



APPLICATION ACCEPTED: October 28, 2008
PLANNING COMMISSION: January 28, 2009
BOARD OF SUPERVISORS: Not Yet Scheduled

County of Fairfax, Virginia

January 14, 2009

STAFF REPORT

DULLES CORRIDOR METRORAIL PROJECT PHASE I STAFF REPORT PART IV

SPECIAL EXCEPTION APPLICATION SE 2008-PR-035 CONCURRENT WITH 2232-P08-11

PROVIDENCE DISTRICT

APPLICANT: Metropolitan Washington Airports Authority and the Virginia Department of Rail and Public Transportation on behalf of the Washington Metropolitan Area Transit Authority

ZONING: PDC, HC, SC

PARCEL(S): 29-4 ((10)) 4A part,
29-4 ((10)) 5A part
29-4 ((10)) 5B part
29-4 ((10)) 5C part

ACREAGE: 3.46 acres

FAR: .52

OPEN SPACE: 15%

PLAN MAP: Retail

SE CATEGORY: Category 4 Special Exception for an electrically-powered regional rail transit facility.

PROPOSAL: Applicant proposes to establish a new Metrorail facility (Tysons Central 123) including the station with platform, pedestrian bridges, bus bays and associated components.

Peter Braham/Suzanne Lin

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



STAFF RECOMMENDATIONS:

Staff recommends that the Planning Commission find that the facility proposed under 2232-PR08-011 does satisfy the criteria of location, character and extent as specified in Sect. 15.2-2232 of the Code of Virginia, and is substantially in accord with the provisions of the Comprehensive Plan.

Staff further recommends approval of SE 2008-MD-035 subject to the proposed development conditions in Appendix 1.

Staff recommends approval of a waiver of the transitional screening and barrier requirements in favor of that shown on the SE Plat.

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

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

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

For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290.

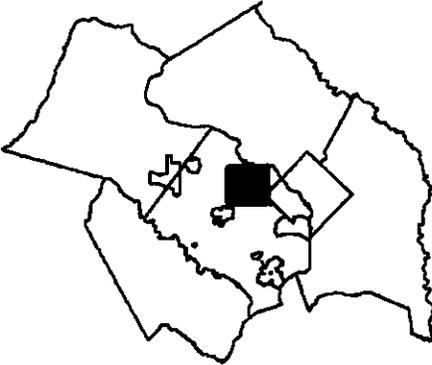
N:\SE\Tysons Metro Stations\Tysons Central 123\Tysons Central 123 Cover.doc



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

Special Exception

SE 2008-PR-035



Applicant:

METROPOLITAN WASHINGTON AIRPORTS AUTHORITY
AND THE VIRGINIA DEPARTMENT OF RAIL AND PUBLIC
TRANSPORTATION ON BEHALF OF WASHINGTON
METROPOLITAN AREA TRANSIT AUTHORITY

Accepted:

10/28/2008

Proposed:

TO PERMIT AN ELECTRICALLY-POWERED
REGIONAL RAIL TRANSIT FACILITY AND
ASSOCIATED COMPONENTS

Area:

3.46 AC OF LAND; DISTRICT - PROVIDENCE

Zoning Dist Sect: 06-0205 9-401

Art 9 Group and Use: 4-05

Located:

NORTHEAST AND NORTHWEST QUADRANT OF
THE INTERSECTION OF TYSONS BLVD., AND
CHAIN BRIDGE ROAD

Zoning:

PDC

Plan Area:

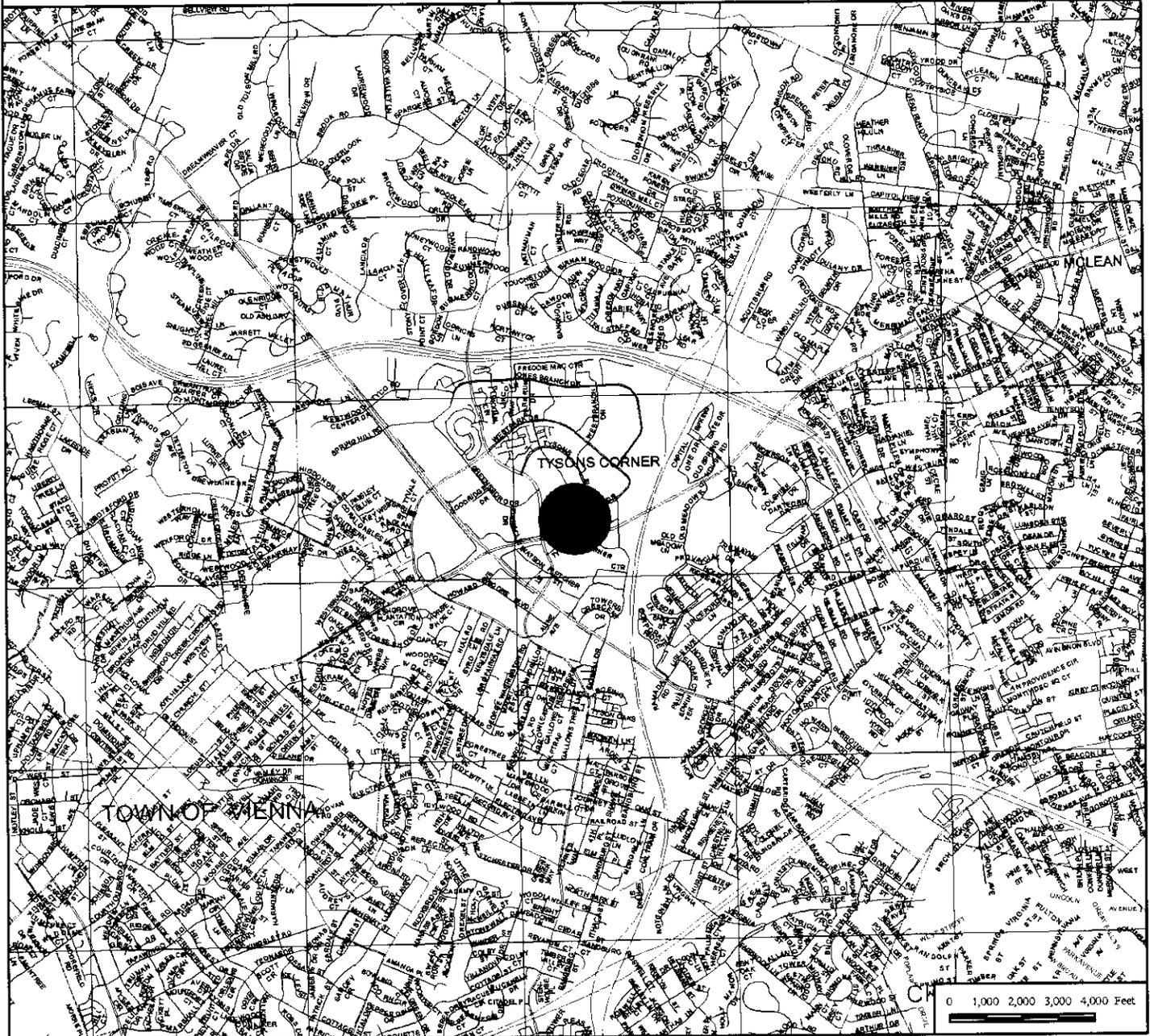
2,

Overlay Dist:

HC SC

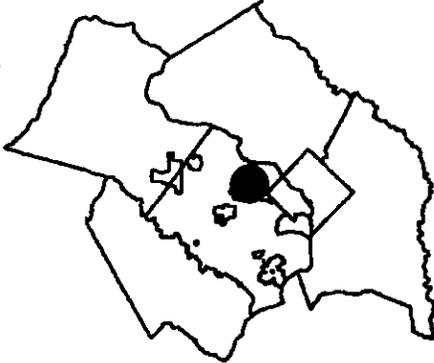
Map Ref Num:

029-4 /10/ /0004A pt. /10/ /0005A pt.
/10/ /0005B pt. /10/ /0005C pt.



Special Exception

SE 2008-PR-035



Applicant: METROPOLITAN WASHINGTON AIRPORTS AUTHORITY AND THE VIRGINIA DEPARTMENT OF RAIL AND PUBLIC TRANSPORTATION ON BEHALF OF WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

Accepted: 10/28/2008

Proposed: TO PERMIT AN ELECTRICALLY-POWERED REGIONAL RAIL TRANSIT FACILITY AND ASSOCIATED COMPONENTS

Area: 3.46 AC OF LAND, DISTRICT - PROVIDENCE

Zoning Dist Sect: 06-0205 9-401

Art 9 Group and Use: 4-05

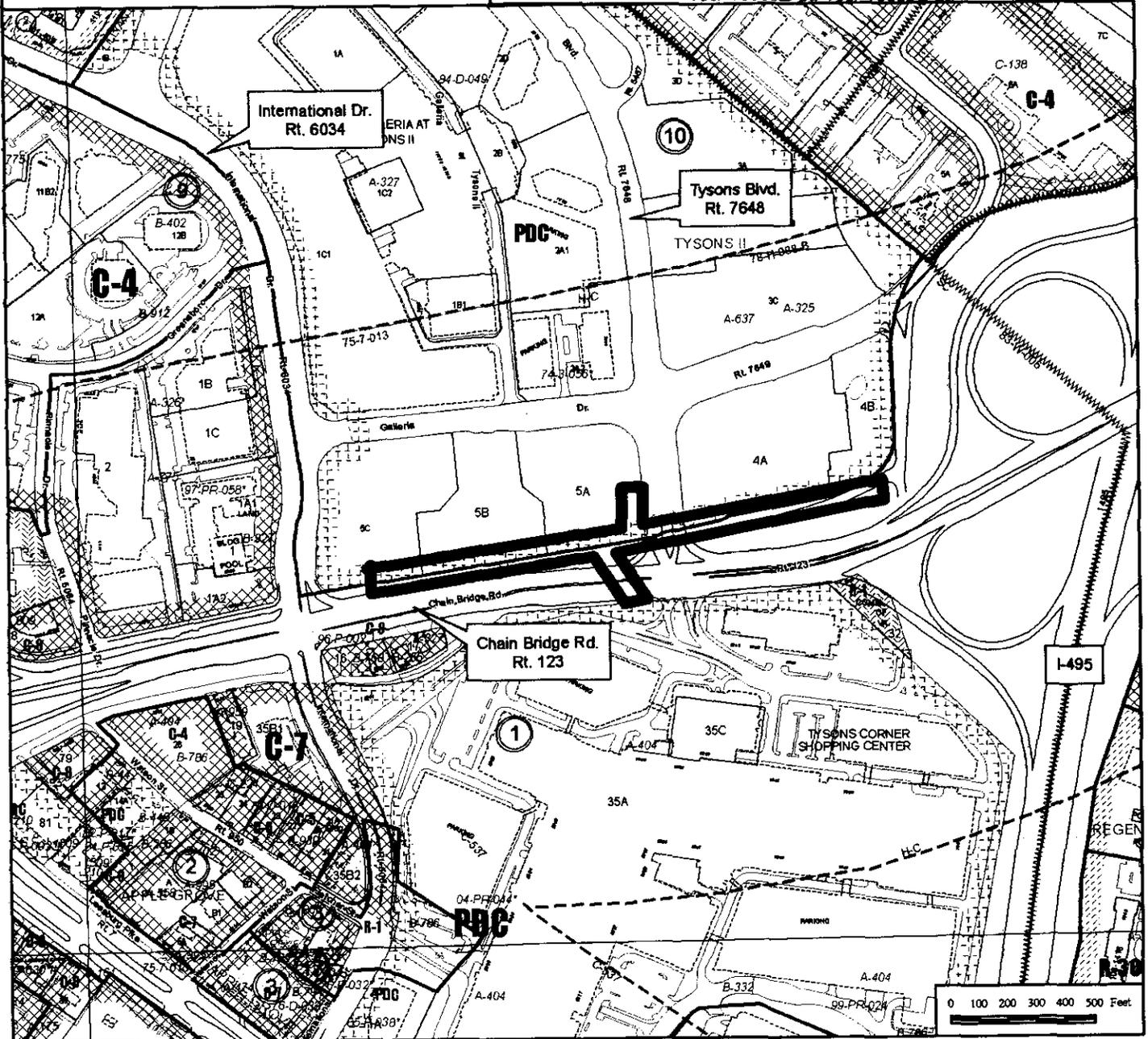
Located: NORTHEAST AND NORTHWEST QUADRANT OF THE INTERSECTION OF TYSONS BLVD., AND CHAIN BRIDGE ROAD

Zoning: PDC

Plan Area: 2,

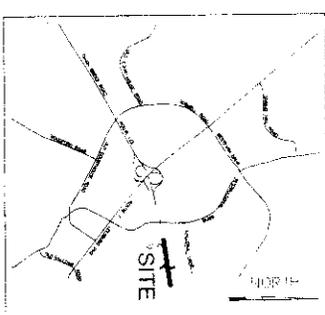
Overlay Dist: HC SC

Map Ref Num: 029-4 /10/ 10004A pt. /10/ 10005A pt. /10/ 10005B pt. /10/ 10005C pt.



TYSONS CENTRAL 123 STATION DULLES CORRIDOR METRO RAIL PROJECT

Providence District Fairfax County, Virginia
Special Exception Plat and 2232 Plan



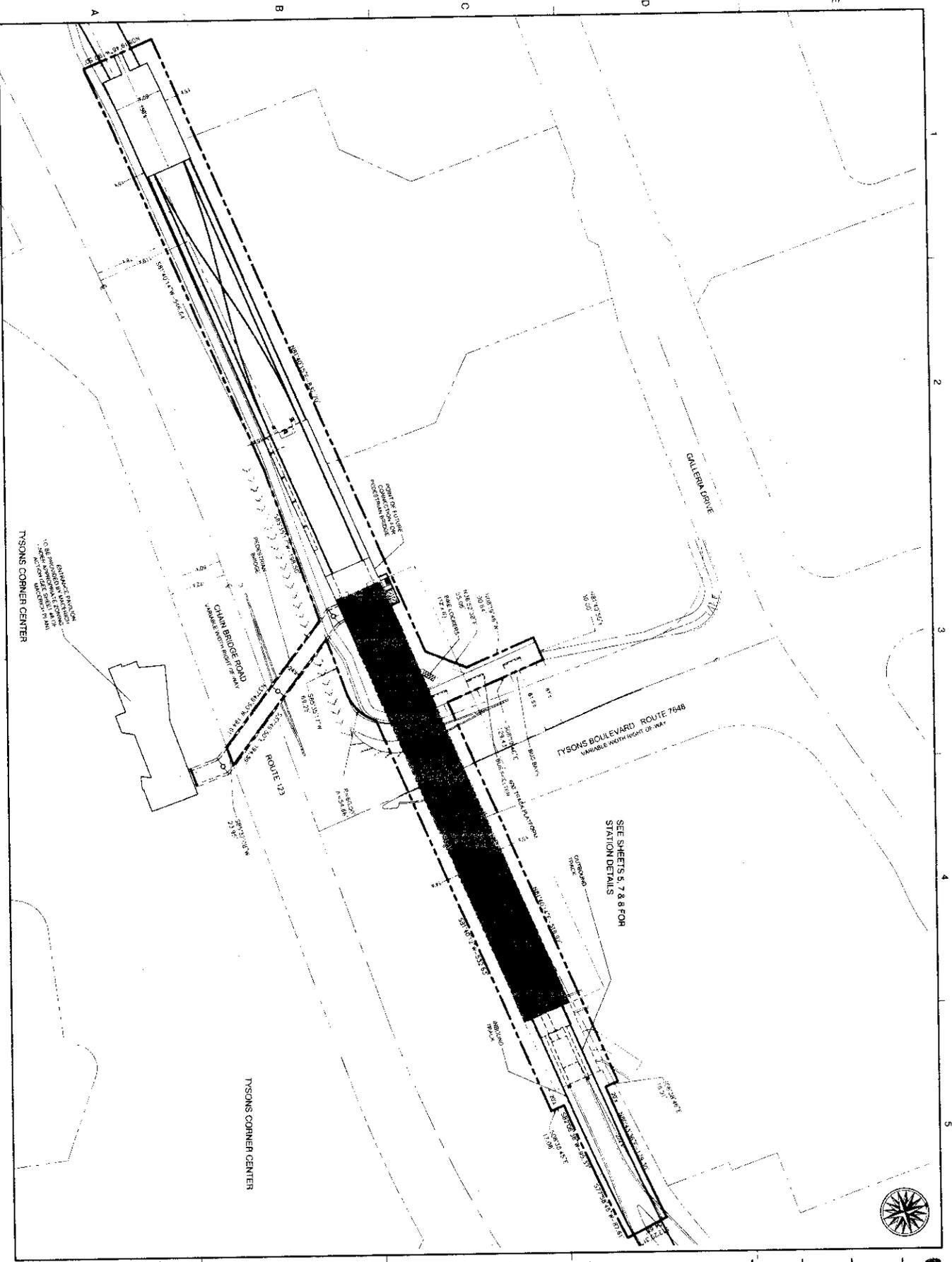
Applicant:
Metropolitan Washington Airports Authority
in coordination with the
Virginia Department of Rail and Public Transportation
on behalf of the Washington Metropolitan Area Transit Authority
1595 Spring Hill Road, Suite 600
Vienna, VA 22182

