



# County of Fairfax, Virginia

## MEMORANDUM

DATE: 9/13/2013

**TO:** Distribution List

**FROM:** Barbara C. Berlin, AICP  
Director  
Zoning Evaluation Division  
Department of Planning and Zoning

**SUBJECT:** Development Plan Analysis

**REFERENCE:** Application No. PCA/FDPA 2003-SU-035-2 concurrent w/SE 2013-SU-017 (DD SOUTH RETAIL)  
Development Plan: Included X Not Included       

Case Information

Staff Coordinator: **Joe Gorney**  
Pre-Staffing Date: 10/28/13 Staffing Date: 11/21/13  
Tentative PC Date: 2/16/14  
Tentative BOS Date:

Attached for your review and comment is the Rezoning Statement/Final Development Plan of Justification, Location map and Development Plans (if available) for the subject application.

Action addressees receive a full set of plans & are requested to provide written comments to staff coordinator by 55555555 to be considered in preparing staff's recommendation on this application. Information addressees who wish to submit comments should provide them by the same date

Information Addressees

- \_\_\_ Clerk to the Board of Supervisors  
Attn: Cathy Chianese
- \_\_\_ Planning Commission Executive Director  
Attn: Jill Cooper
- \_\_\_ Economic Development Authority  
Dir. of Market Research and Communication  
Attn: Nate Edwards
- \_\_\_ DPZ-ZED Division Director  
Barbara Berlin, AICP
- \_\_\_ DPZ-ZED Branch Chiefs
- \_\_\_ DPZ-ZED Chief, Proffer Interpretation Branch  
Attn: Kevin Guinaw
- \_\_\_ DPZ-ZED Admin Asst. IV Legal Notices  
Attn: Lori Mallam
- \_\_\_ Dept. of Facilities Mgmt. Analyst, Property Mgmt. Div.  
Attn: Marguerite Guarino

- \_\_\_ Dept. of Information Technology Network Services Div.  
Radio Engineer, Radio Center
- \_\_\_ Southeast Fairfax Dev. Corp.  
Attn: Tony Fontana  
\*MV or LEE cases only
- \_\_\_ Dept. of Family Services Adult Aging Services  
AAA, B-3-708  
Attn: Jacquie Woodruff

Action Addressees

- \_\_\_ 3 DPZ- Planning Division Chief, Env. & Dev. Review Br.  
Attn: Pam Nee
- \_\_\_ 1 DPZ Chief Zoning Inspector  
Attn: Joe Bakos  
\*CSPA Applications only
- \_\_\_ 3 DPWES Site and Addressing  
Attn: Alysia Gaskins
- \_\_\_ 1 DPWES Sanitary-Sewer  
Attn: Gilbert Osei-Kwadwo
- \_\_\_ 1 VDOT  
Attn: Deborah Townley

- \_\_\_ Fire & Rescue Dept. Information & Technology  
Attn: Eric Fisher
- \_\_\_ 1 Fire Prevention Div Plans Review Section  
Attn: Dave Thomas/Sandra Ward
- \_\_\_ Fairfax County Public Schools Facilities Svcs. Division  
Office of Design & Construction Services  
Attn: Eric Brunner
- \_\_\_ 1 Fairfax County Public Schools Office of Facilities Planning
- \_\_\_ 1 Fairfax County Water Authority Planning & Engineering Div. Manger, Planning Dept.  
Attn: Traci Goldberg
- \_\_\_ 1 Dept. of Transportation Transportation Planning Chief, Site Analyst Section  
Angela Rodeheaver
- \_\_\_ 1 Dept. of Housing & Comm. Dev. Housing Development Div.  
Housing Development Officer  
Attn: Charlene Fuhrman-Schulz

- \_\_\_ Dept. of Tax Administration Real Estate Division  
Acting Director  
Attn: Tim Shirocky
- \_\_\_ Dept. of Health Div. of Environmental Health Technical Review and Information Resources  
Attn: Kevin Wastler
- \_\_\_ 1 Fairfax County Park Authority Planning & Development Div. Plan Review Coordinator  
Attn: Lynne Johnson 4th fl.
- \_\_\_ Virginia Department of Forestry Forester  
Attn: Jim Mc Glone
- \_\_\_ 1 Northern Va Soil and Water Conservation District  
Attn: Willie Woode
- \_\_\_ 1 Planning Commissioner Sully District
- \_\_\_ 1 Board of Supervisors Sully District
- \_\_\_ 1 Office of Community Revitalization/Reinvestment  
Attn: Barbara Byron  
\*CRD or Tysons Cases only

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





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

APPLICATION No: PCA/FDPA 2003-50-035-2  
 (Assigned by staff)

RECEIVED  
 Department of Planning & Zoning  
 JUL 31 2013  
 Zoning Evaluation Division

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

**PETITION**

TO: THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY, VIRGINIA

I (We), DD South Retail LC, the applicant (s) petition you to adopt an ordinance amending the Zoning Map of Fairfax County, Virginia, by reclassifying from the PDC District to the PDC District the property described below and outlined in red on the Zoning Section Sheet(s) accompanying and made part of this application.

APPLICATION TYPE(S):	PCA	( X )	CDP	( )	FDP	( )	CDPA	( X )	FDPA	( X )
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**LEGAL DESCRIPTION:**

Sully East LC Lot 1B			22906	0061
			22768	0039
Lot(s)	Block(s)	Subdivision	Deed Book	Page No.

**TAX MAP DESCRIPTION:**

34-2	01		0001B	<sup>6-36</sup> ± 6.3592 ac.
Map No.	Double Circle No.	Single Circle No.	Parcel(s)/Lot(s) No.	Total Acreage

**POSTAL ADDRESS OF PROPERTY:**

NO POSTAL ADDRESS; Between Air & Space Museum Parkway and Historic Sully Way, East of Route 28, Chantilly, VA 20151

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

Between Air & Space Museum Parkway and Historic Sully Way, immediately east of Route 28	
PRESENT USE: Vacant	PROPOSED USE: Retail and Support Services
MAGISTERIAL DISTRICT: Sully	OVERLAY DISTRICT (S): WS, HD(pt)

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

Jon M. Peterson  
 Type or Print Name  
 16500 Fair Lakes Circle, Suite 400, Fairfax, VA 22033  
 Address

Signature of Applicant or Agent  
 (Work) \_\_\_\_\_ (Mobile) \_\_\_\_\_  
 Telephone Number

Please provide name and telephone number of contact if different from above:  
 Francis A. McDermott (703) 714-7422 (Office)  
 Hunton & Williams LLP (703) 714-7410 (fax)  
 1751 Pinnacle Drive, Suite 1700  
 McLean, VA 22102 fmcdermott@hunton.com

**DO NOT WRITE BELOW THIS SPACE**

Date application accepted: 8/23/13 *Virginia Raffner*

PCA/ FDPA 2013-0203/  
 Fee Paid \$ \_\_\_\_\_  
 0205  
 8/23/13

### REZONING AFFIDAVIT

DATE: July 23, 2013  
(enter date affidavit is notarized)

I, Jon M. Peterson, do hereby state that I am an  
(enter name of applicant or authorized agent)

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

in Application No.(s): PCA 2003-SU-035-2/FDPA 2003-SU-035-  
(enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

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1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,\* and, if any of the foregoing is a **TRUSTEE,\*\*** each **BENEFICIARY** of such trust, and all **ATTORNEYS and REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
DD South Retail LC(1) Agents: Jon M. Peterson Milton V. Peterson William E. Peterson Steven B. Peterson Lauren Peterson Fellows Taylor O. Chess William D. Over Richard M. Doyle	12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Applicant/Title Owner of Parcel 34-2-((1))-1B
Chick-fil-A, Inc.(5)	5200 Buffington Road Atlanta, GA 30349-2998	Lessee of a portion of Parcel 34-2-((1))-1B
Wawa, Inc.(7)	260 W. Baltimore Pike Wawa, PA 19063	Lessee of a portion of Parcel 34-2-((1))-1B

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

\* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

\*\* List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

## Rezoning Attachment to Par. 1(a)

DATE: July 23, 2013  
(enter date affidavit is notarized)for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-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 <b>BOLD</b> above)
Primrose School Franchising Company(8)	3660 Cedarcrest Road Acworth, GA 30101	Contract Purchaser of a portion of Parcel 34-2-((1))-1B
Hunton & Williams LLP(15)	1751 Pinnacle Drive, Suite 1700. McLean, VA 22102	Attorneys/Agents for Applicant
Francis A. McDermott John C. McGranahan, Jr. Nicholas H. Grainger	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorneys/Agents for Applicant
Susan K. Yantis Elaine O'Flaherty Cox	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Planners/Agents for Applicant
Jeannie A. Mathews	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Paralegal/Agent for Applicant
Kimley-Horn & Associates, Inc.(16) Agents: Jeffrey H. Saxe Adam J. Steiner Evan D. Smith	11440 Commerce Park Drive, Suite 400 Reston, VA 20191	Engineers/Landscape Architects/Agents for Applicant
Gorove/Slade Associates, Inc.(17) Agents: Christopher M. Tacinelli Chad A. Baird Cheryl L. Sharp	3914 Centreville Road, Suite 300 Chantilly, VA 20151	Traffic Consultants/Agents for Applicant
Urban Engineering & Associates, Inc. d/b/a Urban, Ltd.(18) Agents: Robert W. Brown Kevin P. O'Connor	4200-D Technology Court Chantilly, VA 20151	Engineers/Agents for Applicant

(check if applicable)

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

REZONING AFFIDAVIT

DATE: July 23, 2013
(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-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, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

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

CORPORATION INFORMATION

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

(1)DD South Retail LC
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

DESCRIPTION OF CORPORATION: (check one statement)

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

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

MEMBERS: MVP Master Limited Partnership(2) Jon M. Peterson
Lauren P. Fellows Steven B. Peterson
William E. Peterson Peterson Grandchildren Investment L.C.(4)

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

MANAGER: MVP Management, LLC(3)

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

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

Rezoning Attachment to Par. 1(b)

DATE: July 23, 2013

(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-035-  
(enter County-assigned application number (s))

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

(3)MVP Management, LLC  
12500 Fair Lakes Circle, Suite 400  
Fairfax, VA 22033

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

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

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

MEMBERS: Milton V. Peterson      Jon M. Peterson  
 Carolyn S. Peterson      Steven B. Peterson  
 Lauren P. Fellows  
 William E. Peterson

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

MANAGERS: Milton V. Peterson      Jon M. Peterson  
 William E. Peterson      Steven B. Peterson  
 Lauren P. Fellows

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

(4)Peterson Grandchildren Investment L.C.  
12500 Fair Lakes Circle, Suite 400  
Fairfax, VA 22033

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

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

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

Jillian Alexis Fellows InterVivos Trust      Christopher Milton Peterson InterVivos Trust      Luke Dennis Peterson InterVivos Trust  
 Megan Elizabeth Fellows InterVivos Trust      Thomas Dunham Peterson InterVivos Trust      Mary Rita Peterson InterVivos Trust  
 Caralena Christina Peterson InterVivos Trust      Timothy Davis Peterson InterVivos Trust  
 Steven David Peterson InterVivos Trust      Nicholas Jon Peterson InterVivos Trust      (No member owns 10% of DD South Retail LC)

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

MANAGER:  
MVP Management, LLC(3)

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

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

DATE: July 23, 2013  
(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-035-  
(enter County-assigned application number (s))

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

(S)Chick-fil-A, Inc.  
5200 Buffington Road  
Atlanta, GA 30349-2998

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

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

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

Dan T. Cathy            S. Truett Cathy Irrevocable Trust U/A dated 5/17/79(6)  
Donald M. Cathy  
Trudy C. White            S. Truett Cathy Charitable Remainder Unitrust U/A dated 12/21/93 f/b/o WinShape Foundation, Inc.  
(a Georgia Non-Profit 501(c)(3) organization)

=====

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

S. Truett Cathy, Chair/CEO/Dir	Donald M. Cathy, EVP/Dir	Steven A. Robinson, EVP	Roger E. Blythe, Jr., VP
Jeannette M. Cathy, Sec/Treas/Dir	Trudy C. White, Dir	Perry A. Ragsdale, EVP	Jonathan B. Bridges, VP
Dan T. Cathy, Pres/COO/Dir	James B. McCabe, EVP/CFO	Timothy P. Tassopoulos, EVP	William F. Faulk, VP

=====

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

(S)Chick-fil-A, Inc. (CONTINUED)  
5200 Buffington Road  
Atlanta, GA 30349-2998

**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)

SEE ABOVE

=====

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

Rodney Bullard, VP	Erwin C. Reid, VP	Barry V. White, VP	Clifford T. Robinson, VP
T. Mark Miller, VP	Brent D. Ragsdale, VP	S. Tammy Pearson, VP	David B. Farmer, VP
David G. Salyers, VP	Philip A. Barrett, VP	John H. McCleskey, VP	Michael F. Erbrick, VP
Dee Ann Turner, VP	B. Lynn Chastain, VP	Robert P. Dugas, VP	

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

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

DATE: July 23, 2013  
(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-035-  
(enter County-assigned application number (s))

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

(7)Wawa, Inc.  
260 W. Baltimore Pike  
Wawa, PA 19063

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

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

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

WaWa, Inc. Employee Stock Ownership Plan (The plan has hundreds of members, none of whom owns 10% or more of Wawa, Inc.)

=====

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

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

DIRECTORS: Scott O. Bergren	Leslie E. Goodman	Howard B. Stoeckel
Travis S. Borden	Kim A. Lopdrup	George Wood (nmi)
Stephen L. Cropper	Blythe J. McGarvie	Richard D. Wood, Jr.

