors consistent with the building treatment in the area where the antennas are to be installed.

13. **Parcel A Ground Floor Height.** In the event an office building is constructed at the corner of Lee Highway and Eskridge Road, as depicted for Parcel A Option 1 on Sheets 5 and 7 of the CDP/FDP, the Applicant shall provide a minimum clear height of 11 feet on the first floor to enable potential future use as ground-floor retail.

14. **Parcel G Ground Floor Height.** The ground floor residential units in Building G fronting on Eskridge Road ("West Elevation") shall be constructed with a minimum clear height of 11 feet to enable potential future use as ground-floor retail. These units may also, at Applicant's discretion, be built as live-work units (i.e., built to facilitate inclusion of "office," "retail" or comparable "work" use).

III. COMMUNITY SPACE

1. **Community Meeting Space.** Within the theatre building located within Parcel I, 1,000 square feet of GFA shall be provided to Fairfax County at no cost to the County to serve community needs, as coordinated with the County by the Owner of Parcel I, in accordance with the following conditions:

A. Said "Community Space" shall be limited to uses and events such as exhibit and/or activity space, or other uses and events as may be agreed to by the owner of Parcel I and the County.

B. Within sixty (60) days following the receipt, by the owner of Parcel I (the "Owner"), of a building permit for said theatre or such later time as Owner, in its sole discretion, may choose prior to issuance of a Non-RUP for the theatre, the Owner shall request in writing that a Lease/License shall be prepared by the County Attorney and submitted to the Owner for review and approval. Said Lease/License shall include commercially reasonable terms substantially similar

to other leases/licenses executed by the Board of Supervisors for leased space elsewhere in Fairfax County, except that there shall be no rent required of the County. Said Lease/License shall also provide that the Owner shall be permitted, in coordination with the County, to utilize said space on an agreed to basis for uses in conjunction with the theatre use, and that the owner shall provide utilities, cleaning services and general maintenance for this space at no cost to the County.

- C. In the event that Fairfax County fails to submit said Lease/License within 60 days of the request referenced above, fails to execute said Lease/License within 30 days after its language has been agreed upon by the County and the Owner of Parcel I, fails to occupy said "Community Space" within six months after execution of the said Lease/License and a Non-RUP has been issued for said space, or fails to utilize said space for six consecutive months once it has been "finished" and utilized by the County, then the Applicant's obligations under this Proffer shall automatically and completely expire, and the Applicant thereafter shall be permitted to market and lease said space as an ancillary use to the Theatre in accordance with the square footage allocation listed on the CDP/FDP and in these Proffers.
- D. All time-frames listed above may be subject to extension by mutual agreement of the parties.

- 2. **Satellite Police Office.** Provision shall be made in Applicant's security offices for desk and phone facilities dedicated for use by the Fairfax County Police, password secure internet access, as well as access to necessary support facilities, such as copiers and facsimile machines and private interview space, all at no cost to the County.

IV. **AFFORDABLE HOUSING.**

- 1. **Affordable Dwelling Units ("ADUs").** The Applicant shall provide a total of five (5) percent of all non-bonus market rate residential units built on the Property, as set forth in Part 8 of Article 2 of the Zoning Ordinance (the "ADU Ordinance"), regardless of residential building type. The actual number of ADUs to be provided shall be determined at the time of site plan approval in accordance with the formula for calculating ADUs in Section 2-801 of the Zoning Ordinance for developments with greater than fifty percent (50%) structured parking. The ADUs may be provided as for-sale or rental units, consistent with the market rate units in the same building, and shall be administered in

accordance with the requirements of the ADU Ordinance. At least ten (10) of the ADU units required under this Proffer shall be designed and constructed as fully handicapped-accessible units.

2. **Workforce Housing Units.** In addition to the five (5) percent ADUs required pursuant to Proffer 1 above, the Applicant also shall provide seven (7) percent of all non-bonus market rate residential units on the Property as workforce housing units. Thirty (30) percent, thirty (30) percent, and forty (40) percent, respectively, of said units shall be affordable to future residents who have a median household income of 70% to 90%, 70% to 110%, and 70% to 120%, respectively, of the Washington D.C. metropolitan statistical area median household income ("MHI") as determined by the U.S. Census Bureau, such that a total of twelve percent (12%) of the total non-bonus, market rate residential units constructed as part of the Proposed Development are sold/rented as either ADUs or Workforce Housing Units (as defined in this Proffer). ADUs and/or Workforce Units (as defined in this Proffer) provided in any single Residential Building of the Proposed Development may be greater or less than twelve percent (12%) of the total residential units in such phase/building; provided, however, that the total number of ADUs and Workforce Units provided at the completion of the Proposed Development shall satisfy the above defined twelve percent (12%) overall requirement.

- A. **Definitions.** The following terms used in these Proffered Conditions shall be defined as follows, unless specifically modified:
- i. *Market-Rate Units.* Dwelling units approved on the Property that are not subject to either the price/rental restrictions of Section 2-800 of the Zoning Ordinance or Proffers IV.1 or IV.2; and
 - ii. *Workforce Units.* Dwelling units on the Property subject to the price/rental restrictions of this Proffer, but not subject to those of Proffer III(1) and Section 2-800 of the Zoning Ordinance.
 - iii. *Bonus Density.* Applicant may provide bonus market rate dwelling units at a ratio of one (1) market rate dwelling unit per Workforce Unit provided.
- B. **Workforce Units.** Each Workforce Unit provided shall be made available by the Applicant on either a for-sale basis or rental basis to persons with an average income of 70% to 90%, 70% to 110%, or 70% to 120% of MHI in accordance with Proffer IV(2) above. The Applicant shall direct its marketing of the

Workforce Units with particular emphasis on bicyclists, one or no-car individuals/families, and employees of nearby employers (such as the INOVA Fairfax Hospital nurses, Exxon/Mobil, nearby police and fire units, Luther Jackson Middle School teachers); provided, however, that such marketing shall be conducted on a non-discriminatory basis in conformance with the Fair Housing Act and all other applicable laws and regulations.

- C. Unit Size. Workforce Units shall have a minimum size of 500 net leasable square feet and a maximum size of 850 net leasable square feet and may be provided as efficiency and/or studio units and/or one (1) or (2) bedroom units, as determined by the Applicant in its sole discretion.
- D. Designation on Approved Site Plan. The approved site plans, record plats and building plans for the Residential Buildings shall designate the number of Workforce Units, the number of Market-Rate Units, and the number of bonus Market Rate Units to be provided in each respective building. The Applicant shall determine the interior amenities, including the number of bedrooms, for each Workforce Unit provided. Interior amenities shall not be less than that provided for the ADUs referenced in Proffer Paragraph 1 above. If the development of the Residential Buildings is phased or developed in sections, then the approved site plan(s) for each Residential Building shall also contain tabulations of the total number of Workforce Units by bedroom count, the number of Market-Rate Units by bedroom count, and the number of bonus Market Rate Units by bedroom count on the Property. Whenever the calculation of the required Workforce Units results in a fractional unit less than 0.5, then the number shall be rounded down to the next whole number, and any fractional unit of 0.5 or greater shall be rounded up to the next whole number.
- E. Location Change. If there is to be any change in the location of Workforce Dwelling Units after the original approval of a site plan, the Applicant shall be responsible for amending the approved plans and plats to reflect the designation of the alternate Workforce Dwelling Unit location(s) prior to the issuance of a Residential Use Permit for the new Workforce Dwelling Units. However, in the case of a multiple family rental building that is under single ownership, the Workforce Dwelling Units need not be specifically identified. In such rental buildings, the site plans, record plats and building plans shall identify the building

as a rental project and shall note the total number of Workforce Dwelling Units and the number of market rate units provided. For all for-sale buildings, the floor area of each Workforce Dwelling Unit shall be noted on the approved site plan, record plat and building plan

- F. Timing for Provision of the Work-Force Units. RUPs shall not be issued for more than ninety percent (90%) of the total dwellings units approved on the Property until all of the RUPs have been issued for all of the Workforce Units required pursuant to this Proffer.
- G. Provisions of the ADU Ordinance. The Workforce Units shall be administered in a fashion similar to ADU Units pursuant to the below-specified provisions of Section 2-800 of the Zoning Ordinance in effect at the time of the execution of these Proffers. The following specific provisions of the Zoning Ordinance shall apply to administration of the Workforce Units: Sections 2-805, 2-807, 2-808, 2-810, 2-811, 2-812 (with a control period of 50 years for rental units and recording covenants committing to the above-mentioned control periods), 2-813, 2-817, and 2-818, including the recordation of the appropriate restrictive covenants in the land records of Fairfax County, except where such provisions directly conflict with these Proffers. Occupants of Workforce Dwelling Units purchased or leased by the Board and/or HCD shall qualify for the household income tiers set forth above. There shall be no requirement that the Workforce Dwelling Units provided shall be of proportional bedroom count to the market rate units within this development. When the provisions of Proffer IV.2 conflict with any provision of the Zoning Ordinance, these Proffers shall control.
- H. Alternative Administration. Notwithstanding the foregoing subparagraph G, the Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the Workforce Units following approval of this Application. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the Workforce Units shall be administered solely in accordance with such an agreement, and subparagraph G above shall become null and void. Such an

agreement and any modifications thereto, shall be recorded in the land records of Fairfax County. In addition, if, prior to site plan approval, the Fairfax County Zoning Ordinance is amended to provide specific requirements regarding Workforce Dwelling Units, the Applicant reserves the right, in its sole discretion, to opt into the new Zoning Ordinance provisions regarding Workforce Dwelling Units, and the administrative requirements of this Proffer IV.2.G. and H. shall be null and void. In any event, if this proffer conflicts with the administrative sections of the Workforce Dwelling Unit provisions of the Zoning Ordinance, this proffer shall control.

- I. Workforce Units – Rental Rates. The maximum monthly rental, initially and for each year thereafter, at which each Workforce Unit may be offered shall be the rental rate for the Washington Standard Metropolitan Statistical Area published by the Virginia Housing Development Authority ("VHDA") or by Fairfax County pursuant to Section 2-811 of the Zoning Ordinance, and/or by the United States Department of Housing and Urban Development for the respective percentage of MHI designated for such unit. The initial MHI to determine such initial maximum monthly rent shall be determined from the date of the issuance of the first RUP for any Workforce Unit. The MHI and the maximum monthly rent, as calculated above, may be adjusted once a year, as published by HUD or VHDA, respectively. A copy of such annual calculation shall be provided to the Fairfax County Department of Housing and Community Development ("HCD"), or such other agency as may be designated by the County to oversee implementation of a Workforce Housing Program.
- J. Control Period. The price for subsequent re-rental Workforce Dwelling Units shall be controlled for a period of fifty (50) years from the date of issuance of the first Residential Use Permit for any Workforce Dwelling Unit. For for-sale Workforce Dwelling Units, the price for the subsequent resales shall be controlled for a period of thirty (30) years after the initial sale. However, upon any resale, conveyance, and/or transfer to a new owner of such Workforce Dwelling Unit within the initial thirty (30) year period of control, the prices for each subsequent resale and/or transfer to a new owner shall be controlled for a new thirty (30) year period commencing on the date of such resale, conveyance, and/or transfer of the Workforce Dwelling unit. For any Workforce Dwelling Units that is owned for

an entire thirty (30) year control period by the same individual(s), the price control term shall expire and the first sale of the Workforce Dwelling Unit after such expiration shall be in accordance with Sect. 2-812(5) of the Fairfax County Zoning Ordinance.

- K. Compliance with Federal, State, and Other Local Laws/Severability. If it is found by a court of competent jurisdiction, that any portion of this Proffer related to providing Workforce Units violates any Federal, State or other local law, then the offending portion of this Proffer shall be deemed null and void and no longer in effect.
- L. Condominium Conversion. If a residential building was initially operated as a rental project, then subsequently is converted to a condominium project, any existing Workforce Units shall be maintained as Workforce Units and shall be administered as Workforce Sale Units as set forth herein. The restrictions on any such Workforce Sale Units shall be disclosed in the condominium declaration creating the condominium. Should the Applicant choose to relocate any such Workforce Unit to another rental building, the Applicant shall be responsible for amending the respective approved site plans to reflect the designation of the alternate Workforce Units prior to the issuance of a Residential Use Permit for the respective new Workforce Units.
- M. None of the ADUs or Workforce Housing Units referenced above shall be required to be located within high-rise residential buildings. As determined by the Applicant, the ADUs and Workforce Housing Units for the entire 31-acre development may be located entirely within the PRM zone.
- N. Workforce Dwelling Units that are included on approved site plans shall be deemed features shown for purposes of Section 15.2-2232 of Va. Code Ann. and, as such, shall not require further approvals pursuant thereto in the event the Board of Supervisors and/or the Fairfax County Redevelopment and Housing Authority shall acquire or lease such units.

V. **PARKING**

- 1. Parking Deck Heights. Above-grade, structured parking decks each shall have a maximum height of 75 feet above average grade, with the exception of the Parcel A Parking Deck and the East Parking Deck (which may each have a maximum height of 85

feet above average grade). Building F may include at or above grade structured parking, but in no event shall such above grade parking exceed a maximum height of 75 feet above average grade. Said "maximum heights" shall be exclusive of elevator and stairwell structures at the top level. Below-grade parking may be provided with any or all buildings.

2. **Parking Tabulations.** Parking spaces shall be provided in accordance with the "Parking Tabulations" listed on Sheets 3, 8 and 9 of the CDP/FDP and parking provided for development parcels shown in the tabulations may be located within or outside of such development parcel. The Applicant may utilize on-street parking on the private streets within the development to meet the parking requirements, so long as such spaces are striped and meet the dimension requirements of the PFM, subject to receiving approval of any necessary waivers and/or modifications. The specific number of parking spaces represented on the CDP/FDP is based on preliminary estimates of the proposed mix of uses, unit count and unit type. The final number of parking spaces shall be determined at the time of each site plan approval based upon the uses shown on the respective site plans. The Applicant may provide parking for residential units in parking structures connected to the Unit's building and other, adjacent residential buildings, so long as the minimum total parking requirement for all residential uses is met at all times. Access to residential parking will be segregated from non-residential parking. The Applicant may provide parking for non-residential uses in parking structures (including the East and West decks) in or connected to other buildings containing non-residential uses, so long as the minimum total parking requirement for all non-residential uses is met at all times. The Applicant may construct parking in phases and may construct parking in advance of the use for which such parking will ultimately be provided. The Applicant may relocate above-grade parking shown on the CDP/FDP to a subsurface location beneath those buildings; provided, however, that the building height, outdoor rooftop amenities and general ground floor configuration (footprint) of such building(s) remain in substantial conformance with that shown on the CDP/FDP, the Parcel Allocation Chart and these Proffers. The Applicant may locate parking below private streets, and park areas. The Applicant reserves the right, however, to provide parking spaces in addition to the total number of parking spaces shown on the CDP/FDP if (i) such additional spaces result from the final design of the parking structures for the Principal and Secondary Uses so as to avoid partial garage floors; or (ii) to the extent necessary to accommodate uses

established on the Property that result in a higher parking requirement than is shown on the CDP/FDP (e.g., eating establishments), provided that the building heights set forth in these Proffers are not exceeded.

3. **Shared Parking Agreement.** Notwithstanding the above, the Applicant may request a parking reduction or approval of a shared parking agreement pursuant to Article 11 of the Zoning Ordinance. Any modification of the required parking as approved by such parking reduction or agreement may be accommodated without requiring a PCA, CDPA or FDPA, provided that the location of the parking remains in substantial conformance with that depicted on the CDP/FDP.

4. ~~**Phase One Temporary Parking.**~~ During the period of construction of the new theatre and associated parking garages (the "temporary construction period"), the Applicant shall park the existing theatre at 874 spaces without a reduction of seats or screens, but shall not sell tickets or otherwise allow occupancy in excess of 2,913 seats at any one time. This temporary parking will be in place for a period of time not to exceed three (3) months from the date of issuance of the first Non-Residential Use Permit for the new theatre, which period of this may be extended by the Zoning Administrator in the event of unforeseen circumstances not within the control of the Applicant as determined by the Zoning Administrator. If, at any time during said temporary construction period, after conducting an inspection or inspections, the County, in its sole discretion, determines that sufficient parking is not being provided on site, the Applicant shall meet with the Fairfax County Zoning Administration Division ("ZAD") to determine what, if any, additional measures (such as, but not limited to, removal of seats, closure of a screen or screens, or provision of additional parking spaces) shall be necessary to accomplish the reduction in occupancy commensurate with the number of parking spaces available for the remainder of the temporary construction period, such that sufficient parking is being provided on-site, and Applicant shall immediately implement said remedy. **Temporary Parking** The applicant will provide temporary parking on Parcel F and any "undeveloped" parcels within the property in conjunction with its grand opening ceremony for the project. The applicant also reserves the right to provide temporary parking on any undeveloped parcel as the applicant deems necessary until such time each parcel is developed.

5. **Parallel Parking Spaces Along Internal Streets.** The Applicant may establish surface parking spaces to be located along either or both sides of "Festival Street," "Festival Street Extended," "North Street," "Strawberry Lane," and "South Theatre Drive"

generally as shown on the Development Plan (the "Parallel Spaces"). The Parallel Spaces may be part of, or in addition to, the total number of required parking spaces to be provided with the Proposed Development. The Applicant may restrict the use of those Parallel Spaces, that otherwise are not required to satisfy the minimum parking requirements, through appropriate signage or such other means as the Applicant determines, for use as a (i) drop-off area or (ii) temporary loading area.

6. **Theatre Accessory Uses Parking Calculation.** Retail, restaurant and similar uses shall be accessory uses to the main theatre use and, as such, shall not require additional parking above and beyond that deemed required under the Ordinance for theatre use, provided that sole customer access to said accessory uses is via the theatre lobby.

VI. TRANSPORTATION – GENERAL

1. **Right-of-Way Dedication.** All road right-of-way ("ROW") dedicated in conjunction with these proffers and/or as depicted on the CDP/FDP shall be conveyed to the Board of Supervisors in fee simple at the time of recordation of the final record plat for the contiguous development area, or upon written demand by Fairfax County and/or VDOT, whichever occurs first. All ROW dedication shall be subject to the "Density Credit" proffer in Proffer I.4, regarding reservation of development intensity to the residue of the Property.
2. **Definition of "Construct"**. For the purposes of these proffers, "construct" shall mean that the committed road improvement is open to public traffic use whether or not accepted into the State road system.
3. **Condemnation.** To the extent off-site right-of-way or easements are required for the Applicant to construct any of the improvements in Proffer VII, and Applicant has been unable to acquire said right-of-way or easements after documented, reasonable efforts to do so, Applicant's obligation to construct such improvements for which right-of-way is not available shall be contingent upon the Board acquiring such right-of-way and/or easements through its powers of Eminent Domain after being requested to do so by the Applicant in writing. The Applicant shall pay all costs, including reasonable attorneys' fees for outside counsel (if applicable), necessary to condemn any such right-of-way or easement. The Applicant's request shall be forwarded, in writing, to the Director of Property Management accompanied by:

- A. An independent appraisal, by an MAI appraiser who is not employed by the County, of the value of the land taken and damages, if any, to the residue of the affected property;
 - B. A sixty (60) year title search certificate of the land to be acquired; and
 - C. A Letter of Credit in an amount equal to the appraised value of the property to be acquired and of all damages to the residue, if any, which can be drawn upon by Fairfax County. It is also understood that in the event the property owner is awarded more than the Letter of Credit in a condemnation suit, said excess amount of the award shall be paid to Fairfax County by the Applicant within five (5) days after said award has become final. It is further understood that all other costs incurred by Fairfax County, as defined above, in acquiring said land area shall be paid to Fairfax County by the Applicant upon demand.
4. **Private Streets.** Public access easements shall be provided on Festival Street, Festival Street Extended, Strawberry Lane, North Street, and South Theatre Drive within the limits of the Property. All private streets shall be constructed with materials and depth of pavement consistent with public street standards in accordance with the Fairfax County Public Facilities Manual ("PFM") as may be approved by DPWES, except to the extent DPWES may approve a modified section (i) where parking structures are constructed under portions of private streets, or (ii) in areas where modification/elimination of curbs may occur to facilitate pedestrian circulation as depicted on Sheet 29 of the CDP/FDP. The above construction standard shall not apply to parking lots. The Applicant shall be responsible for the maintenance of all private streets.
5. **Strawberry Lane.** The Applicant shall be responsible for the maintenance of the dedicated portion of Strawberry Lane from Yates Way to the western edge of its intersection with Gallows Road, beginning at such time as that portion is ready to be accepted into the State system for maintenance and "Uniwest" has been released from its bond for said public improvement, which maintenance obligation shall be the subject of an executed Agreement with Fairfax County.
6. **Public Streets.** Any and all public streets shall be constructed in accordance with the PFM and/or VDOT standards, as determined by DPWES. Acceptance of public roads by VDOT into its roadway system shall be diligently pursued by the Applicant, and shall be accomplished prior to final bond release.

7. **Vacation/Abandonment.** Prior to final approval of any site plan and release of the record plat for recordation for any development section which includes development on an area of ROW to be abandoned/vacated, the Applicant shall obtain vacation and/or abandonment of the relevant portion of the Application Property, i.e., vacation and/or abandonment of the relevant portions of the areas identified as approximately 12,646 gross square feet of Hilltop Road and 2,314 gross square feet of Eskridge Road, as depicted on the CDP/FDP as the area to be vacated/abandoned. In the event the Board does not approve the requested vacation and/or abandonment of this portion of public roadway and failure to obtain such approval precludes development in substantial conformance with the CDP/FDP, the Applicant shall obtain a PCA to the extent necessary to develop that portion of the Property, which may result in a loss of density/intensity. The Applicant hereby waives any right to claim or assert (i) any vested right in any plan approved under the assumption of accomplishment of such vacation and/or abandonment, or (ii) a taking or any other cause of action that otherwise may have arisen out of a Board decision to deny in whole or in part the ROW vacation and/or abandonment request.
8. **Interparcel Access.** As shown on the CDP/FDP, North Street and the east-west service alley ("South Theatre Drive") located in the southeast corner of the site shall be designed and constructed to connect to adjacent parcels (Tax Map Parcels 49-4 ((1)) -13,—12B) abutting such streets and to facilitate the ultimate construction by others of those private streets as through streets (public or private) connecting Gallows Road to Eskridge Road. The Applicant shall grant temporary grading and/or construction easements (up to twelve (12) feet from the respective property lines), as reflected on Sheets 6 and 7 of the CDP/FDP, to the extent needed to facilitate the construction by others of the referenced interparcel access connections.
9. **Future Retaining Walls.** As shown on the CDP/FDP, retaining walls may be needed by the respective property owners adjacent to the service alley behind Buildings C and E, along North Street, and along portions of South Theatre Drive. The Applicant shall grant temporary grading and/or construction easements (up to twelve (12) feet from the respective property lines), as reflected on Sheets 5, 6 and 7 of the CDP/FDP, if needed to facilitate the construction by others of the referenced future retaining walls.
10. **Temporary Access.** Temporary public access shall be provided across the northern portion of Parcel B, between Yates Way and the existing theater access at Route 29 (or

between Yates Way and the new Festival Street access to Route 29), consistent with, and for so long as required by, the terms of the Temporary Access Easement executed by NAI on August 31, 2007, as may be amended pursuant to direction of the Fairfax County Attorney, to be recorded among the Land Records of the Circuit Court of Fairfax County.

11. **Yates Way Access.** No site plan for development of uses on Parcel B providing for direct vehicular access between Parcel B and Yates Way shall be approved by DPWES until such time as the following conditions are satisfied: (i) Parcel B has a legal right of direct vehicular access to Yates Way in the manner proposed by such site plan via either public or private easement or right of way over that certain approximately 10-foot-wide landscape strip along Parcel B's eastern boundary north of Strawberry Lane, being part of Parcel 49-4 ((1)) 8A, which strip separates the existing public access easement for Yates Way from Parcel B; and (ii) the Board of Supervisors' has approved a Proffered Condition Amendment for Parcel 49-4 ((1)) 8A which allows, among other things, for the modification or elimination of such approximately 10-foot-wide landscape strip referenced above.