- Sheet Index**
- 1 COVER SHEET
 - 2 STATION PLAN
 - 3 STATION PLAN AND EXISTING VEGETATION MAP
 - 4 STATION RESPECTIVE NOTES AND TABULATION
 - 5 STATION PLAN VIEW DETAILS
 - 6 STATION PLAN VIEW DETAILS
 - 7 ELEVATIONS AND SECTIONS
 - 8 ELEVATIONS AND SECTIONS

Tyson's Central 123 Station
Dulles Corridor Metrorail Project
Special Exception Plat
and 2232 Plan



Rev. October 1, 2008
Rev. June 23, 2008
February 20, 2008
M-10697



Dewberry

Dewberry & Davis LLC
 1000 AVENUE OF THE ARCHES
 SUITE 200
 FARMERS BRANCH, VA 22029
 TEL: 703.520.8800
 FAX: 703.520.8801
 WWW.DDBVA.COM

DULLES TRANSIT PARTNERS, LLC
 1000 AVENUE OF THE ARCHES
 SUITE 200
 FARMERS BRANCH, VA 22029
 TEL: 703.520.8800
 FAX: 703.520.8801
 WWW.DDBVA.COM

TYSONS CENTRAL 123 STATION
 Dulles Corridor Metrorail Project
SPECIAL EXCEPTION PLAT
 2232 PLAN
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA



DATE: 10/1/09
 TIME: 10:00 AM
 DRAWN BY: [Name]
 APPROVED BY: [Name]
 DATE: 10/1/09
 TIME: 10:00 AM

Tyson's Central 123 Station
 Dulles Corridor Metrorail Project
 Special Exception Plat
 2232 Plan

SHEET NO. 2 of 8
 PROJECT NO. M-10697

Dewberry & Davis, LLC
 1000 North 17th Street, Suite 200
 Arlington, VA 22209
 (703) 243-8800
 www.dewberry.com

**DULLES TRANSIT
 AUTHORITY**
 1000 North 17th Street, Suite 200
 Arlington, VA 22209
 (703) 243-8800
 www.dta.org

TYSONS CENTRAL 123 STATION
 Dulles Corridor Metrorail Project
 SPECIAL EXCEPTION PLAN
 2232 PLAN
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY, VIRGINIA



KEY PLAN

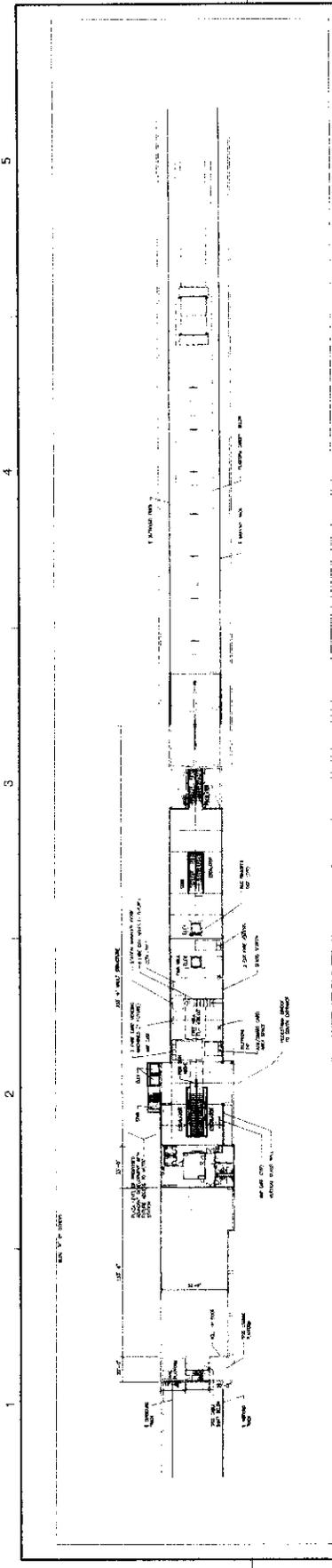


NO.	DATE	BY	DESCRIPTION
1	08/23/08	JMC	ISSUE FOR PERMIT
2	10/31/08	JMC	REVISED FOR PERMIT

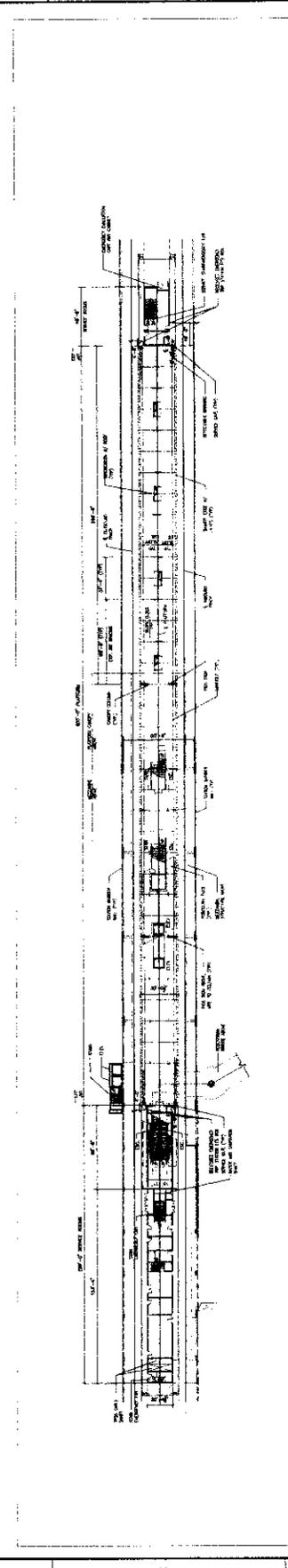
DESIGNED BY: JMC
 APPROVED BY: JMC
 CHECKED BY: JMC
 DATE: 10/31/08
 TITLE: STATION PLAN VIEW DETAILS

Tyson's Central 123 Station
 Dulles Corridor Metrorail Project
 Station Plan View Details

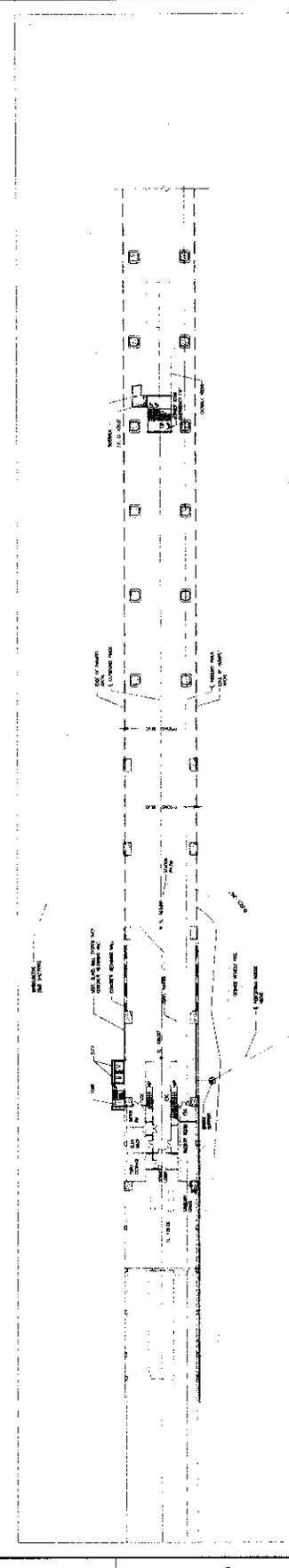
PROJECT NO.: M-10897



PLAN VIEW - MEZZANINE LEVEL



PLAN VIEW - PLATFORM LEVEL



PLAN VIEW - GROUND LEVEL



DATE

SCALE

PROJECT NO.	M-10697
SHEET NO.	6 OF 8
DATE	06/03/2008
DESIGNED BY	JM
CHECKED BY	JM
APPROVED BY	JM
DRAWN BY	MC
REVISIONS	REV. BY: Dewberry

Tyson's Central 123 Station
 Dulles Corridor Metrorail Project
 Pedestrian Bridge Details

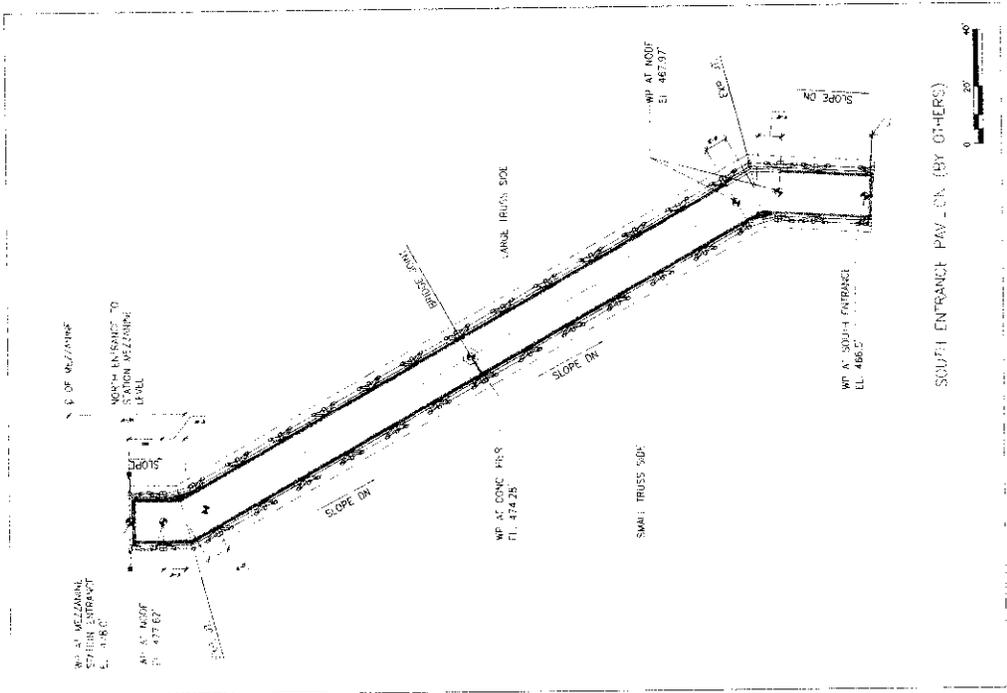
5

4

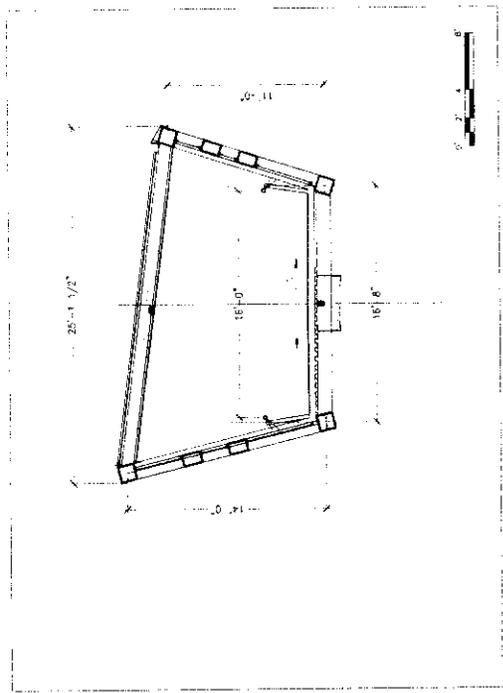
3

2

1



BRIDGE LEVEL FLOOR PLAN



PEDESTRIAN BRIDGE - CROSS SECTION

E

D

C

B

A

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

DESCRIPTION OF THE APPLICATION

The applicant, Metropolitan Washington Airports Authority and the Virginia Department of Rail and Public Transportation, seeks a Category 4 Special Exception for an electrically powered regional rail transit facility to construct the proposed Tysons Central 123 metro station. The proposed electrically powered regional rail transit facility will be the second easternmost station on the proposed extension of the Metrorail system to past the Dulles International Airport.

The project will be developed in phases and the proposed Tysons Central 123 Metrorail Station, hereinafter referred to as Tysons Central 123, is in Phase I, which proposes to extend Metrorail from a point east of the existing station at West Falls Church through Tysons Corner to the proposed Wiehle Avenue station.

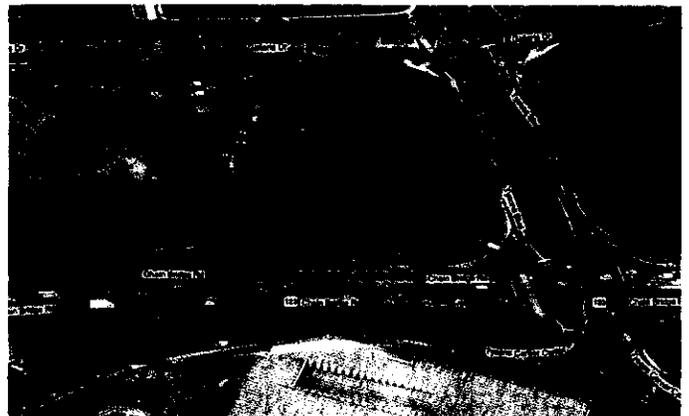
The hours of the station will follow Washington Metropolitan Area Transit Authority (WMATA) schedules, currently operating from 5:00 am to midnight on weekdays and 7:00 am to 3:00 am on weekends. The Dulles Corridor Metrorail extension ridership is projected to be 59,000 by 2013, including 5,209 daily boardings at this station. There will be one employee assigned full time to the station per shift, with additional employees as needed for maintenance, security and operations assistance.

As discussed at length below, the proposed station will be accessed primarily by pedestrians and bus riders. As such, the station is composed of the station and platform, elevated pedestrian bridge over Route 123 with the station entrances on the north and south sides of Route 123. Bus stops are to be provided on both sides of Rt. 123, along Tysons Boulevard and in a new set of four bus bays on the south side of Rt. 123 to be constructed outside of the right-of-way by Tysons Corner Center.

Copies of the proposed development conditions, applicant's affidavit, and applicant's statement of justification are contained in Appendices 1-3 of this report.

LOCATION AND CHARACTER

Tysons Central 123 is located along Dolley Madison Boulevard, Route 123, just west of the interchange with the Capital Beltway (I-495). The land areas to be developed total 3.46 acres. The station is located on the north side of Route 123, with a pedestrian bridge elevated over Route 123. The SE Plat also depicts a station area on the south side of Route 123 where the entrance pavilion will be constructed by others.



SURROUNDING AREA DESCRIPTION			
Direction	Use	Zoning	Plan
North	Vacant ¹ – Tysons II	PDC	Mixed Use
South	Shopping Center – Tysons Corner Center ²	PDC	Mixed Use
East	Interchange between the Beltway and Rt. 123	ROW	Highway Interchange
West	Intersection of International Drive and Rt. 123	ROW	Future InterchangeOffice

¹ The portion of Tysons II that is immediately adjacent to the station area is identified as Sector IV (to the east) and Sector 2. See the comments under Background below for additional information.

² Tysons Corner Shopping Center is located on the southern side of the Rt. 123 right-of-way across from the proposed station. See the Background section below for additional information.

BACKGROUND (Appendix 4)

Site History:

Please refer to Part I of this package of staff reports for details regarding the development of the project to extend Metrorail in Phase I. Part I provides the regulatory framework as agreed to by Fairfax County and the Commonwealth of Virginia.

Tysons II

Tysons II was rezoned to the PDC District pursuant to the approval of RZ/FDP 84-D-049. That rezoning covered approximately 106 acres, including the Tysons II shopping center, the office buildings that had been constructed along Tysons Boulevard, the land across Tysons Boulevard from the office buildings and the land between Galleria Drive and Rt. 123. Sector II, consisting of the area between Galleria Drive, International Drive, Rt. 123 and Tysons Boulevard was approved for offices and hotels and Sector IV, located between Tysons Boulevard, Galleria Drive, the Beltway and Rt. 123, was approved in a single building. This approval did not address the future transit system when it was approved in 1985 subject to proffers. This rezoning was the subject of several proffered condition amendment and final development plan amendment applications which did not affect the areas of Tysons II immediately adjacent to the proposed transit station except to allow more flexibility in the uses allowed within each building. The records of these approvals are on file with the Department of Planning and Zoning.

Subsequently, on July 17, 2003, PCA 84-D-049-05 was approved along with the associated final development plan amendment (FDPA 84-D-049-06). This application sought and was granted approval to increase the density within Tysons II consistent with the Tysons Corner

Urban Center recommendations that provided options for increased density within specified distances of a transit station that planned and programmed for development. This approval increased the overall GFA with the sectors closest to the proposed Metrorail Station and converted Sector IV to residential use. The project was integrated with the future extension of Metrorail service to Tysons Corner by a direct connection to the upper level mezzanine of the transit station to the internal plazas and walkway network within Sector II. The proffered CDP/FDP and the proffers also addressed providing bus stops along Tysons Boulevard, a ground level connection to the station and provided for an extensive walkway system to integrate the rest of Tysons II with the station by linking the internal plazas with the sidewalks and allowing for possible elevated pedestrian crossings of Tysons Boulevard and Galleria Drive. The layout also included spaces for retail uses on the ground floor of the buildings both along the public streets and on the internal plazas. The PDC District allows approval of an electrically-powered regional rail transit facility as a special exception use.

The approval of PCA 84-D-049-05 included proffered commitments to provide rights-of-way and easements for the future rail project and for coordination between the property owners and the rail project with regard to integration of the engineering plans for the two projects. The proposed station was shown on the proffered CDP/FDP. However, given the uncertainty with regard to the funding of the Metrorail project in 2003, the proffers also stated that unless and until a Full Funding Grant Agreement (FFGA) was entered into by the Federal Government, Tysons II would be governed by the proffers that were in place prior to the approval of PCA 84-D-049. Approval of the FFGA is anticipated during the spring of 2009. The records of the approval of PCA 84-D-49-06 are on file with the Department of Planning and Zoning.

