



RZ/FDP APPLICATION ACCEPTED: August 29, 2006  
RZ/FDP APPLICATION AMENDED: May 22, 2007; May 31, 2007  
PCA APPLICATION ACCEPTED: May 22, 2007  
PCA APPLICATION AMENDED: May 31, 2007  
PLANNING COMMISSION: September 27, 2007  
BOARD OF SUPERVISORS: October 15, 2007  
@ 4:00 pm

## County of Fairfax, Virginia

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September 19, 2007

### STAFF REPORT

RZ/FDP 2006-SU-025 concurrent with PCA 78-S-063-5

### SULLY DISTRICT

**APPLICANT:** Commonwealth Centre Investors, LLC &  
Commonwealth Centre Investors II, LLC

**PRESENT ZONING:** I-3, WS

**PROPOSED ZONING:** PDC, WS

**PARCEL(S):** 44-1 ((01)) 06, 6B, 6C, 6D  
*RZ/FDP only:* a portion of right-of-way for  
Newbrook Drive, to be vacated

**ACREAGE:** RZ/FDP: 100.81 acres  
PCA: 97.6 acres

**FAR:** 0.32

**OPEN SPACE:** 51%

**PLAN MAP:** Mixed Use

**PROPOSAL:** PCA 78-S-063-5: the applicant proposes to  
sever the 97.6 acre property from the area  
of the original Westfields rezoning, in order  
to include it within the concurrent rezoning.

RZ/FDP 2006-SU-025: the applicant  
proposes to rezone the entire land area to

O:\tswagi\Commonwealth RZ 2006-SU-025\RZ 2006 SU 025 PCA 78.doc

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

the PDC District to permit the construction of a mixed-use development comprised of 1,126,500 square feet of office uses; 212,000 square feet of hotel uses; and, 76,400 square feet of retail and other supporting uses.

## **STAFF RECOMMENDATIONS:**

Staff recommends approval of PCA 78-S-063-5, subject to the execution of proffers consistent with those contained in Appendix 1

Staff recommends approval of RZ 2006-SU-025, subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends approval of FDP 2006-SU-025, subject to the Board's approval of RZ 2006-SU-025 and to the proposed FDP conditions contained in Appendix 2.

Staff recommends approval of a waiver of the service drive requirement along Sully Road (Route 28).

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

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

For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290 TTY 711 (Virginia Relay Center).



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

# Rezoning Application

**RZ 2006-SU-025**

**Applicant:** COMMONWEALTH CENTRE INVESTORS LLC, AND  
COMMONWEALTH CENTRE INVESTORS II, LLC

**Accepted:** 08/29/2006; **Amended:** 05/22/2007; 05/31/2007

**Proposed:** MIXED USE

**Area:** 100.81 AC OF LAND; DISTRICT - SULLY

**Zoning Dist Sect:**

**Located:** NORTHEAST QUADRANT OF THE INTERSECTION  
OF SULLY ROAD AND WESTFIELDS BOULEVARD

**Zoning:** FROM I- 3 TO PDC

**Overlay Dist:** WS

**Map Ref Num:** 044-1- /01/ /0006 /01/ /0006B  
/01/ /0006C /01/ /0006D AND  
PORTION OF NEWBROOK DRIVE  
TO BE VACATED.

# Final Development Plan

**FDP 2006-SU-025**

**Applicant:** COMMONWEALTH CENTRE INVESTORS LLC, AND  
COMMONWEALTH CENTRE INVESTORS II, LLC

**Accepted:** 08/29/2006; **Amended:** 05/22/2007; 05/31/2007

**Proposed:** MIXED USE

**Area:** 100.81 AC OF LAND; DISTRICT - SULLY

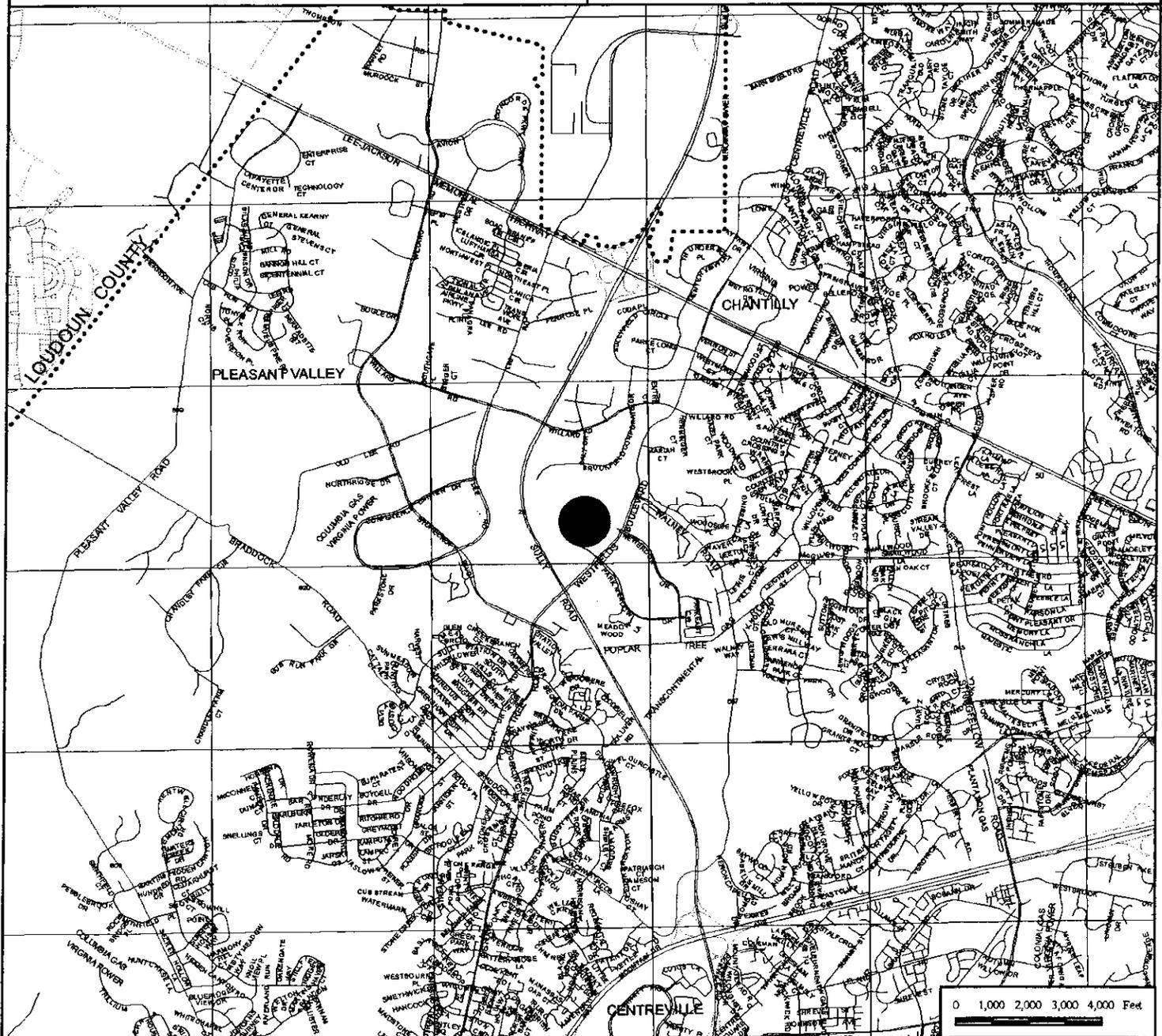
**Zoning Dist Sect:**

**Located:** NORTHEAST QUADRANT OF THE INTERSECTION  
OF SULLY ROAD AND WESTFIELDS BOULEVARD

**Zoning:** PDC

**Overlay Dist:** WS

**Map Ref Num:** 044-1- /01/ /0006 /01/ /0006B  
/01/ /0006C /01/ /0006D AND  
PORTION OF NEWBROOK DRIVE  
TO BE VACATED.



# Rezoning Application

**RZ 2006-SU-025**

**Applicant:** COMMONWEALTH CENTRE INVESTORS LLC, AND  
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**Accepted:** 08/29/2006; **Amended:** 05/22/2007; 05/31/2007

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**Map Ref Num:** 044-1-/01/ /0006 /01/ /0006B  
/01/ /0006C /01/ /0006D AND  
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# Final Development Plan

**FDP 2006-SU-025**

**Applicant:** COMMONWEALTH CENTRE INVESTORS LLC, AND  
COMMONWEALTH CENTRE INVESTORS II, LLC

**Accepted:** 08/29/2006; **Amended:** 05/22/2007; 05/31/2007

**Proposed:** MIXED USE

**Area:** 100.81 AC OF LAND; DISTRICT - SULLY

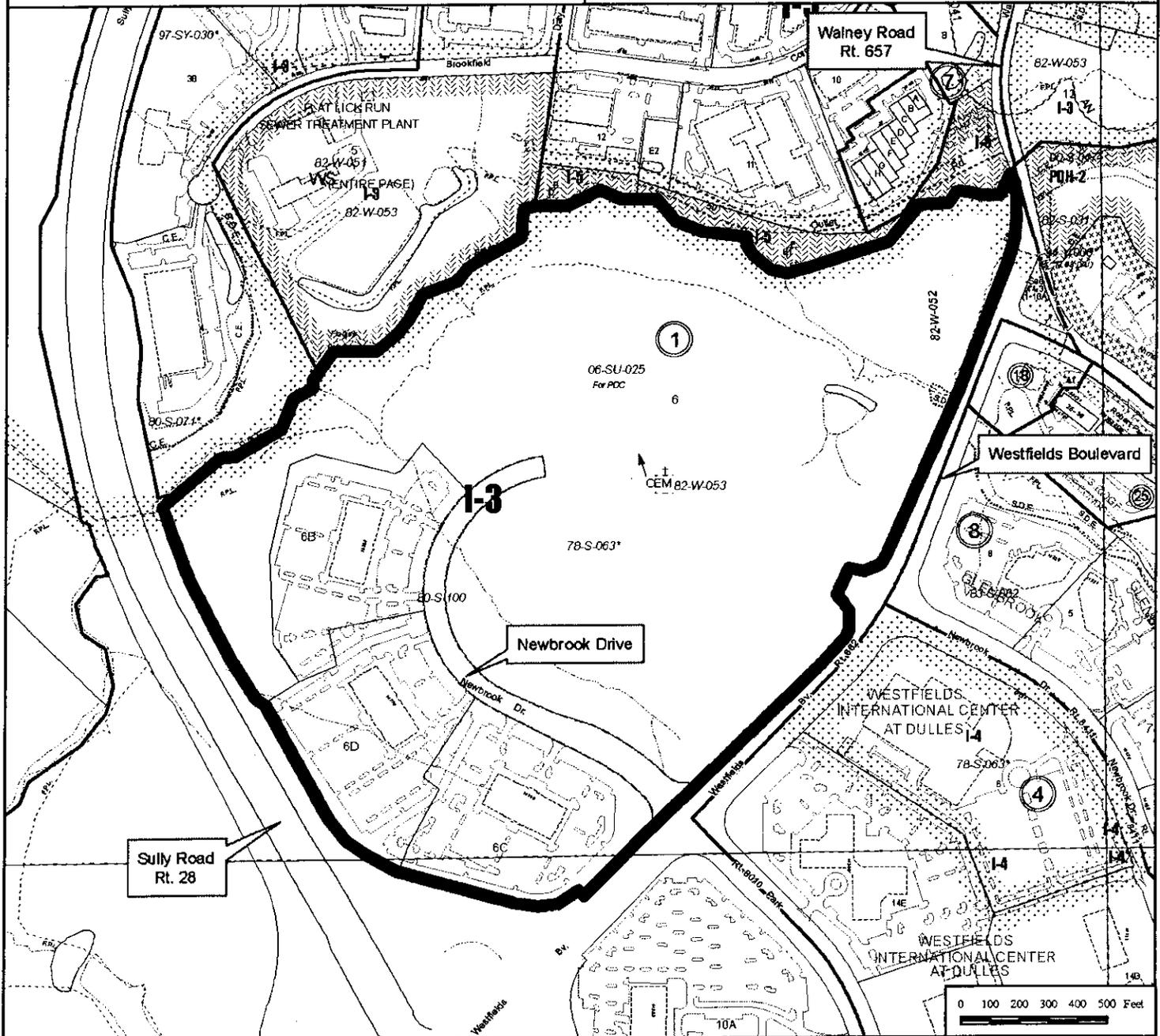
**Zoning Dist Sect:**

**Located:** NORTHEAST QUADRANT OF THE INTERSECTION  
OF SULLY ROAD AND WESTFIELDS BOULEVARD

**Zoning:** PDC

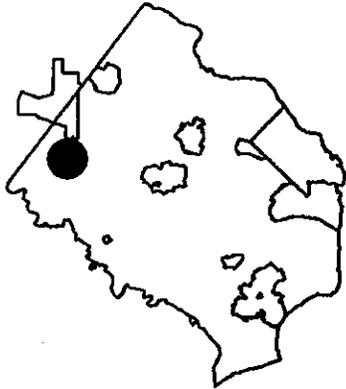
**Overlay Dist:** WS

**Map Ref Num:** 044-1-/01/ /0006 /01/ /0006B  
/01/ /0006C /01/ /0006D AND  
PORTION OF NEWBROOK DRIVE  
TO BE VACATED.



# Proffered Condition Amendment

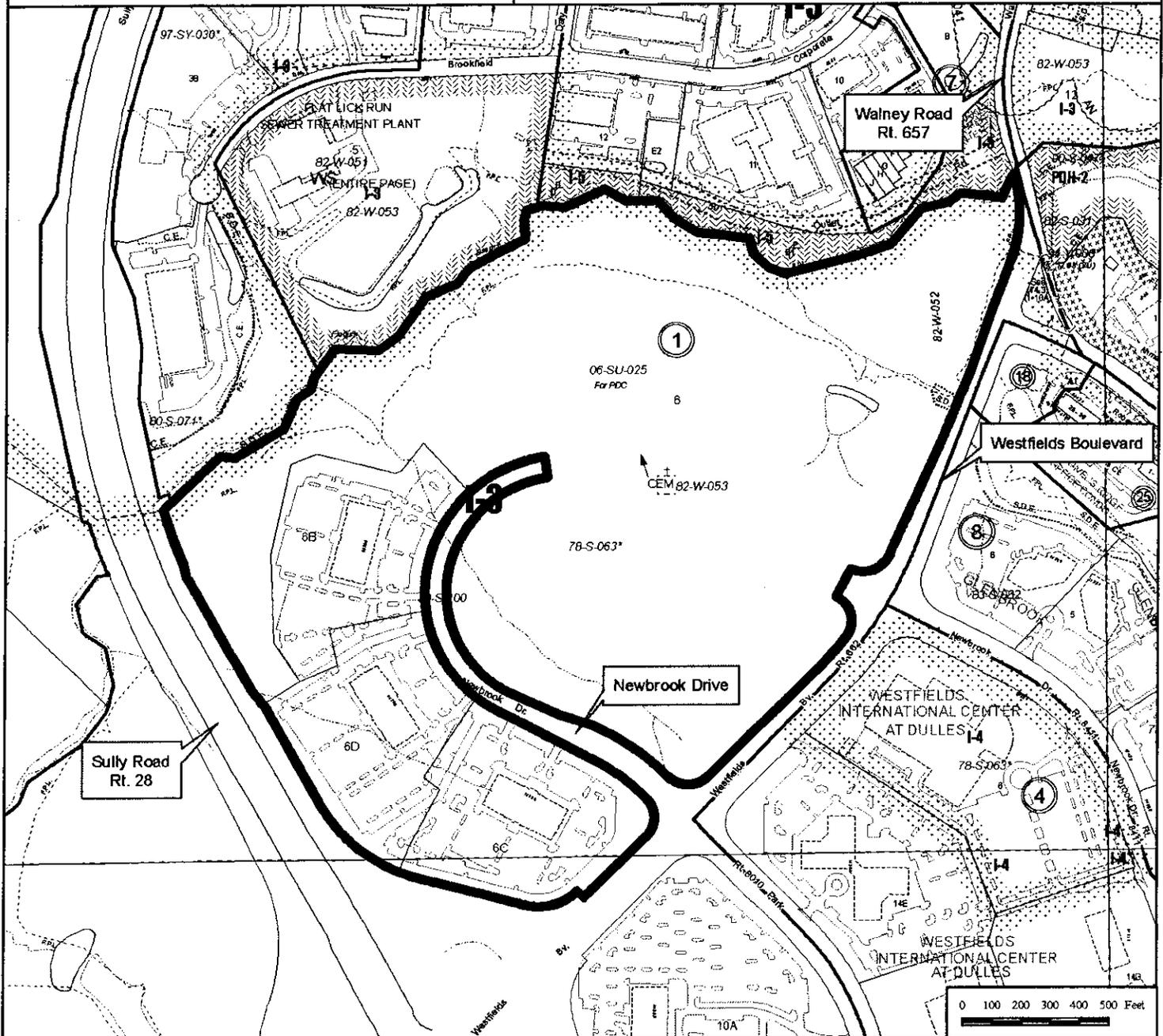
PCA 78-S-063-05



**Applicant:** COMMONWEALTH CENTRE INVESTORS, LLC AND COMMONWEALTH CENTRE INVESTORS II, LLC  
**Accepted:** 05/22/2007 **Amended:** 05/31/2007  
**Proposed:** AMEND RZ 78-S-063 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT A DELETION OF LAND AREA

**Area:** 97.6 AC OF LAND; DISTRICT - SULLY  
**Zoning Dist Sect:**  
**Located:** NORTHEAST QUADRANT OF THE INTERSECTION OF SULLY ROAD AND WESTFIELDS BOULEVARD

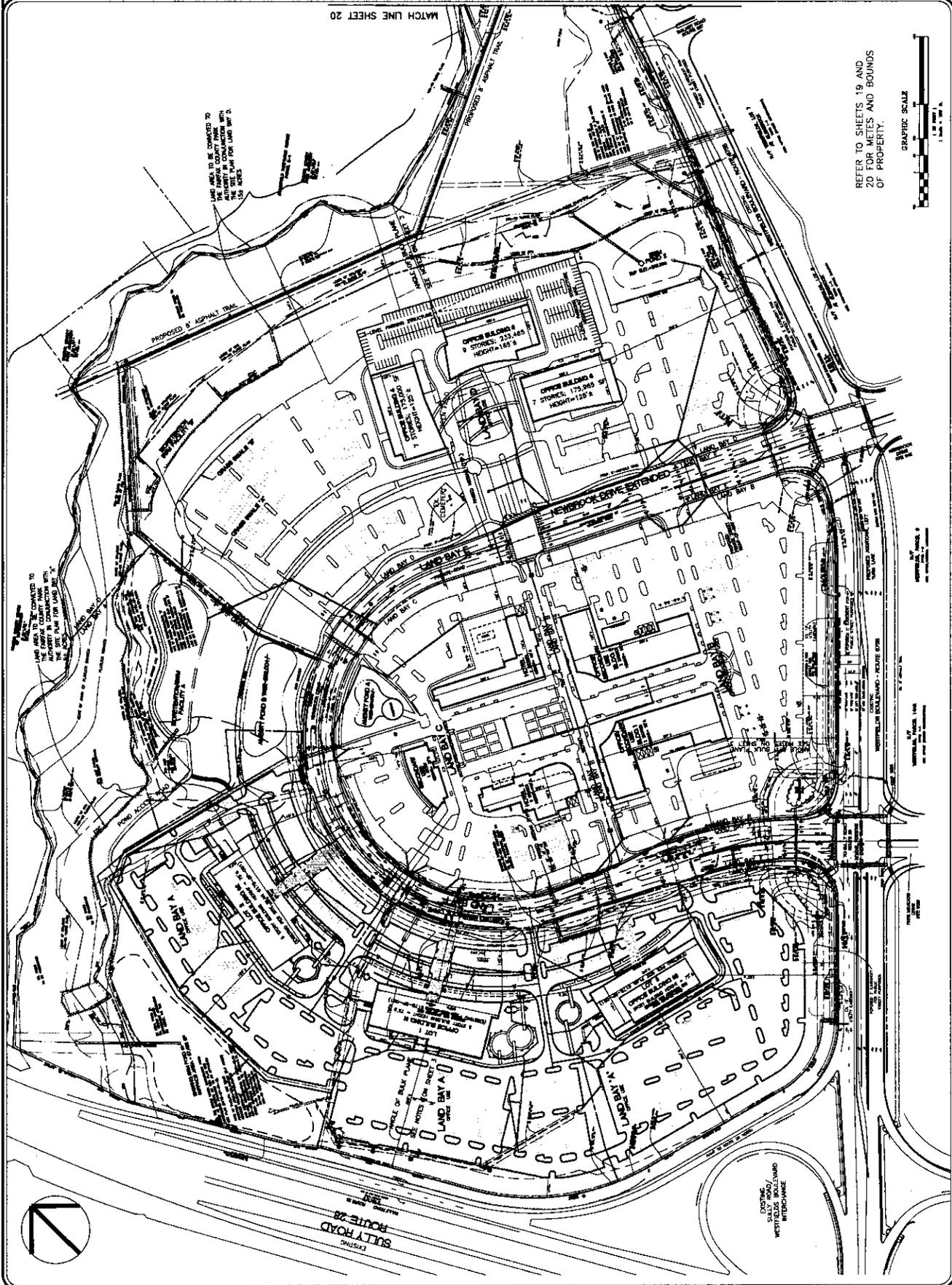
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**Overlay Dist:** WS  
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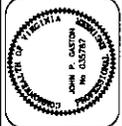








REFER TO SHEETS 19 AND 20 FOR METES AND BOUNDS OF PROPERTY.



DATE	NOV. 2008
DESIGNER	J.P. GARTON
CHECKER	J.P. GARTON
P.L. NO.	41457
FILE NO.	C-4658

CONCEPTUAL DEVELOPMENT PLAN /  
FINAL DEVELOPMENT PLAN  
COMMONWEALTH CENTRE  
AT WESTFIELDS  
SULLY DISTRICT  
SULLY COUNTY, ILLINOIS

ADD TRAIL	8/17/2002
NOTATIONS, ELEC. PARKING, BUS AREA	8/13/2002
TRANSPORTATION COMMENTS	5/21/2002
ADD ANGLE OF BALK PLAN	5/9/2002
ADD GRADE/CONSTRUCTION ESMT	4/11/2002
REVEAL TO COP/FORM	4/9/07
LAYOUT	12/12/08
COUNTY COMMENTS	7/17/08
REVISIONS	
DATE	

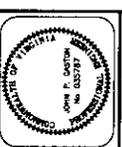




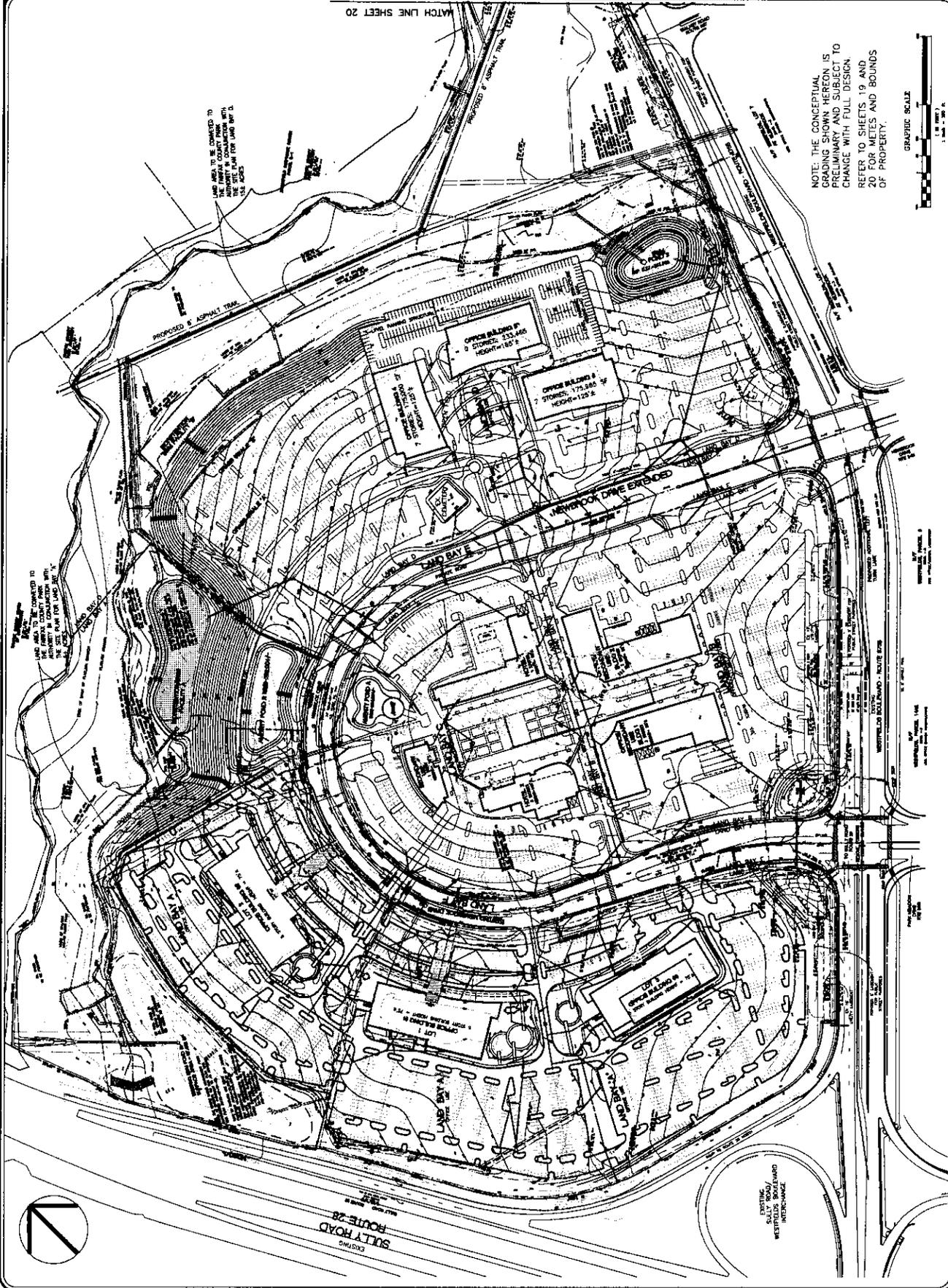
DATE: 8/17/07  
 REVISIONS:  
 REVISED TO: 4/8/07  
 4/17/07  
 9/13/07  
 10/17/07

ADD TRAIL:  
 NOTATIONS: PARKING, EOC  
 REVISIONS:  
 REVISED TO: 4/8/07  
 4/17/07  
 9/13/07  
 10/17/07

CONCEPTUAL GRADING PLAN  
 PARCEL 24  
 AT WESTFIELDS  
 COMMONWEALTH CENTRE  
 SULLY DISTRICT  
 FAIRFAX COUNTY, VIRGINIA



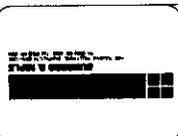
SCALE: 1" = 100'  
 DESIGN: JAM  
 CHECKS: JAM  
 DATE: MAY 2008  
 SHEET 5 OF 20  
 FILE NO: C-4658



NOTE: THE CONCEPTUAL GRADING SHOWN HEREON IS PRELIMINARY AND SUBJECT TO CHANGE WITH FULL DESIGN. REFER TO SHEETS 19 AND 20 FOR METES AND BOUNDS OF PROPERTY.



