

August 31, 2012

**CITYLINE PARTNERS LLC**  
**"ARBOR ROW" RZ/CDP 2011-PR-023**  
(CONCURRENT WITH PCA 88-D-005-7, FDP 2011-PR-023, FDP 2011-PR-02 AND FDP 2011-PR-023-03)  
**STATEMENT OF JUSTIFICATION**

**I. OVERVIEW AND LOCATION**

The Arbor Row Rezoning Application presents a pivotal opportunity for the County to implement major goals of the Tysons Corner Urban Center Plan (the "Tysons Plan"), including: creation of a mixed use development with thousands of new residents and twenty percent workforce dwelling units; dedication of eight acres of adjacent land for two synthetic turf and lighted athletic fields, related facilities and other public improvements worth millions of dollars which will be completed by December 2014; and establishment of a three acre "Urban Park" located in the heart of Tysons and within walking distance of the future Tysons Central 123 Metro Station. The three Final Development Plan Applications pending concurrently with this Rezoning Application refine details presented on the Conceptual Development Plan ("CDP") and conform with the recommendations of the "Tysons Urban Design Guidelines."

The approximately 19.40<sup>1</sup> acre subject property (the "Property") lies north of Tysons Boulevard, between the Tysons II development and the existing office campuses and planned residential uses within the West Park Urban Neighborhood area along Westpark Drive to the north. Located within one-third and one-half mile walking distance :from the future Tysons Central 123 Metro Station, the property is designated "transit station mixed use" in the Tysons Plan. Approval of this rezoning will replace aging, suburban office buildings and surface parking lots with the mixed-use, transit-oriented development envisioned in the Tysons Plan. The property's strategic location accomplishes an important Plan objective by eliminating the existing topographic barrier and creating pedestrian terraces, urban plazas and a grand staircase built into the hillside between Tysons Boulevard and Westpark Drive. These features will establish vital connections linking the office campuses and urban neighborhoods on the north with the urban core around the Tysons Central 123 Metro Station.

Cityline Partners LLC (the "Applicant") proposes transformation of the property into a new, transit-oriented community of office, residential, hotel and support retail uses with a maximum total floor area of approximately 2,575,685 square feet of gross floor area ("GFA") at an overall maximum 3.05 floor area ratio ("FAR"). Land uses will be located within a convenient, safe and pleasant walk to the future Tysons Central 123 Metro Station, well integrated with one another and oriented around the large, central Urban Park and publicly-accessible open space system which will facilitate integration with surrounding properties.

---

<sup>1</sup> Includes ±3,428 square feet of right-of-way along Westbranch Drive proposed for future vacation/abandonment.

The Applicant has proffered to dedicate an approximately eight (8) acre Parcel 29-2-((15))-B2 ("the Hanover Parcel") located to the north within the "North Central" planning district, to Fairfax County ("the County") to be used for major public facilities, including but not limited to athletic fields and related facilities, an urban elementary school, public parkland and similar uses and has further committed to provide millions of dollars in improvements and contributions on this land as set forth in the Proffers. By providing the single largest contribution of land to date that significantly advances securing the necessary public facility improvements discussed in the Plan recommendations, the residential floor area attributed in the Tysons Plan for Parcel B2 and bonus intensity are proposed to be located on the subject property as recommended on page 28 of the Tysons Plan. Concurrent Proffered Condition Amendment ("PCA") Application PCA 88-D-005-7 seeks the Board of Supervisors' approval to remove both the subject rezoning land area and Parcel B2 from the existing West\*Park proffered development plans to allow redevelopment of this property in accordance with the new Planned Tysons Corner Urban ("PTC") District zoning regulations. Individual "Statements of Justification" have been filed for the West\*Park PCA Application and for each of the three concurrent Arbor Row Final Development Plan Applications.

## **II. DESCRIPTION OF THE APPLICATION PROPERTY AND SURROUNDING USES**

The approximately 19.40-acre site is identified as Fairfax County Tax Map Parcels 29-4-((7))-1, 2, 3, 5A, 9 and 10 and a portion of the Westbranch Drive right-of-way (the "Application Property") and is located on the south side of Westpark Drive, north of Tysons Boulevard, in the West\*Park development. The Application Property has a rectangular shape that extends approximately 2,440 feet along Westpark Drive and is approximately 375 feet deep, rising approximately 40 feet in elevation from Westpark Drive on the north to its southern property line. Approximately 5.5 acres of the Application Property are located within one-third mile of the northern entrance to the Tysons Central 123 Metro Station, approximately 13.5 acres fall between one-third and one-half mile of the Metro Station, and approximately 0.3 acre are located outside the half-mile radius. Pedestrians will be able to access the site from Tysons Boulevard, Westpark Drive, Westbranch Drive and across the open space, sidewalks and trails proposed in this rezoning application and via the trail system located along the southern property boundary.

Each parcel is currently zoned to the "C-3 Office District," with portions of Parcels 1, 2 and 5A also zoned to the Sign Control ("SC") and Highway Corridor ("HC") Overlay Districts. The Application Property is occupied by seven, low-rise office buildings totaling approximately 277,430 GSF (exclusive of cellar space) surrounded by surface parking lots. For ease of reference, the Applicant has divided the site into six urban development Blocks A-F as identified on Sheet C3.0 of the Conceptual Development Plan ("CDP"). Existing office buildings will be replaced with the new buildings shown on the CDP. Size and existing uses for each block are described below and presented on CDP Sheet C2.1:

Block	Current Tax Map Parcel	Reference Name	Land Area (Ac.)	Existing Office (Sq. Ft.) <sup>2</sup>	Year Built	Existing Height (Stories)
A	10	Frederick	5.4	74,548	1970	6
B	9	Essex	4.4	Total for Blocks B, C, D, E: 170,883	1975	4
C	3	Campbell & Scott	3.7		1974	3
D	2	Grayson <sup>3</sup>	2.0		1972	1
E	1	Franklin <sup>3</sup>	2.0		1972	2
F	5A	AMT	1.8		32,000	1971

Given its location between Westpark Drive and the approved Tysons II project along Tysons Boulevard, the Application Property offers the unique opportunity to join together two sections of Tysons formerly separated by topography and character of use, activating both the south and north sides of this proposed development and extending the Tysons Central 123 transit-oriented development ("TOD") area. At its southern boundary the Application Property slopes steeply upward toward Tysons Boulevard. In this area the Applicant proposes to create a large, "Civic Plaza/Common Green" on top of structured parking as a community amenity and pedestrian link providing direct access to the Metro Station. Grade transitions between the new "Civic Plaza/Common Green" will be achieved through the use of a grand staircase creating a permeable and accessible site. The adjacent, vacant land to the south is part of the approved PDC-zoned Tysons II project, and the immediately adjacent Tax Map Parcels 29-4-((7))-3A and 3D are proffered for future development as high-rise office use with the requirement that pedestrian access be provided to the Application Property. The Application Property has 2,440 feet of street frontage along Westpark Drive, presenting an important opportunity to activate the streetscape along this important corridor.

Adjacent to the west, on land zoned to the PDH-30 District, are the Avalon Crescent Apartments and the Kaiser office building on C-3 zoned land. Adjoining the Application Property to the north and northwest is C-3 zoned land developed with low-rise office buildings and surface parking lots which is designated in the new Comprehensive Plan as "Urban Residential Neighborhood" and planned for "Residential Mixed Use." The High Intensity Office C-4-zoned land abuts the Application Property to the northeast and is developed with, and planned for, office uses.

### III. ZONING HISTORY

West\*Park originally was zoned and developed in the 1960s and 1970s under the I-3 and I-4 industrial zoning category. On October 15, 1990, the Board of Supervisors approved RZ 88-D-005 to rezone the 193-acre West\*Park development from I-3 and I-4 to the C-3 District permitting a maximum FAR of 0.54 or a maximum total of 4.69 million square feet of gross floor area, subject to proffers. Subsequent proffered condition amendment approvals permitted

<sup>2</sup> Not including cellar space.

<sup>3</sup> Demolished Summer 2012.

revisions to the Generalized Development Plan ("GDP") and proffers, including removal of certain parcels and changes to land bays, FAR, heights, and transportation demand management strategies. The most recently approved Proffered Condition Amendment Application PCA 88-D-005-6 pertained solely to West\*Park Land Bay A and was approved by the Board of Supervisors on September 24, 2007, subject to proffers dated August 9, 2007. Approved PCA 88-D-005-6, which involved no new construction and did not include a proffered GDP, permits an intensity of up to 4,707,292 non-residential square feet or a maximum 0.58 FAR on approximately 98 acres. Tax Map Parcel 5A was not included in the PCA-6 application. In concurrent application PCA 88-D-005-7, the Applicant seeks to amend the proffers accepted in PCA-6 for the purpose of removing the subject ±19.40 acres, which previously were West\*Park Land Bays A-2, A-4 and B, and rezoning these former West\*Park Land Bays to the new PTC District in this Application.