Tysons Corner Center (Appendix 4)

On January 7, 2007, pursuant to the approval of RZ/FDP 2004-PR-044, Tysons Corner Center was rezoned to the PDC District to allow the development of a mixed use center consisting of approximately 6.0 million SF. including the existing regional shopping center (approx. 2.4 million SF.) offices (approximately 1.3 million SF.), hotel (approximately 266,000 SF.) and up to 1,385 multi-family residential dwelling units (approx. 1.7 million SF.). This approval was based on the rail related densities allowed by the Comprehensive Plan and included a planned connection to the future Tysons Central 123 Station. To address the uncertainty with the funding of the rail project, the proffers included a "Prior to Rail" optional plan that reduced the gross floor area of the proposed development to a level consistent with the overall gross floor area allowed under the previous zoning. The proffers included a commitment to construct, in coordination with the rail project: a wider pedestrian bridge across Rt. 123; a pavilion or entrance area to the metro station; connections to the rest of the project at the elevation of the future pedestrian bridge across Rt. 123 (which coincides with the elevation of the second level of the existing mall); and a four bay bus depot adjacent to Rt. 123. In furtherance of the proffered cooperation, the owner of Tysons Corner Center and the rail project team have executed an agreement with regard to the construction of the portions of the station located on the south side of Rt. 123. Finally, the proffers associated with RZ 2004-PR-044 permit Fairfax County or the project team to demand dedication of rights-of-way within 60 days of prior notice. The proffers also make provisions for the rail project to construct the proffered improvements to the rail station if the land owners of Tysons Corner Center fail to commence construction with the rail project schedule. The agreement between the land owners of Tysons Corner Center and the Department of Rail and Public Transportation is attached in Appendix 4.

COMPREHENSIVE PLAN PROVISIONS (See Staff Report Part I)

Plan Area:	II
Planning Sector:	Tysons Corner Urban Center, Land Units N & P
Plan Map:	Mixed Use
Plan Text:	

Fairfax County Comprehensive Plan, Area II, 2007 Edition; Tysons Corner Urban Center, as amended through January 27, 2003, **LAND UNIT RECOMMENDATIONS, LAND UNIT N**, pages 129 – 130:

"SUB-UNIT N-3 . . .***Option with Rail***

If a rapid rail station site is selected and programmed for design and construction in proximity to this sub-unit, mixed-use development with an intensity (for all nonresidential uses) up to 2.0 FAR is appropriate for the area within 1,000 feet of the station platform."

Fairfax County Comprehensive Plan, Area II, 2007 Edition; Tysons Corner Urban Center, as amended through January 27, 2003, **LAND UNIT RECOMMENDATIONS, LAND UNIT P**, pages 129 – 130:

SUB-UNIT P-1

Sub-unit P-1 is planned for retail, office, hotel, support retail and service uses up to 0.8 FAR. Also encouraged are public/semi-public uses, a conference center and/or convention center, as well as flexibility to include recreational uses. The existing super-regional shopping center, Tysons Corner Center, is a significant component of Tysons Corner which should be encouraged to expand, modify and diversify its structures and uses as appropriate in order to remain a vital component of the metropolitan area's retail sector.

Option with Rail

If a rapid rail station site is selected and programmed for design and construction in proximity to this sub-unit, mixed-use development with an intensity (for all nonresidential uses) up to 2.0 FAR is appropriate for the area within 1,000 feet of the station platform. Sites between 1,000 and 1,600 feet of the station platform are appropriate for mixed-use development with intensities (for all nonresidential uses) between 1.2 and 1.65 FAR. Compatible transitions of height, bulk and intensity to adjacent development should be considered within the 1,600 feet area. In any development proposal submitted under this option, planned nonresidential intensity can be replaced by residential use as provided under the Alternative Land Use Guidelines in the Area-wide Recommendations section.

ANALYSIS

Special Exception Plat (Copy at front of staff report)

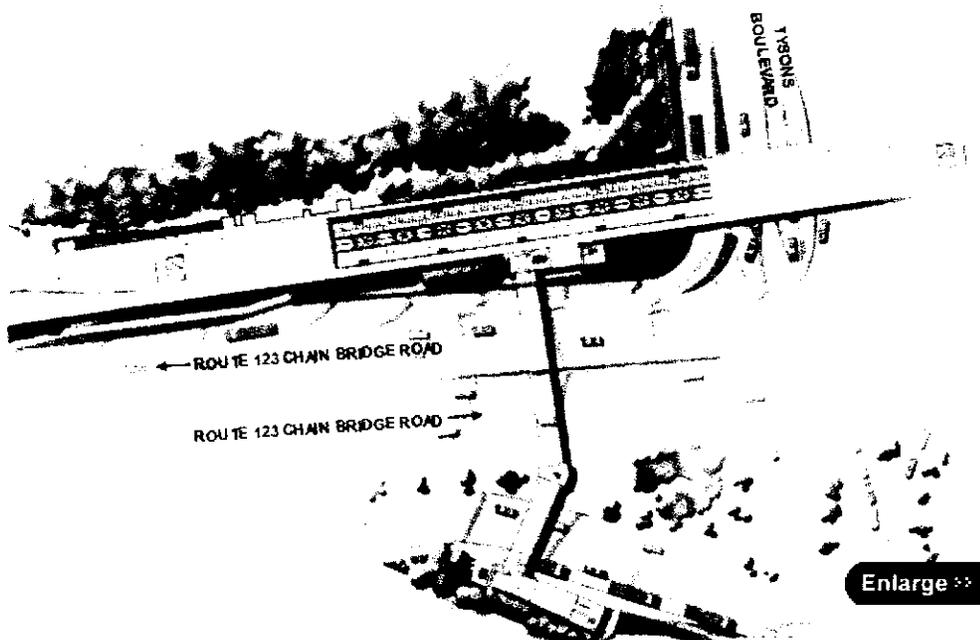
Title of SE Plat: Tysons Central 123 Station
 Prepared By: Dewberry & Davis, LLC
 Original and Revision Dates: February 20, 2008 as revised through October 1, 2008.

The Special Exception Plat consists of 8 sheets.

Central 123 Station	
Sheet #	Description of Sheet
1 of 8	Title Sheet, Vicinity Map
2 of 8	Site Layout, Special Exception Plat
3 of 8	Landscape, Existing Vegetation and Sign Plan
4 of 8	Station Perspective, Notes & Tabulations
5 of 8	Station Plan View Details
6 of 8	Pedestrian Bridge Details
7 of 8	Elevations and Sections
8 of 8	Elevations and Sections

Site Layout:

As illustrated below, the Tysons Central 123 station is located on the north side of Route 123, with an elevated pedestrian bridge connecting the station to the south side of Route 123. The station includes an entrance accessed at street level from Tysons Boulevard and Route 123. In addition, a connection point has been accommodated on the north side of the station for a future above grade pedestrian connection to office buildings planned to the north of the station.



The elevated pedestrian bridge across Route 123 will connect the station to an entrance pavilion on the south side of Route 123. The southern entrance pavilion will be constructed by the Tysons Corner Center pursuant to their proffers and the agreement with the project team to construct the entrance pavilion, pedestrian connections to Tysons Corner Center and a bus depot along Rt. 123. These features are shown on the proffered CDP/FDP for RZ 2004-PR-044 and do not need to be addressed as part of this special exception application.

Access to this station will be primarily pedestrian oriented. Bus stops and bus bays are proposed on each side of Rt. 123; however, there will not be either parking or a Kiss & Ride lot at this station. Three bus stops will be installed on southbound Tysons Boulevard near Rt. 123 and three to four bus bays constructed by Tysons Corner Center adjacent to Rt. 123 on the south side of Rt. 123.

Station Layout:

The Tysons Central 123 station will consist of three levels, including ground (plaza), mezzanine and platform levels. Pedestrians can gain entry into the station from the ground level by using escalators, stairs or elevators to get to the higher levels to access trains and associated amenities. Access to the station from the north side of Route 123 is from the open plaza located under the station at ground level that connects with sidewalks along Tysons Boulevard and the north side of Route 123. As noted on the SE Plat and in the Statement of Justification, the south entrance will be constructed by others (land owners of Tysons Corner Center). Bicycle racks and bike lockers are located on the street level near the station entrance. Within the station, at the ground level entrance, there will be public space for seating or possibly retail use.

The second level of this station will be the platform level where patrons can board and disembark the trains. Patrons will either come up from the street or come down from the mezzanine level. As noted above, the rail-related CDP/FDP proffered as part of the Tysons II development includes a possible access point from the upper mezzanine directly to the plazas; this access point is to be constructed within Sector II. The station plans have been designed to accommodate this direct access through the installation of a knock-out panel, which can be removed with the development of Building K, the building within Sector II closest to this future station entrance.

Station Architecture:

As described in the applicant's statement of justification, the station wall finishes will be textured pre-cast concrete panels with a vaulted roof over the mezzanine which will cover approximately 300-feet of the track platform and provide coverage for all vertical circulation elements and equipment. The pedestrian bridge will have sloping walls comprised of a tight woven wire material. The finishes and station features are not specifically determined at this time.



Parking and Access:

While both Tysons II and the Tysons Corner Center will be constructing parking garages adjacent to the future station, this parking is to support their projects and is not intended to provide parking for transit users.

Stormwater Management

Stormwater runoff from the station is collected in a closed system and routed into the existing pond on the Tysons II Land Company property.

Landscaping:

As noted by the applicant, the landscaping concept includes screening of the station wall and buffering of the hardscape, such as the sidewalks, along Rt. 123, and screening of the site itself from future development to the north of the station. Trees are proposed in planting strips that are a minimum of five feet wide. Tree calipers are proposed at two inches in diameter.

Noise Mitigation Features

The applicant has noted that noise impact studies were performed as part of the FEIS which considered ambient conditions and future operations of the station. No impacts were identified requiring mitigation. However, the tracks have parapet walls on either side to reduce wheel noise. In addition, during construction, the project is subject to the requirements of the Fairfax County Noise Ordinance.

National Historic Preservation Act (NHPA)

The impact of known archeological resources and historic architectural resources was assessed as part of the Final Environmental Impact Report. Section 106 compliance was provided by a Memorandum of Agreement which is part of the project's Record of Decision. No adverse impacts were revealed at the Tysons Central 123 station.

Land Use Analysis

This application presents no land use issues. The staff report for the companion 2232 applications notes that all of the stations are in conformance with the Comprehensive Plan.

Transportation Analysis (Appendix 5)

There are no transportation issues associated with this application. As requested by staff, the applicant has coordinated the location and type of bike lockers place at this station with the Fairfax County Department of Transportation.

Environmental Analysis (Appendix 6)*Landscaping*

Staff has proposed a series of development conditions relating to the development of a detailed landscape plan at a later date. The conditions specify that the landscape plans shall conform to the Public Facilities Manual and the Zoning Ordinance and that the project will consult with UFMD during development and implementation of the plan. Staff notes that these conditions allow the project to proceed and develop innovative solutions to landscaping issues, such as minimum planting areas.

Public Facilities Analysis (See 2232 report)**Sanitary Sewer Analysis, Fairfax County Water Authority and Fire and Rescue Analysis**

Analysis of the impacts of this proposal on the public facilities of Fairfax County can be found in the attached 2232 staff report.

ZONING ORDINANCE PROVISIONS (Appendix 10)

Electrically-powered regional rail transit facilities are exempted, by the language of the Zoning Ordinance, from several of the minimum requirements which apply to most development. Specifically, Section 9-405 notes that; *electrically-powered regional rail transit facilities shall not have to comply with the minimum lot size requirements of the district in which located.*

Section 9-404 of the Zoning Ordinance notes that, *except for electrically-powered regional rail transit facilities, as further qualified in Sect. 405 below, all buildings and structures shall comply with the bulk regulations of the zoning district in which located.* Section 405 qualifies that parking structures associated with these rail transit facilities are required to meet bulk standards. No parking structures are proposed with this station

Section 13-301 of the Zoning Ordinance requires transitional screening and/or barriers for rail stations adjacent to all residential uses, child care/church/school uses, and community uses. While the existing development around these stations is primarily retail and office , staff is aware that as the areas within ½ mile of this transit station redevelop under the site specific Rail-related recommendations and Transit Oriented Development guidelines of the Comprehensive Plan, uses may be proposed that would have triggered the transitional screening and/or barrier requirements in the Zoning Ordinance. However, staff has determined that the current landscaping plans, with the proposed development conditions that envision the provision of supplemental landscaping in coordination with UFMD, are well designed to soften the architecture of the structures and therefore negates the need for

requiring transitional screening and/or barrier requirements as they would serve to frustrate efforts to integrate the station into any newly proposed pedestrian friendly nearby transit oriented development. Therefore, staff recommends a modification of all transitional screening and barrier requirements for this Metrorail Station in favor of that depicted on the SE Plat as may be supplemented by the proposed development conditions.

General Special Exception Standards

General Standards (Sect. 9-006)

Paragraph 1 requires that the proposed use be in harmony with the Comprehensive Plan. As noted in the attached 2232 report, this application is substantially in accord and in harmony with provisions of the adopted Comprehensive Plan, which identifies this site as a location for a future transit station and includes an optional development level related to the provision of transit to this location.

Paragraph 2 requires that the proposed use be in harmony with the purpose and intent of the applicable zoning district regulations. The PDC District was established to encourage the innovative and creative design of commercial development. The district regulations are designed to accommodate the preferred high density land uses which could produce detrimental effects on neighboring properties if not strictly controlled as to location and design; to insure high standards in the lay-out, design and construction of commercial developments; and otherwise to implement the stated purpose and intent of this Ordinance. The electrically powered regional rail facilities are in harmony with this purpose as they provide multi-modal transportation choices to the residential, retail and commercial uses in the Tysons Corner area and the approved PDC Districts on either side of Rt. 123 were designed with integration with the future transit station as one of the central features of the design. As such, staff has concluded that this standard is satisfied.

Paragraph 3 requires that the proposed use be harmonious with and not adversely affect the use or development of neighboring properties in accordance with applicable zoning district regulations and the adopted Comprehensive Plan. The location, size and height of buildings, structures, walls and fences, and the nature and extent of screening, buffering and landscaping shall be such that the use will not hinder or discourage the appropriate development and use of adjacent or nearby land and/or buildings or impair the value thereof. As detailed above, the Zoning Ordinance recognizes the special nature of this use by exempting it from specific guidelines related to lot size and bulk requirements. However, even so, staff finds that the stations will not adversely affect the use or development of neighboring properties as transit is envisioned in the Comprehensive Plan for Tysons Corner generally and this station in particular will have a small footprint, will not displace any existing structures and will, in fact, provide improved access to many of the retail and commercial uses within the ¼ to ½ mile radius of the entrances. Further, the properties immediately adjacent to the proposed station have been recently rezoned in accordance with the "Option with Rail contained in the current Comprehensive Plan. As such, staff has concluded that this standard is satisfied.

Paragraph 4 states that the proposed use shall be such that pedestrian and vehicular traffic associated with such use will not be hazardous or conflict with the existing and anticipated traffic in the neighborhood. The pedestrian and vehicular traffic associated with this station will not create a hazard or conflict with the anticipated traffic in the neighborhood. The station

will be only accessed by foot or bus as there will be no Kiss and Ride lot or other parking lot here. The pedestrian bridges across the Route 123 right of way Route 123 will separate pedestrians from vehicular traffic. Finally, the vehicular traffic associated with this station is expected to be small, since, as an urban station in the center of Tysons Corner, it would not be expected to generate much drop off traffic. As such, staff has concluded that this standard is satisfied.

Paragraph 5 states that in addition to the standards which may be set forth in this Article for a particular category or use, the Board may require landscaping and screening in accordance with the provisions of Article 13. The applicant is providing landscaping on this site where the particular use does not generally have a landscaping requirement. In addition, proposed development conditions require coordination with UFM during the development and installation of the landscaping plan. As such, with implementation of the proposed development conditions and the landscaping already proposed, staff has concluded that this standard is satisfied.

Paragraph 6 states that open space should be provided in an amount equivalent to that specified for the zoning district in which the proposed use is located. The Zoning Ordinance requires 15% open space in these Zoning Districts, and the applicant is proposing 15% open space. Therefore, staff has concluded that this standard is satisfied.

Paragraph 7 states that adequate utility, drainage, parking, loading and other necessary facilities to serve the proposed use shall be provided. Staff finds that there are adequate utilities for the needs of this station as the site is served by public water and the Metrorail system will adequately provide electricity to run the trains and operate the stations. Staff notes that the stormwater management and drainage will be reviewed by the Department of Conservation and Recreation (DCR) per the Memorandum of Agreement but that staff also finds that the site will not increase the impervious nature of the area in any significant way, and, for that reasons, finds that there is little reason to believe that this use will affect the drainage of the area. However, the applicant has noted that stormwater runoff from the station is to be collected in a closed system and routed into the existing pond on the Tysons II Land Company property to the north of the station. The use has no parking or loading requirements per the Zoning Ordinance and therefore staff finds that this standard has been satisfied.

Paragraph 8 states that signs shall be regulated by the provisions of Article 12; however, the Board may impose more strict requirements for a given use than those set forth in this Ordinance. The applicant proposes typical Metro signage, as depicted on the SE Plat and staff notes that the signs are consistent with most Metrorail stations. The signs will be regulated by WMATA policy, which has been established by the area jurisdictions with representation of Fairfax County. Therefore, staff finds that this standard has been satisfied.