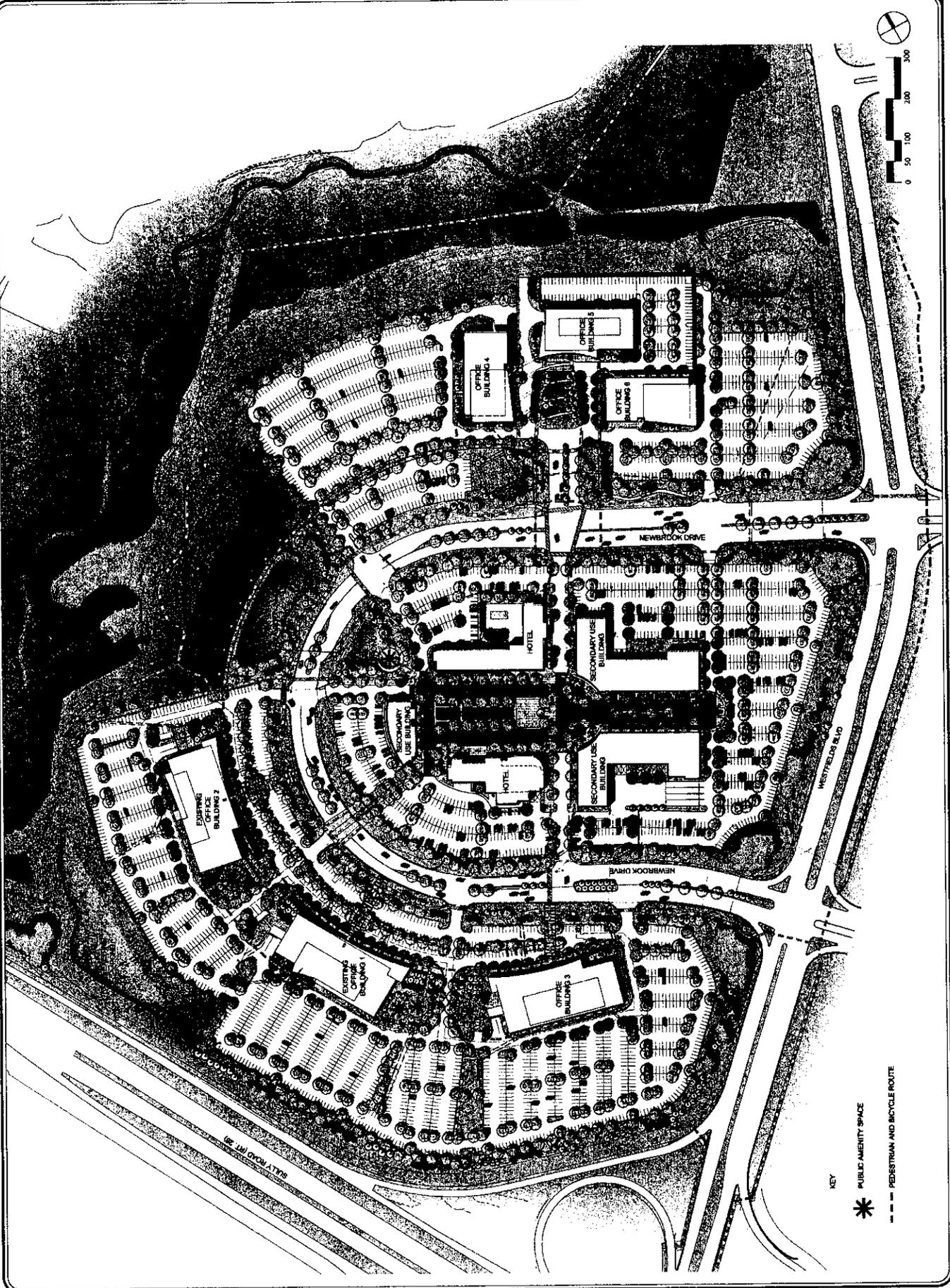
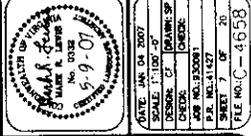




DATE	REVISIONS
APRIL 12, 2007	REVISED SHEET NUMBER AND PLANNING
APRIL 12, 2007	REVISED SHEET NUMBER AND PLANNING

PEDESTRIAN CIRCULATION PLAN  
 CDP / FDP  
 COMMONWEALTH CENTRE  
 AT WESTFIELDS  
 SULLY DISTRICT  
 FRANKLIN COUNTY, MASSACHUSETTS

DATE: JAN 04 2007  
 SCALE: 1" = 100'-0"  
 DRAWN BY: [Signature]  
 CHECKED BY: [Signature]  
 P.L. NO. 14.142  
 SHEET 7 OF 20  
 FILE NO. C-4658







**LEWIS  
SCULLY  
GIONET**  
LANDSCAPE ARCHITECTURE & PLANNING, INC.  
1000 WEST 10TH AVENUE, SUITE 100  
DENVER, COLORADO 80202

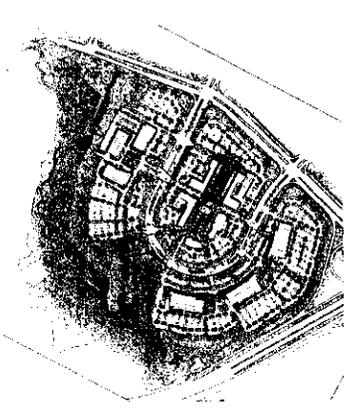
DATE	REVISIONS
APRIL 9, 2007	REVISED SHEET NUMBER & PLAZA DESIGN
APRIL 17, 2007	SCALED & DIMENSIONS

LANDSCAPE DETAIL - LAND BAY B  
GDP / FDP  
COMMON WEALTH CENTRE  
AT WESTFIELDS  
FAIRFAX COUNTY, VIRGINIA  
SCALE: 1/8"=1'-0"

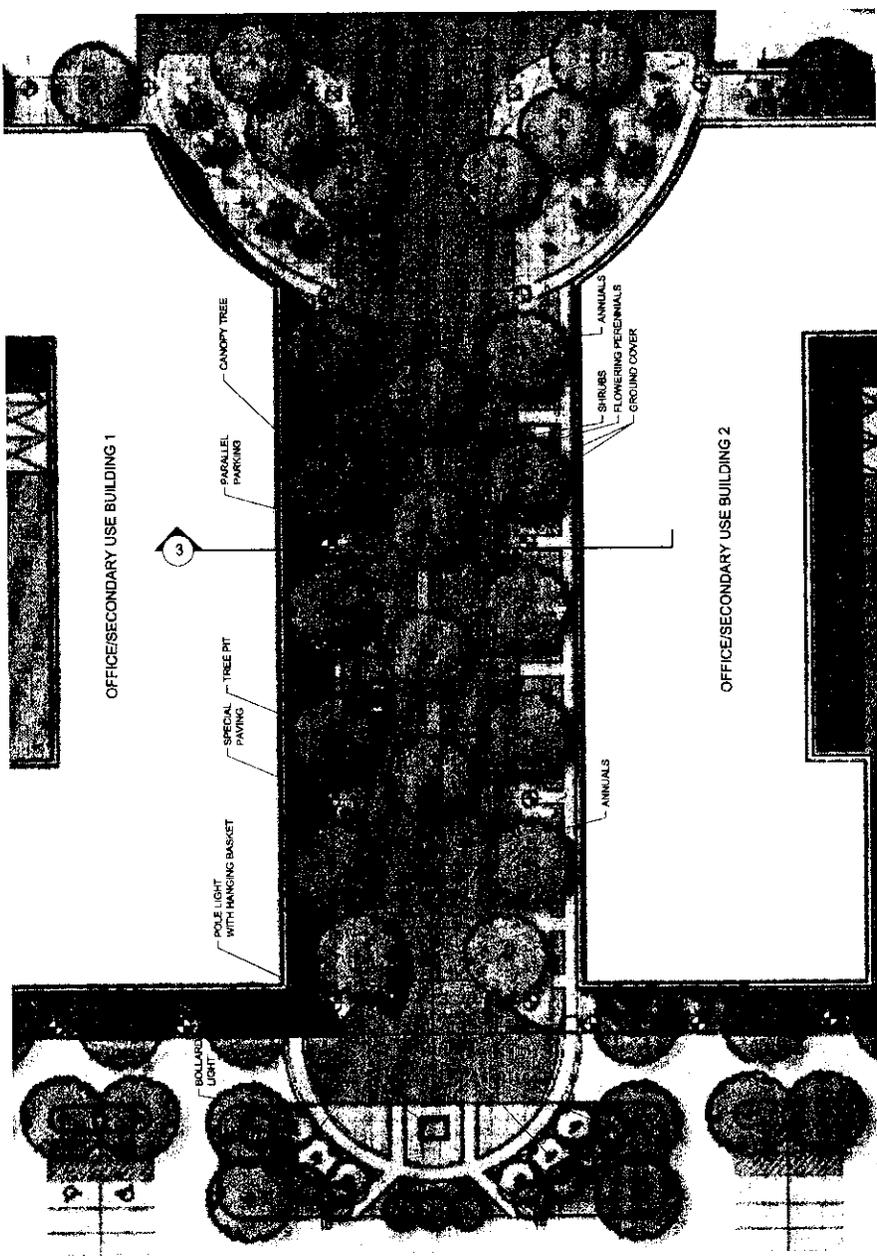


DATE	NO. 03522
DATE FOR WHICH	COMMON WEALTH CENTRE
DESIGN OF	PLAZA BAY B
CHECKED BY	LSG
JOB NO.	230209
P.R. NO.	41427
SHEET	9 OF 22

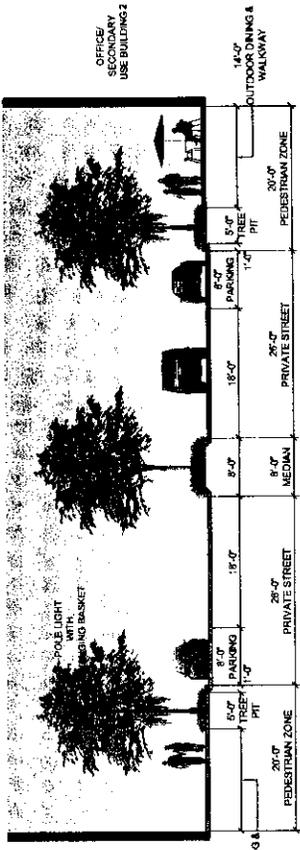
FILE NO. C-46558



1 KEY PLAN  
SCALE: 1/8"=1'-0"



2 PLAZA PLAN - LAND BAY 'B'  
SCALE: 1/8"=1'-0"



3 SECTION  
SCALE: 1/8"=1'-0"



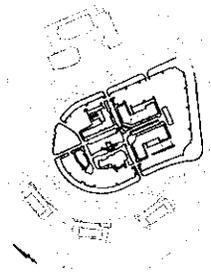
**RTKL**  
 RTKL Associates Inc.  
 1000 West 10th Street  
 Suite 1000  
 Denver, Colorado 80202  
 Tel: 303.733.1100  
 Fax: 303.733.1101  
 www.rtkl.com

REVISIONS	DATE

BUILDING ELEVATIONS—LAND BAYS B&C  
 AT WESTFIELDS  
 COMMONWEALTH CENTRE  
 GDP/FDP



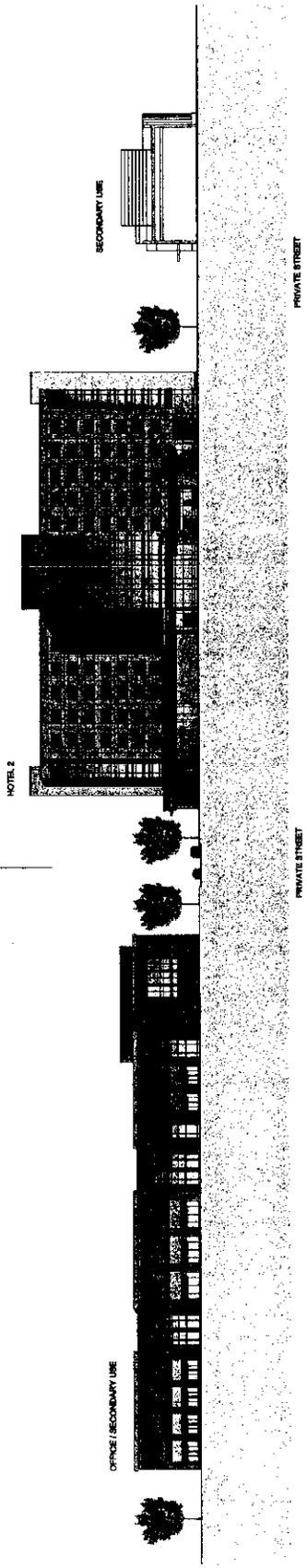
DATE: 3 APR 2007	SCALE: 1/8" = 1'-0"
DRAWN: [Name]	CHECKED: [Name]
USE NO.:	P.E. NO.:
SHEET NO. OF [Total]	FILE NO. C-4658



KEY PLAN (N7S)



1 SOUTH ELEVATION AT CENTER CORE AREA  
 SCALE: 1/8" = 1'-0"



2 NORTH ELEVATION AT CENTER CORE AREA  
 SCALE: 1/8" = 1'-0"

NOTE: BUILDING FACADES SHOWN FOR ILLUSTRATIVE PURPOSES ONLY & SUBJECT TO FINAL BUILDING DESIGN.



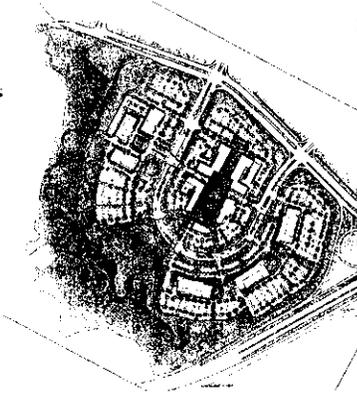
**LEWIS  
SCULLY  
GIONET**  
Landscape Architecture

NO.	DATE	REVISIONS
1	APR 9 2007	ISSUED SHEET NUMBER
2	MAY 12 2007	REVISED TREE SPECIES & PLANT SCHEDULE

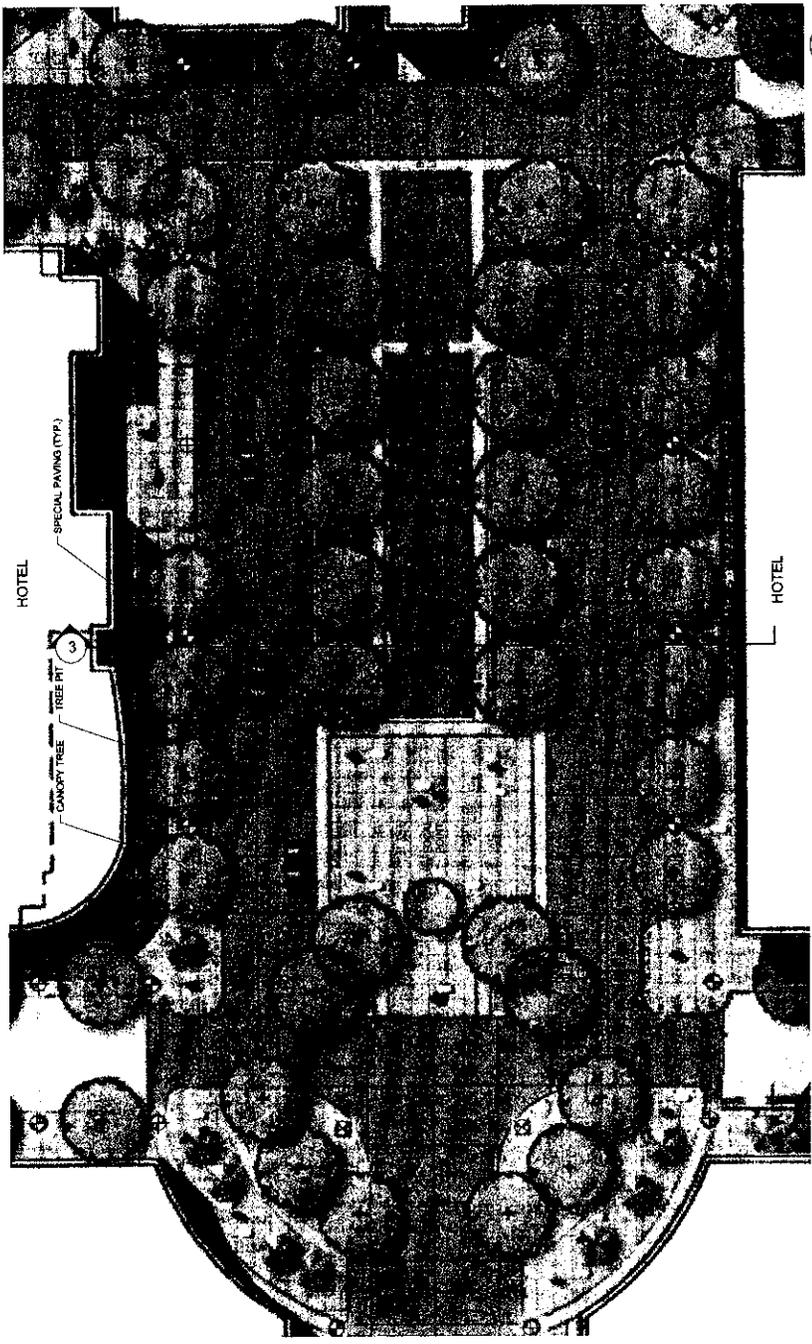
LANDSCAPE DETAIL - LAND BAY C  
GDP / FDP  
COMMONWEALTH CENTRE  
AT WESTFIELDS  
FARMER COUNTY, VIRGINIA



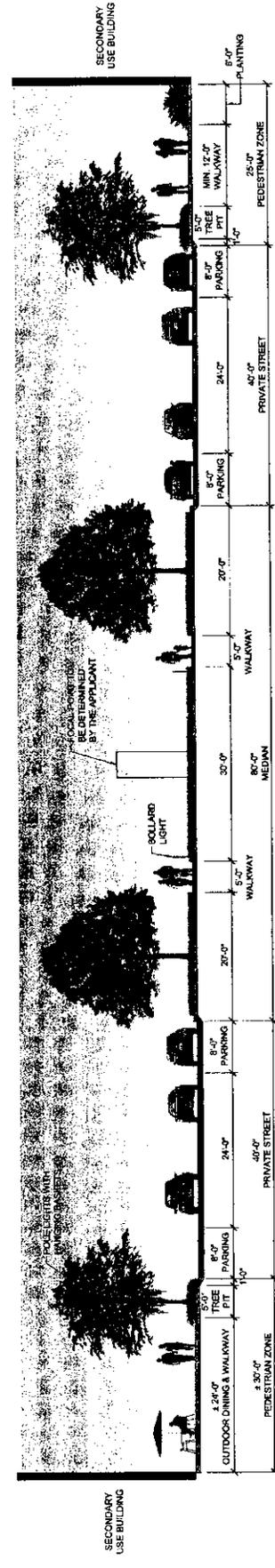
DATE: JAN 04 2007  
SCALE: AS NOTED  
DESIGNER: J.S.  
CHECKER: J.S.  
JOB NO.: 3302081  
P.R. NO.: 41462  
SHEET 11 OF 20  
FILE NO.: C-4658



1 KEY PLAN  
SCALE: 1"=500'-0"



2 PLAZA PLAN - LAND BAY C  
SCALE: 1"=25'-0"



3 SECTION  
SCALE: 1"=1'-0"



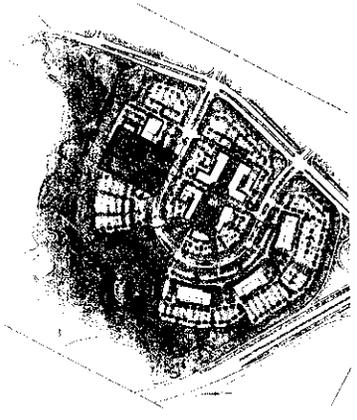
**LEWIS  
SCULLY  
GIONET**  
LANDSCAPE ARCHITECTS

DATE	REVISIONS
APR 12 2007	REVISED TITLE AND SHEET NUMBER
APR 12 2007	REVISED SHEET NUMBER

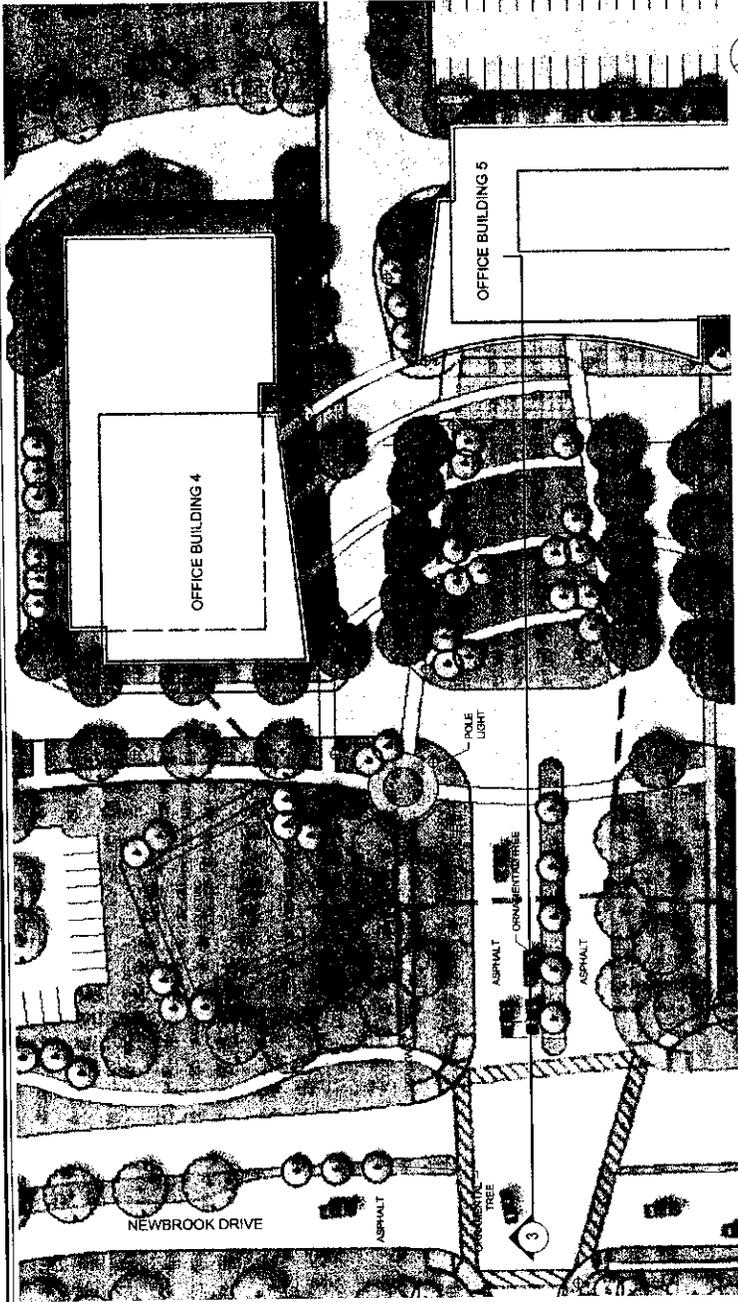
LANDSCAPE DETAIL - LAND BAY D  
CDP / FDP  
COMMONWEALTH CENTRE  
AT WESTFIELDS  
SALTY DISTRICT  
FAIRFAX COUNTY, VIRGINIA



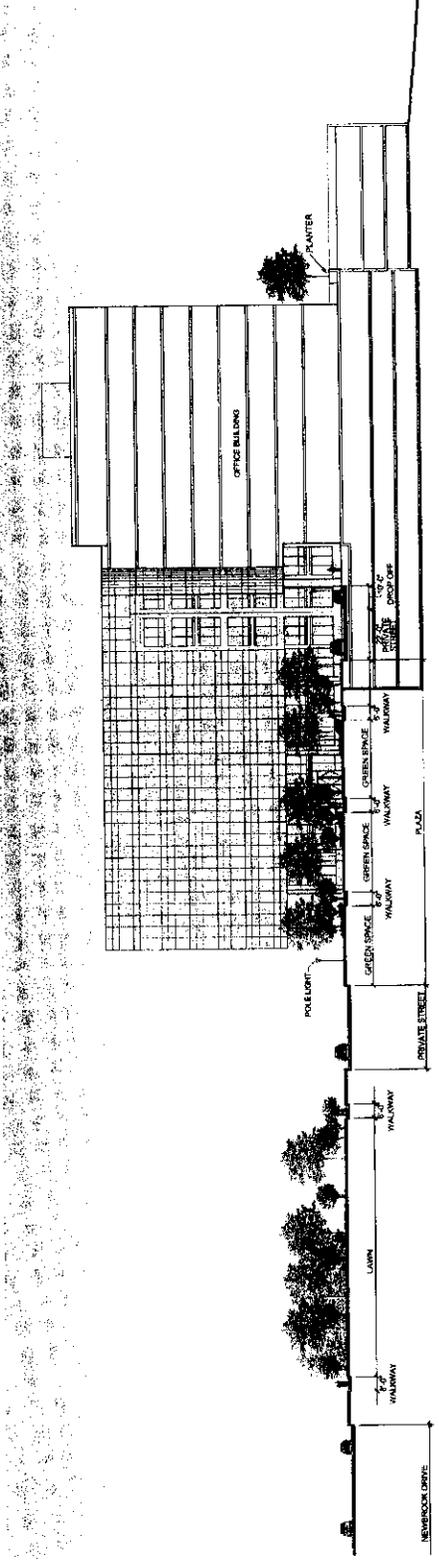
DATE: APR 12, 2007  
DRAWN BY: MVS  
CHECKED BY: DRAMW/SP  
DESIGN: MVS  
JOB NO.: 300097  
P.R. NO.: 41427  
SHEET 12 OF 20  
FILE NO.: C-4658



1 KEY PLAN  
SCALE 1:10000

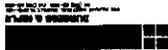


2 OFFICE PLAZA PLAN - LAND BAY 'D'  
SCALE 1:1000



3 OFFICE PLAZA SECTION  
SCALE 1/8\"/>





HICKORY CREEK  
 1000 West Main Street, Suite 200  
 Asheville, NC 28801  
 Phone: 704.252.1111  
 Fax: 704.252.1112  
 Website: www.hickorycreek.com

REVISED DRAWING NUMBER	DESCRIPTION	DATE

SITE VIEWS  
 PARCEL 24  
 COMMONWEALTH CENTRE  
 AT WESTFIELDS  
 SULLY DISTRICT  
 FAYETTE COUNTY, VIRGINIA



DATE: 04 JANUARY 2007  
 DESIGNER: MICHAEL E. HODGES, P.E.  
 CHECKER: [ ]  
 JOB NO: 0300001  
 P.L. NO: 41427  
 SHEET 11 OF 20  
 FILE NO: C-4655



KEY PLAN



VIEW TO HOTEL PLAZA

THESE PLANS ARE THE PROPERTY OF THE ARCHITECT AND ARE NOT TO BE REPRODUCED OR COPIED IN ANY MANNER WITHOUT HIS WRITTEN CONSENT.



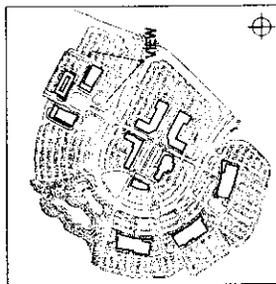
HICKS CO.  
 1000 WEST 10TH AVENUE  
 DENVER, CO 80202  
 303.733.1111  
 WWW.HICKSCOA.COM

REVISIONS	DATE

SITING COUNTY, WISCONSIN  
 COMMONWEALTH CENTRE  
 AT WESTFIELDS  
 PARCEL 24  
 SITE VIEWS



DATE: 28 JANUARY 2007  
 DRAWN BY: JRL  
 CHECKED BY: JRL  
 P.E. NO. 41827  
 SHEET 19 OF 28  
 SEE PROJECT: 4658



KEY PLAN



VIEW FROM NEWBROOK DRIVE

**1 CENTRAL PLAZA POLE LIGHT**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: CONTACT DAVE EXPORTER  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**2 OFFICE PLAZA POLE LIGHT**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**3 PARKING LOT AND ROAD WAY POLE LIGHT**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**4 OFFICE PLAZA BOLLARD LIGHT**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**5 CENTRAL PLAZA BOLLARD**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**6 TREE LAMP LIGHT**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**7 OFFICE PLAZA BENCH 1**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**8 OFFICE PLAZA BENCH 2**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**9 CENTRAL PLAZA BENCH**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**10 CENTRAL PLAZA SEATING**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**11 OFFICE PLAZA TRASH RECEPTACLE**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**12 CENTRAL PLAZA TRASH RECEPTACLE**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**13 CENTRAL PLAZA PLANTER**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**14 INFORMATION KIOSK**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**15 BIKE RACK**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
 MODEL: [Redacted]  
 FINISH: [Redacted]  
 ATTACHMENT: [Redacted]  
 BASE: [Redacted]

**16 PEDESTRIAN BARRIER**  
 SCALE: 1/8" = 1'-0"

MANUFACTURER: [Redacted]  
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 BASE: [Redacted]

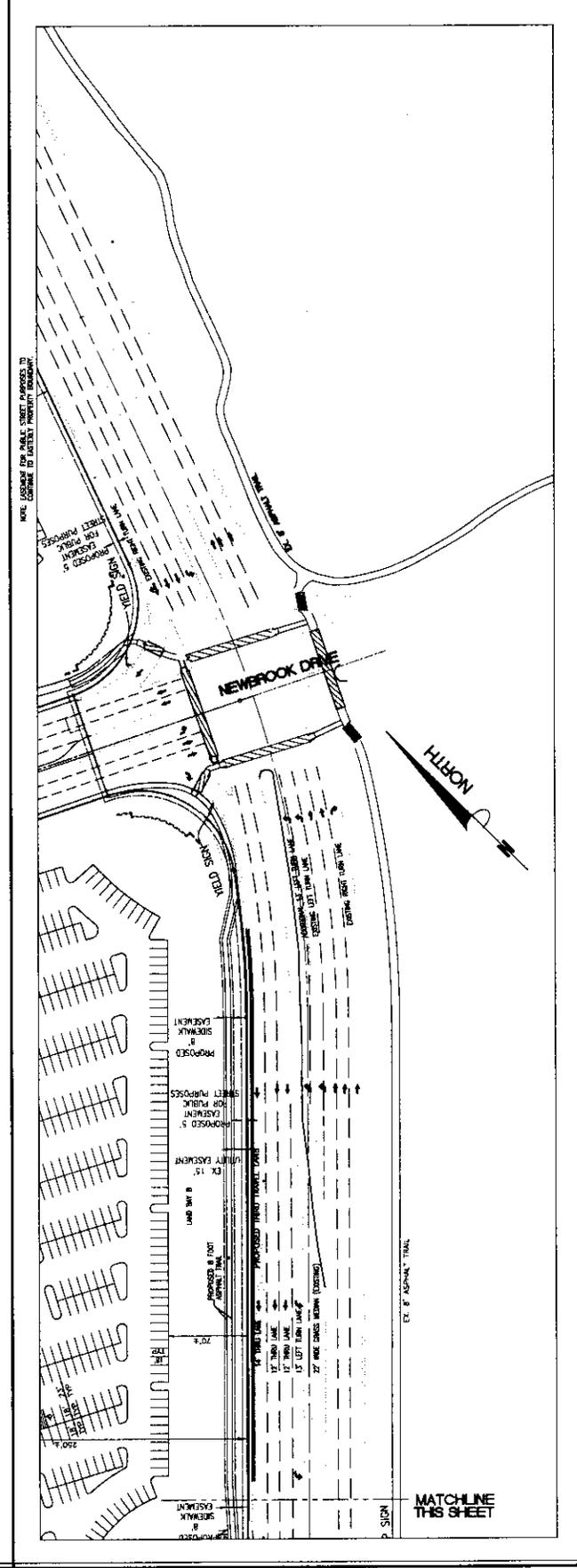
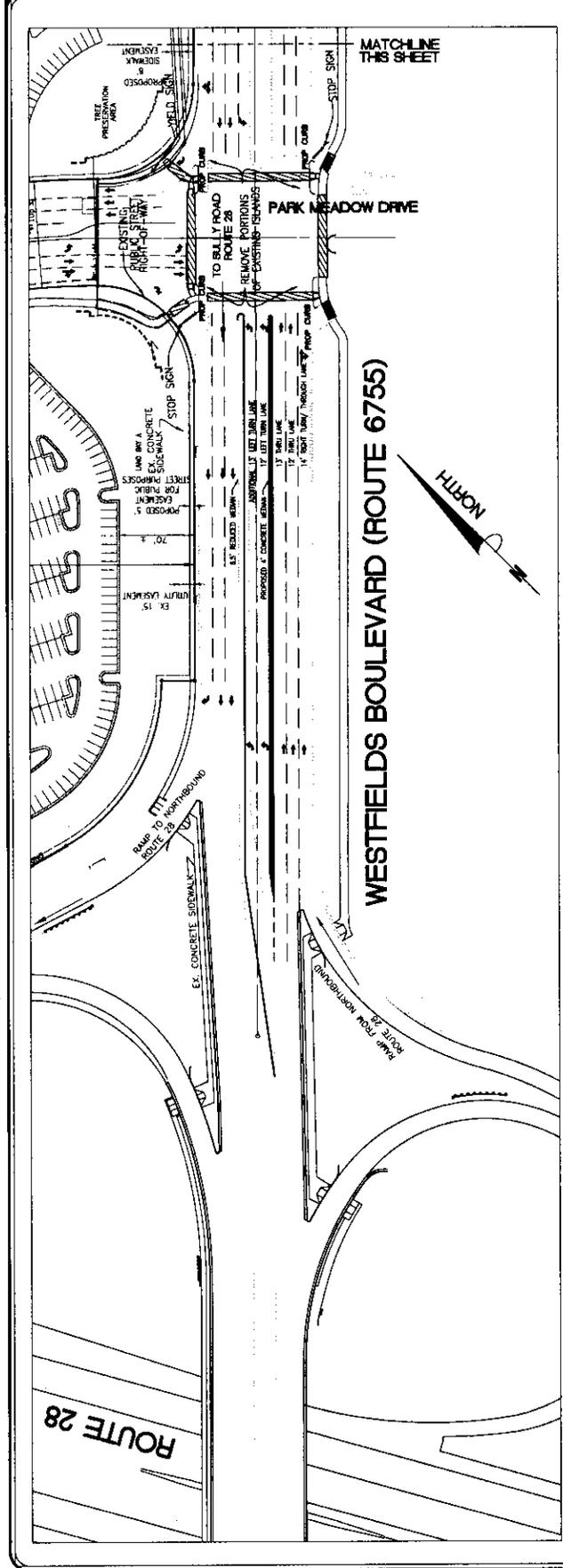
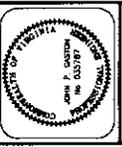