=====

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

(7)Wawa, Inc. (CONTINUED)  
260 W. Baltimore Pike  
Wawa, PA 19063

**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)

See Above

=====

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

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

OFFICERS: Christopher T. Gheysens, Pres/CEO	Catherine T. Pulos, SVP	Michael J. Eckhardt, GC/Sec
James P. Morey, SVP/CFO	Peter F. Gilligan, VP	Jared G. Culotta, Treas/Asst Sec
Carol E. Jensen, SVP	Salvatore J. Matterna, VP	Katherine J. Dickinson, Asst Sec
Suzanne Keenan (nmi), SVP	Michael G. Sherlock, VP	Maria Kalogredis (nmi), Ast Sec

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



**Rezoning Attachment to Par. 1(b)**DATE: July 23, 2013

(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-035-

(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)(8)Primrose School Franchising Company  
3660 Cedarcrest Road  
Acworth, GA 30101**DESCRIPTION OF CORPORATION:** (check one statement)

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

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

Primrose Holdings, Inc.(9)

=====

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

Mary Jo Kirchner, President	J. Derek Fuller, VP/CFO	Gloria D. Julius, VP
Robert A. Benowitz, VP	Paul F. Thaxton, VP	
Darin S. Harris, COO	William T. Pierquest, VP	

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)
(9)Primrose Holdings, Inc.  
3660 Cedarcrest Road  
Acworth, GA 30101**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)

PHC Acquisition, Inc.(10)

=====

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

Mary Jo Kirchner, President	J. Derek Fuller, VP/CFO	Gloria D. Julius, VP
Robert A. Benowitz, VP	Paul F. Thaxton, VP	
Darin S. Harris, COO	William T. Pierquest, VP	

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

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

DATE: July 23, 2013  
(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-035-  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
(10)PHC Acquisition, Inc.  
3660 Cedarcrest Road  
Acworth, GA 30101

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

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)  
PIH Corporation(11)  
Primrose Holding Corporation(12)

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)  
Mary Jo Kirchner, President    J. Derek Fuller, VP/CFO    Gloria D. Julius, VP  
Robert A. Benowitz, VP       Paul F. Thaxton, VP  
Darin S. Harris, COO         William T. Pierquest, VP

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
(11)PIH Corporation  
3660 Cedarcrest Road  
Acworth, GA 30101

**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)  
Primrose Holding Corporation(12)

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)  
Mary Jo Kirchner, President    J. Derek Fuller, VP/CFO    Gloria D. Julius, VP  
Robert A. Benowitz, VP       Paul F. Thaxton, VP  
Darin S. Harris, COO         William T. Pierquest, VP

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

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

DATE: July 23, 2013  
(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2; FDPA 2003-SU-035-  
(enter County-assigned application number (s))

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

(10)Primrose Holding Corporation  
3660 Cedarcrest Road  
Acworth, GA 30101

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

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

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

RC II Primrose LLC(13)	Mary Jo Kirchner	Mary R. Zurn
American Capital Equity II LLC*	Robert A. Benowitz	
American Capital Equity I LLC*		
American Capital Strategies Limited*	*None of these entities owns 10% of Primrose School Franchising Company	

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

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

Mary Jo Kirchner, President	J. Derek Fuller, VP/CFO	Gloria D. Julius, VP
Robert A. Benowitz, VP	Paul F. Thaxton, VP	
Darin S. Harris, COO	William T. Pierquest, VP	

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

(13)RC II Primrose LLC  
1180 Peachtree Street, Suite 2500  
Atlanta, GA 30309

**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)

Roark Capital Partners II L.P.(14)  
Roark Capital Partners II Parallel, L.P. (Does not own 10% of Primrose School Franchising Company)

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

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

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

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

DATE: July 23, 2013  
(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-035-  
(enter County-assigned application number (s))

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

(16) Kimley-Horn & Associates, Inc.  
11400 Commerce Park Drive, Suite 400  
Reston, VA 20191

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

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

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

=====

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

=====

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

(17) Gorove/Slade Associates, Inc.  
3914 Centreville Road, Suite 330  
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)

Christopher M. Tacinelli  
Chad A. Baird  
Daniel B. Van Pelt  
Erwin N. Andres

=====

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

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

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

DATE: July 23, 2013  
(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-035-  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
(18)Urban Engineering & Associates, Inc. d/b/a Urban, Ltd.  
4200-D Technology Court  
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 SHAREHOLDER:** (enter first name, middle initial, and last name)  
J. Edgar Sears  
Brian A. Sears

=====

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

=====

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

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

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

=====

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

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

REZONING AFFIDAVIT

DATE: July 23, 2013  
(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-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, number, street, city, state and zip code)

(2)MVP Master Limited Partnership  
12500 Fair Lakes Circle, Suite 400  
Fairfax, VA 22033

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

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

GENERAL PARTNERS:

MV Peterson Associates L.C. (Does not own 10% of DD South Retail LC)  
Milton V. Peterson

LIMITED PARTNERS:

Milton V. Peterson  
MVP Investments L.C. (Does not own 10% of DD South Retail LC)

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

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

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

DATE: July 23, 2013  
(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-035-  
(enter County-assigned application number (s))

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

(6)S. Truett Cathy Irrevocable Trust U/A dated 5/17/79  
5200 Buffington Road  
Atlanta, GA 30349

(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)**

**BENEFICIARIES:**

Andrew T. Cathy  
Daniel R. Cathy  
Samuel M. Cathy  
James D. Cathy  
Rachel M. Cathy  
Seth M. Cathy  
Joseph L. Cathy  
Joy W. Wilbanks  
John W. White IV  
Angela W. Fiedler  
David E. White  
with one minor child

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

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

DATE: July 23, 2013  
(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-035-  
(enter County-assigned application number (s))

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

(14)Roark Capital Partners II L.P.  
1180 Peachtree Street, Suite 2500  
Atlanta, GA 30309

(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)**

GENERAL PARTNER:

Roark Capital GenPar II, LLC

Does not own 10% of Primrose School  
Franchising Company

LIMITED PARTNERS:

There are over 50 limited partners/private  
equity investors, none of whom owns 10%  
or more of Primrose School Franchising  
Company.

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



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

DATE: July 23 2013  
 (enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-035-  
 (enter County-assigned application number (s))

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

(15)Hunton & Williams LLP  
 1751 Pinnacle Drive, Suite 1700  
 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)

Robert A. Acosta-Lewis  
 Lawrence C. Adams  
 Michael F. Albers  
 Kenneth J. Alcott  
 Fernando C. Alonso  
 Walter J. Andrews  
 Heather S. Archer  
 Charles E. G. Ashton  
 L. Scott Austin  
 Ian Phillip Band  
 Sean M. Beard  
 John J. Beardsworth, Jr.  
 Ryan A. Becker  
 Steven H. Becker  
 Stephen John Bennett  
 Melinda R. Beres  
 Lucas Bergkamp (nmi)  
 Lon A. Berk  
 Mark B. Bierbower  
 Stephen R. Blacklocks  
 Jeffrey M. Blair  
 Matthew P. Boshier  
 James W. Bowen  
 Lawrence J. Bracken, II  
 James P. Bradley  
 Sheldon T. Bradshaw  
 David F. Brandley, Jr.  
 Craig A. Bromby  
 Benjamin P. Browder  
 A. Todd Brown, Sr.  
 Tyler P. Brown  
 F. William Brownell  
 Kevin J. Buckley  
 Kristy A. Niehaus Bulleit  
 Joseph B. Buonanno  
 Nadia S. Burgard  
 Eric R. Burner  
 M. Brett Burns  
 P. Scott Burton

Ellis M. Butler  
 Ferdinand A. Calice  
 Matthew J. Calvert  
 Daniel M. Campbell  
 Thomas H. Cantrill  
 Curtis G. Carlson  
 Jean Gordon Carter  
 Charles D. Case  
 Thomas J. Cawley  
 James N. Christman  
 Whittington W. Clement  
 Herve' Cogels (nmi)  
 Cassandra C. Collins  
 Stacy M. Colvin  
 S. Gregory Cope  
 Cameron N. Cosby  
 Ashley Cummings (nmi)  
 Alexandra B. Cunningham  
 Samuel A. Danon  
 Barry R. Davidson  
 John A. Decker  
 John J. Delionado  
 Stephen P. Demm  
 Dee Ann Dorsey  
 Edward L. Douma  
 Colleen P. Doyle  
 Alison M. Dreizen  
 Sean P. Ducharme  
 Deidre G. Duncan  
 Roger Dyer (nmi)  
 Frederick R. Eames  
 Maya M. Eckstein  
 W. Jeffery Edwards  
 John C. Eichman  
 Emmett N. Ellis  
 Edward W. Elmore, Jr.  
 Frank E. Emory, Jr.  
 Juan C. Enjamio  
 John D. Epps

Phillip J. Eskenazi  
 Joseph P. Esposito  
 Kelly L. Faglioni  
 Susan S. Failla  
 Eric H. Feiler  
 Kevin C. Felz  
 Edward F. Fernandes  
 Norman W. Fichthorn  
 Andrea Bear Field  
 Kevin J. Finto  
 Melanie Fitzgerald (nmi)  
 Michael F. Fitzpatrick, Jr.  
 Robert N. Flowers  
 William M. Flynn  
 Laura M. Franze  
 David S. Freed  
 Lauren E. Freeman  
 Steven C. Friend  
 Edward J. Fuhr  
 Charles A. Gall  
 Daniel C. Garner  
 Douglas M. Garrou  
 Richard D. Gary  
 Kevin M. Georgerian  
 John T. Gerhart, Jr.  
 Jeffrey W. Giese  
 Neil K. Gilman  
 C. Christopher Giragosian  
 Douglas S. Granger  
 Laurie A. Grasso  
 J. William Gray, Jr.  
 Charles E. Greef  
 Christopher C. Green  
 Robert J. Grey, Jr.  
 Greta T. Griffith  
 Brett L. Gross  
 Bradley W. Grout  
 Steven M. Haas  
 Brian L. Hager

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

**Rezoning Attachment to Par. 1(c)**DATE: July 23, 2013

(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-035-\_\_\_

(enter County-assigned application number (s))

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

(15)Hunton &amp; Williams LLP (CONTINUED)

1751 Pinnacle Drive, Suite 1700  
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**)

Robert J. Hahn	Douglas W. Kenyon	Michael C. McCann
Jarrett L. Hale	Michael C. Kerrigan	T. Allen McConnell
Eric J. Hanson	Ryan T. Ketchum	Francis A. McDermott
Ronald M. Hanson	Scott H. Kimpel	Alexander G. McGeoch
Jason W. Harbour	Robert A. King	John C. McGranahan, Jr.
Ray V. Hartwell, III	Edward B. Koehler	Gustavo J. Membiela
Jeffrey L. Harvey	John T. Konther	Mark W. Menezes
John D. Hawkins	Torsten M. Kracht	Gary C. Messplay
Rudene Mercer Haynes	Christopher G. Kulp	Peter J. Mignone
Mark S. Hedberg	David Craig Landin	Patrick E. Mitchell
Gregory G. Hesse	Gregory F. Lang	Jack A. Molenkamp
David A. Higbee	Andrew W. Lawrence	T. Justin Moore, III
Thomas Y. Hiner	Daniel M. LeBey	Thurston R. Moore
D. Bruce Hoffman	Bradley T. Lennie	Robert J. Morrow
Robert E. Hogfoss	L. Steven Leshin	Ann Marie Mortimer
John R. Holzgraefe	Catherine D. Little	Michael J. Mueller
Cecelia Philipps Horner	Steven R. Loeshelle	Eric J. Murdock
George C. Howell, III	David C. Lonergan	Frank J. Murphy, Jr.
Paul C. Huck, Jr.	Nash E. Long, III	Ted J. Murphy
Kevin F. Hull	David S. Lowman, Jr.	Thomas P. Murphy
Donald P. Irwin	Kimberly C. MacLeod	David A. Mustone
Jamie Zysk Isani	Michael J. Madden, Jr.	James P. Naughton
Judith H. Itkin	Tyler Maddry (nmi)	Wim Nauwelaerts (nmi)
Makram B. Jaber	Manuel E. Maisog	Eric J. Nedell
Timothy L. Jacobs	Douglas M. Mancino	Michael Nedzbala (nmi)
Lori Elliott Jarvis	Alan J. Marcuis	William L. Newton
Matthew D. Jenkins	Brian R. Marek	Henry V. Nickel
Harry M. Johnson, III	Fernando Margarit (nmi)	Lonnie D. Nunley, III
James A. Jones, III	Stephen S. Maris	Michael A. Oakes
Kevin W. Jones	Laura C. Marshall	Peter K. O'Brien
Laura Ellen Jones	Thelma Marshall (nmi)	John T. O'Connor
Dan J. Jordanger	Jeffrey N. Martin	Leslie A. Okinaka
Roland Juarez (nmi)	John S. Martin	John D. O'Neill, Jr.
Thomas R. Julin	J. Michael Martinez de Andino	Pam Gates O'Quinn
W. Alan Kailer	Walfrido J. Martinez	Michael A. O'Shea
Andrew Kamensky (nmi)	Laurie Uustal Mathews	Brian V. Otero
Michael G. Keeley	John Gary Maynard, III	Raj Pande (nmi)
G. Roth Kehoe, II	Fraser A. McAlpine	Randall S. Parks
David A. Kelly	William H. McBride	Peter S. Partee, Sr.