VII. TRANSPORTATION – ROAD IMPROVEMENTS

1. **Eskridge Road.** The Applicant shall reconstruct Eskridge Road as set forth in detail in Site Plan SP-0561-02, as it may be revised by the Applicant and approved by DPWES ("PI Plan"), from its intersection at Lee Highway to the southern end of the Property ("Eskridge Road"). Said improvement shall be constructed and open to traffic consistent with the approved PI Plan, as said PI Plan may be modified or amended to reflect such additional improvements as are shown on the CDP/FDP as set forth below, prior to issuance of any Non-Residential Use Permits ("Non-RUPs") or Residential Use Permits ("RUPs") for any new buildings associated with the CDP/FDP. Notwithstanding the aforesaid, those improvements to Eskridge Road reflected on the CDP/FDP but not on the approved PI Plan (which consist of modifications to the median on Eskridge Road between Strawberry Lane and Route 29, and the extension of a continuous right-turn lane, as approved by VDOT, from Strawberry Lane north to eastbound Route 29) shall be constructed and open to traffic prior to the issuance of a Non-RUP for any use on Parcel A.
2. **Extension of Eskridge Road to Williams Drive.** Within 120 days of approval of the rezoning application, the Applicant shall prepare and submit to the County a preliminary

design (as described below) of the extension of Eskridge Road from the southern Property boundary through to, and including, its the intersection with Williams Drive (PI Plan Station 28+57 through Station 32+50). Said extension shall be designed as a two lane, undivided section and shall include a transition from a three lane section at the southern Property boundary. Said preliminary design shall include horizontal and vertical alignment of the road, as well as an exhibit showing the impacts of said extension on existing parking, buildings, accessory structures on, and zoning compliance of, the parcels through which said road is to be extended. At the same time, the Applicant also shall provide to the County a preliminary construction cost for said extension, including its estimate of right-of-way acquisition cost. If, prior to Applicant's having completed construction (as defined in Proffer VI.2) of Eskridge Road, sufficient funds for engineering design, approval, permitting, land acquisition, and construction of this extension of Eskridge Road to Williams Drive be made available by Fairfax County, and should all necessary right-of-way and easements be provided by others and all approvals prerequisite to beginning construction of said extension have been issued, then Applicant shall construct such connection and shall replace 14 parking spaces lost due to the construction of the connection on Parcel 49-3-((22))-3D. Regardless of whether the Applicant or others construct the said extension, so long as it is constructed in an alignment causing the loss of the aforesaid 14 parking spaces, those 14 parking spaces shall be replaced by the Applicant consistent with the CDP/FDP; however, it is to be understood that the Applicant shall regain control of said 14 replacement parking spaces referenced above at such time Parcel 49-3-((22))-3D redevelops and/or if the extension of Eskridge Road is redesigned into an alignment which does not, per se, require the loss of said 14 parking spaces. The Applicant shall respond with a legitimate, viable proposal to any County RFP for the construction of said extension, should an RFP be deemed necessary by the County.

3. **Lee Highway (Route 29 Property Frontage)**. Subject to VDOT approval, the Applicant shall design and construct the ultimate southern curb line of Route 29 and the adjacent right turn lane (collectively the "Ultimate Southern Curb Line") from the eastern terminus of Eskridge Road along the Property frontage to station 77+00 as shown on Sheet 7 of the CDP/FDP. The Ultimate Southern Curb Line shall be approximately 12' (plus or minus) south of the proposed curb line of the VDOT Route 29/Gallows Road Project #0029-029-119 (the "VDOT Project") in order to facilitate provision of a

continuous right turn lane along the Property's frontage. From approximately station 77+00 to the Yates Way intersection, the Applicant shall continue the continuous right turn lane to and including the Yates Way intersection to match the existing conditions of Route 29.

A. Design. The Applicant shall provide said design on a Site Plan (or Site Plans if filed separately) for the development of Parcel A and Parcel B. Such design shall tie the Ultimate Southern Curb Line into the existing Route 29 conditions. The Applicant shall also, subject to VDOT approval (which shall be diligently pursued), redesign VDOT's road plans for its VDOT Project, and shall be responsible for the actual cost incurred, up to a maximum of \$30,000, for time and material for Applicant to effectuate said redesign to interface the VDOT Project with said Ultimate Southern Curb Line (the "Redesign").

B. Construction. If the Applicant's construction timing for Parcel A and/or Parcel B precedes the VDOT Project, the Applicant shall construct the Ultimate Southern Curb Line consistent with the Redesign, to include the 42-inch storm drain pipe and the relocation of a 10-inch water line along the aforesaid frontage improvement. The pavement constructed by the Applicant shall tie into the existing Route 29 condition. Said construction shall be accomplished simultaneous with construction of the improvements on, respectively, the adjacent Parcel A and/or Parcel B, prior to issuance of a Non-RUP or RUP for the respective Parcel. If construction of the VDOT Project has begun on Route 29 west of Gallows Road prior to the development of Parcel A and/or Parcel B, the Applicant shall contribute \$300,000 for VDOT to construct the Ultimate Southern Curb Line as part of the VDOT Project, in accordance with the Redesign.

4. Lee Highway (Route 29) Offsite. As referenced in Proffer VII.9 below and as shown on Sheet 7 of the CDP/FDP (the "Yates Way Connection"), the Applicant shall work with VDOT to design and shall construct the ultimate southern curb line of Route 29, from the aforementioned station 77+00 to the Route 29 intersection with Gallows Road (the "Offsite Curb Line"). The Offsite Curb Line shall facilitate a right in, right out movement to Yates Way and a second right turn lane from eastbound Route 29 to southbound Gallows Road. Since the design of the Route 29 Project along this section does not replicate existing conditions, design and construction of the Offsite Curb Line must be accomplished as part of the VDOT Project.

- A. **Design.** The Applicant shall work with VDOT and shall redesign VDOT's road plans for the VDOT Project to interface the VDOT Project with said Offsite Curb Line (the "Offsite Redesign"), and shall be responsible for the actual cost incurred, up to a maximum of \$50,000, for time and material to effectuate said redesign.
- B. **Construction.** The Applicant shall contribute \$350,000 to VDOT towards offsite right-of-way acquisition for and construction of the Offsite Curb Line as part of the VDOT Project, in accordance with the Offsite Redesign, as shown Sheet 7 of the CDP/FDP.
5. **Strawberry Lane.** Strawberry Lane shall be constructed by the Applicant as a private street in substantial conformance with that depicted on the CDP/FDP; east of Festival Street to the western edge of Yates Way, the Applicant shall construct a roadway measuring 49 feet face of curb to face of curb, including parallel parking in select locations as reflected on the CDP/FDP. Generally, west of Festival Street, the Applicant shall construct a roadway measuring 37 feet face of curb to face of curb. These improvements shall be constructed prior to issuance of the first Non-RUP or RUP for any of the Applicant's buildings located within Parcel (A) or Parcel (B).
6. **Loading Restrictions on Strawberry Lane.** No tractor-trailers shall be permitted to ingress or egress the loading areas serving Parcel A from Strawberry Lane (i) on weekdays between the hours of 6:00 a.m. and 9:00 a.m., and between the hours of 4:00 p.m. and 7:00 p.m.; or (ii) on Saturdays between the hours of 11:00 a.m. and 2:00 p.m. Prior to execution of leases, tenants located within Parcel A who will require deliveries by tractor trailer shall be informed in writing by the Applicant of said loading restrictions and the Applicant also shall post signs on Strawberry Lane stating the above loading restrictions.
7. **Festival Street and Festival Street Extended.** Both Festival Street (north/south) and Festival Street Extended (east/west) shall be constructed by the Applicant as private streets varying in width from a minimum of 24 feet to up to a maximum of 44 feet in width face of curb to face of curb with on-street parking provided at select locations as reflected on the CDP/FDP. Parking within the first four (4) spaces located on the west side of Festival Street immediately north of Strawberry Lane will be prohibited during PM peak hours (4:00 to 7:00 p.m. weekdays) in order to facilitate right-turn traffic; the Applicant shall post signs in said area stating the aforesaid restrictions. That portion of

Festival Street necessary for ingress and egress from each respective building on the Property shall be constructed prior to issuance of the first Non-RUP or RUP for each of the Applicant's respective buildings which have direct vehicular access onto Festival Street. Festival Street Extended shall be constructed prior to issuance of the first Non-RUP for the theatre uses (Parcel I). Both Festival Street and Festival Street Extended shall be constructed in general accordance with the cross-sections shown on the CDP/FDP.

8. **North Street.** North Street shall be constructed by the Applicant as a private street varying in width from a minimum of 22 feet to up to a maximum of 30 feet in width face of curb to face of curb with on-street parking provided at select locations as reflected on the CDP/FDP. Parking within the first four spaces located on the south side of North Street east of Eskridge Road will be prohibited during PM peak hours (4:00 to 7:00 p.m. weekdays) in order to facilitate right-turn traffic; the Applicant shall post signs in said area stating the aforesaid restrictions. That portion of North Street necessary for ingress and egress to Buildings E, F and/or G shall be constructed, prior to issuance of the first Non-RUP or RUP for the respective buildings which, at that time, have no other access except by way of North Street, in general accordance with the cross-sections on the CDP/FDP. The Applicant shall provide an interparcel access easement, including temporary grading and/or construction easements not to exceed 12 feet in width, along the eastern property line as depicted on the CDP/FDP to facilitate ultimate construction of a private street connection by others to extend North Street eastward.
9. **Yates Way Extended.** Subject to provision of the necessary right-of-way and/or easements by others and in reliance upon finalization of the preliminary approval granted by FCDOT and VDOT, the Applicant shall extend Yates Way off-site, from its ultimate terminus as built by Uniwest, to and including a right-in/right-out intersection with eastbound Route 29 in accordance with VDOT requirements. The Applicant shall substantially complete construction of such extension prior to the issuance of the first Non-RUP or RUP associated with Parcel B, if such rights-of-way and/or easements are made available to the Applicant by others; notwithstanding the aforesaid, should VDOT require an interim condition that is less than a full right-in/right-out intersection, then Applicant shall substantially complete construction of such extension and such interim condition to the extent permitted by VDOT prior to the issuance of the first Non-RUP or

RUP associated with Parcel B, if such rights-of-way and/or easements are made available to the Applicant by others.

10. **Service Alleys.** The alleys parallel to the eastern and western property line of the Property, which provide service and access to the loading areas and parking structures serving the principal and secondary uses in the buildings adjacent to them, shall be constructed by the Applicant consistent with the sections shown on the CDP/FDP prior to the issuance of the initial RUP or Non-RUP for the respective building adjacent to said alley.

11. **Traffic Signals.**

A. Applicant shall submit a traffic signal warrant study to VDOT concurrent with submission of to the final site plan for the Property. If not deemed warranted, Applicant shall grant such easements as may be required for installation of said signal in the future by others and shall otherwise be relieved of any obligation as to this signal. If warranted, the Applicant shall design, equip and construct said traffic signal subject to the availability of all rights-of-way and easements as outlined in Proffer VI.3.

B. The Applicant shall further modify the existing signal at Route 29 and Merrilee Drive to accommodate the construction of Eskridge Road at this location. Said signal modifications shall be designed to accommodate the ultimate improvements proposed by VDOT, the Applicant and others, including, but not limited to, signals for dual eastbound and westbound left-turn lanes, and a mast arm of sufficient length to accommodate the ultimate location of the signal. The traffic signal modifications shall be constructed prior to the issuance of the first Non-RUP for the Property. The Applicant may utilize those funds proffered or made available by others for this signal.

C. At build-out, but before final bond release, the Applicant shall confirm the appropriateness of the timing of the traffic signal previously installed by others at the Gallows Road/Strawberry Lane intersection.

D. Each traffic signal installed or modified by the Applicant shall include pedestrian countdown and audible features as may be approved by VDOT.

12. **Dual Left Turn Lanes on Lee Highway at Eskridge Road.** In conjunction with the revision to the VDOT road plan outlined in Proffer VII.3.A above, if approved by VDOT, the Applicant shall also provide the design of the ultimate (i) dual westbound left turn

lanes and (ii) traffic signal pole locations on Lee Highway at its intersection with Eskridge Road. During the construction of Eskridge Road, the Applicant will construct signal poles in their locations for the ultimate intersection configuration, and shall provide signal modifications for only a single westbound left turn from Lee Highway onto southbound Eskridge Road until such time as VDOT shall remove the striping limitation to enable dual lefts. All improvements shall be provided to the satisfaction of VDOT and FCDOT.

13. **Sight Distance Profiles.** To the extent required by VDOT and/or DPWES at the time of site plan review, the Applicant shall provide sight distance profiles at all public street connections.
14. **Unreasonable Delay.** Upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of an improvement has been unreasonably delayed by others or by circumstances beyond the control of the Applicant, the Zoning Administrator may agree to a later date for the completion of each such improvement.

VIII. PEDESTRIAN AND BICYCLE CIRCULATION SYSTEM

1. **Internal Circulation Plan.** The Applicant shall construct a comprehensive pedestrian system throughout the Property, generally as shown on Sheet 15 of the CDP/FDP. Such system shall be constructed concurrent with the phasing of development of the Property and shall include sidewalk connections extending to the property line. Each on-site sidewalk shall be constructed to the width shown on the CDP/FDP for such sidewalk and shall be maintained by the Applicant. Sidewalk improvements within existing or proposed VDOT right-of-way shall be in accordance with VDOT requirements. At the time of site plan approval for each respective phase of development the Applicant shall grant public access easements over the private sidewalks located within such phase.
2. **Route 29 Trail.** Subject to DPWES approval, the Applicant shall construct a ten-foot wide sidewalk/bike trail within the ROW across the Route 29 frontage of the Property, as generally shown on the CDP/FDP. The Applicant and its successor UOA (as defined below) shall maintain such sidewalk.
3. **Crosswalk at Future Eskridge Road/ Route 29 Intersection.** The Applicant shall provide pedestrian cross-walk striping as shall be approved by VDOT for each VDOT-designated pedestrian crossing of the Eskridge Road/Route 29 intersection.

4. **Pedestrian Connection to Luther Jackson Middle School.** A direct pedestrian access, which provides safe and convenient access for students residing within the subject Property during school hours, shall be provided generally as depicted on the CDP/FDP. The Applicant shall retain the right to restrict said access outside of school hours.
5. **Areawide Pedestrian Enhancements.** The Applicant shall contribute \$10,000 towards other areawide pedestrian enhancements to be used by the County within the area bounded by Route 50 to the south, Prosperity Avenue to the west, Gallows Road to the east and Lee Highway to the north.
6. **Bicycle Storage.**
 - A. **Office.** For office uses, secure bicycle storage shall be provided in the same location as the vehicular parking for the respective office building. Such storage shall be provided at a rate of one (1) storage space per 20,000 square feet of office GFA.
 - B. **Residential.** For residential uses, secure bicycle storage shall be provided in the same location as the vehicular parking for the respective residential building. Such storage shall be provided at a rate of one (1) storage space per eight (8) dwelling units.
 - C. **On-Street.** "Public bike racks" shall be provided in the general locations shown on Sheet 40 of the CDP/FDP, although additional locations may be provided at the Applicant's sole discretion. The exact type and number of bike racks shall be determined at final engineering and design, but in no event shall each CDP/FDP location provide secure storage for fewer than eight (8) bicycles.

IX. TRANSPORTATION DEMAND MANAGEMENT PROGRAM

1. **Transportation Demand Management.** This Proffer and the Applicant's "Merrifield Town Center Mixed Use Development TDM Strategic Plan" dated September 10, 2007 prepared by UrbanTrans Consultants (the "TDM Strategic Plan") set forth the programmatic elements of a transportation demand management plan (the "TDM Plan") for the residential and office uses proposed as part of Merrifield Town Center. The Merrifield Town Center is envisioned by the County's Comprehensive Plan as a mixed-use, urban environment which should include retail, office, residential and theatre uses. One of the key objectives of the Town Center is to encourage alternative modes of transportation other than the single occupant vehicle. To help achieve this objective, the

Comprehensive Plan recommends a mode split of at least 15% within suburban centers such as proposed with the Town Center. The greatest level of attainment would occur on those properties proximate to the Dunn Loring - Merrifield Metro rail station and is then tiered downward relative to a property's distance from the transit station platform. According to the Comprehensive Plan, the trip reduction objective for the Merrifield Town Center is 15%, given its distance from the Metro platform. As outlined in Proffer IX.3.A.i and ii, the Applicant has committed to a significantly higher reduction for the Property at Build Out than is recommended by the adopted Comprehensive Plan.

Initially, the TDM Plan shall be implemented and maintained by the Applicant and subsequently, as appropriate, the UOA/HOA/COA. For the purposes of this Proffer IX, under no circumstance shall the UOA/HOA/COA be deemed to be the Applicant, and the provisions of this Proffer applicable to the Applicant shall not apply to the UOA/HOA/COA, except as specifically noted.

The purpose of the TDM Plan is to encourage the use of transit (Metrorail and bus), other multiple occupant vehicle commuting modes, walking, biking and teleworking by employees, customers and residents who work and/or live in the buildings located on the Property. The TDM Plan shall complement the synergies expected from the Property and the numerous transportation systems management programs and improvements referenced elsewhere in these proffers.

2. Definitions.

- A. Applicant Control Period. The term "Applicant Control Period" shall be defined as the period starting upon the approval of this Rezoning Application and ending on the date when two (2) consecutive annual Trip Counts conducted starting at least one (1) full year after build out of the Property, as defined in Proffer IX.2.B below, shows that the trip reduction percentages listed in Proffer IX.3.A.i and/or ii have been met. The implementation of the TDM Plan may not be assigned to the UOA/HOA/COA until the Applicant Control Period has expired. Upon expiration of the Applicant Control Period, the Applicant shall have no further obligation under this Proffer IX, after which the on-going implementation of the TDM Plan and funding of the TDM Budget (and 10% contingency) shall be the responsibility of the UOA/HOA/COA as outlined in Proffer IX.4.L.
- B. Build Out. For purposes of this Proffer IX and the TDM Plan, "Build out" of the Proposed Development shall be defined to occur upon the issuance of (a) 100% of

all RUPs for the residential units site plan approved and constructed on the Property in its entirety, (b) Non-Residential Use Permits ("Non-RUPs") representing 100% of the maximum floor area for the office uses site plan approved and constructed on the Property in its entirety, and (c) Non-RUPs representing 80% of the floor area for the retail and theatre uses constructed on the Property in its entirety.

- C. Peak Hour. The relevant weekday AM or PM "peak hour" shall be that 60-minute period during which the highest volume of mainline through volumes occurs between 6:00 and 9:00 AM and 4:00 to 7:00 PM, respectively, as determined by mechanical and/or manual traffic counts conducted by a qualified traffic engineering firm at two select locations on Gallows Road between Routes 29 and 50 and on Route 29 between Prosperity Avenue and Gallows Road, and as approved by 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 November, not including a week containing a county/state/federal holiday or when area public schools are not in session). The methodology for determining the peak hour may be modified, in agreement between the Applicant (or the UOA/HOA/COA after the end of the Applicant Control Period) and FCDOT without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.
- D. Pre-shuttle. For purposes of this Proffer IX and the TDM Plan, "Pre-shuttle" shall be the term used to define any time prior to operation of a shuttle/van system, by the Applicant or through a service provider contracted by the Applicant (the "Shuttle"), and providing service between the Property and the Dunn Loring Merrifield Metro Station as set forth in Proffer VI.10.
- E. Post-shuttle. For purposes of this Proffer IX and the TDM Plan, "Post-shuttle" shall be the term used to define any time after the issuance of the first RUP for the third residential building constructed on the Property and after the initiation of operation of a shuttle/van system, by the Applicant or through a service provider contracted by the Applicant, and providing service between the Property and the Dunn Loring Merrifield Metro Station as set forth in Proffer VI.10.

- F. Areawide Circulator. For purposes of this Proffer IX and the TDM Plan, "Areawide Circulator" shall be the term used to define a shuttle and/or bus/van system that is owned/operated/maintained by a third party (i.e., the County, a Transportation Management Association or others) and that provides service to, and circulation within, the greater Merrifield Suburban Center Area.
- G. TDM Program Manager. The Applicant, and subsequently the UOA/HOA/COA, shall appoint a qualified individual to be the Program Manager ("PM") for the TDM program. The PM's duties shall be to develop, implement and monitor the various components of the TDM Plan, and to revise the TDM Plan as appropriate. The PM shall oversee all elements of the TDM Plan and act as the liaison between the Applicant, and subsequently the UOA/HOA/COA, and FCDOT. The PM may be employed either directly by the Applicant/UOA/HOA/COA or by a management company under a management contract with the Applicant/UOA/HOA/COA. The PM position may be part of other duties assigned to the individual.
- H. TDM Account. The TDM Account shall be an interest bearing account established by the Applicant with a banking or 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 as defined in Proffer IX.2.I below.
- I. TDM Budget. The "TDM Budget" is defined as the estimated costs plus 10% (the "TDM Budget Contingency") needed to implement the TDM Plan in any given calendar year. The TDM Budget may be less than, but in any event shall be no more than \$236,300 (including the 10% TDM Budget Contingency and including approximately \$90,000 as the projected annual cost of the Shuttle) per full calendar year (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008) as required by the FCDOT. However, the Applicant may, at its sole discretion, increase the TDM Budget (including the 10% Budget Contingency) for any calendar year if necessary in order to achieve the trip reduction goals outlined in Proffer IX.3.A.i and/or ii.
- J. TDM Remedy Fund. The "TDM Remedy Fund" shall be an interest bearing account, separate and distinct from the TDM Account, established by the Applicant with a banking or financial institution qualified to do business in Virginia and used to supplement additional strategies which may be required to

achieve the goals established in Proffer IX.3.A.i and/or ii, and for which funding is not immediately available in the TDM Account.

K. TDM Penalty Fund. The "TDM Penalty Fund" is an account into which the Applicant shall deposit penalty payments as may be required in accordance with Proffer IX.4.M.

3. Trip Reduction Goals. The goal of the TDM Plan is to reduce the number of weekday peak hour vehicle trips generated by the residential and office uses on the Property through the use of mass transit, ride-sharing and other strategies. The Property shall be designed to maximize interactions among the various uses on the Property such that fewer automobile trips will occur within the site and on the external road network through the creation of synergistic relationships among the uses within the Property. In addition, the implementation of the Shuttle Service, as well as enhanced pedestrian and bike facilities will provide convenient and safe access to nearby Metrorail and bus facilities thereby encouraging commuting options other than the automobile to residents, employees and visitors to the Property.

A. Percentage Reductions. The objective of the TDM Plan shall be to reduce the number of baseline vehicle trips (as defined in Proffer IX.3.B below) generated by the residential and office uses on the Property during weekday peak hours as set forth in the following tables and as estimated in accordance with Proffer IX.3.B below. The number of vehicle trips generated by the proposed residential and office uses shall be separately measured so that appropriate remedial actions may be undertaken as required to address the trip generation associated with a specific type of use. The types of actions that will be undertaken at each phase are described in the TDM Strategic Plan and in these proffers.

i. Residential Goals.

	Percent Reduction
Phase 1	
- Pre-shuttle	7%
Phase 2	
- Post-shuttle/Pre-build out	13%
Phase 3	
- Post-shuttle/Post build out	26%
Phase 4	
- Post-shuttle/Post Areawide circulator	30%

ii. Office Goals.

	Percent Reduction
Phase 1	
- Pre-build out	9%
Phase 2	
- Post build out	20%

B. Baseline Vehicle Trips. The baseline number of weekday peak hour vehicular trips to be reduced from the proposed new residential and office uses will be based on the percentage reduction (shown in the table above for the respective use and phase of development) of total peak hour trips otherwise generated by the Property according to methods set forth in the ITE, 7th edition, Trip Generation manual for Land Use Codes 230 and 710 for the residential and office uses respectively. The number of residential units and office floor area for each phase will be based on those amounts reflected on individual approved site plans for the specific residential and office uses. In the event at Build Out the Applicant has constructed fewer than 749 residential units and/or 150,000 gross square feet (GSF) of office uses, respectively, then the baseline trip generation at Build Out shall be calculated as if 749 residential units and 150,000 GSF of office uses had actually been constructed.