EXTEND TURN LANE	09/13/07
ADD CROSSWALKS	09/20/07
SIDWALK REVISIONS	02/12/07
DATE	

WESTFIELDS BOULEVARD (ROUTE 6755)	IMPROVEMENTS EXHIBIT	CDF/DFP	AT WESTFIELDS
COMMONWEALTH CENTRE			
SULLY DISTRICT			
FARMINGTON COUNTY, VERMONT			

DATE:	MAY, 2008
SCALE:	1" = 50'
DESIGNER:	J.A.P. DRUMMOND
CHECKER:	J.P.S. CHECKER
DATE:	MAY, 2008
SHEET:	18 OF 20
FILE NO.:	C-4658





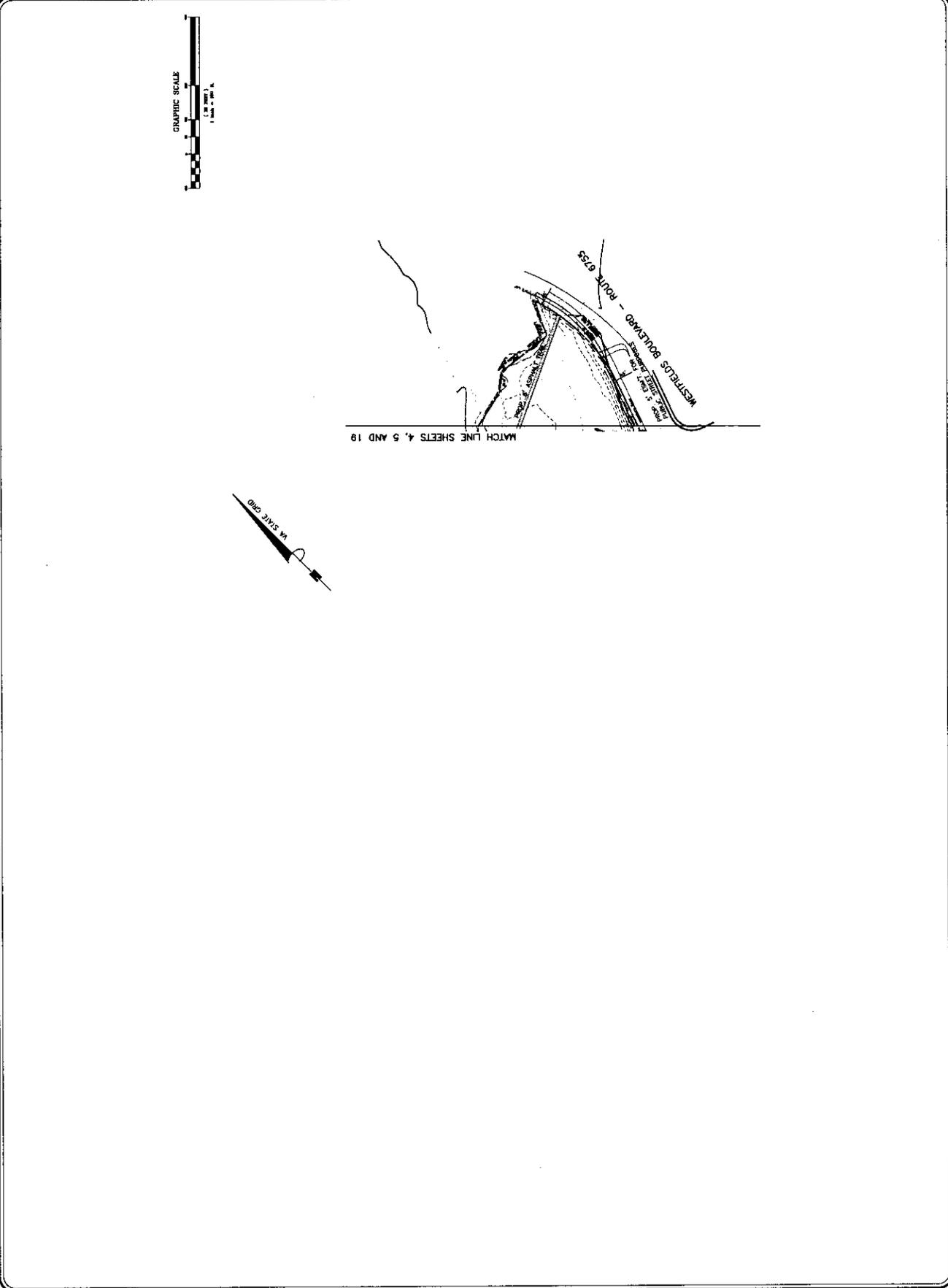


REVISIONS	DATE
ADD FINISHING/CONSTRUCTION COSTS	4/11/2007
TRANSPORTATION COMMENTS	5/23/2007
DEALTE GASCHEM	9/13/2007
ADD TRAIL	9/17/2007

EXISTING CONDITIONS AND  
 EXISTING VEGETATION MAP  
 COMMONWEALTH CENTRE  
 AT WESTFIELDS  
 SULLY DISTRICT  
 FAIRFAX COUNTY, VIRGINIA



DATE	NOV 2006
SCALE	1" = 100'
DESIGNER	JLM
DRAWN	TEB
CHECKED	JPC
DESIGNED	JLM
APP. NO.	9-24091
P.E. NO.	013781
STATE	VA
FILE NO.	C-4658



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

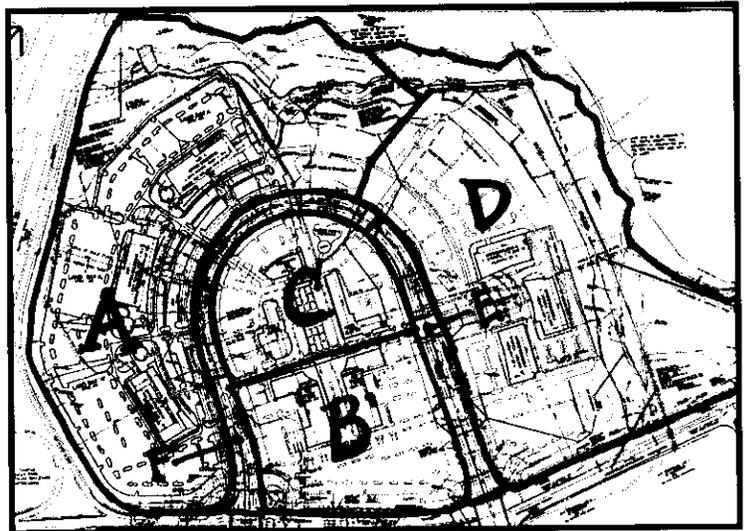
**DESCRIPTION OF THE APPLICATION**

**Proposal:**

PCA 78-S-063-5 requests approval to delete the application area (not including the previously dedicated right-of-way) from the original Westfields rezoning, in order to include this area within the concurrent rezoning application.

With RZ/FDP 2006-SU-025, the applicant seeks to rezone the 100.81 acre subject property from the I-3 to the PDC District to permit the construction of a mixed-use development comprised of 1,126,500 square feet of office uses; 212,000 square feet of hotel uses; and 76,400 square feet of retail and other supporting uses.

Development in the proposal is divided among four land bays, as shown in the graphic to the right. Land Bay A (which is under construction) includes three office buildings with the option for accessory uses on their ground floors; this land bay was site planned and construction begun under the existing I-3 zoning. Land Bay B includes two buildings with retail and secondary uses on the ground floor and office uses on the second floor. Land Bay C includes two hotels and a third, one-story, building for secondary uses (such as a restaurant). Land Bays B and C are developed as a pair, with a central open space and circulation plaza. Land Bay D is proposed to include three additional office buildings. Two additional land bays, Land Bays E and F, are comprised of the area of Newbrook Drive, divided into the portion that has never been dedicated and the portion that was dedicated but is now proposed to be vacated.



**Waivers & Modifications Requested:**

- Waiver of the service drive requirement along Sully Road (Route 28)

**LOCATION AND CHARACTER**

The application property is located in the northeastern quadrant of the intersection of Westfields Boulevard (Route 662) and Sully Road (Route 28). The property is zoned

I-3 and is located within the Water Supply Protection Overlay District. The property is predominantly forested; however site plans for the three office buildings proposed for Land Bay A of the property have been approved, and one of the buildings is presently under construction. The property also contains an existing cemetery dating back to the early 19th century in Land Bay D, which has been recorded as an archaeological site and is proposed to remain undisturbed. The northern edge of the site is crossed by the Flatlick Branch stream valley, a portion of which lies in Environmental Quality Corridor and Resource Protection Area.

<b>SURROUNDING AREA DESCRIPTION</b>			
<b>Direction</b>	<b>Use</b>	<b>Zoning</b>	<b>Plan</b>
<b>North</b>	Vacant; wholesale; warehousing/storage; sewage plant; office	I-3, I-5	Mixed Use
<b>South</b>	Office	I-3	Mixed Use
<b>East</b>	Office; vacant	I-3, I-4	Mixed Use
<b>West</b>	Office; vacant	I-3	Mixed Use

The surrounding properties are zoned I-3 through I-5 and are planned for mixed use development. Some office buildings are established to the east and west of the application property, but much of the surrounding area remains vacant.

**BACKGROUND**

On November 25, 1985, the Board of Supervisors approved RZ 78-S-063, which permitted the rezoning of 712.04 acres from the R-C, I-3, I-4 and I-5 Districts to the I-3, I-4 and I-5 Districts. This rezoning was subject to proffers, but no development plan was proffered. The proffers associated with RZ 78-S-063 are included in Appendix 5.

Subsequent amendments to the original rezoning modified other portions of the original area, and in some cases deleted land area. The only amendment which applies to this application, PCA 78-S-063-3, modified the timing of several road commitments in Proffer #9, including the provision of a third westbound lane on Westfields Boulevard along a portion of the frontage of the application property. The proffers associated with PCA 78-S-063-3 are included in Appendix 6.

**COMPREHENSIVE PLAN PROVISIONS (Appendix 7)**

- Plan Area:** Area III  
 Dulles Suburban Center, Land Unit J
- Plan Map:** Mixed Use, public park and private open space

**Plan Text:**

Fairfax County Comprehensive Plan, 2003 Edition, Area III, Dulles Suburban Center, as amended through May 15, 2006, Land Unit J, pages 119-123:

"1. Land Unit J is planned and approved for office, conference center/hotel, industrial/flex and industrial use at an average of .50 FAR except as noted in Land Use Recommendations #5 and #6 below. Future development should be consistent with the character of the existing development. High quality landscaping should be maintained throughout the land unit.

It is desirable that development in this land unit be designed to enhance transit serviceability. This can be achieved by placing buildings closer together or to the road; designing them around plazas; utilizing approaches to bring employees within walking distance of transit facilities or otherwise facilitating transit-oriented development."

**ANALYSIS**

**Combined Conceptual Development Plan/Final Development Plan**  
(Copy at front of staff report)

Title of CDP/FDP:	Commonwealth Centre at Westfields, Westfields Parcel 24
Prepared By:	Burgess & Niple
Original and Revision Dates:	May, 2006 as revised through September 18, 2007

The CDP/FDP consists of 20 sheets.

**Sheet 1** is the title sheet and includes zoning requirements for the PDC District, tabulations for the PCA, overall site tabulations for the RZ/FDP, a vicinity map, sheet index, and general notes.

**Sheet 2** contains stormwater narrative and tabulations by land bay for Land Bays A, B, and C.

**Sheet 3** includes stormwater narrative and tabulations for Land Bay D. Also included is information (total area and open space) on Land Bays E and F (right-of-way for Newbrook Drive as extended and existing, respectively), and angle of bulk plane illustrations for Land Bays A, B and D (Land Bay C does not abut the edge of the site, Land Bays E and F have no buildings). Additional notes about angles of bulk plane and minimum yard are also given.

**Sheet 4** shows the layout of the entire site, as well as the division between land bays, as described below.

**Sheet 5** is the conceptual grading plan.

**Sheet 6** is the conceptual landscape plan.

**Sheet 7** is the pedestrian circulation plan.

**Sheet 8** shows a detailed plan view, cross section, and illustrative drawing of the amenity stormwater plan located at the northern edge of the development, between Land Bays A and C. A key plan is also included.

**Sheet 9** shows a detailed plan view of that portion of the central plaza located in Land Bay B, as well as a cross-section and a key plan.

**Sheet 10** shows the elevations of the buildings fronting on the central plaza (in Land Bays B and C) and a key plan.

**Sheet 11** shows a detailed plan view of that portion of the central plaza located in Land Bay C, as well as a cross-section and a key plan.

**Sheet 12** shows a detailed plan view of the plaza located in Land Bay D, as well as a cross-section including the proposed building and a key plan.

**Sheets 13-15** depict illustrative views of Land Bays B and C from Westfields Boulevard into the site; within the central plaza looking north; and of Land Bay D from the eastern intersection of Newbrook Drive and Westfields Boulevard, respectively. Key plans are shown with each drawing.

**Sheet 16** shows proposed site details such as fences, garbage cans, benches and lights.

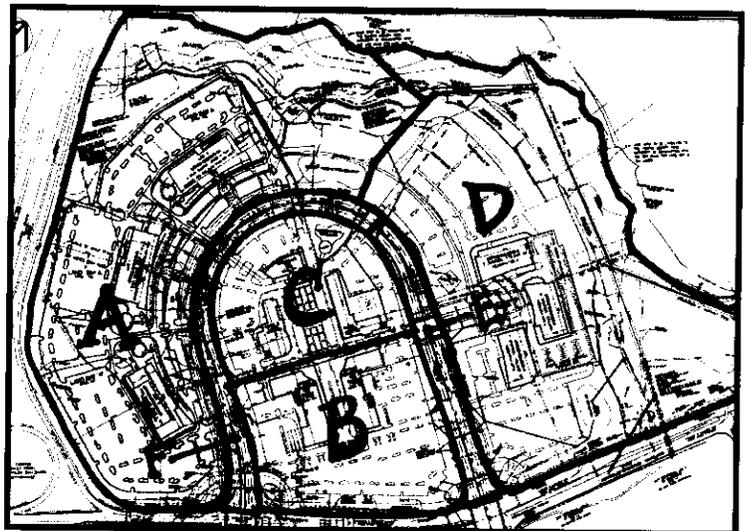
**Sheet 17** shows details of the proposed bio-retention facilities.

**Sheet 18** shows details of the proposed improvements to Westfields Boulevard, which illustrate conformance with the improvements required by PCA 78-S-063-3 (Westfields Proffer #9).

**Sheets 19 and 20** are the existing conditions / existing vegetation map for the entire site.

### Overview

The development on the site is generally U-shaped, along Newbrook Drive, and is proposed to include a mix of uses. As shown earlier, and in the graphic to the right, the site is divided into several land bays and proposed for a mix of office, hotel, and other retail and supporting uses. In the following sections detailed descriptions of the land bays and other features of the site are provided.



	<b>Land Area</b>	<b>Uses</b>	<b># of buildings</b>	<b>Parking</b>
Land Bay A	37.4 acres	office	3	surface
Land Bay B	11.83 acres	office and secondary/retail	2	surface
Land Bay C	9.17 acres	hotel, secondary/retail	3 (2 hotels)	surface
Land Bay D	36.76 acres	office	3	surface and structured
Land Bays E & F	5.65 acres together	street	none	NA

Roads & Access

The development plan shows Newbrook Drive to remain as a private drive with two access points along Westfield Boulevard, which frames the southern boundary of the site. All access to the various uses is provided from Newbrook Drive.

Uses / Intensity

As depicted on the CDP/FDP, the development proposes a mix of office, commercial and hotel uses. The maximum intensity proposed is 0.32 FAR. As shown in the tabulations on Sheet 1 of the CDP, 1,414,900 square feet of gross floor area are proposed for the site, of which 1,126,500 square feet are in office use; 212,000 square feet are in hotel use; and 76,400 square feet are in retail and other supporting uses. The proffers include the option to shift up to 25,000 square feet of development between the office and retail/secondary uses, so long as the maximum intensity is not increased. The site as a whole provides 51% open space.

Land Bay A

Land Bay A is located on the outside of Newbrook Drive, along its western side, and abuts a small portion of Westfields Boulevard as well as the interchange with Route 28, and a large portion of Route 28 itself.

The three office buildings proposed for Land Bay A are already approved under the existing zoning, and also have site plan approval. No changes are proposed to this portion of the site. The CDP/FDP shows the three office buildings (Office Buildings #1, 2 & 3) in the approved layout. Each building will be five stories, (75 feet in height), with approximately 164,000 square feet of gross floor area each. The total proposed gross floor area for Land Bay A is 493,035 square feet.

Parking for Land Bay A is provided entirely in surface lots surrounding the buildings; a total of 1,282 parking spaces (the required minimum) is provided. Access is provided via one driveway per building to Newbrook Drive, although the parking lots surrounding the three buildings are integrated, not separated.

Land Bay A also includes a dry stormwater management pond on the western edge, against Route 28, and a series of wet ponds designed as amenities in the northeastern corner of the land bay. As shown on Sheet 8 of the CDP/FDP, this facility will begin with an upper and lower pond on the inside of Newbrook Drive (in Land Bay C) and then drain under the road to a pond on the outside of Newbrook Drive (in Land Bay A). Pedestrian trails will be provided around both of these ponds. The facility continues with a steep grade down to a bio-retention facility that abuts the stream valley along the northern boundary of the site.

### Land Bay B

Land Bay B is the eastern/southern portion of the area inside of Newbrook Drive, abutting Westfields Boulevard.

Two buildings are proposed for Land Bay B, each would be roughly "L" shaped, with a plaza area serving both pedestrians and vehicles between them. The buildings are labeled as "Office/Secondary use Buildings #1 & 2", and will be two stories (55 feet in height), with retail and other secondary uses on the ground floor and office uses on the second floor. Building 1 is proposed to be 58,000 square feet of gross floor area; Building 2 will be 59,000 square feet. The total proposed gross floor area for Land Bay B is 117,000 square feet, of which 67,000 square feet are retail and secondary uses and 50,000 square feet are office. Building 1 shows a drive-through facility on the eastern end (the end closer to Westfields Boulevard). According to the proposed uses in the proffers, this could be a drive through bank or a drive through pharmacy.

Parking for this land bay is provided in surface lots surrounding the buildings; a total of 640 parking spaces are provided, of which 75 are designated for the uses in adjacent Land Bay C. The remainder, 565 spaces, is approximately 100 spaces more than the minimum required by code. Access is provided via a "Main Street" crossing the loop of Newbrook Drive between this land bay and Land Bay C, and an additional entrance to Newbrook Drive on the north side of the land bay.

The central plaza corridor in Land Bay B, as shown on Sheet 9, provides a 20 foot wide pedestrian zone in front of each building face, consisting of 14 feet for outdoor walking and dining, a 5 foot landscape strip, and a 1 foot curb. The center of the corridor is a two-way street, consisting of an 8 foot wide parking lane and an 18 foot wide travel aisle on either side of an 8 foot wide median. The corridor is distinguished from the more vehicularly-oriented travel aisles on the rest of the site by special pavement treatments of both the pedestrian spaces and the vehicular spaces, and additional landscaping. The eastern end of this space, facing Westfields Boulevard, opens into an arched green space that buffers the space from the adjacent parking areas. The western end of the space opens into the larger, more pedestrian oriented space between the two hotels in Land Bay C.

### Land Bay C

Land Bay C is the western portion of the area inside of Newbrook Drive, and does not abut any external property.

Three buildings are proposed for Land Bay C: two hotels with a continuation of the plaza feature from Land Bay B between them and a "secondary use building" at the western end of the plaza area. Hotel 1 is located on the southern side of the plaza and will be eight stories (100 feet in height). Hotel 2 is located on the northern side of the plaza and will be "L" shaped and 4 stories (60 feet in height). Hotel 1 is proposed to be 81,000 square feet of gross floor area; Hotel 2 will be 131,000 square feet. The secondary use building will be one story (30 feet in height), and 9,400 square feet in floor area. The total proposed gross floor area for Land Bay C is 221,400 square feet.

Parking for this land bay is provided in surface lots surrounding the buildings; a total of 380 parking spaces are provided in Land Bay C; as noted, 75 additional spaces in Land Bay B are designated for use by Land Bay C, which would bring the uses to the minimum required by code. Access is provided to Newbrook Drive via the same "Main Street" noted for Land Bay B, located between the two land bays, and three additional entrances to Newbrook Drive on the western end of the land bay, around the curve of Newbrook Drive.

The central plaza corridor in Land Bay C, as shown on Sheet 11, provides a 30 foot wide pedestrian zone in front of Hotel 1 (north side of the street), consisting of 24 feet for outdoor walking and dining, a 5 foot wide landscape strip, and a 1 foot curb. In front of Hotel 2 (south side), a 25 foot wide pedestrian zone is provided, consisting of a 6 foot wide planting zone, 12 foot wide walking area, 5 foot wide landscape strip and 1 foot wide curb area. Between these two pedestrian zones are a 40 foot wide private street (allowing parking on both sides of each street) divided by an 80 foot wide plaza / median, including walkways landscaping and lawn. Near the western end of this plaza / median, the entire median is a paved plaza with a focal point identified. The nature of the focal point is not defined, but is expected to be a sculpture or fountain or something similar. The western end of the space is anchored by the one story secondary use building. As previously noted, Land Bay C also includes the upper portion of a series of wet ponds designed as amenities in the northwestern corner of the land bay.

### Land Bay D

Land Bay D is located on the outside of Newbrook Drive, along its eastern side, and abuts a small portion of Westfields Boulevard. The northern edge of Land Bay D is the Flatlick Branch stream valley.

The CDP/FDP shows three office buildings (Office Buildings 4, 5 & 6), organized around a central plaza that is oriented to the "Main Street" travel aisle between Land Bays B and C. Buildings 4 and 6, on the two sides, will be seven stories (100 feet in height), with 175,000 and 175,965 square feet of gross floor area, respectively. Building 5, in the center, will be nine stories (125 feet in height), with 233,465 square

feet of gross floor area. The total proposed gross floor area for Land Bay D is 583,465 square feet.

Parking for Land Bay D is provided in a combination of surface lots to the east and west of the buildings and a three level deck that wraps around the rear (north side) of the central building (Building 5). The CDP/FDP shows 300 spaces provided in the structure and 1,219 surface spaces, a total of 1,519 parking spaces (two over the required minimum). Access is provided via three entrances to Newbrook Drive, with a cross-connection in front of the buildings connecting the parking areas to the east and west.

Land Bay D includes an existing cemetery, located between Building 4 and Newbrook Drive. The CDP/FDP shows the cemetery to be preserved in place with additional pedestrian facilities placed along side to take advantage of the open area, although notes indicate that the cemetery could be relocated if allowed by and in accordance with all applicable laws.

Sheet 12 shows the plaza area in front of the three office buildings in Land Bay D. The area is primarily lawn, with pedestrian paths along and across the lawn area, which is edged with trees. The pedestrian paths connect to the paths along the cemetery area.

Land Bay D also includes a dry stormwater management pond on the eastern edge, against Westfields Boulevard. This pond will accommodate water from Land Bays B and C as well, and therefore will be constructed with development of whichever land bay is built first.

#### Land Bays E and F

Land Bays E and F comprise the land area devoted to Newbrook Drive. Land Bay F is that area of right-of-way that was previously dedicated for public street purposes, and is now proposed to be vacated to be included in the land area of the RZ/FDP application. Land Bay E was never dedicated, but was intended to be dedicated for the eastern half of the loop road. These two land bays were not initially included in the application, but with the recent amendment to propose private streets, the land area has now been included in the application. The area of Land Bay F is not, however, utilized for figuring the density on the site.

#### Architecture

The proffers state that the architectural design of the buildings will be generally consistent in character and materials with the style and quality of the conceptual elevations and illustrative perspectives shown on Sheets 10 and 12-15 of the CDP/FDP, subject to approval by the Westfields Business Owners' Association.

The office buildings shown on the CDP/FDP are large, multi-story, contemporary structures. To reduce their bulk and provide visual interest, the facades have been articulated with protruding glass panels. The eight-story hotel is illustrated as a

masonry and glass building. The remaining structures on the site, all four stories or less in height, are masonry and brick structures, each having a horizontal character that has been accented with awnings.

Although the submitted architectural drawings are conceptual in nature, the applicant has proffered to provide a similar quality of design as that shown on the development plans. The following materials have also been proffered: brick, masonry/stone, aluminum, glass, steel, split-face block and pre-cast panels, with details and accents that may include other materials.

#### *Pedestrian Access & Trails*

The Pedestrian Circulation Plan, shown on Sheet 7 of the CDP/FDP, shows a trail along the Westfields Boulevard frontage of the site, along the entire length of the outside of Newbrook Drive, and along the inside of Newbrook Drive in Land Bay B. Additional trails and sidewalks connect through the center of Land Bays B and C, and into the various amenity areas discussed above.

The CDP/FDP also shows a trail around the lower pond area on Land Bay A (between A and D), connecting to the Comprehensive Plan Stream Valley Trail along Flatlick Branch, as well as the stream valley trail itself.

#### *Stormwater Management*

As noted in the individual sections, three stormwater facilities are proposed, dry ponds on the eastern and western edges of the site (Land Bays A and D), and a three-tiered system in Land Bays C and A, consisting of wet ponds on either side of Newbrook Drive draining to a bio-retention facility below. An additional small bio-retention facility is shown at the western edge of the Land Bay D parking, also draining to the larger facility.

#### *Flatlick Branch Stream Valley*

As noted in the description of the site, the northern portion of the property is traversed by the Flatlick Branch Stream Valley, which extends from Westfields Boulevard to Route 28. Floodplain, RPA and EQC are all associated with this stream valley, portions of which lie in Land Bays D and A. The CDP/FDP shows that the areas of the stream valley that are EQC, with the exception of those areas utilized for stormwater management, are to be dedicated to the Park Authority.

### **Land Use Analysis (Appendix 7)**

The application requests approval to rezone from the I-3 District to the PDC District to allow a mixed-use development. The applicant's stated intent is to provide complementary services on the site for the office and hotel users, and to provide a more pedestrian friendly layout, with buildings in closer relationship to each other in a more walkable environment. This proposal is evaluated under the first Plan option for

development, which recommends office, conference center/hotel, industrial/flex and industrial uses at an average FAR of 0.5. The proposal has an FAR of 0.32, and includes 5.4% of retail uses, which are considered to be, under this Plan option, accessory to the office (79.6%) and hotel (15%) uses. The proposed development is in conformance with the use and intensity recommendations of the Comprehensive Plan.

The development plan and proffers have generally satisfied staff's concerns regarding landscaping, design, pedestrian access and circulation, and historic preservation. Staff does feel that while the use of extensive surface parking is certainly compatible with the previously approved development under the original rezoning, it would be more appropriate to provide parking in additional structures. This is especially true in Land Bay D, where only 300 of 1,219 spaces are included in parking structures. It should be noted that, as shown on the CDP/FDP, the three level parking deck appears to have 189 spaces on the top deck alone, so that the deck should accommodate almost twice as many structured spaces as the applicant has committed to provide. These additional spaces could reduce the large parking fields surrounding the buildings, providing additional open space, possible tree save, and a reduction of impervious surface while reducing the distance patrons would have to walk from their cars to the building.

#### **Environmental Analysis (Appendix 7)**

As noted in the Land Use Analysis above, staff has been concerned with the large amount of surface parking, in part because of the impact on water quality. While the proposed development satisfies the minimum standards for water quality and quantity control, staff felt that the proposed development has an opportunity to enhance existing and proposed water quality measures by reducing impervious surface area, increasing landscaping, and incorporating LID measures into the proposed development. In response to staff's concerns, the applicant did reduce the amount of surface parking (no structured parking was included in the initial proposal). Additionally, the open space associated with the amenity ponds in the northwestern corner of the site was significantly expanded, and an additional bio-retention facility was placed at the northwestern corner of the parking in Land Bay D. While the applicant has addressed staff's concerns to some degree, it would be preferable if additional parking was moved from surface lots to the structure in Land Bay D (as appears feasible).

#### **Transportation Analysis (Appendix 8)**

As initially filed, the application had an unacceptable "weave" pattern along the Westfields Boulevard frontage of the site, whereby traffic exiting Route 28 northbound to Westfields Boulevard eastbound could attempt to move through traffic to make a left turn into the site at the first entrance. The applicant has worked with staff to develop an improvement program for the Westfields frontage that will solve the weave issue by channelizing the left turn lanes, so the impacted drivers will be forced to use the

second entrance. The proposed improvements also accommodate the previously proffered sixth lane on a certain portion of Westfields Boulevard (the subject of PCA 78-S-063-3, Proffer 9). While these concerns were previously resolved, the Transportation memo lists some outstanding issues, which have also been resolved as discussed below.