#### **IV. DEVELOPMENT PROPOSAL**

Rezoning the Application Property is key to transforming the suburban office buildings located north of the Tysons Central 123 Metro Station into the high-quality urban community envisioned in the Tysons Plan. To accomplish this transformation, the Applicant proposes approximately 2,575,685 GFA at an overall 3.05 FAR in residential, retail, office and hotel uses varying in height and intensity across six urban blocks. The Conceptual Development Plan ("CDP"), dated April 26, 2011 as revised through August 29, 2012, prepared by Bowman Consulting Group Ltd., WDG Architecture, PLLC and Parker Rodriguez Inc. and consisting of 75 sheets, includes detailed block-by-block layouts, pedestrian circulation, parks and open space, streetscape and roadway plans, a storm water management plan, low-impact development concept plans, phasing plans, exterior architectural elevations, shadow analyses, perspective drawings and landscape plans far in excess of the County's CDP submission requirements. The CDP divides the Application Property into six urban Blocks A through F, with the overall conceptual development plan presented on CDP Sheet C5.0. As the level of detail presented on the CDP demonstrates, the goals of this new transit-oriented development are to:

- Create a mix of land uses with 24/7 opportunities to live, work, stay and play;
- Provide high-quality architecture and an attractive skyline that reflect the new urban form envisioned by the Tysons Plan for this area and provide appropriate transitions to existing and planned off-site uses;
- Transition densities and building heights to be compatible with uses on adjacent properties;
- Promote connectivity by constructing pedestrian linkages to and from the Metro Station and between uses on- and off-site;
- Create a large, publicly accessible "Civic Plaza/Common Green" approximately three acres in size, including a series of interconnected urban plazas and pocket parks, grand staircase and public sport courts and playground, as the community focal point for on-site users as well as for occupants of office and residential communities existing and planned on surrounding parcels;
- Create attractive open spaces, an urban linear park and a neighborhood trail system throughout the site which connects to adjacent properties, including to the off-site trails the Applicant has proffered to construct on the Hanover Parcel to the north ;

- Provide private recreation facilities, including pools, fitness centers and private amenity roof terraces for the residents of Arbor Row;
- Establish streetscapes that are contemporary in character and provide a cohesive aesthetic, including landscape amenity zones, site furniture and other amenity features in conformance with the Tysons Plan;
- Construct the extension of Jones Branch Drive on the Application Property to public street standards, but privately maintain it until such time it may be extended off-site to a public road on the south;
- Commit to LEED certification and other sustainable design criteria;
- In accordance with the "allocation of floor area" strategy on page 28 of the Tysons Plan, the Applicant has proffered to dedicate off-site Parcel 29-2 ((15)) B2 to the County and to make significant improvements and contributions toward public facilities, including athletic fields that are synthetic turfed and lit;
- Provide twenty percent workforce housing within Arbor Row; and
- Ensure adequate flexibility to respond to evolving market conditions.

Detailed site tabulations are presented on Sheet C2.1 of the CDP and summarized as follows:

Land Use	Approximate Maximum Gross Floor Area (GFA)	Percent
Residential	1,246,600	48.4%
Office	1,108,429	43.0%
Hotel	162,000	6.3%
Retail, services and support uses	58,656	2.3%
TOTAL	2,575,685 @ 3.05 FAR	100%

Detailed tabulations, footnotes, site section sheets and perspective drawings are presented on the CDP. A general overview of the development program for each development "Block" A through F is described below. For more detailed descriptions, please see "Statements of Justifications" submitted for the three Final Development Plans ("FDPs") which have been filed concurrently with this rezoning for Block A (FDP 2011-PR-023), Block E (FDP 2011-PR-023-3) and Block F 2011-PR-023-2).

***Block A (Buildings A1 and A2 Mid-Rise and High-Rise Residential Buildings (see FDP 2011-PR-023).*** Block A is located on Parcel 10 south of Westpark Drive, between Avalon Crescent Apartments to the west and Westbranch Drive on the east, with the existing Kaiser office building and its five-level parking garage across Westpark Drive to the northwest. This approximately five-acre block currently is occupied by the 35-year old "Frederick" office building and surrounded by a large surface parking lot. Home Properties of Tysons, LLC, ("Home properties"), contract purchaser of Block A, will create a vibrant "sense of place" by locating a high rise, residential tower at the prominent corner of Westpark/ Westbranch Drive, establishing a new street grid with attractive neighborhood-centered streetscapes for a safe and high quality pedestrian experience; and creating a varied and interesting skyline. "Site Sections,"

"Shadow Analyses" and "Perspectives" for both Buildings A1 and A2 are provided on CDP Sheets A3.0 and A4.0 through A6.6 (with more detailed floor plans, site perspectives and building elevations included in the concurrent FDP Application on FDP Sheets A-101 -A 4.04). In Building A1 on the western end of Arbor Row, adjacent to the Avalon Crescent residential community, Home Properties has committed in the proffers and on the plans to protect the Resource Protection Area ("RPA") and is maximizing views of the existing, stormwater management pond, woodlands and publicly accessible trail while establishing new urban blocks on the developable portion of the site. Building A1 will contain up to approximately 267 mid-rise multi-family units in six stories (including a potential mezzanine) oriented along the new street grid. The lobby and leasing center is sited to activate the corner of Westpark Drive by providing an entry plaza at the north end of "Private Street A-1" (CDP Sheet L3.0) and a drop-off area in front of the entrances to the leasing centers for Buildings A1 and A2. Residential units will surround a private "Amenity Roof Terrace" approximately 16,900 square feet in size which includes a private pool deck facility, private terraces, and seating areas (CDP Sheet L3.0). In Building A2 to the east, heights transition from approximately 6 to 22 stories with up to approximately 427 multi-family units. Proposed development within Building A2 has been designed with massing to reinforce the street edge, ground floor retail and orientation toward the central street between the two development blocks, all of which contribute toward establishing a "sense of place" at this important corner "gateway" at Westpark Drive and Westbranch Drive, as envisioned in the Tysons Plan. As described on CDP Sheet 2.1, a portion of the bonus intensity from the Hanover Parcel B2 is designated for residential Block A, enabling more Tysons Corner residents to live within walking distance of the new Tysons Central 123 Metro Station. As shown on CDP Sheets C2.1, Building A2 includes up to 8,000 square feet of retail, service and other non-residential uses concentrated at the corner of Westpark Drive and Westbranch Drive. As shown on CDP Sheet L3.0 and presented in detail on the FDP Application, Building A2 will have a large "Amenity Terrace:" on levels 3 and 4 (over 24,000 square feet in size with significant facilities including an outdoor pool). Another 1,000 square foot roof terrace is shown on top of the 21-22 story tower building. An indoor fitness center will be provided in each building, together totaling approximately 3,000 square feet in size, for residents' private use. Detailed streetscape sections for the new streets surrounding and between Buildings "A1" and "A2" are depicted on CDP Sheets L4.1 and 4.2, with Block A Section Elevations on CDP Sheet L4.2. A paved drop-off area will be provided along Westpark Drive, with garage access along the south and interior private streets and from Westbranch Drive. Interim and ultimate improvements to the Westpark Drive frontage of this block are depicted on CDP Sheet C9.0. Block A will be linked to off-site trails and uses through sidewalks and a trail connection, as depicted on the Pedestrian Flow Diagram on CDP Sheet L2.1 and the Pedestrian Hierarchy Plan on CDP Sheet L2.3. It is anticipated that Block A will be developed in two phases, with Building A2 being built first, as depicted on the Phasing Exhibit (CDP Sheet C8.3).

***Block B (High Rise Office Building B).*** Blocks B, C and D have been designed as an integrated, urban office and hotel complex, oriented around inter-connected plazas and parks. In Block B, one 13-to 17-story, office building ("B1") up to 225 feet tall and approximately 384,285-square feet in size, with up to an additional 8,500 square feet of retail, will replace the existing "Essex" low rise office building at the corner of Westpark and Westbranch Drives. The Building B lobby and ground floor retail use are sited at the corner of Westpark and Westbranch Drives, creating a sense of place, activating the streetscapes, reinforcing this prominent corner across from Residential Block A2 on the opposite corner of this important pedestrian gateway, and linking planning areas to the north. As illustrated on Sheet C7.0 and L3.1 of the CDP, an

"Entry Court Plaza" will extend to the paved terrace and outdoor eating area along a perpendicular access between Blocks B and C, and eastward to the hotel proposed for Block D. Separate garage access will be provided for the Block B Office Building at Westbranch Drive. A four-level parking deck will be built into the hill on the south side of this office building with green arbor trellis structures on the top level. Office Building B presented on CDP Sheets C7.0 and L3.1 provides a compatible transition between the 18-story office buildings on Tysons II to the south and the existing office building to the north.