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

**Rezoning Attachment to Par. 1(c)**DATE: July 23, 2013

(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-035-\_\_\_  
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)(15)Hunton & Williams LLP (CONTINUED)  
1751 Pinnacle Drive, Suite 1700  
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**)

J. Steven Patterson	Gregory J. Schmitt	Paul M. Tiao
William S. Patterson	John R. Schneider	B. Cary Tolley, III
Eric R. Pogue	Howard E. Schreiber	Bridget C. Treacy
Robert Dean Pope	Jeffrey P. Schroeder	Andrew J. Turner
Curtis D. Porterfield	Robert M. Schulman	Julie I. Ungerman
Laurence H. Posorske	Carl F. Schwartz	Daniel E. Uyesato
Kurtis A. Powell	P. Watson Seaman	Surasak Vajasit (nmi)
Lewis F. Powell, III	James S. SeEVERS, Jr.	Mark C. Van Deusen
J. Waverly Pulley, III	Douglass P. Selby	Emily Burkhardt Vicente
Robert T. Quackenboss	Joel R. Sharp	Daniel G. Vivarelli, Jr.
Dionne C. Rainey	Michael R. Shebelskie	Mark R. Vowell
Katherine E. Ramsey	Rita A. Sheffey	Amanda L. Wait
John Jay Range	Ryan A. Shores	Linda L. Walsh
Stuart A. Raphael	George P. Sibley, III	William A. Walsh, Jr.
Robert S. Rausch	Donald F. Simone	Lynnette R. Warman
Belynda B. Reck	Aaron P. Simpson	William L. Wehrum
Baker R. Rector	Jo Anne E. Sirgado	Peter G. Weinstock
Shawn Patrick Regan	Laurence E. Skinner	Malcolm C. Weiss
Sona Rewari (nmi)	Thomas G. Slater, Jr.	Kevin J. White
Thomas A. Rice	Brooks M. Smith	Amy McDaniel Williams
Michael P. Richman	Caryl Greenberg Smith	Mitchell G. Williams
Jennings G. ("J. G.") Ritter, II	John R. ("J. R.") Smith	Holly H. Williamson
Kathy E. B. Robb	Yisun Song (nmi)	Michael G. Wilson
Daryl B. Robertson	Lisa J. Sotto	Evan D. Wolff
Gregory B. Robertson	Joseph C. Stanko, Jr.	Allison D. Wood
Patrick L. Robson	Todd M. Stenerson	David C. Wright
Robert M. Rolfe	John J. Stenger	Richard L. Wyatt, Jr.
Ronald D. Rosener	Gregory N. Stillman	David R. Yates
Trevor K. Ross	Fradyn Suarez (nmi)	Lee B. Zeugin
Brent A. Rosser	Yeongyo Anna Suh	Manida Zimmerman (nmi)
William L. S. Rowe	C. Randolph Sullivan	
Ronald L. Rubin	Jeffrey M. Sullivan	
Marguerite R. ("Rita") Ruby	Andrew J. Tapscott	
D. Alan Rudlin	Robert M. Tata	
Mary Nash K. Rusher	Rodger L. Tate	
D. Kyle Sampson	W. Lake Taylor, Jr.	
Karen M. Sanzaro	Wendell L. Taylor	
Stephen M. Sayers	John Charles Thomas	
Arthur E. Schmalz	Gary E. Thompson	

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

REZONING AFFIDAVIT

DATE: July 23, 2013  
(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-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:

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

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

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

NONE

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

REZONING AFFIDAVIT

DATE: July 23, 2013  
(enter date affidavit is notarized)

for Application No. (s): PCA 2003-SU-035-2/FDPA 2003-SU-035-  
(enter County-assigned application number(s))

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

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

William E. Peterson, Agent for Applicant, has contributed in excess of \$100 to Supervisor Frey.

Francis A. McDermott of Hunton & Williams LLP, Attorney for Applicant, has contributed in excess of \$100 each to Supervisors Herrity and Cook.

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

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

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

WITNESS the following signature:

(check one)

[ ] Applicant

[x] Applicant's Authorized Agent

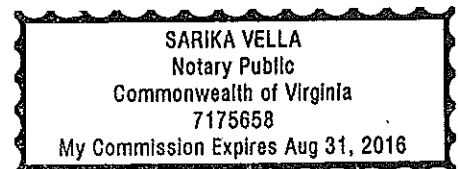
Jon M. Peterson, Agent for Applicant

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

Subscribed and sworn to before me this 23rd day of July, 2013, in the State/Comm. of Virginia, County/City of Fairfax.

Sarika Vella  
Notary Public

My commission expires: 8/31/16



July 31, 2013

**DULLES DISCOVERY SOUTH RETAIL**

**RECEIVED**  
Department of Planning & Zoning

**DD SOUTH RETAIL LC**  
**PCA/CDPA/FDPA 2003-SU-035-2**

**JUL 31 2013**

**STATEMENT OF JUSTIFICATION**

Zoning Evaluation Division

DD South Retail LC (the "Applicant"), a related entity of The Peterson Companies, requests approval of a Proffered Condition Amendment/Conceptual Development Plan Amendment/Final Development Plan Amendment ("Application") on approximately 6.36 acres identified as Fairfax County Tax Map Parcel 34-2 ((1)) 1B (the "Property"). The Property is located between Air and Space Museum Parkway, Historic Sully Way, and Route 28 and is zoned to the PDC District and the WS Overlay District. A portion of the Property is located within the Sully Historic Overlay District ("SHOD"). The Property is surrounded by Dulles Discovery North ("DDN"), located immediately north of the Property across Air and Space Museum Parkway, and the Dulles Discovery South ("DDS") office campus located south and east of Historic Sully Way, both of which are owned by related entities of The Peterson Companies. Together, the Dulles Discovery South and North complexes encompass approximately 132 acres with a combined total of approximately 2.4 million square feet of office uses to be occupied by the same tenant.

**ZONING HISTORY**

The majority of the DDS office complex and the Property were originally included in RZ 2003-SU-035 ("Original Rezoning"), filed on behalf of Sully East LC, a related entity of The Peterson Companies, consisted of approximately 77.7 acres, and was rezoned to the PDH-16/PDC Districts on January 22, 2007 to permit a mixed use development of age-restricted MF/SFA housing and up to 147,450 square feet of retail, office and hotel uses. The age-restricted housing in the PDH-16 District was located south of Historic Sully Way between Route 28 and Centreville Road. The retail, office and hotel uses in the PDC District consisted of approximately 13.54 acres and were located adjacent to Air and Space Museum Parkway, north and east of Historic Sully Way. The hotel and eating establishment were approved east of Historic Sully Way, and office and retail uses were approved north of Historic Sully Way. The portion of the PDC District located north of Historic Sully Way is the subject of this Application. The Original Rezoning permits development of a two-story office building and retail/restaurant uses consisting of up to 69,260 square feet at 0.25 FAR on the Property. These uses were intended to support the 1,000+ units in the age-restricted housing community with, for example, medical offices and neighborhood-level restaurant/fast food and retail uses. The mix of uses were the subject of a unified development plan with common points of access from the major roadways; a coordinated network of pedestrian trails and sidewalks; and high quality landscaping along the public roadways to create a unifying theme and contribute to the identity of the overall development.

In 2010, RZ 2009-SU-024 and PCA 2003-SU-035 ("2010 RZ/PCA") were approved to permit the development of the DDS secure office campus consisting of approximately 1.17 million square feet on 76.6 acres, including a 68.8-acre portion of the Original Rezoning located east of Historic Sully Way. The age-restricted housing and the hotel/restaurant uses east of

Historic Sully Way were superseded by the 2010 RZ/PCA. The previously approved office and neighborhood-level retail uses located north of Historic Sully Way, which is the subject of this Application, were not included in the 2010 RZ/PCA and, therefore, the proffers and CDP/FDP approved in conjunction with the Original Rezoning currently govern the Property. Although the Property was not included in the 2010 RZ/PCA, the common points of access from the major roadways to the Property and DDS office, as well as the coordinated network of pedestrian trails and sidewalks and high quality landscaping along the public roadways that create a unifying theme and contribute to the identity of the overall development, will continue to be provided.

### APPLICATION

Given the change in use from age-restricted housing to the secure office use, the approved office building and neighborhood-level retail uses which were originally envisioned for the Property are no longer viable. Due to the significant concentration of existing and approved office use surrounding the Property, support retail and service uses to serve the employees and visitors of the DDS and DDN secure office complexes are desirable. It is anticipated that over 6,000 employees will work at DDS and DDN. Retail services and support uses have been requested by the tenant which will occupy both campuses. Retail uses in close proximity to the Sully Historic Site and Air & Space Museum will also provide convenience services for tourists to these attractions.

In order to address the need for retail and support services for the office use, the Applicant proposes to modify the approved CDP/FDP uses to accommodate a child care center, drive-in bank, fast food restaurant and service station/quick service food store. The proposed uses will be located at the main entrance to DDS and within walking distance for employees. The total combined gross floor area proposed is 26,400 square feet at a 0.09 FAR, which is significantly less than that currently entitled on the Property. Thirty percent (30%) of the Property will remain in open space. A Special Exception ("SE") application to permit the fast food restaurant has been filed concurrent with this Application.

The proposed child care center is located on the western portion of the Property within the SHOD and, therefore, the Applicant will submit the application to the Architectural Review Board ("ARB") for review and recommendation. The child care center will consist of approximately 12,000 square feet and accommodate up to 184 children. The related outdoor recreation area is located to the rear of the child care center, consists of approximately 21,000 square feet, and will be enclosed with a 6-foot high ornamental fence. The outdoor recreation area will be screened with substantial landscaping and buffering along the western property line in order to minimize any visual impacts that may be associated with Route 28 and Historic Sully Way.

The retail uses and other support services will be located outside of the SHOD. All of the proposed uses have been designed to complement the Sully Historic Site in terms of architectural style and building accents. Specifically, the buildings will be constructed primarily in brick and stone materials on all four elevations to provide an attractive appearance toward the public roadways and Historic Sully.

The proposed drive-in bank will be located east of the child care center and consist of approximately 4,000 square feet. The fast food restaurant with drive-through will consist of approximately 4,900 square feet with 148 seats, including an outdoor seating area. The drive-through window will be located on the west side of the building, and two ordering stations will be provided along the northern portion of the site adjacent to and screened from Air and Space Museum Parkway. The drive-through lanes include 19 stacking spaces which exceeds the Zoning Ordinance requirement. The service station/quick service food store will consist of 5,500 square feet of convenience retail and twelve (12) fueling stations. There are no automotive service or repair areas associated with the service station. All of the proposed buildings will be one-story (as opposed to the two-story office) with a maximum building height of thirty (30) feet.

Given that the Property is under common/related ownership with the DDS office complex and both were originally approved under a unified development plan, the Applicant is committed to continuing the high quality design consistent with the Original Rezoning and the 2010 RZ/PCA for the DDS office. Specifically, plant materials consistent with the landscaping in DDS along Air and Space Museum Parkway and Historic Sully Way will be provided along the Property frontages, with the use of berms, shade trees, ornamental trees, shrubs and ornamental grasses to soften the appearance of the proposed uses from the roadways.

FCDOT Staff has determined that a Transportation Impact Analysis is not required for the Application. The Application significantly decreases the entitled density by 62%, as well as the number of vehicle trips associated with the previously approved office and retail uses. Primary access to the Property will continue to be from Historic Sully Way across from the main entrance to the DDS office. Secondary access, limited to a right turn in/out only, is provided along Historic Sully Way. Both are consistent with that shown on the currently Original Rezoning CDP/FDP.

An extensive overall pedestrian circulation system has been established among the Property, the DDS and DDN offices through on-site and off-site sidewalks and trails that provide connectivity between the office and proposed retail uses to the major trail system located along the south side of Historic Sully Way. Internal walking paths that provide connectivity to and among the retail and child care uses are also proposed. Stormwater management/BMPs for the Property are provided in the existing SWM/BMP wet pond on the DDS office campus.

The clustering of the proposed retail uses and support services in this land bay is consistent with the intent of the Original Rezoning and continues to result in a high quality design with substantial landscaping and buffering along Air & Space Museum Parkway and Historic Sully Way; coordinated vehicular access and internal circulation with safe pedestrian linkages within the complex and to the adjacent office uses; and a consistent overall design theme for the proposed retail and child care uses in terms of architectural character, design detail, materials and colors.



## COMPREHENSIVE PLAN

DDS, including the Property, is located within Land Unit D-4 of the Dulles Suburban Center, which recommends development of high-quality, campus-style office uses up to 0.35 FAR with retail uses and support services as secondary or ancillary uses to the office use as the baseline. In addition, major planning objectives for the Dulles Suburban Center include:

- Support development that emphasizes local, national...business and commercial endeavors; tourism and visitor services....
- Support developments at major employment sites that incorporate retail facilities, day care services, and cultural facilities, with amenities complementing a Suburban Center setting.

The proposed retail uses and support services will serve the DDS and DDN office campuses as well as the visitors and tourists to the nearby Sully Historic Site and Air and Space Museum, which is in conformance with the Comprehensive Plan recommendation for the Property and furthers the objectives for the Dulles Suburban Center. The child care and drive-in bank are support services that are essential to have in close proximity to major employment centers. Eighty percent (80%) of trips on Air & Space Museum Parkway, Historic Sully Way and Wall Road are employees/visitors to the Dulles Discovery sites. Based on empirical data, 75% of the DDN employees access the site by way of Route 28. Similarly, 75% of DDS office employees are projected to use Route 28 and access the DDS office campus by its main entrance opposite the Property. The fast food restaurant and service station/quick service food store are convenience retail uses that will serve these employees and visitors.

The Application is responsive to the development criteria and design guidelines set forth in the Dulles Suburban Center. The CDPA/FDPA has been designed such that the proposed retail development (i) results in an integrated complex of buildings with overall compatibility in terms of architectural character, design detail, materials, and color; (ii) consolidates vehicular access for all uses; (iii) provides a coordinated network of pedestrian trails and sidewalks linking the proposed uses to the adjacent office campuses and to the countywide trail system; (iv) includes significant landscaping and buffering with the use of berms, shade trees, ornamental trees, shrubs and ornamental grasses to provide a high quality image along the adjacent roadways and within the Property; and (v) is thus sensitive to its proximity to the Sully Historic Site and will support, not adversely impact, adjacent properties. The Property will contribute to the overall high quality image of the Dulles Suburban Center.

## PDC DISTRICT

The Application will result in a high quality commercial development that conforms with the PDC District standards in that it will support the DDS office uses and result in an innovative and creative design sensitive to the nearby Sully Historic Site. The Application complies with the following use limitations for the PDC District:

- *Secondary uses shall only be permitted in a PDC District which contains one or more principal uses.* The principal PDC use is the 1.17 million square feet of office, originally part of an overall unified development plan which included the Property as previously approved for office and retail uses. The CDP/FDP for the 2010 RZ/PCA office complex continued to reflect the Property as it was approved with the Original Rezoning, although the land area was not included in the 2010 application.
- *Secondary uses shall be designed to protect the character of the adjacent properties.* The proposed uses have been designed to complement the Sully Historic Site in terms of architectural style and building accents. Specifically, each building will be constructed primarily with brick and stone materials on all four elevations to provide an attractive appearance toward the public roadways and DDN. The use of berms, shade trees, ornamental trees, shrubs and ornamental grasses along the periphery provides a significant screening and buffering as to the adjacent uses and roadways.
- Pursuant to Par. 8 of Sect. 16-401 of the Zoning Ordinance, Board of Supervisors approval is requested to waive the use limitation set forth in Par. 7 of Sect. 6-206 of the Zoning Ordinance, to permit a service station to be located within a commercial center having fewer than three (3) commercial establishments not automobile-related. The proposed service station/quick service food store will include a convenience store of approximately 5,500 square feet and twelve (12) fueling stations. There will be no automotive service or repair areas. A quick service food store is a permitted secondary use in the PDC District. The clustering of automobile-oriented uses is encouraged in order to gain a higher quality design; increased landscaping and buffering; and increased vehicular safety as set forth in the Guidelines for Clustering of Automobile-Oriented Commercial Uses in the Policy Plan of the Comprehensive Plan. The proposed service station/quick service food store is to be developed within an integrated complex of buildings that will be compatible in terms of architectural character, design detail, materials and colors. Vehicular access is consolidated for all of the commercial uses with significant landscaping and buffering along the roadways. Provision of a service station adjacent to the ingress/egress route for so many office employees is paramount to limiting their trips to regional rather than local roads, to keeping those trips routed to Route 28 and the major roads to which it connects.
- *Fast Food restaurants which are not located within a non-residential structure are permitted as a secondary use in the PDC District by SE.* A companion SE application has been filed for the proposed fast food restaurant.

