



**APPLICATION ACCEPTED:** May 26, 2015  
**PLANNING COMMISSION:** November 19, 2015

# County of Fairfax, Virginia

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November 4, 2015

## **STAFF REPORT**

**FDP 2011-PR-011-3**

### **PROVIDENCE DISTRICT**

**APPLICANT:** Cityline Partners, LLC.

**EXISTING ZONING:** *PTC and HC*

**PARCEL(S):** 30-3 ((28)) C1 pt.

**ACREAGE:** 1.52

**FAR/DENSITY:** 3.33

**PLAN MAP:** Office

#### **PROPOSAL:**

To obtain Final Development Plan (FDP) approval of a 13-story office building with retail at the ground level.

#### **STAFF RECOMMENDATIONS:**

Staff recommends approval of FDP 2011-PR-011-3, subject to the proposed development conditions contained in Appendix 1.

It should be noted that it is not the intent of the staff to recommend that the Board, in adopting any conditions, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards; and that, should this application be approved, such approval does not interfere with, abrogate or annul any easements, covenants, or other agreements between parties, as they may apply to the property subject to this application

It should be 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.

RZ ADDENDUM RZ/FDP 2011-PR-011, FDP 2011-PR-011-02

RZ 2011-PR-010, PCA 92-P-001-09, PCA 92-P-001-10

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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 TTY 711 (Virginia Relay Center).

***Suzanne Wright***

*X:\DPZ\Tysons-Core\CASES\Taylor FDP FDP 2011-PR-011-03\Staff Report\Cover Sheet.doc*

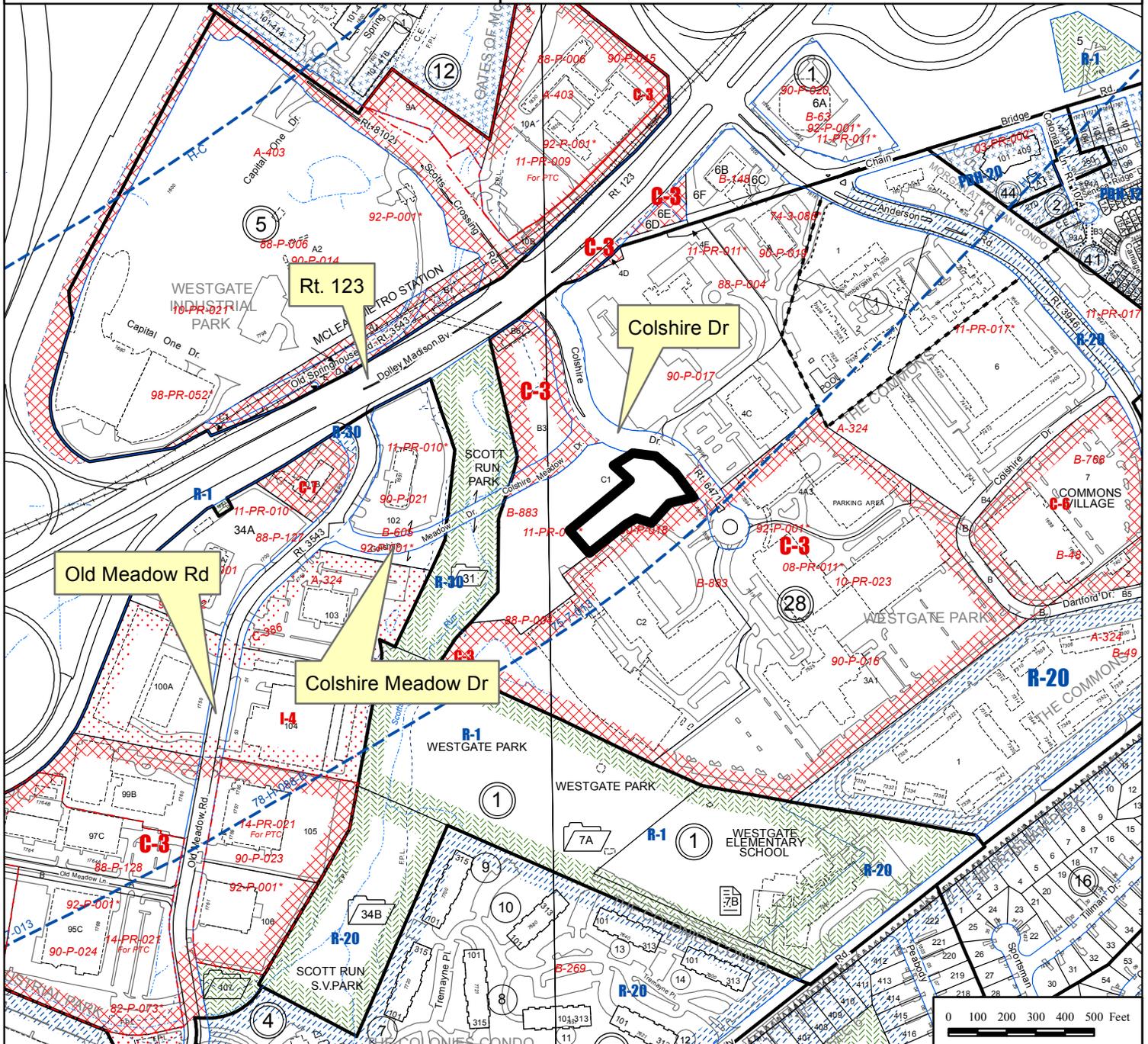
# Final Development Plan

FDP 2011-PR-011-03



Applicant: CITYLINE PARTNERS LLC  
Accepted: 05/26/2015  
Proposed: OFFICE WITH ACCESSORY RETAIL  
Area: 1.52 AC OF LAND; DISTRICT - PROVIDENCE  
Zoning Dist Sect: SOUTHWEST QUADRANT OF THE INTERSECTION  
Located: OF COLSHIRE DRIVE AND COLSHIRE MEADOW DRIVE

Zoning: PTC  
Overlay Dist: HC  
Map Ref Num: 030-3- /28/ / C1

























































































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

**DESCRIPTION OF THE APPLICATION**

This application seeks Final Development Plan (FDP) approval of one building, Building C, which was shown and approved in the Taylor Block on the Conceptual Development Plan (CDP) associated with RZ 2011-PR-011, Scotts Run South (SRS). The building is located at the corner of Colshire Drive and Colshire Meadow Drive and is just south of the Kiss and Ride for the McLean Metro Station. Located in the PTC Zoning District where development is expected to occur over an extended period of time, the building had received CDP approval, but requires further FDP approval from the Planning Commission in order to proceed.



**Figure 1 Aerial Imagery of FDP existing conditions**

**LOCATION AND CHARACTER**

The site is zoned Planned Tysons Corner (PTC) and is currently undeveloped. There is a fairly steep existing slope ranging from a low point of approximately 335 feet at Colshire Meadow and

Colshire Drives to a high point of 372 feet at the southern property line. The site is vegetated with some sparse landscaping trees and grass. The site is directly north of an existing driveway that serves the two Northrup Grumman office buildings via Colshire Drive.



Figure 2 View of existing site from intersection of Colshire and Colshire Meadow Drive (Source: Google Maps)

| <b>SURROUNDING AREA DESCRIPTION</b> |   |               |                 |
|-------------------------------------|---|---------------|-----------------|
| <b>Direction</b>                    | <b>Use</b>                                      | <b>Zoning</b> | <b>Plan Map</b> |
| <b>North</b>                        | Vacant<br>(Future Building B, Taylor Block/SRS) | PTC           | Office          |
| <b>South</b>                        | Office (Northrup Grumman)                       | C-3           | Office          |
| <b>East</b>                         | Office<br>(MITRE 4, under construction)         | PTC           | Office          |
| <b>West</b>                         | Vacant<br>(Future Building C, Taylor Block/SRS) | PTC           | Office          |

**BACKGROUND**

**Site History:**

The site was previously a part of the West\*Gate office park and subject to the plans and proffers associated with RZ 92-P-001 and its subsequent PCA applications. However, those plans and proffers were superseded by RZ 2011-PR-011, Scotts Run South (formerly called Scotts Run Station South), as approved by the Board of Supervisors on April 9, 2013. The

approval created seven new blocks, including the Taylor Block. The Taylor Block included approval for about 1,000,000 SF in three buildings including two office buildings and one residential building. Overall, RZ 2011-PR-011 included over 5,000,000 SF of mixed-use development including office, hotel, residential and retail uses. The Clerk's Letter and accepted proffers can be found in Appendix 4.

## **COMPREHENSIVE PLAN PROVISIONS** (Appendix 5)

### **Plan Area:**

Area II

### **Planning District:**

Tysons Corner Urban Center

### **Tysons Corner Urban Center District:**

Tysons East (Colshire Sub-district)

In the Fairfax County Comprehensive Plan, 2013 Edition, Area II, Tysons Corner Urban Center, District Recommendations, as amended through April 29, 2014, on Pages 150-157, the Plan, as applied to the application area, states the following:

#### ***Tysons East***

*Tysons East serves as a signature gateway for those coming to Tysons from the east. The defining focus of Tysons East will be Scotts Run Stream Valley Park, which is envisioned to be a great urban park and natural resource amenity surrounded by a mix of uses including office, residential, hotel, support retail and services. In addition, the area is a good location for institutional and public uses, such as educational and recreational facilities.*

*Scotts Run Stream Valley Park will be expanded through the stream valley and in adjacent areas to provide better access and connectivity throughout the Tysons East District. The park will become a major linear urban park and trail system with a variety of landscapes including wooded hills, meadows and ponds. It will provide a range of experiences, such as enjoying the outdoors and scenery, arts, performances and programs or participating in recreation. Intimate gardens with shady places of retreat could provide relief and gathering places for families, visitors and workers in Tysons.*

*Public and institutional facilities such as professional education, recreational, health and sports amenities should be located in this district. These amenities will be essential for attracting "creative class" households whose jobs could be located in Tysons.*

*The district is composed of four interconnected subdistricts, with all but one having direct access to Scotts Run. There are two office mixed use subdistricts and two urban residential*

*subdistricts. One of the office mixed use subdistricts is Scotts Run Crossing, which is north of Route 123 abutting the Tysons East Metro station; the other is the Colshire Subdistrict south of Route 123. The two residential mixed-use subdistricts are Old Meadow and Anderson.*

*Guidance for evaluating development proposals in each subdistrict is contained in the Areawide Recommendations and the following subdistrict recommendations. Redevelopment options are dependent on the degree to which necessary public infrastructure can be provided and Plan objectives and development conditions set forth in the areawide and subdistrict guidance can be satisfied by development proposals.*

### **SCOTTS RUN CROSSING AND COLSHIRE SUBDISTRICTS**

*The Scotts Run Crossing Subdistrict is comprised of about 58 acres and is bounded by the Dulles Airport Access Road (DAAR) on the north, Route 123 on the east and south, and the Capital Beltway on the west. The Colshire Subdistrict is comprised of about 50 acres and is bounded by Route 123 on the north, Scotts Run on the west, the Anderson Subdistrict on the east and the East Side District on the south.*

#### *Redevelopment Option*

*Both subdistricts are planned to substantially redevelop with a mix of uses, with office as the predominant use. Each subdistrict is envisioned to become a mixed use area with an increased intensity and diversity of land use including more office and the addition of hotel, residential, support retail, and public and institutional uses. Because a key feature in both subdistricts is Scotts Run, redevelopment proposals should be designed in a manner that ensure this open space will become a more accessible resource-based urban park and areawide amenity. Redevelopment in these subdistricts should also contribute to stream and riparian buffer restoration efforts along Scotts Run.*

*To achieve this vision, development proposals should address the Areawide Recommendations and provide for the following.*

- As indicated above, the vision for these subdistricts is to redevelop with significantly more intense office development, with the highest intensities near the Metro station. These subdistricts are also envisioned to become more diverse in land uses, to include hotel, residential and support retail uses. The intensities and land use mix should be consistent with the Areawide Land Use Recommendations.*
- Logical and substantial parcel consolidation should be provided that results in well-designed projects that function efficiently on their own, include a grid of streets and public open space system, and integrate with and facilitate the redevelopment of other parcels in conformance with the Plan. In most cases, consolidation should be sufficient in size to permit redevelopment in several phases that are linked to the provision of public facilities and infrastructure and demonstrate attainment of critical Plan objectives such as TDM mode splits, green buildings and affordable/workforce housing. If consolidation cannot be achieved, as an alternative, coordinated proffered development plans may be provided as indicated in the Areawide Land Use Recommendations.*

- *In these subdistricts, the goal for assembling parcels for consolidation or coordinated proffered development plans is at least 20 acres. A consolidation of less than 20 acres should be considered if the performance objectives for consolidation in the Land Use section of the Areawide Recommendations are met.*
- *When a consolidation includes land located in the first intensity tier (within 1/8 mile of a Metro station), it should also include land in the second intensity tier (between 1/8 and 1/4 mile of a station), in order to ensure connectivity to the Metro station.*
- *Redevelopment should occur in a manner that fosters vehicular and pedestrian access and circulation. Development proposals should show how the proposed development will be integrated within the subdistrict as well as the abutting districts/subdistricts through the provision of the grid of streets...*
- *In the Colshire Subdistrict, a major circulation improvement is the extension of Colshire Meadow Drive to Chain Bridge Road, the location and configuration of which may be adjusted at the time of development approval. Redevelopment along this alignment should provide the necessary right-of-way.*
- *For both subdistricts, other streets (creating urban blocks) as well as other pedestrian and bike circulation improvements should be provided to improve connectivity. The ability to realize planned intensities will depend on the degree to which access and circulation improvements are provided consistent with guidance in the Areawide Urban Design and Transportation Recommendations.*
- *Publicly accessible open space and urban design amenities should be provided consistent with the Areawide Urban Design Recommendations and the urban park and open space standards in the Areawide Environmental Stewardship Recommendations.*
- *When redevelopment includes a residential component, it should include recreational facilities and other amenities for the residents, as well as affordable/workforce housing as indicated in the Areawide Land Use Recommendations.*
- *Public facility, transportation and infrastructure analyses should be performed in conjunction with any development application. The results of these analyses should identify necessary improvements, the phasing of these improvements with new development, and appropriate measures to mitigate other impacts. Also, commitments should be provided for needed improvements and for the mitigation of impacts identified in the public facility, transportation and infrastructure analyses, as well as improvements and mitigation measures identified in the Areawide Recommendations.*
- *In addition, a specific public facility need is the provision of a fire station; this facility should be accommodated in this area's redevelopment.*
- *Building heights in these subdistricts range from 105 feet to 400 feet, depending upon location, as described below and conceptually shown on the Building Height Map in the Areawide Urban Design Recommendations.*



Building C

The application proposes a single 13-story office building with up to three levels of underground parking and up to four levels of above-grade level parking. The tower sits at the corner of Colshire Drive and Colshire Meadow Drive with the underground parking located both under the tower and extending past the tower footprint into areas associated with the park area and the future Building B.

The applicant proposes two alternatives for the garage, a *large garage option* and a *small garage option*. In the large garage option, the parking garage extends further west into the site, with 716 parking spaces provided.

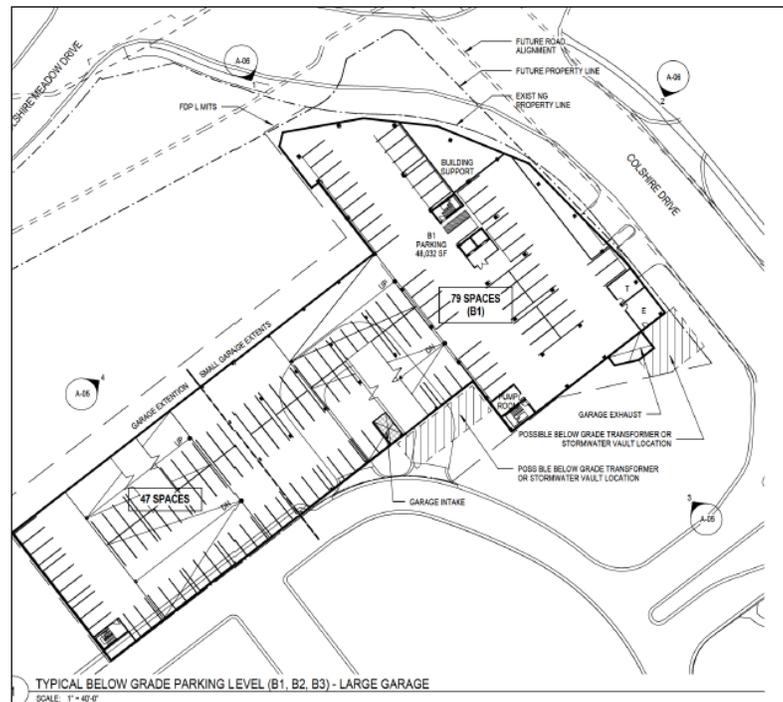


Figure 3 Large Garage Option (Source: FDP)

In the small garage option, the parking garage will have a smaller footprint with 491 parking spaces.

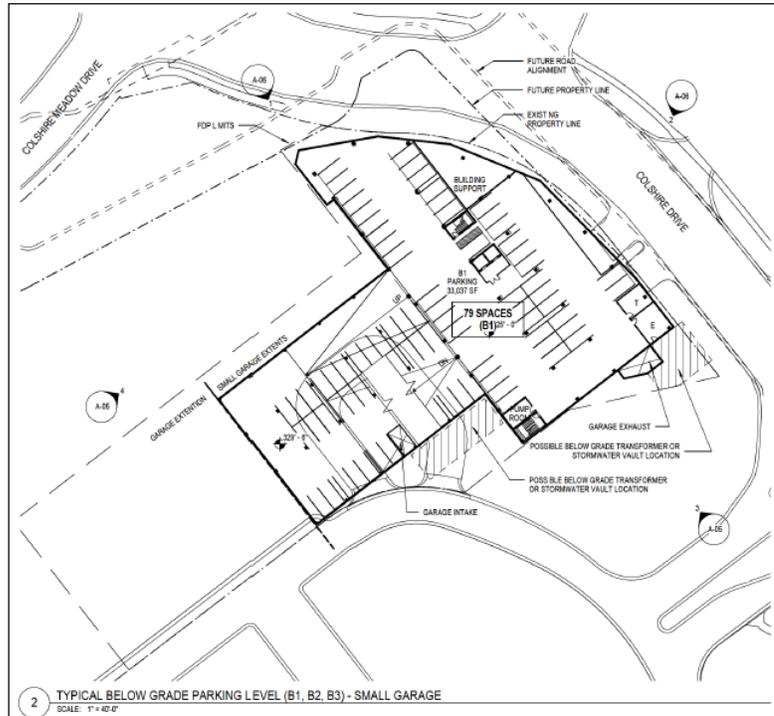


Figure 4 Small Garage Option (Source: FDP)

As shown on the CDP, the areas to the rear of Buildings A, B, and C on the Taylor Block are to be designed to incorporate a parking structure serving the entire block, which will be located under a park space. The exact design and operational details for the parking structure will be determined once all three buildings on the block are constructed.

|              | Use                             | Height range (min-max) | Maximum Office Square Footage for Building C | Maximum Retail Square Footage |
|--------------|---------------------------------|------------------------|--|-------------------------------|
| Approved CDP | Office with ground level retail | 163-189                | 255,200                                      | 15,080*                       |
| Proposed FDP | Office with ground level retail | 163                    | 209,000                                      | 7,100 within Building C       |

\*for entire Taylor Block

Road Network and Access

There are no new roads proposed with this application, which is consistent with the approved CDP. Loading and parking entrances are proposed from Colshire Drive. A private offsite existing driveway will also be used from Colshire Drive to access a circular vehicular plaza near the rear of the building.



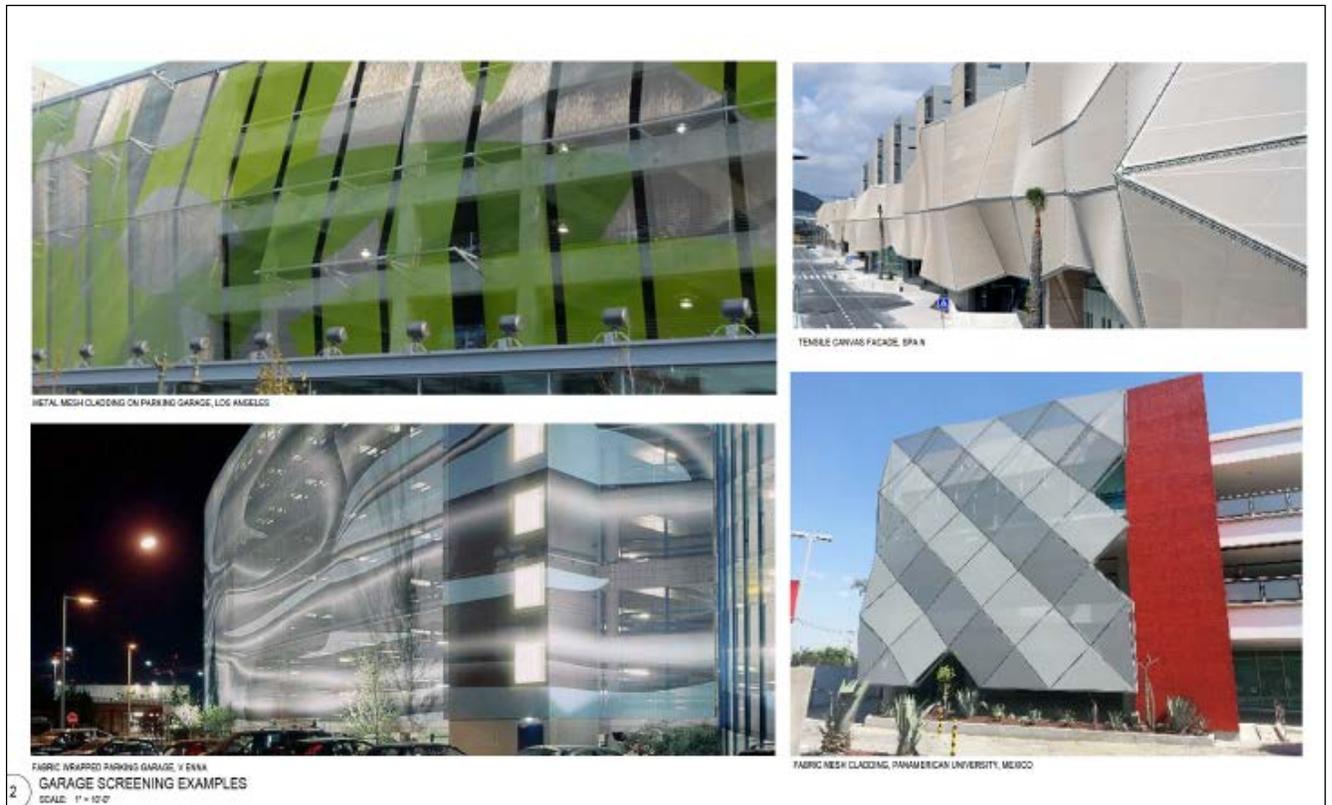


Figure 6 Garage Treatment Precedents (Source: FDP)

In addition, Colshire Drive is to be ultimately realigned based on commitments approved under RZ 2011-PR-011. These commitments are tied to the construction of other buildings within Scotts Run South. Along Colshire Drive, the applicant has therefore shown two alternatives. As noted above, there is currently a pronounced curve in the street which will ultimately be straightened. Therefore, prior to the realignment and straightening of Colshire Drive, the streetscaping will generally adhere to the urban streetscape standards with building zones ranging from 4 to 11 feet, a sidewalk width of at least 6 feet, and a landscape amenity panel of at least 6 feet in width. Generally, widths are greater for all the zones on Colshire Meadow Drive.



Figure 7 Interim Park/Landscape Plan (Source: FDP)



Figure 8 Ultimate Park/Landscape Plan (Source: FDP)

In the ultimate condition, street trees are provided although the length of both streets and the corner is transformed into a park with focal feature at the corner.

Parks and Open Space

The FDP proposes to partially construct Taylor Park, which is to be located behind Buildings A, B and C on the Taylor Block and ultimately improved along with Buildings A and B. In addition, the applicant proposes to construct an interim expansion to this park, and ultimately the corner plaza at the corner of Colshire Meadow and Colshire Drive. Overall, this FDP shows 28,000

SF of park space in those areas. In addition, an interim park spaces is proposed adjacent to the parking structure which would remain until Building B is constructed.

### Stormwater Management

Stormwater is proposed to be treated through rainwater harvesting, green roofs, soil amendments, permeable pavement and urban bioretention tree pits. The site will retain the first inch of rainfall and also treat some of the offsite stormwater runoff along Colshire Drive.

### **Land Use Analysis** (Appendix 5)

The land uses proposed here are in conformance with both the approved CDP and the Comprehensive Plan. In addition, the heights, intensities and overall design of the building remain in conformance with the CDP. As such, there are no land use issues associated with this application.

### **Transportation Analysis** (Appendix 6)

Generally, the improvements committed to with RZ 2011-PR-011, including contribution rates to the transportation funds, transportation demand management (TDM) and road improvements continue with this application. Staff notes that the applicant's October 15, 2015 FDP demonstrated that loading vehicles will not impact the sidewalk or landscape amenity panels when parked in the loading bay. Vehicles using the loading bay would be visible from the sidewalk, but given the loading bay's location away from the public spaces and outdoor activities, combined with the provision of the full streetscape section, staff finds the proposed design acceptable.

However, it appears from the auto turn analysis in the October submission that the WB-50 vehicle will run over the curb (and into the sidewalk) across the street (at MITRE 4) as it backs into the loading spaces. The applicant has since submitted supplemental information which indicates that there will be no impact on the curb or sidewalk. Nevertheless, staff still recommends that at the time of site plan, the applicant demonstrate that no sidewalks will be impacted by any turning movement. With the implementation of the staff proposed development condition, this issue is resolved. It should be noted that the applicant must remain in substantial conformance with the FDP. Should any future auto turn analyses indicate an issue which requires changes to the FDP that are not in conformance with the layout approved under this FDP, the applicant will need to submit a FDPA.

Staff also notes, as described in the Fairfax County Department of Transportation memorandum, that Building C falls within the 1/8 mile range from the Metro station but that the accepted proffers show only buildings within the 1/4 mile range for purposes of calculating trip reduction goals. The applicant is therefore encouraged to achieve the higher reduction goals associated with the 1/8 mile ring in order to meet the overall TDM goals.

As noted earlier, the straightening and realignment of Colshire Drive is not triggered by this building in the approved proffers. Therefore, as discussed above, the treatment at the corner of the sidewalk and park area is considered interim. However, the straightening of Colshire Drive is triggered by another pending FDP application, FDP 2011-PR-011-04 (also known as

the Johnson II block), and therefore the applicant has shown the straightening and realignment of Colshire Drive on this application for informational purposes.

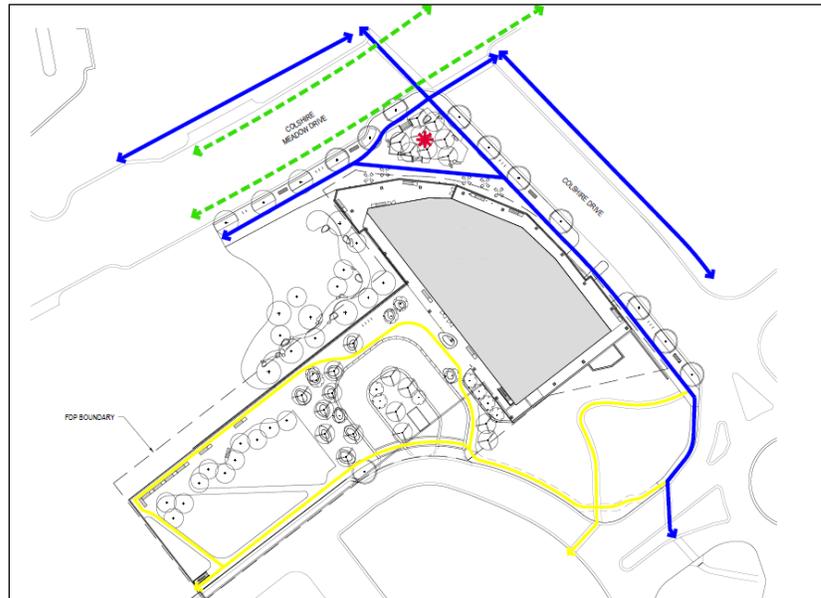


Figure 9 Ultimate Alignment of Colshire Drive (Source: FDP)

### Environmental Analysis (Appendix 7)

Staff notes that the proffers approved with RZ 2011-PR-011 require that the office building: demonstrate LEED silver certification prior to final bond release; provide at least one vehicle recharging station per CDP block; and reduce interior noise levels to no more than 50 dBA for office buildings. Staff finds that with these previous commitments, this application presents no outstanding environmental issues.

### Parks and Open Space Analysis (Appendix 8)

Per the CDP and proffers approved with RZ 2011-PR-011, construction of the corner park area at the corner of Colshire Drive and Colshire Meadow Drive is triggered by Taylor Building C. Specifically, Proffer 34 (D) requires the following:

*A Corner Park on the Taylor Block, containing approximately 8,930 square feet, as conceptually shown on Sheet L-10 of the CDP. The final park area shall be determined at time of FDP. The Corner Park shall be constructed with Taylor Building Site C. The Corner Park may include, but not be limited to, shaded and non-shaded seating areas, tables for dining and board games, and a focal element such as public art or a water feature.*

This corner park is shown on the FDP but can only be constructed upon realignment of Colshire Drive. Staff has proposed a Final Development Plan condition requiring that the ultimate park be constructed concurrently with realignment of the street.



Figure 10 Ultimate Corner Park Condition (Source: FDP)

In addition to the interim condition at the corner park, both the upper and lower terrace park spaces are provided as interim. The final conditions of all the park spaces surrounding the building would not occur until the construction of Buildings A and B. Therefore, the applicant has proposed to provide interim park space and landscaping and park/plaza space both adjacent to the vehicular turnaround (the upper terrace) and adjacent to the garage (lower terrace). The interim landscaping at the upper terrace will be provided as park space until its ultimate configuration with Buildings A and B. The landscaping provided at the lower terrace will be ultimately replaced with Building B. This FDP application will provide roughly 20,000 SF of park space in the upper terrace and roughly half that in the interim lower terrace. With the provision of these spaces and the implementation of the proposed condition requiring the corner park to be provided with Colshire Drive realignment, staff finds that the parks provided here are sufficient to meet the intent of the approved CDP and Comprehensive Plan.

It should be noted that the drop-off on the upper terrace will serve as fire access. Even with the proposed flush curb and bollards, the fire marshal will likely require the curbs to be painted yellow and appropriate signage to be posted. Staff has suggested a mountable curb as a more aesthetic solution in the area. The fire marshal's office has approved the design currently contained in the FDP, but staff has proposed a development condition recommending that the applicant present the mountable curb option at site plan.

**Public Facilities Analysis** (Appendices 10-14)

*Stormwater Analysis:* The applicant is meeting the expectations of the Stormwater Ordinance and the Comprehensive Plan. Therefore, there are no outstanding stormwater issues related to this application.

*Urban Forestry Analysis:* The applicant's October 2015 submittal satisfies the detail requirements for the plantings on this site. There are no outstanding issues relating to the urban forestry plan proposed with this FDP.

**ZONING ORDINANCE PROVISIONS** (Appendix 16)**Final Development Plan Approval (16-402)**

The Zoning Ordinance indicates that final development plans shall be prepared in accordance with the approved conceptual plan, any conditions adopted by the Board and the provisions of Sect. 502. In addition, staff notes that the proffers approved with RZ 2011-PR-011 also listed specific elements expected on the FDPs for Scotts Run South.

Staff finds that this FDP is in accord with the approved CDP and that the elements listed in Proffer 9 of RZ 2011-PR-011 were provided.

**Waivers/Modifications**

There are no new waivers and modifications requested with this FDP application. Waivers and modifications on the approved CDP continue with this FDP.

**Other Zoning Ordinance Requirements:*****Overlay District Requirements******Highway Corridor (HC) (Sect. 7-600)***

The Highway Corridor Overlay District limits certain uses on automobile oriented, fast service, or quick turn-over uses around certain high traffic areas, in this case, along Route 123. The uses that are so regulated are all permitted in the PTC zoned district, and staff has noted that the uses need to be shown on an FDP, subject to use limitations, for analysis. In this application, the notes indicate that fast food and quick service food stores are requested here. As these uses would be located entirely within the existing footprint of the building with no drive-in option, staff finds that the uses satisfy the HC use limitations. Specifically, the building meets the pedestrian and vehicular circulation standards as approved with the CDP, access is provided by the streets designed to meet the capacity of the uses, and appropriate auto-turn analysis has been provided to demonstrate that loading and vehicular access can be accommodated by the submitted design. In addition, no outdoor display of goods offered for sale is requested. Also, all other requirements of the PTC Zoning District are met. As such, staff finds the requirements of the highway corridor overlay district are met.

## **Summary of Zoning Ordinance Provisions**

All applicable standards have been satisfied with the proposed development conditions.

## **CONCLUSIONS AND RECOMMENDATIONS**

### **Staff Conclusions**

Staff finds that this application is in conformance with the CDP approved with RZ 2011-PR-011. In addition, staff finds that this application is in harmony with the Comprehensive Plan and in conformance with the applicable Zoning Ordinance provisions.

### **Recommendation**

Staff recommends approval of FDP 2011-PR-011-03 subject to the proposed development conditions in Appendix 1.

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.

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

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

## **APPENDICES**

1. Proposed Development Conditions
2. Affidavit
3. Statement of Justification
4. Clerk's Letter for RZ 2011-PR-011
5. Plan Citations and Land Use Analysis
6. Transportation Analysis
7. Environmental Analysis
8. Fairfax County Park Authority Analysis
9. Office of Community Revitalization Analysis
10. Stormwater Analysis
11. Urban Forestry Analysis
12. Water Analysis
13. Health Department Analysis
14. Sanitary Sewer Analysis

15. Zoning Ordinance Provisions
16. Glossary

**PROPOSED DEVELOPMENT CONDITIONS**

**November 4, 2015**

**FDP 2011-PR-011-3**

If it is the intent of the Planning Commission to approve Final Development Plan FDP 2011-PR-011-3 to allow an office building with retail as portion of a mixed used development associated with RZ 2011-PR-011 located on Tax Map 30-3 ((28)) C1, staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions. These conditions are in addition to the proffered commitments approved with RZ 2011-PR-011.

1. Any plan submitted pursuant to this final development plan shall be in substantial conformance with the approved FDP entitled "Taylor Building C," prepared by VIKA Virginia LLC. And Smithgroup JJR, and dated April 30, 2015 as revised through October 14, 2015, and these conditions. Minor modifications may be permitted pursuant to Sect. 16-402 of the Zoning Ordinance.
2. Should the ultimate design of the Corner Park located at Colshire Meadow Drive and Colshire Drive as shown on Sheets A-7A and L-04A of the FDP not be included as part of the site plan, it shall be demonstrated to the satisfaction of DPWES that the Corner Park is included as part of the Public Improvement Plan for the straightening of Colshire Drive and will be constructed with those road improvements.
3. Parking for the office use, as shown on the FDP, shall be subject to a parking management plan administered by the building owner. The parking management plan shall ensure that parking spaces provided in excess of maximum allowable requirements, and used on an interim basis by the tenants of Taylor Office Building C, shall be utilized by tenants in Taylor Office Building B, when constructed.
4. It shall be demonstrated at site plan review that the SU-30 and the WB-50 vehicles shall back in and pull out entirely within the roadway and shall not overrun any curbs or sidewalks.
5. During site plan review, an alternative design of the curbs on the upper plaza shall be demonstrated to determine if mountable curbs can be provided in lieu of the curbs and bollards currently shown.



# County of Fairfax, Virginia

## MEMORANDUM

Office of the County Attorney  
Suite 549, 12000 Government Center Parkway  
Fairfax, Virginia 22035-0064  
Phone: (703) 324-2421; Fax: (703) 324-2665  
www.fairfaxcounty.gov

**DATE:** October 28, 2015

**TO:** Suzanne Wright, Staff Coordinator  
Zoning Evaluation Division  
Department of Planning and Zoning

**FROM:** Jo Ellen Groves, Paralegal *JEG*  
Office of the County Attorney

**SUBJECT:** Affidavit  
Application No.: FDP 2011-PR-011-03  
Applicant: Cityline Partners LLC  
PC Hearing Date: 11/19/15  
BOS Hearing Date: Not yet scheduled

**REF.:** 129922

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 10/27/15, which bears my initials and is numbered 129922c, when you prepare the staff report.

Thank you for your cooperation.

Attachment

cc: (w/attach) Domenic Scavuzzo, Planning Technician I (Sent via e-mail)  
Zoning Evaluation Division  
Department of Planning and Zoning

REZONING AFFIDAVIT

DATE: October 27, 2015
(enter date affidavit is notarized)

129922c

I, Lynne J. Strobel, attorney/agent, do hereby state that I am an
(enter name of applicant or authorized agent)

(check one) [ ] applicant
[✓] applicant's authorized agent listed in Par. 1(a) below

in Application No.(s): FDP 2011-PR-011-03
(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 ADDRESS RELATIONSHIP(S)
(enter first name, middle initial, and last name) (enter number, street, city, state, and zip code) (enter applicable relationships listed in BOLD above)

Cityline Partners LLC 1651 Old Meadow Road, Suite 650 Applicant/Agent for Title Owner
McLean, VA 22102
Agents: Tasso N. Flocos
Thomas D. Fleury
Michael R. Pedulla
William C. Helm
Donna P. Shafer
Eric R. Maggio (former)

(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: October 27, 2015  
(enter date affidavit is notarized)

129922c

for Application No. (s): FDP 2011-PR-011-03  
(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.

| <b>NAME</b><br>(enter first name, middle initial, and last name)  | <b>ADDRESS</b><br>(enter number, street, city, state, and zip code) | <b>RELATIONSHIP(S)</b><br>(enter applicable relationships listed in <b>BOLD</b> above)   |
|---|---|--|
| Taylor Colshire Meadow LLC<br>Agents: Tasso N. Flocos<br>Thomas D. Fleury<br>Michael R. Pedulla<br>William C. Helm<br>Donna P. Shafer<br>Eric R. Maggio (former)  | 1651 Old Meadow Road, Suite 650<br>McLean, VA 22102                 | Title Owner of Tax Map 30-3 ((28)) C1 pt.  |
| Walsh, Colucci, Lubeley & Walsh, P.C.<br>Agents: Martin D. Walsh<br>Lynne J. Strobel<br>M. Catharine Puskar<br>Sara V. Mariska<br>G. Evan Pritchard<br>Andrew A. Painter<br>Matthew J. Allman<br>Jeffrey R. Sunderland<br>Elizabeth D. Baker<br>Inda E. Stagg<br>Amy E. Friedlander | 2200 Clarendon Boulevard, Suite 1300<br>Arlington, VA 22201         | Attorneys/Agents for Applicant<br><br>Attorney/Agent<br>Attorney/Agent<br>Attorney/Agent<br>Attorney/Agent<br>Attorney/Agent<br>Attorney/Agent<br>Attorney*/Agent<br>Planner/Agent<br>Planner/Agent<br>Planner/Agent |

\*Admitted in New York and California.  
Admission to Virginia Bar pending.

