



APPLICATION (RZ and PCA) ACCEPTED: October 8, 2014  
APPLICATION ACCEPTED (FDP 2014-PR-021): January 28, 2015  
APPLICATION ACCEPTED (FDP 2014-PR-021): January 28, 2015  
PLANNING COMMISSION: June 16, 2016  
BOARD OF SUPERVISORS: July 12, 2016  
@ 3:30 pm

# County of Fairfax, Virginia

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June 2, 2016

## STAFF REPORT

**PCA 92-P-001-12/RZ 2014-PR-021  
FDP 2014-PR-021 and FDP 2014-PR-021-2**

### PROVIDENCE DISTRICT

**APPLICANT:** BIT Investment Fifty-Two, LLC

**EXISTING ZONING:** C-3, HC

**PROPOSED ZONING:** *PTC and HC*

**PARCEL(S):** RZ 2014-PR-021/PCA 92-P-001-12  
29-4 ((6)) A, B, 95C, 97C, 105 and 106  
*FDP 2014-PR-021*  
29-4 ((6)) 95C and B  
*FDP 2014-PR-021-2*  
29-4 ((6)) 106

**ACREAGE:**

<i>RZ and PCA:</i>	16.74 acres
<i>FDP 2014-PR-021:</i>	6.25 acres
<i>FDP 2014-PR-021-2:</i>	2.62 acres

**FAR/DENSITY:**

<i>RZ 2011-PR-005:</i>	2.59 (max. 1,940 dwelling units)
<i>FDP 2014-PR-21:</i>	1.54 FAR (max. 210 dwelling units)
<i>FDP 2014-PR-021-2:</i>	2.14 FAR (max 410 dwelling units)



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

**PLAN MAP:**

*RZ/FDP 2011-PR-005:*

Residential Mixed Use

**PROPOSAL:**

*RZ 2014-PR-021:* To rezone from the C-3, HC Zoning District to the Planned Tysons Corner Urban District (PTC District), HC to permit a mixed-use development of up to six buildings, including multi-family residential, and office with retail, service or related uses on the ground floor.

*FDP 2014-PR-021:* Final Development Plan (FDP) for residential building A.

*FDP 2014-PR-021-2:* Final Development Plan (FDP) for residential Building B.

**STAFF RECOMMENDATIONS:**

Staff recommends approval of PCA 92-P-001-12.

Staff recommends approval of RZ 2014-PR-021, subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends approval of FDP 2014-PR-021-1, subject to the Board's approval of RZ 2014-PR-021 and the development conditions contained in Appendix 2.

Staff recommends approval of FDP 2014-PR-021-2, subject to the Board's approval of RZ 2014-PR-021 and the development conditions contained in Appendix 3.

Staff recommends that the Board of Supervisors direct the Fairfax County Park Authority to issue any easements or right of way as necessary for the construction of Grant Street and associated park improvements.

Staff recommends approval of the following modifications and waivers for RZ 2014-PR-021:

- Waiver of Sect. 2-505 of the Zoning Ordinance to permit structures and vegetation on a corner lot as shown on the CDP.
- Waiver of Pars. 3(E) of 10-104 to increase the maximum fence height from 7 to 14 feet around accessory uses/structures located within the rear yard for areas associated with sports courts and urban plazas.
- Modification of Sect. 11-202(4) requiring a minimum distance of forty feet of a loading space in proximity to drive aisles, to that shown on the CDP.



- Waiver and/or modification to interior parking lot landscaping requirements of Sect. 13-202 for interim surface lots, structured parking and spaces on private streets as either depicted on an FDP or shown on a landscape plan.
- Waiver of Par. 2 of Sect. 6-505 to permit a site plan for public improvements plans associated with public roadway, infrastructure, or other park spaces to be filed without an approved FDP.
- Waiver of Par. 3B of Sect. 17-201 to provide any additional interparcel connections to adjacent parcels beyond that shown on the CDP and as proffered.
- Modification of Par. 2 of Sect. 17-201 to permit the construction of the sidewalks and on-road bike lane system shown on the CDP.
- Waiver of Par. 4 of Sect. 17-201 to allow only for the dedication and construction of roads as depicted on the CDP and indicated in the proffers.
- Waiver of Par. 7 of Sect. 17-201 to allow establishment of parking control, signs and parking meters along private streets within the development.
- Modification of Sect. 12-0510 of the PFM to reduce the minimum planter opening area for trees used to satisfy the tree cover requirement in favor of that shown on the CDP.
- Modification of Sect. 12-0515.6B of the PFM to allow trees located above any proposed percolation trench or bioretention areas to count towards county tree cover requirements as depicted on the CDP.
- Modification of Sect. 12-0501 of the PFM to permit the 10 year tree canopy requirements as shown on the CDP and as proffered.
- Modification of Sect. 12-0511 of the PFM for required tree preservation target and ten percent canopy to be calculated as shown on the overall CDP area.

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.



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\Highland District RZ 2014-PR-021\Staff Report\Final Staff Report.docx*



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**STAFF RECOMMENDATIONS:**

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Staff recommends approval of RZ 2014-PR-021, subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends approval of FDP 2014-PR-021-1, subject to the Board's approval of RZ 2014-PR-021 and the development conditions contained in Appendix 2.

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# Proffered Condition Amendment

PCA 92-P-001-12

Applicant:  
Accepted:  
Proposed:  
Area:

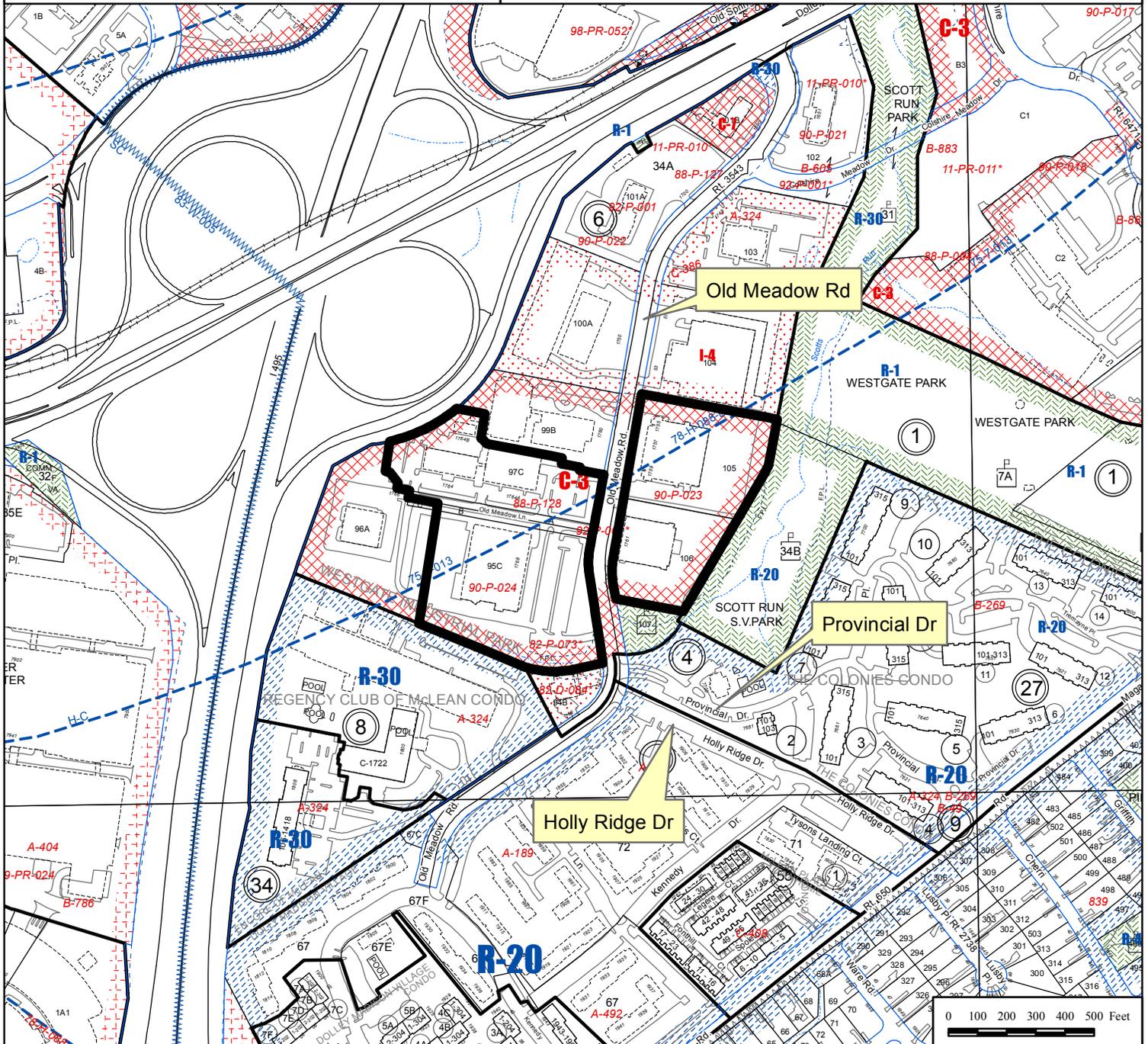
BIT INVESTMENT FIFTY-TWO, LLC  
10/08/2014  
RESIDENTIAL MIXED USE  
16.74 AC OF LAND; DISTRICT - PROVIDENCE

Zoning Dist Sect:  
Located:

EAST AND WEST SIDES OF OLD MEADOW ROAD, APPROXIMATELY  
1,500 FEET SOUTH OF ITS INTERSECTION WITH DOLLEY  
MADISON BOULEVARD

Zoning:  
Overlay Dist:  
Map Ref Num:

C-3  
HC  
029-4 /06/ / A /06/ / B /06/ /0095C /06/  
/0097C /06/ /0105 /06/ /0106



# Rezoning Application

## RZ 2014-PR-021



Applicant:  
Accepted:  
Proposed:  
Area:

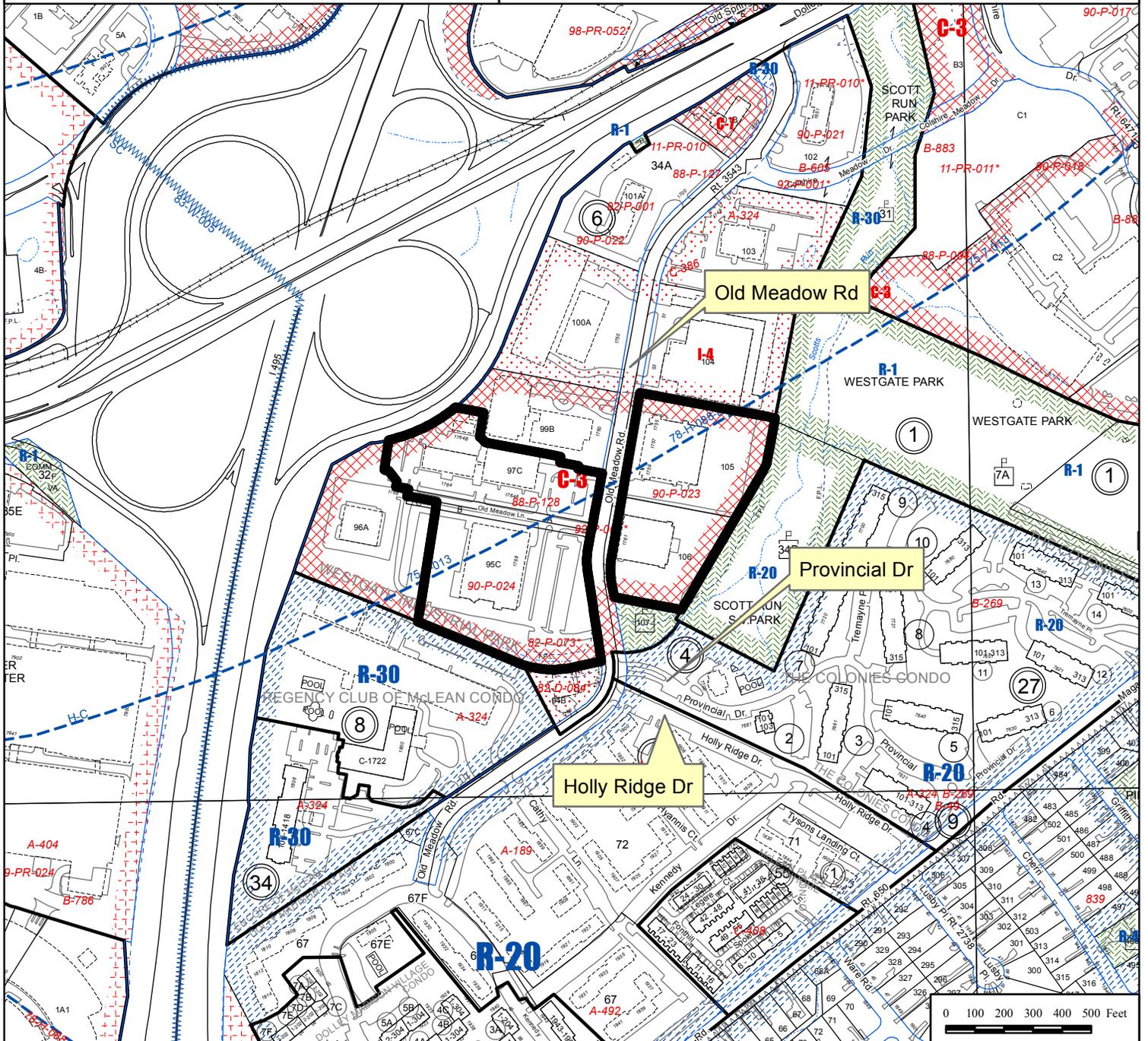
BIT INVESTMENT FIFTY-TWO, LLC  
10/08/2014  
MIXED USE  
16.74 AC OF LAND; DISTRICT - PROVIDENCE

Zoning Dist Sect:  
Located:

EAST AND WEST SIDES OF OLD MEADOW ROAD APPROXIMATELY 1500 FEET SOUTH OF ITS INTERSECTION WITH DOLLEY MADISON BOULEVARD

Zoning:  
Overlay Dist:  
Map Ref Num:

FROM C-3 TO PTC  
HC  
029-4-/06/ / A /06/ / B /06/ /0095C /06/  
/0097C /06/ /0105 /06/ /0106



# Final Development Plan

FDP 2014-PR-021



Applicant:  
Accepted:  
Proposed:

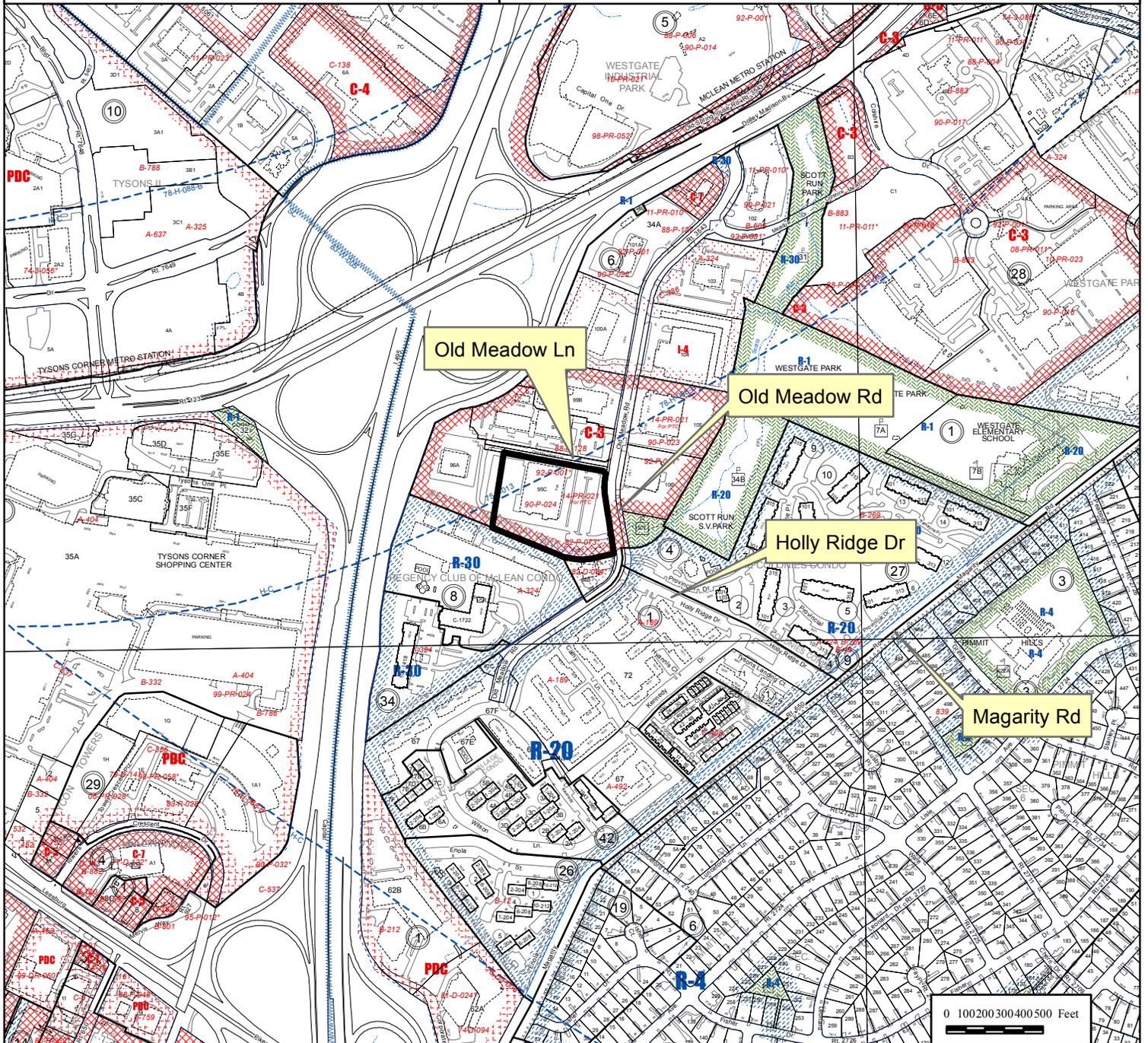
BIT INVESTMENT FIFTY-TWO, LLC  
01/28/2015  
MULTI-FAMILY RESIDENTIAL AND RETAIL/SERVICE

Area:  
Zoning Dist Sect:  
Located:

6.25 AC OF LAND; DISTRICT - PROVIDENCE  
SOUTHWEST QUADRANT OF INTERSECTION OF  
OLD MEADOW ROAD AND OLD MEADOW LANE

Zoning:  
Overlay Dist:  
Map Ref Num:

PTC  
HC  
029-4- /06/ / B /06/ /0095C

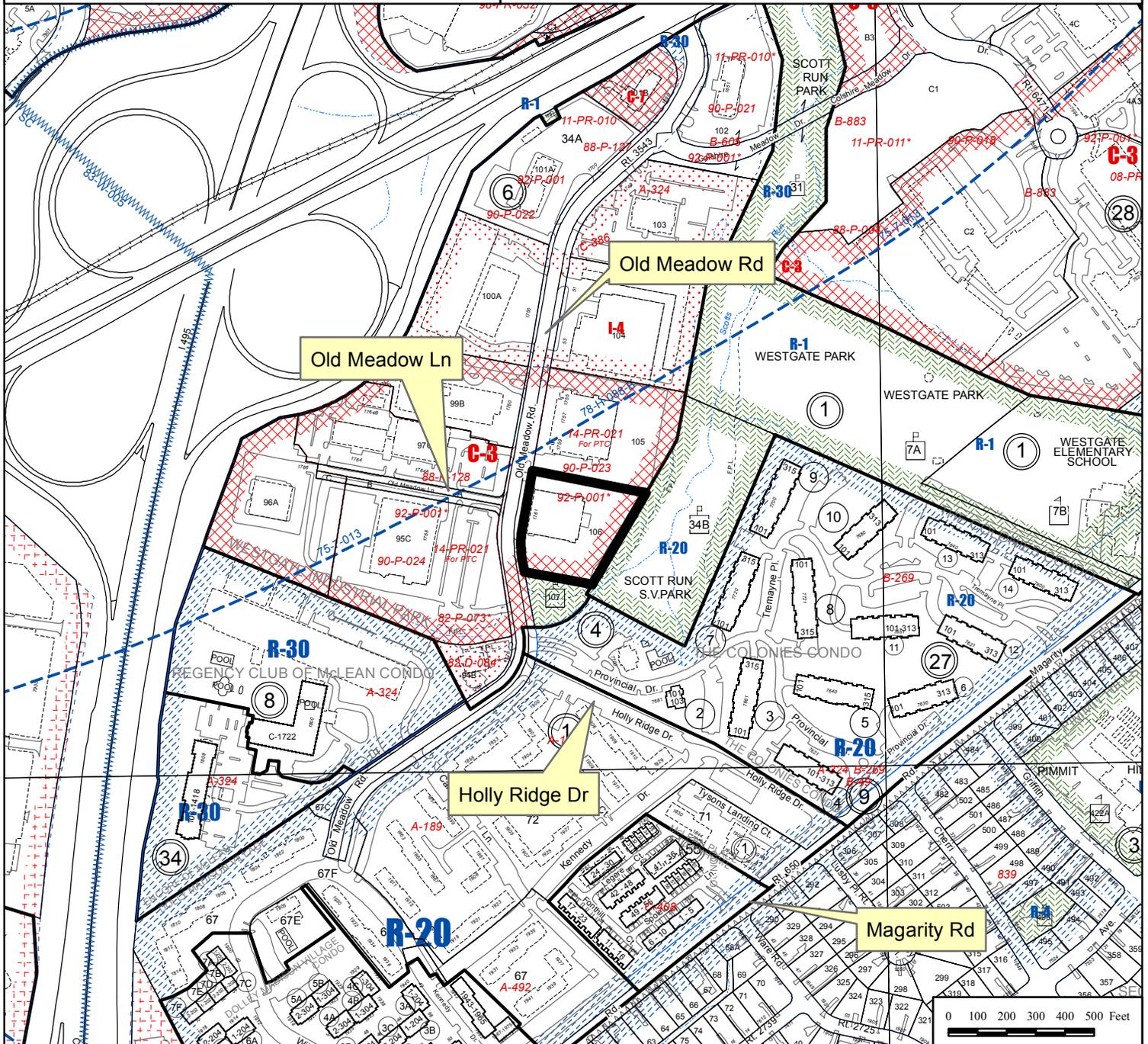


# Final Development Plan

FDP 2014-PR-021-02



Applicant: BIT INVESTMENT FIFTY-TWO, LLC  
Accepted: 01/28/2015  
Proposed: MULTI-FAMILY RESIDENTIAL  
Area: 2.62 AC OF LAND; DISTRICT - PROVIDENCE  
Zoning Dist Sect: EAST SIDE OF OLD MEADOW ROAD  
Located: APPROXIMATELY 1500 FEET SOUTH OF  
DOLLEY MADISON BOULEVARD  
Zoning: PTC  
Overlay Dist:  
Map Ref Num: 029-4- /06/ /0106



## **TYSONS CORNER URBAN CENTER BACKGROUND**

In June 2010, the Board of Supervisors approved an amendment to the Comprehensive Plan for the Tysons Corner Urban Center in order to facilitate efforts to redevelop Tysons Corner from the largely automobile focused development of office parks, shopping centers and car dealerships, to take advantage of the four new Metro stations, and to set a framework for the transformation of Tysons into a transit-oriented, walkable, green urban center. The Plan envisions that Tysons will be Fairfax County's "downtown," and home to up to 100,000 residents and 200,000 jobs by 2050. The Plan envisions that Tysons will be a 24-hour urban center where people live, work and play, with growth focused around the stations.

A companion zoning ordinance amendment established a new zoning district for Fairfax County, the Planned Tysons Corner Urban (PTC) District. This new district encourages intense levels of development around the Tysons Metro stations. The PTC District requirements are closely tied to the Comprehensive Plan to ensure that new developments capitalize on the opportunities presented by the four new Metrorail stations and implement the new vision for Tysons.

In the six years since the approval of the Plan, many of the properties adjacent to the Metro stations have been successfully rezoned to the PTC District with development already occurring. Some applications have also been submitted further from the Metro stations as the next wave of development. The current application is such a request to rezone property that is between 1/3 mile and ½ a mile from the McLean Metro Station to the PTC Zoning District.

In order to develop the property into the neighborhood as currently proposed, the zoning action also includes two final development plans and a request to remove land area from RZ 92-P-001. Final Development Plans (FDPs) for the remaining buildings in the neighborhood would be required for their development in the future. The applications are discussed at length below.

## **DESCRIPTION OF THE APPLICATIONS**

### **PCA 92-P-001-12**

PCA 92-P-001-12 is a partial proffered condition amendment (PCA) which covers 16.74 acres of the entire original rezoning application. This request seeks to remove this land from the proffers and plans accepted with the West\*Gate rezoning, RZ 92-P-001, which currently governs the parcels.

**RZ 2014-PR-021**

The 16.74 acre site sits on both sides of Old Meadow Road and is bounded by the Capital Beltway (Interstate 495) to the west and Scotts Run to the south and east. The western side of the application slopes downward from the Beltway and the Beltway ramp to a concrete ditch that conveys Scotts Run and stormwater from the western side of the Beltway. The eastern side of Old Meadow Road is directly adjacent to the Scotts Run stream valley. The site is developed today with 1960's and 1970's era office buildings as it was originally a part of the West\*Gate office park. Therefore, the building sites are relatively flat and developed with office buildings and the associated surface parking. The applicant proposes to redevelop and replace these buildings and surface parking lots with a mixed-use, residentially focused transit-oriented development.



**Figure 1 Existing Conditions**

The applicant proposes either five or six new buildings (depending on the design of Buildings C/D as one building or two towers) on the 16.74 acres site. Buildings A through F are shown here, with the building sites located along the new grid of streets and an enhanced Old Meadow Road. There are two basic options with regard to the land use mix. One option features Building E (adjacent to the Beltway) as an office building, while the second option shows Building E as residential. The application provides a commitment to at least 10,000 SF of retail. Specifically, the CDP provides a range of retail provided in each building, with most of the retail commitments provided in Buildings C-F. As will be discussed below, the Final Development Plans (FDPs) submitted for Buildings A and B contain ranges of square footage for retail that includes the option for no retail in the buildings.

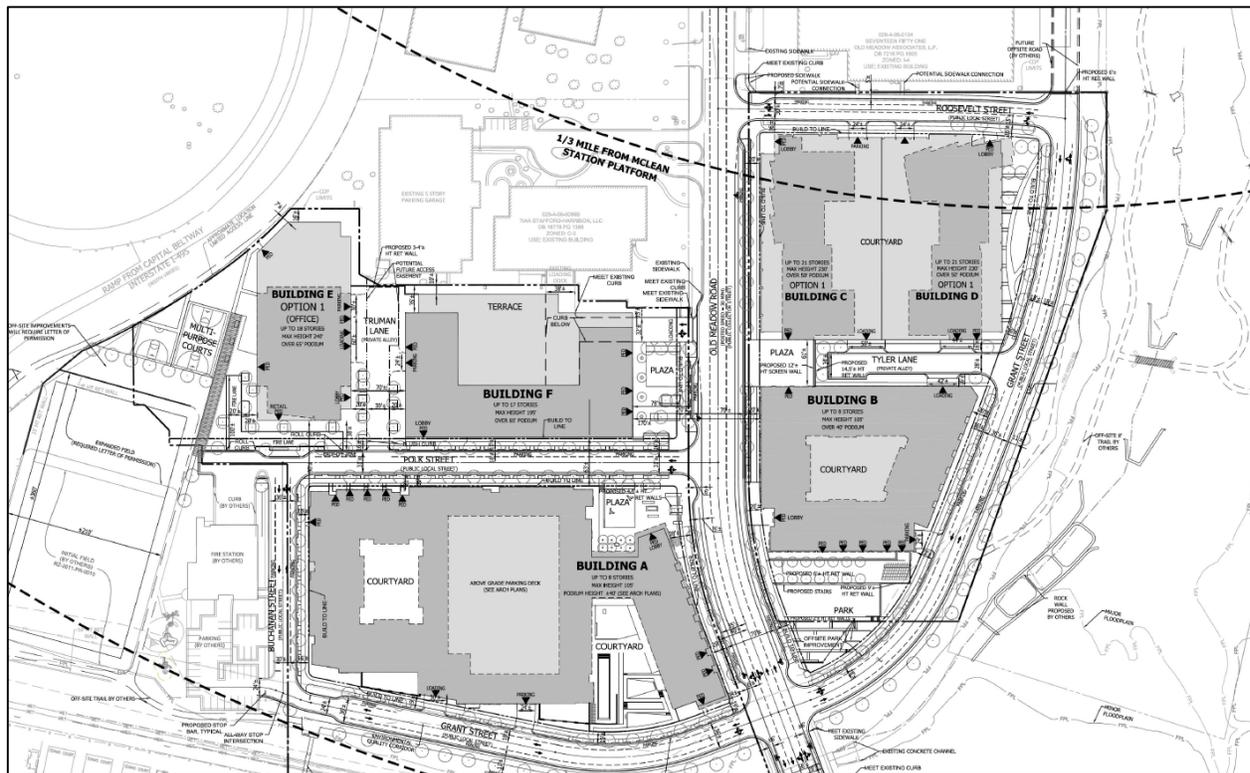


Figure 2 Proposed Conditions

The project presents a grid of streets which would serve the development and the surrounding area and will eventually connect throughout the Old Meadow, Anderson and Colshire Subdistricts of the Tysons East District, as well as a network of parks and plaza spaces (see Figure 5 of this report for a map of the Comprehensive Plan's districts). The site would be bisected by Old Meadow Road and new public streets are proposed to access the buildings and park spaces, including Polk, Grant, Buchanan and Roosevelt Streets. The range of uses and intensities as proposed is summarized in the following chart.

Overall Application	Office	Retail/Service	Max Residential	Maximum GFA (FAR)
Option with Office	148,000-220,000	10,000-37,000	1,602,000	1,859,000 (2.55)
Option without Office	0	10,000-32,000	1,854,000	1,886,000 (2.59)

The submitted Conceptual Development Plan (CDP) identifies the uses for each building (office or residential). Each building either permits or provides a commitment to “retail and service” as additional uses to be generally located on the ground floors. In addition, the site includes park and plaza areas, both internal and along the periphery of the site.

A reduced copy of the proposed CDP is included in the front of this report. The applicant’s draft proffers for this application are included as Appendix 1. The applicant’s affidavit is included in Appendix 4 and the applicant’s statements regarding this application are included in Appendix 5.

**Overview of FDP 2014-PR-021 (Building A)**

The applicant has also submitted a Final Development Plan (FDP) for Building A, which is a residential building which proposes between 320 and 425 dwelling units. The building site is on the southern portion of the proposal, between Polk Street and Scott’s Run. As discussed above, this site is currently developed with an office building and surface parking which would be razed if Building A were approved and constructed.



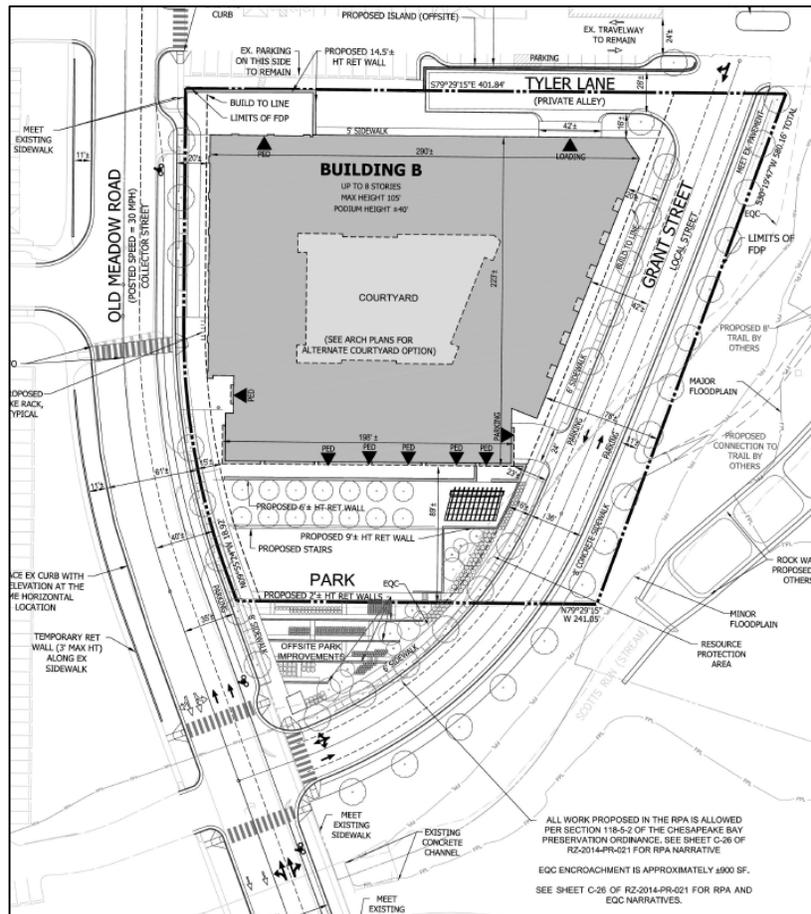


Figure 4 Proposed FDP Layout for Building B

A reduced copy of the FDP Building A is included in the front of this report. Staff's draft conditions for this FDP are included as Appendix 3. The affidavit for this application is contained in Appendix 4 and the applicant's statements regarding this application are included in Appendix 5.

## LOCATION AND CHARACTER

The property is located on either side of Old Meadow Road and on to the south of Route 123, roughly 1/2 mile from the McLean Metro Station. As noted in the following chart, this property is located to the east of the approved fire station and field site which were proffered with Scotts Run Station South (RZ 2011-PR-010, 011).

The accepted proffers for PCA 92-P-001-09 and RZ 2011-PR-010 and 011 (known as Scotts Run Station South) require that the fire station be provided no later than December 31, 2020, with a partial athletic field provided no later than three years thereafter. The fire station has presented challenges for the current application as the

current development has had to assure that both the station would not experience any reduced response times or other adverse impacts and that the proposed development program is compatible with this public use. As will be discussed in this report, the applicant has accommodated the design of Polk Street (with appropriate lane widths and limited on-street parking) and will need to provide noise mitigation to assure that all buildings are mitigated to appropriate noise standards even with the possibility of sirens and other emergency apparatus.

<b>SURROUNDING AREA DESCRIPTION</b>			
<b>Direction</b>	<b>Use</b>	<b>Zoning</b>	<b>Plan</b>
<b>North</b>	Office and Self-Storage	C-3, I-4	Residential Mixed Use
<b>South</b>	Residential and Health Club (Regency Club of McLean/Sport and Health)	R-30	Residential Mixed Use
<b>East</b>	Park/Open Space Scotts Run Stream Valley Park	R-1	Park/Open Space
<b>West</b>	Public Facility (Future Fire Station and Athletic Field pursuant to PCA 92-P-001-10)	C-3	Residential Mixed Use

**BACKGROUND**

As mentioned above, the land area associated with this application is currently governed by a rezoning, RZ 92-P-001. Specifically, on June 22, 1992, the Board of Supervisors (BOS) approved RZ 92-P-001 to rezone 128.63 acres, which comprised the West\*Gate office park, from I-3, I-4, C-2, C-7, R-1 and Highway Corridor (HC) Districts to the C-3 and HC Districts, subject to proffers dated June 19, 1992. This rezoned area (known as West\*Gate) consisted of most of the parcels within Sub-unit R-2 of the Tysons Corner Urban Center in the Comprehensive Plan.

There have been ten Proffered Condition Amendment applications since the original rezoning. These applications increased and decreased the approved densities, added environmental commitments, provided various dedications to the County for things such as the McLean Metro Station Kiss and Ride (located to the south of Route 123 at Colshire Drive), Scotts Run Park, and, eventually, began removing parcels from the original rezoning.

Of note, on April 9, 2013, the Board of Supervisors approved both PCA 92-P-001-9 and 10. PCA 92-P-001-09 removed the 29.42 acres associated with Scotts Run Station South from the previous rezoning application. PCA 92-P-001-10 permitted a public use on one of the parcels in the Old Meadow Land Bay (Tax Map 29-4 ((6)) 0096A) so that a fire station and athletic field could be provided.

The current proffers governing the site specifically notes that the overall density for the site cannot exceed 0.65 Floor Area Ratio (FAR), although individual land bays may have up to a 1.0 FAR. With removal of this land area, the overall FAR would be 0.80 for the remaining parcels in RZ 92-P-001. Historically, prior to acceptance of this kind of partial PCA application, applicants were required to demonstrate, pursuant to Par. 6 of Sect. 18-204 of the Zoning Ordinance, that, among other requirements, approval of such application would not increase the overall approved density/intensity of the land area remaining in the development. However, changes in state law, specifically Virginia Code Ann. § 15.2-22302(A) and the notice provisions set forth in § 15.2-2204(H), permit a landowner to file a partial PCA and the application to be considered by staff so long as the affected landowners are notified appropriately. Appropriate notice was provided for this application. This staff report therefore has analyzed whether this application adversely impacts the remaining properties of RZ 92-P-001, noting that the FAR for those site would be higher than permitted by that rezoning. This analysis is contained in the Zoning Ordinance section in the later parts of this report. Generally, staff notes that this application does not adversely impact the remainder of the land subject to RZ 92-P-001 and that this partial PCA represents the Comprehensive Plan vision for Tysons.

The records for the above noted zoning cases are on file with the Department of Planning and Zoning (DPZ).

## **COMPREHENSIVE PLAN PROVISIONS** (Appendix 6)

**Plan Area:** Area II

**Planning District:** Tysons Corner Urban Center

**Tysons Corner Urban Center Tysons East District:** Old Meadow and Anderson Subdistricts

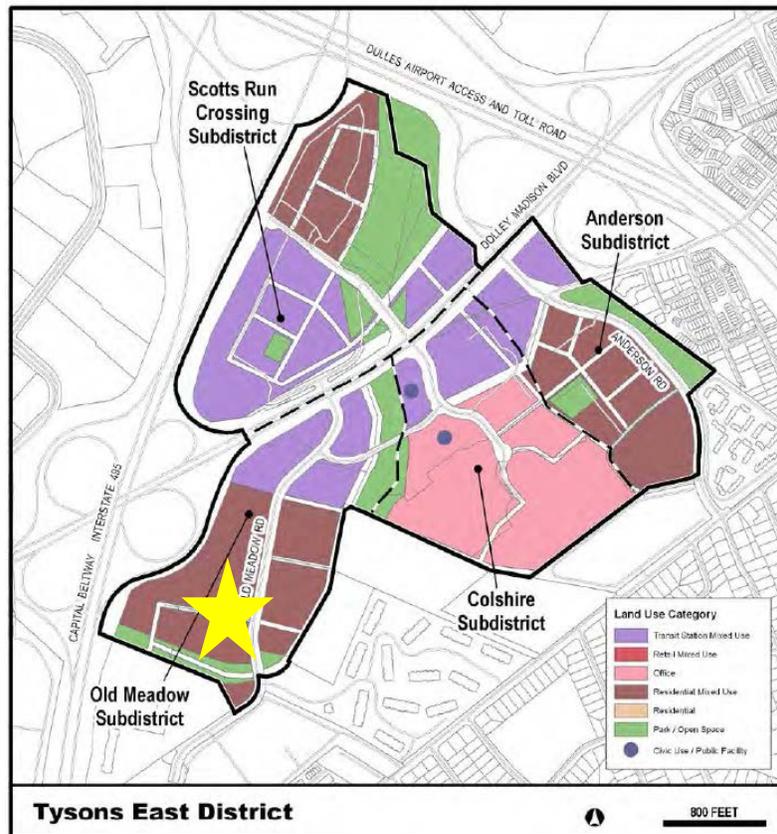


Figure 5 Land Use Map

The land use concept for the Tysons East District and reflected in the Comprehensive Plan is depicted above. The Comprehensive Plan recommends the application properties to be planned for Residential Mixed Use.

In the Fairfax County Comprehensive Plan, 2013 Edition, Area II, Tysons Corner Urban Center, District Recommendations, as amended through April 29, 2014, on Pages 154–157, the Plan, as applied to the application area, states the following:

**OLD MEADOW AND ANDERSON SUBDISTRICTS**

*The Old Meadow Subdistrict is comprised of about 50 acres and is bounded by Dolley Madison Boulevard on the north, the I-495 on the west, Scotts Run on the east and the East Side District on the south. The Anderson Subdistrict is comprised of about 30 acres and is bounded by Dolley Madison Boulevard on the north, DAAR on the east, the Colshire Subdistrict on the west and the East Side District on the south.*

### Base Plan

*The Old Meadow Subdistrict is developed and planned for office and light industrial uses up to an average .65 FAR. Most of the Anderson Subdistrict is planned for and developed with residential use up to 20 dwelling units per acre. The exceptions are the shopping center located on Anderson Road south of Colshire Drive, which is planned for and developed with retail use, and the northernmost parcels [Tax Map 30-3 ((28)) A, 6A and 6B], which are developed and planned for office uses up to an average .65 FAR.*

### Redevelopment Option

*Both subdistricts are envisioned to redevelop into urban residential neighborhoods. One or more lively neighborhood shopping streets will provide local-serving goods and services such as groceries, bookstores, music stores, art studios, and restaurants. Each subdistrict should provide a diversity of housing choices on calm tree-lined streets, some of which have views terminating in open spaces and parks. Farther from the Tysons East station, the housing density should step down gradually to provide a transition to the planned residential development in the East Side District.*

*To achieve this vision, development proposals should address the Areawide Recommendations, conform to the Land Use Concept Map, and provide for the following:*

- *The vision for these subdistricts is to redevelop into urban residential neighborhoods with the highest intensity oriented to the Metro station. Also, the portions of each subdistrict closest to the Metro station should have more diversity in land uses, which may include hotel, office and support retail uses in addition to high intensity residential use. 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 and how it will connect to the abutting districts/subdistricts through the provision of the grid of streets.*
  - *In the Old Meadow Subdistrict, one circulation improvement is a new street adjacent to Scotts Run. This new road should be located to avoid impacting significant natural and cultural resources on park land. New park land should be established between the new street and the stream valley to further buffer and protect the floodplain. Redevelopment along this and other planned street alignments should provide right-of-way and contribute toward street construction.*
- *For both subdistricts, other connecting local streets (creating urban blocks) as well as other pedestrian and bike circulation improvements should be provided. The ability to realize planned intensities will depend on the degree to which access and circulation improvements are implemented consistent with guidance in the 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.*
  - *Since Scotts Run is a key feature abutting the Old Meadow Subdistrict, redevelopment proposals should be designed in a manner that ensures this open space will become a more accessible resource-based active urban park. Redevelopment in these subdistricts should also contribute to stream and riparian buffer restoration efforts along Scotts Run.*
- *When redevelopment includes a residential component, it should include recreational facilities and other amenities for the residents, and provide for affordable/workforce housing as indicated under the Land Use guidelines. However, if the portion of the McLean Commons within the Anderson Subdistrict*

*is to redevelop, the development proposal should have as an objective increased affordable housing opportunities and positive impacts on the environment, public facilities and transportation systems (See Objective 11 in the Land Use section of the Policy Plan).*

- *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.*
- *Building heights in these subdistricts range from 75 feet to 400 feet, depending upon location as described below, and conceptually shown on the building height map in the Urban Design chapter.*
  - *The lowest building heights in the Old Meadow Subdistrict are adjacent to the Regency and Encore multifamily buildings in the abutting East Side District, where the maximum building height is 105 feet to provide a compatible transition in scale and mass and to retain the viewshed of these buildings. Building heights increase with distance from the southern end of this subdistrict (abutting a portion of the East Side District), with the areas closest to the Metro station having building heights up to 400 feet.*
- *A potential circulator alignment extends through the Old Meadow Subdistrict, 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.*

## **DESCRIPTION OF THE DEVELOPMENT PLANS**

### **RZ 2014-PR-021**

#### **Conceptual Development Plan (Reduction at front of staff report)**

Title:	The Highland District
Prepared By:	VIKA Virginia LLC; Hord, Coplan, Macht; Parker Rodriguez, Inc.
Original and Revision Dates:	July 14, 2014 as revised through March 16, 2016

#### Overview

The CDP is divided into three sections: Civil (C/S) Sheets (22 sheets); Architectural (A) Sheets (25 sheets); and Landscape (L) Sheets (23 sheets). There are also several supplemental sheets (S) at the end of the CDP that provide context and supplemental information which is not proffered in this rezoning.

The Civil Sheets include the notes and tabulations, the existing conditions and vegetation plans, stormwater management plans, the functional drawing and utility plan, street layouts and sections, and building/site layouts (with alternatives for Buildings C/D, and E). The Architectural Sheets include ground floor, roof, and underground parking plans, sections through the proposed buildings, elevations of the proposed buildings, rendered views, phasing diagrams, shadow and building massing studies and illustrative views of the development. The Landscape Sheets include the overall landscape plans, streetscape sections and illustrations, park plans and illustrations, planting details, and bicycle circulation and pedestrian hierarchy plans.

#### Proposed Road Network and Overall Access

The application proposes new public and private streets. The private streets are essentially alleys that are internal to the site, including Truman and Tyler Lanes. Public streets include Roosevelt Street, Grant Street, Polk Street and Buchanan Street. Old Meadow Road is the primary collector street, with the new local streets complementing the existing grid.

Under this application, Old Meadow Road would be widened with two travel lanes in each direction, parking lanes on both sides of the street and a 5-foot wide bicycle lane in each direction. The local streets, for the most part, propose two travel lanes and parking lanes. Polk Street (which is currently named Old Meadow Lane) serves as access to the proposed athletic field and fire station and will not have parking on the south side of the street in order to accommodate the fire apparatus response times without conflicts with parallel parking. Roosevelt Street is proposed in an interim

condition with parking on only one side until the adjacent property to the north redevelops.

The graphic below shows the overall ultimate street network in this area and how the grid connects to Route 123.

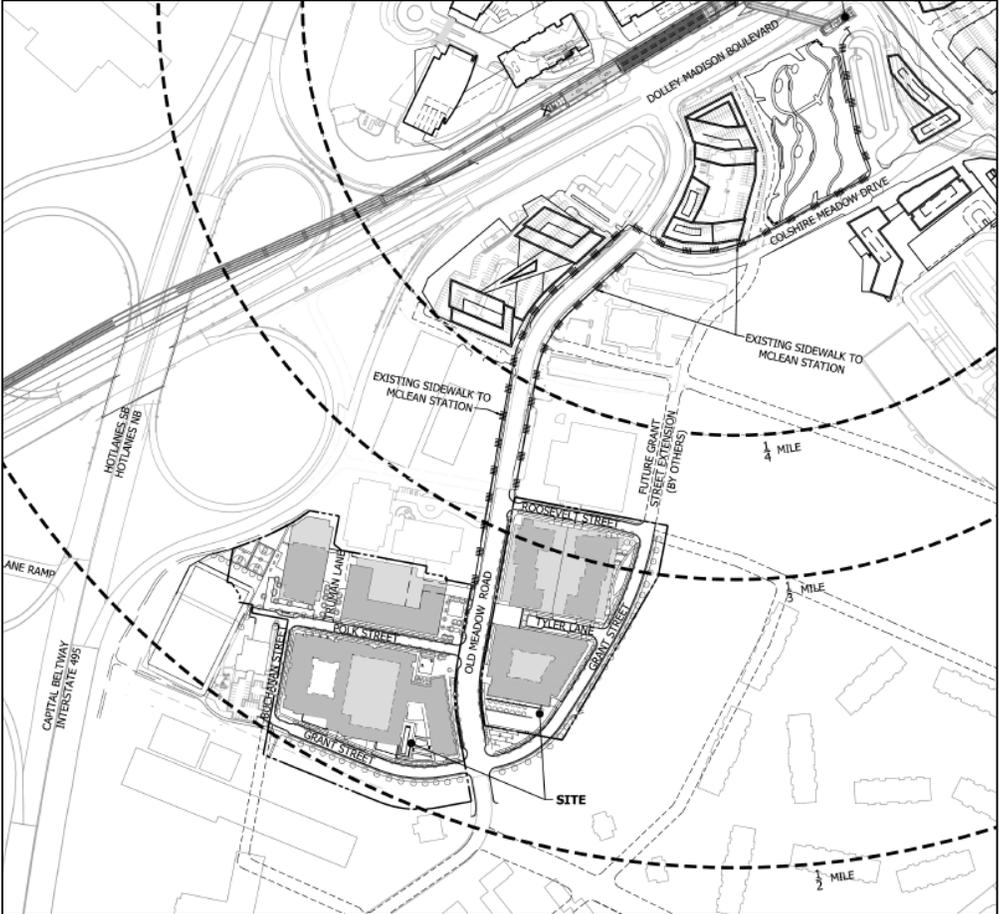


Figure 6 Adjacent street grid connections

Buildings



Figure 7 Building Massing (from east, with either lower rise Building C/D or separate towers)

As noted, five or six new buildings are proposed, as shown in the preceding graphics and described further in the chart below.

	Office GFA range (SF)	Retail / Service range GFA (SF)	Residential GFA (SF)	Number of Multi-family Units/Rooms	Building Height Range (feet)*
Building A	—	0-8,000	360,000-428,000	320-425	55-105
Building B	—	0-7,000	180,000-245,000	100-275	55-105
Building C	—	3,000-7,000	154,000-287,000	140-315	120-230
Building D	—	--	154,000-296,000	140-315	120-230
Building C/D	—	3,000-7,000	208,000-260,000	140-290	55-105
Building E (Office Option)	148,000-220,000	2,000-5,000	—	—	150-240
Building E (Residential Option)	—	--	200,000-260,000	140-250	130-200
Building F	—	5,000-10,000	263,000-370,000	180-360	100-195
<b>Total Max (Office Option)</b>	220,000	Max 37,000	1,602,000	1,690	--
<b>Total (No Office Option)</b>	--	32,000	1,854,000	1,940	--

\*Heights include parapet walls, penthouses and architectural design elements

Generally, all buildings will include both above and below grade parking which will be partially integrated into the building façade where possible. If not integrated or buffered by an active use, the application also includes precedent images for garage treatments on Sheet A3h of the CDP.

Proffered conditions note that the architecture of these buildings (as shown on the FDPs) will be in substantial conformance with the character with the elevations, illustrations, materials and heights contained within the CDP. The buildings (including final architecture, heights and uses) will be further refined during the FDP process.

Phasing

The applicant intends to develop this project in response to market demand and therefore has not committed to any particular order for the development of the buildings. To address the timing of needed infrastructure, Sheets A-4a through A-4g of the CDP include phasing exhibits that demonstrate how each building could be developed if the surrounding properties have not yet redeveloped (i.e., what improvements are needed to serve that building). The applicant proposes phases which correspond to the six buildings proposed with this development. The draft proffers further detail which road and park and public facilities will be provided with

each building. In essence, the applicant proposes to phase the streets and park spaces to the construction of the closest building to the improvements.

Existing Building and Uses and Interim Uses

The proffers indicate that the existing buildings and development may remain in their current form until such time as they are redeveloped. The proffers also allow the establishment of new uses within the existing buildings, provided that such new uses are uses allowed in the PTC District (exclusive of hotel or residential uses) and the use restrictions of the PTC District are met.

Streetscapes

While final streetscape design will be provided with FDPs, the CDP does provide typical streetscape sections in keeping with the Comprehensive Plan recommendations. The applicant requests modification to the streetscape standards in the following locations: (The applicant has included a sheet in their CDP graphically depicting the requested waivers.)

1. On-street parking on southern side of Polk Street;
2. On-street parking on Old Meadow Road south of the intersection with Grant Street;
3. Parking on Western side of Buchanan Street;
4. On-street parking on southern side of Roosevelt Street as an interim condition;  
and
5. Streetscape width along Grant Street and portions of Old Meadow Road.

Parks and Open Space

The CDP shows eight new at-grade parks and plazas. The parks include: public urban parks at the corner of Polk Street and Old Meadow Road; a passive naturalized area along Scotts Run on the south side of Grant Street; public spaces adjacent to each building; and recreational facilities including ultimate extension of the athletic field and new sport courts. The applicant also proposes to enhance existing Park Authority property between Building B and the extended Grant Street. In total, the application proposes 4.97 acres of on- and offsite park spaces for this development.

## **FDP 2014-PR-021 (Building A)**

### **Final Development Plan** (Reduction at front of staff report)

Title: The Highland District Building A  
Prepared By: VIKA Virginia, LLC.; Hord:Coplan:Macht; and,  
Parker Rodriguez, Inc.  
Original and Revision Dates: December 11, 2014 as revised through March 23,  
2016

#### Overview

The FDP is divided into three sections: Civil (C) Sheets (23 sheets), Architectural (A) Sheets (7 sheets) and Landscape (L) Sheets (11 sheets). The Civil Sheets include the notes and tabulations, the existing conditions and vegetation plans, context exhibits, stormwater management plans, street layouts and sections. The Architectural Sheets for Building A include ground floor, roof, phasing plans, underground parking sections, sections through the building, elevations of the building, illustrative views of the building and shadow studies. The Landscape Sheets include landscape plans for the FDP area, tree canopy calculations, typical tree and rain garden details, pedestrian circulation plans and street furniture and material images.

Overall, the FDP depicts the Building A, a 5-8 story residential building proposed at a height of 93 feet tall (the height range is shown at between 64 and 105 feet) with parking largely hidden behind active uses including retail and residential unit and amenity space provided for residents in an internal courtyard. There is also a public plaza space proposed at the corner of Old Meadow Road and Polk Street.

#### Streetscapes & Landscaping

The floor plans depict the main residential lobby entrance for Building A at the corner of Old Meadow and Polk Street adjacent to the proposed plaza. The uses surrounding the plaza include residential, residential amenity space and/or retail. The FDP depicts streetscapes on Old Meadow Road consistent with the recommendations of the Tysons Plan. However, as noted above, the applicant has requested a waiver of the on-street parking along the south side of Polk Street in order to accommodate the needs of the fire and rescue apparatus responding from the fire station to the west.