The proposed Application is in conformance with all current applicable development ordinances, regulations and adopted standards with the exception of the waiver request noted above.



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Francis A. McDermott  
Attorney/Agent for Applicant

**Final Development Plan Amendment**

**FDPA 2003-SU-035-02**

**Proffered Condition Amendment**

**PCA 2003-SU-035-02**

**Applicant:** DD SOUTH RETAIL LC  
**Accepted:** 08/23/2013  
**Proposed:** AMEND RZ 2003-SU-035 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT MODIFICATION OF APPROVED PROFFERS

**Applicant:** DD SOUTH RETAIL LC  
**Accepted:** 08/23/2013  
**Proposed:** AMEND RZ 2003-SU-035 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT MODIFICATION OF APPROVED PROFFERS

**Area:** 6.36 AC OF LAND; DISTRICT - INFUT REQUIRED

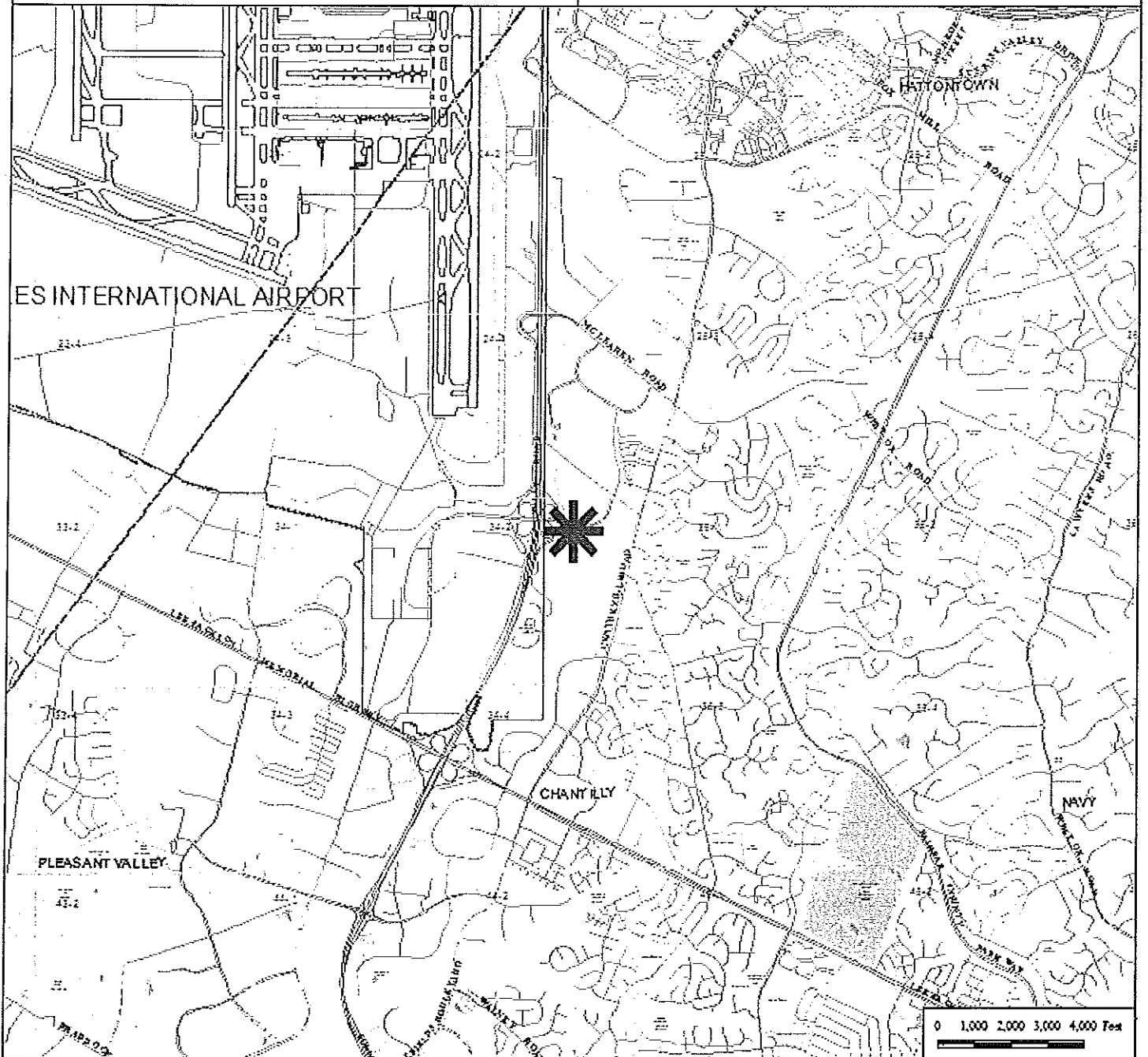
**Area:** 6.36 AC OF LAND; DISTRICT - INFUT REQUIRED

**Zoning Dist Sect:**  
**Located:** BETWEEN AIR & SPACE MUSEUM PARKWAY AND HISTORIC SULLY WAY, EAST OF ROUTE 28, CHANTILLY, VA 20151

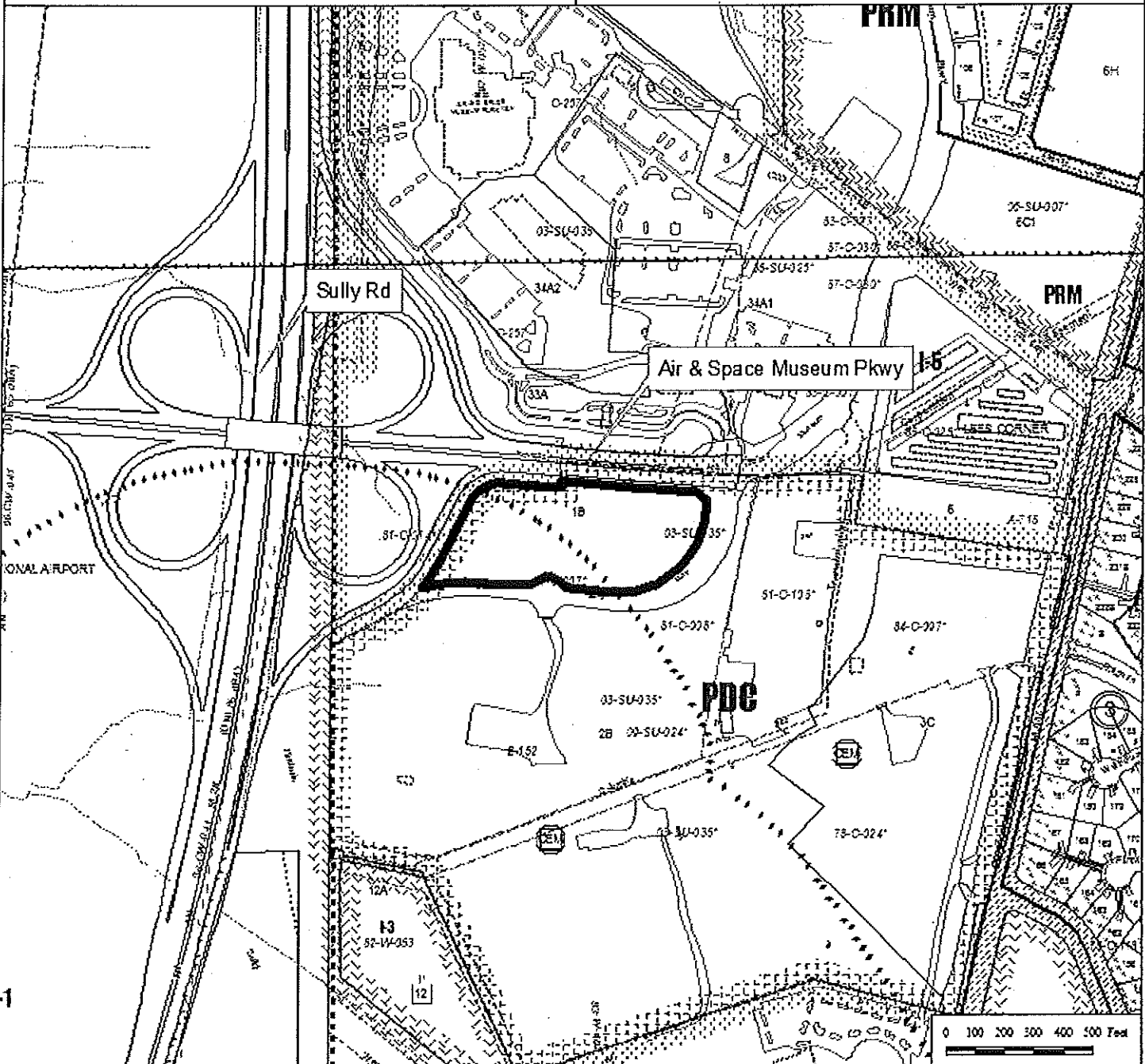
**Zoning Dist Sect:**  
**Located:** BETWEEN AIR & SPACE MUSEUM PARKWAY AND HISTORIC SULLY WAY, EAST OF ROUTE 28, CHANTILLY, VA 20151

**Zoning:** PDC  
**Overlay Dist:** HD WS  
**Map Ref Num:** 034-2-/01/ /0001B

**Zoning:** PDC  
**Overlay Dist:** HD WS  
**Map Ref Num:** 034-2-/01/ /0001B



Final Development Plan Amendment FDPA 2003-SU-035-02		Proffered Condition Amendment PCA 2003-SU-035-02	
Applicant:	DD SOUTH RETAIL LC	Applicant:	DD SOUTH RETAIL LC
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Area:	6.36 AC OF LAND; DISTRICT - INPUT REQUIRED	Area:	6.36 AC OF LAND; DISTRICT - INPUT REQUIRED
Zoning Dist Sect: Located:	BETWEEN AIR & SPACE MUSEUM PARKWAY AND HISTORIC SULLY WAY, EAST OF ROUTE 28, CHANTILLY, VA 20151	Zoning Dist Sect: Located:	BETWEEN AIR & SPACE MUSEUM PARKWAY AND HISTORIC SULLY WAY, EAST OF ROUTE 28, CHANTILLY, VA 20151
Zoning:	PDC	Zoning:	PDC
Overlay Dist:	HD WS	Overlay Dist:	HD WS
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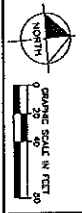
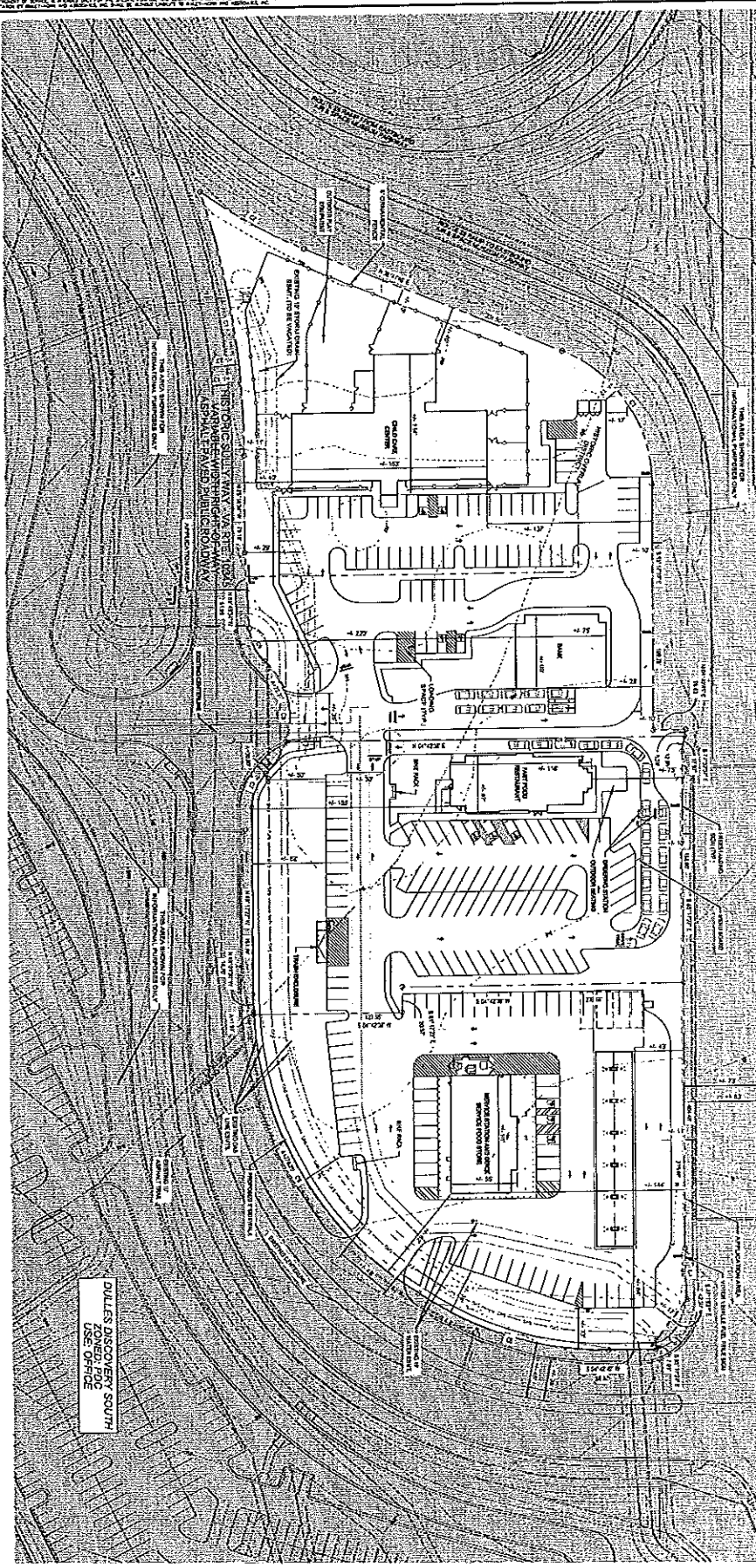