***Block C ("Civic Plaza/Common Green", Terraces, Urban Plaza, Office Buildings C1 and C2).*** Approximately three acres of publicly-accessible, urban parks, lawns, hardscape plazas, terraces, a grand staircase and public active recreation facilities will be provided as the centerpiece of Arbor Row within Block C (see "Overall Urban Parks Plan" CDP Sheets L2.4 and L3.1). This urban park area, when combined with the adjacent, off-site eight acre Hanover parcel dedication by this Applicant, is a major contribution toward the parks and open space goals of the Tysons Plan. An expansive and highly visible "Civic Plaza/Common Green" will provide a gracious, at-grade gateway into the development from its Metro side on the south and serve as the central focal point of this urban mixed-use community. This approximately 129,000 square foot "Civic Plaza/Common Green" will feature a great lawn suitable for strolling, relaxing, playing and special events and will have inviting seating areas, strategically-placed sculpture and other public art, mounded soil and a curvilinear pathway system within groves of canopy trees. Overhead arbor structures will be located on opposite ends of the "Civic Plaza/Common Green" to create filtered shade seating and special event areas. The "Civic Plaza/Common Green" on the Applicant's site will extend and enhance the park, urban plaza and amphitheater along Westbranch Drive within the adjacent planned Tysons II development. A paved terrace promenade is planned to provide generous views of the office buildings and urban plaza below. The existing low-rise Campbell and Scott office buildings will be replaced by two matching office buildings approximately 8 to 13-stories tall and approximately 263,150-square feet in size each, with up to an additional 12,500 square feet of ground floor retail and service uses in each building (CDP Sheets C7.0 and L3.1). These new office buildings will anchor the row of new buildings along Westpark Drive and flank the urban plaza and grand central staircase leading up to the "Civic Plaza/Common Green." Conceptual Section Elevations for Block C depicting the park and plazas on top of the parking structure are shown on CDP Sheet L4.3. As presented conceptually on CDP Sheets A6.1 and L3.1, pedestrians walking from buildings on the north side of Westpark Drive (which will remain office for the foreseeable future, but is designated in the Tysons Plan for redevelopment to "Residential Mixed Use") may access the public amenities on the Application Property and along Tysons Boulevard through the urban plaza up a grand staircase to the new "Civic Plaza/Common Green". As an organizing architectural feature, this grand staircase has been designed to move diagonally between the two office buildings. A water wall is envisioned adjacent to the grand staircase to filter street noise, add a calming effect for pedestrians passing through the space, and cool the space during summer months. Gently sloping ramps, leading down from the "Civic Plaza/Common Green" to the intermediate-level plaza and down to the lower urban plaza, will establish the essential connectivity between activity levels. An illuminated glass elevator pavilion is envisioned to serve as a landmark at the heart of the project. The lower urban plaza along Westpark Drive will be characterized by seating areas, a large water feature, terraced planters, a prominent sculpture and special paving. Stone plinths, light columns and overhead pergolas (i.e. "arbors") will enhance the contemporary feel of the plaza and add visual interest.

**Block D (Hotel).** An approximately 9 to 17-story, 162,000 square foot hotel with a hardscaped arrival plaza located on the extension of Jones Branch Drive will replace the existing one-story Grayson Building in Block D. In addition to the hotel building envelope shown conceptually on CDP Sheet C8.0, two alternative hotel building plans, which vary slightly in mass and height, are shown on CDP Sheet 3.4. The hotel will be subject to a future FDP Application. Complementing office and residential uses on adjacent blocks, this full-service hotel also will have up to 8,000 square feet of ground-floor retail and service uses, an outdoor courtyard for general use or use by a restaurant, a pool, an outdoor seating area with special paving under the filtered shade of canopy trees and other amenities as depicted conceptually on CDP Sheet L3.2. Visual cohesiveness will be achieved through the use of urban park connections, special paving, flush grade conditions and stone plinths and bollards for physical separation. Conceptual Section Massing diagrams and elevations for the two proposed alternative hotel building envelopes are presented conceptually on CDP Sheets A 3.4 and A4.0.

**Block E High-Rise Residential Building (see also FDP 2011-PR-023-03).** Located in the southeast quadrant of the Westpark Drive/Jones Branch Drive intersection, Block E was formerly occupied by the two-story, 21,500 square foot "Franklin" office building and a portion of the one-story, 12,000 square foot "Grayson" office building (which recently were demolished). Consolidation and redevelopment of these two, existing parcels into a new Block E enables Jones Branch Drive to be extended between Westpark Drive and Arbor Row's southern property boundary. Block E would be further defined by a new, surrounding "street" grid, including a new east-west street connection located between Jones Branch Drive Extended and the AMT office site in Block F. The Hanover Company, contract purchaser of Block E, proposes to redevelop this urban block with an "L"-shaped, 20- and 27-story high rise tower up to 300 feet in height and approximately 516,800 square feet in size, consisting of 430 to 480 dwelling units. Conceptual Site Sections for the proposed residential building are presented on CDP Sheet L4.6. The plans for Block E include the potential for approximately 7,000 square feet of ground-floor retail and other non-residential uses that would engage and activate the Westpark Drive streetscape, with the residential lobby and amenity areas prominently located at the corner of Westpark Drive and Jones Branch Drive Extended. Significant attention has been focused on creating attractive, pedestrian friendly streetscapes along Jones Branch Drive Extended across from the new hotel building on the west (Block D) and along the new interior street which will serve both the Block E garage and AMT's new building entrance. Major active and passive recreational amenities are proposed, including a nearly two-thirds acre rooftop amenity terrace with pool overlooking a nearly half-acre, publicly-accessible, landscaped park that would be located adjacent to the planned trail and open space on the Tysons II property. As described on CDP Sheet C2.1, a portion of the residential bonus intensity from Parcel B2 is designated for Block E within one-third mile walking distance of the Metro Station.

**Block F Office Building (see also FDP 2011-PR-023-02).** Block F, the easternmost parcel of the Application Property, is owned by AMT – The Association For Manufacturing Technology ("AMT"). Founded in 1902 as the National Machine Tool Builders' Association, AMT represents and promotes the American manufacturing technology industry. The Association supports American builders of manufacturing systems by providing research and information on market data, matching companies with potential customers, promoting emerging technical developments, facilitating global operations for member companies and advocating for legislation and policy that furthers the industry. AMT first opened its doors in 1971 when Tysons was still essentially a rural crossroads and has been quietly – and successfully –

operating as a valued corporate citizen of Fairfax County ever since. In light of the extension of the Metrorail through Tysons though, and the resulting climate of transformation and renovation, AMT has determined that now is the time to execute its long-term plan to unite several American manufacturing associations, their suppliers and business partners at its Tysons headquarters. This unification will encourage substantially more collaboration in the manufacturing community, which will enable development of cutting-edge manufacturing technology. And, it will necessarily require AMT to redevelop and reenergize its 40-year old, suburban office building. As shown on CDP Sheet C8.0, AMT plans to reorient and redevelop Block F by constructing a ten-story, approximately 200,000-square foot office building with ground-floor retail at the front of the site and by providing parking at the back of the site at the eastern terminus of the residential green in Block E. CDP Sheet 4.7 depicts the section for the private street between Blocks E and F and shows a conceptual building section elevation. A pedestrian arrival plaza off Westpark Drive, similar in design to those in Blocks A and D, will feature a sculpture that represents AMT's most prestigious award – the Al Moore Leadership award, given to individuals who demonstrate extraordinary service to the manufacturing technology industry. In addition, as part of AMT's on-going effort to promote the importance of manufacturing technology and to make public career opportunities in the industry, AMT is contemplating an approximately 200-seat auditorium that will be used primarily for educational conferences, information dissemination and technical job training. In June of 2011 President Obama launched the Advanced Manufacturing Partnership, a national effort bringing together industry, universities, and the federal government to invest in the emerging technologies that will create high quality manufacturing jobs and enhance the United States' global competitiveness. AMT's long-held mission – to promote the American manufacturing technology industry - is directly in line with President Obama's initiative.

***Additional Features of the Development Proposal.*** In accordance with Sections 6-500 and 16-501 of the Zoning Ordinance, the proposed CDP has been designed to achieve a tiered intensity of development in a mix of office, residential, hotel and retail uses, which are interconnected by a network of urban streets, urban plazas, a large "Civic Plaza/Common Green" and attractive streetscapes and integrated sidewalks and trails. An "Overall Illustrative Landscape Plan" is presented on CDP Sheet L1.0. "Pedestrian Flow" and "Pedestrian Hierarchy Plans" for Blocks A-F are presented on CDP Sheets L2.0-2.3. As summarized on CDP Sheet L2.4, approximately six and one-half acres of the ±19.40-acre Application Property (approximately 34 percent) will consist of on-site publicly-accessible and private recreation and open spaces, including the extensive, high quality private recreation facilities provided in Block A and Block E for residents' use. This acreage is in addition to the off-site, eight acre Hanover Parcel B2 dedication for school, athletic fields and linear park public uses. The significant amount of high-quality open space areas depicted for each Block is quantified on CDP Sheet L2.4, committed to in the Proffers and conforms with the urban park and open space recommendations of the Tysons Plan.

The second-submission Traffic Impact Study ("TIS") dated December 2, 2011 and prepared by Wells Associates was filed with the County Department of Transportation and VDOT on December 2, 2011 under separate cover. The Applicant has met with VDOT, which has approved the Arbor Row TIS in accordance with applicable Section 527 requirements. A reduction in single-occupancy vehicle trips will be achieved through the mix of uses, shared parking and implementation of various Transportation Demand Management ("TDM") strategies, as set forth in the TDM plan submitted under separate cover along with the TDM

Proffers filed for this rezoning application which include commitments toward funding of a new "Tysons Transportation Management Association." Pursuant to Section 6-509 of the Zoning Ordinance, a parking plan has been submitted with the rezoning application and is attached to this Statement of Justification.

As presented conceptually on the CDP, the Applicant will promote environmental stewardship through the use of innovative storm water management, including low-impact development ("LID") techniques, green roofs, green building design and sustainable energy practices. In Proffers pertaining to the six development Blocks, detailed LEED certification commitments have been made that conform with Tysons Plan recommendations. The Applicant further has incorporated LID features such as permeable paving and basins in the landscape amenity zones. Streetscape, planting and other urban design elements are presented conceptually on CDP Sheets L4.0, 4.1, 4.8, 4.9 and L5.1 and will be further refined in subsequent Final Development Plans.