#### Building Design & Uses

This building is proposed as a residential building with the possibility of some (up to 5,000 SF) retail at the ground levels. The applicant proposes a maximum of 415,000 SF of residential use (or 425 units).

As described above, the parking is proposed to be internal to the building, with much of the parking structure hidden by active uses along Polk Street and Old Meadow Road. The elevations also show that the garage façade will be architecturally treated along Grant Street where the topography will leave some parking levels exposed.

### Phasing

The applicant proposes to build the residential building subject to market conditions and proposes to build the half-sections of Polk, Buchanan and Old Meadow Road with this building. Grant Street would be constructed in its entirety, including streetscape along the park space, with Building A.

### **FDP 2014-PR-021-2**

#### **Final Development Plan** (Reduction at front of staff report)

Title:	The Highland District Building B
Prepared By:	VIKA Virginia, LLC.; Hord:Coplan:Macht; and, Parker Rodriguez, Inc.
Original and Revision Dates:	December 11, 2014 as revised through March 23, 2016

### Overview

The FDP is divided into three sections: Civil (C) Sheets (21 sheets), Architectural (A) Sheets (6 sheets) and Landscape (L) Sheets (9 sheets). The Civil Sheets include the notes and tabulations, the existing conditions and vegetation plans, context exhibits, stormwater management plans, street layouts and sections. The Architectural Sheets for Building A include ground floor, roof, phasing plans, underground parking sections, sections through the building, elevations of the building, illustrative views of the building and shadow studies. The Landscape Sheets include landscape plans for the FDP area, tree canopy calculations, typical tree and rain garden details, pedestrian circulation plans and street furniture and material images.

The FDP depicts Building B, a 5-8 story residential building proposed at a height of 95 feet tall (with a height range shown between 55 and 105 feet) with parking largely hidden behind residential units and amenity space which is provided for residents in an internal courtyard. There is also a public park space proposed at the corner of Old Meadow Road and Grant Street.



Figure 8 Building B

### Streetscapes & Landscaping

The floor plans depict the main residential lobby entrance along Old Meadow Road with residential units or retail along that street and residences adjacent to the public park space to the south of the building. The FDP depicts streetscapes consistent with the recommendations of the Tysons Plan.

### Building Design & Uses

This building is proposed as a residential building with the possibility of some (up to 7,000 SF) retail at the ground level along Old Meadow Road. The applicant proposes a maximum of 238,000 SF of residential use (or 210 units). Staff notes that neither Building A or B has a minimum retail square footage commitment, minimum commitments for the neighborhood-serving retail are contained in later buildings.

As described above, the parking is proposed to be internal to the building, with much of the parking structure hidden by active uses along Old Meadow Road. The elevations also show that the garage façade will be architecturally treated along Tyler Lane where the topography will leave some of the parking levels exposed. Staff notes that Tyler Lane is proposed as a private alley where the loading and vehicular entrances are accommodated.

### Phasing

The applicant proposes to construct Building B subject to market conditions and proposes to build the half sections of Old Meadow Road and Tyler Lane with this

building. Grant Street along Building B would be constructed in its entirety, including streetscape along the park space, with Building B.

**PCA 92-P-001-12** (Reduction at front of staff report)

Title: Overall PCA Exhibit Westgate Sites  
Prepared By: VIKA Virginia, LLC.;  
Original and Revision Dates: October 23, 2013, as sealed through  
September 8, 2014

This exhibit contains four sheets and shows the properties remaining within the area governed by the RZ 92-P-001. The sites are referred to as Land Bay B-2 (Colshire) Land Bay C-1 (Taft) and Land Bay C-3 (Old Meadow). The sheets also contain notes and the certified plats. The FAR for the Colshire Land Bay would be 0.99, the FAR for the Old Meadow Land Bay would be 0.41. The Taft site FAR would be 0.10. The existing building on that site is approximately 19,000 SF which would be reduced with the 12,000 SF proposed fire station. The total combined square footage of development remaining in the local area governed by RZ 92-P-001 is 884,497 SF with a FAR of 0.80.

**ANALYSIS**

This section of the report draws on: the site specific recommendations pertaining to this site in the Tysons East District of the Tysons Corner Urban Center, which is excerpted earlier in this report; the Land Use, Transportation, Environmental Stewardship, Public Facilities and Urban Design sections of the Areawide Recommendations of the Tysons Corner Urban Center text in the Comprehensive Plan; and staff analysis as reflected in the agency memos found in the appendices of this report. Because the Tysons Corner Urban Center Comprehensive Plan text covers those issues and recommendations that are contained in the Residential Development Criteria and the Transit-Oriented Development Guidelines, this staff report will not separately address the Residential Development Criteria and the Transit Oriented Development Guidelines to avoid redundancy.

*Land Use and Intensity*

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The subject applications are generally designated as Residential Mixed Use and Park/Open Space on the Comprehensive Plan's Conceptual Land Use Map. The Plan defines this land use category as follows:

***Residential Mixed Use:*** *These areas are planned for primarily residential uses with a mix of other uses, including office, hotel, arts/civic, and supporting retail*

*and services. These complementary uses should provide for the residents' daily needs, such as basic shopping and services, recreation, schools and community interaction. It is anticipated that the residential component should be on the order of 75% or more of the total development.*

***Parks/Open Space:*** *These areas are planned for passive and active park land and urban open spaces such as plazas and pocket parks. In instances when intensity credit is given for dedicating land for a park or open space, the land use mix applied to the intensity credit should be consistent with the land use category of an adjacent area. Additional guidance on parks and open space can be found in the Environmental Stewardship section.*

The subject application proposes two options for the land use mix on site:

Option With Office (Building E)

<b>Land Use</b>	<b>Gross Floor Area (square footage)</b>	<b>Percentage of Land Use</b>	<b>Land Use FAR (based on total site area including density credits)</b>
Office	220,000	12%	----
Residential	1,602,000	86%	----
Retail	37,000 (with a minimum 10,000 SF)	2%	----
<b>Totals</b>	<b>1,859,000</b>	<b>100%</b>	<b>2.55</b>

Option without office

<b>Land Use</b>	<b>Gross Floor Area (square footage)</b>	<b>Percentage of Land Use</b>	<b>Land Use FAR (based on total site area including density credits)</b>
Office	0	0	----
Residential	1,854,000	98%	----
Retail	32,000 (with a minimum retail commitment 10,000 SF)	2%	----
<b>Totals</b>	<b>1,886,000</b>	<b>100%</b>	<b>2.59</b>

The proposed development will be predominantly residential, which addresses the vision for the surrounding subdistrict as an “urban residential neighborhood.” Only one building (Building E) has an office option. A maximum of six residential buildings are proposed for the site for a total of 1,886,000 SF of development, which includes up to 32,000 SF of retail/service uses in the full residential development option. There is also an option for Buildings C and D to be combined as one residential building.

Approximately 98% of the development could be residential use, and, even if the office option is executed, the land use mix will include 12% office and 86% residential, which is still above the recommended minimum of 75% residential for areas planned for residential mixed-use. The final GFA and development will be determined with each successive FDP. Two FDPs are concurrently filed with the rezoning application for Buildings A and B, which are located near the edge of the East Side District (to the immediate south of the subject site). The Comprehensive Plan guidance for the Old Meadow Subdistrict notes that housing density and building height should gradually lessen towards the East Side District. Under this application, the proposed intensity and building heights (capped at 105 feet as specified in the Plan) for Buildings A and B are designed to meet this goal.

The application site is considered to be within a Transit Oriented Development (TOD) District since the parcels are within ½ mile of the McLean Metro Station, and the total maximum proposed FAR for the application is 2.59 (including Workforce Dwelling Unit bonus) which includes a 20% bonus (which translates to an additional .43 FAR) for providing WDUs on-site, which is supported by the Comprehensive Plan’s Affordable Housing recommendations . The Comprehensive Plan guidance for TOD District intensity beyond ¼ mile from Metro stations is 2.0 FAR; sites between ¼ and 1/3 mile are permitted up to 2.5 FAR (plus any bonuses achieved) if the development does not include office space or other high trip generating uses. A portion of the development site is between ¼ and 1/3 mile of the McLean Metro Station, and the Comprehensive Plan states “projects that include areas of different intensity recommendations should have an overall intensity that is based on the proportion of land area associated with each intensity recommendation.” The applicable FAR (with WDU bonus) for each intensity tier correlates to the Comprehensive Plan recommendations (see Intensity Tiers and FAR on Sheet C-3 of the CDP). Staff believes the proposed land use and intensity are in conformance with the Comprehensive Plan.

### *Existing Buildings and Services*

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Because many properties in Tysons are developed with existing businesses and leases, it is expected that the existing uses will remain, and perhaps even turn over, until such time as the full redevelopment of the site is realized. To ensure the continuing viability of the property until full redevelopment, staff has worked with the

applicant to craft proffers that will allow the existing uses in the existing buildings to remain in operation. The proffers also allow new uses to occupy space in existing buildings provided that only minor additions (as approved by the Zoning Administrator) are made to the existing buildings or sites and that the new uses are permitted in the PTC District. These proffers are consistent with the provisions of Par. 8 of Sect. 6-505 of the Zoning Ordinance, which contains the use limitations for the PTC District.

The applicant has indicated that existing surface parking lots may be converted to commercial off-street parking without an FDP so long as an operational analysis is approved on the points of access to the lots. The purpose of the operational analysis is to ensure that no vehicles queue onto the public streets while waiting to enter the lot.

The applicant has proffered to extend the athletic field from its currently approved partial condition (as proffered with RZ 2011-PR-010, and 011) to a full-size field with Buildings A or E. If, however, the field is extended prior to the construction of these buildings, the applicant has agreed to provide field parking and enhanced field access in their existing parking lots. The existing buildings/parking lots would be needed to replace parking provided with the partial field to assure that the fire station operations are not adversely impacted.

#### *Phasing Development to Major Transportation Facilities*

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An important element of the Comprehensive Plan for Tysons is the guidance on phasing development to transportation improvements and public facilities (Pages 29-31). Regarding transportation, the Plan states the following:

*Individual rezoning cases in Tysons should only be approved if the development is being phased to one of the following transportation funding mechanisms:*

- *A Tysons-wide CDA or a similar mechanism that provides the private sector's share of the Tysons-wide transportation improvements needed by 2030;*
- *A smaller CDA or a similar mechanism that provides a significant component of the private sector's share of the Tysons-wide improvements needed by 2030; or*
- *Other binding commitments to phase development to the funding or construction of one or more of the Tysons-wide improvements needed by 2030.*

The Plan also recognizes the critical role that the Tysons Transportation Fund plays in funding transportation improvements and the need to increase the contribution rate as part of a comprehensive funding strategy (Page 71):

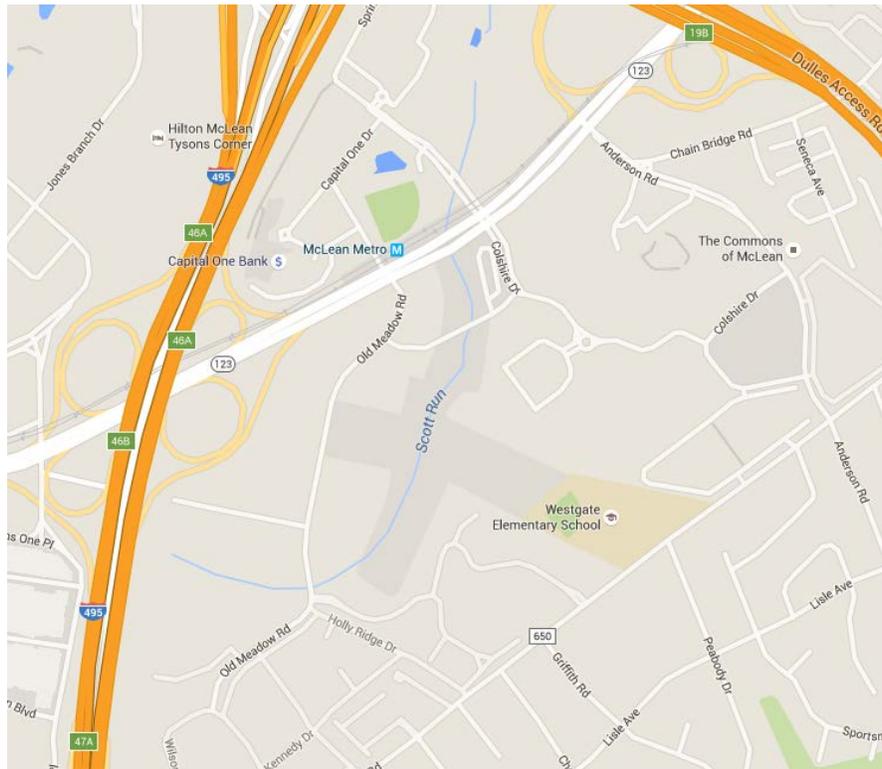
*Numerous small-scale improvements in Tysons Corner have been funded over the years through the Tysons Transportation Fund, a voluntary contribution for*

*new commercial development. In 2009, the rate for this contribution was \$3.87 per square foot for non-residential development and \$859 per unit for residential development adjusted annually for inflation. However, this fund does not provide a stable and ongoing source of private sector funding. Moreover, it would generate only a small percentage of the funding needed for the improvements listed in Table 7 that are required for the continued development of Tysons Corner. As part of an overall strategy for funding transportation needs, the contribution rate for the Tysons Transportation Fund should be reassessed.*

On January 8, 2013, the BOS created a Tysons Transportation Service District, established the Tysons-wide and Tysons Grid of Streets transportation funds, and adopted guidelines for administering the two new funds.

The applicant currently commits proffers (Proffers 35 - 37) that address the Comprehensive Plan recommendations for phasing development to transportation improvements, including a specific contribution to the Route 123 reconstruction or other Tysons East District access improvements. These commitments are in conformance with the Comprehensive Plan, subject to Fairfax County Department of Transportation's review.

Of particular concern in this application has been possible impacts that the proposed development may have on traffic experienced by the other residents and users of Old Meadow Road. Specifically, without access to Magarity Road, traffic is directed only towards Route 123, either at the Old Meadow Road intersection or the Colshire Drive intersection. Access to Magarity Road is possible by taking Colshire Meadow Road, turning right onto Colshire Drive, turning left onto Mitre Plaza, and taking either Colshire Drive or Dartford Drive, at which point the driver would turn right onto Anderson Road to its intersection with Magarity Road. However, this particular route is extremely circuitous. Staff does note that a public improvement plan has been approved showing Colshire Meadow Drive extended through the subdistrict to connect to Anderson Road, which would provide better access to both Route 123 and Magarity Road. The extension of that segment of roadway would be provided with the Johnson Block of Scotts Run Station South (which has currently submitted a PCA/FDP). In addition, Lincoln Street as proposed on the Plan's grid of streets would connect Old Meadow Road to Magarity Road in the future. However, the timing of that street is not certain and is dependent on the levels of development throughout Tysons East.



At this time, the traffic study submitted for this application show that the intersection of Old Meadow and Route 123 operates at an acceptable level of service with current levels of development. The level of service at that intersection will degrade in the future as Scotts Run Station and this development is constructed without improvements to the area, such as the superstreet, increased connections, etc. As such, the applicant here has proffered to contribute to the transportation funds and with the enhanced grid, transportation in this entire sector of Tysons should be improved overall.

### Affordable and Workforce Housing

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The applicant is proposing to meet the Comprehensive Plan guidance for the provision of affordable and workforce housing (Pages 33-35) by proffering to adhere to the Board of Supervisors' Tysons Corner Urban Center Workforce Dwelling Unit Administrative Policy Guidelines dated June 22, 2010. These guidelines may be accessed at:

[http://www.fairfaxcounty.gov/dpz/tysonscorner/tysons\\_wdu\\_policy\\_guidelines\\_final\\_signed.pdf](http://www.fairfaxcounty.gov/dpz/tysonscorner/tysons_wdu_policy_guidelines_final_signed.pdf)

The applicant is committing to provide 20% of workforce dwelling units (WDUs) on or off site (within Tysons Corner Urban Center), in addition to any required affordable

dwelling units (ADUs) (Proffer 55). The WDUs will be condo or rental units and may be consolidated in one or more buildings. A non-residential contribution towards affordable and/or workforce housing is proffered for any new office buildings (ground floor retail/service uses are exempt from this recommendation). This commitment is in general conformance with the Comprehensive Plan guidance on affordable and workforce housing.

### *Coordinated Development and Parcel Consolidation*

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In addition to the Old Meadow Subdistrict's general guidance for consolidation, the Comprehensive Plan sets five specific objectives for consolidations, including applications totaling less than 20 acres (Page 36):

*In all cases, consolidations or coordinated development plans should meet the following objectives:*

- *Commitment to a functioning grid of streets both on-site and off-site;*
  - *Conceptual engineering of streets that demonstrate connectivity to surrounding areas and satisfy the guidance in the Transportation section should be completed. Such engineering should be done in coordination with land owners in the surrounding area, and the proposed street alignments should be included in an official map, as described in the Transportation section.*
  - *If an official map has already been adopted for the area, the development proposal should be in conformance with the street alignments in the map.*
    - *Provision of parks and open space as set forth in the Environmental Stewardship section of the Areawide Recommendations, either on-site or within the subdistrict through a partnership;*
    - *Provision of land and/or building space for public facilities as set forth in the Public Facilities section of the Areawide Recommendations;*
    - *Conformance with the guidance in the Urban Design section and any urban design guidelines for the district or subdistrict; and*

- *Demonstration of how adjacent parcels could be redeveloped in a manner that is compatible with the proposal and in conformance with the Plan.*

The application encompasses approximately 16.74 acres, which is less than the Comprehensive Plan's recommendation for consolidating at least 20 acres in the Old Meadow Subdistrict. However, the Plan permits consolidations less than 20 acres if the application achieves the outlined objectives listed earlier, including a functioning street grid. Four new public road connections, including Grant Street, Roosevelt Street, Polk Street and Buchanan Street, are proposed under this application to facilitate vehicular and pedestrian movement, as recommended in the Plan.

The development proposal also includes nearly four acres of on-site public park space, as well as 1.61 acre of private open space. Athletic field credit equivalent to 1/3 of a field is also applied as part of public (off-site) park space. In lieu of land or space toward a public facility, the applicant will help improve public uses, including furnishing the proposed fire station and overall pedestrian projects in the area.

The overall site design, combined with the proposed streetscapes along the new streets and Old Meadow Road, address the urban design recommendations, particularly enhancing the pedestrian realm. The development proposal does not preclude future redevelopment of adjacent parcels (to the north). In fact, the proposed development provides a proposed inter-parcel access easement to a private alley on the application site in order further accommodates any future adjacent redevelopment, especially to help reduce vehicular access points along Old Meadow Road. With these essential commitments, the application fulfills the consolidation objectives.

### *Interim Conditions*

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The Plan contemplates that the construction proposed with the PTC zoning approvals in Tysons will occur over time in reaction to market conditions. Because the multiple parcels included in any particular zoning case might have different uses, tenants, or lease arrangements, it is likely that even within a single zoning case, not all buildings will be built at the same time. While these situations are expected, they do create a challenge for site design.

As such, there could be times when one building is complete but an entrance, a parking garage, or amenity may be incomplete or exposed until the second building is finished. In addition, the vehicular and pedestrian networks, which are shown as a complete unit in the CDP, may be only partially completed with a particular phase, leaving missing links or incomplete sections of roadways (i.e. without on-street parking and/or bicycle facilities) until build-out. To address these concerns, the applicant has proffered that, with FDP approval, all interim design conditions will be acknowledged and addressed. Staff agrees that the appropriate time to identify and address these interim conditions is

with the FDP, at which time the applicant will be better able to determine the exact conditions that need to be addressed and to accommodate changes in the area which might occur between today, when the CDP is approved, and the later date when a FDP approval is sought. Finally, the applicant has committed to develop a congestion management plan to provide safe and efficient pedestrian and vehicle circulation at all times on the property, including during construction. In this case, this commitment is vital considering the nearby residents who use the existing sidewalks to access the McLean Metro Station.

On the whole, the FDPs addresses the interim conditions by providing contextual plans showing how the buildings fit within the overall context and the amenities that will be provided with each.

*Public Facilities (Comprehensive Plan Recommendations)*

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The Comprehensive Plan's strategy for implementing public facilities to serve Tysons is to focus on dedications of land or building space with the initial rezoning applications in a district (Page 91).

*Practices employed by the County in the past to provide space for public facilities in largely undeveloped suburban areas cannot be relied upon in an intensely developed area where most of the land is privately owned. In Tysons it will be critical that the land area or spaces for public uses are incorporated within private developments at no cost to the public sector.*

*While facilities may actually be constructed throughout the planning horizon based upon need, it is critical that space for most, if not all, of these facilities be secured as soon as possible. Therefore, rezoning proposals, through proffers, should commit to provide the necessary land and/or space to ensure that places will be available to construct facilities in concert with the pace of growth.*

A specific public facility need is not identified in the Old Meadow Subdistrict guidance. As such, the applicant proposes to make a cash contribution based on the maximum square footage that could be constructed with each building proposed on the property. A contribution would be made with each building prior to the issuance of the initial RUP or Non-RUP for that building based on the actual GFA built in the building. Funds from this contribution would be earmarked for a proposed fire station adjacent to the application site, and funding for off-site pedestrian/bicycle trails within the Tysons East District.

Staff believes that the proposed contribution amount is not acceptable as it is less than other applicants have proffered. While the \$1.70 per square foot contribution is in line with expectations, the applicant proposes to only contribute on the square footage that

is actually constructed on the site and not on the maximum square footage that is permitted under the approved zoning. This commitment differs from commitments made by other applicants, who contributed based on the maximum amount permitted under the zoning. Planning for public facilities is based on an evaluation of the total impact of the application. In other words, facilities must be planned to cover the maximum possible impact of development. For that reason, applicants should agree to cover the needs of the maximum square footage request.

Finally, the proffers do allow for a discounted contribution if the contribution is made by December 31, 2010, which staff finds useful considering that the fire station will be provided by 2020.

### *Street Grid and Design*

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Figure 9 Grid of Streets, Star represents general location of this proposal

The Comprehensive Plan provides recommendations for a conceptual street grid and street cross-sections for various street types within the Tysons Corner Urban Center. The subject application provides a new grid of streets to complement the existing Old Meadow Road including Roosevelt, Polk, Buchanan and Grant Streets. The street segments provided with this application create important sector links for the grid of streets in the Tysons East District and provide the needed access to the applicant's development program. Specifically, Grant Street, when ultimately extended to Route

123 will provide a needed grid connection. In addition, Polk Street provides a needed public street to the fire station that is to be provided by 2020 by others.

While overall, the streets have been designed to comply with the *Transportation Design Standards for Tysons Corner Urban Center*, as adopted by the County and VDOT, the applicant has asked for certain waivers to the streetscape and on-street parking in certain areas. With the exception of the requested waiver to provide on-street parking in the half section of Roosevelt Street, staff supports these waivers and has provided recommendations on each of those modifications and waivers under separate cover.

The proposed street grid for the overall project is in general conformance with the guidance in the Comprehensive Plan.

### *Pedestrian and Bicycle Facilities*

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The Comprehensive Plan envisions a robust non-motorized transportation network for Tysons. The applications accommodate the pedestrian and cyclist primarily in the streetscape network, which will be further discussed below.

The streets proposed to be provided (or enhanced) with this application are either collector or local streets. Old Meadow Road is a collector street and will accommodate on-road bike lanes in its ultimate configuration. The remaining streets proposed are local roads and, in this particular location, are expected to accommodate bike traffic without the need for separate lanes because of these roads' lower speeds. The proffers further commit to provide for resident and visitor bike racks or rooms at the time of FDP approval. The submitted FDPs provide the appropriate bicycle amenities. Any further refinements to these locations will be provided at the time of site plan review.

In addition, the applicant has committed to providing a bicycle repair station along Grant Street adjacent to the bike/pedestrian path which would include an air pump and work stand with retractable tools.

Finally, the applicant has agreed to maintain a pedestrian path to the McLean Metro Station during construction and provide sidewalks on each side of each street proposed here. In addition, the sidewalk along Grant Street will connect to the trail system along Scotts Run. As mentioned above, a portion of the public facility contribution will be earmarked for future pedestrian connectivity projects in the area, including a possible pedestrian/bicycle bridge across the Capital Beltway (I-495).

Staff believes these commitments meet the Comprehensive Plan recommendations for the provision of pedestrian and bicycle facilities.

*Transportation Demand Management (TDM)*

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In discussing the needed transportation improvements in Tysons, the Comprehensive Plan begins with transit. The Plan focuses not only on the new Metrorail line, but also on bus and circulator service, accommodation of bike users and the creation of safe and attractive pedestrian linkages. In order to encourage use of all the transportation modes, the Plan recommends the implementation of TDM programs Tysons-wide. Specifically, the Plan defines TDM as “a variety of strategies aimed at reducing the demand on the transportation system, particularly to reducing single occupant vehicles during peak periods, and expanding the choices available to residents, employees, shoppers and visitors.” The Plan notes that TDM is critical to its implementation and that “traffic needs to be minimized to decrease congestion within Tysons, to create livable and walkable spaces, and to minimize the effects of traffic on neighboring communities.”

The applicant has agreed to a TDM approach that is consistent with that approved in other recent PTC rezonings, and is proffering the following commitments:

- To meet the Plan goals during all phases of development of the site in conformance with a new approach to TDM. The specific vehicle reduction goals are as follows:

<b>Development Levels</b>	<b>Percentage Vehicle Trip Reduction</b>
Up to 65 million SF of GFA	30%
65 million SF of GFA	35%
84 million SF of GFA	40%
90 million SF of GFA	43%
96 million SF of GFA	45%
105 million SF of GFA	48%
113 million SF of GFA	50%

- To monitor its TDM program with annual traffic counts and surveys every three years. This commitment is a significant improvement from monitoring programs in the past. Annual traffic counts will enable the county to review transportation in Tysons on an areawide basis and to identify future concerns or areas for improvement.

- A detailed implementation plan for the TDM program that will also provide the flexibility to modify the program to address changes necessary during the life of the project.

The applicants in Tysons Corner have also recognized the value in creating a Transportation Management Association (TMA) to coordinate the efforts to reduce vehicle trips throughout Tysons Corner by promoting multi-modal transportation for landowners in Tysons Corner and have agreed to fully fund the association within 10 years of this approval.

### *Parking*

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Rather than parking minimums, the PTC district regulations establish parking maximums as an effective TDM tool for transit-oriented developments (TODs). These maximums are seen as a critical component of an effective TDM program as a lack of readily available parking has a bearing on mode choice. The amount of parking provided with the proposed development will conform to the parking provisions of the PTC District. Additionally, the applicant has committed to exclude reserved parking spaces from residential unit sales/leases (“unbundle” the parking from the unit). This “unbundling” will allow available parking spaces to be used more efficiently, and will create an incentive for residents to reduce car ownership.

### *Streetscape Design*

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The Urban Design section of the Comprehensive Plan provides detailed guidance on streetscapes within Tysons. The Plan defines three streetscape zones: the landscape amenity panel, the sidewalk, and the building zone. These zones are shown in the following illustration. Each zone serves a distinct purpose and has varying dimensions based on the adjacent street type and land use.



Figure 10 Streetscapes

All of the proposed streetscapes meet the dimensional standards set forth in the Plan and the Tysons Urban Design Guidelines (TUDG) although, as discussed above, the applicant has requested modification of certain on-street parking recommendations and the layout of the components of the streetscape along Grant Street (i.e. the applicant is providing the street trees adjacent to the park space instead of on the street side).

In addition to the dimensions and conceptual design of the streetscape areas, the applicant has proffered to provide a streetscape furnishings and materials plan with each FDP. These details have been provided with the current FDPs for Buildings A and B and are generally acceptable.

In the context of the overall goals of the Comprehensive Plan, the streetscape designs proposed in the subject applications are in general conformance with the Plan.

### *Building and Site Design*

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The Comprehensive Plan and TUDG guidance for building and site design includes elements such as: build-to lines; bulk and massing; and step-backs. The subject application generally adheres to these design recommendations. The proposed buildings have been sited along build-to lines to create a consistent street wall. The applicant proposes a pedestrian hierarchy to define those areas of the development where pedestrian activity will be focused. Primary pedestrian zones are where the highest level of pedestrian activity is expected to occur. As such, those areas should be designed to accommodate more pedestrians and provide for more engaging experiences at the street level (cafes, storefronts, etc.). The proffers commit to

appropriate design articulation and fenestration commitments for each zone within the hierarchy.

Building A

As shown on the plans and described further in the proffers, Building A is situated at the corner of the Polk Street (the existing Old Meadow Lane) and Old Meadow Road. The application depicts a 420,000 SF residential building which could include up to 5,000 SF of ground floor retail. The building is proposed to be a maximum of 8 stories, with up 410 dwelling units. The building's front door and lobby is located at a plaza that is to be provided at the corner of the two streets at the location of a proposed plaza. The building features two recreation areas for the residents as well as parking that is mostly hidden from the streets with either retail, amenities or residential uses. Along Grant Street to the rear, the parking structure is to be treated architecturally.



Figure 11 Building A

The FDP depicts streetscape and plaza areas in conformance with the recommendations of the Comprehensive Plan with the exception of on-street parking along the southern side of Polk Street, which has been deleted to accommodate the fire trucks and rescue apparatus exiting the new fire station to be constructed at the far end of the street.

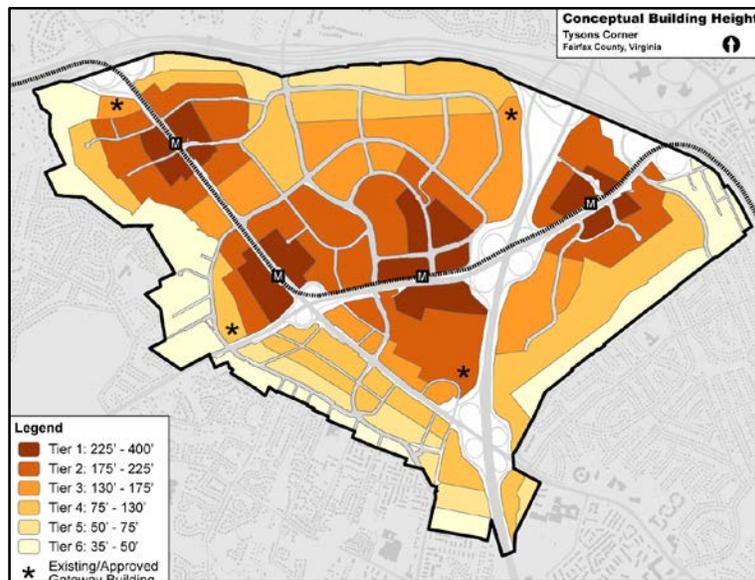
**Building B**

Building B is located across Old Meadow Road from Building A at the corner of Grant Street and Old Meadow Road. The FDP depicts a residential building with up to 210 units. The maximum square footage is 245,000 SF with a maximum of 7,000 SF of retail. The building is proposed to be 8 stories with a maximum building height of 105 feet. A key feature of the FDP is the park space to the south of the building, which includes both onsite and offsite lands owned by the Fairfax County Park Authority (FCPA), which are currently unused and unprogrammed. The FDP for Building B shows almost three quarters of an acre of park space to be provided with the building.



**Figure 12 Building B**

*Building Height*



**Figure 13 Building Height Map from Comprehensive Plan**

The subject property lies within the Tier Three area of the Plan's Building Height Map, which recommends a height range of 130 feet – 175 feet. The subdistrict guidance regarding building heights notes that "building heights increase with distance from the southern end of this subdistrict (abutting a portion of the East Side District), with the areas closest to the Metro Station having building heights up to 400 feet." The tallest proposed buildings (Buildings C, D, E and F) are closest to the McLean Metro Station with maximum building heights up to 240 feet, which include parapet walls, penthouses and all rooftop structures (Proffer 12). Buildings A and B, which are closest to the East Side of Tysons, will be a maximum of 105 feet in height. The Comprehensive Plan guidance regarding building height states "height limits do not include mechanical penthouses, architectural features, or elements affixed to buildings....however, these features should not excessively increase the building height." There is no proffered height limit to the penthouses, and staff encourages the applicant to apply thoughtful design and restrained height to any rooftop structures as final designs are completed with Buildings C, D, E and F. Building E (as an office building) is proposed up to 240 feet, which exceeds the Comprehensive Plan recommendation of 175 feet in this area, though the tall building's location next to the I-495 ramp is well-suited for the view potential and physical context. Buildings C, D and F, which all exceed 175 feet in height, are residential buildings, and height flexibility is provided for the provision of affordable/workforce housing. The proposed building height is in conformance with the Comprehensive Plan.

### *Tree Canopy and Plantings*

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The Comprehensive Plan recommends increased tree planting in Tysons, and recognizes that much of this new planting will be accomplished through the provision of street trees. While the application meets the tree preservation targets, because the Public Facilities Manual (PFM) does not allow off-site trees (such as streetscape trees on public streets) or trees in easements on-site to count towards the tree canopy requirements, a PFM modification of the 10-year tree canopy requirements has been requested for this application.

The application generally provides the majority of trees as street trees, with additional trees provided in above-grade terraces and parks. The applicant has demonstrated that the Plan's recommended 10% tree coverage goal for a redevelopment would be achieved in these applications, so long as the street trees (in the public rights-of-way) are counted toward the canopy. Staff believes a modification in favor of that shown on the CDPs is appropriate because of the commitment to provide uncompacted soil volumes, and to maintain, irrigate, and replace trees damaged by utility repair.

Staff has raised several issues relating to the soil volumes, tree location conflicts (possibly with street lights or parked cars) and the plant schedule. Trees that are impacted by these conflicts may not be counted towards the tree coverage requirements. While details such as these may be more appropriately be provided during the site plan review, the applicant is advised that the tree canopy must be met during both the FDP and site plan reviews.

Finally, staff has noted that the FDPs have calculated the tree canopy for the site and have used a multiplier for the trees to be preserved in the RPA along Scotts Run. Multipliers can be used for trees that provide habitat or other sustainability efforts, however, the applicant has been advised that the correct multiplier in this case is 0.5. While the CDP depicts this correct number, the FDPs have used the 1.0 multiplier. The applicant indicates this discrepancy is an oversight and a corrected version will be provided prior to the Planning Commission public hearing.

The applicant has provided a utility plan showing the proposed landscaping with conceptual utility layouts and sight distance lines. The applicant has committed to avoid conflicts between landscaping and utilities to the greatest extent possible and to work with the County to remain in substantial conformance with the planting scheme shown on the plan. Should a conflict prove unavoidable, the applicant has proffered to work with Urban Forestry Management Divisions (UFMD) prior to deletion of any tree shown on the plan.

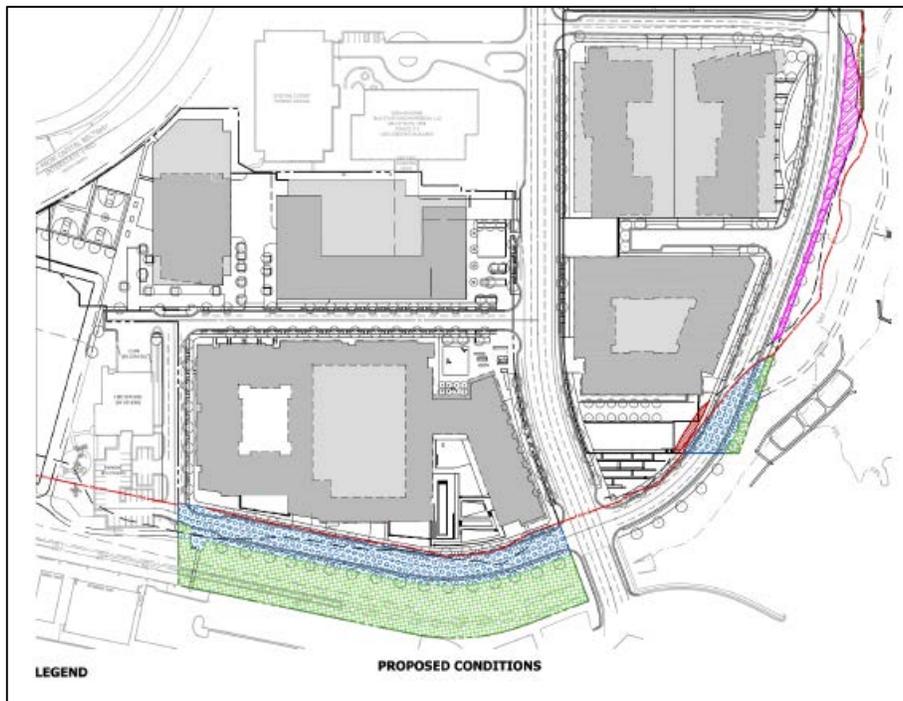
To ensure that the tree coverage goals proposed in the current applications will be met, the applicant has proffered that with each FDP: (1) to update the tree canopy calculations to reflect any changes in site or building design; (2) to submit a labeled

utility plan overlaid on the planting plan; and (3) to submit a drawing that demonstrates that the locations of all proposed trees are viable considering vehicular sight line distance requirements. With these commitments, staff believes that the application satisfies the Plan's tree coverage goals.

*Stream Restoration, Resource Protection Area and Environmental Quality Corridor  
Water Quality*

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This property includes a portion of Scotts Run stream valley and the RPA and EQC associated with the stream. The proposed development will result in encroachment into both the EQC and the RPA as a result of the construction of Grant Street and its associated infrastructure. The impacts are shown below.



**Figure 14 Environmental Overlay**

Since the disturbance in the RPA is for proposed public streets and their associated trails and streetscape, it is exempted from the Chesapeake Bay Protection Ordinance. However, the Comprehensive Plan recommends, for Environmental Stewardship, that

*Redevelopment in Tysons should contribute to stream and riparian buffer restoration efforts along these stream valleys in order to strengthen Tysons' existing natural systems and allow for resource protection and interpretation.*

With regard to the EQC impacts, the Fairfax County Comprehensive Plan, Policy Plan, 2013 Edition, Environment section as amended through July 1, 2014, page 6-10 notes:

*The core of Fairfax County's Environmental Quality Corridor (EQC) system is its stream valleys. Streams provide habitat for aquatic species and are an integral component of stream valley habitat systems. Streams also serve to replenish water sources that may ultimately provide drinking water and are places of natural beauty, that provide recreational and aesthetic opportunities, contributing to the quality of life in Fairfax County. Much of the county's parkland consists of stream valley parks, and much of the county's existing and planned trail system is located near streams. Land use and development activities have the potential to degrade the ecological quality of streams through the direct transport of pathogens and pollutants, as well as through hydrologic changes that can alter the character of flow in streams, resulting in alterations to stream morphology (e.g., stream bank erosion). The protection and restoration of the ecological quality of streams is important to the conservation of ecological resources in Fairfax County. Therefore, efforts to minimize adverse impacts of land use and development on the county's streams should be pursued.*

In order to address this recommendation and mitigate the impacts on the EQC, the applicant has committed to contribute \$100,000 for engineering design and/or restoration of a portion of the Scotts Run Stream Valley Park. This contribution would be made prior to the approval of the site plan for the first building on the site. Generally, these funds would permit the County to purchase an already completed stream restoration plan which was produced by WSSI previously.

In addition, prior to site plan approval for each of the new buildings on the property, the applicant would contribute \$0.22 per each SF constructed. The amount of contribution would therefore range between \$255,420-414,920 for stream restoration of Scotts Run Stream Valley. Staff would prefer that the contribution be made at a time certain so that the contribution as this would allow the County could begin restoration efforts in a timely manner. In addition, staff requests that the applicant agree to grant the County access to the site as needed to conduct the restoration. The applicant has indicated that this is acceptable and the proffers will be updated. However, on the whole, staff does find that the contribution and enhancement to the stream valley meets the vision of the Comprehensive Plan.

### *Stormwater*

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The applicant has pursued a variety of measures to address stormwater management in a manner which seeks to satisfy both the requirements of the Public Facilities Manual (PFM) and the Comprehensive Plan's water quality goals for the Tysons Corner Urban Center. These measures may include, but are not limited to: retention of runoff from the proposed development; low impact development (LID) measures in the form of porous pavement and green roof areas; street tree planting areas designed as filter boxes; and detention (through the use of underground stormwater vaults where runoff may be released gradually to protect stream channels that receive the runoff).

Under the CDP and proffers, the applicant has committed to retain/reuse the first inch of rainfall to the extent practicable by treating both on- and offsite stormwater. The applicant has also shown a possible scenario as to how that goal could be attained. At the time of each FDP, the applicant will refine the work done at CDP and will include a specific goal of rainfall to be retained. The applicant will then meet this goal at site plan although alternative measures may be still be used to achieve this goal (for example, a bio-retention tree pit may be enlarged to compensate for a smaller green roof). Staff believes that this approach will allow for continued refinement of the stormwater management commitment while removing the subjective measurement of a goal from the site plan process.

The CDP indicates that the first inch (0.99) of runoff can be retained for this development by capturing 92% of the rainfall volume onsite and supplementing that amount with offsite retention. The FDPs for Building A and B show that each can retain 0.91 of the first inch onsite with additional offsite retention. Staff is satisfied that the first inch can be retained and that the FDPs are furthering that goal.

Staff finds that the applicant has met the goals of the Comprehensive Plan.

### *"Green" Buildings*

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The Comprehensive Plan recommends that zoning proposals for residential development in the Tysons Corner Urban Center area provide green building commitments sufficient to attain, at a minimum, the United States Green Building Council's (USGBC) Leadership in Energy and Environmental Design (LEED) certification or its equivalent. The applicant has committed to pursue at least LEED certification for residential buildings and to pursue at least LEED Silver certification for non-residential buildings. The applicant has provided a set of green building commitments which are largely in conformance with Plan guidance for compliance with these standards.

### *Energy/Resource Conservation*

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The Comprehensive Plan anticipates that zoning applications in Tysons Corner will include commitments to design elements and practices that will reduce the use of energy and water resources. The proposed proffers for this application include the following commitments:

- To construct each parking garage with at least three electric vehicle recharging stations that will serve at least six parking spaces and the infrastructure (such as conduit) to facilitate additional future stations; and
- To provide master electric, gas, and water usage data, to the extent that such exists, to the County for each building and the entire property.

Therefore, staff finds that the recommendations related to energy conservation have been met with this application.

### *Noise Impacts*

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In order to minimize exposure to unhealthy noise impacts, the Policy Plan of the Comprehensive Plan recommends that noise levels be mitigated to 65 dBA for outdoor activity areas, 50 dBA for the interior of offices, and 45 dBA for the interior of residences, schools, theaters, hotels, and other noise sensitive uses.

Staff has expressed concern about the possible noise impacts associated with the fire station and fire apparatus that will be using Polk Lane when the new fire station is completed in 2020. The applicant has submitted a noise study with this application, but since the fire station does not yet exist, the applicant has proffered to provide a refined interior noise study for Buildings A, C, E, and F once building plans are complete to assure that the noise recommendations to reduce the interior DNL to noise more than 45 dBA for residential buildings and 50 dBA for new office buildings can be met.

### *Urban Parkland Needs*

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The Comprehensive Plan for Tysons Corner calls for a comprehensive system of public open spaces to serve residents, visitors and workers. According to the Plan, this system of public spaces should include parks of different types (pocket parks, civic plazas, common greens, recreation-focused parks, linear parks/trails, and natural resource areas) to enhance the quality of life, health and the environment for those who live, work and visit Tysons Corner. The Plan recognizes that while on-site parkland is an integral part of urban design, additional open spaces and parkland could be provided off-site to address some of the needs of the future residents and employees, especially as related to active recreation facilities. To that end, in the Parks and Recreation Section of the Environmental Stewardship Chapter of the

Tysons Corner Urban Center Areawide Recommendations, the Plan states the following:

*The provision of land should be proportionate to the impact of the proposed development on park and recreation service levels. An urban park land standard of 1.5 acres per 1,000 residents and 1 acre per 10,000 employees will be applied.*

Applying the urban parkland standard cited in the Comprehensive Plan to the proposed development, which assumes an average household size of 1.75 and one employee per 300 square feet of commercial uses, there is a need for 5.17 acres of urban parkland onsite (Option 1 and 2, respectively). The amount of new, usable public urban park space being provided is approximately 1.36 acres less than the need generated depending on the pursued development option.

While Plan guidance provides a benchmark on park quantity, quality is also important. The applicant proposes eight distinct on-site public parks (and improvements to offsite areas, including the Park Authority's land adjacent to proposed Building B). Park spaces include linear forested areas, common greens, pocket parks and a recreation focused park adjacent to the new athletic field. Overall, the application provides a good mix of on-site park spaces including active recreation and quiet areas for enjoyment of the outdoors.

Staff believes that the quality and character of the spaces and the contribution to the stream restoration is sufficient to offset the acreage deficiency.



Figure 15 Park Spaces

### *Athletic Field Needs*

In addition to the need for new urban parks, the Comprehensive Plan also recognizes the need for a variety of small and large recreational facilities in Tysons Corner to meet the need of new residents, workers, and visitors. In the Parks and Recreation Section of the Environmental Stewardship Chapter of the Tysons Corner Urban Center Areawide Recommendations, the Plan states the following:

*...recreational facility service level standards in the Park and Recreation element of the Countywide Policy Plan should be applied to new development in Tysons, with adjustments made for urban demographics and use patterns. Using 2050 development projections, anticipated urban field use patterns, optimal athletic field design (lights and synthetic turf) and longer scheduling periods, the adjusted need for athletic fields to serve Tysons is a total of 20 fields... In general, the need for an athletic field is generated by the development of approximately 4.5 million square feet of mixed use development in Tysons.*

The Plan suggests that “creative approaches can be used to ensure provision of recreational facilities, especially athletic fields that meet service level standards...[which] may include indoor and rooftop facilities.” The Plan also indicates a preference for recreational facilities to be provided on-site or in an

area that serves the new development. The Plan text specifically lays out a hierarchy of approaches:

*Provision of park land and facilities on-site is preferred. If on-site dedication and facility provision are not possible, an equivalent off-site dedication and facility construction within the same district should be sought as a substitution. Where it is not possible to locate facilities within the district, locations that serve Tysons may be substituted. As a last alternative, as for smaller sites, an equivalent monetary contribution to fund local public parks within Tysons may be substituted.*

Based on Comprehensive Plan guidance for provision of one full-service athletic field per 4.5 million square feet of new GFA, the proposed development generates a need for 0.42 athletic fields. The development plan shows that the applicant will expand the planned small rectangle field on the adjacent Taft property to full size which will require the field to extend onto a small portion of the subject property. The CDP also depicts sport courts adjacent to the field. Under the proffers, the applicant will dedicate 25 parking spaces for park users in the garage adjacent to Building E (or in existing surface parking lots prior to construction of Building E) for use after 5:00 pm on weekdays and all day on the weekends. Under the proffers, the applicant will also dedicate Park 7 (the park adjacent to the field) to Fairfax County. The athletic field expansion would occur prior to the issuance of the first RUP or Non-Rup for Building A or E. In the event that the athletic field is not under construction or provided by the time that the field requirement is triggered, the applicant has proffered to dedicate the necessary land area, contribute funding for the construction of the field and reserve parking spaces for the field use.

Staff finds this commitment satisfies the need to provide an athletic facility as described in the Comprehensive Plan.

#### *Other Recreational Facility Needs*

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Beyond athletic fields, in the Tysons Corner Urban Center Areawide Recommendations, Public Facilities Chapter, Parks Section, the Plan states the following:

*The Countywide recreation facility service level standards in the Park and Recreation element of the Countywide Policy Plan should be applied to new development in Tysons, with adjustments made for urban demographics and use patterns. Provision of facilities to meet these service level needs will ensure that as Tysons redevelops, publicly accessible athletic fields, tennis courts, basketball courts, fitness and program space, swimming pools, and other active recreational facilities*

*will be provided at levels meeting the needs of future Tysons residents, employees and visitors.*

As discussed in the preceding section, the applicant is providing an adequate assortment of publicly-accessible recreational facilities onsite. The plan shows a children's play structure, 1.5 multi-purpose courts and a petanque court.

*Fairfax County Public Schools*

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The proposed development would be served by the Westgate Elementary, Kilmer Middle and Marshall High Schools. All three schools could have capacity deficits in the next five years if development occurs. The total range of the number of students generated by the application is projected to be as follows:

	<b>Total</b>
Elementary	115
Middle	33
High	59
Total	207

For the application, the applicant has proffered a contribution of \$10,825 per student, based on the number of students expected to be generated by utilizing the County's current formula, using the current ratios of students per dwelling unit.

*Sanitary Sewer*

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As development in the Tysons Corner Urban Center is expected to increase dramatically based on the new Comprehensive Plan recommendations, the applicant should be aware that off-site trunk sewer upgrades might be necessary in the future, which would be achieved by a pro-rata share contribution.

*Fire and Rescue*

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The subject property is currently serviced by the Fairfax County Fire and Rescue Department Station #29, Tysons Corner. Staff has requested that the applicant proffer to six traffic preemption signals for the traffic signals in the area. The applicant has proffered one such signal. Other applications have provided considerably more preemption signals with fewer additional requested dwelling units. The applicant is encouraged to assist in this endeavor for their own residents as well as for Tysons as a whole.

The requested rezoning currently meets fire protection guidelines, as determined by the Fire and Rescue Department. Staff notes that, as mentioned above, a new fire station

has been proffered on the Taft site at the end of (existing) Old Meadow Lane (future Polk Street). The station will be delivered by 2020. As noted earlier in this report, the applicant has proffered funds that could be used to furnish this new station.

The CDP and FDP have been reviewed by the Fire Marshal and determined to be sufficient at this time. The applicant has proffered that at site plan, should changes be requested in response to the Fire Marshal (including adjustments to tree locations, the streetscape and perimeter building areas) to allow for required emergency vehicle access, such changes could be made provided such modifications are: (1) in substantial conformance with the intent of the CDP, FDP and these proffers; and (2) are made in consultation with the Fairfax County Department of Planning and Zoning, Zoning Evaluation Division (DPZ-ZED), Fairfax County Department of Transportation (FCDOT), Urban Forestry Management Division (UFMD) of DPWES and the Office of Community Revitalization (OCR).

### *Fairfax Water*

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The subject properties can be served by Fairfax Water. However, the applicant will be required to connect to Fairfax Water's water system. A 24-inch water main will be required, along Old Meadow Road and will need to be coordinated with this development. Additional water main extensions may be required.

### *Telecommunications*

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While no specific telecommunications facilities are proposed with these applications, the applicant has proffered to retain the right to place telecommunications equipment on the roofs of the proposed buildings, so long as such installations meet the applicable Zoning Ordinance regulations and are screened or set back so as not to be visible from the surrounding streets.

## **ZONING ORDINANCE PROVISIONS** (Appendix 18)

The purpose and intent of the Planned Tysons Corner (PTC) District is to implement the mix of uses, densities, and intensities under the redevelopment option set forth in the adopted Comprehensive Plan for the Tysons Corner Urban Center. These provisions require the applicant to demonstrate that the development furthers the vision of the Tysons Corner Urban Center as outlined in eight objectives that reflect the standards of the Areawide Recommendations contained in the Plan text (which were discussed in detail above).

As noted, these cases will contain a mix of residential, office, and other non-residential uses (such as ground floor retail) identified as "retail/service".

The Zoning Ordinance provides requirements relating to parking, building height and bulk regulations, open space and intensity. All of these requirements reflect the recommendations of the Comprehensive Plan as discussed previously in the Plan analysis. Therefore, it is staff's opinion that the applications meet these standards.

*Test for Partial PCA*

As noted in the beginning of this staff report, state law permits an applicant to file an application for a partial PCA under circumstances where the Fairfax County Zoning Ordinance would not. Specifically and historically, prior to this law, an applicant would need to show that the remaining properties can remain in conformance with all aspects of a previously approved zoning application, including any FAR limitations. The state code permits an application to be accepted for the Board of Supervisors to determine if approval of the application would: adversely affect the use of the property not incorporated into the amendment application; inhibit, adversely affect, or preclude in any manner the fulfillment of the proffered conditions applicable to the land area not incorporated; or adversely impact the vehicular and pedestrian circulation, connectivity, landscaping and streetscape applicable to the area not incorporated into the amendment application.

Staff has analyzed the accepted proffers (RZ 92-P-001) and notes that the requirements of those proffers remain in effect for the properties remaining, i.e. commitments relating to topics such as height, landscaping, screening, sidewalks, stormwater, environmental impacts, and landscaping remain in place. The sites remaining under the proffers for RZ 92-P-001 are fully developed with the maximum square footage of development permitted. Although these sites will exceed the maximum FAR permitted once the subject site is removed from the governing proffers, those sites will not be adversely impacted by with approval of this application. The Zoning Administrator has noted that, with the exception of the FAR limitation, there would be no impact on the remainder associated with the current rezoning. Specifically, if the PCA application were to be approved by the Board, it is the determination of the Zoning Administrator that, based on the provisions set forth in Virginia Code Ann. § 15.2-22302(A), the remaining land area subject to RZ 92-P-001 would not be deemed to be out of compliance with the proffers with respect to the overall FAR of 0.65 and would not be deemed nonconforming. Further, the existing improvements can be maintained and the properties may be redeveloped to their existing conditions in the event of casualty. Finally, the redevelopment of the subject sites would permit the furtherance of the vision of the Comprehensive Plan and would not preclude or restrict the remaining properties.

*Standards for all Planned Developments (Sect. 16-100)*

Sect. 16-101 contains six general standards that must be met by a planned development. Sect. 16-102 contains three design standards to which all Conceptual and

Final Development Plans are subject. These general and design standards include the same elements that are included in the Areawide Recommendations which are addressed above.