(check if applicable)

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

**Rezoning Attachment to Par. 1(a)**DATE: October 27, 2015  
(enter date affidavit is notarized)

129922c

for Application No. (s): FDP 2011-PR-011-03  
(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.

| <b>NAME</b><br>(enter first name, middle initial, and last name)   | <b>ADDRESS</b><br>(enter number, street, city, state, and zip code) | <b>RELATIONSHIP(S)</b><br>(enter applicable relationships listed in <b>BOLD</b> above) |
|--|---|--|
| VIKA, Incorporated<br>Agents: John F. Amatetti<br>Robert R. Cochran<br>P. Christopher Champagne  | 8180 Greensboro Drive, Suite 200<br>McLean, VA 22102                | Engineers/Planners/Agent   |
| VIKA Virginia, LLC<br>Agents: John F. Amatetti<br>Robert R. Cochran<br>P. Christopher Champagne<br>Andrea R. Crossett<br>Jessica L. Mack | 1420 Spring Hill Road, Suite 610<br>Tysons, VA 22102                | Engineers/Planners/Agent   |
| SmithGroupJJR, Inc.<br>Agents: Merrill D. St. Leger-Demian<br>Sven B. Shockey<br>Valerie E. Berstene<br>Stacy L. Libra                   | 1700 New York Avenue, NW, #100<br>Washington, DC 20006              | Architects/Agent   |
| M. J. Wells and Associates, Inc.<br>Agents: Robin L. Antonucci<br>William F. Johnson   | 1420 Spring Hill Road, Suite 610<br>Tysons, VA 22102                | Transportation Consultant/Agent  |

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

REZONING AFFIDAVIT

DATE: October 27, 2015  
(enter date affidavit is notarized)

129922c

for Application No. (s): FDP 2011-PR-011-03  
(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)  
Cityline Partners LLC  
1651 Old Meadow Road, Suite 650  
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 SHAREHOLDERS:** (enter first name, middle initial, and last name)

Member:

- (1) RECP IV Tysons Cityline Holdco, LLC

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g.

**President, Vice-President, Secretary, Treasurer, etc.)**

- Michael R. Pedulla, Co-President                      Eric R. Maggio, Former SVP/CFO
- William C. Helm, Co-President                      Tasso N. Flocos, SVP
- Donna P. Shafer, EVP
- Thomas D. Fleury, EVP

(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: October 27, 2015  
(enter date affidavit is notarized)

129922c

for Application No. (s): FDP 2011-PR-011-03  
(enter County-assigned application number (s))

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

(1) RECP IV Tysons Cityline Holdco LLC  
590 Madison Avenue, 8<sup>th</sup> Floor  
New York, NY 10022

**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)

Members:

- RECP IV Co-Investors A, L.P. (owns less than 10% of Cityline Partners LLC)
- (2) DLJ Real Estate Capital Partners IV, L.P.

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

Michael R. Pedulla, EVP  
William C. Helm, EVP

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

(3) Credit Suisse Group AG  
Paradeplatz 8  
Zurich, 8070 Switzerland

**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)

Publicly traded in Switzerland (SIX) and as American Depositary Shares (CS) in New York (NYSE)

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

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

**Rezoning Attachment to Par. 1(b)**

DATE: October 27, 2015  
(enter date affidavit is notarized)

129922c

for Application No. (s): FDP 2011-PR-011-03  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Taylor Colshire Meadow LLC  
1651 Old Meadow Road, Suite 650  
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 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.**)

- Members:  
(4) RECP IV WG Land Investors LLC  
(5) RECP IV WG Land Co-Investor A LLC  
(6) Cityline Executive Investors LLC

=====

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

- (4) RECP IV WG Land Investors LLC  
590 Madison Avenue, 8<sup>th</sup> Floor  
New York, NY 10022

**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)

- (7) RECP IV Tysons Land Investor Holdco LLC

=====

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

- Michael R. Pedulla, EVP  
William C. Helm, EVP

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

**Rezoning Attachment to Par. 1(b)**

DATE: October 27, 2015  
(enter date affidavit is notarized)

129922c

for Application No. (s): FDP 2011-PR-011-03  
(enter County-assigned application number (s))

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

(7) RECP IV Tysons Land Investor Holdco LLC  
590 Madison Avenue, 8<sup>th</sup> Floor  
New York, NY 10022

**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)

Sole Member:

(2) DLJ Real Estate Capital Partners IV, L.P.

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g.

**President, Vice-President, Secretary, Treasurer, etc.)**

Michael R. Pedulla, EVP  
William C. Helm, EVP

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

(5) RECP IV WG Land Co-Investor A LLC  
590 Madison Avenue, 8<sup>th</sup> Floor  
New York, NY 10022

**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)

RECP IV Co-Investors A, L.P. (owns less than 10% of Taylor Colshire Meadow LLC)

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g.

**President, Vice-President, Secretary, Treasurer, etc.)**

Michael R. Pedulla, EVP  
William C. Helm, EVP

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

**Rezoning Attachment to Par. 1(b)**

DATE: October 27, 2015  
(enter date affidavit is notarized)

129922c

for Application No. (s): FDP 2011-PR-011-03  
(enter County-assigned application number (s))

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

(6) Cityline Executive Investors LLC  
590 Madison Avenue, 8<sup>th</sup> Floor  
New York, NY 10022

**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)

- Members: Thomas D. Fleury, Tasso N. Flocos, Eric R. Maggio, Donna P. Shafer

Manager: (4) RECP IV WG Land Investors LLC

**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)

Walsh, Colucci, Lubeley & Walsh, P.C.  
2200 Clarendon Boulevard, Suite 1300  
Arlington, VA 22201

**DESCRIPTION OF CORPORATION:** (check one statement)

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

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

|                     |                    |                     |                  |
|---------------------|--------------------|---------------------|------------------|
| Wendy A. Alexander  | Jay du Von         | J. Randall Minchew  | Lynne J. Strobel |
| David J. Bomgardner | William A. Fogarty | Andrew A. Painter   | Garth M. Wainman |
| E. Andrew Burcher   | John H. Foote      | G. Evan Pritchard   | Nan E. Walsh     |
| Thomas J. Colucci   | H. Mark Goetzman   | M. Catharine Puskar |                  |
| Michael J. Coughlin | Bryan H. Guidash   | John E. Rinaldi     |                  |
| Peter M. Dolan, Jr. | Michael J. Kalish  | Kathleen H. Smith   |                  |

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

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

**Rezoning Attachment to Par. 1(b)**

DATE: October 27, 2015  
(enter date affidavit is notarized)

129922c

for Application No. (s): FDP 2011-PR-011-03  
(enter County-assigned application number (s))

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

VIKA, Incorporated  
8180 Greensboro Drive, Suite 200  
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 SHAREHOLDERS:** (enter first name, middle initial, and last name)

John F. Amatetti, Charles A. Irish, Jr., Harry L. Jenkins, Robert R. Cochran, Mark G. Morelock, Jeffrey B. Amateau, Kyle U. Oliver, P. Christopher Champagne

=====

**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)

VIKA Virginia, LLC  
8180 Greensboro Drive, #200  
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 SHAREHOLDERS:** (enter first name, middle initial, and last name)

John F. Amatetti, Charles A. Irish, Jr., Harry L. Jenkins, Robert R. Cochran, Mark G. Morelock, Jeffrey B. Amateau, Kyle U. Oliver, P. Christopher Champagne

=====

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

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

**Rezoning Attachment to Par. 1(b)**

DATE: October 27, 2015  
(enter date affidavit is notarized)

*129922c*

for Application No. (s): FDP 2011-PR-011-03  
(enter County-assigned application number (s))

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

SmithGroupJJR, Inc.  
1700 New York Avenue, NW, #100  
Washington, DC 20006

**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.**)

---

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

M. J. Wells & Associates, Inc.  
1420 Spring Hill Road, Suite 610  
Tysons, 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 SHAREHOLDERS:** (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 10% or more of any class of stock.

---

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

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

REZONING AFFIDAVIT

DATE: October 27, 2015  
(enter date affidavit is notarized)

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for Application No. (s): FDP 2011-PR-011-03  
(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)

(2) DLJ Real Estate Capital Partners IV, L.P.  
590 Madison Avenue, 8<sup>th</sup> Floor  
New York, NY 10022

(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 Partners:

- DLJ Real Estate Capital IV, LLC (Owns less than 10% of Cityline Partners LLC and Taylor Colshire Meadow LLC)
- DLJ RECP Management, L.P. (Owns less than 10% of Cityline Partners LLC and Taylor Colshire Meadow LLC)

Limited Partners:

- Commonwealth of Pennsylvania Public School Employees' Retirement System (There are hundreds of thousands of members in this pension fund, none of whom owns 10% or more of Cityline Partners LLC or Taylor Colshire Meadow LLC)

(3) Credit Suisse Group AG

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

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

REZONING AFFIDAVIT

DATE: October 27, 2015  
(enter date affidavit is notarized)

129922c

for Application No. (s): FDP 2011-PR-011-03  
(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: October 27, 2015  
(enter date affidavit is notarized)

129922c

for Application No. (s): FDP 2011-PR-011-03  
(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.)

Within the twelve-month period prior to the public hearing, Thomas D. Fleury of Cityline Partners LLC, an agent for the applicant, contributed in excess of \$100 to Chairman Sharon Bulova and Supervisors John C. Cook, John W. Foust, Penelope A. Gross, Pat Herrity, Jeffrey C. McKay and Linda Q. Smyth.

**(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)

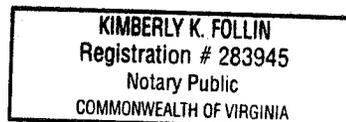
[ ] Applicant Lynne J. Strobel [x] Applicant's Authorized Agent

Lynne J. Strobel, attorney/agent  
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 27 day of October 2015, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin  
Notary Public

My commission expires: 11/30/2015





REVISED  
September 18, 2015

*Via Hand Delivery*

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

Re: Cityline Partners LLC (the "Applicant")  
Scotts Run South-Taylor Building C  
Application for Final Development Plan for Tax Map 30-3 ((28)) C1 pt. (the  
"Property")

Dear Ms. Berlin:

Please accept this letter as a statement of justification for a final development plan (FDP) application submitted in conjunction with the development of Scotts Run South.

The Property is owned by Taylor Colshire Meadow LLC and the Applicant is the managing agent for the development of Scotts Run South, which was formerly known as Scotts Run Station South. The Property was included in a rezoning application referenced as RZ 2011-PR-011 that was approved by the Board of Supervisors on April 9, 2013. The rezoning was approved subject to proffers dated April 4, 2013 and a Conceptual Development Plan (CDP) dated May 10, 2011 and revised through March 11, 2013. The rezoning approval consists of approximately 23.5 acres located on the south side of Route 123 on the east side of Tysons Corner Urban Center. The approved CDP includes a mix of hotel, office, residential and retail uses in a transit-oriented urban design. The Property is shown on the CDP and described in the proffers as Building C of the Taylor site.

The Taylor site is located across the street from the McLean Metro Station's kiss and ride facility in the southwest quadrant of Colshire Meadow Drive and Colshire Drive, both of which will be incorporated into the grid of streets that serves Scotts Run South. The Taylor site is approved for two office buildings, identified on the CDP as Building B and Building C, and a residential building identified on the CDP as Building A. All three buildings are served by structured parking located beneath the buildings. A neighborhood park is centrally located on the Taylor site and the buildings will have views to the Scotts Run Stream Valley.

Building C, that is located on the Property, is shown on the approved CDP to be developed with a single office building. The CDP provides for a range in gross floor area and height for Building C. The proposed FDP is consistent with the CDP and identifies an office building to be constructed on the Property. The building is proposed to have 220,100 gross square feet and a building height of 163 feet which is consistent with the approved intensity and

height ranges shown on the CDP. The proposed square footage is comprised of 209,000 gross square feet of office and up to 7,100 gross square feet of retail. An additional 4,000 gross square feet may be retail or office development. A circular drop off area is provided from an internal private drive to facilitate access. Structured parking is located beneath the building and vehicles access the garage from Colshire Drive.

The number of parking spaces constructed with the development of the Property may exceed the number required solely for Building C. Due to the location, cost and construction requirements of structured parking, additional parking spaces may be constructed that will serve future phases of the Taylor site. This is consistent with Note 19 of the approved CDP which states that the parking will meet Zoning Ordinance requirements and that the exact number of parking spaces will be determined at the time of site plan. Depending on cost and design decisions at the time of site plan, the Applicant shall construct one of two garage options as shown on the FDP. One option has a smaller footprint but will include additional parking levels underground. The façade of the garage that will be exposed as an interim condition, that is, prior to the construction of Building B on the Taylor site, will be architecturally screened. Potential screening materials may include printed fabric or vinyl as art media or reflective surfaces as shown on the FDP.

Landscaping is provided consistent with the approved CDP. The Applicant will also provide interim landscaping that will enhance the appearance of the Property until such time as the remainder of the Taylor site is developed. Stormwater management requirements will be met through a combination of rainwater harvesting, infiltration, permeable pavements, and urban bioretention techniques. These practices will treat the first inch of rainfall to conform to the Tysons Corner Comprehensive Plan Stormwater regulations. The rainwater harvesting and infiltration facilities will also retain additional rainfall in order to meet LEED credit 6.1 and the Public Facilities Manual detention requirements. Together these practices will remove 80% of the Total Suspended Solids (TSS) from 90% of the developed site's average annual rainfall in order to meet LEED credit 6.2.

The FDP incorporates all site features shown on the approved CDP and improvements will be constructed with the office building consistent with the phasing plan. The phased improvements include structured parking and a streetscape along the adjacent street frontages. In addition, an existing pedestrian path links the Property to the McLean Metro Station. The proposed development will facilitate the transformation of Tysons into a walkable urban mixed use environment. In addition, the construction of a new office building on the Taylor site will contribute to the overall mix of uses in Tysons, which has experienced the recent construction of many multi-family residential buildings.

The architectural style of the proposed office building will be contemporary. The natural topography of the area gives the Taylor site prominence in the Tysons skyline. Building C will have a masonry base to relate to the pedestrian scale of the street and primarily a glass curtain wall facing the Metro station and Scotts Run. The portions of the building facing the McKinley and Pierce buildings will be a combination of glass curtain wall and solid material — metal panel, precast, or similar — to relate to the scale of the upper level plaza. The office building will be designed to meet the criteria necessary for Silver LEED certification. Retail use will be

incorporated in to the parking podium and will conceal parking areas. The retail use is expected to support Building C and existing surrounding office development.

The proposed FDP represents an important step in the expanding mix of uses in Tysons and further implementing the approved CDP for Scotts Run Station South. To the best of our knowledge, there are no known hazardous or toxic materials on the Property nor are there any planned with the proposed use. Further, to the best of our knowledge and belief, the proposed use will be in conformance with all applicable ordinances, regulations and adopted standards with the following requested exceptions:

### **Zoning Ordinance Modifications**

1. A modification of the peripheral landscaping requirements of the Zoning Ordinance pursuant to Section 13-203 Paragraph (5) for above grade parking structures, parking on private streets, and interim surface lots as allowed by Section 13-203, Paragraph (3), to that shown on the CDP.
2. A waiver and/or modification of Section 17-201 all trails and bike trails in favor of the streetscape and on-road bike lane system shown with the CDP and as proffered.
3. A modification of Section 11-202, Paragraph (4) requiring minimum distance of forty feet (40') of a loading space in proximity to drive aisles, to that as demonstrated on the CDP and shown on the approved FDP.
4. A determination of Zoning Ordinance Section 17-201 Paragraph (4) requiring any further dedication and construction or widening for existing roads beyond that which is indicated on the CDP. Dedication and improvements shown on the CDP shall be deemed to meet all Comprehensive Plan policy plan requirements.
5. In accordance with Zoning Ordinance Section 17-201, Paragraph (7), the right to establish parking control, signs (including spacing and location), and parking meters along public and private streets within and adjacent to the development in coordination with the Fairfax County Department of Transportation.

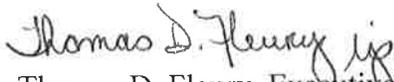
### **Public Facilities Manual Waivers**

1. A modification of Section 12-0510 to permit:
  - A. Reduction in the minimum planting area from eight (8) feet, to a minimum of six (6) feet in order for trees to satisfy the tree cover requirement, refer to landscape plans herein for graphic of the proposed planting area.
  - B. Trees located in existing or proposed right-of-way dedication areas to count toward the 10-year tree canopy requirements.

2. A modification of Section 12-511 for required tree preservation target and ten percent canopy coverage on individual lots/land bays, to allow for tree preservation and canopy to be calculated on the overall CDP development area, as demonstrated on the CDP herein.
3. A waiver of Section 8-0201.3 requiring trails and bike trails shown on the Comprehensive Trails Plan in favor of the streetscape and on-road bike trail system shown on the CDP.
4. A modification of Section 12-0510 to permit trees located in existing or proposed right-of-way dedication areas to count toward the 10-year tree canopy requirements.
5. A waiver of PFM Section 7-0403.3 requiring the minimum width of 30 feet for private street and commercial entrances connecting to VDOT roadways, as allowed by approval of the Director of the Department of Public Works and Environmental Services (DPWES) at the time of site plan.
6. A modification of PFM Section 7-0800 to permit 18 foot alleys and ramps for vehicular access and circulation in areas indicated on the CDP with no parking.
7. A modification of Section 12-0515.6B to allow for trees located above any proposed percolation trench or bio-retention areas to count towards County tree cover requirements.

Should you have any questions regarding this submission, or require additional information, please do not hesitate to contact me. I appreciate the consideration of this application.

Very truly yours,



Thomas D. Fleury, Executive Vice President  
Cityline Partners LLC

PREPARED BY:

Lynne J. Strobel, attorney/agent  
Walsh, Colucci Lubeley & Walsh, P.C.  
2200 Clarendon Boulevard, Suite 1300  
Arlington, Virginia 22201

cc: Michael Pedulla  
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Chris Champagne

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Sven Shockey  
Valerie Berstene

Stacey Libra  
Robin Antonucci  
Will Johnson



# County of Fairfax, Virginia

*To protect and enrich the quality of life for the people, neighborhoods and diverse communities of Fairfax County*

April 10, 2013

Lynne J. Strobel  
Walsh, Colucci, Lubeley, Emrich &  
Walsh, P.C.  
2200 Clarendon Boulevard, 13<sup>th</sup> Floor  
Arlington, VA 22201

RE: Rezoning Application RZ 2011-PR-011  
(Concurrent with Rezoning Application RZ 2011-PR-010, Proffered Condition Amendment Applications PCA 92-P-001-09 and PCA 92-P-001-10)

Dear Ms. Strobel:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on April 9, 2013, granting Rezoning Application RZ 2011-PR-011 in the name of of Cityline Partners LLC. The Board's action rezones certain property in the Providence District from the C-3 and HC Districts to PTC and HC Districts to permit to mixed use development with an overall Floor Area Ratio (FAR) of 4.57 and a waiver #6835-WPFM-005-1 to permit the location of underground storm water management facilities in a residential area. The subject property is located on the S. side of Dolley Madison Boulevard between Scotts Run Park and ramp from Dulles Airport Access Road to Dolley Madison Boulevard on approximately 23.54 acres of land. [Tax Map 30-3 ((1)) 6A, 6B, 6C and 6D; 30-3 ((28)) A, C1, 4B and 4C and portions of Route 123 and Colshire Drive public right-of-way to be vacated and/or abandoned], and is subject to the proffers dated April 4, 2013.

Please note that on April 3, 2013, the Planning Commission approved Final Development Plan Application FDP 2011-PR-011, subject to development conditions dated March 14, 2013 and Final Development Plan Application FDP 2011-PR-011-2, subject to development conditions dated April 2, 2013.

**The Board also:**

- Modified all trails and bike trails in favor of the streetscape and on-road bike lane system shown on the Plans and as proffered.

**Office of the Clerk to the Board of Supervisors**  
12000 Government Center Parkway, Suite 533  
Fairfax, Virginia 22035

Phone: 703-324-3151 ♦ Fax: 703-324-3926 ♦ TTY: 703-324-3903  
Email: [clerktothebos@fairfaxcounty.gov](mailto:clerktothebos@fairfaxcounty.gov)  
<http://www.fairfaxcounty.gov/bosclerk>

- Approved waiver number 6835-WPFM-005-1 to allow the use of underground stormwater detention facilities in a residential development, subject to the conditions dated February 6, 2013, as contained in Attachment A of Appendix 11 of the staff report.
- Modified Section 7-0802.2 of the Public Facilities Manual (PFM) to allow for the projection of structural columns into parking stalls (no more than 4 percent of the stall area).
- Modified the PFM and/or Zoning Ordinance to allow tandem/valet parking spaces, controlled by building management, and that such spaces may count toward the parking requirements.
- Modified Section 12-0601.1B to permit the reduction of the minimum planter opening area for trees used to satisfy the tree cover requirement, in favor of that shown on the Plans and as proffered.
- Modified the Zoning Ordinance and PFM for required tree preservation target and ten percent canopy coverage on individual lots/land bays to allow for tree preservation to be calculated on the overall CDP development area.
- Modified the Zoning Ordinance to allow for a parapet wall, cornice, or similar projection to exceed the height limit established by more than three feet; as may be indicated on the Final Development Plan (FDP) to screen mechanical equipment.
- Modified the maximum fence height requirements from 7 feet to 14 feet around accessory uses/structures located within the rear yard for those areas of fencing associated with any proposed sports courts and urban plaza areas, as indicated on the Conceptual Development Plan (CDP), or as may be indicated on the FDP.
- Modified Paragraph 4 of Section 11-202 of the Zoning Ordinance requiring a minimum distance of 40 feet of loading space in proximity to drive aisles, to that shown on the CDP, and when shown on an approved FDP.
- Waived Section 11-302 of the Zoning Ordinance to allow a private street to exceed 600 feet in length as shown on the CDP.
- Modified the interior and peripheral parking lot landscape requirements for interim surface lots and on private streets to that shown on the CDP and FDP.

- Waived Section 16-403 of the Zoning Ordinance requiring a FDP as a prerequisite to the site plan in the PTC District to permit public improvement plans associated with public streets and parks.
- Waived a service drive on Route 123.
- Waived Paragraph 4 of Section 17-201 of the Zoning Ordinance to provide any further dedication and construction for widening of existing roads to address Comprehensive Plan requirements beyond that which is indicated in the Plans and proffers.
- Waived Paragraph 3 of Section 17-201 of the Zoning Ordinance to provide any additional interparcel connections to adjacent parcels beyond that shown on the Plans and as proffered.
- Modified Section 12-0515.6B of the PFM to allow for trees located above any proposed percolation trench or bio-retention areas to count towards county tree cover requirements;
- Modified Paragraph 7 of Section 17-201 of the Zoning Ordinance to permit the applicant to establish parking control, signs, and parking meters along private streets within and adjacent to the development in coordination with the Department of Transportation.
- Modified the 10-year tree canopy requirements in favor of that shown on the Plans and as proffered.

Sincerely,



Catherine A. Chianese  
Clerk to the Board of Supervisors

April 10, 2013

Cc: Chairman Sharon Bulova  
Supervisor Lynda Smyth, Providence District  
Tim Shirocky, Acting Director, Real Estate Division, Dept. of Tax Administration  
Barbara Berlin, Director, Zoning Evaluation Division, DPZ  
Diane Johnson-Quinn, Deputy Zoning Administrator, Dept. of Planning and Zoning  
Thomas Conry, Dept. Manager – GIS - Mapping/Overlay  
Angela K. Rodeheaver, Section Chief, Transportation Planning Division  
Donald Stephens, Transportation Planning Division  
Department of Highways-VDOT  
Sandy Stallman, Park Planning Branch Manager, FCPA  
Charlene Fuhrman-Schulz, Development Officer, DHCD/Design Development Division  
Planning Commission  
Denise James, Office of Capital Facilities/Fairfax County Public Schools  
Karyn Moreland, Chief Capital Projects Sections, Dept. of Transportation

At a regular meeting of the Board of Supervisors of Fairfax County, Virginia, held in the Board Auditorium in the Government Center at Fairfax, Virginia, on the 9<sup>th</sup> day of April, 2013, the following ordinance was adopted:

**AN ORDINANCE AMENDING THE ZONING ORDINANCE  
PROPOSAL NUMBER RZ 2011-PR-011**

(Concurrent with Rezoning Application RZ 2011-PR-010, Proffered Condition Amendment Applications PCA 92-P-001-09 and PCA 92-P-001-10)

**WHEREAS**, Cityline Partners LLC, filed in the proper form an application requesting the zoning of a certain parcel of land herein after described, from the C-3 and HC Districts to the PTC and HC Districts, and

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

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

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

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

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

GIVEN under my hand this 9th day of April, 2013.



Catherine A. Chianese  
Clerk to the Board of Supervisors

**RZ 2011-PR-010 and RZ 2011-PR-011**

**Proffers dated April 4, 2013**



**Scheduled to be Presented to the  
Fairfax County Board of Supervisors on  
Tuesday, April 9, 2013 at 3:30 p.m.**

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**PROFFERS  
CITYLINE PARTNERS LLC  
RZ 2011-PR-010 and RZ 2011-PR-011**

April 4, 2013

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950, as amended, and Section 18-204 of the Zoning Ordinance of Fairfax County 1978, as amended (hereinafter referred to as the "Zoning Ordinance"), Cityline Partners LLC, as agent for and on behalf of the owners themselves, and their successors and/or assigns (hereinafter collectively referred to as the "Applicant"), in RZ 2011-PR-010 filed on property identified as Fairfax County tax map 29-4 ((6)) 101A and 102 (Land Bay West), and RZ 2011-PR-011 filed on property identified as Fairfax County tax map 30-3 ((1)) 6A, 6B, 6C and 6D, and 30-3 ((28)) A, C1, 4B and 4C (Land Bay East), and portions of right-of-way to be acquired, vacated and/or abandoned (collectively hereinafter referred to as the "Application Property") hereby proffers the following, provided that the Board of Supervisors (the "Board") approves a rezoning of the Application Property from the C-3 and HC Districts to the PTC and HC Districts. Whenever herein a proffer establishes an obligation that applies to development and/or redevelopment of a particular building site, then the term Applicant shall mean the owner undertaking such development and/or redevelopment. Upon approval of the rezonings, these proffers shall replace and supersede all previous proffers and development conditions approved on the Application Property. In the event the rezonings are denied by the Board, these proffers and conditions shall immediately be null and void and the previous approved proffers and development conditions shall remain in full force and effect.

**PROFFERS APPLICABLE TO RZ 2011-PR-010 AND RZ 2011-PR-011**

**GENERAL**

1. Conceptual Development Plan. Subject to the provisions of Section 18-204 of the Zoning Ordinance, the Application Property shall be developed in substantial conformance with the Scotts Run Station South Conceptual Development Plan (CDP), prepared by VIKA, Inc. and SmithGroup, Inc. dated May 10, 2011 and revised through March 25, 2013, exclusive of those sheets identified as "S" sheets, and as further modified by these proffers.
2. Proffered CDP Elements. It shall be understood that the proffered elements of the CDP are limited to the uses, grid of streets, general location of the points of access, general location of the buildings, minimum and maximum building heights, general quality and character of the streetscape along the public and private streets within and abutting the Application Property and as otherwise specified in these proffers, the build-to lines, the overall maximum gross floor area (GFA) for the Application Property, the minimum amount and general location of the publicly-accessible open space, and other elements as may be specifically identified herein. The Applicant has the option to request a Final Development Plan (FDP) for elements other than the CDP elements for all or a portion of the CDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance.

3. Development of Land Bays. Land Bay West is comprised of two (2) Blocks referred to as Lincoln and Grant as further described on Sheet C-2B of the CDP. Land Bay East is comprised of seven (7) Blocks referred to as Garfield, Van Buren, Westgate, Johnson, Taylor, Hotel and MITRE as further described on Sheet C-2B of the CDP. Each Block consists of one or more Building Sites as shown on the CDP. Development of each Block and/or Building Site within each Block may proceed in any order, individually or combined, provided that such Block and/or Building Site is developed in accordance with the phasing as described in these proffers and as depicted on the CDP. The MITRE Block shall be excluded from the building count, when a proffer obligation is tied to a specified building in the development sequence (such as the second building to be constructed on the Application Property).
4. Minor Modifications. Minor modifications to the CDP may be permitted as determined by the Zoning Administrator, including the flexibility to modify the layout shown on the CDP for each Block and/or Building Site pursuant to Section 16-403(4) of the Zoning Ordinance provided such changes are in substantial conformance with the CDP as determined by the Zoning Administrator and do not affect the proffered elements of the CDP as specified herein. Building envelopes and the number of units, rooms, floors and square footage within and among buildings may be adjusted as set forth on the CDP and in these proffers, as long as (i) the maximum building setbacks from the property lines and build-to lines as shown on the CDP are maintained; (ii) the minimum and maximum building heights comply with those shown on the CDP; (iii) the minimum and maximum gross floor area per Building Site as shown on the CDP is maintained and (iv) the redevelopment otherwise is in substantial conformance with the CDP and the proffers. However, reductions in building height shall be permitted as a result of a reduction in the amount of parking provided and subsequent reduction in the height of a parking podium. The height of parking podiums shall be as generally shown on the CDP, but shall not exceed eighty (80) feet.
5. Severability and Future PCA/CDPA/FDP/FDPA/SE/SP Applications. Pursuant to Par. 6 of Sect. 18-204 of the Zoning Ordinance, one or more of the Blocks or Building Sites, or any portion of any Block or Building Site, may be the subject of a separate Proffered Condition Amendment ("PCA"), Conceptual Development Plan Amendment ("CDPA"), Final Development Plan ("FDP"), Final Development Plan Amendment ("FDPA"), Special Exception ("SE"), Special Exception Amendment ("SEA"), Special Permit ("SP"), Special Permit Amendment ("SPA"), variance and/or other similar land use applications, without joinder and/or consent of the owners of the other portions of the Application Property, provided such application will not change or cause or require a change to the general layout, physical improvements and/or access for such other portions of the Application Property. Previously approved proffered conditions or development conditions applicable to the portion(s) of the Application Property, which are not the subject of such an application, shall otherwise remain in full force and effect as to any portion(s) of the Application Property.
6. Limitation of Proffer Obligations. Notwithstanding the approval of the rezoning applications, the property identified among the Fairfax County 2012 tax map records as 30-3 ((28)) 4C ("Parcel 4C"), and shown on the CDP as the MITRE Block (Building 4)

shall be developed in accordance with those development conditions previously approved by the Board of Supervisors (the "Board") in conjunction with SE 2010-PR-023 and incorporated into final development plan conditions associated with FDP 2011-PR-011-2 and site plan 3538-SP-003 as approved by the Department of Public Works and Environmental Services ("DPWES"). Upon approval of the rezonings, Parcel 4C shall be subject only to the obligations of proffers 1., 2., 3., 4., 5., 6. 7. and 8. herein, and development conditions associated with FDP 2011-PR-011-2.

#### PROPOSED DEVELOPMENT

7. Uses. The maximum GFA permitted on the Application Property is 6,697,060 square feet. The CDP includes two (2) land bays identified on the CDP as Land Bay East (RZ 2011-PR-011), which has a maximum GFA of 5,125,234 square feet and Land Bay West (RZ 2011-PR-010), which has a maximum GFA of 1,571,826 square feet as shown in the tabulations on the CDP. The primary uses on the Application Property shall be office, hotel and/or residential on each Building Site. Retail as identified in the development tabulations on the CDP may include any non-residential use permitted in the PTC District, exclusive of office, or other high trip generating uses, as limited by Section 6-505 "use limitations," or uses accessory to the primary use. Such retail uses may be provided at the Applicant's sole discretion within the proposed building(s) as shown on the FDP submitted for each Building Site and shall include uses that create activated first floor store fronts. Temporarily vacant first floor store fronts shall be animated with displays, exhibits or similar visually interesting uses to minimize the appearance of vacancy. Said displays and/or exhibits shall not interfere with leasing efforts. First floor retail will be incorporated along Station Street to activate the streetscape. Such retail uses may include, but not be limited to, ATMs, business service and supply service establishments, quick service food stores, fast food restaurants, community uses, health clubs and similar commercial recreation uses, personal service establishments, retail sales establishments, financial institutions, and eating establishments and similar retail uses. Said uses shall not include stand alone or drive-through uses. The size, general location and type of retail uses shall be reviewed and approved on the FDP. The Applicant reserves the right to construct more retail on the Application Property than shown on the CDP without the requirement of a CDPA, or PCA, so long as (i) the square footage for office use is proportionately reduced at the time of FDP submission, (ii) the maximum GFA on the Application Property is not exceeded, (iii) the amount of retail on the Application Property does not exceed five percent (5%) of the maximum GFA, and (iv) no retail sales establishment-large as defined by the Zoning Ordinance (over 80,000 GFA) is permitted within any one building.
8. Intensity/Density Credit. With the exception of land area dedicated for improvements to Colshire Drive and 1,448 gross square feet that shall be conveyed to VDOT adjacent to Route 123, as shown on the CDP, all intensity/density attributable to land area dedicated from Land Bay East (RZ 2011-PR-011) as designated on the CDP and/or conveyed at no cost to the Board or any other public entity pursuant to these proffers, or as may be required at FDP or site plan, shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to that portion of the Application Property designated on the CDP as Land Bay East. All intensity/density attributable to

land area dedicated from Land Bay West (RZ 2011-PR-010) as designated on the CDP and/or conveyed at no cost to the Board or other public entity pursuant to these proffers, or as may be required at FDP or site plan, shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to that portion of the Application Property designated on the CDP as Land Bay West.

9. Final Development Plans. All Building Sites may be developed independently. Final Development Plans (FDPs) approved for individual Building Sites on the Application Property shall establish the minimum and maximum GFA for each building within the limits established by these proffers and the CDP. The specific GFA for each Building Site shall be established at FDP and may be further refined at site plan. If the GFA approved with the FDP is less than the maximum shown on the CDP, or if the GFA approved with the site plan is less than the maximum shown on the FDP, the excess GFA may be utilized in another Building Site(s) only within Land Bay East if such Building Site(s) is located in Land Bay East or Land Bay West if such Building Site(s) is located in Land Bay West, provided (i) the excess GFA can be accommodated within the maximum floor area and maximum height for the building utilizing the excess GFA as shown on the CDP, and subject to approval of the applicable FDP(s) for the building(s) utilizing the excess GFA and (ii) the maximum GFA on the Application Property is not exceeded. In addition, the following information shall be provided with each FDP or FDPA not filed concurrently with the rezoning applications.
  - A. Tabulations. A tabulation indicating the development status of all property subject to RZ 2011-PR-010 (Land Bay West) and RZ 2011-PR-011 (Land Bay East) shall be provided with each subsequent FDP and site plan submitted for the Application Property. The tabulation shall include a listing of all existing and proposed buildings, along with the GFA and uses approved on the CDP, FDP and site plans as may be applicable. The tabulation shall be updated with each subsequent FDP and site plan approved for the Application Property and shall be broken out into GFA calculations for Land Bay West and Land Bay East. Correction of inadvertent or mathematical errors in the tabulations represented on the CDP, FDPs and site plans shall be permitted within the discretion of the Zoning Administrator without the necessity of a PCA or CDPA.
  - B. Tree Canopy Calculations. A tabulation indicating the tree canopy calculations for combined Land Bay West and Land Bay East shall be provided with each FDP and site plan submitted for the Application Property and shall be updated with each subsequent FDPA and site plan approved for the Application Property.
  - C. Supplemental Transportation Information. The following information to supplement the requirements of the Zoning Ordinance: (i) a copy of the previous TDM Annual Report, if available, to determine progress toward attaining TDM goals and any planned modifications to the TDM program; (ii) vehicular sight distance lines at all intersections adjacent to the area subject to such FDP, FDPA or site plan based on existing posted and design speeds as well as future design speeds, as recommended in the approved "Transportation Design Standards for Tysons Corner Urban Center," dated September 13, 2011 (the "Transportation

Design Standards"), as amended by the Board; and (iii) a comparison of the trip generation based on ITE's 8<sup>th</sup>, Edition, Trip Generation, associated with the FDP, FDPA or site plan uses for the building site compared to those uses reflected for that building site in the Transportation Impact Analysis prepared by Wells + Associates ("TIA") dated May 23, 2011 as revised through November 30, 2012.

- D. Utilities. Proposed location of existing and proposed utilities to serve the area of the FDP, or FDPA, overlaid with the landscape plan, including the location of any utility vaults and maintenance points to stormwater management facilities.
- E. Adjustment of GFA. A summary of adjustments to GFA that may only occur within the limits of each Land Bay (specifically GFA cannot be transferred between the land areas associated with RZ 2011-PR-010 (Land Bay West) and RZ 2011-PR-011 Land Bay East).
- F. Proposed Uses. A list of proposed uses as set forth in Proffer 7 and identified on the CDP and demonstration of how such uses meet Section 6-505 "Use Limitations" of the PTC District.
- G. Architectural Elements. Architectural elements and build-to lines as provided in Proffer 18 and Proffer 20, respectively. In addition, architectural design elevations shall be presented for the building proposed to be constructed with each FDP for the purpose of illustrating the general character of building massing, scale, façade, articulation, general building envelope and fenestration treatment, materiality and material quality of the proposed FDP development. Other details of building design (such as, but not limited to, specific material or color selections, fenestration details) are subject to change within the site plan and building plans for each Building Site.
- H. Build-to Lines. Proposed Build-to Lines, including any proposed modification to the Build-to Lines and/or the expanded streetscape areas to include outdoor dining areas.
- I. Streetscape. Graphic depiction of, and any adjustments to, the activated streetscape elements, including fencing, as provided in Proffer 21 and refinement of, and adjustments to, streetscape elements.
- J. Building Heights. A tabulation of building heights.
- K. Garage/Loading/Service Area Treatments. Proposed parking garage/loading/service area façade treatments as provided in Proffer 22.
- L. Landscaping. Detailed landscape plans, with alternative planting width details, as may be necessary, as provided in Proffers 31 and 32.
- M. Streetscape Furnishings. Submission of a "Streetscape Furnishing and Materials Plan" as provided in Proffer 41.