***Issue: Provision of Bus Shelters***

The applicant's proffers originally committed to provide two bus shelters along Newbrook Drive, generally as shown on the CDP/FDP. At staff's request, the applicant modified the proffer to recognize that, if bus service in this area does not actually extend into the development on Newbrook Drive, the bus stops (and shelters) may be located along the Westfields Boulevard frontage. With the revised proffer, this issue is addressed.

***Issue: Frontage Improvements & Easements***

The applicant's proffers originally placed a cap on the amount to be escrowed for future frontage improvements along the eastern portion of the Westfields Boulevard/Walney Road frontage. Inclusion of such a limit was not acceptable, and the applicant has revised the proffer to delete the cap, with the inclusion of recognition that the cost of wetlands mitigation related to the frontage improvements (which will involve the reconstruction of an off-site bridge and potentially significant modifications to the grade) will not be included. With the revised proffers, this issue is satisfactorily addressed.

***Issue: Sidewalk Connections***

The CDP/FDP did not originally show a sidewalk or trail along Westfields Boulevard between the eastern intersection with Newbrook Drive and the eastern property line of the site. The proffers also did not include the provision of a public access easement, as is standard when sidewalks cannot be accommodated within public right-of-way. The applicant has revised the CDP/FDP to show the sidewalk along the site frontage, and revised the proffers to provide a public access easement. With these revisions, these issues are resolved.

***Issue: Pedestrian Crossings***

Pedestrian crossings are not shown on the CDP/FDP across either Newbrook Drive intersection along the site's frontage. Staff has proposed development conditions requiring these crossings, resolving the issue

***Issue: Transportation Demand Management Plan (TDM Plan)***

The applicant's proffers include a TDM Plan, but staff remained concerned about language that would allow up to 50% of the TDM account for salary for the project manager's salary. Additionally, staff is concerned that the funding mechanism provided (to replenish the account whenever it is used) is confusing and difficult to implement. A commitment to fund the account at a minimum level each year would be more

appropriate. The applicant added language to the proffer that would tie the percent of the TDM project manager's salary paid by the TDM account to the amount of time spent working on the TDM program (recognizing that this individual might have other responsibilities). With this modification, staff is satisfied with the proffer.

### **Public Facilities Analysis**

*Water Service* (Appendix 9) – Adequate service available via existing 6, 8 and 12 inch mains; no issues cited.

*Sewer Service* (Appendix 10) – Located in the Cub Run Watershed; would be sewered into the UOSA Treatment Plant; existing 24 and 27 inch lines located at the property are adequate for the proposed uses.

*Fire and Rescue* (Appendix 11) – Meets fire protection guidelines, served by Station #415, Chantilly; no issues cited.

*Stormwater Management Analysis, DPWES* (Appendix 12) – No issues cited.

*Fairfax County Park Authority* (Appendix 13)

#### ***Issue: Flatlick Branch Stream Valley Trail***

The Countywide Trails Plan, in the Comprehensive Plan, shows a Type 1 trail through the northern portion of this site, from Westfields Boulevard west along the Flatlick Branch Stream Valley. The CDP/FDP had shown this trail extending from Westfields to the stormwater amenity area abutting Route 28, but did not commit to construct the trail. The CDP/FDP and proffers have been revised to commit to construction of the trail by the applicant. This issue is therefore resolved.

#### ***Issue: Contribution for Parks***

The Land Use Recommendations for Land Unit J, Dulles Suburban Center, under "Parks and Recreation," note a significant deficit of recreational fields in the Westfields area, and recommends that non-residential development contribute towards offsetting this deficit. The Park Authority has requested that the applicant contribute an amount of \$700,000 for the provision of recreational facilities in the vicinity of the property. This issue has not been addressed by the applicant, although it should be noted that the applicant is providing a significant trail link in the Flatlick Stream Valley, and providing trails along Westfields Boulevard, where none would be required with the currently approved industrial development.

#### ***Issue: Historical Resources (Archeology and Cemetery)***

The analysis notes that the northeastern portion of the site has a high probability for historical and prehistoric archaeological resources. Additionally, the existing cemetery should be studied to ensure that the current boundaries encompass all grave sites, and the cemetery should be preserved, if it remains in place. With the imposition of the

development conditions proposed by staff to address archeology and the cemetery, these issues are addressed.

## **ZONING ORDINANCE PROVISIONS**

### **Conformance with PDC District Regulations**

The applicant proposes to rezone the site to the PDC District to allow the addition of retail and other uses to a site currently approved for office development under the I-3 District regulations. The PDC District regulations set forth in Part 2 of Article 6, Planned Development Districts, of the Zoning Ordinance require the application to meet Zoning Ordinance standards such as performance standards, site plan regulations, parking requirements, and sign regulations. The development as proposed meets these requirements, as discussed elsewhere in this report.

Part 2 of Article 6 also lists allowable primary and secondary uses. The CDP/FDP indicates that the majority of the floor area on the site (approximately 80%) will be occupied by the primary use of office; an additional 15% of the floor area is proposed to be devoted to what the applicant calls a "secondary use – hotel," which is allowed as a primary use in the PDC District. Other uses defined by the applicant as "retail and other secondary uses" would encompass around 5% of the floor area. These would include retail sales, eating establishments, financial institutions, personal service uses, drive in banks, drive in pharmacies, and other uses allowed as primary or secondary uses in the PDC District with a Final Development Plan Amendment, Special Exception, or Special Permit as appropriate. The majority of these uses (called secondary by the applicant) are actually primary uses; therefore, as proposed, more than 95% of the site would be developed with primary uses, as defined by the Zoning Ordinance. As defined by the applicant, 85% of the site would be in primary (office) uses. It would be preferable if the applicant revised the proffers to be consistent with the Zoning Ordinance definitions of "primary" and "secondary" uses.

### **Conformance with Article 16**

All development within the PDC District must conform to the standards set forth in Part 1 of Article 16.

#### Sect. 16-101 General Standards

The general standards set forth in Sect. 16-101 require that the development conform to the adopted comprehensive plan; that the design achieve the intent of the PDC District more than under a conventional zoning district; that the development efficiently utilize available land, and preserve to the extent possible scenic assets and natural features; that the development prevent substantial injury to surrounding developments; that the development be located in an area in which transportation, police and fire protection, other public facilities and public utilities are provided; and that the development provide coordinated linkages among internal facilities and services and to major external facilities and services.

As noted, the proposal conforms with the site specific Comprehensive Plan recommendations for use and intensity. The use of the PDC District allows the addition of a retail component to serve the office and hotel uses on the site which could not be developed under the existing conventional district. The development allows for the dedication of approximately 20 acres to the Park Authority along Flatlick Branch, and the development of stormwater features as amenities for the patrons of the site. The proposed layout allows for more compact development, increasing the likelihood of patrons walking to the on-site amenities, rather than driving off-site for lunch or service shopping as in a standard office park. In staff's opinion, the general standards have been met with the imposition of the proposed proffers and development conditions.

#### Sect. 16-102 Design Standards

Par. 1 states that, at the peripheral lot lines, the bulk regulations and landscaping and screening for the proposed development should generally conform with the provisions of the most comparable conventional district. In this instance the most comparable conventional district is the I-3 District (Industrial Institutional) because a portion of the site was already developed under that district, and the majority of the proposed development could be approved under the district. The minimum yard setbacks required for the I-3 District (front, side and rear) are controlled by a 45° angle of bulk plane, with the front yard limited to not less than 40 feet. As shown on the CDP/FDP, the setbacks well exceed these minimums, ranging from 250 to 300 feet (the tallest building on the site, 125 feet, would have a setback of 125 feet using a 45° angle of bulk plane).

Par. 2 states that open space, parking, loading, sign and other similar regulations shall have application in all planned developments. The application includes 51% open space, which is in excess of the open space requirement of 15% for the PDC District. While final parking requirements may change based on the final mix of uses, it appears that adequate parking will be available.

Par. 3 states that streets and driveways should be designed to generally conform to the provisions of the Zoning Ordinance. This standard has been satisfied.

Par. 4 states that emphasis should be placed on the provision of recreational amenities and pedestrian access. While no active recreation is provided on the site, passive plazas and sitting areas are shown in the plaza/corridor through the center of Land Bays B and C, and in the plaza in Land Bay D. Trails have been provided through the site, and through the stream valley which is part of the application. Pedestrian access has been provided along the periphery of the site, and connecting to the internal trails. Finally, the applicant has proffered to improve the pedestrian crossings across Westfields Boulevard. With the imposition of the proposed development conditions, this standard has been addressed.

**PCA 78-S-063-5: Compliance of remainder of site with proffers**

The applicant has provided an analysis of the Westfield Proffers, which is included in Appendix 4 with their statement of justification. The major points are addressed here.

The original rezoning limited development generally to 0.5 overall, with specific limitations on certain parcels. The subject property was not one of those limited properties (which were generally environmentally sensitive). Over time, as there was no proffered plan with the original rezoning, the property has developed with a 0.5 FAR limit on each parcel. The subject application is below that intensity (0.32 FAR), and therefore is not increasing the overall intensity on the original Westfields site.

The original rezoning required that the EQC area associated with Flatlick Branch be preserved as open space; the applicant is proposing to dedicate this area to the Park Authority.

The original rezoning required certain portions of Westfields Boulevard to be constructed as a six-lane facility (including about 2/3 of the frontage of the application property). The timing and details of this improvement were modified with PCA 78-S-063-3. As now proposed, the application accommodates the frontage improvements as laid out in PCA 78-S-063-3.

**Waivers and Modifications Requested**

*Waiver of the service drive requirement along Sully Road (Route 28)*

The applicant is requesting a waiver of the service drive requirement along the Route 28 frontage. Route 28 is a limited access highway; as such, staff would not object to approval of the waiver.

**CONCLUSIONS AND RECOMMENDATIONS**

**Staff Conclusions**

The applicant proposes a PCA to sever the subject property from the area of the original Westfields rezoning and a rezoning to the PDC District in order to allow additional retail uses to complement the office and hotel uses proposed on the site.

While a number of outstanding issues were identified in the Transportation and Park Analyses, staff believes that the revised proffers and proposed development conditions are sufficient to address the majority of staff's concerns. The application meets the use and intensity recommendations of the Comprehensive Plan, and satisfies the applicable Zoning Ordinance provisions.

## **Recommendations**

Staff recommends approval of PCA 78-S-063-5, subject to the execution of proffers consistent with those contained in Appendix 1

Staff recommends approval of RZ 2006-SU-025, subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends approval of FDP 2006-SU-025, subject to the Board's approval of RZ 2006-SU-025 and subject to the proposed FDP conditions contained in Appendix 2.

Staff recommends approval of a waiver of the service drive requirement along Sully Road (Route 28).

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

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

## **APPENDICES**

1. Draft Proffers
2. Proposed Development Conditions
3. Affidavits
4. Statement of Justification
5. Proffers: RZ 78-S-063
6. Proffers: PCA 78-S-063-3
7. Plan Citations and Land Use & Environmental Analysis
8. Transportation Analysis
9. Fairfax County Water Authority
10. Sanitary Sewer Analysis
11. Fire and Rescue
12. Stormwater Management Analysis, DPWES
13. Fairfax County Park Authority
14. Zoning Ordinance Provisions
15. Glossary of Terms

# COMMONWEALTH CENTRE

## Proffer Statement

January 30, 2007  
 Revised February 14, 2007  
 Revised March 13, 2007  
 Revised April 12, 2007  
 Revised May 25, 2007  
 Revised August 10, 2007  
 Revised September 14, 2007

RZ 2006-SU-025

Pursuant to Section 15.2-2303(A), Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner, for itself and its successors and/or assigns (hereinafter collectively referred to as the "Applicant"), hereby proffers that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map 44-1((1)) 6, 6B, 6C and 6D, along with the 3.21 acres of public right-of-way to be abandoned/vacated ("Newbrook Drive") (collectively, the "Property"), shall be in accordance with the following conditions if, and only if, Rezoning application RZ 2006-SU-025 (the "Application") is granted as proposed. If approved, these proffers ("Proffers") supersede all previous proffers applicable to the Property. In the event that this Application is denied, these Proffers shall be immediately null and void and of no further force or effect, and the proffers previously accepted by the Board of Supervisors with RZ 78-S-063, as amended, for a portion of the Property will remain in effect.

### GENERAL

**1. Conceptual Development Plan.** The Property shall be developed in substantial conformance with the Conceptual Development Plan ("CDP") and Final Development Plan ("FDP") dated May 2006 as revised through September 2007, and prepared by Burgess & Niple, consisting of 20 sheets (collectively, the CDP/FDP is the "Development Plan").

**A. Removal of a Portion of Property from RZ 78-S-063.** The Property shall be deleted from any and all proffered conditions approved by the Board of Supervisors pursuant to RZ 78-S-063, as amended, and the Generalized Development Plan ("GDP") prepared by Long, Brown and Associates, dated January 1985 and revised through August 1985, and any and all amendments thereto except this PCA 78-S-063-5. All proffered conditions and plan obligations applicable to the remainder of the property subject to RZ 78-S-063, as amended, shall be unaffected by this Application and shall remain in full force and effect.

**B. CDP Elements.** Notwithstanding that the Development Plan is presented on twenty (20) sheets and defined as both the CDP and the FDP in this Proffer 1, it shall be understood that the CDP shall be the entire plan shown on Sheet 4 relative to the points of access, the maximum square footage of permitted development on the Property, the minimum required open space, the general location and arrangement of the buildings on the Property, the area of the Flatlick Branch Dedication Area (as defined in Proffer 21 herein) and the peripheral setbacks from the property lines (collectively, the "CDP Elements"). The CDP Elements shall also include the uses set forth in Proffer 5, except as modified therein. The Applicant reserves the right to request approval from the Planning Commission of a Final Development Plan Amendment ("FDPA") pursuant to Section 16-402 of the Zoning Ordinance for elements other than the CDP Elements for all or a portion of the Property and the Development Plan, provided such FDPA is in substantial conformance with the CDP and these Proffers.

**2. Minor Modifications.** Minor modifications to the Development Plan may be permitted when necessitated by sound engineering or that may become necessary as part of final site design or engineering, pursuant to Section 16-403(4) of the Zoning Ordinance. Building footprints may be decreased or adjusted, so long as (a) the maximum square footage of Principal and Secondary Uses are not exceeded; (b) the minimum open space tabulation provided on the CDP is not reduced; (c) the building heights for each building are not increased beyond the heights identified on the Development Plan and Proffer 7 herein; (d) the limits of clearing and grading are not adjusted beyond what is permitted by these Proffers; (e) no additional surface parking is provided beyond what is reserved on the Development Plan and Proffer 8 herein; and, (f) the development otherwise is in substantial conformance with these Proffers and the Development Plan.

## PROPOSED DEVELOPMENT

### **3. Declaration/Owners Associations.**

**A. Establishment.** To the extent not previously established on the Property, the Applicant shall cause the recordation of a declaration establishing an umbrella property owners' association (the "UOA") for the Proposed Development (as defined herein). Such association(s) shall be formed prior to the issuance of the first Nonresidential Use Permit ("Non-RUP") for development in Land Bay B, C and/or D, whichever occurs first. The UOA documents (including budgets provided in any offering or sale materials) shall specify the various proffer and maintenance obligations set forth in these Proffers. Purchasers shall be advised in writing of these obligations, and other restrictions, prior to entering into a lease/contract of sale property in the Proposed Development.

**B. TDM Obligations.** All tenants, owners, employers and employees working, operating a business or owning property within the Property shall be advised of the TDM Plan described in Proffer 23. All UOA members shall be informed of any funding and operational obligations resulting from the application of these Proffers prior to entering into a lease/contract of sale, and all such obligations shall be included in UOA documents.

### **4. Proposed Development.**

**A. Overview of Proposed Development.** The development proposed with this Application includes: (a) three (3) existing or site plan-approved office buildings on Land Bay A containing an approximate total of 493,035 s.f.; (b) two (2) office buildings with ground-level support retail on Land Bay B and containing an approximate total of 117,000 s.f.; (c) two (2) hotels with stand-alone and support retail on Land Bay C and containing an approximate total of 221,400 s.f.; and (d) three (3) office buildings on Land Bay D containing an approximate total of 583,465 s.f. The Proposed Development is summarized as follows:

Proposed Development

Principal Use – Office	Maximum 1,126,500 s.f.
Secondary Use - Hotels	Maximum 212,000 s.f.
Secondary Uses/Retail	Maximum 76,400 s.f.
<b>TOTAL:</b>	<b>Up to 1,414,900 s.f.</b>

- (1) The Applicant reserves the right to modify 25,000 s.f. of the Principal Use and Secondary Uses/Retail shown on Sheet 2 of the Development Plan and set forth in this Proffer by substituting additional Office square footage for Secondary Uses/Retail or additional Secondary Use/Retail for office without the need to secure approval of a Proffered Condition Amendment (“PCA”) or an FDPA, provided that the maximum total square footage of the Proposed Development does not exceed 1,414,900 square feet, no retail square footage is added beyond the square footage identified on the Development Plan and in these Proffers, and such modifications are otherwise in substantial conformance with the CDP and these Proffers.
- (2) **Cellar Space.** The Applicant reserves the right to utilize the cellar(s) of buildings in the Proposed Development (“Cellar Space”) for Principal and Secondary Uses, provided that (a) the maximum total square footage of Cellar Space dedicated to Principal and Secondary Uses shall not exceed 40,000 s.f., and (b) the Applicant shall be required to provide parking for the Cellar Space in accordance with the requirements of Article 11 of the Zoning Ordinance, as qualified by these Proffers. Accessory Uses located in the Cellar Space shall not count against the maximum total square footage of Cellar Space allowed for Principal and Secondary uses. The Applicant reserves the right to allocate the maximum total square footage of Cellar Space among any of the buildings of the Proposed Development.
- (3) **Phasing.** The Applicant reserves the right to submit a single site plan for the Proposed Development but to develop the Property in phases. The Applicant shall be permitted to construct each phase, or portion thereof, in any order/sequence the Applicant determines reasonable based on market conditions, including the establishment of surface parking in advance of structured parking in Land Bay D, provided such development otherwise

Cooley Godward Kronish LLP  
**DRAFT**  
DATED: 1/23/07

is in substantial conformance with the Development Plan and these Proffers.

5. **Mix of Uses.** The Proposed Development may include the following uses, subject to Proffer 4 herein:

A. **Principal Uses:** Offices and related uses.

B. **Secondary Uses:**

- Business service and supply service establishments;
- Eating establishments;
- Establishments for scientific research, development and training where assembly, integration and testing of products in a completely enclosed building is incidental to the principal use of scientific research, development and training;
- Financial institutions;
- Garment cleaning establishments, with no processing on-site;
- Hotels, motels;
- Personal service establishments;
- Public uses;
- Repair service establishments;
- Retail sales establishments;
- Accessory uses and accessory service uses as permitted by Article 10;
- Drive-in banks (only as shown on the CDP/FDP);
- Drive-through pharmacies (only as shown on the CDP/FDP);
- Fast food restaurants, without drive-through windows;
- Quick-service food stores;
- Billiard and pool halls;
- Health clubs;
- Medical care facilities;

- Private clubs and public benefit associations; and,
- Veterinary hospitals, without boarding or kennel facilities.

6. **Secondary Uses.** Additional Principal and Secondary Uses not listed in Proffer 5 above may be permitted with the approval of an FDPA (or, as applicable, a special exception (“SE”) or special permit (“SP”)), but without the requirement to secure approval of a PCA, if such uses are deemed to be in substantial conformance with the Development Plan and these Proffers. Secondary Uses may be designed and constructed (a) as Cellar Space in accordance with Proffer 4 herein, (b) on the ground-floor levels of office/hotel buildings in Land Bays A, B, C and D and (c) as stand-alone uses in Land Bays B and C, all as shown on the Development Plan; provided, however, that the Applicant shall be required to secure approval of an FDPA for any additional buildings or structures not shown on the Development Plan.

7. **Building Heights.** Building heights for each building in the Proposed Development shall not exceed the maximum building heights shown on Sheet 4 of the Development Plan and as set forth below. Building height shall be measured in accordance with the provisions of the Fairfax County Zoning Ordinance. Notwithstanding the foregoing, however, nothing shall preclude the Applicant from constructing buildings to a lesser building height than that which is represented on the Development Plan, provided the configuration of building footprint remains in substantial conformance with those shown on the Development Plan.

Land Bay A	Buildings 1-3	75 feet max.
Land Bay B	Buildings 1-2	55 feet max.
Land Bay C	Hotel 1	60 feet max.
	Hotel 2	100 feet max.
	Secondary Use Building	30 feet max.
Land Bay D	Building 4	100 feet max.
	Building 5	150 feet max., as measured from finished average grade.
	Building 6	100 feet max.

8. **Parking.**

A. **Zoning Ordinance Requirements.** Parking shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance, as determined by the Department of Public Works & Environmental Services (“DPWES”), for the uses within the Proposed Development. The Applicant reserves the right, however, to provide parking spaces in the Proposed Development in addition to the total number of parking spaces shown on

Sheet 4 of the Development Plan to the extent necessary to accommodate Secondary Uses established on the Property that could result in a higher parking requirement than is shown on the Development Plan (e.g., eating establishments), provided that any parking spaces provided in addition to those shown on Sheet 4 of the Development Plan shall be located in the parking structure to be established on Land Bay D and that the Building Heights and overall square footage set forth in Proffers 7 and 4, respectively, are not exceeded.

**i. Future Parking Reductions.** Given (i) the character of the Proposed Development as a mixed-use development and (ii) the TDM Plan detailed in Proffer 23 herein, the Applicant shall in good faith evaluate, and may pursue, a shared parking agreement and/or parking reduction for the Proposed Development, as may be permitted by the Fairfax County Zoning Ordinance and approved by the Board of Supervisors. If, however, the Applicant pursues a parking reduction and such reduction results in the construction of fewer surface parking spaces than those shown on the Development Plan, the Applicant shall provide additional landscaping in lieu of those parking spaces in substantial conformance with the Landscape Plan submitted pursuant to Proffer 20 herein.

## TRANSPORTATION IMPROVEMENTS

**9. Dedication of Public Right-of-Way.** As part of the first site plan approval for the Proposed Development following approval of this Application or upon written request by Fairfax County, whichever occurs first, the Applicant shall dedicate in fee simple to the Board of Supervisors all remaining right-of-way on Westfields Boulevard/Walney Road not previously dedicated for the public road improvements to be constructed on and serving the Property (the "Dedication Areas"), as reflected on the Development Plan. Notwithstanding the foregoing, however, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required dedications will be or have been delayed (such as the inability to secure necessary permission for utility relocations or VDOT approval for traffic signals) beyond the time set forth in these Proffers, the Zoning Administrator may agree to a later date for dedication of such right-of-way and for the construction of required road improvements.

### **10. Road Improvements.**

**A. Westfields Boulevard.** The Applicant shall construct and place into operation the following improvements to the portion of Westfields Boulevard fronting the Property, as more particularly shown on Sheets 4 and 18 of the Development Plan (collectively, the "Westfields Boulevard Improvements"). The Westfields Boulevard Improvements shall be constructed to a standard as may be approved by VDOT.

**i. Westbound Through Lane.** The Applicant shall construct a third westbound travel lane along the Property's frontage on Westfields Boulevard between the intersections of Park Meadow Drive and Newbrook Drive (the "Westfields Lane"). The Westfields Lane shall be designed to operate as a shared through and right-turn lane from westbound Westfields Boulevard onto northbound Park Meadow Drive. The Westfields Lane improvements shall include the removal and/or modification of the two existing channelizing islands (the "Porkchops") located on the north side of Westfields Boulevard at its intersection

with Park Meadow Drive, and any modification to any existing traffic signals abutting the Property necessitated by such removal. The Applicant reserves the right to escrow funds with FCDOT and VDOT in lieu of constructing the Westfields Lane, if approved by FCDOT and VDOT, which escrow amount shall be determined by DPWES and VDOT and posted by the Applicant prior to the approval of the first site plan for development of Land Bay B, C or D, whichever occurs first. Should the Applicant elect to construct the Westfields Lane, and not exercise its right to escrow funds in lieu thereof, construction of the Westfields Lane shall be completed and opened to through traffic (but not necessarily accepted by VDOT for maintenance) no later than the issuance of the first Non-RUP for development in Land Bay B, C, or D, whichever occurs first.

**ii. Eastbound Left-Turn Lanes.** The Applicant shall provide (a) dual, channelized left-turn lanes from eastbound Westfields Boulevard onto northbound Park Meadow Drive, and (b) dual left-turn lanes from eastbound Westfields Boulevard onto northbound Newbrook Drive, as more particularly shown on the Development Plan (the "Eastbound Left-Turn Lanes.") Subject to VDOT approval, the portion of the Eastbound Left-Turn Lanes at Park Meadow Drive shall include construction of a raised median within the right-of-way of Westfields Boulevard in order to separate turning vehicles from through vehicles and to preclude left-turns from northbound Route 28 onto northbound Park Meadow Drive. Subject to VDOT approval, the portion of the Eastbound Left-Turn Lanes at Newbrook Drive may be accomplished through striping within the existing right-of-way. The Applicant shall also modify the traffic signal timings for the Eastbound Left-Turn Lanes based on VDOT's determination that such adjustments are needed. The Eastbound Left-Turn Lanes, including any signal timing adjustment, shall be completed and opened to through traffic (but not necessarily accepted by VDOT for maintenance) prior to the issuance of the first Non-RUP for development in Land Bay B, C, or D, whichever occurs first.

**iii. Pedestrian Crosswalks.** Subject to VDOT approval, the Applicant shall install pedestrian crosswalk striping, a pedestrian refuge area and audible pedestrian countdown signals (if not already existing and if approved by VDOT) across Westfields Boulevard at the existing traffic signal at the intersection of Westfields Boulevard and Park Meadow Drive and the intersection of Westfields Boulevard and Newbrook Drive, as shown on the Development Plan (collectively, the "Pedestrian Crosswalks"). The Pedestrian Crosswalks shall be completed prior to the issuance of the first Non-RUP for development in Land Bay B, C, or D, whichever occurs first.

**iv. Modification of Traffic Islands.** Subject to VDOT approval and the receipt of all necessary off-site rights-of-way and easements, the Applicant shall modify the existing traffic islands and the location/timing of the existing traffic signals on the south side of eastbound Westfields Boulevard at its intersection with Park Meadow Drive as necessary in order to facilitate an eastbound shared right-through lane, no later than the issuance of the first Non-RUP for development in Land Bay B, C, or D, whichever occurs first. If the Applicant is unable to bring about the dedication of the necessary rights-of-way and easements, then the Applicant shall request the Board of Supervisors to condemn the necessary land and/or easements. In the event the necessary right-of-way and/or easements cannot be acquired voluntarily, and the County chooses not to exercise its right of eminent domain, the Applicant is then released from any portion of any proffer requiring such acquisition. In the event the County

elects to defer its exercise of eminent domain, then Applicant's proffer requiring such acquisition shall likewise be deferred. Notwithstanding the foregoing, however, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required modifications have been delayed (such as the inability to secure off-site rights-of-way or VDOT approval) beyond the required times set forth above, the Zoning Administrator may agree to a later date for dedication/completion of the modification(s).

**B. Newbrook Drive.**

**i. Abandonment/Vacation of Public Right-of-Way.** As part of the first site plan approval for Land Bay B, C or D of the Proposed Development, the Applicant shall petition the Board of Supervisors for the abandonment/ vacation of the existing public right-of-way of Newbrook Drive, north of Westfields Boulevard in the area more particularly shown on the Development Plan (the "Abandonment Area"). The Applicant hereby waives any right to claim or assert (i) a vested right in any plan approved under the assumption of accomplishment of such vacation and/or abandonment, or (ii) a taking or any other cause of action that otherwise may have arisen out of a Board decision to deny in whole or in part the right-of-way vacation and/or abandonment request. In the event that the Board does not approve the vacation and/or abandonment, the Applicant shall secure approval of a PCA to remove the Abandonment Area from this Application and these Proffers.

**ii. Construction of Newbrook Drive.** The Applicant shall construct and place into operation the proposed Newbrook Drive through the Property connecting to Westfields Boulevard in the general locations and configuration (including turn lanes and medians) shown on the Development Plan ("Newbrook Drive"). Newbrook Drive shall be designed and maintained as a private street and constructed in accordance with the sections shown on Sheets 4 and 18 of the Development Plan. Provided that the Board of Supervisors has approved its abandonment as a public street, the Applicant may install one or more speed table(s) or similar traffic control mechanisms across Newbrook Drive at locations determined by the Applicant and approved by DPWES to facilitate pedestrian crossings of Newbrook Drive. The Applicant reserves the right (but shall not be obligated) to install reinforced concrete or similar material on those portions of Newbrook Drive over which transit buses may be expected to travel. Subject to the Board of Supervisors' abandonment of the right-of-way for Newbrook Drive, the Applicant shall grant easements for County inspection and emergency vehicles, buses and transit vehicles over and across Newbrook Drive as part of site plan approval for the construction of Newbrook Drive. Newbrook Drive may be completed in phases concurrent with the development of adjacent land bays; provided, however, that the full length of Newbrook Drive through the Property shall be completed and opened to through traffic prior to the issuance of the Non-RUP representing more than 500,000 s.f. of the Proposed Development.

**iii. Signage to Westfields Boulevard.** The Applicant shall provide and maintain on-site signage which directs vehicles destined for southbound Route 28 and westbound Westfields Boulevard to exit Newbrook Drive at its eastern intersection with Westfields Boulevard in order to limit weaving movements along westbound Westfield Boulevard. Such signage shall be designed in accordance with the Development Guidelines associated with Westfields, the International Corporate Center at Dulles, dated September 1988 and revised June

1989 and August 1990, as amended, and shall be installed no later than the issuance of the first Non-RUP for development in Land Bay B, C, or D, whichever occurs first.

**C. Main Street.** The Applicant shall construct and place into operation the proposed streets that connect the eastern and western sections of Newbrook Drive within the Property and bisecting Land Bays B and C, as more particularly shown on the Development Plan (collectively, the "Main Street"). The Main Street shall be designed and maintained as a private street and constructed in accordance with the sections shown on Sheet 4 of the Development Plan, including the use of parallel street parking. Subject to approval of FCDOT, the Applicant may install one or more speed tables or similar traffic control mechanisms across Main Street to facilitate pedestrian crossings of the Main Street near the Plaza (as defined in Proffer 12 herein). Easements for County inspection and emergency vehicles, as well as County buses and transit vehicles, over and across Main Street shall be granted as part of site plan approval for the construction of Main Street. Main Street may be completed in phases concurrent with the development of adjacent land bays; provided, however, that Main Street shall be completed and opened to through traffic prior to the issuance of the Non-RUP representing more than 200,000 s.f. of development in Land Bays B and/or C. The Applicant reserves the right to provide a different name for the Main Street as part of site plan approval for the Proposed Development.