Overlay District Requirements

- *Highway Corridor (HC) (Sect. 7-600)*

The Highway Corridor Overlay District puts additional restrictions on certain automobile oriented uses, including drive-in financial institutions, fast food restaurants, quick-service food stores, service stations and service station/mini-marts. All of these uses are permitted by the PTC District when shown on an approved FDP. Furthermore, staff believes that the appropriate time to evaluate these uses is when an FDP (or FDPA) is submitted requesting such a use. As discussed earlier in this report, the proposed proffers for this case state that any use allowed in the PTC District as a permitted use would be allowed in the retail/service portion of the requested square footage when the use restrictions are met. Fast food restaurants and quick-service food stores are limited in the HC Overlay District because of their potential for high trip generation. In a high or mid-rise building, which has no surface parking, fast food restaurants and quick-service food stores will be oriented to the pedestrian. Staff therefore believes it is appropriate to permit these two uses to occur within the proposed building.

Waivers and Modifications Requested (for rezoning application unless otherwise noted)

- Waiver of Sect. 2-505 of the Zoning Ordinance to permit structures and vegetation on a corner lot as shown on the CDP.

Sect. 2-505 of the Zoning Ordinance prohibits structures and vegetation on a corner lot within a triangle determined by the street and sight lines. However, in this rezoning, all buildings and vegetation have been reviewed against VDOT sight distance requirements and have been found to be designed in a manner consistent with those requirements. In addition, the applicant has provided a functional drawing showing, among other things, sight distance lines at driveways and intersections. The proffers further note that if vegetation conflicts with sight distance requirements, the applicant shall work with staff to make minor adjustments to the tree location or remove lower branches. If necessary, the trees can be relocated in coordination in staff. Due to the level of review of this application and proffered considerations related to maintaining sight distances, staff recommends approval of this waiver.

- Waiver of Pars. 3(E) of 10-104 to increase the maximum fence height from 7 to 14 feet around accessory uses/structures located within the rear yard for areas associated with sports courts and urban plazas.

If active recreational uses are provided on roofs or adjacent to roads, they may require fencing, screening or barriers exceeding seven (7) feet. Staff supports this waiver as the applicant has proffered that all fences, are to be shown on a FDP for review and approval and that no fences shall exceed 14 feet in height.

- Modification of Sect. 11-202(4) requiring a minimum distance of 40 feet of a loading space in proximity to drive aisles, to that as demonstrated on the CDP;

Par. 4 of Sect. 11-202 states that no loading space or berth may be located within 40 feet of the nearest point of intersection of the edges of the travelway or the curbs of any two streets. The applicant has requested this waiver for proposed loading entrances as shown on the CDP. Within residential and/or commercial buildings, the loading entrances are often combined with parking entrances in keeping with the Tysons Street Standards and Tysons Corner Urban Design Guidelines. Therefore, staff supports this waiver to permit those loading areas as depicted on the CDP.

- Waiver and/or modification to interior parking lot landscaping requirements of Sect. 13-202 for interim surface lots, structured parking and spaces on private streets.

Interior parking lot landscaping can be waived where such waiver or modification will not have any deleterious effect on the existing or planned development of adjacent properties. For existing surface parking lots which may be converted to commercial off-street parking, however, the existing conditions may not show landscaping to interior parking lot standards. So long as the applicant maintains the existing conditions, staff can support this waiver.

- Waiver of Par. 2 of Sect. 6-505 to permit a site plan for public improvements plans associated with public roadway, infrastructure, or other park spaces to be filed without an approved FDP.

An FDP is a prerequisite for a site plan. However, in this case, the applicant is requesting that this requirement be waived so that the applicant can file site plans for public improvements without an FDP. In Tysons, it is expected that developments will occur in phases. In order to facilitate the early installation of as many public improvements as possible, staff believes it is appropriate to provide a waiver of the FDP requirement for certain public facilities (such as roads and parks) when sufficient details are shown on the CDP to allow a site plan or public improvement plan to be evaluated. Staff supports this requested waiver.

- Waiver of Par. 3B of Sect. 17-201 to provide any additional interparcel connections to adjacent parcels beyond that shown on the CDP and as proffered.

The application provides for an interconnected grid of public streets and demonstrates how the grid may be extended in the future as surrounding properties develop. With these commitments, adequate access is provided to connect this development to the surrounding properties as they redevelop. Therefore, staff supports a waiver of Par. 3B of Sect. 17-201 to permit only those areas of interparcel access as shown on the CDP and as described in the proffers to be provided.

- Modification of Par. 2 of Sect. 17-201 to permit the construction of the sidewalks and on-road bike lane system shown on the CDP.

On-street bike lanes are provided throughout this development and sidewalks are provided along all streets as part of the streetscape in keeping with the urban recommendations of the Comprehensive Plan. Therefore, staff supports the requested modification.

- Waiver of Par. 4 of Sect. 17-201 to allow only for the dedication and construction of roads as depicted on the CDP and indicated in the proffers

Par. 4 of Sect. 17-201 requires “the dedication and construction of widening for existing roads, existing roads on new alignments and proposed roads, all as indicated on the adopted comprehensive plan.” The street grid and design has been extensively negotiated over the course of this application. As such, staff supports the waiver of Par. 4 of Sect. 17-201 to that shown in the plans and proffers.

- Waiver of Par. 7 of Sect. 17-201 to allow establishment of parking control, signs and parking meters along private streets within the development.

In Tysons Corner, on-street parking will be an important part of providing parking for uses and meeting street design standards. The owners of private streets may wish to regulate the use of these parking spaces to serve their needs. Although there is a very limited amount of private streets in this application, staff supports this waiver.

Landscaping/Tree Canopy Waivers

The applicant has requested the following waivers of the PFM:

- Modification of Sect. 12-0510 of the PFM to reduce the minimum planter opening area for trees used to satisfy the tree cover requirement in favor of that shown on the CDP.
- Modification of Sect. 12-0515.6B of the PFM to allow trees located above any proposed percolation trench or bioretention areas to count towards county tree cover requirements as depicted on the CDP.
- Modification of Sect. 12-0501 of the PFM to permit the 10 year tree canopy requirements as shown on the CDP as proffered.
- Modification of Sect. 12-0511 of the PFM for required tree preservation target and ten percent canopy to be calculated as shown on the overall CDP area.

The minimum planting area opening requirements contained within the PFM are intended to enhance the survivability of street trees in the application. The applicant has utilized planting details in conformance with the Tysons Urban Design Guidelines, including the use of structural soils and adequate soil volumes. These guidelines account for smaller planter openings to allow for greater space for pedestrians. .

The application provides details and specifications, with proffers, on how trees planted in percolation trenches and bioretention areas will be planted, maintained and replaced. Therefore, since the applicant has agreed to maintain the trees in these bioretention pits, staff is comfortable that the trees will survive and can be counted for the tree canopy.

As noted earlier, off-site trees (such as trees in public rights-of-way) and trees in easements do not count toward the tree canopy requirements because of concerns about maintenance and replacement. However, the applicant has proffered to maintain these trees and replace them should they be damaged or removed. Were these street trees and trees in easements counted per the PFM, the 10-year canopy would be met. In addition, given the intensity of development envisioned by the Comprehensive Plan and this CDP, some sites within the entire development may not meet the 10-year tree canopy requirements; however, the tree canopy requirements could be met when viewing the application as a whole.

Given the proceeding proffer commitments and plan specifications, staff supports this group of landscaping waivers/modifications.

Other Requested Waivers and Modifications

The remaining requested waivers and modifications should be addressed at the time of site plan review as staff does not have enough information to evaluate those requests.

**CONCLUSIONS AND RECOMMENDATIONS**

**Staff Conclusions**

The subject development proposal has been extensively reviewed against the Tysons Comprehensive Plan Amendment and the PTC District Zoning Ordinance regulations. The application has approached the design process for this site, including its relationship to the stream valley and to the adjacent fire station/field site, in a comprehensive fashion so that the site layout, street grid, landscaping, streetscaping, and park design are as envisioned in the Comprehensive Plan.

On the whole, this application conforms to the recommendations of the Comprehensive Plan and good design principles. Staff believes that this development has addressed the many recommendations of the Comprehensive Plan, including transportation, affordable housing, water quality, parks and open space and public facilities. Staff therefore concludes that the subject applications are in harmony with the Comprehensive Plan and in conformance with the applicable Zoning Ordinance provisions with the implementation of the draft proffers and proposed development conditions contained in Appendices 1-3 of this Staff Report.

However, staff finds that the application has not fully addressed the issues relating to a provision of public facilities on this application and suggests that the proffer should be updated to provide the contribution based on the maximum amount of square footage requested in this application.

**Recommendations**

Staff recommends approval of PCA 92-P-001-12.

Staff recommends approval of RZ 2014-PR-021, subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends approval of FDP 2014-PR-021-1, subject to the Board's approval of RZ 2014-PR-021 and the development conditions contained in Appendix 2.

Staff recommends approval of FDP 2014-PR-021-2, subject to the Board's approval of RZ 2014-PR-021 and the development conditions contained in Appendix 3.

Staff recommends that the Board of Supervisors direct the Fairfax County Park Authority to issue any easements or right of way as necessary for the construction of Grant Street and associated park improvements.

Staff recommends approval of the following modifications and waivers for RZ 2014-PR-021:

- Waiver of Sect. 2-505 of the Zoning Ordinance to permit structures and vegetation on a corner lot as shown on the CDP.
- Waiver of Pars. 3(E) of 10-104 to increase the maximum fence height from 7 to 14 feet around accessory uses/structures located within the rear yard for areas associated with sports courts and urban plazas.
- Modification of Sect. 11-202(4) requiring a minimum distance of forty feet of a loading space in proximity to drive aisles, to that shown on the CDP.
- Waiver and/or modification to interior parking lot landscaping requirements of Sect. 13-202 for interim surface lots, structured parking and spaces on private streets as either depicted on an FDP or shown on a landscape plan.
- Waiver of Par. 2 of Sect. 6-505 to permit a site plan for public improvements plans associated with public roadway, infrastructure, or other park spaces to be filed without an approved FDP.
- Waiver of Par. 3B of Sect. 17-201 to provide any additional interparcel connections to adjacent parcels beyond that shown on the CDP and as proffered.
- Modification of Par. 2 of Sect. 17-201 to permit the construction of the sidewalks and on-road bike lane system shown on the CDP.
- Waiver of Par. 4 of Sect. 17-201 to allow only for the dedication and construction of roads as depicted on the CDP and indicated in the proffers.
- Waiver of Par. 7 of Sect. 17-201 to allow establishment of parking control, signs and parking meters along private streets within the development.
- Modification of Sect. 12-0510 of the PFM to reduce the minimum planter opening area for trees used to satisfy the tree cover requirement in favor of that shown on the CDP.

- Modification of Sect. 12-0515.6B of the PFM to allow trees located above any proposed percolation trench or bioretention areas to count towards county tree cover requirements as depicted on the CDP.
- Modification of Sect. 12-0501 of the PFM to permit the 10 year tree canopy requirements as shown on the CDP and as proffered.
- Modification of Sect. 12-0511 of the PFM for required tree preservation target and ten percent canopy to be calculated as shown on the overall CDP area.

## **APPENDICES**

1. Draft Proffer Statement: RZ 2014-PR-021
2. Proposed Development Conditions: FDP 2014-PR-021,
3. Proposed Development Conditions: FDP 2014-PR-021-2
4. Affidavits
5. Applicant's Statements
6. Plan Citations and Land Use Analysis
7. Transportation Analyses (FCDOT and VDOT)
8. Office of Office of Community Revitalization Analysis
9. Environmental Analyses
10. DPWES Stormwater Management Analyses
11. Park Authority Analyses
12. Urban Forest Management Branch Analyses
13. Schools Analyses
14. Sanitary Sewer Analyses
15. Fire and Rescue Analyses
16. Fairfax Water Analyses
17. Selected Excerpts from the Zoning Ordinance
18. Glossary of Terms

PROFFERS  
 BIT INVESTMENT FIFTY-TWO, LLC  
 RZ 2014-PR-021

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**DRAFT  
PROFFERS**

**BIT Investment Fifty-Two, LLC**

**RZ 2014-PR-021**

May 25, 2016

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and its successors and/or assigns (hereinafter referred to as the "Applicant"), hereby proffer that the development of the parcels under consideration and shown on the 2015 Fairfax County tax maps as 29-4 ((6)) A, B, 95C, 97C, 105 and 106 (collectively, the "Property") shall be in accordance with the following conditions if, and only if, Rezoning application 2014-PR-021 (this "Rezoning") is granted. 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 this Rezoning, these Proffers shall replace and supersede all previous proffers and development conditions approved on the Property.

**PROPOSED DEVELOPMENT**

1. Conceptual Development Plan. The Property shall be developed in substantial conformance with the certain elements of The Highland District Conceptual Development Plan ("CDP") dated July 14, 2014 and revised through March 16, 2016, prepared by VIKA, Incorporated, Hord Coplan Macht, Inc. and Parker Rodriguez, Inc. The proffered elements of the CDP are limited to the grid of streets, the general location of the points of access, buildings and build-to-lines, the mix of uses, minimum and maximum building heights, the general quality and character of the streetscape, the amount and general location and quality of urban park land, and only a future amendment to such elements shall require a subsequent Conceptual Development Plan Amendment ("CDPA") or Proffered Condition Amendment ("PCA"). Other elements of the CDP may be adjusted or modified with approval of future Final Development Plans ("FDPs") in accordance with the provisions set forth in Section 16-402 of the Fairfax County Zoning Ordinance (the "Ordinance").
2. Minor Modifications. Minor modifications to the proffered elements of the CDP may be permitted when necessitated by final engineering or that may become necessary as part of FDP approval or final site design or engineering, pursuant to Section 16-403(4) of the Ordinance.
3. Declarations/Owners Associations. The Applicant shall cause the recordation of one or more declarations creating an umbrella owners' association ("UOA") and as necessary, condominium owners' associations ("COA") or declarations of covenants and agreements dealing with the governance of maintenance and operation of the Property or

other governance documents which will legally bind the Property, (collectively referred to as the "Governance Documents"). Such Governance Documents shall be prepared, be legally effective and recorded prior to the issuance of the first Non-Residential use Permit ("Non-RUP") or Residential Use Permit ("RUP") for any new construction as shown on the CDP. The respective Governance Documents shall specify various proffer and maintenance obligations set forth in these Proffers, including the maintenance of certain streets, associated sidewalks, streetscapes and furnishings, and site amenities such as, but not limited to, the publicly accessible park areas and implementation/management of a transportation demand management program. Such maintenance obligations shall not apply to the owners of any portions of the Property which have not yet been redeveloped in accordance with the CDP. The Governance Documents shall be included in any offering, sale materials or contracts for any condominiums. Purchasers of land or buildings shall be advised of these obligations in the contract of sale.

4. Existing and Interim Development.

- A. The Property is developed with five existing office buildings and surface parking lots (collectively, the "Existing Development"). The Existing Development is shown on Sheets C-4 and C-5 of the CDP and may remain in operation in its current form. In the event that only a portion of the Property is redeveloped subject to an approved FDP and site plan, the portions of the Property not subject to the FDP may continue in operation as shown on Sheets C-4 and C-5. The Applicant may make minor modifications to the Existing Development, secure site plans approvals, and obtain building permits for, and make interior and exterior improvements to, the Existing Development shown on Sheets C-4 and C-5 without the need for a CDPA or FDP.
- B. Any use permitted in the PTC District, exclusive of residential and hotel uses, may also be permitted as a use in the existing buildings subject to the Use Limitations in Section 6-505 of the Ordinance, as may be modified or waived.
- C. Commercial off-street parking may be provided on an interim basis in the existing parking areas on the Property without approval of an FDP. Commercial off-street parking may be provided on an interim basis in new surface lots on the Property with approval of an FDP. Interim commercial off-street parking shall be deemed to be in general conformance with the CDP. Prior to the issuance of a Non-RUP for commercial off-street parking in existing surface lots, or at the time of FDP approval for commercial off-street parking in new surface lots, the Applicant shall provide to VDOT and FCDOT an operational traffic analysis ("Operational Analysis") of points of access to the parking site. Such Operational Analyses shall be limited to an assessment of those driveways and/or turn lanes serving the particular parking site. Any establishment of interim surface commercial off-street parking facilities shall provide interim improvements as set forth in Proffer 25 and shall meet Zoning Ordinance peripheral and interior parking lot landscaping requirements, unless waived or modified. This parking shall be in addition to the permitted parking for the proposed uses on the Property.

5. Proposed Development.

- A. The maximum gross floor area ("GFA") permitted on the Property is 1,886,000 square feet (the "Proposed Development"). The Proposed Development will over time replace the Existing Development.
- B. The Proposed Development may include all permitted uses in the Planned Tysons Corner Urban ("PTC") District, subject to limitations in Section 6-505 of the Ordinance, the development tabulations on Sheet C-3 of the CDP (the "Development Tabulations") and these Proffers.
- C. The Retail/Service Use category provided in the Development Tabulations may include any non-residential use permitted by-right, by special exception or by special permit in the PTC District exclusive of office and hotel uses. The Proposed Development shall include a minimum of 10,000 square feet of Retail/Service Uses. Such Retail/Service uses shall be located as generally shown on Sheet A1a of the CDP as may be refined and adjusted with the FDP for each building as further described in Proffer 6 and shall generally be designed with entry doors on the ground floor to activate the streetscape.
- D. Uses allowed by special exception or special permit in the PTC District may be authorized through a separate special exception or special permit process without the need for a PCA or CDPA, as determined by the Zoning Administrator.

6. Final Development Plans. FDPs approved for individual building sites on the Property shall establish the maximum GFA, the primary use of the building, and the minimum and maximum number of residential units for each building within the limits established by these Proffers and the CDP. The specific GFA and number of residential units for each building shall be established at final site plan. If the maximum GFA or maximum number of dwelling units approved with any FDP is less than the maximums shown on the CDP, the excess GFA or dwelling units may be utilized in another building or building(s) within the Property provided: (1) the excess GFA or dwelling units can be accommodated within the maximum building height for the building utilizing the excess GFA or dwelling units as shown on the CDP; (2) the minimum building height for the building providing the excess GFA or dwelling units as shown on the CDP is maintained; and (3) FDP(s) or FDPA(s) for the applicable building(s) transferring and utilizing the excess GFA are approved.

In addition, the following information shall be provided with each FDP subsequent to this Rezoning.

- A. Tabulations. A tabulation indicating the development status of all property subject to this Rezoning shall be provided with each FDP and site plan submitted for the Property. The tabulation shall include a listing of all proposed buildings, along with the GFA, uses, final building heights, and parking required on the CDP and FDP and the parking required/provided on the site plan as may be applicable. The tabulation shall identify the reassignment of any excess GFA (as compared with

what was originally shown on the applicable CDP) and shall be updated with each subsequent FDP and site plan approved for the Property.

- B. Tree Canopy Calculations. A tabulation indicating the tree canopy calculations of all property subject to this rezoning to be updated with each subsequent FDP, FDPA and site plan approved for the Property.
- C. TDM Supplement. 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.
- D. Sight Distance. Vehicular sight distance lines at all intersections within, and adjacent to, the FDP area overlaid on the Landscape Plan.
- E. Utilities. Approximate location of existing and proposed utilities to serve the area of the FDP including the location of the any utility vaults and maintenance points to stormwater management facilities overlaid on the Landscape Plan.
- F. Proposed Uses. A list of proposed uses and demonstration of how such uses meet the applicable "Use Limitations" of Section 6-505 of the Ordinance.
- G. Architectural Elements. Specific information on architectural elements as provided in Proffer 9.
- H. Build-to-Lines. Refinement of the build-to-lines based on proposed uses, location of possible outdoor dining areas, and identification of awnings and canopies that extend beyond the building zone.
- I. Streetscape. A graphic depiction of, and any adjustments to, the activated streetscape elements as provided in Proffer 13 and refinement of, and adjustments to, streetscape elements as provided in Proffer 24.
- J. Garage Treatments. Proposed parking garage façade treatments as provided in Proffer 11.
- K. Loading/Trash/Service Area Treatment. Proposed loading/trash/service area treatments.
- L. Landscaping. Detailed landscape plans as provided in Proffer 21.
- M. Streetscape Furnishings. Submission of a "Streetscape Furnishing and Materials Plan" as provided in Proffer 24.
- N. Interim Conditions. Identification of specific proposed interim conditions within the FDP area and outside the FDP area.
- O. Phasing. Identification of specific proposed phased improvements in accordance with Proffer 7 and those generally set forth on the phasing-related exhibits

provided on Sheets A4a through A4g of the CDP (collectively, the "Phasing Exhibits").

- P. Parks and Recreation. Specific park details, site amenities and substitute recreation facilities as provided in Proffer 56.
  - Q. Residential Amenities. Specific facilities and amenities to be provided for each residential building.
  - R. Provisions for Bicycles and Buses. Bicycle parking, storage and bicycle lane dimensions as provided in Proffers 39 and 40 and location and general design of bus/circulator shelter(s), if any, as provided in Proffer 41.
  - S. Parking Spaces. Refinement of the number of parking spaces as provided in Proffer 46; details, to the extent known, as to when tandem spaces and/or valet parking will be utilized; and assuming parking ratios in early phases exceed the maximum ratios allowed, a description and/or tabulation in the statement of justification discussing how the subject FDP and preceding FDPs are achieving the Comprehensive Plan's recommendations for phased parking such that at the build-out of the Property the maximum parking rates are not exceeded as provided in Proffer 44.
  - T. Stormwater Management. Identification of specific stormwater management facilities as provided in Proffer 63 and a tabulation showing the impact of the FDP implementation on the retention and/or reuse of the first inch of rainfall on the Property.
  - U. Fencing. Identification of proposed fencing, walls, screening or barriers serving active recreational uses (limited to a maximum of 14 feet) and adjacent to streets that exceed seven (7) feet in height.
7. Development Phasing. The Applicant shall construct the grid of streets and provide pedestrian and bicycle improvements, public parks, private amenities and public facilities on the Property in conjunction with the redevelopment of each building in accordance with the Phasing Exhibits and as further described in these Proffers. Development may proceed in any order provided that each building provides the phasing conditions depicted on the Phasing Exhibits. Where a proffer establishes an obligation that applies to a building or building site, reference to "Applicant" in such proffer shall mean the party undertaking the development of such building. Adjustments to the phasing may be approved with FDP approvals without the requirement for a PCA or CDPA, provided the adjustments do not materially adversely affect the other phases.
8. Fire Marshal Evaluation. The Applicant has coordinated the layouts depicted on the CDP with the Fire Marshal. Changes to the CDP and future FDPs shall be permitted without the requirement for a CDPA and/or FDPA 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, provided such modifications are made in consultation with the Department of Planning and Zoning

("DPZ"), Office of Community Revitalization ("OCR") and the Department of Transportation ("FCDOT") and are in substantial conformance with the CDP, FDPs and these Proffers.

## ARCHITECTURAL AND URBAN DESIGN

9. Architecture. The architectural treatment of all buildings within the Proposed Development shall create a sense of identity and place, and shall create human scale through the use of unifying elements such as materials, textures, color, window treatments, decorative details, lighting, and landscaping. Buildings shall be designed with high quality architecture and building materials that are typically used on the exterior of Class A office buildings and residential and retail buildings of a similar quality. FDPs shall include specific design information on building materials, architecture, and specific features designed to activate streetscapes.
10. Build-to-Lines. Build-to-lines ("BTL") have been established as depicted on the CDP, to create an urban, pedestrian-oriented environment where buildings are located close to the street and pedestrian/streetscape areas are located between the buildings and the streets. In general, building facades are intended to be configured in such a way as to provide a continuous street wall along this line, but modifications to either side of the BTL shall be permitted provided such are in general conformance with the CDP and are shown on an approved FDP. In general, awnings and other architectural canopies attached to the building frontage that project out from the BTLs shall not extend beyond the building zone, except as may be shown on an approved FDP. At the time of FDP approval, the Applicant shall identify possible locations along the street level for expanded areas for outdoor dining adjacent to cafes and restaurants and shall provide appropriate building zones for such uses. Outdoor dining shall be limited to the building zone and shall not extend in to the clear pedestrian sidewalk as described in Proffer 24.
11. Parking Structures. New above grade parking structures shall either (1) incorporate Retail/Service uses, residential dwellings or associated amenity spaces, offices or public uses, among other uses at the ground level as depicted on the CDP; (2) be architecturally treated as depicted on an approved FDP; or (3) utilize landscaping/green screening, decorative material or wall art to screen the garage areas from street view. Alternate garage façade treatments may be permitted with FDP approval
12. Building Height. Building heights, as measured from the average grade, shall not be less than the minimum heights or greater than the maximum heights identified for each building in the Development Tabulations. Building heights shall be refined with each FDP and the final height shall be determined at the time of site plan approval. Maximum building heights shall include parapet walls, penthouses, and all rooftop structures. All building penthouses and rooftop structures shall be integrated into the architecture of the building. Additional height may be permitted to accommodate features associated with sustainable design and green building practices.
13. Activated Streetscapes and Ground Floor Elements. Activated streetscapes shall be provided by designing and constructing streetscapes and exterior facades of ground floor

areas adjacent to streets as generally described below. Modifications and further refinements may be permitted with the approval of FDPs.

A. Old Meadow Road shall be designed with:

- (i) a generally continuous eight (8) foot wide landscape amenity panel with the potential to provide bio-retention adjacent to Old Meadow Road including street trees;
- (ii) an eight (8) foot wide clear pedestrian sidewalk;
- (iii) a variable width building zone (minimum four (4) feet in width) that will provide additional hardscape adjacent to ground floor non-residential uses and hardscape/landscaped areas adjacent to residential uses;
- (iv) ground floors having an average floor to floor height of 16 feet to accommodate non-residential uses shown on an approved FDP; and
- (v) entries and lobbies with recessed and/or welcoming entries incorporating awnings or canopies as appropriate;
- (vi) a minimum of 50% transparent glazing of the street wall up to a height of 12 feet above the adjacent sidewalk for the Old Meadow Road façade of Building F, with building entrance openings and display windows considered to meet a portion of the transparency guidelines;
- (vii) residential façades to include a percentage of transparent glazed facades typical of windows required for dwellings; and
- (viii) if any individual residential units have direct access to the streetscape, they shall utilize design features to provide interior privacy (such as by having a ground floor elevation above the sidewalk grade); and
- (ix) architectural screening of any above grade garages; and screening of the loading/trash/service areas from public view through the use of roll down doors or similar treatment.

B. Polk Street and Roosevelt Street shall be designed with:

- (i) a minimum six (6) foot wide landscape amenity panel adjacent to the street;
- (ii) a minimum six (6) foot wide clear pedestrian sidewalk;
- (iii) a variable width building zone (minimum four (4) feet in width) that will provide additional hardscape adjacent to ground floor non-residential uses and hardscape/landscaped areas adjacent to residential uses;

- (iv) ground floors having an average floor to floor height of 14 feet to accommodate non-residential uses shown on an approved FDP;
- (v) entries and lobbies with recessed and/or welcoming entries incorporating awnings or canopies as appropriate;
- (vi) residential façades to include a percentage of transparent glazed facades typical of windows required for dwellings;
- (vii) if any individual residential units have direct access to the streetscape, they shall utilize design features to provide interior privacy (such as by having a ground floor elevation above the sidewalk grade);
- (viii) architectural screening of any above grade garages; and screening of the loading/trash/service areas from public view through the use of roll down doors or similar treatment.

C. Buchanan Street shall be designed with:

- (i) a minimum six (6) foot wide landscape amenity panel;
- (ii) a six (6) foot wide clear pedestrian sidewalk;
- (iii) a variable width building zone (minimum four (4) feet in width) that will provide additional hardscape/landscape areas adjacent to the buildings;
- (iv) residential façades to include a percentage of transparent glazed facades typical of windows required for dwellings; and
- (v) if any individual residential units have direct access to the streetscape, they shall utilize design features to provide interior privacy (such as by having a ground floor elevation above the sidewalk grade).

D. Grant Street's western and northern sides (adjacent to buildings) shall be designed with:

- (i) a minimum six (6) foot wide landscape amenity panel;
- (ii) a six (6) foot wide clear pedestrian sidewalk;
- (iii) a variable width building zone (minimum four (4) feet in width) that will provide additional hardscape/landscape areas adjacent to the buildings;
- (iv) residential façades to include a percentage of transparent glazed facades typical of windows required for dwellings;
- (v) if any individual residential units have direct access to the streetscape, they shall utilize design features to provide interior privacy (such as by having a ground floor elevation above the sidewalk grade);

- (vi) screening of any above grade parking structures with architectural systems designed to limit or block views into the garage spaces; and
  - (vii) screening of the loading/trash/service areas from public view through the use of roll down doors or similar treatment.
- E. Grant Street's eastern and southern sides (adjacent to the stream valley) shall be designed with:
- (i) An approximate three (3) foot wide grass panel behind the face of curb;
  - (ii) an eight (8) foot wide concrete trail/sidewalk; and
  - (iii) and street trees located on the back side of the sidewalk.
14. Rooftop Telecommunications Equipment. Telecommunications equipment may be placed on the proposed residential and non-residential buildings' rooftops. Any such facilities must comply with the applicable requirements of the Ordinance and be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they are not visible from the surrounding streets at street level. Other screening measures may be used such as including the facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas.

#### BUILDING PRACTICES

15. Residential Building Certifications.
- A. The Applicant shall include, as part of the building plan submission for any residential building to be constructed on the Property, a list of specific credits within the project's registered version of the U.S. Green Building Council's Leadership in Energy and Environmental Design New Construction ("LEED®-NC") rating system, or other LEED rating system determined to be applicable by the U.S. Green Building Council ("USGBC"), or its equivalent (as determined by the Applicant and Fairfax County), that the Applicant anticipates attaining. All references herein to LEED-NC include both LEED-NC or its equivalent as determined by the Applicant and the County and all references to USGBC include the applicable equivalent agency.
- Except as otherwise provided below in Paragraph E as an alternative, a LEED or equivalent-accredited professional (the "LEED-AP") who is also a professional engineer or architect shall provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-NC certification of the building.
- B. The Applicant shall designate the Chief of the Environment and Development Review Branch ("EDRB") of the Department of Planning and Zoning ("DPZ") as a team member in the USGBC's LEED Online system. This team member will

have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

- C. Prior to issuance of a building permit for the building to be constructed, the Applicant shall Post a “green building escrow” in the form of cash or a letter(s) of credit from a financial institution acceptable to DPWES as defined in the Fairfax County Public Facilities Manual ("PFM"), in the amount of \$2.00/square foot of GFA, as shown on the approved site plan. This green building escrow shall be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED-NC certification, by the USGBC, under the project's registered version of the LEED-NC rating system or other LEED rating system determined, by the USGBC, to be applicable to each building. The provision to the Environment and Development Review Branch of DPZ of documentation from the USGBC that each building has attained LEED-NC certification will be sufficient to satisfy this commitment.
- D. At the time LEED-NC certification is demonstrated to EDRB, the escrowed funds and/or letter(s) of credit shall be released to the Applicant.

If prior to bond extension, reduction or final bond release for the applicable building site, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED-NC certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED-NC certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions prior to the Proposed Development's completion, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the applicable building site.

If prior to bond extension, reduction or final bond release for the applicable building site, whichever occurs first, the Applicant fails to provide documentation to EDRB demonstrating attainment of LEED-NC certification or the Applicant provides documentation demonstrating that the building has fallen short of LEED-NC certification by three (3) points or less, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions

prior to the Proposed Development's completion, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the applicable building site.

- E. As an alternative to the actions outlined in the Paragraphs A, C and D above, the Applicant may choose at its sole discretion to pursue a certification level higher than LEED-NC, in which case the LEED-AP will provide certification statements at the time of 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-NC Silver certification.

Prior to issuance of a building permit for the building to be constructed, the Applicant shall submit documentation to 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-NC Silver certification. Under this alternative, the Applicant is not required to provide a "green building escrow" unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED-NC Silver certification.

Prior to final bond release of each building site, the Applicant shall submit documentation to EDRB, confirming the status of LEED certification.

- F. As an alternative to the actions outlined in the Paragraphs A, C, D and E above, if applicable and if the project meets the eligibility criteria for the rating system, 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 the 2012 National Green Building Standard (NGBS) using the ENERGY STAR® Qualified Homes path for energy performance that may be implemented without an escrow. If one of the alternate residential rating systems listed herein is selected as an alternative to the previous paragraphs, the Applicant shall note the selected system and provide a completed checklist of the anticipated options to be pursued for the specified rating system at the time of site plan and building plan review. The Applicant shall demonstrate attainment of the selected certification from a rater recognized through the selected progress prior to the bond extension, reduction or final bond release of each building site, whichever occurs first. If the certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions prior to the Proposed Development's completion, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the applicable building site.

16. Non-Residential Building Certifications.

- A. The Applicant shall include, as part of the building plan submission for any non-residential building to be constructed on the Property, a list of specific credits within the project's registered version of the U.S. Green Building Council's Leadership in Energy and Environmental Design Core and Shell ("LEED®-CS") rating system, or other LEED rating system determined to be applicable by the USGBC, or its equivalent (as determined by the Applicant and Fairfax County), that the Applicant anticipates attaining. All references herein to LEED-CS include both LEED-CS or its equivalent as determined by the Applicant and the County and all references to USGBC include the applicable equivalent agency.

Except as otherwise provided below in Paragraph E as an alternative, the LEED-AP shall provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-CS Silver certification of the building.

- B. The Applicant shall designate the Chief of EDRB as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

Prior to issuance of a building permit for the building to be constructed, the Applicant shall post a "green building escrow" in the form of cash or a letter(s) of credit from a financial institution acceptable to DPWES as defined in the PFM, in the amount of \$2.00/square foot of GFA, as shown on the approved site plan. This green building escrow shall be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED-CS Silver certification, by the USGBC, under the project's registered version of the LEED-CS rating system or other LEED rating system determined, by the USGBC, to be applicable to each building. The provision to EDRB of documentation from the USGBC that each building has attained LEED-CS Silver certification will be sufficient to satisfy this commitment.

- C. At the time LEED-CS Silver certification is demonstrated to EDRB, the escrowed funds and/or letter(s) of credit shall be released to the Applicant.

If, prior to bond extension, reduction or final bond release for the applicable building site plan, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED-NC certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED-CS Silver certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the

certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions prior to the Proposed Development's completion, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release.

If prior to bond extension, release or final bond release for the applicable building site plan, whichever occurs first, the Applicant fails to provide documentation to the EDRB demonstrating attainment of LEED-Silver certification or the Applicant provides documentation demonstrating that the building has fallen short of LEED-CS Silver certification by three (3) points or less, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions prior to the Proposed Development's completion, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release.

- D. As an alternative to the actions outlined in the Paragraphs A, C and D above, the Applicant may choose at its sole discretion to pursue a certification higher than LEED-CS Silver, in which case the LEED-AP will provide certification statements at the time of 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-CS Gold certification.

Prior to issuance of a building permit for the building to be constructed, the Applicant shall submit documentation to 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-CS Gold certification. Under this alternative, the Applicant is not required to provide a "green building escrow" unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED-CS Gold certification.

However, if the Applicant is unable to provide the precertification documentation prior to the building permit approval but does anticipate receiving the documentation prior to the attainment of the certification, the Applicant may, prior to the issuance of the building permit, post an escrow identical to the one described in Paragraph C above. This escrow will be released upon submission of

the documentation to EDRB from the USGBC demonstrating that the building is anticipated to attain a sufficient number of credits to attain LEED Gold certification.

17. Energy Sustainability. To promote efficient, renewable and sustainable energy practices, the Applicant shall provide the following:
  - A. Electric Vehicle Charging Infrastructure. A minimum of three (3) electric vehicle recharging station that serves six (6) parking spaces and conduit to facilitate additional future recharging stations shall be provided in each parking garage.
  - B. 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 and the entire Property.
  
18. Noise Attenuation. The Applicant has submitted a Traffic Noise Analysis and Mitigated of the Property prepared by Polysonics Acoustics & Technology Consulting dated September 17, 2014. The Applicant shall provide refined interior noise studies for shell analyses for Buildings A, C, E and F, once building plans are available to determine exactly what noise attenuation measures are needed to reduce the interior DNL to no more 45 dBA for residential buildings and 50 dBA for new office buildings. Such studies shall be submitted to EDRB for approval and to DPWES for information only. Failure by the EDRB to review and respond to the Applicant within 60 days of receipt of a refined noise study shall be deemed approval of such study. Based on the findings of the studies, the Applicant shall show noise impacted units on the site plan(s) and shall provide the following noise attenuation measures, unless otherwise modified by the findings of the refined noise study.
  - A. In order to reduce interior noise to a level of approximately 45 dBA Ldn, dwelling units anticipated by the study to be impacted by traffic noise through windows and walls having levels projected to be greater than 70 dBA Ldn shall employ the following acoustical measures:

Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 45. Doors and glazing shall have a laboratory STC rating of at least 36 unless glazing constitutes more than 20% of any façade exposed to noise. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of up to 45 as dictated by the percent of glass. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.
  - B. In order to reduce interior noise to a level of approximately 45 dBA Ldn, dwelling units anticipated by the study to be impacted by highway noise having levels projected to be between 65 and 70 dBA Ldn, shall be constructed with the following acoustical measures:

Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of 65 to 70 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of up to 39 as dictated by the percent of glass. All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

- C. In order to reduce interior noise to a level of approximately of 50 dBA Ldn, office units anticipated by the studies to be impacted by traffic noise levels projected to be between 70 and 75 dBA Ldn shall be constructed with the following acoustical measures:

Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of 70 to 75 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of up to 39 as dictated by the percent of glass. All surfaces shall be sealed and caulked in accordance with methods approved by the ASTM to minimize sound transmission.

19. 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, as may be applicable, which is the policy established by Fairfax County for outdoor recreation in residential areas impacted by high noise levels.
20. Bird-Friendly Design Elements. In an effort to reduce bird injury and death due to in-flight collisions with buildings, the Applicant shall include one or more bird friendly design elements, as determined by the Applicant in its sole discretion, in the architectural plans of each building on the Property. The bird friendly design elements may include, but not be limited to, the use of color, texture, opacity, fritting, frosting, patterns, louvers, screens, interior window treatments, or ultraviolet materials that are visible to birds, the angling of outside lights, curbing of excessive or unnecessary night-time illumination in commercial buildings, reduction of bird attracting vegetation, the use of decoys, and breaking of glass swaths. Nothing herein shall require the Applicant to obtain a bird-friendly LEED credit. Upon the issuance of a building permit for each building, the provisions of this Proffer shall be deemed satisfied as to such building.

#### LANDSCAPING AND TREE PRESERVATION

21. Conceptual Landscape Plan. The CDP includes a conceptual landscape plan for the Property consisting of an overall plan and details regarding streetscapes, plazas, publicly accessible park areas, courtyards and private amenity areas. As part of subsequent FDP approvals, more detailed landscape plans for each building phase shall be provided in

general conformance with the concepts included on Sheet L-6 with adjustments permitted so long as the quality of the landscaping remains consistent with that shown on the CDP.

As part of the site plan submission for each building phase, the Applicant shall submit to the Urban Forest Management Division of the DPWES (“UFMD”) for review and approval a detailed landscape plan that is in substantial conformance with the quantity and quality of plantings and materials landscaping 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. Adjustments to the type and location of plantings shall be permitted to avoid conflicts with utilities and other site engineering considerations.

22. Tree Preservation.

- A. Tree Preservation Plan. The Applicant shall submit a Tree Preservation Plan and Narrative as part of the first and all subsequent site plan submissions for building sites that include tree preservation areas shown on the CDP. The preservation plan and narrative shall be prepared by a Certified Arborist or a Registered Consulting Arborist (the “Project 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 to either side of 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 CDP 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 plan.

- B. 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 and shown to be saved on the Tree Preservation Plan. These trees and their value shall be identified on the Tree Preservation Plan at the time of the first submission of the respective site plan(s). 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 Plan 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. 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 Property constructed adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or are 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 on the Application Property constructed adjacent to the respective tree save areas, any amount remaining in the tree bonds required by this proffer shall be returned/released to the Applicant.

- C. Tree Preservation Walk-Through. The Applicant 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 Project Arborist shall walk the limits of clearing and grading with an UFMD representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. 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.
- D. Limits of Clearing and Grading. The Applicant shall conform strictly to the limits of clearing and grading as shown on the CDP, subject to allowances specified in these proffered 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 CDP, they shall be located in the least disruptive manner necessary as determined by the UFMD. A replanting plan shall be developed and implemented, subject to approval by the UFMD, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities.

- E. Tree Preservation Fencing. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets, as may be modified by the “Root Pruning” paragraph 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 the Project Arborist and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by the UFMD.

- F. Root Pruning. The Applicant shall root prune, as needed to comply with the tree preservation requirements. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the site plan submission. 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:
- (i) Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.
  - (ii) Root pruning shall take place prior to any clearing and grading, or demolition of structures.
  - (iii) Root pruning shall be conducted with the supervision of the Project Arborist.
  - (iv) An UFMD representative shall be informed when all root pruning and tree protection fence installation is complete.
- G. Demolition of Existing Structures. The demolition of all existing structures within areas protected by the limits of clearing and grading areas shown on the CDP shall be done by hand without heavy equipment and 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.

- H. Site Monitoring. During any clearing or tree/vegetation/structure removal on the Property, the Project Arborist shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by the UFMD. The monitoring schedule shall be described and detailed in the Tree Preservation Plan, and reviewed and approved by the UFMD.
23. Invasive Vegetation Management Plan. An invasive and undesirable vegetation management plan shall be submitted detailing how the undesirable understory plant material will be removed from and managed within the RPA located on the Property. The detailed undesirable vegetation management plan should be at final site plan and shall include the following information:
- A. Identify targeted undesirable and invasive plant species to be suppressed and managed.
  - B. Identify targeted area of undesirable and invasive plant management plan, which shall be clearly identified on the landscape or tree preservation plan.
  - C. Recommended government and industry method(s) of management; identification of potential impacts of recommended method(s) on surrounding trees and vegetation; and identification of how such impacts will be reduced.
  - D. Identify disposal methods of targeted species.
  - E. Supervision of any recommended chemical control treatments.
  - F. Timing and duration of treatments.
  - G. Monitoring reports to be provided to UFMD.
  - H. Duration of management program; The management program shall commence with construction of the building shown on a site plan containing RPA and shall end with bond release of the site plan containing the RPA, or release of Conservation Deposit, or prior to release if targeted plant(s) appear to be eliminated based on documentation provided by Project Arborist and an inspection by UFMD staff.
24. Streetscaping. Streetscaping shall be installed throughout the Property as conceptually illustrated on Sheets L-1 through L-4. 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 uses. Streetscaping

elements may be adjusted at the time of FDP approval provided the quality of the streetscape and minimum clear sidewalks are consistent with that shown on the CDP.

A. Street Trees. Tree planting sites are set forth on the CDP, subject to revisions as may be approved on the FDP, at site plan review by the UFMD or necessitated by providing bus stop shelters, clear zone requirements, etc. The Applicant shall retain the services of a certified arborist or 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. Where minimum planting widths of 8 feet are not provided, structural cell technology, or other measures acceptable to UFMD, shall be used to satisfy the following specifications for all planting sites:

- (i) A minimum of 4 feet open surface width and 16 square feet open surface area for Category III and Category IV trees, with the tree located in the center of the open area, or as an option a grated covering of the open surface area as may be approved with the FDP;
- (ii) A minimum rooting area of 8 feet wide (may be achieved with techniques to provide un-compacted soil below hardscape areas), with no barrier to root growth within four feet of the base of the tree;
- (iii) A minimum soil depth of four (4) feet as measured to the shallow most point of the tree pit as more specifically depicted in the tree planting details found on Sheet L-7 of the CDP;
- (iv) Soil volume for Category III and Category IV trees (as defined in Table 12.19 of the PFM) shall be 700 cubic feet per tree for single trees, but may be reduced to a minimum of 400 cubic feet where necessary, such as where paving above rooting zones is necessary to accommodate pedestrian traffic or where utility locations preclude greater soil volume. 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 area, the soil volume shall equal at least 500 cubic feet per tree. A contiguous area shall be any area that provides root access and soil conditions favorable for root growth throughout the entire area.
- (v) Soil specifications in planting sites shall be provided in the planting notes to be included in all site plan submissions;
- (vi) All shade trees shall be a minimum of 3 to 3.5 inches in caliper at the time of planting; all flowering trees shall be a minimum of 2 inch caliper at the time of planting; and all new evergreen trees shall be a minimum of eight (8) feet in height at the time of planting; and,
- (vii) Street trees planted within existing utility easements that are removed to facilitate repairs of utilities in these easements shall be replaced.

- B. Non-Invasive Plant Materials. Invasive species, as defined by the PFM, shall not be used within the streetscape and landscaped open space areas on the Property.
- C. Utility Locations. Utilities, including, but not limited to water, sanitary sewer and storm sewer utility lines, shall be installed within the street network 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 FDP as determined by DPWES. If there is no other option, 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, as determined by the UFMD. A conceptual utility plan shall be overlaid on the landscape plan submitted in the FDP. Adjustments to the type and location of plantings and the use of raised planters 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 shall modify the location of utilities to ensure that the trees shown on the FDP can be provided.

Maintenance access points to SWM Facilities and electric vaults beneath the streetscape shall be located outside of the clear pedestrian walkway zone of the streetscape to the extent 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 ADA requirements), be flush with the walkway, and meet ADA accessibility requirements. These maintenance points shall be shown on each FDP.

- D. Sight Distance Considerations. Sight distance requirements shall be provided with the landscape plan submitted with each FDP, so as to identify and avoid conflicts with street tree locations. If determined at the time of site plan review that street tree locations conflict with sight distance requirements, the Applicant shall investigate whether limited pruning or minor adjustments to the locations of street trees will alleviate sight distance concerns. In the event VDOT does not approve the tree locations even after the changes anticipated above, the Applicant shall be permitted to relocate the affected street tree without the need for confirmation from DPZ, subject to approval by UFMD. If the deleted street tree(s) result in a tree canopy below 10% on the Property, the street tree(s) must be accommodated in another location on the Property, as approved by DPZ in consultation with UFMD.
- E. Streetscape Furnishings, Materials and Lighting. Unified and high quality streetscape materials shall be provided 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 as part of all FDPs. 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 those already identified in the Tysons Corner Urban Design Guidelines ("UDG") dated January 24, 2012, as may be amended and or modified and shall be coordinated with any streetscape design efforts put forth by the Tysons Partnership, but shall not be subject to approval by Tysons Partnership.

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 Ordinance. 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 properties.

- F. Signage and Wayfinding. Signage for the Property shall be provided in accordance with the requirements of Article 12 of the Ordinance. Alternatively, the Applicant may seek approval of a Comprehensive Sign Plan ("CSP"). Wayfinding signage shall provide directions to locations of prominent attractions, parks, cultural arts destinations, and other public amenities. Wayfinding signage and elements may also be provided as part of a larger CSP for the Tysons area.
- G. Maintenance. The Applicant, or the UOA or equivalent once established, shall maintain and replace in-kind all pedestrian realm elements within the Proposed Development. The pedestrian realm includes all areas between the back of curb and the back of the building zone whether located within the public right-of-way or on private land with public access easements. The Applicant 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 to perform such maintenance. Neither the Applicant nor the UOA or equivalent 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. An alternative maintenance agreement, such as a Business Improvement District, may be entered into upon written agreement of both the County and the Applicant, UOA or equivalent 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;
  - (iii) All hard surfaces;
  - (iv) All streetscape furnishings including benches, bike racks, trash and recycling receptacles and non-standard structures;
  - (v) All lighting fixtures, poles and brackets;

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

Phasing of streetscaping is provided within the context of individual building phases as depicted on the Phasing Exhibits. 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 in Proffer 25C.

25. Interim Conditions and Standards. Due to the size of the Proposed Development and the time anticipated for its build-out, phased redevelopment may result in various interim conditions on the Property. Many of the anticipated interim conditions are identified on the Phasing Exhibits. At the time of FDP submission, the Applicant shall identify the specific proposed interim conditions within the FDP area and outside the FDP area and shall ensure such conditions provide reasonable pedestrian connections, vehicular circulation, temporary streetscaping and landscaping, public park treatments, and screening/treatment of exposed/partially complete above grade parking structures.
- A. If an interim condition/phase includes partial demolition of an existing structure, the FDP for that phase shall include all or a portion of the existing structure as necessary to ensure revisions to parking and on-site circulation for the existing structure are adequate.
  - B. If interim improvements not located on the Property are contemplated with any FDP, such FDP shall specify how and when such improvements are to be constructed. In the event the Applicant is unable to acquire the right-of-way and/or easements necessary to construct such interim improvements through a cooperative agreement with the owners, the Applicant shall request in writing that Fairfax County acquire the easements or rights-of-way by means of its condemnation powers as described in Proffer 67. At the time of FDP approval, it shall also be determined what course of action shall be required of the Applicant should the County elect not to use, or is unsuccessful in its attempt to use, its condemnation powers.

- C. Interim conditions shall generally comply with the following general standards provided that the improvements are acceptable to Fairfax County, VDOT, and all other utility companies as may be appropriate:
- (i) Construction of interim sidewalks a minimum of a five (5) feet in width and installation of interim street lights along the interim sidewalks, as needed to ensure a safe, convenient pedestrian circulation.
  - (ii) Installation of street trees, with a minimum size of 2 inch caliper, approximately every 50 feet, to the extent feasible as determined by UFM based on existing conditions and utility easements. Interim street tree planting shall not be required to meet the minimum planting width/area standard for permanent street trees.
  - (iii) Provision of interim designs for publicly accessible open spaces shall include interim landscaping, pedestrian pathways, seating, signage, lighting and recreational facilities as determined at FDP.
  - (iv) Provision of peripheral and interior parking lot landscaping in accordance with Article 13-203 of the Ordinance for new interim surface parking lots, unless waived or modified at the time of FDP or site plan approval.
  - (v) Application of a screening system (which may be removable) where above grade garage structures that will be interior when later phases are complete are exposed at phase lines. 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 facades, and that shall partially obscure the garage view from outside the garage until the next phase is constructed. The use of temporary art works as a part of the screening system shall also be considered as part of the interim screening system. The specific screening system to be utilized for each building shall be determined at the time of FDP approval and graphically depicted on the FDP.
  - (vi) Grading and seeding of areas on the Property where existing improvements are removed to accommodate a portion of the Proposed Development, and are not scheduled to commence construction within 18 months.
  - (vii) Where appropriate, provision of attractive temporary construction fencing, which may include public art, signage or wayfinding elements. Signage shall be in keeping with Article 12 of the Ordinance or alternatively in accordance with an approved Comprehensive Sign Plan.
- D. Interim improvements shall be substantially complete and in place by the issuance of the first RUP or Non-RUP for the applicable building, unless: 1) a site plan for the permanent building to be constructed in the area of the interim improvements

has been approved and building plans submitted; or 2) seasonal/weather related conditions have delayed the completion of the interim improvements.

#### TRANSPORTATION IMPROVEMENTS

26. Grid of Streets. The Applicant shall construct and place into operation a new grid of streets throughout the Property including portions of streets identified on the CDP as Polk Street, Roosevelt Street, Grant Street, Buchanan Street, Tyler Lane and Truman Lane and shall make improvements to Old Meadow Road, an existing public street. The functional classification of the streets is provided below:

Street	Classification
Old Meadow Road	Collector
Polk Street	Local (public and private)
Roosevelt Street	Local
Grant Street	Local
Buchanan Street	Local
Tyler Lane	Service Alley (private)
Truman Lane	Service Alley (private)

- A. Public Streets and Right-of-Way. The Applicant shall dedicate right-of-way along the Property's frontage for Old Meadow Road, Polk Street, Roosevelt Street, Grant Street, and Buchanan Street (the "Public Streets"), to a point inclusive of the landscape amenity panel and the sidewalk. All improvements proposed to Public Streets herein shall be subject to VDOT approval and be designed to be in general conformance with the standards included in Attachment D (*Transportation Design Standards for Tysons Corner Urban Center*) of the Memorandum of Agreement approved by the Board of Supervisors on September 13, 2011, as may be amended (the "Design Standards"), subject to modifications/waivers as may be granted

The Applicant shall work diligently with VDOT and Fairfax County during the FDP and site plan approval processes to ensure that the Public Streets and the area of the landscape amenity panel/sidewalk can be accepted by VDOT 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 of Supervisors at the 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 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 grant a public sidewalk and utility easement in a form acceptable to the Office of the County Attorney, over the area of the amenity panel/sidewalk. 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 for bus pads and 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. Conveyance of the amenity panel/sidewalk areas to the Board of Supervisors 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.
  - (iii) Should it be determined following final street acceptance inspection that the landscape amenity panel and sidewalk areas are not acceptable to VDOT and/or the 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 a public sidewalk and utility easement, in a form acceptable to the County Attorney, shall be granted in its place. 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 any privately-owned amenity panel/sidewalk area for bus shelters identified on the CDP or any subsequent FDP, as determined at the time of site plan.
- B. Definition of Construct. For purposes of this Proffer “construct” shall mean that the committed road improvement is open to use by the public for travel whether or not the improvement has been accepted for maintenance by the state.
- C. Naming. The Applicant reserves the right to provide different names for the streets than those shown on the CDP.
- D. Street Closures. The Applicant may temporarily close part or all of any streets, except those streets required to remain open to access the planned Fire Station (as described in Proffer 26), to accommodate construction activity on the Property provided safe and adequate pedestrian and vehicular access is maintained.
- E. Parking Lanes. The Applicant shall provide on-street parking throughout the limits of the Property as generally located on the CDP. If requested by the

County and/or VDOT, the Applicant shall install signs restricting parking subject to VDOT approval.