In accordance with Paragraph 2G of Section 16-501 of the Zoning Ordinance, phasing exhibits are presented on CDP Sheets C8.2 through 8.4. This preliminary plan groups buildings by blocks, specifying the mix of uses and associated streetscape, parking and landscape areas, and demonstrating that each identified block can be constructed individually, with future blocks to be integrated seamlessly when the market demands. Attached as **Exhibit 1** to this "Statement of Justification," is a parking plan which has been prepared in compliance with Section 6-509 of the Zoning Ordinance and parking details are summarized in the tabulations on CDP Sheet 2.1. Pursuant to Paragraph 2(I) of Section 16-501, building "Shadow Analyses" are presented on CDP Sheets A5.0 through A.5.2, which demonstrate adequate sunlight over the outdoor plazas and park and recreation areas on each urban block. Photo simulation "Perspectives" have been provided on CDP Sheets A6.2 through A6.5 showing building perspectives from the north and south, viewed both at street level and from above, as required under Paragraph 2(J) of Section 16-501.

## **V. COMPREHENSIVE PLAN RECOMMENDATIONS**

Comprehensive Plan guidance for use and development of the Application Property is found in the Tysons Plan adopted by the Board of Supervisors on June 22, 2010. The Application Property is designated as part of the larger Tysons Central 123 TOD District and recommended for "transit-station mixed-use development" (Tysons Plan, Map 14 on page 138). The "Transit Station Mixed Use" land use category is defined on page 21 of the Tysons Plan as a balanced mix of retail, office, arts/civic, hotel and residential uses, with office comprising approximately sixty-five percent (65%) throughout all transit station mixed-use areas and residential comprising at least twenty percent (20%) of total development. All but the northwest corner of the Application Property lies within one-third or one-half mile of the Tysons Central 123 Metro Station as measured generally from the base of the escalator at the northern entrance (see CDP Sheet C2.1). The walk between the Metro Station and the land use mix on the Application Property has been designed to be "convenient, safe, and pleasant" as recommended on page 24 of the Tysons Plan.

Plan guidance is contained both in the "Areawide Recommendations" and more specifically in the "Subarea 2: South West Park Redevelopment Option" recommendations on

pages 141 and 142 of the Tysons Plan. As stated on page 141, the "vision for this subarea is to redevelop primarily with mixed use with an urban character at a substantially higher intensity" than what is currently there now and include ground-floor retail uses, with intensification contingent upon integration with Tysons II through pedestrian and vehicular linkages. The Applicant's development proposal conforms with the Tysons Plan recommendations on page 141 that: "[r]development should be diverse in land uses, including additional office use as well as potential hotel, retail and/or residential uses" and "[a]ll redevelopment should provide support retail and service uses." The mix of land uses, as summarized in this Statement of Justification and presented on the proposed CDP, demonstrates achievement of those Plan recommendations.

The CDP also conforms with the tiered intensity guidance on pages 24 through 28 of the Tysons Plan. As shown on CDP Sheet C2.1, approximately 5.5 acres or twenty-eight percent (28%) of the Application Property ("Area A" is the eastern portion of Blocks C, D, E and F) falls within a one-third mile radius of the future Metro Station northern entrance and is planned for "Tier 3" intensity defined as a 2.5 FAR depending on land use and exclusive of bonus intensity. However, due to existing and planned office use within Block F, only a 2.0 FAR is attributable to Area A. Most of the remainder<sup>4</sup> of the Application Property falls within the one-half mile radius of the Metro Station and is planned for a 2.0 FAR depending on land use and exclusive of bonus intensity.

The overall FAR for the consolidated parcels of this Application Property conforms with the guidance in the Tysons Plan. The highest FARs proposed by the Applicant are for the lowest peak-hour generating land uses: redevelopment to multi-family residential in Block E and hotel in Block D within the one-third and one-half mile distances. The remainder of the site falls within one-half mile where the Tysons Plan offers flexibility to encourage both an intensification of office uses and the introduction of intensive residential within the TOD area. In proposing dedication to the County of the eight-acre Hanover Parcel B2 for an elementary school and athletic fields, the Applicant has reallocated the residential floor area planned for Parcel B2 and bonus intensity into residentially-planned Blocks A and E in the subject ±19.40-acre rezoning application. This bonus intensity for superlative contributions toward public facilities and reallocation of floor area through concurrent rezoning applications is a fundamental tenant of the new Tysons Plan, as described specifically on page 28. Detailed computations demonstrating conformance with the tiered intensity and bonus recommendations are presented on CDP Sheet 2.1. As to Block F, on page 8 the Tysons Plan recognizes that "Fairfax County is the heart of the Washington area technology sector and Tysons is its economic and employment center." As such, the Plan directs the County to "capitalize on Tysons' growth as a regional economic engine." With the unification of American manufacturing associations, their suppliers and business partners at its Tysons headquarters, AMT is actively working to that end.

The analysis below summarizes how this development proposal fulfills the other major Areawide Plan elements as well as the site-specific Subdistrict recommendations on pages 141 142 of the Tysons Plan:

---

<sup>4</sup> A 0.3-acre sliver of Block A falls beyond the half-mile radius.

Plan Guidance For Redevelopment Option	Applicant's Proposal
Coordinated development plans	The Applicant has filed concurrent applications with coordinated plans and has proffered to dedicate 8 acres of land for public purposes, with reallocation of residential floor area within walking distance of the Tysons Central 123 Metro Station, the retail malls and nearby office buildings.
Logical and substantial parcel consolidation	The Application Property consists of ±19.4 acres and includes the entirety of "Subarea 2 South West Park" planning area. With the separate dedication of Cityline's Hanover Parcel B2 to the north, the combined acreage consists of more than 27 total acres. Although its long rectangular shape, existing road configuration and elevation changes along the southern boundary present design challenges, the 19.40 consolidated acreage is sufficient to produce an efficient and logical layout that meets the objectives of the Tysons Plan, including provision of nearly three acres of "Civic Plaza/Common Green" and urban plazas (see Block B, C and D descriptions above and CDP Sheet L.2.4).
Mix of diverse land uses	The proposed mix of uses conforms with the overall guidance in the Land Use Plan and Subdistrict recommendations. A slight predominance of residential use is proposed with significant redevelopment to high quality, urban residential use. A synergy between the complementary land uses proposed in this Application will achieve the Tysons Plan goal of transforming an existing suburban office park into a vibrant, walkable transit-oriented community.
Tiered Intensity	See tabulations and graphics on CDP Sheets C2.1 and C3.0.
Recommends total office use in "South West Park" and "West Park Urban Neighborhood" less than three million square feet.	Assuming redevelopment of office buildings on the Essex Block and AMT areas as proposed in this rezoning application, total office use within these two planning areas would total just under three million GFA. This has been demonstrated on CDP Sheet C2.1 and committed to in the Proffers.
Coordinated development plans with Tysons II	To enhance the urban environment, improve pedestrian connectivity throughout the larger area, and overcome the significant change in grade, the Applicant has proposed an approximately three acre "Civic Plaza/Common Green" and associated plazas as recommended specifically in the Subarea text. When combined with proffered open spaces within the Tysons II development, a large, centrally located outdoor activity area will be established from the Ritz Carlton site northward across the Application Property and connecting into the planned West Park Neighborhood Subdistrict.
Foster vehicular and pedestrian access, with integration with abutting districts/subdistricts	In addition to the urban plaza, Westpark Drive will be designed as an "Avenue" in accordance with the Areawide Recommendations of the Tysons Plan. Pedestrian connectivity has been depicted on CDP Sheets L2.1 through L2.4.
Accommodate the Jones Branch Extension	Jones Branch Drive is committed to as a new local street connection as shown on CDP Sheet C8.2, but will be maintained as a private street until such time that an extension to a public road to the south may occur, as set forth in the Proffers.

<b>Plan Guidance For Redevelopment Option</b>	<b>Applicant's Proposal</b>
Publicly accessible open space and urban design amenities consistent with Areawide Urban Design recommendations	Approximately 129,000 (±2.96 acres) of publicly-accessible "Civic Plaza/Common Green," urban plazas, terraces and public sport courts are proposed within Block C, with expansive private open space and amenities within the residential blocks on either side. Approximately six and one-half acres of parks and open space will be provided cumulatively across Blocks A-F counting both public and privately accessible spaces (see CDP Sheet L2.4), including the "Resource Protection Area" which shall remain undisturbed and unimproved within Block A. The Applicant's urban design and landscape architectural consultants have analyzed the characteristics and design opportunities unique to the Application Property. Conceptual drawings in the CDP package (such as proposed streetscapes, plazas, parking design, building heights) have been prepared to reflect the Tysons Plan urban design recommendations, with more detailed refinement on the FDPs filed for concurrently for Blocks A, E and F). In accordance with Plan recommendations, most of the proposed open space will be publicly accessible, such as the common green, civic plaza, pocket parks, sidewalks and trails. As depicted on CDP Sheet L2.4, the Applicant is providing approximately four and one-half acres of publicly-accessible parks, with an additional approximate two acres in private in recreation amenity space being provided.
Recreation facilities and amenities for residents	Private recreation facilities will include outdoor swimming pools, enormous rooftop amenity terraces, fitness centers and other high quality amenities for use by the future residents of Block A and Block E.
Affordable and Workforce Housing	Twenty percent workforce housing has been proffered in conformance with Tysons Plan recommendations.
Grid of streets (incl. off-site connections)	As recommended in the street design guidelines and depicted on CDP Sheets C9.0 through C9.4 and L4.0 and L4.1, from the centerline of the existing 100-foot wide Westpark Drive right-of-way, the Applicant will design Westpark Drive as an "Avenue." CDP Sheet C9.2 depicts the cross-section of Westbranch Drive as a "Collector Street." Jones Branch Drive will be extended to the southern property line as a "Local Street" in accordance with Tysons Plan Map 7.
Accommodate potential circulator routes and make appropriate contributions	As depicted on the "Ultimate Section," existing right-of-way along Westpark Drive is wide enough to be reconfigured in the future to accommodate potential a circulator.
Pedestrian Circulation Plan	CDP Sheets L2.0 through L2.3 show proposed pedestrian circulation Plan for both the Application Property and connections to Hanover Parcel B2 via a linear park trail and existing sidewalks.
Vehicle trip reduction goals	Vehicle trip reduction goals have been determined in conjunction with the "Traffic Impact Analysis," "Transportation Demand Management Plan" and TDM Proffers which have been filed under separate cover.
Parks and recreation	More than six acres (approximately 34%) of the Application Property will be committed as diverse, public and private open spaces with varying size, function and character and will be able to support formal and informal activities. An analysis of Comprehensive Plan park standards and the needs of future residents, employees and visitors of the Application Property is presented on CDP Sheet L2.1. In accordance with the recommendations on page 78 of the Tysons Plan,