**D. Adjust Traffic Signal Timing.** Prior to the issuance of the Non-RUP representing more than 1.4 million s.f. of the Proposed Development, the Applicant shall submit to VDOT an analysis of the existing and new traffic signals located at the Park Meadow and Newbrook Drive entrances to the Property along Westfields Boulevard to determine whether adjustments to the signal timings of one or both of the existing traffic signals serving the Property would improve or enhance circulation through the intersections analyzed. The signal timing study shall include updated traffic counts based on the occupancy of the Proposed Development as of the date of the study. In the event VDOT determines that adjustments to the signal timing are warranted, then the Applicant shall make such adjustments within 120 days of VDOT approval, but in no event later than bond release for the Proposed Development.

**E. Bus Shelter.** The Applicant shall install two (2) bus shelters (the "Bus Shelters") on the Property in the general locations shown on Sheet 2 of the Development Plan or as otherwise approved by FCDOT as part of site plan approval for Land Bay B, C or D for the Proposed Development. The design and materials of the Bus Shelter shall be of similar size and quality to those of a typical bus shelter installed elsewhere in Fairfax County and shall include benches and trash receptacles. The Applicant shall be responsible for the general maintenance and upkeep of the Bus Shelter, including trash removal.

**F. Westfields Boulevard Trail.** The Applicant shall construct an eight foot (8') asphalt trail along the Property's frontage on westbound Westfields Boulevard/Walney Road in the general location shown on the Development Plan (the "Westfields Trail"). The Westfields Trail shall be located within an ten foot (10') public access easement to be granted to Fairfax County as part of site plan approval for each portion of the Westfields Trail. The Westfields Trail shall be constructed prior to issuance of the first Non-RUP for the first building constructed in Land Bay B, C or D.

**G. Westfield Boulevard/Walney Road Signage.** As part of the first site plan approval for the first building in Land Bay B, C or D, or upon demand by Fairfax County, whichever is first, the Applicant shall dedicate in fee simple to FCDOT a five foot (5') easement for public street purposes along the Property's frontage on Westfields Boulevard/Walney Road ("the Sign Easement"). The Applicant shall be permitted to include language in the Sign Easement requiring that any overhead or over-hanging street signs shall be submitted to the Westfields Architectural Review Board for review and comment prior to construction thereof.

**H. Contribution for Westfields Boulevard Widening** Prior to the first site plan approval for the first building in Land Bay D or upon request by Fairfax County pursuant to a scheduled and otherwise funded road improvement project, the Applicant shall establish an escrow account with Fairfax County and contribute funds covering the cost of materials for pavement, curb and gutter and related facilities for the future widening of Westfields Boulevard/Walney Road to a four-lane divided section along the Property's frontage east of existing Walney Road (the "Widening"). The escrow amount shall be determined by DPWES without consideration for the cost for mobilization, grading or flood plain mitigation associated with the Widening, if any. The Applicant also shall dedicate right-of-way and any ancillary easements to Fairfax County, at no cost, to permit the construction of the Widening. Such right-of-way/easements shall be provided at the time of the first site plan approval for Land Bay D, or upon demand, whichever occurs first.

## ARCHITECTURAL DESIGNS AND SITE AMENITIES

**11. Building Design and Materials.** Subject to approval of the Westfields Business Owners Association and pursuant to the Development Guidelines described in paragraph A of this Proffer, the general architectural design of the Proposed Development is as shown on Sheet 10 of the Development Plan (the "Conceptual Elevations"). The Conceptual Elevations may be modified by the Applicant as part of final engineering and building design, provided that such modifications are in general conformance with and provide a similar quality of design as that shown on the Development Plan. Building materials for the Proposed Development, as generally reflected on the Conceptual Elevations, shall be selected from among the following: brick, masonry/stone, aluminum, glass, steel, split-face block and pre-cast panels, provided that final architectural details and accents may include other materials. Balconies, awnings, storefronts and other architectural details may be provided so long as such features do not extend more than eight (8) feet beyond the building footprints shown on the Development Plan, and provided that the streetscape features and dimensions are maintained.

**12. Public Plaza.** The Applicant shall construct a public plaza (the "Plaza") to be located between Buildings 1 and 2 on Land Bay C and bisecting the northern leg of the Proposed Main Street, as more particularly shown on Sheets 4 and 9 of the Development Plan. The Plaza shall include landscaping, hardscape areas (such as concrete walkways with brick pavers, stonework, etc.), benches, seating areas and similar passive recreation amenities. The Plaza also shall include a focal point feature to be selected by the Applicant, such as a fountain, public art or similar amenity that will serve as a defining entry feature for the Proposed Development. The Plaza shall be functionally complete (benches, landscaping and lighting installed) and open for use (subject to minor adjustments and punch-list items) prior to the issuance of the first Non-RUP for the Secondary Uses to be established in Land Bay C.

**13. Streetscaping.** Streetscape improvements and plantings shall be provided as indicated on the Development Plan. Notwithstanding the foregoing, the Applicant reserves the right, in consultation with the Zoning Administrator, to shift the location of street trees along the proposed Newbrook Drive and Main Street to accommodate final architectural design, utilities and layout considerations, so long as such modifications are in substantial conformance with the Development Plan and subject to Urban Forest Management (“UFM”) approval.

**14. Bicycle Racks.** The Applicant shall install bicycle racks throughout the Proposed Development (collectively, the “Bike Racks”) in locations and type as determined by the Applicant and approved by FCDOT as part of site plan approval for Land Bay B, C or D for the Proposed Development. The Bike Racks shall collectively accommodate parking for at least ten (10) bicycles in each office building constructed in Land Bays A and D and at least twenty-five (25) bicycles on Land Bays B and C. Bike Racks serving the office buildings shall be located under cover to protect them from the elements. The Bike Racks may be installed in phases concurrent with the issuance of a Non-RUP for the building to which the proposed Bike Rack is immediately adjacent; provided, however, that all of the required Bike Racks for each land bay (as indicated on the site plan for such portion of the Proposed Development) shall be installed prior to the issuance of the final Non-RUP for the last building to be completed on that land bay.

**15. Pedestrian/Bicycle Circulation.** In combination with the Streetscape improvements identified in Proffer 14 above, the Applicant shall provide sidewalks of varying widths and crosswalks throughout the Property and at key intersections of the Proposed Development, as indicated on the Development Plan. The sidewalks shall be constructed concurrent with the development of the Property. All onsite sidewalks not located in public rights-of-way shall be maintained by the Applicant and/or UOA. Sidewalk improvements located within existing or proposed right-of-way shall be as approved by VDOT.

**16. Flatlick Branch Trail System.** The Applicant shall construct a regional, asphalt pedestrian trail (the “Pedestrian Trail”) within a portion of the Flatlick Branch Dedication Area (as defined in Proffer 21 herein) and within the existing ten-foot (10’) sanitary sewer easement located in Land Bay A and running east towards Land Bay D of the Property, as more particularly shown on the Development Plan. The Applicant shall maintain the portion of the trail located on its Property and outside of the Flatlick Branch Dedication Area (as defined in Proffer 21 herein). The Pedestrian Trail shall be a Type I Asphalt Trail with a minimum width of eight feet (8’). The Pedestrian Trail is shown on Sheet 2 of the Development Plan and labeled thereon as “Pedestrian Trail” and “Pond Access and Pedestrian Trail.” The exact location of the Pedestrian Trail shall be determined as part of site plan approval for the Proposed Development in consultation with DPWES and Fairfax County Parks Authority (“FCPA”). The Pedestrian Trail shall be completed and available for use by the public prior to the issuance of the Non-RUP representing more than 750,000 s.f. of the Proposed Development.

**17. Lighting.** All lighting shall be in conformance with Part 9 of Article 14 of the Fairfax County Zoning Ordinance. The maximum height of any freestanding light poles shall be eighteen feet (18’) above grade, as measured from grade to the top of the fixture. Building mounted security lighting shall utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible.

18. **Signage.** Signage for the Property and the Proposed Development shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance and the Westfields Development Guidelines or pursuant to a Comprehensive Sign Plan approved by the Westfields Architectural Review Board and the Planning Commission.

## STORMWATER MANAGEMENT/ENVIRONMENTAL FEATURES

19. **Stormwater Management Master Plan.** Prior to site plan approval for the first building to be constructed in Land Bay C of the Proposed Development, the Applicant shall submit to and obtain approval from DPWES of a Stormwater Plan for the Proposed Development (the "Stormwater Plan"). The Stormwater Plan shall include strategies for addressing both water quality and water quantity management issues, including detailed mitigation measures to be implemented as part of construction. Following approval by DPWES of the initial Stormwater Plan, the Applicant thereafter shall submit an updated Stormwater Plan to DPWES for approval concurrent with subsequent site plan submissions for the Proposed Development. These updated plans shall include any modifications to the stormwater detention or stormwater quality treatment program since the initial approval of the Stormwater Plan. The Applicant shall construct stormwater quality and stormwater quantity impact mitigation measures in accordance with the Stormwater Plan (and each subsequent revisions thereto) with the Proposed Development, such that the runoff reductions outlined below shall be achieved.

A. **Stormwater Management Goals.** Using a series of (i) stormwater management wet ponds, (ii) bioretention facilities and (iii) structural and non-structural BMPs, the Stormwater Plan shall demonstrate that, after the full build-out of the Proposed Development, there is no net increase in the combined peak rate of stormwater discharge from the Property based on a comparison of the conditions of the Property before it was developed and the conditions of the Property upon completion of the Proposed Development. This Proffer shall apply to the sum of all stormwater discharge coming from the Property as a whole, but not as a standard reduction at each individual discharge location on the Property (meaning that the discharge at individual locations may vary, so long as the overall reduction goal is achieved).

B. **Best Management Practices/Low Impact Development.** The Applicant shall, as part of the Stormwater Plan, incorporate low impact development ("LID") techniques and other Best Management Practices ("BMP") into the Proposed Development in order to improve water quality associated with stormwater runoff from the Property. Using structural and non-structural BMPs, such as sand filters, storm filters, Filterra devices, bioretention basins, Plaza landscaping, grass swales or a combination thereof, the Stormwater Plan shall demonstrate that there is a combined fifty percent (50%) reduction in phosphorous loading from the Property based on a comparison of the conditions of the Property upon completion of the Proposed Development (including the BMP/LID features) and the conditions of the Property prior to construction of the Proposed Development. In the event that either the Applicant or DPWES deems it necessary to substitute another BMP/LID strategy for one of those listed above, the Applicant shall identify an alternate strategy acceptable to both parties and, if necessary, will seek administrative approval from the Zoning Administrator pursuant to the provisions of Sect. 16-403 of the Zoning Ordinance.

Cooley Godward Kronish LLP  
DRAFT  
DATED: 1/23/07

**C. Maintenance Responsibility.** Prior to site plan approval for the first building to be constructed in Land Bay B, C, or D of the Proposed Development, the Applicant shall execute an agreement with the County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of all of the elements of the Stormwater Plan serving the area of the site plan proposed, including the BMP and LID devices and detention facilities (collectively, the "SWM Facilities"), as applicable. The SWM Agreement shall require the Applicant (or a successor UOA) to contract with one or more maintenance/management companies to perform regular routine maintenance of the SWM Facilities and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DPWES. The SWM Agreement also shall address easements for County inspection and emergency maintenance of the SWM Facilities to ensure that the facilities are maintained by the Applicant in good working order. The UOA documents for each building in the Proposed Development shall specify the maintenance responsibilities of the owners under the SWM Agreement.

## 20. Landscape Plan.

**A. Detailed Landscape Plans.** As part of each site plan submission for the Proposed Development, the Applicant shall submit to Urban Forest Management of DPWES ("UFM") for review and approval a detailed landscape and tree cover plan (each a "Landscape Plan") illustrating the plantings and other features to be provided with the Proposed Development, including streetscapes, plazas and other features, and which shall include, among other things:

- i. A statement reiterating that all landscaping areas shall be irrigated;
- ii. Design details for tree wells and other similar planting areas above structures and along streets;
- iii. Composition of the planting materials used where plantings are to be located within or on top of structures and other methods to be used to insure the viability of the proposed plantings; and
- iv. Other information that may be requested by UFM.

Such Landscape Plan shall be consistent with the quality and quantity of plantings and materials shown on Sheet 6 of the Development Plan and shall include the use of additional shade trees as determined by the Applicant. Adjustments to the type and location of vegetation and the design of the Plaza and streetscape improvements and plantings shall be permitted in consultation with DPZ and UFM if determined to be in substantial conformance with the Development Plan.

**B. Plaza Landscaping.** As provided above, in order to (1) incorporate into otherwise impervious areas of the Property a soil matrix and plantings intended to provide stormwater pollutant removal; (2) reduce the heat island effect; and (3) naturalize and add aesthetically-pleasing elements, the Applicant shall install landscaping and other materials on the Plaza ("Plaza Landscaping") as more particularly shown on the Development Plan, and shall install all of the Plaza Landscaping at one time. Shade trees having a minimum 2-½ inch caliper shall be installed within the Plaza area as shown on Sheet 6 of the Development Plan. Additional

details concerning the plantings and design elements of the Plaza shall be included on the Landscape Plan that will be submitted pursuant to this Proffer.

**C. Planting Strips.** The Applicant shall install street trees consistent with the streetscape plans included on the Development Plan and with the requirements of the Public Facilities Manual (“PFM”) For tree plantings that do not meet the minimum planting area required by the PFM, the Applicant shall provide a minimum of 130 square feet of surface area of structural soil for Category 4 shade trees and 90 square feet of surface area of structural soil for Category 3 shade trees, as such trees are identified in the PFM. The structural soil shall have a minimum width of 8-feet and a minimum depth of 36-inches and such planting areas shall be interconnected to the extent feasible, as determined by UFM. Prior to site plan approval for the first building to be constructed in Land Bay C of the Proposed Development, the Applicant shall provide written documentation to UFM, including written confirmation from a certified arborist and/or landscape architect verifying installation of the structural soil consistent with the requirements of this Proffer.

**D. Tree Planting along the EQC Border.** In order to compensate for trees displaced at the northwest corner of the Property due to implementation of the Stormwater Plan, the Applicant shall plant a minimum twenty (20) additional trees of at least 1-1/2 inch caliper along the western border of the Environmental Quality Corridor (“EQC”) to supplemental the existing vegetation in the EQC (the “EQC Trees”), as shown on the Development Plan. The EQC Trees shall be included on the Applicant’s Landscape Plan, subject to UFM approval, and installed prior to the issuance of the first Non-RUP for development in Land Bay D.

**21. Dedication of Flatlick Branch to Park Authority.** In recognition of the Property’s location within a Water Supply Overlay District, and to protect Flatlick Branch from the encroachment of development, the Applicant shall dedicate to the FCPA approximately 20 acres of Property located within the limits of the EQC for Flatlick Branch, as more particularly shown on the CDP (the “Flatlick Branch Dedication Area”), for use as recreation facilities and open space. Dedication of the Flatlick Branch Dedication Area shall be accomplished upon completion of that portion of the Flatlick Branch Trail System to be located in the Flatlick Dedication Area, but in no event later than final bond release for the Proposed Development. The Applicant reserves the right to receive credit under the Stormwater Plan for dedicating land area within the floodplain against the water quality improvement/BMP requirements for the Proposed Development, if approved by DPWES, and, if approved, such credit may occur as each phase of the dedication is completed.

**22. Limits of Clearing.** The Applicant strictly shall adhere to the Limits of Clearing (“LOC”) and shall not encroach upon the EQC and Resource Protection Area (“RPA”) located along the eastern boundaries of Land Bays C and D, as shown on the Development Plan. However, minor adjustment of the LOC at time of final design and engineering and the location of proposed utilities may be permitted pursuant to Section 16-203 and Section 18-204 of the Zoning Ordinance if determined to be necessary by DPWES. The Applicant shall use its best efforts to mitigate adverse impacts, such as sedimentation, excessive clearing of vegetation and erosion, on the Flatlick Branch Dedication Area as a result of constructing the Proposed Development. The Director of DPWES shall review and approve all plans for work within the

Flatlick Branch Dedication Area pursuant to the policy for protection of the Flatlick Branch Dedication Area.

## TRANSPORTATION DEMAND MANAGEMENT

**23. Transportation Demand Management.** This Proffer sets forth a program for a transportation demand management plan (the "TDM Plan") that shall be implemented by the Applicant, and subsequently, as appropriate, the UOA, to encourage the use of transit, other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the Proposed Development.

**A. TDM Goal.** TDM strategies, as detailed below, shall be utilized by the Applicant in order to reduce the A.M. and P.M. peak hour trips by a minimum of fifteen percent (15%) from the total number of vehicle trips that would be expected from full build-out of the 1,414,900 s.f. in the Proposed Development (the "Baseline Trips") based on the Institute of Traffic Engineers (ITE) Trip Generation Manual, 7<sup>th</sup> Edition (the "TDM Goal"). In the event the Applicant constructs less square footage as part of the Proposed Development, then the Baseline Trips shall be calculated as if the full 1,414,900 s.f. of the Proposed Development actually had been constructed as reflected on the Development Plan. Owners, tenants and employees of the Proposed Development shall be advised of the TDM Goal and the TDM strategies by the PM (as defined in this Proffer) through the annual dissemination of written materials summarizing the availability of the TDM strategies.

**B. Program Manager.** Within one hundred and twenty (120) days of final, unappealable approval of this Application or issuance of the first non-RUP for the Proposed Development, whichever is later, the Applicant (and thereafter, as applicable, the UOA) shall designate an individual to act as the Program Manager ("PM") for the Property, whose responsibility will be to implement the TDM strategies, with on-going coordination with FCDOT. The PM duties may be a part of other duties assigned to the individual(s). The Applicant shall notify FCDOT within ten (10) days of the designation and thereafter shall do the same within ten (10) days of any change in such appointment. Within three (3) months following approval of the first building permit for Land Bay B and/or C, the Applicant shall begin to calculate the Baseline Trips described in Proffer 23A herein.

**C. TDM Plan.** In order to meet the TDM Goals set forth in this Proffer, the Applicant shall implement the TDM Plan. A draft copy of this plan shall be provided to FCDOT for review and comment prior to the issuance of the first building permit for the Proposed Development following approval of this Application. Should FCDOT seek modifications to the TDM Plan, the Applicant shall work in good faith with FCDOT and shall amend the TDM Plan as mutually agreed to by the Applicant and FCDOT. If FCDOT does not comment on the TDM Plan within sixty (60) days following its submission, the TDM Plan shall be deemed approved. Once the TDM Plan is approved by FCDOT, the Applicant shall implement the TDM Plan. Because the TDM Plan represents the strategy to be employed by the PM to meet the TDM Goal, the TDM Plan may be amended from time to time, subject to approval of FCDOT, without the requirement to secure a PCA; provided, however, that the TDM Goal shall not be amended absent approval of the Board of Supervisors. The TDM Plan and any amendments thereto shall include provisions for the following with respect to the Proposed Development:

- i. Requirement that each lease/sublease in the Proposed Development include a requirement for the tenant to disseminate information about transit services available to the Property, including Metro maps, schedules and forms, as well as ride-sharing and other relevant transit options, to employees, subtenants and, as applicable, on-site consultants;
- ii. Coordination/Assistance with existing/established vanpool and carpool formation programs, including the Dulles Area Transportation Association (“DATA”), the Fairfax County Department of Transportation Ride Share, as well as other ride matching services and the adjacent office buildings and homeowners associations and established guaranteed ride home programs;
- iii. Dedicated parking spaces on the Property for vanpools and car-sharing vendors not otherwise addressed herein will be provided at convenient locations so as to encourage vanpool usage and car-sharing;
- iv. Dedication of three (3) parking spaces for vehicle/car sharing program(s), subject to agreement with third-party vendor(s) (such as ZipCar/FlexCar);
- v. Establishment of a phasing strategy, coordinated with FCDOT as provided herein, to address which TDM strategies are implemented at what time;
- vi. Installation of bicycle racks per Proffer 14 herein, shower facilities and similar amenities in each office building constructed in Land Bays A and D in order to encourage tenants and employees to use alternate means of transportation to work; and
- vii. Other programs as determined by the PM in consultation with FCDOT.

**D. TDM Account.** Concurrent with the designation of the PM, the Applicant shall establish and fund a TDM account (the TDM Account”) in the initial amount of Fifty Thousand dollars (\$50,000.00). Funds in the TDM Account shall be utilized by the PM each year to implement the TDM strategies and up to fifty percent (50%) may be used to pay for the PM’s services, provided however that the percentage of the TDM Account used to pay for the PM’s services shall not exceed the percentage of time the PM spends implementing the TDM strategies each year. The TDM Account shall be managed by the PM. As applicable, a line item for further funding of the TDM Account shall be included in the annual UOA budget upon the establishment of the UOA. The UOA documents shall provide that the TDM Account shall not be eliminated as a line item in the UOA budget, and that funds in the TDM Account shall not be utilized for purposes other than to fund implementation of the TDM Plan or to pay the PM. In the event that the TDM Account is drawn upon, then the TDM Account shall be replenished until the TDM Account achieves a balance of Fifty Thousand Dollars (\$50,000.00). The PM shall consult with FCDOT to develop and implement the initial TDM strategies.

**E. Monitoring.**

i. Exactly one (1) year following the issuance of the final Non-RUP on the Property, the effectiveness of the TDM Plan shall be evaluated using surveys and/or traffic counts prepared by the PM and approved by FCDOT. The Applicant shall coordinate with FCDOT, and FCDOT shall approve, the scope of the traffic counts. All costs exclusive of those

of the PM, such as the employment of a traffic consultant, associated with undertaking the traffic study shall be funded outside the TDM Account. The Applicant shall use the results of the surveys and traffic counts to determine if the TDM Goal has been met and shall submit this information to FCDOT for review and approval. If FCDOT has not responded within sixty (60) days, the survey and count data for that year shall be deemed approved. Similar TDM surveys shall be conducted annually thereafter for an additional two (2) years following the initial survey. Neither the Applicant's tenants nor adjacent property owners shall be notified of the date and time of the surveys and/or traffic counts. If the TDM surveys show that the trip reduction objective is being met after a total of three (3) annual surveys, the Applicant shall proceed with the TDM strategies as implemented and shall provide such surveys as may be requested by FCDOT, but not more often than once every three (3) years thereafter.

ii. In the event any TDM survey and traffic count indicates that the TDM Goal has not been met, the Applicant shall meet with FCDOT to review the strategies in place and to develop modifications to the TDM strategies, adopt additional TDM strategies and/or conduct additional traffic counts, as deemed appropriate by FCDOT, that will facilitate meeting the TDM Goal. If the TDM Goal is not met for two (2) consecutive surveys and traffic counts, then the Applicant, or successor condominium association, shall contribute five cents (\$0.05) per square foot of the Proposed Development then-constructed on the Property (up to a maximum \$50,000.00) to the TDM Account to be utilized on supplemental TDM strategies approved in cooperation with FCDOT. The TDM Goal, the TDM strategies and potential for such TDM penalty shall be disclosed in the UOA documents.

**24. Inflationary Adjustment of Contributed Funds.** Any funds contributed for transportation improvements shall be subject to annual inflationary adjustments from the date of approval of this Proffer Condition Amendment request utilizing the Consumer Price Index-Urban ("CPI-U").

#### MISCELLANEOUS

**25. Advance Density Credit.** Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance, for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the PFM, at the time of site plan approval for the Property.

**26. Utility Locations.** To the extent possible and as permitted by the applicable utilities companies, the Applicant shall place all utilities serving the Property underground. Upon request by the Applicant, the Zoning Administrator may waive/modify the requirement to place utilities underground without approval of a PCA upon a determination that such requirement (a) is infeasible or impractical or (b) would require the Applicant to secure easements or consents from third-parties that, despite having been diligently pursued by the Applicant, are not available.

**27. Severability.** Pursuant to Section 18-204 of the Zoning Ordinance, any portion of the Property may be the subject of a PCA, FDPA, FDP, SE or Special Permit ("SP") without joinder and/or consent of the owners of the adjacent Properties, provided that such PCA, FDPA, FDP, SE or SP does not materially adversely affect the other Properties. Previously approved zoning

applications applicable to the balance of the Property that is not the subject of such a PCA, FDPA, FDP, SE or SP shall otherwise remain in full force and effect.

**28. Successors and Assigns.** These Proffers will bind and inure to the benefit of the Applicant and his successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

**29. Counterparts.** These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

COMMONWEALTH CENTRE INVESTORS, LLC  
Owner of Tax Map # 44-1 ((1)) 6, 6B, and 6C

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

COMMONWEALTH CENTRE INVESTORS II, LLC  
Owner of Tax Map # 44-1 ((1)) 6D

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Coolley Godward Kronish LLP

**DRAFT**

DATED: 1/23/07

FAIRFAX COUNTY BOARD OF SUPERVISORS  
Owner of Newbrook Drive

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**FINAL DEVELOPMENT PLAN CONDITIONS****FDP 2006-SU-025****September 19, 2007**

If it is the intent of the Planning Commission to approve Final Development Plan FDP 2006-SU-025, to permit mixed use development, on property located at Tax Map 44-1 ((01)) 06, 6B, 6C, 6D and right-of-way for Newbrook Drive, to be vacated, staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions.

1. Prior to any land disturbing activities, the following shall occur: The Applicant shall conduct a Phase I archaeological survey on the northeastern portion of the property, using a scope of work provided by the Park Authority's Cultural Resource Management and Protection Sections (CRMPS). If any archaeological resources are found in the Phase I survey and it is deemed appropriate by CRMPS, Phase II assessment shall be done, using a scope of work provided by CRMPS. If any sites are determined to be significant by CRMPS, then either they will be left undisturbed or Phase III data recoveries shall be performed in accordance with a scope provided by CRMPS. Any areas disturbed which are outside of the proffered limits of clearing shall be restored as approved by Urban Forest Management, DPWES. Any Phase III scopes will provide for public interpretation of the results. Draft and final archaeological reports produced as a result of Phase I, II and/or III studies shall be submitted for approval to CRMPS.
  
2. In the area adjacent to the cemetery, the Applicant shall conduct an archaeological study to determine that the burials do not extend beyond the modern cemetery boundaries of the cemetery, as burials were frequently unmarked and it is not uncommon for burials to extend beyond the cemetery enclosure. Prior to the beginning of this study, and prior to any land disturbing activities in Land Bay D, the Applicant shall coordinate with the Park Authority's Cultural Resource Management and Protection Sections (CRMPS) to review the scope of the project. Any areas beyond the current, known limits of the cemetery in which human remains are found shall be included in the cemetery for the purposes of the following proffer, and shall be treated in accordance with applicable state law. The discovery of human remains is subject to the provisions set forth in the Virginia Antiquities Act, Code of Virginia 10.1-2305.

To protect the cemetery located in Land Bay D during construction activities, prior to the initiation of clearing and grading on Land Bay D, the Applicant shall install temporary chain-link fencing defined as follows

around the perimeter of the cemetery: 6-8-foot tall, 10-12 foot wide panels, 14-gauge welded wire attached to steel posts that can be clamped together and set in concrete block "foundations". Said temporary fencing shall remain in place until completion of construction in the immediate area, when the Applicant shall provide around the cemetery a 4-foot tall, decorative metal fence, landscaping around the perimeter and a fiberglass imbedded historical marker commemorating the cemetery. A public access easement shall be provided to the cemetery, and the Applicant shall maintain it, which obligation shall be provided for in the appropriate documents.

**REZONING AFFIDAVIT**

DATE: September 12, 2007  
 (enter date affidavit is notarized)

I, Jill D. Switkin, 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            96199c

in Application No.(s): PCA 78-S-063-5  
 (enter County-assigned application number(s), e.g. RZ 88-V-001)

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

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

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

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Commonwealth Centre Investors, LLC Agents: Christian M. Chambers (former) Stephen M. Spaeder Andrew J. Brookman Barry (nmi) Howard	770 Township Line Road Suite 150 Yardley, PA 19067	Owner/Applicant 44-1((1)) 6, 6B and 6C
Commonwealth Centre Investors II, LLC Agent: Christian M. Chambers (former) Stephen M. Spaeder Andrew J. Brookman Barry (nmi) Howard	770 Township Line Road Suite 150 Yardley, PA 19067	Owner/Applicant 44-1((1)) 6D
Hickok Cole Architects, P.C. Agents: Michael E. Hickock Stephen J. Baker Andres Fernandez Cueto	1023 31st Street, N.W. Washington, DC 20007	Architect/Agent

(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: September 12, 2007  
 (enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
 (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)
Cooley Godward Kronish LLP Agents: Antonio J. Calabrese, Esquire Mark C. Looney, Esquire Colleen Gillis Snow, Esquire Andrew R. Levinson, Esquire (former) Jill D. Switkin, Esquire Jeffrey A. Nein, AICP Meaghan P. Murray, Planner Ben I. Wales, Planner Katherine D. Youngbluth, Planner Jason R. Rogers, Planner Sara L. Duvall, Planner (former)	Reston Town Center One Freedom Square 11951 Freedom Drive Reston, VA 20190	Attorneys/Agents
Burgess & Niple, Inc. of Virginia Agents: James L. McCormack John P. Gaston Tom E. Barrett Viktoriya (nmi) Kurbatova Terry E. Bland	Dulles Office 4160 Pleasant Valley Road Chantilly, VA 20151	Engineers/Agents
Lewis Scully Gionet Agents: Mark R. Lewis, ASLA Mark C. Gionet, ASLA, AICP Connie (nmi) Fan, ASLA, LEED, AP	1919 Gallows Road Suite 110 Vienna, VA 22182	Landscape Architects/Agents
RTKL Associates Inc. Agents: Marcus W. Fairbrother, AIA John J. Becker, AIA	Suite 400 1250 Connecticut Ave. NW Washington, DC 20036	Architects/Agents

(check if applicable)

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

## Rezoning Attachment to Par. 1(a)

DATE: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(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)
M. J. Wells & Associates, LLC Agents: Robin L. Antonucci Kevin R. Fellin	1420 Spring Hill Road Suite 600 McLean, VA 22102	Traffic Consultant/Agent

(check if applicable)

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

REZONING AFFIDAVIT

DATE: September 12, 2007  
(enter date affidavit is notarized)

46199c

for Application No. (s): PCA 78-S-063-5  
(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)

Commonwealth Centre Investors, LLC  
770 Township Line Road  
Suite 150  
Yardley, PA 19067

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

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

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

BPG Investment Partnership VII, L.P, a Pennsylvania limited partnership  
BPG Private Real Estate Investment Trust, a Maryland real estate investment trust

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

Daniel M. DiLella, Pres. & Asst. Sec.	Joseph F. Mullen, Sr. VP & Asst. Sec.	Scott A. Williams, Sr. VP & Asst. Sec.
Barry (nmi) Howard, Chair, VP & Asst. Sec.	Joseph I. Neverauskas, Sr. VP & Asst. Sec.	Loretta M. Kelly, VP and Sec.
Arthur P. Pasquarella, Exec. VP & Asst. Sec.	Elizabeth A. Owens, Sr. VP & Asst. Sec.	David K. Barndt, VP & Asst. Sec.
Charles J. Davidson, Sr. VP & Asst. Sec.	Roy C. Perry, Sr. VP & Asst. Sec.	Jennifer L. Bowlby, VP & Asst. Sec.
Robert K. Maloney, Sr. VP, Treas. & Asst. Sec.	Stephen M. Spaeder, Sr. VP & Asst. Sec.	John (nmi) Braithwaite, VP & Asst. Sec.