27. Old Meadow Road. The Applicant shall construct improvements along the Property's Old Meadow Road frontages measuring 35 feet from the existing centerline to the face of curb to accommodate four lanes of traffic (two lanes in each direction) with a dedicated on-road bike lane in each direction and on-street parking as shown on the CDP. The final design of the improvements to Old Meadow Road as generally described above shall be further refined in conjunction with the submission of any FDP and all site plans for those portions of the Property fronting Old Meadow Road and construction of the improvements shall be provided concurrently with the development of buildings with frontage on Old Meadow Road.
28. Polk Street. Polk Street shall be designed with a section measuring 31.5 feet from face of curb to face of curb to accommodate two lanes of traffic (one lane in each direction) with parallel curbside parking on the north side of the street. However, the design of, and access to, a planned fire station to be built by others on adjacent property identified in the 2016 Fairfax County tax records as Tax Map 29-4 ((6)) 96A (the "Fire Station") may necessitate changes to lane widths; any such changes shall be permitted without the need for a CDPA or FDPA and shall be subject to the review and approval of VDOT, FCDOT and the Fairfax County Fire and Rescue Department.

Polk Street shall be constructed as a public street from Old Meadow Road to Buchanan Street, and shall be extended as a private street/driveway by others to serve the future Fire Station west of its intersection with Buchanan Street. The final design of the improvements to Polk Street as generally described above shall be further refined in conjunction with the submission of any FDP and the site plans for those portions of the Property fronting Polk Street. Construction shall be provided as shown on the Phasing Sheets. The portion of Polk Street west of Buchanan Street may be dedicated to the County or left as private section with a public access easement in a form acceptable to the Office of the County Attorney, as determined by the County at the time of site plan approval for Building E. Any public access easement shall specify that the private section of Polk Street shall be maintained by the County.

29. Roosevelt Street. Roosevelt Street shall be designed and constructed with an interim section measuring 30 feet from face of curb to face of curb to accommodate two lanes of traffic (one lane in each direction) with parallel curbside parking on the north side of the street. It is anticipated that the street section will be expanded to provide a second lane of parking by others with the future redevelopment of adjacent property to the north identified in the 2016 Fairfax County tax records as 29-4 ((6)) 104 ("Parcel 104"). To facilitate this future widening, the Applicant shall dedicate the area between the interim section of Roosevelt Street and the Property's northern boundary with the dedication of Roosevelt Street right-of-way.

In the event Parcel 104 is redeveloped prior to the construction of Buildings C or D, and Roosevelt Street is constructed on Parcel 104, the location and design of Roosevelt Street

shall be adjusted as appropriate based on the approvals for redevelopment on Parcel 104, without the need for a PCA or CDPA or FDPA for the Property.

The final design of the improvements to Roosevelt Street as generally described above shall be further refined in conjunction with the submission of any FDP and the site plans for those portions of the Property fronting Roosevelt Street. Construction shall be constructed concurrently with the development of Buildings C and D, whichever occurs first as shown on the Phasing Exhibits.

30. Grant Street. Grant Street shall be designed with a section measuring 36 feet from face of curb to face of curb to accommodate two lanes of traffic (one lane in each direction) with parallel curbside parking on the both sides of the street. Construction shall occur concurrently with the development of Buildings A, B, C and D, as shown on the Phasing Exhibits. The final design of the improvements to Grant Street as generally described above shall be further refined in conjunction with the submission of any FDP and the site plans for those portions of the Property fronting Grant Street. Construction of Grant Street across adjacent property owned by the Fairfax County Park Authority (“FCPA”) and identified on the Fairfax County 2015 tax assessment records as 29-4 ((6)) 107 (“Parcel 107”) will require Board of Supervisors authorization.

31. Buchanan Street. Buchanan Street shall be designed with a section measuring 36 feet from face of curb to face of curb to accommodate two lanes of traffic (one lane in each direction) with parallel curbside parking on the both sides of the street. The final design of the improvements to Buchanan Street as generally described above shall be further refined in conjunction with the submission of any FDP and the site plans for Building A.

If a partial section of Buchanan Street has been built by others on adjacent Parcel 96A to provide access to the planned Fire Station, prior to the Applicant's construction of Building A, then the Applicant shall complete construction of the full section with the development of Building A. Should the construction of Building A precede construction of Buchanan Street on Parcel 96A, then the Applicant shall dedicate the necessary right-of-way and escrow with DPWES the hard construction costs of constructing the portion of Buchanan Street on the Property. Such escrowed funds shall be released to the entity constructing Buchanan Street. The streetscape improvements, on the east side of Buchanan Street shall be constructed by the Applicant with the development of the Building A or by the Applicant concurrently with construction of Buchanan Street by others, as determined at site plan.

32. Tyler Lane. Tyler Lane shall be constructed as a private alley in general accordance with the section depicted on Sheet C-13 of the CDP with a section measuring 28 feet from face of curb to face of curb to accommodate two lanes of traffic (one lane in each direction). Construction shall be provided as shown in the Phasing Exhibits and as further detailed at the time of FDP and site plan approval.
33. Truman Lane. Truman Lane shall be constructed as a private alley in general accordance with the section depicted on Sheet C-13 with a section measuring 30 feet from face of curb to face of curb to accommodate two lanes of traffic (one lane in each direction).

Construction shall be provided as shown in the Phasing Exhibits and as further detailed at the time of FDP and site plan approval.

At the time of approval of the site plan which includes Truman Lane, the Applicant shall record an inter-parcel access easement, in a form acceptable to the County Attorney, to permit a future connection from property identified on the 2016 Fairfax County tax maps as 29-4 ((6)) 99B ("Parcel 99B") to Truman Lane. The cost of the connection shall be borne solely by the owner of Parcel 99B. Said easement shall require that the owner of Parcel 99B participate with the Applicant in the cost of maintaining and future replacement of Truman Lane.

The Applicant shall diligently oversee the management of loading operations for Building E on Truman Lane and shall be responsible to: 1) minimize loading conflicts with other vehicular and pedestrian movements; and 2) ensure scheduled deliveries avoid peak hour times defined at 7:30 AM to 9:00 AM and 4:30 PM to 6:30 PM weekdays.

34. Traffic Signals.

- A. The Applicant shall conduct warrant studies for the intersection of Old Meadow Road and Grant Street within twelve (12) months after the issuance of the initial RUP or Non-RUP for any new building on the Property constructed concurrently with, or after, the construction of the Old Meadow Road/Grant Street intersection.
- B. If a signal is deemed warranted by VDOT after having reviewed the warrant study and approving the same for installation, then such traffic signal, including pedestrian enhancements as may be required by VDOT, shall be designed, equipped and installed by the Applicant, utilizing any escrowed contributions for the signal received by the County, no later than two (2) years after approval of the warrant.
- C. The Applicant shall provide VDOT with the requisite traffic signal plans for review and approval. All right-of-way associated with signal equipment (poles, equipment boxes, etc.) on the Property not already dedicated shall be reserved for dedication in fee simple to the Board of Supervisors in accordance with Proffer 26.
- D. If the County, upon request of the Applicant or on its own initiative, determines that signal installation at the Old Meadow Road/Grant Street intersection as proffered will be detrimental to traffic operations, the Zoning Administrator may (1) agree to a later date for completion of the traffic signal installation or (2) permit the Applicant to proceed without the signal installation.
- E. If a signal at the Old Meadow Road/Grant Street intersection is not warranted within twelve (12) months after the issuance of the initial RUP or Non-RUP for the last new building to be constructed on the Property, then the Applicant's obligation to construct such signal is deemed null and void.

35. Tysons Grid of Streets Transportation Fund. The Applicant shall make a contribution to the County's Tysons Grid of Streets Transportation Fund for each market rate residential unit and each square foot of new non-residential space constructed on the Property in keeping with the rates and applicable rate adjustments set forth in the *Guidelines for the Tysons Grid of Streets Transportation Fund* endorsed by the Board of Supervisors on January 8, 2013 (the "Grid Guidelines"). The Applicant shall receive and deduct credits against the contributions as approved by the County in conformance with the Grid Guidelines. This contribution is not subject to further adjustment outlined in Proffer 69 and shall not apply to any public-use facilities constructed on the Property. The contribution shall be paid on or before the issuance of the initial RUP or Non-RUP for the building based on the actual GFA of non-residential space and/or the actual number of market rate residential units in the building.
36. Tysons-wide Transportation Contributions – Table 7 Improvements. The Applicant shall make a contribution to the County's Tysons-wide Transportation Fund for each market rate residential unit and each square foot of new non-residential space constructed on the Property in keeping with the rates and applicable rate adjustments set forth in the *Guidelines for the Tysons-wide Transportation Fund* endorsed by the Board of Supervisors on January 8, 2013 (the "Tysons-wide Guidelines"). The Applicant shall receive and deduct credits against the contributions as approved by the County in keeping with the Tysons-wide Guidelines. This contribution is not subject to further adjustment outlined in Proffer 69 and shall not apply to any public-use facilities constructed on the Property. The contribution shall be paid on or before the issuance of the initial RUP or Non-RUP for the building based on the actual GFA of non-residential space and/or the actual number of market rate residential units in the building.
37. Route 123 Improvements. The Applicant shall provide a contribution towards the reconstruction of Route 123 between the DAAR and I-495 as a super street or other access improvements in the Tysons East District, equal to \$0.126 for each square foot of new development constructed on the Property. Said contribution to Fairfax County shall be made upon site plan approval for each new building and shall be based on the site plan approved GFA for each building.
38. Construction Traffic Management. The Applicant shall prepare and implement a construction congestion management plan during construction of each phase of redevelopment, as appropriate, through its development/construction manager and the TPM, as defined in Proffer 49, so as to provide safe and efficient pedestrian and vehicle circulation at all times on the Property and on the public roadways adjoining the Property. This 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 or street closures, and/or other construction related activities to minimize disturbance on the surrounding street and sidewalk network.

Such plans shall be prepared by a qualified professional and submitted for review and comment to the VDOT, FCDOT and DPWES prior to issuance of the building permit for each phase.

## BICYCLE AND BUS FACILITIES, AND PEDESTRIAN IMPROVEMENTS

39. Bicycle Circulation.

- A. In combination with the street and streetscape improvements along Old Meadow Drive, the Applicant shall provide on-street bicycle lanes and associated signage along the Property's frontages with Old Meadow Drive as shown on the CDP and as may be adjusted with approval of FDPs. Such striping shall be subject to approval by VDOT.
- B. The Applicant shall construct a combined pedestrian/bicycle eight (8) foot wide concrete sidewalk, paralleling the east and south sides of Grant Street as depicted on Sheets C-9, L-10 and L-11 of the CDP. The area of the pedestrian/bicycle sidewalk shall be dedicated to the Board of Supervisors as part of the right-of-way associated with Grant Street. Construction of the trail shall occur concurrently with construction of the adjacent sections of Grant Street as shown on the Phasing Exhibits.

40. Bicycle Facilities.

- A. Parking. The Applicant shall provide bicycle racks and bike storage areas throughout the Property, the general locations of which shall be determined at the time of FDP approval and refined at site plan. Exterior bike racks shall be inverted U-style racks or other design compatible with the UDG and approved by Fairfax County Department of Transportation ("FCDOT"). The total number of bike parking/storage spaces shall be consistent with those shown in Table 4 – Bicycle Parking Ratios for Urban Mixed Use Centers, of the Tysons Corner Center section of the Comprehensive Plan.
- B. Bicycle Repair Station. The Applicant shall install and maintain a bicycle repair station adjacent to the combined pedestrian/bicycle sidewalk on the south side of Grant Street referenced in Proffer 39B. The station shall include an air pump and a work stand with retractable tools.

41. Bus/Circulator Shelters. Bus and Circulator stops and/or shelter locations shall be evaluated for feasibility at the time of FDP and site plan approval in consultation with FCDOT. Identified bus/circulator stops and/or shelter locations shall be primarily located within the landscape amenity panel of the streetscape, and may necessitate adjustments to street tree locations and other street furnishings to that shown on the CDP without the need for a PCA and/or CDPA. An alternate location for a bus/circulator stop and/or shelter outside the landscape amenity panel may be approved at FDP, if determined appropriate. Should a bus/circulator stop and/or shelter location be determined appropriate at the time of site plan approval, the Applicant shall install said stop and/or shelter.42. Marked Crosswalks. The Applicant shall install marked pedestrian crosswalks at signalized intersections adjoining the Property and at other select locations, subject to VDOT approval.

## PARKING

43. Zoning Ordinance Requirements. Parking on the 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 Fairfax County Ordinance, and as generally shown on the CDP. The exact number of spaces to be provided shall be refined with approval of FDPs and determined at the time of site plan approval based on the specific uses, number of residential units and bedroom mix. If changes in the mix of uses or bedroom mix 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.
44. Phasing of Parking. Parking shall be provided in phases concurrent with development of the Property. Parking spaces in excess of the maximum parking rates set forth in the Ordinance may be provided in the early phases of development of the Property, provided that at the build-out of the Property the maximum parking rates are not exceeded. A parking tabulation for the entire Property shall be provided with each FDP and site plan for the Property. Required off-street parking spaces and loading spaces for an individual building need not be provided on the parcel on which the building is located, but shall be provided within the Property.
45. Parking Spaces along Streets. The Applicant shall provide surface parking spaces along the streets as generally as shown on the CDP and as may be adjusted at the time of FDP and/or site plan approval for each building to accommodate emergency access requirements or final engineering concerns. 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 parking spaces required by the Zoning Ordinance. Parking on private streets may be restricted through appropriate signage or such other means as determined appropriate by the Applicant, and on-street parking spaces along future public streets prior to dedication may be restricted through appropriate signage as temporary or short term parking, car-sharing parking and/or similar uses.
46. Parking Stipulations.
  - A. The Applicant shall be permitted to install and maintain parking controls and/or fencing on its existing surface parking lots, without the requirement for a FDP, in order to control Metro-related parking by the general public. Pedestrian circulation on the Property shall not be unduly impeded by such fencing.
  - B. The lease rates of parking spaces shall be “unbundled” from the lease rate of the individual rental dwelling units; meaning a unit’s lease rate shall be exclusive of parking costs.
47. Future Parking Revisions.
  - A. Ordinance Revisions. The Applicant reserves the right to provide parking at revised rates as may be permitted by a future amendment to the Fairfax County

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-grade parking structures.

- B. Increases. The Applicant reserves the right to seek a special exception for an increase in parking for the Property; such special exception application shall not require a CDPA or PCA, provided there is no increase in the size or height of above-grade parking structures.

#### TRANSPORTATION DEMAND MANAGEMENT

48. Tysons Transportation Management Association. The Applicant shall make a contribution to Tysons Partnership towards the funding of the transportation management association (the "TMA"), which has been established for the Tysons Corner Urban Center and to which all other Tysons property owners may also contribute.
- A. The Applicant shall make a one-time contribution to the Tysons Partnership Transportation Council for the 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 Property. The contribution amounts shall be based on the mid-point of the GFA range for each building as shown in the Development Tabulations. Where the Development Tabulations permit office or residential as optional building uses, and the building has not received FDP approval for a specific option, the contribution shall be based on the residential option.
- B. Twenty five percent (25%) of the total contribution to the TMA shall be paid upon site plan approval for the first new building to be constructed on the Property. The remaining 75% shall be contributed in three (3) equal installments of 25% each and paid at the time of issuance of the first initial RUP or Non-RUP for each of the first three (3) buildings to be constructed on the Property but in any event no later than ten (10) years from the date of rezoning approval.
- C. The Applicant may, in its sole discretion, join or otherwise become associated with the TMA established for the purpose of administering TDM programs in the Tysons Corner Urban Center and transfer some functions of this TDM Program to the TMA, whereupon portions of Proffer 49 related to administration, marketing and monitoring 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 Proffer 49 may be rendered null and void in whole or in part without the need for a PCA.
49. Transportation Demand Management. The Applicant shall fund, implement and administer a transportation demand management program for the Property as described in this Proffer (the "TDM Program"). It is intended that the first new building to be constructed on the Property will initiate implementation of what will become a Property-wide TDM program that later buildings to-be-constructed on the Property will join.

- A. Transportation Demand Management Plan. The proffered elements of the TDM Program as set forth below are more fully described in the *The Highland District Transportation Demand Management Plan* prepared by Wells + Associates, Inc. dated March 2016 (the "TDM Plan") as may be amended. It is the intent of this Proffer that the TDM Plan adapt over time to respond to the changing transportation related circumstances of the 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 herein. 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.
- B. Responsible Party. The Applicant or or any successor other than the UOA or its equivalent, shall remain obligated under this Proffer until such time as three consecutive post Stabilization trip counts reveal that the applicable vehicle trip reduction goals are being met (the "Applicant Control Period"). At the end of the Applicant Control Period, the UOA or equivalent shall become obligated under this Proffer and Applicant or any successor other than the UOA or its equivalent, shall have no further obligation with respect to this Proffer.
- C. Definitions. For purposes of this Proffer, "Stabilization" shall be deemed to occur one-year following issuance of the last initial RUP or Non-RUP for the final new office or residential building to be constructed on the Property. "Pre-stabilization" shall be deemed to occur any time prior to Stabilization.
- D. Trip Reduction Objective. The objective of this TDM Program shall be to reduce the vehicle trips generated by residents and new office buildings on the Property, during weekday peak hours, by meeting the percentage vehicle trip reductions set forth below. These trip reduction percentages shall be multiplied by the total number of vehicle trips that would be expected to be generated by the uses developed on the Property as determined by the application of the Institute of Traffic Engineers, 9<sup>th</sup> 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 GFA proposed to be constructed in each residential or new office building on the 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 of Supervisors 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.

- E. TDM Program Components – Property-Wide. The TDM Program shall include, but not necessarily be limited to, the following Property-wide components, each of which is more fully described in the TDM Plan.
- (i) Property-wide TDM Program Management.
  - (ii) TDM Program Branding.
  - (iii) Transportation Program Web Site.
  - (iv) Promotion of Real-time Transit Information.
  - (v) Site-based Transportation Access Guides.
  - (vi) Customized Commute Profiles.
  - (vii) Bicycle Accommodations.
  - (viii) Vehicle Parking Management.
- F. TDM Program Components – New 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 Implementation Plan.
- (i) Residential Transportation Coordinator(s).

- (ii) Business Center.
  - (iii) Metrorail SmarTrip cards and Try Transit campaign for new residents.
  - (iv) Live/work/play marketing to new tenants.
- G. TDM Program Components – New Office. The TDM Program shall include, but not necessarily be limited to, the following new office components, each of which is more fully described in the Implementation Plan.
- (i) On-site Office Transportation Coordinator(s)
  - (ii) SmarTrip Cards and Try Transit Campaign for office employees
  - (iii) Advising as to pretax benefit programs, alternative work schedules, and other County and regionally based TDM programs.
- H. 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 may be approved by the FCDOT can be made without the need for a PCA.
- (i) TDM Program Manager (“TPM”). If not previously appointed, the Applicant shall appoint and continuously employ, or cause to be employed, a TPM for the Property. 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 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 appointment of the TPM. Thereafter the Applicant shall do the same within ten (10) days of any change in such appointment.
  - (ii) TDM Work Plan, Annual Report and TDM Budget. The TPM shall prepare and submit to FCDOT an initial TDM Work Plan (“TDMWP”) and Budget no later than 180 days after issuance of the first building permit for the first new building on the Property. The TDMWP 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 the existing/approved development levels in the Tysons Urban Center in consultation with the County (based on

- RUPS and Non-RUPs issued) in order to determine the appropriate vehicle trip reduction goals;
- d. A determination of the applicable Maximum Trips After Reduction for the Property;
  - e. Provision of the specific details associated with the monitoring and reporting requirements; and
  - f. Submission of the results of any Person Surveys and Vehicular Traffic Counts conducted on the Property.

The TDMWP shall be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission then the TDMWP shall be deemed approved and the TDM program shall be implemented. If FCDOT responds with comments on the TDMWP, 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 as discussed and agreed to with FCDOT and begin implementation of the approved program.

Each calendar year thereafter, but no later than February 1, the TPM shall submit a report, based on a template provided by FCDOT, which summarizes the results of the previous year's TDM Program, incorporates any new construction on the Property, proposes modifications or enhancements to program elements, and establishes a budget to cover the costs of implementation of the program for the succeeding year (the "Annual Report"). The Annual Report and TDM Budget shall be submitted to FCDOT and reviewed in the same manner as outlined above for the TDMWP. The expected annual amounts of the Budget are further described in Section 4 of the TDM Plan.

- I. 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 as approved by Fairfax County (the "TDM Account") within 30 days after approval of the TDMWP. 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 solely by the Applicant, through the TPM, until the end of the Applicant Control Period. At the end of the Applicant Control Period, a line item for the TDM Account shall be included in the UOA, or its equivalent, budget. The governing documents that establish and control the development 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 a given year. In no event shall the TDM Budget for the Property overall be required to exceed \$124,938 and in no event shall an individual building's obligation to fund the TDM Budget exceed the proportion set forth in the Implementation Plan (these amounts shall be adjusted annually as specified in Proffer 69). 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.

- J. TDM Remedy Fund. The "TDM Remedy Fund" is a separate, interest-bearing account in to which the Applicant shall, through the TPM, deposit remedy payments as required to be paid pursuant to the this Proffer. The TPM may withdraw funds from the Remedy Fund for the implementation of additional TDM program elements/incentives associated with the Proposed Development in consultation with FCDOT.

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. To secure the Applicant's obligations to make payments into the TDM Remedy Fund, the Applicant 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 Property, the Applicant (or its successor owner or developer, but not the UOA) shall:

- (i) Establish the TDM Remedy Fund, if not previously established by the TPM, and
- (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 Applicant's obligations to make payments into the TDM Remedy Fund (the "Letter(s) of Credit or Cash Escrow(s)"). The Letter(s) of Credit or Cash Escrow(s) shall initially be issued in an amount equal to \$0.40 for each square foot of new office GFA and \$0.30 for each gross square foot of residential GFA shown on the approved site plan for each new building on the Property. Until the Letter of Credit or Cash Escrow for each new building shall have 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 within the Property has been issued and shall change on each anniversary as specified in Proffer 69. The Letter(s) of Credit or Cash Escrow(s) shall name the Applicant/TPM 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).

- K. TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the Applicant, through the TPM, shall deposit contributions to fund a multimodal incentive program for initial purchasers/lessees within the Proposed Development. 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 Property at the time of issuance of the first initial RUP or Non-RUP for each building. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.
- L. TDM Penalty Fund. The "TDM Penalty Fund" is an account in to which the Applicant shall, through the TPM, deposit penalty payments as may be required to be paid pursuant to the 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 in Tysons Corner. To secure the Applicant's obligations to make payments into the TDM Penalty Fund, the Applicant 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 Property, the Applicant (or its successor owner or developer, but not the UOA) shall:

- (i) Establish the TDM Penalty Fund, if not previously established by the TPM, and
- (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 Applicant's 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 initially be issued in an amount equal to \$0.10 for each square foot of new office GFA and \$0.05 for each gross square foot of residential GFA shown on the approved site plan for each new building on the Property. Until the Letter of Credit or Cash Escrow for each new building shall have been posted, the figures in the preceding sentence shall escalate 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 within the Property has been issued and shall change on each anniversary of said date as specified in Proffer 69. 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 Applicant (or the TPM) into the TDM Penalty Fund.

- M. Monitoring. The Applicant shall verify that the proffered trip reduction goals are being met through the provision of Person Surveys and/or Vehicular Traffic counts of new residential and new 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 shall be conducted and Vehicular Traffic Counts collected for the Property beginning one year following issuance of the final initial RUP or Non-RUP for the first new residential or office building to be constructed on the Property.

Person Surveys shall be conducted every three (3) years and Vehicular Traffic Counts shall be collected annually until the results of three consecutive annual traffic counts conducted upon Stabilization show that the applicable trip reduction goals for the Property have been met. At such time as three consecutive traffic counts show that the applicable trip reduction goals for the Property have been met, the Applicant Control Period associated with the Property shall terminate. 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 Person Surveys and/or Vehicular Traffic Counts if conditions warrant such.

N. Remedies and Penalties

- (i) Pre-Stabilization. If the TDM program monitoring reveals that the Maximum Trips After Reduction for the Property is exceeded, as evidenced by the Vehicular Traffic Counts, then the Applicant shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the Implementation Plan and Annual Report.

- a. 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

- b. 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 below shall be released back to the building owner(s). The amount released will be relative to the amount contributed by those buildings constructed and occupied at the time of Vehicular Traffic Counts. 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>65-84,000,000 Square Feet of GFA in Tysons</b>		<b>84-90,000,000 Square Feet of GFA in Tysons</b>	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned	Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned	Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0% - 4.9%	30%	0.0% - 4.9%	50%	0.0% - 4.9%	65%
5% - 10%	50%	5% - 10%	65%	5% - 8%	80%
10.1% - 15%	65%	10.1% - 13%	80%	8.1% - 10%	90%
15.1% - 18%	80%	13.1% - 15%	90%	>10%	100%
18.1 - 20%	90%	>15%	100%		
>20%	100%				
<b>90-96,000,000 Square Feet of GFA in Tysons</b>		<b>96-113,000,000 Square Feet of GFA in Tysons</b>		<b>113,000,000+ Square Feet of GFA in Tysons</b>	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned	Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned	Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0.0% - 4.9%	80%	0.0% - 4.9%	90%	> 0.0%	100%
5% - 8%	90%	5%	100%		
>8%	100%				

- c. 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 TPM 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.

- (ii) Following Stabilization. If the TDM program monitoring reveals that the Maximum Trips After Reduction for the 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 Implementation Plan and Annual Report and funded by the Remedy Fund as may be necessary commensurate with the extent of deviation from the Maximum Trips After Reduction goal and as set forth in accordance with the expenditure schedule outlined above.
- a. If the results of the Vehicular Traffic Counts conducted upon Stabilization show that the trip reduction goals have been met site-wide for three (3) consecutive years in accordance with the goals outlined in the table above, then any remaining Remedy Funds shall be released back to the building owners through the TPM.
  - b. If despite the implementation of remedial efforts, the applicable Maximum Trips After Reduction (based on the development levels then existing) 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

Penalties may be incurred in subsequent Stabilization years during the Applicant Control Period when the applicable Maximum Trips After Reduction for the Property continue to be exceeded and provided there are funds still available in the TDM Penalty Fund.

- (iii) The Applicant 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 Applicant fails to make the required penalty payment to 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).
- (iv) The maximum amount of penalties associated with the Property, and the maximum amount the Applicant 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 above. There is no requirement to replenish the TDM Penalty

Fund at any time. Upon the end of the Applicant Control Period, the Letter(s) of Credit and/or any cash left in the Cash Escrow(s) shall be released to the Applicant.

- O. 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 Applicant (or UOA after termination of the Applicant Control Period) to conduct additional Trip Counts (pursuant to the methodology set forth in the Implementation Plan) within 90 days to determine whether in fact such objectives are being met. If any such Trip Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the Applicant or UOA 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.
  - P. Review of Trip Reduction Goals. At any time concurrent with remedial actions and/or the payment of penalties as outlined above, the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Property and set a revised lower goal for the Property consistent with the results of such surveys and traffic counts provided for by this Proffer. In the event a revised lower goal is established for the Property, the Maximum Trips After Reduction shall be revised accordingly for the subsequent review period.
  - Q. Continuing Implementation. At the termination of the Applicant Control Period, the UOA shall bear sole responsibility for continuing implementation of the TDM Program and compliance with this Proffer. The UOA shall continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.
  - R. Notice to Owners. All owners of the Property shall be advised of the TDM Program set forth in this Proffer. UOA members shall be informed of their funding obligations pursuant to the requirements of this Proffer prior to the purchase of units and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), shall be included in all initial purchase documents and within the UOA documents.
  - S. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer, the TPM shall 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 Applicant shall be subject to a penalty of \$100 per day not to exceed \$36,500 for any one incident. Such penalties shall be payable to Fairfax County to be used for transit, transportation, or congestion management improvements within the vicinity of the Property.
50. Existing Uses. Certain components of the TDM Plan are applicable to and would benefit the existing commercial uses on the Property. The TPM shall make available information on those components to those existing uses. Such uses shall not however be subject to

monitoring/remediation nor will penalties be assessed against the existing uses on Property.

51. Transportation Demand Management for Retail Uses. Certain components of the TDM Plan are applicable to and will benefit the proposed retail uses on the Property. Therefore, the Applicant shall provide an additional TDM program that is tailored to specifically serve the Retail uses (the "Retail TDM Program"). In no event will monitoring or penalties be assessed against the Retail uses, which may be established on the Property.
52. Intelligent Transportation Systems. To optimize safe and efficient travel in Tysons, the Applicant shall incorporate and maintain a system (or utilize a third party source) 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 may 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. Bus stops pre-wired for real-time arrival/departures information.

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

53. Affordable Dwelling Units. If required by the provisions of Part 8 of Article 2 of the Ordinance, Affordable Dwelling Units ("ADUs") shall be provided pursuant to said regulations unless modified by the ADU Advisory Board.
54. Workforce Dwelling Units. In addition to any ADUs that may be required pursuant to these Proffers, the Applicant shall also provide for-sale and/or rental housing units on the Property in accordance with the Board of Supervisors' Tysons Corner Urban Center Workforce Dwelling Unit Administrative Policy Guidelines dated June 22, 2010. 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 as part of the Proposed Development; with any units created with bonus floor area excluded from the 20% WDU calculation. 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, 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 buildings with the build-out of the Property, and thereby increase the number of WDUs in one or more buildings beyond twenty percent (20%) with a corresponding decrease in the number of WDUs in the other buildings. The Applicant reserves the right to provide WDUs associated with for-sale condominiums as: i) rental units in the residential rental buildings on the Property or off-site as determined at the time of site plan, or ii) for-sale units on the Property in accordance with specific modified criteria as determined at FDP or site plan. The WDUs shall have a bedroom mix similar to the bedroom mix in the market rate units in the same building. Additionally, in the event that parking spaces are 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 in the development.

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 following approval of this Application. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs shall be administered solely in accordance with such an agreement and the provisions of this Proffer as it applies to WDUs shall become null and void. Such an agreement and any modifications thereto shall be recorded in the land records of Fairfax County.

55. Non-Residential Contribution for Workforce Housing. For new office buildings to be constructed on the Property, 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. These contributions shall be made to the Board of Supervisors to be deposited in a specific fund to be used solely for this purpose within Tysons and shall be payable at the time of issuance of the Non-RUPs for a new office building constructed on the Property. The options shall consist of either (i) a one-time contribution of \$3.00 for each square foot of GFA of new office use excluding any ground floor retail/services uses and public uses, or (ii) an annual contribution of \$0.25 for each square foot of GFA of new office excluding any ground floor retail/services uses and public uses continuing for a total of sixteen (16) years.

#### PARKS AND RECREATIONAL FACILITIES

56. Publicly Accessible Parks. The Applicant shall provide a variety of park space on the Property that will be open and accessible to the public as depicted on the CDP. For areas that are not specifically dedicated to the Board of Supervisors for park purposes, the Applicant shall retain the area(s) in fee simple, record public access easement(s) ensuring that the park space is open to the public for periods of time consistent with traditional Fairfax County parks; and provide for perpetual private maintenance. A wayfinding and signage system shall be developed in coordination with FCPA at the time of building plan

approval or CSP approval, whichever occurs first, to ensure the public can easily identify and access all publicly accessible park spaces. The wayfinding signs shall be installed by the Applicant concurrent with park construction.

The variety and quantity of recreational facilities and amenities provided in the publicly accessible parks shall generally follow those shown on the CDP, but the recreational facilities and amenities to be provided shall be subject to refinement and adjustment at the time of FDP and site plan, provided they result in a similar variety and level of physical activity.

The construction of the publicly accessible parks shall occur in phases as generally shown on the Phasing Exhibits and described below, with adjustments permitted with FDP approval. The following publicly accessed parks shall be provided as identified on Sheet L-5 of the CDP:

- A. Public Park 1 – This street level plaza of approximately 0.21 acre is located at the corner of Old Meadow Road and Polk Street. As shown on Sheets L-8 and L-9 of the CDP, the plaza shall include hardscaping, landscaping, outdoor seating, and a sculptural element(s). More specific details shall be determined at time of FDP approval for Building A and construction shall be concurrent with the development of Building A.
  
- B. Public Park 2 – Located along the southern perimeter of the Property, between Grant Street and Scotts Run just south of Building A, Park 2 is approximately 1.35 acres in size. For the most part, Park 2 will be naturalized area designed for passive use and environmental protection. To the extent feasible and subject to UFMD approval, invasive species in Park 2 shall be removed. An eight (8) foot wide concrete combined pedestrian/bicycle sidewalk, as described in Proffer 39B, shall be constructed in Park 2. An overlook seating area and bike maintenance station will be provided as generally depicted on Sheet L-10. The park design may be adjusted at the time of FDP approval and construction of Park 2 shall occur with the construction of Building A. Public Park 2 shall be dedicated to Fairfax County, subject to a reservation of density credit under Section 2-308 of the Zoning Ordinance; once dedication occurs, the Applicant shall have no further obligation with regard to maintenance of the park facilities with the exception of the trail and streetscape.
  
- C. Public Park 3 – This street level park is located at the intersection of Old Meadow Road and Grant Street, just south of Building B. It includes 0.35 acres of land on the Property and 0.50 acre of adjacent land owned by FCPA; 0.18 acre of which is north of Grant Street and 0.32 acre is south of Grant Street. The portion of Park 3 north of Grant Street shall include a treed promenade and trellised overlook with movable furniture, an open lawn area for a variety of recreational activities such as playing catch or Frisbee and picnicking; and passive gardens with specialty landscaping, rain gardens, and benches. The portion south of Grant Street shall be more naturalized, and as with Park 2, the Applicant shall remove invasive species to the extent feasible and subject to UFMD approval, and shall construct an eight

(8) foot wide concrete combined pedestrian/bicycle sidewalk. The design details depicted on Sheet L-11 may be adjusted at time of FDP approval for Building B. Construction of Public Park 3 shall occur with the construction of Building B, subject to approval from FCPA with regard to construction on its property and as determined at FDP. The Applicant shall work closely with FCPA in the design of the park, shall ensure that the plant materials used are non-invasive and native, and shall enter into a perpetual maintenance agreement for the park improvements and facilities located on FCPA property.

- D. Public Park 4 – Accessed from Old Meadow Road, this approximate 0.12 acre pocket park located between Buildings B and C offers passive and recreational space with a slender sculptural playground, raised planters, specialty paving, and movable seating. The park's eastern wall shall be designed as a focal point of the park, incorporating artwork, sculptural elements, specialty vegetation or a water feature. The design details depicted on Sheet L-12 may be adjusted at time of FDP approval for Buildings B and C and construction of this park shall occur with the construction of Buildings B and C, whichever occurs last.
- E. Public Park 5 – A street level park space, approximately 0.33 acre in size, is located along Grant Street adjacent to Buildings D. This park is designed to provide a gathering place for Buildings D and the general public, and to provide a vista/visual connection to the Scotts Run Stream Valley Park across Grant Street. Public Park 5 may include, but not be limited to, perennial gardens, pathways, benches and specialty lighting, with opportunities for low impact design elements. The design details depicted on Sheet L-13 may be adjusted and refined at time of FDP approvals for Building D and construction shall occur in phases concurrent with the development of Building D.
- F. Public Park 6 – Public Park 6 is located along the eastern perimeter of the Property, between Grant Street and Scotts Run. Park 6 is approximately 0.43 acre in size, and is intended to augment the Scotts Run Stream Valley Park. To the extent feasible and subject to UFMD and FCPA approval, invasive species in Park 6 shall be removed. An eight (8) foot wide concrete combined pedestrian/bicycle sidewalk as described in Proffer 39B, shall be constructed along the east side of Grant Street. The design for Public Park 6 depicted on Sheets L-5 and L-13 may be adjusted at time of FDP approval. Public Park 6 shall be dedicated to Fairfax County, subject to a reservation of density credit under Section 2-308 of the Zoning Ordinance; once dedication occurs, the Applicant shall have no further obligation with regard to maintenance of the park facilities with the exception of the trail, sidewalk and streetscape. Construction and dedication of Park 6 may occur in phases with the construction of Buildings B and D as identified in the Phasing Exhibits.
- G. Public Park 7
- (i) Park 7 is located at the western terminus of Polk Street and is designed for active recreational uses. Approximately 0.86 acre in size, Park 7 includes

area for the expansion of the athletic field previously approved on adjacent Parcel 96A, as well as a warm-up area, a full-size multi-purpose sport court, a half-size multi-purpose sport court or adult outdoor fitness stations, a pergola, game tables, tree grove, outdoor seating and a potential connection to an off-site trail. The design details for Park 7 depicted on Sheet L-14 may be adjusted at time of FDP approval. Park 7 shall be dedicated to Fairfax County subject to a reservation of density credit under Section 2-308 of the Zoning Ordinance.

- (ii) Construction and dedication of that portion of the Park 7 that supports the athletic field shall occur as set forth in Proffer 59.
- (iii) The remainder of Park 7 facilities shall occur with the construction of Building E; and dedication shall occur within one hundred twenty (120) days following completion of construction and bond release of the park facilities, except as may be extended in accordance with the provisions of Proffer 68. Once dedication occurs, The County shall be responsible for maintenance of the parkland and facilities west of the pergola and the Applicant shall be responsible for the pergola and the park area and facilities between the pergola and Building E.

H. Public Park 8 – Approximately 0.21 acre in size, this street level park/plaza is located along Old Meadow Road, east of Building F. It will feature specialty hardscaping, landscaping, a petanque or similar court, and outdoor seating with wireless fidelity (Wi-Fi) capability as an activation element. More specific details shall be determined at time of FDP approval for Building F and construction shall be concurrent with the development of Building F.

57. Private Park Space. In addition to the publically accessible parks described in the proffer above, the Applicant shall provide private park space as generally shown on Sheets L-16, L-17, L-18 and L-19. Specific details and amenities to be provided in these private park spaces shall be determined at time of FDP for the applicable building. Construction of the private parks shall be concurrent with the development of each building.
58. Amenities and Facilities for Residents. The Applicant shall provide on-site recreational facilities for the future residents of the Property. Pursuant to Paragraph 2 of Section 6-110 and Paragraph 2 of Section 16-404 of the Ordinance regarding developed recreational facilities, the Applicant shall expend a minimum of \$1800 per market-rate and workforce residential unit on such recreation facilities. Prior to final bond release for the Property, the balance of any funds not expended on-site, as determined by DPWES shall be contributed to the Fairfax County Board of Supervisors 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 buildings shall be determined at the time of FDP approval and provided with construction of the individual residential buildings. Amenities to be provided may include, but not be limited to:

- A. Private exterior recreational areas/courtyards to be provided on the ground level, the upper level of the parking podiums and/or the roof level (which may be the same as the private park spaces in Proffer 57), to include, but not be limited to seating areas, walking paths, specialty landscaping, lawn areas, hardscape areas, passive recreation areas, and swimming pools;
  - B. Clubroom(s) for community gatherings;
  - C. Media/entertainment center(s); and
  - D. Fitness center(s) with exercise equipment such as stationary bikes, treadmills, weight machines, free weights, etc. and/or sports courts.
59. Athletic Field Contribution. To address the Comprehensive Plan's recommendations for the provision of athletic fields in Tysons:

- A. The Applicant shall provide for expansion of a rectangular athletic field previously approved on adjacent Parcel 96A. This adjacent field was approved on Parcel 96A with application PCA 92-P-001-10 and a commitment by others to construct the approved field was made with approved application RZ 2011-PR-011. The Applicant, in coordination with the FCPA and the owner of Parcel 96A, shall fund, construct, or otherwise arrange for an expansion of the field on to the Property resulting in a full-size, full-service rectangular athletic field, approximately 360 feet by 210 feet (including overruns) as shown on Sheets C-9 the CDP (the "Athletic Field Expansion"). The Athletic Field Expansion design shall be determined in coordination with the FCPA and shall include a synthetic all-weather turf and field lights consistent with FCPA specifications. The Applicant shall provide additional park facilities adjacent to the field as described in Proffer 56 G. In addition, the Applicant shall provide 25 parking spaces in the parking garage associated with Building E for athletic field/park use. Should the Athletic Field Expansion be complete prior to the construction of the parking garage for Building E, the Applicant shall provide 25 parking spaces in existing surface parking lots on the Property for use by park visitors. Such spaces shall be available after 5:00 PM on weekdays and all weekend and may be relocated elsewhere on the Property as needed to accommodate redevelopment activities. The Applicant shall install signage clearly identifying permanent and interim field related parking spaces. Provision of the Athletic Field Expansion and related parking shall be deemed to fully satisfy the athletic field expectations of the Proposed Development on the Property.

The Applicant shall construct the Athletic Field Expansion prior to the issuance for a RUP or Non-RUP for Building A or E, whichever occurs last. The Applicant may choose to complete construction of the athletic field earlier than this time period. That portion of the Property that supports the Athletic Field Expansion 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 Expansion and bond release, except as may be extended in accordance with the provisions of Proffer 68. Once dedication occurs, the Applicant shall have no further obligation with regard to operation, maintenance, or facility replacement of the Athletic Field Expansion.

- B. In the event that the applicant in RZ 2011-PR-011 fails to begin construction its portion of the athletic field prior to the Applicant's obligation to construct the Athletic Field Expansion as stated above, the Applicant shall be deemed to fully satisfy the athletic field expectations of the Proposed Development on the Property by:
- (i) Dedicating the portion of the Property that supports the Athletic Field Expansion to Fairfax County, subject to a reservation of density credit under Section 2-308 of the Zoning Ordinance, prior to the issuance of a RUP or Non-RUP for Building A or E, whichever occurs last.
  - (ii) Contributing the sum of \$1,188,000 to Fairfax County for future athletic field construction buy others. Such contribution shall be made prior to the issuance of a RUP or Non-RUP for Building A or E, whichever occurs last.
  - (iii) Reserving 25 parking spaces in the parking garage associated with Building E for athletic field/park use to be available after 5:00 PM on weekdays and all weekend. Should the Athletic Field Expansion be completed by others prior to the completion of the parking garage for Building E, the Applicant shall provide 25 parking spaces in existing surface parking lots or parking structures on the Property for use by park visitors. Such spaces shall be available after 5:00 PM on weekdays and all weekend and may be relocated elsewhere on the Property as needed to accommodate redevelopment activities.

#### PUBLIC FACILITIES

60. Public Facilities. To address the Comprehensive Plan's recommendations regarding the provision of public facilities in Tysons, the Applicant shall make a contribution to the Board of Supervisors for each new building constructed on the Property.
- A. The contribution from the first three new buildings to be constructed on the Property shall be dedicated to funding furnishings and/or equipment for the Fire Station described in Proffer 28. The Applicants may elect to make contributions in accordance with the following options:
- (i) Contribute a fixed sum for one or more (up to three) buildings prior to the issuance of a Non-RUP for the Fire Station or before December 31, 2020, whichever occurs last. The fixed contribution for each building as set forth below shall not be subject to adjustment pursuant to Proffer 69:

- a. Building A - \$536,000.00
- b. Building B - \$294,000.00
- c. Building C - \$322,000.00
- d. Building D - \$355,000.00
- e. Building C/D (Option2) – \$312,000.00
- f. Building E - \$312,000.00
- g. Building F - \$444,000.00

(ii) For any of the first three buildings to be constructed on the Property that do not make a contribution prior to the issuance of a Non-RUP for the Fire Station or December 31, 2020, whichever occurs last, as outlined above, the Applicant shall, prior to the issuance of the first RUP or Non-RUP for the applicable building, contribute \$1.70 per each square foot based on the actual GFA in the building. This contribution shall be subject to adjustment as described in Proffer 69.

B. For the remaining new buildings to be constructed on the Property, the Applicant shall, prior to the issuance of the first RUP or Non-RUP for the applicable building, contribute \$1.70 per each square foot based on the actual GFA in the building. Said contributions shall be dedicated to funding the design and construction of off-site pedestrian/bicycle trails and bridges within the Tysons East District or connecting to the Tysons Central 123 District; such design and construction to be provided by others.

C. In the event that the Board of Supervisors determines that any of the public facilities described in this Proffer should not be constructed, or if these public facilities are funded through some other source, the contribution amount corresponding to such facility may be dedicated to funding the design and construction of other public facilities in the Tysons East District.

61. Public School Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, as revised, the Applicant shall contribute \$10,825 per expected student (based on a ratio of 0.106 students per residential unit) to the Fairfax County School Board to be utilized for capital improvements to schools that any students generated by the Property will attend. Such contribution shall be made prior to the issuance of the first RUP for each residential building and shall be based on the actual number of dwelling units built in each building.

If, prior to site plan approval for the respective residential buildings, Fairfax County should modify, on a county-wide basis, the expected ratio of students per subject multi-family unit or the amount of the contribution per student, the amount of the contribution shall be modified for that building to reflect the then current ratio and/or contribution. 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. This contribution is not subject to the provisions of Proffer 69.

#### STREAM RESTORATION

62. Scotts Run Stream Valley Plans. To address the Comprehensive Plan's recommendations regarding stream valley improvements in Tysons, the Applicant shall:
- A. Contribute to the Board of Supervisors the sum of \$100,000.00 for engineering design and/or restoration of a portion of the Scotts Run Stream Valley Park by others. Said contribution shall be made prior to final site plan approval for the first new building to be constructed on the Property.
  - B. Prior to site plan approval for each of the subsequent new buildings to be constructed on the Property, the Applicant shall contribute \$0.22 per each square foot based on the actual GFA in the building toward the restoration of the stream valley to be provided by others.

#### STORMWATER MANAGEMENT

63. Stormwater Management.
- A. Stormwater Management ("SWM") measures for the 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, subject to the determination of the Department of Public Works and Environmental Services (DPWES), retain on-site and/or reuse the first inch of rainfall. Proposed SWM and Best Management Practice ("BMP") facilities shall follow a tiered approach as identified by the County which may include infiltration facilities (where applicable), rainwater harvesting/detention vaults, runoff reducing and other innovative BMPs.
- Plans submitted subsequent to this rezoning shall identify the use of certain Low Impact Development ("LID") techniques that will aid in runoff volume reduction and promote reuse throughout the site. As a part of the LID techniques proposed, the Applicant shall provide green roofs both intensive and/or extensive, bio-retention (traditional and urban) areas, soil amendments, dry swales, pervious hardscapes/streetscapes, and infiltration.
- 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 and reduce pollutant runoff as contemplated within the stormwater management-related credits of the project's registered version, or the most current version, of the U.S. Green Building Council's applicable Leadership in Environmental Education and Design (LEED<sup>®</sup>) rating system (e.g., for LEED-NC 2009, the Stormwater Design-Quantity Control and Stormwater Design-Quality Control credits [Sustainable

Sites 6.1 and 6.2]). The above noted SWM Facilities shall be designed, to the maximum extent practicable, to meet the requirements of the stormwater management-related credits of the project's registered version or the most current version of the U. S. Green Building Council's applicable LEED rating system for each building/phase of the development based upon the LEED Boundary identified with each building/phase.

- B. At the time of each FDP, the Applicant shall provide calculations for that phase showing the proposed volume reductions and shall work cooperatively with DPWES and DPZ to ensure that the stormwater management measures that would be sufficient to meet the requirements of the aforementioned LEED credits will be provided and that the first inch of rainfall will be retained or reused to the maximum extent practicable. Supporting information shall be included, as part of each FDP submission, that is of sufficient detail, subject to DPWES's determination in coordination with the Environment and Development Review Branch of DPZ, to demonstrate the viability of the proposed stormwater management strategy for the area subject to the FDP. This information shall include the following:
- (i) For any BMP involving infiltration of water into the ground, soil testing information documenting that the soil will be able to support the proposed infiltration measure(s).
  - (ii) For any measure involving storage and reuse of stormwater runoff, documentation supporting assumed levels of water usage.
- C. The requirements of Paragraph B may be met on an individual building basis (to include consideration of any associated parking, roadway and/or courtyard areas) or be based upon the total area of the 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 Proposed Development.

Each FDP 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. With each subsequent site plan, the Applicant shall provide refined calculations illustrating conformance with the proposed volume reductions shown on the FDP. The specific SWM facilities shall be determined at the time of site plan, and as may be approved by the DPWES. While it is anticipated that compliance with the goal of retaining and/or reusing the first inch of rainfall and meeting the requirements of the aforementioned LEED credits will be confirmed at site plan by utilizing the proposed retention credits identified by the County as part of its stormwater spreadsheet, the Applicant reserves the right to utilize any

combination of LID measures (existing and future) 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.

Where it is the Applicant's intent to use a rainwater harvesting system ("RWHS") for stormwater credit, variations in reuse water demand may create fluctuations in draw down of the RWHS tank(s). If storage time will exceed 10 days, due to seasonal variation in demand, the Applicant shall have the right to discharge excess volumes off site during non-rainfall periods in a manner and at release rates as allowed by the PFM or as approved by the Director of DPWES. To the extent practicable, such discharges shall mimic release rates from a good forested condition for a significant majority of rainfall events, and/or excess volume shall be directed to other facilities using a "treatment train" approach, if possible, as approved by the Director of DPWES. If for any reason the designed dedicated end use(s) becomes unavailable because of some change, the Applicant shall provide an approved alternative end use or install a properly designed BMP treatment system to achieve runoff reduction and treatment of the runoff.

64. 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 shall replace removed trees as determined by the UFMD to sustain the 10-year canopy UFMD to sustain the 10-year canopy.

#### MISCELLANEOUS

65. Fire Department Contribution. The Applicant shall contribute \$10,000 to Fairfax County for the cost of a preemptive device on one traffic signal in the Tysons East District. The contribution shall be paid upon site plan approval for the first new building to be constructed on the Property.
66. Metrorail Tax District Buyout for Certain Residential Uses. At least sixty days prior to registration with the Common Interest Community Board of any residential condominium documents that would change the use of all or any portion of the Property that either i) is zoned to permit multi-family residential use but is not yet used for that purpose or ii) 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 register such condominium documents for that portion of the Property. Prior to registering the condominium documents, the Applicant shall pay to

Fairfax County a sum equal to the then-present value of Phase I District taxes estimated by the County to be lost as a result of that change in use.

67. Condemnation Procedures. The development of the Property in accordance with these Proffers may require the acquisition of property, rights-of-way and/or easements from parcels that are not part of the Property (collectively referred to as “Off-Site Parcels”). The Applicant shall use its good faith efforts and offer a reasonable fair market value for said property, right-of-way and/or easements. In the event the Applicant is not able to acquire the property, rights-of way and/or easements from Off-Site Parcels necessary to fulfill the obligations described herein, the Applicant shall demonstrate its efforts in writing and submit a written request to Fairfax County to acquire the property, rights-of way and easements by means of its condemnation powers.

In conjunction with any such request, the Applicant shall forward to the appropriate County agency: (a) plat, plans and profiles showing the necessary property, rights-of way and/or easements to be acquired; (b) an appraisal, prepared by a MAI (Member of the Appraisal Institute) independent appraiser approved by the County, of the value of the property, rights-of way and/or easements to be acquired and of all damages, if any, to the residue of the Off-Site Parcels; (c) a sixty (60) year title search certificate of Off-Site Parcels from which the property, rights-of way and/or easement is to be acquired; and (d) cash in an amount equal to appraised value of the property, rights-of-way and easements and of all damages to the residue of the Off-Site Parcels; and (e) a copy of written offers and counteroffers and evidence of owners refusal of such offers and counteroffers. In the event the Owner of the Off-Site Parcels are awarded more than the appraised value of the Off-Site Parcels and of the damages to the residue in a condemnation suit, the Applicant shall pay the amount of the award in excess of cash amount to the County within fifteen (15) calendar days of said award. It is understood that the Applicant, upon demand, shall pay all other costs incurred by the County in acquiring the easements to the County.

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

68. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required improvements proffered 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, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these improvement(s).
69. Adjustment in Contribution Amounts. All monetary contributions, except as may be further specified in these Proffers, shall adjust on a yearly basis from the base month of January 2018 and change effective each January 1 thereafter, as permitted by Virginia State Code Section 15.2-2303.3.

70. Advanced Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.
71. Severability. Pursuant to Section 18-204 of the Ordinance, any portion of the Property may be the subject of a proffered condition amendment (“PCA”), Special Exception (“SE”), Special Permit (“SP”), or Final Development Plan Amendment (“FDPA”) without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP or FDPA shall otherwise remain in full force and effect.
72. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their successors and assigns. Each reference to “Applicant” in this proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or the owners from time to time of any portion of the Property during the period of their ownership. Once portions of the 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 transferee. With respect to any portion of the Property subject to a COA, the COA shall have liability for performance of any applicable proffers, but not the individual condominium owners.
73. 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.

[SIGNATURES BEGIN ON NEXT PAGE]

**DRAFT FINAL DEVELOPMENT PLAN CONDITIONS****FDP 2014-PR-021****June 2, 2016**

If it is the intent of the Planning Commission to approve Final Development Plan FDP 2014-PR-021 on property located at Tax Map 29-4 ((6)) Parcels B and 95C , staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions.

1. Any plan submitted pursuant to this final development plan shall be in substantial conformance with the approved FDP entitled "The Highland District Building A ," prepared by VIKA, Inc.; Hord, Coplan, Macht and Parker Rodriguez, Inc.; and dated December 11, 2014 as revised through March 23, 2016, and these conditions. Minor modifications may be permitted pursuant to Sect. 16-402 of the Zoning Ordinance.

**DRAFT FINAL DEVELOPMENT PLAN CONDITIONS****FDP 2014-PR-021-2****June 2, 2016**

If it is the intent of the Planning Commission to approve Final Development Plan FDP 2014-PR-021-2 on property located at Tax Map 29-4 ((6)) 106 , staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions.

1. Any plan submitted pursuant to this final development plan shall be in substantial conformance with the approved FDP entitled "The Highland District Building A ," prepared by VIKA, Inc.; Hord, Coplan, Macht and Parker Rodriguez, Inc.; and dated December 11, 2014 as revised through March 23, 2016, and these conditions. Minor modifications may be permitted pursuant to Sect. 16-402 of the Zoning Ordinance.