NO.	DESCRIPTION	AREA (SQ. FT.)	PERCENTAGE
1	OFFICE	1,100,000	100%
2	RETAIL	0	0%
3	RESIDENTIAL	0	0%
4	INDUSTRIAL	0	0%
5	RECREATION	0	0%
6	OTHER	0	0%
7	TOTAL	1,100,000	100%

ZONING REGULATIONS	
Zone	POC
Min. Lot Area	1,000 sq. ft.
Min. Front Setback	5 ft.
Min. Side Setback	5 ft.
Min. Rear Setback	5 ft.
Max. Building Height	35 ft.
Max. Floor Area Ratio	0.5
Max. Parking Ratio	1.0
Max. Density	10 units/acre
Max. Single-Family Units	10 units/acre
Max. Multi-Family Units	10 units/acre
Max. Commercial Units	10 units/acre
Max. Industrial Units	10 units/acre
Max. Recreational Units	10 units/acre
Max. Other Units	10 units/acre

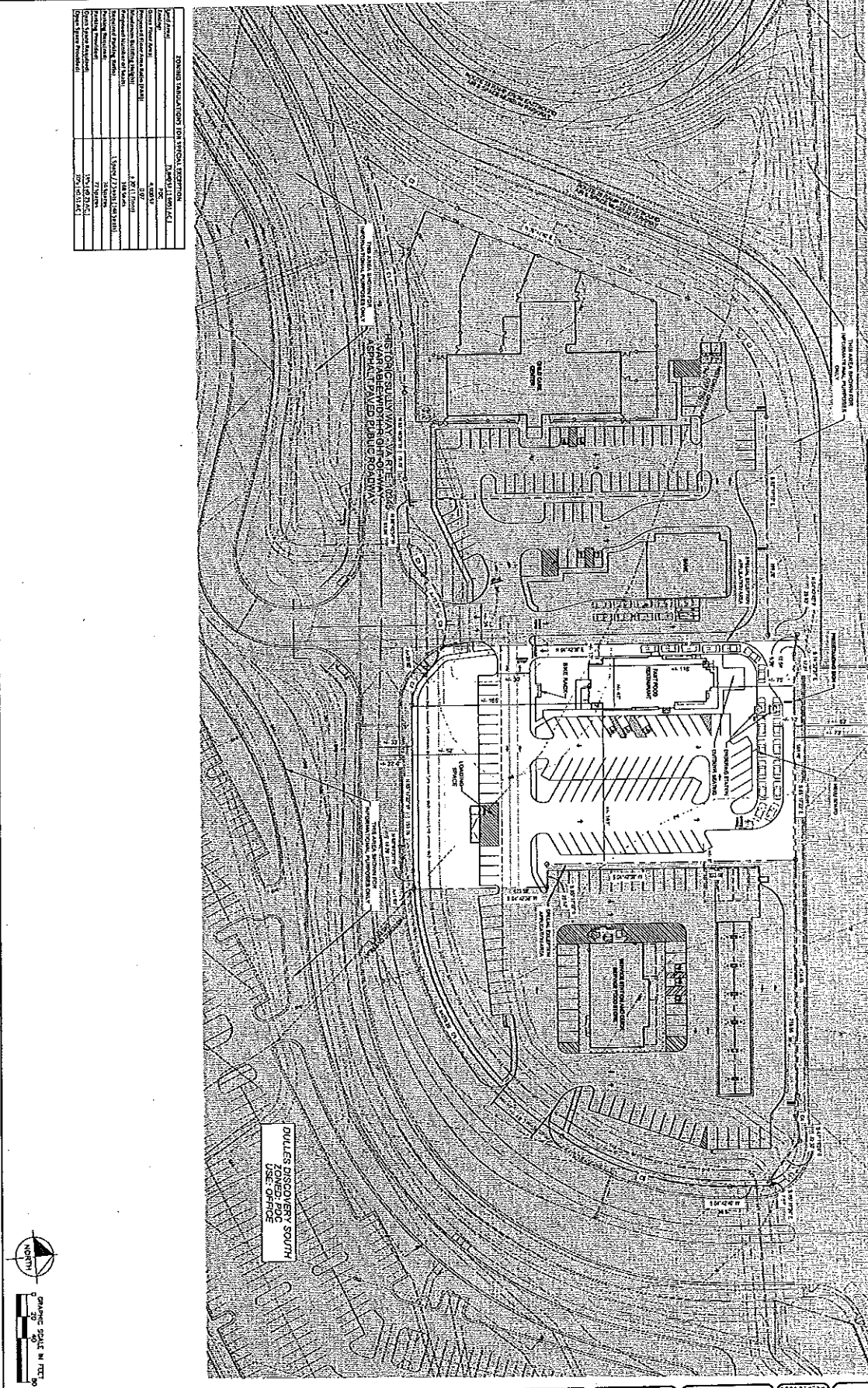
PARKING REGULATIONS	
Min. Parking Ratio	1.0
Min. Parking Space	100 sq. ft.
Min. Parking Width	10 ft.
Min. Parking Depth	10 ft.
Min. Parking Angle	90 degrees
Min. Parking Driveway	10 ft.
Min. Parking Access	10 ft.
Min. Parking Signage	10 ft.
Min. Parking Lighting	10 ft.
Min. Parking Security	10 ft.
Min. Parking Maintenance	10 ft.
Min. Parking Safety	10 ft.
Min. Parking Accessibility	10 ft.
Min. Parking Compliance	10 ft.
Min. Parking Enforcement	10 ft.
Min. Parking Administration	10 ft.
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Min. Parking Procedure	10 ft.
Min. Parking Practice	10 ft.
Min. Parking Principle	10 ft.
Min. Parking Priority	10 ft.
Min. Parking Practice	10 ft.
Min. Parking Principle	10 ft.
Min. Parking Priority	10 ft.



<p>Kimley-Horn and Associates, Inc. Engineering, Planning and Environmental Consulting and Construction Services 10000 Lee Highway, Suite 100 Falls Church, VA 22041 Tel: 703-441-7000 Fax: 703-441-7001 www.kimley-horn.com</p>	<p>COOPERATIVE ADMINISTRATIVE SERVICES ADMINISTRATIVE SERVICES ADMINISTRATIVE SERVICES ADMINISTRATIVE SERVICES</p>	<p>DATE: 11/15/2018 BY: [Signature] PROJECT: DULLES DISCOVERY SOUTH ZONE POC USE OFFICE</p>	<p>PROJECT NAME: DULLES DISCOVERY SOUTH ZONE POC USE OFFICE</p>	<p>DULLES DISCOVERY SOUTH ZONE POC USE OFFICE FARMER COUNTY, VIRGINIA DCA SCALE: AS SHOWN VAN PROJECT NO. 18027800 DATE: 03/20/2018</p>	<p>DRAWING TITLE: CONCEPTUAL &amp; FINAL DEVELOPMENT PLAN AMENDMENT</p>	<p>DATE: 11/15/2018 DRAWING NUMBER: 2</p>
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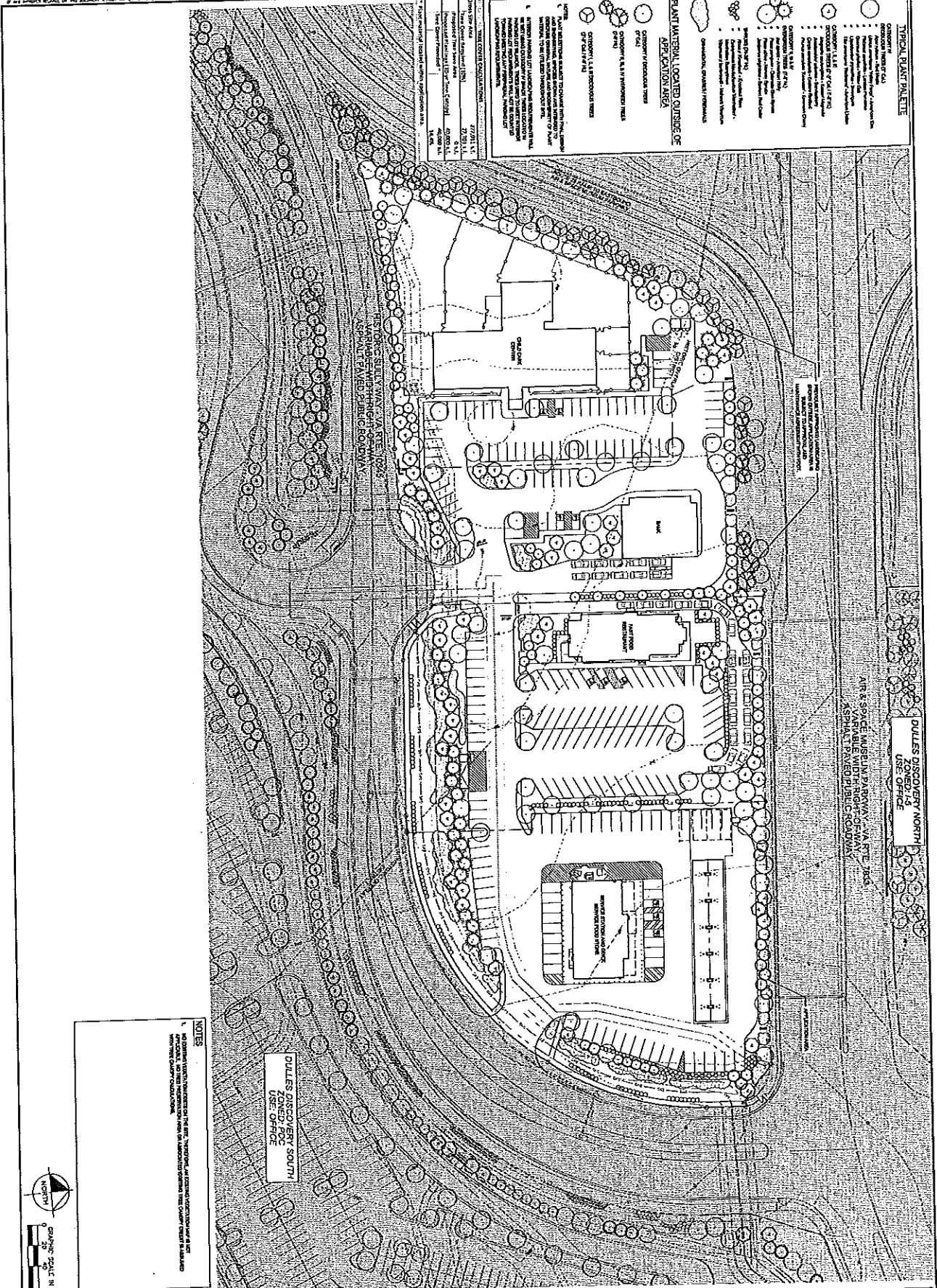


**ZONING REGULATIONS FOR SPECIAL EXCEPTION**

Item	Requirement
Maximum Building Height	35' 0"
Maximum Floor Area Ratio	1.0
Maximum Lot Coverage	20%
Maximum Number of Units	10
Maximum Number of Stories	3
Maximum Building Footprint	50% of Lot Area
Maximum Building Setback	5' 0"
Maximum Building Separation	5' 0"
Maximum Building Footprint	50% of Lot Area

<p><b>Kimley-Horn and Associates, Inc.</b> Engineering, Planning and Environmental Consulting 11000 Lee Highway, Suite 100 Falls Church, VA 22041 Phone: 703-261-1300 Fax: 703-261-1309 www.kimley-horn.com</p>	<p><b>CONTRACT NO. 11-000001</b></p> <p><b>Adam J. Shupert</b> Lic. No. 12347</p> <p><b>PROJECT NO. 11022000</b></p>	<p><b>CLIENT</b></p> <p><b>DULLES DISCOVERY SOUTH</b></p>	<p><b>SITING OFFICER:</b> FAIRFAX COUNTY, VIRGINIA</p> <p><b>DATE:</b> 07/28/2012</p>	<p><b>Drawing Title:</b> FAST FOOD RESTAURANT - SPECIAL EXCEPTION PLAN</p> <p><b>Drawing Number:</b> 3</p> <p><b>Sheet 3 of 12</b></p>
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- TYPICAL PLANT PALETTE**
- **CONIFER**
    - **SPREADER** - 10' - 12' DBH
    - **SPREADER** - 8' - 10' DBH
    - **SPREADER** - 6' - 8' DBH
    - **SPREADER** - 4' - 6' DBH
    - **SPREADER** - 2' - 4' DBH
  - **DECIDUOUS**
    - **SPREADER** - 10' - 12' DBH
    - **SPREADER** - 8' - 10' DBH
    - **SPREADER** - 6' - 8' DBH
    - **SPREADER** - 4' - 6' DBH
    - **SPREADER** - 2' - 4' DBH
  - **SHRUB**
    - **SPREADER** - 10' - 12' DBH
    - **SPREADER** - 8' - 10' DBH
    - **SPREADER** - 6' - 8' DBH
    - **SPREADER** - 4' - 6' DBH
    - **SPREADER** - 2' - 4' DBH
- PLANT MATERIAL LOCATED OUTSIDE OF APPLICATION AREA**
- **CONIFER**
    - **SPREADER** - 10' - 12' DBH
    - **SPREADER** - 8' - 10' DBH
    - **SPREADER** - 6' - 8' DBH
    - **SPREADER** - 4' - 6' DBH
    - **SPREADER** - 2' - 4' DBH
  - **DECIDUOUS**
    - **SPREADER** - 10' - 12' DBH
    - **SPREADER** - 8' - 10' DBH
    - **SPREADER** - 6' - 8' DBH
    - **SPREADER** - 4' - 6' DBH
    - **SPREADER** - 2' - 4' DBH
  - **SHRUB**
    - **SPREADER** - 10' - 12' DBH
    - **SPREADER** - 8' - 10' DBH
    - **SPREADER** - 6' - 8' DBH
    - **SPREADER** - 4' - 6' DBH
    - **SPREADER** - 2' - 4' DBH

**NOTES**

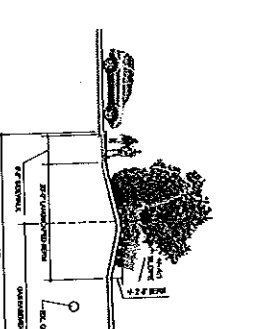
1. ALL PLANTING SHALL BE IN ACCORDANCE WITH THE "DISCOVERY" AND EXHIBIT BUILDINGS AND SITE AT THE DISCOVERY CENTER, DULLES, VIRGINIA. PREPARED BY KIMLEY-HORN AND ASSOCIATES, INC. DATE: 08/20/03. SHEET 4 OF 12.
2. ALL PLANTING SHALL BE IN ACCORDANCE WITH THE "DISCOVERY" AND EXHIBIT BUILDINGS AND SITE AT THE DISCOVERY CENTER, DULLES, VIRGINIA. PREPARED BY KIMLEY-HORN AND ASSOCIATES, INC. DATE: 08/20/03. SHEET 4 OF 12.