4. **Components of the TDM Plan.** In order to meet the Trip Reduction Goals set forth in Proffer IX.3.A.i and ii, a TDM Plan shall be adopted and implemented by the Applicant, subject to FCDOT approval. The minimum components of the TDM Plan are specified in this Proffer and may be subsequently adjusted by mutual agreement between the Applicant (and subsequently the UOA/HOA/COA, as applicable) and FCDOT. All adjustments to the components of the TDM Plan contained in this Proffer IX.4 shall be approved by FCDOT and will not require a PCA. The TDM Plan shall include, at a minimum, those provisions pertaining to the residential and office uses on the Property as listed below, as well as those listed below pertaining to the retail and hotel uses, as qualified by Proffer X below. The minimum TDM Plan components are further described in the TDM Strategic Plan. The TDM Strategic Plan also includes information about possible supplemental TDM Plan components. In addition to the timing, phasing and implementation information in this Proffer, more detail is provided in the TDM Strategic Plan.

A. **Shuttle Component Applicable to the Property.** The Applicant shall provide the following in conjunction with the TDM Plan

- i. *Shuttle* -- Prior to the issuance of an initial RUP for the 400th dwelling unit or the 1st RUP within the third residential building to be constructed on the Property, whichever first occurs, the Applicant, individually or in conjunction with other property owners and/or developers within the Merrifield Town Center and the Dunn Loring Transit Station Area, shall operate or contract with a third party to operate and maintain the Shuttle for use by the residents and employees of the Property to provide access to and from the Dunn Loring Metro Station. Such service shall be available, excluding Sundays, national holidays and snow emergency days, during the morning peak (6:00 a.m. to 10:00 a.m.) and evening peak (3:00 p.m. to 7:00 p.m.) hours on weekdays, and may (in the Applicant's sole discretion) run on Saturdays between 11:00 a.m. and 6:00 p.m. Seating capacity of such Shuttle vehicle and the frequency of trips shall be adjusted to reasonably meet demand as determined by periodic surveys/evaluations and in consultation with FCDOT. Adequacy and success of the Shuttle service shall be evaluated as part of the Annual Report submitted in accordance with Proffer IX.4.J.ii. The on-site Shuttle program may be

adjusted or discontinued, as deemed appropriate after consultation with FCDOT and based upon usage and effectiveness as demonstrated by the respective Annual Report. The Applicant shall work with FCDOT and other property owners and/or developers within the Merrifield Town Center and Dunn Loring Transit Station Area to develop methods whereby usage of the Shuttle by others than residents and employees of the Property may be facilitated so long as no cost, beyond that necessary to satisfy Applicant's obligation towards residents and employees of the Property, shall be incurred by the Applicant in the provision of such expanded service.

- ii. *Pro Rata Shuttle Contribution* -- Should an Areawide Circulator (as defined in Proffer IX.2.F) be established to link uses within the Merrifield Suburban Center, including the Dunn Loring Metro Station and locations within the Property, then the Applicant may discontinue, or may be relieved from the burden of establishing and continuing, the Shuttle service described in Proffer VI.10, but in lieu thereof shall contribute to said Areawide Circulator on a pro rata basis (Applicant's pro rata share shall be determined annually by applying to the annual cost of operating and maintaining the Areawide Circulator, the percentage derived by dividing into the GFA of residential and non-residential square feet developed on the Property for which occupancy permits have been issued, the total square feet of GFA of residential and non-residential uses for which occupancy permits have been issued on all of the properties within the Merrifield Suburban Center served by said Areawide Circulator). Further, Applicant may, in lieu of establishing the Property's own Shuttle (as committed in Proffer IX.4.A above) assist, at a cost not to exceed \$50,000, in establishing said Areawide Circulator by funding acquisition of the initial Circulator Vehicle or otherwise, so long as the Areawide Circulator's ongoing operation and expense beyond Applicant's pro rata share of said cost is provided by others, such as through a Pro Rata contribution system or a Business Improvement District.

B. TDM Components Applicable to the Property. In addition to the Shuttle proffers outlined in Proffer IX.4.A. above, at a minimum, the TDM Plan shall contain the following elements:

- i. *TDM Network* -- Establishment of a network of designated on-site TDM contacts among the Applicant, the UOA/HOA/COA, office building tenants, property managers and FCDOT through which to coordinate the implementation of the TDM Plan.
- ii. *Meetings with Community Groups* -- The PM shall organize and attend meetings with community groups and/or other organizations within the greater Merrifield Suburban Center that have a mutual interest in furthering the success of TDM programming and the effectiveness of mass transit and other non-SOV commuting measures.
- iii. *Website* -- Develop and maintain a TDM website for the Property that includes multi-modal transportation information, real-time travel and transit data, and links to transportation and telework sites.
- iv. *Personal outreach* -- Personal outreach by the PM to all new commercial/residential tenants to explain the TDM program and transit options.
- v. *Dissemination of information* -- Dissemination of information relevant to patrons and customers of the proposed new retail/commercial uses, residents, and office and hotel employees and guests about transit benefits programs, maps and schedules offered by WMATA, Fairfax Connector, the on-site shuttle provider and/or other transit providers.
- vi. *Transit benefits* -- Encouragement of employers to offer employee benefit options, including parking cash out, pre-tax/payroll subsidies for transit and vanpool fares, flex-time and alternative work schedule programs and live-near-work incentives.
- vii. *Telework programs and telework facility* -- The Applicant shall provide space on the Property for a business center for use by residents of the Property. The facility shall consist of a minimum of 500 square feet of gross floor area and shall have copier facilities, a fax machine and access to lap-top hook up stations with secure internet access, private space for phone calls, and access to a washroom. Dwelling units in all residential

buildings shall include wiring and access ports capable of carrying broadband internet access.

- viii. *Car sharing* -- Car sharing program(s) subject to agreement with third-party vendor(s) (such as ZipCar or FlexCar).
- ix. *Ridematching assistance, carpools, vanpools and guaranteed ride home* -- Vanpool and carpool formation programs, including Fairfax County ride matching services, and coordination with established local and regional guaranteed ride home programs.
- x. *Parking management plan* -- A parking management plan, which shall include dedication of convenient parking spaces for carpools/vanpools and shared car services throughout the Property, as generally reflected on Sheet 40 of the CDP/FDP, as well as incentives/benefits to residential carpoolers.
- xi. *Vans and shuttles* -- The Applicant shall provide van and shuttle pick-up and drop-off points on the Property as generally reflected on Sheet 40 of the CDP/FDP, and shall allow and encourage employer, hotel and other shuttle services that are operating in the Merrifield Suburban area to stop at such points to pick-up or drop off employees and patrons.
- xii. *Pedestrian Connections* -- The applicant shall provide an integrated system of on-site sidewalks and trails within the Property as reflected on the CDP/FDP. The PM shall provide information to residents and employees as to the best pedestrian route(s) to take to and from the Dunn Loring Metro.
- xiii. *Bicycle Facilities* -- The Applicant shall provide bicycle racks along the internal streets and within residential and office buildings and parking structures as designated on Sheet 40 of the CDP/FDP and in Proffer VIII.6. The PM shall coordinate with the Halsted, Dunn Loring Metro, and Wilton House HOAs to encourage those residents to bike to the Property.

C. Additional TDM Components Applicable to Residential Buildings Only. In addition to the TDM program components described in Proffer IX.4.A.i through xiii above, at a minimum, the TDM Plan shall also have the following components as applicable to residents of the Property.

- i. *In-Unit Internet Access* -- All residential units shall be pre-wired to provide Internet access (or other technology that may become available) to permit residents to access the Internet from home.
- ii. *Sales/leasing marketing program* -- A targeted marketing program for residential sales/leases that encourages and attracts TDM-oriented people such as one and no-car individuals and families to live on the Property as well as a targeted marketing program to encourage on-site and nearby office workers to live in the on-site residential buildings. The Applicant shall actively support the PM in efforts to encourage employees of office tenants both on-site and elsewhere in Merrifield to live in the residential units on the Property through discussions between executives and officers of the office tenants and executives and officers of the Applicant.
- iii. *TDM incentives* -- One time distribution of fare media or other incentives to all initial residents of driving age as an incentive to occupancy.
- iv. *Transportation advising* -- "Personalized transportation advising" integrated into new unit walk-throughs, including appropriate training of sales/leasing agents.

D. Additional TDM Components Applicable to Office Building Only. In addition to the TDM program components described in Proffer IX.4.A.i through xiii above, at a minimum, the TDM Plan shall also have the following components as applicable to the office building tenants and employees:

- i. *Matching On-Site Office Employees to On-Site Residential Units* -- Residential units shall be marketed to on-site office employers and workers, including providing information in prospective tenant packages and possible discounts or financial incentives to those employees who live and work on the Property. The Applicant shall actively support the PM in the efforts to encourage office tenants and their employees to live in the residential units on the Property through discussions between executives and officers of the office tenants and executives and officers of the Applicant.
- ii. *Leasing Packages* -- Integration of transportation information and education materials into office leasing packages, including outreach efforts to tenants and their respective corporate management about the

quality of life, financial and employee retention benefits associated with participation in the program.

- E. TDM Program Manager (PM). Within 30 days after the issuance of the building permit for the first residential or office building on the Property, the Applicant shall appoint, as provided in Proffer IX.2.G, a PM for the project whose responsibilities shall include development and implementation 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 of the appointment of the PM within fourteen (14) days after such appointment and shall furnish FCDOT his/her qualifications, and thereafter shall do the same within fourteen (14) days of any change in such appointment. Following the initial appointment of the PM, the Applicant or the UOA/HOA/COA, as applicable, shall continuously employ, or cause to be employed as specified above, a PM for the Property.
- F. PM Office. The Applicant, and subsequently the UOA/HOA/COA, shall provide a centrally-located office for the PM and space for TDM products, services and program offerings available to residents, businesses, customers and visitors to the Property. The office may be located within a Property Management office, designated business center, or elsewhere on the Property.
- G. TDM Plan and Budget. Within sixty (60) days after the PM has been appointed by the Applicant and no later than ninety (90) days after issuance of the building permit for the first residential or office building on the Property, the Applicant, through the PM, shall prepare and submit an initial TDM Plan to FCDOT and shall 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 both before and after the commencement of the Shuttle as outlined in Proffer IX.4.A 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") plus ten (10) percent, which amount shall not be more than \$236,300 for each full calendar year (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008) 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. If FCDOT has not responded with any comments to the Applicant 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 final plan and budget 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). The PM shall furnish a copy of the TDM Budget and TDM Plan for each year to the FCDOT and shall request in writing the County's review and comment in conjunction with the submission of the Annual Report as outlined in Proffer IX.4.J.ii A line item for the TDM Account shall be included in the UOA/HOA/COA budget upon the establishment of the same. The association documents that establish and control the UOA/HOA/COA shall provide that the TDM Account shall not be eliminated as a line item in the UOA/HOA/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 and commercial owners are implemented as provided in the UOA/HOA/COA documents.

H. 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 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. The purpose of the TDM Account shall be to fund the TDM Budget as defined in Proffer IX.2.I. The TDM Account shall be established as an interest bearing account with a banking or other financial institution qualified to do business in Virginia. All interest earned on the account principal shall remain in the TDM Account and shall be used for TDM Plan purposes. The Applicant shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within fourteen (14) days of its establishment.

Funds in the TDM Account shall be utilized by the PM each year to implement the TDM Plan in accordance with the TDM Budget.

- ii. Excess Funds in TDM Account. Any funds remaining in the TDM Account at the end of any given year shall be carried over into 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 Proffers IX.4.H and IX.4.I, below.
 - iii. Annual Funding. The TDM Account (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008) shall be replenished annually, following the establishment of each year's TDM Budget and any transfer of funds, as described in this Proffer IX, solely by the Applicant, in such amount as is necessary to achieve the respective year's TDM Budget as approved by FCDOT, until such time as assessments of residents and commercial owners are implemented as provided in the UOA/HOA/COA documents.
 - iv. Transfer to UOA. The TDM Account shall be managed by the Applicant (and not the UOA/HOA/COA) until the Applicant Control Period has expired. Thereafter, management of the TDM Account will become the responsibility of the UOA/HOA/COA as appropriate.
- I. TDM Remedy Fund. At the same time that the Applicant creates and funds the TDM Account, the Applicant shall establish a separate interest bearing account referred to as the "TDM Remedy Fund." All interest earned on the principal in this account shall be added to the principal in the TDM Remedy Fund and shall be used for TDM Remedy purposes. The Applicant shall provide an initial contribution to the TDM Remedy Fund at the time said fund is established in the amount of \$50,000 (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008). Funds from the TDM Remedy Fund shall be drawn upon only for purposes of immediate need of TDM funding to serve the Property, and may be drawn upon prior to any TDM Budget adjustments that may be required under Proffer IX.4.K.iv.b.ii. Upon expiration of the Applicant Control Period, the Applicant shall transfer the TDM Remedy Fund to the UOA/HOA/COA for TDM purposes.

- J. TDM Incentive Fund. Prior to the issuance of the initial RUP for each Residential Building and the initial Non-RUP for the office uses site plan approved and constructed on the Property, the Applicant shall make a one time contribution (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008) of \$50 per unit in each respective residential building and \$0.10 per gross square foot of office use for which an initial Non-RUP is issued, to a segregated sub-account in the TDM Account to fund a transit incentive program for, respectively, initial purchasers and/or lessees of the residential units or office uses. Such program shall be prepared by the Applicant through the PM and 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 and office tenants on the Property. The TDM Incentive Fund shall be established as an interest bearing account with a banking or other financial institution qualified to do business in Virginia. All interest earned on the account principal shall remain in the TDM Incentive Fund and shall be used for TDM incentive purposes only.
- K. Monitoring and Reporting.
- i. Annual Surveys. Between September and November, beginning one year after the issuance of the first building permit for the first residential or the first office building on the Property, whichever first occurs, and continuing annually thereafter until the Applicant Control Period expires, the PM shall conduct a survey of residents and/or office tenants designed to evaluate the effectiveness of the TDM Plan in meeting the TDM Goals applicable at that time and to evaluate the need for adjustments to the TDM Plan. The PM shall coordinate the draft Annual Survey materials and the methodology for validating the Survey results with FCDOT at a minimum sixty (60) days prior to each year's Survey. If an Annual Survey reveals changes to the TDM Plan are needed or advisable, then the PM shall coordinate such changes with FCDOT and, as necessary, adjust the following year's Budget and implement the revisions. The PM shall submit to FCDOT as part of each Annual Report (as outlined in Proffer IX.4.J.ii) an analysis of the Annual Surveys. Such analysis shall include at a minimum:

- a. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented.
- b. The number of people surveyed and the number of people who responded.
- c. The results of the surveys taken during the survey period.
- d. The number of residents, employees and/or others participating in the TDM programs.
- e. An evaluation of the effectiveness of the TDM program elements in place, including their effectiveness at achieving the TDM Goals, and if necessary, proposed modifications to the Plan.
- f. A description of the uses constructed and occupied on the Property at the time the Survey was conducted.

Notwithstanding the aforesaid, no such annual survey or analysis shall be required until there exists on the Property a threshold critical mass (400 occupied dwelling units) to conduct a meaningful survey and analysis, or as determined by FCDOT. Additionally, upon expiration of the Applicant Control period, the PM shall conduct such surveys every three years for inclusion in the Annual Report.

- ii. Annual Report. The PM shall report annually on the TDM Plan to the FCDOT (the "Annual Report") no later than January 31st of each calendar year after completion of the Annual Survey described in Proffer IX.4.J.i. The Annual Report shall include (a) a description of the TDM strategic efforts for the year, including, as applicable, sample marketing materials, (b) a financial statement that includes the TDM Budget for the year and a detailed summary of actual TDM Plan revenues and expenditures for the preceding year, (c) a summary of the levels of occupancy in the buildings that have been completed in the Proposed Development, (d) an analysis of the results of the Annual Survey, (e) a compilation and analysis of the results of any Trip Counts that were conducted during the year, (f) discussion of any changes proposed to the TDM Plan, (g) the amount of money then on deposit in the TDM Penalty, Incentive and Remedy Funds, and (h) utilization of the on-site shuttle service if available and operational.

- iii. Adjustments to Calendar and Due Dates. At the mutual agreement of the FCDOT and the PM, the due dates for the delivery of the Annual Report may be altered by up to sixty (60) days if changes have occurred, or appear to have occurred, in trip characteristics resulting from other events.
- iv. Meetings with FCDOT. The PM shall meet with FCDOT annually, or as mutually agreed upon, after submission of the Annual Report to discuss the results of the Trip Counts, the Annual Survey, the Annual Report and the TDM Plan.

L. Trip Counts

- i. Annual Trip Counts. The PM shall conduct a Trip Count annually between September 1st and November 30th (excluding weeks containing a county, state or federal holiday or when County public schools are not in session such as Thanksgiving week) beginning with the year following the issuance of the 100th RUP for the first residential building or Non-RUP for the first 50,000 square feet of office use constructed on the Property, whichever first occurs. The purpose of such Trip Count is to measure the actual vehicle trips generated by the residential and office 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 applicable phased TDM Goal (which is determined by the level of development completed and whether the point in time is pre-or post shuttle) set forth in Proffer IX.3.A.i and .ii above. Trip Counts provided to FCDOT shall include information on the percentage of RUPs and Non-RUPs issued for the Proposed Development 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 or 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 sixty (60) 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 residential and office buildings on the Property. The Trip Counts shall be conducted so that only trips generated by the residential and office uses on the Property shall be counted (i.e. cut-through trips, transit trips, retail/hotel trips, etc., shall be excluded). Values will be provided for each residential and office building included on the Property, and a sum of vehicle trips generated by the residential and the office uses on the Property will be calculated by use. Residents and tenants *shall not* be advised of the date Trip Counts will be conducted.

- 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 Proffer IX.2.B show that vehicle trips generated by the residential units and office uses are less than or equal to the Phased TDM Goal as applicable. If the results of two (2) consecutive Trip Counts reveal that the TDM Goal after Build Out has been met, then the Applicant Control Period shall expire as provided in Proffer IX.2.A above, and the Applicant shall have no further responsibility under Proffer IX. Thereafter, the UOA/HOA/COA shall be responsible for the on-going implementation of the TDM Plan pursuant to Proffer IX.4.L and shall conduct additional Trip Counts as set forth in Proffer IX.4.L. 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 within sixty (60) days after the County's request or as may be agreed up with FCDOT.
- iv. Evaluation. The results of each Trip Count shall be compared to the trip reduction goals established in Proffer IX.3.A above for the then-applicable phase of development on the Property to determine whether actual traffic counts are equal to, less than or greater than the maximum allowed trips for the then-applicable TDM Goal as calculated in accordance with Proffer IX.3.v

a. Pre-Build Out

- i. In the event the trips generated by the residential units and office uses prior to Build Out, as defined in Proffer IX.2.B, are equal to or less than the maximum allowed trips established in accordance with Proffer IX.3.A.i and i or ii and IX.3.B above, as determined for the then-applicable development phase of the Property, then (i) no penalty is owed, and (ii) the Applicant or the PM shall continue to administer the TDM Plan in the ordinary course, in accordance with the provisions of these Proffers, until Build Out is reached, after which Proffer IX.4.K.iv.b below shall apply.
- ii. In the event the trips generated by the residential units and/or office uses prior to Build Out, as defined in Proffer IX.2.B are greater than the maximum allowed trips set forth in Proffer IX.3.A.i and/or .ii above, as determined for the then-applicable development phase of the Property, then the PM shall (i) develop modifications to the TDM Plan and the TDM Budget and/or implement certain of the supplemental strategies as outlined in the TDM Strategic Plan to address the surplus of trips, (ii) submit any such revisions to the TDM Plan and TDM Budget to FCDOT as part of the Annual Report as outlined in Proffer IX.4.J.ii and request in writing the County's review and concurrence, and (iii) pay no penalties. If no written response is provided by FCDOT within sixty (60) days after 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 sixty (60) day period outlined above, the PM shall (a) increase the TDM Account with TDM Remedy Funds, if necessary and in the Applicant's sole discretion, in order to cover any

proportional additional costs to implement the updated TDM Budget; and (b) implement the provisions of the revised TDM Plan

b. Build Out.

- i. In the event the trips generated by the residential units and the office uses at the time of the initial or subsequent trip counts after Build Out reveal that the applicable trip reduction goals outlined in Proffer IX.3.A have not been met, then the Applicant shall (a) pay into the TDM Penalty Fund in accordance with Proffer IX.4.M below and (b) (i) develop modifications to the to the TDM Plan and the TDM Budget and/or (ii) 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 IX.4.J.ii and request in writing the County's review and concurrence. If no written response is provided by FCDOT within sixty (60) 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 sixty (60) 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.
- ii. If two (2) consecutive annual Trip Counts conducted in accordance with this Proffer reveal that the trip reduction goals outlined in Proffer IX.3.A have been met after Build Out of the Property, as defined in Proffer IX.2.B, 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 IX.4.L below shall apply.

- M. Ongoing Implementation of TDM Plan. Once the Applicant Control Period has expired, the UOA/HOA/COA shall be responsible for ongoing implementation of the TDM Plan. The PM shall conduct additional Trip Counts at five (5) year intervals to determine whether the relevant Phase 3 (or Phase 4) TDM Goal, as established by Proffer IX.3.A, continues to be met. In the event that an Annual Report submitted by the PM demonstrates significant enough reason to question whether the relevant Phase 3 or Phase 4 TDM Goal is met, then FCDOT may require the PM to conduct additional Trip Counts on a more frequent basis (but not more frequently than once per year) to determine whether, in fact, the relevant Phase 3 or Phase 4 TDM Goal is being met.
- i. Continuation of TDM Plan. In the event subsequent Trip Counts conducted after the Applicant Control Period has expired reveal that the actual trips generated remain equal to or less than the maximum number of trips permitted under the relevant Phase 3 or Phase 4 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 any subsequent Trip Counts conducted after the Applicant Control Period has expired reveals that the actual number of trips generated by the residential and office uses are greater than the maximum number of trips permitted under the relevant Phase 3 or Phase 4 TDM Goal, as established by this Proffer, then the PM shall convene a meeting with FCDOT within forty-five (45) days of the completion of the respective 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 forty-five (45) days following this meeting and shall request in writing the County's review and concurrence. If no written response is provided by FCDOT within sixty (60) days upon 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, the PM shall (a) draw down on the TDM Remedy Fund, as needed and available; (b) increase the TDM Account with TDM Remedy Funds, if necessary and available, in order to cover any proportional additional costs to implement the updated TDM Budget; and (c) implement the provisions of the revised TDM Plan as developed in consultation with FCDOT. The PM shall repeat the process above (including annual trip counts, additional adjustments to the TDM Plan, additional funding and additional monitoring) annually until the relevant Phase 3 or 4 TDM Goal has been met for two (2) consecutive years, whereupon the PM shall then be required to conduct Trip Counts and surveys only at five (5) year intervals, as described above.

- N. TDM Penalty Fund. Prior to the issuance of the first RUP for the first residential building or Non-RUP for the first office building on the Property, whichever first occurs, the Applicant (or its successor owner or developer, but not the UOA/HOA/COA) shall establish the TDM Penalty Fund.
- i. Funding of TDM Penalty Fund: During the Applicant Control Period, if the results of any consecutive annual Trip Counts conducted starting at least one (1) full calendar year after the Property reaches Build Out reveal that the actual vehicle trips generated by the residential units and office uses exceeds the maximum number of trips permitted under the relevant Phase 3 or Phase 4 TDM Goal as outlined in Proffer IX.3.A, then the Applicant shall pay into the TDM Penalty Fund the amounts specified below, for each such failed annual Trip Count, for additional transportation incentives which will directly serve the Property. Such incentives shall include enhancements to the Shuttle, increased incentives, and/or a contribution to the establishment of the Areawide Circulator. The maximum aggregate amount of all penalties to be paid under Proffer IX.4.L.iv.b.i and Proffer IX.4.N. is \$100,000 (as such amount may have been adjusted annually based on changes in the "CPI" from a base year of 2008). No penalties shall be imposed while the Phase 1 and Phase 2 TDM Goals are applicable.