# 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:** May 11, 2016

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

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

**SUBJECT:** Affidavit  
 Application No.: FDP 2014-PR-021  
 Applicant: BIT Investment Fifty-Two, LLC  
 PC Hearing Date: 6/16/16  
 BOS Hearing Date: 7/12/16

**REF.:** 128337

RECEIVED  
 Department of Planning & Zoning  
 MAY 12 2016  
 Zoning Evaluation Division

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 5/10/16, which bears my initials and is numbered 128337a, 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: May 10, 2016
(enter date affidavit is notarized)

128337a

I, G. Evan Pritchard, 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 2014-PR-021
(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.)

Table with 3 columns: NAME, ADDRESS, RELATIONSHIP(S). Includes entries for BIT Investment Fifty-Two, LLC and BIT Investment Fifty-Six, LLC with their respective agents and relationships.

(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: May 10, 2016  
(enter date affidavit is notarized)

128337a

for Application No. (s): FDP 2014-PR-021  
(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> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Midatlantic Realty Partners, LLC Agents: Matthew D. Robinson Frederick W. Rothmeijer Robert J. Murphy John M. Begert	3050 K Street, N.W., #125 Washington, DC 20007	Development Agent for Applicant
VIKA, Incorporated Agents: John F. Amatetti Robert R. Cochran P. Christopher Champagne	8180 Greensboro Drive, #200 Tysons, VA 22102	Engineer/Agent
VIKA Virginia, LLC Agents: John F. Amatetti Robert R. Cochran P. Christopher Champagne Jeffrey A. Kreps Douglas L. Koeser Edward E. Wagaman Katelyn E. Antonucci (former) Ryan J. Scott	8180 Greensboro Drive, #200 Tysons, VA 22102	Engineer/Agent
ParkerRodriguez, Inc. Agents: Trini M. Rodriguez Daniel A. Avrit Barbara J. Coulston	101 N. Union Street, Suite 320 Alexandria, VA 22314	Landscape Architects/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 Attachment to Par. 1(a)**DATE: May 10, 2016  
(enter date affidavit is notarized)

128337a

for Application No. (s): FDP 2014-PR-021  
(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> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
-M. J. Wells and Associates, Inc.  Agents: Robin L. Antonucci Kevin R. Fellin William F. Johnson Lester E. Adkins, III Andrew C. Buntua	1420 Spring Hill Road, Suite 610 Tysons, VA 22102	Transportation Consultant/Agent
-Hord Coplan Macht, Inc.  Agents: Joseph A. Schneider Beret G. Dickson Chris J. Harvey Brandon R. Robinson Ross D. Davis	225 Reinekers Lane, Suite 205 Alexandria, VA 22314	Architect/Agent
Walsh, Colucci, Lubeley & Walsh, P.C.  Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson (former) M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Andrew A. Painter Matthew J. Allman Jeffrey R. Sunderland Robert D. Brant Elizabeth D. Baker Inda E. Stagg Elizabeth A. Nicholson (former) Amy E. Friedlander	2200 Clarendon Boulevard, Suite 1300 Arlington, VA 22201	Attorneys/Agents  Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney*/Agent Attorney/Agent Planner/Agent Planner/Agent Planner/Agent 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: May 10, 2016  
(enter date affidavit is notarized)

128337a

for Application No. (s): FDP 2014-PR-021  
(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> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Polysonics Corp.  Agent: George (nmi) Spano	405 Belle Air Lane Warrenton, VA 20186	Noise Consultant/Agent
Davis Utility Consulting, LLC  Agent: Marcus L. Davis	4025 Fair Ridge Drive, Suite 200 Fairfax, VA 22033	Utilities 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: May 10, 2016
(enter date affidavit is notarized)

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for Application No. (s): FDP 2014-PR-021
(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)
BIT Investment Fifty-Two, LLC
1 East Pratt Street, 5th Floor East
Baltimore, MD 21202

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Sole Member and Sole General Manager - PNC Bank, National Association, as Trustee of the AFL-CIO Building Investment Trust, a Group Trust, and not in its Corporate Capacity

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

- Deborah R. Chambliss - former President/Assistant Secretary/Assistant Treasurer
David C. Schenning - former Vice-President/Secretary/Treasurer
William K. Mihm - Vice President/Assistant Secretary/Assistant Treasurer
Cynthia Helms (nmi) - Vice President/Secretary/Treasurer

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

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

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

DATE: May 10, 2016  
(enter date affidavit is notarized)

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for Application No. (s): FDP 2014-PR-021  
(enter County-assigned application number (s))

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

BIT Investment Fifty-Six, LLC  
1 East Pratt Street, 5th Floor East  
Baltimore, MD 21202

**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 and Sole General Manager - BIT Investment Fifty-Two, LLC

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

- Deborah R. Chambliss – former President/Assistant Secretary/Assistant Treasurer
- David C. Schenning – former Vice-President/Secretary/Treasurer
- William K. Mihm – Vice President/Assistant Secretary/Assistant Treasurer
- Cynthia Helms (nmi) – Vice President/Secretary/Treasurer

**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   |                  |

Former Shareholders: Michael D. Lubeley, Martin D. Walsh

**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: May 10, 2016  
(enter date affidavit is notarized)

128337a

for Application No. (s): FDP 2014-PR-021  
(enter County-assigned application number (s))

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

PNC Bank, National Association  
One PNC Plaza, 249 Fifth Avenue  
Pittsburgh, PA 15222

**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)

PNC Financial Services Group, Inc.

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

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

PNC Financial Services Group, Inc.  
One PNC Plaza, 249 Fifth Avenue  
Pittsburgh, PA 15222

**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 on the 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: May 10, 2016
(enter date affidavit is notarized)

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for Application No. (s): FDP 2014-PR-021
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
AFL-CIO Building Investment Trust
c/o PNC Bank
1601 K Street NW, Suite 1100
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.
[X] There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
The AFL-CIO Building Investment Trust (the "BIT") is a bank collective trust fund for which PNC Bank, National Association is the trustee. As a bank collective trust fund, the BIT is exempt from federal taxation under Internal Revenue Code & applicable regulations. The BIT is comprised of qualified pension & retirement plans. The funds of the BIT are invested directly or indirectly in commercial real estate. More than 10 pension/retirement plans hold interests in the BIT & no pension/retirement plan holds 10% or more of the interests of the BIT.

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)
Midatlantic Realty Partners, LLC
3050 K Street, N.W., #125
Washington, DC 20007

DESCRIPTION OF CORPORATION: (check one statement)
[X] There are 10 or less shareholders, and all of the shareholders are listed below.
[ ] There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
[ ] There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
Members: J. Richard Saas, Frederick W. Rothmeijer, Robert J. Murphy, Ryan K. Wade

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

Management Committee: J. Richard Saas, Frederick W. Rothmeijer, Robert J. Murphy, Ryan K. Wade

(check if applicable) [X] 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: May 10, 2016  
(enter date affidavit is notarized)

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for Application No. (s): FDP 2014-PR-021  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Davis Utility Consulting, LLC  
4025 Fair Ridge Drive, Suite 200  
Fairfax, VA 22033

**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)  
Marcus L. Davis

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**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)  
Hord Coplan Macht, Inc.  
225 Reinekers Lane, Suite 205  
Alexandria, Virginia 22314

**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)  
Edward M. Hord, Lee E. Coplan, Carol D. Macht

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**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: May 10, 2016  
(enter date affidavit is notarized)

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for Application No. (s): FDP 2014-PR-021  
(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  
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)  
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, Michael W. Benton, Edmund J. Ignacio

=====  
**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  
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)  
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, Michael W. Benton, Edmund J. Ignacio

=====  
**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: May 10, 2016
(enter date affidavit is notarized)

128337a

for Application No. (s): FDP 2014-PR-021
(enter County-assigned application number (s))

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

ParkerRodriguez, Inc.
101 N. Union Street, Suite 320
Alexandria, VA 22314-3231

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Trini M. Rodriguez
James E. Parker

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & 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.
[x] There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
[ ] There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

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

M.J. Wells & Associates, Inc. Employee Stock Ownership Trust. All employees are eligible plan participants; however, no one employee owns 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) [x] 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: May 10, 2016  
(enter date affidavit is notarized)

128337a

for Application No. (s): FDP 2014-PR-021  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Polysonics Corp.  
405 Belle Air Lane  
Warrenton, VA 20186

**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)

Gordon E. Jacobs  
Denise A. Jacobs

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

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

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

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

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

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

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

REZONING AFFIDAVIT

DATE: May 10, 2016  
(enter date affidavit is notarized)

128337a

for Application No. (s): FDP 2014-PR-021  
(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)  
None

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

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

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

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

REZONING AFFIDAVIT

DATE: May 10, 2016  
(enter date affidavit is notarized)

128337a

for Application No. (s): FDP 2014-PR-021  
(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: May 10, 2016  
(enter date affidavit is notarized)

128337a

for Application No. (s): FDP 2014-PR-021  
(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.)  
None

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

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

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

WITNESS the following signature:



(check one)

Applicant

Applicant's Authorized Agent

G. Evan Pritchard, attorney/agent

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 10 day of May 2016, in the State/Comm. of Virginia, County/City of Arlington.

  
Notary Public

My commission expires: 11/30/2019

KIMBERLY K. FOLLIN  
Registration # 283945  
Notary Public  
COMMONWEALTH OF VIRGINIA



# 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:** May 11, 2016

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

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

**SUBJECT:** Affidavit  
 Application No.: FDP 2014-PR-021-02  
 Applicant: BIT Investment Fifty-Two, LLC  
 PC Hearing Date: 6/16/16  
 BOS Hearing Date: 7/12/16

**REF.:** 128348

RECEIVED  
 Department of Planning & Zoning  
 MAY 12 2016  
 Zoning Evaluation Division

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 5/10/16, which bears my initials and is numbered 128348a, 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: May 10, 2016
(enter date affidavit is notarized)

128348a

I, G. Evan Pritchard, 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 2014-PR-021-02
(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.)

Table with 3 columns: NAME, ADDRESS, RELATIONSHIP(S). Includes entries for BIT Investment Fifty-Two, LLC and BIT Investment Fifty-Four, LLC with their respective agents and relationships.

(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: May 10, 2016  
(enter date affidavit is notarized)

128348a

for Application No. (s): FDP 2014-PR-021-02  
(enter County-assigned application number (s))

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
Midatlantic Realty Partners, LLC  Agents: Matthew D. Robinson Frederick W. Rothmeijer Robert J. Murphy John M. Begert	3050 K Street, N.W., #125 Washington, DC 20007	Development Agent for Applicant
VIKA, Incorporated  Agents: John F. Amatetti Robert R. Cochran P. Christopher Champagne	8180 Greensboro Drive, #200 Tysons, VA 22102	Engineer/Agent
VIKA Virginia, LLC  Agents: John F. Amatetti Robert R. Cochran P. Christopher Champagne Jeffrey A. Kreps Douglas L. Koeser Edward E. Wagaman Katelyn E. Antonucci (former) Ryan J. Scott	8180 Greensboro Drive, #200 Tysons, VA 22102	Engineer/Agent
ParkerRodriguez, Inc.  Agents: Trini M. Rodriguez Daniel A. Avrit Barbara J. Coulston	101 N. Union Street, Suite 320 Alexandria, VA 22314	Landscape Architects/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 Attachment to Par. 1(a)**DATE: May 10, 2016  
(enter date affidavit is notarized)

128348a

for Application No. (s): FDP 2014-PR-021-02  
(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> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
M. J. Wells and Associates, Inc.  Agents: Robin L. Antonucci Kevin R. Fellin William F. Johnson Lester E. Adkins, III Andrew C. Buntua	1420 Spring Hill Road, Suite 610 Tysons, VA 22102	Transportation Consultant/Agent
Hord Coplan Macht, Inc.  Agents: Joseph A. Schneider Beret G. Dickson Chris J. Harvey Brandon R. Robinson Ross D. Davis	225 Reinekers Lane, Suite 205 Alexandria, VA 22314	Architect/Agent
Walsh, Colucci, Lubeley & Walsh, P.C.  Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson (former) M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Andrew A. Painter Matthew J. Allman Jeffrey R. Sunderland Robert D. Brant Elizabeth D. Baker Inda E. Stagg Elizabeth A. Nicholson (former) Amy E. Friedlander	2200 Clarendon Boulevard, Suite 1300 Arlington, VA 22201	Attorneys/Agents  Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney*/Agent Attorney/Agent Planner/Agent Planner/Agent Planner/Agent 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: May 10, 2016  
(enter date affidavit is notarized)

128348a

for Application No. (s): FDP 2014-PR-021-02  
(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> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Polysonics Corp.  Agent: George (nmi) Spano	405 Belle Air Lane Warrenton, VA 20186	Noise Consultant/Agent
Davis Utility Consulting, LLC  Agent: Marcus L. Davis	4025 Fair Ridge Drive, Suite 200 Fairfax, VA 22033	Utilities 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: May 10, 2016
(enter date affidavit is notarized)

128348a

for Application No. (s): FDP 2014-PR-021-02
(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)

BIT Investment Fifty-Two, LLC
1 East Pratt Street, 5th Floor East
Baltimore, MD 21202

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Sole Member and Sole General Manager - PNC Bank, National Association, as Trustee of the AFL-CIO Building Investment Trust, a Group Trust, and not in its Corporate Capacity

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

Deborah R. Chambliss - former President/Assistant Secretary/Assistant Treasurer
David C. Schenning - former Vice-President/Secretary/Treasurer
William K. Mihm - Vice President/Assistant Secretary/Assistant Treasurer
Cynthia Helms (nmi) - Vice President/Secretary/Treasurer

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

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

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

DATE: May 10, 2016  
(enter date affidavit is notarized)

128348a

for Application No. (s): FDP 2014-PR-021-02  
(enter County-assigned application number (s))

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

BIT Investment Fifty-Four, LLC  
1 East Pratt Street, 5th Floor East  
Baltimore, MD 21202

**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 and Sole General Manager - BIT Investment Fifty-Two, LLC

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

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

- Deborah R. Chambliss – former President/Assistant Secretary/Assistant Treasurer
- David C. Schenning – former Vice-President/Secretary/Treasurer
- William K. Mihm – Vice President/Assistant Secretary/Assistant Treasurer
- Cynthia Helms (nmi) – Vice President/Secretary/Treasurer

**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   |                  |

Former Shareholders: Michael D. Lubeley, Martin D. Walsh

**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: May 10, 2016  
(enter date affidavit is notarized)

128348a

for Application No. (s): FDP 2014-PR-021-02  
(enter County-assigned application number (s))

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

PNC Bank, National Association  
One PNC Plaza, 249 Fifth Avenue  
Pittsburgh, PA 15222

**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)

PNC Financial Services Group, Inc.

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

=====

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

PNC Financial Services Group, Inc.  
One PNC Plaza, 249 Fifth Avenue  
Pittsburgh, PA 15222

**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 on the 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)**

128348a

DATE: May 10, 2016  
(enter date affidavit is notarized)

for Application No. (s): FDP 2014-PR-021-02  
(enter County-assigned application number (s))

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

✓ AFL-CIO Building Investment Trust  
c/o PNC Bank  
1601 K Street NW, Suite 1100  
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)

✓ The AFL-CIO Building Investment Trust (the "BIT") is a bank collective trust fund for which PNC Bank, National Association is the trustee. As a bank collective trust fund, the BIT is exempt from federal taxation under Internal Revenue Code & applicable regulations. The BIT is comprised of qualified pension & retirement plans. The funds of the BIT are invested directly or indirectly in commercial real estate. More than 10 pension/retirement plans hold interests in the BIT & no pension/retirement plan holds 10% or more of the interests of the BIT.

**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)

✓ Midatlantic Realty Partners, LLC  
3050 K Street, N.W., #125  
Washington, DC 20007

**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: J. Richard Saas, Frederick W. Rothmeijer, Robert J. Murphy, Ryan K. Wade

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

✓ Management Committee: J. Richard Saas, Frederick W. Rothmeijer, Robert J. Murphy, Ryan K. Wade

(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)**

128348a

DATE: May 10, 2016  
(enter date affidavit is notarized)

for Application No. (s): FDP 2014-PR-021-02  
(enter County-assigned application number (s))

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

✓Davis Utility Consulting, LLC  
4025 Fair Ridge Drive, Suite 200  
Fairfax, VA 22033

**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)

Marcus L. Davis

**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)

✓Hord Coplan Macht, Inc.  
225 Reinekers Lane, Suite 205  
Alexandria, Virginia 22314

**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)

✓Edward M. Hord, Lee E. Coplan, Carol D. Macht

**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)**

128348a

DATE: May 10, 2016  
(enter date affidavit is notarized)

for Application No. (s): FDP 2014-PR-021-02  
(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  
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)

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, Michael W. Benton, Edmund J. Ignacio

**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  
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)

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, Michael W. Benton, Edmund J. Ignacio

**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)**

128348a

DATE: May 10, 2016  
(enter date affidavit is notarized)

for Application No. (s): FDP 2014-PR-021-02  
(enter County-assigned application number (s))

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

ParkerRodriguez, Inc.  
101 N. Union Street, Suite 320  
Alexandria, VA 22314-3231

**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)

Trini M. Rodriguez  
James E. Parker

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name & 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. 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 Attachment to Par. 1(b)**

DATE: May 10, 2016  
(enter date affidavit is notarized)

128348a

for Application No. (s): FDP 2014-PR-021-02  
(enter County-assigned application number (s))

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

Polysonics Corp.  
405 Belle Air Lane  
Warrenton, VA 20186

**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)

Gordon E. Jacobs  
Denise A. Jacobs

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

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

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

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

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

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

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

REZONING AFFIDAVIT

DATE: May 10, 2016  
(enter date affidavit is notarized)

178348a

for Application No. (s): FDP 2014-PR-021-02  
(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)  
None

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

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

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

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

REZONING AFFIDAVIT

DATE: May 10, 2016  
(enter date affidavit is notarized)

128348a

for Application No. (s): FDP 2014-PR-021-02  
(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: May 10, 2016  
(enter date affidavit is notarized)

128348a

for Application No. (s): FDP 2014-PR-021-02  
(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.)  
None

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

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

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

WITNESS the following signature:

(check one)

Applicant

Applicant's Authorized Agent

G. Evan Pritchard, attorney/agent

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 10 day of May 2016, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin  
Notary Public

My commission expires: 11/30/2019

KIMBERLY K. FOLLIN  
Registration # 283945  
Notary Public  
COMMONWEALTH OF VIRGINIA



# 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:** May 11, 2016

**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.: PCA 92-P-001-12  
 Applicant: BIT Investment Fifty-Two, LLC  
 PC Hearing Date: 6/16/16  
 BOS Hearing Date: 7/12/16

**REF.:** 127270

RECEIVED  
 Department of Planning & Zoning  
 MAY 12 2016  
 Zoning Evaluation Division

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 5/10/16, which bears my initials and is numbered 127270a, 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: May 10, 2016
(enter date affidavit is notarized)

127270a

I, G. Evan Pritchard, 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): PCA 92-P-001-12
(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.)

Table with 3 columns: NAME, ADDRESS, RELATIONSHIP(S). Includes entries for BIT Investment Fifty-Two, LLC and BIT Investment Fifty-Three, LLC, both with agents listed.

(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: May 10, 2016  
(enter date affidavit is notarized)

127270a

for Application No. (s): PCA 92-P-001-12  
(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> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
BIT Investment Fifty-Four, LLC Agents: Kelyn L. Chipman Deborah R. Chambliss (former) David C. Schenning (former) William K. Mihm Allison K. Prescott (former) Cynthia Helms (nmi)	1 East Pratt Street, 5th Floor East Baltimore, MD 21202	Title Owner of Tax Map 29-4 ((6)) 106
BIT Investment Fifty-Five, LLC Agents: Kelyn L. Chipman Deborah R. Chambliss (former) David C. Schenning (former) William K. Mihm Allison K. Prescott (former) Cynthia Helms (nmi)	1 East Pratt Street, 5th Floor East Baltimore, MD 21202	Title Owner of Tax Map 29-4 ((6)) A, 97C
BIT Investment Fifty-Six, LLC Agents: Kelyn L. Chipman Deborah R. Chambliss (former) David C. Schenning (former) William K. Mihm Allison K. Prescott (former) Cynthia Helms (nmi)	1 East Pratt Street, 5th Floor East Baltimore, MD 21202	Title Owner of Tax Map 29-4 ((6)) B, 95C
Midatlantic Realty Partners, LLC Agents: Matthew D. Robinson Frederick W. Rothmeijer Robert J. Murphy John M. Begert	3050 K Street, N.W., #125 Washington, DC 20007	Development Agent for Applicant

(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: May 10, 2016  
 (enter date affidavit is notarized)

177270a

for Application No. (s): PCA 92-P-001-12  
 (enter County-assigned application number (s))

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
VIKA, Incorporated  Agents: John F. Amatetti Robert R. Cochran P. Christopher Champagne	8180 Greensboro Drive, #200 Tysons, VA 22102	Engineer/Agent
VIKA Virginia, LLC  Agents: John F. Amatetti Robert R. Cochran P. Christopher Champagne Jeffrey A. Kreps Douglas L. Koeser Edward E. Wagaman Katelyn E. Antonucci (former) Ryan J. Scott	8180 Greensboro Drive, #200 Tysons, VA 22102	Engineer/Agent
ParkerRodriguez, Inc.  Agents: Trini M. Rodriguez Daniel A. Avrit Barbara J. Coulston	101 N. Union Street, Suite 320 Alexandria, VA 22314	Landscape Architects/Agent
M. J. Wells and Associates, Inc.  Agents: Robin L. Antonucci Kevin R. Fellin William F. Johnson Lester E. Adkins, III Andrew C. Buntua	1420 Spring Hill Road, Suite 610 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 Attachment to Par. 1(a)**DATE: May 10, 2016  
(enter date affidavit is notarized)

127270a

for Application No. (s): PCA 92-P-001-12  
(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> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
-Hord Coplan Macht, Inc.  Agents: Joseph A. Schneider Beret G. Dickson Chris J. Harvey Brandon R. Robinson Ross D. Davis	225 Reinekers Lane, Suite 205 Alexandria, VA 22314	Architect/Agent
Walsh, Colucci, Lubeley & Walsh, P.C.  Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson (former) M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Andrew A. Painter Matthew J. Allman Jeffrey R. Sunderland Robert D. Brant Elizabeth D. Baker Inda E. Stagg Elizabeth A. Nicholson (former) Amy E. Friedlander	2200 Clarendon Boulevard, Suite 1300 Arlington, VA 22201	Attorneys/Agents  Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney*/Agent Attorney/Agent Planner/Agent Planner/Agent Planner/Agent Planner/Agent

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

- Polysonics Corp.  Agent: George (nmi) Spano	405 Belle Air Lane Warrenton, VA 20186	Noise Consultant/Agent
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Davis Utility Consulting, LLC  Agent: Marcus L. Davis	4025 Fair Ridge Drive, Suite 200 Fairfax, VA 22033	Utilities Consultant/Agent
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(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: May 10, 2016
(enter date affidavit is notarized)

127270a

for Application No. (s): PCA 92-P-001-12
(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)
BIT Investment Fifty-Two, LLC
1 East Pratt Street, 5th Floor East
Baltimore, MD 21202

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Sole Member and Sole General Manager - PNC Bank, National Association, as Trustee of the AFL-CIO Building Investment Trust, a Group Trust, and not in its Corporate Capacity

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

- Deborah R. Chambliss - former President/Assistant Secretary/Assistant Treasurer
David C. Schenning - former Vice-President/Secretary/Treasurer
William K. Mihm - Vice President/Assistant Secretary/Assistant Treasurer
Cynthia Helms (nmi) - Vice President/Secretary/Treasurer

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

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

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

DATE: May 10, 2016  
(enter date affidavit is notarized)

127270a

for Application No. (s): PCA 92-P-001-12  
(enter County-assigned application number (s))

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

BIT Investment Fifty-Three, LLC  
1 East Pratt Street, 5th Floor East  
Baltimore, MD 21202

**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)

• Sole Member and Sole General Manager - BIT Investment Fifty-Two, LLC

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

- Deborah R. Chambliss – former President/Assistant Secretary/Assistant Treasurer
- David C. Schenning – former Vice-President/Secretary/Treasurer
- William K. Mihm – Vice President/Assistant Secretary/Assistant Treasurer
- Cynthia Helms (nmi) – Vice President/Secretary/Treasurer

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

BIT Investment Fifty-Four, LLC  
1 East Pratt Street, 5th Floor East  
Baltimore, MD 21202

**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 and Sole General Manager - BIT Investment Fifty-Two, LLC

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

- Deborah R. Chambliss – former President/Assistant Secretary/Assistant Treasurer
- David C. Schenning – former Vice-President/Secretary/Treasurer
- William K. Mihm – Vice President/Assistant Secretary/Assistant Treasurer
- Cynthia Helms (nmi) – Vice President/Secretary/Treasurer

(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: May 10, 2016  
(enter date affidavit is notarized)

127270a

for Application No. (s): PCA 92-P-001-12  
(enter County-assigned application number (s))

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

BIT Investment Fifty-Five, LLC  
1 East Pratt Street, 5th Floor East  
Baltimore, MD 21202

**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)

Sole Member and Sole General Manager - BIT Investment Fifty-Two, LLC

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

- Deborah R. Chambliss – former President/Assistant Secretary/Assistant Treasurer
- David C. Schenning – former Vice-President/Secretary/Treasurer
- William K. Mihm – Vice President/Assistant Secretary/Assistant Treasurer
- Cynthia Helms (nmi) – Vice President/Secretary/Treasurer

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

BIT Investment Fifty-Six, LLC  
1 East Pratt Street, 5th Floor East  
Baltimore, MD 21202

**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 and Sole General Manager - BIT Investment Fifty-Two, LLC

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

- Deborah R. Chambliss – former President/Assistant Secretary/Assistant Treasurer
- David C. Schenning – former Vice-President/Secretary/Treasurer
- William K. Mihm – Vice President/Assistant Secretary/Assistant Treasurer
- Cynthia Helms (nmi) – Vice President/Secretary/Treasurer

(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: May 10, 2016  
(enter date affidavit is notarized)

127270a

for Application No. (s): PCA 92-P-001-12  
(enter County-assigned application number (s))

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

PNC Bank, National Association  
One PNC Plaza, 249 Fifth Avenue  
Pittsburgh, PA 15222

**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)

PNC Financial Services Group, Inc.

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

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

PNC Financial Services Group, Inc.  
One PNC Plaza, 249 Fifth Avenue  
Pittsburgh, PA 15222

**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 on the 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: May 10, 2016  
(enter date affidavit is notarized)

127270a

for Application No. (s): PCA 92-P-001-12  
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

AFL-CIO Building Investment Trust  
 c/o PNC Bank  
 1601 K Street NW, Suite 1100  
 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)

The AFL-CIO Building Investment Trust (the "BIT") is a bank collective trust fund for which PNC Bank, National Association is the trustee. As a bank collective trust fund, the BIT is exempt from federal taxation under Internal Revenue Code & applicable regulations. The BIT is comprised of qualified pension & retirement plans. The funds of the BIT are invested directly or indirectly in commercial real estate. More than 10 pension/retirement plans hold interests in the BIT & no pension/retirement plan holds 10% or more of the interests of the BIT.

**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)

Midatlantic Realty Partners, LLC  
 3050 K Street, N.W., #125  
 Washington, DC 20007

**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: J. Richard Saas, Frederick W. Rothmeijer, Robert J. Murphy, Ryan K. Wade

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

Management Committee: J. Richard Saas, Frederick W. Rothmeijer, Robert J. Murphy, Ryan K. Wade

(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)**

127270a

DATE: May 10, 2016  
(enter date affidavit is notarized)

for Application No. (s): PCA 92-P-001-12  
(enter County-assigned application number (s))

**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	

Former Shareholders: Michael D. Lubeley, Martin D. Walsh

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

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Hord Coplan Macht, Inc.  
225 Reinekers Lane, Suite 205  
Alexandria, Virginia 22314

**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)

Edward M. Hord, Lee E. Coplan, Carol D. Macht

**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)

127270a

DATE: May 10, 2016
(enter date affidavit is notarized)

for Application No. (s): PCA 92-P-001-12
(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
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)
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, Michael W. Benton, Edmund J. Ignacio

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
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)
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, Michael W. Benton, Edmund J. Ignacio

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: May 10, 2016  
(enter date affidavit is notarized)

127270a

for Application No. (s): PCA 92-P-001-12  
(enter County-assigned application number (s))

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

- ParkerRodriguez, Inc.  
101 N. Union Street, Suite 320  
Alexandria, VA 22314-3231

**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)

- Trini M. Rodriguez  
James E. Parker

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name & 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. All employees are eligible plan participants; however, no one employee owns 10% or more of any class of stock.

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**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)**

122270a

DATE: May 10, 2016  
(enter date affidavit is notarized)

for Application No. (s): PCA 92-P-001-12  
(enter County-assigned application number (s))

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

Polysonics Corp.  
405 Belle Air Lane  
Warrenton, VA 20186

**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)

Gordon E. Jacobs  
Denise A. Jacobs

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

---

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

Davis Utility Consulting, LLC  
4025 Fair Ridge Drive, Suite 200  
Fairfax, VA 22033

**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)

Marcus L. Davis

---

**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

127710 a

DATE: May 10, 2016  
(enter date affidavit is notarized)

for Application No. (s): PCA 92-P-001-12  
(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)  
None

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

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

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

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

REZONING AFFIDAVIT

DATE: May 10, 2016  
(enter date affidavit is notarized)

127270a

for Application No. (s): PCA 92-P-001-12  
(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: May 10, 2016  
(enter date affidavit is notarized)

122270a

for Application No. (s): PCA 92-P-001-12  
(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.)  
None

(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

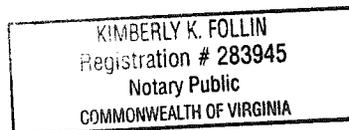
[x] Applicant's Authorized Agent

G. Evan Pritchard, attorney/agent  
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 10 day of May 2016, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin  
Notary Public

My commission expires: 11/30/2019





# 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:** May 11, 2016

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

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

**SUBJECT:** Affidavit  
Application No.: RZ 2014-PR-021  
Applicant: BIT Investment Fifty-Two, LLC  
PC Hearing Date: 6/16/16  
BOS Hearing Date: 7/12/16

**REF.:** 127273

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 5/10/16, which bears my initials and is numbered 127273a, 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

127273 a

DATE: May 10, 2016
(enter date affidavit is notarized)

I, G. Evan Pritchard, 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): RZ 2014-PR-021
(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.)

Table with 3 columns: NAME, ADDRESS, RELATIONSHIP(S). Includes entries for BIT Investment Fifty-Two, LLC and BIT Investment Fifty-Three, LLC with their respective agents and relationships.

(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: May 10, 2016  
(enter date affidavit is notarized)

127273a

for Application No. (s): RZ 2014-PR-021  
(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> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
BIT Investment Fifty-Four, LLC Agents: Kelyn L. Chipman Deborah R. Chambliss (former) David C. Schenning (former) William K. Mihm Allison K. Prescott (former) Cynthia Helms (nmi)	1 East Pratt Street, 5th Floor East Baltimore, MD 21202	Title Owner of Tax Map 29-4 ((6)) 106
BIT Investment Fifty-Five, LLC Agents: Kelyn L. Chipman Deborah R. Chambliss (former) David C. Schenning (former) William K. Mihm Allison K. Prescott (former) Cynthia Helms (nmi)	1 East Pratt Street, 5th Floor East Baltimore, MD 21202	Title Owner of Tax Map 29-4 ((6)) A, 97C
BIT Investment Fifty-Six, LLC Agents: Kelyn L. Chipman Deborah R. Chambliss (former) David C. Schenning (former) William K. Mihm Allison K. Prescott (former) Cynthia Helms (nmi)	1 East Pratt Street, 5th Floor East Baltimore, MD 21202	Title Owner of Tax Map 29-4 ((6)) B, 95C
Midatlantic Realty Partners, LLC Agents: Matthew D. Robinson Frederick W. Rothmeijer Robert J. Murphy John M. Begert	3050 K Street, N.W., #125 Washington, DC 20007	Development Agent for Applicant

(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: May 10, 2016  
(enter date affidavit is notarized)

127273a

for Application No. (s): RZ 2014-PR-021  
(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> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
VIKA, Incorporated  Agents: John F. Amatetti Robert R. Cochran P. Christopher Champagne	8180 Greensboro Drive, #200 Tysons, VA 22102	Engineer/Agent
VIKA Virginia, LLC  Agents: John F. Amatetti Robert R. Cochran P. Christopher Champagne Jeffrey A. Kreps Douglas L. Koeser Edward E. Wagaman Katelyn E. Antonucci (former) Ryan J. Scott	8180 Greensboro Drive, #200 Tysons, VA 22102	Engineer/Agent
ParkerRodriguez, Inc.  Agents: Trini M. Rodriguez Daniel A. Avrit Barbara J. Coulston	101 N. Union Street, Suite 320 Alexandria, VA 22314	Landscape Architects/Agent
M. J. Wells and Associates, Inc.  Agents: Robin L. Antonucci Kevin R. Fellin William F. Johnson Lester E. Adkins, III Andrew C. Buntua	1420 Spring Hill Road, Suite 610 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 Attachment to Par. 1(a)**

DATE: May 10, 2016  
 (enter date affidavit is notarized)

127273a

for Application No. (s): RZ 2014-PR-021  
 (enter County-assigned application number (s))

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
Hord Coplan Macht, Inc.  Agents: Joseph A. Schneider Beret G. Dickson Chris J. Harvey Brandon R. Robinson Ross D. Davis	225 Reinekers Lane, Suite 205 Alexandria, VA 22314	Architect/Agent
Walsh, Colucci, Lubeley & Walsh, P.C.  Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson (former) M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Andrew A. Painter Matthew J. Allman Jeffrey R. Sunderland Robert D. Brant Elizabeth D. Baker Inda E. Stagg Elizabeth A. Nicholson (former) Amy E. Friedlander	2200 Clarendon Boulevard, Suite 1300 Arlington, VA 22201	Attorneys/Agents  Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney*/Agent Attorney/Agent Planner/Agent Planner/Agent Planner/Agent Planner/Agent

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

Polysonics Corp.  
Agent: George (nmi) Spano

405 Belle Air Lane  
Warrenton, VA 20186

Noise Consultant/Agent

Davis Utility Consulting, LLC  
Agent: Marcus L. Davis

4025 Fair Ridge Drive, Suite 200  
Fairfax, VA 22033

Utilities 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: May 10, 2016  
(enter date affidavit is notarized)

127273a

for Application No. (s): RZ 2014-PR-021  
(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)  
BIT Investment Fifty-Two, LLC  
1 East Pratt Street, 5th Floor East  
Baltimore, MD 21202

**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 and Sole General Manager - PNC Bank, National Association, as Trustee of the AFL-CIO Building Investment Trust, a Group Trust, and not in its Corporate Capacity

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

- Deborah R. Chambliss – former President/Assistant Secretary/Assistant Treasurer
- David C. Schenning – former Vice-President/Secretary/Treasurer
- William K. Mihm – Vice President/Assistant Secretary/Assistant Treasurer
- Cynthia Helms (nmi) – Vice President/Secretary/Treasurer

(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: May 10, 2016  
(enter date affidavit is notarized)

127273a

for Application No. (s): RZ 2014-PR-021  
(enter County-assigned application number (s))

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

BIT Investment Fifty-Three, LLC  
1 East Pratt Street, 5th Floor East  
Baltimore, MD 21202

**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)

. Sole Member and Sole General Manager - BIT Investment Fifty-Two, LLC

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

- . Deborah R. Chambliss – former President/Assistant Secretary/Assistant Treasurer
- David C. Schenning – former Vice-President/Secretary/Treasurer
- William K. Mihm – Vice President/Assistant Secretary/Assistant Treasurer
- . Cynthia Helms (nmi) – Vice President/Secretary/Treasurer

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

BIT Investment Fifty-Four, LLC  
1 East Pratt Street, 5th Floor East  
Baltimore, MD 21202

**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 and Sole General Manager - BIT Investment Fifty-Two, LLC

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

- . Deborah R. Chambliss – former President/Assistant Secretary/Assistant Treasurer
- David C. Schenning – former Vice-President/Secretary/Treasurer
- William K. Mihm – Vice President/Assistant Secretary/Assistant Treasurer
- . Cynthia Helms (nmi) – Vice President/Secretary/Treasurer

(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: May 10, 2016  
(enter date affidavit is notarized)

121273a

for Application No. (s): RZ 2014-PR-021  
(enter County-assigned application number (s))

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

BIT Investment Fifty-Five, LLC  
1 East Pratt Street, 5th Floor East  
Baltimore, MD 21202

**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)

Sole Member and Sole General Manager - BIT Investment Fifty-Two, LLC

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

- Deborah R. Chambliss – former President/Assistant Secretary/Assistant Treasurer
- David C. Schenning – former Vice-President/Secretary/Treasurer
- William K. Mihm – Vice President/Assistant Secretary/Assistant Treasurer
- Cynthia Helms (nmi) – Vice President/Secretary/Treasurer

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

BIT Investment Fifty-Six, LLC  
1 East Pratt Street, 5th Floor East  
Baltimore, MD 21202

**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 and Sole General Manager - BIT Investment Fifty-Two, LLC

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

- Deborah R. Chambliss – former President/Assistant Secretary/Assistant Treasurer
- David C. Schenning – former Vice-President/Secretary/Treasurer
- William K. Mihm – Vice President/Assistant Secretary/Assistant Treasurer
- Cynthia Helms (nmi) – Vice President/Secretary/Treasurer

(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)**

127273a

DATE: May 10, 2016  
(enter date affidavit is notarized)

for Application No. (s): RZ 2014-PR-021  
(enter County-assigned application number (s))

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

PNC Bank, National Association  
One PNC Plaza, 249 Fifth Avenue  
Pittsburgh, PA 15222

**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)

PNC Financial Services Group, Inc.

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

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

PNC Financial Services Group, Inc.  
One PNC Plaza, 249 Fifth Avenue  
Pittsburgh, PA 15222

**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 on the 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: May 10, 2016  
(enter date affidavit is notarized)

127273a

for Application No. (s): RZ 2014-PR-021  
(enter County-assigned application number (s))

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

AFL-CIO Building Investment Trust  
c/o PNC Bank  
1601 K Street NW, Suite 1100  
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)

The AFL-CIO Building Investment Trust (the "BIT") is a bank collective trust fund for which PNC Bank, National Association is the trustee. As a bank collective trust fund, the BIT is exempt from federal taxation under Internal Revenue Code & applicable regulations. The BIT is comprised of qualified pension & retirement plans. The funds of the BIT are invested directly or indirectly in commercial real estate. More than 10 pension/retirement plans hold interests in the BIT & no pension/retirement plan holds 10% or more of the interests of the BIT.

**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)

Midatlantic Realty Partners, LLC  
3050 K Street, N.W., #125  
Washington, DC 20007

**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: J. Richard Saas, Frederick W. Rothmeijer, Robert J. Murphy, Ryan K. Wade

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

Management Committee: J. Richard Saas, Frederick W. Rothmeijer, Robert J. Murphy, Ryan K. Wade

(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: May 10, 2016  
(enter date affidavit is notarized)

127273a

for Application No. (s): RZ 2014-PR-021  
(enter County-assigned application number (s))

**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	

Former Shareholders: Michael D. Lubeley, Martin D. Walsh

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

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Hord Coplan Macht, Inc.  
225 Reinekers Lane, Suite 205  
Alexandria, Virginia 22314

**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)

Edward M. Hord, Lee E. Coplan, Carol D. Macht

**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: May 10, 2016  
(enter date affidavit is notarized)

127273a

for Application No. (s): RZ 2014-PR-021  
(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  
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)  
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, Michael W. Benton, Edmund J. Ignacio

=====

**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  
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)  
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, Michael W. Benton, Edmund J. Ignacio

=====

**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: May 10, 2016  
(enter date affidavit is notarized)

127273a

for Application No. (s): RZ 2014-PR-021  
(enter County-assigned application number (s))

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

ParkerRodriguez, Inc.  
101 N. Union Street, Suite 320  
Alexandria, VA 22314-3231

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

- There are 10 or less shareholders, and all of the shareholders are listed below.
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- 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)

Trini M. Rodriguez  
James E. Parker

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name & 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. 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 Attachment to Par. 1(b)**

DATE: May 10, 2016  
(enter date affidavit is notarized)

127273a

for Application No. (s): RZ 2014-PR-021  
(enter County-assigned application number (s))

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

Polysonics Corp.  
405 Belle Air Lane  
Warrenton, VA 20186

**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)

Gordon E. Jacobs  
Denise A. Jacobs

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

=====

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

Davis Utility Consulting, LLC  
4025 Fair Ridge Drive, Suite 200  
Fairfax, VA 22033

**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)

Marcus L. Davis

=====

**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: May 10, 2016  
(enter date affidavit is notarized)

127273a

for Application No. (s): RZ 2014-PR-021  
(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)  
None

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

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

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

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

REZONING AFFIDAVIT

DATE: May 10, 2016  
(enter date affidavit is notarized)

127273a

for Application No. (s): RZ 2014-PR-021  
(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: May 10, 2016  
(enter date affidavit is notarized)

127273a

for Application No. (s): RZ 2014-PR-021  
(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.)  
None

(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

[x] Applicant's Authorized Agent

G. Evan Pritchard, attorney/agent

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 10 day of May 2016, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin  
Notary Public

My commission expires: 11/30/2019

KIMBERLY K. FOLLIN  
Registration # 283945  
Notary Public  
COMMONWEALTH OF VIRGINIA



**WALSH COLUCCI  
LUBELEY & WALSH PC**

G. Evan Pritchard  
(703) 528-4700 Ext. 5417  
[gepritchard@thelandlawyers.com](mailto:gepritchard@thelandlawyers.com)

May 11, 2016

**Via Hand Delivery**

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

Re: The Highland District - FDP 2014-PR-021-1  
Application for Final Development Plan Approval for Building A  
BIT Investment Fifty-Two, LLC  
Fairfax County Tax Map 29-4 ((6)) B and 95C

Dear Ms. Berlin:

This letter serves as a statement of justification for an application seeking Final Development Plan (“FDP”) approval for Building A, a mixed-use residential building located in the proposed Highland District project in the Tysons East area of Tysons. Identified on the 2016 Fairfax County Tax Map as 29-4 ((6)) B and 95C (the “Property”), the Property is currently developed with a low-rise commercial office building developed as a part of the West\*Gate office park. The Applicant has filed a separate rezoning and Conceptual Development Plan (“CDP”) application seeking to rezone the Property and adjacent properties from the C-3 and HC Districts to the Planned Tysons Corner Urban (“PTC”) and HC Districts. That application, referenced as RZ 2014-PR-021, seeks approval of five residential buildings, an office building, associated retail/service uses, street improvements and park amenities on 16.74 acres. This companion FDP encompasses an area of 6.25 acres and requests approval of one residential building with optional ground floor retail/service uses.

**I. Building A Final Development Plan Area**

The Property is located in the southwest quadrant of the intersection of Old Meadow Road and Old Meadow Lane. The Property is bordered by the Scotts Run stream valley to the south and other C-3 office buildings to the north, east and west. Existing multi-family residential developments are located further to the south of the Property. All of the proposed development on the Property site is located within ½ mile of the McLean Metro Station.

ATTORNEYS AT LAW

703 528 4700 ■ WWW.THELANDLAWYERS.COM  
2200 CLARENDON BLVD. ■ SUITE 1300 ■ ARLINGTON, VA 22201-3359

LOUDOUN 703 737 3633 ■ WOODBRIDGE 703 680 4664

## **II. Proposed Development**

The CDP for the Property shows a predominately residential community with office and retail/service components set in a framework of new local public streets. Streets framing Building A include Old Meadow Drive, an existing private street named Old Meadow Lane to be reconstructed and renamed Polk Street, and Grant Street. Polk Street will serve as the primary place-making street in the neighborhood, where residents will come together and enjoy access to convenient neighborhood services, outdoor spaces and amenities. As envisioned in the Tysons Comprehensive Plan, Grant Street will be created from the east side of Old Meadow Road and connect with Buchanan Street which extends northward to connect with Polk Street to complete the grid of streets.

The FDP proposes a 5 to 8 story residential building. Building A will include between 360 and 410 multi-family dwelling units and up to 5,000 square feet of retail/service uses. The building is oriented to Old Meadow Road and Polk Street to create a consistent street edge. The retail/service uses fronting on Polk Street at the ground level may include a variety of commercial uses, including, but not limited to, retail sales establishments, eating establishments and fast food restaurants, commercial service uses and offices. The primary residential lobby is oriented to Polk Street. Parking will be located in an above-grade podium. Access to parking and loading will be from Grant Street. On the uppers levels above the parking garage, two private courtyards will be provided for the residents. Overall Building A will include a maximum GFA of 420,000 square feet and a maximum height of 105 feet.

A landscaped plaza is proposed at the corner of Old Meadow Road and Polk Street. This 0.21 acre area will be a public park for the enjoyment of residents, workers and visitors to the area. Included in the design are hardscape and landscaped areas, specialty lighting, fixed and movable seating. Another 1.35 acres of public parkland associated with the Scotts Run stream valley will be provided on the south side of Grant Street. This will include a multi-purpose trail and a bicycle repair station. In addition to these public parks, the Applicant proposes a variety of private passive amenities and active recreational facilities within Building A as well as on the podium. These will include, but not be limited to, a clubhouse/community room, fitness center, and media center in the building. Two outdoor courtyards on the podium level will provide a swimming pool, chaise lounging for sunbathing, fire pit areas, open lawn areas, hardscaping and landscaping.

The streetscapes along the frontages of Building A are designed to meet or exceed the recommendations in the Tysons Urban Design Guidelines (the "Guidelines").

- The Applicant will be providing a minimum 20 foot streetscape along its Old Meadow Road frontage adjacent to Building A. This will include a generally continuous eight (8) foot wide landscape amenity panel with street trees, an eight (8) foot wide clear sidewalk, and a minimum four (4) foot wide building zone.
- As Polk Street and Grant Street are local streets, minimum 16 foot streetscape sections are proposed along these streets. These are comprised of a minimum six

(6) foot landscape/amenity panel, a six (6) foot clear sidewalk and a minimum four (4) foot building zone that will include additional hardscape or landscaping adjacent to the building and landscaping when the sidewalk abuts future parkland.

### III. Comprehensive Plan Guidance

The Property is located in the Tysons East District of the Tysons Corner Urban Center and recommendations for its use and development are guided by the Tysons Urban Center Comprehensive Plan adopted by the Fairfax County Board of Supervisors in 2010 (the “Plan”). Guidance is provided in both the Areawide Recommendations and in the more site specific Tysons East – Old Meadow Subdistrict recommendations. The Plan recommends that the Property be redeveloped in keeping with the Residential Mixed-Use land use category which is described as primarily residential, on the order of 75% or more. The Conceptual Land Use Map shows a linear public park planned along the southern edge of the Property. The Plan also provides guidance on consolidation, street grid, urban design, urban park standards and a host of other topics. These topics are discussed in detail in the statement of justification for the rezoning and CDP. The proposed FDP is in keeping with the CDP submission, however, certain elements of the Plan conformance are reiterated below.

- Affordable and Workforce Housing

*Building A will provide the full complement of workforce housing as recommended in the Plan. The Property is located beyond ¼ mile from a Metro Station and, thus, is entitled to bonus intensity of twenty percent (20%) for the provision of Workforce Dwelling Units (WDUs). In accordance with Plan recommendations, beyond a ¼ mile of a Metro Station, any units created with bonus floor area are excluded from the twenty percent WDU calculation. It is estimated that the maximum 410 dwellings in Building A will result in 68 WDUs.*

- Green Building Practices

*Building A will meet a minimum of LEED certification.*

- Stormwater Management

*Stormwater management (SWM) measures for the Property are being designed to protect receiving waters downstream of Tysons by reducing runoff from impervious surfaces using a progressive approach. This progressive approach will, to the maximum extent practicable, strive to retain on-site and/or reuse the first inch of rainfall. Proposed SWM and Best Management Practice (BMP) facilities will follow a tiered approach and include (where applicable), the use of vegetated roofs on the podium, and urban bio-retention tree pits located within some of the streetscapes.*

- Transportation - Grid of Streets

*The Applicant has worked to create a grid that is both effective and achievable. With this FDP application, the Applicant will be constructing an interim section of Polk Street, a full section of Grant Street along the Property's southern boundary and an interim section of Buchanan Street along its western boundary. The interim street section will be completed in their ultimate design with the redevelopment of adjacent properties.*

- Urban Design

*Hard Coplan Macht, the project architects, have studied the Property and reviewed in depth the urban aesthetic vision for Tysons as set forth in the Plan and the Tysons Urban Design Guidelines. The FDP creates a new sustainable urban form from the existing office park layout. Working with ParkerRodriguez, Inc., landscape architects, the architects have provided details of the building form, massing, streetscapes and the pedestrian realm, open park areas, and private amenity spaces with particular attention to the guidance in the Urban Design section of the Plan.*

- Building Heights

*The Plan recommends that the lowest building heights in the Old Meadow Subdistrict be adjacent to the Regency and Encore multifamily buildings in the abutting East Side District, where the maximum building height is 105 feet. This will help provide a compatible transition in scale and mass and retain the viewshed of these buildings. Building A is located closest to the existing Encore and Regency properties. Building A is a maximum of 105 feet in height and includes parapet walls, penthouses and architectural design elements.*

- Active recreation facilities

*With this FDP application, the Applicant will include private active recreational facilities within Building A and within the two podium courtyards. These will include, but not be limited to, a fitness center, and clubroom inside the building; and an outdoor swimming pool, sunbathing/lounging terrace, open lawn areas and fire-pit area.*

Planned intensity recommendations are based on a tiered approach. Building A is located in Tier 4 which encompasses land between 1/3 and 1/2 mile of the Mclean Metro Station entrance. As such, the planned intensity is 2.0 FAR, exclusive of ADU/WDU bonuses. The Building A FDP results in an intensity of 1.29 FAR, exclusive of ADU/WDU bonuses, and 1.54 FAR, inclusive of ADU/WDU bonuses, well within the Plan's recommendations.

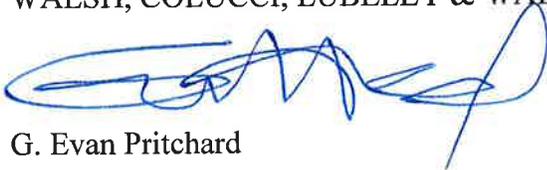
**IV. Requested Waivers and Modifications**

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. Furthermore, to the best of our knowledge and belief, the proposed use will be in conformance with all applicable ordinances, regulations and adopted standards with the exceptions listed on the FDP.

This proposed FDP with the construction of a new residential building with up to 410 dwelling units within a few minutes walk of the McLean Metro Station will further the goals for a new Tysons. It will begin to transform a suburban style office park into a new residential neighborhood. Detailed site design, architectural style, and streetscaping have been provided to ensure a superior quality development in keeping with the planning vision for Tysons.

Very truly yours,

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



G. Evan Pritchard

EDB/me

{A0635070}



**WALSH COLUCCI  
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May 11, 2016

**Via Hand Delivery**

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

Re: The Highland District – FDP 2014-PR-021-2  
Application for Final Development Plan Approval for Building B  
BIT Investment Fifty-Two, LLC  
Fairfax County Tax Map 29-4 ((6)) 106

Dear Ms. Berlin:

This letter serves as a statement of justification for an application seeking Final Development Plan (“FDP”) approval for Building B, a mixed-use residential building located in the proposed Highland District project in the Tysons East area of Tysons Corner. Identified on the 2016 Fairfax County Tax Map as 29-4 ((6)) 106 (the “Property”), the Property is currently developed with a low-rise commercial office building developed as a part of the West\*Gate office park. The Applicant has filed a separate rezoning and Conceptual Development Plan (“CDP”) application seeking to rezone the Property and adjacent properties from the C-3 and HC Districts to the Planned Tysons Corner Urban (“PTC”) and HC Districts. That application, referenced as RZ 2014-PR-021, seeks approval of five residential buildings, an office building, associated retail/service uses, street improvements and park amenities on 16.74 acres. This companion FDP encompasses an area of 2.623 acres and requests approval of one residential building with optional ground floor retail/service uses.

**I. Building B Final Development Plan Area**

The Property is located on the east side of Old Meadow Road across the street from its intersection with Old Meadow Lane. The Property is bordered by the Scotts Run stream valley to the east, park land to the south and other C-3 office buildings to the west and north. Existing multi-family residential developments are located further to the south of the Property. All of the proposed development on the Property site is located within ½ mile of the new McLean Metro Station.

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## II. Proposed Development

The CDP for the Property shows a predominately residential community with office and retail/service components set in a framework of new local public streets. Streets framing Building B include Old Meadow Drive on the west and a new local street referred to as Grant Street along Building B's eastern and southern perimeters. Grant Street will be constructed from Old Meadow Road northward to the Property's northern boundary. Ultimately Grant Street is envisioned to extend to Colshire Meadow Drive as part of a connected street network. A private alley, referred to as Tyler Lane, provides access to service and loading areas from Grant Street.

The FDP proposes a 5 to 8 story residential building. Building B will include between 100 and 210 multi-family dwelling units and up to 7,000 square feet of retail/service uses. The building's primary residential entrance as well as any retail entrances will be oriented to Old Meadow Road. Potential ground level retail/service uses may include a variety of commercial uses, including, but not limited to, retail sales establishments, eating establishments and fast food restaurants, commercial service uses and offices. Parking will be located both underground and in an above-grade podium with access via Grant Street. A podium courtyard provides private outdoor amenity space for the residents on Building B. The FDP tabulations indicate maximum building GFA of 245,000 square feet and a maximum height of 105 feet.