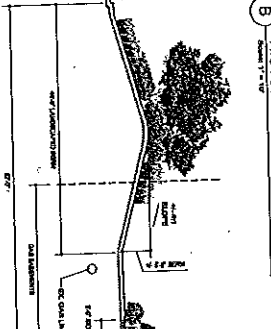
<p><b>Kimley-Horn and Associates, Inc.</b> Engineering, Planning and Construction Services 11400 Greenway Park Drive Suite 400 Falls Church, VA 22041 Phone: 703-815-1300 Fax: 703-815-1305 www.kimley-horn.com</p>	<p><b>Project Name</b> DULLES DISCOVERY SOUTH COPA/POPA</p>	<p><b>Client</b> SALLY DISTRICT FAIRFAX COUNTY, VIRGINIA</p>	<p><b>Contract No.</b> 1102000003</p>	<p><b>Scale</b> 1" = 40'</p>	<p><b>Sheet No.</b> 4 of 12</p>	<p><b>DATE</b> 08/20/03</p>	<p><b>DESIGNED BY</b> A.S.</p>	<p><b>CHECKED BY</b> A.S.</p>	<p><b>DATE</b> 08/20/03</p>	<p><b>SCALE</b> 1" = 40'</p>	<p><b>DRAWING NUMBER</b> 4</p>	<p><b>LANDSCAPE PLAN</b></p>		<p><b>DATE</b> 08/20/03</p>

1. THIS LAYOUT PROVIDES THE GENERAL CONCEPTS FOR THE LANDSCAPE SECTIONS AND PLANTING DETAILS. THE CLIENT SHALL BE RESPONSIBLE FOR THE FINAL DESIGN AND CONSTRUCTION OF THE PROJECT. THE CONTRACTOR SHALL BE RESPONSIBLE FOR THE FINAL DESIGN AND CONSTRUCTION OF THE PROJECT. THE CONTRACTOR SHALL BE RESPONSIBLE FOR THE FINAL DESIGN AND CONSTRUCTION OF THE PROJECT.

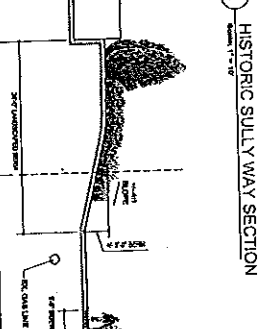
A HISTORIC SULLY WAY SECTION  
Station 7+00



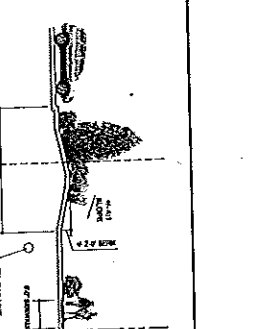
B HISTORIC SULLY WAY SECTION  
Station 7+10



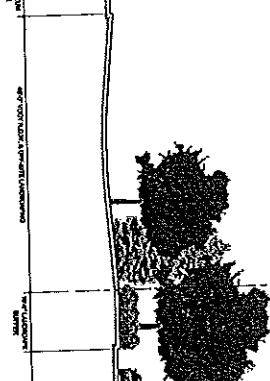
C HISTORIC SULLY WAY SECTION  
Station 7+20



D HISTORIC SULLY WAY SECTION  
Station 7+30



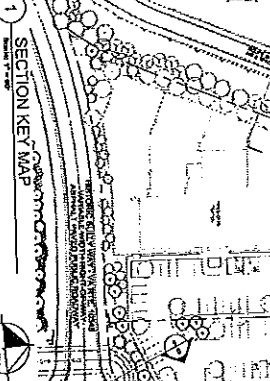
E AIR & SPACE MUSEUM PKWY SECTION  
Station 7+40



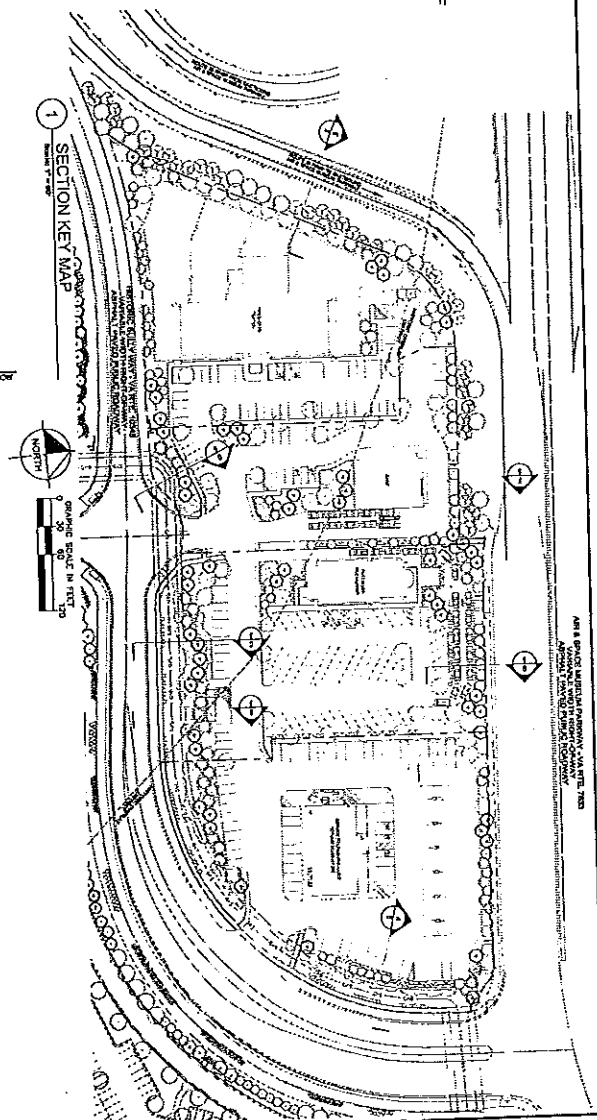
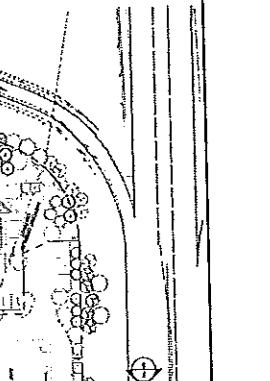
F ROUTE 28 SECTION  
Station 7+50



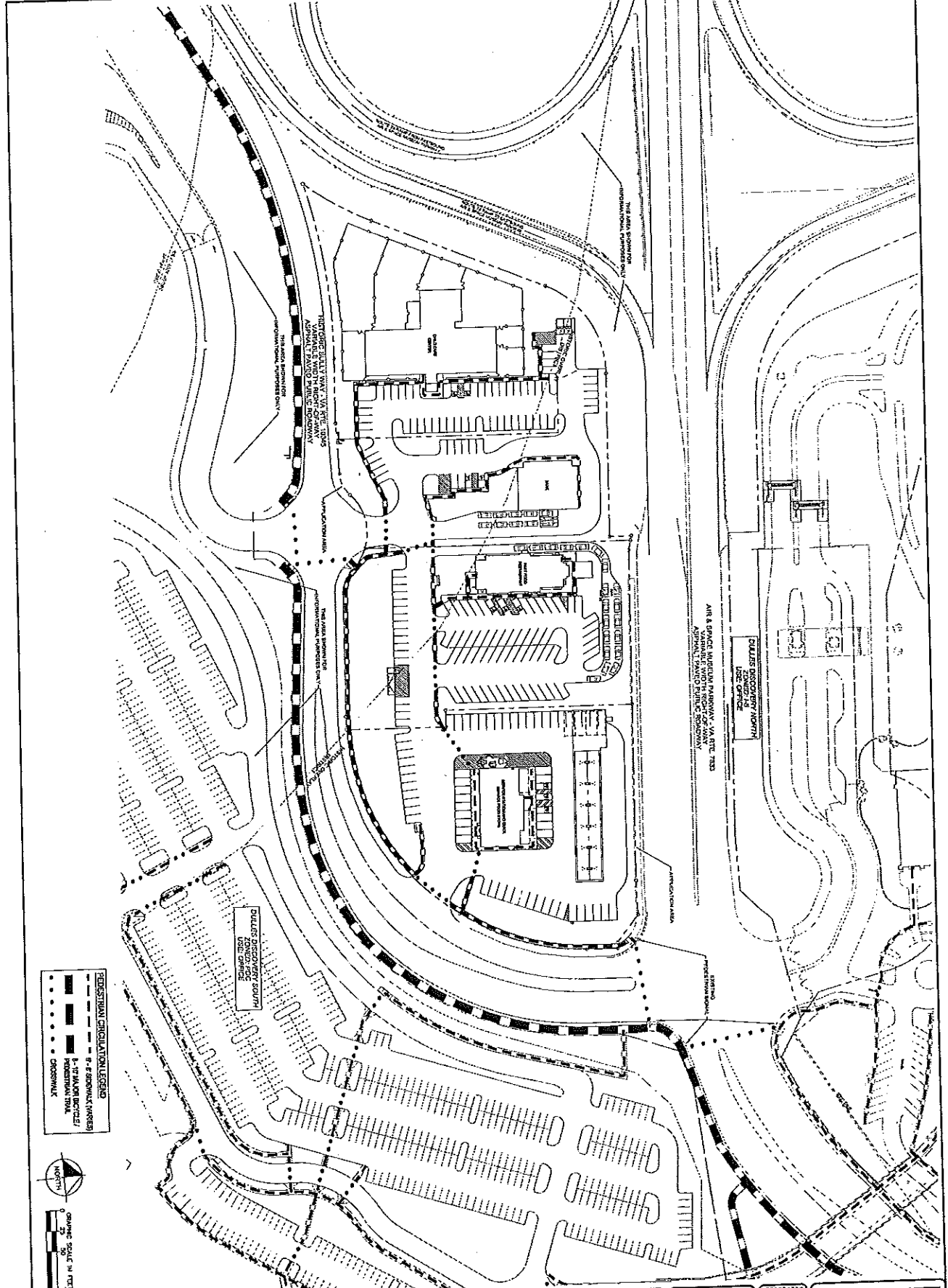
G AIR & SPACE MUSEUM PKWY SECTION  
Station 7+60



H AIR & SPACE MUSEUM PKWY SECTION  
Station 7+70



	Chief Engineer Adam J. Steiner License No. 160 State of Virginia		Chief Engineer Adam J. Steiner License No. 160 State of Virginia
	Kirtley-Horn and Associates, Inc. Engineering, Planning and Construction Services 1300 Commonwealth Drive Suite 400 Norfolk, VA 23502 Phone: (757) 261-1300 Fax: (757) 261-1300 www.kirtley-horn.com		Project Name: <b>DILLES DISCOVERY SOUTH CDP/PA/PPA</b>
Scale: AS NOTED Drawing Number: <b>5</b>		Sheet: 5 of 12	

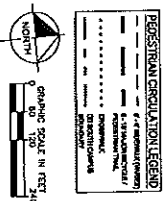
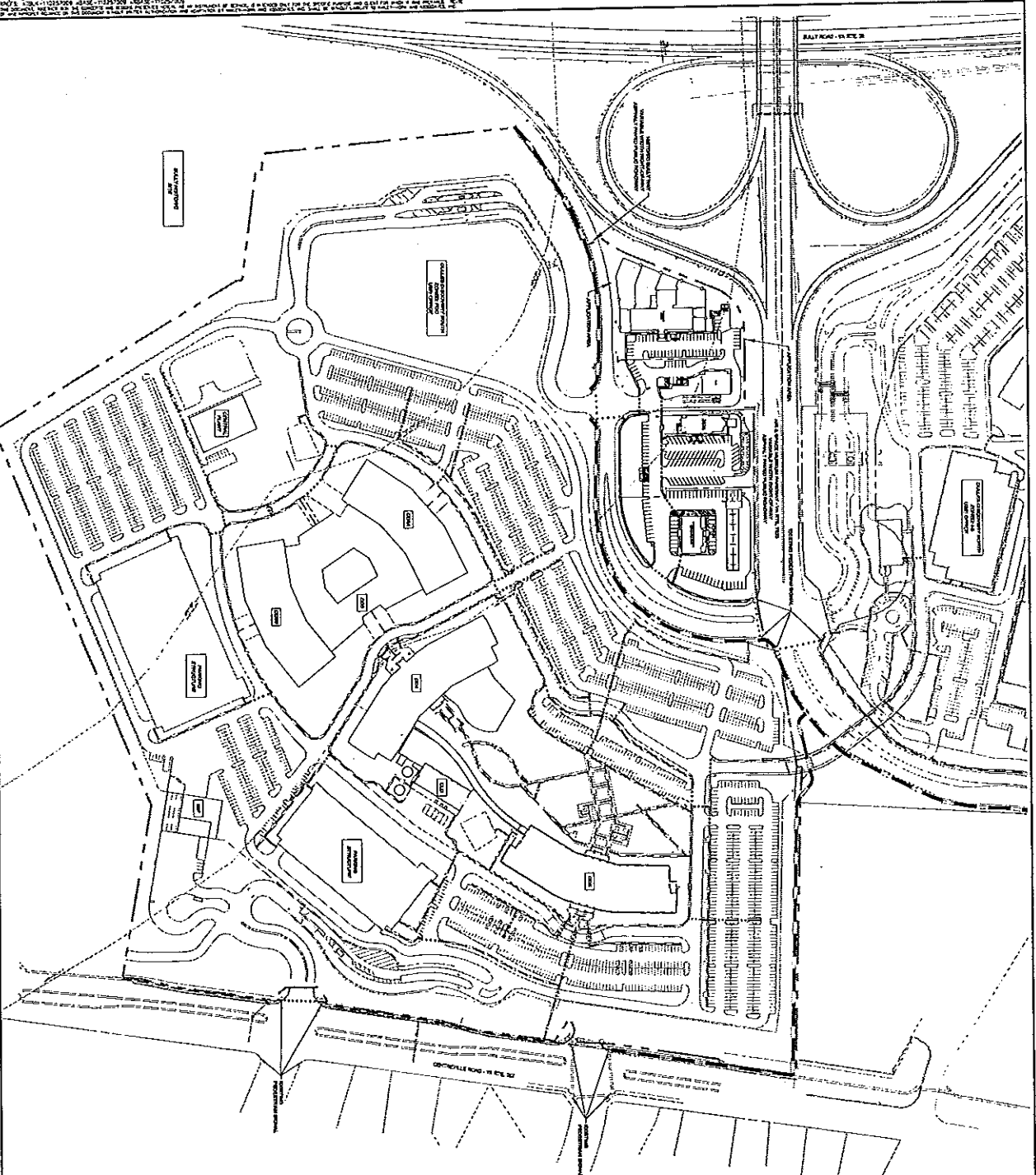