- a. Failure up to 10%. A failure in the reduction of trips in either or both of the Peak Hours by ten percent (10%) or less requires the Applicant to make a payment to the TDM Penalty Fund of \$10,000.
 - b. Failure Greater than 10% but less than or equal to 15%. A failure in the reduction of trips in either or both of the Peak Hours by more than ten percent (10%) but less than or equal to fifteen percent (15%) requires the Applicant to make a payment into the TDM Penalty Fund of \$15,000.
 - c. Failure Greater than 15%. A failure in the reduction of trips in either or both of the peak hours by an amount greater than fifteen percent (15%) requires the Applicant to make a payment into the TDM Penalty Fund of \$30,000.
- O. Enforcement. If the PM fails to timely submit the Annual Report 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 IX.4.J and providing the PM sixty (60) days after receipt of said notice 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 UOA/HOA/COA, 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.
- P. Notice to Owners. All residents, tenants and employers of the Merrifield Town Center shall be advised of the TDM Plan. UOA/COA/HOA members will be informed of their funding obligations pursuant to the requirements of this Proffer IX prior to the purchase of units, or execution of leases, and the requirements of the TDM Plan, including annual contributions (as provided herein) shall be included in all purchase/lease documents and within the UOA/COA/HOA documents.

X. TRANSPORTATION DEMAND MANAGEMENT PROGRAM SPECIFIC TO THE RETAIL/HOTEL USES.

1. **Transportation Demand Management for Retail/Hotel Uses.** As provided in Proffer IX.4.A, certain components of the TDM Plan are applicable to and will benefit the proposed retail/hotel uses on the Property. Also, the Applicant shall provide an additional TDM program that is tailored to specifically serve the Retail/Hotel Uses (the "Retail/Hotel TDM Program"). Solely for purposes of this Proffer X, "Retail" shall be defined as all non-residential and non-office uses on the Property.
2. **Goals of the Retail/Hotel TDM Program.** Because tenants of the Retail stores and Hotels and their employees work hours that are atypical of the standard work day, these tenants and their employees do not necessarily travel to and from the Property during the Peak Hours. Given this, the Retail/Hotel TDM Program shall encourage Retail tenants, Hotel Guests and the Retail/Hotel employees to utilize transit, carpools, walking, biking and other non-Single Occupancy Vehicle ("non-SOV") modes of transportation to travel to and from the Property rather than focusing on the specific trip reductions during the AM or PM Peak Hours. The goal of the Retail/Hotel TDM Program is for 5% of the Retail store tenants, Hotel Guests and the Retail/Hotel employees to use non-SOV modes of transportation to commute to and from the Retail/Hotel uses on a regular basis.
3. **Components of the Retail/Hotel TDM Program.** The Retail/Hotel TDM Program shall include, at a minimum, the components applicable to the Property that are described in Proffer IX.4.A and the additional components provided below. These additional components may be subsequently amended by mutual agreement between the Applicant and FCDOT. All amendments to the components of the Retail/Hotel TDM Program contained in this Proffer shall be approved by FCDOT and will not require a PCA. The Retail/Hotel TDM Program components are further described in the TDM Strategic Plan.
 - A. **Employee/Tenant Meetings.** The PM shall hold, at a minimum, annual TDM meetings with the Retail owners and/or tenants and Hotel Managers, and their respective employees, to review the available transit options, adequacy of bus schedules (including hours of service), changes in transit service and other relevant transit-related topics. The PM shall invite Fairfax County and/or WMATA representatives to these meetings from time to time to speak to the group(s) about these and related subjects. Based on these meetings, the PM shall work with Fairfax County and/or WMATA to consider changes to the relevant

services, such as changes to bus schedules, if such changes would provide better service to the Property tenants and their employees.

- B. Transit Incentives. Utilizing the Retail/Hotel TDM Incentive Fund (described in paragraph C below), the PM shall provide financial incentives to Retail store tenants, Hotel guests and the Retail/Hotel employees to utilize transit. These incentives may include contests with fare card rewards, retail gift certificates and the like (for example—an award could be offered to the transit riding employee of the month/year or the tenant with the highest percentage of employees utilizing non-SOV transport to commute to and from the Retail uses).
- C. Regional TDM Incentive Programs. The PM shall make information available to Retail store tenants, Hotel Guests and the Retail/Hotel employees about programs that promote alternative commuting options. This shall include information on vanpools, carpools, guaranteed ride home and other programs offered by organizations in the Washington, D.C. Metropolitan Area.
- D. Ridesharing. The PM shall assist Retail store tenants and the Retail/Hotel employees in forming carpools or vanpools and in providing convenient parking spaces to carpools or vanpools.

4. **Retail/Hotel TDM Incentive Fund.** The Applicant shall establish a Retail/Hotel TDM Incentive Fund for use exclusively by the Applicant with Retail and Hotel employers and their employees. Such incentives could include gift certificate awards, fare card contests and/or give-aways, transit fairs specific to the Retail tenants, Hotel Guests, and the Retail/Hotel employees and for similar inducements or incentive activities. The Applicant shall make a one-time contribution to this fund at the time that the first TDM Budget is approved and funded per Proffer IX in the amount of \$10,000. At such time as a Retail/Hotel employer elects to financially contribute to the Retail/Hotel TDM Program, such contributions shall be utilized in addition to the Applicant's contribution (that is, the Applicant's contribution shall not be reduced or offset in any way).

5. **Retail/Hotel TDM Program Participation Outreach.** The PM and the Applicant or Retail Manager shall endeavor in good faith to encourage participation by Retail tenants and Hotel Management in the Retail/Hotel TDM Program, including the encouragement of a financial participation by such Retail/Hotel employers through their direct offering of transit benefit programs and transit incentives to their employees. Actions taken by the PM and Property management in furtherance of this objective shall include dissemination

of information to, and solicitation of participation from, the Retail/Hotel employer in-store management and executives or officers at their headquarters offices, at appropriate intervals.

The PM shall provide a report to the County with respect to the activities described in Proffer X.5 as a supplement to the Annual Report to be filed with the County in accordance with Proffer IX.4.J.ii. This report shall include detailed accounts of the outreach efforts and the feedback and response from the tenants.

XI. ENVIRONMENTAL

1. **Stormwater Management Master Plan.** Concurrent with the submission and approval of the first site plan for the Proposed Development, the Applicant shall submit to and obtain approval from DPWES of an Overall Master Stormwater Management Plan ("SWM Plan") for the Proposed Development. Following approval by DPWES of the SWM Plan, the Applicant thereafter shall submit an updated SWM Plan to DPWES for approval concurrent with all subsequent site plans submissions for the Proposed Development. These updated plans shall include any modifications to the stormwater detention or stormwater quality treatment program since the initial approval of the SWM Plan.

A. **Stormwater Quantity Goals.** The Property currently is served by two (2) stormwater detention ponds, which provide peak flow reduction for the 10-year storm, and serve 10.71-acres (northern pond) and 18.3-acres (southern pond), respectively, and which shall be replaced as follows. Upon the completion of the Proposed Development, there will be a minimum of two (2) underground facilities providing stormwater detention for the property. As is demonstrated in the calculations on the CDP/FDP, the peak flow rates in the new post-developed condition shall be reduced to the pre-developed "good forested" condition, as outlined in the PFM, and no credit for flow rates currently being generated by the subject property/detention facilities as currently developed shall be taken. The reduction of total discharge from the Property, as outlined above, shall apply to the sum of all stormwater flow from the Property at buildout and shall include Eskridge Road Improved. The control of runoff from the Eskridge Road Improved site shall include the increase in impervious area proposed in Fairfax County Plan #0561-PI-001 relative to the existing impervious area in said plan.

The peak reduction will be on each facility combined. The discharge at either facility may vary from "good-forested" flows, so long as the reduction for the entire Property as a whole is achieved. A waiver to allow for underground detention, which includes an installation/maintenance cost burden estimate, has been submitted to Fairfax County DPWES. Development of the Property may be phased; the stormwater management quantity controls for each development phase shall provide detention capacity for the area proposed to be developed in the subject phase as well as for any other development phase for which control was previously provided. The location and size of these facilities shall generally conform to that shown in the CDP/FDP.

- B. Best Management Practices. As part of the stormwater management associated with the Property, Best Management Practice (BMP) techniques will be utilized to improve the water quality of the runoff from the Property in the post-developed condition. Through the use of BMP facilities, such as sand filters, storm filters, other Fairfax County approved methodologies, or any combination thereof, the phosphorous removal rate on the subject property in the post-developed condition shall be a minimum of 40%. The Applicant shall make best efforts to provide phosphorous removal efficiency between 40% and 47%. (It should be noted that the PRM portion of the subject property qualifies as re-development, and therefore is subject to a phosphorous removal rate as low as 10%, but a minimum of 40% removal for the Property as a whole at buildout shall be achieved.) Prior to approval, the SWM Plan shall demonstrate the entire Property shall achieve a minimum of 40% phosphorous removal rate as opposed to any re-development reduction credits. Development of the Property may be phased, thus the BMP controls for each development phase shall provide phosphorous removal at a minimum 40% rate for the area within the development phase, as well as any other development phase for which removal was previously provided. The location and type of BMP facilities shall generally conform to those shown in the CDP/FDP.
- C. Green Roof. In addition to the above-referenced proffered minimum phosphorous removal, an "extensive green roof" shall be provided generally as shown on the CDP/FDP, which is to be designed in accordance with PFM requirements regarding green roof design. No credit toward the proffered minimum 40%

phosphorous removal efficiency shall be taken for the design and implementation of said green roof. Said green roof shall be approximately 20,000 gross square feet in size and, at Applicant's discretion, shall be ~~located on~~distributed across either Parcel A, B, or D, and provided generally in accordance with the details on Sheet 38 of the CDP/FDP.

D. Maintenance Responsibility.

- i. *Regular Maintenance.* Prior to initial site plan approval for the Proposed Development, the Applicant shall execute an agreement with the County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of all of the elements of the SWM Plan, including the BMP, Green Roof, and underground detention facilities (collectively, the "SWM Facilities"). The SWM Agreement shall require the Applicant (or a successor UOA/HOA/COA) to contract with one or more maintenance/management companies to perform regular routine maintenance of the SWM Facilities and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DWPES. The UO/HOA/COA documents shall specify the maintenance responsibilities of the owners under the SWM Agreement.
- ii. *SWM Maintenance Fund.* Prior to issuance of the initial RUP for the first residential building to be constructed as part of the Proposed Development, the Applicant shall establish an account (the "SWM Maintenance Account") to be used for the on-going maintenance of the SWM Facilities located on or serving the Property. The SWM Maintenance Account shall be an interest-bearing account held by a financial institution authorized to do business in Virginia. As applicable, a line item for on-going maintenance of the SWM Facilities shall be included in the budget(s) for any UOA/HOA/OCA(s) established for the Proposed Development, and the fees collected for such purposes by the UOA/HOA/COA shall be deposited in the SWM Maintenance Account semi-annually. The association documents that establish and control the UO/HOA/COA shall provide that the SWM Maintenance Account shall not be eliminated as a line item in the UO/HOA/COA budget, and that

funds in the SWM Maintenance Account shall not be utilized for purposes other than to fund the maintenance of the SWM Facilities. Prior to issuance of first RUP for the first residential building, the Applicant shall make an initial contribution to the SWM Maintenance Account of \$44,464. The SWM Maintenance Account shall be funded through pro-rata assessments of the subsequent owners of the Proposed Development as set forth in the UOA/HOA/COA documents, as applicable.

- iii. *SWM Replacement Fund.* Prior to issuance of the initial RUP or Non-RUP or the first building to be constructed as part of the Proposed Development, the Applicant shall establish an account (the "SWM Replacement Account") to be used as an escrow account for the eventual replacement of the SWM Facilities located on or serving the Property. The SWM Replacement Account shall be an interest bearing account held by a financial institution authorized to do business in Virginia. As applicable, a line item for future replacement of the SWM Facilities shall be included in the budget(s) for any UOA/HOA/COA(s) established for the Proposed Development, and the fees collected for such purposes by the UOA/HOA/COA shall be deposited in the SWM Replacement Account annually. The association documents that establish and control the UO/HOA/COA shall provide that the SWM Replacement Account shall not be eliminated as a line item in the UOA/HOA/COA budget, and that funds in the SWM Replacement Account shall not be utilized for purposes other than to fund the replacement of the SWM Facilities. Prior to issuance of final RUP for the third residential building, the Applicant shall make a contribution to the SWM Replacement Account of \$27,000. The SWM Replacement Account shall be funded through pro-rata assessments of subsequent owners of the Proposed Development as set forth in the UOA/HOA/COA documents, as applicable.
- iv. *County Agreement.* The SWM Agreement shall address the following issues to the satisfaction of DPWES: (a) Future replacement of elements of the Stormwater Plan, when and as warranted; (b) Requirement for liability insurance in an amount reasonably acceptable to DPWES; and (c)

Easements for County inspection and emergency maintenance to ensure that the facilities are maintained by the Applicant in good working order.

2. **Lighting.** All on-site outdoor and parking garage lighting fixtures, except as may otherwise be permitted in conjunction with a comprehensive signage program, shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance. Lighting within the stair towers shall be designed to contain light within the tower and minimize light from spilling outward on adjacent residential properties. Light poles in surface parking lots and on the top level of parking decks shall use shielded cutoff fixtures and be directed inward and downward.

3. **Potential Hotel Noise Attenuation.** In the event a hotel and/or residential use are located within Parcels A or B, the following proffer shall be applicable.

A. In order to reduce interior noise to a level of approximately 45 dBA Ldn, for hotel rooms and/or residential units that are demonstrated, by a refined acoustical analysis as set forth in Paragraph B below, to be impacted by highway noise from Lee Highway (Route 29) having exterior façade noise levels projected to be above 60 dBA Ldn, such rooms/units shall be constructed with the following acoustical measures:

- i. Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39.
- ii. 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 Ldn 65 dBA or above.
- iii. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39.
- iv. 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.

B. The Applicant shall submit a refined acoustical analysis prior to the submission of building plans for Parcels A or B, whichever occurs first, showing a hotel and/or residential units in order to determine the affected rooms/ units (if any), and shall provide such appropriate interior noise attenuation measures as may be required based on the noise impact from Lee Highway (Route 29) on such building. Such analysis shall be submitted to and approved by DPZ and shall be based on the

accepted methodology contained said refined analysis. Any changes to the hotel and/or residential use premised on the conclusions of such a refined acoustical analysis shall be in substantial conformance with the CDP/FDP and these proffers, as determined by the Zoning Administrator.

- C. Building plans for the hotel and/or residential buildings shall depict the final noise contours and all locations of the respective building/rooms/units, if any, that are subject to noise mitigation as provided herein.

XII. LANDSCAPING AND OPEN SPACE

1. **Minimum Open Space.** As depicted on the CDP/FDP, within the PDC portion of the Application Property a minimum of 23 percent open space shall be provided, and within the PRM portion of the Property a minimum of 35 percent landscaped open space shall be provided in accordance with Zoning Ordinance requirements. Provision of the open space areas and improvements may occur in phases, concurrent with the phasing of development/construction of the Application Property. As such, the total area of open space provided at any given phase of development shall not be required to be equivalent to the minimum overall open space specified herein. Site plans (and subsequent revisions as may be applicable and relevant to landscaping) submitted for the respective phases of development shall include a landscape plan showing the open, streetscape and landscaping appurtenant to that respective phase of development, as generally shown on the CDP/FDP.
2. **Landscape Design.** Landscaping shall be generally consistent with the quality, quantity and the locations shown on CDP/FDP Sheets 10 through 14 entitled "Landscape Plan." Actual types, quantities and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of the first and all subsequent submissions of the site plans for each respective section, for review and approval by Urban Forest Management. Such landscape plans shall provide tree coverage and species diversity consistent with the PFM criteria, as determined by Urban Forest Management. Landscaping shown on the CDP/FDP may be modified, if in substantial conformance with that shown on the CDP/FDP as approved by the Zoning Administrator and Urban Forest Management, to allow for final engineering considerations, such as final utility locations, low impact development facilities, sight distance requirements and other requirements. The Applicant shall coordinate the location of any utilities within open

space areas to allow sufficient planting depth for trees and other landscaping as shown on the CDP/FDP. As a priority, where reasonably feasible as determined by Urban Forestry Management, DPWES, the Applicant shall install water, sanitary sewer and storm sewer utility lines within the street network to avoid conflicts with open space areas and streetscape elements shown on the CDP/FDP.

3. **Tree Size**. All shade trees provided as a part of the streetscape shall be minimum of 3 to 3.5 inches in caliper at the time of planting; all new flowering trees shall be a minimum of 2 inch caliper at the time of planting; and all new evergreen trees shall be a minimum of eight (8) feet in height at the time of planting, subject to the review and approval of the Urban Forester as shown on the CDP/FDP.
4. **Non-Invasive Plant Materials**. Only non-invasive plant materials, including street trees, shall be used within the streetscape and open space areas, subject to approval by the County Urban Forest Management Division.
5. **Public Access Easements**. The Applicant shall grant public pedestrian access easements over those specific open space areas identified on the CDP/FDP as "Public Open Space Areas." Such right of public access shall be subject to the right of the Applicant and the successor UOA and/or HOA/COAs, as applicable, to establish reasonable rules and regulations pertaining to hours of public access, maintenance, repairs and the like; provided, however, that hours for such public access shall be at least 6 a.m. to 1:00 a.m. on weekdays and 8 a.m. to 2:00 a.m. on weekends and holidays, subject to Applicant's right to temporary closures for necessary maintenance, repairs, safety, and public welfare considerations, and programmed events.

XIII. UTILITIES

1. **Underground Utilities**. The Applicant shall coordinate with utility companies (gas, power, telephone, cable etc.) to co-locate utilities where reasonably feasible. To the extent possible and as permitted by the applicable utilities companies, the Applicant shall place all utilities serving the Property underground. Upon request by the Applicant, the Zoning Administrator may waive/modify the requirement to place utilities underground without approval of a PCA upon a determination that such requirement (a) is infeasible or impractical or (b) would require the Applicant to secure easements or consents from third-parties that, despite having been diligently pursued by the Applicant, are not available.

2. **Sewer Coordination.** At the time of submission of a site plan for any building other than the theatre and its appurtenant parking structures, the Applicant shall provide DPWES with an analysis of the capacity of the sanitary sewer lines serving the Property. If the County determines that any sewer line serving the Property is inadequate, the Applicant shall upgrade or improve offsite sanitary sewer lines, as necessary and subject to a reimbursement agreement pursuant to County policy, to accommodate each phase of the Proposed Development at the time of issuance of Building Permits for the respective buildings.

XIV. RECREATIONAL FACILITIES

1. **On-Site Amenities and Facilities for Residents.** Pursuant to Paragraph 2 of Section 6-110 and Paragraph 2 of Section 16-404 of the Zoning Ordinance, the Applicant shall expend a minimum of \$955.00 per market-rate residential unit on on-site developed recreation facilities, as described herein. Prior to final bond release for the Proposed Development, the balance of any funds not expended on-site for the items listed below and for the construction of the North and South Parks identified in Proffer XI(2) below, shall be contributed to the Fairfax County Park Authority ("FCPA") for the provision of recreation facilities located in proximity to the Property. To satisfy the above Zoning Ordinance requirement, the Applicant shall make the following facilities or amenities available for each multi-family residential building, provided that a substantially-comparable level of amenities are provided in each building or are shared among the buildings:

- A. Swimming pool;
- B. Interior courtyard areas, which may be located on the top deck of the parking structure(s) in the open area, shall include informal seating areas, landscaping, hardscape areas and passive recreation areas;
- C. One (1) bike storage space per every eight residential units in a building for use by residents of the building, which may be provided in the Cellar Space as defined in these Proffers;
- D. A fitness center, which is a minimum of 1,200 gross square feet in size and includes equipment such as stationary bikes, treadmills, weight machines, free weights, etc; and

- E. A business center, which is a minimum of 500 gross square feet in size and includes broadband or high-speed data connections (including "secure" voice and/or data connections), computers, facsimile machine and similar items.
2. **On-Site Parks.** Two parks (described both below and also in the "Design Guidelines" referenced in "Urban Design" Proffer XVI.7 below) shall be provided on the Property and shall be interconnected through the use of a pedestrian-oriented promenade and an attractive streetscape system lined with special landscape treatments, water features, outdoor seating and entertainment areas. Said parks, while retained in ownership by the Applicant, shall be subject to public access easements, which shall reserve to the Applicant the right to restrict access for special events or out of security and/or safety concerns. "North Park" shall be subject to programmatic access by the Park Authority pursuant to a separate "Memorandum of Understanding" between the Park Authority and the Applicant, which shall be executed prior to approval of the first site plan for Parcel D. These parks shall be designed to enhance and complement land uses sited along "Festival Street," which shall serve as the "main street" of the development and may include both hardscape and softscape elements, generally as depicted on the CDP/FDP but subject to final engineering and architectural design changes by Applicant. These parks and associated linear walkway system shall be owned, programmed and maintained by the Applicant, which shall grant public access easements as described below:
- A. "North Park" shall consist of at least twenty-seven thousand square feet which, when combined with the 16,561 square feet in the adjacent "Uniwest" park, shall provide a minimum of a one-acre park and shall be designed to be integrated with the adjacent "Uniwest" park, which may be redesigned by the Applicant in accordance with a separate "Memorandum of Understanding" between the Park Authority and the Applicant, resulting in a large, active open space at a main entrance into the "Town Center." Water features and lawn space may be used to provide a casual backdrop to the first floor commercial uses which shall front on this park.
- B. "South Park," located in front of the restaurant and retail uses on the north side of Festival Street Extended opposite the new theatre building, shall consist of approximately 22,000 square feet and function as a community-serving park programmed with community-oriented activities such as concerts, exhibits, seasonal festivals and other cultural events as programmed by Applicant.

- C. Pocket Parks. The Applicant shall provide a minimum of one small "pocket park," which shall be directly accessible to pedestrians from Festival Street, and shall include, but not be limited to, seating, planting, shaded areas and/or outside dining.

XV. **SCHOOLS CONTRIBUTION**

1. Public Schools Contribution. The Applicant shall contribute \$12,400 per student for students projected to be generated by this development to the Board of Supervisors for transfer to Fairfax County Public Schools ("FCPS") to be utilized for capital improvements and capacity enhancements at the schools that students generated by the Residential Buildings will attend. Said contribution shall be based on student yield ratios of .043, .011 and .024 per unit for elementary, middle and high school, respectively. Such contribution shall be made at the time of final approval of the site plan for each residential building triggering the FCPS contribution for the students generated by that respective residential building.
2. Escalation in Schools Contribution. If, prior to site plan approval for the respective residential buildings, Fairfax County should increase the accepted ratio of students per subject multifamily unit or the amount of the contribution per student, the Applicant shall increase the amount of the contribution for that building to reflect the current ratio and/or contribution. If the County should decrease the ratio or contribution amount, the Applicant shall provide the reduced amounts.
3. Luther Jackson Middle School Improvements. In accordance with specific terms set forth in a separate "Memorandum of Understanding" between FCPS and the Applicant (the "MOU"), and in accordance with the approved Special Exception Amendment Application 99-P-008 (the "SEA") and SEA Plat as to the below parking spaces, the Applicant shall provide, respectively, natural turf ball-field(s), graded to meet FCPS grading standards for such ball-field(s), on approximately 4.50 acres in the general location of the existing athletic fields on the Middle School site, and the below parking spaces and associated features. Site plan approval for, and construction of said improvements associated with the natural turf ball-field(s) and parking spaces shall be provided by the Applicant at no cost to FCPS. As specified below, said improvements, or a cash contribution to the Board of Supervisors in lieu of certain of said improvements,

shall be completed prior to issuance of the RUP for the first residential building on the Property and shall consist of the following:

- A. Grading for both the below parking spaces and for improvement of the approximately 4.5 acres as natural turf ball-field(s) in accordance with FCPS requirements;
- B. Construction of a minimum of 64 new parking spaces located along the Middle School's common boundary with the Property, which new parking spaces shall be counted towards the required parking for the Property (a system to ensure adequate access to these spaces for FCPS, the Property, and FCPA and in support of use of the ball-field(s), shall be provided in the MOU). The Applicant shall be responsible for all costs associated with requesting and obtaining all County approvals requisite to the construction and use of the new parking lot. Use of said 64 parking spaces by the Applicant shall not occur in advance of Applicant's completion of the natural turf ball-field(s), or cash contribution in lieu of certain of said ball-field improvements as specified in Paragraph E below.
- C. Subject to approval by FCPS, provision of an access gate on the eastern entrance, as depicted on the proposed SEA Plat, which shall be controlled by FCPS;
- D. Provision of a landscaped berm between the new parking lot and the ball-field(s) area, including the provision of two pedestrian access points which connect said parking spaces to the closest field. The exact type, extent and location of landscape elements and of the two access points shall be provided in accordance with the MOU, with the Concept Plan referenced below, and with that shown on the approved SEA Plat; and
- E. Ball-field improvements performed by the Applicant shall be in substantial conformance with one of the two following alternatives identified, respectively, as "Alternative One" and "Alternative Two" on the October 10, 2007 "Athletic Field Concept Plans" prepared by VIKA and attached as Exhibit 1 to the MOU, which alternative shall be selected by FCPS and the Providence District Supervisor at any time after sixty (60) days following Rezoning (but no later than April 1, 2008) in accordance with these proffers and with the terms set forth in the MOU. In the event no election is made, then the Applicant shall proceed with "Alternative One" unless otherwise agreed upon in the MOU.