South of Building B, the Applicant proposes development of a new public park space. This generally triangular shaped park includes approximately 0.35 acres of land within the FDP area and off-site improvements to property currently owned by the Fairfax County Park Authority. The park will include a treed promenade overlooking an open lawn area and terminating in a view into the Scotts Run stream valley. A stepped garden area will provide room for seating and lush landscaping. The open lawn is intended to invite a variety of casual activities such as throwing a Frisbee, walking a dog, and picnicking. The park in this particular location complements and provides a connection to the Scotts Run stream valley park to the south and east of the Property.

In the northeast corner of the Property, another smaller pocket park is planned. This park will be constructed when the adjacent building site to the north, identified as Building C, is constructed. This park will include a slender sculptural playground, raised planters, specialty paving, and movable seating.

The Applicant also proposes a variety of private amenities and recreational facilities within Building B, such as a clubhouse and fitness center. Atop the parking garage, a courtyard and open terrace will include passive and active recreational elements for the residents, including a lounge area, outdoor dining and fireplace gathering areas.

The streetscapes along the frontages of Building B are designed to meet or exceed the recommendations in the Tysons Urban Design Guidelines (the "Guidelines").

- The Applicant will be providing a minimum 20 foot streetscape along its Old Meadow Road frontage adjacent to Building B. This will include a generally continuous eight (8) foot wide landscape amenity panel adjacent to Old Meadow Road with street trees, an eight (8) foot wide clear sidewalk, and a minimum four (4) foot wide building zone.
- Grant Street is classified as a local street and will include a minimum 16 foot streetscape section on its western side comprised of a minimum six (6) foot landscape/amenity panel, a six (6) foot clear sidewalk and a minimum four (4) foot building zone. On the eastern side of Grant Street, an eight foot sidewalk will act as a multi-modal trail adjacent to the stream valley.
- Tyler Lane, a private alley, will include a minimum five (5) foot wide sidewalk to ensure pedestrian safety.

### III. Comprehensive Plan Guidance

The Property is located in the Tysons East District of the Tysons Corner Urban Center and recommendations for its use and development are guided by the Tysons Urban Center Comprehensive Plan adopted by the Fairfax County Board of Supervisors in 2010 (the “Plan”). Guidance is provided in both the Areawide Recommendations and in the more site specific Tysons East – Old Meadow Subdistrict recommendations. The Plan recommends that the Property be redeveloped in keeping with the Residential Mixed-Use land use category which is described as primarily residential, on the order of 75% or more. The Conceptual Land Use Map shows a linear public park planned just south of the Property. The Plan also provides guidance on consolidation, street grid, urban design, urban park standards and a host of other topics. These topics are discussed in detail in the statement of justification for the rezoning and CDP. The proposed FDP is in keeping with the CDP submission, however, certain elements of the Plan conformance are reiterated below.

- Affordable and Workforce Housing

*Building B will provide the full complement of workforce housing as recommended in the Plan. The Property is located beyond ¼ mile from a Metro Station and, thus, is entitled to bonus intensity of twenty percent (20%) for the provision of Workforce Dwelling Units (WDUs). In accordance with Plan recommendations, beyond a ¼ mile of a Metro Station, any units created with bonus floor area are excluded from the twenty percent WDU calculation. It is estimated that the maximum 210 dwellings in Building B will result in 35 WDUs.*

- Green Building Practices

*Building B will meet a minimum of LEED certification.*

- Stormwater Management

*Stormwater management (SWM) measures for the Property are being designed to protect receiving waters downstream of Tysons Corner by reducing runoff from impervious surfaces using a progressive approach. This progressive approach will, to the maximum extent practicable, strive to retain on-site and/or reuse the first inch of rainfall. Proposed SWM and Best Management Practice (BMP) facilities will follow a tiered approach and include (where applicable), the use of vegetated roofs on the podium, and urban bio-retention tree pits located within some of the streetscapes.*

- Transportation - Grid of Streets

*The Applicant has worked to create a grid that is both effective and achievable. With this FDP application, the Applicant will be constructing the full section of Grant Street along the Property's southern and eastern boundaries, significantly advancing the grid of streets in the Old Meadow Subdistrict.*

- Urban Design

*Hard Coplan Macht, the project architects, have studied the Property and reviewed in depth the urban aesthetic vision for Tysons as set forth in the Plan and the Tysons Urban Design Guidelines. The FDP creates a new sustainable urban form from the existing office park layout. Working with ParkerRodriguez, Inc., landscape architects, the architects have provided details of the building form, massing, streetscapes and the pedestrian realm, open park areas, and private amenity spaces with particular attention to the guidance in the Urban Design section of the Plan.*

- Building Heights

*The Plan recommends the Property for a maximum building height of between 130 and 175 feet. Building B is a maximum of 105 feet in height, considerably less than permitted by the Plan, and will serve as an excellent height transition between the taller structures closer to the Metro and low rise product to the south of the site.*

- Active recreation facilities

*With this FDP application, the Applicant will include private active recreational facilities within Building B and within a podium courtyard and terrace. These will include, but not be limited to, a fitness center and clubroom inside the building; and on the exterior a sunbathing/lounging terrace and grilling/dining area. Immediately adjacent to Building B, a well-appointed public park provides additional recreational opportunities.*

Planned intensity recommendations are based on a tiered approach. Building B is located in Tier 4 which encompasses land between 1/3 and 1/2 mile of the Mclean Metro Station entrance. As such, the planned intensity is 2.0 FAR, exclusive of ADU/WDU bonuses. The

Page 5

Building B FDP results in an intensity of 1.80 FAR, exclusive of ADU/ WDU bonuses, and 2.14 FAR, inclusive of ADU/WDU bonuses, well within the Plan's recommendations.

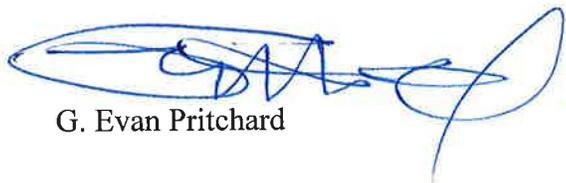
#### IV. Requested Waivers and Modifications

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. Furthermore, to the best of our knowledge and belief, the proposed use will be in conformance with all applicable ordinances, regulations and adopted standards with the exceptions listed on the FDP.

The Building B FDP provides for a new residential building with up to 210 dwelling units. Its location in proximity to the McLean Metro Station will offer new opportunities for those working in Tysons to also live in Tysons. The provision of important new streets, parkland, and workforce housing coupled with superior architectural design and streetscaping ensure that it will be a well-received addition to the emerging Old Meadow neighborhood.

Very truly yours,

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



G. Evan Pritchard

EDB/me

{A0635070}



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May 11, 2016

**Via Hand Delivery**

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

Re: Rezoning and Conceptual Development Plan Application  
BIT Investment Fifty-Two, LLC  
Fairfax County Tax Map 29-4 ((6)) A, B, 95C, 97C, 105 and 106

Dear Ms. Berlin:

Please accept this letter as the statement of justification for the above-referenced application. BIT Investment Fifty-Two, LLC is the Applicant seeking rezoning of 16.74 acres of land identified on the 2016 Fairfax County Tax Map as 29-4 ((6)) A, B, 95C, 97C, 105 and 106 (the "Property"). The Property is currently developed with five low and mid-rise commercial office buildings, part of the West\*Gate office park. This Rezoning and Conceptual Development Plan (CDP) application (the "Application") proposes to rezone the Property from the C-3 Office and Highway Corridor Overlay (HC) Districts to the Planned Tysons Corner (PTC) and HC Districts. The Applicant seeks to transform the Property into a new residential mixed use community known as The Highland District that is within easy walking distance of the McLean Metro Station (the "Metro Station") that features a pedestrian-friendly urban design in keeping with the vision for Tysons.

The Applicant proposes a full redevelopment of the Property with the construction of six new mid- to high-rise residential buildings, new public parks, and expansion and enhancement of a planned athletic field. In the options requested by the Applicant, one of the buildings is proposed as an office building and two of the high-rise residential buildings are combined in a single building at a lower height.

**I. Application Property Area**

The Property is located to the west of the southern entrance to the newly constructed Metro Station located on Route 123 and Colshire Drive. Bisected by Old Meadow Road, the Property is bordered by the Scotts Run stream valley to the east and south and other C-3 office buildings and the Capital Beltway to the west and north. Existing multi-family residential developments are located further to the south of the Property.

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Consisting of six individual tax parcels, the Property has a total land area of 16.74 acres. The existing conditions are outlined in the following chart:

<b>Tax Map ID</b>	<b>Zoning</b>	<b>Land Area (acres)</b>	<b>Existing Use</b>
29-4 ((6)) A	C-3 and H-C	0.3732	Private Street
29-4 ((6)) B	C-3 and H-C	0.3078	Private Street
29-4 ((6)) 95C	C-3 and H-C	5.9374	Office
29-4 ((6)) 97C	C-3 and H-C	3.7431	Office
29-4 ((6)) 105	C-3 and H-C	3.7551	Office
29-4 ((6)) 106	C-3	2.6229	Office

Of the 16.74 acres, approximately 1.55 acres are located within 1/3 mile of the Metro Station's southern entrance. Approximately 15.15 acres are located within 1/2 mile of the Metro Station entrance, with a small remaining area, 0.03 acre in size, located just beyond 1/2 mile of the Metro Station entrance.

## **II. Overall Vision**

The planning vision for The Highland District seeks to transform an early 1970s-era suburban office park into a pedestrian-friendly residential community rich with parks, amenities and convenient services. With the Metro Station nearby, residents of The Highland District will be able to choose transit, cycling and walking as viable alternatives to the automobile. The Property's existing low-rise, low-density buildings and associated surface parking lots will be replaced with mid- to high-rise residential buildings with ground floor retail opportunities and structured parking. This new urban form with walkable, tree-lined streets will help transform this portion of Tysons into a vibrant urban neighborhood.

The Highland District will build upon existing and planned parks in the area. The Applicant proposes to expand and enhance an undeveloped public park immediately adjacent to the southeast corner of the Property and to develop and expand a planned park with a full size athletic field, sport court and playground on the western portion of the Property. Two new pocket parks/plazas will be constructed in the heart of the community. Additional land will be dedicated for enlargement of the Scotts Run stream valley park.

Connectivity for pedestrians, cyclists and vehicles is an important factor in the design of The Highland District. The site design is based around the existing street network but also expands that network to create new urban blocks with interconnected, pedestrian-scaled streets and streetscapes. On the east side of Old Meadow Road, the Applicant proposes two new public local streets and a private alley. Grant Street will be located adjacent to the stream valley and will connect Old Meadow Road on the south with a new local street called Roosevelt on the north. Roosevelt Street will run east-west and will be able to be extended eastward in the future with the potential future redevelopment of adjacent parcels. Tyler Lane will be a private alley providing garage and loading access to the planned residential buildings. On the west side of Old Meadow Road, an existing private street named Old Meadow Lane will be reconstructed and renamed Polk Street. Polk Street will serve as the primary place-making street in the

neighborhood, where residents will come together and enjoy access to convenient neighborhood services, outdoor spaces and amenities. Truman Lane will be a private alley providing garage and loading access for the two buildings proposed north of Polk Street. Grant Street will be extended west of Old Meadow Road to connect with another new local street, Buchanan Street, which will run north-south. Buchanan Street will extend northward to connect with Polk Street to complete the grid of streets. All of these streets will encourage residents and visitors to explore The Highland District.

### **III. Program of Development**

The Applicant's CDP proposes that all five buildings currently located on the Property be removed to permit redevelopment with six new buildings. The Applicant proposes flexibility in the development program with a range of building sizes and options to provide one building as an office building. The maximum proposed development level for The Highland District is between 1,161,000 and 1,886,000 gross square feet ("GSF"), with up to 1,940 multi-family dwelling units for an overall floor area ratio ("FAR") of up to 2.59. Specific details are provided on the CDP, but the general program for each building is described below.

**Building A** will be located in the southwestern portion of the Property, bounded on the east by Old Meadow Road, on the north by Polk Street, on the south Grant Street, and on the west by Buchanan Street. Predominately a residential building, first floor retail uses of up to 8,000 square feet may also be provided. Parking will be located both underground and in an above-grade podium. Access to parking and loading will be from Grant Street. On the upper levels above the parking garage, a private courtyard and courtyard terrace will be provided for the residents. The building will be a maximum of 105 feet in height (8 stories) with up to 428,000 GSF and 425 dwelling units.

**Building B** will be located on the east side of Old Meadow Drive in the southeast corner of the Property. Building B is proposed as a residential structure with up to 245,000 GSF and 275 units. The majority of the Property will house multifamily units although the Applicant requests an option to provide up to 7,000 GSF of retail and service uses on the ground floor. Building B will be a maximum of eight (8) stories in height and parking will be accessed via Grant Street. Loading and service will be provided off Tyler Lane, a private service alley on the north side of the building. Located immediately south of Building B is public parkland approximately 0.53 acres in size. This park will include a lawn panel, rain garden, a focal point and a variety of seating opportunities.

**Building C** will be located along the northern property boundary at the intersection of Old Meadow Road and Roosevelt Street. This high-rise building will include up to 21 stories and 287,000 GSF including up to 7,000 GSF on the ground floor dedicated to retail and service uses. Building C will be built upon a parking podium it shares with Building D. Access to the parking will be provided via Roosevelt Street and loading will be provided via Tyler Lane. An intimate pocket park will be provided along Old Meadow Road between Buildings C and B.

**Building D** will be similar to Building C in that it is planned on the same parking podium and is designed as a high-rise structure up to 21 stories. Located at the intersection of Roosevelt Street and Grant Street, Building D will be the closest to the Metro Station. Access to parking will be from Roosevelt Street and loading will be provided on Tyler Lane. A linear public park will be provided on the east side of Building D facing the Scotts Run stream valley. With up to 315 dwelling units, Building D will be a maximum of 296,000 GSF.

Building C/D is an alternative development proposal to the high-rise form of Buildings C and D. Under this option, one continuous building is constructed on a parking podium. The construction form is mid-rise with a maximum of 105 feet in height and 8 stories. The combined C/D building is a maximum of 260,000 GSF and 290 dwelling units. An option for providing 7,000 GSF of retail and service uses is provided along the Old Meadow Road frontage.

**Building E** is located at the western terminus of Polk Street. The CDP provides two optional development programs. The first program includes an office building of up to 225,000 GSF and a maximum height of 240 feet. The alternate program provides up to 250 residential units in a 21 story tower. Parking for both uses is provided underground and above-ground beneath the building with access from Truman Lane. Building E overlooks the proposed athletic field and multi-purpose courts park to the west.

**Building F** sits on the north side of Polk Street directly opposite Building A. Planned as a residential structure with up to 360 dwelling units, retail and service uses up to 10,000 GSF are proposed along the ground level. Building F is a maximum of 195 feet in height. Due to existing easements providing loading access to the office building off-site to the north of Building F, the site design includes a private alley to continue serving the adjacent building.

#### **IV. Phasing of Development**

With more than 16 acres of land and six buildings, the development of The Highland District will likely take many years, or perhaps more than a decade, to complete. It is the Applicant's intent to continue to operate the existing office buildings and to redevelop the Property in phases. In doing so, it is important to maintain flexibility to respond to changing market conditions. It is therefore not possible at this time to definitively state the order in which all of the buildings will be constructed. It is, however, possible to identify the parking, public facilities, parks, and sections of the street grid that will be built with each building. Phasing options are depicted on the CDP. Interim conditions may exist during the phased development and such interim improvements will be detailed with FDP approval.

#### **V. Comprehensive Plan Guidance**

The Property is located in the Tysons East District of the Tysons Corner Urban Center and recommendations for its use and development are guided by the Tysons Urban Center Comprehensive Plan adopted by the Fairfax County Board of Supervisors in 2010 (the "Plan"). Guidance is provided in both the Areawide Recommendations and in the more site specific Tysons East – Old Meadow Subdistrict recommendations. The Plan recommends that the

Property be redeveloped in keeping with the Residential Mixed-Use land use category which is described as primarily residential, on the order of 75% or more. The Conceptual Land Use Map shows a linear public park planned along the southern edge of the Property as well as a public park adjacent to the Property’s southeast corner. The proposed mix of uses is in keeping with Plan guidance as outlined below:

**Land Use Mix**

Use	GFA [1]	Percentage of Total
<b>Option with Office</b>		
--Office	220,000	12%
--Residential	1,602,000	86%
--Retail	<u>37,000</u>	<u>2%</u>
TOTAL	1,859,000	100%
<b>Option without Office</b>		
--Residential	1,854,000	98%
--Retail	<u>32,000</u>	<u>2%</u>
TOTAL	1,886,000	100%

[1] The Development Tabulations provide for a minimum and maximum GFA. The maximum GFAs were utilized in this chart.

Planned intensity recommendations are based on a tiered approach. Approximately 9% of the Property is located in Tier 3, specifically between ¼ and ½ mile of the Metro Station entrance. The Plan recommends that residential projects within ¼ and ½ mile may develop up to a 2.5 FAR excluding bonuses (3.0 FAR with bonuses). Approximately 88% of the Property is located in Tier 4, between ½ and ¾ mile of the Metro Station entrance. The Plan recommends that redevelopment in Tier 4 be limited to an intensity of 2.0 FAR (2.4 with bonuses). A small percentage of the Property (3%) is located in Tier 5, just beyond a ¾ mile from the Metro Station entrance. No development is proposed within this area, as it is utilized for park and street purposes. Below is a table outlining the land areas and development proposed within Tiers 3, 4 and 5.

**Intensity Tiers and FAR**

<b>Intensity Tiers</b>	<b>Land Area and Density Credits (% of total)</b>	<b>GFA (% of total) [1]</b>	<b>FAR with WDU bonus</b>
3 ¼ - ½ mile (maximum 2.5 FAR + bonus)	67,684 SF (9%)	192,000 (10%)	2.84
4 ⅓ - ½ mile (maximum 2.0 FAR + bonus)	659,910 SF (90%)	1,694,000 (90%)	2.64
5 >½ mile (maximum 2.0 FAR + bonus)	1,594 SF (1%)	0	0
<b>TOTAL</b>	<b>729,188 SF</b>	<b>1,886,000</b>	<b>2.59</b>

[1] Assumes maximum development without office. Approximately one-third of each of Buildings C and D (together approximately 192,000 GSF) are located in Tier 3. Buildings A, B, E and F and two thirds of Buildings C and D are located in Tier 4.

The proposed rezoning and CDP are in keeping with the intensity recommendations of the Plan. The Property’s maximum overall FAR of 2.59 consists exclusively of residential and support retail/service uses. However, the Applicant has an option to develop Building E with commercial office uses.

Twenty percent (20%) of the residential units will be provided as workforce housing in keeping with the Plan guidance. The Property is located beyond ¼ mile from a Metro Station and, thus, is entitled to bonus intensity of twenty percent (20%) for the provision of Workforce Dwelling Units (WDUs). In accordance with Plan recommendations, beyond a ¼ mile of a Metro Station, any units created with bonus floor area should be excluded from the twenty percent WDU calculation.

The Plan also provides guidance on consolidation, street grid, urban design, urban park standards and a host of other topics. Below is a description of how the proposed rezoning and CDP for the Property meets the major elements of the Plan and the specific subdistrict recommendations. Where the description of compliance with the major elements also satisfies the subdistrict recommendations, it is so noted and not repeated.

Plan Guidance	Applicant's Proposal
<b>Major Elements of the Plan</b>	
<ul style="list-style-type: none"> <li>• Mix and arrangement of uses</li> </ul>	<p>The proposed residential use is in keeping with overall guidance in the Land Use section and the Old Meadow Subdistrict description. The Plan calls for development of the Property as Residential Mixed-Use which is described as primarily residential, on the order of 75% or more. The Highland District is proposed as largely residential area with between 86 and 98% of dedicated to multi-family residential use. Up to 2% of the proposed development will be retail/service uses. In keeping with the Plan and Subdistrict recommendations, the greatest intensity will be concentrated closest to the Metro Station.</p>
<ul style="list-style-type: none"> <li>• Affordable and workforce housing</li> </ul>	<p>Twenty percent (20%) of the residential units will be provided as workforce housing in keeping with the guidance in the Plan. The Property is located beyond ¼ mile from a Metro Station and, thus, is entitled to bonus intensity of twenty percent (20%) for the provision of Workforce Dwelling Units (WDUs). In accordance with Plan recommendations beyond a ¼ mile of a Metro Station, any units created with bonus floor area should be excluded from the twenty percent WDU calculation. The Applicant intends to distribute this housing proportionately throughout the six proposed buildings.</p>
<ul style="list-style-type: none"> <li>• Green building expectations</li> </ul>	<p>The residential structures will be designed and constructed to meet a minimum of LEED certification or certification under the LEED for Homes pilot program.</p>
<ul style="list-style-type: none"> <li>• Stormwater Management</li> </ul>	<p>The goal of stormwater management measures for the Property is to protect the downstream receiving waters in the Tysons area from further degradation while providing sufficient controls to proportionally improve the condition of said receiving waters. Through the use of aggressive and innovative stormwater management planning and techniques, the subject rezoning area will provide both water quantity and water quality controls to achieve the above-stated goal.</p> <p>It is the intent of this application to commit to a</p>

	<p>stormwater management plan which not only attempts to mimic the pre-developed peak release rates for the 1-, 2- and 10-year storms, but also the pre-developed runoff volumes for the 1- and 2-year storms. In order to control both the post-developed peak flow rates and reduce the post-developed runoff volumes (similar to LEED), it is the intent of the stormwater management plan to make use of certain low impact development (LID) techniques that will aid in water runoff reduction and reuse, below is a list of possible alternative to provide water quality and quantity:</p> <ul style="list-style-type: none"> <li>•Tree box filters will allow for a degree of plant uptake, and can also be designed to infiltrate portions of the runoff volume, depending on the characteristics of the <i>in situ</i> soils.</li> <li>•Pervious hardscapes/streetscapes will allow for infiltration of portions of the runoff volume through the pervious surface into storage below where it will be held for infiltration into the ground, depending on the characteristics of the <i>in situ</i> soils.</li> <li>•Stormwater reuse will allow for runoff volume to be recycled into the water supply of the new buildings for allowable purposes such as gray water, landscape irrigation, and air conditioning unit cooling. So, instead of merely holding runoff to reduce its peak flow rate, detention vaults on a site which as stormwater reuse can hold runoff until it is reused in the buildings. This reuse has the added benefit of reducing the demand on the domestic water supply, while infiltration techniques will have the added benefit of recharging the surrounding water table.</li> </ul>
<ul style="list-style-type: none"> <li>•Consolidation performance objectives</li> </ul>	<p>The Old Meadow Subdistrict guidance suggests a consolidation goal of 20 acres. The Highland District includes six parcels with a total land area of approximately 16.74 acres. This large area includes property in Tiers 3, 4 and 5. The size, shape and location of the Property will foster achievement of the performance objectives of developing an efficiently functioning community, creating a grid of streets, providing an integrated public open space system, as well as integrating with the planned redevelopment of adjacent land in keeping with the</p>

	Plan.																		
•Transportation																			
°Grid of streets on and off-site	<p>The Applicant’s proposed street network is based on the adopted Grid of Streets in the Plan and revisions shown in the approved Tysons East Consolidated Traffic Impact Analysis (CTIA). The network provides excellent accessibility and connectivity and includes four new public streets. These streets are referred to on the plans as Polk Street, Grant Street, Buchanan Street and Roosevelt Street. The Applicant’s commitment to the grid of streets will provide major improvements in connectivity and set the framework for a new urban form.</p>																		
°Vehicle trip reduction objectives	<p>The Traffic Impact Statement (“TIA”), being prepared by Wells + Associates, Inc. and submitted with the application includes a Transportation Demand Management (“TDM”) vehicle trip reduction goal of 30% for residential uses. These reduction goals were agreed upon with FCDOT and VDOT during the scoping of the TIA. In order to achieve the vision established for Tysons in the Plan, it is essential to maintain a balance between land use and transportation. The Plan identified certain strategies to be implemented. These strategies include among other things, the achievement of vehicle trip reduction levels as specified in the Plan and summarized in the table below:</p> <p style="text-align: center;"><b>Table 3-2</b> TDM Vehicle Trip Reduction Goals For Commercial and Residential Development</p> <table border="1" data-bbox="787 1375 1469 1764"> <thead> <tr> <th data-bbox="787 1375 1096 1491">Development levels in total square feet</th> <th data-bbox="1096 1375 1469 1491">TDM Vehicle Trip Reduction Goals (Percentage Reduction from ITE Peak Hour Rates)</th> </tr> </thead> <tbody> <tr> <td data-bbox="787 1491 1096 1522"></td> <td data-bbox="1096 1491 1469 1522" style="text-align: center;">¼ to ½ mile</td> </tr> <tr> <td data-bbox="787 1522 1096 1575">Up to 65 million sq.ft. of GFA</td> <td data-bbox="1096 1522 1469 1575" style="text-align: center;">30%</td> </tr> <tr> <td data-bbox="787 1575 1096 1606">65 million sq.ft. of GFA</td> <td data-bbox="1096 1575 1469 1606" style="text-align: center;">35%</td> </tr> <tr> <td data-bbox="787 1606 1096 1638">84 million sq.ft. of GFA</td> <td data-bbox="1096 1606 1469 1638" style="text-align: center;">40%</td> </tr> <tr> <td data-bbox="787 1638 1096 1669">90 million sq.ft. of GFA</td> <td data-bbox="1096 1638 1469 1669" style="text-align: center;">43%</td> </tr> <tr> <td data-bbox="787 1669 1096 1701">96 million sq.ft. of GFA</td> <td data-bbox="1096 1669 1469 1701" style="text-align: center;">45%</td> </tr> <tr> <td data-bbox="787 1701 1096 1732">105 million sq.ft. of GFA</td> <td data-bbox="1096 1701 1469 1732" style="text-align: center;">48%</td> </tr> <tr> <td data-bbox="787 1732 1096 1764">113 million sq.ft. of GFA</td> <td data-bbox="1096 1732 1469 1764" style="text-align: center;">50%</td> </tr> </tbody> </table> <p style="text-align: center;">Source: Fairfax County Department of Transportation</p> <p>The Applicant’s proffers will further detail the</p>	Development levels in total square feet	TDM Vehicle Trip Reduction Goals (Percentage Reduction from ITE Peak Hour Rates)		¼ to ½ mile	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%
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	objectives of the comprehensive TDM program.
°Parking management	Parking management is critical to the success of a TDM program. The amount of parking proposed for the Property is consistent with the parking recommendations in the Plan and the PTC District regulations. The CDP provides details as to the location, access and number of spaces. These details and the cost of parking are described in the Applicant’s TDM program.
°Phasing to transportation improvements and programs	The CDP provides several sheets setting forth the potential phasing of development to planned transportation improvements, particularly the grid of streets. The Applicant’s proffers elaborate on the phasing commitments.
°Traffic impact analysis evaluating three time periods; first phase, interim phase and plan build-out	The TIA referenced above provides the evaluation over three phases.
•Urban Design	
°Achievement of the building, site design, and public realm design guidelines to achieve the urban aesthetic vision for Tysons.	Hord Coplan Macht, the project architects, have studied the Property and reviewed in depth the urban aesthetic vision for Tysons as set forth in the Plan and the Tysons Urban Design Guidelines. The CDP creates a new sustainable urban form from the existing office park layout. Working with ParkerRodriguez, Inc., landscape architects, the architects have provided details of building forms, massing, streetscapes and the pedestrian realm, open park areas, and private amenity spaces with particular attention to the guidance in the Urban Design section of the Plan.
°A variety of buildings heights with the tallest buildings in the ranges specified by the building height map.	Six new buildings are proposed for the Property. They range in maximum height from 105 to 240 feet, inclusive of approximately 20 feet of mechanical penthouse and architectural design elements. The two tallest buildings, each at 21 stories, are located closest to the Metro Station. The proposed heights are generally in keeping with the building height map in the Plan. Additional height of 20% is being sought for Buildings C, D and the residential version of Building E; this increase in height is supported by the provision of workforce housing in each of these buildings. In addition, an increase in height is requested for the office version of Building E. The Applicant proposes a 240 foot maximum height where 195 feet (including a 20 foot mechanical

	<p>penthouse) is recommended in the Plan. The additional height is warranted due to the building's proximity to the Capital Beltway and the low lying topography in that area.</p>
<p>°Shadow and wind studies demonstrating that the design creates an inviting environment and does not cause a canyon effect.</p>	<p>Buildings have been sited to avoid canyon effects. Shadow studies have been provided in the CDP.</p>
<p>•Urban park standards</p>	<p>Development of a usable and varied park and open space system is a principal objective of the Tysons Plan. The urban park standard recommended for Tysons Urban Center is 1.5 acres for each 1,000 residents and 1.0 acre for each 10,000 employees. The maximum 1,940 dwelling units proposed are estimated to generate 3,395 residents. Based on County standards, this would result in a need for 5.09 acres of public park space. A comprehensive park and open space plan has been developed for the provision of appropriately scaled urban parks, which are key to attracting residents and developing a vibrant and sustainable urban community. Overall, 4.97 acres of public park area are provided. This includes 3.81 acres on-site in eight distinct areas and 1.16 acres of enhancements to off-site parks. Additional areas of private park space total 1.61 acres.</p> <p>The Applicant proposes to expand the park and athletic field approved for land west of the Property as part of the Scotts Run South Station development. With the addition of land from the Property, the park will now accommodate a full-sized athletic field with synthetic turf and lights. New sport courts and a play area will augment the field activities.</p> <p>A second park, approximately one-half (½) acre in size is proposed south of Building B on land from the Property and adjacent land owned by the Park Authority. This new expanded park space will be enhanced with a lawn panel, landscaped gardens, hardscaping and a variety of seating for passive enjoyment.</p> <p>Throughout The Highland District a variety of number of public plazas and pocket parks have been</p>

	<p>created. A prominent public plaza area in front of Building A is the central gathering spot for residents and visitors to the neighborhood. This plaza provides the perfect location for outdoor dining, reading, and people watching. Other spots offer lush gardens, shady areas and plenty of opportunities for enjoying the outdoors.</p>
<p>•Active recreation facilities</p>	<p>The Applicant will include active recreational facilities within its buildings and private open space areas. The Applicant is providing a partial athletic field, an associated warm up area, and multi-purpose sport courts within the public park areas.</p>
<p>•Public Facilities</p>	<p>In addition to extending of the grid of streets and providing parks and open spaces, the Applicant has proffered contributions to supply furnishings and equipment for the new planned fire station in the neighborhood, as well as contributions toward off-site bicycle and pedestrian facilities.</p>
<p>•Demonstrating how other properties in the subdistrict and in the general vicinity of the proposal can develop in conformance with the Plan.</p>	<p>The Applicant has worked to develop a proposed grid of streets strict resulting in appropriately-sized, walkable blocks. Neighbors to the west have recently been through the development review process and the site has been established as the location of a public park/athletic field and new fire station. The Applicant’s plans have been coordinated with those approvals. Nothing the Applicant proposes would inhibit other nearby properties from developing in conformance with the Plan.</p>
<p><b>Old Meadow Subdistrict - Redevelopment Option Guidance</b>  <b>Development proposals should provide for the following:</b></p>	
<p>•The vision for the Old Meadow Subdistrict is to redevelop into an urban residential neighborhood with the highest intensity oriented to the Metro station. Also, the portions of the subdistrict closest to the Metro station should have more diversity in land uses, which may include hotel, office and support retail uses in addition to high intensity residential use. The intensities and land use mix should be consistent with the Areawide Land Use Recommendations.</p>	<p>As previously described in Major Elements of the Plan, The Highland District is planned as an urban residential neighborhood. The highest intensity buildings are concentrated on the portion of the Property closest to the Metro Station. The FAR for the portion of the Property within 1/3 mile of the Metro Station is 2.84. Between 1/3 and 1/2 mile, the proposed FAR is 2.64. The Applicant is not proposing any development outside the 1/2 mile.</p>
<p>•Logical and substantial parcel</p>	<p>The Property is substantial enough to provide for a</p>

<p>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.</p>	<p>grid of streets, with the development of four new connected streets to complement the existing framework. A comprehensive park and open space system has been developed to not only meet the needs of residents and visitors to the area, but also the larger community. Green building practices and workforce housing are being provided in conformance with Plan guidance. A detailed phasing plan has been included illustrating how the streets, open spaces, parking, streetscapes and amenities can be developed systematically over time.</p>
<p>○ 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.</p>	<p>The proposed development on 16.74 acres approaches the 20-acre consolidation goal. A variety of performance objectives have been met with the proposed design.</p>
<p>● 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 and how it will connect to the abutting districts/subdistricts through the provision of the grid of streets.</p>	<p>The Applicant proposes to construct key sections of a grid of streets on the Property: Polk Street, Roosevelt Street, Buchanan Street and Grant Street. Wide, pleasant sidewalks along the streets and through the community will invite pedestrians to walk to Metro, as well as to the uses on the properties adjacent to the Property. The Applicant has worked to provide a grid that will work for future redevelopment in the future, including a potential interparcel connection with the property to the north.</p>
<p>○ In the Old Meadow Subdistrict, one circulation improvement is a new street adjacent to Scotts Run. This new road should be located to avoid impacting significant natural and cultural resources on park land. New park land should be established between the new street and the</p>	<p>The Applicant plans to design and construct Grant Street, a new street adjacent to the west side of the Scott's Run. Care has been taken to design the street to be environmentally sensitive yet still provide the connectivity envisioned in the Plan. The Applicant will provide right-of-way and contribute to construction as further detailed in the proffers.</p>

<p>stream valley to further buffer and protect the floodplain. Redevelopment along this and other planned street alignments should provide right-of-way and contribute toward street construction.</p>	
<ul style="list-style-type: none"> <li>•For both subdistricts, other connecting local streets (creating urban blocks) as well as other pedestrian and bike circulation improvements should be provided. The ability to realize planned intensities will depend on the degree to which access and circulation improvements are implemented consistent with guidance in the Urban Design and Transportation recommendations.</li> </ul>	<p>The Applicant proposes to construct key sections of a grid of streets on the Property: Polk Street, Roosevelt Street, Grant Street, Buchanan Street, Truman Lane, and Tyler Lane. Bicycle lanes are provided on either side of Old Meadow Road. Sidewalks throughout the community ensure an enjoyable pedestrian experience.</p>
<ul style="list-style-type: none"> <li>•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.</li> </ul>	<p>See response to “Urban Park Standards” above.</p>
<ul style="list-style-type: none"> <li>○ Since Scotts Run is a key feature abutting the Old Meadow Subdistrict, redevelopment proposals should be designed in a manner that ensures this open space will become a more accessible resource-based active urban park. Redevelopment in these subdistricts should also contribute to stream and riparian buffer restoration efforts along Scotts Run.</li> </ul>	<p>Scotts Run is located to the east of the Property in a naturalized setting, while along the southern portion of the Property Scotts Run is contained within a concrete channel. The Applicant has proffered contributions toward the engineering design and restoration of the stream valley.</p>
<ul style="list-style-type: none"> <li>•When redevelopment includes a residential component, it should include recreational facilities and other amenities for the residents, and provide for affordable/ workforce housing as indicated under the Land Use guidelines.</li> </ul>	<p>In addition to the abundant public recreational opportunities that are provided, private recreational amenities are provided for each building to serve the residents of The Highland District. These amenities could include a private courtyard terrace and or roof decks for each residential building in addition to indoor facilities such as fitness facilities and clubrooms. These amenities will be detailed in future FDPs.</p> <p>Twenty percent (20%) of the residential units will be provided as workforce housing in keeping with the guidance in the Plan. The Property is located beyond ¼ mile from a metro station and thus is entitled to bonus intensity of twenty percent for the</p>

	<p>provision of Workforce Dwelling Units (WDUs). In accordance with Plan recommendations, beyond a ¼ mile of a Metro Station, any units created with bonus floor area should be excluded from the twenty percent WDU calculation.</p>
<p>•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.</p>	<p>The Traffic Impact Statement (“TIA”) prepared by Wells + Associates, Inc. details the impacts of the proposed development on the transportation infrastructure and identifies appropriate mitigation measures.</p>
<p>•Building heights range from 75 feet to 400 feet as conceptually shown on the building height map in the Urban Design chapter.</p>	<p>As indicated on the Conceptual Building Heights Map below, the recommended maximum height range for the Property is 130-175 feet (not including mechanical penthouse or other permitted rooftop features). Six new buildings are proposed. They range in maximum height, inclusive of approximately 20 feet of mechanical penthouse, from 105 feet for Buildings A, B and C/D; 230 feet for Buildings C and D; to 240 feet for Building E. The proposed heights are generally in keeping with the conceptual building height map, with a few exceptions. Buildings C, D and E exceed the height recommendations. The additional height for Buildings C, D, and the residential option of Building E is appropriate from an urban design perspective as it defines the hierarchy of development radiating from the Metro Station and is supported by the provision of workforce housing in each of these buildings. The additional height requested for Building E’s office option is warranted due to the building’s proximity to the Capital Beltway and the low lying topography in that area.</p>
<p>o The lowest building heights in the Old Meadow Subdistrict are adjacent to the Regency and Encore multifamily buildings</p>	<p>Proposed Building A is located closest to the existing Encore and Regency properties. Building A is a maximum of 105 feet in height, considerably</p>

in the abutting East Side District, where the maximum building height is 105 feet to provide a compatible transition in scale and mass and to retain the viewshed of these buildings. Building heights increase with distance from the southern end of this subdistrict (abutting a portion of the East Side District), with the areas closest to the Metro station having building heights up to 400 feet.	lower than the recommended maximum of 125 feet (including a 20 foot penthouse).
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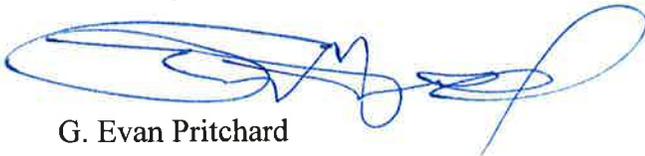
**V. Requested Waivers and Modifications**

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. Furthermore, to the best of our knowledge and belief, the proposed use will be in conformance with all applicable ordinances, regulations and adopted standards with the exceptions listed within the CDP.

The proposed PTC rezoning of the Property will help to implement the vision for the Old Meadow Subdistrict as a new urban residential neighborhood. The Highland District represents a transformation from a suburban office park design prevalent in the 1970s to a vibrant and pedestrian-friendly design where more people will use transit, bicycles and the sidewalks to meet many of their daily travel needs. Offering a well-connected street network, attractive walkable streetscapes, important enhancements to Tysons' parks and open space system, innovative stormwater management, sustainable and high quality architectural design, convenient retail and services opportunities and workforce housing, The Highland District will be a new model residential neighborhood in Tysons.

Very truly yours,

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



G. Evan Pritchard



# County of Fairfax, Virginia

## MEMORANDUM

DATE: May 9, 2016

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

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

**SUBJECT:** Land Use Analysis:  
RZ 2014-PR-021, FDP 2014-PR-021-1, FDP 2014-PR-021-2  
BIT Investment Fifty-Two, LLC

This memorandum, prepared by Brenda Cho, includes citations from the Comprehensive Plan that provide guidance for the evaluation of the subject Rezoning (RZ), Conceptual Development Plan (CDP), and Final Development Plan (FDP) applications dated July 14, 2014, as revised through March 16, 2016, and the latest proffers dated March 16, 2016. 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 subject application is comprised of several different parcels off Old Meadow Road near the intersection of I-495 and Dolly Madison Boulevard on Tax Map Parcels 29-4 ((6)) A, B, 95C, 97C, 105 and 106. The site measures approximately 16.74 acres, which are proposed to be rezoned from the C-3 Office District and Highway Corridor Overlay District (HC) to the Planned Tysons Corner Urban (PTC) and HC Districts. The application property is located within the Old Meadow subdistrict of the Tysons East District and is within ½ mile of the McLean Metro Station.

In the CDP, the applicant proposes a maximum gross floor area (GFA) of 1,886,000 square feet of mixed-use development. Six residential and office buildings (“Buildings A – F”) with ground floor retail/service uses are proposed through different options. One development option with a single office building (“Building E”) proposes a maximum GFA of 1,859,000 square feet or a floor area ratio (FAR) of 2.55. The other development option includes only residential buildings at a maximum GFA of 1,886,000 square feet or an FAR of 2.59.

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Integrity \* Teamwork \* Public Service

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Two concurrent FDP applications are filed with the CDP. Building A, a residential building, is proposed with FDP 2014-PR-021-1. Building A will be developed at a maximum of 420,000 square feet of area, including up to 415,000 square feet of residential use and 5,000 square feet of retail/service uses for an FAR of 1.54 (includes Workforce Dwelling Unit bonus). The building will have up to 410 residential units and will be up to eight stories or 105 feet in height. FDP 2014-PR-021-2 is filed for Building B, which is also a residential building. A range of 100 to 210 residential units is proposed with a maximum GFA of 245,000 square feet (with up to 7,000 square feet of retail/service uses) and maximum building height of 105 feet. The construction of the buildings will include new street connections (“Grant Street”) off Old Meadow Road.

## **LOCATION AND CHARACTER OF THE AREA**

The subject property is located in the southeast corner of the I-495 and Dolly Madison Boulevard intersection within ½ mile of the McLean Metro Station. There are several existing commercial buildings on the application parcels, which are located along Old Meadow Road (and just off Old Meadow Road along Old Meadow Lane). The parcels are bounded by I-495 to the west, commercial uses to the north, Scotts Run Stream Valley to the west, and commercial and residential uses to the south.

## **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 154 – 157, the Plan, as applied to the application area, states the following:

### **“OLD MEADOW AND ANDERSON SUBDISTRICTS**

The Old Meadow Subdistrict is comprised of about 50 acres and is bounded by Dolly Madison Boulevard on the north, the I-495 on the west, Scotts Run on the east and the East Side District on the south. The Anderson Subdistrict is comprised of about 30 acres and is bounded by Dolly Madison Boulevard on the north, DAAR on the east, the Colshire Subdistrict on the west and the East Side District on the south.

### Base Plan

The Old Meadow Subdistrict is developed and planned for office and light industrial uses up to an average .65 FAR. Most of the Anderson Subdistrict is planned for and developed with residential use up to 20 dwelling units per acre. The exceptions are the shopping center located on Anderson Road south of Colshire Drive, which is planned for and developed with retail use, and the northernmost parcels [Tax Map 30-3 ((28)) A, 6A and 6B], which are developed and planned for office uses up to an average .65 FAR.

### Redevelopment Option

Both subdistricts are envisioned to redevelop into urban residential neighborhoods. One or more lively neighborhood shopping streets will provide local-serving goods and services such as groceries, bookstores, music stores, art studios, and restaurants. Each subdistrict should provide a diversity of housing choices on calm tree-lined streets, some of which have views terminating in open spaces and parks. Farther from the Tysons East station, the housing density should step down gradually to provide a transition to the planned residential development in the East Side District.

To achieve this vision, development proposals should address the Areawide Recommendations, conform to the Land Use Concept Map, and provide for the following:

- The vision for these subdistricts is to redevelop into urban residential neighborhoods with the highest intensity oriented to the Metro station. Also, the portions of each subdistrict closest to the Metro station should have more diversity in land uses, which may include hotel, office and support retail uses in addition to high intensity residential use. 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 and how it will connect to the abutting districts/subdistricts through the provision of the grid of streets.
  - In the Old Meadow Subdistrict, one circulation improvement is a new street adjacent to Scotts Run. This new road should be located to avoid impacting significant natural and cultural resources on park land. New park land should be established between the new street and the stream valley to further buffer and protect the floodplain. Redevelopment along this and other planned street alignments should provide right-of-way and contribute toward street construction.
- For both subdistricts, other connecting local streets (creating urban blocks) as well as other pedestrian and bike circulation improvements should be provided. The ability to realize planned intensities will depend on the degree to which access and circulation improvements are implemented consistent with guidance in the 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.
  - Since Scotts Run is a key feature abutting the Old Meadow Subdistrict, redevelopment proposals should be designed in a manner that ensures this open space will become a more accessible resource-based active urban park. Redevelopment in these subdistricts should also contribute to stream and riparian buffer restoration efforts along Scotts Run.
- When redevelopment includes a residential component, it should include recreational facilities and other amenities for the residents, and provide for affordable/workforce housing as indicated under the Land Use guidelines. However, if the portion of the McLean Commons within the Anderson Subdistrict is to redevelop, the development proposal should have as an objective increased affordable housing opportunities and positive impacts on the environment, public facilities and transportation systems (See Objective 11 in the Land Use section of the Policy Plan).
- 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.

- Building heights in these subdistricts range from 75 feet to 400 feet, depending upon location as described below, and conceptually shown on the building height map in the Urban Design chapter.
  - The lowest building heights in the Old Meadow Subdistrict are adjacent to the Regency and Encore multifamily buildings in the abutting East Side District, where the maximum building height is 105 feet to provide a compatible transition in scale and mass and to retain the viewshed of these buildings. Building heights increase with distance from the southern end of this subdistrict (abutting a portion of the East Side District), with the areas closest to the Metro station having building heights up to 400 feet.
- A potential circulator alignment extends through the Old Meadow Subdistrict, 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 CATEGORIES (Page 22):**

Residential Mixed Use

**TYSONS COMPREHENSIVE PLAN BUILDING HEIGHT TIERS (Page 116):**

Tier 3 (130' – 175')

**LAND USE ANALYSIS**

The land use analysis evaluates whether the application is in general conformance with Comprehensive Plan objectives such as land use, intensity, and consolidation.

**Land Use and Intensity**

The subject application is designated as the Residential Mixed Use (RMU) land use category on the Comprehensive Plan's Conceptual Land Use Map for Tysons (see Page 22). The Plan defines this category as follows (see Pages 21-23):

**“Residential Mixed Use:** These areas are planned for primarily residential uses with a mix of other uses, including office, hotel, arts/civic, and supporting retail and services. These complementary uses should provide for the residents’ daily needs, such as basic shopping and services, recreation, schools and community interaction. It is anticipated that the residential component should be on the order of 75% or more of the total development.”

The proposed development will be predominantly residential, which addresses the vision for the surrounding subdistrict as an “urban residential neighborhood.” Only one building (Building E) has an office option. A maximum of six residential buildings are proposed for the site for a total of 1,886,000 square feet of development (Proffer 5, Proposed Development, March 16, 2016), which includes up to 32,000 square feet of retail/service uses in the full residential development option. There is also an option for Buildings C and D to be combined as one residential building. Approximately 98% of the development will be residential use, and, if the office option is executed, the land use mix will include 12% office and 86% residential, which is still above the recommended minimum of 75% residential in the RMU category. The final GFA and development will be determined with each successive FDP (Proffer 6, Final Development Plans, March 16, 2016). Two FDPs are concurrently filed with the rezoning application for Buildings A and B, which are located near the edge of the East Side District. The Comprehensive Plan guidance for the subdistrict notes that housing density and building height should gradually lessen towards the East Side District, and the proposed intensity and building heights (capped at 105 feet as specified in the Plan) for Buildings A and B help achieve this goal.

The application site is within a Transit Oriented Development (TOD) District since the parcels are within ½ mile of the McLean Metro Station, and the total maximum proposed FAR for the application is 2.59 (including Workforce Dwelling Unit bonus). The applicant requests a 20% bonus (additional .43 FAR) for providing WDUs on site, which is supported by the Comprehensive Plan’s Affordable Housing recommendations (Pages 33 – 35). The Comprehensive Plan guidance for TOD District intensity beyond ¼ mile from Metro stations is 2.0 FAR; sites between ¼ and 1/3 mile are permitted up to 2.5 FAR (plus any bonuses achieved) if the development does not include office space or other high trip generating uses. A portion of the development site is between ¼ and 1/3 mile, and the Comprehensive Plan states “projects that include areas of different intensity recommendations should have an overall intensity that is based on the proportion of land area associated with each intensity recommendation.” The applicable FAR (with WDU bonus) for each intensity tier correlates to the Comprehensive Plan recommendations (see Intensity Tiers and FAR on Sheet C-3 of the CDP). Staff believes the proposed land use and intensity is in conformance with the Comprehensive Plan.

### **Phasing Development to Transportation and Public Facilities**

An important element of the Comprehensive Plan for Tysons is the guidance on phasing development to transportation improvements and public facilities (Pages 29-31). The Plan also recognizes the critical role that the Tysons Transportation Fund plays in funding transportation

improvements and the need to increase the contribution rate as part of a comprehensive funding strategy (Page 71).

On January 8, 2013, the BOS created a Tysons Transportation Service District, established the Tysons-wide and Tysons Grid of Streets transportation funds, and adopted guidelines for administering the two new funds.

The applicant currently commits proffers (Proffers 35 - 37, Tysons Grid of Streets Transportation Fund, Tysons-wide Transportation Contributions –Table 7 Improvements, Route 123 Improvements, March 16, 2016) that address the Comprehensive Plan recommendations for phasing development to transportation improvements, including a specific contribution to the Route 123 reconstruction or other Tysons East District access improvements. These commitments are in conformance with the Comprehensive Plan, subject to Fairfax County Department of Transportation’s review.

The Comprehensive Plan’s strategy for implementing public facilities in Tysons is focused on securing privately-owned land or space for public uses (Page 30). A specific public facility need is not included in the Old Meadow Subdistrict guidance, and the applicant proposes to contribute to a proposed fire station adjacent to the application site, as well as a Fire Department contribution for a traffic signal device and funding for off-site pedestrian/bicycle trails within the Tysons East District (Proffers 61 and 63, Public Facilities and Fire Department Contribution, March 16, 2016). The Comprehensive Plan also notes “redevelopment in these subdistricts [Old Meadow Subdistrict] should also contribute to stream and riparian buffer restoration efforts along Scotts Run.” The applicant generally commits to provide a restoration plan and contributions towards stream restoration (Proffer 64, Scotts Run Stream Valley Plans, March 16, 2016) and the final, detailed commitment is subject to review by the Department of Planning and Zoning and Office of Community Revitalization.

The public facility commitment is in general conformance with the Comprehensive Plan.

### **Affordable and Workforce Housing**

The applicant is proposing to meet the Comprehensive Plan guidance for the provision of affordable and workforce housing (Pages 33-35) by proffering to adhere to the Board of Supervisors’ Tysons Corner Urban Center Workforce Dwelling Unit Administrative Policy Guidelines dated June 22, 2010. These guidelines may be accessed at:

[http://www.fairfaxcounty.gov/dpz/tysonscorner/tysons\\_wdu\\_policy\\_guidelines\\_final\\_signed.pdf](http://www.fairfaxcounty.gov/dpz/tysonscorner/tysons_wdu_policy_guidelines_final_signed.pdf)

The applicant is committing to provide 20% of workforce dwelling units (WDUs) on or off site (within Tysons Corner Urban Center), in addition to any required affordable dwelling units (ADUs) (Proffer 55, Workforce Dwelling Units, March 16, 2016). The WDUs will be condo or rental units and may be consolidated in one or more buildings. A non-residential contribution towards affordable and/or workforce housing is committed for any new office buildings, and ground floor retail/service

uses are exempt. This commitment is in general conformance with the Comprehensive Plan guidance on affordable and workforce housing.

### **Coordinated Development and Parcel Consolidation**

In addition to the Old Meadow Subdistrict's general guidance for consolidation, the Comprehensive Plan sets five specific objectives for consolidations, including applications totaling less than 20 acres (Page 36):

“In all cases, consolidations or coordinated development plans should meet the following objectives:

- Commitment to a functioning grid of streets both on-site and off-site;
  - Conceptual engineering of streets that demonstrate connectivity to surrounding areas and satisfy the guidance in the Transportation section should be completed. Such engineering should be done in coordination with land owners in the surrounding area, and the proposed street alignments should be included in an official map, as described in the Transportation section.
  - If an official map has already been adopted for the area, the development proposal should be in conformance with the street alignments in the map.
- Provision of parks and open space as set forth in the Environmental Stewardship section of the Areawide Recommendations, either on-site or within the subdistrict through a partnership;
- Provision of land and/or building space for public facilities as set forth in the Public Facilities section of the Areawide Recommendations;
- Conformance with the guidance in the Urban Design section and any urban design guidelines for the district or subdistrict; and
- Demonstration of how adjacent parcels could be redeveloped in a manner that is compatible with the proposal and in conformance with the Plan.”

The application encompasses approximately 16.74 acres, which is less than the Comprehensive Plan's recommendation for consolidating at least 20 acres in the Old Meadow Subdistrict. However, the Plan permits consolidations less than 20 acres if the application achieves the outlined objectives, including a functioning grid. Four new public road connections, including Grant Street, Roosevelt Street, Polk Street, Buchanan Street, are proposed through the application to facilitate vehicular and pedestrian movement, as recommended in the Plan. The development proposal also includes nearly four acres of on-site public park space, as well as 1.61 acre of private open space. Athletic field

credit equivalent to 1/3 of a field is also applied as part of public (off-site) park space. A public facility commitment of land or space is also recommended; in lieu of land or space, the applicant will help improve public uses, including a (proposed) fire station and the Scotts Run Stream Valley. The proposed streetscapes along the new streets and Old Meadow Road and the overall site design address the urban design recommendations, particularly enhancing the pedestrian realm, in the Comprehensive Plan and the Tysons Urban Design Guidelines. The development proposal does not preclude future redevelopment of adjacent parcels (to the north), and the provision of a proposed inter-parcel access easement to a private alley (Proffer 33, Truman Lane, March 16, 2016) on the application site further accommodates any future adjacent redevelopment, especially to help reduce vehicular access points along Old Meadow Road. With these essential commitments, the application fulfills the consolidation objectives.

### **Parking**

The Comprehensive Plan provides recommendations on maximizing the efficiency of parking to encourage transit use, walking, and bicycling; to limit the urban design impacts of parking; and to ensure that parking is priced such that spaces are available for those who choose to drive. The Plan recommends specific strategies for managing parking on Pages 64-65.