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

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

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

DATE: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Commonwealth Centre Investors, LLC (CONTINUED)  
770 Township Line Road, Suite 150  
Yardley, PA 19067

- 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.**)

John L. Brogan, VP & Asst. Sec.	Albert J. Corr, VP & Asst. Sec.	Cory J. Hildebrand, VP & Asst. Sec.
Michael D. Brower, VP & Asst. Sec.	Brant G. Glomb, VP & Asst. Sec.	Christopher J. Locatell, VP & Asst. Sec.
Robert T. Cook, VP & Asst. Sec.	George E. Haines, VP & Asst. Sec.	Howard L. Patent, VP & Asst. Sec. (CONTINUED)

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Commonwealth Centre Investors, LLC (CONTINUED)  
770 Township Line Road, Suite 150  
Yardley, PA 19067

- 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 S:** (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.**)

Steve (nmi) Pogarsky, VP & Asst. Sec.	Stephen J. Shanahan, VP & Asst. Sec.
Kathleen Lynch Powell, VP & Asst. Sec.	Andrew J. White, VP and Asst. Sec.
Holly (nmi) Reynolds, VP & Asst. Sec.	Mary T. Brown, Assistant Sec.
Timothy G. Scannell, VP & Asst. Sec.	Susan J. Costello, Assistant 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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

Commonwealth Centre Investors II, LLC  
770 Township Line Road  
Suite 150  
Yardley, PA 19067

**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)

BPG Investment Partnership VII, L.P., a Pennsylvania limited partnership  
BPG Private Real Estate Investment Trust, a Maryland real estate investment trust

=====

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

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

Daniel M. DiLella, Pres & Asst. Sec.	Charles J. Davidson, Sr. VP & Asst. Sec.	Joseph I. Neverauskas, Sr. VP & Asst. Sec.
Barry (nmi) Howard, Chair, VP & Asst. Sec.	Robert K. Maloney, Sr. VP, Treas. & Asst. Sec.	Elizabeth A. Owens, Sr. VP and Asst. Sec.
Arthur P. Pasquarella, Exec. VP & Asst. Sec.	Joseph F. Mullen, Sr. VP & Asst. Sec.	Roy C. Perry, Sr. VP & Asst. Sec. (CONT.

=====

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

BPG-Executive, LLC  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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)

Daniel M. DiLella	Scott A. Williams
Arthur P. Pasquarella	Joseph F. Mullen
Barry (nmi) Howard	Stephen M. Spaeder
Robert K. Maloney	

=====

**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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

Commonwealth Centre Investors II, LLC (CONTINUED)  
770 Township Line Road  
Suite 150  
Yardley, PA 19067

**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.)**

Stephen M. Spaeder, Sr. VP & Asst. Sec.	David K. Barndt, VP & Asst. Sec.	
Scott A. Williams, Sr. VP & Asst. Sec.	Jennifer L. Bowlby, VP & Asst. Sec.	
Loretta M. Kelly, VP and Sec.	John (nmi) Braithwaite, VP and Asst. Sec.	(CONTINUED - SEE NEXT PAGE)

=====

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

DATE: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Commonwealth Centre Investors, II, LLC (CONTINUED)  
770 Township Line Road, Suite 150  
Yardley, PA 19067

- 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.**)

John L. Brogan, VP & Asst. Sec.	Albert J. Corr, VP & Asst. Sec.	Cory J. Hildebrand, VP & Asst. Sec.
Michael D. Brower, VP & Asst. Sec.	Brant G. Glomb, VP & Asst. Sec.	Christopher J. Locatell, VP & Asst. Sec.
Robert T. Cook, VP & Asst. Sec.	George E. Haines, VP & Asst. Sec.	Howard L. Patent, VP & Asst. Sec. (CONTINUED)

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Commonwealth Centre Investors II, LLC (CONTINUED)  
770 Township Line Road, Suite 150  
Yardley, PA 19067

- 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 S:** (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.**)

Steve (nmi) Pogarsky, VP & Asst. Sec.	Stephen J. Shanahan, VP & Asst. Sec.
Kathleen Lynch Powell, VP & Asst. Sec.	Andrew J. White, VP and Asst. Sec.
Holly (nmi) Reynolds, VP & Asst. Sec.	Mary T. Brown, Assistant Sec.
Timothy G. Scannell, VP & Asst. Sec.	Susan J. Costello, Assistant 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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Hickok Cole Architects, P.C.  
1023 31st Street NW  
Washington, DC 20007

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

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)  
Michael Eugene Hickok  
Yolanda Lynn Cole

=====

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

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
M. J. Wells & Associates, LLC  
1420 Spring Hill Road, Suite 600  
McLean, VA 22102

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

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
M. J. Wells & Associates, Inc.

=====

**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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

M.J. Wells & Associates, Inc.  
1420 Spring Hill Road, Suite 600  
McLean, VA 22102

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

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

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

Employee Stock Ownership Trust (ESOT). All employees are eligible plan participants; however, none own more than 1% or more of any class of stock.

=====

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

=====

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

Real Estate Alternatives Portfolio 3, L.L.C.  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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)

Life Investors Insurance Company of America	Stonebridge Life Insurance Company
Monumental Life Insurance Company	Transamerica Life Insurance Company
Peoples Benefit Life Insurance Company	Transamerica Occidental Life Insurance 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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

Transamerica Life Insurance Company  
4333 Edgewood Road, NE  
Cedar Rapids, IA 52499

**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)

Wholly owned by AEGON which is publicly traded on the New York Stock Exchange as AEG

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

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

President - Larry Neil Norman  
Secretary - Craig Dean Vermie  
Treasurer - James Arthur Beardsworth

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

Transamerica Occidental Life Insurance Company  
4333 Edgewood Road, NE  
Cedar Rapids, IA 52499

**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)

Wholly owned by AEGON which is publicly traded on the New York Stock Exchange as AEG

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

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

President - Ronald Franklin Wogley  
Secretary - Craig Dean Vermie  
Treasurer - Diane Dee Meiners

(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: September 13, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Life Investors Insurance Company of America  
4333 Edgewood Road, NE  
Cedar Rapids, IA 52499

**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)  
Wholly owned by AEGON which is publicly traded on the New York Stock Exchange as AEG

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer,** etc.)  
President - Timothy Francis Kneeland  
Secretary - Craig Dean Vermie  
Treasurer - James Arthur Beardsworth

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Monumental Life Insurance Company  
2 East Chase Street  
Baltimore, MD 21202

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

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
Wholly owned by AEGON which is publicly traded on the New York Stock Exchange as AEG

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer,** etc.)  
President - Henry G. Hagan  
Secretary - Helen Stacey Boyer  
Treasurer - James Arthur Beardsworth

(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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Peoples Benefit Life Insurance Company  
4333 Edgewood Road, NE  
Cedar Rapids, IA 52499

**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)  
Wholly owned by AEGON which is publicly traded on the New York Stock Exchange under AEG

=====

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

President - Marilyn (nmi) Carp  
Secretary - Craig Dean Vermie  
Treasurer - Martha Ann Mcconnell

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Stonebridge Life Insurance Company  
2700 West Plano Parkway  
Plano, TX 75075

**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)  
Wholly owned by AEGON which is publicly traded on the New York Stock Exchange under AEG

=====

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

President - Marilyn (nmi) Carp  
Secretary - Craig Dean Vermie  
Treasurer - Susan ann Peters

(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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

Burgess & Niple, Inc. of Virginia  
Dulles Office  
4160 Pleasant Valley Road  
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)

Burgess & Niple, Inc. of Ohio

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)

Burgess & Niple, Inc. of Ohio  
5085 Reed Road  
Columbus, OH 43220

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)

Thomas A. Bolte	John D. Clarke, Jr.	Patricia A. Doody	David A. Kalina	Mark R. Rowland	Edward S. Sondles
Milton G. Bosworth	Kenneth R. Davis, Jr.	James D. Edwards	Bruce (nmi) Mansfield	Garrett S. Runey, II	Howard M. Willis
Bernard E. Bouman	John T. DeBell	James P. Garrison	Tom J. Mignery	Terrence A. Sack	Larry J. Woodlan
Dennis A. Chelsey	Barry Y. Dixon	Peggy L. Garrison	Walter C. Roehrs	Ronald R. Schultz	Charles J. Zibbel

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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

Lewis Scully Gionet  
1919 Gallows Road, Suite 110  
Vienna, VA 22182

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

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

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

Robert K. Esselburn  
Mark R. Lewis  
Mark C. Gionet  
Sunny Jung Scully

**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)

Bergen GP7 LLC  
770 Township Line Road, Suite 150  
Yardley PA 19067

**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)

Daniel M. DiLella      Scott A. Williams  
Arthur P. Pasquarella      Joseph F. Mullen  
Barry (nmi) Howard      Stephen M. Spaeder  
Robert K. Maloney

**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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

RTKL Associates Inc.  
Suite 400  
1250 Connecticut Ave. NW  
Washington, DC 20036

**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)

Berwind Property Group, Inc.  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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)

C. G. Berwind, Jr.  
C. G. Berwind Jr., Jessica Berwind, T.B. Morris, Jr. and Joanna Berwind Creamer, Trustees u/d/t of C. G. Berwind dated February 28, 1963 for C. G. Berwind Jr.  
(Continued)

=====

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

T. B. Morris, Jr. - Chairman of the Board	R. K. Maloney - Sr. VP, Treas. & Ass't Sec'y	E. A. Owens, Sr. VP & Ass't Sec'y
D. M. DiLella - President & Ass't Sec'y	R. C. Perry - Sr. VP & Ass't Sec'y	J. I. Neverauskas, Sr. VP & Ass't Sec'y
B. Howard - Exec. VP & Ass't Sec'y	S. A. Williams - Sr. VP & Ass't Sec'y	S. M. Spaeder Sr. VP & Ass't Sec'y
A. P. Pasquarella - Exec. VP & Ass't Sec'y	C. J. Davidson - Sr. VP & Ass't Sec'y	(CONTINUED)

(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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

Berwind Property Group, Inc. (CONTINUED)  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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)

C. G. Berwind, III, J. Berwind Creamer, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for C. G. Berwind, III.  
J. M. Berwind, J. Berwind Creamer, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for J. M. Berwind

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

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

J. F. Mullen - Sr. VP & Ass't Sec'y	J. L. Bowiby - VP & Ass't Sec'y	R. K. Byecroft - VP & Ass't Sec'y
C. M. Chambers - Sr. VP & Ass't Sec'y	J. Braithwaite - VP & Ass't Sec'y	R. T. Cook - VP & Ass't Sec'y
L. M. Kelly - VP, GC & Sec'y	J. L. Brogan - VP & Ass't Sec'y	A. J. Corr - VP & Ass't Sec'y
D. K. Barndt - VP & Ass't Sec'y	M. D. Brower - VP & Ass't Sec'y	C. J. Hildebrand - VP & Ass't Sec'y (CONTINUED)

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

Berwind Property Group, Inc. (CONTINUED)  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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)

J. D. Berwind, J. Berwind Creamer, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for J. D. Berwind  
J. Berwind Creamer, J. M. Berwind, J. L. Hamling and T. B. Morris Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for J. Berwind Creamer.

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

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

C. J. Locatell - VP & Ass't Sec'y	T. G. Scannell - VP & Ass't Sec'y
K. Lynch Powell - VP & Ass't Sec'y	M. T. Brown - Ass't Sec'y
H. Patent - VP & Ass't Sec'y	S. J. Costello - Ass't Sec'y
H. Reynolds - VP & Ass't Sec'y	

(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: September 13, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(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)

Cooley Godward Kronish LLP  
One Freedom Square  
Reston Town Center  
11951 Freedom Drive  
Reston, VA 20190

(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)

Gian-Michele a Marca  
Jane K. Adams  
Maureen P. Alger  
Michael F. Armstrong  
Gordon C. Atkinson  
Michael A. Attanasio  
Jonathan P. Bach  
Celia Goldwag Barenholtz  
Frederick D. Baron  
James A. Beldner

Keith J. Berets  
Laura A. Berezin  
Russell S. Berman  
Barbara L. Borden  
Jodie M. Bourdet  
Lance W. Bridges  
Matthew J. Brigham  
Robert J. Brigham  
John P. Brockland

James P. Brogan  
Nicole C. Brookshire  
Matthew D. Brown  
Matthew T. Browne  
Robert T. Cahill  
Antonio J. Calabrese  
Linda F. Callison  
William Lesse Castleberry  
Lynda K. Chandler  
Ethan E. Christensen

(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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

Cooley Godward Kronish LLP  
Reston Town Center, One Freedom Square  
11951 Freedom Drive  
Reston, VA 20190

(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**)

Richard E. Climan  
Alan S. Cohen  
Thomas A. Coll  
Joseph W. Conroy  
Carolyn L. Craig  
John W. Crittenden  
Janet L. Cullum  
Nathan K. Cummings  
John A. Dado  
Craig E. Dauchy  
Darren K. DeStefano  
Scott D. Devereaux  
Jennifer Fonner DiNucci  
James J. Donato  
Michelle C. Doolin  
John C. Dwyer  
Robert L. Eisenbach, III  
Brent D. Fassett  
M. Wainwright Fishburn, Jr.  
M. Manuel Fishman  
Keith A. Flaum  
Grant P. Fondo  
Daniel W. Frank  
Richard H. Frank  
William S. Freeman  
Steven L. Friedlander  
Thomas J. Friel, Jr.  
Koji F. Fukumura  
James F. Fulton, Jr.  
Phillip J. Gall  
William s. Galliani  
Stephen D. Gardner  
John M. Geschke  
Kathleen A. Goodhart  
Lawrence C. Gottlieb

Shane L. Goudey  
William E. Grauer  
Jonathan G. Graves  
Paul E. Gross  
Kenneth L. Guernsey  
Patrick P. Gunn  
Zvi Hahn  
John B. Hale  
Andrew (nmi) Hartman  
Amy (nmi) Hartman  
Bernard L. Hatcher  
Matthew B. Hemington  
Cathy Rae Hershcopf  
Gordon (nmi) Ho  
Suzanne Sowachka Hooper  
Tami J. Howie  
Mark M. Hrenya  
Christopher R. Hutter  
Jay R. Indyke  
Craig D. Jacoby  
Eric C. Jensen  
Robert L. Jones  
Barclay J. Kamb  
Richard S. Kanowitz  
Jeffrey S. Karr  
Scott L. Kaufman  
Margaret H. Kavalaris  
J. Michael Kelly  
Jason L. Kent  
James C. Kitch  
Michael J. Klisch  
Barbara A. Kosacz  
Gary M. Kravetz  
Kenneth J. Krisko  
Shira Nadich Levin

Alan (nmi) Levine  
Michael S. Levinson  
Elizabeth L. Lewis  
Michael R. Lincoln  
James C. T. Linfield  
David A. Lipkin  
Chet F. Lipton  
Samuel M. Livermore  
Douglas P. Lobel  
Mark C. Looney  
Michael X. Marinelli  
John T. McKenna  
Daniel P. Meehan  
Robert H. Miller  
Brian E Mitchell  
Ann M. Mooney  
Gary H. Moore  
Timothy J. Moore  
Webb B Morrow, III  
Kevin P. Mullen  
Frederick T. Muto  
Ross W. Nadel  
Ryan E. Naftulin  
Stephen C. Neal  
James E. Nesland  
Alison (nmi) Newman  
William H. O'Brien  
Thomas D. O'Connor  
Vincent P. Pangrazio  
Timothy G. Patterson  
Anne H. Peck  
D. Bradley Peck  
Susan Cooper Philpot  
Benjamin D. Pierson  
Frank V. Pietrantonio

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

Special Exception Attachment to Par. 1(c)

DATE: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

Cooley Godward Kronish LLP  
Reston Town Center  
11951 Freedom Drive  
Reston, VA 20190

(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**)

Mark B. Pitchford  
Michael L. Platt  
Christian E. Plaza  
Lori R. E. Ploeger  
Thomas F. Poche  
Anna B. Pope  
Marya A. Postner  
Steve M. Przesmicki  
Seth A. Rafkin  
Frank F. Rahmani  
Thoas Z. Reicher  
Eric M. Reifschneider  
Michael G. Rhodes  
Michelle S. Rhyu  
Paul M. Ritter  
Julie M. Robinson  
Ricardo (nmi) Rodriguez  
Adam C. Rogoff  
Jane (nmi) Ross  
Richard S. Rothberg  
Adam J. Ruttenberg  
Adam L. Salassi  
Thomas R. Salley III  
Richard S. Sanders  
Glen Y. Sato  
Martin S. Schenker  
Joseph A. Scherer  
Paul H. Schwartz  
William J. Schwartz  
Gregory A. Smith  
Whitty (nmi) Somvichian  
Mark D. Spoto  
Wayne O. Stacy  
Neal J. Stephens  
Michael D. Stern  
Anthony M. Steigler

Steven M. Strauss  
Myron G. Sugarman  
Christopher J. Sundermeier  
Ronald R. Sussman  
C. Scott Talbot  
Mark P. Tanoury  
Philip C. Tencer  
Gregory C. Tenhoff  
Timothy S. Teter  
John H. Toole  
Michael S. Tuscan  
Edward Van Gieson  
Erich E. Veitenheimer III  
Aaron J. Velli  
Robert R. Vieth  
Lois K. Voelz  
Craig A. Waldman  
Kent M. Walker  
David A. Walsh  
David M. Warren  
Steven K. Weinberg  
Thomas S. Welk  
Christopher A. Westover  
Francis R. Wheeler  
Brett D. White  
Peter J. Willsey  
Nancy H. Wojtas  
Nan (nmi) Wu  
John F. Young  
Kevin J. Zimmer

**ADDITIONS:**

Laura Grossfield Birger  
Alfred L. Browne III  
Roel C. Campos (effective 9/10/07)  
Jennifer B. Coplan  
Lester J. Fagan  
John (nmi) Hession  
Michael H. Knight  
Robert B. Lovett  
Thomas C. Meyers  
Patrick J. Mitchell  
Marc (nmi) Recht  
Richard S. Sanders  
Robert J. Tosti  
Miguel J. Vega

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

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

DATE: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

BPG Investment Partnership VII, L.P.  
770 Township Line Road, Suite 150  
Yardley, PA 29067

(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:

Bergen GP7 Limited Partnership

Limited Partners owning 10% or more of  
Commonwealth Centre Investors, LLC  
and/or Commonwealth Centre Investors II,  
LLC are:

BPG Real Estate Investors Fund VII, L.P.  
Real Estate Alternatives Portfolio 3, L.L.C.

Limited Partners owning less than 10% of  
Commonwealth Centre Investors, LLC  
and/or Commonwealth Centre Investors II,  
LLC are:

BPG Real Estate Investors-7, L.P.  
BPG Real Estate Investors-IPVII-MC, L.P.  
Kodak Retirement Income Plan  
Raytheon Masters Pension Trust  
PA State Employees' Retirement System  
Regents of the University of Michigan  
President and Trustees of Williams College  
Thomas Jefferson University  
Rutgers, State University of NJ Board of  
Governors  
WFC Holdings Corporation  
Swarthmore College  
University of Delaware  
Wilmington Trust Co. Pension Trust  
BA Seven LLC  
The Penn State University Trust  
Henry Francis DuPont Winterthur  
Museum, Inc.  
Mt. Cuba Center, Inc.  
Thomas J. Knox  
Leo Model Trust-for the benefit of  
the Issue of Allen Model

University of Houston System Endowment  
Fund  
Rocco Abessinio  
HFCF Alternative Investment Fund No. 3  
Rutgers, State University of NJ Board of  
Trustees  
Sovereign Bancorp, Inc.  
Calconn Private Equities II, LLC  
Charlevoix Holdings LLC  
Lifespan Corporation  
President and Trustees of Colby College  
Howard University Endowment Fund  
Howard University Retirement Trust  
McIlver Family Trust-2003  
Woodley Alternatives LLC  
University of Wisconsin Foundation  
Lifespan-Retirement Plan Newport  
Hospital Pension  
Mark Goldman  
Jaime Davila 1995 Generation Skipping  
Trust  
Pingry Corporation

(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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

BPG Private Real Estate Investment Trust, a Maryland real estate investment trust (REIT)  
770 Township Line Road  
Suite 150  
Yardley, PA 19067

(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**)

All common shares of the REIT are owned  
by BPG Investment Partnership VIIA, L.P.

All preferred shares of this real estate  
investment trust are owned by over 110  
shareholders or unitholders, none of whom  
owns 10% or more of the Applicant/Title  
Owners, Commonwealth Centre Investors,  
LLC. and/or Commonwealth Centre  
Investors II, LLC.

(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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

Bergen GP7 Limited Partnership  
770 Township Line Road, Suite 150  
Yardley, PA 19067

(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: Bergen GP7 LLC

Limited Partners:

Berwin Property Group, Ltd.  
Executive Equity Partners-IPVII, L.P.

(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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

BPG Real Estate Investors Fund, VII, L.P.  
770 Township Line Road, Suite 150  
Yardley, PA 29067

(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:

BPG-GP, LLC (1.00%)

Limited Partners:

Executive Equity Partners-IPVI, L.P.  
(2.00%)

Berwind Property Group, Ltd. (97%)

(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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

Executive Equity Partners-IPVII, L.P.  
770 Township Line Road  
Suite 150  
Yardley, PA 19067

(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:

BPG-Executive, LLC

Limited Partners:

- Daniel M. DiLella
- Arthur P. Pasquarella
- Barry (nmi) Howard
- Robert K. Maloney
- Scott A. Williams
- Joseph F. Mullen
- Stephen M. Spaeder
- Roy C. Perry
- Elizabeth (nmi) Owens
- David K. Barndt
- Howard L. Patent
- Charles J. Davidson
- Joseph I. Neverauskas
- Loretta M. Kelly
- Douglas G. Hoffman
- Albert J. Corr
- Robert J. Riviezzo
- Mark T. Ledger
- Holly T. Reynolds
- Kathleen L. Powell
- Joseph G. Nahas, Jr.
- John L. Brogan

(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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

Berwin Property Group, Ltd.  
770 Township Line Road  
Suite 150  
Yardley, PA 19067

(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:

Berwin Property Group, Inc.

Limited Partners:

C. G. Berwind, Jr.

C.G. Berwind, Jr., Jessica Berwind, T. B. Morris, Jr. and Joanna Berwind Creamer, Trustees u/d/t of C. G. Berwind dated February 28, 1963 for C. G. Berwind, Jr.

C. G. Berwind, III, J. Berwind Creamer, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for C. G. Berwind, III.

J. M. Berwind, J. Berwind Creamer, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind Jr., dated 12/31/72 for J. M. Berwind.

J. D. Berwind, J. Berwind Creamer, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for J. D. Berwind.

J. Berwind Creamer, J. M. Berwind, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for J. Berwind Creamer.

(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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number (s))

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

BPG Investment Partnership VIIA, L.P.  
770 Township Line Road, Suite 150  
Yardley, PA 29067

(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**)

BPG Investment Partnership VIIA, L.P. is  
a REIT

General Partner:

Bergen GP7 Limited Partnership

Limited Partners owning 10% or more of  
Commonwealth Centre Investors, LLC  
and/or Commonwealth Centre Investors II,  
LLC:

Berwind Property Group, Ltd  
Real Estate Alternatives Portfolio 3, L.L.C.

There are more than 115+ limited partners  
none of whom owns 10% or more of  
Commonwealth Centre Investors, LLC  
and/or Commonwealth Centre Investors II,  
LLC, the Applicants/Title Owners.

(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: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land:

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

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

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

none

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

REZONING AFFIDAVIT

DATE: September 12, 2007  
(enter date affidavit is notarized)

96199c

for Application No. (s): PCA 78-S-063-5  
(enter County-assigned application number(s))

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

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

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

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

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

WITNESS the following signature:

(check one)

Applicant

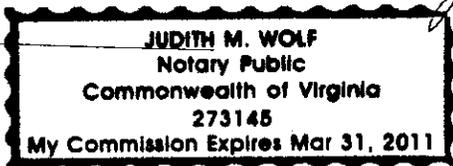
Applicant's Authorized Agent

Jill D. Switkin

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

Subscribed and sworn to before me this 12<sup>th</sup> day of September 2007, in the State/Comm. of Virginia, County/City of Fairfax.

My commission expires:



Josiah M. Wolf  
Notary Public

# REZONING AFFIDAVIT

DATE: September 12, 2007  
(enter date affidavit is notarized)

I, Jill D. Switkin, 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      92518f

in Application No.(s): RZ/FDP 2006-SU-025  
(enter County-assigned application number(s), e.g. RZ 88-V-001)

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

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

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

NAME (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)
Commonwealth Centre Investors, LLC Agents: Christian M. Chambers (former) Stephen M. Spaeder Andrew J. Brookman Barry (nmi) Howard	770 Township Line Road Suite 150 Yardley, PA 19067	Owner/Applicant 44-1((1)) 6, 6B and 6C
Commonwealth Centre Investors II, LLC Agents: Christian M. Chambers (former) Stephen M. Spaeder Andrew J. Brookman Barry (nmi) Howard	770 Township Line Road Suite 150 Yardley, PA 19067	Owner/Applicant 44-1((1)) 6D
Hickok Cole Architects, P.C. Agents: Michael E. Hickock Stephen J. Baker Andres Fernandez Cueto	1023 31st Street, N.W. Washington, DC 20007	Architect/Agent

(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: September 12, 2007  
 (enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
 (enter County-assigned application number (s))

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

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Cooley Godward Kronish LLP (formerly Cooley Godward LLP) Agents: Antonio J. Calabrese, Esquire Mark C. Looney, Esquire Colleen Gillis Snow, Esquire Andrew R. Levinson, Esquire (former) Jill D. Switkin, Esquire Hillary Katherine Zahm, AICP (former) Jeffrey A. Nein, AICP Meaghen P. Murray, Planner Ben I. Wales, Planner Katherine D. Youngbluth, Planner R. Marchant Schneider, Planner (former) Jason R. Rogers, Planner Sara L. Duvall, Planner (former)	Reston Town Center One Freedom Square 11951 Freedom Drive Reston, VA 20190	<b>Attorneys/Agents</b>
Burgess & Niple, Inc. of Virginia Agents: James L. McCormack John P. Gaston Tom E. Barrett Viktoriya (nmi) Kurbatova Terry E. Bland	Dulles Office 4160 Pleasant Valley Road Chantilly, VA 20151	<b>Engineers/Agents</b>
Lewis Scully Gionet Agents: Mark R. Lewis, ASLA Mark C. Gionet, ASLA, AICP Connie (nmi) Fan, ASLA, LEED, AP	1919 Gallows Road Suite 110 Vienna, VA 22182	<b>Landscape Architects/Agents</b>
RTKL Associates Inc. Agents: Marcus W. Fairbrother, AIA John J. Becker, AIA	Suite 400 1250 Connecticut Ave. NW Washington, DC 20036	<b>Architects/Agents</b>

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

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

DATE: September 12, 2007  
(enter date affidavit is notarized)

92518f

for Application No. (s): RZ/FDP 2006-SU-025  
(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)

M. J. Wells & Associates, LLC  
Agents: Robin L. Antonucci  
Kevin R. Fellin

**ADDRESS**

(enter number, street, city, state, and zip code)

1420 Spring Hill Road  
Suite 600  
McLean, VA 22102

**RELATIONSHIP(S)**

(enter applicable relationships listed in **BOLD** above)

**Traffic Consultant/Agent**

Board of Supervisors of Fairfax County,  
Virginia  
Agent: Anthony H. Griffin, Co. Exec.

12000 Government Center Parkway  
Fairfax, VA 22035

**Title Owner of a portion of right-of-way for Newbrook Drive abutting property identified as TM 044-1((1)) parcels 6, 6B, 6C and 6D, to be vacated/abandoned.**

(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: September 12, 2007  
(enter date affidavit is notarized)

92518j

for Application No. (s): RZ/FDP 2006-SU-025  
(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)

Commonwealth Centre Investors, LLC  
770 Township Line Road  
Suite 150  
Yardley, PA 19067

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

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

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

BPG Investment Partnership VII, L.P, a Pennsylvania limited partnership  
BPG Private Real Estate Investment Trust, a Maryland real estate investment trust

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

Daniel M. DiLella, Pres. & Asst. Sec.	Joseph F. Mullen, Sr. VP & Asst. Sec.	Scott A. Williams, Sr. VP & Asst. Sec.
Barry (nmi) Howard, Chair, VP & Asst. Sec.	Joseph I. Neverauskas, Sr. VP & Asst. Sec.	Loretta M. Kelly, VP & Sec.
Arthur P. Pasquarella, Exec. VP & Asst. Sec.	Elizabeth A. Owens, Sr. VP & Asst. Sec.	David K. Barndt, VP & Asst. Sec.
Charles J. Davidson Sr. VP & Asst. Sec.	Roy C. Perry, Sr. VP & Asst. Sec.	Jennifer L. Bowlby, VP & Asst. Sec.
Robert K. Maloney, Sr. VP, Treas. & Asst. Sec.	Stephen M. Spaeder, Sr. VP & Asst. Sec.	John (nmi) Braithwaite, VP & Asst. Sec.