- i. In "Alternative One", the Applicant shall be responsible for providing (a) three overlapping, natural turf athletic fields (one sixty (60) foot baseball diamond; one sixty-five (65) foot baseball diamond; and one "full-size" rectangular field); (b) grading and hydro-seeding the 4.5-acre area; (c) installing an irrigation system to the satisfaction of FCPS and consistent with that detailed in the MOU; (d) four soccer goals; and (e) two permanent baseball backstops, the location of which shall be determined by FCPS;
- ii. In Alternative Two (depicted conceptually on MOU "Exhibit 1" as one sixty (60) foot, diamond-shaped natural turf field and one rectangular-shaped synthetic turf field), the Applicant shall be responsible for (a) grading and hydro-seeding the 4.5-acre area, (b) providing, relative to the diamond-shaped natural turf field only, installation of an irrigation system to the satisfaction of FCPS and consistent with that detailed in the MOU, (c) providing four soccer goals, and (d) providing one permanent baseball backstop. In addition, under Alternative Two only, the Applicant shall make a one time cash-in-lieu of materials and construction contribution towards the synthetic turf field of \$45,000.00, which shall be paid to the Board of Supervisors at the time of final site plan approval for the ball-field improvements. This cash-in-lieu amount may be supplemented by the value, agreed upon by FCPS and this Applicant, of whatever other of the Alternative One or Alternative Two materials and improvements FCPS and the Providence District Supervisor shall determine, pursuant to the MOU, that Applicant shall not provide.

XVI. OTHER COMMUNITY CONTRIBUTIONS.

1. **Providence District Contributions.** At the time of approval of the final site plan for the first residential building, the Applicant shall contribute \$5,000.00 to each of the following entities or funds (up to a maximum of \$25,000.00 in total contributions) to support their activities and programs:
 - A. Providence District Tree Fund;
 - B. Dunn Loring Volunteer Fire Department;
 - C. Merrifield Fire Department;

- D. Nottoway Nights; and
- E. Providence District Library.

XVII. URBAN DESIGN

1. **Architectural Treatments.** The architectural treatment of this "Merrifield Town Center" development shall create a sense of identity and place and preserve human scale through the use of unifying elements, such as materials, textures, colors, window treatments, decorative details, lighting, landscaping, and roof pitches. All building facades/elevations shall be designed to incorporate architectural elements and/or decorative details, except for those locations where a building façade: faces a parking structure; is located less than ten feet from a property line; or is "wrapped" by, or otherwise shielded by immediate adjacency to, the exterior of another building (such as the east façade of the West Deck; the west façade of Building I; and the north, east, and west façades of the East Deck) or an element of the same building. This proffer shall not be interpreted to preclude the ability of individual users and tenants to use architectural themes that incorporate corporate logos and identities. Signage and architectural elements shall be used to create a festive and vibrant atmosphere.
2. **Streetscapes.** To create a high quality, street-level activity zone, a mix of retail shops, restaurants and multifamily uses shall be oriented along "Festival Street," which shall serve as a central spine connecting the two commercial anchors at either end of the development. Outdoor eating may be provided in front of each restaurant, as long as a clear and direct pedestrian access is maintained. A street-level activity zone shall be established along Strawberry Lane, where retail and/or restaurant uses shall be oriented and designed to enhance the "North Park" and create an animated street edge at this main entrance to the Town Center.
3. **Street Sections.** Streetscapes shall be provided generally as shown on the cross-sections on Sheets 29 through 33 of the CDP/FDP.
4. **Building Elevations.** The architectural design of commercial retail, office, hotel and multi-family buildings shall be consistent with the quality of the elevations shown on Sheets 16 through 27 of the CDP/FDP. The Applicant reserves the right to revise the elevations as a result of final architectural and engineering design, provided the quality of design remains consistent with those shown, as determined by DPWES.

5. **Building Materials.** Buildings shall consist of high quality materials, a combination thereof including, but not limited to, stone, cast stone, masonry, glass, precast, metal, cementitious fiber board, asphalt shingles, clay tiles, slate, wood or comparable materials. EIFS shall be limited solely to use on mechanical penthouses and architectural detailing not to exceed five percent of a building's façade.
6. **Parking Garage Façade Treatments.** Facades of above-grade garages facing Eskridge Road, Festival Street, Festival Street Extended and Strawberry Lane shall be treated with materials consistent with those materials used on companion buildings in accordance with the CDP/FDP and the "Design Guidelines" referenced below.
7. **Design Guidelines.** The overall concepts presented in the Merrifield Town Center Design Guidelines, prepared by RTKL and dated September 6, 2007, shall be used generally as a guide in the creation of architectural, landscape, street section, building elevation, North Park and South Park features and design elements.
8. **Security.** In consideration of security concerns along the southern property boundary, transitional screening shall be provided as depicted on Sheets 10, 11 and 33 of the CDP/FDP, and lighting shall be provided in this area to address safety concerns. Contingent upon the provision of diligently pursued off-site grading easements, the Applicant shall grade-out this property line and the immediately adjacent Middle School property to minimize or eliminate the need for a retaining wall in this area. In the event said off-site grading easements are not timely provided by the Fairfax County School Board, then the Applicant shall have the right to construct a retaining wall in this area.
9. **Green Building Principles.** The Applicant shall work with its architect to incorporate, in Applicant's sole discretion, environmentally sustainable attributes into its building program which may include, but not necessarily be limited to, such elements as high-efficiency mechanical systems, water efficient fixtures, CO2 sensors and air filters, and storage and collection of recyclables.

XVIII. SIGNAGE

1. **Site 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 as may be approved by the Planning Commission. In either event, however, a coordinated signage system, including free-standing signs, way-finding signs (including those for sidewalks/trails) and potential retail awning signage, shall be provided for all

residential and non-residential uses. Building mounted signage shall be compatible in terms of height, color, illumination and letter sizing, but may vary from retailer to retailer. If lighted, signage may be internally lighted, neon or lighted via downward-directed lights.

2. **Ticker "Sign"**. As generally depicted on Sheet 17 of the CDP/FDP and subject to Planning Commission approval in a Comprehensive Sign Plan, a ticker element shall be permitted as an architectural feature integrated into the retail building façade located along the Festival Street and Strawberry Lane street frontages within either Parcel A or Parcel B in the PDC zoning district. Said ticker element shall not exceed two feet in height.
3. **Temporary Signs**. No temporary signs (including "Popsicle" style paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on- or off-site by the Applicant or at the Applicant's direction to assist in the initial sale or rental of residential units on the Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing and sale and/or rental of residential units on the Property to adhere to this proffer.

XIX. OWNERS' ASSOCIATIONS

1. **Umbrella Owners' Association**. Prior to the issuance of the first Non-RUP or RUP for any phase of the development/construction of the Application Property, except temporary transportation facilities and/or parking uses, if any, the Applicant shall establish an Umbrella Owners' Association ("UOA") in accordance with Virginia Law.
2. **Homeowner and Condominium Owners' Associations**. Prior to the issuance of the first RUP for any residential phase of the development/construction of the Application Property, the Applicant shall cause either a homeowners' association and/or a condominium owners' association ("HOA/COA") to be formed for that phase in accordance with Virginia law. The HOA/COA documents shall include a notification/statement that there shall be ball-fields accessible for use by the general public on the adjacent Luther Jackson Middle School property.
3. **Membership in UOA**. At a minimum, each HOA/COA and the owner(s) of the office building(s) shall be member(s) of the UOA.

4. **HOA/COA Maintenance Obligations.** Each HOA/COA shall have specific areas of the Application Property within its boundaries, and each shall assume all maintenance and other obligations required by these proffers for common space and common infrastructure within those boundaries except for those maintenance obligations to be assumed by the UOA pursuant to Proffer 18.e. below. Maintenance obligations of the HOA/COAs for the various phases of the Application Property may be shared by agreement among the HOA/COAs.
5. **UOA Maintenance Obligations.** The Applicant, and then the subsequent UOA, shall have maintenance responsibilities that shall include, but not necessarily be limited to the following:
 - A. Maintenance of private streets, all sidewalks, plazas, open-space, stormwater management facilities (as set forth in Proffer Section IX above), recreational facilities and other common areas within the Application Property including standard cleaning and lawn/landscaping maintenance and removal of snow from streets and all sidewalks (including VDOT sidewalks) with the Application Property. The UOA shall incorporate into its lawn maintenance contracts a prohibition against mowing with gas-powered equipment on Code Red days.
 - B. Repair of surfaces and site furnishings.
 - C. Replacement of dead, dying, or diseased trees and landscaping within the Application Property with the same size and similar species as originally approved on the landscape plan.
 - D. **The TDM Program.** The respective UOA and HOA/COA documents shall specify the maintenance obligation as set forth herein. Purchasers shall be advised in writing prior to entering into a contract of sale, and in the UOA documents and the HOA/COA documents, that the UOA/HOA/COA shall be responsible, respectively, for the maintenance obligations as set forth herein.

XX. OTHER

1. **Unreasonable Delay.** Upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of an improvement set forth in these proffers has been unreasonably delayed by others or by circumstances beyond the control of the Applicant, the Zoning Administrator may agree to a later date for the completion of each such improvement.

2. **Administrative Review.** Concurrent with the submission to DPWES of site plans, and any major inserts or revisions to said site plans, the Applicant shall submit copies of the same to the Providence District Supervisor and Planning Commissioner for the purpose of administrative review and comment.
3. **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, developer(s) of the site or any portion of the site, and the respective Owners' Associations described in Proffer XIV.
4. **Counterparts.** To facilitate execution, this Proffer Statement may be executed in as many counterparts as may be required. It shall not be necessary that the signature on behalf of all the parties to the Proffer Statement appear on each counterpart of this Proffer Statement. All counterparts of this Proffer Statement shall collectively constitute a single instrument.
5. **Board of Supervisors Signature.** The Board of Supervisors is a signatory to this Proffer Statement solely in its capacity as owner of the Hilltop Road and Eskridge Road right-of-way included in the Application area and, by so signing, assumes no responsibility nor obligation as to these Proffers.

[SIGNATURES ON FOLLOWING PAGES]

MERRIFIELD MIXED USE LLC

Applicant and Contract Purchaser of Fairfax County Tax Map Parcels 49-3-((1))-80A, 80B, 80C; Agent for Title Owner of Parcels 49-3-((1))-81A, 82A

BY: Edens Merrifield Manager, LLC, its Manager

By: _____

Name: _____

Title: _____

ESKRIDGE (E&A), LLC

Title Owner of Fairfax County Tax Map Parcels 49-3-((1))-80E, 80F 81A, 82A & 82B1A, 82A

By: _____

Name: _____

Title: _____

NATIONAL AMUSEMENTS, INC.

Title Owner of Fairfax County Tax Map Parcels 49-3-((1))-80A, 80B, 80C

By: _____

Name: _____

Title: _____

BOARD OF SUPERVISORS OF FAIRFAX COUNTY, VIRGINIA

Title Owner of Approximately 12,646 Square Feet of Hilltop Road Right of Way and Approximately 2,314 Square Feet of Eskridge Road Right of Way

By: _____

Name: _____

Title: _____

**PROPOSED CONCEPTUAL DEVELOPMENT
PLAN AMENDMENT CONDITIONS**

CDPA 2005-PR-041

1. Up to an additional \$50,000 shall be provided to VDOT to be applied toward the offsite right-of-way acquisition and construction of the offsite southern curb line, between the application property's eastern boundary and Gallows Road, of the VDOT Route 29/Gallows Road intersection improvements.

**PROPOSED FINAL DEVELOPMENT
PLAN AMENDMENT CONDITIONS**

FDPA 2005-PR-041

December 29, 2010

If it is the intent of the Planning Commission to approve FDPA 2005-PR-041 for a mixed-use development located at Tax Maps 49-3 ((1)) 80E pt., 81A, 82A and 82B staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions, which supersede all previous conditions (those conditions carried forward from previous approval are marked with an asterisk*):

1. Development of the property shall be in substantial conformance with the CDP/FDP entitled "Merrifield Town Center" consisting of fifty-nine sheets prepared by VIKI Inc and RTKL Associates, dated June 8, 2010, as revised through December 17, 2010.
2. Stormwater Management for the subject property shall be provided in conformance with the Waiver Conditions associated with the Public Facilities Manual Waiver #0561-WPFM-002-3.* (see Attachment A)
3. On both sides of Festival Street north of Strawberry Lane, moveable bollards or similar type of vertical structure (including benches, planters, etc) shall be provided between the street tree planting areas in locations where no curbs will be constructed (as shown on Sheets 9A, 9B and 29 of the CDPA/FDPA) to provide additional safety for pedestrians on the sidewalks when streets are open to full vehicular traffic.

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

ATTACHMENT A

Attachment A

Waiver #0561-WPFM-002-3 Conditions

Merrifield Town Center
RZ 2005-PR-041
November 30, 2006

1. The underground facilities shall be constructed in accordance with the development plan, these conditions and as determined by the Director of the Department of Public Works and Environmental Services (DPWES).
2. To provide greater accessibility for maintenance purposes, the underground facilities shall have a minimum interior height of 72" and be located as close to the edge of the building perimeter as possible, as determined by DPWES. The underground facilities shall not be located within the open space areas of the proposed development.
3. The underground facilities shall be constructed of reinforced concrete products only and incorporate safety features, including locking manholes and doors, as determined by DPWES at the time of construction plan submission.
4. The underground facilities shall be privately maintained and shall not be located in a County storm drain easement.
5. A private maintenance agreement, as reviewed and approved by the Fairfax County Attorney's Office, shall be executed and recorded in the Land Records of the County. The private maintenance agreement shall be executed prior to final plan approval.

The private maintenance agreement shall address:

- County inspection and all other issues as may be necessary to insure that the facilities are maintained by the property owners (e.g. Condominium Association or Owners Association) in good working condition acceptable to the County so as to control stormwater generated from the development of the site.
- A condition that the applicant, property owners, their successors or assigns shall not petition the County to take future maintenance or replace the underground facilities.
- Establishment of a reserve fund, for future replacement of the underground facilities.
- Establishment of procedures to follow to facilitate inspection by the County, i.e. advance notice procedure, whom to contact, who has the access keys, etc.
- A condition that the property owners provide and continuously maintain, liability insurance. The typical liability insurance amount is at least \$1,000,000, against claims associated with underground facilities.
- A statement that Fairfax County shall be held harmless from any liability associated with the facilities.

6. Operation, inspection and maintenance procedures associated with the underground facilities shall be incorporated in the site construction plan, private maintenance agreement, and property owner association documents which insure safe operation, inspection and maintenance of the facilities.
7. A financial plan, for the property owner association, to finance regular maintenance and full life cycle replacement costs, shall be established prior to final subdivision plat approval. A separate a line item in the property owner association annual budget for operation, inspection and maintenance shall be established. A reserve fund for future replacement of the underground facilities shall also be established to receive annual deposits from the members of the property owners association based on the initial construction costs and an estimated 50-year lifespan for concrete products.
8. Prior to final construction plan approval, the applicant shall escrow sufficient funds for the benefit of the property owner association which will cover a 20-year maintenance cycle of the underground facilities. These monies shall not be made available to the property owner association until after final bond release.
9. All future purchasers of any of the residential units shall be advised prior to entering into a contract of sale, as well as within the recorded property owner association documents, that the property owner association is responsible for the operation, inspection, maintenance and replacement of the underground facilities.
10. The owner and its successors and assigns shall disclose, as part of the chain of title, to all future property owners, the presence of the underground stormwater facilities and the umbrella owner association's responsibility for operation, inspection, maintenance and replacement of such facilities, by including the following language within the deed for each lot and the record plat:

"The owner and its successors and assigns are responsible for the operation, inspection, maintenance and replacement of the underground stormwater facilities as set forth in the property owners association documents and a private maintenance agreement entered into with the County."

REZONING AFFIDAVIT

DATE: November 30, 2010
 (enter date affidavit is notarized)

I, Mark A. Drogalis, 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 **109302 c**

in Application No.(s): PCA/FDPA 2005-PR-041
 (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)
(1) Eskridge (E&A), LLC Agents: Terry S. Brown Jodie W. McLean W. Ray Weston, Jr. Steven C. Boyle Steven F. Teets, L.E. Thomas B. Kiler William C. Caldwell	1221 Main Street, Suite 1000, Columbia, SC 29201 1221 Main Street, Suite 1000, Columbia, SC 29201 1221 Main Street, Suite 1000, Columbia, SC 29201 1221 Main Street, Suite 1000, Columbia, SC 29201 7200 Wisconsin Ave., Ste 400, Bethesda, MD 20814 7200 Wisconsin Ave., Ste 400, Bethesda, MD 20814 7200 Wisconsin Ave., Ste 400, Bethesda, MD 20814 7200 Wisconsin Ave., Ste 400, Bethesda, MD 20814	Applicant/Title Owner of TM 049-3 ((1)) Parcels 80E, 80F, 81A, 82A and 82B.
Mark A. Drogalis, Esq.	1221 Main Street, Suite 1000, Columbia, SC 29201	Attorney/Agent for Applicant/Title Owner

(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: November 30, 2010
(enter date affidavit is notarized)

1093020

for Application No. (s): PCA/FDPA 2005-PR-041
(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)
(2) M.J. Wells & Associates, Inc. Agents: Robin Antonucci Kevin Fellin	1420 Spring Hill Rd., Ste 600, McLean, VA 22102	Agents for Applicant/Title Owner

(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: November 30, 2010
(enter date affidavit is notarized)

109302c

for Application No. (s): PCA/FDPA 2005-PR-041
(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)

(1) Eskridge (B&A), LLC
1221 Main Street, Suite 1000
Columbia, SC 29201

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

(3) Edens & Avant Investments Limited Partnership

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

Terry S. Brown, CEO	Steven C. Boyle, Managing Director
Jodie W. McLean, President/CIO	William C. Caldwell, Managing Director
Jason W. Tompkins, Chief Financial Officer	
W. Ray Weston, Jr., Vice President	

(check if applicable) 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: November 30, 2010
(enter date affidavit is notarized)

109302c

for Application No. (s): PCA/FDPA 2005-PR-041
(enter County-assigned application number (s))

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

(2) M.J. Wells & Associates, Inc.
1420 Spring Hill Road, Suite 600
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

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

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

M.J. Wells & Associates, Inc. Employee Stock Ownership Trust (ESOT). All employees are eligible plan participants; however, 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.)

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

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

REZONING AFFIDAVIT

DATE: November 30, 2010
(enter date affidavit is notarized)

1093020

for Application No. (s): PCA/FDPA 2005-PR-041
(enter County-assigned application number(s))

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

PARTNERSHIP INFORMATION

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

(3) Edens & Avant Investments Limited Partnership
1221 Main Street, Suite 1000
Columbia, SC 29201

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

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

GENERAL PARTNER: Edens & Avant Administrative LLC This LLC does not own 10% or more of the Applicant/Title Owner

LIMITED PARTNERS: There are more than ten (10) limited partners, only one of which has a 10% ownership interest in Applicant/Title Owner, namely:
Edens & Avant Properties Trust (4)

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

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

Rezoning Attachment to Par. 1(c)

DATE: November 30, 2010
(enter date affidavit is notarized)

109302c

for Application No. (s): PCA/FDPA 2005-PR-041
(enter County-assigned application number (s))

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

(4) Edens & Avant Properties Trust
c/o Edens & Avant Investments Limited Partnership
1221 Main Street, Suite 1000
Columbia, SC 29201

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

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

Trustees: There are eight (8) named individuals who are trustees of the Trust, none of whom hold a 10% or greater interest in Applicant/Title Owner

Beneficiaries: State Treasurer of the State of Michigan Retirement System, State Employees' Retirement System, Michigan Judges' Retirement System ("SMRS") SMRS holds a 33.274% interest in Applicant/Title Owner; however, no one individual pension beneficiary has greater than a 10% interest in Applicant/Title Owner

New York State Teachers Retirement System ("NYSTRS") NYSTRS holds a 32.783% interest in Applicant/Title Owner; however, no one individual pension beneficiary has greater than a 10% interest in Applicant/Title Owner

E&A Retail Investments LLC ("Retail"). The sole member of Retail is JP Morgan Chase Bank, as trustee under Amended & Restated Trust dated November 13, 2001, as amended, for its Commingled Pension Trust Fund (Strategic Property) (the "JP Morgan Trust") Retail holds a 33.942% interest in Applicant/Title Owner; however, no individual beneficiary of the JP Morgan Trust has a greater than 10% interest in Applicant/Title Owner

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

REZONING AFFIDAVIT

DATE: November 30, 2010
(enter date affidavit is notarized)

109 302c

for Application No. (s): PCA/FDPA 2005-PR-041
(enter County-assigned application number(s))

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

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

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

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

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

None

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

REZONING AFFIDAVIT

DATE: November 30, 2010
(enter date affidavit is notarized)

1093020

for Application No. (s): PCA/FDPA 2005-PR-041
(enter County-assigned application number(s))

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

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

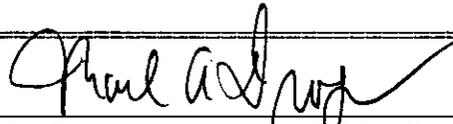
Providence District Supervisor Linda Q. Smyth, Dranesville District Supervisor John W. Foust, and Providence District Planning Commissioner Kenneth A. Lawrence, are members of the Board of Directors of the Mosaic District Community Development Authority (the "Mosaic District CDA"). The Mosaic District CDA encompasses several parcels of land, a portion of which is identified in paragraph 1(a) of the affidavit as the application property.

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

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

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

WITNESS the following signature:



(check one)

Applicant

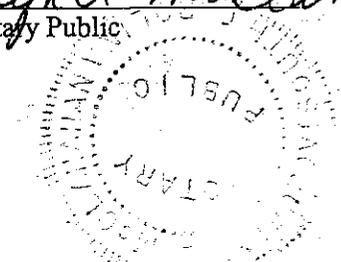
Applicant's Authorized Agent

Mark A. Drogalis, Esq., Attorney/Agent for Applicant/Title Owner
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 30th day of November 2010, in the State/Comm. of South Carolina, County/City of Richland/Columbia.


Notary Public

My commission expires: 1/28/14



August 24, 2010
Amended 12-20-10

RZ-2005-PR-041 "Merrifield Town Center"
ESKRIDGE (E&A) LLC
Statement of Justification

Eskridge (E&A) LLC (the Applicant) requests approval to amend portions of a Rezoning known as "Merrifield Town Center" and approved as RZ-2005-PR-041 on October 15, 2007. The property, consisting of Tax Map Parcels 49-3 ((1)) 80E, 80F, 81A, 82A and 82B is split Zoned with approximately 24.14 acres in the PDC District and 7.23 acres in the PRM District. This amendment to the Proffers, Conceptual Development Plan (CDP) and Final Development Plan (FDP) is for approximately 7.42 acres of the above referenced PDC district across Parcels 49-3 ((1)) 81A, 82A, 82B and part of 80E and represents a clarification within the proffers as it relates to Parcel Allocation Charts, separating the Conceptual Development Plan from the Final Development Plan and adding a Final development option for both Parcels A and D.

RZ-2005-PR-041's Statement of Justification, dated July 16, 2007, outlines the background and details of this property and thoroughly outlines all elements of the original rezoning. It is the intention of this Amendment to reaffirm that Statement and herein, outline the proposed changes and reasons for those changes. The July 16, 2007 Statement of Justification is included at the end of this Statement.