Plan Guidance For Redevelopment Option	Applicant's Proposal
	<p>"locating parks adjacent to residential and mixed-use buildings will enhance these uses by providing common outdoor spaces to users who have no private yards" as well as serve the unmet needs of nearby office and retail employees and adjacent residences. The new, approximately three acre "Civic Plaza/Common Green" will be sited at the same grade as the planned park in Tysons II to the south, creating a large open space amenity currently lacking in this area. This connected space will be large enough to accommodate festivals and other programmed events and is easily accessible by surrounding office and retail employees and existing and future residents. Additional publicly-accessible parks, open spaces, urban plazas and private recreation facilities are provided within individual Blocks.</p>
Environmental Stewardship	<p>The Preliminary Stormwater Management BMP Plan and Narrative presented on CDP Sheets C10.0 through C10.8 demonstrate compliance with County requirements and conformance with the additional recommendations in the Tysons Plan for storm water quantity and quality control measures substantially greater than the minimum requirements. All of the subject blocks' BMP requirements currently are met through the existing, West*Park Watershed BMP facility which is located off-site. Additional storm water management will be provided through a combination of LID techniques and underground storage vaults as described on CDP Sheet C10.0-8. To conform to the Tysons Plan recommendation that sites must retain and reuse the first one inch of run-off, the Applicant is committing to employ certain LID measures such as bio-retention landscaping, green roofs, cisterns, underground vaults, porous pavement and permeable pavers with details as determined by the Applicant at final development plan and site plan approval. Block Owners have committed to incorporate green building practices sufficient to attain LEED certification, or its equivalent, for office and residential buildings proposed on the Application Property. Further, the Applicant will pursue other energy/resource conservation strategies, as outlined on page 84 of the Tysons Plan, throughout the site such as green roofs, energy-conscious landscape design, and energy efficient lighting, heating, ventilation and air conditioning systems and new technologies as they emerge.</p>
Public Art	<p>The Applicant plans to install sculpture and other public art within the "Civic Plaza/Common Green" and urban plaza areas as shown conceptually on the landscape design plans included in the CDP. Block F will feature a sculpture that represents an award given to individuals who demonstrate extraordinary service to the manufacturing technology industry.</p>

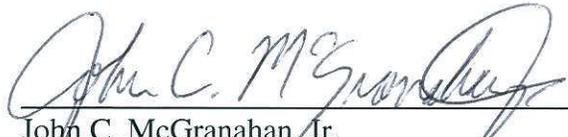
Plan Guidance For Redevelopment Option	Applicant's Proposal
Public Facilities	The Tysons Plan states on page 91 that: "Land and/or building space needed for public facilities is critical to the assurance that such facilities can be constructed" and that proffer commitments should be made "to ensure that places will be available to construct facilities in concert with the pace of growth." To this end, the Applicant has proffered to dedicate eight acres of off-site land and to make significant up-front improvements, including two synthetic turf athletic fields, a stream valley trail, stream bank restoration and a significant contribution for design of a future urban elementary school in order to meet future needs as recommended on pages 93 and 172 of the Tysons Plan.
Urban design principles	This transformative conceptual plan creates a unique sense of place with walkable, urban blocks, improved connectivity with adjacent parcels to the north and south, and provision of a range of outdoor spaces including an "Civic Plaza/Common Green", terrace areas, and other urban plazas. The design focus has been to establish a new pedestrian realm in this part of Tysons, creating attractive new streetscapes and exciting public and private amenity spaces. Site sections, shadow analyses and perspectives are included in the CDP package. Conformance with specific "Tysons Corner Urban Design Guidelines" has been demonstrated in detail on individual FDPs.
225-foot maximum building height consistent with the Areawide Building Height Map	On the CDP, the Applicant is proposing that the Block E residential building will be up to 300 feet in height. This increase in height is appropriate for a well designed, TOD residential use which includes 20% Workforce Dwelling Units and is located within one-third mile walk of the future Metro Station. Proposed building heights would complement adjacent heights approved in Tysons II and vary across the site to create a visually interesting urban form.
Demonstrate how other parcels in the Subdistrict and surrounding area can develop in conformance with the Tysons Plan.	Nothing proposed in this rezoning will preclude surrounding properties from redeveloping in conformance with the new Tysons Plan. In fact, approval of this rezoning would facilitate redevelopment of the West Park Urban Neighborhood to the north, in that this project will serve as both the catalyst and the bridge between that Subarea and the Tysons II Subarea. This rezoning will radically improve accessibility, amenities and services available to adjacent parcels and create a community focal point not existing at present.

## VI. WAIVERS AND MODIFICATIONS

To the best of our knowledge, no known hazardous or toxic materials exist on the Application Property nor are planned in conjunction with the uses proposed in this rezoning. The proposed development complies with all current applicable land development ordinances, regulations and adopted standards, except in specific instances where modifications or waivers have been identified on CDP Sheet C2.0 and summarized and justified on the chart attached as **Exhibit 2** to this Statement of Justification.

## VII. CONCLUSION

This rezoning presents a singular opportunity for the County to transform a forty year old, suburban office park into the vibrant, urban mix of transit-oriented uses envisioned in the Tysons Plan. To establish a sense of place and an attractive environment in which to live, work and play, the proposed development includes amenities such as a significant Urban Park which will establish an at-grade, pedestrian link between the properties to the north and the Tysons II development and the Metro Station entrance to the south. Further, the Applicant proposes to dedicate eight acres of adjacent land to the County and provide two synthetic turf and lighted athletic fields and other significant public improvements which are proffered to be completed by December 2014. All of this is being provided with a rezoning of less than 20 acres at a 2.5 million maximum GFA that is 48% residential use. Those uses will serve the new mixed-use community planned for this site as well as residents and employees in the surrounding area. The Applicant has strived to include an unprecedented level of design detail for a CDP-only application and, subsequent to filing this rezoning, has filed three FDPs for Arbor Row to be heard concurrently with the rezoning. The proposed CDP includes a diverse skyline, streetscapes with interesting view corridors and terminated vistas; high quality, urban architecture, incorporation of major public parks and open space areas, significant private recreation and other amenities, all of which will be interconnected by tree-lined sidewalks; street-front retail shops and restaurants; underground parking and innovative stormwater management not presently existing in this immediate area. This rezoning will implement the recommendations of the Tysons Plan and the Tysons Corner Urban Design Guidelines and comply with the PTC provisions set forth in Section 16-501 of the Zoning Ordinance.



---

John C. McGranahan, Jr,  
Attorney for the Applicant, Cityline Partners LLC

## Exhibit 1

7/23/2012

### **Addendum to the “Statement of Justification” Arbor Row Parking Plan RZ/CDP 2011-PR-023**

#### **Introduction**

Pursuant to Paragraphs 1 through 5 of Section 6-509 of the Zoning Ordinance for the Planned Tysons Corner Urban District (“PTC”), this narrative is submitted for the Arbor Row Rezoning Application in accordance with Paragraph 1, which states: *“Notwithstanding the provisions of Article 11, the number of off-street parking and loading spaces provided for the development in the PTC District shall be established with the approval of a parking plan, which plan shall accompany an application for rezoning to the PTC District.”*

This Arbor Row Parking Plan consists of this narrative along the pending Rezoning/Conceptual Development Plan (the “CDP”) 2011-PR-023 dated April 26, 2011 as revised through July 20, 2012 and the draft proffer statement dated July 20, 2012 (the “draft proffers”). Also referenced and excerpted below is the “Draft Arbor Row Transportation Demand Management (“TDM”) Plan” dated February 2012, prepared by Wells+Associates and filed with the County Department of Transportation on February 24, 2012.

#### **Off-Street Parking**

On the Arbor Row CDP, off-street parking is an integral design element used to achieve important Comprehensive Plan land use and design objectives for the Application site. The 19-acre subject property is significantly lower in topography than the Lerner Enterprises’ Tysons II development, which is adjacent to the south. As recommended in the adopted “Tysons Corner Urban Center Plan,” tiered below- and above-grade parking structures have been designed to elevate the central Blocks B and C and to create publicly-accessible open space areas and urban design amenities which are connected to open space on the Lerner property. As shown illustratively on CDP Sheet L3.1, a large, publicly-accessible “Civic Plaza/ Urban Green,” with sport courts and playground, have been located on top parking decks within Office Blocks B and C. Extensive private recreational open spaces and amenities have been designed to be elevated on top of parking structures and rooftops in Residential Blocks A and E.