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

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

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

DATE: September 12, 2007  
(enter date affidavit is notarized)

92518x

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Commonwealth Centre Investors, LLC (CONTINUED)  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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.**)  
John L. Brogan, VP & Asst. Sec.     Albert J. Corr, VP & Asst. Sec.     Cory J. Hildebrand, VP & Asst. Sec.  
Michael D. Brower, VP & Asst. Sec.     Brant G. Glomb, VP & Asst. Sec.     Christopher J. Locatell, VP & Asst. Sec.  
Robert T. Cook, VP & Asst. Sec.     George E. Haines, VP & Asst. Sec.     Howard L. Patent, VP & Asst. Sec.     (CONTINUED)

---

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Commonwealth Centre Investors, LLC (CONTINUED)  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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.**)  
Steve (nmi) Pogarsky, VP & Asst. Sec.     Stephen J. Shanahan, VP & Asst. Sec.  
Kathleen Lynch Powell, VP & Asst. Sec.     Andrew J. White, VP and Asst. Sec.  
Holly (nmi) Reynolds, VP & Asst. Sec.     Mary T. Brown, Assistant Sec.  
Timothy G. Scannell, VP & Asst. Sec.     Susan J. Costello, Assistant 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: September 12, 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

Commonwealth Centre Investors II, LLC  
770 Township Line Road  
Suite 150  
Yardley, PA 19067

**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)

BPG Investment Partnership VII, L.P., a Pennsylvania limited partnership  
BPG Private Real Estate Investment Trust, a Maryland real estate investment trust

=====

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

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

Daniel M. DiLella, Pres & Asst. Sec.	Charles J. Davidson, Sr. VP & Asst. Sec.	Joseph I. Neverauskas, Sr. VP & Asst. Sec.
Barry (nmi) Howard, Chair, VP & Asst. Sec.	Robert K. Maloney, Sr. VP, Treas. & Asst. Sec.	Elizabeth A. Owens, Sr. VP and Asst. Sec.
Arthur P. Pasquarella, Exec. VP & Asst. Sec.	Joseph F. Mullen, Sr. VP & Asst. Sec.	Roy C. Perry, Sr. VP & Asst. Sec. (CONT.

=====

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

BPG-Executive, LLC  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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 S:** (enter first name, middle initial, and last name)

Daniel M. DiLella	Scott A. Williams
Arthur P. Pasquarella	Joseph F. Mullen
Barry (nmi) Howard	Stephen M. Spaeder
Robert K. Maloney	

=====

**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: September 12, 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

Commonwealth Centre Investors II, LLC (CONTINUED)  
770 Township Line Road  
Suite 150  
Yardley, PA 19067

**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.)**

Stephen M. Spaeder, Sr. VP & Asst. Sec.	David K. Barndt, VP & Asst. Sec.	
Scott A. Williams, Sr. VP & Asst. Sec.	Jennifer L. Bowlby, VP & Asst. Sec.	
Loretta M. Kelly, VP and Sec.	John (nmi) Braithwaite, VP and Asst. Sec.	(CONTINUED - SEE NEXT PAGE)

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

DATE: September 12, 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Commonwealth Centre Investors, II, LLC (CONTINUED)  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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.**)  
John L. Brogan, VP & Asst. Sec.      Albert J. Corr, VP & Asst. Sec.      Cory J. Hildebrand, VP & Asst. Sec.  
Michael D. Brower, VP & Asst. Sec.      Brant G. Glomb, VP & Asst. Sec.      Christopher J. Locatelli, VP & Asst. Sec.  
Robert T. Cook, VP & Asst. Sec.      George E. Haines, VP & Asst. Sec.      Howard L. Patent, VP & Asst. Sec.      (CONTINUED)

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Commonwealth Centre Investors II, LLC (CONTINUED)  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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.**)  
Steve (nmi) Pogarsky, VP & Asst. Sec.      Stephen J. Shanahan, VP & Asst. Sec.  
Kathleen Lynch Powell, VP & Asst. Sec.      Andrew J. White, VP and Asst. Sec.  
Holly (nmi) Reynolds, VP & Asst. Sec.      Mary T. Brown, Assistant Sec.  
Timothy G. Scannell, VP & Asst. Sec.      Susan J. Costello, Assistant 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: September 12, 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

Hickok Cole Architects, P.C.  
1023 31st Street NW  
Washington, DC 20007

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

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

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

Michael Eugene Hickok  
Yolanda Lynn Cole

=====

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

=====

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

M. J. Wells & Associates, LLC  
1420 Spring Hill Road, Suite 600  
McLean, VA 22102

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

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

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

M. J. Wells & Associates, Inc.

=====

**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: September 12, 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

M.J. Wells & Associates, Inc.  
1420 Spring Hill Road, Suite 600  
McLean, VA 22102

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

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

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

Employee Stock Ownership Trust (ESOT). All employees are eligible plan participants; however, none own more than 1% or more of any class of stock.

=====

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

=====

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

Real Estate Alternatives Portfolio 3, L.L.C.  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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)

Life Investors Insurance Company of America	Stonebridge Life Insurance Company
Monumental Life Insurance Company	Transamerica Life Insurance Company
Peoples Benefit Life Insurance Company	Transamerica Occidental Life Insurance 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: September 12, 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Transamerica Life Insurance Company  
4333 Edgewood Road, NE  
Cedar Rapids, IA 52499

**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)  
Wholly owned by AEGON which is publicly traded on the New York Stock Exchange as AEG

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)  
President - Larry Neil Norman  
Secretary - Craig Dean Vermie  
Treasurer - James Arthur Beardsworth

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Transamerica Occidental Life Insurance Company  
4333 Edgewood Road, NE  
Cedar Rapids, IA 52499

**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)  
Wholly owned by AEGON which is publicly traded on the New York Stock Exchange as AEG

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)  
President - Ronald Franklin Wogley  
Secretary - Craig Dean Vermie  
Treasurer - Diane Dee Meiners

(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: September 12 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Life Investors Insurance Company of America  
4333 Edgewood Road, NE  
Cedar Rapids, IA 52499

**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)  
Wholly owned by AEGON which is publicly traded on the New York Stock Exchange as AEG

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)  
President - Timothy Francis Kneeland  
Secretary - Craig Dean Vermie  
Treasurer - James Arthur Beardsworth

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Monumental Life Insurance Company  
2 East Chase Street  
Baltimore, MD 21202

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

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)  
Wholly owned by AEGON which is publicly traded on the New York Stock Exchange as AEG

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)  
President - Henry G. Hagan  
Secretary - Helen Stacey Boyer  
Treasurer - James Arthur Beardsworth

(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: September 12, 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Peoples Benefit Life Insurance Company  
4333 Edgewood Road, NE  
Cedar Rapids, IA 52499

**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)  
Wholly owned by AEGON which is publicly traded on the New York Stock Exchange under AEG

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)  
President - Marilyn (nmi) Carp  
Secretary - Craig Dean Vermie  
Treasurer - Martha Ann Mcconnell

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Stonebridge Life Insurance Company  
2700 West Plano Parkway  
Plano, TX 75075

**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)  
Wholly owned by AEGON which is publicly traded on the New York Stock Exchange under AEG

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)  
President - Marilyn (nmi) Carp  
Secretary - Craig Dean Vermie  
Treasurer - Susan ann Peters

(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: September 12, 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Burgess & Niple, Inc. of Virginia  
Dulles Office  
4160 Pleasant Valley Road  
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)  
Burgess & Niple, Inc. of Ohio

=====

**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)  
Burgess & Niple, Inc. of Ohio  
5085 Reed Road  
Columbus, OH 43220

- 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)

Thomas A. Bolte	John D. Clarke, Jr.	Patricia A. Doody	David A. Kalina	Mark R. Rowland	Edward S. Sondles
Milton G. Bosworth	Kenneth R. Davis, Jr.	James D. Edwards	Bruce (nmi) Mansfield	Garrett S. Runey, II	Howard M. Willis
Bernard E. Bouman	John T. DeBell	James P. Garrison	Tom J. Mignery	Terrence A. Sack	Larry J. Woodlan
Dennis A. Chelsey	Barry Y. Dixon	Peggy L. Garrison	Walter C. Roehrs	Ronald R. Schultz	Charles J. Zibbel

=====

**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: September 12 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

Lewis Scully Gionet  
1919 Gallows Road, Suite 110  
Vienna, VA 22182

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

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

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

Robert K. Esselburn  
Mark R. Lewis  
Mark C. Gionet  
Sunny Jung Scully

**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)

Bergen GP7 LLC  
770 Township Line Road, Suite 150  
Yardley PA 19067

**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)

Daniel M. DiLella      Scott A. Williams  
Arthur P. Pasquarella      Joseph F. Mullen  
Barry (nmi) Howard      Stephen M. Spaeder  
Robert K. Maloney

**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: September 12, 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

RTKL Associates Inc.  
Suite 400  
1250 Connecticut Ave. NW  
Washington, DC 20036

**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)

Berwind Property Group, Inc.  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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)

C. G. Berwind, Jr.  
C. G. Berwind, Jr., Jessica Berwind, T. B. Morris, Jr. and Joanna Berwind Creamer, Trustees u/d/t of C. G. Berwind dated February 28, 1963 for C. G. Berwind Jr.  
(continued)

=====

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

T. B. Morris, Jr. - Chairman of the Board	R. K. Maloney - Sr. VP, Treas. & Ass't Sec'y	E. A. Owens, Sr. VP & Ass't Sec'y
D. M. DiLella - President & Ass't Sec'y	R. C. Perry - Sr. VP & Ass't Sec'y	J. I. Neverauskas, Sr. VP & Ass't Sec'y
B. Howard - Exec. VP & Ass't Sec'y	S. A. Williams - Sr. VP & Ass't Sec'y	S. M. Spaeder Sr. VP & Ass't Sec'y
A. P. Pasquarella - Exec. VP & Ass't Sec'y	C. J. Davidson - Sr. VP & Ass't Sec'y	(CONTINUED)

(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: September 12 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Berwind Property Group, Inc. (CONTINUED)  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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)

C. G. Berwind, III, J. Berwind Creamer, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for C. G. Berwind, III.  
J. M. Berwind, J. Berwind Creamer, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for J. M. Berwind

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

J. F. Mullen - Sr. VP & Ass't Sec'y	J. L. Bowlby - VP & Ass't Sec'y	R. K. Bycroft - VP & Ass't Sec'y
C. M. Chambers - Sr. VP & Ass't Sec'y	J. Braithwaite - VP & Ass't Sec'y	R. T. Cook - VP & Ass't Sec'y
L. M. Kelly - VP, GC & Sec'y	J. L. Brogan - VP & Ass't Sec'y	A. J. Corr - VP & Ass't Sec'y
D. K. Barndt - VP & Ass't Sec'y	M. D. Brower - VP & Ass't Sec'y	C. J. Hildebrand - VP & Ass't Sec'y (CONTINUED)

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Berwind Property Group, Inc. (CONTINUED)  
770 Township Line Road, Suite 150  
Yardley, PA 19067

**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)

J. D. Berwind, J. Berwind Creamer, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for J. D. Berwind  
J. Berwind Creamer, J. M. Berwind, J. L. Hamling and T. B. Morris Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for J. Berwind Creamer.

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

C. J. Locatell - VP & Ass't Sec'y	T. G. Scannell - VP & Ass't Sec'y
K. Lynch Powell - VP & Ass't Sec'y	M. T. Brown - Ass't Sec'y
H. Patent - VP & Ass't Sec'y	S. J. Costello - Ass't Sec'y
H. Reynolds - VP & Ass't Sec'y	

(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: September 12, 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(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)

Cooley Godward Kronish LLP (formerly Cooley Godward LLP)  
One Freedom Square  
Reston Town Center  
11951 Freedom Drive  
Reston, VA 20190

(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)

- |                               |                            |                             |
|-------------------------------|----------------------------|-----------------------------|
| Jane K. Adams                 | Robert J. Brigham          | John W. Crittenden          |
| Kenneth J. Adelson (former)   | John P. Brockland          | Janet L. Culham             |
| Matthias (nmi) Alder (former) | James P. Brogan            | John A. Dado                |
| Gian-Michele a Marca          | Matthew T. Browne          | Craig E. Dauchy             |
| Gordon C. Atkinson            | Robert T. Cahill           | Darren K. DeStefano         |
| Michael A. Attanasio          | Antonio J. Calabrese       | Scott D. Devereaux          |
| Frederick D. Baron            | Linda F. Callison          | Jennifer Fonner DiNucci     |
| Lee F. Benton (former)        | Lynda K. Chandler          | Kirk C. Dizon (former)      |
| Keith J. Berets               | Dennis M. Childs           | James J. Donato             |
| Laura A. Berezin              | Paul G. Churchill (former) | Michelle C. Doolin          |
| Barbara L. Borden             | Richard E. Climan          | John C. Dwyer               |
| Jodie M. Bourdet              | Thomas A. Coll             | Robert L. Eisenbach, III    |
| Lance W. Bridges              | Joseph W. Conroy           | Brent D. Fassett            |
| Matthew J. Brigham            | Carolyn L. Craig           | M. Wainwright Fishburn, Jr. |

(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. Footnote numbers to designate 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: September 12, 2007  
(enter date affidavit is notarized)

92518x

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

Cooley Godward Kronish LLP (formerly Cooley Godward LLP)  
One Freedom Square  
Reston Town Center  
11951 Freedom Drive  
Reston, VA 20190

(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)

- |                           |                       |                         |
|---------------------------|-----------------------|-------------------------|
| Keith A. Flaum            | Craig D. Jacoby       | Vincent P. Pangrazio    |
| Grant P. Fondo            | Eric C. Jensen        | Timothy G. Patterson    |
| Daniel W. Frank           | Robert L. Jones       | Anne H. Peck            |
| Richard H. Frank          | Barclay J. Kamb       | D. Bradley Peck         |
| William S. Freeman        | Jeffrey S. Karr       | Susan Cooper Philpot    |
| Steven L. Friedlander     | Margaret H. Kavalaris | Frank V. Pietrantonio   |
| Thomas J. Friel, Jr.      | J. Michael Kelly      | Mark B. Pitchford       |
| Koji F. Fukumura          | James C. Kitch        | Michael L. Platt        |
| James F. Fulton, Jr.      | Michael J. Klisch     | Christian E. Plaza      |
| William S. Galliani       | Barbara A. Kosacz     | Lori R.E. Ploeger       |
| John M. Geschke           | Michael S. Levinson   | Anna B. Pope            |
| Mark R. Goldberg (former) | Elizabeth L. Lewis    | Marya A. Postner        |
| Kathleen A. Goodhart      | Michael R. Lincoln    | Steve M. Przesmicki     |
| Shane L. Goudey           | James C. T. Linfield  | Frank F. Rahmani        |
| William E. Grauer         | David A. Lipkin       | Thomas Z. Reicher       |
| Jonathan G. Graves        | Samuel M. Livermore   | Eric M. Reifschneider   |
| Kenneth L. Guernsey       | Michael X. Marinelli  | Michael G. Rhodes       |
| Patrick P. Gunn           | John T. McKenna       | Michelle g. Rhyu        |
| John B. Hale              | Daniel P. Meehan      | Julie M. Robinson       |
| Andrew (nmi) Hartman      | Robert H. Miller      | Ricardo (nmi) Rodriguez |
| Amy (nmi) Hartman         | Ann M. Mooney         | Jane (nmi) Ross         |
| Judith A. Hasko (former)  | Gary H. Moore         | Adam J. Ruttenberg      |
| Bernard L. Hatcher        | Timothy J. Moore      | Adam L. Salassi         |
| Matthew B. Hemington      | Webb B. Morrow, III   | Thomas R. Salley III    |
| Gordon K. Ho              | Frederick T. Muto     | Martin S. Schenker      |
| Suzanne Sawochka Hooper   | Ryan E. Naftulin      | Joseph A. Scherer       |
| Tami J. Howie             | Ross W. Nadel         | Paul H. Schwartz        |
| Mark M. Hrenya            | Stephen C. Neal       | Whitty (nmi) Somvichian |
| Christopher R. Hutter     | James E. Nesland      | Mark D. Spoto           |

(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)**

Page 2 of 10

DATE: September 12, 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

Cooley Godward Kronish LLP (formerly Cooley Godward LLP)  
One Freedom Square  
Reston Town Center  
11951 Freedom Drive  
Reston, VA 20190

(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)

Neal J. Stephens  
Michael D. Stern  
Anthony M. Stiegler  
Anita F. Stork (former)  
Steven M. Strauss  
Myron G. Sugarman  
Christopher J. Sundermeier  
C. Scott Talbot  
Mark P. Tanoury  
Philip C. Tencer

Gregory C. Tenhoff  
Timothy S. Teter  
John H. Toole  
Michael S. Tuscan  
Edward Van Gieson  
Erich E. Veitenheimer III  
Aaron J. Velli  
Robert R. Vieth  
Lois K. Voelz  
Craig A. Waldman

Kent M. Walker  
David A. Walsh  
Thomas S. Welk  
Christopher A. Westover  
Francis R. Wheeler  
Brett D. White  
Peter J. Willsey  
Nancy H. Wojtas  
John F. Young  
Kevin J. Zimmer

(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)**

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(enter date affidavit is notarized)

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for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

Cooley Godward Kronish LLP (formerly Cooley Godward LLP)  
Reston Town Center, One Freedom Square  
11951 Freedom Drive  
Reston, VA 20190

(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**)

Additions:

Maureen P. Alger  
Jonathan P. Bach  
Celia Goldwag Barenholtz  
James A. Beldner  
Russell S. Berman  
Nicole C. Brookshire  
Matthew D. Brown  
W. Lesse Castleberry  
Ethan E. Christensen  
Alan S. Cohen  
Nathan K. Cummings  
M. Manuel Fishman  
Phillip J. Gall  
Stephen D. Gardner  
Lawrence C. Gottlieb  
Paul E. Gross  
Zvi (nmi) Hahn  
Joanna C. Hendon  
Cathy Rae Herschopf  
Jay R. Indyke  
Richard S. Kanowitz  
Scott L. Kaufman  
Jason L. Kent  
Gary M. Kravetz  
Kenneth J. Krisko  
Shira Nadich Levin  
Alan (nmi) Levine  
Chet F. Lipton  
Douglas P. Lobel  
Mark C. Looney  
Brian E. Mitchell  
Kevin P. Mullen  
Alison (nmi) Newman

William H. O'Brien  
Thomas D. O'Connor  
Benjamin D. Pierson  
Thomas F. Poche  
Seth A. Rafkin  
Paul M. Ritter  
Adam C. Rogoff  
Richard S. Rothberg  
Glen Y. Sato  
Renee (nmi) Schwartz  
William J. Schwartz  
Gregory A. Smith  
Wayne O. Stacy  
Ronald R. Sussman  
David M. Warren  
Steven K. Weinberg  
Nan (nmi) Wu

More additions:

Laura Grossfield Birger  
Alfred L. Browne III  
Roel C. Campos (effective 9/10/07)  
Jennifer B. Coplan  
Lester J. Fagan  
John (nmi) Hession  
Michael H. Knight  
Robert B. Lovett  
Thomas C. Meyers  
Patrick J. Mitchell  
Marc (nmi) Recht  
Richard S. Sanders  
Robert J. Tosti  
Miguel J. Vega

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

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DATE: September 12, 2007  
(enter date affidavit is notarized)

02518f

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

BPG Investment Partnership VII, L.P.  
770 Township Line Road, Suite 150  
Yardley, PA 29067

(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:

Bergen GP7 Limited Partnership

Limited Partners owning 10% or more of  
Commonwealth Centre Investors, LLC  
and/or Commonwealth Centre Investors II,  
LLC are:

BPG Real Estate Investors Fund VII, L.P.  
Real Estate Alternatives Portfolio 3, L.L.C.

Limited Partners owning less than 10% of  
Commonwealth Centre Investors, LLC  
and/or Commonwealth Centre Investors II,  
LLC are:

BPG Real Estate Investors-7, L.P.  
BPG Real Estate Investors-IPVII-MC, L.P.  
Kodak Retirement Income Plan  
Raytheon Masters Pension Trust  
PA State Employees' Retirement System  
Regents of the University of Michigan  
President and Trustees of Williams College  
Thomas Jefferson University  
Rutgers, State University of NJ Board of  
Governors  
WFC Holdings Corporation  
Swarthmore College  
University of Delaware  
Wilmington Trust Co. Pension Trust  
BA Seven LLC  
The Penn State University Trust  
Henry Francis DuPont Winterthur  
Museum, Inc.  
Mt. Cuba Center, Inc.  
Thomas J. Knox  
Leo Model Trust-for the benefit of  
the Issue of Allen Model

University of Houston System Endowment  
Fund  
Rocco Abessinio  
HFCF Alternative Investment Fund No. 3  
Rutgers, State University of NJ Board of  
Trustees  
Sovereign Bancorp, Inc.  
Calconn Private Equities II, LLC  
Charlevoix Holdings LLC  
Lifespan Corporation  
President and Trustees of Colby College  
Howard University Endowment Fund  
Howard University Retirement Trust  
McIlver Family Trust-2003  
Woodley Alternatives LLC  
University of Wisconsin Foundation  
Lifespan-Retirement Plan Newport  
Hospital Pension  
Mark Goldman  
Jaime Davila 1995 Generation Skipping  
Trust  
Pingry Corporation

(check if applicable) [] There is more partnership information and Par. 1(c) is continued further on a  
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for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

BPG Private Real Estate Investment Trust, a Maryland real estate investment trust (REIT)  
770 Township Line Road  
Suite 150  
Yardley, PA 19067

(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**)

All common shares of the REIT are owned by BPG Investment Partnership VIIA, L.P.

All preferred shares of this real estate investment trust are owned by over 110 shareholders or unitholders, none of whom owns 10% or more of the Applicant/Title Owners, Commonwealth Centre Investors, LLC. and/or Commonwealth Centre Investors II, LLC.

(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)**

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(enter date affidavit is notarized)

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for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

Bergen GP7 Limited Partnership  
770 Township Line Road, Suite 150  
Yardley, PA 19067

(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: Bergen GP7 LLC

Limited Partners:

Berwin Property Group, Ltd.  
Executive Equity Partners-IPVII, L.P.

(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: September 12, 2007  
(enter date affidavit is notarized)

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for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

BPG Real Estate Investors Fund, VII, L.P.  
770 Township Line Road, Suite 150  
Yardley, PA 29067

(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:

BPG-GP, LLC (1.00%)

Limited Partners:

Executive Equity Partners-IPVI, L.P.  
(2.00%)

Berwind Property Group, Ltd. (97%)

(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: September 12, 2007  
(enter date affidavit is notarized)

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for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

Berwin Property Group, Ltd.  
770 Township Line Road  
Suite 150  
Yardley, PA 19067

(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:

Berwin Property Group, Inc.

Limited Partners:

C. G. Berwind, Jr.

C.G. Berwind, Jr., Jessica Berwind, T. B. Morris, Jr. and Joanna Berwind Creamer, Trustees u/d/t of C. G. Berwind dated February 28, 1963 for C. G. Berwind, Jr.

C. G. Berwind, III, J. Berwind Creamer, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for C. G. Berwind, III.

J. M. Berwind, J. Berwind Creamer, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind Jr., dated 12/31/72 for J. M. Berwind.

J. D. Berwind, J. Berwind Creamer, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for J. D. Berwind.

J. Berwind Creamer, J. M. Berwind, J. L. Hamling and T. B. Morris, Jr., Trustees u/d/t of C. G. Berwind, Jr. dated 12/31/72 for J. Berwind Creamer.

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

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

Executive Equity Partners-IPV7, L.P.  
770 Township Line Road  
Suite 150  
Yardley, PA 19067

(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:

BPG-Executive, LLC

Limited Partners:

- Daniel M. DiLella
- Arthur P. Pasquarella
- Barry (nmi) Howard
- Robert K. Maloney
- Scott A. Williams
- Joseph F. Mullen
- Stephen M. Spaeder
- Roy C. Perry
- Elizabeth (nmi) Owens
- David K. Bamdt
- Howard L. Patent
- Charles J. Davidson
- Joseph I. Neverauskas
- Loretta M. Kelly
- Douglas G. Hoffman
- Albert J. Corr
- Robert J. Riviezzo
- Mark T. Ledger
- Holly T. Reynolds
- Kathleen L. Powell
- Joseph G. Nahas, Jr.
- John L. Brogan

(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: September 12, 2007  
(enter date affidavit is notarized)

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for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number (s))

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

BPG Investment Partnership VIIA, L.P.  
770 Township Line Road, Suite 150  
Yardley, PA 29067

(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**)

BPG Investment Partnership VIIA, L.P. is  
a REIT

General Partner:

Bergen GP7 Limited Partnership

Limited Partners owning 10% or more of  
Commonwealth Centre Investors, LLC  
and/or Commonwealth Centre Investors II,  
LLC:

Berwind Property Group, Ltd  
Real Estate Alternatives Portfolio 3, L.L.C.

There are more than 115+ limited partners  
none of whom owns 10% or more of  
Commonwealth Centre Investors, LLC  
and/or Commonwealth Centre Investors II,  
LLC, the Applicants/Title Owners.

(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: \_\_\_\_\_  
(enter date affidavit is notarized)

92518f

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land:

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

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

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

none

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

REZONING AFFIDAVIT

DATE: September 12, 2007  
(enter date affidavit is notarized)

925188

for Application No. (s): RZ/FDP 2006-SU-025  
(enter County-assigned application number(s))

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

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

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

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

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

WITNESS the following signature:

(check one)

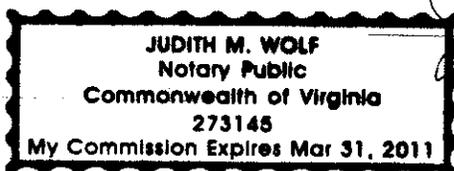
[ ] Applicant

[x] Applicant's Authorized Agent

Jill D. Switkin

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

Subscribed and sworn to before me this 12<sup>th</sup> day of September, 2007, in the State/Comm. of Virginia, County/City of Fairfax.



Judith M Wolf  
Notary Public

My commission expires:

**Commonwealth Centre Investors, LLC  
Rezoning Statement of Justification**

**RECEIVED**  
Department of Planning & Zoning

**JUN 05 2006**

**June 2, 2006**

**Zoning Evaluation Division**

**I. Introduction**

**A. Property & Overview**

Commonwealth Centre Investors, LLC (the "Applicant") proposes to develop Fairfax County Tax Map # 44-1 ((1)), Parcel 6, known as Commonwealth Centre (the "Property"), with a commercial mixed-use project (the "Development"). The Property is approximately 101 acres in size (reflecting prior public street dedications for which density credit is sought) and is located in the heart of Westfields in Fairfax County. In order to provide for long-term future development of the Property in accordance with Fairfax County's Comprehensive Plan, the Applicant proposes to rezone the Property to the Planned Development Commercial ("PDC") District to allow for a more dynamic mix of uses on the Property. The Development will include a combination of office, two hotels, as well as support retail comprising +/-80,000 square feet.

The Applicant's proposed Development of the Property fulfills the vision of Fairfax County's Comprehensive Plan (the "Plan") for Land Unit J within the Dulles Suburban Center. It creates a walkable, mixed-use development with ground-floor, support retail to serve and meet the needs of employees, visitors, and neighboring residents of Westfields.

**II. Location and Existing Conditions**

The Property is located within the Dulles Suburban Center of the Sully District of Fairfax County and is generally bounded on the east by Westfields Boulevard/Route 662, on the west by Sully Road/Route 28 and on the south by the intersection of Westfields Boulevard and Sully Road. The Property presently is in the I-3 Zoning District. The Property is currently undeveloped, although site plans for several of the office buildings planned for a portion of the Property are under review by Fairfax County and, irrespective of this application, will be constructed in the coming months.

A cemetery exists on the Property dating back to the early nineteenth century through the early twentieth century. It was recorded as an archaeological site during a county-wide survey of Fairfax County. The Applicant has been in contact with The Louis Berger Group, Inc. (the "Archaeological Consultant"), who will be assisting the Applicant with the disinterment and reinterment of the human remains consistent with the requirements of the Virginia Department of Historic Resources ("VDHR") and the Fairfax County Health Department. The Applicant is presently working through this process.

**III. Comprehensive Plan for the Dulles Suburban Center**

**A. History and General Recommendations**

The “Dulles Suburban Center” is generally located in western Fairfax County, adjacent to the eastern and southern boundaries of the Washington Dulles International Airport. The Dulles Suburban Center extends from the Dulles Airport Access and Toll Road on the north to I-66 on the south. Over a decade ago, in 1991, the Board of Supervisors authorized a study of the Route 28 Tax District to create a vision for how the Center should develop in the future in terms of land use, intensity and character.

Following a review process lasting about one year, the Comprehensive Plan for Dulles Suburban Center was revised to (i) encourage development that takes advantage of the area’s close proximity to the Airport, (ii) encourage tourism, including major recreation and entertainment features and (c) promote a mix of commercial and support retail uses. Two core areas – one closer to planned transit along the Dulles Corridor and one in the Westfields area – are envisioned to create focal points for employees of future businesses and residents. The Applicant’s plans are consistent with and promote implementation of the Plan’s vision for the Westfields core.

**B. Recommendations for Land Unit J**

The Property comprises a portion of Land Unit J of the Dulles Suburban Center. The Plan envisions that the Property is planned and approved for office, hotel, industrial/flex and industrial use. The Plan recommends that development in the area enhance transit serviceability by placing buildings closer together within the Development. Further, the Plan calls for buildings to be designed around an integrated plaza and to create an inviting place to work, shop, run errands, as well as socialize with coworkers during and after the busy work day. The Plan also recommends that development of the Property not exceed a 0.50 FAR, which is consistent with the existing I-3 approvals and the character of the existing development in the area.

**IV. Development Proposal**

The Applicant has submitted site plans for three (3) office buildings on a portion of the Property, consistent with the underlying I-3 zoning approvals. Notwithstanding these approvals, however, the Applicant’s development plans for the balance of the Property, as well as the by-right buildings themselves, could be improved through the addition of hotel and retail uses recommended by the Plan but not presently or easily permitted by the Property’s existing I-3 zoning. Accordingly, the Applicant proposes to amend the zoning classification of the Property, including the three (3) site plan-approved office buildings, to the PDC zoning category in order to generate additional flexibility in design and better implement the commercial mixed-use environment outlined in the Plan.