During the summer of 2009, National Amusements Inc., owners of Tax Map Parcels 49-3 ((1)) 80E and 80F, made a corporate decision not to construct a theater at Merrifield Town Center. Subsequently, Eskridge (E&A) LLC, owners of Tax Map Parcels 49-3 ((1)) 81A, 82A and 82B, purchased the NAI theatre Parcels on October 1, 2009 by D.B. 20726 Page 321. With the loss of a theatre anchor in the south, the Applicant has been pursuing other possible users and alternatives. The Applicant has entered into preliminary negotiations to introduce a smaller, less commercial Movie Theatre to Merrifield and place this use on Parcel D.

Since the only theatre in the original Rezoning was the National Amusements Theatre on Parcel I, no additional theatre use was outlined in the Proffers, CDP or FDP, specifically on Parcel D. This Amendment's primary goal is to create a second "option" for Parcel D to locate a Theatre Use that was not previously requested. The square footages of the building, the desired two to three stories from the Rezoning are to remain virtually the same. This is shown and detailed on "new" Sheet 9-A, outlining the changes to use and the slightly revised Parcel D building and park. The Building in Option 2 Parcel D, shown on Sheet 9-A will locate a Theatre on the Second Floor and Third Floor Mezzanine. On the first floor will be retail and restaurant square footages, as well as the Theatre Lobby. Its location has moved 10' to the north, so as not to sit on the south property line as previously approved.

The second part of this Amendment, as with Parcel D, is to provide an additional Final Development option for Parcel A. This option is being introduced to reflect current retail, hotel and office interest within the development. The intention of this part of the Amendment is to provide a finer tuned Development Plan for Parcel A so as to eliminate any possible conflicts with Site Planning and/or Building Permitting as it relates to conformance. This Option is shown as Option 5 Parcel A on sheet 9-A of this Amendment.

The specific changes are summarized as:

The cover sheet outlines which sheets have changed from the original rezone and which have changed. Sheet 2 shows the original rezoning tabulations while offering a new tabulation for the partial CDPA. Sheet 5 outlines the CDPA area and also includes the old tabs, plus the revised tabs for the new CDPA area.

Sheet 9A represents the two new options previously discussed. Sheets 14A, 19A, 19B, 19C, 23A, 33A represent new landscape plans, elevations and supporting documents to Sheet 5 and 9A. Sheet 42 has been crossed out since there is no interim parking proposed. Sheets 43 through 47 have been revised to show the up to date Storm Water Management designs.

The third and final part of this Amendment is to clarify elements of the Rezoning as it relates to the Parcel Allocation Charts. This separation would allow, in certain cases, the ability to do a FDPA only as allowed by Proffer I.3. The Proffer Condition proposed to be amended is Proffer II.4. Parcel Allocation Chart and any subsequent mention of those charts within the proffers. Those charts, as part of the Proffers, are redundant to the CDPA/FDPA and as such, any possible changes as it relates to uses and square footages in possible future Amendments would require a Proffered Condition Amendment, if they remained part of the proffers. The Parcel Allocation Chart is located on both the CDP and the FDP and as such bind each of the Parcels.

The proposed changes included in this amendment comply with all current applicable land development ordinances, regulation and adopted standards, except for those approved modifications or waivers approved with the Rezoning.

This application reflects the values and desires of the original zone and adds a fine tuning of two parcels, to more represent the intended final product, as well as the administration of the original presentation to allow for the flexibility in program that the Rezoning originally sought.

We look forward to working with Fairfax for a timely approval of this Amendment.

Sincerely,

Steven Teets

Steven F. Teets
Agent for the Applicant

August 27, 2010

RZ-2005-PR-041 "Merrifield Town Center"
PCA/ Partial CDPA/FDPA
ESKRIDGE (E&A) LLC
Supplemental Statement

Eskridge (E&A) LLC (the Applicant) further states that this partial CDPA/FDPA is intended only for Parcels A and D and does not impact the remaining Parcels of Land within the application.

It does not impact any connections, uses, densities, plan elements of the remaining parcels within the development.

Sincerely,

Steven F. Teets
Agent for the Applicant

RECEIVED
Department of Planning & Zoning

JUN 08 2010

Revised
July 16, 2007

Zoning Evaluation Division

**RZ 2005-PR-041 "MERRIFIELD TOWN CENTER"
MERRIFIELD MIXED USE LLC
STATEMENT OF JUSTIFICATION**

Merrifield Mixed Use LLC (the "Applicant") requests approval to rezone approximately 31.37 acres, consisting of Tax Map Parcels 49-3-((1))-80A, 80B, 80C, 81A, and 82A plus an approximately 12,646 square foot portion of Hilltop Road right-of-way and an approximately 2,314 square foot portion of Eskridge Road right-of-way proposed to be vacated (the "Property"), from the I-4 (proffered), I-5 and Highway Corridor Overlay ("HC") Districts to the Planned Development Commercial ("PDC"), Planned Residential Mixed ("PRM") and HC Districts. Of this amount, approximately 24.14 acres is proposed for the PDC District, with the remaining approximately 7.23 acres proposed for the PRM District, at a total overall 1.2 floor area ratio, exclusive of affordable housing-related density. This rezoning application represents a major consolidation of industrial parcels located in the heart of the "Merrifield Commercial Revitalization Area" and finally would implement, for a significant portion of the "Town Center," the redevelopment concept set forth in the adopted Comprehensive Plan. The northern portion of Parcel 80A and Parcel 80B are zoned I-4, subject to proffers dated October 19, 1984 and a special exception permitting operation of a theater use within an industrial zone. These approvals would be superseded in the event the subject rezoning application is approved.

The Property is located on the south side of Lee Highway (Route 29), approximately 500 feet west of Gallows Road (Route 650). North of the Property, across Lee Highway, is a mix of C-6, C-8, C-9 and I-5 zoned land which includes "Home Depot." Adjacent to the west is the Merrifield Regional Post Office and an assortment of developed I-5-zoned parcels along Eskridge Road, including the Cox Communications tower. The Property is abutted on the south by "Luther Jackson Intermediate School," which is zoned R-1. The "Uniwest" property, which was rezoned in 2004 to the PRM District, subject to proffers, is adjacent to the east, as is "Fairfax Plaza Shopping Center," which is zoned I-5.

Pursuant to adopted Board of Supervisors (the "Board") Revitalization Areas policies, review of this rezoning application is automatically expedited, concurrent processing of the site plan will be permitted, and Board approval of waivers and modifications typically related to site plans will be requested in detail as this application proceeds through the rezoning review process. Redevelopment of the Property will achieve the mixed use "Town Center" concept envisioned in the "Merrifield Suburban Center Plan," as described below. The proposed development complies with the PDC and PRM District regulations, and other Zoning Ordinance requirements, except as noted herein and on the Conceptual Development Plan and Final Development Plan ("CDP/FDP"). The Applicant has proffered to participate in and comply with the standards set forth in the U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design for Neighborhood Development ("LEED-ND") pilot program, which certifies achievement of high standards in sustainable neighborhood development, through the use of "smart-growth," "new urbanism" and "green" building design. The Applicant further has

committed to adhere to the concepts presented in the "Merrifield Town Center Design Guidelines," prepared by RTKL and submitted with this Application, which will be used in conjunction with the 48-sheet CDP/FDP as a guide in the creation of architectural, landscape, street section, building elevations, North Park and South Park features and design elements.

The Property falls within Merrifield Suburban Center Plan "Sub-Unit F-1" and "Sub-Unit F-2" and comprises the "core" of the "Town Center Area." These sub-units are planned, respectively, for community serving retail use at a 0.35 floor area ratio ("FAR"), and for industrial and office uses at a 0.5 FAR, with two alternative development "Options." The Applicant proposes to consolidate and redevelop the subject parcels in accordance with the recommendations for preferred "Option 2," which envisions a 24-hour activity center comprised of a significant number of residents who live and work close to the Town Center's shops, restaurants, theaters, offices and parks (see Comprehensive Plan pages 80 and 81). "Option 2" recommends up to a 1.2 FAR if redevelopment creates a component of the envisioned "Town Center" in accordance with various Comprehensive Plan guidelines, including the provision that retail, service and theater uses not exceed 55 percent of total development.

The proposed proffered Conceptual/Final Development Plan (CDP/FDP) prepared by VIKA, Inc. and RTKL Associates, Inc., as revised through July 16, 2007, consists of 48 sheets. For CDP/FDP purposes, the 31-acre Property has been divided into Parcels "A" through "I," within which uses, minimum and maximum square foot ranges, and minimum and maximum height ranges have been committed to on "Parcel Allocation Charts" set forth in the proffers and on the CDP/FDP. The proposed maximum gross floor area of development of all principal and secondary "P" District uses on the entire 31-acre site is 1,639,692 square feet, at a maximum 1.2 FAR exclusive of affordable housing-related density. Within each proposed zoning district on the CDP/FDP, the Applicant has committed to both a maximum permitted square feet per use and maximum overall level of development, which is 610,000 GFA within the PRM District and 1,442,712 GFA within the PDC District. Parcels A, B, D, F, H and I are within the proposed PDC District boundary. PDC "Principal Uses" will consist of retail sales, restaurants, theater, office, hotel, personal service and other uses, with "secondary" multifamily residential use, all of which will be integrated with one another through architectural and landscape treatments and ground floor retail. Parcels C, E and G fall within the proposed PRM zoning district boundary, with multi-family residential as the "Principal Use" and secondary uses consisting of retail sales, restaurants, personal service, office and related uses. Buildings will be oriented around a central, north-south "Festival Street" and served by an internal east-west street grid and an improved Eskridge Road that are designed to provide interconnections with adjacent sites and corridors in accordance with Merrifield Town Center Plan recommendations.

During the first phase of development, the Applicant will construct a new, expanded, deluxe entertainment theater building, with accessory uses, in the southern portion of the site. A mix of multifamily residential, retail, restaurant, theater and office uses are oriented along a "Main Street" in accordance with the urban design concepts envisioned on page 17 of the Merrifield Suburban Center Plan, including creation of a "sense of place" through use of a "Festival Street anchored ... by the town green and ... by a multiple screen theater" (see Comprehensive Plan page 80). Attractive and usable community-serving parks are linked with a safe and convenient pedestrian circulation system on site, which in turn is connected with planned off-site pedestrian connections. Above- and below-grade structured parking is provided to accommodate residents

and commercial patrons, with parking provided across the two zoning districts for non-residential uses.

Building elevations and street cross-sections are depicted on the CDP/FDP. The new theater building will be accessed primarily via a reconstructed, four-lane Eskridge Road, thereby ensuring Festival Street remains a pedestrian-oriented promenade of two traffic lanes with parking on each side, connecting both ends of the "Town Center" core area. Retail shops and restaurants, some with outdoor seating, will extend along Festival Street, with multifamily residential buildings directly behind and above the street-level activity zone. Public open spaces, including the "North," "South," and "East" Parks, will provide Town Center focal points, with unique landscape and water features, outdoor seating, and entertainment areas. Residential units will overlook these focal points. Specifically, the "South Park" is designed as a flexible space, able to accommodate a wide range of programs that will complement the theater, retail, and outdoor restaurant uses. These may include such activities as public concerts, art exhibits and seasonal festivals. The "North Park" has been sited adjacent to the small park area proffered in the "Uniwest" rezoning. This combined "North Park" area will be one acre in size and designed to provide a large, active public space at one of the main entrances to the Town Center. A secondary performance area facing a gazebo will provide another venue for performances, while a sunken children's play area will feature lawn space, a play fountain and whimsical sculpture. A variety of seating options will be distributed around the park.

The Applicant has committed to provide a total of twelve (12) percent of the total market rate residential units constructed as part of this development as for-sale/rental affordable dwelling units ("ADUs") or "Workforce Housing Units," as defined in the Applicant's proffer statement. As set forth in the proffers, a minimum of 500 multifamily residential dwelling units will be provided in three mid-rise buildings up to 75 feet in height within Parcels C, E, G (PRM District) and possibly in a fourth residential building up to 90 feet in height on Parcel H (PDC District). Potentially, the Applicant may include additional residential uses in eleven-story structures up to 115 feet in height on Parcel "B" and/or "F." A maximum of 550,000 GFA of residential use is proposed within the PRM-zoned parcels and up to 754,712 residential GFA is proposed within the PDC-zoned parcels. Pursuant to Paragraph 5 of Section 6-206 of the Zoning Ordinance, within the PDC District the Applicant requests Board of Supervisors' approval of a modification to permit the GFA of residential uses to be up to 76 percent of the GFA of all "Principal Uses" within the development. All residential buildings are centrally located within the Town Center core area and front on Festival Street, with shops and restaurants at street level, creating the urban "sense of place" and "distinctive architectural character and a street presence" set forth in the "Urban Design" provisions of "The Merrifield Suburban Center Plan." Each residential building will provide adequate recreation facilities and parking for its residents in primarily above-grade parking garages alongside the respective building.

Ground floor retail use will extend from Lee Highway to the new theater building. As depicted on Sheets 7, 8 and 9 of the CDP/FDP, the greatest concentration of retail uses is envisioned to be located within either "Parcel A" or "Parcel B" along Festival Street, between Lee Highway and Strawberry Lane. Optional development scenarios are proposed for Parcels A and B due to the uncertainty of which of these parcels may be selected by a "Retail Sales Establishment - Large" user. With the primary goal of animating the street-level edge of the large footprint for "Parcel B" (see Sheet 7), smaller-scale retail and restaurant uses will be located at street level, with a

large retailer on the upper floor(s). The Applicant anticipates attracting a large, full-service grocery store within "Parcel B." A significant amount of retail parking will be located within the "Parcel B" garage, in order to keep traffic at the edges of the town center and reduce through-traffic on Festival Street. Sheet 8 of the CDP/FDP presents one alternative development scenario for Parcel B. "Parcel B Option 2" proposes office, retail, and up to 360,000 GFA of multi-family residential use in an eleven-story building overlooking the "North Park."

Four development alternatives are proposed for "Parcel A," depending on the location and number of stories of the "Retail Sales Establishment-Large" use. It is essential that the Applicant be granted this level of flexibility within "Parcel A" this early in the development process in order to maximize the chances of attracting a large department store-type retailer to this Revitalization Area. CDP/FDP Sheet 7 shows Parcel A developed with a six-story office building and two-story retail located between Eskridge Road and Festival Street, up to a ten-story hotel, with a concentration of retail, restaurant and office uses at the prominent corner of Festival Street and Strawberry Lane, diagonally across from the "North Park." Three other development scenarios for Parcel A are presented on CDP/FDP Sheets 8 and 9. "Parcel A Option 2" (CDP/FDP Sheet 8) proposes a two-story retail building parallel to Route 29, with additional ground-floor retail and possible office and/or hotel uses up to 95 feet in height. "Parcel A Option 3" (CDP/FDP Sheet 9), also proposes a two-story retail sales establishment-large, but located parallel to Eskridge Road, with additional ground-floor retail and possible office and/or hotel uses up to 115 feet in height. "Parcel A Option 4" (CDP/FDP Sheet 9) proposes a one-story retail sales establishment-large up to 30 feet in height, with possible office and hotel up to 115 feet in height.

The total number of parking spaces will be somewhat above the minimum required for the mix of uses proposed. Parking garages are provided throughout the development and accessed from the periphery of the site. Two parking structures are located at the southern end of the site, flanking either side of the new theater. Parking in the "West Deck" is planned primarily for theater patrons, while in the "East Deck" access to theater, retail and residential spaces will be segregated. These two garages will be up to 75 feet and 85 feet in height, respectively, and tucked behind adjacent residential buildings in order to mask their presence and retain the "downtown" character envisioned in the Comprehensive Plan.

A traffic study prepared by Wells Associates was previously submitted and a "Technical Memorandum" has been filed under separate cover to reflect consolidation into the Application of the four additional acres between Eskridge Road and Festival Street known as the Schwarzmänn parcel. The proposed development will provide major circulation improvements for the Merrifield core area, including: a four-lane Eskridge Road from Lee Highway to the southern property line; a critical link of Strawberry Lane across the Property, facilitating the connection from Gallows Road to Eskridge Road; several other east/west components of the Town Center street grid contemplated in the Comprehensive Plan, and Festival Street from Lee Highway to the theater anchor, then over to Eskridge Road on the west. These proposed road improvements are in conformance with transportation recommendations of the Merrifield Town Center Plan.

The proposed development complies with all current applicable land development ordinances, regulations and adopted standards, except in specific instances where modifications or waivers have been identified on Sheet 3 of the CDP/FDP as follows:

1. Modification of the percentage of residential gross floor area within the PDC District (§6-206(5) of the Zoning Ordinance) is requested from fifty percent of the gross floor area of all principal uses to up to 76 percent, as shown on the Conceptual Development Plan. This increase is necessary to achieve the residential and mixed use goals of the adopted Merrifield Town Center Plan.
2. Waiver of the maximum length of private streets (§11-302(2) of Zoning Ordinance) is requested due to the unique configuration of the Property, its location in the Merrifield Revitalization Area, and the need to achieve the "Festival Street" concept of the Merrifield Town Center Plan.
3. Waiver/modification of loading space requirements for multiple family dwelling structures and office buildings (§11-201 and §11-203(4) of the Zoning Ordinance) is requested due to site constraints, architectural design, and empirical experience which demonstrates that the Zoning Ordinance requirements are excessive.
4. Waiver/modification of transitional screening and barrier requirements along the southern and eastern property lines (§13-304(1) of the Zoning Ordinance) to that shown on CDP/FDP Sheets 29 through 33 is requested based upon the following: (i) land to the east is similarly planned; (ii) adjacent to the immediate south is the Luther Jackson Middle School athletic field and the parking lot which the Applicant is proposing to construct on the school property which would serve both the school and Town Center; (iii) provision of a barrier along the southern property line could heighten security issues; (iv) the need to further the connectivity goals of the Town Center Plan; and (v) due to the architectural techniques proposed on the development plan.
5. Waiver of transitional screening and barrier requirements between uses within the Property (§13-304(1) of the Zoning Ordinance), because the proposed development is an urban, high density design whose interrelationship of uses would be defeated by the subject requirements, as would the design and mix of uses contemplated in the Town Center Plan.
6. Waiver to allow underground stormwater retention and water quality systems for all proposed residential uses (§6-0303.8 of the PFM), because site constraints in this revitalization project and the intensity, mix, and interrelationship of uses called for in the Town Center Plan mandate the provision of such underground facilities. A detailed justification is provided in the formal waiver request #056-WPFM-002-3, which has been submitted under separate cover.
7. Waiver of service drive requirement along the Lee Highway frontage of the Property is requested because (i) no service drive exists on either side of the Property; (ii) the transportation element of the Merrifield Suburban Center Plan does not contemplate the use of service drives; and (iii) the change in grade associated with the connection of

Eskridge Road to Route 29 makes provision of such a service drive virtually impossible at this location.

8. Modification of parking geometric standards (§11-102.12 of the Zoning Ordinance) to allow 75 degree angled parking, to accommodate greater efficiency of movement within the parking decks. This modification is requested because current, state-of-the-art parking design indicates that angled parking is safer and more efficient.
9. Modification of § 7-802.2 of the Public Facilities Manual and §11-102.12 of the Zoning Ordinance to permit projection of structural columns into parking stalls within parking structures so long as such projection does not exceed four percent of the stall area. This request is necessary to minimize the footprint of the parking structures and thus enable the Applicant to provide site amenities as recommended in the Town Center Plan. Such parking stalls will count toward the number of parking spaces required under the Ordinance.
10. Waiver of the four-foot peripheral parking lot landscaping requirement north of Parcel G and west of Parcels C and E pursuant to §13-202.3A and 3B of the Zoning Ordinance is requested based upon site design constraints and the unique nature of adjoining uses.
11. Modification of §17-201.3 of the Zoning Ordinance requiring provision of any additional interparcel access beyond those indicated on the CDP/FDP is requested because the Applicant already has provided interparcel access at the appropriate locations.
12. Modification of §17-201.4 of the Zoning Ordinance requiring dedication and construction for widening existing roads, existing roads on new alignments, and proposed roads as indicated on the Comprehensive Plan or as required by the Director to that shown on the CDP/FDP. This modification is requested based upon: (i) existence of VDOT Project # 0029-029-119; (ii) the Applicant's proffer commitments to construct or contribute to a portion of road frontage improvements along Route 29; and (iii) the Applicant's proffered commitment to construct the entirety of Eskridge Road from its intersection with Route 29 to the southern boundary of the subject Property.
13. Modification of the material recommended in the Countywide Trails Plan for the Route 29 frontage of the Property is requested from asphalt to concrete. This request is made so that trail construction materials correspond to the rest of the Town Center design materials.

This Application presents the singular opportunity to redevelop 31 acres within the industrial heart of Merrifield to achieve the vibrant, mixed use "Town Center" envisioned in the "Merrifield Suburban Center Plan." The challenge of an extended, linear Main Street has been met with the active streetscape, view corridors, terminated vistas, the incorporation of multiple park areas connected by tree-lined sidewalks, and the extensive use of street-front retail shops and restaurants throughout its length. With a large retailer and a grocery store anchor, and other principal uses concentrated around Strawberry Lane at one end, and the luxury theater anchor at the other, the "sense of place" will be achieved through (i) the vibrant juxtaposition of residential, retail, and restaurant uses along Festival Street, which serves to link these two centers

of activity, (ii) the juxtaposition of retail, restaurants, and the large North Park along Strawberry Lane to complement and draw in the Uniwest development adjacent on the East, and (iii) the incorporation of a civic element through provision of entertainment, cultural, and artistic programs in conjunction with the inviting, multi-faceted park areas throughout, which altogether will draw the greater "community" to this "place."

Respectfully submitted,

Francis A. McDermott
Attorney/Agent for Applicant



County of Fairfax, Virginia

MEMORANDUM

DATE: November 18, 2010

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

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

SUBJECT: Land Use Analysis and Environmental Assessment: CDPA/FDPA/PCA 2005-PR-041
Eskridge (E&A) LLC

The memorandum, prepared by Jennifer Bonnette, includes citations from the Comprehensive Plan that provide guidance for the evaluation of the subject Conceptual Development Plan Amendment (CDPA), Final Development Plan Amendment (FDPA) and Proffer Condition Amendment (PCA) application dated December 7, 2005 as revised through November 5, 2010 and proffers dated November 5, 2010. The extent to which the application conforms to the applicable guidance contained in the Comprehensive Plan is noted. Possible solutions to remedy identified issues are suggested.

DESCRIPTION OF THE APPLICATION

The applicant, Eskridge (E&A) LLC, proposes several amendments to a rezoning approved for a mixed use development, The Mosaic District, on an approximately 31.37 acre land area in the Merrifield Town Center area of the Fairfax County Comprehensive Plan in 2007. The rezoning permits up to 1,893,112 square feet of development at a 1.2 floor area ratio (FAR), (1.39 FAR with the provision of affordable and workforce housing and related bonus units), the maximum recommended by the Comprehensive Plan. Construction of the site has begun. The development will consist of residential, retail, entertainment, institutional, office, and hotel uses.

Changes to two parcels, Parcels A and D, of the nine designated parcels (A through I) and to the approved proffers are proposed with this application. The two parcels include 7.42 acres of the 31.37 acre site. The existing rezoning allows for four possible development options on Parcel A that include office and/or retail uses, and possible hotel use. This application adds a fifth option to reflect current hotel, retail and office use needs. Between 37,000 and 85,000 square feet of retail use, up to 100,000 square feet of office use, and up to 150,000 square feet of hotel use, for a total of up to 300,000 square feet located in three buildings up to eight stories and a 5-8 level parking structure are proposed with this option. The proposed changes to Parcel D include shifting the building footprint to the south to provide additional park space, including a movie theater as a use, and redesigning North Park, including constructing a freestanding, maximum 2,000 square foot retail space within it. The building is proposed to include between 15,000 and 35,000 square feet of

Department of Planning and Zoning

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retail and between 10,000 and 65,000 square feet of theater use for a combined maximum 83,000 square foot building. In addition, the applicant proposes to remove the Parcel Allocation Chart from the proffers and only include them on the CDPA/FDPA.

LOCATION AND CHARACTER OF THE AREA

The Mosaic District is located in one of the two core areas of the Merrifield Suburban Center. The core areas are envisioned to be more pedestrian-oriented and urban in character as they redevelop. The property is located in the heart of the Merrifield Commercial Revitalization Area. The site is located immediately south of Lee Highway (Route 29) inbetween Eskridge Road to the west and Gallows Road to the east. Parcel A is located directly to the south of Lee Highway inbetween Eskridge Road to the west and the site shares its eastern boundary with a mixed use residential development, Vantage at Merrifield, and the Fairfax Plaza Shopping Center. To the south is Luther Jackson Middle School and an office park. To the west are the Merrifield Regional Post Office and industrial properties, including the Cox Communications tower. To the north across Lee Highway is a Home Depot, and office and industrial uses.