Paragraph 1A of Section 6-509 establishes parking maximums within the PTC zoning district and stipulates off-street parking rate ranges as follows: (i) for multi-family use a minimum of 1.1 space to a maximum of 1.7 spaces per unit; (ii) for office use a maximum of 2.2 spaces per 1,000 square feet of gross floor area (“GFA”); and (iii) for hotel use a maximum of 1.05 per room. On CDP Sheet C2.1, Table 1 “Site Tabulations” lists the number of estimated parking spaces to be provided as listed on the chart below; however, the exact number of spaces for each building shall be determined with approval of the site plan based on the specific uses, amount of such uses, and distance from the Tysons Central 123 Metrorail Station. Except for Block F, the CDP shows less than the maximum allowed in the Zoning Ordinance:

Block A	1.3 spaces per residential dwelling unit
Blocks B & C	1.8 spaces per 1,000 GFA office
Block D	0.74 space per hotel room
Block E	1.5 spaces per residential dwelling unit
Block F	2.2 spaces per 1,000 GFA office

For ground floor or street-level uses (CDP Sheet C2.0 Note 34), parking shall be provided in accordance with the TOD District requirements set forth in Paragraph 1B of Section 6-509 of the Zoning Ordinance in which there are no minimum required spaces. Parking rates in Article 11 serve as maximums in the PTC zoning district. In Paragraph 1B(1), the first 5,000 square feet of GFA located on ground floors or at street level consisting of retail, personal/business services, fast food restaurant, quick service food store and/or eating establishment uses are not included in calculations of required parking. For all proposed uses, the number of parking spaces provided is estimated and may change based upon the final dwelling unit count, number of bedrooms, building uses and GFA. The general location of proposed off-street parking and loading spaces and general ingress and egress points associated with the parking garages are described in Note 23 on CDP Sheet C2.0 and depicted on CDP Sheets C6.0, 7.0 and 8.0. For each Block A through F, conceptual drawings of rooftops and parking levels are presented on CDP Sheets A1.0 and A3.0 through A.3.3, including the potential number of levels below and above-grade and potential inner-connections.

**Loading**

The proposed number of loading spaces anticipated to be provided for each Block are represented on CDP Sheet C2.1 and depicted on the Block Plans on CDP Sheets A3.0 through A3.3. As set forth in Paragraph 3 of Section 6-509 of the Ordinance, in the PTC District, loading space provisions in Section 11-203 of the Ordinance are to “be used as a guide,” thus, there is no minimum requirement and no “modification” is necessary.

The owners and contract purchasers for each Block have determined that two loading spaces are adequate to serve each building within the Arbor Row development. Loading spaces are proposed to be accessed through and located within parking garages as shown on “Typical Block Plans” on CDP Sheets A3.0 through A3.3. Loading dock areas for Blocks E and F front onto a private drive and will be screened from view using recessed roll-up doors.

For the high-rise residential buildings in Blocks A and E, the contract purchasers, developers of high-rise, luxury multi-family apartment buildings nationwide, have determined that two loading docks for each building will be more than enough to satisfy demand. In the experience of the contract purchasers for Blocks A and E, it is typical to provide only one residential loading dock per building. In Arbor Row; however, the residential contract purchasers have doubled the number of loading spaces, providing two loading docks per building, to act as a safeguard against unanticipated residential loading demands and to provide an additional loading dock for the relatively small amount of retail and other non-residential space proposed on ground floors. As is typical in luxury high-rise apartment buildings such as those planned for Blocks A and E, residents will be required to “reserve” loading docks and corresponding “move-in” elevators, so that management can control scheduling and use of loading docks and freight elevators. Further, the loading dock areas in Buildings A1 and A2 will be accessed internally off the private interior street on the south side, at the back of the buildings within the parking structure. In Block E, the

two loading docks have been designed thoughtfully in that they (i) front onto a private internal street; (ii) are recessed from the main building façade; and (iii) feature roll-up screening doors that will remain closed when not in use. For office uses within Blocks B, C and F, loading docks are accessed within the parking garages as shown on CDP Sheets A3. Loading for the hotel use in Block D is proposed to consist of two loading spaces.

### **Shared Parking**

No reduction in minimum off-street parking requirements is requested for any Block in the Arbor Row Rezoning Application. It is anticipated; however, that parking spaces will be shared based upon the mix of land uses within a Block. The adopted “Tysons Corner Urban Center Plan” recommends on page 64: “Rather than supplying parking for each individual use, parking should be treated as a common resource for multiple uses.” On pages 64 and 65, the Plan further recommends “reductions for shared parking on mixed use sites” as a method to be pursued to ensure the appropriate amount of parking is provided. To this end, sharing of residential and office parking by ground floor retail and other uses is proposed in this rezoning application.

### **Valet and Tandem Parking**

Note 23b on CDP Sheet C2.0 requests approval to provide valet and/or tandem spaces within garages for each Block and a modification of PFM Section 7-0800 is being requested in this rezoning application. Tandem and valet spaces are to be assigned by property management to individual tenants and, in the case of residential tenants, to those with two cars or who desire a tandem space.

### **Conformance with the Parking-Related Goals of “Tysons Corner Urban Center Plan”**

It is the intent of the property owners/contract purchasers for Arbor Row to charge for parking associated with off-street garages, structures or lots as the market may dictate. In addition to using parking fees as a disincentive to driving alone (SOVs), there are several parking management techniques that incentivize travelers to use a transportation alternative. The techniques include the following:

- Limiting supply of parking
- Raising the price of parking
- Unbundling parking for residential and office space
- Parking permit controls
- Reduced cost and preferential parking for HOV

### **Limiting supply of parking**

In the adopted “Tysons Corner Urban Center Plan,” Fairfax County acknowledges that current parking capacity in Tysons Corner far outweighs demand and is an inefficient use of land and resources. The Comprehensive Plan recommends new parking ratios for TOD Districts which were adopted in the companion Zoning Ordinance Amendment creating the PTC zoning district. For example, all non-residential uses have no minimum parking requirements within the first half mile of Metrorail stations. Minimum parking requirements are reduced for all land uses located outside the half mile; but the Comprehensive Plan calls for significantly less parking in these areas than what has been built in the Tysons Corner area in the past. In fact, to avoid an oversupply of parking, maximum parking ratios have been established for all areas within Tysons Corner. These new regulations are intended to limit the supply of parking in TOD areas and support the TDM reduction goals by increasing the attractiveness of using Metrorail and

transportation options other than driving alone. Parking for the land uses within each of the subject neighborhoods shall be provided in accordance with the requirements set forth in the ordinance for the Planned Tysons Corner zoning district. As described above, with the exception of Block F, less than the maximum number of parking spaces is shown on the CDP, with the exact number of spaces for each building to be determined with approval of the site plan based on the specific uses, amount of such uses, and distance from the Tysons Central 123 Metrorail Station. The parking supply will be managed as required.

### **Pricing and Unbundled Parking for Residential and Office Space**

At this time, the first preference of the developer will be to lease all office space exclusive of parking. This is referred to as “unbundled parking.” In cases where the market dictates that parking be inclusive of lease costs, the cost of the parking can be presented to the lessee as a line item. Also, the TDM program manager will provide the lessee with information on parking cash out programs in which employers provide their employees with a cash benefit rather than a parking space. These programs have been found to reduce employee parking and associated single occupant vehicle trips. As allowed by market conditions, residential rental units may also be leased exclusive of parking as set forth in the Proffers.

### **Parking Permit Controls**

The TDM Administrative Group (“AG”) will develop a parking permit system from the initial stages of the development to proactively manage parking supply. The main reason to develop this permitting system is to ensure that a convenient supply of parking is available for the appropriate travelers near their destinations, such as shoppers near the retail uses or residents near their units. This system also has positive attributes for ridesharing vehicles since they should also be granted preferential parking near building entrances (see the next section below entitled Preferential Parking for HOV). Importantly, another reason to establish a permit system is to ensure that residents, employees, or customers park in designated areas at the site. Also, as the site grows, managers may find that one lot or structure is preferred by travelers over another due to location, access, or other variables. If a permit system is already in place, parking demand for these areas can be shifted by allocating a certain number of permits to be issued for the capacity of the structure or lot, with the remainder of the demand permitted to seek parking elsewhere at the site.

### **Preferential Parking for HOV**

The Arbor Row project site will provide preferential carpool/vanpool parking at a nominal discount within the office portions of the parking structures planned for the TOD. These spaces will be located closest to the office buildings (and doors) and will represent a prime parking location. An initial minimum of forty parking spaces will be reserved for HOV use in support of the office buildings at Arbor Row. The demand for preferential parking will likely grow from these initial forty spaces as the property progresses towards build-out. The demand for preferential HOV parking will be assessed regularly and the number of spaces will be increased as needed and appropriate throughout the life of the project. Signage will be installed to indicate where the spaces are located and will also act as secondary marketing for the preferential parking benefit. The signs will also provide a number that can be called to report violators. Designs for any parking garage or structure will accommodate enough clearance to accommodate vans used for vanpooling, typically 15 passenger vehicles. The minimum clearance in a parking structure is

typically 7 feet, 2 inches. Additionally, drop-off points will be provided throughout the development for the boarding and alighting of vanpool and carpool passengers.