Standards for all Category 4 Uses

In addition to the general standards set forth in Sect. 006 above, all Category 4 special exception uses shall satisfy specific standards as listed below.

Paragraph 1 states that, except for electrically-powered regional rail transit facilities, as further qualified in Sect. 405 below, all buildings and structures shall comply with the bulk regulations of the zoning district in which located. Sect. 405 indicates that parking structures associated with electrically-powered regional rail facilities shall comply with the bulk regulations of the zoning district in which located. There is no parking structure associated with this station. Thus, staff notes that the station is not required to meet the bulk regulations of these zoning districts.

Paragraph 2 states that any rooftop surface or touchdown pad which will be utilized as an elevated helistop shall be designed and erected in a manner sufficient to withstand the anticipated additional stress. There are no rooftop surfaces or touchdown pads associated with the Metrorail station, therefore this standard is not applicable.

Paragraph 3 states that, except in the I-6 District, all maintenance, repair and mechanical work, except that of an emergency nature, shall be performed in enclosed buildings. The applicant does not plan to conduct ordinary maintenance, repair or mechanical work on the trains at this station, thus staff feels that this standard, has been satisfied.

Paragraph 4 states that all facilities shall be so located and so designed that the operation thereof will not seriously affect adjacent residential areas, particularly with respect to noise levels. Parapet walls along the tracks will reduce wheel noise of the rail cars, and all construction work is subject to County noise regulations. The applicant states that a noise impact study conducted as part of the Final Environmental Impact Statement (FEIS) concluded that noise will not exceed Federal Transit Administration (FTA) or WMATA criteria during operation of Metrorail, and that no noise impacts requiring mitigation were identified, consistent with Plan guidelines. Therefore, staff finds that this standard is satisfied.

Paragraph 5, 6 7 concern uses associated with aircraft and are thus not applicable to this application.

Paragraph 8 states that before establishment, all uses, including modifications or alterations to existing uses, except regional non-rail transit facilities and electrically-powered regional rail transit facilities operated by WMATA, shall be subject to the provisions of Article 17, Site Plans. Regional non-rail transit facilities and electrically-powered regional rail transit facilities operated by WMATA shall be established in conformance with the provisions of the agreement between WMATA and the County. Staff has included the Memorandum of Agreement and Record of Decision governing the extension project and staff finds that this standard is satisfied.

Additional Standards for Electrically-Powered Regional Rail Transit Facilities

Paragraph 1 states that electrically-powered regional rail transit facilities shall not have to comply with the minimum lot size requirements of the district in which located. Staff simply notes that this provision allows the lot size to be the minimum required to site the station and finds the standard satisfied.

Paragraph 2 notes that notwithstanding Par. 1 of Sect. 404 above, parking structures associated with electrically-powered regional rail transit facilities shall comply with the bulk regulations of the zoning district in which located. There are no parking structures associated with this application; therefore, this standard is not applicable to this application.

Overlay District Requirements

Sign Control (SC) (Sect. 7-500)

The Sign Control Overlay District (SCOD) has been established in this area to restrict freestanding signs. Specifically, Section 12-204 places certain restrictions on commercial and industrial uses within the SCOD. As noted in the overview section of this report, signage at WMATA facilities is subject to the approval of the Board of Supervisors, which is being accomplished through action on this pending special exception application.

Highway Corridor (HC) (Sect. 7 600)

The Highway Corridor Overlay District has been established in this are to limit certain automobile oriented, fast service, or quick turn-over uses. The proposed use in this application does not include these types of uses. Therefore, this proposal is in conformance with the Highway Corridor Overlay District.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

Staff finds this application for an electrically powered regional rail transit facility in harmony with the Comprehensive Plan and in conformance with the applicable Zoning Ordinance Provisions.

Recommendation

Staff recommends that the Planning Commission find that the facility proposed under 2232-P08-011 does satisfy the criteria of location, character and extent as specified in Sect. 15.2-2232 of the Code of Virginia, and is substantially in accord with the provisions of the Comprehensive Plan.

Staff recommends that that the Board of Supervisors approve SE 2008-PR-035 subject to the proposed development conditions in Appendix 1.

Staff recommends approval of a waiver of the transitional screening and barrier requirements in favor of that shown on the SE Plat.

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

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

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

APPENDICES

1. Proposed Development Conditions
2. Affidavit
3. Statement of Justification
4. Tysons Corner Center-Department of Rail and Public Transportation Agreement re: Proffer Commitments of Tysons Corner Center (March 30, 2007)
5. Transportation Analysis
6. Environmental Analysis
7. Urban Forestry Analysis
8. Park Authority Analysis
9. Historic Preservation Analysis
10. Fairfax County Water Analysis
11. Applicable Zoning Ordinance Provisions

PROPOSED DEVELOPMENT CONDITIONS

SE 2008-PR-035

January 14, 2009

If it is the intent of the Board of Supervisors to approve SE 2008-MD-035 located at (Tax Map 29-4 ((10)) 4A Part, 5A Part, 5B Part and 5C Part, for an electrically powered regional rail transit facility pursuant to Sect. 9-401 of the Fairfax County Zoning Ordinance, the staff recommends that the Board condition the approval by requiring conformance with the following development conditions:

1. This Special Exception is granted for and runs with the land indicated in this application and is not transferable to other land.
2. This Special Exception is granted only for the purpose(s), structure(s) and/or use(s) indicated on the special exception plat approved with the application, as qualified by these development conditions.
3. A copy of these development conditions shall be included in all relevant plans, as determined by the Department of General Services (DGS), of each station.
4. Certification from DGS shall be provided to the Department of Planning and Zoning that the project conforms to these special exception conditions prior to the issuance of a Non-Residential Use Permit (Non-RUP). Minor modifications to the approved special exception may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.
5. Noise attenuation measures as specified in the Amended Record of Decision (ROD) dated November 17, 2006 shall be provided unless modifications are approved by the Fairfax County Department of Planning and Zoning.
6. Vibration attenuation measures as specified in the amended ROD dated November 17, 2006 shall be provided unless modifications are approved by the Fairfax County Department of Planning and Zoning.
7. Stormwater management plans shall be implemented as determined by the Virginia Department of Conservation and Recreation (DCR).
8. Signs shall be regulated by Washington Metropolitan Transit Authority (WMATA) standards.
9. Advertising within the station shall be regulated by WMATA standards.
10. Lighting shall be in conformance with WMATA standards and the Outdoor Lighting Standards contained in the Zoning Ordinance.
11. Erosion and Sediment control plans shall be implemented as determined by DCR.
12. In order to maximize the survivability of vegetation onsite and to encourage innovative landscaping techniques, development of the landscape plan, including the selection of plantings to be used, shall be coordinated with Urban Forest Management Division of Fairfax County Department of Public Works and Environmental Services (UFMD), and UFMD shall

be contacted for input during its development. Upon its completion of a landscape plan, a copy of the landscape plan shall be submitted to the Department of General Services (DGS) and UFMD for comment. Comments from UFMD received by DGS, or their designee, within 10 working days shall be considered for implementation.

13. The project shall satisfy minimum planting area requirements for all proposed planting onsite unless modified and may include the use of soil cells, or other innovative techniques as recommended by UFMD. Planting details illustrating innovative techniques shall be included with landscape plans provided to UFMD for review.
14. Any future retail use at this station shall comply with the Zoning Ordinance in effect at that time and may require further action by DPZ and/or the Board of Supervisors.
15. Additional pedestrian connections to the station such as pedestrian bridges and walkways may be established subject to the submission of a detailed design proposal to the Department of Planning and Zoning for staff evaluation and approval.

The above proposed conditions are staff recommendations and do not reflect the position of the Board of Supervisors unless and until adopted by that Board.

This approval, contingent on the above noted conditions, shall not relieve the applicant from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. The applicant shall be himself responsible for obtaining the required Non-Residential Use Permit through established procedures, and this Special Exception shall not be valid until this has been accomplished.

Pursuant to Section 9-015 of the Zoning Ordinance, this special exception shall automatically expire, without notice, thirty-six (36) months after the date of approval unless the use has been established or construction has commenced on the elevated and/or at grade guideway as applicable. The Board of Supervisors may grant additional time to establish the use or to commence construction if a written request for additional time is filed with the Zoning Administrator prior to the date of expiration of the special exception. The request must specify the amount of additional time requested, the basis for the amount of time requested and an explanation of why additional time is required.

SPECIAL EXCEPTION AFFIDAVIT

DEC 19 2008

DATE: _____
(enter date affidavit is notarized)

I, Jonathan P. Rak, Esquire, 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 102305d

in Application No.(s): SE 2008-PR-035
(enter County-assigned application number(s), e.g. SE 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 are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
The Virginia Department of Rail and Public Transportation Representative: Charles M. Badger	1593 Spring Hill Road, Suite 600 Vienna, VA 22182	Applicant with Metropolitan Washington Airports Authority (MWAA) on behalf of Washington Metropolitan Area Transit Authority (WMATA)
Metropolitan Washington Airports Authority (MWAA) Agents: Charles S. Carnaggio Marcia S. McAllister James L. Van Zee	1593 Spring Hill Road, Suite 300 Vienna, VA 22182	Applicant with Virginia Department of Rail and Public Transportation on behalf of Washington Metropolitan Area Transit Authority (WMATA)
Washington Metropolitan Area Transit Authority (WMATA) Agents: Gary (nmi) Malaski John D. Thomas Neil E. Nott	600 - 5th Street, N.W. Washington, D.C. 20001	Applicant

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

Special Exception Attachment to Par. 1(a)

DATE: DEC 19 2008
 (enter date affidavit is notarized)

102305 d

for Application No. (s): SE 2008-PR-035
 (enter County-assigned application number (s))

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Commonwealth of Virginia, a body corporate and politic Agent: Peter E. Vigliotti	14685 Avion Parkway Chantilly, VA 20151	Title Owner of Tax Map No. 29-4 station and pedestrian bridge and 29-4 ((10)) 4A, part, 5A, part, 5B, part, 5C, part and portions of Rt. 123 and Tysons Boulevard right-of-way
Dulles Transit Partners, LLC Agents: Frank G. Turpin Ernest S. Lee George B. Morschauer	1595 Spring Hill Road, Suite 600 Vienna, VA 22182	Engineer/Agent for Applicant
Dewberry & Davis LLC Agent: Lawrence A. McDermott	8401 Arlington Boulevard Fairfax, VA 22031	Engineer/Agent for Applicant
McGuire Woods LLP Agents: Carson Lee Fifer, Jr. Joanna C. Frizzell David R. Gill Jonathan P. Rak Gregory A. Riegler Mark M. Viani Kenneth W. Wire Lisa M. Chiblow Lori R. Greenlief Sheri L. Hoy	1750 Tysons Boulevard, Suite 1800 McLean, VA 22102	Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Planner/Agent Planner/Agent Planner/Agent

(check if applicable)

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

SPECIAL EXCEPTION AFFIDAVIT

DEC 19 2008

DATE: _____
(enter date affidavit is notarized)

102305d

for Application No. (s): SE 2008-PR-035
(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:

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

CORPORATION INFORMATION

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

The Virginia Department of Rail and Public Transportation
1595 Spring Hill Road, Suite 600
Vienna, VA 22182

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)

The Virginia Department of Rail and Public Transportation is a governmental authority, not a coporation

(check if applicable) There is more corporation information and Par. 1(b) is continued on a "Special Exception Affidavit 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.

Special Exception Attachment to Par. 1(b)

DATE: DEC 19 2008
(enter date affidavit is notarized)

102305 d

for Application No. (s): SE 2008-PR-035
(enter County-assigned application number (s))

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

Metropolitan Washington Airports Authority (MWAA)
1593 Spring Hill Road, Suite 300
Vienna, VA 22182

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 Metropolitan Washington Airports Authority, a body corporate and politic created by interstate compact between the Commonwealth of Virginia and the District of Columbia under Chapter 598 of the 1985	Acts of Virginia Assembly, as amended, codified at Va. Code §5.1-152 et seq. (2001), and by the District of Columbia Regional Airports Authority Act of 1985, as amended, codified at D.C. Code ann.	§§9-901 et seq. (2001). There are no shareholders.
--	--	--

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

Washington Metropolitan Area Transit Authority (WMATA)
1953 Spring Hill Road
Vienna, VA 22182

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)

Washington Metropolitan Area Transit Authority (WMATA) is a governmental entity, not a corporation

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

Special Exception Attachment to Par. 1(b)

DATE: DEC 19 2008
(enter date affidavit is notarized)

102305d

for Application No. (s): SE 2008-PR-035
(enter County-assigned application number (s))

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

Dulles Transit Partners, LLC
1595 Spring Hill Road, Suite 600
Vienna, VA 22182

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)

Bechtel Infrastructure Corporation,
a Nevada corporation
Washington Group International, Inc., an
Ohio corporation

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

Bechtel Infrastructure Corporation, a Nevada corporation
5275 Westview Drive
Frederick, MD 21703

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)

Bechtel Infrastructure Corporation is an
indirect wholly owned subsidiary of Bechtel
Group, Inc.

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

Special Exception Attachment to Par. 1(b)

DATE: DEC 19 2008
(enter date affidavit is notarized)

102 305 d

for Application No. (s): SE 2008-PR-035
(enter County-assigned application number (s))

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

Bechtel Group, Inc.
50 Beale Street
San Francisco, CA 94105-1895

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)

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

Dewberry & Davis LLC
8401 Arlington Boulevard
Fairfax, VA 22031

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

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

Special Exception Attachment to Par. 1(b)

DATE: DEC 19 2008
(enter date affidavit is notarized)

102305 d

for Application No. (s): SE 2008-PR-035
(enter County-assigned application number (s))

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

Washington Group International, Inc., an Ohio corporation
720 Park Boulevard
Boise, ID 83712

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)

Washington Holdings Inc., a Delaware corporation

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

Washington Holdings, Inc., a Delaware corporation
720 Park Boulevard
Boise, ID 83712

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)

URS Holdings, Inc., a Delaware corporation

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

Special Exception Attachment to Par. 1(b)

DATE: DEC 19 2008
(enter date affidavit is notarized)

102305d

for Application No. (s): SE 2008-PR-035
(enter County-assigned application number (s))

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

URS Holdings, Inc., a Delaware corporation
600 Montgomery Street
26th Floor
San Francisco, CA 94111

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)

URS Corporation, a Delaware corporation

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

URS Corporation, a Delaware corporation
600 Montgomery Street, 26th Floor
San Francisco, CA 94111

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)

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

Special Exception Attachment to Par. 1(b)

DATE: DEC 19 2008
(enter date affidavit is notarized)

102305d

for Application No. (s): SE 2008-PR-035
(enter County-assigned application number (s))

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

The Dewberry Companies LC
8401 Arlington Boulevard
Fairfax, VA 22031

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Sidney O. Dewberry
Barry K. Dewberry
Karen S. Grand Pre
Michael S. Dewberry
Thomas L. Dewberry

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

Commonwealth of Virginia, a body corporate and politic
14685 Avion Parkway
Chantilly, VA 20151

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 Commonwealth of Virginia is a
governmental authority, not a corporation

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

SPECIAL EXCEPTION AFFIDAVIT

DEC 19 2008

DATE: _____
(enter date affidavit is notarized)

102305d

for Application No. (s): SE 2008-PR-035

(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, and number, street, city, state, and zip code)
McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
McLean, VA 22102

(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)

Equity Partners of McGuireWoods LLP

- | | | |
|-------------------------|-----------------------|------------------------|
| Alphonso, Gordon R. | Becker, Scott L. | Buchan, Jonathan E. |
| Anderson, Arthur E., II | Becket, Thomas L. | Busch, Stephen D. |
| Anderson, Corby C. | Beil, Marshall H. | Cabaniss, Thomas E. |
| Andre-Dumont, Hubert | Belcher, Dennis I. | Cacheris, Kimberly Q. |
| Bagley, Terrence M. | Bell, Craig D. | Cairns, Scott S. |
| Barger, Brian D. | Bilik, R. Eric | Capwell, Jeffrey R. |
| Baril, Mary Dalton | Boland, J. William | Carter, Joseph C., III |
| Barnum, John W. | Brenner, Irving M. | Cason, Alan C. |
| Barr, John S. | Brooks, Edwin E. | Chaffin, Rebecca S. |
| Beane, John C. | Brown, Thomas C., Jr. | Cobb, John H. |

(check if applicable) There is more partnership information and Par. 1(c) is continued on a "Special Exception Affidavit 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.