COMPREHENSIVE PLAN CITATIONS:

Land Use

In the Fairfax County Comprehensive Plan, 2007 Edition, Area I, The Merrifield Suburban Center, Land Unit Recommendations, Land Unit F, Sub-units F1 and F2, as amended through July 27, 2010, on pages 76 through 81, the Plan states:

“LAND UNIT F

Land Unit F is comprised of approximately 107 acres and is bounded by Gallows Road on the east, Route 29 on the north, Prosperity Avenue on the west, and Land Unit G on the south. Existing development generally consists of retail uses in the eastern portion primarily along Gallows Road, industrial and office uses in the central portion, and the Merrifield Regional Post Office in the western portion of the Land Unit.

Most of Land Unit F, the portion east of the Merrifield Regional Post Office, is envisioned to redevelop as the “Town Center” for the Merrifield Suburban Center, with a mix of uses including office, retail, hotel, and residential uses. Buildings in the town center are envisioned to have retail and service uses located on the ground levels that are designed with a pedestrian orientation. Primary access points to the Town Center are envisioned to be at Merrilee Drive extension/realignment with Eskridge Road and Route 29, Gallows Road and Strawberry Lane, and Gallows Road and “Main Street/Festival Street”.

The major circulation improvements for this land unit include the extension of Eskridge Road to Williams Drive. Since Williams Drive connects with Route 50, this will complete the link from the Metro station through the “Town Center” to Route 50. Additional circulation improvements include

aligning a Merrifield Regional Post Office entrance with the Dorr Avenue Extension to Route 29; the extension of Strawberry Lane west to connect with Eskridge Road; the movie theater access road extension south to connect with Williams Drive and/or Gatehouse Road (connecting with Gatehouse Road would require crossing Luther Jackson Intermediate School property); and an east/west road that connects Prosperity Avenue with Eskridge Road or Williams Drive. Within this area, at least one new road should function as the "Festival Street" as illustrated on Figure 28. The major arterial improvements include the widening of Route 29 and Gallows Road, and the planned improvements at the intersection of the two roads.

Guidance for evaluating development proposals is provided in the Area-Wide Recommendations under Land Use, Urban Design, Transportation, and Public Facilities/Infrastructure sections, as well as in the following specific sub-unit recommendations.

Sub-Units F1 and F2 (Town Center Area):

Sub-Unit F1 is the eastern portion of the Land Unit that is oriented to Gallows Road and is planned for community-serving retail up to .35 FAR. Additional freestanding single tenant uses and "drive-through" uses, such as fast-food restaurants and car washes, are discouraged because each may disrupt pedestrian access. Drive-through uses that are low traffic generators, such as financial institutions and drug stores, may be considered provided that the drive-through facility is integrated within a multi-tenant building and is designed in a manner that does not impede pedestrian access. In any new retail center, an office component could be provided, if it does not exceed .10 FAR (or approximately 30% of the development's gross square feet), with any office component designed as an integral part of the retail center. Furthermore, any new retail center(s) should be designed in a manner that is consistent with the town center concept.

Sub-Unit F2 is the central portion of the Land Unit that is generally between the Post Office property and Sub-Unit F1. Sub-unit F2 is planned for and developed with industrial and office uses up to a .5 FAR, except for the portion of Tax Map 49-3((1))80A that is in Sub-Unit F2.

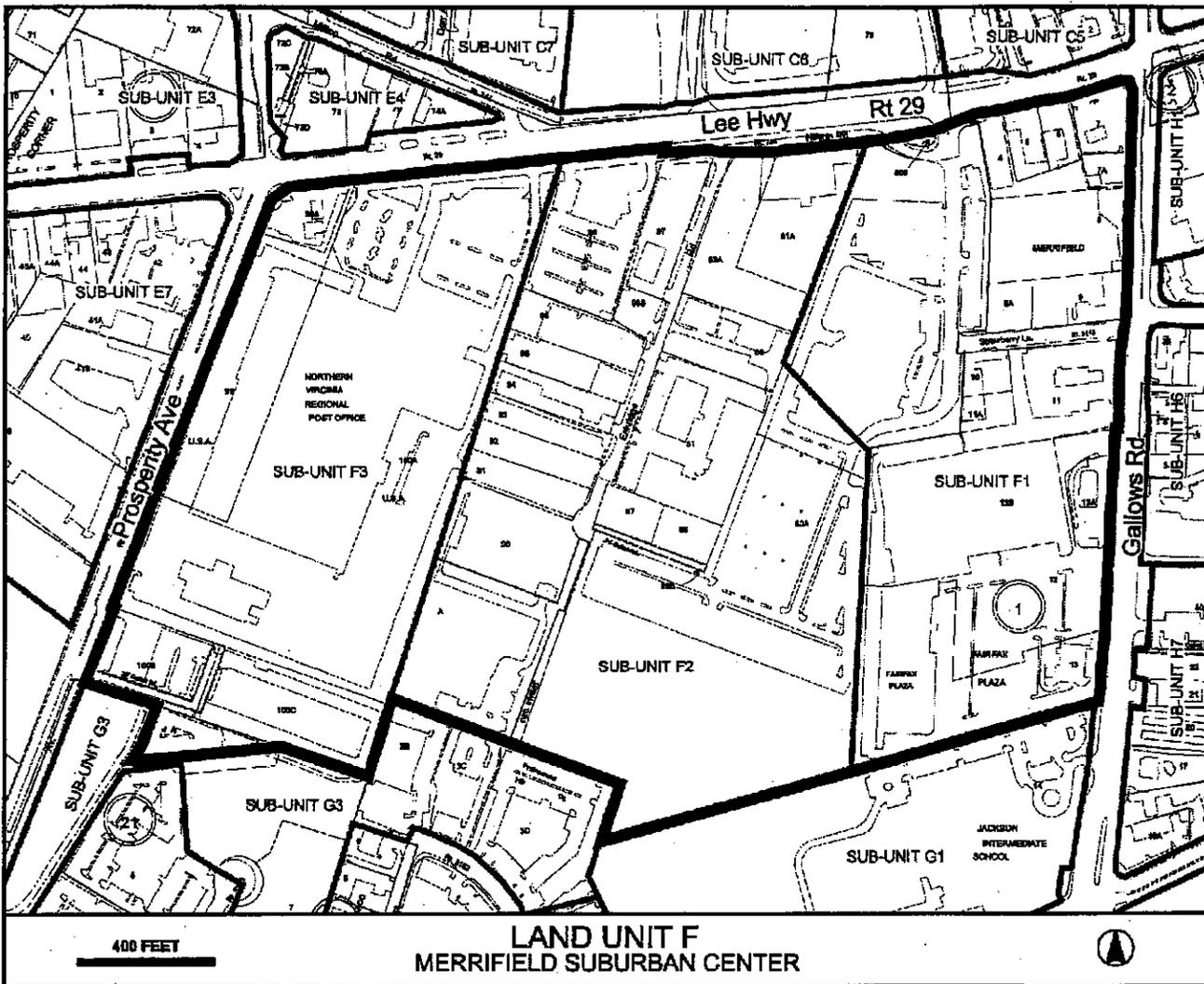


FIGURE 27

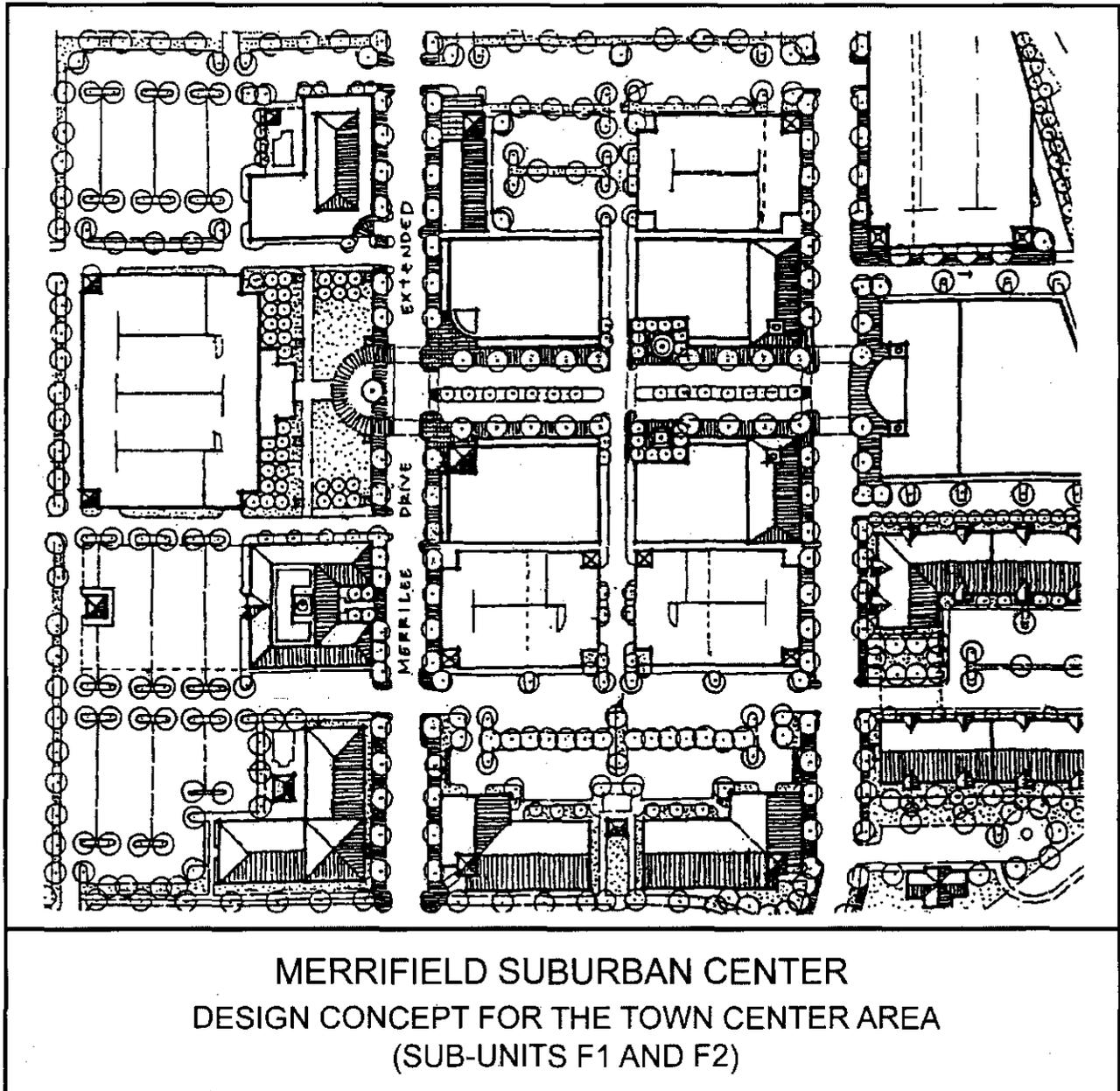


FIGURE 28

This portion of Parcel 80A could be developed with office or a new theater complex. Any new development should be designed in a manner consistent with the town center concept.

Any modification, expansion, and/or reuse of the existing buildings should be consistent with guidelines for Existing Uses and Buildings under the Area-Wide Land Use section. Any additional development in Sub-unit F1 and F2 at this base level should have consolidation or a coordinated development plan that provides for circulation improvements and streetscape improvements, as well as addresses urban design and other planning objectives which include implementing the town center concept. Also for any additional development at this base level on property in Sub-Units F1 and F2 abutting Sub-Unit G1, inter-parcel access between these sub-units should be considered and provided if needed to improve access to the school.

Option 1: As an option, in both Sub-units F1 and F2, redevelopment within these sub-units to office and retail up to .65 FAR may be appropriate if the redevelopment creates a component of the envisioned "Town Center." The retail component should comprise, at a minimum, 30% of the total development. Any development proposal under this option must address all applicable Area-Wide recommendations as well as the following guidelines.

- Consolidations of at least eight contiguous acres are encouraged. As an alternative, coordinated development plans with a combined land area of at least eight acres may be appropriate if the consolidation objectives are met. In any instance, it must be demonstrated that any unconsolidated parcels are able to develop in conformance with the Plan as described under the Land Use Guidelines in the Area-Wide Land Use section.
- Development proposals in these sub-units should provide for or contribute to road improvements as described in the Transportation Section of the Area-Wide recommendations. This area's recommended grid street system includes: the Eskridge Road extension south to Williams Drive and its realignment with Merrilee Drive to the north; the improvement of Strawberry Lane and its extension to Eskridge Road; the movie theater access road to connect with Williams Drive or Gatehouse Road. With the extension of the movie theater access road to either Williams Drive or Gatehouse Road, improvements to the intersection of Route 50/Williams Drive/Service Road should be made. Within this area, at least one road should function as the "Festival Street" that will have a concentration of retail and pedestrian activity (i.e., plazas, retail browsing areas and outdoor dining). See Figure 28 for an illustration of the grid system with the "Festival Street." Since a key transportation issue is the improvement of Eskridge Road and its realignment to Merrilee Drive, all development proposals under this option should contribute towards the Eskridge Road improvement in addition to providing other road improvements that improve circulation within this and adjacent areas as recommended in the Area-wide Transportation section.
- Development proposals should provide for inter-parcel access as well as other improvements that improve circulation within this and adjacent sub-units. For example, development proposals in Sub-Units F1 and F2 that abut Sub-Unit G1 should provide inter-parcel access to Sub-Unit G1 if needed to provide access to the school.
- Buildings should have retail and service uses located on the ground level that are designed to have a pedestrian orientation.
- Development should be designed with a pedestrian orientation, including open space amenities such as public plazas or greens as described under the Pedestrian and Transit Oriented Development Guidelines in the Urban Design section.
- Development should provide or contribute to the purchase of one to two acres of land for a public park within Sub-Units F1 and F2. This urban park should function as a public meeting and gathering place and should have a focal point such as a pavilion and/or fountain. As an alternative, this open space amenity could be a private facility if the space has public access and

- is available for public activities.
- Development should be designed with parking structures behind and/or under buildings.

Option 2: As an alternative to the office and retail option, mixed-uses with residential use and/or hotel use may be appropriate up to 1.2 FAR, if the redevelopment creates a component of the envisioned “Town Center.” Development proposals should be in conformance with the Area-Wide Recommendations for alternative uses (see the Area-Wide Recommendations, Land Use Guidelines), and development proposals under this option must address the previous option’s guidance, all applicable Area-Wide guidelines, as well as provide for the following:

- The alternative uses appropriate in this sub-unit are limited to residential, institutional, hotel, major entertainment uses, as well as retail and service uses. Only the portions of retail and service uses that exceed 20% of the total development’s square footage are considered alternative uses as described under the Alternative Use Guidelines. Retail and service uses may comprise up to 35% of the development’s square feet and may include employee amenities such as health clubs, day care and food services, all of which should be an integral part of the office, hotel and/or residential buildings.
- Major entertainment uses could include a “theater complex” and/or retail entertainment centers. These uses combined with retail and service uses should not exceed 55% of the development’s total square footage.
- Institutional, cultural, recreational, and/or governmental uses are encouraged within the Town Center and should be provided consistent with the Area-Wide guidance.
- If residential development is proposed, affordable dwelling units should be provided on-site or as indicated under the Land Use Guidelines in the Area-Wide Land Use Section.
- Any proposed residential development should demonstrate that it is an integral component of the Town Center through design, architecture, materials, access and parking and should create a viable living environment by providing recreation and other amenities for the residents as indicated under the Land Use Section of the Area-Wide Recommendations.

Height Limit: Under the options, maximum building height is 95 feet when development is not integrated with structured parking. In order to encourage structured parking to be located under buildings, a height bonus of up to 20 feet (or a maximum height of 115 feet) is appropriate when at least 2 levels of structured parking are provided under the building, either at or below grade. The building height bonus should be contingent on increasing the amount of open space amenities. See the Building Heights Map, Figure 16, and the Building Height Guidelines under the Area-Wide Urban Design section.

The following illustrative urban design plan shows an approach for creating a “sense of place” for the area south of Route 29 and west of Gallows Road, the new town center for the Merrifield Suburban Center (see Figure 28). The “sense of place” is provided through the creation of a “Festival Street,” which could be anchored at one end by the town green and at the other by a multiple screen theater. The Festival Street has wide sidewalks and pedestrian plazas fronting retail shopping and restaurants on the lower floors of the office buildings. It should be designed to foster both daytime and nighttime activity, reminiscent of the downtowns of earlier times and what has been achieved at other Town Centers such as the Reston Town Center. Residential areas are shown as ringing the southern boundary in this town center illustration. The purpose is to encourage more pedestrian activity by allowing people to live close to the town center’s shops, restaurants, theaters, offices, and parks.

The wide variety of land uses shown in this illustration, are integrated through both landscape and architectural transitions. Buildings front and address the street with finished facades that create the feeling of a mixed-use downtown. With attractive facades, low- to mid-rise building heights, and comparable building masses, non-residential uses can face residential uses across the street with no adverse impact. Where parking decks are located along a street, they are designed to incorporate street level retail as a mask to the garage behind, providing an appropriate transition to other uses. In some locations, formally landscaped green spaces provide transitions between non-residential and residential uses.”

Environment

Fairfax County Comprehensive Plan, 2007 Edition, Policy Plan, Environment, as amended through July 27, 2010, pages 7 to 21, the Plan states:

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

- Policy a. Maintain a best management practices (BMP) program for Fairfax County and ensure that new development and redevelopment complies with the County’s best management practice (BMP) requirements. . . .
- Policy j. Regulate land use activities to protect surface and groundwater resources.
- Policy k. For new development and redevelopment, apply better site design and low impact development (LID) techniques. . . .

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

Objective 3: Protect the Potomac Estuary and the Chesapeake Bay from the avoidable impacts of land use activities in Fairfax County.

- Policy a. Ensure that new development and redevelopment complies with the County's Chesapeake Bay Preservation Ordinance. . . .

Objective 4: Minimize human exposure to unhealthful levels of transportation generated noise.

- Policy a: Regulate new development to ensure that people are protected from unhealthful levels of transportation noise.
- Policy b: Reduce noise impacts in areas of existing development. . . .

Objective 13: Design and construct buildings and associated landscapes to use energy and water resources efficiently and to minimize short- and long-term negative impacts on the environment and building occupants.

Policy a. Consistent with other Policy Plan objectives, encourage the application of energy conservation, water conservation and other green building practices in the design and construction of new development and redevelopment projects. These practices can include, but are not limited to:

- Environmentally-sensitive siting and construction of development
- Application of low impact development practices, including minimization of impervious cover (See Policy k under Objective 2 of this section of the *Policy Plan*)
- Optimization of energy performance of structures/energy-efficient design
- Use of renewable energy resources
- Use of energy efficient appliances, heating/cooling systems, lighting and/or other products
- Application of water conservation techniques such as water efficient landscaping and innovative wastewater technologies
- Reuse of existing building materials for redevelopment projects
- Recycling/salvage of non-hazardous construction, demolition, and land clearing debris
- Use of recycled and rapidly renewable building materials
- Use of building materials and products that originate from nearby sources
- Reduction of potential indoor air quality problems through measures such as increased ventilation, indoor air testing and use of low-emitting adhesives, sealants, paints/coatings, carpeting and other building materials.

Encourage commitments to implementation of green building practices through certification under established green building rating systems (e.g., the U.S. Green Building Council's Leadership in Energy and Environmental Design (LEED®) program or other comparable programs with third party certification). Encourage commitments to the attainment of the ENERGY STAR® rating where applicable and to ENERGY STAR qualification for homes. Encourage the inclusion of professionals with green building accreditation on development teams. Encourage commitments to the provision of information to owners of buildings with green building/energy efficiency measures that identifies both the benefits of these measures and their associated maintenance needs. . .

Policy b. Ensure that zoning proposals for nonresidential development and zoning proposals for multifamily residential development of four or more stories within the Tysons Corner Urban Center, Suburban Centers, Community Business Centers and Transit Station Areas as identified on the Concept Map for Future Development incorporate green building practices sufficient to attain certification

through the LEED program or its equivalent, where applicable, where these zoning proposals seek at least one of the following:

- Development in accordance with Comprehensive Plan Options;
- Development involving a change in use from what would be allowed as a permitted use under existing zoning;
- Development at the Overlay Level; or
- Development at the high end of planned density/intensity ranges. For nonresidential development, consider the upper 40% of the range between by-right development potential and the maximum Plan intensity to constitute the high end of the range. . . .

Policy d. Promote implementation of green building practices by encouraging commitments to monetary contributions in support of the county's environmental initiatives, with such contributions to be refunded upon demonstration of attainment of certification under the applicable LEED rating system or equivalent rating system.

Policy e. Encourage energy conservation through the provision of measures which support nonmotorized transportation, such as the provision of showers and lockers for employees and the provision of bicycle parking facilities for employment, retail and multifamily residential uses."

COMPREHENSIVE PLAN MAP: Mixed Use and Retail and Other

LAND USE ANALYSIS

Use and Intensity The mixed use option in the Comprehensive Plan recommends that major entertainment uses, such as a theater complex, be provided. The original rezoning included a 70,000 to 120,000 theater use located on Parcel I at the southern end of the subject property. The proposed theater has been reduced in size and relocated to Parcel D. While no change to Parcel I in the Parcel Allocation Chart on the CDPA/FDPA is shown, the applicant has provided an exhibit showing the proposed residential uses for this parcel. The applicant proposes the same type of uses for Parcel A, Option 5 as in the other four approved options, but in a different configuration. The proposed changes to Parcels A and D will conform to the existing range of intensities by use and parcel as defined in the approved Parcel Allocation Chart.

Park Design The approved North Park is located on Parcel D. The applicant proposes a redesign of the park on the subject property. The Mosaic District portion of the park will connect to the existing park constructed as part of The Vantage at Merrifield mixed use development. The proposed design is shown on Sheet 14A of the CDPA/FDPA. The design shows a large lawn panel, potential kiosks, and a maximum 2,000 square foot, 20 foot tall stand alone retail building. The park will be programmed with a variety of public events such as outdoor concerts, horticulture shows,

book festivals, educational tours of the rain garden, and holiday displays. Café/restaurant seating will extend from the Parcel D building, proposed to contain a movie theater and retail/restaurant uses.

Streetscaping Several diagonal parking spaces are shown along District Avenue in front of North Park. In response to staff comments, the applicant has pulled back the bottom stair riser adjacent to these parking spaces and the sidewalk in order to provide a more direct path from pedestrian circulation.

The applicant has proposed to incorporate a flush roadway edge within The Mosaic District. Detail of this design has been provided on Sheet 14B, which shows a 1 to 2 foot wide paver section with contrasting texture and color separating the roadway from the landscape strip and sidewalk. Parallel parking spaces will also separate the roadway from pedestrians. This design helps to prioritize pedestrians over vehicles within the public space and makes the street available for public use. However, due to the significant traffic anticipated on the section of District Avenue inbetween Lee Highway and Strawberry Lane, staff requests that this street section incorporate a curb in order to ensure the safety of pedestrians.

Parking The Parking Tabulations for mixed use development, including Parcel A, Option 5, Parcel B, Option 2 and Parcel D, Option 2 show a parking requirement of 5,825 spaces. The tabulations show that the applicant proposes to provide 6,330 spaces which will be provided primarily as structure parking. The applicant has been encouraged to pursue a parking reduction or shared parking due to the mixed use nature of the development and the availability of a shuttle to the Dunn Loring Metrorail Station. The subject property is approximately one mile from the metro station.

The applicant has reserved the right to pursue a shared parking agreement in the future. It has submitted a parking reduction study to the county requesting an approximately 19.8 percent reduction for the retail, movie theater, office, hotel and restaurant uses for the site. The applicant would reserve the right to provide additional parking spaces beyond the requested required minimum.

With the exception of the one identified streetscaping issue, staff feels that the proposed changes to the approved rezoning for mixed use development are in conformance with the Comprehensive Plan.