### **Phasing and Interim Use of Parking Spaces**

CDP Sheet C8.2 presents a conceptual “On-Site Public Improvements Phasing Exhibit” depicting improvements associated with each Block; however, it should be noted that Blocks may be developed in any order. Sub-phasing for buildings A1, A2, C1 and C2 has been added as a new CDP Sheet C8.3. Office buildings currently existing on CDP Blocks A through E may be demolished and existing asphalt areas may be used for construction staging and parking, as well as for commercial commuter parking as an interim use. Surface parking for the existing “AMT-The Association for Manufacturing Technology” office building on Block F will be retained until such time as the Block may redevelop in accordance with the CDP. In the event residential use on Block E is developed prior to redevelopment of the existing office building on Block F, interim access to these two blocks is shown on the CDP which will result in the loss of existing surface parking spaces on Block F.

The draft proffers pertaining to “Existing and Interim Structures and Uses” proposes, as a possible interim use, commercial off-street parking including commuter parking spaces as an option on Blocks A, B, C and D for a limited period of time.

Exhibit 2

8/31/2012

**ARBOR ROW  
RZ/CDP 2011 RZ-PR-023**

**REQUESTED WAIVERS & MODIFICATIONS**

<b>Requirement</b>	<b>Requested Waiver or Modification</b>	<b>Block(s)</b>	<b>Applicant's Justification</b>
<b>Zoning Ordinance Article 2 - General</b> Paragraph 2 of Section 2-506	Waiver of the provision that a parapet wall, cornice or similar projection may exceed the height limit established for a given zoning district by not more than three (3) feet, but such projection shall not extend more than three (3) feet above the roof level of any building.	F	The Association For Manufacturing Technology ("AMT") owner and occupant of Application Block F requests this waiver in order to add an architectural element to their building. The AMT roof/roof screen feature element is an extension of the exterior perimeter wall and "encloses" the main roof area. As an extension of the main building façade it could be considered an extended parapet. Since the feature, as shown on the FDP, is 20'-0" above the main roof to conceal the penthouse etc, this waiver is requested to allow the proposed building design (shown in detail on the concurrent FDP 2011-PR-023-2 Application).
<b>Zoning Ordinance Article 6 - PTC</b> Paragraph 2 of Section 6-505	Waiver of the requirement for a Final Development Plan to be approved for land associated with a public improvement plan along the Westpark Drive frontage of the site.	A-F	The Applicant has filed phasing exhibits for roadway and other public infra-structure improvements along Westpark Drive and Westbranch Drive as part of the CDP. Approval of this waiver request would enable all Westpark Drive and Westbranch Drive road frontages and utility improvements to be designed and implemented at one time in conjunction with a public improvement plan which would be filed for review within the next few months.
Paragraph 7 of Section 6-505	Waiver of the requirement to show outdoor display and outdoor seating associated with a permitted use when such areas are designated on an approved FDP.	A-F	The Applicant has attempted to anticipate all such areas on the three concurrent FDP Applications; however, Arbor Row is still in preliminary architectural design. Outdoor seating should be encouraged through-out Arbor Row both to activate streetscapes and enliven park and open areas; thus, seating should be able to be provided in any area that includes dining or similar retail uses as indicated on a Site Plan.

**Arbor Row**  
**RZ/CDP 2011 RZ-PR-023**

Requirement	Requested Waiver or Modification	Block(s)	Applicant's Justification
<p><b>Zoning Ordinance Article 10 – Accessory Uses</b> Paragraphs 3E and G of Section 10-104</p>	<p>Modification of the maximum fence height associated with outdoor recreation/sports courts from 7 feet to 14 feet as depicted on CDP Sheet L3.1.</p>	C	<p>The Applicant is requesting this increase in fence height for safety reasons due to the location of publicly-accessible sport courts as shown on CDP Sheet C7.0 in the southeast corner of Block C adjacent to the "Civic Plaza/Urban Green," the pedestrian terrace and the Block D parking deck. Paragraph 3E allows the Board of Supervisors to increase the fence height (other than single family lots) and Paragraph 3G further states modifications in fence height and location may be granted in conjunction with a public use.</p>
<p><b>Zoning Ordinance Article 11- Parking</b> Paragraph 12 of Section 11-102</p>	<p>Modification to allow provision of tandem and valet parking spaces associated with residential, office and hotel uses which may counted toward parking requirements.</p>	A-F	<p>This modification is requested pursuant to PTC District Section 6-509 which, in Paragraph 1, permits stacked "tandem" and "valet" spaces pursuant to a parking plan filed with the rezoning application. As stated in the Arbor Row parking plan (attached to the RZ "Statement of Justification"), tandem and valet spaces are commonly found in urban areas, provide for increased garage capacity and efficiency and will be controlled by management associated with each building.</p>
<p>Section 11-201 and Section 11-203</p>	<p>Modification of the minimum required loading spaces for residential, office, hotel, retail and other uses to two per building as depicted for each development Block on the CDP.</p>	A-F	<p>Paragraph 3 of Section 6-509 of the PTC Ordinance states that the loading space provisions in Section 11-203 are to "be used as a guide," thus, there is no formal loading space minimum requirement. However, the Applicant has included this request in the list of "modifications" to avoid any issue during site plan review. The proposed number of loading spaces anticipated to be provided for each building are depicted on the Block Plans on CDP Sheets A3.0 through A3.3. Based upon their experience, the landowners and contract purchasers for each Block have determined that two loading docks are adequate to serve each building within each Block of Arbor Row. Loading spaces are proposed to be accessed through and located within parking garages as shown on "Typical Block Plans" on CDP Sheets A3.0 through A3.3. Loading dock areas for Blocks A, E and F front onto a private drive and Blocks E and F will be screened from view using recessed roll-up doors. Tenants will be required to "reserve" loading docks and corresponding "move-in" elevators, so that management can control scheduling and use of loading docks and freight elevators.</p>

**Arbor Row  
RZ/CDP 2011 RZ-PR-023**

<b>Requirement</b>	<b>Requested Waiver or Modification</b>	<b>Block(s)</b>	<b>Applicant's Justification</b>
Paragraph 4 of Section 11-202	Modification of the requirement that no loading space or berth be located within forty (40) feet of the nearest point of intersection of the edges of the travelway or the curbs of any two streets.	A and F	Do to the urban nature of the development, the desire to limit the amount of cut-through truck traffic within the Blocks and in order to provide for ease of access and maneuverability, the loading bay design has occurred in such location that they may be located closer than the prescribed forty foot minimum setback, while still providing for a safe, off street location.
Paragraph 12 of Section 11-102	Modification of geometric parking standards to allow 75 degree angled spaces.	B, C, D	This request is made in order to have more design flexibility in parking decks.
<b>Zoning Ordinance Article 13 – Landscaping</b>			
Paragraph 8 of Section 13-202	Modification of interior parking lot landscaping for both above-grade parking structures and interim surface parking lots in favor of that shown on the CDP.	A, B, C, D, F	Vegetated arbor, or trellis, structures are an integral, urban design element to Arbor Row. They have been proposed for a creative and attractive way to provide more shade than can be achieved with typical interior parking landscaping and to break-up the visual impact of parking on top decks, especially in an area which adjoins a large Urban Park and is overlooked by office workers and residents from above, both on- and off-site. Parker Rodriguez submitted to Staff a drawing demonstrating that four times the square footage of shade would be provided with arbors when compared to planting trees in accordance with Ordinance requirements. Further, the arbors need less soil volume and would be expected to have a longer life expectancy than trees typically planted on garage roof decks. Such parking deck arbors have been commonly and successfully utilized in California. Paragraph 6 of Section 13-202 allows the Board, in conjunction with a rezoning application, to modify or waive interior parking lot landscaping for both an interim use of a specified duration where deemed appropriate due to the location, size, surrounding area or configuration of the parking lot; and where such waiver or modification will not have any deleterious effect on the existing or planned development of adjacent properties. Arbor Row satisfies all three of the above criteria. For existing parking lots remaining on an interim basis, the Applicant proposes that existing mature vegetation be used to provide interior parking lot landscaping to the extent feasible. These are surface, asphalt parking lots with mature vegetation growing for forty years. For these reasons, the Applicant proposes these alternatives in lieu of interior parking lot landscaping, both on interim surface lots and on the parking structures.