Special Exception Attachment to Par. 1(c)

DEC 19 2008

DATE: _____
(enter date affidavit is notarized)

102305d

for Application No. (s): SE 2008-PR-035
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Cogbill, John V., III	Freedlander, Mark E.	Jeffcoat, Brenton D.
Cordell, Stephen L.	Freye, Gloria L.	Johnston, Barbara Christie
Covington, Peter J.	Fuhr, Joy C.	Kanazawa, Sidney (nmi)
Cramer, Robert W.	Germaise, Susan L.	Katsantonis, Joanne (nmi)
Cromwell, Richard J.	Getchell, E. Duncan, Jr.	Keenan, Mark L.
Culbertson, Craig R.	Gibson, Donald J., Jr.	Kennedy, Wade M.
Culbreth, James H., Jr.	Glassman, Margaret M.	King, Donald E.
Cullen, Richard (nmi)	Glickson, Scott L.	King, Sally Doubet
Cutchins, Clifford A., IV	Gold, Stephen (nmi)	Kittrell, Steven D.
de Cannart d'Hamale, Emmanuel	Goldstein, Philip (nmi)	Kratz, Timothy H.
De Ridder, Patrick A.	Goodall, Larry M.	Krueger, Kurt J.
Dickerman, Dorothea W.	Gordon, Alan B.	Kutrow, Bradley R.
Dillon, Lee Ann	Grandis, Leslie A.	La Fratta, Mark J.
DiMattia, Michael J.	Grant, Richard S.	Lias-Booker, Ava E.
Dimitri, James C.	Greenberg, Richard T.	Lieberman, Richard E.
Dorman, Keith A.	Grieb, John T.	Little, Nancy R.
Douglass, W. Birch, III	Harmon, Jonathan P.	Long, William M.
Downing, Scott P.	Harmon, T. Craig	Manning, Amy B.
Dyke, James Webster, Jr.	Harmon, Yvette (nmi)	Marianes, William B.
Edwards, Elizabeth F.	Hartsell, David L.	Marks, Robert G.
Evans, David E.	Hayden, Patrick L.	Marshall, Gary S.
Ey, Douglas W., Jr.	Hayes, Dion W.	Marshall, Harrison L., Jr.
Feller, Howard (nmi)	Heberton, George H.	Marsico, Leonard J.
Fennebresque, John C.	Horne, Patrick T.	Martin, Cecil E., III
Fifer, Carson Lee, Jr.	Isaf, Fred T.	Martin, George Keith
Foley, Douglas M.	Iselin, Benjamin B.	Martinez, Peter W.
Fox, Charles D. IV	Jackson, J. Brian	Mason, Richard J.
France, Bonnie M.	Jarashow, Richard L.	Mathews, Eugene E. III

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

Special Exception Attachment to Par. 1(c)

DATE: DEC 19 2008
(enter date affidavit is notarized)

102305 d

for Application No. (s): SE 2008-PR-035
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Mayberry, William C.	Parker, Brian K.	Sellers, Jane Whitt
McArver, R. Dennis	Pilkington, Kathy L.	Shelley, Patrick M.
McCallum, Steven C.	Plotkin, Robert S.	Simmons, L. D., II
McDonald, John G.	Potts, William F., Jr.	Simmons, Robert W.
McElligott, James P.	Pryor, Robert H.	Sipprelle, Keith A.
McElroy, Robert G.	Pusateri, David P.	Skinner, Halcyon E.
McFarland, Robert W.	Rak, Jonathan P.	Slone, Daniel K.
McGoogan, E. Graham, Jr.	Rappaport, Richard J.	Smith, Stuart (nmi)
McIntyre, Charles Wm.	Reid, Joseph K., III	Spahn, Thomas E.
McLean, James D.	Ricciardi, James P.	Spitz, Joel H.
McRill, Emery B.	Richardson, David L.	Stallings, Thomas J.
Menges, Charles L.	Riegle, Gregory A.	Steen, Bruce M.
Menson, Richard L.	Rifken, Lawrence E.	Stein, Marta A.
Michels, John J., Jr.	Riley, James B., Jr.	Stone, Jacquelyn E.
Middlebrooks, James G.	Riopelle, Brian C.	Summers, W. Dennis
Milton, Christine R.	Roberts, Manley W.	Suzumoto, Mark K.
Muckenfuss, Robert A.	Robinson, Stephen W.	Swan, David I.
Murphy, Sean F.	Rogers, Marvin L.	Swartz, Charles R.
Nesbit, Christopher S.	Rohman, Thomas P.	Tarry, Samuel L., Jr.
Newman, William A.	Rosen, Gregg M.	Thornhill, James A.
Nunn, Daniel B., Jr.	Russell, Deborah M.	Tirone, Joseph G.
Oakey, David N.	Rust, Dana L.	Van der Mersch, Xavier G.
O'Grady, Clive R. G.	Samuels, Lawrence R.	Van Etten, David B.
O'Grady, John B.	Satterwhite, Rodney A.	Vaughn, Scott P.
O'Hare, James P.	Scheurer, Philip C.	Vick, Howard C., Jr.
Oostdyk, Scott C.	Schewel, Michael J.	Viola, Richard W.
Padgett, John D.	Schill, Gilbert E., Jr.	Wade, H. Landis, Jr.
Pankey, David H.	Schmidt, Gordon W.	Walker, Howard W.

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

Special Exception Attachment to Par. 1(c)

DATE: DEC 19 2008
(enter date affidavit is notarized)

102305d

for Application No. (s): SE 2008-PR-035
(enter County-assigned application number (s))

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

McGuire Woods LLP
1750 Tysons Boulevard, Suite 1800
McLean, VA 22102

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

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

Walker, John Tracy, IV
Walsh, James H.
Watts, Stephen H., II
Wells, David M.
Werlin, Leslie M.
Westwood, Scott E.
White, Harry R., III
Whittemore, Anne Marie
Williams, Steven R.
Williamson, Mark D.
Wilson, Ernest G.
Wilson, James M.
Wood, R. Craig
Young, Kevin J.
Younger, W. Carter
Zirkle, Warren E.

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

SPECIAL EXCEPTION AFFIDAVIT

DEC 19 2008

DATE: _____
(enter date affidavit is notarized)

102305 d

for Application No. (s): SE 2008-PR-035
(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 "Special Exception Attachment to Par. 2" form.

SPECIAL EXCEPTION AFFIDAVIT

DATE: DEC 19 2008
(enter date affidavit is notarized)

102305d

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.)

Supervisor Catherine Hudgins is a Principal Director for the Washington Metropolitan Area Transit Authority (WMATA).

Supervisor Jeffrey McKay is an Alternate Director for the Washington Metropolitan Area Transit Authority (WMATA).

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 "Special Exception 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:

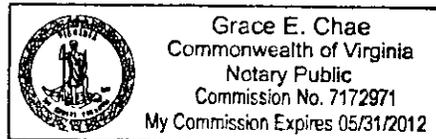
(check one) Applicant Applicant's Authorized Agent

Jonathan P. Rak, Esquire
(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 19th day of December 2008, in the State/Comm. of Virginia, County/City of Fairfax.

My commission expires: 5/31/2012

Grace E. Chae
Notary Public



Special Exception Attachment to Par. 3

DATE: DEC 19 2008
(enter date affidavit is notarized)

102305d

for Application No. (s): SE 2008-PR-035
(enter County-assigned application number (s))

David R. Gill (McGuireWoods LLP) donated \$100 to Supervisor Jeff McKay.

Gregory A. Riegler (McGuireWoods LLP) donated in excess of \$100 to Supervisor Jeff McKay.

James W. Dyke, Jr. (McGuireWoods LLP) donated in excess of \$100 to Gerry Connolly for Congress.

Gregory A. Riegler (McGuireWoods LLP) donated in excess of \$100 to Gerry Connolly for Congress.

McGuireWoods Federal PAC donated in excess of \$100 to Gerry Connolly for Congress.

Within the twelve-month period prior to the public hearing on this application, the law firm of McGuireWoods LLP, listed in Par. 1(a) of the affidavit as the applicant's attorney/agent, hosted a fundraising event for the election of Gerry Connolly to the United States Congress, the cost of which exceeded \$100.00.

(check if applicable)

There are more disclosures to the listed for Par. 3, and Par. 3 is continued further on a "Special Exception Attachment to Par. 3" form.

**Dulles Corridor Metrorail Project
Special Exception Application
Tysons Central 123 Station**

STATEMENT OF USE

December 22, 2008

Description of Special Exception (SE) Request

The Tysons Central 123 Station is one of four electrically-powered regional rail transit facilities (Metrorail stations) planned for the Tysons Corners area. This application has been filed by the Metropolitan Washington Airports Authority (MWAA) in coordination with the Virginia Department of Rail and Public Transportation (DRPT) on behalf of Washington Metropolitan Area Transit Authority (WMATA), who will eventually operate this extension of the existing rail system.

The station and associated north entrance will be located on Commonwealth of Virginia property (VDOT right of way) and on property currently under private ownership but which will be dedicated to the Fairfax County Board of Supervisors pursuant to proffers associated with RZ 84-D-049-5. The proffers indicate that once a federal Full Funding Grant Agreement for the project is executed, the land will be dedicated.

As shown on Sheet 2 of the Special Exception Plat, the station is located on the north side of Route 123 and includes an entrance accessed at street level from Tysons Boulevard and Route 123. A connection point has been accommodated on the north side of the station for a future above grade pedestrian connection to office buildings planned to the north. This future pedestrian connection would be constructed by others.

There will be a pedestrian bridge across Route 123 connecting the station to an entrance pavilion on the south side of Route 123. The entrance pavilion is to be constructed by Macerich East Development, LLC in accordance with a development agreement dated January 9, 2007 between the project and the property owner, Tysons Corner Property Holdings LLC. The development agreement requires that the entrance pavilion be constructed in compliance with the project schedule. If construction of the entrance pavilion does not commence when required by the project, Fairfax County through proffers associated with RZ 2004-PR-044 may demand dedication of the underlying land, and the project will complete the proposed entrance pavilion and the associated bus plaza.

There is no on-site parking at this station and no Kiss & Ride facility. Primary access to and from the station is by pedestrian movement. Three bus bays will be provided on southbound Tysons Boulevard near Route 123, and three to four bus bays will be provided by others on the south side of Route 123.

This SE request includes the station, sidewalk improvements, bus facilities along Tysons Boulevard, and the pedestrian bridge across Route 123. Neither the entrance

Special Exception Application, Tysons Central 123 Station
STATEMENT OF USE
December 22, 2008

pavilion on the south side of Route 123 nor a future pedestrian connection on the north side of the station is part of this SE application. The total SE area comprises 3.46 acres.

An electrically-powered regional rail transit facility not located in the right-of-way of the Dulles International Airport Access Highway, the combined Dulles International Airport Access Highway and Dulles Toll Road or an interstate highway is a Category 4 Special Exception Use per Section 2-517 of the Zoning Ordinance.

Description of Special Exception (SE) Plat

The Tysons Central 123 Station will consist of the following components:

- **Station and associated platform.** The passenger station itself will occupy a footprint of approximately 78,400 square feet. The station will consist of three levels, a plaza (ground floor) entry level, the track level and a mezzanine upper level where the pedestrian bridge will connect. Tracks entering the station from the east are on aerial guideway approaching Tysons Boulevard, and tracks at the west end of the station are on retained fill as they transition to tunnel under International Boulevard. The track platform level is covered by the station mezzanine and its vaulted roof, extending approximately 300-feet along the length of the track platform. The track platform is approximately 30-feet wide. Internally, the station levels are connected with escalators, elevators and stairways. There is a traction power substation and a tunnel ventilation structure incorporated into the westernmost end of the station. Three bus bays are located along Tysons Boulevard with a dedicated bus turning lane onto southbound Route 123. Sidewalk improvements in the vicinity of the station extend along Tysons Boulevard and on the north side of Route 123. Bicycle racks and bike lockers are shown at street level near the station entrance. There will be a bus pull off area on the south side of Route 123, but those facilities are not part of this application and will be constructed by others, as shown on the rezoning approval for Tysons Corner Center.
- **Elevated Pedestrian Bridge across Rt. 123.** A pedestrian bridge extends from the mezzanine level of the station to the entrance pavilion on the south side of Route 123 at Tysons Corner Center. The width of the pedestrian bridge is 16-feet between handrails, and the bridge is enclosed with woven wire mesh panels. The pedestrian bridge will have a single-sloped roof approximately 24-feet in width as shown on Sheet 2 of the Special Exception Plat. The pedestrian bridge can be accessed by elevators, escalators or stairs on either side of Route 123.
- **Station Entrances.** Access to the station from the north side of Route 123 is from the open plaza located under the station at ground level that connects with sidewalks along Tysons Boulevard and the north side of Route 123. The south entrance pavilion will be constructed in coordination with Tysons Corner Center. The south entrance pavilion was a feature of the plan approved with the Tysons Corner Center rezoning action.

Pertinent Data

The following information is provided as required by Fairfax County Zoning Ordinance, Sect. 9-011, Submission Requirements, Paragraph 7:

- A. Type of Operation: Electrically-powered regional rail transit facility
- B. Hours of Operation: In accordance with Metro schedules, currently 5:00am to midnight on weekdays, 7:00am to 3:00am on weekends.
- C. Daily Patronage: The Dulles Corridor Metrorail extensions ridership is projected to be 59,000 by 2013, including 5,209 daily boardings at the Tysons Central 123 Station.
- D. Proposed number of employees: One employee (the station agent) assigned full time per shift, with additional employees present at various times to perform maintenance tasks, provide security and conduct operations assistance.
- E. Estimate of traffic impact: The primary mode of access for this station is pedestrian, not automobile, and there are no parking or Kiss & Ride facilities proposed. Three bus bays will be provided on southbound Tysons Boulevard near Route 123, and three to four bus bays will be provided by others (Tysons Corner Center) on the south side of Route 123. The station will generate very little new traffic to the area.
- F. Vicinity of area to be served: Tysons Corner and the metropolitan area east of I-495
- G. Description of building and façade: The station wall finishes will be textured pre-cast concrete panels, consistent with WMATA's criteria for character and quality appropriate for public transit facilities. The vaulted roof over the mezzanine will cover approximately 300-feet of length of the track platform, and will provide coverage for all vertical circulation elements and equipment. The roof system consists of standing seam metal roofing with aluminum frame skylights. The pedestrian bridge will have sloping walls comprised of a tightly woven wire fabric material. Pedestrian bridges will have a single-sloped roof. The selection of finishes and station features continues to be refined to achieve improvement in cost effectiveness, and current details are included on reference drawings attached to this application.
- H. Listing of Hazardous or Toxic Substances on site: Environmental site assessments have been conducted on the lands to be acquired for the Tysons Central 123 Station. Record reviews for the station area parcels indicate the site was originally used for agricultural purposes, then cleared

in 1969 and used as a staging area since. There were no documented environmental incidents at the site, however the potential existed for contamination to have migrated from nearby gasoline service stations that had documented petroleum releases. Soil samples obtained from six borings in the land area to be acquired for the station indicated concentrations of soil contaminants but not in reportable concentrations. The site is not currently subject to any regulatory action.

WMATA Metrorail stations themselves do not generate hazardous waste, although there are a number of industrial products that are used in the operation and maintenance of a station. These products include (but are not limited to) paints and associated paint solvents, lead-acid batteries, and oils and lubricants. WMATA manages these products and associated waste in accordance with state and federal laws.

- i. Conformity of Proposed Use: The proposed changes conform to the provisions of all applicable ordinances, regulations, adopted standards and any applicable conditions.

Discussion of Zoning Ordinance Compliance

Sect. 2-517, Electrically-Powered Regional Rail Transit Facilities:

The entire facility as described above falls within the definition of "Electrically-Powered Regional Rail Transit Facilities". As such, as special exception is required for this use per Sect. 2-517.

Sect. 9-403 Additional Submission Requirements:

1. Review and approval through the National Environmental Policy Act (NEPA) process was required for the entire expansion of the rail system. The Federal Transit Administration (FTA), the lead federal agency in the review, issued an amended Record of Decision (ROD) in November of 2006 which is attached. This ROD documented that the project including refinements made during preliminary engineering was successfully reviewed and approved through the NEPA process.
2. See Number 1 above.
3. As part of the NEPA process and the required public hearings, Draft and Final Environmental Impact Statements (DEIS, FEIS) were prepared. Noise abatement was addressed as a technical report appended to the FEIS and is referenced here to comply with this submission requirement.
4. Not applicable

Special Exception Application, Tysons Central 123 Station
STATEMENT OF USE
December 22, 2008

Sect. 9-404, Standards for All Category 4 Uses:

1. Not applicable
2. Not applicable
3. Not applicable.
4. The area around the proposed Tysons Central 123 Station is currently developed with office and retail uses. The approved Conceptual Development Plan/Final Development Plan for Tysons Corner Center shows a residential condominium building in proximity to the station. Proffer Number 25, adopted with the approval of Tysons Corner Center, RZ 2004-PR-044, requires the Applicant of that rezoning to provide a noise study addressing vehicular noise as well as anticipated noise from the Central 123 Metro Station and associated Bus Plaza at the time of site plan submission. Levels of mitigation were also stipulated in the proffer including a restriction on the location of balconies.
5. Not applicable
6. Not applicable
7. Not applicable
8. As stated conformance with Article 17, Site Plans shall be not required.

Sect. 9-405, Additional Standards for Electrically-Powered Regional Rail Transit Facilities

1. We acknowledge that this facility does not have to comply with any minimum lot size requirements.
2. No parking structures are proposed with this special exception application.

Sect. 9-006, General Standards

1. The proposed use at this location is in harmony with the adopted Comprehensive Plan. A metrorail station symbol (M) is indicated along Rt. 123 at this location on the Countywide Transportation Map which is part of the Comprehensive Plan map. Language within Tysons Corner Urban Center section of Area II of the Comprehensive plan acknowledges the benefits of rail alignment through Tysons Corner and the approval of the Commonwealth Transportation Board of this alignment. The land unit sections of the Comprehensive plan which surround the property (N-3) contain rail options which allow for increased density and height

Special Exception Application, Tysons Central 123 Station
STATEMENT OF USE
December 22, 2008

considerations based on the location of the station. A 2232 application is also necessary for this use.