**PEDESTRIAN CIRCULATION LEGEND**

- 6" SIDEWALK (MINIMUM)
- 5'-0" SIDEWALK (MINIMUM)
- BIKEWAY
- CROSSWALK



Project Name <b>DULLES DISCOVERY SOUTH</b> CPRA / FDPA	Date Plotted 02/28/2013	Scale 1" = 20'-0"	Drawing Number <b>6</b>	Sheet # of # 6 of 12
	Date 11/14/2013			
Client AIR & SPACE AUTHORITY 1100 Corporate Park Drive Herndon, VA 20185	Designer J. S. [Name]	Checker T. [Name]	Title Block PROJECT OF THE FEDERAL AVIATION ADMINISTRATION 1100 Corporate Park Drive Herndon, VA 20185 Phone: 703-621-1200 Fax: 703-621-1205 www.faa.gov	



**PEDESTRIAN CIRCULATION LEGEND**

- Primary Pedestrian Path (thick solid line)
- Secondary Pedestrian Path (medium solid line)
- Access Pedestrian Path (thin solid line)
- Prohibited Pedestrian Path (dashed line)
- Other Pedestrian Path (dotted line)

Project Name  
**DULLES DISCOVERY SOUTH**  
 CDP/PA / PDPA

Client  
 Dulles District  
 Fairfax County, Virginia

Scale  
 1" = 400'

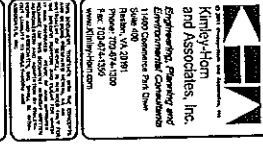
Sheet 7 of 12

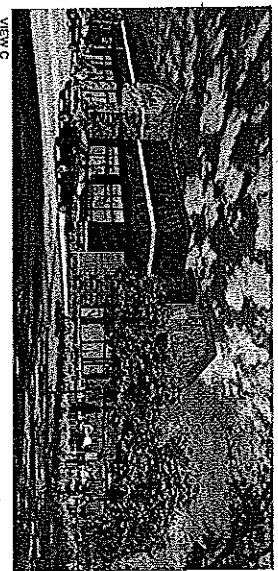
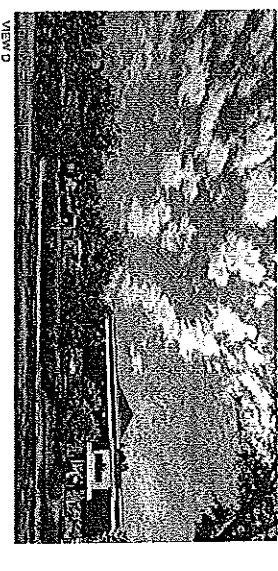
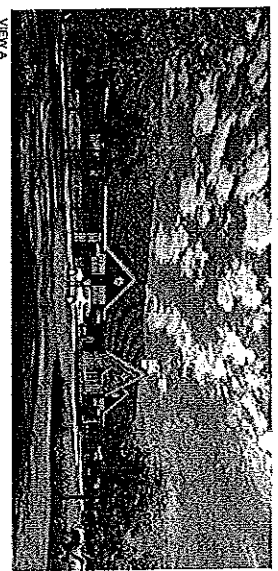
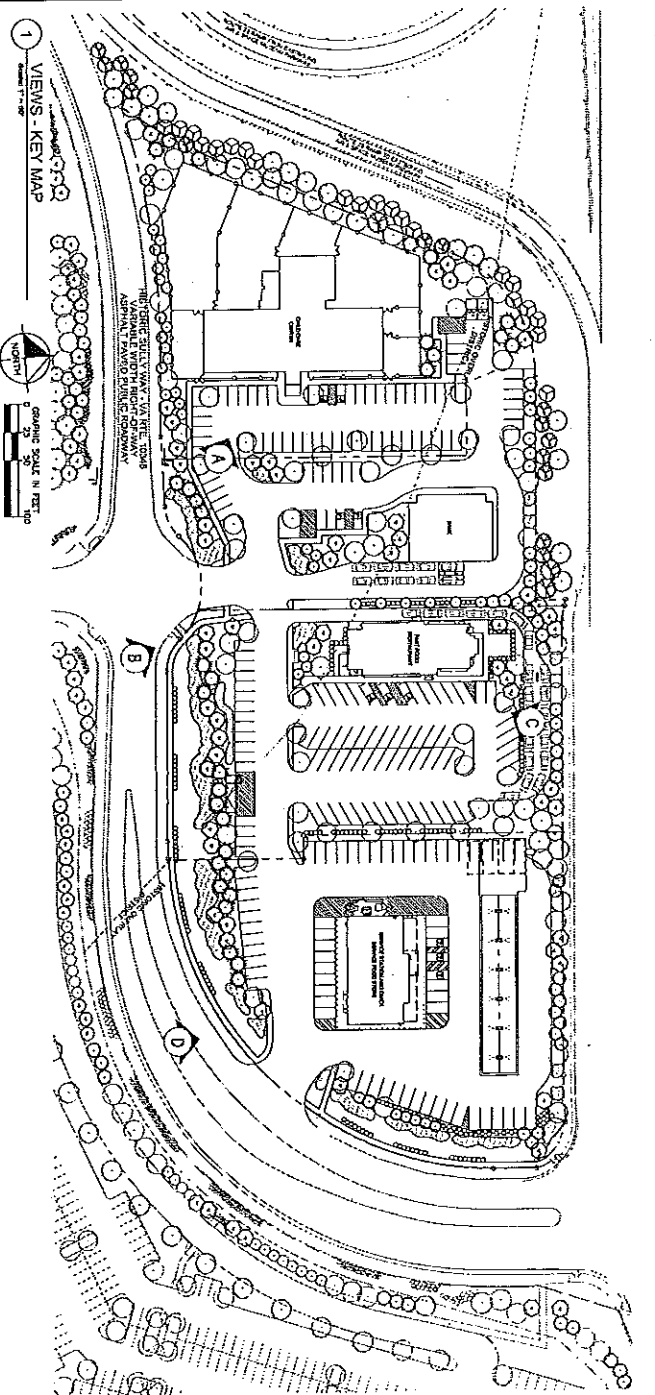
DATE: 07/20/13  
 DRAWING NO: 1102709  
 DESIGNER: ADJ  
 CHECKER: RLS  
 DATE: 07/20/13

DESIGNED BY:  
**PEDESTRIAN CIRCULATION PLAN - OVERALL CAMPUS**



Company Name  
**Kimley-Horn and Associates, Inc.**  
 Engineering, Planning and Environmental Consulting  
 10000 Lee Highway  
 Suite 400  
 Fairfax, VA 22031  
 Phone: (703) 261-5500  
 www.kimley-horn.com





NOTE: THE SHEDDULEY WAY AND LANDSCAPING PRESENTED ON THIS SHEET ARE PRELIMINARY AND SUBJECT TO ADEQUATE AND REASONABLE FINAL FIELD INVESTIGATION AND CONSTRUCTION OF THE PROJECT. THE SHEDDULEY WAY AND LANDSCAPING PRESENTED ON THIS SHEET ARE NOT TO BE CONSIDERED AS A GUARANTEE OF THE ACCURACY OF THE INFORMATION PRESENTED ON THIS SHEET.

<p><b>Kimley-Horn and Associates, Inc.</b> Engineering, Planning and Environmental Consultants 2000 Commonwealth Blvd. Richmond, VA 23104 Phone: 781-221-2100 Fax: 781-221-2101 www.kimley-horn.com</p>	<p>Professional Seal of Adam J. Shiller Adam J. Shiller Lic. No. 12377 07/20/13</p>	<p>Client: <b>DULLES DISCOVERY SOUTH COPA / FPPA</b></p>	<p>Project Name: <b>DULLES DISCOVERY SOUTH COPA / FPPA</b></p>
	<p>State: <b>VA</b></p>	<p>Sheet: <b>8</b> of 12</p>	<p>Scale: <b>AS NOTED</b></p>
<p>Date: <b>07/25/13</b></p>	<p>Drawn: <b>ESJ</b></p>	<p>Checked: <b>ASJ</b></p>	<p>Approved: <b>KAN</b></p>
<p>RAA Project No.: <b>110031009</b></p>	<p>RAA Project No.: <b>110031009</b></p>	<p>RAA Project No.: <b>110031009</b></p>	<p>RAA Project No.: <b>110031009</b></p>
<p>State: <b>VA</b></p>	<p>Project Name: <b>DULLES DISCOVERY SOUTH COPA / FPPA</b></p>	<p>Project Name: <b>DULLES DISCOVERY SOUTH COPA / FPPA</b></p>	<p>Project Name: <b>DULLES DISCOVERY SOUTH COPA / FPPA</b></p>