- N. Phasing/Interim Conditions. Identification of specific, detailed, proposed phased improvements/interim conditions in accordance with those generally set forth on the phasing-related exhibits provided on Sheets A6.01 through A6.08 of the CDP (collectively, the "Phasing Sheets").
  - O. Parks and Recreation. On-site parks and active recreation facilities, and depiction of special amenity features as provided in Proffer 43.
  - P. Provisions for Bicycles. Bicycle parking, storage and bicycle lane dimensions as provided in Proffers 75 and 76.
  - Q. Parking Spaces. Refinement of the number of parking spaces as provided in Proffer 77 and a narrative and/or tabulation discussing/depicting how the parking recommendations outlined in the Comprehensive Plan are being achieved on the Application Property.
  - R. Stormwater Management. Identification of specific stormwater management facilities as provided in Proffer 94, including a tabulation indicating the combined Lay Bay East and Land Bay West required and provided volume reduction computation for each Building Site.
  - S. Bus Shelters. Details on the four (4) proposed bus shelter locations and designs associated with the McLean Metrorail Station in conjunction with the realignment of Colshire Drive will be provided. Three (3) shelters will be located on Colshire Drive and one (1) shelter will be located on Colshire Meadow Drive. If FCDOT and/or WMATA determines that the stop on Colshire Meadow Drive is to be used solely for layover operations, then a bus shelter may not be necessary and, with FCDOT and/or WMATA concurrence/approval, would not be required by the Applicant.
  - T. Workforce Dwelling Units. For residential development, the expected phasing for the construction of the required workforce dwelling units.
  - U. Functional Drawings. Details with respect to sight distance, utilities and/or vegetation conflicts with building entrances and/or intersections as presented on Sheets S-6 and S-7 of the CDP. Said functional drawings shall also include proposed right-of-way lines associated with public streets.
10. Fire Marshal Evaluation. Changes from the CDP and FDPs shall be permitted in response to the review of site plans by the Fire Marshal, including adjustments to tree locations, the streetscape and perimeter building areas as necessary to allow for required emergency vehicle access, without requiring approval of a PCA, CDPA and/or FDPA, provided such modifications are made in consultation with the Fairfax County Department of Planning and Zoning (DPZ), Fairfax County Department of Transportation (FCDOT), Urban Forestry Management Division (UFMD) of DPWES and the Office of Community Revitalization (OCR) and in substantial conformance with the intent of the CDP, FDP and these proffers.

11. VDOT Evaluation. Changes from the CDP and FDPs shall be permitted in response to the review of site plans by VDOT, including adjustments to tree locations, lane use/pavement markings, signage, the streetscape and perimeter building areas as necessary to allow for required emergency vehicle access, without requiring approval of a PCA, CDPA and/or FDPA, provided such modifications are made in consultation with DPZ, FCDOT, UFMD of DPWES and OCR and in substantial conformance with the intent of the CDP, FDP and these proffers.
12. Final Clearing Limits. Modifications to clearing limits shown on the CDP shall be permitted at FDP in response to final design without requiring approval of a PCA, CDPA and/or FDPA, provided such modifications are made in consultation with DPZ, FCDOT, UFMD of DPWES and OCR and in substantial conformance with the intent of the CDP, FDP, and these proffers.

#### EXISTING AND INTERIM STRUCTURES AND USES

13. Existing Structures. Existing structures and parking areas on the Application Property, as shown on the CDP, may be demolished or remain in use as an initial phase until such time as the Application Property is redeveloped in accordance with these applications, or as otherwise stated in these proffers. The structures may not be modified or enlarged, and no significant changes may be made to the site conditions except as described in Proffer 16 and as shown on the phasing sheets of the CDP, except that minor modifications and minor building additions may be approved by the Zoning Administrator pursuant to the provisions of Paragraph 4 of Section 16-403 of the Zoning Ordinance. Interior modifications to the structures shall be permitted.
14. Existing Uses. Those uses within the existing structures that are legally established at the time of approval of the rezonings but which are not uses permitted in the PTC District may remain as permitted interim uses, including any special permit and/or special exception uses, but may not be enlarged, except that the Zoning Administrator may permit minor modifications or enlargements of such uses. If any such use is discontinued for a period of two years, it shall no longer be permitted.
15. Interim Uses. Any use that is permitted in the C-3 and HC Districts, including any special permit and/or special exception uses, may also be permitted as an interim use in the existing structures subject to the use limitations in Section 6-505 and the provisions of this proffer. Parking for all interim uses shall be provided in accordance with Article 11 of the Zoning Ordinance.
16. Interim Commercial Parking. Privately owned and operated commercial off-street parking and commuter parking may be provided, at the sole discretion of the Applicant, on an interim basis in lots on the Application Property in accordance with Proffer 83 utilizing existing access locations upon notification to FCDOT without requiring approval of a PCA, CDPA, FDP and/or FDPA. Commercial off-street parking on an interim basis in either existing surface lots or areas of displaced/demolished buildings on the Application Property shall be deemed to be in general conformance with the CDP and interim improvements shall be provided, if necessary. Said parking shall be operated at

rates determined by the Applicant. This parking shall be in addition to the permitted parking for the proposed uses on the Application Property.

17. Festivals, Fairs or Similar Activities. The Applicant, or its designee, shall be permitted to operate festivals, fairs or similar activities, including, without limitation, farmers' markets and food vendors, on the Application Property, either in interim surface parking lots or within publicly-accessible privately owned open space as shown on the CDP, including portions of the private streets/pedestrian ways, such as Station Street and Andrew Way. The Applicant shall coordinate with the Zoning Administrator regarding the issuance or approval of a temporary special permit as may be required under the Zoning Ordinance, which may include the establishment of an annual permit for continuing or seasonal events. In addition, the Applicant reserves the right to periodically close portions of the private transportation network, including Station Street and Andrew Way for said activities. Said activities shall be limited to the following conditions:
  - A. A maximum of 64 events per year;
  - B. Admission or other fees may be charged;
  - C. Sponsorship by the Applicant, a civic organization, local Chamber of Commerce, charitable organization, service club, non-profit or similar entity; and
  - D. Compliance with all Health Department regulations.

#### ARCHITECTURAL DESIGN

18. Architectural Design. Buildings shall create a sense of identity and place at a human scale through the use of unifying elements such as materials, textures, color, window treatments, detailing, lighting and landscaping. Buildings shall be designed of high-quality architecture and building materials that are typically used on the exterior of Class A office, residential and hotel buildings of a similar quality as conceptually depicted on the CDP, with architectural details provided with the FDP for such buildings. No exterior insulation and finish systems (EIFS) shall be used, unless specifically approved by Fairfax County (the "County") with an FDP for an individual building site. Each FDP shall specify the building materials, architecture, and specific features designed to activate streetscapes, as further described below. Architectural plans, elevations, illustrations, materials and heights may be revised subsequent to CDP and FDP approval as a result of final architectural and engineering design, provided the quality of design remains in substantial conformance with that shown on the CDP and subsequent FDPs and as set forth in these Proffers, as determined by DPWES in consultation with DPZ or OCR without the need for administrative approval.
19. Bird-Friendly Design Strategies. At the time of site plan submission for the first new building on the Application Property, an initial study shall be prepared and submitted to OCR addressing whether bird-friendly design strategies may be employed to reduce bird injury and death due to in-flight collisions with buildings and/or building elements within the Application Property. The strategies to be studied should make the buildings visible

to birds in flight and reduce reflections that distract or confuse birds through the use of appropriate glazing treatments or architectural elements, such as using color, texture, opacity, patterns, louvers, screens, interior window treatments, or ultraviolet materials that are visible to birds. A narrative summarizing the results of that study and which strategies, if any, will be implemented shall be provided at the time of each subsequent individual building permit issuance.

20. Build-to-Lines. Build-to-Lines ("BTL") have been depicted on the CDP to create an urban, pedestrian-oriented environment where buildings are located close to the adjacent street and pedestrian/streetscape areas are located between the buildings and the streets. In general, building facades are intended to be configured where possible to provide a continuous street wall along this line, but modifications to either side of the BTL shall be permitted provided they are in general conformance with the CDP and are shown on an approved FDP. Awnings, building signage and other architectural canopies attached to the building frontage that project out from the BTLs shall provide adequate clearance for pedestrian movement and shall not conflict with street tree locations. At the time of FDP submission, the Applicant shall identify for the portion of the Application Property covered by such FDP, possible locations along the street level for areas for outdoor dining adjacent to cafes and restaurants, if applicable, and shall provide appropriate building zones for such uses.
  
21. Streetscape Activation. Blocks identified on the CDP as Westgate, Van Buren, Johnson (Building Sites A, B, C, and D), Taylor (Building Sites A, B and C), Grant (Building Sites A and B) and Lincoln (Building Sites A and B) and Hotel, but not the parking structures associated with said buildings, shall generally be constructed with ground floors having a minimum floor to floor height of 16 feet to accommodate potential retail uses designed to activate the streetscape. At FDP submission for the Taylor Building Site B, further details of the elements necessary for the proposed circulator facility (such as bus shelters, canopies and/or trees) shall be provided to ensure that the area is functional for transit and pedestrian circulation, and complementary to proposed adjacent buildings. In addition, at FDP submission for the Hotel Block, further details of the street frontage, including drop-off area, short term curbside parking, bus bays, bus shelters, and general pedestrian access/circulation shall be provided to ensure coordinated design. Modifications to the streetscape, including width, for the Hotel Block may result in a modification of the proposed building and its location, as well as the design and location of the bus bays on Colshire Drive, at FDP. Said modification shall not require a CDPA or PCA. The Applicant shall provide a hierarchy of activated streetscapes as delineated and described conceptually on the "Pedestrian Circulation Plan" presented on Sheet L-2 of the CDP. The specific activation elements to be utilized for each Block and/or Building Site shall be graphically depicted on the FDP for each Block and/or Building Site.
  - A. Primary Pedestrian Corridors. "Primary Pedestrian Corridors" are intended to have the highest levels of pedestrian activity and interaction and typically have the widest streetscape and most animated building façades. Primary Pedestrian Corridors shall generally incorporate the following elements, which can be adjusted at the time of FDP submission for each respective Building Site:

- (i) Where the ground floors of buildings (not including the associated parking garages which are addressed below) incorporate non-residential uses, functioning entry doors into such uses shall be provided with a maximum separation of 75 feet, unless a greater separation is needed to accommodate larger tenant spaces, topographical features or as may be approved by the Zoning Administrator. A minimum of fifty percent (50%) of the area of the street front ground floor façades of such buildings shall be constructed with glazed windows and doors or other transparent, translucent materials.
- (ii) Parking garages and loading/trash/service areas along the ground floor façades shall incorporate screening composed of architectural and/or landscaping treatments designed to mitigate views into the structures from street level, or the general façade detailing of the building above such areas may be continued to the ground plane.
- (iii) Loading/trash/service areas shall be screened, to the extent reasonably practicable, from public view through the use of roll down doors, recessed entryways and/or similar treatments.

B. Secondary Pedestrian Corridors. "Secondary Pedestrian Corridors" typically have significant pedestrian volumes and generally are used for pedestrian movement as opposed to pedestrian interaction. Some retail activity may occur in these corridors, but generally it will be neighborhood-serving. Residential and civic uses should generally have their entrances facing Secondary Pedestrian Corridors which generally have wide streetscapes and significant building façade animation in proximity to such entrances. Secondary Pedestrian Corridors generally shall incorporate the following elements, which can be adjusted at the time of FDP submission for each respective Building Site:

- (i) Where the ground floors of buildings (not including the associated parking garages which are addressed below) incorporate non-residential uses, functioning entry doors into such uses shall be provided with a maximum separation of 75 feet, unless a greater separation is needed to accommodate larger tenant spaces, topographical features or as may be approved by the Zoning Administrator. A minimum of thirty-five percent (35%) of the area of the street front ground floor façades of such buildings shall be constructed with glazed windows and doors or other transparent, translucent materials.
- (ii) In portions of residential buildings (not including the associated parking garages which are addressed below) that do not incorporate non-residential uses on part or all of the ground floors, the building design of the primary façades shall incorporate, to the degree feasible, leasing offices, lobbies, recreational and amenity spaces on the ground floor with a minimum of thirty-five percent (35%) of the ground floor façade constructed with glazed windows and/or doors or other transparent,

translucent materials, and/or incorporate entries into individual dwelling units from the street level. Residential units that have direct access to the streetscape from an individual unit shall use design features to provide interior privacy such as having a ground floor elevation that is above the sidewalk grade or through the use of landscape buffers, where possible.

- (iii) Parking garages and loading/trash/service areas along the ground floor façades shall have screening composed of architectural and/or landscaping treatments designed to restrict views into the parking garages from street level or the general façade detailing of the building above may be continued to the ground plane.
- (iv) If access to parking garages and loading/trash/service areas are provided along secondary pedestrian corridors then loading/trash/service areas shall be screened from public view through the use of roll down doors, recessed entryways and/or similar treatment.

C. Tertiary Pedestrian Corridors. "Tertiary Pedestrian Corridors" are intended to accommodate modest pedestrian activity-making connections to less intense areas or through alleys. Tertiary Pedestrian Corridors shall incorporate the following elements, which can be adjusted at the time of FDP submission for each Building Site:

- (i) Where the ground floors of buildings (not including the associated parking garages which are addressed below) incorporate non-residential uses, a minimum of twenty percent (20%) of the area of the ground floor façades of such buildings shall be constructed with glazed windows and doors or other transparent, translucent materials.
- (ii) In residential buildings (not including the associated parking garages which are addressed below) that do not incorporate non-residential uses on part or all of the ground floors, efforts shall be made to incorporate recreational and amenity spaces on the ground floor with appropriate transparency and/or incorporate entries into individual dwelling units from the street level. Residential units that have direct access to the streetscape from an individual unit shall utilize design features to provide interior privacy (such as having a ground floor elevation that is above the sidewalk grade or through the use of landscape buffers, where possible).
- (iii) Parking garages and loading/trash/service areas along the ground floor façades shall have screening composed of architectural and/or landscaping treatments designed to restrict views into the parking garages from street level, or the general façade detailing of the building above may be continued to the ground plane.
- (iv) Access to parking garages and loading/trash/service areas may be provided along tertiary pedestrian corridors and from the adjacent private

alleys. Loading/trash/service areas shall be screened from public view through the use of roll down doors, recessed entryways and/or similar treatment.

22. Parking Structure Facades. Parking structure façade design features shall be depicted on the FDPs for each Building Site and shall be designed to provide a pleasant and attractive experience along the streetscape in accordance with the following:
- A. At and above the street level, screening composed of architectural systems and/or landscaping designed to minimize views into the garage parking spaces from street level shall be applied. Where garage space is located beneath a tower element, the general façade detailing of the tower above may be continued down to the street level or to the top of the retail level storefront. In some cases, as determined by the Applicant, retail signage consistent with Article 12 or any approved Comprehensive Sign Plan and architectural expressions may be extended above the street level to provide a variety of storefront experiences, as may be permitted by the Zoning Ordinance. In other instances, as determined by the Applicant, an active layer of occupied space may screen the garage areas from street view. Areas of above-grade garage located between buildings shall also be treated architecturally and/or with landscaping. Architectural materials to treat parking structure facades may include, but are not limited to: metal framing systems with inserted panels of wire mesh, metal, glass, natural vegetation, vegetative screening systems, or other materials; precast concrete or masonry elements; and glass stair towers and elevators or other systems.
  - B. Parking garage and loading/trash/service areas along the ground floor facades shall incorporate screening composed of architectural and/or landscaping treatments designed to mitigate views into the structures from street levels or the general façade detailing of the building above such areas may be continued to the ground plane.
  - C. If access to parking garages and loading/trash/service areas are provided, then loading/trash/services areas shall be screened from public view through the use of roll down doors, recessed entryways and/or similar treatment.
23. Minimum and Maximum Building Heights. The minimum and maximum building height for each building on the Application Property shall be measured in accordance with the provisions of the Zoning Ordinance and as identified on the CDP. The final height of buildings shall be determined at the time of site plan approval for each Building Site and shall be equal to or less than the maximum height but equal to or greater than the minimum height shown on the CDP provided that the buildings retain a similar urban form to that shown on the CDP. All building penthouses and rooftop structures shall be integrated into the architecture of the buildings. The height and extent of any rooftop penthouse shall be provided on the FDP for each Building Site. For residential buildings, maximum building heights shall include penthouses and all rooftop structures. For non-residential buildings, structures that are excluded from the maximum height regulations as set forth in Section 2-506 of the Zoning Ordinance may be constructed to a height not

to exceed thirty (30) feet above the roof level of the top floor of the building. Additional height may be permitted to accommodate features associated with sustainable design and green building practices.

24. Telecommunications Equipment and Mechanical Units. Telecommunications equipment, mechanical units and all appurtenant facilities may be placed on the rooftop of any proposed building. Any such facilities must comply with the applicable requirements of the Zoning Ordinance and be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they are generally not visible from the surrounding streets at street level when viewed from the property line of the Application Property. Other screening measures may be used such as screening with architectural features and/or landscaping compatible with the building façade architecture, including the facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas. Telecommunications equipment may also be architecturally integrated onto the facades of the building where necessary to ensure on-street and/or open space coverage. Rooftop amenities such as amenity terraces, landscaping or recreation courts may also be used to screen rooftop telecommunications equipment and mechanical units. Details of such treatments shall be determined at time of FDP submission and may be further refined at site plan.

#### LIGHTING

25. Lighting. All streetscape lighting shall be energy efficient. All on-site, outdoor and parking garage lighting shall not exceed that permitted under the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance, as may be amended. The same or similar street lights shall be used consistently through the Application Property and be selected from those listed in the Tysons Urban Design Guidelines, or other lights as may be approved by DPWES, DPZ and OCR. All parking lot and building mounted security lighting shall utilize full cut-off fixtures. Recessed lighting shall be directionally shielded to mitigate the impact on the adjacent residences.
26. Construction Lighting. During construction the Applicant shall attempt to reduce glare from OSHA, VOSHA, VUSBA and local ordinance required superstructure lighting to the extent possible without violating aforementioned laws, regulations or policies.
27. Parking Structure Lighting. The Applicant shall utilize full cut-off, low intensity or recessed lighting directionally shielded to mitigate the impact on adjacent residences for any lighting along the perimeter of an above-ground garage not constructed of solid walls. Such lighting shall comply with the requirements of Article 14 of the Zoning Ordinance.

#### GREEN BUILDING PRACTICES

28. Green Building Certifications. For each office or hotel building, the Applicant shall provide documentation to the Environmental and Development Review Branch (the "EDRB") of DPZ demonstrating the status of attainment of, at a minimum, "LEED

Silver" certification (or equivalent) by the U.S. Green Building Council's Leadership in Energy and Environmental Design – ("LEED"), or equivalent, prior to final bond release for each Building Site. For each residential building the Applicant shall provide documentation to EDRB demonstrating the status of attainment of, at a minimum, "LEED Certified" or equivalent prior to final bond release for each Building Site. In addition:

- A. The Applicant shall include a U.S. Green Building Council (USGBC) LEED accredited professional as a member of the design team. The LEED accredited professional shall work with the team to incorporate the current version, at the time of Applicant's registration, of LEED design elements under the USGBC's LEED Core and Shell ("LEED-CS"), LEED New Construction ("LEED-NC") or other applicable LEED category rating system into the office or hotel building to attain LEED Silver certification. At time of site plan submission, the Applicant shall provide documentation to EDRB of DPZ demonstrating compliance with the commitment to engage such a professional.
- B. Office and Hotel Buildings. The Applicant will include, as part of the site plan submission and building plan submission for each office or hotel Building Site to be constructed, a list of specific credits within the most current version, at the time of Applicant's registration, of the USGBC's LEED rating system that the Applicant anticipates attaining. The LEED-accredited professional, who is also a professional engineer or licensed architect, will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain the LEED Silver certification for the office or hotel building. In addition, prior to site plan approval, the Applicant will designate the Chief of the EDRB as a team member in the USGBC's LEED online system with respect to the building. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

Prior to final building plan approval for each office building or hotel, documentation shall be submitted to the EDRB for each building demonstrating that the subject office or hotel Building Site has attained LEED Gold pre-certification under LEED-CS or the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Gold certification under LEED-NC, or other applicable LEED rating system. Prior to release of the final bond for the subject office or hotel Building Site, documentation shall be provided to the EDRB for the respective building demonstrating the status of attainment of LEED Gold or a higher level of certification from the USGBC for the office or hotel building. If either the pre-certification or design phase review documentation cannot be provided prior to building plan approval, but it is anticipated that the documentation will be received prior to the attainment of LEED certification, then prior to the issuance of the building permit, an escrow as described in Proffer

28.C. below may be posted. This escrow will be released upon the submission of documentation to the EDRB from the USGBC demonstrating that the office or hotel building has attained a sufficient number of credits to attain LEED Gold pre-certification or the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Gold certification under LEED-NC, or other applicable LEED rating system.

- C. Green Building Escrow. As an alternative to the actions outlined in Proffer 28.B. above, if the USGBC's pre-certification or design phase review indicates that the office or hotel building to be constructed is not anticipated to attain LEED Gold certification, then, a "Green Building Escrow," in the form of cash or a letter of credit as defined in the Public Facilities Manual ("PFM") from a financial institution acceptable to DPWES, shall be posted in the amount of \$2.00 per square foot of GFA for the office building and \$1.00 per square foot of GFA for the hotel. This Green Building Escrow will be in addition to, and separate from, other bond or escrow requirements and shall be released upon demonstration of attainment of certification by the USGBC under the project's registered version of the LEED rating system or other LEED rating system determined, by the USGBC, to be applicable to each building. The provision to the EDRB of documentation from the USGBC that each building has attained the proffered LEED certification shall be sufficient to satisfy this commitment. If the Applicant provides the EDRB, within three (3) years of the issuance of the first tenant Non-RUP for each building, documentation demonstrating that LEED Silver certification for such building has been attained, the entirety of the escrowed funds shall be released and returned to the Applicant who posted such Green Building Escrow.

If the EDRB receives, within three (3) years of issuance of the first tenant Non-RUP for the subject building, documentation demonstrating that LEED Silver certification for such building has not been attained, but that such building has been determined by the USGBC to fall within three (3) points of attainment of LEED Silver certification, 50% of the Green Building Escrow shall be released and returned to the Applicant who posted such Green Building Escrow, as applicable, and the other 50% shall be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If, within three (3) years of issuance of the first tenant Non-RUP for such building, documentation fails to be provided to the EDRB demonstrating the attainment of LEED Silver certification or documentation is provided demonstrating that the building has fallen short of LEED Silver certification by more than three (3) points, the entirety of the Green Building Escrow for that building shall be released to the County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives.

If documentation is provided from the USGBC demonstrating, to the satisfaction of the EDRB, that USGBC completion of the review of the LEED Silver certification application has been delayed through no fault of the Applicant, the proffered time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds shall be made during the extension.

- D. Residential Buildings. A LEED-accredited professional shall be included as a member of the design team for each residential building. The LEED-accredited professional shall work with the design team to incorporate design elements under the current version of the LEED rating system available at the time of the Applicant's registration of the residential buildings to be constructed. At the time of site plan submission, documentation shall be provided to the EDRB demonstrating compliance with the commitment to engage such a professional. In addition, prior to site plan approval for the residential building, the Chief of the EDRB shall be designated as a team member in the USGBC's LEED online system with respect to such building. This team member will have privileges to review the project status and monitor the progress of all LEED-related documents submitted to the Green Building Certification Institute by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

As part of site plan and building plan submission for each residential building to be constructed, a list of specific credits within the current version of the LEED rating system available at the time of registration (or such other rating system as may be applicable pursuant to Proffer 28.E.), which is anticipated to be attained for such residential building shall be provided. Except as otherwise provided below as an alternative, the LEED-accredited professional, who is a professional engineer or licensed architect, will provide certification statements at the time of site plan review and building plan review, confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification for the subject residential building. Each building on the Application Property will be registered separately and certification may be pursued pursuant to this Proffer or the alternative provided below on a building-by-building basis.

Prior to the building plan approval, a "Green Building Escrow," in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the PFM or a surety bond from a financial institution licensed to do business in Virginia shall be posted in the amount of \$2.00 per square foot of GFA for the building. This Green Building Escrow will be in addition to, and separate from, other bond or escrow requirements and shall be released upon demonstration of attainment of LEED certification, by the USGBC under the project's registered version of the LEED rating system or other LEED rating system determined by the USGBC to be applicable to each building. The provision to the EDRB of documentation from the USGBC that each residential building has attained LEED certification shall be sufficient to satisfy this commitment. At the time LEED certification is demonstrated to the EDRB, the

escrowed funds shall be released and returned to the Applicant who posted such Green Building Escrow, as applicable.

If the EDRB receives, within three (3) years of issuance of the final RUP for the subject residential building, documentation demonstrating that LEED certification for such building has not been attained but that such building has been determined by the USGBC to fall within three (3) points of attainment of LEED certification, 50% of the Green Building Escrow shall be released and returned to the Applicant who posted such Green Building Escrow, as applicable, and the other 50% shall be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If, within three (3) years of issuance of the final RUP for such building, documentation fails to be provided to the EDRB demonstrating the attainment of LEED certification or documentation is provided demonstrating that the building has fallen short of LEED certification by more than three (3) points, the entirety of the Green Building Escrow for that building shall be released to the County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives.

If documentation is provided from the USGBC demonstrating, to the satisfaction of EDRB, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the proffered time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds shall be made during the extension.

- E. Residential Green Building Alternative. As an alternative to the actions outlined in Proffer 28.D. above, a certification level higher than LEED certification may be pursued, in which case a LEED-accredited professional will provide certification statements at the time of site plan and building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED Silver certification.

Prior to building plan approval for the building to be constructed, documentation shall be submitted to the EDRB regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Under this alternative, a "Green Building Escrow" shall not be required unless the above referenced documentation that the building is anticipated to attain LEED Silver certification fails to be provided.

The Applicant may select, subject to EDRB approval, an alternate residential rating system such as Earth Craft, Energy Star Qualified Homes for Multifamily High Rise, or National Association of Home Builders with Energy Star for energy performance path that may be implemented without an escrow. If one of the

alternate residential rating systems listed herein is selected, the Applicant shall demonstrate attainment of the selected certification from a rater recognized through the selected program prior to the issuance of the final RUP for the Building Site. In the event certification is dependent on the post occupancy operation of the building, the Applicant shall demonstrate attainment of the selected certification prior to final bond release.

- F. All references to the USGBC shall apply to LEED equivalent certifying agencies selected by the Applicant, provided that the alternative certifying agency is acceptable to Fairfax County. All references in these proffers to a LEED rating system shall also and equally apply to such other LEED or similar rating system determined to be applicable by the USGBC or such alternative certifying entity. In the event a LEED or LEED equivalent requirement (i.e. prerequisite) precludes compliance with other applicable building code or other legal requirement, as determined by DPWES, construction of the building may, at the Applicant's option, comply with such other applicable building code or other legal requirement and in such case, shall not be required to comply with the conflicting LEED or LEED equivalent requirement.
- G. The minimum energy performance criteria may be satisfied by the residential and office buildings through meeting their respective LEED requirements, but LEED requirements may be satisfied on a building site with any mix of credits.

#### SUSTAINABLE ENERGY PRACTICES

- 29. Sustainable Energy Practices. To promote efficient, renewable and sustainable energy practices, the Applicant shall provide the following information with each FDP submission:
  - A. Electric Vehicle Charging Infrastructure. The Applicant shall provide a minimum of one (1) recharging station that serves two (2) parking spaces for electric cars within at least one garage on each Block. The Applicant shall also provide space and infrastructure to accommodate additional electric vehicle-ready parking spaces in the office and residential parking garages within each Block. "Electric vehicle-ready" means the provision of space, conduit banks, conduits and access points allowing for the easy installation of vehicle charging stations in the future, and does not include the installation of transformers, switches, wiring or charging stations.
  - B. Shared Energy. For any site plan that includes more than one building, the Applicant shall provide an assessment of the potential, within the area subject to the site plan, of shared energy systems, including, but not limited to combined heat and power (CHP) (co-generation), micro-CHP, distributed energy resources and district heating and/or cooling, and if a shared energy strategy will not be pursued, provide a narrative discussion regarding the reasons for this outcome.

- C. Energy and Water Data. To the extent there are master electric, gas and water meters for entire buildings, upon request by the County, the Applicant shall provide to the County aggregated non-proprietary energy and water consumption data, as practicable, for each building.

## LANDSCAPING

30. Conceptual Landscape Plan. The CDP includes a conceptual landscape plan for the Application Property consisting of an overall plan and details regarding streetscapes, courtyards and private amenity areas generally found on Sheets L-5, L-6, L-7, and L-9 through L-22. As part of each and all subsequent FDPs, further landscaping details for each Building Site shall be provided in general conformance with the actual types and the quantity, quality and species of plantings and landscape materials shown on the CDP. Such landscape plan shall include the location of all known utilities and sight distance requirements overlaid on the planting plan. Landscaping may be modified during site plan review for each Building Site to allow for final engineering and design considerations, including, but not limited to, final utility locations, LID facilities, sight distance requirements, Fire Marshal access, and other applicable requirements, provided that such modifications are in substantial conformance with the FDP.
31. Detailed Landscape Plan. As part of the site plan submission for each Building Site on the Application Property, the Applicant shall submit to UFMD of DPWES for review and approval, a detailed landscape plan that is in substantial conformance with the quantity and quality of plantings and landscaping materials shown on the approved FDP, and shall include, among other things, irrigation information, design details for tree wells and other similar planting areas on structures and along streets. These details shall include the composition of planting materials, methods for providing suspended pavement over tree root zones to prevent soil compaction, and methods for ensuring the viability of plantings on structures.
32. Street Trees and Alternative Planting Width Details. Street tree species and planting sites are depicted on the CDP but remain subject to such revisions as may be approved by the UFMD at the time of FDP and site plan approval. Where minimum planting widths of eight (8) feet cannot be provided, alternative measures either as identified in the "Tysons Urban Design Guidelines" (endorsed by the Board on January 25, 2012) or as approved by the UFMD, shall be used to satisfy the following specifications for all planting sites:
- A. A minimum of 4 feet open surface width and 16 square feet open surface area for Category III and Category IV trees (as defined in Table 12.17 of the PFM), with the tree located in the center of such open area shall be provided.
- B. A minimum rooting area of 8 feet wide (may be achieved with techniques to provide un-compacted soil below hardscape areas within the pedestrian realm, with no barrier to root growth within four feet of the base of the tree shall be provided.

- C. Soil volume for Category III and Category IV trees (as defined in Table 12.17 of the PFM) shall be 700 cubic feet per tree for single trees, but may be reduced to a minimum of 400 cubic feet in Secondary Pedestrian Corridors where hardscape above tree rooting zones is necessary to accommodate pedestrian traffic or where utility locations preclude greater soil volumes. Minimum soil volumes of 700 cubic feet will be achieved in areas of lower pedestrian volume and where hardscape is not required over tree rooting zones. For two trees planted in a contiguous planting area, a total soil volume of at least 600 cubic feet per tree shall be provided. For three or more trees planted in a contiguous planting area, a total soil volume of at least 500 cubic feet per tree shall be provided. A contiguous area shall be any area that provides root access and soil conditions favorable for root growth throughout the entire area.
- D. Soil specifications in planting sites shall be provided in the planting notes to be included in all site plans filed subsequent to the approval of the rezoning applications.
- E. Trees zones shall be installed with a fully automatic drip irrigation system.
- F. Tree grates shall only be required if necessary to maintain a certain sidewalk dimension.

#### TREE PRESERVATION

33. Tree Preservation. The Applicant shall submit a tree preservation plan and narrative as part of the first and all subsequent site plan submissions. The tree preservation plan and narrative shall be prepared by a certified arborist, landscape architect or a registered consulting arborist, and shall be subject to the review and approval of UFMD.

The tree preservation plan shall include a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all individual trees to be preserved, as well as all on and off-site trees, living or dead with trunks 12 inches in diameter and greater (measured at 4 ½ -feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located within 25 feet outside the limits of clearing and grading and 10 feet inside the limits of clearing and grading. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the FDP and those additional areas in which trees can be preserved as a result of final engineering. The tree preservation plan and narrative shall include all items specified in PFM 12-0507 and 12-0509. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the tree preservation plan.

34. Tree Appraisal. The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees 12 inches in diameter or greater located on the Application Property that are shown to be saved on the tree

preservation plan for a Building Site. These trees and their value shall be identified on the tree preservation plan at the time of the first submission of the site plan for a Building Site. The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture, subject to review and approval by UFMD.

At the time of the respective site plan approvals, the Applicant shall post a cash bond or a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined in accordance with the paragraph above (the "Bonded Trees") that die or are dying due to unauthorized construction activities conducted pursuant to such site plan. The letter of credit or cash deposit shall be equal to 50% of the replacement value of the Bonded Trees. At any time prior to final bond release for the improvements on the Application Property constructed adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or be determined to be dying by UFMD due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size, species and/or canopy cover as approved by UFMD. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value of any Bonded Tree that is dead or dying or improperly removed due to unauthorized construction activity. This payment shall be determined based on the Trunk Formula Method and paid to a fund established by the County for furtherance of tree preservation objectives. Upon release of the bond for the improvements of the Application Property constructed adjacent to the respective tree save areas, any amount remaining in the bonds for tree preservation or replacement required by this proffer shall be released and returned to the Applicant.

35. Tree Preservation Walk-Through. The Applicant shall retain the services of a certified arborist, landscape architect or registered consulting arborist, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant's certified arborist, or landscape architect shall walk the limits of clearing and grading with a UFMD representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.
36. Limits of Clearing and Grading. The Applicant shall conform strictly to the limits of clearing and grading as shown on the FDP approved for the Building Site, subject to allowances specified in these conditions and for the installation of utilities and/or trails as determined necessary by the Director of DPWES, as described herein. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and

grading as shown on the approved FDP, they shall be located in the least disruptive manner necessary. A replanting plan shall be developed and implemented, subject to approval by the UFMD for any areas protected by the limits of clearing and grading that must be disturbed for such trails and utilities.

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

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

38. Root Pruning. The Applicant shall root prune, as needed, to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the applicable site plan. The details for these treatments shall be reviewed and approved by the UFMD, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:

- Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.
- Root pruning shall take place prior to any clearing and grading, or demolition of structures.
- Root pruning shall be conducted with the supervision of a certified arborist.
- An UFMD representative shall be informed when all root pruning and tree protection fence installation is complete.

39. Demolition of Existing Structures. The demolition of all existing features and structures within areas protected by the limits of clearing and grading areas shown on an approved

FDP shall be done by hand without heavy equipment and shall be conducted in a manner that does not impact individual trees and/or groups of trees that are to be preserved as reviewed and approved by the UFMD.

40. Site Monitoring. During any clearing or tree/vegetation/structure removal on the Application Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by the UFMD. The Applicant shall retain the services of a certified arborist, or registered consulting arborist, to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFMD approvals. The monitoring schedule shall be described and detailed in the applicable tree preservation plan, and be reviewed and approved by the UFMD.

### STREETSCAPE

41. Streetscape. Streetscaping shall be installed throughout the Application Property as generally illustrated on the CDP. Streetscape elements shall include: a landscape amenity panel located immediately behind the face of curb; a clear pedestrian sidewalk adjacent to the landscape amenity panel; and a building zone between the pedestrian sidewalk and the face of the building that is designed to allow access to the building and/or additional landscaping adjacent to residential uses and also storefront browsing, outdoor display, outdoor dining, and similar uses adjacent to Retail/Service uses. Outdoor display and outdoor dining areas shall be permitted within the building zone, but not within pedestrian sidewalk areas. Streetscaping elements may be adjusted at the time of FDP approval provided the quality of the streetscape is consistent with that shown on the CDP. Tree planting sites are set forth on the CDP, and are subject to revision as may be approved on the FDP or at site plan by the UFMD. The Applicant shall retain the services of a certified arborist, landscape architect or a registered consulting arborist to monitor the design and inspect the planting of the street trees and shall notify UFMD in writing or by electronic mail no later than three business days prior to tree pit construction to allow for County inspection.

- A. Invasive Species. Invasive species, as defined by the PFM, shall not be used within the streetscape and landscaped open space areas.

- B. Utilities. Utilities, including, but not limited to water, sanitary sewer and storm sewer utility lines, shall be installed within the street network in accordance with the "Transportation Design Standards for Tysons Corner Urban Center" to the maximum extent feasible as determined by DPWES or shall be placed in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDP and/or subsequent FDPs as determined by DPWES. If there is no other cost effective option as determined by the Applicant in consultation with DPWES and DPZ, utilities may be placed within open space or streetscape areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as shown on the CDP, and subsequent FDPs, as determined by the UFMD. A conceptual utility plan shall be overlaid on the landscape plan submitted with each FDP or FDPA filed subsequently to approval

of the rezoning applications and shall include the location of any utility vaults and maintenance points to stormwater management facilities. Adjustments to the type and location of plantings shall be permitted to avoid conflicts with utilities and other site engineering considerations. If at the time of site plan approval, street trees shown on the FDP are in conflict with existing or proposed utilities and alternative locations for the street trees satisfactory to UFMD cannot be accommodated, the Applicant may delete such trees without the need for the issuance of a minor modification approved by DPZ or the approval of a PCA, CDPA or FDPA.

- C. Access to Stormwater Management Facilities. Maintenance access points to SWM Facilities (as defined in Proffer 94), and electric vaults beneath the streetscape should be located outside clear pedestrian walkway zone of the streetscape when feasible. If the access points must be located in the walkway zone, they shall be designed as a lift out panel with the same paving materials as the walkway (subject to Americans with Disabilities (ADA) requirements), be flush with the walkway, and meet ADA accessibility requirements. The maintenance access points shall be shown on each FDP.
- D. Sight Distance. If determined at the time of site plan approval that street tree locations conflict with sight distance requirements, the Applicant shall make efforts to gain approval of said trees by making minor adjustments to their locations or by removing their lower branches. However, in the event VDOT, Fairfax County or any applicable utility company does not approve such tree locations, the Applicant shall be permitted to relocate and/or delete tree location(s) in consultation with UFMD and without the need for the issuance of a minor modification approved by DPZ or approval of a PCA, CDPA or FDPA.
- E. Fire Marshal. If determined at site plan approval that street tree locations conflict with Fire Marshal access comments, the Applicant shall make efforts to gain approval of said trees by making minor adjustments to their locations or by removing their lower branches. However, in the event the Fire Marshal does not approve such tree locations, the Applicant shall be permitted to relocate or delete those tree location(s) in consultation with UFMD and without the need for the issuance of a minor modification approved by DPZ or approval of a PCA, CDPA or FDPA.
- F. Streetscape Materials. Unified and high quality streetscape materials shall be provided as generally shown on the CDP, and may include, but not be limited to, unit pavers, seat walls, tree space edging, lighting, traffic signal poles, benches, trash receptacles and other hardscape elements. A Streetscape Furnishing and Materials Plan shall be provided with all FDP and FDPA submissions. These plans shall include general product information and approximate locations of furnishings and materials to be located in the streetscape between the building face and the curb, and in other public realm open spaces. Materials, furnishings, and lighting shall be compatible with the "Tysons Corner Urban Design Guidelines" endorsed by the Board on January 24, 2012 and coordinated with the

Tyson's Partnership, but shall not be subject to approval by the Tyson's Partnership. Coincident with the construction of those Building Sites with frontage on Route 123, the Applicant shall provide such streetscape elements in accordance with the Tyson's Corner Urban Design Guidelines. Such elements may require the enhancement and/or replacement of those streetscape elements provided by others.