2. The proposed changes are in harmony with the general purpose and intent of the applicable zoning district regulations.
3. The proposed changes will not adversely affect neighboring properties and will not hinder or discourage the appropriate development and use of adjacent or nearby land and/or buildings or impair the value thereof. The proposed improvements are adjacent to uses which will benefit from the presence of Metrorail.
4. The pedestrian and bus traffic associated with the use will not be hazardous or conflict with the existing and anticipated traffic in the neighborhood. The station improvements include sidewalk connections along Rt. 123 and Tysons Boulevard and a pedestrian bridge across Route 123. Street improvements in the station vicinity include construction of a dedicated bus turning lane from Tysons Boulevard to southbound Rt. 123.
5. There are no specific transitional screening or barrier requirements required by Article 13 of the Zoning Ordinance. Extensive landscaping is shown on the special exception plat.
6. Approximately 15 percent open space is provided on the site.
7. There is no parking provided at this station. The decision to include or exclude parking at Metrorail stations was considered based on site constraints, local land use plans, as well as consultations with local government.
8. Standard Metro signage is proposed and is shown on Sheet 3 of the SE Plat submitted with this application.

Attachments

1. November 2006 Amended Record of Decision issued by the Federal Transit Administration
2. Noise and Vibration Technical Report issued in November 2004.

McGuireWoods LLP
1750 Tysons Boulevard
Suite 1800
McLean, VA 22102-4215
Phone: 703.712.5000
Fax: 703.712.5050
www.mcguirewoods.com

Lori Greenlief
Direct: 703.712.5433

McGUIREWOODS

RECEIVED
Department of Planning & Zoning

OCT 30 2008

Zoning Evaluation Division

lgreenlief@mcguirewoods.com
Direct Fax: 703.712.5050

October 28, 2008

BY COURIER

Suzanne Lin, Staff Coordinator, ZED
David Jillson, Senior Planner, Planning Division
12055 Government Center Parkway, 7th and 8th floors
Fairfax, VA 22035

RE: Response to Staffing Comments regarding SE and 2232 applications (2232-P08-11), Tysons Central 123

Dear Ms. Lin and Mr. Jillson:

The purpose of this letter is to provide additional information in response to questions raised in staffing regarding the above referenced applications. I have also included a revised statement for the 2232 application based on staff's comments. I have already revised the 2232 and SE applications to reflect corrected acreage and zoning districts. Additionally, project plans and additional graphics are always available for the public to review in the MWAA office at 1593 Spring Hill Road, Suite 300, Vienna, VA 22182.

Comment: Station and fixture designs should be consistent and distinctive in accordance with language contained in the Urban Design guidelines for Tysons Corner Urban Center.

Response: The Principles of Good Design and Transit Oriented Design contained on pages 36-37 and 41-42 of the Comprehensive Plan underscore the need for function, order, identity and appeal in the design of buildings, open spaces, roadways, pedestrian paths and signage. The Metro stations (all 4) will be key components of the transformed Tysons landscape. As stated in the Plan, one of the key objectives of the Tysons Corner Plan is to encourage alternative modes of transportation. The design, placement, signage and amenities such as benches, landscaping and walkways contained in the Tysons Central 123 station plans provide a convenient, pleasant and safe experience for pedestrians and encourage use of the Metro system. Ample access points are provided to the Tysons Central 123 station including safe passage over Route 123. Signage, consistent with that typical of metro stations, is provided to ensure clear and understandable usage of the system. The provision of Public Art is an important component of the station design. WMATA has an "Art in Transit" program, known as Metro Arts, which installs artwork at existing transit stations and the program

will include the 5 stations in Phase 1. These works of art are designed to show Metro's commitment to help build livable communities through transit projects that serve and celebrate the lives of Metro customers and the public. All art displayed in the stations will be visible from the public areas of the station. This also will allow those who choose to use the pedestrian bridges to enjoy any interior artworks. Ultimately, artists chosen by a panel recommended by County Supervisors, will be assigned to each station.

Comment: *State compliance with Sec 106 of NHPA and provide summary of findings*

Response: The impact on known archaeological resources and historic architectural resources was assessed as part of the Final Environmental Impact Report. Section 106 compliance is provided by a Memorandum of Agreement which is part of the project's Record of Decision. No adverse impacts were revealed at the Tysons Central 123 station. The applicable section of the FEIS, pages 3-64 through 3-78 are attached for reference.

Comment: *Provide a summary detailing how noise will be mitigated.*

Response: Noise impact studies were performed as part of the FEIS which considered ambient conditions and future operations of the station. No impacts were identified requiring mitigation. The noise analysis in the FEIS is lengthy and contains FTA, WMATA and County criteria. A summary, "C. Project Facilities" on page 4-102 of FEIS is attached. Note that the tracks have parapet walls on either side to reduce wheel noise. During construction, the project is subject to the requirements of the Fairfax County Noise Ordinance.

Comment: *Discuss any "green" technology used?*

Response: The Dulles Corridor has been called the "the economic engine" of Fairfax County and Northern Virginia. The provision of Metrorail to Dulles is a critical step for providing multi-modal and comprehensive transit options, facilitating the movement of residents, customers and employees throughout that area. The Fairfax County Policy Plan encourages the implementation of transportation strategies that reduce auto travel, minimize dependence on single-occupant automobiles and improve traffic flow, thereby reducing auto emissions.

Public transit is crucial if we as a society are going to improve air quality and reduce green house gases released into the environment. The American Public Transportation Association (APTA) states that "an individual switching to public transit can reduce his or her daily carbon emissions by 20 pounds; that's more than 4,800 pounds in a year, a figure that is more than the combined carbon emissions reduction that comes from weathering your home and using energy efficient appliances and environmentally-friendly light bulbs." APTA goes on to state that "if just one commuter of a household switches from driving to using public transportation, the household's carbon footprint will

be reduced by 10 percent. If a household gives up its second car altogether, a household can reduce carbon emissions by 30 percent.”

Other than the obvious provision of alternative mode of transportation in the Dulles Corridor, below are some of the energy conserving aspects of the rail development:

- All steel has a 25 - 35% recycled content today.
- We are using fluorescent bulbs in many fixtures - tunnel areas, service rooms, pedestrian bridges, mezzanine and platform ceilings
- Use of LED lighting in handrails, and fixtures at platform capable of using LED in the future
- The system employs an Advanced Energy Management System (AEMS) that monitors energy consumption and provides for control and limits availability of electrical features unless needed
- Site lighting is actuated by photo sensors
- Site lighting uses cutoffs to reduce fugitive light, minimizing light pollution
- Rain gardens and redirected runoff are a featured concept in landscaping - providing increased ground water recharge and irrigation
- Increased use of free-ventilating spaces where possible to minimize energy intensive environmental controls
- Increased use of skylights and glazed storefront windows to increase contribution of natural lighting
- Increased attention to jobsite management of waste materials - increased recycling content and reduction of materials sent to landfills

Comment: *What are the number of lanes provided for Rt. 123 and Rt. 7?*

Response: Route 123 is planned for 3 through lanes in each direction with left and right turn lanes. Rt. 7 is planned for 3 through lanes in each direction with left, right and auxiliary lanes.

Comment: *How is stormwater management addressed?*

Response: Stormwater runoff from the station is collected in a closed system and routed into the existing pond on the Tysons II Land Company property. The design will be submitted to DCR in the near future for review.

Comment: *Describe the landscaping concept and how the trees will be planted to ensure survivability in this urban environment.*

Response: The landscaping concept includes screening of the station wall and buffering the hardscape along Route 123, as well as screening the site from future development to the north of the station. Trees will be planted

in planting strips that are a minimum of five feet wide. Tree calipers will be two inches in diameter. No tree grates will be used.

Comment: *Provide benches at the station entrance.*

Response: The applicant has no objection to a development condition requiring the provision of benches outside of the station entrance. It is noted that within the station, at the ground level entrance, there will be public space for seating or possibly retail uses.

Comment: *Coordination the location of bike lockers with Charlie Strunk.*

Response: The bike locker location has been coordinated with Charlie Strunk and such is reflected on the plat.

Comment: *Provide explanation of timing and responsibility of construction for south entrance pavilion.*

Response: Tysons Corner Holdings LLC and Tysons Corner Property Holdings LLC ("The Owners") entered into a Metrorail Facilities Agreement with The Virginia Department of Rail and Public Transportation on January 9, 2007. A copy is included for reference. To summarize, this agreement states that the Owners are responsible for the design and construction of the southern pavilion and bus plaza. If the Owners fail to commence construction in compliance with the rail project schedule, Fairfax County, through the proffers associated with RZ 2004-PR-044 or DRPT will demand dedication upon 60 days notice and DRPT will construct the improvements. In accordance with the agreement, DRPT will provide project schedule updates to the Owners.

Page 46 of the CDP/FDP for Tysons Corner Center shows the location and design of the proposed southern entrance pavilion. Proffer 50 associated with RZ 2004-PR-044 requires the execution of the agreement described above and specifically addresses the owners responsibility to construct the pavilion and bus plaza area.

October 28, 2008

Page 5

Please contact me if this letter does not fully address the comments raised in staffing. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Lori Greenlief", written in a cursive style. The signature is positioned above the printed name "Lori Greenlief".

Lori Greenlief

cc: James Van Zee, MWAA
Frank Turpin, DTP
Jonathan Rak, Esquire

Attachments:

1. Revised 2232 Statement, clean and blacklined
2. Section 3.5 Cultural Resources of FEIS
3. Page 4-102 of FEIS, Noise Impacts
4. Agreement with Tysons Corner Holdings LLC and Tysons Corner Property Holdings LLC

APR 03 2007

MEMORANDUM

APPENDIX 4

Zoning Evaluation Division

TO: Peter Braham, Zoning Evaluation Division
Rick Stevens, Fairfax County Department of Transportation
Michael Davis, Fairfax County Department of Transportation

CC: John E. Harrison, The Macerich Company
Mark Foerster, Macerich East Development
Antonio J. Calabrese, Cooley Godward Kronish LLP
Jill Switkin, Cooley Godward Kronish LLP

FROM: Hillary Katherine Zahm, AICP *HKZ*

DATE: March 30, 2007

RE: Tysons Corner Center-Department of Rail & Public Transportation Agreement
Executed-Proffer #50

Enclosed please find an executed copy of the Metrorail Facilities Agreement between Tysons Corner Center and the Department of Rail and Public Transportation ("DRPT").

As you may recall, this agreement is a requirement of Proffer #50.A. of RZ 2004-PR-044, which states the following:

Project Agreements. As further described in Proffer #4, the Applicant shall not obtain approval of any plans or permits related to the Development With Rail until agreements are executed between the Applicant and the Dulles Rail Project Entities and/or the Washington Metropolitan Area Transit Authority ("WMATA") pertaining to the extension of Metrorail through and including the proposed Tysons Central 123 Metro Station. The Applicant shall provide these agreements to FCDOT for review and comment prior to execution. The agreements shall provide for the following:

- i. *The installation and operation of an elevated pedestrian bridge or underground pedestrian connection from the Tysons Central 123 Metro Station to the Property.*
 - a. *As indicated in Proffer # 28.B., if the final design for an elevated pedestrian bridge to be constructed by the Dulles Rail Project Entities does not incorporate a handrail-to-handrail walkway width of 16' or more, the Applicant will provide the funds necessary to increase the width of the pedestrian bridge from 12'± to 16', handrail to handrail. If the design incorporates a pedestrian bridge with a handrail-to-handrail walkway width of 16' or more, or an underground connection is provided, the*

Applicant shall not be responsible for the cost of the widening of this bridge and will instead contribute funds to Fairfax County as provided in Proffer #28.B.i.

- ii. *The construction and operation of the South Entrance Pavilion (as indicated on Sheet 47 of the Development With Rail CDP/FDP) on the Property on the south side of Route 123 in the vicinity of Parking Terrace D to accommodate a landing for the elevated pedestrian bridge.*
- iii. *The construction and operation of a Bus Plaza on the Property on the south side of Route 123 in the vicinity of Parking Terrace D (as indicated with three bus bays on Sheet 46 of the Development With Rail CDP/FDP and the ultimate configuration with four bus bays on Sheet 49 of the Development With Rail CDP/FDP).*
 - a. *The Applicant shall dedicate land area along Route 123 for the Bus Plaza in fee simple to the Board of Supervisors (without compensation to the Applicant).*
 - b. *The Applicant shall grant easements as may be needed to accommodate the exiting of buses from the Bus Plaza through the Property to the surrounding public street network (without compensation to the Applicant).*
- iv. *The granting of reciprocal construction, access, utility and air rights easements pertaining to the foregoing facilities.*
- v. *Maintenance of the foregoing facilities by the appropriate parties.*

The CDP/FDP depicts the locations for the foregoing improvements. The Applicant shall cooperate with the Dulles Rail Project Entities to coordinate the final locations of such improvements and shall obtain approval from the Zoning Administrator for any changes in locations from those depicted on the CDP/FDP.

The enclosed agreement was coordinated with Sam Carnaggio and Paul Elman of DRPT as well as Rick Stevens and Michael Davis of the Fairfax County Department of Transportation. The enclosed agreement satisfies the proffer requirement for execution of an agreement between the two parties; therefore, I am providing you with a copy of this agreement for your records.

Please feel free to contact Jill Switkin or me if you have any questions or require additional information. Thank you.

321297 v1/RE

APR 03 2007

Zoning Evaluation Division

METRORAIL FACILITIES AGREEMENT

THIS METRORAIL FACILITIES AGREEMENT is dated January 9, 2007, and is by and between TYSONS CORNER HOLDINGS LLC and TYSONS CORNER PROPERTY HOLDINGS LLC, each of which is a Delaware limited liability company (jointly, the "Owners"), and THE VIRGINIA DEPARTMENT OF RAIL AND PUBLIC TRANSPORTATION, a body politic of the Commonwealth of Virginia ("DRPT").

Background:

A. The Owners are the fee and/or leasehold owners of certain real property commonly known as the Tysons Corner Center super-regional shopping mall, which is identified on the Fairfax County Tax Map as 29-4 ((1)) 35A and 35C and 39-2 ((1)) 2, 4 and 5 (collectively, the "Property").

B. The Property is situated in Fairfax County, Virginia, the Owners having acquired the Property by deeds recorded in Deed Book 15694, at Page 1925 and Deed Book 10007, at Page 1118, among the land records of Fairfax County, Virginia (the "Land Records").

C. The Owners have filed an application with Fairfax County to rezone the Property to the Planned Development Commercial District, which application is pending as of the date of this Agreement (the "Rezoning"). The Rezoning of the Property is being done in contemplation of a mixed-use development of the Property over a period of years, as shown on a plan entitled "Conceptual/Final Development Plan RZ 2004-PR-044 (With Rail Option)," dated November 15, 2004 and revised through January 8, 2007, prepared by Patton, Harris, Rust & Associates of Chantilly, Virginia (the "Plan").

D. DRPT is responsible for the construction of an extension of Metrorail service ("Metro") under what is commonly referred to as the Dulles Corridor Rail Project (the "Project"), which will include stations in the vicinity of the Property, and in particular the Tysons Central 123 Metro Station, which is proposed to be constructed at or near the intersection of Route 123 and Tysons Boulevard (the "Station").

E. The parties desire to accommodate certain connections between the Property and the Station, and to provide for the construction and maintenance of facilities that will provide for those connections.

NOW THEREFORE, in consideration of the mutual promises contained herein, and the exchange of other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

Terms and Conditions of Agreement:

1. The Plan and the Project identify that there will be an elevated pedestrian bridge between the Station and the Property (the "Bridge"), which is shown and labeled on

the Plan as the "Pedestrian Bridge Connection to Metro Station" or an underground pedestrian connection between the Station and Property. DRPT agrees to the alignment of the Bridge and to the approximate location of its landing on the Property. Except as provided in the following sentence, DRPT shall construct and maintain the Bridge at its sole cost and expense. Notwithstanding the foregoing, if the Bridge design that DRPT intends to use for Project contracting purposes does not incorporate a handrail-to-handrail width of 16' or more, then upon completion and opening of the Bridge, the Owners shall reimburse DRPT for the agreed cost of widening the Bridge from 12'± to 16' (handrail-to-handrail). DRPT estimates this reimbursement to be \$305,360 in 2006 dollars and DRPT will provide the Owners with an updated estimate of the cost of this work prior to the commencement thereof for the Owners' review and acceptance. The effect of the foregoing will be that if DRPT incorporates a pedestrian Bridge having a handrail-to-handrail width of 16' or more into the design for the Station or an underground pedestrian connection, the Owners shall not be responsible for the cost of the widening of this Bridge.

2. The Plan identifies that there will be an entrance pavilion that will be built along the northern edge of the Property. This is shown and labeled on the Plan as "2-E South Entrance Pavilion" (the "Pavilion"). DRPT agrees to the approximate location of the Pavilion. The Pavilion shall provide for sufficient access (further defined in Section 5) between the ground level bus plaza and the Bridge or underground pedestrian connection.
3. The Plan identifies that there will be a four-bay bus plaza that will also be built along the northern edge of the Property, adjacent to the Pavilion. This is shown and labeled on the Plan as "Bus Plaza" (the "Bus Plaza"). DRPT agrees to the approximate location of the Bus Plaza. The Bus Plaza indicates four bus bays; however, DRPT only requires three bus bays. DRPT shall only reimburse the Owners for three of the four bus bays as further described in para. 5 below.
4. The Owners will be responsible for reconfiguring Route 123 to be all 11' lanes for the area between the center median in Route 123 and the Bus Plaza, if VDOT approves this reconfiguration, and provided that the additional space created by such lane reconfiguration is used to accommodate the vertical circulation for the Station on the north side of Route 123, the South Entrance Pavilion or the Bus Plaza on the south side of Route 123.
5. Owners shall design and build the Pavilion and the Bus Plaza. DRPT shall reimburse the Owners for Owners' expenditures in constructing the Pavilion and three bays of the Bus Plaza. The amount of such reimbursement is estimated to be \$6,067,168 in 2006 dollars, in accordance with the budget prepared by DRPT and attached hereto as Attachment 2, and DRPT will provide the Owners with an updated estimate of the cost of this work prior to the commencement thereof for the Owners' review and acceptance. Reimbursement shall be provided to the Owners in the form of customary construction progress draws, based on certified percentage

of completion by the Owners, with payments to be made within thirty (30) days of submission. To the extent that the cost of the Pavilion and the Bus Plaza exceeds the amount that DRPT is obligated to reimburse the Owners, then the excess cost shall be borne by the Owners, and such excess shall be fully paid or spent by the Owners on such improvements before DRPT is required to commence reimbursement payments to the Owners. The Owners shall design and build the Pavilion and Bus Plaza in compliance with applicable design criteria, specifications and requirements of the Project. Owners shall provide the following vertical circulation devices in the Pavilion: at a minimum, one stairway, one ascending escalator, one descending escalator and two elevators.