Parking will be phased with development, and maximum parking rates will not be exceeded at build-out completion (Proffer 44, Phasing of Parking, March 16, 2016). Unbundling parking from the lease of residential units (Proffer 47, Parking Stipulations, March 16, 2016) is proposed in accordance with the suggested methods in the Comprehensive Plan. The applicant also proposes to provide surface parking spaces along the streets in addition to the total number of required parking spaces to be provided with the application.

## **URBAN DESIGN ANALYSIS**

### **Street Grid and Design**

The Comprehensive Plan provides recommendations for both street grids (Pages 46-47, and 96) and street cross sections (Pages 48-56).

Four new public roads and two private alleys are proposed with the development application, which will create five new blocks. The block sizes generally conform to Plan guidance for block lengths ranging from 400 to 600 feet in length. Along Old Meadow Road, the frontage along Buildings C and B will be broken up with a public plaza; however, a pedestrian connection through the plaza to Grant Street is not possible due to grade changes. Grant Street, a new two lane facility with on-street parking, will connect across Old Meadow Road. Roosevelt, Polk and Buchanan Streets are proposed as two-lane public streets with one lane of on-street parking. Old Meadow Road will be improved with a future Circulator lane, bike lane and an on-street parking lane on both sides of the street. The overall proposed street grid is in general conformance with the Comprehensive Plan.

### **Streetscape Design**

The Urban Design section of the Comprehensive Plan provides detailed guidance on streetscapes (Pages 96-108). The Plan defines three streetscape zones including the landscape amenity panel, sidewalk, and building zone. Each zone serves a distinct purpose and has varying dimensions based on the adjacent street type and land use. In the context of the overall goals of the Comprehensive Plan, the streetscape designs proposed in the subject applications are in general conformance with the Plan.

### **Building Height**

The subject property is within the Tier Three area, which recommends a height range of 130' – 175', and the subdistrict guidance regarding building heights notes “building heights increase with distance from the southern end of this subdistrict (abutting a portion of the East Side District), with the areas closest to the Metro Station having building heights up to 400 feet.” The tallest proposed buildings (Buildings C, D, E and F) are closest to the McLean Metro Station with maximum building heights up to 240 feet, which include parapet walls, penthouses and all rooftop structures (Proffer 12, Building Height, March 16, 2016). The Comprehensive Plan guidance regarding building height states “height limits do not include mechanical penthouses, architectural features, or elements affixed to buildings...however, these features should not excessively increase the building height.” There is no proffered height limit to the penthouses, and staff encourages the applicant to apply thoughtful design and restrained height to any rooftop structures as final designs are completed with Buildings C, D, E and F. Building E (as an office building) is proposed up to 240 feet, which exceeds the Comprehensive Plan recommendation of 175 feet in this area, though the tall building’s location next to the I-495 ramp is well-suited for the view potential and physical context. Buildings C, D and F, which all exceed 175 feet in height, are residential buildings, and height flexibility is provided for the provision of affordable/workforce housing. The proposed building height is in conformance with the Comprehensive Plan.

DMJ: BJC



# County of Fairfax, Virginia

## MEMORANDUM

DATE: May 11, 2016

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

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

**SUBJECT:** RZ 2014-PR-021 concurrent with FDP 2014-PR-021-01 and FDP 2014-PR-021-2  
The Highland District  
Land Identification Maps: 29-4 ((6)) A, B, 95C, 97C, 105 and 106

This department has reviewed the subject rezoning submittal including proffers and development plans dated March 16, 2016, and a TDM Implementation Plan dated April, 6 2016. The applicant proposes a mixed-use development consisting of six buildings with two development options. The "with office" scenario would consist of approximately 1,602,000 GSF of residential, 220,000 GSF of office, and 37,000 GSF of ground floor retail. The "without office" scenario would consist of approximately 1,854,000 GSF of residential and 32,000 GSF of ground floor retail.

The applicant has addressed the majority of transportation issues identified by staff in this application. The applicant worked closely with transportation staff to resolve outstanding concerns and when needed, provided the additional technical and graphical submissions needed for staff to properly evaluate and address those concerns.

The applicant has made the following notable commitments with their development proposal and proffers:

- o The applicant has proffered to conduct a signal warrant study for the intersection of Grant Street and Old Meadow Road within 12 months after the issuance of the first Residential Use Permit (RUP) or Non-Residential Use Permit (Non-RUP). If warranted by VDOT the applicant will design and install the signal along with any pedestrian enhancements.
- o Contributions to the Grid of Streets fund, Tysons-Wide fund, and improvements to Rt. 123 (Superstreet) consistent with those guidelines and the level of impact associated with their development.
- o Provision of safe and convenient bicycle and pedestrian circulation and parking throughout the site.

Staff still has outstanding concerns with some proffer language and the latest waiver submittals. These are outlined below:

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**Fairfax County Department of Transportation**

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



- Proffer comments outstanding
  - Proffer #26 – The applicant notes their ability to close part or all of any streets to accommodate construction. Many of the streets proposed are to be public streets so this proffer conflicts with the required VDOT permit approval. Staff recommends removal of this clause. Also mentioned in the same proffer is language regarding the fire access “to remain open...described in Proffer #27.” This reference does not correspond to Proffer #27.
  - Proffer #28 – Language still exists in the latest submission that parallel parking on the north side of Polk Street could be changed or eliminated by the applicant at a later date as a result of potential design or construction of the fire station (by others). The ultimate design and streetscape along Polk Street in both the interim and ultimate conditions was the result of numerous meetings with the applicant and staff. It was determined that there would be parallel parking on the north side, but not the south side. Parallel parking on the south side was eliminated to accommodate Fairfax County Fire and Rescue’s request for an unobstructed exiting travel lane for fire apparatuses. Parallel parking should remain along the north side of Polk Street as previously agreed upon and this language should be eliminated from the proffers as previously requested.
  - Proffer #29 – Staff is still awaiting explanation of this proffer and supplemental materials regarding its overall impacts to the phasing and requested waivers. As currently written the applicant is asking for the required streetscape elements to be waived on their side of Roosevelt Street, while providing a partial streetscape on the opposing (undeveloped) side. Their intent is that when the opposing side develops the street will expand to its ultimate condition and the full streetscape will be added for both sides. County staff feels that as of now the applicant should commit to providing all of the required elements on their side and ask for a waiver of those on the opposing side. Currently, the waivers submitted to FCDOT cannot be completed without this missing information.
  - Proffer #40 B – The referenced details regarding the bicycle repair station are missing from the FDP for building A. Additionally, language indicating “coordination with FCDOT’s Bicycle Coordinator” still needs to be added to the bicycle related proffers.
- Waiver comments
  - Waiver #FC\_PO1
    - Waiver not approved as written. FCDOT staff has continually expressed concern regarding the language referencing parallel parking on the north side of Polk Street. It was determined that parallel parking only

Ms. Barbara Berlin, Director

May 11, 2016

Page 3 of 3

needed to be eliminated (or potentially modified) on the south side of Polk Street to accommodate an unobstructed exiting route for fire and rescue. County staff has no concern with parallel parking on the north side of Polk or the proposed drop-off area for the athletic fields and feels that parallel parking on the north side should be accommodated without possibility of modification.

- Waiver #FC\_PO2
  - Waiver not supported as written. FCDOT staff feels the applicant should provide the required streetscape elements along the frontage of buildings C & D and request a waiver of the elements on the opposing side of Roosevelt Street. As currently proposed by the applicant, future modification to the Roosevelt Street streetscape will be much more significant, causing disruption to the entire street when the time comes that the adjacent parcel redevelops. In the interim stage, there will be less available parallel parking available on Roosevelt Street (due to garage entrances to buildings C & D) however staff feels there is sufficient parallel parking on adjacent streets where the interim loss of 4-5 spaces will not negatively impact the parking conditions for this site.
  
- All other waivers submitted by the applicant were supported by FCDOT.

MAD/GAF

Cc: Suzanne Wright



COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION

4975 Alliance Drive  
Fairfax, VA 22030

January 19, 2016

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:** RZ 2014-PR-021, PCA 1992-P-001-12 & FDP2014-PR-021-01 & 02  
Bit Investment Fifty Two, LLC (Highland District)  
Tax Map # 29-4((06))0095C, 0097C, 0105, 0106, A & B

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 December 9, 2015, and received on December 9, 2015. I have no additional comments for this submittal of the plans.

If you have any questions, please call me.

cc: Ms. Angela Rodeheaver  
fairfaxrezoning2014-PR-021rz2BitInvestments52LLCHighlandDist1-19-16BB



# County of Fairfax, Virginia

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

**DATE:** May 18, 2016

**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:** BIT Investment Fifty-Two, LLC; The Highland District  
RZ/CDP 2014-PR-021  
FDP 2014-PR-021-1 (Building A)  
FDP 2014-PR-021-2 (Building B)

The Office of Community Revitalization (OCR) has reviewed the above referenced rezoning, including the CDP and draft proffers dated May 9, 2016, and the FDPs for Buildings A and B dated March 23, 2016. The following analysis and recommendations are offered for consideration regarding this application.

## General Comments:

The overall design for The Highland District meets the urban design intent of the Comprehensive Plan for a pedestrian-oriented, mixed use development. The site, totaling 16.73 acres, is located south of the McLean Metro Station; the majority of the site is within a ½ mile of the station. The site is bounded by an I-495 ramp to the west and a stream valley to the south and west and is currently developed with a series of office buildings and surface parking, all of which is proposed to be demolished. A fire station and athletic field approved under a separate zoning application will be located to the west of the site. The applicant has proposed a new series of blocks, with a mix of primarily residential development with support retail and the option of office development for one of the buildings.

The block size, building forms, public realm design, and primarily residential use are appropriate for this site's location within the ½ mile boundary from the McLean Metro Station.

## RZ/CDP 2014-PR-021 Detailed Comments:

1. Street Grid and Block Length: The site includes two existing roads, Old Meadow Road and Old Meadow Lane, both of which are proposed to remain (Old Meadow Lane is proposed to be renamed, and is labeled Polk Street on the plans). New streets are proposed to create a street grid and block sizes

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generally consistent with the vision for Tysons. The new Grant Street provides a southern connection from the fire station to Old Meadow Road and creates a block approximately 600 feet in length on the Polk Street frontage and approximately 650 feet in length on the Grant Street frontage. Although the southern side of this block exceeds the 600 foot length recommendation outlined in the Tysons Urban Design Guidelines (TUDG), Polk Street is a secondary pedestrian corridor, and will have more foot traffic than the Grant Street frontage. Due to the location of the approved fire station and the necessary alignment of Grant Street, a shorter block is not feasible. The Grant Street side of the block does meet the block length guidelines; and a mid-block crossing is not warranted or necessary to provide access to Polk Street, a tertiary pedestrian corridor. The other blocks are consistent in size with the Comprehensive Plan recommendations and the TUDG that establish a maximum block size of 600 feet.

2. Pedestrian Hierarchy: The applicant has provided a Pedestrian Hierarchy Plan and has generally utilized the recommended language provided in the TUDG to describe the corridor types. The applicant has identified Old Meadow Road as a Primary Pedestrian Corridor, which provides the most direct north-south route across the site from the metro station and contains the widest streetscape section for the project. The public parks and the majority of potential retail development have been located along Old Meadow Road. Polk Street will serve as a Secondary Pedestrian Corridor, as it provides access to the athletic field. Due to the location of the site adjacent to the stream valley, Grant Street has been designed as a tertiary corridor.
  - a. The applicant has committed in Proffer 13 to the general characteristics that define pedestrian hierarchy. This will help protect the quality of the streetscape experience. The proffer indicates glazing and door separation distances which are modified from those recommended in the TUDG; however, based on a review of the proposed plans, these deviations are acceptable.
3. Streetscape Design: In general, the application is consistent with the recommendations of the Comprehensive Plan and the TUDG regarding streetscape dimensions. The applicant has also committed to providing a Materials and Furnishings Plan as part of each FDP.
  - a. The applicant has requested a waiver of the streetscape for the south side of Grant Street, adjacent to the stream valley. As this modified design provides an appropriate transition and solution based on the proximity to the stream valley, staff supports this waiver request.
  - b. The applicant has requested a waiver of the Roosevelt Street streetscape. Staff has requested additional information on the basis for this waiver. This issue remains outstanding.
4. Utilities:
  - a. The plans indicate potential locations for electrical and stormwater vaults throughout the development. All proposed electrical vaults are located outside of the public right-of-way. The above ground vaults located on the south side of Building A will be screened using architectural treatments to match the building façade.
  - b. The applicant is utilizing the AAL Flex Light, which is listed as an option in the TUDG. The applicant should work on the overall streetlight design and should draft a maintenance agreement for streetlights to facilitate future FDPs and site plans.

5. Building Design: Generally, the building framework and massing are consistent with the recommendations of the TUDG. Build-to lines are generally in agreement with the Comprehensive Plan.
  - a. Polk and Roosevelt Streets are proffered to have ground floors with an average floor to floor height of 14', and retail uses are shown as possible uses along portions of Polk Street. OCR staff highly encourages the applicant to commit to making the height of all at-grade floors a minimum of 16'. This minimum height allows for flexibility in the first floor uses, and encourages retail, which contributes to an active pedestrian environment.
6. Parking Structure Design: Parking is provided in parking structures that are integrated with the building design or located below grade. The applicant has committed to incorporate uses or screening at the ground level where above ground parking is located in order to provide a pleasant and attractive experience.
7. Building Heights: Overall, the proposed mix of heights, as illustrated, is appropriate for the site's location and will result in a varied skyline near the McLean Metro Station. The buildings taper down in height as the development moves south from the metro station. The CDP sets minimum and maximum building heights for the proposed buildings.
8. Urban Parks: The applicant is proposing a series of parks and open spaces throughout the development. The scale and types of parks are appropriate for the location, size, and uses within the proposed development.
  - a. Public Park 1 is a street level plaza and includes landscape areas, hardscape areas, outdoor seating, and sculptural elements.
  - b. Public Park 2 is a stream valley park designed for passive use and environmental protection. It will include an 8' wide shared use path and a bike maintenance station.
  - c. Public Park 3 is located to the south of Building B and includes trellised areas, trees, movable seating, gardens, and lawn areas for active recreation. A small portion of Public Park 3 is located south of Grant Street, and this area will be naturalized and contain an 8' wide shared use path.
  - d. Public Park 4 is a pocket park between Buildings B and C. It offers a focal wall, incorporating artwork, sculptural elements, a sculptural playground, raised planters, and seating.
  - e. Public Park 5 is located along Grant Street adjacent to Building D. This park will contain gardens, pathways, lighting, seating, and has the potential to provide stormwater management features.
  - f. Public Park 6 is located along the eastern perimeter of the site and contains an 8' wide shared use path.
  - g. Public Park 7 is located at the end of Polk Street and is designed for active recreational uses. It includes the expansion of the previously approved athletic field, a warm up area, several courts, and seating areas. OCR suggests the applicant commit to providing additional design details at the time of FDP for Building E in order to demonstrate how the fire lane will be integrated into the park design.
  - h. Public Park 8 is a plaza located along Old Meadow Road, adjacent to Building F. It is a mix of landscape and hardscape features, outdoor seating, and a small court, and will provide wifi to help activate the space.
9. Interim Conditions: The application provides a series of diagrams indicating how the development could be potentially built out and what improvements will be provided with each phase.

- a. Interim pedestrian connections to metro are demonstrated on the phasing plans, and the applicant has proffered to coordinated maintenance of traffic to ensure that safe and convenient pedestrian access is maintained during construction.
- b. The applicant should show any potential interim retaining walls and heights on the phasing plans.
- c. Where existing parking lots will remain in the interim, or where commercial off-street parking is proposed in existing lots, the applicant should provide interim landscape improvements that will improve the appearance of the surface parking and mitigate the visual impacts. To improve the aesthetic of surface parking lots, additional trees should be provided in existing surface parking lots if they remain undeveloped for more than 18 months. These details should be provided at the time of FDP.

10. Public Facilities Commitment: Each application in Tysons is expected to address its impacts on the need for public facilities in Tysons. While the preferred method for addressing such impacts is to provide space on or off-site for an identified public facility need, there is no identified need for a public facility on this property. Based on the proffers dated May 9, 2016, the applicant has proffered to provide funds for the County to use towards two types of facilities. Contributions to be made for the first three buildings constructed on the property would be allocated for funding furnishings and/or equipment for a new fire station to be constructed (by others) on an adjacent site. Contributions to be made for the final three buildings would be allocated towards pedestrian and bicycle improvements in the area, such as the proposed pedestrian/bike bridge crossing the Beltway currently under consideration, or the trail under design through the Scotts Run Stream Valley. Staff believes that a cash contribution towards these two facilities is an appropriate public facility commitment for this application, provided that the following issues are addressed.

- a. Amount of contribution: The applicant has proffered to a base amount of \$1.50 per square foot of actual construction on the property. A public facility value of \$1.50 per square foot was the amount used as rough measure of proportionality in zoning cases approved just after the Tysons Plan was adopted in 2010. In early 2015, it was determined that an escalation of the original amount was appropriate to continue to ensure rough proportionality of impact. Therefore the currently requested amount is \$1.70 per square foot. Early discussions on potential public facilities were evaluated using that measure. Furthermore, other applicants who have proffered to provide a cash contribution to a particular facility (Westpark Plaza; RZ 2013-PR-009) contributed on the maximum square footage entitled by the zoning, not the actual amount constructed. Therefore, to maintain rough proportionality in the measure of impact (and the mitigation thereof) staff recommends that the applicant contribute at the rate of \$1.70 per square foot of the maximum entitlement to address its public facility impact.
- b. It is further noted that the applicant's proffers propose a discounted contribution should the first three buildings provide their associated contribution at a date certain so that the funds are available for provisioning the new fire station (as intended) and has exempted this early contribution from escalation. Staff concurs that a net present value discount is appropriate, provided it is based on the appropriate base of \$1.70 per square foot of entitled development and that such contribution is not exempted from being subject to escalation. Escalation is intended to ensure that the value of a contribution does not diminish over time. Based on recent experience, without escalation the value of the applicant's contribution in 2020 could be 15-25% less than it would be with the appropriate escalation. As with all cash contributions

(other than those within inherent adjustors) staff recommends that the discounted contribution remain subject to the escalation.

- c. Finally, the applicant has provided proffer language to permit the Board of Supervisors to utilize these contributions for public facility needs in Tysons other than those listed, should the Board decide not to construct those facilities noted. While this is appropriate, staff recommends that language be added to also allow such reallocation of funds should the listed facilities be constructed through some other funding source.

**FDP 2014-PR-021-1 (Building A) and FDP 2014-PR-021-2 (Building B) Detailed Comments:**

The applicant has provided a material and furnishings plan as part of each FDP. The street light and furnishings selected are consistent with the options listed in the TUDGs.

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



# County of Fairfax, Virginia

## MEMORANDUM

DATE: May 11, 2016

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

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

**SUBJECT:** ENVIRONMENTAL ASSESSMENT for: **RZ 2014-PR-021**  
**FDP 2041-PR-021-1**  
**FDP 2041-PR-021-2**  
Highland District

This memorandum, prepared by Maya Dhavale, includes citations from the Comprehensive Plan that provide guidance for the evaluation of the above referenced Conceptual Development Plan (CPD) and Final Development Plan (FDP) as revised through March 23, 2016 and proffer statement as revised through May 9, 2016. Possible solutions to remedy identified environmental impacts are suggested. Other solutions may be acceptable, provided that they achieve the desired degree of mitigation and are also compatible with Plan policies.

Note: The applicable Comprehensive Plan citations may be found at the end of this report.

### ENVIRONMENTAL ANALYSIS:

This section characterizes the environmental concerns raised by an evaluation of this site and the proposed land use. Particular emphasis is given to opportunities provided by this application to conserve the County's remaining natural amenities. Analysis for this application addresses the overall development plans and proffered commitments for the subject property.

#### Green Building

The subject property is located within the Tysons Corner Urban Center. The Plan recommends that zoning proposals for residential development in this area provide green building commitments sufficient to attain, at a minimum, the United States Green Building Council's (USGBC) LEED certification and LEED Silver or equivalent for office and hotel buildings. The applicant has provided a set of green building commitments which are in conformance with this Plan guidance.

**Noise**

Portions of the proposed development will be impacted by transportation generated noise. The applicant has submitted a noise study, and has proffered to provide additional studies on interior noise once final designs for noise-impacting buildings have been prepared. Additionally, the applicant has proffered to provide appropriate noise mitigation measures for the noise-impacted units. These commitments are in conformance with the Plan guidance.

**Stormwater**

The proposal is subject to the Tysons Corner guidance that calls for the incorporation of stormwater management measures that are sufficient to attain at a minimum both the stormwater design-quantity control and stormwater design-quality control credits of the most current version of the LEED-NC or LEED-CS rating system. The plans depict a variety of proposed stormwater management facilities for the development. The adequacy of stormwater management/best management practice (SWM/BMP) facilities and outfall will be subject to review and approval by the Department of Public Works and Environmental Services.

The stormwater information provided indicates an overall on-site retention of 0.92 inch for the proposed project. This overall retention rate is considered to be consistent with the goals identified in the Comprehensive Plan.

**Environmental Quality Corridor Encroachment and Stream Restoration**

The subject property includes a portion of Scotts Run stream valley and associated Resource Protection Area (RPA) as defined by the Chesapeake Bay Preservation Ordinance and an Environmental Quality Corridor (EQC) as defined by the Comprehensive Plan. The RPA has been delineated and approved per 7788-RPA-002-01 and 7788-RPA-003-02 (as shown on page C-25 of the CDP. The EQC delineation is also shown on page C-25 of the CDP.

The proposed development will result in encroachment into both the EQC and RPA as a result of the construction of Grant Street and associated infrastructure, along the eastern and southern edges of the site. The Fairfax County Comprehensive Plan, 2013 Edition, Area II, Tysons Corner Urban Center, as amended through April 29, 2014, under the Areawide Recommendations, Environmental Stewardship section, on page 78 states,

“Redevelopment in Tysons should contribute to stream and riparian buffer restoration efforts along these stream valleys in order to strengthen Tysons’ existing natural systems and allow for resource protection and interpretation. These stream valley parks can be expanded through dedications of privately-owned portions of the stream valley and in adjacent areas to provide better connectivity. They can serve as major linear urban parks and support the planned trail system with a variety of natural landscapes. These parks will provide a variety of passive outdoor leisure experiences for residents, visitors and workers in Tysons, including outdoor exercise and enjoyment of quiet natural spaces.”

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The applicant has committed to contribute \$100,000 to the Board of Supervisors for use in the design and restoration of a portion of the Scotts Run Stream Valley, to be provided at the time of the site plan approval of the first new building to be constructed on the property. The applicant has further committed to contribute \$0.22 per square foot of the Gross Floor Area of each new building to be constructed at the time of the site plan approval. This contribution would provide, over the life of the project, an amount estimated to be between \$255,420 and \$414,920.

The Comprehensive Plan for Tysons explicitly supports stream restoration and stabilization in the Scotts Run watershed as part of a comprehensive strategy to restore the water quality and ecological health of Tysons' streams. Additionally, the Comprehensive Plan Policy Plan Environment Section specifically calls for a "net environmental benefit" if there is encroachment into the EQC.

The applicant is not proposing to share stream restoration plans prepared by Wetland Studies and Solutions for this portion of Scotts Run, nor to provide the funds in a lump sum in a timely fashion. There is also no guarantee of access for the stream restoration construction activities. Without these modifications to the proffers, the restoration work is likely to suffer significant completion challenges.

Staff strongly encourages the applicant to consider these modifications to the proposed proffers. While the issue is in mostly in conformance with the Comprehensive Plan guidance, the proposed modifications to the proffers would strengthen the net environmental benefit provided as part of this encroachment into the EQC/RPA.

#### **COMPREHENSIVE PLAN CITATIONS:**

The Comprehensive Plan is the basis for the evaluation of this application. The assessment of the proposal for conformity with the environmental recommendations of the Comprehensive Plan is guided by the following.

The Fairfax County Comprehensive Plan, 2013 Edition, Area II, Tysons Corner Urban Center, as amended through April 29, 2014 under Areawide Recommendations, Environmental Stewardship section, pages 71-84, addresses Stormwater Management, Natural Resource Management, Tree Canopy Goals, Information and Communication Technology, Green Buildings and Environmental Stewardship Guidelines and may be accessed at:

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

Fairfax County Comprehensive Plan, Policy Plan, 2013 Edition, Environment section as amended through July 1, 2014, page 6-10:

“The core of Fairfax County’s Environmental Quality Corridor (EQC) system is its stream valleys. Streams provide habitat for aquatic species and are an integral component of stream valley habitat systems. Streams also serve to replenish water sources that may ultimately provide drinking water and are places of natural beauty, that provide recreational and aesthetic opportunities, contributing to the quality of life in Fairfax County. Much of the county’s parkland consists of stream valley parks, and much of the county’s existing and planned trail system is located near streams. Land use and development activities have the potential to degrade the ecological quality of streams through the direct transport of pathogens and pollutants, as well as through hydrologic changes that can alter the character of flow in streams, resulting in alterations to stream morphology (e.g., stream bank erosion). The protection and restoration of the ecological quality of streams is important to the conservation of ecological resources in Fairfax County. Therefore, efforts to minimize adverse impacts of land use and development on the county’s streams should be pursued. . .

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

Policy k. For new development and redevelopment, apply better site design and low impact development (LID) techniques such as those described below, and pursue commitments to reduce stormwater runoff volumes and peak flows, to increase groundwater recharge, and to increase preservation of undisturbed areas. In order to minimize the impacts that new development and redevelopment projects may have on the county’s streams, some or all of the following practices should be considered where not in conflict with land use compatibility objectives:

- Minimize the amount of impervious surface created.
- Site buildings to minimize impervious cover associated with driveways and parking areas and to encourage tree preservation.
- Where feasible, convey drainage from impervious areas into pervious areas.
- Encourage cluster development when designed to maximize protection of ecologically valuable land.
- Encourage the preservation of wooded areas and steep slopes adjacent to stream valley EQC areas.

- Encourage fulfillment of tree cover requirements through tree preservation instead of replanting where existing tree cover permits. Commit to tree preservation thresholds that exceed the minimum Zoning Ordinance requirements.
- Where appropriate, use protective easements in areas outside of private residential lots as a mechanism to protect wooded areas and steep slopes.
- Encourage the use of open ditch road sections and minimize subdivision street lengths, widths, use of curb and gutter sections, and overall impervious cover within cul-de-sacs, consistent with county and state requirements.
- Encourage the use of innovative BMPs and infiltration techniques of stormwater management where site conditions are appropriate, if consistent with county requirements.
- Apply nonstructural best management practices and bioengineering practices where site conditions are appropriate, if consistent with county requirements.
- Encourage shared parking between adjacent land uses where permitted.
- Where feasible and appropriate, encourage the use of pervious parking surfaces in low-use parking areas.
- Maximize the use of infiltration landscaping within streetscapes consistent with county and state requirements.

Policy l. In order to augment the EQC system, encourage protection of stream channels and associated vegetated riparian buffer areas along stream channels upstream of Resource Protection Areas (as designated pursuant to the Chesapeake Bay Preservation Ordinance) and Environmental Quality Corridors. To the extent feasible in consideration of overall site design, stormwater management needs and opportunities, and other Comprehensive Plan guidance, establish boundaries of these buffer areas consistent with the guidelines for designation of the stream valley component of the EQC system as set forth in Objective 9 of this section of the *Policy Plan*. Where applicable, pursue commitments to restoration of degraded stream channels and riparian buffer areas.

Policy m. Support watershed management planning and consider any watershed management plans that are adopted or endorsed by the Board of Supervisors as a factor in making land use decisions. . .

In order to protect the Chesapeake Bay and other waters of Virginia from degradation resulting from runoff pollution, the Commonwealth has enacted regulations requiring localities

within Tidewater Virginia (including Fairfax County) to designate "Chesapeake Bay Preservation Areas", within which land uses are either restricted or water quality measures must be provided. Fairfax County has adopted a Chesapeake Bay Preservation Ordinance pursuant to these regulations.

The more restrictive type of Chesapeake Bay Preservation Area is known as the "Resource Protection Area (RPA)." With a few exceptions (e.g. water wells, recreation, infrastructure improvements, "water dependent" activities, and redevelopment), new development is prohibited in these areas. In Fairfax County, RPAs include the following features:

- water bodies with perennial flow;
- tidal wetlands;
- tidal shores;
- nontidal wetlands contiguous with and connected by surface flow to tidal wetlands or water bodies with perennial flow;
- a buffer area not less than 100 feet in width around the above features; and
- as part of the buffer area, any land within a major floodplain. . .

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

- Policy a. Ensure that new development and redevelopment complies with the county's Chesapeake Bay Preservation Ordinance, as applied to Chesapeake Bay Preservation Areas adopted by the Board of Supervisors as generally depicted in Figure 5 of the *Chesapeake Bay Supplement* to the Comprehensive Plan, as may be amended by the Board of Supervisors. . ."

Fairfax County Comprehensive Plan, Policy Plan, 2013 Edition, Environment section as amended through July 1, 2014, page 11-12:

"Transportation generated noise impacts the lives of many who live in the county. Some county residents are subjected to unhealthful levels of noise from highway traffic, aircraft operations and railroads, including WMATA's Metrorail (See Figure 3). Federal agencies with noise mitigation planning responsibilities have worked with the health community to establish maximum acceptable levels of exposure (Guidelines for Considering Noise in Land Use Planning and Control). These guidelines expressed in terms of sound pressure levels are; DNL 65 dBA for outdoor activity areas, DNL 50 dBA for office environments, and DNL 45 dBA for residences, schools, theaters and other noise sensitive uses. While the federal guidelines consider all land uses to be compatible with noise levels below DNL 65 dBA, they are not proscriptive as they relate to local land use decisions. Further, it is known that adverse noise impacts can occur at levels below DNL 65 dBA and that there may be variability among communities in responses to such noise.

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

Policy a: Regulate new development to ensure that people are protected from unhealthful levels of transportation noise.

Policy b: Reduce noise impacts in areas of existing development. . .

New development should not expose people in their homes, or other noise sensitive environments, to noise in excess of DNL 45 dBA, or to noise in excess of DNL 65 dBA in the outdoor recreation areas of homes. To achieve these standards new residential development in areas impacted by highway noise between DNL 65 and 75 dBA will require mitigation. New residential development should not occur in areas with projected highway noise exposures exceeding DNL 75 dBA. Because recreation areas cannot be screened from aircraft noise and because adverse noise impacts can occur at levels below DNL 65 dBA, in order to avoid exacerbating noise and land use conflicts and to further the public health, safety and welfare, new residential development should not occur in areas with projected aircraft noise exposures exceeding DNL 60 dBA. Where new residential development does occur near Washington Dulles International Airport, disclosure measures should be provided.”

Fairfax County Comprehensive Plan, Policy Plan, 2013 Edition, Environment section as amended through July 1, 2014, page 14-17:

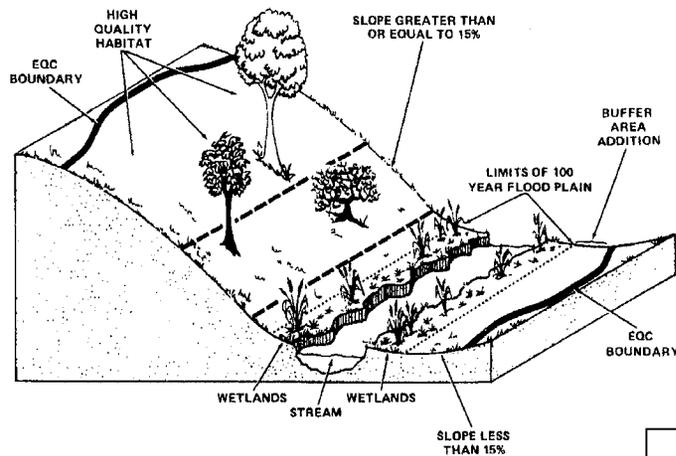
**“Objective 9: Identify, protect and enhance an integrated network of ecologically valuable land and surface waters for present and future residents of Fairfax County.**

Policy a: Identify, protect and restore an Environmental Quality Corridor system (EQC). (See Figure 4.) Lands may be included within the EQC system if they can achieve any of the following purposes:

- **Habitat Quality:** The land has a desirable or scarce habitat type, or one could be readily restored, or the land hosts a species of special interest. This may include: habitat for species that have been identified by state or federal agencies as being rare, threatened or endangered; rare vegetative communities; unfragmented vegetated areas that are large enough to support interior forest dwelling species; and aquatic and wetland breeding habitats (i.e., seeps, vernal pools) that are connected to and in close proximity to other EQC areas.
- **Connectivity:** This segment of open space could become a part of a corridor to facilitate the movement of wildlife and/or conserve biodiversity. This may include natural corridors that are wide enough to facilitate wildlife movement and/or the transfer of genetic material between core habitat areas.

- Hydrology/Stream Buffering/Stream Protection: The land provides, or could provide, protection to one or more streams through: the provision of shade; vegetative stabilization of stream banks; moderation of sheet flow stormwater runoff velocities and volumes; trapping of pollutants from stormwater runoff and/or flood waters; flood control through temporary storage of flood waters and dissipation of stream energy; separation of potential pollution sources from streams; accommodation of stream channel evolution/migration; and protection of steeply sloping areas near streams from denudation.
- Pollution Reduction Capabilities: Preservation of this land would result in significant pollutant reductions. Water pollution, for example, may be reduced through: trapping of nutrients, sediment and/or other pollutants from runoff from adjacent areas; trapping of nutrients, sediment and/or other pollutants from flood waters; protection of highly erodible soils and/or steeply sloping areas from denudation; and/or separation of potential pollution sources from streams.

The core of the EQC system will be the county's stream valleys. Additions to the stream valleys should be selected to augment the habitats and buffers provided by the stream valleys, and to add representative elements of the landscapes that are not represented within stream valleys. The stream valley component of the EQC system shall include the following elements (See Figure 4):



**FIGURE 4**

A TYPICAL  
ENVIRONMENTAL QUALITY CORRIDOR

Source: Fairfax County Office of Comprehensive Planning

- All 100 year flood plains as defined by the Zoning Ordinance;
- All areas of 15% or greater slopes adjacent to the flood plain, or if no flood plain is present, 15% or greater slopes that begin within 50 feet of the stream channel;
- All wetlands connected to the stream valleys; and
- All the land within a corridor defined by a boundary line which is 50 feet plus 4 additional feet for each % slope measured perpendicular to the stream bank. The % slope used in the calculation will be the average slope measured within 110 feet of a stream channel or, if a flood plain is present, between the flood plain boundary and a point fifty feet up slope from the flood plain. This measurement should be taken at fifty foot intervals beginning at the downstream boundary of any stream valley on or adjacent to a property under evaluation.

Modifications to the boundaries so delineated may be appropriate if the area designated does not benefit any of the EQC purposes as described above. In addition, some disturbances that serve a public purpose such as unavoidable public infrastructure easements and rights of way may be appropriate. Disturbances for access roads should not be supported unless there are no viable alternatives to providing access to a buildable portion of a site or adjacent parcel. The above disturbances should be minimized and occur perpendicular to the corridor's alignment, if practical, and disturbed areas should be restored to the greatest extent possible

In general, stormwater management facilities should not be provided within EQCs unless they meet one of the following conditions:

- They are consistent with recommendations of a watershed management plan that has been adopted by the Fairfax County Board of Supervisors; or
- They will:
  - Either:
    - Be more effective in protecting streams and better support goals of watershed management plans than stormwater management measures that otherwise would be provided outside of EQCs; or
    - Contribute to achieving pollutant reduction necessary to bring waters identified as impaired into compliance with state water quality standards or into compliance with a Municipal Separate Storm Sewer System (MS4) permit in a manner that would be more effective and/or less environmentally-disruptive than approaches that would be pursued outside of EQCs;

and

- Replace, enhance and/or be provided along with other efforts to compensate for any of the EQC purposes, as described above, that would be affected by the facilities.

When stormwater management facilities within the EQC are determined to be appropriate, encourage the construction of facilities that minimize clearing and grading, such as embankment-only ponds, or facilities that are otherwise designed to maximize pollutant removal while protecting, enhancing, and/or restoring the ecological integrity of the EQC.

The following efforts within EQCs support the EQC policy and should be encouraged:

- Stream stabilization and restoration efforts where such efforts are needed to improve the ecological conditions of degraded streams. Natural channel design methods should be applied to the greatest extent possible and native species of vegetation should be used.
- Replanting efforts in EQCs that would restore or enhance the environmental values of areas that have been subject to clearing; native species of vegetation should be applied.
- Wetland and floodplain restoration efforts.
- Removal of non-native invasive species of vegetation from EQCs to the extent that such efforts would not be in conflict with county ordinances; such efforts should be pursued in a manner that is least disruptive to the EQCs.

Other disturbances to EQCs should only be considered in extraordinary circumstances and only where mitigation/compensation measures are provided that will result in a clear and substantial net environmental benefit. In addition, there should be net benefits relating to most, if not all, of the EQC purposes listed above that are applicable to the proposed disturbances.”

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

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

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

- Energy and water usage data collection and performance monitoring;
- Solid waste and recycling management practices; and
- Natural lighting for occupants.

Encourage commitments to implementation of green building practices through certification under established green building rating systems for individual buildings (e.g., the U.S. Green Building Council's Leadership in Energy and Environmental Design for New Construction [LEED-NC<sup>®</sup>] or the U.S. Green Building Council's Leadership in Energy and Environmental Design for Core and Shell [LEED-CS<sup>®</sup>] program or other equivalent programs with third party certification). An equivalent program is one that is independent, third-party verified, and has regional or national recognition or one that otherwise includes multiple green building concepts and overall levels of green building performance that are at least similar in scope to the applicable LEED rating system. Encourage commitments to the attainment of the ENERGY STAR<sup>®</sup> rating where available. Encourage certification of new homes through an established residential green building rating system that incorporates multiple green building concepts and has a level of energy performance that is comparable to or exceeds ENERGY STAR qualification for homes. Encourage the inclusion of professionals with green building accreditation on development teams. Encourage commitments to the provision of information to owners of buildings with green building/energy efficiency measures that identifies both the benefits of these measures and their associated maintenance needs.

Policy b. Within the Tysons Corner Urban Center, Suburban Centers, Community Business Centers, Industrial Areas and Transit Station Areas as identified on the Concept Map for Future Development, unless otherwise recommended in the applicable area plan, ensure that zoning proposals for nonresidential development or zoning proposals for multifamily residential development incorporate green building practices sufficient to attain certification through the LEED-NC or LEED-CS program or an equivalent program specifically incorporating multiple green building concepts, where applicable, where these zoning proposals seek at least one of the following:

- Development in accordance with Comprehensive Plan Options;
- Development involving a change in use from what would be allowed as a permitted use under existing zoning;
- Development at the Overlay Level; or
- Development at the high end of planned density/intensity ranges.

For nonresidential development, consider the upper 40% of the range between by-right development potential and the maximum Plan intensity to constitute the high end of the range.

Where developments with exceptional intensity or density are proposed (e.g. at 90 percent or more of the maximum planned density or intensity), ensure that higher than basic levels of green building certification are attained.

- Policy c. Ensure that zoning proposals for residential development that are not otherwise addressed in Policy b above will incorporate green building practices sufficient to attain certification under an established residential green building rating system that incorporates multiple green building concepts and that includes an ENERGY STAR Qualified Homes designation or a comparable level of energy performance. Where such zoning proposals seek development at or above the mid-point of the Plan density range, ensure that county expectations regarding the incorporation of green building practices are exceeded in two or more of the following measurable categories: energy efficiency; water conservation; reusable and recycled building materials; pedestrian orientation and alternative transportation strategies; healthier indoor air quality; open space and habitat conservation and restoration; and greenhouse gas emission reduction. As intensity or density increases, the expectations for achievement in the area of green building practices would commensurately increase.
- Policy d. Promote implementation of green building practices by encouraging commitments to monetary contributions in support of the county's environmental initiatives, with such contributions to be refunded upon demonstration of attainment of certification under the applicable LEED rating system or equivalent rating system.
- Policy e. Encourage energy conservation through the provision of measures which support non-motorized transportation, such as the provision of showers and lockers for employees and the provision of secure short-term and long-term bicycle parking facilities for employment, retail, institutional, and multifamily residential uses.
- Policy f. Encourage applicants involved in public-private partnerships where land is leased or provided by the county to meet or exceed county guidelines for green building certification for capital projects.
- Policy g. Encourage provision of or readiness for charging stations and related infrastructure for electric vehicles within new development and redevelopment proposals, particularly for residential where other opportunities are not available.
- Policy h. Encourage and participate in periodic regional and local evaluations of the outcomes achieved through the application of sustainable land use principles

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and technology, in coordination with the energy and resources providers and industry. Such evaluations should be based on pooled, anonymous-source data, and should provide information helpful in decisions regarding the costs and benefits of green practices, including evaluations focused on innovative approaches and technology.”

DMJ:MPD



# County of Fairfax, Virginia

## MEMORANDUM

**DATE:** May 2, 2016

**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:** Rezoning Application #RZ 2014-PR-021; LDS Project #7788-ZONA-004-1;  
Highland District; CDP dated March 16, 2016;  
Highland Building A; FDP dated March 23, 2016;  
Highland Building B; FDP dated March 23, 2016;  
Tax Map #029-4-((6))-A, B, 95C, 97C, 105, and 106;  
Providence District; Scotts Run Watershed

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

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

There is 1993 Resource Protection Area (RPA) present on this site. The applicant indicates that source of RPA boundary is from a previously approved RPA Delineation Studies 7788-RPA-002-1 and 7788-RPA-003-2. The proposed disturbance in the RPA includes public street pavement and streetscape, which is exempted under §118-5-2. Please include an RPA Exemption Narrative with final site plan to demonstrate compliance with the development criteria under §118-3-2, and §118-3-3. Please be aware of the “Buffer Area Establishment” requirement per §118-3-3(f) and plan ahead. No Water Quality Impact Assessment (WQIA) is required for activities exempted. No WRPA is required for activities exempted under §118-5-2.

On Sheet C-26. Since the trail has been moved to be adjacent to the road, it is now considered part of the public street and is exempted under §118-5-2. No WRPA is required for activities exempted under §118-5-2. There is no “non-exempt disturbance” in the RPA, and it is not clear about the intent of the statement concerning the 20% increase. Please update the RPA narrative accordingly.

### **Floodplain**

There are regulated FEMA floodplains on this site. A floodplain study is required per ZO 2-902. A Floodplain Determination is required for any encroachment or land disturbance

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proposed within a regulated floodplain. The lowest part of the lowest floor level of any proposed residential structure must be located at least 18 inches above the 100-year water surface elevation. The applicant indicates that floodplain study would be performed prior to site plan submission.

### **Downstream Drainage Complaints**

There is no applicable storm drain complaint on file within the property.

### **Stormwater Quality Control**

A Stormwater Management Ordinance Determination #7788-SWOD-001-1 has been submitted and reviewed. It has been determined that the land-disturbing activities that the land-disturbing activities that obtained initial coverage under the 2009 General Permit prior to July 1, 2014, qualify under the "Time Limits" provision in Stormwater Management Ordinance (SWMO) §124-1-11.A, and may be conducted in accordance with the technical criteria in Article 5 of the SWMO for two additional state permit cycles. The applicant indicates that the water quality requirements will be met with the proposed green roof, bioretention, and permeable pavement.

### **Stormwater Quantity Control**

This development is subject to the stormwater quantity control requirements of Article 5 of the SWMO for two additional state permit cycles. The applicant indicates that the detention requirements will be met with the proposed green roof, bioretention, and permeable pavement. Additional underground detention vaults may be proposed as needed.

Please be aware that the runoff reduction volume achieved as shown on the Tysons Spreadsheet cannot be used toward the runoff reduction credit for PFM compliance directly. At final site plan, detailed routing through the facilities shall be demonstrated, or CN adjustment in accordance with the DEQ standards shall be provided. Please note that the CN adjustment shall use the runoff reduction volume calculated from DEQ VRRM spreadsheet, instead of the storage volume provided in the BMP facilities.

### **Adequate Outfall**

The Outfall Narrative on Sheet C-24 describes the three outfalls from the site, to a point that has a drainage area of one square mile. At each point where the three outfalls tie into Scotts Run the drainage area exceeds 360 acres and Scotts Run is a natural channel. There is no reported downstream drainage concern at the time. Detailed outfall analysis shall be provided with the site plan.

### **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 CDP stating that 83% of the total site area is captured by a BMP, and 0.92 inch of rainfall will be retained on-site through the use of runoff reduction methods including vegetated roof, bioretention, permeable pavement and soil amendment. The retention achieved will rise to 1.00 inch by treating offsite areas.

<b>Retention breakdown by block</b>				
Block	A	B	C+D	E+F
Onsite Retained (in.)	0.91	0.91	0.91	0.95
Offsite Retained (in.)	0.06	0.14	0.09	0.04
Total Retained (in.)	0.97	1.04	1.00	0.99

The applicant indicates that LEED stormwater credits 6.1 and 6.2 shall be obtained through the use of the vegetative roof, bioretention, pervious pavement, and additional manufactured BMP devices.

**Other CDP Comments:**

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

1. Sheet C-2. Deviations/Modifications of Sections 6-1304.2C, 6-1304.2F, 6-1304.4I, 6-1306.3F, 6-1307.2C, 6-1307.2E, 6-1307.2F, 6-1307.2G, and 6-1309.2C of the required SWM and BMP design criteria. The applicant stated that *“Applicants request the Board support these PFM Waivers and Modifications and direct the director to grant these waivers/modifications at Site Plan”*.

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. In addition, 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.



2. Sheet C-18. BMP narrative. This development is under “Time Limits”, and should comply with SWMO Article 5.
3. Sheet C-23. Intensive green roof. Per Contra Costa County Stormwater C.3 Guidebook, the self-retaining area must be bermed or depressed to retain an inch of the rainfall including the flow from the tributary impervious area. This calculation shall be provided with the site plan.
4. Be advised that all streets other than Old Meadow Road will need to be renamed prior to site plan approval, because the names proposed on the CDP are already in use elsewhere in the County.
5. Staff recommends that the applicant work with utility companies on the layout of duct banks to accommodate electric and communication needs.
6. Staff recommends that the applicant work on the overall streetlight design and draft maintenance agreement for streetlights to facilitate subsequent site plan reviews, consistent with Technical Bulletin 14-07, available at [http://www.fairfaxcounty.gov/dpwes/publications/lti/14-07\\_tysons\\_streetlights.pdf](http://www.fairfaxcounty.gov/dpwes/publications/lti/14-07_tysons_streetlights.pdf) . Staff encourages submittal of an overall streetlight plan with the FDP application.

Notwithstanding any notes, analysis, computations, narrative, facilities, details and/or design presented on the CDP/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.



# 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   
Park Planning Branch, PDD

**DATE:** May 13, 2016

**SUBJECT:** RZ 2014-PR-021 w/PCA 92-P-001-12, The Highland District - **Revised**  
Tax Map Numbers: 29-4 ((6)) A, B, 95C, 97C, 105, 106

The Park Authority staff has reviewed the proposed Conceptual Development Plan (CDP) dated March 16, 2016 for the above referenced application. This memorandum replaces earlier Park Authority memos dated November 13, 2014, April 14, 2015, and January 7, 2016. What follows are comments regarding impacts to park and recreation resources and levels of service of the proposed development.

### **BACKGROUND**

The Development Plan shows up to 1,940 new multi-family dwelling units and about 37,000 square feet of retail uses (with an option for up to 220,000 square feet of office in place of 250 dwelling units) on 16.74 acres along Old Meadow Road and adjacent to Scotts Run Stream Valley in the Tysons East District. The total amount of proposed new development is 1,886,000 square feet. Based on the average projected multi-family household size of 1.75 in the Tysons Corner Urban Center, the development could add up to 3,395 new residents to the Providence Supervisory District.

### **COMPREHENSIVE PLAN GUIDANCE**

The Park Authority analysis is based on the policies in the Parks and Recreation section of the Countywide Policy Plan, including Objective 2, Policies g, j, and k; Objective 5, Policies a and b; Objective 6, Policy c. and Appendix 2, Part B: Park Facility Service Level Standards. The evaluation is also based on guidance provided in the Tysons Corner Areawide Environmental Stewardship section of the Comprehensive Plan. Specific Plan citations from the Areawide text are provided in the Analysis and Recommendations sections.

Park recommendations for land in the Tysons East District, Old Meadow Subdistrict include the following (Tysons Corner Urban Center, District Recommendations, p. 156):

“In the Old Meadow Subdistrict, one circulation improvement is a new street adjacent to Scotts Run. This new road should be located to avoid impacting significant natural and cultural resources on park land. New park land should be established between the new street and the stream valley to further buffer and protect the floodplain. Redevelopment along this and other planned street alignments should provide right-of-way and contribute toward street construction.”

“Since Scotts Run is a key feature abutting the Old Meadow Subdistrict, redevelopment proposals should be designed in a manner that ensures this open space will become a more accessible resource-based active urban park. Redevelopment in these subdistricts should also contribute to stream and riparian buffer restoration efforts along Scotts Run.”

The Tysons Park System Concept Plan map shows an extension of Scotts Run Stream Valley Park along the eastern and southern boundaries of the subject property.

## **ANALYSIS AND RECOMMENDATIONS**

### ***Urban Parkland Needs***

The Plan for Tysons Corner calls for a comprehensive system of public open spaces to serve residents, visitors and workers. This system of public spaces should include parks of different types (pocket parks, civic plazas, common greens, recreation-focused parks, linear parks/trails, and natural resource areas) to enhance the quality of life, health and the environment for those who live, work and visit Tysons Corner. In the Tysons Corner Urban Center Areawide Recommendations, Environmental Stewardship Chapter, Parks and Recreation Section, Page 81, the Plan states the following:

“The provision of land should be proportionate to the impact of the proposed development on park and recreation service levels. An urban park land standard of 1.5 acres per 1,000 residents and 1 acre per 10,000 employees will be applied.”

Applying the urban park land standard in the Tysons Areawide Plan, proposed uses generate a need for 5.17 acres of onsite public urban parks. The development plan shows 3.81 acres of new public park space to be provided onsite. **The amount of new urban park space being provided onsite is 1.36 acres less than the need generated.**

Contribution towards restoration of a segment of the Scotts Run Stream Valley adjacent to the subject property would give greater value to existing parkland and could be considered a reasonable substitute for the applicant’s shortfall of onsite urban park space.

Onsite publicly accessible parks are described and evaluated below:

- Public Urban Park 1 – This 0.21 acre pocket park adjacent to Building A at the corner of Polk Street and Old Meadow Road is shown (on Sheet L-8) as a mix of hardscape and open lawn areas, with a variety of seating options, including seatwalls, benches and outdoor tables and chairs to serve dining establishments within the building.

- Public Urban Park 2 – This 1.35 acre linear forested park adjacent to Grant Street near Building A is shown (on Sheet L-10) as a “forested passive park.” An eight foot wide asphalt combined pedestrian/bicycle trail extends through the park from Old Meadow Road towards the Taft parcel on the west. In order to protect the maximum number of existing trees in a contiguous area, the trail should be relocated to be an eight foot wide sidewalk adjacent to Grant Street. The park also includes a small wayside area with seating and bicycle repair tools.
- Public Urban Park 3 – This 0.85 acre common green park space adjacent to Building B is shown (on Sheet L-11) to be partially on the application property (0.35 acres) and partially on land owned by the Park Authority (0.50 acres), 0.18 acre of which is north of Grant Street and 0.32 acre is south of Grant Street. Park features include a treed promenade, seating plaza and trellis with movable furniture, an open lawn area, rain gardens, specialty landscaping, and benches. It is the Park Authority’s policy to plant only native species on parkland. The portion of the park south of Grant Street will be a naturalized area with an eight foot wide asphalt trail. In order to make improvements to public parkland, the applicant must first acquire a Letter of Permission and/or Easement from the Park Authority. In addition, the applicant should work with the Park Authority regarding the design of the space and selection of native plants. Further information on this is detailed below.
- Public Urban Park 4 – This 0.12 acre pocket park adjacent to Buildings B and C is shown (on Sheet L-12) as a hardscape area with raised planters, moveable seating, and a planter wall with a possible water feature. The space will also include a sculptural play/climbing element. The Park Authority is supportive of the play element and lauds the applicant for taking a creative approach to activating a small park space.
- Public Urban Park 5 – This 0.28 acre linear pocket park adjacent to Building D is shown (on Sheet L-13) as a primarily landscaped area with perennial gardens, LID facility, and walking paths. The space will serve as the front yard for residential walk-up units in Building D. No seating or other facilities are shown. The addition of benches, artwork and/or interpretive displays would make the park space more usable by the public.
- Public Urban Park 6 – This 0.43 linear forested park adjacent to Grant Street and the Scotts Run Stream Valley Park is shown (on Sheet L-13) to remain mostly in its natural, forested condition, with streetscape features, including a sidewalk and street trees along Grant Street. This park will appear and function as a natural continuation of the adjacent Scotts Run Stream Valley Park.
- Public Urban Parks 7 – This 0.86 acre recreation-focused park adjacent to Building E is shown (on Sheet L-14) as an extension of the proffered junior athletic field on the Taft parcel to full size and the addition of complimentary recreational uses including a grassy warm up area, 1 ½ sport courts, pergola/shade structure and hardscape area with game tables. The Park Authority recommends substitution of adult outdoor fitness stations in place of the ½ size sport court. Further discussion of this park is provided in the Athletic Field section below.
- Public Urban Park 8 – This 0.21 acre pocket park adjacent to Building E is shown (on Sheet L-15) as a primarily passive space with a large open lawn area, small plaza with bench seating, gardens, and walking paths. A petanque or similar sport court is also included. The Park Authority recommends some benches be moved closer to the sport court and be oriented so that spectators can sit and watch others play.