- G. Signage. Signage for the Application Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance. Alternatively, the Applicant may seek approval of a Comprehensive Sign Plan ("CSP") for all or a portion of the Application Property. The placement of traffic control signage on public streets shall be coordinated with, and is subject to, VDOT review and approval. Wayfinding signage and elements shall be coordinated with the Tyson's Partnership so as to facilitate a consistent wayfinding and signage system throughout the Tyson's East District, but shall not be subject to approval by the Tyson's Partnership. Wayfinding shall provide direction to locations of prominent attractions, parks, cultural arts destinations, and other public amenities.
- H. Maintenance. The areas between the back of curb and the back of the clear pedestrian sidewalk whether located within the public right-of-way or on private land with public access easements shall be designated as the Pedestrian Realm. The Applicant, or the Administrative Group (the "AG," as defined in Proffer 85), once established, on behalf of the Applicant, shall be responsible for obtaining all required VDOT permits related to the Pedestrian Realm, for maintaining and replacing in-kind all Pedestrian Realm elements, including those located within or abutting public right-of-way. The Applicant or AG shall enter into the appropriate agreement, in a form approved by the Office of the County Attorney, with the County (or other public entity, as needed) to permit the Applicant or the AG to perform such maintenance within publicly-owned portions of the Pedestrian Realm. Neither the Applicant nor the AG shall be required to repair or restore any elements of the Pedestrian Realm within publicly-owned areas that are damaged by public contractors, or permittees that are not acting under the direct authority of the Applicant or the AG. An alternative maintenance agreement, such as a Business Improvement District, may be entered into upon written agreement of both the County and the Applicant and/or AG without the requirement for a PCA. Maintenance commitments include, but are not limited to:
- (i) All plantings including trees, shrubs, perennials, and annuals;
  - (ii) All associated irrigation elements, exclusive of the public water supply;
  - (iii) All hard surfaces;
  - (iv) All streetscape furnishings including benches, bike racks and non-standard structures;

- (v) All lighting poles, brackets and fixtures, exclusive of Dominion Virginia Power electric service;
- (vi) All non-VDOT standard sign posts, traffic signal poles, pedestrian signal poles, mast arms, signal heads and control boxes, exclusive of Dominion Virginia Power electric service;
- (vii) Snow removal;
- (viii) Leaf removal;
- (ix) Trash, recycling and litter removal;
- (x) Decorative retaining walls;
- (xi) Special drainage features, such as Low Impact Design facilities; and
- (xii) All urban park amenities including horticultural care, maintenance of all water features, irrigation, lighting, furnishings, paving, and art.

As determined at the time of FDP approval, where the final streetscape design cannot be fully implemented during certain phases of development the Applicant shall provide interim streetscape improvements as described herein.

I. Ownership of the Streetscape/Pedestrian Realm. Portions of the streetscape/Pedestrian Realm shall be dedicated in fee simple to the County of Fairfax (or equivalent government body or agency), as shown on the CDP Sheet C-21, subject to the following conditions:

- (i) The County shall permit all stormwater and other facilities to be constructed and maintained as generally shown on the CDP, as may be amended by future FDPs not submitted concurrent with the CDP, subject to the Applicant accepting maintenance responsibilities for such facilities;
- (ii) The County shall permit the Applicant to use security-related features, including, but not limited to, bollards, that are constructed within streetscape areas and shown on an approved FDP. The FDP shall include a narrative describing the importance/necessity of the features for a specific tenant;
- (iii) The Applicant shall continue to maintain the Pedestrian Realm facilities as described in these proffers;
- (iv) Dedication of any portions of the Pedestrian Realm intended to be publicly-owned shall occur at site plan for a Building Site; and
- (v) Dedications shall be subject to a reservation held by the Applicant to allow future utility installation, construction access, temporary construction and

grading, and other easements reasonably necessary for the convenient development, operation, maintenance, repair and/or redevelopment of the Applicant's adjacent property.

J. Private Ownership of Streetscape/Pedestrian Realm. The Applicant shall work diligently with VDOT and the County during the FDP and site plan approval processes to ensure that the streets and the area of the landscape amenity panel/sidewalk can be accepted by as public streets. The Applicant shall dedicate and convey in fee simple right-of-way, including the area of the landscape amenity panel/sidewalk, to the Board at time of site plan approval, with the following exceptions:

- (i) If at the time of site plan approval it is determined that stormwater management facilities, electric vaults or other similar facilities proposed to be located beneath the landscape amenity panel/sidewalk will prevent VDOT and/or Fairfax County from accepting the landscape amenity panel/sidewalk within the right-of-way, the Applicant shall provide dedication measuring 18 inches from the proposed face of curb line and shall reserve for potential future dedication the landscape amenity panel and sidewalk areas. A temporary public access easement in a form acceptable to the County Attorney shall be recorded over the reserved landscape amenity panel/sidewalk areas until such time as such areas are dedicated. This reservation area shall include easements that allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant shall provide easements within the amenity panel/sidewalk area for bus shelters as determined at the time of FDP or site plan. Conveyance of the amenity panel/sidewalk areas to the Board shall occur following construction of the street and streetscape improvements and final street acceptance inspection by Fairfax County and/or VDOT subject to the stipulations in these Proffers.

Should it be determined following final street acceptance inspection that the landscape amenity panel and sidewalk areas continue to be unacceptable to VDOT and/or Fairfax County for inclusion in the right-of-way, the reservation of potential future dedication of the landscape amenity panel and sidewalk areas shall be released and the Applicant shall grant a public sidewalk and utility easement, in a form acceptable to the Office of the County Attorney. This easement shall allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant shall provide easements within the amenity panel area for bus shelters as determined at the time of FDP or site plan.

- (ii) If at the time of site plan approval it is unclear whether stormwater management facilities, electric vaults or other similar facilities proposed to be located beneath the landscape amenity panel/sidewalk will be

acceptable to VDOT and/or Fairfax County, the Applicant shall provide dedication measuring 18 inches from the proposed face of curb line at the time of site plan approval and shall reserve for potential future dedication the landscape amenity panel and sidewalk areas. A temporary public access easement in a form acceptable to the County Attorney shall be recorded over the reserved landscape amenity panel/sidewalk areas until such time as such areas are dedicated. The reservation area shall include easements that allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant shall provide easements within the amenity panel/sidewalk area for bus shelters as determined at the time of FDP or site plan. Conveyance of the amenity panel/sidewalk areas to the Board shall occur following construction of the street and streetscape improvements and final street acceptance inspection by Fairfax County and/or VDOT subject to the stipulations in these Proffers.

Should it be determined following final street acceptance inspection that the landscape amenity panel and sidewalk areas are not acceptable to VDOT and/or Fairfax County to be included in the right-of-way, the reservation of potential future dedication of the landscape amenity panel and sidewalk areas shall be released and the Applicant shall grant a public sidewalk and utility easement, in a form acceptable to the Office of the County Attorney. This easement shall allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant shall provide easements within the amenity panel area for bus shelters as determined at the time of FDP or site plan.

K. Interim Conditions. Due to the size of the Application Property and the time anticipated for its full build-out, phased redevelopment may result in various interim conditions associated with the Application Property as reflected on the CDP. At the time of FDP submission for a Building Site, the Applicant shall identify the specific proposed interim conditions within such FDP area and the area immediately abutting it and shall ensure such conditions provide safe and reasonable pedestrian connections and vehicular access and circulation. Phased conditions as shown on the FDP shall comply with the following general standards:

- (i) Application of a temporary screening system (which may be removable) to the façades of above ground parking garages that will be interior when later phases are complete, but that are exposed at phase lines for more than a one-year period. This screening system shall be applied to all levels above grade and shall be composed of an architecturally designed system that may reflect basic architectural lines of the permanent façades and/or vegetation or other techniques, and shall partially obscure the garage view from outside the garage until the next phase is constructed. As may be

appropriate, the specific temporary screening system to be utilized for each garage shall be determined at the time of FDP submission and depicted on the FDP. Other alternate temporary garage screening and the use of banners consistent with Article 12 or any approved Comprehensive Sign Plan and/or temporary art works as a part of the screening system may be approved at the time of FDP approval;

- (ii) Grading and seeding of areas on the Application Property, where existing improvements are removed to accommodate a portion of the development shown for each Building Site, but which are not used for construction staging and/or are not scheduled to have construction commenced on them within 12 months; and
- (iii) Provision of attractive temporary construction fencing, which may include public art, signage or way-finding elements. Signage shall comply with Article 12 of the Zoning Ordinance or alternatively with an approved Comprehensive Sign Plan.

- L. Incorporation of Design Standards. The Applicant reserves the right, in its sole discretion, to utilize and follow in part, or in whole, the "Tysons Corner Urban Design Guidelines" endorsed by the Board of January 24, 2012 in lieu of the design specifications of these proffers to the extent such specifications are covered by such guidelines.

#### PRIVATE RECREATION FACILITIES

- 42. Private Amenities and Recreational Facilities for Residential Uses. Pursuant to Paragraph 2 of Section 6-508 and Paragraph 2 of Section 16-404 of the Zoning Ordinance, the Applicant shall provide a minimum of \$1,700.00 per market-rate and workforce residential dwelling unit toward construction of developed on-site recreation facilities for each residential building. Prior to final bond release for each building, the balance of any funds not expended, as determined by DPWES, shall be contributed to the Fairfax County Park Authority ("FCPA") for the provision of recreation facilities serving Tysons Corner.

The specific facilities and amenities to be provided for each individual residential building, or shared between two or more residential buildings, which shall be for the use and enjoyment of the residents of those buildings, shall be determined at the time of subsequent FDP approval. Amenities to be provided may include, but are not limited to:

- A. Private exterior recreational areas or courtyards, which may be located on the top of residential buildings, upper levels of parking podiums or in at grade open areas, which may include pool facilities, informal seating areas, sport courts, landscaping, rooftop gardening areas, hardscape areas, passive recreation areas, or other private amenities and recreational facilities as determined by the Applicant.

- B. Interior fitness centers furnished with exercise equipment that may include, but are not limited to, stationary bikes, treadmills, weight machines and free weights, but not necessarily staffed.
- C. Club rooms and/or entertainment centers for resident gatherings.

The Applicant reserves the right to construct a health club or gym within one or more of the office buildings or the hotel on the Application Property. The Applicant shall have the option of allowing residents of the Application Property to use the facility at no cost. Said facilities shall be determined at time of FDP submission for the Building Site, and may serve as private recreation amenities for residents of the Application Property if residents are not charged for use. Should this option be implemented, and residents are allowed to use the facility at no cost, the construction costs of the facilities may be counted toward the minimum recreation expenditure described herein.

#### PARKS AND OPEN SPACE

43. Publicly-Accessible Park and Open Space Areas. Provision of publicly-accessible at grade park and open space areas shall be in general conformance with the concepts, locations and minimum acreages depicted on the CDP and as further described in these proffers as may be adjusted at time of FDP and site plan approval to allow for final engineering and design considerations. While public access easements shall be granted for these areas, the Applicant shall retain private ownership and reserves the right to reasonably restrict access for limited times for special events, security, maintenance and repairs and/or safety purposes. As shown on the CDP, the Applicant shall provide the following park and open space areas:
- A. A Neighborhood Park on the Taylor Block, containing approximately 43,070 square feet, as conceptually shown on Sheet L-10 of the CDP. The final park area shall be determined at time of FDP. The Neighborhood Park shall be constructed in two (2) phases with Taylor Building Site A and Taylor Building Site B. The Neighborhood Park may include, but not be limited to, multi-purpose courts, playgrounds and seating areas.
  - B. A naturalized park on the Taylor Block, containing approximately 64,370 square feet, as conceptually shown on Sheet L-6 of the CDP. The final park area shall be determined at time of FDP. The naturalized park shall be constructed with Taylor Building Site A and shall include passive recreation opportunities that may include, but not be limited to, a trail, terrace and overlook.
  - C. A Gateway Park on the Van Buren Block, containing approximately 12,060 square feet, as conceptually shown on Sheet L-9 of the CDP. The final park area shall be determined at time of FDP. The Gateway Park shall be constructed with the Van Buren Block. The Gateway Park may include, but not be limited to, playgrounds and seating areas.
  - D. A Corner Park on the Taylor Block, containing approximately 8,930 square feet, as conceptually shown on Sheet L-10 of the CDP. The final park area shall be

determined at time of FDP. The Corner Park shall be constructed with Taylor Building Site C. The Corner Park may include, but not be limited to, shaded and non-shaded seating areas, tables for dining and board games, and a focal element such as public art or a water feature.

- E. Andrew Way Plaza on the Johnson Block, containing approximately 28,538 square feet, as conceptually shown on Sheet L-7 of the CDP, which shall serve as the focal point of Station Street. The final plaza area shall be determined at time of FDP. Andrew Way shall be constructed with either Johnson Building Site C or Johnson Building Site D, whichever is constructed last. Andrew Way may include, but not be limited to, water features, café seating, benches, landscaped areas, play areas, terraced paving, and performance and event space.
44. Tabulation of Open Space. The publicly-accessible open space tabulations as set forth on the CDP shall be achieved when redevelopment of the entire Application Property is complete, in accordance with Paragraph 2 of Section 16-403 of the Zoning Ordinance.

#### PUBLIC SCHOOLS CONTRIBUTION

45. Public Schools Contribution. Prior to the issuance of the first RUP for each residential building, the amount of \$9,378.00 per student for students projected to be generated by such building shall be contributed to the Board for transfer to Fairfax County Public Schools ("FCPS") to be utilized for capital improvements and capacity enhancements at the schools that students generated by these residential buildings will attend. This contribution shall be based on student yield ratios of 0.047, 0.013 and 0.027 per unit for elementary, middle and high school, respectively. Such contribution shall be made at the time of issuance of the first RUP for each residential building.

If prior to site plan approval for a residential building, the County should increase the accepted ratio of students per subject multifamily unit or the amount of the contribution per student, the amount of the contribution shall be increased for that building to reflect the current ratio and/or contribution. This contribution is not subject to the provisions of Proffer 101. If the County should decrease the ratio or contribution amount, the amount of the contribution shall be decreased to reflect the current ratio and/or contribution.

#### TRANSPORTATION IMPROVEMENTS

46. Definition of "Construct". The term "construct" as used with respect to the road improvements referenced in these proffers shall mean such road improvement is open for use by the traveling public whether or not such improvement has been accepted by VDOT for maintenance.
47. Transportation Design Standards for Tysons Corner Urban Center. All public and private streets within the Application Property and proposed herein shall be subject to and designed in general conformance with the Transportation Design Standards for Tysons Corner Urban Center dated September 13, 2011, as may be amended, subject to the approval of any permitted waivers/modifications which may be granted.

48. Internal Grid of Streets. The Applicant shall construct a grid of streets on the Application Property in conjunction with the redevelopment of each Building Site in accordance with the Phasing Sheets and in substantial conformance with the CDP. Frontage improvements along Colshire Drive and Colshire Meadow Drive and any other public street may be constructed pursuant to VDOT public roadway improvement plans (the "Road Plans") as described more fully in these proffers. In such an event, all other improvements (other than the roadway frontage) shown on the CDP will be constructed in accordance with the phasing exhibits for each individual building.

The functional classification of the roadways comprising the grid of streets on and abutting the Application Property is summarized below:

| Street  | Classification         |
|---|------------------------|
| Dolley Madison Boulevard  | Low Speed Boulevard    |
| Anderson Road   | Avenue                 |
| Colshire Drive (between Dolley Madison Boulevard and Colshire Meadow Drive)   | Avenue                 |
| Colshire Drive (south of Colshire Meadow Drive to terminus)                   | Local Street (Public)  |
| Old Meadow Road   | Collector              |
| Colshire Meadow Drive   | Collector              |
| South Dartford Drive (from Dolley Madison Boulevard to Colshire Meadow Drive) | Local Street (Public)  |
| South Dartford Drive (from Colshire Meadow Drive South)                       | Collector              |
| Station Street  | Local Street (Private) |
| Grant Road  | Local Street (Public)  |
| Lincoln Street  | Local Street (Public)  |

49. Station Street. The Applicant proposes to construct Station Street as shown on the CDP as a private street since a parking garage and utilities, which may include stormwater management facilities, are intended to be constructed beneath the street. A public access easement in a form acceptable to the County Attorney shall be granted for the vehicle travelway and streetscape zone at time of site plan approval.
50. On-Site Road Improvements. All on-site public road improvements, on-site Private Streets, and on-site Private Access Drives together with appropriate/required pavement transitions shall be constructed with the redevelopment of individual Blocks/Building Sites as discussed above and as reflected on the Phasing Sheets, subject to VDOT approval. Such frontage improvements shall be constructed prior to issuance of the first initial RUP or Non-RUP for the individual new building to be constructed. On-site road improvements shall consist of the following:

- A. Colshire Meadow Drive. In conjunction with the submission of the first site plan for the first of the Grant Building Site B, Taylor Building Site B, Hotel Block, Van Buren Block or Johnson Building Sites C or D, the Applicant shall submit a VDOT public roadway plan (the "Road Plan") for the ultimate improvement of Colshire Meadow Drive from Old Meadow Road to Anderson Road including the realignment of the Colshire Meadow Drive intersections with Colshire Drive and Anderson Road but excluding the bridge over Scotts Run (the timing for which is outlined in Proffer 99.C.) Colshire Meadow Drive shall ultimately be constructed as generally reflected on CDP sheets C-4 through C-10 consistent with the Phasing Sheets and the typical sections presented on CDP sheet C-21. The extent, final design and timing of these ultimate improvements to Colshire Meadow Drive, as generally described and referenced above, shall be provided in conjunction with the redevelopment of individual Building Sites/Blocks and determined at the time of site plan approval for that Building Site/Block. Each Applicant, as to its respective Building Site/Block reserves the right, in its sole discretion, to complete such ultimate improvements as a single public road improvement or in separate segments, as long as at least the frontage improvements for the respective individual Building Site have been constructed prior to the issuance of the first initial RUP or Non-RUP for that building reflected on the site plan. Notwithstanding the aforementioned timing of the construction of Colshire Meadow Drive, Colshire Meadow Drive shall be constructed in its entirety between Old Meadow Road and Anderson Road (excluding the bridge over Scotts Run) no later than thirty-six (36) months after the issuance of the first initial RUP or Non-RUP for the fourth (4<sup>th</sup>) of the Blocks or Building Sites referenced above. In such event, the Applicant may use any funds escrowed by others with the County for the improvement of Colshire Meadow Drive.

If an improvement to the section of Colshire Meadow Drive between Anderson Road and South Dartford Drive, including the intersections with Anderson Road and/or South Dartford Drive, is constructed by others prior to site plan submission for either the Garfield or Van Buren Blocks, then the Applicant shall dedicate and convey upon demand by Fairfax County such right-of-way and ancillary easements necessary to facilitate such construction by others provided: (i) interim access to/from the existing/planned buildings located on the Van Buren and Garfield Blocks is maintained at all times for only the period prior to redevelopment of those two (2) Blocks; and (ii) such improvements to either Block are minimized and coordinated with the Applicant prior to approval of the site that includes the Colshire Meadow Drive improvement. In such event, the Applicant will escrow its share of the cost of the ultimate improvements along the Garfield Block's Old Chain Bridge Road frontage. Those specific improvements, as reflected on Sheet A6.05 of the CDP along the Van Buren Block's frontage would then be constructed with the redevelopment of the Van Buren Block.

If an improvement to the section of Colshire Meadow Drive between South Dartford Drive and Colshire Drive (excluding the intersection with Colshire Drive) is constructed by others (including Fairfax County) prior to the site plan

submission for either of the Johnson Building Sites C or D, then the Applicant shall dedicate and convey upon demand by Fairfax County such right-of-way and ancillary easements necessary to facilitate such construction by others provided: (i) access to/from the existing Johnson I and II (MITRE 4) buildings (as identified on CDP Sheet C-3A) is maintained at all times prior to the period of redevelopment of those sites; and (ii) such improvements are minimized and coordinated with the Applicant prior to approval of the site plan that includes the improvements to Colshire Meadow Drive as defined in this Paragraph. In such event, those specific streetscape improvements along the Johnson Building Sites C and D would then be constructed with their individual redevelopment.

In the event Johnson Building Site C or D is the first of the six buildings referenced above to be constructed then the Applicant shall be granted in-kind credit as outlined in the Board's Guidelines for the Tysons Grid Fund for the following improvements to Colshire Meadow Drive (Proffer 64.F) and as more fully described below. In such event, the Applicant would (at his sole discretion) construct the ultimate section of Colshire Meadow Drive from the easternmost bridge approach over Scotts Run east to and including the intersection improvements to Colshire Drive, South Dartford Drive and Anderson Road, as well as the section of Station Street between Colshire Drive and South Dartford Drive and South Dartford Drive between Route 123 and Colshire Meadow Drive. If the Applicant elects to complete such a network of streets as outlined in this paragraph then those streets shall be constructed prior to issuance of the first initial Non-RUP for the first of Johnson Building Sites C or D. In the event that Colshire Meadow Drive cannot be extended east of the South Dartford Drive intersection to Anderson Road and/or South Dartford Drive between Route 123 and Colshire Meadow Drive cannot be completed to its ultimate cross section without impacting either the then existing uses on the Van Buren Block or The Commons property (2012 Tax Map 30-3 ((26)) 5, 6 and 8), then the Applicant shall be permitted to construct interim improvements for one of both of those links and the Anderson Road intersection as determined in consultation with VDOT and FCDOT.

- B. Colshire Drive Realignment. Concurrent with the rezoning applications, the Applicant has submitted a request to FCDOT for the abandonment and conveyance of certain portions of existing dedicated fee simple right-of-way of Colshire Drive to support a new alignment thereof from Route 123 South to and including its intersection with Colshire Meadow Drive as shown on the CDP. Said realignment shall also require dedication of right-of-way by the Applicant as also shown on the CDP. Upon approval of the abandonment and conveyance request by the Board, which is expected to occur approximately thirty (30) days subsequent to the approval of the rezoning applications, or as soon thereafter as possible, the Order of Abandonment and Deeds of Conveyance to the Applicant, and the Deeds of Dedication from the Applicant to Fairfax County (collectively referred to as the Order and Deeds) shall be placed in escrow with Fairfax County. Colshire Drive shall continue to be owned by Fairfax County and

maintained by VDOT in its current alignment pending the transfer of title which will occur upon recordation of the Order and Deeds as described below. Upon the submission of an FDP for the redevelopment of the first of the Hotel Block or Johnson Building Site C, the Order and Deeds shall be recorded among the land records of Fairfax County and Colshire Drive shall then be reconstructed as generally reflected on the CDP consistent with the Phasing Sheets, the typical sections presented on the CDP and as may be approved by VDOT. The submitted FDP shall be diligently pursued. In addition, a site plan consistent with the FDP shall be submitted to DPWES no later than six (6) months after acceptance of the FDP by DPZ if associated with the Hotel Block or no later than twelve (12) months after acceptance of the FDP by DPZ if associated with Johnson Building Site C. The FDP submitted for either the Hotel Block or Johnson Building Site C shall not be approved until said site plan is submitted. Prior to recordation of the Order and Deeds, no actions shall be taken by either party that would adversely affect title or future recordation of the Order and Deeds, except as may be required by Law and/or Ordinance. The extent, final design and timing of these ultimate improvements to Colshire Drive as generally described and referenced above shall be completed as a single public road improvement project prior to the issuance of the first RUP or Non-RUP for either the Hotel, or Johnson Building Site C, whichever shall first occur.

In no event will the Applicant be restricted from submitting and/or gaining approval of a FDP, FDPA, CDPA and/or site plan pending VDOT and FCDOT's review and approval of the road improvement project described above. Neither shall issuance of any RUP or Non-RUP (except for the Hotel or Johnson Building Site C as described above) associated with the Application Property be limited or restricted.

- C. Grant Road. In conjunction with the development of Grant Building Site A, the Applicant shall construct Grant Road as a two-lane, public, local, street with on-street parking provided along the east side. The intersection of Route 123 and Grant Road shall be designed and constructed to ultimately permit right-in/right-out movements. Notwithstanding what is noted on Sheet C-9 of the CDP, the Applicant acknowledges that right-out movements from Grant Road onto existing Route 123 at this location may be restricted by VDOT if conditions so warrant at the time of site plan submission for Grant Building Site A. The Applicant however reserves the right to seek unlimited right-in/right-out access approval by VDOT at this location at any time.
- D. Access to Lincoln Building Site A. If the adjacent property identified as Fairfax County 2012 tax map 29-4 ((6)) 101B (the "GEICO" property) redevelops prior to the site plan submission for development of Lincoln Building Site A, the Applicant shall provide right-of-way dedication of 20.5 feet along the common property line and ancillary easements up to an additional ten (10) feet abutting such right-of-way in order to construct a consolidated entrance to both properties opposite Colshire Meadow Drive. Said dedication and/or easements shall only be provided if the adjacent property owner records a public access easement over

said consolidated entrance to facilitate future access to and from Lincoln Building Site A. In such event, the Applicant shall be permitted to make such changes to the existing Lincoln Building Site A's, surface parking lot without the need for a CDPA and/or PCA, or site plan modification. Said improvements shall not be deemed implementation of the improvements shown on the CDP for Lincoln Building Site A for purposes of compliance with proffer obligations.

Notwithstanding the above, in the event the Lincoln Building Site A develops prior to the GEICO property, the Applicant shall endeavor to consolidate its entrance with GEICO to provide a single shared use entrance opposite Colshire Meadow Drive. In the event GEICO refuses and VDOT does not permit two (2) entrance/exits in proximity to one another then the Applicant shall construct either an alternative access from Old Meadow Road to serve the Lincoln Building Site A garage and/or such other interim connection to and from Old Meadow Road in order to minimize conflicts with the existing GEICO entrance/exit. Such alternative access will be evaluated with VDOT and FCDOT at the time of FDP submission for Lincoln Building Site A and may be further refined at site plan without the need for a PCA, CDPA or FDPA.

E. Other Public Street Improvements. All other public street improvements (including Old Meadow Road, Anderson Road, Chain Bridge Road) shall ultimately be constructed as reflected on CDP sheet C-4, the phasing exhibits reflected on the Phasing Sheets and the typical sections presented on CDP sheet C-21. The extent, final design and timing of these other public street improvements shall be provided in conjunction with the redevelopment of individual Blocks or Building Sites and shall be determined at the time of site plan approval for those individual Blocks or Building Sites. Each Applicant, as to its respective Block, or Building Site reserves the right, in its sole discretion, to complete such ultimate improvements as a single public road improvement or in separate segments, as long as at least the frontage improvements for the respective Block or Building Site have been constructed prior to the issuance of the first initial RUP or Non-RUP for that Block or Building Site site plan.

F. Service Streets (Private Alleys). With the redevelopment of individual Building Sites, any private service streets and access roads as shown on the CDP and phasing exhibits shall be constructed (unless already constructed by others) and open for use by the public and a public access easement in a form acceptable to the County Attorney shall be granted prior to the first initial RUP or Non-RUP for the respective building.

51. Off-Site Transportation Improvements. The following off-site transportation improvements shall be provided by the Applicant as more fully described below:

A. Prior to the issuance of the first initial RUP or Non-RUP for the first of the Van Buren or Westgate Blocks, the Applicant shall construct a second left-turn lane on Route 123 onto Anderson Road including any signal modifications (including replacement of the existing signal) to a standard as may be required by VDOT and

within existing rights-of-way and subject to VDOT approval and permitting as generally shown on the CDP.

- B. No later than thirty-six (36) months after the issuance of the first RUP or Non-RUP for the second building to be constructed on the Johnson Block, the Applicant shall construct a 200 foot extension of the full width southbound dual left-turn lanes on Route 123 onto Colshire Drive within existing rights-of-way and subject to VDOT approval and permitting as shown on the CDP.
  - C. In the event VDOT, Fairfax County and/or others (but not the Applicant) initiates and funds the Super Street Concept for the segment of Route 123 between the Dulles Access Road and I-495, before either of the triggers outlined in Proffers 51.A. and 51.B., then the Applicant's obligation to construct the left-turn lane enhancements listed in those same proffers is deemed null and void and the proffers are of no further force and effect. In such event, the Applicant shall then contribute \$150,000.00 to the County towards the design and/or construction of the Super Street as described in Proffer 52. Such contribution to be made in two (2) equal installments of \$75,000.00 each paid at the time of issuance of the first initial RUP or Non-RUP consistent with the Building Sites/Blocks referenced in Proffers 51.A. and 51.B. above.
52. Route 123 Super Street Concept. The Applicant shall provide the following:

- A. No later than two years after the approval of these rezoning applications, the Applicant will complete and submit advanced preliminary design (30% complete) plans (the "APD Plans") for the modification of Route 123 between Anderson Road and the planned median break just to the west of Old Meadow Road as a super street, as recommended in the Tysons East District CTIA and as conceptually shown on Sheet C-4 of the CDP. The APD Plans will include recommendations for bicycle and pedestrian crossing facilities to be integrated with the super street concept. The Applicant shall not be required to prepare and/or submit any Interchange Modification/Justification Requests (IMR/IJR) or traffic analyses to FCDOT, VDOT and/or FHWA in conjunction with the APD Plans referenced in this Proffer.
- B. The APD Plans shall be completed by a Virginia Licensed Professional Engineer (the "Engineer"). All civil engineering associated with the APD Plans shall be based on VDOT Road and Bridge Standards, Volumes I and II and the Transportation Design Standards for Tysons Corner Urban Center unless otherwise waived or modified by VDOT.
- C. The scope of work associated with preparation of the APD Plans shall be provided to VDOT and FCDOT by the Engineer for review and comment. Upon receipt of review comments by VDOT and FCDOT or 30 days after submission of the scope of work, whichever is earlier, the Engineer shall proceed with the APD Plans.

- D. The Engineer, upon completion, shall submit six (6) sets of the draft APD Plans each to VDOT and FCDOT for review and comment. FCDOT and VDOT shall have ninety (90) days to provide written comments on the APD Plans to the Engineer. Upon expiration of ninety (90) days or receipt of comments, whichever is earlier, the Engineer shall convene a meeting with both agencies in order to review the comments and finalize any changes to the APD Plans.
- E. No later than sixty (60) days after the meeting, the Engineer shall submit the final APD Plans to both FCDOT and VDOT. Submission of the final APD plans shall constitute completion of this Proffer.
- F. The Applicant shall contribute a total of \$800,989.00 (equivalent to approximately \$0.126 per square foot of new GFA) to Fairfax County towards the reconstruction of that segment of Route 123 described in subparagraph 52.A. as a super street. Notwithstanding Proffer 101, these contributions only shall be adjusted at the time of payment and from the date of VDOT's approval of the APD Plans and as permitted by Section 15.2-2303.2 of the Code of Virginia as amended. Twenty-five percent (25%) of the total contribution (approximately \$200,247.00) shall be paid coincident with the approval of the second site plan for the Application Property. The remaining seventy-five percent (75%) of the total contribution shall be paid in three (3) equal installments of twenty-five percent (25%) each at the time of site plan approval for each of the subsequent three (3) new buildings.
- G. In no event will VDOT and FCDOT review and approval of the APD Plans be a condition of FDP, FDPA, CDPA and/or site plan submission and/or approval, or a condition to issuance of any RUP or Non-RUP associated with any Block or Building Site on the Application Property with the exception of those Blocks/Building Sites with frontage along Route 123 and identified for purposes of this Proffer as Grant Building Site A, Johnson Building Sites A and B and the Westgate Block. For those Blocks/Building Sites with frontage along Route 123 (excluding the Garfield Block), such APD Plans must be approved by VDOT and FCDOT prior to the issuance of any RUP or Non-RUP for any of those four (4) Block or Building Sites identified in this Paragraph G. If at any time prior to submission of the final APD Plans, VDOT and FCDOT in consultation with the Engineer and Applicant determines that an interim/partial Super Street can be accomplished as outlined in Proffer 53, then the Applicant's obligation to complete the APD Plans is deemed null and void and this Proffer is of no further force or effect.
- H. If at any time during VDOT and FCDOT's review of the draft APD Plans, both agencies determine an interim/partial portion of the Super Street between Anderson Road and Old Meadow Road (including transitions) can be constructed without the need for FHWA review/approval of an Interchange Modification/Justification Request (IMR/IJR) associated with either the Beltway (I-495) or the Dulles Access Road, then, upon written request by the County and VDOT, the Applicant shall cease preparation of the APD Plans and proceed to the

preparation of Final Design Plans (the "FD Plans") as outlined in Proffer 53 below. In such event, the Applicant's obligation to complete the APD Plans is deemed complete and no further action with regard to the APD process is required.

53. Interim/Partial Super Street Option. In the event that the Applicant is directed by VDOT and FCDOT to proceed with development of FD Plans for a portion of the Super Street as defined in Proffers 52.H. above, then the Applicant shall complete the following subject to the conditions outlined below:
- A. FD Plans to be reviewed and approved by VDOT and/or FCDOT for that portion of Route 123 between Anderson Road and Old Meadow Road to be constructed including appropriate transitions;
  - B. Construction of only those roadway improvements reflected in the FD Plans that shall not exceed the total contribution referenced in Proffers 51.C and 52.F. (or \$950,989.00); and;
  - C. Modifications to the signals on Route 123 at Old Meadow Road, Colshire Drive and/or Anderson Road as needed to accommodate the interim/partial Super Street.
  - D. In the event VDOT and FCDOT, in consultation with the Applicant, agree to permit the construction of an interim/partial portion of the Super Street as described herein, then the Applicant's obligations with respect to Proffers 51.A. and B., and 52.A. through E. and G. through H. above are deemed null and void and those proffers of no force or effect. Further in such event, the interim/partial Super Street shall be constructed within thirty-six (36) months after the issuance of the first initial Non-RUP of for the second of the Grant Building Site A, Johnson Building Sites A or B, or the Westgate Block.
  - E. In no event will VDOT and/or FCDOT review and approval of the FD Plans be a condition of FDP, FPA, CDPA and/or site plan submission and/or approval associated with any Block or Building Site on the Application Property with the exception of those Blocks/Building Sites with frontage along Route 123 as more specifically described in Proffer 52.G. above.
  - F. For purposes of this Proffer, the preparation of FD Plans will be completed generally consistent with the process outlined in Proffer 52.B through E above as agreed to among VDOT, FCDOT, the Engineer and the Applicant.
54. Supplemental Traffic Analyses. At the time of FDP or site plan submission for each new Building Site subsequent to these rezoning applications, supplemental operational traffic analyses of points of access to the Building Site shall be provided if requested by VDOT and/or FCDOT, and only if the trip generation associated with an individual Building Site within the limits of the FDP or site plan is more than 100 additional directional peak hour trips (inbound or outbound) over that anticipated as reflected on the CDP and in the Traffic Impact Study prepared by Wells + Associates dated May 23, 2011 as revised

through November 30, 2012. Such supplemental operational analyses shall be limited to an assessment of those driveways and/or turn lanes serving the particular Building Site.

55. Notification Letter. At the time of filing the first site plan for each new Building Site on the Application Property, a notification letter shall be sent to the Director of FCDOT. The purpose of this letter is to facilitate coordination with DPWES to ensure site plans are consistent with the Transportation Design Standards for Tysons Corner.
56. Old Meadow Road/Colshire Meadow Drive Traffic Signal. A warrant study for installation of a new traffic signal at the Old Meadow Road/Colshire Meadow Drive intersection shall be submitted within twelve (12) months after issuance of the first initial RUP or Non-RUP for the first new building to be constructed on either the Lincoln or Grant Block. In the event the signal is warranted, then the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT and provision for pre-emption for a future fire station on the Taft Site (2012 Tax Map: 29-4 ((6)) 96A), as further defined herein, no later than twelve (12) months following approval of the warrant.

In the event the signal is not warranted within the twelve (12) months after issuance of the first RUP or Non-RUP for the first new building constructed on either the Lincoln or Grant Block, then the Applicant shall conduct a second warrant analysis twelve (12) months after the issuance of the last RUP or Non-RUP for the fourth building to be constructed on the combined Lincoln, Grant and Taylor Blocks. In the event the signal is warranted, then the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT and provision for pre-emption for a future fire station on the Taft Site, no later than twelve (12) months following approval of the warrant.

If not warranted with the second analysis, then the Applicant shall complete a third warrant study within twenty-four (24) months after the issuance of the first RUP or Non-RUP for the last new building to be constructed on the Application Property. In the event the signal is then warranted, the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT and provision for pre-emption for a future fire station on the Taft Site, no later than eighteen (18) months following approval of the warrant. If not warranted with the last new building on the Application Property, then the Applicant's obligation to construct or fund such signal is deemed null and void and this proffer is of no further force or effect.

At any time, the Applicant may use any funds which have been escrowed with the County by others towards the signalization of this intersection if available.

57. Colshire Meadow Drive /Colshire Drive Traffic Signal. A warrant study for installation of a new traffic signal at the Colshire Meadow Drive/Colshire Drive intersection shall be submitted within twelve (12) months after issuance of the first RUP or Non-RUP for the first new building to be constructed on either the Hotel Block or Johnson Building Site C. In the event the signal is warranted, then the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT, no later than

twelve (12) months following approval of the warrant and reflecting the realignment of the Colshire Meadow Drive/Colshire Drive intersection.

In the event the signal is not warranted within the twelve (12) months after issuance of the first RUP or Non-RUP for the first new building constructed on either the Hotel Block or Johnson Building Site C, then the Applicant shall conduct a second warrant analysis twelve (12) months after the issuance of the last RUP or Non-RUP for the final new building to be constructed on the combined Hotel, Johnson and Taylor Blocks. In the event the signal is warranted, then the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT, no later than twelve (12) months following approval of the warrant.

If not warranted with the second analysis, then the Applicant shall complete a third warrant study within twenty-four (24) months after the issuance of the first RUP or Non-RUP for the last new building to be constructed on the Application Property. In the event the signal is then warranted, the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT, no later than eighteen (18) months following approval of the warrant. If not warranted with the last new building on the Application Property, then the Applicant's obligation to construct or fund such signal is deemed null and void and this proffer is of no further force or effect.

At any time, the Applicant may use any funds which have been escrowed with the County by others towards the signalization of this intersection if available.

58. Old Meadow Road/Lincoln Street Traffic Signal. Within twelve (12) months after the issuance of the final Non-RUP for the Lincoln Block, the Applicant will conduct a warrant study for a new traffic signal at the intersection of Old Meadow Road and Lincoln Street. In the event the signal is warranted, then the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT and provision of pre-emption for a future fire station on the Taft Site, no later than twelve (12) months after approval of the warrant.