6. The Pavilion and Bus Plaza must be operational, including a positive acceptance inspection by DRPT and WMATA, in compliance with the Project construction schedule provided by DRPT and reasonably accepted by the Owners. Additionally, construction of the Pavilion and Bus Plaza must be advanced in accordance with any interface milestones required to facilitate construction of the Bridge. Likewise, DRPT shall complete the Bridge (or underground pedestrian connection) prior to the opening of the Station. DRPT, WMATA and the Owners shall coordinate their respective design, construction and construction inspection work in a manner so as to ensure that the Bridge (or underground pedestrian connection) and the Pavilion are compatible and meet the Project design requirements. To that end, Owners shall grant to DRPT any reasonably necessary construction and utility easements to facilitate the connection of the Bridge (or underground pedestrian connection) to the Pavilion, and also to permit installation of connections with the Bus Plaza. Other specific Pavilion and Bus Plaza requirements include, but are not limited to, those outlined in the hereto attached Exhibit A. The Owners shall provide DRPT reasonable access to the facilities and all design drawings during construction for periodic inspections.
7. DRPT shall provide Owners with prior written notice of the Station's opening not less than three years prior to the scheduled opening. Such notice shall be accompanied with a detailed construction schedule pertaining to DRPT's work. All work to be performed by the Owner shall be in accordance with the Project construction schedule provided by DRPT and reasonably accepted by the Owners.
8. Upon acceptance of the Project, it is assumed that WMATA shall be responsible for maintenance of the Bridge (or underground pedestrian connection) and the Bus Plaza, and those portions of the Pavilion that serve the Bus Plaza and the Bridge/underground pedestrian connection (including vertical circulation devices). The Owners shall contribute to such maintenance in an equitable amount. Such maintenance responsibilities shall be evidenced by separate agreement between the Owners and WMATA. Representatives of the Owners shall have the right to enter those portions of the Pavilion and Bus Plaza for which WMATA is responsible for routine cleaning and maintenance.

9. Subsequent to completion of the Pavilion, the Bus Plaza and the Bridge/underground pedestrian connection, the Owners shall dedicate the land for the Bus Plaza to Fairfax County in fee simple and grant permanent access easements to Fairfax County and WMATA to provide for access to the Pavilion and bus egress from the Bus Plaza to Route 123. Dedication of the land for the Bus Plaza shall be completed incrementally, with land area for three bus bays to be dedicated with Phase 1 and land area for the fourth bus bay to be dedicated with Phase 2, as indicated in the Plan. The Owners shall not be entitled to receive and shall waive the right to obtain compensation for such dedication of land and conveyance of easements, and the dedication of land and conveyance of easements will be evidenced by recorded instruments in the Land Records. The Owners shall prepare the plats and legal instruments and pay any fees associated with the recordation of the documents unless DRPT chooses to prepare and record the documents.
10. If the Owners fail to commence construction of the Pavilion or the Bus Plaza in compliance with the Project construction schedule provided by DRPT and reasonably accepted by the Owners or fail to complete and dedicate the land and grant the easements described above in a timely manner, Fairfax County through proffers associated with RZ 2004-PR-044 or DRPT shall demand dedication of the underlying land and the conveyance of the requisite easements for construction and permanent operations on sixty (60) days' prior written notice, and then DRPT may complete the improvements for the Pavilion and the Bus Plaza in accordance with WMATA's prototypes for those facilities and Sheet 46 of the Plan. The Owners shall (i) dedicate in fee simple to the County the area of land necessary for the Bus Plaza as specified on Sheet 46 of the Development With Rail CDP/FDP and (ii) convey necessary easements to the County for construction and permanent operations of the Bus Plaza and the South Entrance Pavilion. No demand for dedication shall be made prior to the execution of a Full Funding Grant Agreement in favor of DRPT or its successor(s) in interest by all requisite parties in respect of the Project. Subsequent to this construction, if the Owners choose to continue with their development as indicated in the Plan, the Owners may do so in coordination with Fairfax County and DRPT to ensure that modifications to the Bus Plaza and the Pavilion may be made to allow these facilities to integrate with the development as indicated in the Plan. The Owners shall prepare the plats and legal instruments and pay any fees associated with the recordation of the documents unless DRPT chooses to prepare and record the documents.
11. The dedication of land described in Sections 9 and 10 shall be subject to the reservation that such land area shall at all times be used solely for bus, transit, emergency and ancillary support purposes, and shall expressly exclude the right of DRPT, WMATA or Fairfax County to develop or re-develop the Bus Plaza area or any air rights relating thereto for any uses other than those approved by the Owners, or uses in which DRPT, WMATA or Fairfax County and the Owners are joint venturers.

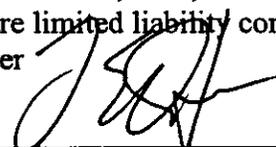
12. This rights and obligations of the parties under this Agreement are expressly conditioned on the approval of the Rezoning by the Fairfax County Board of Supervisors. If the Rezoning is not approved by the Fairfax County Board of Supervisors on or before February 28, 2007, then this Agreement shall automatically be null and void without further action by either party.
13. The parties agree that the rights, privileges and obligations contained in this Agreement shall be binding upon the parties and their successors and assigns, if any.
14. This Agreement may be executed in counterparts, which, taken together, shall constitute one and the same instrument.
15. The parties agree that the Project and the Plans are in substantial conformance with the 100% Preliminary Engineering Dulles Metrorail plans (with modifications currently under review for changes to the mezzanine and the pedestrian bridge). Minor modifications in these plans may occur as a result of design changes, site engineering conditions or other factors. The parties agree to adapt to these changes as long as they conform to RZ 2004-PR-044 and have the approval of Fairfax County and will best serve to connect the Station with the Property. Should the cost estimates provided in Sections 1 and 5 change to reflect design modifications to the Station or the Bridge, such as but not limited to a change in the elevation of the Station mezzanine above the tracks, the Owners and DRPT shall coordinate to adjust the cost estimates indicated to accurately reflect the costs associated with the modified design.
16. DRPT shall have the right to assign all of its rights and obligations under this Agreement to the Metropolitan Washington Airports Authority without the consent of the Owners. DRPT shall give prompt written notice of the assignment to the Owners.”

{SIGNATURES APPEAR ON FOLLOWING PAGES}

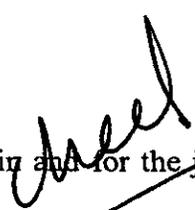
TYSONS CORNER PROPERTY HOLDINGS LLC,
a Delaware limited liability company
Owner of Tax Map # 29-4 ((1)) 35A and 35C

By: TYSONS CORNER PROPERTY LLC,
a Virginia limited liability company,
its sole member

By: MACW TYSONS, LLC,
a Delaware limited liability company,
its member

By: 
Name: Thomas E. O'Hern
Title: Executive Vice President

COMMONWEALTH OF VIRGINIA
COUNTY OF _____, to wit:

I the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify
that _____ as  of MACW TYSONS LLC, whose
name is signed to the foregoing Agreement, appeared before me and personally acknowledged
the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this _____ day of _____, 2007.

My commission expires:

Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of LOS ANGELES } ss.

On 19 January 2007 before me, Kristen McCormick, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
 personally appeared Thomas O'Hern
Name(s) of Signer(s)

personally known to me

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.

Kristen McCormick

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

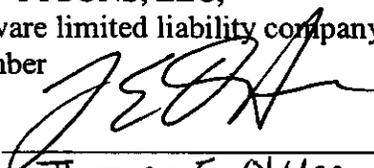
Signer Is Representing: _____

FURTHER WITNESS the following signatures and seals.

TYSONS CORNER HOLDINGS LLC,
a Delaware limited liability company
Owner of Tax Map #39-2 ((1)) 2, 4 and 5

By: TYSONS CORNER LLC,
a Virginia limited liability company,
its sole member

By: MACW TYSONS, LLC,
a Delaware limited liability company,
its member

By: 
Name: Thomas E. O'Hern
Title: Executive Vice President

COMMONWEALTH OF VIRGINIA
COUNTY OF _____, to wit:

I the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that _____ as _____ of MACW TYSONS LLC, whose name is signed to the foregoing Agreement, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this _____ day of _____, 2007.

My commission expires:

Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of LOS ANGELES

} ss.

On 19 January 2007 before me, Kristen McCormick, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared Thomas O'Hara
Name(s) of Signer(s)

personally known to me

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.

Kristen McCormick

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer Is Representing: _____

VIRGINIA DEPARTMENT OF RAIL
AND PUBLIC TRANSPORTATION

By: Matthew O. Tucker
Name: Matthew O. Tucker
Title: Executive Director

COMMONWEALTH OF VIRGINIA
COUNTY OF Richmond

I the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that Mathew Tucker as Executive Director of THE VIRGINIA DEPARTMENT OF RAIL AND PUBLIC TRANSPORTATION, whose name is signed to the foregoing Agreement, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this 26th day of March, 2007.

My commission expires:

31 March 2011

[Signature]
Notary Public



County of Fairfax, Virginia

MEMORANDUM

APPENDIX 5

DATE: December 18, 2008

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

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

FILE: 3-5 (SE 2008-PR-035)

SUBJECT: SE 2008-PR-035; Metropolitan Washington Airports Authority
Land Identification Maps: 29-4 ((10)) 4A, 5A, 5B, 5C

This department has reviewed the subject Special Exception request. We have no objection to its approval.

AKR/MAD



24

COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION

DAVID S. EKERN, P.E.
COMMISSIONER

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

July 11, 2008

Mr. David Jillson
Facilities Planning Branch

Department of Planning and Zoning
12055 Government Center Parkway, Suite 730
Fairfax, Virginia 22035-5505

Re: 2232-P08-11 MWAA
Tax Map # 29-4((01)) Various Parcels Tysons Central 123 Metro Station
Fairfax County

Dear Mr. Jillson:

I have reviewed the above submittal dated July 3, 2008, and received on July 8, 2008. This proposal is in conformance with the Fairfax County Comprehensive Plan and the proposed Metrorail Extension to Dulles Airport. The following comment is offered:

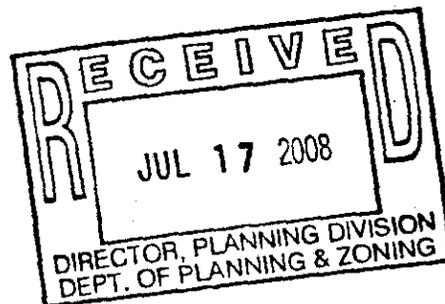
1. The proposed pedestrian bridge crossing Rt. 123 shall provide adequate sight lines for the traffic signals along Rt. 123

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

Sincerely,

Kevin Nelson
Transportation Engineer

cc: Ms. Angela Rodeheaver
fairfaxrezoning2232-P08-11r1MWAATysonsCentral123MetroSta7-11-08DJ





County of Fairfax, Virginia

MEMORANDUM

DATE: December 23, 2008

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

David B. Marshall, Chief
Facilities Planning Branch, DPZ

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

SUBJECT: Environmental Assessment: SE 2008-PR-035 and 2232-P08-11
Tysons Central 123 Station, Dulles Corridor Metrorail Project
Metropolitan Washington Airports Authority

This special exception application and 2232 application for Tysons Central 123 Station as part of the Dulles Corridor Metrorail Project requests approval to construct an electrically powered transit station traversing approximately 1,380 feet on the north side of Chain Bridge Road between International Drive and Tysons Boulevard. The Tysons Central Station is proposed to be located in an area adjacent to the 123 right-of-way which is currently developed with a trail and grass land and existing roadway. Mary Ann Welton of the Environment and Development Review Branch has reviewed this application and has determined that no significant environmental issues have been identified as a result of this request.

PGN/MAW

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





County of Fairfax, Virginia

MEMORANDUM

August 1, 2008

APPENDIX 7

TO: Suzanne Lin, Staff Coordinator
Zoning Evaluation Division, DPZ

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

SUBJECT: Tysons Central 123 Station; SE 2008 0189

RE: Request for assistance dated July 11, 2008

This review is based on the Special Exception Plat (SE) 2008-0189 and 2232 Plan stamped "Received, Department of Planning and Zoning, July 1, 2008". A site visit was conducted on July 24, 2008".

Site Description: This site is located along the northern side of Chain Bridge Road between Tyson's Corner Center and Tyson's Galleria. This site is maintained grassland with trees and vegetation consisting entirely of landscape material. The central portion of the site along Tyson's Boulevard consists primarily of pin oak, willow oak, white pine, and ornamental cherries. These trees appear to be in fair to good condition and should be considered for preservation. Vegetation along the northern side of Chain Bridge Road, and in several areas west of the proposed bike lockers, consists primarily of ash trees. These trees are susceptible to emerald ash borer infestations and should not be considered for preservation.

1. Comment: Preliminary tree cover calculations have not been provided and it is unclear how the tree cover requirements will be met.

Recommendation: Preliminary tree cover calculations including interior parking lot landscaping and peripheral parking lot landscaping should be provided demonstrating how the Article 13 tree cover requirements will be met.

2. Comment: The central portion of the site along Tyson's Boulevard consists primarily of pin oak, willow oak, white pine, and ornamental cherries. These trees appear to be in fair to good condition and should be considered for preservation.

Recommendation: A tree save area should be provided along the eastern and western sides of Tyson's Boulevard to protect the existing landscaping.

Department of Public Works and Environmental Services
Land Development Services, Urban Forest Management Division
12055 Government Center Parkway, Suite 518
Fairfax, Virginia 22035-5503
Phone 703-324-1770, TTY: 703-324-1877, Fax: 703-803-7769
www.fairfaxcounty.gov/dpwes



3. **Comment:** Vegetation along the northern side of Chain Bridge Road, and in several areas west of the proposed bike lockers, consists primarily of ash trees. These trees are susceptible to emerald ash borer infestations and should not be considered for preservation.

Recommendation: The existing ash trees should be removed from this site and replaced with 2.0 inch caliper Category IV deciduous trees.

4. **Comment:** The 'proposed shade', and 'proposed flowering' tree classifications identified in the Landscaping Legend on sheet 3 are unclear. Due to the unclear tree types and size specifications, UFMD is unable to accurately determine if adequate planting space is being provided.

Recommendation: Trees proposed to be planted should be identified as Category I, II, III, or IV evergreen trees and/or Category I, II, III, or IV deciduous trees. In addition, minimum planting areas should be provided in accordance with PFM section 12-0702.1B(2)

5. **Comment:** Several proposed landscape trees located along the western side of the proposed bus bays appear to be planted within 4' of a restrictive barrier, such as a curb and/or sidewalk.

Recommendation: The minimum width of any planting area should be 8', measured from the interior sides of the restrictive barrier and trees should be planted no closer than 4' from any restrictive barrier.

6. **Comment:** It does not appear easements for all proposed and existing public utilities have been identified.

Recommendation: Easements for all proposed and existing public utilities should be shown and identified.

7. **Comment:** It is not clear how the Applicant proposes to landscape this site.

Recommendation: A landscape plan should be submitted that shows a variety of native tree species, of various sizes, planted throughout the site. Native trees that are well suited for this location include white oak, red maple, red oak, American holly, American beech, willow oak, eastern redcedar and many others.

To receive additional tree cover credit, native and desirable trees should comprise at least 90% of all trees listed on site. Tree species and planting locations that are effective for energy conservation can also receive additional tree cover credit. See PFM sections 12-0501.5B and 12-0501.10D

8. **Comment:** It does not appear landscaping along Chain Bridge Road and Tysons Boulevard is in conformance with the streetscape design concept for the Tysons Corner Urban Center.

Recommendation: Provide landscaping in conformance with the streetscape design concept for the Tysons Corner Urban Center.

9. **Comment:** Given the nature of the tree cover on this site, and depending upon the ultimate development configuration provided, several proffers will be instrumental in assuring adequate tree preservation and protection throughout the development process.

Recommendation: Recommend the following proffer language to ensure effective tree preservation:

Tree Preservation: “The applicant shall submit a Tree Preservation plan as part of the first and all subsequent site plan submissions. The preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of the Urban Forest Management Division, DPWES.

The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 6 inches in diameter and greater, and 25 feet to either side of the limits of clearing and grading shown on the SE for the entire site. 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 SE and those additional areas in which trees can be preserved as a result of final engineering. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. 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.”