ENVIRONMENTAL ANALYSIS

Green Building The Mosaic District rezoning was approved prior to the establishment of the County's green building policy. The applicant is encouraged to seek U.S. Green Building Council Leadership in Energy and Environmental Design (LEED) certification for the proposed buildings in Parcels A and D. The applicant has indicated that The Mosaic District was just awarded LEED ND (Neighborhood Design) Silver and that the buildings in Parcel A have been registered with USGBC for LEED certification. However, the applicant has stated that a proffer commitment to LEED certification will not be made.

Noise The applicant has submitted a refined acoustical analysis to the Department of Planning and Zoning for approval for the hotel use located in Parcel A. An acoustical analysis is required by the existing proffers to determine and mitigate any potential noise impacts from Lee Highway.

COUNTYWIDE TRAILS PLAN

The Countywide Trails Plan Map depicts a minimum 8 foot wide asphalt or concrete major paved trail along the subject property's Lee Highway (Route 29) frontage. The streetscaping dimensions along Lee Highway have not changed from the initial rezoning.

PGN: JRB



County of Fairfax, Virginia

MEMORANDUM

November 22, 2010

TO: William J. O'Donnell Jr., Planner II
Zoning Evaluation Division, DPZ

FROM: Todd Nelson, Urban Forester II
Forest Conservation Branch, DPWES 

SUBJECT: Merrifield Town Center; PCA 2005-PR-041 and FDPA 2003-PR-041

RE: Request for assistance dated November 10, 2010

This review is based upon the Conceptual Development Plan Amendment, Final Development Plan Amendment (FDPZ) 2003-PR-041, and Proffered Condition Amendment (PCA) 2005-PR-041 stamped "Received, Department of Planning and Zoning, November 4, 2010."

- 1. Comment:** The landscaping identified on sheet 12 does not reflect the proposed landscaping identified on sheet 14A.

Recommendation: The landscaping on sheet 12 should be revised to reflect the proposed landscaping identified on sheet 14A to avoid possible conflicts at site plan review.

Please contact me at 703 324-1770 if you have any questions.

TLN/
UFMID #: 153261

cc: RA File
DPZ File





County of Fairfax, Virginia

MEMORANDUM

DATE: December 9, 2010

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

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

FILE: 3-4 (RZ 2005-PR-041)

SUBJECT: Transportation Impact

REFERENCE: PCA 2005-PR-041; FDPA 2005-PR-041; Merrifield Mixed Use
Traffic Zone: 1527 (Mosaic at Merrifield)
Land Identification Map: 49-1 ((01)) 80A, 80B, 81A and 82A

Transmitted herewith are comments from the Department of Transportation with respect to the referenced application. These comments are based on the revised development plan dated December 15, 2010 and the submitted traffic impact study dated July 23, 2010.

The applicant proposes a Proffered Condition Amendment (PCA) for three purposes.

First, to create a second option for Parcel D. That is, to construct a three story building, with first floor retail and restaurant and with a 2nd and 3rd floor mezzanine used for an indoor movie theater. This new movie theatre would be smaller in scale to the previously approved theatre. The second amendment is to provide three additional options for parcel A. These options further specify the development details for retail, hotel and office. The third amendment is to adjust and clarify the parcel allocations.

The review of the Traffic Impact Analysis (TIA) was consistent with the conclusions of the previous TIA and the site's specified land uses will generate fewer PM and Saturday peak hour trips.

This department provides the following comments.

- VDOT's previous comments are resolved on plan sheets demonstrating the new Option 5.
- It is recommended the applicant provide some temporary additional surface parking for any overflow parking that may occur during the initial opening of the retail and/or grocery store.
- The parking structure in Land Bay A provides adequate pedestrian and vehicular separation with an adequate number of access points. A vehicular way finding system, internal to the garage, is anticipated in guidance to the pedestrian's destination. Also, noted is the close location and convenience of the parking garage to the pedestrian destinations. This relates to a high level of service, for such activity center pedestrian measures, such as the Pedestrian Urban Factor and the Pedestrian Environmental Condition.

AKR/ak C: Michele Brickner, Director DPWES

Fairfax County Department of Transportation
12055 Government Center Parkway, Suite 1034
Fairfax, VA 22035-5500
Phone: (703) 324-1100 TTY: (703) 324-1102
Fax: (703) 324 1450
www.fairfaxcounty.gov/fcdot





COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION

GREGORY A. WHIRLEY
COMMISSIONER

14685 Avion Parkway
Chantilly, VA 20151
(703) 383-VDOT (8368)
August 25, 2010

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

Re: PCA 2005-PR-041 Mosaic District (Merrifield Town Center)
Tax Map # 49-3((01)) 0080E, F, 0081A, 0082A & B
Chapter 527 Comments
Fairfax County

Dear Ms. Coyle:

VDOT has reviewed the above plan and traffic impact study submitted on July 23, 2010, and received on July 27, 2010. The subject site is located south of Route 29, west of Gallows Road (Route 650), and east of Eskridge Road. The supplemental study replaces the final version of the TIA, dated June 18, 2007, reflecting 225,000 gross square feet (GSF) of retail uses on Parcel A and 80,000 GSF of retail and office uses on Parcel D. This TIA establishes a total of 277,100 GSF of retail, office and hotel uses on Parcel A and a total of 73,100 GSF of retail and theatre uses on Parcel D. Access to the overall development would be provided generally consistent with the approved CDP/FDP. The proposed changes to Parcels A and D are expected to generate a net overall decrease of 38 fewer PM peak hour vehicle trips and 54 fewer Saturday peak hour vehicle trips upon completion and full occupancy when compared to the approved "Option C" plan.

The methodologies and assumptions used in the traffic impact analysis are based upon the results of a scope of work meeting held by VDOT and the locality. We have the following comments on the report. However, the nature of comments does not impact the recommendations.

1. Correct the Table 4-2 to Table 4-1 in the first paragraph of Page 51.
2. Retiming of individual signals can be an option; however, the impact of such an action should be analyzed for the entire corridor or network. It is possible the recommended signal timing/optimization may not be a functional solution due to network constraints.
3. Lee Highway (Rt. 29) is part of the NHS system, thus all appropriate requirements of access management and turn-lane lengths will have to meet AASHTO standards.

4. Improvements to roadway connections and adjustment to medians will need to meet the access management standards, VDOT regulations and design standards for minor arterials, collectors, and local streets. These design standards will govern the design of intersections, turn lanes, and entrances as well as providing spacing standards for entrances, intersections, crossovers, and traffic signals on minor arterials, collectors, and local streets.

In general, the TIA is found acceptable. Please contact me if you have any further questions regarding these comments.

Sincerely,



Kevin Nelson
Transportation Engineer

cc: Ms. Angela Rodeheaver

527Info2005-PR-041rz1MosaicDistMerrifieldtownCtr8-25-10RC



COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION

14685 Avion Parkway

Chantilly, VA 20151

(703) 383-VDOT (8368)

September 29, 2010

GREGORY A. WHIRLEY
COMMISSIONER

To: Ms. Regina Coyle
Director, Zoning Evaluation Division

From: Kevin Nelson
Virginia Department of Transportation – Land Development Section
703-383-2424

Subject: PCA/FDPA 2005-PR-041 Mosaic at Merrifield
Tax Map # 49-3((01))0081A, 82A & 82B
Fairfax County

All submittals subsequent to the first submittal shall provide a response letter to the previous VDOT comments. Submittals without comment response letters are considered incomplete and will be returned without review.

I have reviewed the above plan submitted on September 13, 2010, and received on September 14, 2010. I have no objection to the approval of this plan revision. The following comments will need to be addressed on the site plans:

1. On Parcel A, Option 1, only one entrance will be permitted on Eskridge Road.
2. No landscaping will be permitted within entrance sight lines or roadway clear zones. Separate landscaping approvals will be required for plantings within the public right of way.

cc: Ms. Angela Rodeheaver

fairfaxrezoningrz2005-PR-041rz5MerrifieldMixedUseLLC(Mosaic)9-29-10RC



County of Fairfax, Virginia

MEMORANDUM

DATE: November 18, 2010

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

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

SUBJECT: Eskridge (E&A) Development – PCA 2005-PR-041/FDPA 2005-PR-041

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, November 4, 2010”.

The applicant seeks to amend the proffers and the CDP/FDP to add a theatre development option to Parcel D, shift the Parcel D Building to the south to add more room for the park, provide another development option for Parcel A based on engineering to reflect current hotel, retail, and office use needs, and remove the parcel allocation chart in the proffers but leave it on the CDP/FDP to avoid PCAs in the future.

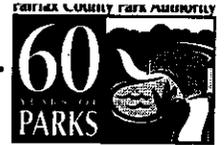
Approval of these applications will help future the redevelopment of the Merrifield area.

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





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, PDD *SS*

DATE: October 21, 2010

SUBJECT: PCA 2005-PR-041 w/ FDPA 2003-PR-041
Tax Map Number(s): 49-3((1)) 80 A-D; 81A; 82 A&B

The Park Authority staff has reviewed the above referenced plan. Based on that review, staff has determined that this application bears no adverse impact on land or resources of the Park Authority.

FCPA Reviewer: Andy Galusha
DPZ Coordinator: Bill O'Donnell

Copy: Cindy Walsh, Director, Resource Management Division
Chron Binder
File Copy

Fairfax Water

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

**PLANNING & ENGINEERING
DIVISION**

Jamie Bain Hedges, P.E.
Director
(703) 289-6325
Fax (703) 289-6382

November 18, 2010

RECEIVED
Department of Planning & Zoning

NOV 29 2010

Zoning Evaluation Division

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

Re: PCA/FDPA 2005-PR-041
Merrifield Town Center
Tax Map: 49-3

Dear Ms. Coyle:

Fairfax Water is uniquely able to provide high-quality water service to the Merrifield Town Center development. In the past, water service to this site has been provided by the City of Falls Church Department of Public Utilities (City); however, the site is located in Fairfax County. We believe that future water service for the proposed redevelopment should be provided by Fairfax Water instead of the City for the following reasons:

1. Fairfax Water has an existing 24-inch water main in Gallows Road approximately 500 feet from the site. In Spring 2011, in conjunction with the Virginia Department of Transportation's (VDOT's) highway improvements to the Route 29/Gallows Road intersection, Fairfax Water will be installing a new 24-inch water main along Route 29 to Eskridge Road, as shown on the attached water system map. The proposed water main is scheduled to be in service by Fall 2011 and is capable of supporting the proposed development and providing multiple supply options and increased reliability.
2. Fairfax Water has a fully integrated transmission network allowing ample flow to be routed to the site from multiple independent sources. Fairfax Water's programmed investment in transmission and distribution system development provides the Merrifield site access to service through 24-inch diameter transmission mains from pumping facilities located at either Tysons Corner or Fair Oaks. As illustrated on the attached sketch, the Merrifield site has access to water storage facilities located at Tysons Corner, Penderwood, and Fairfax Hospital. Alternative supplies are available from a variety of additional sources including pumping facilities at Fairfax Circle or Annandale. Having a variety of

supply options increases service reliability, provides for sufficient domestic and fire protection capacity, and maintains adequate delivery pressure irrespective of demand.

3. Customers served by Fairfax Water enjoy the lowest commodity rate for water in the Washington Metropolitan area. Currently Fairfax Water customers pay \$1.93 per 1,000 gallons while the City's customers pay \$3.03 per 1,000 gallons.
4. Although not currently doing so, in the past the City has charged a higher rate to its customers located in Fairfax County than to its customers located in the City.
5. Fairfax Water operates as a true enterprise fund. All water system revenues are returned to the water system to support infrastructure reinvestment and system improvements.
6. Fairfax Water is governed by a Board appointed by the Fairfax County Board of Supervisors. Citizens of Fairfax County whose water service is provided by the City have no representation in the decisions made regarding the water system that serves them.
7. Fairfax Water owns and operates two state of the art treatment facilities, sourced by two separate watersheds, the Occoquan Reservoir and the Potomac River. These plants produce superb quality water that meets and surpasses all current and anticipated regulations.

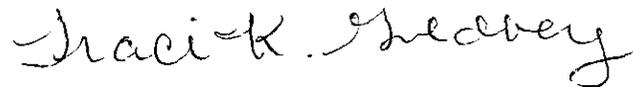
As you may know, there is no legal impediment to Fairfax Water's serving this property. All previous legal disputes between Fairfax Water and the City have now been resolved. Under a consent decree entered February 25, 2010 in the Circuit Court of Fairfax County, the City agreed that Fairfax Water may provide water service anywhere within the City's previous service area in Fairfax County, and that the City would not unreasonably interfere with the ability of any customer or developer to obtain service from Fairfax Water.

As the Merrifield area undergoes transformation and redevelopment, the increased land-use density and investment warrant public infrastructure commensurate with the high standards of Fairfax County. Accordingly, the proposed project should be served by the highest level of water service available. Again, Fairfax Water is uniquely able to provide that level of service.

Regina Coyle
November 18, 2010
Page Three

If you have any questions regarding this information, please contact Dave Guerra
Chief, Plan Review at (703) 289-6343.

Sincerely,

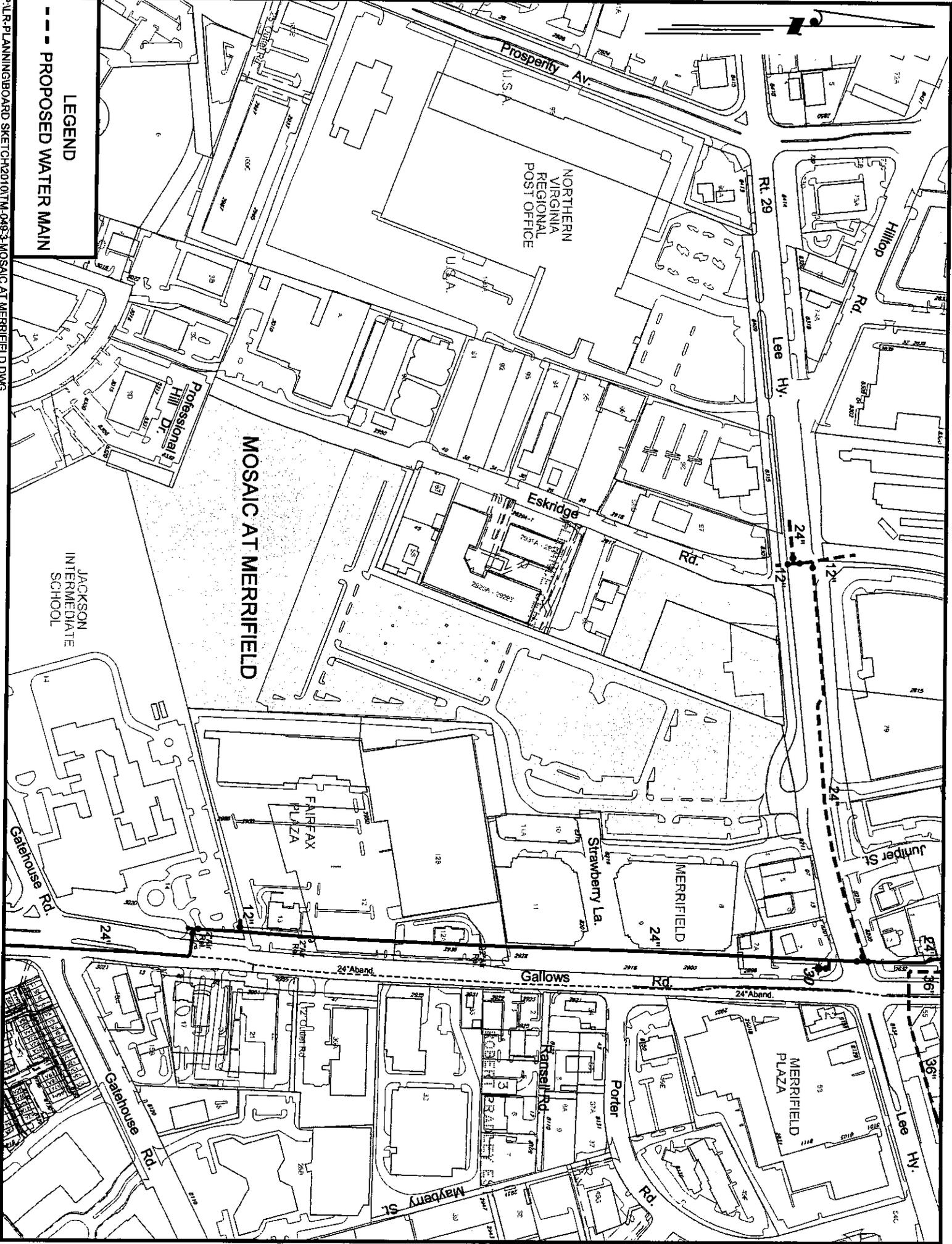
A handwritten signature in cursive script that reads "Traci K. Goldberg". The signature is written in black ink and is positioned above the typed name.

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

Enclosures (as noted)
cc: Philip C. Champagne, VIK
Steven F. Teets, Edens & Avant

--- PROPOSED WATER MAIN

LEGEND



MOSAIC AT MERRIFIELD

NORTHERN VIRGINIA REGIONAL POST OFFICE

JACKSON INTERMEDIATE SCHOOL

MERRIFIELD

MERRIFIELD PLAZA

Gallows Rd

Lee Hy

Porter Rd

Mayberry St

Galehouse Rd

Galehouse Rd

Juniper St

Strawberry La.

Eskridge Rd

Lee Hy

Hilltop Rd

Rt 29

Prosperity Av

Professional Hill Dr

FAIRFAX PLAZA



County of Fairfax, Virginia

MEMORANDUM

DATE: August 6, 2010

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

FROM: Eric Fisher, GIS Analyst III
Information Technology Section
Fire and Rescue Department

SUBJECT: Fire and Rescue Department Preliminary Analysis of Proffered Condition
Amendment/Final Development Plan Amendment Application
PCA/FDPA 2005-PR-041

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

1. The application property is serviced by the Fairfax County Fire and Rescue Department Station #430, Merrifield
2. After construction programmed _____ this property will be serviced by the fire station _____
3. In summary, the Fire and Rescue Department considers that the subject rezoning application property:
 - a. currently meets fire protection guidelines.
 - b. will meet fire protection guidelines when a proposed fire station becomes fully operational.
 - c. does not meet current fire protection guidelines without an additional facility; however, a future station is projected for this area.
 - d. does not meet current fire protection guidelines without an additional facility. The application property is _____ of a mile outside the fire protection guidelines. No new facility is currently planned for this area.





County of Fairfax, Virginia

MEMORANDUM

DATE: August 16, 2010

TO: Staff Coordinator
Zoning Evaluation Division
Department of Planning & Zoning

FROM: Lana Tran (Tel: 703 324-5008)
Wastewater Planning & Monitoring Division
Department of Public Works & Environmental Services

SUBJECT: Sanitary Sewer Analysis Report

REFERENCE: Application No. PCA/FDPA2005-PR-041
Tax Map No. 049-3 /01/0080E, 0080F, 0081A, 0082A, 0082B

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

1. The application property is located in the Accotink Creek (M-2) watershed. It would be sewerred into the Noman M. Cole Treatment Plant (NMCPCP).
2. Based upon current and committed flow, there is excess capacity in the NMCPCP. For purposes of this report, committed flow shall be deemed that for which fees have been paid, building permits have been issued, or priority reservations have been established by the Board of Supervisors. No commitment can be made, however, as to the availability of treatment capacity for the development of the subject property. Availability of treatment capacity will depend upon the current rate of construction and the timing for development of this site.
3. An existing 8" inch line located in the street is adequate for the proposed use at this time.
4. The following table indicates the condition of all related sewer facilities and the total effect of this application.

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

5. Other pertinent information or comments:

Department of Public Works and Environmental Services
Wastewater Planning & Monitoring Division
12000 Government Center Parkway, Suite 358
Fairfax, VA 22035-0052
Phone: 703-324-5030, Fax: 703-324-3946





County of Fairfax, Virginia

MEMORANDUM

DATE: September 20, 2010

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

FROM: Sharad Regmi, Senior Engineer III
Environmental and Site Review Division
Department of Public Works and Environmental Services

SUBJECT: Conceptual/ Final Development Plan Amendment dated August 23, 2010, Rezoning Application # RZ 2005-PR-041, Tax Map #049-3-01-0080-A, and 0080-B Merrifield Town Center, Providence District

We have reviewed the subject C/FDPA and offer the following comments related to stormwater management:

Chesapeake Bay Preservation Ordinance (CBPO)

There is no mapped Resource Protection Area on the Site.

The applicant has shown on the CDPA/FDPA that they will provide 40% phosphorous removal. Approved proffer XI.1.B commits to provide a minimum of 40% phosphorous removal with best effort to provide phosphorous removal efficiency between 40% and 47%.

The applicant indicates that stormwater management for the Site will be provided in underground StormFilter™ BMP facilities. These types of underground BMP facilities, based on the vault design, are underground stormwater facilities that require a Public Facilities Manual (PFM) waiver by the Board of Supervisors (Board) to be located in residential areas. In accordance with PFM 6-0303.8, a PFM waiver to use underground stormwater management facilities located in residential development was approved by the Board on November 30, 2006 (0561-WPFM-002-3). However, only two underground detention vaults and two underground StormFilter™ systems were shown on the approved C/FDP. This CDPA/FDPA proposes three underground detention vaults and three underground StormFilter™ systems. The third set of new underground detention vault and underground StormFilter™ systems are proposed in Strawberry Lane.

The Strawberry Lane underground vault systems serve to restaurant, cinema, office, and retail but not to residential developments area. Applicant has provided a detailed analysis that demonstrate that there is no further additional burden of maintenance and future replacement cost to the prospective homeowners due to the new underground detention vault and underground StormFilter™ systems in the Strawberry Lane. Therefore, staff believes that reaffirmation of the prior approved PFM waiver to use underground stormwater management facilities in residential development subject to conditions dated 11/30/2006 is sufficient.

Floodplain Regulations

There is no regulated 100-yr floodplain on the site.

Stormwater Detention

There is an approved waiver to allow underground detention vaults located in the residential development in accordance with PFM 6-0303.8. See comments above.

The applicant has indicated on the CDPA/FDPA that stormwater detention will be designed to provided a release rate at that from the site as if it were undeveloped and in a "good forested" condition. Approved proffer XI.1.A commits to the higher level of water quantity control that is above the minimum PFM requirements for the project.

Site Outfall

The site plan for the project will be subject to the stormwater outfall provisions as per PFM 6-0300 and PFM 6-1300.

Downstream Drainage Complaints

There are no relevant drainage complaints on file along the outfall from the site.

Additional Comments

Approved proffer XI.1.C commitments the applicant to constructing a green roof of 20,000 square feet on the building on either Parcel A, B or D.

If you have any questions, or need further assistance, please contact me at 703-324-1720.

cc: Steve Aitcheson, Director, Stormwater Planning Division, DPWES
Jeremiah Stonefield, Chief, Stormwater and Geotechnical Section, ESRD, DPWES
Zoning Application File (0561-ZONA-003-2)

PLANNED DEVELOPMENT DISTRICT REGULATIONS

PART 2 6-200 PDC PLANNED DEVELOPMENT COMMERCIAL DISTRICT**6-201 Purpose and Intent**

The PDC District is established to encourage the innovative and creative design of commercial development. The district regulations are designed to accommodate preferred high density land uses which could produce detrimental effects on neighboring properties if not strictly controlled as to location and design; to insure high standards in the lay-out, design and construction of commercial developments; and otherwise to implement the stated purpose and intent of this Ordinance.

To these ends, rezoning to and development under this district will be permitted only in accordance with a development plan prepared and approved in accordance with the provisions of Article 16.

6-202 Principal Uses Permitted

The following principal uses shall be permitted subject to the approval of a final development plan prepared in accordance with the provisions of Article 16, and subject to the use limitations set forth in Sect. 206 below.

1. Business service and supply service establishments.
2. Eating establishments.
3. Establishments for scientific research, development and training where assembly, integration and testing of products in a completely enclosed building is incidental to the principal use of scientific research, development and training.
4. Exposition halls and facilities to house cultural or civic events or conventions of political, industrial, fraternal or similar associations, with a minimum gross floor area of 100,000 square feet.
5. Financial institutions.
6. Garment cleaning establishments.
7. Hotels, motels.
8. Offices.
9. Personal service establishments.
10. Public uses.
11. Repair service establishments.
12. Retail sales establishments.
13. Theatres.

GLOSSARY

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Abbreviations Commonly Used in Staff Reports

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