In the event the signal is not warranted at that time, then the Applicant shall complete a second warrant study within twenty-four (24) months after the issuance of the first RUP or Non-RUP for the last new building to be constructed on the Application Property. In the event the signal is warranted then the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT and provision of pre-emption for a future fire station on the Taft Site, no later than eighteen (18) months after approval of the warrant. If the signal is deemed not warranted by VDOT at that time, then the Applicant's obligation to this signal is deemed null and void and this proffer is of no force or effect.

At any time, the Applicant may use any funds which have been escrowed with the County by others towards the signalization of this intersection if available.

59. Colshire Meadow Drive/South Dartford Drive Traffic Signal. If not previously conducted by others, then within twelve (12) months after the issuance of the first RUP or

Non-RUP for the second new building constructed on the Westgate Block, Van Buren Block A, Johnson Building Site B or Johnson Building Site D, the Applicant will conduct a warrant study for a new traffic signal at the intersection of Colshire Meadow Drive/South Dartford Drive. Said warrant study will include not only build out of the two buildings constructed at the time of submission but an additional future scenario that includes all four (4) buildings. If the signal is warranted with the two (2) constructed buildings, then the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT, no later than twelve (12) months after approval of the warrant. If not warranted until occupancy and build out of all four (4) buildings, then the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT, no later than issuance of the final RUP or Non-RUP for the fourth building. At any time, the Applicant may use any funds which have been escrowed with the County by others towards the signalization of this location if available. In the event the signal is not warranted with the four (4) building scenario, then the Applicant shall escrow \$150,000.00 towards the cost of future signalization of this intersection by others.

60. Traffic Signal Modifications. If not previously completed by others, and concurrent with the site plan for the Van Buren Block, or the completion of the intersection improvements at Anderson Road/Colshire Meadow Drive, whichever occurs last, a signal modification plan for the Anderson Road/Chain Bridge Road intersection shall be submitted to VDOT and such signal modifications, including pedestrian enhancements as may be required by VDOT and in accordance with the phasing exhibits shall be constructed.
61. Dolley Madison Boulevard Signal Timing Plans. Concurrent with the approval of the first site plan for the third office building to be constructed on the Application Property, the Applicant shall contribute a total of \$50,000.00 to be used to modify the signal timings in the Dolley Madison Boulevard corridor between the Capital Beltway and the Dulles Access Road. If at time of site plan submission for the eighth (8<sup>th</sup>) new building on the Application Property, signal timing modifications have not been requested by VDOT for the Route 123 corridor, the County may utilize those funds for other transportation improvements/enhancements in the Tysons East District.
62. Fire Station Pre-emptive Signal Installation(s). When a fire station is constructed on the Taft Site, then the Applicant, prior to the issuance of a Non-RUP for the fire station, shall complete the following: (i) install signal pre-emption at those new signals warranted by VDOT and approved for construction on Old Meadow Road as referenced in Proffers 56 and 58 and at Old Meadow Road and Old Meadow Lane; and (ii) install signal pre-emption at the existing Old Meadow Road/Route 123 intersection.

In the event a traffic control signal is not warranted by VDOT for installation at the intersection of Old Meadow Road and Old Meadow Lane, the Applicant shall install an emergency vehicle pre-emptive beacon at the intersection of Old Meadow Road and Old Meadow Lane as approved by VDOT in lieu of the traffic control signal.

63. Timing of Completion. Upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, any of the required transportation improvements have been delayed (due to, but not limited to, an inability to secure necessary permission for utility relocations and/or VDOT approval for traffic signals, necessary easements, site plan approval, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of such improvement.
64. Grid of Streets Transportation Fund (the "Tysons Grid Fund") Contribution. The Applicant shall contribute the sum of \$6.44 per square foot of GFA for new non-residential space and \$1,000.00 per residential unit constructed on the Application Property in accordance with the Tysons Grid Fund adopted by the Board on January 8, 2013, as amended and subject to credits/in-kind contributions as permitted and identified below. Pursuant to The Tysons Grid Fund Guidelines (the "Guidelines"), the Applicant's contribution to the Tysons Grid Fund shall be made on a building by building basis in accordance with the Guidelines.

Pursuant to the Guidelines, the Applicant has identified in conjunction with the rezoning application those improvements eligible for credit and the amount of credit (in whole or in part) based on his proportional impact on said improvement as determined based on data reflected in the Tysons East CTIA, as well as the Site Traffic Impact Analysis prepared by Wells + Associates for Scotts Run Station dated May 23, 2011 as revised through November 30, 2012.

- A. Seventy-five percent (75%) of the hard and soft costs associated with the construction/replacement of the Colshire Meadow Drive Bridge over Scotts Run;
- B. Costs associated with the widening of Colshire Meadow Drive along the Kiss-n-Ride Site frontage only as highlighted in Exhibit A equal to ½ of a four-lane, undivided cross-section;
- C. Costs associated with the widening of a ½ section of Colshire Drive along the Kiss-n-Ride Site frontage only, as highlighted in Exhibit A;
- D. One hundred (100%) of the costs associated with the preparation of APD Plans for the improvement of Route 123 as a Super Street as described in Proffer 52.A. if submitted to VDOT and FCDOT within one (1) year of rezoning approval and as approved by FCDOT, as opposed to the timeline established in Proffer 52.A. FCDOT shall respond no later than sixty (60) days after final submission of the final APD Plans as described in Proffer 52.E. and approval shall not be unreasonably withheld;
- E. Full credit for the difference in costs between only those tasks completed in association with the preparation/submission/approval of the APD (up to 30% design) Plans and the preparation/submission/approval of Final Design (100%) Plans and full credit for the construction of an interim/partial portion of the Super Street as described more fully in Proffer 53; and

- F. Thirty-five percent (35%) of the costs associated with the advancement of Colshire Meadow Drive and South Dartford Drive as described in the fourth paragraph of Proffer 50.A.
- G. In the event the Applicant must obtain off-site rights-of-way and/or easements to construct any of the improvements listed above, then the cost of such acquisition shall also be creditable against the Grid Fund. The Applicant reserves the right to seek the Board's approval of the application of any excess credits associated with the provision of in-kind projects to the Scotts Run Station North (RZ 2011-PR-009) application.
65. Buy Out – Phase I District. At least sixty (60) days prior to recording any residential condominium documents that would change the use of all or any portion of one or more Building Sites that either (1) is zoned to permit multi-family residential use but is not yet used for that purpose or (2) from use as a multi-family residential real property that is primarily leased or rented to residential tenants or other occupants by an owner who is engaged in such a business, in either case therefore taxable for purposes of the now existing Phase I Dulles Rail Transportation Improvement District (the "Phase I District") to a use that is not subject to the Phase I District tax, the Applicant shall provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to record such condominium documents for that Building Site. Prior to recording the condominium documents, the Applicant shall pay to Fairfax County a sum equal to the then-present value of the future Phase I District taxes estimated by the County to be lost as a result of that change in use.
66. Tysons-Wide Transportation Fund (the "Tysons-Wide Fund") Contribution. The Applicant shall contribute the sum of \$5.63 per square foot of GFA for all net new non-residential development and \$1,000.00 for each residential unit constructed on the Application Property in accordance with the Tysons-Wide Fund as adopted by the Board on January 8, 2013, as amended and subject to credits as may be permitted by the Board. The contribution shall be made on a building by building basis as set forth in the adopted Tysons-Wide Fund. This contribution shall not apply to any public facilities constructed on the Application Property. These payments may be made earlier than required pursuant to this paragraph at the sole discretion of the Applicant.
- In the event the Board expands the list of Tysons-Wide projects as reflected on Table 7 of the Comprehensive Plan to include the Route 123 Super Street Concept proffered to herein by the Applicant, then the Applicant reserves the right to seek pro-rata credit for funds in excess of those specified in Proffer 53.B. for the improvement of Route 123 in accordance with the Board's guidelines for the Tysons-Wide Fund. Any pro-rata credit sought by the Applicant will be based on its proportional share of trips as reflected in the Tysons East CTIA and/or the Traffic Impact Study prepared by Wells + Associates, Inc. for Scotts Run Station dated May 23, 2011, as revised through November 30, 2012.
67. Congestion Management Plan. The Applicant shall prepare and implement a construction congestion management plan during construction of each Building Site, as appropriate, through its development/construction manager and the TPM (as defined in

Proffer 86), so as to provide safe and efficient pedestrian and vehicle circulation at all times on the Application Property and on the public roadways adjoining the Application Property (each a "Congestion Management Plan").

- A. Each Congestion Management Plan shall identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination with FCDOT and/or VDOT concerning construction material deliveries, lane closures, and/or other construction related activities to minimize disturbance on the surrounding road network.
- B. Each Congestion Management Plan shall also require the Applicant to coordinate its construction activities throughout construction with VDOT and FCDOT.
- C. Such Congestion Management Plans shall be prepared by a qualified professional and submitted in connection with the VDOT permit for construction on the subject building site. In addition, the TPM shall coordinate any adjustments to the TDM Plan (as defined in Proffer 86) as necessary to address each Congestion Management Plan.

68. Bus Facilities. In conjunction with the improvement of Colshire Drive from Route 123 south to Colshire Meadow Drive as discussed in Proffer 50.B., the Applicant shall construct three (3) bus shelters with saw tooth bus bays along the west side of Colshire Drive and one (1) bus shelter with a saw tooth bus bay along the north side of Colshire Meadow Drive in substantial conformance with those shown on Sheets C-4, C-6 through C-8 and A6.04 of the CDP. In the event FCDOT and/or WMATA determine the bus bay on Colshire Meadow Drive will be used solely for lay by operations, then the Applicant's obligation to construct a shelter shall be deemed null and void.

69. Circulator. A dedicated bus lane and/or shelter for the circulator shall be constructed on Colshire Meadow Drive with Taylor Building Site B as shown on Sheets C-4, C-6 through C-9, C-20F and A6.04 of the CDP. The design of the circulator shelter shall be coordinated with FCDOT at the time of site plan for Taylor Building Site B. Prior to implementation of circulator service in Tysons East, this lane may be used as interim on-street parking.

#### PEDESTRIAN CIRCULATION

70. Pedestrian Circulation. Pedestrian connectivity shall be provided throughout the Application Property generally consistent with the concepts shown on the "Pedestrian Circulation Plan" on Sheet L-2 the CDP, through the use of elements such as terraces, sidewalks, trails, bus shelters, bus pull-offs and lawn areas, including connections to open space, trails and/or sidewalks located off-site. Off-site connections to existing trails, sidewalks, and/or open space, if any, shall be constructed subject to receipt of all necessary off-site easements provided by others to the Applicant at no cost, other than administrative costs associated with recordation of said easement among the land records of Fairfax County. The Applicant shall make diligent efforts to obtain necessary off-site easements and, if requested, shall provide documentation demonstrating same to DPZ. If

the necessary off-site easements cannot be obtained, the cost to construct the portion of such sidewalk or trail from the Application Property boundary to the existing or planned location of the off-site sidewalk or trail shall be escrowed with Fairfax County and, upon payment, the obligations of this proffer shall be deemed satisfied. Pedestrian connections, including off-site connections, interim connections and crosswalks, shall be included at FDP for each Building Site.

71. Trail Coordination on Route 123. Prior to installation of landscaping as shown on Route 123 with the Garfield Block, the Applicant shall coordinate with FCDOT regarding the installation of a pedestrian trail by others.

#### PUBLIC STREET RIGHT-OF-WAY

72. Public Streets. The Applicant shall work diligently with VDOT and the County during the FDP and site plan approval processes to ensure that the improvements proposed to existing and new public streets be accepted into the VDOT system for maintenance. As may be necessary with respect to all of the existing and new public streets, right-of-way as associated with each Building Site, and as may be further qualified by these proffers, shall be dedicated and conveyed to the Board in fee simple, as applicable, at the time of site plan approval. The dedicated area shall be shown at time of FDP and shall generally be from building zone to building zone as shown on the CDP and as further qualified by Proffer 41.J. In the event VDOT does not accept any dedicated public street as identified on the CDP and Proffer 50 for maintenance within seven (7) years of opening any street for public use, then such street may be retained by the Applicant, within its sole discretion and upon notification of the same to FCDOT, as a private street subject to a public access and maintenance agreement in a form acceptable to the County Attorney. In such event, a PCA, CDPA and/or FDPA will not be required and any density credit accrued with dedication pursuant to Section 2-308 of the Zoning Ordinance shall be retained by the Applicant.
73. Public Street Standards. All public street improvements proposed herein shall be subject to VDOT approval, and shall be in general conformance with the "Transportation Design Standards for Tysons Corner Urban Center," dated September 13, 2011, as may be amended, and subject to any permitted modifications and/or waivers that may be granted.
74. Vacations and Abandonments. In the event any public street right-of-way located within the Application Property or that abuts the Application Property, is vacated and/or abandoned subsequent to approval of the rezoning applications, such right-of-way area will become zoned to the PTC District pursuant to Section 2-203 of the Zoning Ordinance and such right-of-way area may be used, without requiring a PCA, CDPA or FDPA, for utilities and to accommodate sidewalks and streetscape elements consistent with the street sections shown on the CDP and/or with the Tysons Corner Urban Design Guidelines endorsed by the Board on January 24, 2012.

## BICYCLE IMPROVEMENTS

75. Bicycle Lanes. Concurrent with construction of the street and streetscape improvements identified in these proffers, the Applicant shall provide pavement and striping for on-road bicycle lanes along the Application Property's frontages on Old Meadow Road, Colshire Drive (from Route 123 south to Colshire Meadow Drive), Colshire Meadow Drive, Old Chain Bridge Road and Anderson Road, all as shown on the CDP. Such lanes shall typically be four (4) to six (6) feet in width as shown on the CDP with the final dimension determined at the time of FDP approval. The time and installation of bicycle lane striping shall be subject to approval by VDOT in coordination with FCDOT at time of site plan approval for applicable individual Building Sites. In addition, the Applicant shall designate a northbound and southbound sharrow lane on Colshire Drive south of Colshire Meadow Drive subject to VDOT approval in consultation with FCDOT and in conjunction with the improvement of the intersection of Colshire Meadow Drive and Colshire Drive.
76. Bicycle Facilities. The Applicant shall provide bicycle racks, bike lockers, and/or bike storage areas on the Application Property, the specific locations of which shall be determined at the time of FDP approval, and may be further refined/modified at site plan, but in either event in consultation with FCDOT's Bicycle Coordinator or designee. The bicycle racks shall be as shown on the CDP, or other design approved by FCDOT. The total number of bike parking/storage spaces shall be consistent with the Fairfax County Policy and Guidelines for Bicycle Parking for each building or group of buildings as determined at FDP. Signage shall be posted on the exterior side of the buildings near the entrances to bike parking/storage space to indicate bike parking/storage.

## PARKING

77. Parking. Parking on the Application Property shall be provided in accordance with the parking requirements for the PTC District set forth in Section 6-509 and Article 11 of the Zoning Ordinance, and as shown on the CDP. Tandem and valet parking, shall be permitted and, subject to Board approval, shall count toward parking requirements. Tandem parking spaces may be used for residential units with two cars and in office and hotel buildings where spaces are assigned by building management. The exact number of spaces to be provided shall be refined with approval of the FDP and determined at the time of site plan approval based on the specific uses. If changes in the mix of uses result in parking greater than that anticipated on the CDP, the additional parking spaces shall be accommodated within the proposed parking structures, without increasing the height or mass of the parking structures and buildings. The Applicant, to the extent feasible, shall provide controlled access to parking garages and, if installed, shall ensure that the control equipment is capable of counting vehicles entering and exiting all garages.
78. Future Revisions. The Applicant reserves the right to provide parking at different rates as may be permitted by a future amendment to the Zoning Ordinance. Optional use of revised rates shall not require a CDPA or PCA, provided there is no increase in the size or height of above-ground parking structures.

79. On-Street Parking on Private Streets. On-street parking may be provided on the private streets to meet the parking requirements of the Zoning Ordinance, 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. Parking on private streets may be restricted through appropriate signage or such other means as determined appropriate by the Applicant as to its respective Building Site, and on-street parking spaces along any private streets and future public streets prior to dedication, that otherwise are not required to satisfy the parking requirements may be used as temporary or short term parking, car-sharing parking and/or similar uses.
80. On-Street Parking on Public Streets. On-street parking spaces along the public street frontages associated with each respective Building Site may be constructed as generally shown on the CDP and as may be adjusted at the time of FDP and/or site plan approval. If requested by the County and/or VDOT, signs shall be installed that restrict the use of those public on-street parking spaces. Public on-street parking spaces would be in addition to the total number of required parking spaces to be provided for each Building Site.
81. Unbundled Parking for Residential Uses. All for-sale residential units must be offered exclusive of parking (i.e., at a separate cost). All leases for residential units shall be offered exclusive of parking (i.e., at a separate cost).
82. Paid Parking for Non-Residential Uses. The Applicant may charge for parking on Building Sites, on a per-space basis, at rates that the Applicant deems to be market-competitive. At its sole option, the Applicant may elect to charge for parking within some or all of the parking levels associated with commercial building sites and on portions of the street network that are privately owned.
83. Temporary Trees on Interim Surface Parking Lots. Existing surface parking lots may be used for interim parking prior to replacement with parking garages or buildings and, in the event that such parking areas are not being used for construction parking or staging or remain undeveloped (except for parking) for more than eighteen (18) months, then temporary street trees shall be planted in existing grass areas along the perimeter of such lots at a minimum size of 2.0 inches in caliper approximately every 50 feet, to the extent feasible as determined by UFMD based on existing conditions and utility easements. This interim street tree planting shall not be required to meet the minimum planting width/area standard for permanent street trees. No interior parking lot landscaping shall be required nor provided for these interim surface lots.

#### TRANSPORTATION DEMAND MANAGEMENT ("TDM")

84. Tysons Transportation Management Association. The Applicant shall make a contribution to the Tysons Partnership towards the establishment of a future transportation management association (the "TMA"), which may be established for the Tysons Corner Urban Center and to which all other Tysons property owners will also contribute.

- A. The Applicant shall make a one-time contribution to the Tysons Partnership Transportation Council for the establishment of this future TMA based on a participation rate of \$0.10 per gross square foot of new office uses and \$0.05 per gross square foot of new residential uses to be constructed on the Application Property.
  - B. Thirty percent (30%) of the total contribution to the TMA shall be paid upon site plan approval of the first new building to be constructed on the Application Property. The remaining seventy percent (70%) of the total contribution shall be paid in five (5) equal installments of fourteen percent (14%) each prior to the issuance of the first RUP or Non-RUP for the subsequent five (5) new buildings, but in any event no later than fifteen (15) years from the date of approval of these rezoning applications.
  - C. If subsequent to the approval of this Rezoning, a Tysons Corner Urban Center-wide TMA is approved by FCDOT and established for the purpose of administering TDM programs in the Tysons Corner Urban Center, then the Applicant may, in its sole discretion, join or otherwise become associated with such entity and transfer some or all marketing and/or monitoring functions of this TDM Program to the new entity, whereupon this Proffer in whole or in part shall be void and of no further force or effect. Further, if determined by FCDOT that a proactive, private TDM program is no longer necessary, the TDM structure in this Proffer may be rendered null and void in whole or in part without the need for a PCA.
  - D. If the TMA has not been established within three (3) years after the approval of this Rezoning, this Proffer shall be null and void with no further effect on the Application Property. Further, any funds contributed to the Tysons Partnership Transportation Council would then be returned to the Applicant that paid such funds.
85. TDM Administrative Group. At such time as the Applicant has completed construction activities associated with the redevelopment of the Application Property and has terminated his marketing activities for the sale of any of the Application Property, then at such time, the Applicant's obligation to the administration of this TDM proffer shall be null and void and of no further force or effect. At such time, the TDM Administration Group (the "AG") shall fund, implement and administer the transportation demand management program (the "TDM Program") for the Application Property as described more fully below. The AG shall include one representative for each of the Building Sites depicted on the CDP. Prior to approval of the first site plan for new office development on the Application Property, evidence shall be provided to FCDOT that the terms and conditions associated with the AG have been established.
86. Transportation Demand Management Plan. The proffered elements of the TDM Program as set forth below are more fully described in the Scotts Run Station Transportation Demand Management Plan prepared by Wells + Associates, Inc. dated December 10, 2012 (the "TDM Plan") as may be amended. It is the intent of this Proffer that the TDM

Plan will adapt over time to respond to the changing transportation related circumstances of the Application Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.

- A. Definitions. For purposes of this Proffer, "Stabilization" shall be deemed to occur one (1) year following issuance of the last initial RUP or Non-RUP for the 10<sup>th</sup> new building to be constructed on the Application Property. "Pre-stabilization" shall be deemed to occur any time prior to Stabilization.
  
- B. Trip Reduction Objective. The objective of this TDM Program shall be to reduce the vehicle trips generated by residents and office tenants of the Application Property (i.e., not including trips from hotel and retail uses), during weekday peak hours associated with the adjacent streets as more fully described in the TDM Plan, by meeting the percentage vehicle trip reductions established by the Comprehensive Plan as set forth below. These trip reduction percentages shall be multiplied by the total number of residential and office vehicle trips that would be expected to be generated by the uses developed on the Application Property as determined by the application of the Institute of Traffic Engineers, 8th Edition, Trip Generation rates and/or equations (the "ITE Trip Generation"), and the number of trips determined by the product of such equation shall be referred to herein as the "Maximum Trips After Reduction."

For purposes of this calculation, the maximum number of dwelling units or the total gross square footage of office uses proposed to be constructed in each building on the Application Property as determined at the time of site plan approval for each building shall be applied to the calculation described in the preceding sentence. The target reductions shall be as follows:

| <u>Development Levels</u>      | <u>Percentage Vehicle Trip Reduction</u> |
|--------------------------------|--|
| Up to 65 million sq.ft. of GFA | 30%                                      |
| 65 million sq.ft. of GFA       | 35%                                      |
| 84 million sq.ft. of GFA       | 40%                                      |
| 90 million sq.ft. of GFA       | 43%                                      |
| 96 million sq.ft. of GFA       | 45%                                      |
| 105 million sq.ft. of GFA      | 48%                                      |
| 113 million sq.ft. of GFA      | 50%                                      |

The trip reduction goals outlined above are predicated on the achievement of specific development levels within the Tysons Corner Urban Center as anticipated in the Comprehensive Plan. Prior to undertaking trip measurements, the TDM Program Manager (TPM) shall, in consultation with the County, provide a summary of the then existing development levels in Tysons Corner (based on

RUPs and Non-RUPS issued) in order to determine the appropriate vehicle trip reduction goal.

If through an amendment to the Comprehensive Plan, the Board should subsequently adopt a goal for trip reductions that is lower than that committed to in this Proffer, then the provisions of this Proffer shall be adjusted accordingly without requiring a PCA.

- C. TDM Program Components – Site-Wide. The TDM Program shall include, but not necessarily be limited to, the following site-wide components, each of which are more fully described in the TDM Plan:
  - (i) TDM Program Management.
  - (ii) TDM Program Branding.
  - (iii) Transportation Program Web Site.
  - (iv) Promotion of Real Time Transit Information.
  - (v) Transportation Access Guide.
  - (vi) Live/work/play marketing to new tenants.
  - (vii) Pedestrian/bicycle accommodations.
  - (viii) Monitoring/reporting.
  - (ix) Parking Management.
  - (x) Commuter Café.
  
- D. TDM Program Components – Residential. The TDM Program shall include, but not necessarily be limited to the following residential components, each of which is more fully described in the TDM Plan.
  - (i) Residential Transportation Coordinators.
  - (ii) Try Transit Campaign for new residents.
  
- E. TDM Program Components – Office. The TDM Program shall include, but not necessarily be limited to the following office components, each of which is more fully described in the TDM Plan.
  - (i) Office Transportation Coordinators.
  - (ii) Coordinated Outreach and Marketing Activities with TDM Providers.
  - (iii) Try Transit Campaign for new employees.

- (iv) Provision of information with regard to Pretax Metrorail, Vanpool, and Bicycle Benefit Programs.
  - (v) Provision of information with regard to Guaranteed Ride Home Program.
  - (vi) Provision of information with regard to Carpool Matching Program.
  - (vii) Provision of information with regard to Telework and Variable Work Hours.
  - (viii) Provision of information with regard to Coordinate Outreach and Marketing Activities with TDM Providers.
- F. Process of Implementation. The TDM Program shall be implemented as follows, provided that modifications, revisions, and supplements to the implementation process as set forth herein as coordinated with FCDOT can be made without requiring a PCA.
- (i) TDM Program Manager. If not previously appointed, the Applicant or AG shall appoint and continuously employ, or cause to be employed, a TPM for Scotts Run Station. The TPM shall be appointed by the Applicant no later than sixty (60) days after the issuance of the first building permit for the first new building to be constructed on the Application Property. The TPM duties may be part of other duties associated with the appointee. The Applicant shall notify FCDOT and the District Supervisor in writing within 10 days of the initial appointment of the TPM. Thereafter the Applicant or AG shall do the same within ten (10) days of any change in such appointment.
  - (ii) Annual Report and Budget. The TPM shall prepare and submit to FCDOT an initial TDM Work Plan ("TDMWP") and Annual Budget no later than 180 days after issuance of the first building permit for the first new building on the Application Property. Every calendar year thereafter but no later than September 15th, the TPM shall submit an Annual Report, which may revise the Annual Budget in order to incorporate any new construction on the Application Property. The Annual Report shall include, at a minimum:
    - a. Details as to the components of the TDM program that will be put into action that year;
    - b. Any revisions to the budget needed to implement the program for the coming calendar year;
    - c. A summary of existing development levels in the Tysons Corner Urban Center, as well as specific to Scotts Run Station;

- d. A determination of the applicable Maximum Trips After Reduction for the Application Property;
- e. Provision of the specific details associated with the monitoring and reporting requirements of the TDM program in accordance with the TDM plan; and
- f. Submission of the results of any Person Surveys and Vehicular Traffic Counts conducted on the Application Property in conjunction with each year's Annual Report.

The Annual Report and Budget shall be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the Annual Report and Budget shall be deemed approved and the program elements shall be implemented. If FCDOT responds with comments on the Annual Report and Budget, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM shall submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget. Thereafter, the TPM, in conjunction with each annual report summarizing the results of the TDM Program to be submitted no later than September 15th (the "Annual Report"), shall update the Annual Report and TDM Budget for each succeeding calendar year, modify or enhance program elements and establish a budget to cover the costs of implementation of the program for such year. The expected annual amounts of the TDM Budget are further described in the TDM Plan.

- G. TDM Account. The Applicant, through the TPM, shall establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within 30 days after approval of the initial TDMWP and TDM Budget. All interest earned on the principal shall remain in the TDM Account and shall be used by the TPM for TDM purposes. The TDM Account shall be funded by the Applicant through the TPM. The documents that establish the AG shall provide that the TDM Account shall not be eliminated as a line item in the governing budget and that funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies/programs and/or specific infrastructure needs as may be approved in consultation with FCDOT.

Funding of the TDM Account shall be in accordance with the budget for the TDM Program elements to be implemented in the following year. In no event shall the TDM Budget exceed a baseline of \$161,500.00 (this amount shall be adjusted annually from the date of rezoning approvals for the Application Property (the "Base Year")) and shall be adjusted on each anniversary thereafter of the Base Year in accordance with Proffer 86.F.(ii). The TPM shall provide written

documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account shall be replenished annually thereafter following the establishment of each year's TDM Budget. The TDM Account shall be managed by the TPM.

- H. TDM Remedy Fund. At the same time the TPM creates and the Applicant funds the TDM Account, the TPM shall establish a separate interest bearing account (referred to as the "TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the TDM Remedy Fund shall be made one time on a building by building basis at the rate of \$0.40 per gross square foot of new office uses and \$0.30 per gross square foot of new residential uses on the Application Property. Funding shall be provided by the building owners prior to the issuance of the first initial RUP or Non-RUP for each applicable new building. This amount shall be adjusted annually from the date of rezoning approvals of the Application Property (the "Base Year") and shall be adjusted on each anniversary thereafter of the Base Year as permitted by VA. Code Ann. Section 15.2-2303.3. Funds from the TDM Remedy Fund shall be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM Budget adjustments as may be required.
- I. TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the building owners, through the TPM, shall deposit contributions to fund a multimodal incentive program for initial purchasers/lessees within the Application Property. Such contributions shall be made one time on a building by building basis at the rate of \$0.02 per gross square foot of new office or residential uses to be constructed on the Application Property and provided prior to the issuance of the first RUP or Non-RUP for each individual building.
- J. TDM Penalty Fund. The "TDM Penalty Fund" is an account into which the Building Owners shall, through the TPM, deposit penalty payments as may be required to be paid pursuant to this Proffer for non-attainment of trip reduction goals. The County may withdraw funds from the TDM Penalty Fund for the implementation of additional TDM Program elements/incentives and/or congestion management associated with Scotts Run Station, or for other TDM-related improvements or programs within Tysons Corner. To secure the Owners' obligations to make payments into the TDM Penalty Fund, the Owners shall provide the County with a letter of credit or a cash escrow as further described below. Prior to the issuance of the first RUP or Non-RUP for each new building on the Application Property, the TPM shall:
- (i) Establish the TDM Penalty Fund, if not previously established by the TPM, and/or
  - (ii) Deliver to the County a clean, irrevocable letter of credit issued by a banking institution approved by the County or escrow cash in an interest-bearing account with an escrow agent acceptable to DPWES to secure the Owners' obligations to make payments into the TDM Penalty Fund (the

"Letter(s) of Credit or Cash Escrow(s)"). The Letter(s) of Credit or Cash Escrow(s) shall be issued in an amount equal to \$0.10 for each square foot of new office GFA or \$0.05 for each square foot of new residential GFA shown on the approved site plan for each new building on the Application Property. Until the Letter(s) of Credit or Cash Escrow(s) has been posted, the figures in the preceding sentence shall be adjusted annually from the first day of the calendar month following the date on which the first RUP or Non-RUP, as the case may be, for the first new building on the Application Property has been issued in accordance with Proffer 85 using the date of rezoning approvals as the base year. Once the Letter(s) of Credit or Cash Escrow(s) has been posted, there shall be no further adjustments or increases in the amount thereof. The Letter(s) of Credit or Cash Escrow(s) shall name the County as the beneficiary and shall permit partial draws or a full draw. The foregoing stated amount(s) of the Letter(s) of Credit or Cash Escrow(s) shall be reduced by the sum of any and all previous draws under the Letter(s) of Credit or Cash Escrow(s) and payments by the Owners (or the TPM) into the TDM Penalty Fund as provided below.

K. Monitoring. The TPM shall verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of residential and/or office uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts shall be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts shall be conducted for the Application Property beginning one year following issuance of the final initial RUP or Non-RUP for the first new building to be constructed on the Application Property. Person Surveys shall be conducted every three (3) years and Vehicular Traffic Counts shall be collected annually thereafter until the results of three consecutive annual traffic counts conducted upon Stabilization show that the applicable trip reduction goals for the Application Property have been met. At such time and notwithstanding the provisions below, Person Surveys and Vehicular Traffic Counts shall thereafter be provided every five (5) years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts or Person Surveys if conditions warrant.

(i) Remedies and Penalties.

a. Pre-Stabilization. If the Maximum Trips After Reduction for the Application Property is exceeded as evidenced by the Vehicular Traffic Counts outlined above, then the TPM shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan and Annual Report.

Such remedial measures shall be funded by the Remedy Fund, as may be necessary, and based on the expenditure program that follows:

| <b>Maximum Trips Exceeded</b> | <b>Remedy Expenditure</b> |
|-------------------------------|---------------------------|
| Up to 1%                      | No Remedy needed          |
| 1.1% to 3%                    | 1% of Remedy fund         |
| 3.1% to 6%                    | 2% of Remedy Fund         |
| 6.1% to 10%                   | 4% of Remedy Fund         |
| Over 10%                      | 8% of Remedy Fund         |

- 1) If the results of the Vehicular Traffic Counts conducted during Pre-Stabilization show that the trip reduction goals have been met site-wide for three (3) consecutive years in accordance with the goals outlined on the table below, then a portion of the Remedy Fund as outlined in the same table shall be released back to the building owner(s) through the AG. The amount released will be relative to the amount contributed by those buildings constructed and occupied at the time Vehicular Traffic Counts are conducted. Any funds remaining in the Remedy Fund after such release will be carried over to the next consecutive three (3) year period.

| <b>Up to 65,000,000 Square Feet of GFA in Tysons</b> |  |
|--|--|
| <b>Meet or Exceed Trip Goal for 3 Years By:</b>      | <b>Cumulative % Remedy Fund Returned</b> |
| 0% - 4.9%  | 30%                                      |
| 5% - 10%   | 50%                                      |
| 10.1% - 15%  | 65%                                      |
| 15.1% - 18%  | 80%                                      |
| 18.1 - 20%   | 90%                                      |
| >20%   | 100%                                     |

| <b>65-84,000,000 Square Feet of GFA in Tysons</b> |  |
|---|--|
| <b>Meet or Exceed Trip Goal for 3 Years By:</b>   | <b>Cumulative % Remedy Fund Returned</b> |
| 0.0% - 4.9%                                       | 50%                                      |
| 5% - 10%  | 65%                                      |
| 10.1% - 13%                                       | 80%                                      |

|             |      |
|-------------|------|
| 13.1% - 15% | 90%  |
| >15%        | 100% |

| <b>84-90,000,000 Square Feet of GFA in Tysons</b> |  |
|---|--|
| <b>Meet or Exceed Trip Goal for 3 Years By:</b>   | <b>Cumulative % Remedy Fund Returned</b> |
| 0.0% - 4.9%                                       | 65%                                      |
| 5% - 8%   | 80%                                      |
| 8.1% - 10%  | 90%                                      |
| >10%  | 100%                                     |

| <b>90-96,000,000 Square Feet of GFA in Tysons</b> |  |
|---|--|
| <b>Meet or Exceed Trip Goal for 3 Years By:</b>   | <b>Cumulative % Remedy Fund Returned</b> |
| 0.0% - 4.9%                                       | 80%                                      |
| 5% - 8%   | 90%                                      |
| >8%   | 100%                                     |

| <b>96-113,000,000 Square Feet of GFA in Tysons</b> |  |
|--|--|
| <b>Meet or Exceed Trip Goal for 3 Years By:</b>    | <b>Cumulative % Remedy Fund Returned</b> |
| 0.0% - 4.9%  | 90%                                      |
| 5%   | 100%                                     |

| <b>113,000,000+ Square Feet of GSA in Tysons</b> |  |
|--|--|
| <b>Meet or Exceed Trip Goal for 3 Years By:</b>  | <b>Cumulative % Remedy Fund Returned</b> |
| > 0.0%   | 100%                                     |

- 2) There is no requirement to replenish the TDM Remedy Fund at any time. Any cash left in the Remedy Fund will be released to the AG for final distribution to the owners once three consecutive annual Vehicular Traffic Counts conducted after Stabilization show that the trip reduction goals have been met.

b. Stabilization. If the TDM Program monitoring, as evidenced by the Vehicular Traffic Counts outlined above, reveals that the Maximum Trips After Reduction for the Application Property is exceeded, then the TPM shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan and Annual Report and funded by the Remedy Fund (if available) as may be necessary, commensurate with the extent of deviation from the Maximum Trips After Reduction goal as set forth in accordance with the expenditure schedule outlined above.

- 1) If the results of the traffic counts conducted upon and subsequent to Stabilization show that the trip reduction goals have been met site-wide for three (3) consecutive years in accordance with the goals outlined on the table above, then any remaining Remedy Funds shall be released back to the building owner(s) through the AG.
- 2) If despite the implementation of remedial efforts, the applicable Maximum Trips After Reduction (based on the existing development levels in the Tysons Corner Urban Center as described in Proffer 86.B.) are still exceeded after three (3) consecutive years, then, in addition to addressing further remedial measures as set forth in this Proffer, the TPM shall be assessed a penalty according to the following:

| <b>Exceeded Trip Goals</b> | <b>Penalty</b>      |
|----------------------------|---------------------|
| Less than 1%               | No Penalty Due      |
| 3.1% to 6%                 | 10% of Penalty Fund |
| 6.1% to 10%                | 15% of Penalty Fund |
| Over 10%                   | 20% of Penalty Fund |

- 3) The AG through the TPM shall make the payments required by this Proffer into the TDM Penalty Fund upon written demand by the County, and the County shall be authorized to withdraw the amounts on deposit in the TDM Penalty Fund. If the AG fails to make the required penalty payment to the TDM Penalty Fund within thirty (30) days after written demand, the County shall have the ability to withdraw the penalty amount directly from the Letter(s) of Credit or Cash Escrow(s).
- 4) The maximum amount of penalties associated with the Application Property, and the maximum amount the AG shall ever be required to pay pursuant to the penalty

provisions of this Proffer, including prior to and after Stabilization, shall not in the aggregate exceed the amount of the Letter(s) of Credit or Cash Escrow(s) determined and computed pursuant to the provisions of the above Proffer. There is no requirement to replenish the TDM Penalty Fund at any time. The Letter(s) of Credit and/or any cash left in the Cash Escrow(s) shall be released to the AG once three (3) consecutive counts conducted upon Stabilization show that the Maximum Trips After Reduction have not been exceeded.

- L. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals are continuing to be met, then FCDOT may require the TPM to conduct additional Vehicular Traffic Counts (pursuant to the methodology set forth in the TDM Plan) within 90 days to determine whether in fact such objectives are being met. If any such Vehicular Traffic Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM shall meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.
- M. Review of Trip Reduction Goals. At any time and concurrent with remedial actions and/or the payment of penalties as outlined in Proffer 86.J., the AG may request that FCDOT review the vehicle trip reduction goals established for the Application Property and set a revised lower goal for the Application Property consistent with the results of such surveys and vehicular traffic counts provided for by this Proffer. In the event a revised lower goal is established for the Application Property, the Maximum Trips After Reduction shall be revised accordingly for the subsequent review period without the need for a PCA.
- N. Continuing Implementation. The AG through the TPM shall bear sole responsibility for continuing implementation of the TDM Program and compliance with this Proffer in accordance with the timeline established in Proffer 86 above. The AG through the TPM shall continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.
- O. Notice to Owners. All owners of the Application Property shall be advised of the TDM Program set forth in this Proffer. The then current owner shall advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this Proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), shall be included in all initial and subsequent purchase documents.
- P. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer, the TPM will have sixty (60) days within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the

delinquent report, then the AG shall be Application to a penalty of \$100.00 per day not to exceed \$36,500.00 for any one incident. Such penalty shall be payable to Fairfax County to be used for multimodal, transit, transportation, or congestion management improvements within the vicinity of the Application Property, or in consultation with the TPM, for other TDM-related improvements or programs within Tysons Corner.