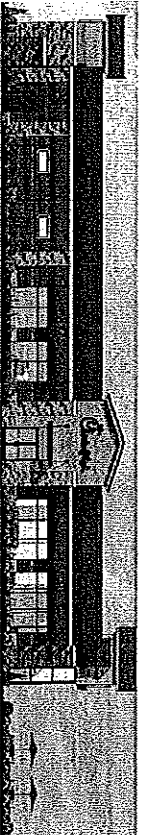




FAST FOOD RESTAURANT - NORTH ELEVATION



FAST FOOD RESTAURANT - SOUTH ELEVATION

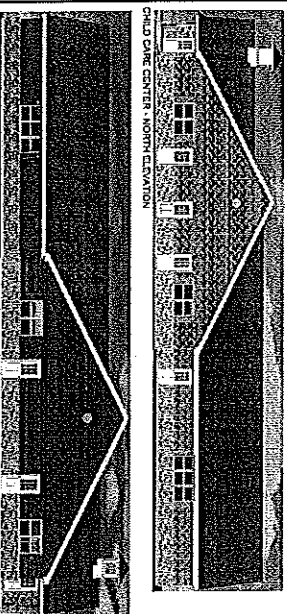


FAST FOOD RESTAURANT - EAST ELEVATION

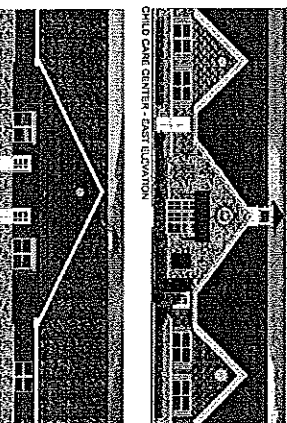


FAST FOOD RESTAURANT - WEST ELEVATION

**1 FAST FOOD RESTAURANT**



CHILD CARE CENTER - NORTH ELEVATION



CHILD CARE CENTER - SOUTH ELEVATION

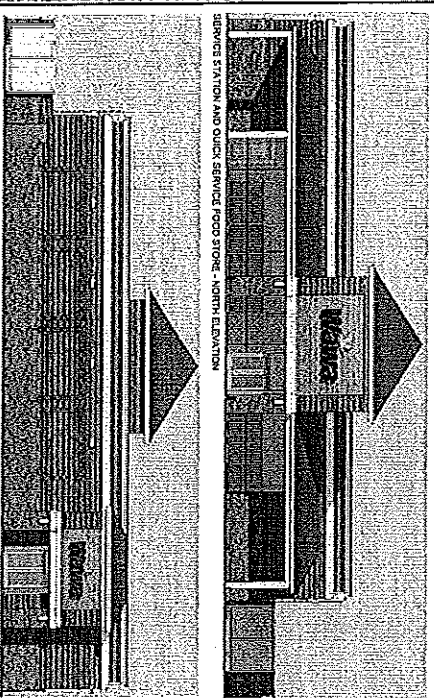


CHILD CARE CENTER - EAST ELEVATION

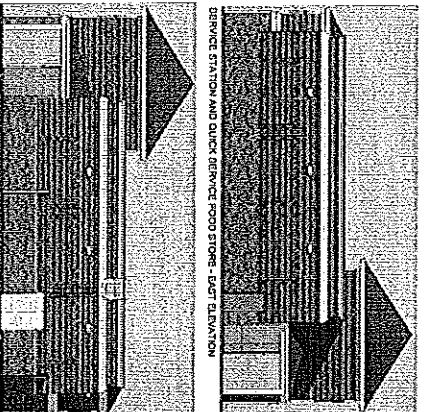


CHILD CARE CENTER - WEST ELEVATION

**2 CHILD CARE CENTER**



SERVICE STATION AND QUICK SERVICE FOOD STORE - NORTH ELEVATION

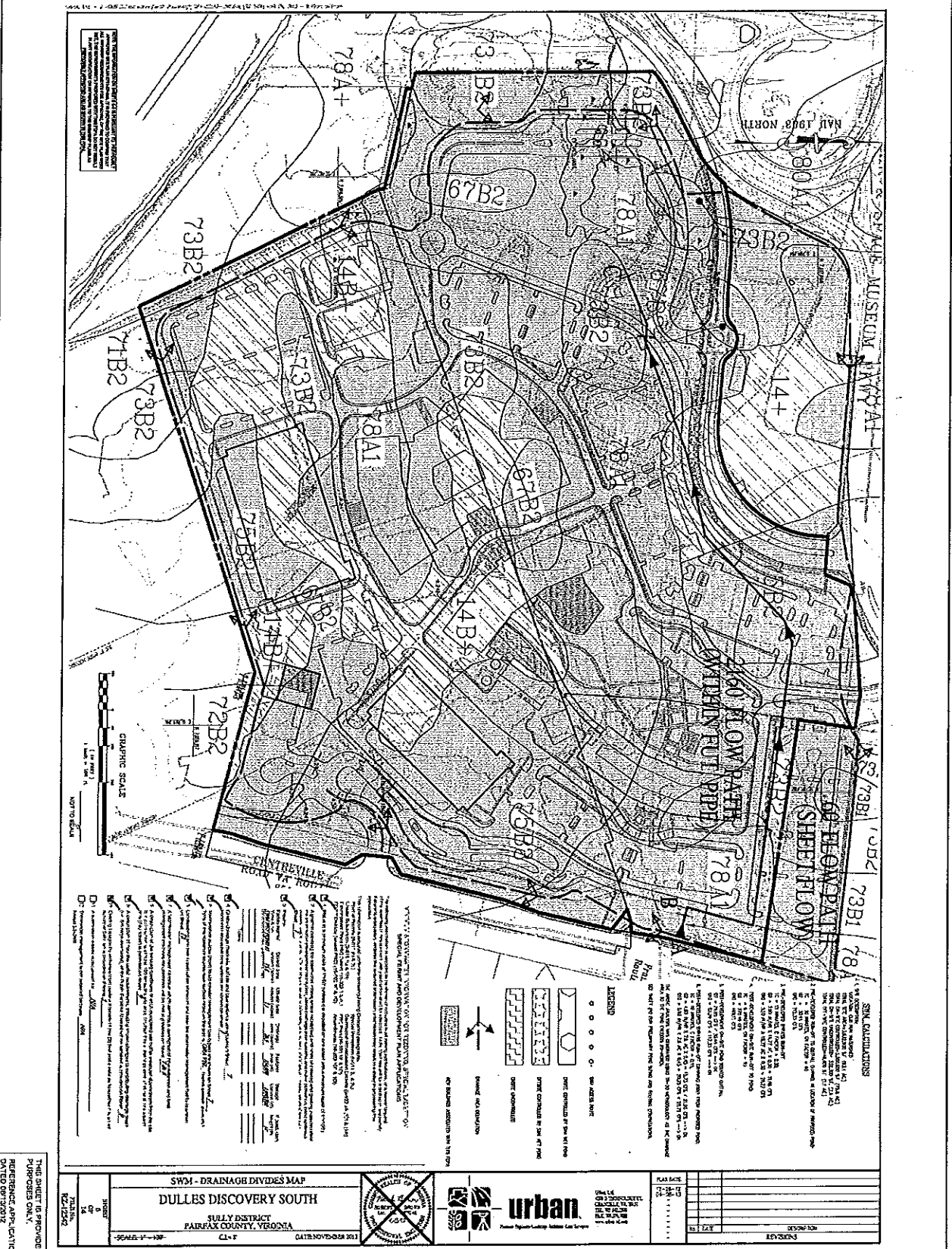


SERVICE STATION AND QUICK SERVICE FOOD STORE - SOUTH ELEVATION

**3 SERVICE STATION & QUICK SERVICE FOOD STORE**

NOTE: THESE ELEVATIONS REPRESENTED ON THIS SHEET ARE APPROXIMATE. THE ARCHITECT ASSUMES NO RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION PROVIDED ON THIS SHEET. THE ARCHITECT DOES NOT WARRANT THE ACCURACY OF THE INFORMATION PROVIDED ON THIS SHEET. THE ARCHITECT DOES NOT WARRANT THE ACCURACY OF THE INFORMATION PROVIDED ON THIS SHEET.

<p>Kimley-Horn and Associates, Inc. Engineering, Planning and Environmental Consultants 10400 Lee Blvd. Falls Church, VA 22043 Phone: (703) 441-1200 Fax: (703) 441-1202 www.kimley-horn.com</p>		<p>DATE: 07/28/2010 TIME: 02:28:50</p>	<p>Project Name: <b>DULLES DISCOVERY SOUTH CDPA / FDPA</b></p>	<p>CLIENT: TOLLWAY PARTNERS FERRYMAN COUNTY, VIRGINIA 1004 FERRYMAN, 110257000 Phone: 0702929333</p>	<p>Drawn By: Checked By: Scale: Date:</p>	<p>Sheet Number: <b>9</b></p>	<p>Sheet of 12</p>



**SWM - DRAINAGE DIVIDES MAP**  
**DULLES DISCOVERY SOUTH**  
 JULY DISTRICT  
 FAIRFAX COUNTY, VIRGINIA

**urban**

NO TO SCALE

DATE: 07/26/13  
 DRAWN BY: [Name]  
 CHECKED BY: [Name]

**Legend**

- 67B2, 73B2, 78A1, 78A1+, 78B1, 78B1+, 78B2, 78B2+, 78B3, 78B3+, 78B4, 78B4+, 78B5, 78B5+, 78B6, 78B6+, 78B7, 78B7+, 78B8, 78B8+, 78B9, 78B9+, 78B10, 78B10+, 78B11, 78B11+, 78B12, 78B12+, 78B13, 78B13+, 78B14, 78B14+, 78B15, 78B15+, 78B16, 78B16+, 78B17, 78B17+, 78B18, 78B18+, 78B19, 78B19+, 78B20, 78B20+, 78B21, 78B21+, 78B22, 78B22+, 78B23, 78B23+, 78B24, 78B24+, 78B25, 78B25+, 78B26, 78B26+, 78B27, 78B27+, 78B28, 78B28+, 78B29, 78B29+, 78B30, 78B30+, 78B31, 78B31+, 78B32, 78B32+, 78B33, 78B33+, 78B34, 78B34+, 78B35, 78B35+, 78B36, 78B36+, 78B37, 78B37+, 78B38, 78B38+, 78B39, 78B39+, 78B40, 78B40+, 78B41, 78B41+, 78B42, 78B42+, 78B43, 78B43+, 78B44, 78B44+, 78B45, 78B45+, 78B46, 78B46+, 78B47, 78B47+, 78B48, 78B48+, 78B49, 78B49+, 78B50, 78B50+, 78B51, 78B51+, 78B52, 78B52+, 78B53, 78B53+, 78B54, 78B54+, 78B55, 78B55+, 78B56, 78B56+, 78B57, 78B57+, 78B58, 78B58+, 78B59, 78B59+, 78B60, 78B60+, 78B61, 78B61+, 78B62, 78B62+, 78B63, 78B63+, 78B64, 78B64+, 78B65, 78B65+, 78B66, 78B66+, 78B67, 78B67+, 78B68, 78B68+, 78B69, 78B69+, 78B70, 78B70+, 78B71, 78B71+, 78B72, 78B72+, 78B73, 78B73+, 78B74, 78B74+, 78B75, 78B75+, 78B76, 78B76+, 78B77, 78B77+, 78B78, 78B78+, 78B79, 78B79+, 78B80, 78B80+, 78B81, 78B81+, 78B82, 78B82+, 78B83, 78B83+, 78B84, 78B84+, 78B85, 78B85+, 78B86, 78B86+, 78B87, 78B87+, 78B88, 78B88+, 78B89, 78B89+, 78B90, 78B90+, 78B91, 78B91+, 78B92, 78B92+, 78B93, 78B93+, 78B94, 78B94+, 78B95, 78B95+, 78B96, 78B96+, 78B97, 78B97+, 78B98, 78B98+, 78B99, 78B99+, 78B100, 78B100+

**SWM - DRAINAGE DIVIDES MAP**  
**DULLES DISCOVERY SOUTH**  
 JULY DISTRICT  
 FAIRFAX COUNTY, VIRGINIA

Project Name: DULLES DISCOVERY SOUTH CDPA / FDPA  
 Date: 07/26/13  
 Drawn By: [Name]  
 Checked By: [Name]

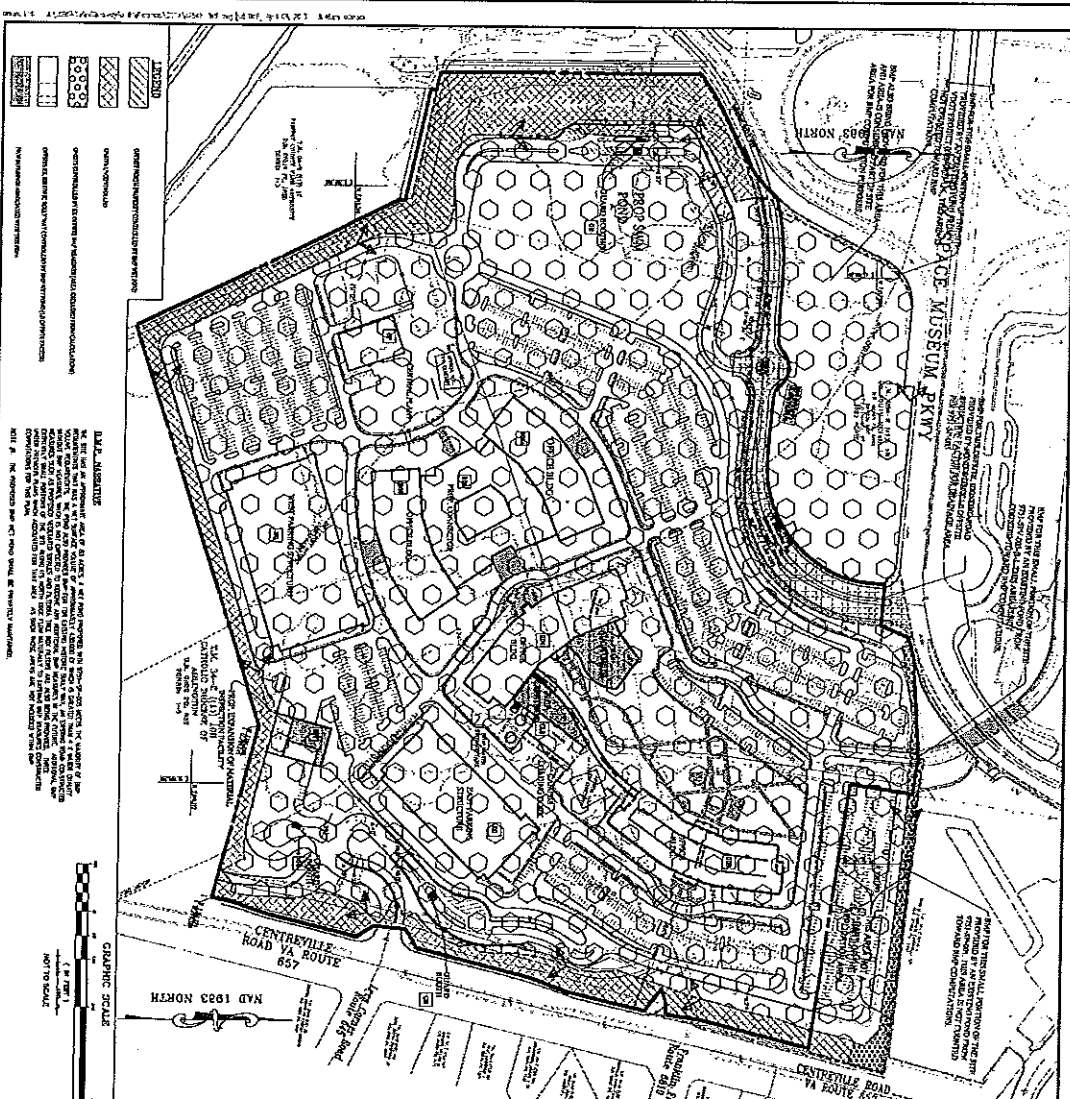
Scale: 1" = 100'

Sheet: 10 of 12

City of Fairfax  
 Planning and Zoning Department  
 10000 Lees Pike, Suite 1000  
 Fairfax, VA 22031  
 Phone: 703-246-1329  
 Fax: 703-246-1328  
 www.cityoffairfax.com







**TABLE 1: PROPOSED IMPROVEMENTS TO EXISTING**

Item No.	Description	Quantity	Unit	Notes
1	Asphalt Paving	10,000	Sq. Yds.	
2	Concrete Paving	5,000	Sq. Yds.	
3	Gravel Paving	2,000	Sq. Yds.	
4	Grass Paving	1,000	Sq. Yds.	
5	Landscaping	100	Plants	
6	Lighting	50	Fixtures	
7	Signage	10	Signs	
8	Furniture	20	Items	
9	Bikeways	100	Linear Ft.	
10	Trails	100	Linear Ft.	
11	Play Areas	10	Units	
12	Sports Areas	5	Units	
13	Multi-Use Areas	10	Units	
14	Open Spaces	100	Sq. Yds.	
15	Water Features	5	Units	
16	Art Installations	10	Units	
17	Public Art	5	Units	
18	Public Seating	20	Items	
19	Public Utilities	100	Linear Ft.	
20	Public Services	100	Linear Ft.	
21	Public Safety	100	Linear Ft.	
22	Public Transportation	100	Linear Ft.	

**BMP PLAN AND COMPUTATIONS**

**DULLES DISCOVERY SOUTH**

SULLY DISTRICT  
 FAIRFAX COUNTY, VIRGINIA

CL-50A

DATE: 02/12/2014

NOT TO SCALE

**urban**

Urban Solutions Group, Inc. 10000 Lee Highway, Suite 1000, Fairfax, VA 22031

PROJECT NO. 123456789

DATE: 02/12/2014

SCALE: 1" = 100'

PROJECT: DULLES DISCOVERY SOUTH

CLIENT: SULLY DISTRICT

DESIGNER: URBAN SOLUTIONS GROUP, INC.

DATE: 02/12/2014

THIS SHEET IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY. REFER TO APPLICATION NO. 073159-001. DATE: 02/12/2014

**Project Name:** DULLES DISCOVERY SOUTH CDPA / FDPA

**Client:** SULLY DISTRICT, FAIRFAX COUNTY, VIRGINIA

**Design Team:** URBAN SOLUTIONS GROUP, INC. (Lead), SULLY DISTRICT (Client)

**Design No.:** 12

**Scale:** 1" = 100'

**Date:** 02/12/2014

**Drawn By:** [Name]

**Checked By:** [Name]

**Approved By:** [Name]

**Project No.:** 123456789

**Sheet No.:** 12 of 12

**Scale:** 1" = 100'

**Date:** 02/12/2014

**Project Name:** DULLES DISCOVERY SOUTH CDPA / FDPA

**Client:** SULLY DISTRICT, FAIRFAX COUNTY, VIRGINIA

**Design Team:** URBAN SOLUTIONS GROUP, INC. (Lead), SULLY DISTRICT (Client)

**Design No.:** 12

**Scale:** 1" = 100'

**Date:** 02/12/2014

**Drawn By:** [Name]

**Checked By:** [Name]

**Approved By:** [Name]

**Project No.:** 123456789

**Sheet No.:** 12 of 12

**Scale:** 1" = 100'

**Date:** 02/12/2014