**Arbor Row**  
**RZ/CDP 2011 RZ-PR-023**

<b>Requirement</b>	<b>Requested Waiver or Modification</b>	<b>Block(s)</b>	<b>Applicant's Justification</b>
Paragraph 8 of Section 13-202	Waiver of interior parking lot landscaping requirement for the exposed partial upper level deck in favor of that shown on the CDP.	E	In Block E, the top parking garage ramp will be partially exposed, however, it will be approximately 5 to 10 feet lower than the surrounding private amenity, landscaped courtyard (see CDP Sheet L3.2 and FDP Sheets C7.2 and L0.03). Trees planted in the amenity courtyard will effectively serve as landscaping and screen these approximately 22 parking spaces from view by adjacent properties through a combination of architectural elements and landscaping.
Paragraph 5 of Section 13-203	Modification of peripheral parking lot landscaping for both above-grade parking structures and interim surface parking lots in favor of that shown on the CDP.	A-F	Paragraph 3 of Section 13-203 allows the Board, in conjunction with a rezoning application, to modify or waive peripheral parking lot landscaping for an interim use of a specified duration, and/or where deemed appropriate due to the location, size, surrounding area or configuration of the parking lot and where such waiver or modification will not have any deleterious effect on the existing or planned development of adjacent properties. Arbor Row satisfies the above criteria. For above-grade parking garages, peripheral landscaping will be provided using trees planted within the urban streetscapes in accordance with the PTC District requirements and the Tysons Urban Design Guidelines in areas where garages adjoin street frontages and by existing topographic features and other urban design elements where garages do not adjoin street frontages. For existing parking lots that will remain on an interim basis, existing, mature vegetation and new interim streetscape plantings along Westpark Drive and Westbranch Drive will be used to provide peripheral parking lot landscaping to the extent feasible. For new above-grade parking structures in this urban development innovative design and landscaping techniques, such as vegetated arbors (i.e. trellises) as depicted on the CDP and FDPs shall be provided in lieu of requirements.
<b>Zoning Ordinance Article 17 Site Plans</b>			
Paragraph 3 of Section 17-201	Waiver of requirement to additional inter-parcel connections to adjoining parcels other than those specifically identified on the CDP and FDPs.	A-F	Inter-parcel access is contemplated for those proposed Blocks within the Rezoning Application area only. Access to the adjacent property to the south is committed in the Profers via a possible, though not probable, future extension of Jones Branch Drive to connect to Tysons Boulevard. Other portions of adjacent properties along the property boundaries are inaccessible and not planned for vehicular access.

**Arbor Row**  
**RZ/CDP 2011 RZ-PR-023**

<b>Requirement</b>	<b>Requested Waiver or Modification</b>	<b>Block(s)</b>	<b>Applicant's Justification</b>
Paragraph 4 of Section 17-201	Modification of this Section for frontage improvements along the Westpark Drive frontage of Block F only in order to provide interim conditions as shown on the CDP.	F	As depicted on CDP Sheet C8.1 for Block F, AMT is requesting this modification in order to provide interim improvements as recommended by Staff and VDOT with the redevelopment of Block F based on the HOT Lanes traffic control box issue. These improvements are an interim condition, with ultimate widening of Westpark Drive with frontage improvements and extension of the raised median to be completed by others.
Paragraph 7 of Section 17-201	Modification of the requirement to locate "No Parking" signs along public streets or private drives within or adjacent to the development at fifteen (15) meter intervals.	A-F	To prevent visual clutter and avoid interfering with streetscape improvements, the Applicant requests flexibility in the means and method of parking control signage to be determined at final site plan with approval of the Director of the Department of Public Works and Environmental Services ("DPWES"). Excessive sign pollution can be caused by standard placement of parking restriction signs. Therefore, the Applicant requests the opportunity to develop alternative methods of parking control along public and private travel ways as determined at the time of final site plan.
Paragraph 3(B), 4, 12-14 of Section 17-201	Waiver of requirement to construct or install the following, but not limited to: inter-parcel access, roadway frontage improvements, utility relocations, driveways, street lights or other improvements other than those identified on Exhibit A of the Proffers.		This waiver request pertains to off-site Parcel 29-2((15))-B2 which the Applicant is dedicating to the County and committing to construct specific public improvements as identified in Proffer Exhibit A and described in detail in the "Off-Site Public Facilities and Athletic Fields" proffers. This waiver is appropriate because the need for additional improvements under this Section would not be generated by the public uses being provided by the Applicant.
<b>Public Facilities Manual</b> Paragraph 8 of Section 6-0303	Waiver to allow storm water management BMP facilities to be provided within underground systems in the residential portions of the development.	A and E	This request is made in order to implement the urban Tyson Plan recommendations and maximize the development potential within this new transit-oriented development area. An official waiver request has been submitted to DPWES for review and approval concurrent with this rezoning application.
Paragraph 4 of Section 7-0403	Modification of the requirement of a thirty (30) foot width of private streets and commercial entrances.	A-F	On CDP Sheets C6.0, 7.0 and 8.0, the Applicant is proposing internal, private accesses with minimum widths as follows: in Block A 22 feet; in Blocks B and C 24 feet; in Block E 23 feet (east-west street) and 24 feet (north-south street). These proposed street dimensions are consistent with the recommended criteria outlined within the "Transportation Design Standards for Tysons Corner Urban Center."

**Arbor Row  
RZ/CDP 2011 RZ-PR-023**

<b>Requirement</b>	<b>Requested Waiver or Modification</b>	<b>Block(s)</b>	<b>Applicant's Justification</b>
Section 7-0800	Modification to allow tandem parking spaces, controlled by building management, and that such spaces shall count toward required parking.	A-F	See above.
Paragraph 2 of Section 7-0802	Modification of parking geometric standards to allow projection of structural columns within parking structures into the required parking stall area. The parking stalls affected by such structural columns shall count toward the number of required parking spaces.	A-F	Final design of structural components within the parking garages will dictate the position and size of columns, supports, access aisles etc. In order to maximize parking potential and reduce unnecessary size of garage structure, some parking spaces may occur in locations that are less than standard 8.5 x 18 foot dimension, but are still considered viable and adequate for vehicular parking.
Paragraph 3 of Section. 8-0201	Waiver of trails shown on Countywide Trails Plan and Bicycle Plan to that shown on the CDP.	A-F	The Applicant is showing trail connections and bicycle lanes consistent with those recommended in the adopted Comprehensive Plan for Tysons Plan. These include important trail connections linking Arbor Row to the trails system existing and planned in Tysons II, and construction of an off-site trail to the north linking Arbor Row to the athletic fields proposed to be constructed by the Applicant. The Applicant will provide striping for bicycle trails in both directions along Westpark Drive.
Section 12-0508	Modification of the Tree Preservation Target as permitted by deviations permitted in Section 12-0508.3A(1) and (3).	A-F	See the July 23, 2012 letter to Mike Knapp, UFMD from Bowman Consulting Group included on CDP Sheet C2.2 requesting a deviation from the tree preservation target of 0.73 acre to 0.50 acre. The deviation is requested due to the provisions allowed by PFM Section 12-0508.3 including the fact that meeting the preservation target would preclude the development of uses or densities otherwise allowed by the Zoning Ordinance and construction activities could be reasonably expected to impact existing trees or forested areas to the extent these would not likely survive in a healthy and structurally sound manner for a minimum of ten years.
Paragraph 4E (5) of Section 12-0510	Modification of Section 12-0510-4E-(5) to permit reduction of the minimum planting area, eight (8) feet, to a minimum of four (4) feet in order for trees to satisfy the tree cover requirement.	A-F	Refer to landscape plans on CDP for graphic of the proposed planting areas. While it is the intent of the development to adhere to required planting pit size there may be locations that necessitate a reduced planting area dimension, while still allowing for the vegetation to be a viable contribution to the canopy coverage contribution.

**Arbor Row**  
**RZ/CDP 2011 RZ-PR-023**

<b>Requirement</b>	<b>Requested Waiver or Modification</b>	<b>Block(s)</b>	<b>Applicant's Justification</b>
Section 12-0510	Modification of Section 12-0510 and corresponding Comprehensive Plan guidelines for the ten percent tree canopy coverage requirements on individual lots/land bays to be counted on the Arbor Row development as a whole in accordance with that shown on the CDP.	A-F	The Applicant submits that this is a reasonable request given these Blocks have been consolidated into a unified, proffered PTC District development. The Applicant is requesting that UFMD deems the tree canopy requirement to be satisfied with the planting of the ten year canopy requirements in accordance with redevelopment, as shown on the landscape plans and committed to in the Proffers. High quality, urban landscape plans have been prepared for Arbor Row, which include a nearly three acre Urban Park as part of the approximately 6.5 acres of publicly- and privately-accessible open space being provided (see CDP Sheet L2.4). This is in addition to the nearly eight acres of off-site land proposed to be dedicated to the County for active and passive recreation activities.
Paragraph 6B of Section 12-0515	Modification of Paragraph 6B of Section 12-0515 to allow for trees located above percolation trenches to count towards County tree cover requirements.	A-F	Due to the dense urban condition envisioned within the PTC District, in some instances the proposed tree plantings used to enhance and enliven the urban design nature of the Arbor Row development may be located in proximity to and/or above a proposed sub-surface SWM/BMP percolation trench facility. Where these plantings occur, adequate soil volume and distance to the below facility will be provide in order to ensure the viability of the plantings.
Section 6	Deviations from and modifications to required stormwater management and BMP criteria to that shown on the CDP.	A-F	CDP Sheet C2.0 includes a lengthy "Stormwater Management Design - PFM Deviation Narrative" requesting modifications from strict adherence to PFM requirements. The Applicant requests Board endorsement of these changes in order to facilitate implementation of stormwater management objectives in the adopted Tysons Plan which do not yet fully correspond with PFM regulations. Therefore, until such time as the PFM may be amended, approval of these deviations will enable the Applicant to implement the progressive and innovative techniques envisioned in the Tysons Plan and incorporated into the Arbor Row development plan.
<b>Miscellaneous – Requests</b>	Modification of DPW&ES document "Testing Guidelines for Infiltration Testing" dated June 2010 and as referenced by LTI 10-04.	A-F	The purpose of this modification request is to allow proposed percolation trench with gravel and pipe storage under pavement and plaza hardscape. In addition, this modification is needed to allow utilization of infiltration rates less than 0.52 inch/hour for field tested rate of infiltration systems, to eliminate the minimum horizontal setback from building foundations in order to facilitate installation of infiltration systems in an urban environment, and to allow installation of infiltration facilities on in-situ fill material provided field tests show adequate infiltration results exist for the in-situ fill material.