87. Transportation Demand Management for Retail/Hotel Uses. As provided in the above Proffer, certain components of the TDM Plan are applicable to and will benefit the proposed retail/hotel uses on the Application Property. Therefore, the Applicant will provide an additional TDM program tailored to specifically serve the Retail/Hotel Uses (the "Retail/Hotel TDM Program"). In no event will remedies, incentives, and penalties be assessed against any Retail/Hotel Uses, which may be established on the Application Property, nor will such uses contribute to the annual budget associated with the TDM Program for the Application Property.
- A. 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 Application Property during 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 Application Property rather than focusing on the specific trip reductions during the weekday AM or PM Peak Hours.
- B. Components of the Retail/Hotel TDM Program. The Retail/Hotel TDM Program shall include, at a minimum, the components applicable to the Application Property that are described in this Proffer 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 Plan.
- C. Employee/Tenant Meetings. The TPM shall hold an annual TDM meeting with the Retail store tenants and Hotel Managers to review the available transit options, changes in transit service and other relevant transit-related topics. Based on these meetings, the TPM shall work with Fairfax County to consider changes to the relevant services, such as changes to bus schedules, if such changes would provide better service to the Application Property tenants and their employees.
- D. Regional TDM Programs. The TPM shall make information available to Retail store tenants, Hotel Guests and the Retail/Hotel employees about regional TDM 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.

- E. Retail/Hotel TDM Program Participation Outreach. The TPM shall endeavor in good faith to encourage participation by Retail store tenants and Hotel Management in the Retail/Hotel TDM Program, including the encouragement of financial participation by such tenants through their direct offering of transit benefit programs and transit incentives to their employees. Actions taken by the TPM and property management in furtherance of this objective may include dissemination of information to, and solicitation of participation from, the tenant's in-store management at appropriate intervals. The TPM shall include a report to the County with respect to the activities described in the TDM Proffer as part of the Annual Report to be filed with the County. This report shall include detailed accounts of the outreach efforts and the feedback and response from the tenants.
88. Existing Office or Interim Uses. Certain components of the TDM Plan are applicable to and would benefit not only the existing office uses on the Application Property but potential interim uses as well. The TPM shall make available information on those components to any existing occupied office and/or interim uses which remain or are established on the Application Property. Such uses shall not however be subject to monitoring nor will penalties be assessed against those existing office or interim uses. Beginning with the first year following the issuance of a building permit for any new building on the Application Property, the subsequent Annual Report shall be expanded to include those new office or residential uses developed.
89. Intelligent Transportation Systems. To optimize safe and efficient travel in Tysons, the Applicant shall incorporate and maintain a system that provides pertinent traffic and transit information that allows users to make informed travel decisions. This information shall be provided at initial occupancy of each building. The delivery of this information shall be made convenient for building occupants and visitors, such as via computer, cell phone, monitors, or similar technology. Such devices shall provide, but not be limited to, information on the following:
- A. Traffic conditions, road hazards, construction work zones, and road detours.
  - B. Arrival times and delays on Metrorail, Tysons Circulator, and area bus routes.
  - C. Real time parking conditions and guidance to current on-site parking vacancies, if available.
  - D. Bus stops pre-wired for real-time arrival/departures information, if available.

The Applicant shall work with FCDOT and/or the Tysons Partnership to identify sources and facilitate electronic transmittal of data. Furthermore, the Applicant shall participate in efforts to implement any future dynamic traffic management program for the Tysons area.

AFFORDABLE/WORKFORCE HOUSING

90. Affordable Dwelling Units. If required by the provisions of Part 8 of Article 2 of the Zoning Ordinance, Affordable Dwelling Units ("ADUs") shall be provided pursuant to said regulations unless modified by the ADU Advisory Board.
91. Workforce Dwelling Units. In addition to any ADUs that may be required, the Applicant shall provide for-sale and/or rental housing units on the Application Property, or off-site as determined at time of FDP submission, in accordance with the Board's Tysons Corner Urban Center Workforce Dwelling Unit Administrative Policy Guidelines dated June 22, 2010 (the "WDU Guidelines"). Workforce Dwelling Units ("WDUs") shall be provided such that the total number of ADUs, if any, plus the total number of WDUs results in not less than twenty percent (20%) of the total residential units constructed on the Application Property. The 20% applies to the total number of dwelling units to be constructed on the Application Property plus any WDUs that may be provided off-site. If ADUs are provided in the development, both the ADUs and the ADU bonus units shall be deducted from the total number of dwelling units on which the WDU calculation is based. The WDUs generated by each residential building shall be provided within such Building Site, or off-site. Any WDUs provided off-site shall be located within the Tysons Corner Urban Center or as approved by DPZ. In addition, the Applicant reserves the right to consolidate the WDUs into one or more Building Sites with the build-out of the Application Property, and thereby increase the number of WDUs in one or more Building Sites beyond twenty percent (20%) with a corresponding decrease in the number of WDUs in the other Building Sites. The WDUs in each building shall have a bedroom mix similar to the bedroom mix of the market rate units in the same building. If the WDUs are constructed in a stand-alone building on or off-site, the bedroom mix of the WDUs shall be similar to the bedroom mix of the market rate units of the same unit type on the Application Property and such WDUs will include all of the income tiers as set forth in the WDU Guidelines. Additionally, in the event that parking spaces are guaranteed to be made available for lease to individual market rate dwelling units, at least one (1) parking space shall be made available for lease by each ADU and/or WDU.
92. Agreements. Notwithstanding the foregoing, 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 WDUs. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of the rezoning applications. Neither the Board nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs shall be administered solely in accordance with such an agreement and the provisions of these proffers as they apply to WDUs shall become null and void and of no further force and effect. Such an agreement and any modifications thereto shall be recorded in the land records of Fairfax County.
93. Non-Residential Affordable Housing Contribution. For all non-residential development, excluding commercial retail/services and public uses, the Applicant shall select, within its sole discretion, one of the following two options for contributing toward the provision of affordable and/or workforce housing within Tysons Corner. These contributions shall be

made to the Board, be deposited in a specific fund to be used solely for this purpose within Tysons Corner and shall be payable at the time of issuance of the initial Non-RUPs for new office buildings or the hotel on the Application Property, excluding any retail/service uses and public uses. The options shall consist of either (i) a one-time contribution of \$3.00 for each square foot of GFA of new office or hotel use, or (ii) an annual contribution of \$0.25 for each square foot of GFA of new office or hotel use continuing for a total of sixteen (16) years. Should the Board adopt new policies for the reallocation or reduction of non-residential affordable housing contributions in Tysons Corner, the Applicant may, within its discretion, elect to comply with these policies in lieu of the contributions described herein without the necessity of a CDPA or PCA.

### STORMWATER MANAGEMENT

94. Stormwater Management. The Applicant shall provide the following with regard to stormwater management:

A. Stormwater Management Measures. Stormwater Management (SWM) measures for the Application Property shall be designed to protect receiving waters downstream of Tysons Corner by reducing runoff from impervious surfaces using a progressive approach. This progressive approach shall, to the maximum extent practicable, strive to retain on-site and/or reuse the first one inch of rainfall. Proposed SWM and Best Management Practice ("BMP") facilities shall follow a tiered approach as identified by DPWES, which may include infiltration facilities (where applicable), rainwater harvesting/detention vaults, runoff reducing facilities and other innovative BMPs.

B. LID Techniques. Site plans shall make use of certain LID techniques that will aid in runoff volume reduction and promote reuse throughout the Building Site. As a part of the LID techniques proposed, the Applicant shall provide green roofs both intensive and/or extensive. Other LID techniques may include, but not be limited to, tree box filters, pervious hardscapes/streetscapes, and stormwater reuse for landscape irrigation and air conditioning unit makeup water.

Additionally, the SWM facilities shall be designed to accommodate not just the pre-developed (existing) peak release rates, but also strive to preserve and/or improve the pre-developed (existing) runoff volumes as contemplated within current LEED requirements, depending on the existing impervious condition. The above noted SWM Facilities shall be designed (where applicable) to meet the requirements of LEED 6.1 and 6.2 for each Building Site of the development based upon the LEED Boundary identified with each Building Site.

C. Calculations at FDP. At the time of each FDP for the Application Property, the Applicant shall provide calculations for the area included in such FDP showing the proposed volume reductions and shall work cooperatively with DPWES and DPZ to ensure that the first one inch of rainfall is retained or reused to the maximum extent practicable. This requirement may be met on an individual building basis or based upon the total area of the Application Property. Extended

detention facilities and extended release techniques may be used to augment the proposed volume reductions. It is further understood that interim or temporary SWM and BMP measures may be required during any interim phase of the development of the Application Property.

Each FDP for the Application Property shall include the location and preliminary design of the SWM facilities including the access points to underground vaults. Access points, detailed at the time of FDP, shall be located outside of the landscape amenity panel and sidewalk zone of the streetscape.

- D. Calculations at Site Plan. With each site plan for the Application Property, the Applicant shall provide refined calculations illustrating conformance with the proposed volume reductions shown on the applicable FDP. The specific SWM facilities shall be determined at the time of site plan, as may be approved by DPWES. While it is anticipated that compliance with the goal of retaining and/or reusing the first one inch of rainfall will be confirmed at site plan by utilizing the proposed retention credits identified by Fairfax County as part of their stormwater spreadsheet, the Applicant reserves the right to utilize any combination of LIDs (existing and future) measures to meet this goal, subject to the review and approval of DPWES. Similarly, if all other County suggested stormwater alternatives have been attempted, the Applicant reserves the right to over detain the runoff from a one-inch rainfall to a release rate that mimics that of a "good" forested condition.

It is understood that seasonal variations in reuse water demand will create fluctuations in the draw down period, and as such, the stormwater system will be designed to the extent practicable to not exceed 10 days of storage. If storage time exceeds 10 days, the Applicant shall have the right to discharge excess volumes off site at release rates approved by the Director of DPWES that will mimic release rates from a good forested condition for a significant majority of rainfall events and/or excess volume should be directed to other facilities using a "treatment train" approach, if possible, as approved by the Director of DPWES.

95. Tree Replacement. As shown on the CDP, the Applicant is requesting a modification of PFM Section 12-0505.6B to allow for trees located above any proposed percolation trench or bio-retention area to count toward the 10-year tree canopy requirement. In the event that any of the said trees may need to be removed for maintenance or repair of those facilities, the Applicant agrees to replace removed trees as determined by the UFMD to sustain the 10-year canopy.

#### NOISE ATTENUATION

96. Noise Attenuation. The Applicant shall reduce the interior DNL to no more 45 dBA for residential and hotel buildings and 50 dBA for office buildings on the Application Property. At the time of building plan application for the full shell building permit for each residential or hotel building, the Applicant shall submit to the Chief of the EDRB of DPZ (the "E&D Chief"), for approval, and to DPWES, for information only, an

acoustical study prepared by a qualified acoustical consultant (the "Indoor Noise Study") addressing indoor noise levels, including proposed noise attenuation measures and proposed materials to ensure compliance with the interior DNL limit of 45 dBA or 50 dBA, as appropriate. The Applicant shall not obtain full-shell building permits until the E&D Chief has approved the applicable Indoor Noise Study, provided that a failure by the E&D Chief to review and respond to the Applicant within 60 days of receipt of the Indoor Noise Study shall be deemed approval of such study. Prior to the issuance of the first RUP for any residential building, the Applicant shall demonstrate through testing of noise levels that interior noise does not exceed 45 dBA.

97. Notification of Exterior Noise Levels. The Applicant shall notify potential tenants or purchasers of individual residential units with balconies, either in the lease or sales contract, that exterior noise levels may exceed 65 dBA, which is the policy established by Fairfax County for outdoor recreation in residential areas impacted by high noise levels.

#### PUBLIC FACILITIES

98. Scotts Run Stream Valley Plans. To address the Comprehensive Plan's recommendations regarding the provision of public facilities and stream valley improvements in Tysons Corner, the Applicant shall provide plans prepared by Wetland Studies and Solutions entitled "Scotts Run Preliminary Stream Restoration Plan," dated January 2011 (the "Restoration Plan") for the restoration of the Scotts Run Stream Valley Park to the FCPA at no cost. The Restoration Plan shall be modified by the Applicant to permit phased construction and shall be submitted to Fairfax County at no cost within one hundred eighty (180) days of the approval of the rezoning applications.

#### PUBLIC FACILITIES

##### PROFFERS APPLICABLE ONLY TO RZ 2011-PR-010 (LAND BAY WEST)

The following Proffer 99 shall be applicable solely to Land Bay West that is subject to RZ 2011-PR-010. The term Applicant as used in Proffer 99 shall mean and refer to only the owner(s) of Land Bay West, that is subject to RZ 2011-PR-010, and its successors and assigns.

99. Public Facilities. To address the Comprehensive Plan's recommendations regarding the provision of public facilities and athletic fields in Tysons Corner, the Applicant shall provide the following:

A. Athletic Field.

- (i) The Applicant shall install a synthetic turf athletic field with lights (the "Athletic Field"), approximately 210 feet x 250 feet, which includes fifteen (15) foot wide overruns, and parking on a portion of the parcel identified among the Fairfax County tax assessment records as 29-4 ((6)) 96A ("Parcel 96A" or the "Taft Site") as generally shown on Sheet L-4 of the CDP. The Athletic Field as shown on Sheet L-4 of the CDP shall be designed so that it may be expanded onto adjacent property to the north by

others. The Athletic Field design shall be determined in coordination with the FCPA Synthetic Turf Construction Manager and shall satisfy the athletic field requirement as defined by the recommendations of the Comprehensive Plan for the Application Property and that property subject to RZ 2011-PR-009, up to 1,500,000 square feet of GFA. Should RZ 2011-PR-009 be approved by the Board with more than 1,500,000 square feet of GFA, the difference in athletic field credit shall be addressed on-site by the Applicant in RZ 2011-PR-009.

- (ii) To allow construction of the Athletic Field, the Applicant, at its sole cost and expense, shall submit to DPWES an RPA Exception application for redevelopment that shall be evaluated and administratively approved by DPWES as permitted redevelopment. The RPA Exception shall include a Water Quality Impact Assessment, and a floodplain study, if needed. Should DPWES not approve the RPA Exception application submitted by the Applicant, the size of the Athletic Field described in Proffer 99.A.(i), shall be proportionately reduced in size so that it does not encroach in the RPA, without a corresponding reduction in field credit.
- (iii) The Athletic Field, subject to receipt of approvals described above, shall be constructed no later than thirty-six (36) months after the conveyance of the Fire Station as described in Proffer 99.D.(vii). The Applicant, within its sole discretion, may complete construction earlier than this time period. That portion of Parcel 96A that supports the Athletic Field shall be dedicated to Fairfax County, subject to a reservation of density credit under Section 2-308 of the Zoning Ordinance, within one hundred twenty (120) days following completion of construction of the Athletic Field and bond release, except as may be extended in accordance with the provisions of Proffer 104.
- (iv) In addition to the Athletic Field improvements described above, the Applicant shall contribute the sum of \$125,000.00 to the Board of Supervisors to be distributed within the discretion of the Providence District Supervisor for park improvements and/or design of stream improvements in the vicinity of the Application Property. Said contribution shall be made within sixty (60) days of the approval of this rezoning application.

B. Stream Valley Improvements.

- (i) As permitted under Zoning Ordinance Section 2-903, Paragraph 7, the Applicant shall submit the Restoration Plan, as defined in Proffer 98, to the Army Corps of Engineers for approval under a Nationwide Permit (NWP) #27 and to the Department of Environmental Quality (DEQ) for confirmation that the work proposed under NWP #27 satisfied DEQ's Section 401 Water Quality Certification for a NWP #27 approval. Upon approval of the Restoration Plan, the Applicant shall obtain a permit from

DPWES and construct that phase of the Restoration Plan, as modified by the Applicant to identify construction phases, from Route 123 to the Taylor Block as shown on the CDP, subject to receipt of all necessary easements from the FCPA, WMATA and any other property owner as necessary, at no cost, exclusive of administrative costs as may be associated with the easements, including review fees and recordation among the Fairfax County land records. Said improvements shall be constructed in one or more phases as determined by the Applicant, in coordination with FCPA, with the site development work associated with an approved FDP on Grant Building Site A or earlier as elected by the Applicant within its sole discretion. Upon completion of improvements approximately 27,509 square feet of land as shown on the CDP shall be dedicated to the FCPA, subject to a reservation of density credit under Section 2-308 of the Zoning Ordinance.

- (ii) The Applicant shall install hardscape improvements, including, but not limited to, pedestrian pathways, terraces, seating, signage, public art and a pedestrian bridge crossing the stream valley, to improve its condition and facilitate its use. The construction of all hardscape improvements in the designated RPA shall be deemed a permitted improvement and shall not necessitate the approval of an RPA exception. Improvements shall be constructed subject to receipt of necessary easements from the FCPA, WMATA, and any other property owner as necessary, at no cost, exclusive of administrative costs as may be associated with the easements, including recordation among the land records. Improvements shall be in substantial conformance with the concepts and locations as shown on Sheet L-8 of the CDP as may be adjusted at FDP and site plan approval to allow for final engineering and design considerations. In addition, the trails proposed to be constructed on Taylor Building Site A and the adjacent stream valley shall be field located with the FCPA trails coordinator to minimize impacts on existing mature trees. Additional plantings shall be installed to supplement existing vegetation. Said improvements shall be constructed in one or more phases as determined by the Applicant with development of Grant Building Site A, or earlier as elected by the Applicant, in coordination with FCPA, within its sole discretion. While subject to public access easements, the Applicant shall retain private ownership of and maintain the landscape improvements adjacent to Grant Road on Grant Building Site A and Grant Building Site B, and reserves the right to reasonably restrict access for limited times for special events, security, maintenance and repairs and/or safety purposes.
- (iii) The FCPA shall be responsible for regular maintenance of the trails and pedestrian pathways installed by the Applicant within the stream valley. The remaining hardscape improvements installed in the stream valley by the Applicant shall be maintained by the Applicant subject to receipt of a right of access at no cost. At time of construction of the improvements, the Applicant shall enter into a mutually acceptable maintenance

agreement with FCPA to further define the maintenance obligations of the hardscape improvements.

- C. Colshire Meadow Bridge. Prior to the issuance of the first initial RUP or Non-RUP for the Trigger Building as hereinafter defined, the Applicant shall submit a plan to VDOT for the widening or replacement of the existing Colshire Meadow Bridge. The proposed bridge widening or replacement shall span the Scotts Run Stream Valley and shall not significantly alter the property's use for park purposes consistent with its conveyance to FCPA.

Upon approval by VDOT of the bridge plans, the Applicant shall thereafter construct such bridge widening or replacement subject to the following conditions:

- (i) The Applicant is granted credit against the proffered contribution from the Application Property to the Tysons Grid Fund as provided in Proffer 64 for seventy-five percent (75%) of the hard and soft costs associated with such construction as evidenced by estimates to be provided at site plan as required by the Board's Tysons Grid Fund Guidelines; and
- (ii) All off-site rights-of-way and easements needed from other property owners are provided at no-cost to the Applicant, except for administrative costs which may include review fees and recordation among the land records.

Provided the foregoing conditions are satisfied, the Applicant shall initiate the construction of such widening or replacement and the bridge widening or replacement shall be completed no later than twenty-four (24) months after the issuance of the last initial RUP or Non-RUP of the last of the Building Sites identified as Grant Building Site B, or Taylor Building Site B, or the Hotel Block on the Application Property.

In the event any of the conditions outlined above are not fulfilled as of the date the Applicant is obligated to commence construction, then the Applicant shall be relieved of the obligation to construct such widening or replacement and will convey and release the bridge replacement or widening plans to VDOT for implementation by others. In such event, the Applicant shall instead contribute a pro-rata share towards its future construction by others. Said pro-rata share shall not exceed 25% of the cost to construct the bridge widening or replacement based on cost estimates to be provided by the Applicant to VDOT, FCDOT and DPWES. Said contribution shall be paid prior to issuance of the last initial RUP or Non-RUP for the last building of the Trigger Buildings to be constructed on the Application Property. Notwithstanding the aforementioned, the maximum amount to be contributed by the Applicant for this proffer shall not exceed \$1,162,696.00 as may be adjusted in accordance with Proffer 101.

For purposes of this proffer, the "Trigger Building" shall be determined as follows:

- (i) If the construction, defined as issuance of the first RUP or Non-RUP for the building, of Grant Building Site B precedes the construction of both Taylor Building Site B and the Hotel Block, then the Trigger Building shall mean the earlier to be constructed of Taylor Building Site B or the Hotel Block.
- (ii) If the construction, defined as issuance of the first RUP or Non-RUP for the building, of either Taylor Building Site B or the Hotel Block precedes the construction of Grant Building Site B, then the Trigger Building shall mean Grant Building Site B.

D. Fire and Rescue Station. The Applicant shall design, obtain the necessary permits for, construct and convey to Fairfax County a two-level freestanding building, including restrooms to serve the Athletic Field as described in Proffer 99.A., with three single loaded truck bays, containing approximately 15,150 gross square feet and up to 22 designated exclusive parking spaces and four (4) public parking spaces (including required accessible spaces) on a portion of Parcel 96A for a fire and rescue station (the "Fire Station") in a location as generally shown on Sheet L-4 of the CDP in accordance with the following:

- (i) Specifications for Fire Station. The Fire Station shall be designed and constructed in accordance with, and to include those items identified in the "Fairfax County Fire Station Design Manual Adjusted for New Tysons East Station dated January, 2013", and the Fairfax County Guidelines for Engineers and Architects, dated June, 2012, as such Design Manual and Guidelines may be amended through the date of design and construction as a result of changes in applicable federal, state and/or local codes, and shall be of similar quality and material specifications as (i) the buildout of the completed Wolf Trap Fire Station and (ii) reflected in the Project Manual developed for the Bailey's Crossroads Station, dated October 10, 2012, and the Wolf Trap Station Construction Documents Specification, dated March 11, 2012 (collectively, the "Fire Department Standards"), or to such other standards or specifications as may otherwise be mutually agreed upon by the Applicant and the County. A copy of the cover sheets and tables of contents of the Fire Department Standards is attached hereto as Exhibit B. The Applicant shall not be responsible for the cost of any modifications to the Fire Department Standards adopted subsequent to the approval of this rezoning application with the exceptions of design deviations as described in paragraph (iv) f. and subject to the cost-sharing provisions of paragraph (iv) f. Specifications shall include the provision of stormwater management consistent with the requirements outlined in Proffer 94 for that portion of Parcel 96A (approximately 1.2 acres) that is developed with the Fire Station.

(ii) Access. Access to the Fire Station shall be via Old Meadow Lane which is subject to a public ingress-egress easement, including use by County emergency, maintenance and police vehicles, recorded in Deed Book 18660 at page 206 among the Fairfax County land records. Said ingress-egress easement shall be vacated upon recordation of a Deed of Easement and Vacation in a form consistent with the document attached hereto as Exhibit C. Maintenance of Old Meadow Lane shall be performed by the Applicant in accordance with Exhibit C. The maintenance escrow as described in Exhibit C shall be posted upon conveyance of the land for the Fire Station as described in paragraph (vii). Said Agreement may be amended as mutually agreed to by the Applicant and Fairfax County without the necessity of a PCA, CDPA, FDP, or FDPA. The Applicant shall complete any required improvements to Old Meadow Lane prior to delivery of the Fire Station as detailed herein. The Applicant's obligations for the improvement and maintenance of Old Meadow Lane as proffered and as described in Exhibit C shall become null and void and of no further effect at such time as Old Meadow Lane, either in its current location or as relocated, is dedicated to Fairfax County in fee simple as a public street. If dedication requires a turnaround to meet VDOT standards, said turnaround shall be located on the Taft Site without the necessity of acquiring off-site easements and/or right-of-way.

(iii) Design Coordination. The Applicant shall coordinate the design of the Fire Station with the Building Design and Construction Division of DPWES (the "BDCD") and the Chief of the Fairfax County Fire & Rescue Department ("F&R") as follows:

a. Commencement of Design. Upon receipt of notice to proceed from Fairfax County, which shall occur no earlier than January 1, 2018, the Applicant shall commence design of the Fire Station and preparation of a site plan for the Fire Station. The provision of notice by Fairfax County shall be satisfied with the delivery of written notification to the owners of record of the Lincoln and Grant Blocks at the addresses for such owners then on file with the Fairfax County Department of Tax Administration that are the subject of RZ 2011-PR-010.

Within 120 days from receipt of said notice to proceed, the Applicant shall deliver a deed for the Fire Station property, in a form reasonably acceptable to both the Applicant and Fairfax County, into escrow, with an escrow agent and pursuant to an escrow agreement reasonably acceptable to both the Applicant and Fairfax County and in accordance with paragraph (vii) below.

b. Site Plan. Site plan preparation shall be completed within 120 days from receipt of the notice to proceed described in paragraph a. above. Prior to submission of a site plan for the Fire Station to

DPWES, the Applicant shall submit a draft of the site plan to BDCD and F&R for their review and approval as described in paragraph (iv) below. The submission of a demolition permit for existing improvements may be submitted concurrently with the site plan. Demolition in accordance with a permit issued by Fairfax County shall occur at any time within the Applicant's sole discretion, but shall be at the Applicant's sole cost and shall be completed so as not to interfere with the timely construction of the Fire Station.

- c. Construction Documents. During the preparation of the Construction Documents for the Fire Station and prior to submission for building permit approval, the Applicant shall submit 15% Construction Documents, 35% Construction Documents, and later 100% Construction Documents, to BDCD and F&R for their review and approval as described in paragraph (iv) below.
- (iv) Review Process. In each event of submission to, and review and approval by, BDCD and F&R as provided above, the following process shall apply:
- a. The phrase "15% Construction Documents" in the preceding paragraph (iii) c. shall be construed to include drawings and specifications that lay out the scale and relationship of the program elements of the building and the building's relation to the site and any phasing requirements, and shall further specify the following:
    - 1) Site-related: The location of all major elements – site entrance, SWM facility, parking, pedestrian facilities, and any public improvements (roads, trails, etc.)
    - 2) Building-related: The location and size of all program elements of the building, building entrances, the types of M/E/P systems (type of heating and cooling with a descriptive narrative explaining system type, operation and control and sequencing, the phase and size of electric service, whether gas will be used, type of fire protection systems, and description of water supply and waste systems). An outline specification is developed indicating the major building systems and materials.
  - b. The phrase "35% Construction Documents" in the preceding paragraph (iii) c. shall be construed to include drawings and specifications that describe and fix the project's architectural, structural, mechanical, plumbing, and electrical systems, and shall further specify the following:

- 1) Site-related: The location and size of all site elements including apparatus bay aprons and testing areas, path or access (including grade and turning radius) for the fire station apparatus, emergency generator and public and staff parking, which shall not preclude installation of the Athletic Field described in Proffer 99.A.
  - 2) Building-related: All program areas and sizes, all spaces meeting accessibility requirements, basic layout of all building systems, location and types of walls, types of building materials (not colors), selection of all major M/E/P systems and verification that they can be accommodated in the space provided, apparatus diesel exhaust system and venting outside the building, and designation of fire station alerting system.
- c. BDCD and F&R shall respond in writing to the Applicant as soon as possible but no later than within thirty (30) days of its receipt of plan or construction document submissions, either approving such plans or setting forth specific comments to the same. The commencement of the thirty (30) day review period shall not begin until the reviewing agency (BDCD or F&R) acknowledges receipt of the plan or construction document in writing. In the event any such response sets forth specific comments, the Applicant shall prepare a revised submission, subject to a fifteen (15) day BDCD/F&R review period, and the process shall continue with 15-day review periods until the submission is approved by BDCD and F&R. In the event the Applicant does not receive written comments within 30 days of its initial submission, written notice shall be submitted to BDCD and F&R requesting comments within 15 days. BDCD and/or F&R failure to timely respond to the initial submission or subsequent review periods as described herein shall be deemed the approval of such agency.
- d. BDCD and F&R approval of submissions under this paragraph (iv) shall not be unreasonably withheld, conditioned or delayed. Should a number of revised submissions be requested of the Applicant, the delivery date as described in paragraph (viii) shall be proportionately extended by the Zoning Administrator in consult with BDCD and F&R without the necessity of a PCA unless the necessity of numerous revisions arose as a result of errors or omissions in the plans made by Applicant, the failure of the Applicant's plans to conform to the Fire Department Standards, or the failure of Applicant's plans to comply with express requirements of applicable building codes.

- e. BDCD and F&R review shall be cumulative, with the scope of review limited by the scope of previous comments and approval(s), such that in no event (i) shall comments on the site plan or construction documents be inconsistent with the existing zoning of the property, nor (ii) shall comments on the construction documents require an amendment to the site plan; provided, however, that any comment noting a failure of the submittal to conform to the Fire Department Standards shall not be so limited. In the event that the County requests changes to the site plan or any construction documents after having approved them, the Applicant will not unreasonably withhold its consent to any such requested changes; provided, however, Applicant may reasonably withhold such consent in the event the requested changes would result in a significant scope or schedule change. In the event that the Applicant agrees to make any such changes, the County shall agree in advance to reimburse the Applicant for any incremental expense, as reasonably determined by the Applicant and the County. Should such a change in accordance with this proffer result in a change order under the construction contract entitling the contractor to additional time, the delivery date as described in paragraph (viii) shall be proportionately extended without the necessity of a PCA.
  
- f. If (i) the County desires to modify the Fire Department Standards at the time of design and construction to conform to the current fire station and County standards, or (ii) any County comment to the Fire Station design deviates from the Fire Department Standards and, in either such case, would result in an incremental expense to the Applicant (including, but not necessarily limited to, design, financing/carry and/or construction costs), the Applicant shall have no obligation to incorporate such comment/change unless the County has first agreed to reimburse the Applicant for such incremental expense, as reasonably determined by the Applicant and the County. Notwithstanding the foregoing sentence, if any such comment/change results from a general, County-wide update to the components of the Fire Department Standards then the Applicant shall share the cost of any such changes on an equal basis with the County up to a total amount of \$500,000.00 of such incremental expenses (i.e. \$250,000.00 to be borne by the Applicant and \$250,000.00 to be borne by the County). Any incremental expenses beyond such amount shall be borne solely by the County. Should such a County comment, in accordance with this proffer result in a change order under the construction contract entitling the contractor to additional time, the delivery date as described in paragraph (viii) shall be proportionately extended without the necessity of a PCA.

- g. Each request for BDCD and F&R approval under this paragraph shall be accompanied by an explanatory cover letter and a copy of this proffer. The review periods described herein begin upon receipt acknowledged in writing by BDCD and F&R of plans or construction documents.
  - h. Notwithstanding the requirement of BDCD and F&R approval under this paragraph, the Applicant may submit its site plan(s) and construction documents for regulatory review upon submission of such documents to BDCD and F&R; provided, however, that the Applicant shall update its regulatory submission to reflect the BDCD and F&R-approved version of such submission.
- (v) Additional Development Requirements. In connection with the design, permitting, contracting and construction of the Fire Station, the Applicant agrees that the following requirements shall apply:
- a. The general contractor chosen to construct the Fire Station shall be licensed by the Commonwealth of Virginia to act as general contractors for projects such as the Fire Station and shall, in the Applicant's judgment, be reputable and competent to perform the requisite work. The Applicant shall issue invitations to bid to not less than six (6) general contractors.
  - b. The contract with the general contractor for the construction of the Fire Station shall be based upon the appropriate Standard Form of Agreement Between Owner and Contractor and associated General Conditions published by the *American Institute of Architects*.
  - c. The Applicant shall cause the general contractor to provide payment and performance bonds, each for the entire contract sum and naming the County as a dual obligee on such bond.
  - d. Until such time as the Fire Station is conveyed to the County in accordance with paragraph (vii), the Applicant shall obtain and maintain in full force and effect, with financially responsible insurers authorized to transact insurance business in the Commonwealth of Virginia, (i) a standard policy of commercial general liability insurance covering its activities on the Fire Station property written on an occurrence basis with a combined single limit of not less than Two Million Dollars (\$2,000,000.00) per occurrence and Five Million Dollars (\$5,000,000.00) in the aggregate, (ii) automobile liability insurance for all owned, hired, and non-owned vehicles, with minimum limits of not less than One Million Dollars (\$1,000,000.00) per occurrence for bodily injury and property damage liability, and (iii) all legally required insurance coverage related to their employees including, but not

limited to, Workers Compensation and Employer's liability coverage. The County shall be included as an additional insured on the commercial general liability and automobile policies through an endorsement subject to the reasonable review and approval of the County.

- e. Applicant shall cause the contract with its design professionals and the general contractor to contain provisions related to warranties, guaranties, insurance, indemnities, notice claims, and retainage typical in the Northern Virginia area for commercial contracts of the general size and scope of the subject project. The warranty period shall be not less than one (1) year from final completion, and the County shall be included as an additional insured on any insurance policies required of the general contractor or, to the extent possible, the design professionals, and indemnitee under any indemnity required of the contractor or design professionals. The contract shall expressly provide that such warranties shall run to the benefit of the County following dedication of the Fire Station to the County.
- f. For a period of one (1) year following conveyance of the Fire Station to the County, the Applicant shall, upon notice, correct and remedy at its expense any damage to the Fire Station caused by the fault, negligence, gross negligence or intentionally tortious act or omission occurring prior to such conveyance of any officer, director, or employee of the Applicant. The obligations of the Applicant under this warranty shall not extend to the proportion of damage to the Fire Station caused by the fault, negligence, gross negligence or intentionally tortious act or omission of any third party, including, without limitation, the County or its separate contractor(s) and their employees, agents and/or representatives.
- g. The contract with the general contractor shall include customary provisions regarding the documentation to be provided in conjunction with draw requests, including, without limitation, back-up invoices or subcontractor draws and lien waivers.
- h. If requested by BDCD, the Applicant shall afford representatives of BDCD reasonable access to the construction site to monitor construction activity and the condition of the Fire Station. Further, the Applicant agrees to invite BDCD to participate in the construction process in the following areas:
  - 1) QC Inspections by representatives of BDCD;
  - 2) Attendance in construction progress meetings and site walk-thru's;
  - 3) Review/comment of design revisions;

- 4) Review/comment on RFI's and submissions to the extent they relate to deviations from the design specifications.

The Applicant shall reasonably accommodate any comments provided by BDCD. In particular, the Applicant shall accommodate any comments if a failure to do so would result in the Fire Station not being constructed in a good and workmanlike manner in substantial conformance with the approved site plan and construction documents, as required by paragraph (vi), below.

For purposes of clarity, the construction monitoring effort set forth in the preceding sentence inures to the benefit of the County in its proprietary capacity and is separate and distinct from the County regulatory inspection process. Any construction monitoring effort undertaken by the County/BDCD as provided herein shall be at the County's sole risk, cost and expense, and the County shall be solely liable for any loss, damage or injury caused by such effort and the County shall promptly restore, at its sole cost and expense, any damage to the Fire Station caused by such effort.

- (vi) Construction of Fire Station. The Applicant shall construct the Fire Station in substantial conformance with the approved site plan and Construction Documents. The Applicant shall provide written notice to the County that the Applicant considers the Fire Station substantially complete, whereupon the County shall conduct an inspection of the Fire Station and provide the Applicant a list of reasonable "punch list" items to be completed by the Applicant. In the event that any damage to the Fire Station occurs after the completion of the "punch list", but prior to the final inspection, then the County may supplement the "punch list" to include any such elements of damage. The failure to include any items on the "punch list" does not alter the responsibility of the Applicant to fully construct the Fire Station in substantial accordance with the approved Site Plan and Construction Documents. Upon completion of the "punch list," including any supplements thereto described above, the bonds posted for construction shall be released and the Fire Station shall be conveyed to Fairfax County as described in paragraph (vii). For purposes of this Proffer, "substantially complete(d)" shall mean the date, when: (i) construction of the Fire Station, including related infrastructure, is sufficiently complete such that the County can safely occupy and utilize the Fire Station for its intended use, subject only to certain unfinished items of construction that are not necessary for the issuance of occupancy permits or the safe use of the Fire Station for its intended use; and (ii) all required governmental inspections applicable to the construction have been conducted.

- (vii) Conveyance of Fire Station. Following the County's inspection of the Fire Station and release of construction bonds, the Applicant shall deliver a

deed conveying fee simple title to that portion of Parcel 96A that supports the Fire Station to Fairfax County, to include the substantially complete Fire Station, in its "as is, where is" condition, but free and clear of any then existing monetary lien (other than for property taxes not yet then due and payable), together with fee title for not less than 26 parking spaces to serve the Fire Station. Said conveyance may necessitate the need for a subdivision of Parcel 96A, which shall be recorded by the Applicant at its cost. In addition, the Applicant shall assign, and the County shall accept the assignment of, the Applicant's rights under the construction contract with the general contractor, and the Applicant's rights under any engineering and design contracts for the Fire Station to which the Applicant is a party, together with all of Applicant's warranty and enforcement rights under such contracts. The Applicant shall transfer to the County, and the County shall accept, all permits for the Fire Station. The Applicant shall transfer to the County, and the County shall accept, or otherwise substitute itself for the Applicant with respect to, all bonds, letters of credit, performance agreements, escrows and/or other obligations related to the Fire Station. The Applicant and the County acknowledge and agree that it is the intention of this provision that, upon the conveyance of the Fire Station to the County, the Applicant shall have no further obligation or involvement whatsoever with respect to the Fire Station, except as described in paragraph (v) f. and in paragraph (x) and the parties shall reasonably cooperate to effectuate such other measures as may be required to fulfill such intent. The Applicant and the County shall mutually cooperate to effectuate the conveyance of the Fire Station to the County.

If Applicant Defaults, then, at the sole election of Fairfax County, the escrow agent described in paragraph (iii) a. above shall release the aforesaid deed in escrow to Fairfax County, the Applicant shall assign its rights to all Fire Station design and construction documents to the County and the funds in the Fire Station Escrow Account as defined in Proffer 100.A. shall be released to Fairfax County by the escrow agent, whereupon the Applicant's, in RZ 2011-PR-010, obligations regarding the funding, design, permitting, bonding, construction, equipping, completion and dedication of the Fire Station shall terminate and be of no further force or effect; provided, however, that (i) the owner of any Building Site within RZ 2011-PR-011 which has not made the required Advance Funding Payment into the Fire Station Escrow Account required by Proffer 100.B. shall continue to be obligated to make such Advance Funding Payment, (ii) to the extent it has not already done so, the Applicant under RZ 2011-PR-010 shall make a payment into the Fire Station Escrow Account for the properties in RZ 2011-PR-010 in the amount per square foot of GFA set forth in Proffer 100.B, and (iii) the indemnifications described in paragraph (x) remain in full force and effect in accordance with the terms therein. Applicant shall be in "Default" if it breaches its obligations under Proffers 99.D.(iii), (v) or (vi) and such

breach continues for thirty (30) days after receipt of notice from Fairfax County stating, in **BOLD AND CAPITALIZED** letters, that failure to timely remedy the breach shall constitute a Default provided, however, that the Applicant shall only be entitled to the thirty (30) day cure period for the first and second breach of the same provision. The notice shall be in writing and delivered by certified mail, hand delivery or overnight carrier, with receipt therefore.