Tree Preservation Walk-Through. “The Applicant shall retain the services of a certified arborist or landscape architect, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant’s certified arborist or landscape architect shall walk the limits of clearing and grading with an UFMD, DPWES, 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.”

Limits of Clearing and Grading. “The Applicant shall conform strictly to the limits of clearing and grading as shown on the SE, 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 SE, they shall be located in the least disruptive manner necessary as determined by the UFMD, DPWES. A replanting plan shall be developed and implemented, subject to approval by the UFMD, DPWES, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities.”

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” proffer below.

All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD, DPWES, 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, DPWES.”

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

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

Site Monitoring. “During any clearing or tree/vegetation/structure removal on the Applicant Property, a representative of the Applicant shall be present to monitor the

Tysons Central 123 Station
SE 2008-0189
August 1, 2008
Page 5 of 5

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

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

TLN/
UFMID #: 138583

cc: RA File
DPZ File



FAIRFAX COUNTY PARK AUTHORITY

MEMORANDUM



APPENDIX 8

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

David Jillson, Planner III
Public Facilities Planning Branch, Planning Division
Department of Planning and Zoning

FROM: Sandy Stallman, Manager
Park Planning Branch

DATE: July 10, 2008

SUBJECT: SE 2008-0189, 2232-P08-11 - Tysons Central 123 Station
Tax Map Numbers: 29-4 ((10)) 4A, 5A, 5B, 5C

The Park Authority staff has reviewed the proposed Development Plan dated June 23, 2008, for the above referenced SE and 2232 applications. The Development Plan shows a planned future Metro station in the Providence Supervisory District. Based on the review, staff has determined that this application bears no adverse impact on land or resources of the Park Authority.

FCPA Reviewer: Andrea Dorlester
DPZ Coordinator: Suzanne Lin, David Jillson

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

Regina M. Coyle, David Jillson
SE 2008-0189, 2232-P08-11 - Tysons Central 123 Station
July 10, 2008
Page 2

P:\Park Planning\Development Plan Review\DPZ Applications\SE\SE 2008\SE 2008-0189\SE
2008-0189 rpt.doc



County of Fairfax, Virginia

MEMORANDUM

APPENDIX 9

DATE: 14 July 2008

TO: David Jillson, Senior Planner

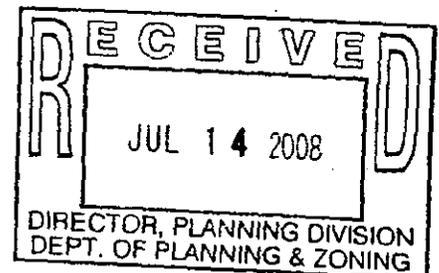
FROM: ~~Linda Cornish Blank, Historic Preservation Planner~~ *ACB*

SUBJECT: 2232-P08-10; 2232-P08-11; 2232-MD08-12; 2232-MD08-13 Construct Regional Rail Transit Facilities; Tax maps 29-3((1)); 29-4((1)) and ((5)); 30-3((28)); VDOT R-O-W 29-3: 29-4; 30-3

Finding: The subject parcels and VDOT R-O-Ws are not included within the boundaries of a Fairfax County Historic Overlay District, are not listed on the Fairfax County Inventory of Historic Sites or the National Register of Historic Places or documented in the historic structures survey file. There are no properties in the immediate vicinity of the parcels and areas which are the subject of this application that are within the boundaries of a Fairfax County Historic Overlay District, listed on the Fairfax County Inventory of Historic Sites or the National Register of Historic Places or documented in the historic structures survey file that would be negatively impacted by the construction of the rail transit facilities

Recommendation:

1. The applicant supply information as an amendment to the 2232 applications that compliance with Section 106 of the National Historic Preservation Act of 1966, as amended, as may be necessary was completed.
2. The Cultural Resource and Protection Section of the Fairfax County Park Authority should provide comment on these applications.



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



Excellence * Innovation * Stewardship
Integrity * Teamwork * Public Service

Fairfax Water

19

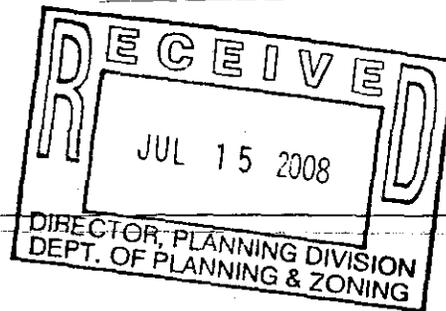
FAIRFAX COUNTY WATER AUTHORITY
8560 Arlington Boulevard, Fairfax, Virginia 22031
www.fairfaxwater.org

APPENDIX 10

PLANNING & ENGINEERING
DIVISION

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

July 15, 2008



Mr. David S. Jillson, Senior Planner
Fairfax County Department of Planning and Zoning
Facilities Planning Branch, Planning Division, Suite 730
12055 Government Center Parkway
Fairfax, Virginia 22035-5505

Re: Tysons Central 123 Station (2232-P08-11)
Fairfax Water Review Comments

Dear Mr. Jillson:

We have completed our review of the referenced 2232 Application for construction of the Tysons Central 123 Metro Station with associated passenger drop-off area and offer the following:

- Fairfax Water is capable of providing service to the proposed station located across from the Tysons Corner Shopping Center along Rt. 123. A minimum 12-inch diameter off-site extension from an existing main in Tysons Boulevard will be required to provide domestic water and fire protection for the Tysons Central 123 site. Please refer to the attached sketch for the location of existing water mains.
- Additional off-site water main extensions and highway crossings may be necessary to satisfy water quantity and quality requirements.
- The on-site minimum required facilities will be determined during the site plan review process.
- Existing utility infrastructure located in the vicinity of the site may need to be relocated to accommodate the proposed construction.
- Fairfax Water may incorporate additional desired facilities into the station construction project as circumstances warrant.
- Water utility construction must be coordinated with all other related phases of the Dulles Corridor Metrorail extension project.

These comments are provided per your request dated July 2, 2008. Should you require additional information on this review, please contact me at (703) 289-6302.

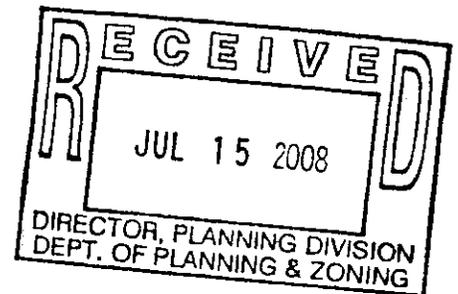
Sincerely,

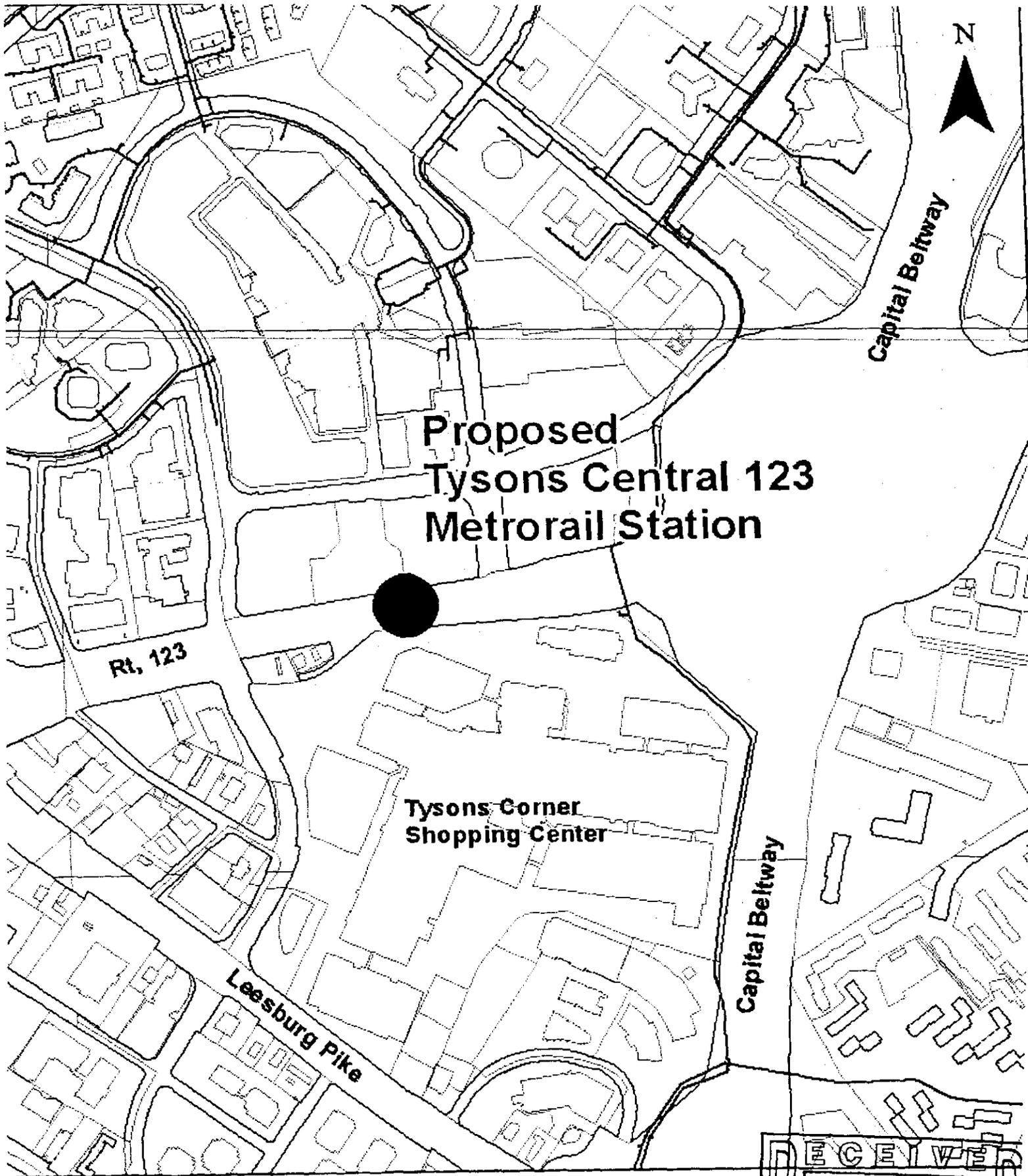
A handwritten signature in cursive script that reads "Traci Goldberg".

Traci Goldberg, P.E.
Manager, Planning

Attachment as Noted

cc: Jamie Bain Hedges, P.E., Director, Planning & Engineering, Fairfax Water
Kathy Smedley, P.E., Manager, Design & Construction, Fairfax Water
William R. Kirkpatrick, Chief Planning Engineer, Fairfax Water
David Marshall, Fairfax County Department of Planning & Zoning





Proposed Tysons Central 123 Metrorail Station

Rt. 123

Tysons Corner
Shopping Center

Leesburg Pike

Capital Beltway

Capital Beltway

N

Fairfax Water

Tysons Central 123 Metrorail Station

July 14, 2008

Existing Water Main

RECEIVED	JUL 15 2008
	DIRECTOR, PLANNING DIVISION DEPT. OF PLANNING & ZONING

Sheet 1 of 10

FAIRFAX COUNTY ZONING ORDINANCE

PART 4 9-400 CATEGORY 4 TRANSPORTATION FACILITIES**9-401 Category 4 Special Exception Uses**

1. Airports.
2. Bus or railroad stations.
3. Heliports.
4. Helistops.
5. (Deleted by Amendment #05-374, Adopted July 25, 2005, Effective July 26, 2005)
6. Electrically-powered regional rail transit facilities.
7. Regional non-rail transit facilities.

When located in the right-of-way of the Dulles International Airport Access Highway, the combined Dulles International Airport Access Highway and Dulles Toll Road or an interstate highway, electrically-powered regional rail transit facilities shall be subject to the provisions of Sect. 2-517.

9-402 Districts in Which Category 4 Uses May be Located

1. Category 4 uses may be permitted by right in the following districts when represented on an approved development plan:

PDH, PDC Districts: Limited to uses 2, 3, 4, 6 and 7

PRC District: All uses

PRM District: Limited to uses 2, 6 and 7

2. Category 4 uses may be allowed by special exception in the following districts:

R-E, R-1 Districts: All uses

R-2 through R-MHP Districts: Limited to uses 6 and 7

PRM District: Limited to uses 3 and 4

C-1, C-2 Districts: Limited to uses 6 and 7

C-3, C-4 Districts: Limited to uses 4, 6 and 7

C-5 District: Limited to uses 6 and 7

C-6 District: Limited to uses 2, 4, 6 and 7

C-7, C-9 Districts: Limited to uses 2, 3, 4, 6 and 7

C-8 District: Limited to uses 2, 4, 6 and 7

I-I District: Limited to use 3

I-1 District: Limited to uses 3, 4, 6 and 7

I-2 through I-6 Districts: All uses

SPECIAL EXCEPTIONS

9-403 Additional Submission Requirements

In addition to the submission requirements set forth in Sect. 011 above, all applications for Category 4 uses shall be accompanied by the following items:

1. All such uses proposed by a public authority shall include a certified copy of the law, ordinance, resolution or other official act adopted by the governmental entity proposing the use, authorizing the establishment of the proposed use at the proposed location.
2. All applications shall include evidence that the proposed facility will meet the standards and requirements imposed by such agencies as the Federal Aviation Administration and all other federal, State or local statutes, ordinances, rules or regulations applicable thereto.
3. A statement shall be provided detailing all noise abatement procedures, methods and devices that will be employed in the operation of the facility, and sufficient analysis shall be presented to indicate what adjoining lands will be affected by the anticipated noise.
4. In the case of airports, a map shall be presented showing the landing and take-off corridors as projected, such map to cover an area within at least a 5000 foot radius of the boundaries of the proposed facility.

9-404 Standards for all Category 4 Uses

In addition to the general standards set forth in Sect. 006 above, all Category 4 special exception uses shall satisfy the following standards:

1. Except for electrically-powered regional rail transit facilities, as further qualified in Sect. 405 below, all buildings and structures shall comply with the bulk regulations of the zoning district in which located.
2. Any rooftop surface or touchdown pad which will be utilized as an elevated helistop shall be designed and erected in a manner sufficient to withstand the anticipated additional stress.
3. Except in the I-6 District, all maintenance, repair and mechanical work, except that of an emergency nature, shall be performed in enclosed buildings.
4. All facilities shall be so located and so designed that the operation thereof will not seriously affect adjacent residential areas, particularly with respect to noise levels.
5. Except for elevated helistops, no area used by aircraft under its own power shall be located within a distance of 200 feet from any lot line. Elevated helistops shall be located in accordance with the bulk regulations of the zoning district in which located.
6. All areas used by aircraft under its own power shall be provided with an all-weather, dustless surface.
7. Except for elevated helistops, all areas used by aircraft under its own power shall be surrounded by a chain link fence, not less than six (6) feet in height, with suitable gates

FAIRFAX COUNTY ZONING ORDINANCE

to effectively control access to such areas. Access to the landing area of an elevated helistop shall be through limited access points.

8. Before establishment, all uses, including modifications or alterations to existing uses, except regional non-rail transit facilities and electrically-powered regional rail transit facilities operated by WMATA, shall be subject to the provisions of Article 17, Site Plans. Regional non-rail transit facilities and electrically-powered regional rail transit facilities operated by WMATA shall be established in conformance with the provisions of the agreement between WMATA and the County.

9-405

Additional Standards for Electrically-Powered Regional Rail Transit Facilities

1. Electrically-powered regional rail transit facilities shall not have to comply with the minimum lot size requirements of the district in which located.
2. Notwithstanding Par. 1 of Sect. 404 above, parking structures associated with electrically-powered regional rail transit facilities shall comply with the bulk regulations of the zoning district in which located.

FAIRFAX COUNTY ZONING ORDINANCE

18. Outdoor storage in association with warehousing establishments in the Sully Historic Overlay District.
19. Modifications/waivers/increases and uses in a Commercial Revitalization District.
20. Reduction of yard requirements for the reconstruction of certain single family detached dwellings that are destroyed by casualty.
21. Containment structures associated with outdoor recreation/sports facility playing fields/courts and golf courses.
22. Modification of minimum yard requirements for certain existing structures and uses.
23. Provisions for modifying shape factor limitations.

9-602 Additional Submission Requirements

In addition to the submission requirements set forth in Sect. 011 above, all applications for a Category 6 special exception shall be accompanied by such submission items as may be required by the provisions of this Ordinance or as may be required by the Board for a particular special exception.

9-603 (Deleted by Amendment #95-283, Adopted October 30, 1995, Effective October 31, 1995 at 12:01 AM)

9-604 (Deleted by Amendment #82-64, adopted August 2, 1982)

9-605 (Deleted by Amendment #82-64, adopted August 2, 1982)

9-606 Provisions for Uses in a Floodplain

The Board may approve a special exception for the establishment of a use in a floodplain in accordance with the provisions of Part 9 of Article 2.

9-607 Provisions for Approving an Increase in Building Heights

As set forth in the C-3, C-4, C-6, C-7, C-8, C-9, I-1, I-2, I-3, I-4, I-5, I-6 and Sully Historic Overlay Districts, and as applicable to all Group 3, Institutional Uses and Category 3, Quasi-Public Uses, the Board may approve a special exception for an increase in height above the maximum building height regulations specified for the zoning district or a given use, but only in accordance with the following provisions:

1. An increase in height may be approved only where such will be in harmony with the policies embodied in the adopted comprehensive plan.
2. An increase in height may be approved only in those locations where the resultant height will not be detrimental to the character and development of adjacent lands.