Overall Evaluation – Overall, the application provides a good mix of onsite park spaces including active recreation and quiet areas for enjoyment of the outdoors. Proposed uses generate a need for 5.17 acres of onsite public urban parks. The amount of new, usable, publicly-accessible urban park space being provided onsite is 3.81 acres, or 1.36 acres less than the need generated. Contribution towards restoration of a segment of the Scotts Run Stream Valley adjacent to the subject property would give greater value to existing parkland and could be considered a reasonable substitute for the applicant’s shortfall of onsite urban park space. Public art installations and interpretive signs and features would help to round out the design of each of the onsite parks.

### *Athletic Field Needs*

In addition to the need for new urban parks, the Comprehensive Plan also recognizes the need for a variety of small and large recreational facilities to meet the need of new residents, workers, and visitors to Tysons Corner. In the Tysons Corner Urban Center Areawide Recommendations, Environmental Stewardship Chapter, Parks and Recreation Section, Page 82, the Plan states the following:

“...recreational facility service level standards in the Park and Recreation element of the Countywide Policy Plan should be applied to new development in Tysons, with adjustments made for urban demographics and use patterns. Using 2050 development projections, anticipated urban field use patterns, optimal athletic field design (lights and synthetic turf) and longer scheduling periods, the adjusted need for athletic fields to serve Tysons is a total of 20 fields...In general, the need for an athletic field is generated by the development of approximately 4.5 million square feet of mixed use development in Tysons.”

Based on Comprehensive Plan guidance for provision of one full-service athletic field per 4.5 million square feet of new GFA, **the proposed development generates a need for 0.42 athletic fields**. The development plan shows that the applicant will fund the expansion of the planned small rectangle field on the adjacent Taft property to full size and will extend the field onto a small portion of the subject property. Draft proffers indicate the applicant intends to dedicate 25 parking spaces for park users in the garage adjacent to Building E (or in existing surface parking lots prior to construction of Building E) for use after 5:00 pm on weekdays and all day on the weekends. Draft proffers also indicate the applicant’s intent to dedicate Park 7 to Fairfax County.

The draft proffers provide an alternative “in the event that the applicant in RZ 2011-PR-011 fails to begin construction [of] its portion of the athletic field prior to” the issuance for a RUP or Non-RUP for Building A or E, whichever occurs last. This alternative includes the dedication of “the portion of the Property that supports the Athletic Field Expansion to Fairfax County,” a cash contribution of \$1,188,000 for the field expansion, and reservation of 25 parking spaces to support the future athletic field.

Draft proffers indicate that timing of delivery of the athletic field expansion will occur prior to the issuance for a RUP or Non-RUP for Building A or E, whichever occurs last. The Park Authority continues to encourage the applicant to provide the funding and land for the field

expansion and 25 supporting parking spaces at the time that the owner of the Taft parcel begins to construct the planned athletic field. (RZ 2011-PR-011 commits to completing the athletic field on the Taft parcel by December 31, 2023.)

Evaluation – The proposed development generates a need for 0.42 athletic fields. The application shows that the applicant will expand the small rectangle field on the adjacent Taft property to full size at the time of the issuance for a RUP or Non-RUP for Building A or E, whichever occurs last. The Park Authority continues to encourage the applicant to provide the funding and land for the field expansion and 25 supporting parking spaces at the time that the owner of the Taft parcel begins to construct the planned athletic field.

### ***Other Recreational Facility Needs***

In the Tysons Corner Urban Center Areawide Recommendations, Public Facilities Chapter, Parks Section, Page 88, the Plan states the following:

“The Countywide recreation facility service level standards in the Park and Recreation element of the Countywide Policy Plan should be applied to new development in Tysons, with adjustments made for urban demographics and use patterns. Provision of facilities to meet these service level needs will ensure that as Tysons redevelops, publicly accessible athletic fields, tennis courts, basketball courts, fitness and program space, swimming pools, and other active recreational facilities will be provided at levels meeting the needs of future Tysons residents, employees and visitors.”

Using adopted recreational facility service level standards found in the Parks and Recreation element (Appendix 2, Part B) of the Policy Plan, the publicly accessible recreational facilities needed to address the planned growth for this project area include 2.25 sport courts and one children’s play area. The development plan shows a children’s play structure, 1.5 multi-purpose courts, and petanque court onsite. The Park Authority recommends substitution of adult outdoor fitness stations in place of the ½ size sport court.

Evaluation – The application generates a need for 2.25 sport courts and one playground. The onsite recreational facilities shown on the development plan (children’s play structure, 1.5 multi-purpose courts, and petanque court) will meet the anticipated need, however, the Park Authority recommends substitution of adult outdoor fitness stations in place of the ½ size sport court.

### ***Private Recreation and Amenity Areas***

The overall development plan shows about 1.61 acres of private rooftop/terrace amenity areas in six locations. These private spaces and facilities, located on the rooftops of parking podia, as well as indoor fitness rooms will allow the applicant to meet the Zoning Ordinance requirement to spend \$1,800 per non-ADU residential unit on onsite facilities and amenities for private use.

Evaluation – The private rooftop amenity areas and indoor facilities provided with each residential building will allow the applicant to meet the Zoning Ordinance requirement to spend \$1,800 per non-ADU residential unit on onsite recreational facilities and amenities.

### *Natural Resources*

The Park Authority owns and operates Scotts Run Stream Valley Park in close proximity to the applicant's property. All landscaping to be installed, including temporary and permanent seed, should be of *non-invasive* species to protect the environmental health of nearby parkland. Species should also ideally be *native to Fairfax County* to provide the greatest ecosystem benefit. Any planting on Park Authority property must, by policy, be native. The following are sources for information on invasive plants and native, non-invasive alternatives:

1. Common invasive plant species in Northern Virginia are included on the following list:  
<http://alexandriava.gov/uploadedFiles/recreation/parks/InvasiveExoticPlantsThatThreatenParksinAlexandria.pdf>
2. The Invasive Plant Atlas of the United States may include less common species that are not on the above list: <http://www.invasiveplantatlas.org/> (search by type).
3. Native alternatives can be found in *Native Plants for Conservation, Restoration, and Landscaping, Virginia Piedmont Region* (VA DCR):  
[http://www.dcr.virginia.gov/natural\\_heritage/documents/pied\\_nat\\_plants.pdf](http://www.dcr.virginia.gov/natural_heritage/documents/pied_nat_plants.pdf)
4. If there is a question as to whether a *species is native to Fairfax County*, the applicant should check the Digital Atlas of Virginia Flora at <http://vaplantatlas.org/>.

Draft proffers indicate the applicant's intent to remove invasive species from Parks 2 and 7 "To the extent feasible and subject to UFMD approval" prior to land dedication to Fairfax County. The application does not include a commitment to provide an invasive species management plan, but leaves future maintenance of the dedicated park areas as the County's responsibility.

Invasive plant species should be removed by a certified, licensed contractor following a Park Authority-approved invasive removal plan. It is solely the contractor's responsibility to obtain all necessary permits to apply pesticides and work within a Resource Protection Area (if applicable). All invasive species should be removed according to the guidelines provided in the following:

1. Miller, James H.; Manning, Steven T.; Enloe, Stephen F. 2010. **A management guide for invasive plants in southern forests**. Gen. Tech. Rep. SRS-131. Asheville, NC: U.S. Department of Agriculture Forest Service, Southern Research Station. 120 p.
2. A PDF of this document can be found online at: <http://www.srs.fs.usda.gov/pubs/36915>

Evaluation – All plant materials to be installed should be non-invasive to reduce the spread of invasive species and protect the environmental health of parkland, due to the proximity (that is less, than 1000 feet) of the Park Authority property. Species should also ideally be native to Fairfax County to provide the greatest ecosystem benefit. In addition, only native species may be planted on Park Authority property.

### ***Trails***

In the Tysons Corner Urban Center Areawide Recommendations, Environmental Stewardship Chapter, Parks and Recreation Section, Page 78, the Plan states the following:

“The conceptual trail network...will be designed for frequent use through continuous lengths of outdoor trails or spaces that are a minimum of eight feet wide and may include amenities and/or design features such as trailheads, orientation features and wayfinding signage.”

The Conceptual Parks and Open Space Network Map on Page 79 of the Tysons Plan shows a planned trail along the Scotts Run Stream to the south of the application property. This application shows (on Sheet L-10) a sidewalk and street trees along Grant Street as part of Public Park 2, which is to remain as a “forested passive park.” The plan also shows an eight foot wide multi-purpose asphalt trail through the park that meets the Comprehensive Plan guidance for a trail in this location. A commitment to other trail features (trailheads, orientation features, and wayfinding signage) such as those noted in the Plan text should be included.

Evaluation – The application provides trails onsite according to the Conceptual Parks and Open Space Network Map for Tysons, however, a commitment to other trail features (trailheads, orientation features, and wayfinding signage) such as those noted in the Plan text should be included.

### ***Easements, Grading, or Improvements to Park Authority Property***

A portion (0.50 acres) of Public Park 3 is shown on land owned by the Park Authority. In addition, a portion of the new Grant Street crosses Park Authority owned land adjacent to Public Park 3. In order to do any clearing and grading or make improvements to public parkland, the applicant must first acquire a Letter of Permission and/or Easement from the Park Authority. Applications are available from the Easement Coordinator, Fairfax County Park Authority, Planning and Development Division, 12055 Government Center Parkway, Suite 421, Fairfax, Virginia 22035; main telephone number (703) 324-8741.

Park Authority staff will work closely with the applicant during site design of Public Park 3 and will expect the applicant to enter into a perpetual maintenance agreement for the urban park features to be located on public parkland.

The park parcel was recently transferred from the Board of Supervisors (BOS) to the Park Authority with restrictions. The quitclaim deed notes that the Park Authority cannot grant easements or right of way greater than 30 feet without BOS approval. Therefore, dedication of a portion of this parkland for Grant Street will require a separate BOS motion.

## **SUMMARY OF RECOMMENDATIONS**

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

- Overall, the application provides a good mix of onsite park spaces including active recreation and areas for passive enjoyment of the outdoors. Public art installations and interpretive signs and features would help to round out the design of each of the onsite parks.
- The amount of new, usable, publicly-accessible urban park space being provided onsite is 3.81 acres, or 1.36 acres less than the need generated.
- Contribution towards restoration of a segment of the Scotts Run Stream Valley adjacent to the subject property consistent with Comprehensive Plan guidance would give greater value to existing parkland and could be considered a reasonable substitute for the applicant's shortfall of onsite urban park space.
- The proposed development generates a need for 0.42 athletic fields. The application shows that the applicant will expand the small rectangle field on the adjacent Taft property to full size at the time of the issuance for a RUP or Non-RUP for Building A or E, whichever occurs last. The Park Authority continues to encourage the applicant to provide the funding and land for the field expansion and 25 supporting parking spaces at the time that the owner of the Taft parcel begins to construct the planned athletic field.
- The application generates a need for 2.25 sport courts and one playground. The onsite recreational facilities shown on the development plan (children's play structure, 1.5 multi-purpose courts, and petanque court) will meet the anticipated need, however, the Park Authority recommends substitution of adult outdoor fitness stations in place of the ½ size sport court.
- The private rooftop amenity areas and indoor facilities provided with each residential building will allow the applicant to meet the Zoning Ordinance requirement to spend \$1,800 per non-ADU residential unit on onsite recreational facilities and amenities.
- All plant materials to be installed should be non-invasive to reduce the spread of invasive species and protect the environmental health of parkland, due to the proximity (that is less, than 1000 feet) of the Park Authority property. Species should also ideally be native to Fairfax County to provide the greatest ecosystem benefit. In addition, only native species may be planted on Park Authority property.
- The application provides trails onsite according to the Conceptual Parks and Open Space Network Map for Tysons, however, a commitment to other trail features (trailheads, orientation features, and wayfinding signage) such as those noted in the Plan text should be included.
- In order to do any clearing and grading or make improvements to public parkland, the applicant must first acquire a Letter of Permission and/or Easement from the Park Authority.
- Instead of an open lawn area with amended soils, the applicant should include rain gardens and other LID features along with interpretive/educational signage on the portion of Park 3 north of Grant Street that is on County parkland.

- Park Authority staff will work closely with the applicant during site design of Public Park 3 and will expect the applicant to enter into a perpetual maintenance agreement for the urban park features to be located on public parkland.
- Dedication of a portion of public parkland for Grant Street will require a separate BOS motion.
- Prior to any land being conveyed to the Park Authority, these areas should be treated for invasive species. The disturbance caused by the construction activity will result in a higher degree of infestation if no preventative action is taken.

Please note the Park Authority would like to review and comment on proffers and/or development conditions related to park and recreation issues. We request that draft and final proffers and/or 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 Board of Supervisors approval.

FCPA Reviewer: Andi 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  
John Stokely, Manager, Natural Resource Management & Protection Branch  
David Bowden, Director, Planning & Development Division  
Brian Williams, Project Coordinator, Land Acquisition & Management Branch  
Andrea L. Dorlester, Planner IV, Park Planning Branch  
Suzanne Wright, Planner III, Zoning Evaluation Division, DPZ  
Chron Binder  
File Copy



# County of Fairfax, Virginia

## MEMORANDUM

**DATE:** April 28, 2016

**TO:** Suzanne Wright, Branch Chief  
Zoning Evaluation Division, DPZ

**FROM:** Jay Banks, Urban Forester II  
Forest Conservation Branch, DPWES

**SUBJECT:** Highland District (Tysons East Tysons Corner)  
RZ 2014-PR-021/FDP 2014-PR-021-1/FDP 2014-PR-021-2

I have reviewed the above referenced Rezoning-Conceptual Development Plan set stamped “Received, Department of Planning and Zoning, March 16, 2016”. The following comments and recommendations are based on this review. A site visit was conducted as requested by the applicant’s engineering firm to review the exist trees along the south side of proposed Building A.

- Comment:** Comment: The performance and ultimate size of trees is dependent on the soil volume available to the root system of the tree. To ensure trees have favorable conditions capable of supporting successful establishment and performance, a minimum soil volume should be established and met or exceeded. Where minimum planting width cannot be provided, a detail for an alternative planting space design should be proposed that provides the maximum possible planting area. Where an 8-foot wide open planting space cannot be provided a surface level, the full 8 -foot width may be provided below paved surfaces using structural cell technology, as detailed in the Tysons Urban Design Guidelines, or other techniques that provide the required volume of uncompacted soil. In addition to a minimum 8-foot width, measured from the interior sides of the restrictive barrier, planting space design should provide a minimum soil volume of 700 cubic feet of soil for each Category III and Category IV tree (as categorized in PFM Table 12.17) planted in areas restricted by barriers to root growth such as buildings, curbs and sidewalks. Recommended proffer language where the 8 foot wide minimum planting widths cannot be provided at surface level is as follows:

**Recommendation:** Obtain a commitment to provide minimum soil volumes, specified as follows:

Alternative Planting Width Details: Site plans submitted for the respective phases of development shall include a landscape plan for that phase of development in conformance with the CDP and FDP. Tree species and planting sites are set forth in the CDP/FDP, subject to revision as may be approved by the Urban Forest Management

Department of Public Works and Environmental Services  
Urban Forest Management Division

12055 Government Center Parkway, Suite 518  
Fairfax, Virginia 22035-5503  
Phone 703-324-1770, TTY: 711, Fax: 703-653-9550  
www.fairfaxcounty.gov/dpwes



Division. Where minimum planting widths of 8 feet cannot be provided at surface level, the Applicant shall use structural cell technology, or other measures acceptable to UFMD, 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, with the tree located in the center of the open area;
  - b. A minimum rooting area of 8 feet wide (may be achieved with techniques to provide un-compacted soil below pavement), with no barrier to root growth within four feet of the base of the tree;
  - c. Soil volume for Category III and Category IV trees (as defined in Table 12.19 of the Public Facilities Manual) shall be 700 cubic feet per tree for single trees but may be reduced to a minimum of 400 cubic feet where utility locations preclude greater soil volumes. For two trees planted in a contiguous planting area, a total soil volume of at least 1200 cubic feet shall be provided. For three or more trees planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree. 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 subsequent site plan submission.
2. **Comment:** Locations for proposed street/parking lights have not been illustrated on the plan. Tree/light conflicts should be avoided during this phase of the planning for the project site. Proposed trees that are in conflict with lights may not be afforded 10-year tree canopy credit.

**Recommendation:** Provide all street/parking light locations for review.

3. **Comment:** It appears that on-street parking is proposed in several locations, however the parking has not been illustrated on any of the plan views. There will be potential for tree/parking conflicts without a clear delineation of each proposed on-street parking space and street tree locations being shown. Proposed street trees should be located at each strip location that will designate each parking area to avoid conflicts with vehicles. Proposed trees that are in conflict with parking spaces may not be afforded 10-year tree canopy credit.

**Recommendation:** Provide all on-street parking locations on all appropriate landscape sheets.

4. **Comment:** The plan does not provide sufficient information to verify that tree planting space details fully conform to requirements for soil volume as specified above. Review identified the following deficiencies:

- a. Because the sides of the planting spaces slope in to help support compacted soil adjacent to the excavated planting space, soil volume cannot be calculated based on the width at the top of the space.
- b. Calculations are not provided to demonstrate that soil volume requirements are being met with the proposed planting space design.

**Recommendation:** Ensure that planting space requirements are met for width and soil volume. Require the 8-ft. bed width measured at a depth no higher than midway on the height of the tree root ball. Require calculations to demonstrate that soil volumes requirements are met. Ensure that details are consistent in plan and profile views.

5. **Comment:** There continues to be some deficiencies with the Plant Schedule. It would be advisable that no specific trees are listed and assumed that multipliers may be granted. Trees should only be suggested based on the category of tree and size at time of planting. Further, small deciduous trees continue to be incorrectly listed by height instead of caliper.

**Recommendation:** Adjust the Concept Plant Schedule as suggested above.

6. **Comment:** The vast majority of trees proposed for the site and to be used to meet 10-year tree canopy requirements are shown to be planted in bio-retention “pits”. Pursuant to DCR design specification 9, Appendix 9A, the filter media used for the bio-retention feature is comprised of over 80% sand. It is unclear how the minimum soil volume for each tree will be attained when the majority of the planting pits are to contain over 80% sand. The soil volume for each tree must be a minimum of 700 cubic feet. Further, the maintenance requirements for the bio-retention areas may conflict with the survivability of the proposed trees

**Recommendation:** The applicant should provide further details on how the minimum soil volumes will be attained and detail how maintaining the bio-retention features will not conflict with the proposed trees to ensure the trees will meet the 10-year canopy credit that is requested.

7. **Comment:** Several of the street sections list the use of tree grates. It is unclear that the listed tree grates will maintain the minimum opening and clearance of 2 feet from the tree trunk.

**Recommendation:** The applicant should clearly denote all appropriate street sections that the proposed tree grates will maintain the minimum opening and clearance of 2 feet from the tree trunk.

8. **Comment:** The following suggested proffer should be added to the Bit Investment Fifty-Two, LLC Proffers.

- a. “Prior to the installation of plants to meet requirements of the approved landscape plan, the Contractor/Developer shall coordinate a pre-installation meeting on site with the landscape contractor and a representative of the County Urban Forest Management Division (UFMD). Any proposed changes to the location of planting, size of trees/shrubs, and any proposed plant substitutions for species specified on the approved plan shall be reviewed at this time and must be approved prior to planting. The installation of plants not specified on the approved plan, and not previously approved by UFMD, may require submission of a revision to the landscape plan or removal and replacement with approved material, prior to bond release. UFMD shall be contacted (703-324-1770) a minimum of three (3) days prior to the meeting on site.”

**Recommendation:** Add the above suggested proffer language.

If further assistance is desired, you may contact me at 703-324-1770.

JSB/

UFMDID #: 199326

cc: DPZ File



# County of Fairfax, Virginia

## MEMORANDUM

**DATE:** April 28, 2016

**TO:** Suzanne Wright, Branch Chief  
Zoning Evaluation Division, DPZ

**FROM:** Jay Banks, Urban Forester II  
Forest Conservation Branch, DPWES

**SUBJECT:** Highland District (Tysons East Tysons Corner)  
Buildings A and B  
FDP 2014-PR-021-1, FDP 2014-PR-021-2

I have reviewed the above referenced Final Development Plans plan sets stamped “Received, Department of Planning and Zoning, March 23, 2016”. It appears that UFMD staff comments dated January 20, 2016 remain unresolved and are repeated here in italics for the applicants review. Further, additional comments are provided for each building location.

1. *Comment: A multiplier of 1.0 is being applied to the existing trees proposed to be preserved within the RPA, as indicated in line C3 of the 10-year Tree Canopy Calculation Worksheet on sheet L-6. The existing forest canopy, consisting primarily of black locust, silver maple, mulberry, box elder, black cherry, and tulip trees, with invasive and undesirable understory plant material consisting primarily of bush honeysuckle and wild grape. Due to the quality of the existing forest and the level of invasive vegetation the tree canopy shall be afforded a reduced canopy credit of 0.5.*

**Recommendation:** *The preliminary Tree Preservation Target Calculations and Statement and 10-year Tree Canopy Calculations should be revised using a reduced canopy credit of 0.5 applied to the tree preservation area located within the RPA.*

2. *Comment: The Supplemental 10-year Tree Canopy Coverage Summary and 10-year Tree Canopy Calculation Worksheet (Sheet L-6) require adjustment based on comment 1 above.*

**Recommendation:** *Calculations should be revised to reflect adjustments to canopy credit allowed for proposed tree preservation in the RPA. Additional tree preservation should be proposed to meet the Tree Preservation Target requirement, or a request for deviation from the Tree Preservation Target should be submitted and additional planting proposed to meet the balance of 10-year tree canopy required for the site.*

Department of Public Works and Environmental Services  
Urban Forest Management Division

12055 Government Center Parkway, Suite 518  
Fairfax, Virginia 22035-5503  
Phone 703-324-1770, TTY: 711, Fax: 703-653-9550  
www.fairfaxcounty.gov/dpwes



3. **Comment:** *The performance and ultimate size of trees is dependent on the soil volume available to the root system of the tree. To ensure trees have favorable conditions capable of supporting successful establishment and performance, a minimum soil volume should be established and met or exceeded. Where minimum planting width cannot be provided, a detail for an alternative planting space design should be proposed that provides the maximum possible planting area. Where an 8-foot wide open planting space cannot be provided a surface level, the full 8-foot width may be provided below paved surfaces using structural cell technology, as detailed in the Tysons Urban Design Guidelines, or other techniques that provide the required volume of uncompacted soil. In addition to a minimum 8-foot width, measured from the interior sides of the restrictive barrier, planting space design should provide a minimum soil volume of 700 cubic feet of soil for each Category III and Category IV tree (as categorized in PFM Table 12.17) planted in areas restricted by barriers to root growth such as buildings, curbs and sidewalks. Recommended proffer language where the 8 foot wide minimum planting widths cannot be provided at surface level is as follows:*

**Recommendation:** *Obtain a commitment to provide minimum soil volumes, specified as follows:*

**Alternative Planting Width Details:** *Site plans submitted for the respective phases of development shall include a landscape plan for that phase of development in conformance with the CDP and FDP. Tree species and planting sites are set forth in the CDP/FDP, subject to revision as may be approved by the Urban Forest Management Division. Where minimum planting widths of 8 feet cannot be provided at surface level, the Applicant shall use structural cell technology, or other measures acceptable to UFMD, to satisfy the following specifications for all planting sites:*

- *A minimum of 4 feet open surface width and 16 square feet open surface area for Category III and Category IV trees, with the tree located in the center of the open area;*
- *A minimum rooting area of 8 feet wide (may be achieved with techniques to provide un-compacted soil below pavement), with no barrier to root growth within four feet of the base of the tree;*
- *Soil volume for Category III and Category IV trees (as defined in Table 12.19 of the Public Facilities Manual) shall be 700 cubic feet per tree for single trees but may be reduced to a minimum of 400 cubic feet where utility locations preclude greater soil volumes. For two trees planted in a contiguous planting area, a total soil volume of at least 1200 cubic feet shall be provided. For three or more trees planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree. A contiguous area shall be any area that provides root access and soil conditions favorable for root growth throughout the entire area.*
- *Soil specifications in planting sites shall be provided in the planting notes to be included in all subsequent site plan submission.*

4. **Comment:** *The plan does not provide sufficient information to verify that tree space details fully conform to requirements for soil volume as specified above. Review identified the following deficiencies:*
- a. *Because the sides of the planting spaces slope in to help support compacted soil adjacent to the excavated planting space, soil volume cannot be calculated based on the width at the top of the space.*
  - b. *Calculations are not provided to demonstrate that soil volume requirements are being met with the proposed planting space design.*

**Recommendation:** *Ensure that planting space requirements are met for width and soil volume. Require the 8-ft. bed width measured at a depth no higher than midway on the height of the tree root ball. Require calculations to demonstrate that soil volumes requirements are met. Ensure that details are consistent in plan and profile views.*

5. **Comment:** *It does not appear that easements for all proposed and existing public utilities have been identified on the conceptual landscape plan.*

**Recommendation:** *A utility plan overlaid on the landscape plan showing all proposed and existing public utilities should be provided to avoid conflicts between proposed planting sites and utility easements.*

*New Comments:*

6. **Comment:** *The following deficiencies exist within the Conceptual Plant Schedule that should be addressed:*
- a. *The selected species are not very urban tolerant and will not survive the proposed limited growing conditions. Trees that will withstand poor soil and restricted root zones should be used. Proposed trees that are not capable to survive these conditions will not be afforded 10-year canopy credit.*
  - b. *Pursuant to section 12-0510.4C of the County's Public Facilities Manual (PFM) this species shall only be considered for planting and 10-year canopy credit if it is planted "immediately adjacent to existing forest/woodland communities that contain this species as a major constituent".*
  - c. *Remove flowering dogwood from consideration due to a life threatening disease.*
  - d. *Remove crape-myrtle if it is over planted within the County and is not listed for use on Table 12.17 of the PFM.*
  - e. *The Category II Evergreen trees as listed by caliper instead of the required height pursuant to section 12-0515.1H of the PFM.*

- f. *The use of golden raintree is an inappropriate species for use on this site. Select an alternative Category III deciduous tree.*

**Recommendation:** *Correct the above listed deficiencies in the Concept Plant Schedule.*

7. **Comment:** *Locations for proposed street/parking lights have not been illustrated on the plan. Tree/light conflicts should be avoided during this phase of the planning for the project site. Proposed trees that are in conflict with lights shall not be afforded 10-year tree canopy credit.*

**Recommendation:** *Provide all street/parking light locations for review.*

8. **Comment:** *The following suggested proffer should be added to the Bit Investment Fifty-Two, LLC Proffers.*
- a. *“Prior to the installation of plants to meet requirements of the approved landscape plan, the Contractor/Developer shall coordinate a pre-installation meeting on site with the landscape contractor and a representative of the County Urban Forest Management Division (UFMD). Any proposed changes to the location of planting, size of trees/shrubs, and any proposed plant substitutions for species specified on the approved plan shall be reviewed at this time and must be approved prior to planting. The installation of plants not specified on the approved plan, and not previously approved by UFMD, may require submission of a revision to the landscape plan or removal and replacement with approved material, prior to bond release. UFMD shall be contacted (703-324-1770) a minimum of three (3) days prior to the meeting on site.”*

**Recommendation:** *Add the above proposed proffer language.*

9. **Comment:** *It appears that on-street parking is proposed in several locations, however the parking has not been illustrated on any of the plan views. There will be potential for tree/parking conflicts without a clear delineation of each proposed on-street parking space and street tree locations being shown. Proposed street trees shall be located at each strip location that will designate each parking area to avoid conflicts with vehicles. Proposed trees that are in conflict with parking spaces shall not be afforded 10-year tree canopy credit.*

**Recommendation:** *Provide all on-street parking locations on all landscape sheets.*

10. **Comment:** *It is unclear how the Tree Preservation target and the 10-year canopy have been derived on the table listed as 12.12. It is also unclear where 46,490 square feet of existing canopy is located on site.*

**Recommendation:** *A clear and accurate accounting of the existing and proposed tree canopy should be provided to insure the Tree Preservation target and 10-year canopy requirements are met.*

#### *Building B Comments*

11. **Comment:** *The proposed maple trees to be planted on the Promenade are shown to be planted less than the required 4' from a restrictive barrier, retaining wall. In order for these trees to receive 10-year canopy credit they shall be planted a minimum of 4' from any restrictive barrier.*

**Recommendation:** *Move these trees to provide the required distance from a restrictive barrier or they may be planted as shown and remove the 10-year canopy credit from all calculations.*

12. **Comment:** *There are a number of trees proposed to be planted within the courtyard area. These trees may be planted in this location, however due to the deep shade these tree will not qualify for 10-year canopy credit.*

**Recommendation:** *Remove the 10-year canopy credits for all trees proposed to be planted within the courtyard area.*

#### *Building A*

13. **Comment:** *It appears that every proposed tree on site will be placed in a bio-retention area. It is not clear how adequate soil media will be provided for long term survivability of each tree. The soil media that will be used should be provided for review. Further, the applicant should propose a Proffer that will ensure that a proper soil mixture will be provided at time of planting.*

**Recommendation:** *The applicant should provide assurances that a soil media that will support tree growth will be provided.*

14. **Comment:** *The Conceptual Plant Schedule should not list specific species during the FDP phase since the note below the table states it will be modified.*

**Recommendation:** *The proposed Category of trees and their size at time of planting should be sufficient to provide proof that 10-year tree canopy will be met.*

15. **Comment:** The plan views on sheets L-1.20 and L-1.30 state that tree grates may be used. UFMD staff does not recommend the use of tree grates for tree plantings due to their negative impact to tree growth and longevity.

**Recommendation:** The applicant should remove tree grates from the plan view illustrations.

16. **Comment:** It does not appear that Interior and Peripheral Parking Lot Landscaping has been provided.

**Recommendation:** The applicant should provide both Interior and Peripheral Parking Lot landscaping.

17. **Comment:** It appears that permanent irrigation is proposed for each tree location on sheet L-3.00. Pursuant to DCR specification 9, irrigation cannot be used for bio-retention tree planting areas.

**Recommendation:** The note for permanent irrigation should be removed from the details

#### Building B

18. **Comment:** It appears that every proposed tree on site will be placed in a bio-retention area. It is not clear how adequate soil media will be provided for long term survivability of each tree. The soil media that will be used should be provided for review. Further, the applicant should propose a Proffer that will ensure that a proper soil mixture will be provided at time of planting.

**Recommendation:** The applicant should provide assurances that a soil media that will support tree growth will be provided.

19. **Comment:** The Conceptual Plant Schedule should not list specific species during the FDP phase since the note below the table states it will be modified.

**Recommendation:** The proposed Category of trees and their size at time of planting should be sufficient to provide proof that 10-year tree canopy will be met.

20. **Comment:** The plan views on sheets L-1.20 and L-1.30 state that tree grates may be used. UFMD staff does not recommend the use of tree grates for tree plantings due to their negative impact to tree growth and longevity.

Highland District (Tysons East Tysons Corner)  
Buildings A and B  
FDP 2014-PR-021-1, FDP 2014-PR-021-2  
April 28, 2016  
Page 7 of 7

**Recommendation:** The applicant should remove tree grates from the plan view illustrations.

21. **Comment:** It appears that permanent irrigation is proposed for each tree location on sheet L-3.00. Pursuant to DCR specification 9, irrigation cannot be used for bio-retention tree planting areas.

**Recommendation:** The note for permanent irrigation should be removed from the details

22. **Comment:** It appears that the Tree Preservation Target for this parcel has not been met. A letter to the Director will need to be submitted along with a justification as to why the target cannot be met.

**Recommendation:** The applicant should provide a letter to the Director requesting to deviate from the Tree Preservation Target.

If further assistance is desired, you may contact me at 703-324-1770.

JSB/

UFMDID #: 199326

cc: DPZ File



**FAIRFAX COUNTY  
PUBLIC SCHOOLS**

Department of Facilities and Transportation Services

Office of Facilities Planning Services  
8115 Gatehouse Road, Suite 3300  
Falls Church, Virginia 22042

December 5, 2014

**REVISED: March 4, 2015**

**TO:** Barbara Berlin, Director  
Zoning Evaluation Division  
Fairfax County Department of Planning & Zoning

**FROM:** Aimee Holleb, Assistant Director *AH*  
Office of Facilities Planning Services

**SUBJECT:** RZ 2014-PR-021, BIT Investment Fifty-Two **REVISED**

**ACREAGE:** 16.74

**TAX MAP:** 29-4 ((6)) A, B, 95C, 97C, 105 and 106

**PROPOSAL:**

The rezoning application requests to rezone the site from the C-3 District to the PTC District. This project would develop the site into a mixed use development containing a maximum of 1,950 mid-rise/high-rise multi-family units. The site is currently developed with several low and mid-rise commercial buildings.

**ANALYSIS:**

School Capacities

The schools serving this area are Westgate Elementary, Kilmer Middle, and Marshall High schools. The chart below shows the existing school capacity, enrollment, and projected enrollment.

School	Capacity 2013 / 2018	Enrollment (9/30/13)	Projected Enrollment 2014-2015	Capacity Balance 2014-2015	Projected Enrollment 2018-19	Capacity Balance 2018-19
Westgate ES	400 / 750	603	687	-287	848	-98
Kilmer MS	1,152 / 1,152	1,293	1,289	-137	1,528	-376
Marshall HS	1,511 / 2,000	1,822	1,771	229	2,151	-151

*Capacities based on 2015-19 Capital Improvement Program (December 2013)*

*Project Enrollments based on 2013-14 to 2018-19 6-Year Projections (April 2013)*

The school capacity chart above shows a snapshot in time for student enrollments and school capacity balances. Student enrollment projections are done on a six year timeframe, currently through school year 2018-19 and are updated annually. At this time, if development occurs within the next five years, all three schools are projected to have capacity deficits. Beyond the six year projection horizon, enrollment projections are not available.

Capital Improvement Program Projects

The 2015-19 Capital Improvement Program (CIP) includes continued funding for the renovation of Westgate Elementary. The renovation at Marshall High School was recently completed and increased the school's capacity to 2,000 students. Capacity deficits at Kilmer MS could be addressed through boundary adjustments and/or future capacity enhancements.

Development Impact

Based on the number of residential units proposed, the chart below shows the number of anticipated students by school level based on the current countywide student yield ratio.

Proposed

School level	Mid/High-rise Multi-family ratio	Proposed # of units	Proposed Student yield
Elementary	.059	1,950	115
Middle	.017	1,950	33
High	.030	1,950	59

207 total

2012 Countywide student yield ratios (August 2013)

**RECOMMENDATIONS:**

Proffer Contribution

A net of 207 new students is anticipated (115 Elementary, 33 Middle and 59 High School). Based on the approved Residential Development Criteria, a proffer contribution of \$2,240,775 (207 x \$10,825) is recommended to offset the impact that new student growth will have on surrounding schools. It is recommended that the proffer contribution funds be directed as follows:

*...to be utilized for capital improvements to Fairfax County public schools to address impacts on the school division resulting from [the applicant's development].*

It is also recommended proffer payment occur at the time of site plan or first building permit approval. A proffer contribution at the time of occupancy is not recommended since this does not allow the school system adequate time to use the proffer contribution to offset the impact of new students.

In addition, an "escalation" proffer is recommended. The suggested per student proffer contribution is updated on an annual basis to reflect current market conditions. The amount has decreased over the last several years because of the down turn in the economy and lower construction costs for FCPS. As a result, an escalation proffer would allow for payment of the school proffer based on either the current suggested per student proffer contribution at the time of zoning approval or the per student proffer contribution in effect at the time of development, whichever is greater. This would better offset the impact that new student yields will have on surrounding schools at the time of development. For your reference, below is an example of an escalation proffer that was included as part of an approved proffer contribution to FCPS.

*Adjustment to Contribution Amounts. Following approval of this Application and prior to the Applicant's payment of the amount(s) set forth in this Proffer, if Fairfax County should increase the ratio of students per unit or the amount of contribution per student, the Applicant shall increase the amount of the contribution for that phase of development to reflect the then-current ratio and/or contribution. If the County should decrease the ratio or contribution amount, the Applicant shall provide the greater of the two amounts.*

Proffer Notification

It is also recommended that the developer proffer notification be provided to FCPS when development is likely to occur or when a site plan has been filed with the County. This will allow the school system adequate time to plan for anticipated student growth to ensure classroom availability.

School Facility Needs

This proposal represents a significant impact on schools, with an estimated increase of over 200 students to the school system. As noted above the existing elementary school serving the development (Westgate) is under renovation/expansion. As a result of this project the capacity of the school will increase from 400 to 750 in the 2016-17 school year. Even with this expansion, the school is projected to have a capacity deficit of 98 in the 2018-19 school year. The additional students generated from this proposed development would more than double Westgate's deficit.

The Comprehensive Plan has identified the need for two new elementary schools in the Tysons Corner area. One site has already been proffered in the northern portion of Tysons Corner; however a second site is still needed.

**FCPS staff meet with County Planning staff on December 10, 2014, to discuss the possibility of locating an elementary school site on the subject property. A second meeting was held on January 21, 2015. Based on guidance from County Planning staff at the second meeting, FCPS staff conducted a suitability review for an elementary school site in the vicinity of proposed Building E. Based upon the review, this site is not recommended for use by FCPS as a potential school site. However, we do ask for continued support from the County in locating the second Tysons Corner elementary school site, as specified in the Comprehensive Plan.**

**ADDITIONAL INFORMATION:**

Future Development Impacts

In addition, Kilmer and Marshall also are receiving schools for several other significant developments that are approved or pending approval. Student yields from these developments are likely to impact receiving schools. These developments include:

Application #	Application Name	Status	Proposed Units	Estimated Students
PCA/RZ 2004-PR-044	Tysons Corner Center	Approved	1345 MRHR	138
RZ 2006-PR-028	Towers Crescent	Approved	756 MRHR	58
RZ 2010-PR-021	Capital One	Approved	1,297 MRHR	113
RZ 2010-PR-022	Campus Point Realty	Pending	1,615 MRHR	178
RZ 2011-PR-005	NVC & Clyde's	Approved	428 to 1,546 MRHR	47 to 169
RZ 2011-PR-010 & 011	Cityline Partners	Approved	2,308 MRHR	254*
RZ 2011-HM-013 & 013	Dominion Square	Pending	1,260 to 2,000 MRHR	133 to 212
RZ 2011-PR-023	Arbor Row	Approved	685 to 1,174 MRHR	63 to 102
RZ 2011-HM-026	Q-R Spring Hill	Pending	341 MRHR	29
RZ 2011-HM-027	1587 Springhill Holdings	Pending	501 MRHR	45
RZ 2011-HM-032	Tysons West	Approved	425 to 669 MRHR	47 to 73
RZ 2012-PR-002	Greensboro Park	Approved	520 MRHR	58
RZ 2013-PR-009	Tysons Westpark	Pending	1,280 MRHR	136
RZ 2014-PR-017	Meridian Science 7980	Pending	330 to 465 MRHR	35 to 49

*\*Only a portion of project in the Kilmer and Marshall Attendance Areas*

AJH/gjb

Attachment: Locator Map

- cc: Patty Reed, School Board Member, Providence District  
 Jane Strauss, School Board Member, Dranesville District  
 Pat Hynes, School Board Member, Hunter Mill District  
 Ted Velkoff, Vice-Chairman, School Board Member, At-Large  
 Ilryong Moon, School Board Member, At-Large  
 Ryan McElveen, School Board Member, At-Large  
 Jeffrey Platenberg, Assistant Superintendent, Facilities and Transportation Services  
 Fabio Zuluaga, Assistant Superintendent, Region 2  
 Kevin Sneed, Special Projects Administrator, Capital Projects and Planning  
 Jeffrey Litz, Principal, Marshall High School  
 Ronald James, Principal, Kilmer Middle School  
 Julie K. Easa, Principal, Westgate Elementary School

# Rezoning Application

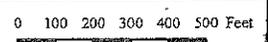
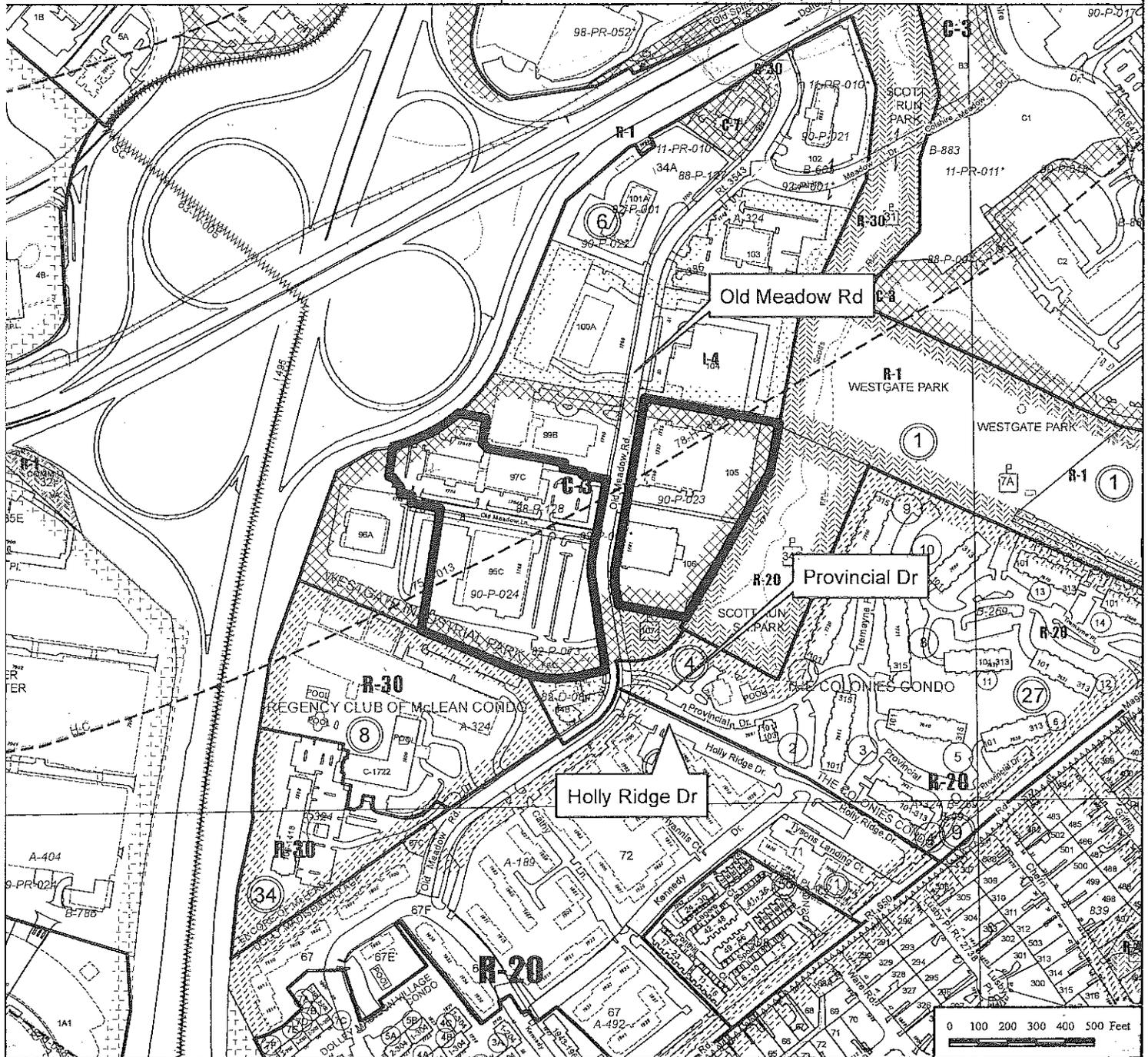
## RZ 2014-PR-021



Applicant: BIT INVESTMENT FIFTY-TWO, LLC  
 Accepted: 10/08/2014  
 Proposed: MIXED USE  
 Area: 16.74 AC OF LAND; DISTRICT - PROVIDENCE

Zoning Dist Sect: EAST AND WEST SIDES OF OLD MEADOW ROAD APPROXIMATELY 1500 FEET SOUTH OF ITS INTERSECTION WITH DOLLEY MADISON BOULEVARD  
 Located:

Zoning: FROM C-3 TO PTC  
 Overlay Dist: HC  
 Map Ref Num: 029-4 /06/ 1 A /06/ 1 B /06/ /0095C /06/ /0097C /06/ /0105 /06/ /0106





# County of Fairfax, Virginia

## MEMORANDUM

**DATE:** October 16, 2014

**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. PCA 92-P-001-12 / RZ 2014-PR-021**  
**Tax Map No. 029-4-((06))-A; B; 0095C, 0097C; 0105; 0106**

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)





# County of Fairfax, Virginia

## MEMORAND

DATE: February 17, 2016

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

**FROM:** Laurie Stone  
Strategic Planner  
Fire and Rescue Department

**SUBJECT:** Zoning Application Analysis

**REFERENCE:** RZ 2014-PR-021 concurrent with FDP 2014-PR-021-01 and FDP 2014-PR-021-2 (The Highland District) dated December 3, 2015

The Fire and Rescue Department's (FRD) Planning Section has the following comments on the referenced zoning application.

### **Current Fire and Rescue Service Delivery:**

The proposed Highland District development is currently split between the emergency response areas of the Dunn Loring Volunteer Fire and Rescue Station 13 located on Gallows Road and the Tysons Corner Fire and Rescue Station 29 located on Spring Hill Road. A future fire station on Old Meadow Lane is planned to be constructed by a developer.

### **Emergency Response Impact of Proposed Development:**

The proposed Highland District development consisting of five new residential buildings with a range of 765 to 1,940 dwelling units, an office building, and associated retail/service areas could result in a significant increase in residential population of 1,339 - 3,395. Building A with 360 - 410 dwelling units and Building B with 125 - 210 dwelling units may result in an additional 850 - 1,085 residential population.

FRD analyzes the historical rate of incidents per population across the county to determine each fire station's workload capacity. In FY2015, there were 2,982 incidents in the Dunn Loring fire station's response area and 3,144 incidents in the Tysons fire station's response area. The increased residential population generated from the Highland District development as well as other rezoning cases in Tysons will exceed the workload capacity of the existing fire stations and could significantly impact overall response times to emergency incidents. Although the future fire station on Old Meadow Lane will provide additional emergency service capacity to Tysons, the station will not be operational until December 31, 2020 at the earliest.

Proudly Protecting and  
Serving Our Community

Fire and Rescue Department  
4100 Chain Bridge Road  
Fairfax, VA 22030  
703-246-2126  
[www.fairfaxcounty.gov/fire](http://www.fairfaxcounty.gov/fire)



**Traffic Signal Preemption for Emergency Responders:**

To maintain and improve response times to emergency incidents, the FRD is aggressively pursuing installation of preemption equipment on traffic signals throughout the county. Traffic preemption also improves civilian and firefighter safety by reducing the potential for accidents at intersections. Therefore, the FRD requests the developer proffer the cost of preemption devices for six traffic signals (\$10K each) located along the primary travel routes from the existing fire stations closest to the Highland District development. The attached map depicts the traffic signals needing preemption devices.

**Development impact to future fire station on Old Meadow Lane/Polk Street:**

The following conditions should be met at the time of construction of the new fire station to insure Fire and Rescue services are not negatively impacted.

Interim Condition Site Plan (attached):

*The attached exhibit shows the fire station, the partial athletic field, and the existing Polk and Buchanan buildings.*

1. Close the third entrance to Polk buildings across from the fire station front apron.
2. Provide striping in front of apron on Old Meadow Lane/Polk Street and signage that reads "Do Not Block Apron." (Information only – to be provided by Cityline.)
3. Provide appropriate signage regarding fire station ahead on Old Meadow Lane/Polk Street before proposed Buchanan Street. (Information only – to be provided by Cityline.)
4. No street parking allowed on South side of Old Meadow Lane/Polk Street. Curbs should be marked accordingly.
5. Old Meadow Lane/Polk Street drive lanes must be a total of 20 feet (minimum of 10 feet per drive aisle) plus an additional 8 feet for parking on the North side.
6. Retaining wall must not obstruct visibility at corner of Buchanan Street and Old Meadow Lane/Polk Street.

If the full athletic field is constructed with the existing Polk and Buchanan buildings, the following conditions must be met:

1. No street parking allowed on the North side of Old Meadow Lane/Polk Street past the 2nd entrance to the Polk buildings. Curbs should be marked accordingly.
2. A designated "drop-off area" (approx. 100 feet) is created in the existing building parking area on the North side of Old Meadow Lane/Polk Street before the fire station front ramp to allow safe drop-off for children.
3. Permanently close the third entrance to the Polk buildings across from the fire station front apron.
4. Fire station signage and striping in front of the front ramp is maintained.
5. A designated parking area for the field with a minimum of 25 spaces should be identified in the vicinity with appropriate signage.

Please contact me at 703-246-3889 if you have questions regarding any of the comments listed above.



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

APPENDIX 16  
RECEIVED  
Department of Planning & Zoning  
FEB 19 2015  
Zoning Evaluation Division

**PLANNING & ENGINEERING  
DIVISION**

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

February 18, 2015

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

Re: FDP 2014-PR-021  
Highland District –  
Building A  
Tax Map: 29-4

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 existing 12-inch located in Old Meadow Road, 6-inch located in Old Meadow Lane and 8-inch water mains located on site. See the enclosed water system map.
3. Fairfax Water has identified the need to install a large diameter water main (24") along Old Meadow Road to satisfy growth in the Tysons Corner Urban Center. The design and installation of this main may be required in conjunction with this site development.
4. 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,

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

Enclosure





RECEIVED  
Department of Planning & Zoning

FEB 19 2015

Zoning Evaluation Division

FAIRFAX COUNTY WATER AUTHORITY  
8560 Arlington Boulevard, Fairfax, Virginia 22031  
www.fairfaxwater.org  
February 18, 2015

**PLANNING & ENGINEERING  
DIVISION**

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

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

Re: FDP 2014-PR-021-02  
Highland District –  
Building B  
Tax Map: 29-4

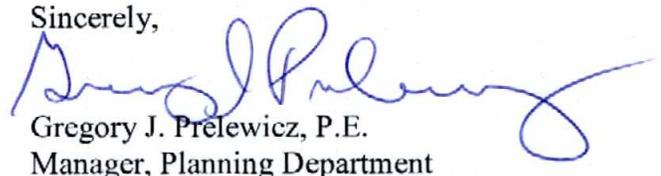
Dear Ms. Berlin:

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 existing 12-inch located in Old Meadow Road, 6-inch located in Old Meadow Lane and 8-inch water mains located on site. See the enclosed water system map.
3. Fairfax Water has identified the need to install a large diameter water main (24") along Old Meadow Road to satisfy growth in the Tysons Corner Urban Center. The design and installation of this main may be required in conjunction with this site development.
4. 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,



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

Enclosure



**6-501 Purpose and Intent**

The PTC District is established for the Tysons Corner Urban Center as defined in the adopted comprehensive plan to implement the mix of uses, densities and intensities under the redevelopment option set forth in the adopted comprehensive plan. The PTC District regulations are designed to provide the necessary flexibility to transform the designated Tysons Corner Urban Center area from a suburban office park and activity center into an urban, mixed-use, transit, bicycle and pedestrian oriented community to promote high standards in urban design, layout and construction and to otherwise implement the stated purpose and intent of this Ordinance. To create mixed-use downtowns near mass transit, higher development intensities are to occur within approximately one half (½) mile of the four Metrorail Station entrances, identified as Transit Oriented Development (TOD) Districts in the adopted comprehensive plan. The remaining areas, the Non-Transit Oriented Development (Non-TOD) Districts, are to be developed into lively urban neighborhoods that include an appropriate mix of uses, densities and intensities that are compatible to adjacent communities. In both TOD and Non-TOD Districts, development should be designed in an integrated manner that will enhance the urban character. Smaller, freestanding structures are generally discouraged and shall only be considered when such use is designed in an urban form that creates or enhances an appropriate street edge and implements the stated purpose and intent of the district.

To be granted this zoning district, the applicant shall demonstrate the development furthers the vision of the Tysons Corner Urban Center, as identified in the adopted comprehensive plan, by meeting, at a minimum, the following objectives.

1. Contribute to a tiered intensity of development having the highest intensities located closest to the transit stations and provide the mix of residential, office and commercial uses necessary to achieve a vibrant, urban environment.
2. Contribute to the network of open space and urban parks, to include stream valley parks, pocket parks, common greens, civic plazas and athletic fields for the workers and residents of Tysons.
3. Promote environmental stewardship by implementing green building design; efficient, renewable and sustainable energy practices; incorporating low impact development strategies, such as innovative stormwater management and green roofs; and achieving the tree canopy goals for Tysons.
4. Further the implementation of the urban grid of streets and the described street hierarchy for Tysons.
5. Reduce the amount of single occupant vehicle trips by limiting the amount of provided parking, encouraging shared parking arrangements among uses, permitting the inclusion of managed tandem parking spaces, and implementing various Transportation Demand Management strategies, such as transit subsidies, carpool and vanpool services, employee shuttles, car-sharing programs and bicycle accommodations.
6. Contribute to the necessary public facilities to support the projected job and population growth, including schools, fire and police services, a library, public utilities, and an arts center.

7. Contribute to the specified streetscape and apply the urban design guidelines specified for build-to lines, building articulation, fenestration, ground floor transparency and parking design to create an integrated urban, pedestrian-friendly environment.
8. Contribute to implementing the workforce and affordable housing policies for Tysons to provide housing to various income levels.

To these ends, a development proposal within the Tysons Corner Urban Center that utilizes the redevelopment option as set forth in the adopted comprehensive plan shall only be considered by the Board in conjunction with a rezoning application to this district. Such rezoning to and development under this district will be permitted only in accordance with development plans prepared and approved in accordance with this Part and the provisions of Article 16.

#### **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 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.

## 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		