- (viii) Delivery Date. The Fire Station shall be substantially complete, including completion of punch list items, and delivered to Fairfax County on or before December 31, 2020, or three (3) years from receipt of notice to commence design, whichever is later; subject to the extensions provided for herein. In the event that the Applicant fails to deliver the Fire Station to Fairfax County as and when required by this proffer, then, until the Fire Station is delivered to Fairfax County, or the Applicant complies with the provisions of paragraph (vii) above, following Fairfax County's election to declare a Default, no building permits shall be issued for the Lincoln Block or the Grant Block to implement the improvements shown on the CDP, however, the Applicant may continue to advance FDPs and/or site plans for these properties and continue to obtain RUPs, Non-RUPs and other permits related to existing improvements or improvements under construction. This limitation shall not apply to existing and/or interim uses.
- (ix) Extension of Deadlines. Notwithstanding the timing requirements of the preceding paragraphs, the Zoning Administrator may extend all deadlines for good cause shown without requiring a PCA.
- (x) Title. Fairfax County has been provided with, and has approved, a title report, dated July 23, 2010, issued by First American Title Insurance Company, with respect to Parcel 96A (the "Preliminary Title Report"). A copy of an updated title report for Parcel 96A shall be delivered to BDCD and F&R within thirty (30) days of Applicant's receipt of notice to proceed as described in paragraph (iii) a. Fairfax County shall have sixty (60) days from receipt of such updated report to review title and identify any objections. Objections shall be limited to those items that were not shown on the Preliminary Title Report and would prevent in the County's reasonable opinion the conveyance of good and marketable title to that portion of Parcel 96A on which the Fire Station is to be constructed, or which would prevent and prohibit the construction of the Fire Station as contemplated by this proffer. Applicant shall have the right to cure any such objections. Upon Applicant's removal of the objections, Fairfax County shall provide written affirmation that title is acceptable. Prior to or in conjunction with conveyance as described in paragraph (vii), an existing Declaration encumbering the Taft Site shall be further amended and/or supplemented in order to allocate 19,154 square feet of GFA to the Taft Site and said GFA shall be conveyed to the County. Should a Fire

Station no longer be needed, the building, at no cost to the Applicant, may be re-built or re-modeled by the County for use by the County as a library, public school, County administrative offices, park, indoor recreation, community center, child care, or other use as agreed to by the Applicant and the County.

The Applicant shall indemnify and hold harmless the Board, together with its agents, officials, and employees, against any and all claims, liabilities, costs, damages, or losses arising out of (A) a default pertaining to Parcel 96A under that certain Declaration of Covenants, Easements, and Related Agreements, dated as of December 31, 1992, and recorded among the Land Records of the Clerk of the Circuit Court of Fairfax County, Virginia in Deed Book 8404, at Page 521, as amended from time to time, (the "Declaration") that exists prior to conveyance of the Fire Station to the County; (B) any payment obligation under the Declaration pertaining to Parcel 96A and arising prior to conveyance of the Fire Station to the County; (C) any obligation of the owner of Parcel 96A under the Declaration to complete and/or to pay another party for completion of any part of the "Article III Proffers", as defined in the Declaration; and (D) any payment obligation or default under the Declaration triggered by the construction of the Fire Station as contemplated by these Proffers. This indemnity shall terminate six (6) years after the date of the conveyance of the Fire Station to the County; provided, however, that the indemnity shall survive such termination with respect to any claim, liability, cost, damage, or loss of which County notifies the Applicant within such six (6) year period.

Notwithstanding the foregoing, in the event that Applicant delivers estoppel certificates to the County, dated on or after the date of conveyance of the Fire Station to the County, from every owner of real property covered by the Declaration, confirming to the County that to such owners' knowledge there are no defaults under the Declaration related to Parcel 96A and that there are no amounts due and owing under the Declaration to such party, then from and after such date, the foregoing indemnity shall terminate and be of no further force and effect.

- (xi) Environmental. The Applicant has provided Fairfax County with a Phase I Environmental Assessment, prepared by URS Corporation, dated May 24, 2010 (the "Phase I"). Fairfax County has approved the environmental condition of Parcel 96A as reflected in the Phase I. The Applicant shall provide the County with an updated Phase I with thirty (30) days after receipt of notice to commence design pursuant to paragraph (iii) above. The Applicant shall remediate, if necessary, at the Applicant's sole cost and expense, any identified environmental hazards that violate any applicable federal and state laws, rules and/or mandatory regulations, and, if required by such laws, and/or mandatory regulations, taking into account the type of contamination, the nature of the property,

its then-current and/or anticipated use and the construction means and methods to be used in conjunction with the construction of the Fire Station, obtain clearance from the applicable authorities prior to commencement of construction of the Fire Station. The Delivery Date shall automatically be extended in the event of delays caused by any necessary remediation work and/or obtaining a closure letter or other clearance from applicable authorities.

- (xii) Approvals Generally. Any approval of BDCD, F&R, or any other County department or agency given in such department or agency's proprietary capacity shall not be deemed the approval of, or entitle the Applicant to approval of, the County in its governmental and/or regulatory capacity.
  - (xiii) County as Owner. Upon conveyance of the Fire Station to the County, the County shall have no obligations as "Applicant" under these proffers by virtue of its ownership of the Fire Station.
  - (xiv) Other Alternatives. The Applicant reserves the right to enter into a separate binding written agreement with Fairfax County as to the terms and conditions of the dedication of land for the Fire Station following approval of those rezoning applications. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County. Neither Fairfax County nor the Applicant shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the dedication of land for and construction of a Fire Station shall be solely in accordance with such an agreement and the provisions of this proffer shall become null and void without the necessity of a PCA.
- E. Funding of Construction. The Applicant may withdraw funds for the construction of the Athletic Field, the Fire Station, the Stream Valley Improvements, and Colshire Meadow Bridge from the Escrow Accounts as described in Proffer 100.

## PUBLIC FACILITIES

### PROFFERS APPLICABLE ONLY TO RZ 2011-PR-011 (LAND BAY EAST)

The following Proffer 100 shall be applicable solely to Land Bay East that is subject to RZ 2011-PR-011. The term Applicant as used in Proffer 100 shall mean and refer to only the owner(s) of Land Bay East which is subject to RZ 2011-PR-011, and its successors and assigns.

100. Public Facilities. To address the Comprehensive Plan's recommendations regarding the provision of public facilities and athletic fields in Tysons Corner, the Applicant shall contribute the following:
- A. Escrow Account. The Applicant shall establish an escrow account (the "Public Facilities Escrow Account"), either held by Fairfax County, or by an escrow agent acceptable to the Applicant and Fairfax County, for the sole purpose of holding

funds that will secure and fund construction of the improvements described in Proffer 99 as the Athletic Field, the Stream Valley Improvements, and Colshire Meadow Bridge (collectively referred to as "Public Improvements"). The Applicant shall establish a second escrow account, either held by Fairfax County, or, within the discretion of the County, by an escrow agent acceptable to the Applicant and Fairfax County, solely to secure and fund construction of the Fire Station (the "Fire Station Escrow Account"). The terms described herein shall be detailed in one or more Escrow Agreement(s) in a form as agreed to between the Applicant and Fairfax County.

B. Contribution. Prior to the issuance of the first RUP or Non-RUP for any Building Site, the Applicant for such permit shall make a cash payment into the Public Facilities Escrow Account in an amount equal to \$0.90 per square foot of GFA associated with the site plan that shall represent that Building Site's share of the estimated cost of the Public Improvements. In addition, prior to the issuance of the first RUP or Non-RUP for any Building Site, the Applicant for such permit shall make a cash payment into the Fire Station Escrow Account in an amount equal to \$1.35 per square foot of GFA associated with the site plan that shall represent that Building Site's share of the estimated cost of the Fire Station (collectively, the "Advance Funding Payment"). Notification of the requirement to make the Advance Funding Payment as described herein shall be provided to the contract purchaser of any Building Site. Notwithstanding the foregoing schedule for making Advance Funding Payments, in the event that the Applicant under RZ 2011-PR-010 is required to or elects to commence implementation of a Public Improvement or the development of the Fire Station, then, within sixty (60) days after receipt of written notice to that effect from the Applicant or the County, the owner of each Building Site which has not theretofore made an Advance Funding Payment, shall make the applicable Advance Funding Payment applicable to its Building Site for the Public Improvements and/or the Fire Station, as the case may be.

C. Distribution of Funds from Public Facilities Escrow Account and the Fire Station Escrow Account.

(i) Upon commencement of construction of any one or all of the Public Improvements as described in Proffer 99, the Applicant undertaking such development may request release of funds held in the Public Facilities Escrow Account. Said funds may be released, in whole or in part, upon submission of a written request by such developer, as approved by Fairfax County, to fund in whole or in part, the cost of design, permitting, bonding and construction of one or more of the Public Improvements. Said written request shall include a detailed accounting of funds necessary to scope, design, bond and construct the Public Improvement(s) and a draw down schedule. Only those funds necessary to complete the identified Public Improvement(s) shall be released in accordance with the schedule. If there are insufficient funds in the Public Facilities Escrow Account to construct the Public Improvement, said Public Improvement shall be constructed at

the expense of the Applicant under RZ 2011-PR-010 as described in Proffer 99. The Escrow Account shall be closed upon completion of all Public Improvements, and any amount remaining in the Escrow Account shall be disbursed to the Applicant under RZ 2011-PR-010.

- (ii) Upon commencement of construction of the Fire Station as described in Proffer 99, the Applicant under RZ 2011-PR-010 may periodically request release of funds held in the Fire Station Escrow Account. Said release shall be requested in accordance with a drawn down schedule typical for the funding of a project such as the Fire Station and consistent with the timing and other requirements of a typical AIA construction contract, and supported by evidence of invoices. The Fire Station Escrow Account shall be closed upon completion of the Fire Station and any amount remaining in the Fire Station Escrow Account shall be disbursed to the Applicant under RZ 2011-PR-010. If there are insufficient funds in the Fire Station Escrow Account to construct the Fire Station as described in Proffer 99.D.(i), said Fire Station shall be constructed at the sole expense of the Applicant under RZ 2011-PR-010 as described in Proffer 99.D.(vi.). Should the Fire Station for the Tysons East District, as defined by the Comprehensive Plan, be constructed by Fairfax County, then, (i) Fairfax County may utilize funds from the Fire Station Escrow Account solely for that purpose, (ii) the Applicant shall continue to make payments into the Fire Station Escrow Account as and when required by paragraph B above, (iii) the Applicant in RZ 2011-PR-010 shall make payments into the Fire Station Escrow Account in the amounts per square foot of GFA and in accordance with the schedule set forth in paragraph B, (iv) any amounts remaining in the Fire Station Escrow Account after the completion of construction of the Fire Station by Fairfax County shall be delivered to the Applicant in RZ 2011-PR-010, and (v) the Applicants' in RZ 2011-PR-010 and RZ 2011-PR-011, obligations regarding the funding, design, permitting, bonding, construction, equipping and completion of the Fire Station shall terminate and be of no further force and effect.

#### MISCELLANEOUS

101. Escalation. All monetary contributions, except as may be further specified in these proffers, shall escalate on a yearly basis from the base month of January 2014 and change effective each January 1 thereafter, as permitted by VA. Code Ann. Section 15.2-2303.3.
102. Tysons Partnership. The Applicant and successors shall become a member of the Tysons Partnership, or its residential equivalent.
103. Security. Upon request from Fairfax County Law Enforcement Authorities, Applicant shall give prompt, good faith consideration to a request for access to its security surveillance recordings by Fairfax County Law Enforcement Authorities. In determining if access may be made available, Applicant may consider trade secrets, privacy laws, confidentiality obligations, legal privileges and other concerns.

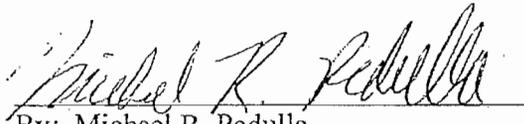
104. Due Diligence. Notwithstanding the foregoing, upon demonstration that, despite diligent efforts or due to factors beyond an Applicant's control, proffered improvements such as, but not limited to, the required transportation, publicly-accessible park areas, athletic fields, trail connections, and offsite easements, have been delayed (due to, but not limited to, an inability to secure necessary permission for utility relocations and/or VDOT approval for traffic signals, necessary easements and site plan approval) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of such improvements.
  
105. Condemnation. To the extent off-site right-of-way and/or easements are required to construct any of the public infrastructure or public improvements described in these proffers, and the Applicant has not been able to acquire such right-of-way or easements after documented, reasonable efforts to do so as described below, the obligation of the Applicant to construct such public infrastructure or public improvements for which right-of-way and/or easements are not available shall be contingent upon the Board acquiring such right-of-way and/or easements at the Applicant's expense (meaning that the Applicant shall timely pay, without limitation, the condemnation award, all appraisal and other expert fees, court costs and attorneys' fees associated with such acquisition) through its powers of eminent domain after being requested to do so by such Applicant, in writing. The Applicant's written request will include: (i) plans and profiles showing the necessary right-of way and/or easements to be acquired, including a description of the proposed public infrastructure and/or public improvements to be constructed and the public purpose to be served by such infrastructure and improvements; (ii) an independent third party appraisal of the value of the right-of-way and/or easements to be acquired and of all damages and benefits to the residue of the affected property; and (iii) copies of all correspondence between the Applicant and property owner of the right-of-way and/or easements to be acquired, including a good faith offer in writing by the Applicant to acquire from such property owner the right-of-way and/or easements for the appraised value. Said good faith offer shall consist of two (2) written offers sent to the property owner by certified mail a minimum of thirty (30) days apart and receipt of refusal in writing, or no response thirty (30) days after the mailing of the second request. In the event the County elects not to use its power of condemnation to acquire those off-site rights-of-way and/or easements necessary for construction of any of the public infrastructure or public improvements described in these proffers, then that Applicant shall escrow the costs of such infrastructure or public improvements with the County for future implementation of such infrastructure or public improvements by FCDOT, VDOT and/or others. The Applicant shall not be prevented from obtaining any land use approval (including, without limitation, PCA, CDPA, FDP, FDPA, site plan, subdivision, grading permit, building permit, and Non-RUP and RUP permits) for the Application Property, nor from commencing construction on the Application Property, during the pendency of any eminent domain proceedings initiated pursuant to this proffer, nor any deferral of the County's exercise of eminent domain pursuant to this proffer, provided that all other prerequisites for obtaining such approvals and commencing such construction provided in these proffers have been met.
  
106. Modification of Monetary Contributions. With regard to monetary contributions as described herein, the Applicant reserves the right to modify any contribution that has

been reallocated or reduced by the policies, ordinances or regulations of Fairfax County without the necessity of a PCA, CDPA, FDP or FDPA. Further, the Applicant reserves the right to request a PCA, without the necessity of a CDPA, FDP or FDPA, to modify any contribution described herein that is demonstrated to be warranted.

107. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and its successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon the Applicant's successor(s) in interest and/or the owners from time to time of any portion of the Application Property during the period of their ownership. Once portions of the Application Property are sold or otherwise transferred, the associated proffers become the obligation of the purchaser or other transferee and shall no longer be binding on the seller or other transferor.
108. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

APPLICANT/AGENT

CITYLINE PARTNERS LLC

A handwritten signature in cursive script, appearing to read "Michael R. Pedulla", written over a horizontal line.

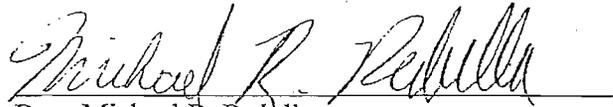
By: Michael R. Pedulla

Its: Co-President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP  
29-4 ((6)) 101A

LINCOLN 1700 OLD MEADOW ROAD LLC

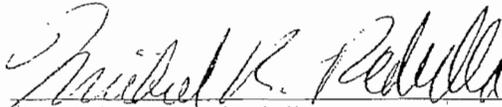
A handwritten signature in cursive script, reading "Michael R. Pedulla", is written over a horizontal line.

By: Michael R. Pedulla  
Its: Executive Vice President

[SIGNATURES CONTINUE]

TITLE OWNER OF TAX MAP  
29-4 ((6)) 102

GRANT 1651 OLD MEADOW ROAD LLC

A handwritten signature in cursive script, appearing to read "Michael R. Pedulla", is written over a horizontal line.

By: Michael R. Pedulla  
Its: Executive Vice President

[SIGNATURES CONTINUE]

TITLE OWNER OF TAX MAP  
30-3 ((1)) 6A

GARFIELD 1575 ANDERSON ROAD LLC

A handwritten signature in cursive script, reading "Michael R. Pedulla", is written over a horizontal line.

By: Michael R. Pedulla  
Its: Executive Vice President

[SIGNATURES CONTINUE]

TITLE OWNER OF TAX MAP  
30-3 ((1)) 6B, 6C, 6D AND PORTION  
OF SURPLUS VDOT RIGHT-OF-WAY

WESTGATE 1600 ANDERSON ROAD LLC

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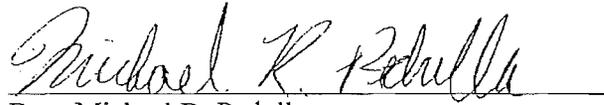
By: Michael R. Pedulla

Its: Executive Vice President

[SIGNATURES CONTINUE]

TITLE OWNER OF TAX MAP  
30-3 ((28)) A

VAN BUREN 1616 ANDERSON ROAD LLC

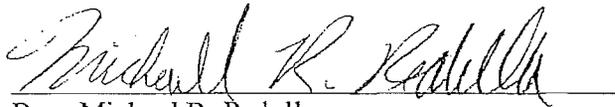
A handwritten signature in cursive script, reading "Michael R. Pedulla", is written over a horizontal line.

By: Michael R. Pedulla  
Its: Executive Vice President

[SIGNATURES CONTINUE]

TITLE OWNER OF TAX MAP  
30-3 ((28)) C1

TAYLOR COLSHIRE MEADOW LLC

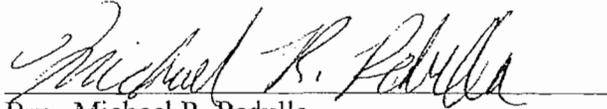
A handwritten signature in cursive script, appearing to read "Michael R. Pedulla", is written over a horizontal line.

By: Michael R. Pedulla  
Its: Executive Vice President

[SIGNATURES CONTINUE]

TITLE OWNER OF TAX MAP  
30-3 ((28)) 4B AND PORTION  
OF SURPLUS VDOT RIGHT-OF-WAY

JOHNSON I 7600 COLSHIRE LLC

A handwritten signature in cursive script, appearing to read "Michael R. Pedulla", is written over a horizontal line.

By: Michael R. Pedulla  
Its: Executive Vice President

[SIGNATURES CONTINUE]

TITLE OWNER OF TAX MAP  
30-3 ((28)) 4C

THE MITRE CORPORATION

A handwritten signature in black ink, appearing to read 'Sol Glasner', is written over a horizontal line.

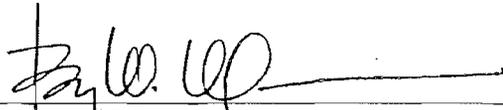
By: Sol Glasner

Its: VP, General Counsel and Corporate Secretary

[SIGNATURES CONTINUE]

CONTRACT PURCHASER OF TAX MAP  
30-3 ((1)) 6A

JLB REALTY, LLC

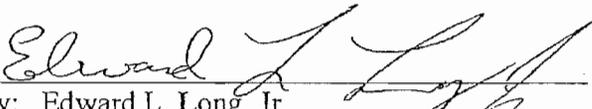
A handwritten signature in black ink, appearing to read "Bay W. Miltenberger", is written over a horizontal line. The signature is stylized and cursive.

By: Bay W. Miltenberger  
Its: Manager

[SIGNATURES CONTINUE]

TITLE OWNER OF PORTIONS OF COLSHIRE DRIVE RIGHT-  
OF-WAY TO BE VACATED AND/OR ABANDONED

FAIRFAX COUNTY BOARD OF SUPERVISORS

  
By: Edward L. Long, Jr.  
Its: County Executive

[SIGNATURES END]



# County of Fairfax, Virginia

## MEMORANDUM

DATE: October 7, 2015

**TO:** Barbara Berlin, Director  
Zoning Evaluation Division, DPZ

**FROM:** Denise M. James, Chief *DM James*  
Environment and Development Review Branch, DPZ

**SUBJECT:** Land Use Analysis:  
FDP 2011-PR-011-03, Cityline Partners LLC

This memorandum, prepared by Brenda Cho, includes citations from the Comprehensive Plan that provide guidance for the evaluation of the subject Final Development Plan (FDP) application dated April 30, 2015, as revised through September 18, 2015. 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 proposes a Final Development Plan (FDP) application for a new office building (Building C) with retail on the Taylor Block within the Scotts Run Station South rezoning (RZ 2011-PR-010 and RZ 2011-PR-011) application, which was approved by the Board of Supervisors on April 3, 2013. A total of 36 acres was included in the application, which proposed a mixed-use, transit-oriented development under the Planned Tysons Corner Urban Center (PTC) District near the McLean Metro station. 6,697,000 square feet of gross square footage or a floor area ratio (FAR) of 4.27 of office, hotel, residential and retail uses were approved. Two FDP applications (FDP 2011-PR-011 and FDP 2011-PR-011-02) were previously filed and approved with the original rezoning request.

### LOCATION AND CHARACTER OF THE AREA

The subject property is generally bounded by Route 123 to the north, the proposed Lincoln Road to the east, the Dulles Airport Access and Toll Road to the west, and existing commercial and residential development to the south. The site is developed with low to mid-rise office buildings and

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Department of Planning and Zoning  
Planning Division  
12055 Government Center Parkway, Suite 730  
Fairfax, Virginia 22035-5509  
Phone 703-324-1380  
Fax 703-653-9447  
[www.fairfaxcounty.gov/dpz/](http://www.fairfaxcounty.gov/dpz/)



surface parking lots. A residential building is currently under construction on Tax Map Parcel 30-3 ((1)) 6A, which is also known as the Garfield Block. A portion of Scotts Run Stream Valley Park is located within the application site, and surrounding land uses include the Commons of McLean, a low-rise residential community, and existing office buildings. The Capital One campus is located across Route 123 from the application property, as well as other office buildings.

## **COMPREHENSIVE PLAN CITATIONS:**

### **Land Use**

The Comprehensive Plan Areawide Recommendations for Tysons may be accessed at:

<http://www.fairfaxcounty.gov/dpz/comprehensiveplan/area2/tysons1.pdf>

The Comprehensive Plan District Recommendations for Tysons may be accessed at:

<http://www.fairfaxcounty.gov/dpz/comprehensiveplan/area2/tysons2.pdf>

In the Fairfax County Comprehensive Plan, 2013 Edition, Area II, Tysons Corner Urban Center, District Recommendations, as amended through April 29, 2014, on Pages 150-157, the Plan, as applied to the application area, states the following:

### **“Tysons East**

Tysons East serves as a signature gateway for those coming to Tysons from the east. The defining focus of Tysons East will be Scotts Run Stream Valley Park, which is envisioned to be a great urban park and natural resource amenity surrounded by a mix of uses including office, residential, hotel, support retail and services. In addition, the area is a good location for institutional and public uses, such as educational and recreational facilities.

Scotts Run Stream Valley Park will be expanded through the stream valley and in adjacent areas to provide better access and connectivity throughout the Tysons East District. The park will become a major linear urban park and trail system with a variety of landscapes including wooded hills, meadows and ponds. It will provide a range of experiences, such as enjoying the outdoors and scenery, arts, performances and programs or participating in recreation. Intimate gardens with shady places of retreat could provide relief and gathering places for families, visitors and workers in Tysons.

Public and institutional facilities such as professional education, recreational, health and sports amenities should be located in this district. These amenities will be essential for attracting “creative class” households whose jobs could be located in Tysons.

The district is composed of four interconnected subdistricts, with all but one having direct access to Scotts Run. There are two office mixed use subdistricts and two urban residential subdistricts. One of the office mixed use subdistricts is Scotts Run Crossing, which is north of Route 123 abutting the Tysons East Metro station; the other is the Colshire Subdistrict south of Route 123. The two residential mixed-use subdistricts are Old Meadow and Anderson.

Guidance for evaluating development proposals in each subdistrict is contained in the Areawide Recommendations and the following subdistrict recommendations. Redevelopment options are dependent on the degree to which necessary public infrastructure can be provided and Plan objectives and development conditions set forth in the areawide and subdistrict guidance can be satisfied by development proposals.

### **SCOTTS RUN CROSSING AND COLSHIRE SUBDISTRICTS**

The Scotts Run Crossing Subdistrict is comprised of about 58 acres and is bounded by the Dulles Airport Access Road (DAAR) on the north, Route 123 on the east and south, and the Capital Beltway on the west. The Colshire Subdistrict is comprised of about 50 acres and is bounded by Route 123 on the north, Scotts Run on the west, the Anderson Subdistrict on the east and the East Side District on the south.

#### Redevelopment Option

Both subdistricts are planned to substantially redevelop with a mix of uses, with office as the predominant use. Each subdistrict is envisioned to become a mixed use area with an increased intensity and diversity of land use including more office and the addition of hotel, residential, support retail, and public and institutional uses. Because a key feature in both subdistricts is Scotts Run, redevelopment proposals should be designed in a manner that ensure this open space will become a more accessible resource-based urban park and areawide amenity. Redevelopment in these subdistricts should also contribute to stream and riparian buffer restoration efforts along Scotts Run.

To achieve this vision, development proposals should address the Areawide Recommendations and provide for the following.

- As indicated above, the vision for these subdistricts is to redevelop with significantly more intense office development, with the highest intensities near the Metro station. These subdistricts are also envisioned to become more diverse in land uses, to include hotel, residential and support retail uses. The intensities and land use mix should be consistent with the Areawide Land Use Recommendations.
- Logical and substantial parcel consolidation should be provided that results in well-designed projects that function efficiently on their own, include a grid of streets and public open space system, and integrate with and facilitate the redevelopment of other

parcels in conformance with the Plan. In most cases, consolidation should be sufficient in size to permit redevelopment in several phases that are linked to the provision of public facilities and infrastructure and demonstrate attainment of critical Plan objectives such as TDM mode splits, green buildings and affordable/workforce housing. If consolidation cannot be achieved, as an alternative, coordinated proffered development plans may be provided as indicated in the Areawide Land Use Recommendations.

- In these subdistricts, the goal for assembling parcels for consolidation or coordinated proffered development plans is at least 20 acres. A consolidation of less than 20 acres should be considered if the performance objectives for consolidation in the Land Use section of the Areawide Recommendations are met.
- When a consolidation includes land located in the first intensity tier (within 1/8 mile of a Metro station), it should also include land in the second intensity tier (between 1/8 and 1/4 mile of a station), in order to ensure connectivity to the Metro station.
- Redevelopment should occur in a manner that fosters vehicular and pedestrian access and circulation. Development proposals should show how the proposed development will be integrated within the subdistrict as well as the abutting districts/subdistricts through the provision of the grid of streets...
  - In the Colshire Subdistrict, a major circulation improvement is the extension of Colshire Meadow Drive to Chain Bridge Road, the location and configuration of which may be adjusted at the time of development approval. Redevelopment along this alignment should provide the necessary right-of-way.
- For both subdistricts, other streets (creating urban blocks) as well as other pedestrian and bike circulation improvements should be provided to improve connectivity. The ability to realize planned intensities will depend on the degree to which access and circulation improvements are provided consistent with guidance in the Areawide Urban Design and Transportation Recommendations.
- Publicly accessible open space and urban design amenities should be provided consistent with the Areawide Urban Design Recommendations and the urban park and open space standards in the Areawide Environmental Stewardship Recommendations.
- When redevelopment includes a residential component, it should include recreational facilities and other amenities for the residents, as well as affordable/workforce housing as indicated in the Areawide Land Use Recommendations.
- Public facility, transportation and infrastructure analyses should be performed in conjunction with any development application. The results of these analyses should identify necessary improvements, the phasing of these improvements with new development, and appropriate measures to mitigate other impacts. Also, commitments

should be provided for needed improvements and for the mitigation of impacts identified in the public facility, transportation and infrastructure analyses, as well as improvements and mitigation measures identified in the Areawide Recommendations.

- In addition, a specific public facility need is the provision of a fire station; this facility should be accommodated in this area's redevelopment.
- Building heights in these subdistricts range from 105 feet to 400 feet, depending upon location, as described below and conceptually shown on the Building Height Map in the Areawide Urban Design Recommendations.
  - The lowest building heights in the Colshire Subdistrict are adjacent to the East Side District, where buildings need to provide a compatible transition in scale and mass. Directly abutting the East Side District, the maximum height is 105 feet; however, buildings may be designed with step backs allowing height to increase with distance from the East Side District and through this design approach height may increase up to 130 feet. The area closest to the Metro station building heights may be allowed up to 400 feet...
- A potential circulator alignment extends through these subdistricts, as described in the Areawide Transportation Recommendations. In addition to the above guidance for this area, redevelopment proposals along the alignment should provide right-of-way or otherwise accommodate this circulator and should make appropriate contributions toward its construction cost. See the Intensity section of the Areawide Land Use Recommendations.

**TYSONS COMPREHENSIVE PLAN LAND USE CATEGORY (Page 22):**  
Office

**TYSONS COMPREHENSIVE PLAN BUILDING HEIGHT TIER (Page 116):**  
Tier 2 (175' – 225')

**LAND USE ANALYSIS**

The applicant proposes to build an office building with retail (Building C) on the Taylor Block of the approved Scotts Run (formerly Station) South application. Three proposed buildings, including Building A (residential) and Building B (office), comprise the Taylor Block, but only Building C is proposed with this FDP application. Approximately 213,000 square feet of office use is proposed, which includes 4,000 square feet of retail/office amenity space, and approximately 7,100 square feet of retail use is proposed. The building will measure approximately 163 feet in height, which is slightly below the Comprehensive Plan guidance for Tier 2 building heights. However, the building

Barbara C. Berlin  
FDP 2011-PR-011-03  
Cityline Partners LLC  
Page 6

was reviewed as part of a complete redevelopment proposal, and staff did not have issues regarding building heights for the RZ application. Staff believes that the proposed FDP is in conformance with the approved RZ application and Conceptual Development Plan (CDP), which satisfied the Comprehensive Plan guidance for the application area at the time of approval.

DMJ:BJC



# County of Fairfax, Virginia

## MEMORANDUM

DATE: October 13, 2015

TO: Barbara Berlin, Director  
Zoning Evaluation Division, DPZ

FROM: Michael Davis, Acting Chief *JCH for MAD*  
Site Analysis Section, DOT

SUBJECT: FDP 2011-PR-011-03 Cityline Partners LLC  
Building C, Taylor Block  
Land Identification Maps: 30-3 ((28)) C1 (pt)

This department has reviewed the subject rezoning submittal and development plans (last update) dated April 24, 2015. The rezoning approval consists of approximately 23.5 acres consisting of a mix of residential, office, retail, and hotel of which Building C is proposed to be comprised of a mix of office and retail. The application was approved for up to 255,200 square feet of office development and 15,080 square feet of retail development.

The applicant has addressed a majority of the critical transportation issues identified in this application. After staff review of the FDP, the following concerns remain.

- The AutoTURN diagrams provided by the applicant show the loading facility is of inadequate depth to completely accommodate loading vehicles, causing interference with the pedestrian realm. It is advised that the applicant redesign their loading bays to fully accommodate any vehicle inclusive of the building footprint keeping them from blocking full usage of the pedestrian realm.
- For clarification purposes, staff would like to note that Building C falls within the 1/8 mile range from the McLean metro station. However, the approved proffer language shows only buildings within the 1/4 mile range for purposes of calculating TDM trip reduction goals. Staff would encourage the applicant to think about achieving this higher reduction as others have agreed to in Tysons.

MAD/JCH

Cc: Suzanne Wright, DPZ



# COMMONWEALTH of VIRGINIA

## DEPARTMENT OF TRANSPORTATION

4975 Alliance Drive  
Fairfax, VA 22030

October 22, 2015

CHARLES A. KILPATRICK, P.E.  
COMMISSIONER

To: Ms. Barbara Berlin  
Director, Zoning Evaluation Division

From: Kevin Nelson  
Virginia Department of Transportation – Land Development Section

Subject: FDP 2011-PR-011-03 Cityline Partners Taylor Building C  
Tax Map # 30-3((28))C1

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 18, 2015, and received September 29, 2015. The following comment is offered:

1. The sight distance needs to be demonstrated for the entrance in the circle at the south end of the street to assure the proposed building does not obstruct the intersection sight line.

If you have any questions, please call me.

cc: Ms. Angela Rodeheaver

fairfaxrezoning2010-PR-011-03fdp2CitylinePartnersTaylorBldgC10-22-15BB



# County of Fairfax, Virginia

## MEMORANDUM

October 16, 2015

**TO:** Barbara C. Berlin, Director  
Zoning Evaluation Division, DPZ

**FROM:** Denise M. James, Chief *DMJ*  
Environment and Development Review Branch, DPZ

**SUBJECT:** Environmental Assessment: FDP 2011-PR-011-03  
Scotts Run South – Taylor Building C

This memorandum has been prepared by John R. Bell. The applicant seeks approval of a final development plan for a 9-story office/retail building in a portion of the Tyson Urban Center area. The proposed development is one of many buildings which were part of the previously approved development plans and proffers for RZ 2011-PR-011, Scotts Run South, formerly known as Scotts Run Station South. The application was evaluated for consistency with issues which were raised with the original application, such as noise impacts, green building measures and stormwater management. There are no proposed changes to the previously approved proffers with this application.

Staff finds that this final development plan is consistent with the approved conceptual development plan for this portion of the Scotts Run South application. Given the proposed use of this building for office and retail uses and distance from nearby noise sources, the proposed use raises no concerns regarding noise or noise mitigation. The applicant has included a range of stormwater management measures which address the Public Facilities Manual (PFM) requirements, LEED requirements and Comprehensive Plan recommendations for new development to retain the first inch of runoff as part of the Tysons Urban Center guidance. Green building commitments remain unchanged as they are contained in the previously approved proffers. Therefore, staff concludes that the proposed final development plan raises no significant environmental issues and remains in conformance with the applicable Comprehensive Plan environmental policies.

DMJ: JRB

Department of Planning and Zoning  
Planning Division  
12055 Government Center Parkway, Suite 730  
Fairfax, Virginia 22035-5509  
Phone 703-324-1380  
Fax 703-653-9447  
[www.fairfaxcounty.gov/dpz/](http://www.fairfaxcounty.gov/dpz/)





# FAIRFAX COUNTY PARK AUTHORITY

## M E M O R A N D U M

**TO:** Barbara Berlin, AICP, Director  
Zoning Evaluation Division  
Department of Planning and Zoning

**FROM:** Sandy Stallman, AICP, Manager *SS*  
Park Planning Branch, PDD

**DATE:** July 29, 2015

**SUBJECT:** FDP 2011-PR-011-03; Scotts Run South Taylor Building C  
Tax Map #: 30-3 ((28)) C1

The Park Authority staff has reviewed the proposed Final Development Plan (FDP) dated May 19, 2015 for Building C on the Scotts Run South Taylor site. This memorandum provides comments regarding the design and function of onsite park spaces based on guidance provided in the Tysons Corner Urban Center Environmental Stewardship section of the Comprehensive Plan and the Urban Parks Framework found in the Parks and Recreation section of the Countywide Policy Plan. The evaluation is also based on guidance in the Tysons Park System Concept Plan, Park Placement and Typology chapter.

### ANALYSIS AND RECOMMENDATIONS

#### Urban Parkland Need

Based on the urban park land standard in the Tysons Areawide Plan, the proposed building, with 266,300 square feet of GFA (office and retail uses), generates a need for 0.09 acres of onsite public urban parks. The FDP shows that, with construction of Building C, the applicant will provide onsite public park space consistent with that shown on the approved Conceptual Development Plan (CDP) for Scotts Run South. Approximately 0.13 acres of permanent onsite park space is shown to be provided with Building C, although some portion of this area is dedicated to vehicle travel. An interim park space of about 0.32 acres is also shown in the location of a future permanent park space. An additional interim park space of unknown size is shown in the location of future Building B, outside of the FDP area. The Park Authority staff provides the following comments on the FDP:

1. The 0.13 acre onsite park space includes a vehicle travel way for drop-off/pick-up. Sheet L-02 shows a varied paving pattern that extends across areas for cars and areas for pedestrians. Sheet C-12 shows a portion of this space to be dedicated for Fire Lane access. The pavement marking/stripping that may be necessary to demarcate the Fire Lane could conflict with the decorative paving pattern shown on the landscape plan.

2. No seating or amenities other than vegetation are shown in the 0.13 acre onsite park. The space appears to be designed not for use, but as a visual amenity. The decorative paving pattern may encourage pedestrians to occupy unsafe areas of the park and create conflicts with cars. Therefore, the varied paving pattern should be eliminated.
3. A separate sidewalk or trail for pedestrians that keeps people out of vehicle travel ways should be provided in the permanent park space. Such a trail would allow for safe pedestrian passage to the outdoor seating areas in the interim (and ultimate) park from Building C.
4. It is unclear from the plans whether the offsite interim park space is intended to be accessed and used by people or if it is intended simply as a visual amenity. If it is to be a usable space, more information regarding access and grading is needed. Will users be able to access the space directly from Building C or will they have to walk all the way around the block and up the hill to get there? Also, it is unclear whether access to this space meets ADA requirements with regard to steepness of grade.
5. The approved CDP for Scotts Run Station shows a pocket park adjacent to Building C at the corner of Colshire and Colshire Meadow Drives. The design for this park space should be included with this FDP so that it may be constructed once the realignment of Colshire Drive is completed.

Please note the Park Authority would like to review and comment on development conditions related to park and recreation issues. We request that draft and final development conditions be submitted to the assigned reviewer noted below for review and comment prior to completion of the staff report and prior to final Planning Commission approval.

FCPA Reviewer: Andrea L. Dorlester  
DPZ Coordinator: Suzanne Wright

Copy: Kirk W. Kincannon, Director  
Sara K. Baldwin, Deputy Director/COO  
Aimee Long Vosper, Deputy Director/CBD  
Cindy Walsh, Director, Resource Management Division  
David Bowden, Director, Planning & Development Division  
Andrea L. Dorlester, Planner IV, Park Planning Branch, PDD  
Cathy Lewis, Branch Manager, ZED, DPZ  
Suzanne Wright, DPZ Coordinator  
Chron File  
File Copy



# County of Fairfax, Virginia

To protect and enrich the quality of life for the people, neighborhoods and diverse communities of Fairfax County

**DATE:** October 14, 2015

**TO:** Barbara Berlin, Director  
Zoning Evaluation Division  
Department of Planning and Zoning (DPZ)

**FROM:** *Barbara Byron*  
Barbara Byron, Director  
Office of Community Revitalization (OCR)

**SUBJECT:** Cityline Partners LLC (Scotts Run South)  
FDP 2011-PR-011-03 (Taylor Building C)

The Office of Community Revitalization (OCR) has reviewed the above referenced Final Development Plan for Taylor Building C, dated September 18, 2015. The rezoning and proffers approved with the Scotts Run South zoning application, RZ 2011-PR-011, on April 9, 2013. In order to further refine the urban design details, OCR recommends the following for consideration regarding this application.

The large interim exposed garage wall at the corner of Colshire Meadow Drive and Colshire Drive is proposed to be treated with a designed vinyl application. OCR suggests that, due to its prominent location, the applicant provide a less temporary solution for the screening of this exposed wall. An architectural attachment, wall mural, and additional landscaping at grade have been suggested as possible solutions.

The vehicular drop-off area at the building's western entrance will also serve as fire access. The current design shows a flush curb with bollards to delineate between pedestrian and vehicular circulation. As the Fire Marshal's office will require the curbs to be painted and signs installed, OCR suggests that a mountable curb be provided as a more aesthetic solution in lieu of the bollards.

**CC:** Suzanne Wright, Staff Coordinator, DPZ/ZED  
Suzie Zottl, Revitalization Program Manager, OCR  
OCR File

Office of Community Revitalization  
12055 Government Center Parkway, Suite 1048  
Fairfax, VA 22035  
703-324-9300, TTY 711  
www.fcrevit.org





## County of Fairfax

MEMORANDUM

**DATE:** October 6, 2015

**TO:** Suzanne Wright, Staff Coordinator  
Zoning Evaluation Division  
Department of Planning and Zoning

**FROM:** Bin Zhang, Tysons Corner Site Reviewer  
Site Development and Inspections Division  
Department of Public Works and Environmental Services

**SUBJECT:** #FDP 2011-PR-011-03; LDS Project #3538-ZONA-004-1;  
Taylor Building C; FDP dated September 18, 2015;  
Scotts Run Watershed; Tax Map #030-3-((28))-C1; Providence District

We have reviewed the subject application and offer the following comments.

### **Chesapeake Bay Preservation Ordinance (CBPO)**

There is no Resource Protection Area (RPA) designated on this FDP area.

### **Floodplain**

There are no regulated floodplains on this FDP area.

### **Downstream Drainage Complaints**

There are no applicable downstream drainage complaints on file.

### **Stormwater Quality Control**

This project meets the Time Limits criteria of the Stormwater Management Ordinance (SWMO), and shall be designed to provide phosphorous removal as required by Article 5 of the SWMO. Preliminary computations are provided on Sheet C-17. With the proposed rainwater harvesting, green roof, permeable pavement and urban bioretention, the 40% phosphorus removal goal can be achieved.

### **Stormwater Quantity Control**

The applicant indicates that the peak release rate for the post developed 2-yr and 10-yr design storms will be reduced to a level equal to or less than the existing condition peak release rate for the site area. Detention requirements are met through runoff reduction practices including rainwater harvesting, green roof, amended soils, permeable pavement and urban bioretention. Preliminary computations are provided on Sheet C-17.

### **Adequate Outfall**

The Outfall Narrative on FDP Sheet C-19 describes the outfall from the site, to a point that has a drainage area of more than one square mile.

### **Tysons Corner Urban Center, Areawide Recommendations**

The Environmental Stewardship Guidelines state that the reduction of stormwater runoff volume is the single most important stormwater design objective for Tysons. Applications with a significant increase in density/intensity (e.g. redevelopment option is being pursued) should provide stormwater control measures that are substantially more extensive than minimum requirements. Among other recommendations, the first inch of runoff should be retained on-site through infiltration, evapotranspiration and/or reuse. In addition, the stormwater measures should be sufficient to attain the stormwater quality and quantity control credits of LEED (or equivalent). If, on a given site, it is demonstrated not to be fully achievable, all available measures should be implemented to the extent possible in order to support these goals.

The applicant has provided a preliminary computation on the FDP stating that 73% of the total site area is captured by a BMP, and 1.00 inch of rainfall will be retained and reused on-site through the use of runoff reduction methods including rainwater harvesting, green roof, soil amendment, permeable pavement and bio-retention.

The applicant indicates that LEED stormwater credits 6.1 and 6.2 shall be obtained through the use of rainwater harvesting system, green roof, and the urban bio-retention.

### **Other Comments:**

With respect to the preliminary design information that is shown on the FDP, DPWES offers the following additional comments:

- 1) Sheet C-14
  - a) Location of stormwater tank is inconsistent with Sheet C-7. (The one next to the garage intake)
  - b) Access to the reuse vault shall be provided from the street. One of the potential locations seems to be in the building garage.
  - c) A portion of the permeable pavement proposed is on landscaped area.
  - d) How would the impervious area on the roadway sheet flow across the permeable pavement to the amended soil area?
- 2) Sheet C-15
  - a) Waiver of PFM 6-0303.8 is not required.
  - b) Deviations/Modifications of Sections 6-1307.2E, 6-1304.2C, 6-1306.3F, 6-1304.4I, and 6-1309.2C of the required SWM and BMP design criteria.

- i) A Public Facilities Manual amendment has been adopted by the Board to implement changes to the Virginia Stormwater Management Act. The PFM Sections referenced above are no longer accurate.
  - ii) Sufficient details have not been provided to comment upon the design. The applicant must include on the Site Plan an Alternative Design Narrative, as specified in PFM Section 2-1200, including, but not limited to, the detailed design, supporting data and a description of the applicable requirements, and justification why they cannot be met. Please note that any alternative submitted for consideration by the Director must comply with other applicable provisions, such as the building code, per PFM 2-1200.1G. DPWES review of the list of deviation is in no way a guarantee or indication of future approval of any nonconforming design, detail, description, computation or other representation provided.
- 3) Sheet C-17. The runoff reduction volume used under PFM compliance and LEED compliance is inconsistent with Sheet C-16. The computation on Sheet C-16 is for the purpose of Tysons 1” retention computation, and the runoff reduction credit is different from the PFM/Clearinghouse standards. The volume cannot be used directly toward the PFM compliance computation. Detailed detention computation consistent with the PFM shall be provided at site plan.
- 4) Sheet C-19. Please use the updated checklist.

Notwithstanding any notes, analysis, computations, narrative, facilities, details and/or design presented on the FDP, or statements in the Proffers, the final design, construction, operation and maintenance of the site, including, but not limited to, the stormwater facilities, shall be subject to review and approval by DPWES, in accordance with all applicable Codes, requirements, standards, specifications, policies and procedures in effect at the time of Site Plan approval.

Please contact me at 703-324-1720 if you require additional information.

cc: Durga Kharel, Chief, Central Branch, SDID, DPWES  
Zoning Application File



# County of Fairfax, Virginia

## MEMORANDUM

**DATE:** October 21, 2015

**TO:** Suzanne Wright, Staff Coordinator  
Zoning Evaluation Division, DPZ

**FROM:** Hugh C. Whitehead, Urban Forester III  
Forest Conservation Branch, DPWES

**SUBJECT:** Westgate Industrial Park-Scotts Run South PCL B1, A1  
FDP 2011-PR-011-03  
Taylor Building C

I have reviewed the above the referenced Final Development Plan submission, stamped as received by the Zoning Evaluation Division on October 14, 2015. All Forest Conservation Branch comments made during review of previous submissions of this plan have been adequately addressed.

Based on Forest Conservation Branch staff review, this plan is recommended for approval.

If there are any questions or further assistance is desired, please contact me at (703)324-1770.

HCW/  
UFMDID #: 202026

cc: DPZ File



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

June 30, 2015

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

Re: FDP 2011-PR-011-03  
Scotts Run South –  
Taylor Building C  
Tax Map: 30-3

Dear Ms. Berlin:

The following information is submitted in response to your request for a water service analysis for the above application:

1. The property can be served by Fairfax Water.
2. Adequate domestic water service is available at the site from an existing 8-inch water main located in Colshire Drive on site. See the enclosed water system map.
3. Depending upon the configuration of any proposed on-site water mains, additional water main extensions may be necessary to satisfy fire flow requirements and accommodate water quality concerns.

If you have any questions regarding this information please contact Ross Stilling, P.E., Chief, Site Plan Review at (703) 289-6385.

Sincerely,

A handwritten signature in black ink, appearing to read "Gregory J. Prelewicz".

Gregory J. Prelewicz, P.E.  
Manager, Planning Department

Enclosure





**COUNTY OF FAIRFAX**  
**Department of Planning and Zoning**  
**Zoning Evaluation Division**  
 12055 Government Center Parkway, Suite 801  
 Fairfax, VA 22035 703-324-1290, TTY 711  
 www.fairfaxcounty.gov/dpz/zoning/applications

**APPLICATION No:** FDP 2011-PR-011-03  
 (Assigned by staff)

RECEIVED  
 Department of Planning & Zoning

MAY 15 2015

Zoning Evaluation Division

**APPLICATION FOR A REZONING**  
 (PLEASE TYPE or PRINT IN BLACK INK)

**PETITION**

**TO: THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY, VIRGINIA**

I (We), Cityline Partners LLC, the applicant (s) petition you to adopt an ordinance amending the Zoning Map of Fairfax County, Virginia, by reclassifying from the N/A PTC District to the N/A PTC District the property described below and outlined in red on the Zoning Section Sheet(s) accompanying and made part of this application.

|                             |                              |                              |                              |   |                               |                               |                               |
|-----------------------------|------------------------------|------------------------------|------------------------------|---|-------------------------------|-------------------------------|-------------------------------|
| <b>APPLICATION TYPE(S):</b> | PCA <input type="checkbox"/> | CDP <input type="checkbox"/> | CSP <input type="checkbox"/> | FDP <input checked="" type="checkbox"/> | CDPA <input type="checkbox"/> | CSPA <input type="checkbox"/> | FDPA <input type="checkbox"/> |
|-----------------------------|------------------------------|------------------------------|------------------------------|---|-------------------------------|-------------------------------|-------------------------------|

**LEGAL DESCRIPTION:**

|               |                 |                    |                  |                 |
|---------------|-----------------|--------------------|------------------|-----------------|
| See attached  |                 |                    |                  |                 |
| <b>Lot(s)</b> | <b>Block(s)</b> | <b>Subdivision</b> | <b>Deed Book</b> | <b>Page No.</b> |

**TAX MAP DESCRIPTION:**

|                |                          |                          |                             |                      |
|----------------|--------------------------|--------------------------|-----------------------------|----------------------|
| 30-3           | ((28))                   |                          | C1 pt.                      | Approx. 1.517 acres  |
| <b>Map No.</b> | <b>Double Circle No.</b> | <b>Single Circle No.</b> | <b>Parcel(s)/Lot(s) No.</b> | <b>Total Acreage</b> |

**POSTAL ADDRESS OF PROPERTY:**

N/A

**ADVERTISING DESCRIPTION:** (Example - North side of Lee Highway approx. 1000 feet west of its intersection with Newgate Blvd.)

|   |   |
|---|---|
| Southwest quadrant of the intersection of Colshire Drive (Route 6471) and Colshire Meadow Drive |   |
| <b>PRESENT USE:</b> Vacant  | <b>PROPOSED USE:</b> Office with accessory retail |
| <b>MAGISTERIAL DISTRICT:</b> Providence   | <b>OVERLAY DISTRICT (S):</b> H-C                  |

The name(s) and address(s) of owner(s) of record shall provided on the affidavit form attached and made part of this application. The undersigned has the power to authorize and does hereby authorize Fairfax County staff representative on official business to enter on the subject property as necessary to process the application.

Thomas D. Fleury, Agent

**Type or Print Name**  
 Cityline Partners LLC  
 1651 Old Meadow Road, Suite 650, McLean, Virginia 22102  
**Address**

  
**Signature of Applicant or Agent**  
 (Work) (703) 556-3772 (Mobile)  
**Telephone Number**

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

Lynne J. Strobel, Attorney/Agent (703) 528-4700

**DO NOT WRITE BELOW THIS SPACE**

Date application accepted: 5/26/2015 *no*

*FDP 2015-0144*

Fee Paid \$ 14,510

Title:

**Legend**

**Hydrants**

- ◆ Fairfax Water, Active
- ◆ Other, Active
- ◆ Fairfax Water, Inactive

**Hydrant Valves**

- Fairfax Water
- Other

**System Valves**

- Gate, Open, Fairfax Water
- Gate, Closed, Fairfax Water
- Gate, Open, Other
- Gate, Closed, Other
- Butterfly, Open, Fairfax Water
- Butterfly, Closed, Fairfax Water
- Butterfly, Open, Other
- Butterfly, Closed, Other

**Main Breaks**

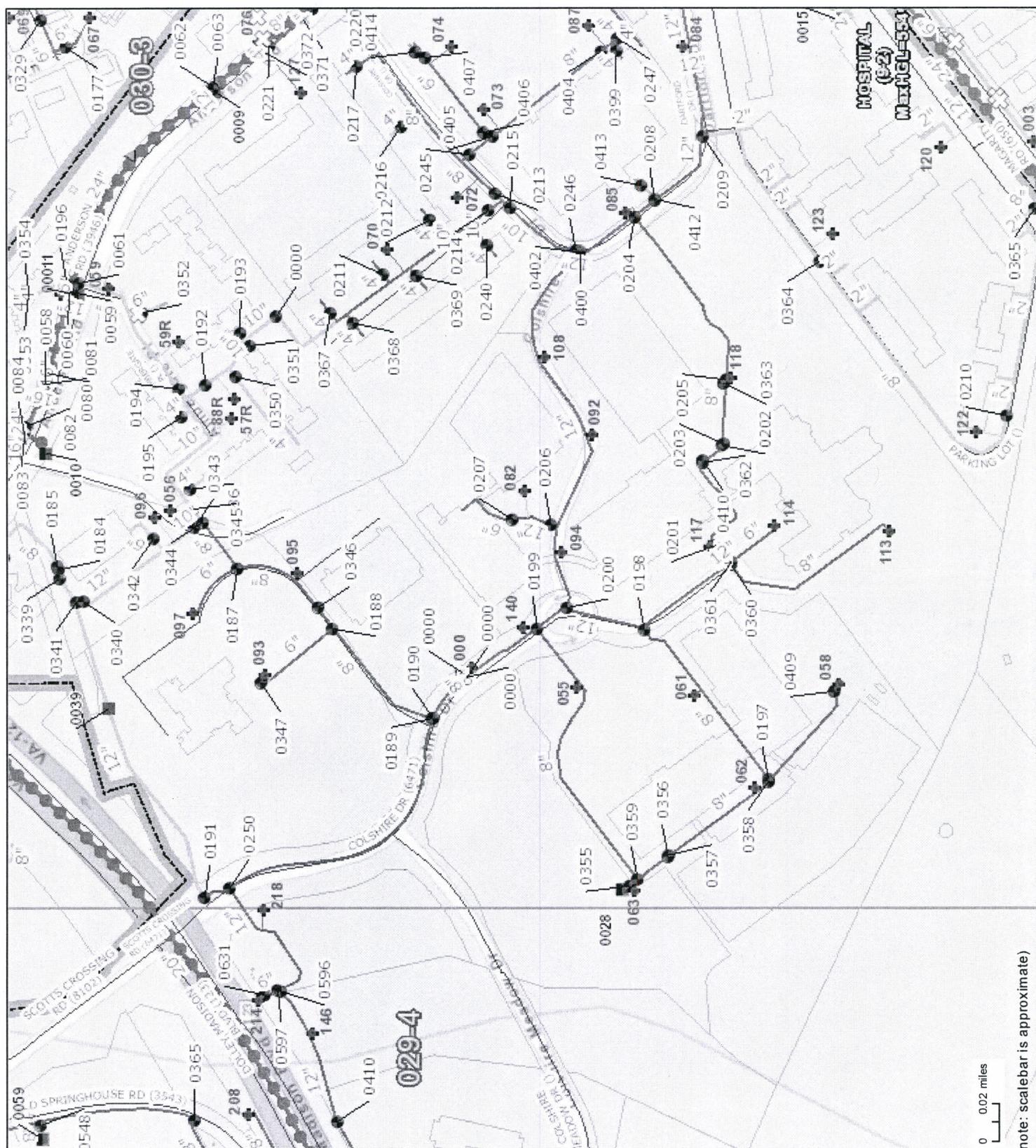
- ⊗ Main Breaks

**Pressurized Mains - Private**

- Private, In Service
- Private, Approved

**Pressurized Mains**

- Approved
- Transmission Main, Cast Iron
- Transmission Main, Ductile Iron
- Transmission Main, Steel
- Transmission Main, Plastic
- Transmission Main, Asbestos/Cement
- Transmission Main, PCCP
- Transmission Main, Unknown
- Distribution Main, Cast Iron
- Distribution Main, Ductile Iron
- Distribution Main, Steel
- Distribution Main, Plastic
- Distribution Main, Poly Vinyl Chloride
- Distribution Main, Asbestos/Cement
- Distribution Main, PCCP
- Distribution Main, Copper
- Distribution Main, Galvanized
- Distribution Main, HDPE
- Distribution Main, Unknown



0 0.02 miles

(note: scale bar is approximate)



# County of Fairfax, Virginia

---

RECEIVED  
Department of Planning & Zoning

JUL 14 2015

Zoning Evaluation Division

**DATE:** July 10, 2015

**TO:** Suzanne Wright, Staff Coordinator  
Zoning Evaluation Division  
Department of Planning and Zoning

**FROM:** Kevin R. Wastler, EH Supervisor *KRW*  
Consumer Protection Program  
Fairfax County Health Department

**SUBJECT:** Zoning Application Analysis

**REFERENCE:** Application No. FDP 2011-PR-011-03 (Cityline Partners,LLC)

After reviewing the application, the Health Department has no additional comments to make regarding the application. Plans must be submitted for review by the applicant regarding all required Health Department codes and regulations regarding any proposed food service establishment which may be part of this submission.

---

**Fairfax County Health Department**

Division of Environmental Health  
Technical Review and Information Resources  
10777 Main Street, Suite 102, Fairfax, VA 22030  
Phone: 703-246-2510 TTY: 711 Fax: 703-278-8156  
[www.fairfaxcounty.gov/hd](http://www.fairfaxcounty.gov/hd)





# County of Fairfax, Virginia

## MEMORANDUM

**DATE:** July 28, 2015

**TO:** Suzanne Wright  
Zoning Evaluation Division  
Department of Planning and Zoning

**FROM:** Sharad Regmi, P.E.  
Engineering Analysis and Planning Branch

**SUBJECT:** Sanitary Sewer Analysis Report

**REF:** **Application No. FDP 2011-PR-011-03**  
**Tax Map No. 030-3-((28))-C1**

The above referenced zoning application is within Tysons Corner Urban Center (see attached map). As such, prior to site plan submission, the applicant shall be required to provide sewer capacity analysis study to Wastewater Planning and Monitoring Division of all the lines within the Urban Center which its site contributes flow to. If it is determined that any of the lines within the Tysons Corner Urban Center are inadequate, the applicant will be required to perform necessary upgrades prior to or concurrent with site plan submission.

For sanitary trunk sewers that serve the Tysons Corner Urban Center but are located beyond the boundary of the Center, the projected wastewater flow is anticipated to increase significantly, resulting in potentially overloading the system. To accommodate the added flow, pipe improvement will be necessary in the future, hence, the possibility of pro-rata share may be applicable.

If you have any questions or comments, please do not hesitate to contact me at 703-324-5008.

FAIRFAX COUNTY  
WASTEWATER MANAGEMENT



*Quality of Water = Quality of Life*

**Department of Public Works and Environmental Services**  
**Wastewater Planning & Monitoring Division**

12000 Government Center Parkway, Suite 358  
Fairfax, VA 22035

**Phone:** 703-324-5030, **Fax:** 703-803-3297

[www.fairfaxcounty.gov/dpwes](http://www.fairfaxcounty.gov/dpwes)



## ARTICLE 16

### DEVELOPMENT PLANS

#### PART 1 16-100 STANDARDS FOR ALL PLANNED DEVELOPMENTS

##### 16-101 General Standards

A rezoning application or development plan amendment application may only be approved for a planned development under the provisions of Article 6 if the planned development satisfies the following general standards:

1. The planned development shall substantially conform to the adopted comprehensive plan with respect to type, character, intensity of use and public facilities. Planned developments shall not exceed the density or intensity permitted by the adopted comprehensive plan, except as expressly permitted under the applicable density or intensity bonus provisions.
2. The planned development shall be of such design that it will result in a development achieving the stated purpose and intent of the planned development district more than would development under a conventional zoning district.
3. The planned development shall efficiently utilize the available land, and shall protect and preserve to the extent possible all scenic assets and natural features such as trees, streams and topographic features.
4. The planned development shall be designed to prevent substantial injury to the use and value of existing surrounding development, and shall not hinder, deter or impede development of surrounding undeveloped properties in accordance with the adopted comprehensive plan.
5. The planned development shall be located in an area in which transportation, police and fire protection, other public facilities and public utilities, including sewerage, are or will be available and adequate for the uses proposed; provided, however, that the applicant may make provision for such facilities or utilities which are not presently available.
6. The planned development shall provide coordinated linkages among internal facilities and services as well as connections to major external facilities and services at a scale appropriate to the development.

##### 16-102 Design Standards

Whereas it is the intent to allow flexibility in the design of all planned developments, it is deemed necessary to establish design standards by which to review rezoning applications, development plans, conceptual development plans, final development plans, PRC plans, site plans and subdivision plats. Therefore, the following design standards shall apply:

1. In order to complement development on adjacent properties, at all peripheral boundaries of the PDH, PRM, PDC, PRC Districts the bulk regulations and landscaping and screening provisions shall generally conform to the provisions of that conventional

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zoning district which most closely characterizes the particular type of development under consideration. In the PTC District, such provisions shall only have general applicability and only at the periphery of the Tysons Corner Urban Center, as designated in the adopted comprehensive plan.

2. Other than those regulations specifically set forth in Article 6 for a particular P district, the open space, off-street parking, loading, sign and all other similar regulations set forth in this Ordinance shall have general application in all planned developments.
3. Streets and driveways shall be designed to generally conform to the provisions set forth in this Ordinance and all other County ordinances and regulations controlling same, and where applicable, street systems shall be designed to afford convenient access to mass transportation facilities. In addition, a network of trails and sidewalks shall be coordinated to provide access to recreational amenities, open space, public facilities, vehicular access routes, and mass transportation facilities.

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- (8) A statement and graphic depiction of the types, sizes and locations of the urban design amenities to be provided within the PTC District including pedestrian linkages, plazas, courtyards, bicycle trails, outdoor recreation facilities, ponds, fountains, public parks and any seating, lighting or special paving.
- (9) Detailed streetscape and landscape plans in accordance with the urban design guidelines set forth and referenced in the adopted comprehensive plan. Additionally, a landscape plan showing the limits of clearing, location and design of all screening measures, if applicable, indicating the type and height of such screening, and a delineation of existing vegetation, to include existing vegetation to be preserved, and when there is 2500 square feet or more of land disturbing activity, an existing vegetation map.
- (10) A statement in tabular form that sets forth the amount of gross floor area, FAR and/or number of dwelling units approved for the land area subject to the rezoning to the PTC District and the amount of gross floor area, FAR and/or number of dwelling units constructed as of the date of the submission of the final development plan application, if applicable.

### 16-502

#### **Final Development Plan**

A final development plan prepared in accordance with the approved conceptual development plan and certified by a professional engineer, architect, landscape architect or land surveyor authorized to practice as such by the State shall be filed with the Zoning Administrator in twenty-three (23) copies, including any resubmissions of the plan and supporting graphics. All maps, plans, sketches and illustrations submitted as part of a final development plan shall be presented on a sheet having a maximum size of 24" x 36". If presented on more than one (1) sheet, match lines shall clearly indicate where the several sheets join. One 8 ½" x 11" reduction of the final development plan and supporting graphics shall also be submitted. The sheet size and scale of a final development plan may be modified by the Zoning Administrator, based on the nature and/or size of the application. In addition, upon receipt of a written request with justification, the Zoning Administrator may modify or waive the Phase I Archaeological Survey requirement set forth below, if it is determined that the requirement is clearly not necessary for the review of the application. All submission requirements shall become the property of the County. Such plan shall contain the following information:

1. For a rezoning to the PDH, PDC and PRM Districts, the following shall accompany such application:
  - A. A final plan, at a scale of not less than one inch equals one hundred feet (1" = 100'), showing:
    - (1) A vicinity map at a scale of not less than one inch equals two thousand feet (1" = 2000').
    - (2) Bearings and distances of the perimeter property lines.
    - (3) Total area of property presented in square feet or acres.

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- (4) Scale and north arrow, with north, to the extent feasible, oriented to the top of all drawings.
- (5) Names and route numbers of boundary streets and the width of existing right(s)-of-way. Any proposed improvements to the public right(s)-of-way and delineation of the existing centerline of all streets abutting the property, including dimensions from the existing centerline to the edge of the pavement and to the edge of the right-of-way.
- (6) Existing topography and a statement indicating whether it is air survey or field run, with a maximum contour interval of two (2) feet; except where existing ground is on a slope of less than two (2) percent, then either one (1) foot contours or spot elevations shall be provided where necessary, but not more than fifty (50) feet apart in both directions.
- (7) The location and arrangement of all proposed uses, including a preliminary subdivision layout, if subdivision is proposed.
- (8) For other than single family dwellings, the maximum height in feet, to include penthouses, of all buildings, and the number of floors both above and below or partially below finished grade.
- (9) The distances of all structures from the development boundaries and streets.
- (10) A graphic depiction of the angle of bulk plane, if applicable.
- (11) The traffic circulation system and the pedestrian circulation system, including the location and width of all streets, driveways, entrances to parking areas and parking structures, walkways, bicycle paths and/or bridle paths, and all trails required by the adopted comprehensive plan.
- (12) The off-street parking and loading areas and structures.
- (13) The open space areas, specifying the proposed treatment or improvement of all such areas and delineating those areas proposed for specific types of developed recreational facilities.
- (14) A landscape plan showing the limits of clearing, location and design of all screening measures, indicating the type and height of such screening, and a delineation of existing vegetation, to include existing vegetation to be preserved, and when there is 2500 square feet or more of land disturbing activity, an existing vegetation map.
- (15) Approximate delineation of any grave, object or structure marking a burial site if known, and a statement indicating how the proposed development will impact the burial site.
- (16) A plan or statement showing how public utilities are, or will be, provided.

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- (17) Approximate location, estimated size of footprint in acres and type of all proposed stormwater management facilities, including the full extent of side slopes, embankments, spillways, dams, and approximate water surface elevation for design storms, if applicable. In addition a preliminary stormwater management plan that includes information about the adequacy of downstream drainage, including the sufficiency of capacity of any storm drainage pipes and other conveyances into which stormwater runoff from the site will be conveyed. When there is 2500 square feet or more of land disturbing activity on the entire application property, in addition to the above, the preliminary stormwater management plan shall include:
- (a) A graphic depicting:
    - (i) The approximate footprint of the stormwater management facility and, where applicable, the height of the dam embankment and the location of the emergency spillway outlet for each stormwater management facility.
    - (ii) The approximate on-site and off-site areas to be served by each stormwater management facility, along with the acreage draining to each facility.
    - (iii) A preliminary layout of all on-site drainage channels, outfalls and pipes, including inlet and outlet pipes within the stormwater management facility.
    - (iv) The approximate location or locations, if any, of any maintenance access road or other means of access to the stormwater management facility, and the identification of the types of surfaces to be used for any such road.
    - (v) Proposed landscaping and tree preservation areas in and near the stormwater management facility.
    - (vi) The approximate limits of clearing and grading on-site and off-site for the stormwater management facility, storm drainage pipes, spillways, access roads and outfalls, including energy dissipation, storm drain outlet protection and/or stream bank stabilization measures.
  - (b) A preliminary stormwater management narrative setting forth the following:
    - (i) Description of how the detention and best management practice requirements will be met.
    - (ii) The estimated area and volume of storage of the stormwater management facility to meet stormwater detention and best management practice requirements.

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- (iii) For each watercourse into which drainage from the property is discharged, a description of the existing outfall conditions, including any existing ponds or structures in the outfall area. The outfall area shall include all land located between the point of discharge from the property that is located farthest upstream, down to the point where the drainage area of the receiving watercourse exceeds 100 times the area of that portion of the property that drains to it or to a floodplain that drains an area of at least 1 square mile, whichever comes first.
  - (iv) Description of how the adequate outfall requirements of the Public Facilities Manual will be satisfied.
- (18) The location of all existing utility easements having a width of twenty-five (25) feet or more, and all major underground utility easements regardless of width.
  - (19) Approximate delineation of any floodplain designated by the Federal Emergency Management Agency, United States Geological Survey, or Fairfax County, the delineation of any Resource Protection Area and Resource Management Area, and the approximate delineation of any environmental quality corridor as defined in the adopted comprehensive plan, and, if applicable, the distance of any existing and proposed structures from the floodplain, Resource Protection Area and Resource Management Area, or environmental quality corridor.
  - (20) When the development is to be constructed in sections, a final sequence of development schedule showing the order of construction of such sections, and an approximate completion date for the construction of each section.
- B. A final statement in tabular form which sets forth the following data, when such data is applicable to a given development plan:
- (1) Total number of dwelling units by type.
  - (2) Residential density in units per acre.
  - (3) Total floor area and floor area ratio for each type of use, except residential uses.
  - (4) Total area in open space.
  - (5) Total area in developed recreational open space.
  - (6) Total number of off-street parking and loading spaces provided and the number required by the provisions of Article 11.

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- (7) Amount of density or floor area applied for under the bonus provisions, and the calculations supporting the specific development provisions giving rise to such bonus application.
  - C. For the residential component of an application, five (5) copies of a map identifying classification of soil types at a scale of not less than one inch equals five hundred feet (1" = 500'), based upon information available on the County of Fairfax Soils Identification Maps.
  - D. Architectural sketches, if available, of typical proposed structures, including lighting fixtures and signs.
  - E. A listing, if known, of all hazardous or toxic substances as set forth in Title 40, Code of Federal Regulations Parts 116.4, 302.4 and 355; all hazardous waste as set forth in Virginia Department of Environmental Quality Hazardous Waste Management Regulations; and/or petroleum products as defined in Title 40, Code of Federal Regulations Part 280; to be generated, utilized, stored, treated, and/or disposed of on site and the size and contents of any existing or proposed storage tanks or containers.
  - F. A statement that the proposed development conforms to the provisions of all applicable ordinances, regulations and adopted standards, or, if any waiver, exception or variance is sought by the applicant, such shall be specifically noted with the justification for such modification.
  - G. When a final development plan is not submitted in conjunction with a conceptual development plan, an affidavit is required, as presented on an affidavit form approved by the Board of Supervisors and provided by the County, completed, signed by the applicant or the applicant's authorized agent and notarized, including a statement indicating whether or not a member of the Board or 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 in stock in a corporation owning such land, or through an interest in a partnership owning such land. If the applicant's agent completes the application or affidavit on the applicant's behalf, a certified statement from the applicant must be submitted showing the agent's authorization to act in such capacity.

Prior to each public hearing on the application, the applicant shall reaffirm the affidavit required by this Paragraph in accordance with the reaffirmation procedure outlined on the affidavit form approved by the Board of Supervisors and provided by the County.
  - H. Where applicable, any other information as may be required by the provisions of Article 7, including the submission of the Archaeological Survey Data Form and a Phase I Archaeological Survey to the Fairfax County Park Authority as may be required pursuant to Sect. 7-210 for applications resulting in 2500 square feet or more of land disturbing activity and where the application property is located wholly or partially within or contiguous to a Historic Overlay District.
2. For a rezoning to the PTC District, the following shall accompany such application:

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- A. A plan, at a scale of not less than one inch equals one hundred feet (1" = 100'), showing:
- (1) A vicinity map at a scale of not less than one inch equals two thousand feet (1" = 2000').
  - (2) Bearings and distances of the perimeter property lines.
  - (3) Total area of property presented in square feet or acres.
  - (4) Scale and north arrow, with north, to the extent feasible, oriented to the top of all drawings.
  - (5) Names and route numbers of boundary streets and the width of existing right(s)-of-way. Any proposed improvements to the public right(s)-of-way and delineation of the existing centerline of all streets abutting the property, including dimensions from the existing centerline to the edge of the pavement and to the edge of the right-of-way.
  - (6) Existing topography and a statement indicating whether it is air survey or field run, with a maximum contour interval of two (2) feet; except where existing ground is on a slope of less than two (2) percent, then either one (1) foot contours or spot elevations shall be provided where necessary, but not more than fifty (50) feet apart in both directions.
  - (7) The specific location and arrangement of all proposed uses and structures
  - (8) The maximum height in feet, to include penthouses, of all buildings, and the number of floors both above and below or partially below finished grade.
  - (9) The distances of all structures from the development boundaries and streets.
  - (10) The on-site vehicular and pedestrian circulation system, including the location and width of all streets, driveways, entrances to parking areas; parking structures and loading areas, walkways, bicycle paths, and all trails required by the adopted comprehensive plan. Connections with off-site streets and trails that are existing or are required by the adopted comprehensive plan, including the grid of streets and streetscape.
  - (11) The open space areas, to include any off-site open space, specifying the proposed treatment or improvement of all such areas and delineating those areas proposed for specific types of developed recreational facilities.
  - (12) Approximate delineation of any grave, object or structure marking a burial site if known, and a statement indicating how the proposed development will impact the burial site.
  - (13) A plan or statement showing how public utilities are, or will be, provided.

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- (14) Approximate location, estimated size of footprint in acres and type of all proposed stormwater management facilities, including the full extent of side slopes, embankments, spillways, dams, and approximate water surface elevation for design storms, if applicable. In addition, a preliminary stormwater management plan that includes information about the adequacy of downstream drainage, including the sufficiency of capacity of any storm drainage pipes and other conveyances into which stormwater runoff from the site will be conveyed. When there is 2500 square feet or more of land disturbing activity on the entire application property, in addition to the above, the preliminary stormwater management plan shall include:

- (a) A graphic depicting:
- (i) The approximate footprint of the stormwater management facility and, where applicable, the height of the dam embankment and the location of the emergency spillway outlet for each stormwater management facility.
  - (ii) The approximate on-site and off-site areas to be served by each stormwater management facility, along with the acreage draining to each facility.
  - (iii) A preliminary layout of all on-site drainage channels, outfalls and pipes, including inlet and outlet pipes within the stormwater management facility.
  - (iv) The approximate location or locations, if any, of any maintenance access road or other means of access to the stormwater management facility, and the identification of the types of surfaces to be used for any such road.
  - (v) Proposed landscaping and tree preservation areas in and near the stormwater management facility.
  - (vi) The approximate limits of clearing and grading on-site and off-site for the stormwater management facility, storm drainage pipes, spillways, access roads and outfalls, including energy dissipation, storm drain outlet protection and/or stream bank stabilization measures.
- (b) A preliminary stormwater management narrative setting forth the following:
- (i) Description of how the detention and best management practice requirements will be met.
  - (ii) The estimated area and volume of storage of the stormwater management facility to meet stormwater detention and best management practice requirements.

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- (iii) For each watercourse into which drainage from the property is discharged, a description of the existing outfall conditions, including any existing ponds or structures in the outfall area. The outfall area shall include all land located between the point of discharge from the property that is located farthest upstream, down to the point where the drainage area of the receiving watercourse exceeds 100 times the area of that portion of the property that drains to it or to a floodplain that drains an area of at least 1 square mile, whichever comes first.
    - (iv) Description of how the adequate outfall requirements of the Public Facilities Manual will be satisfied.
  - (15) The location of all existing utility easements having a width of twenty-five (25) feet or more, and all major underground utility easements regardless of width.
  - (16) Approximate delineation of any floodplain designated by the Federal Emergency Management Agency, United States Geological Survey, or Fairfax County, the delineation of any Resource Protection Area and Resource Management Area, and the approximate delineation of any environmental quality corridor as defined in the adopted comprehensive plan, and, if applicable, the distance of any existing and proposed structures from the floodplain, Resource Protection Area and Resource Management Area, or environmental quality corridor.
- B. A final statement in tabular form that sets forth the following data, when such data is applicable to a given development plan:
- (1) Total number of dwelling units by type.
  - (2) Total floor area and floor area ratio for each type of use.
  - (3) Total area in open space, including off-site open space.
  - (4) Total area in developed recreational open space.
  - (5) Total number of off-street parking and loading spaces provided and the number required by the provisions of Sect. 6-509.
  - (6) Amount of density or floor area applied for under the bonus provisions, and the calculations supporting the specific development provisions giving rise to such bonus application.
  - (7) Amount of gross floor area, FAR and/or number of dwelling units approved for the land area subject to the rezoning to the PTC District and the amount of gross floor area, FAR and/or number of dwelling units constructed as of the date of the submission of the final development plan application.

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- C. Five (5) copies of a map identifying classification of soil types of the application property at a scale of not less than one inch equals five hundred feet (1" = 500'), based upon information available on the County of Fairfax Soils Identification Maps.
- D. A listing, if known, of all hazardous or toxic substances as set forth in Title 40, Code of Federal Regulations Parts 116.4, 302.4, and 355; all hazardous waste as set forth in Virginia Department of Environmental Quality Hazardous Waste Management Regulations; and/or petroleum products as defined in Title 40, Code of Federal Regulations Part 280; to be generated, utilized, stored, treated, and/or disposed of on site and the size and contents of any existing or proposed storage tanks or containers.
- E. A statement that the proposed development conforms to the provisions of all applicable ordinances, regulations and adopted standards, or, if any waiver, exception or variance is sought by the applicant, such shall be specifically noted with the justification for such modification.
- F. Detailed building design plans to include architectural sketches and/or elevations of structures; information on the type, location and height of all rooftop structures and features and the percent of roof area covered by such structures; information on building materials and signs.
- G. A statement and graphic depiction of the types, sizes and locations of the urban design amenities to be provided within the PTC District including pedestrian linkages, plazas, courtyards, bicycle trails, outdoor recreation facilities, ponds, fountains, public parks and any seating, lighting or special paving.
- H. Detailed streetscape and landscape plans in accordance with the urban design guidelines set forth and referenced in the adopted comprehensive plan. Additionally, a landscape plan showing the limits of clearing, location and design of all screening measures, if applicable, indicating the type and height of such screening, and a delineation of existing vegetation, to include existing vegetation to be preserved, and when there is 2500 square feet or more of land disturbing activity, an existing vegetation map.
- I. When a final development plan is not submitted in conjunction with a conceptual development plan, an affidavit is required, as presented on an affidavit form approved by the Board of Supervisors and provided by the County, completed, signed by the applicant or the applicant's authorized agent and notarized, including a statement indicating whether or not a member of the Board or 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 in stock in a corporation owning such land, or through an interest in a partnership owning such land. If the applicant's agent completes the application or affidavit on the applicant's behalf, a certified statement from the applicant must be submitted showing the agent's authorization to act in such capacity.
- J. Where applicable, any other information as may be required by the provisions of Article 7, including the submission of the Archaeological Survey Data Form and a

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Phase I Archaeological Survey to the Fairfax County Park Authority as may be required pursuant to Sect. 7-210 for applications resulting in 2500 square feet or more of land disturbing activity and where the application property is located wholly or partially within or contiguous to a Historic Overlay District.

## 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                        |         |  |