A Concept Development Plan (CDP) and Final Development (FDP) for the Property accompany this application.

**A. General Layout - Office**

The overall layout for the Property consists of (a) three 5-story office buildings located on the southwest portion of the Property, all of which currently enjoy site plan approval; (b) three 5-

story office buildings proposed for the northeast portion of the Property; (c) two hotels with a small amount of ground floor retail and an adjacent plaza area proposed for the central area of the Property; and (d) two 2-story office buildings with ground floor retail also proposed for the central section of the Development. The office component of the Applicant's Development consists of approximately 1M square feet of office space spread across eight buildings throughout the Development.

The three site plan-approved office buildings located on the southwest portion of the Property are arranged to present a strong connection to each other through a curved, tree-lined sidewalk, accented with ornamental planting, detailed paving patterns and decorative pedestrian lighting. Specifically incorporated into the Applicant's design are streetscape improvements and pedestrian walkways connecting each of the three approved buildings to the proposed plaza, hotels and retail area on the southwest portion of the Property. These improvements already were planned as part of the Applicant's site plans for the office buildings (Site Plans # 6178-SP-091-2, subsequently revised # 6178-SPV-91-B-1). Attractive planting strips line the perimeter of Newbrook Drive, separating pedestrians from motorists, thereby ensuring pedestrian safety. Ground-level architecture treatments will offer pedestrians visually pleasing experiences as they explore the Property's inviting ambience.

#### **A. Central Area – Hotels and Retail**

The central section of the proposed Development will consist of two nationally known and branded hotels and two office buildings with ground-level support retail, all of which are intended to serve the needs of businesses and employees within the Development and adjacent offices. More specifically, the Applicant expects to secure both a full service and a limited service hotel for the Development, each of which offers services and amenities needed in the Dulles Suburban Area.

The full service hotel is planned to be seven floors, 135,000+/- square feet, while the limited service hotel is proposed to be five floors, 100,000+/- square feet. These types of hospitality offerings complement the nearby Marriott Westfields Resort, which is unlikely to be repeated in the vicinity of the Property. Instead, the proposed hotels will cater to the needs of the everyday business travelers whose employers or customers are already located in the Westfields area. The full service hotel is proposed to have approximately 150 rooms, meeting space as well as a full-service restaurant, run either by the hotel or by a third-party, that will complement the planned retail area. The limited service hotel is proposed to have approximately 130 rooms and a small amount of meeting space.

The retail market in the primary trade area is vastly undersupplied. The main issue with this submarket is that it is primarily a commercial node with a relatively small residential population within a one-mile radius, with few dining options for employees and guests. The Applicant's plans address this shortfall by including approximately 80,000+/- square feet of pedestrian scale support retail space. The proposed retail is not planned as destination retail; nor are the hotels planned exclusively to meet tourism needs. Instead, these uses are expected to complement the office development and reduce the need for offsite trips that otherwise would be required by office employees and their guests.

## **B. Central Plaza and Streetscape**

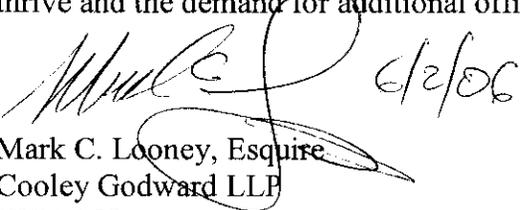
A plaza located in the center of the two hotels will serve as the community focal point for the entire Development. A large open space framed with honey locust trees and evergreen hedges, the plaza offers a welcome opportunity for the community to congregate. Benches, tables, low ambient lighting and attractive landscaping line the two main walkways leading into the plaza space. Further, outdoor restaurants, café seating and intimate outdoor terrace spaces are located at the edge of the hotels offering commuters and visitors alike additional seating opportunities. Such development characteristics will promote a sense of scale and place that accentuates the urban design favored in the Plan. Further, it will create a human-scale environment that will continue to facilitate the logical movement of pedestrians and cars in an environment with a clear sense of community.

The proposed plan minimizes the impact of surface parking by orientating the buildings closer to Newbrook Drive, moving most of the parking to the back side of the buildings to allow for additional open space. Along Newbrook Drive, ample green space softens the edge and provides a welcome gesture to visitors and office employees. Also along the outer side of Newbrook Drive, a 50'-wide green space is proposed with lush planting, undulating berms and an 8'-wide trail. The berms are designed at such a height that they do not block any view of the retail or office complex. Further, along the inner side of Newbrook Drive, a 40' wide green space consists of attractive planting and pedestrian trails that add to the overall focal point of the Development.

Notably, many of the design considerations – locations of buildings, the plaza area, etc. – proposed by the Applicant's Development would be difficult to achieve under the current I-3 zoning. Indeed, neither the hotels nor the proposed configuration of the retail is permitted under the existing zoning approvals. To improve the situation and offer a better design, the Applicant proposes to rezone the entire Property, including the three office buildings for which site plans have been approved, in order to build a more cohesive, pedestrian-oriented development than otherwise could be achieved under the present zoning.

## **V. Conclusion**

Commonwealth Centre is positioned as a gateway at the eastern edge of the Westfields development, making it extremely accessible and visible for current and future office, hotel, and retail users. The Applicant's Development proposal fulfills the vision set forth in the Plan through its creation of a walkable, commercial mixed-use development with ground-floor support retail. The Applicant's Development will afford the frequent business traveler the amenities needed for a comfortable stay close to Dulles Airport, as well as their business in town. It also addresses the need for additional office space within Westfields as the market continues to thrive and the demand for additional office space becomes a reality.

  
Mark C. Looney, Esquire  
Cooley Godward LLP

278010 v3/RE

PROFFER STATEMENT

"WESTFIELDS, THE INTERNATIONAL CORPORATE CENTER AT DULLES"  
(RZ 78-S-063)

Pursuant to Section 15.1-491(a) of the Code of Virginia (1950, as amended) and Section 18-203 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owners and applicant in rezoning case RZ 78-S-063 hereby proffer that the development of the property will be in strict accordance with the following conditions, but only upon approval of the rezoning application as requested and amended, unless expressly stated otherwise. These proffered conditions supersede any and all previously proposed conditions, unless expressly included.

1. The property, as shown on the Generalized Development Plan ("GDP") prepared by Long, Brown and Associates, dated January 1985 and revised May 1985 and August 1985, shall be developed as a high-quality corporate/industrial park under the name of "Westfields, The International Corporate Center at Dulles." Restrictive covenants which shall run with the property will be imposed to insure architectural control of the quality and uniformity of the park. Open space provided within the park taken as a whole shall exceed current Fairfax County standards. The overall density permitted within Westfields under the requested rezoning shall not exceed the F.A.R. density presently allowed under the current zoning on each portion of the property, except for those certain parcels owned or under contract to the American Medical Laboratories ("AML"), identified as the AML

parcel on the GDP and further identified as Parcels J-1 and K-1 on the plat attached hereto as Exhibit A. The density of said AML parcels shall not exceed 0.5 F.A.R. for office uses and 0.6 F.A.R. for all other uses.

The following table illustrates the current allowable density and proposed density for the portions of the subject property proposed for rezoning:

<u>Parcels* Proposed for Rezoning</u>	<u>ZONE</u>	<u>Permitted F.A.R.</u>
A-1 (133.4 acres)		
Current	I-3	0.5
Proposed	I-4	0.5
A-2 (59.7 acres)		
Current	R-C	N/A
Proposed	I-3	0.0**
H-1 (21.7 acres)		
Current	R-C	N/A
Proposed	I-3	0.0**
J-1 (2.7 acres)		
Current	I-3	0.5
Proposed	I-4	0.5***
K-1 (9.7 acres)		
Current	I-3	0.5
Proposed	I-4	0.5***

\* Parcel references are identified on Exhibit A.

\*\* No F.A.R. credit shall be taken for the land areas within these parcels (A-2 and H-1). Additionally, the overall average F.A.R. for combined parcels A and A-2 shall not exceed 0.5 when calculated on the basis of the gross land area of Parcel A. The overall average F.A.R. for combined parcels H, I and H-1 shall not exceed 0.5 for office uses and 0.6 for industrial uses when calculated on the basis of the gross land area of combined parcels H and I.

\*\*\* The maximum F.A.R. shall not exceed 0.5 for office uses and 0.6 for all other uses.

2. Pursuant to the goal of providing a high quality roadway system within Westfields, internal roadway rights-of-way

shall be conveyed to VDH&T and constructed as appropriate in general conformance with the Generalized Development Plan. Individual segments of roadway rights-of-way shall be conveyed and construction provided for, as set forth in these proffers, as a part of the approval of site plans incorporating and adjacent to each segment of the roadways or, if sooner, pursuant to the AGREEMENT: RIGHTS-OF-WAY, ROUTE 28 PLAN, attached hereto as Exhibit B (the "Agreement"), between the owners and applicant, the Fairfax County Board of Supervisors and others executed in October 1984.

(a) Centreville Road Interchange: The owners and applicant shall convey the necessary right-of-way for the full interchange at Rt. 28 and Centreville Road (relocated), pursuant to the Comprehensive Plan, with the area to be conveyed as shown on the "Preliminary Plan of Grade Separated Interchange", prepared by Long, Brown and Associates, dated May 1985, and approved by VDH&T. No construction of this interchange is obligated by this paragraph.

(b) Willard Road Interchange: The owners and applicant shall convey the necessary right-of-way for those aspects of the interchange at Rt. 28 and Willard Road which occur within Westfields, pursuant to the Comprehensive Plan as currently approved or as amended to provide one-quarter of a full clover leaf interchange on property within Westfields. No construction of this interchange is obligated by this paragraph.

(c) Walney Road: Right-of-way along Westfields' frontage on Walney Road (Rt. 657) shall be conveyed to thirty (30) feet from the existing centerline. No construction is obligated by this proffered condition, except in areas where property within Westfields has access to Walney Road, a standard section shall be provided.

(d) Braddock Road: Right-of-way along Westfields' frontage on Braddock Road (Rt. 620) shall be conveyed to forty-five (45) feet from the existing centerline; no construction is obligated by this proffered condition.

(e) Centreville Road: The owners and applicant agree to construct Centreville Road (relocated and extended) from its intersection with existing Walney Road through to its intersection with Westfields Boulevard generally as shown on the Generalized Development Plan, exclusive of any interchange construction pursuant to paragraph 2(a). The owners and applicant agree not to seek median breaks in that area of Centreville Road between Westfields Boulevard on the west and the closest intersection of the eastern loop road to Rt. 28 on the east.

(f) Westfields Boulevard: The owners and applicant agree to construct Westfields Boulevard, in phases as development occurs subject to the review and approval by DEM, commencing at Centreville Road and proceeding in stages to the northerly property line of the property, generally as shown on the Generalized Development Plan.

(g) Willard Road: The owners and applicant agree to improve Willard Road, in phases as development occurs subject to the review and approval by DEM, by constructing one-half (½) of its ultimate pavement width only, generally as shown on the Generalized Development Plan. Right-of-way shall be conveyed for the full width of Willard Road as shown on the exhibit submitted to the County entitled "Typical Street Sections" referenced below.

(h) Lee Road Extension: The owners and applicant agree to construct the extension of Lee Road south of future Willard Road through the Westfields site, in phases as development occurs subject to review and approval by DEM, generally as shown on the Generalized Development Plan.

(i) Loop Roads: The owners and applicant agree to construct the internal loop roads within Westfields, in phases as development occurs subject to review and approval by DEM, generally as shown on the Generalized Development Plan. These internal loop roads shall be dedicated public roadways.

(j) North/South Tie Road: Sufficient right-of-way up to seventy-four (74) feet shall be conveyed to provide for a roadway between Poplar Tree Road and the eastern loop road. If, within ten (10) years of the date of the approval of this rezoning but no sooner than the date of the official decision to close the Poplar Tree Road intersection with Rt. 28 by terminating Poplar Tree Road to the east of Rt. 28, VDH&T and/or Fairfax County require the construction of said

tie road, then the owner and applicant shall construct said tie road within the seventy-four (74) foot right-of-way to a sixty-two (62) foot pavement section. Prior to said construction, the right-of-way area shall not be used by construction vehicles for access to Westfields.

(k) Poplar Tree Extended (West side of Rt. 28): The owners and applicant agree to convey right-of-way to sixty-two (62) feet plus right-of-way for any turning lanes into Westfields sites and provide temporary construction and grading easements to fifteen (15) feet within Westfields but only as may be required for that portion of Poplar Tree Extended that would either at Fairfax County's election (i) tie into the Poplar Tree Road extended roadway on the Kettler-Scott, Inc. property which was the subject of RZ 84-S-027 as needed to implement figure 8A as shown on Exhibit H, or (ii) follow the southerly property line of Westfields as generally shown on Exhibit I, either of which would align with a future fly-over of Poplar Tree Road over Rt. 28. Either conveyance will meet VDH&T standards for alignment. In recognition of the fact that access off of Poplar Tree Extended will be the only access for Parcel D, this paragraph is intended to preserve the right of Westfields to seek and obtain VDH&T approval for two-way access into its site D, as shown on Exhibit A.

2.1 All dedication, conveyances and construction are subject to location change and/or redesign based on further engineering study and review by the developer, with approval by

Fairfax County and VDH&T. All road construction contemplated herein may occur in segments as development occurs within Westfields subject to review and approval by Fairfax County and VDH&T. Subject to agreement with Fairfax County and VDH&T, certain roadways may be constructed as half sections. Roadways shall be constructed pursuant to those standards set forth in the exhibit entitled "Typical Street Sections" prepared by Long, Brown & Associates, dated February 1985 and revised April 25, 1985, as reviewed and approved by Fairfax County and VDH&T officials on April 29, 1985 as subsequently amended by Fairfax County and VDH&T, or as otherwise agreed to by the County and VDH&T in specific situations. The design of the roadway cross sections has been done to allow extra capacity to be added to the system if needed in the future. This will be accomplished by the following:

- (a) The median of principal roads (Centreville Road extended, Westfields Boulevard and Lee Road extended) will have a standard width of thirty-four (34) feet as shown on the exhibit entitled "Typical Street Sections" referenced above. Initially, single left turn lanes will be provided at the principal intersections. The median will be wide enough to allow for a second left turn lane at such intersections in the future, if necessary.
- (b) As shown on Exhibit C, the portions of the roadway corridor outside of the paved areas are designed with a minimum of twelve (12) feet of extra width on each side

of the paved area. The extra width will be part of a landscaped buffer between the roadway and the land parcels. The twelve (12) feet within Westfields adjacent to the right of way on each side will be reserved for public street purposes. This will allow for additional through-lane capacity in the future, if necessary. Said extra width shall be conveyed to the County or VDH&T for public street purposes without charge provided that such extra width is required by VDH&T for widening of the public street and that the street widening project has been fully funded.

- (c) At such time as the applicant adds additional lanes pursuant to Proffer No. 9, such additional lanes shall be constructed within the above-mentioned minimum of twelve (12) feet of extra width on each side of the paved areas within Westfields as shown on Exhibit C. Where the additional lanes on Westfields Boulevard are not to be located within Westfields, the County or State will have to obtain the necessary right-of-way for construction of the widening to be performed by the owners and applicant. If the right-of-way is not owned by the County or scheduled to be conveyed to the County, then the owners and applicant shall reimburse the County for the cost of the County condemning or otherwise obtaining the necessary right-of-way.

2.2 Advance Density Credit: The owners and applicant hereby reserve all density attributable to areas to be conveyed

for roadway right-of-way to be applied on parcels adjacent to the roadway right-of-way within Westfields, even if such density is to be applied at a date later than the date of conveying, which density may be applied and is available only for the first site plan filed and approved for each adjacent parcel.

3. Nothing herein is intended to preclude, or expand unless expressly stated, normal, legal subdivision and/or site plan requirements.

4. Temporary grading and construction easements, as determined by DEM but no wider than fifteen (15) feet, shall be conveyed to the County on property within Westfields as needed along Walney, Braddock, Lee and Poplar Tree Roads excluding only that area along Poplar Tree Road beginning at the western edge of the north/south tie road's intersection with Poplar Tree Road and extending four hundred ninety (490) feet west.

5. No private or public entrances or exits from sites within Westfields, except as shown on the Generalized Development Plan for Westfields Boulevard, shall be permitted to existing Lee Road (Route 661) except temporary construction entrances and exits. Access to Parcel A-1, identified on Exhibit A, shall be by virtue of a road connection to Westfields Boulevard which shall connect to Centreville Road pursuant to proffer 2(f) and which shall be bonded and under construction prior to the issuance of any NON-RUP within Parcel A-1. Said construction shall be completed within twelve (12) months of the issuance of the first NON-RUP to the extent necessary to carry traffic.

Nothing in this paragraph or paragraph 2(F) shall preclude sites within Parcel A-1 from submitting and obtaining approval of site plans, subdivision plans and plats and/or building permits.

6. Stream Valley Environmental Quality Corridors ("EQC's"), as defined by the Comprehensive Plan, which are associated with Flatlick Branch and Cub Run will be preserved and maintained as permanent private major open space by the owner of the parcel on which the EQC is located. These areas shall remain in their natural state, provided that utility crossings and storm drainage facilities may be located in the open space areas, only where necessary. The owners and applicant shall use best efforts to mitigate adverse impacts, such as sedimentation, excessive clearing of vegetation and erosion, on the EQC as a result of work within the EQC. The Director of DEM shall review and approve all plans for work within the EQC pursuant to the policy for protection of EQC's in the Occoquan Basin.

7. The Cub Run EQC shall be dedicated to the Park Authority to the boundaries defined by the Comprehensive Plan within ninety (90) days of site plan approval for the last site bordering the Cub Run EQC but prior to the issuance of a NON-RUP for such site. Prior to dedication of the EQC to the Park Authority it shall be preserved and maintained as described above.

8. Each site plan submitted for development of Parcels I, H, H-1, A and A-2 shall include a tabulation showing the accrued density in order to keep account of accrued density within Parcels I, H and H-1 and Parcels A and A-2.

9. Ten (10) years from the issuance of the first NON-RUP within Westfields and subject to the provision of necessary right-of-way outside of Westfields as described in Proffer 2.1(C) above, the owner and applicant shall begin construction of the improvements to Centreville Road Extended and Westfields Boulevard and shall diligently pursue the construction as follows:

The owner/applicant shall improve Centreville Road Extended to six (6) lanes by constructing two (2) additional lanes between the right-of-way of Route 28 on the west and the easternmost loop road on the east, and between the right-of-way of Route 28 on the east and Westfields Boulevard on the west. This area is further described on the attached Exhibit D and labeled "Limits of Construction of Fifth and Sixth Lanes on Centreville Road Extended." The owner/applicant shall also improve Westfields Boulevard to six (6) lanes by constructing two (2) additional lanes between Centreville Road Extended on the south and Lee Road Extended on the north. This area is further described on the attached Exhibit D and labeled "Limits of Construction of Fifth and Sixth Lanes on Westfields Boulevard." Nothing in this proffer #9 shall be deemed to limit or preclude the approval of site plans and the issuance of building permits and/or NON-RUPs for development otherwise permitted. Nothing in this proffer or in any other of these proffers shall be deemed to require AML to construct any roadway within Westfields or to take any action with respect to property not owned by AML. Nothing in this proffer or in any other of these proffers, with the exception of Proffer No. 2(e), shall be deemed to require Evans 28,

Inc., N.V. (Parcel K on Exhibit A) to construct any roadway within Westfields. The immediately preceding two (2) sentences are intended to allocate responsibility between AML, Evans 28, Inc. N.V. and the developers of Westfields only, and nothing expressed therein shall be deemed to preclude normal, legal site plan requirements of Fairfax County for review and approval by Fairfax County.

10. RC Properties

(a) Braddock Road area: a screening buffer area extending 250 feet from the future right-of-way of Braddock Road as shown on the exhibit labeled "Typical Street Sections," shall be provided along the entire frontage of Westfields on Braddock Road. Applicant shall meet transitional screening requirements within this area and the placement shall be coordinated with the Fairfax County Arborist. In addition, Westfields shall provide no direct vehicular access to Braddock Road through the buffer area. The rezoning of this RC area to I-3 shall not increase the F.A.R. for Westfields.

(b) Walney Road area: Westfields will provide a 150-foot wide screening and buffer area as shown on the attached Exhibit E, and as measured from the future right-of-way of Walney as shown on the exhibit labeled "Typical Street Sections," along those parcels fronting on Walney Road between Poplar Tree Road and the Smith parcel, as shown on the GDP, which shall have its natural vegetation supplemented with additional planting equal in number to that defined in Exhibit E-2 in order to provide an effective barrier and additional distance between uses along

Walney Road as specified above. Westfields will provide no direct vehicular access to Walney Road through this buffer area. Moreover, Westfields will restrict the development within the parcel shown as Parcel H-1 on Exhibit A to transitional types of uses and structures, with a maximum height of 25 feet. The rezoning of this RC area to I-3 shall not increase the F.A.R. for Westfields.

11. Proffered Condition Amendments

(a) Poplar Tree Joint Venture (RZ 81-S-076): certain proffer conditions were accepted upon the rezoning of the property contained in the above-referenced application. All of those conditions are superseded by these proffered conditions, unless expressly retained.

(1) Poplar Tree Road (Rt. 662): Right-of-way shall be conveyed to 60 feet from the existing Southerly right-of-way line. No construction is obligated by this condition except that at such time, if ever, the owner and applicant construct the north/south tie road pursuant to paragraph 2(j), then Westfields shall improve the road surface of Poplar Tree Road between said tie road and Walney Road by a prime and double seal surface treatment to provide a two (2) lane road thereon. Nothing herein is intended to preclude, or expand unless expressly stated, normal, legal subdivision and/or site plan requirements.

(b) Prior rezonings, Numbers 74-2-091 and C-552, imposed certain proffered conditions upon the granting of each.

The creation of Westfields and the proffered conditions contained herein supersede those prior proffered conditions and are, therefore, fully substituted for all previous proffered conditions.

12. In lieu of the master-planned trails, the owners and applicant shall construct trails within Westfields as shown on Exhibit F but subject to the review and approval of the Director of DEM as to size and location. A 10' public access easement shall be conveyed to the County, 5' on either side of the center-line of those trails identified on Exhibit F. Trails to be constructed within Westfields shall be connected at grade to existing trails off-site where such trails are separated by existing roadways, except that no connection shall be provided for the trail system across Route 28.

13. Prior to commencement of construction on sites within Westfields, the County archaeologist shall have access to such sites in order to conduct a study of any archaeological features on site. In no event shall such archaeological study or studies delay or otherwise interfere with construction within Westfields.

14. At such time as Westfields files and has approved a site plan for any part of the area as shown on Exhibit "G" between that portion of parcel 1A, 1985 Fairfax County Tax Map 43-4((1)), which was the subject of RZ 85-S-061 ("Steinberg parcel") and the internal loop road of Westfields (Lee Road extended), the owner and applicant will construct a public stub to said Steinberg parcel. If the Steinberg Parcel is developed by Westfields, then this paragraph shall not apply.

15. No later than five (5) years from the issuance of the first non-residential use permit within Westfields, the owners and applicant shall improve Rt. 28 at its intersection with Centreville Road extended to four (4) lanes with turning lanes within the existing Rt. 28 right-of-way. The design of said construction shall satisfy VDH&T standards. The extent of construction shall be no more than six hundred (600) feet on either side of the intersection area plus transition pavement. This proffer shall be null and void and of no effect if VDH&T and/or Fairfax County (or other public entity) have in place a programmed, funded project to improve Rt. 28 in the subject area.

16. In the event parcel H1 on the key map (Exhibit A) is not rezoned from R-C to I-3 with buffer as requested in this application at the time of the decision hereon, the owners and applicant agree that all proffered conditions (proffers) shall apply as written, except for the following changes:

(a) Parcel H1 shall not be subject to the provisions of proffer 1.

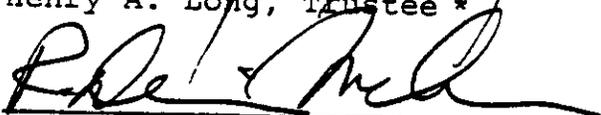
(b) Right-of-way on Walney Road shall be conveyed pursuant to proffer 2(c). No change shall occur in this proffer.

(c) No density tabulation shall be provided for parcels I, H and H1 pursuant to proffer 8.

(d) Proffer 10(b) shall not apply except that no direct vehicular access to Walney Road will be allowed through parcel H1 from Westfields. Access serving parcel H1 only shall be allowed. No trail shall be provided in H1.

OWNERS:

  
Henry A. Long, Trustee \*

  
R. Dennis McArver, Trustee \*

EVANS 28, INC. N.V.,  
A Netherlands Antilles Corporation  
Doing business in Virginia as  
Lomasax Inc.

By: \_\_\_\_\_

Title: Attorney-in-Fact

AMERICAN MEDICAL LABORATORIES

By: \_\_\_\_\_ (SEAL)

J.A.L. ASSOCIATES, a Virginia  
general partnership

By: \_\_\_\_\_  
Joseph A. Loveless, Jr.,  
General Partner

LOVELESS ASSOCIATES, a Virginia  
limited partnership

By: J. A. Loveles Company, a  
Virginia corporation, General  
Partner

By: \_\_\_\_\_ (SEAL)  
Joseph A. Loveless, Jr.,  
President

\*The Trustees have joined in this instrument solely in their  
capacity as trustees and will have no personal liability or  
obligation hereunder.

PCA 78-S-063-3  
August 28, 2003

Pursuant to Section 15.2-2303(A), Code of Virginia, 1950, as amended, subject to the Board of Supervisors approving a Proffered Condition Amendment for Tax Map 44-1-((1))-6; 44-1-((4))-35; 44-3-((1))-10A and 15; and 44-3-((6))-7, 14E and 21F(the "Subject Property") and to Section 18-204 of the Fairfax County Zoning Ordinance, the Applicant, for itself, its successors and assigns, hereby reaffirms the previous proffers applicable to the Subject Property, RZ 78-S-063, which will remain in full force and effect, except as amended as follows:

Replace Proffer #9 with the following:

9. (a) i. Property owners with sites adjacent to the respective segments of Westfields Boulevard (previously Centreville Road Extended), identified as Tax Map Reference 44-1-((1))-6; 44-3-((1))-10A and 15; and 44-3-((6))-21F and 14E shall improve Westfields Boulevard (previously Centreville Road Extended) to six (6) lanes by constructing one (1) additional lane along such owner's street frontage between the right-of-way of Route 28 on the west and the easternmost loop road on the east (Newbrook Drive), and between the right-of-way of Route 28 on the east and Stonecroft (previously Westfields) Boulevard on the west. This area is more particularly described on the attached Exhibit D and labeled "Limits of Construction of Fifth and Sixth Lanes on Centreville Road Extended."
- ii. The property owners whose sites about the respective segments of Stonecroft Boulevard (previously Westfields Boulevard), identified as Tax Map Reference 44-3-((1))-15 and 44-1-((4))-35; and 44-3-((6))-7, shall improve Stonecroft Boulevard to six (6) lanes by constructing one (1) additional lane between Westfields Boulevard (previously Centreville Road Extended) on the south and Conference Center Drive/Lee Road on the north. This area is more particularly described on the attached Exhibit D and labeled "Limits of Construction of Fifth and Sixth Lanes on Westfields Boulevard."
- iii. Each owner's obligation under this Proffer #9 shall be limited to that section of the road that abuts that owner's respective parcel (i.e., the owner of Parcel 35 shall only be responsible for the additional lane along Parcel 35's frontage on Stonecroft Boulevard) and shall not extend to the opposite side of the street. Each one-lane segment shall be shown on each site plan filed on property that abuts the referenced roadway segments and shall be bonded with other site improvements and constructed at the time construction is undertaken pursuant to the approved site plan for said property. The property owner of any section of roadway which has a site plan approved which does not show the required lane improvements shall file an amended site plan or other necessary plan within 90 days of receipt of the plans for the Route 28/Westfields Boulevard interchange from the Virginia Department of Transportation (VDOT). Each section of roadway referenced herein shall be open to traffic prior to the issuance of a Non-

residential Use Permit for that particular parcel, unless that section has had funds escrowed for its completion, or construction of the section has been otherwise provided for under Paragraph (f) below. Any site not directly fronting on the sections of Westfields or Stonecroft Boulevards referenced herein shall not be subject to this Proffer #9, nor have any obligation for the road construction set out herein, unless specifically provided otherwise in this Proffer #9.

- (b) It is acknowledged that certain sections of Westfields Boulevard and Stonecroft Boulevard either have been constructed or otherwise provided for. Specifically,
- i. Westfields Boulevard between Park Meadow Drive and Newbrook Drive has been constructed to three (3) lanes on the south side, adjacent to Tax Map Reference 44-3-((6))-14E.
  - ii. For that portion of the third lane required on the south side of Westfields Boulevard between Stonecroft Boulevard and the Rt. 28 right-of-way adjacent to Tax Map Reference 44-3-((6))-21F, an escrow to cover the construction cost has been established with the County and is available for use when the interchange construction begins.
  - iii. On Stonecroft Boulevard, the southbound lanes have been constructed to a three-lane section along a portion of the frontage of Tax Map Reference 44-3-((6))-7, from the Conference Center Drive/Lee Road intersection southward to the entrance to the development on Parcel 7, a length of approximately 750 feet.
  - iv. The northbound lanes on Stonecroft Boulevard have been constructed to a three-lane section along a portion of the frontage of Tax Map Reference 44-1-((4))-35, from a point approximately 200 feet south of the Conference Center Drive/Lee Road intersection northward to that intersection.
- (c) The owner of Tax Map Reference 44-3-((6))-7 (the "Conference Center Owner") shall be responsible under this Proffer #9 only for the additional lane along the Parcel 7 frontage of Stonecroft Boulevard from the existing terminus of the 3-lane section to the northerly side of the stream crossing/culvert for Flatlick Branch, a distance of approximately 250 feet. Westfields Business Owners Association (the "WBOA") shall be responsible for the additional lane (including, but not limited to, any work related to the culvert required by the improvements constructed pursuant to this Proffer #9) on the west side of Stonecroft Boulevard from the point of the Conference Center Owner's responsibility under this Proffer #9(c) to the northwest boundary of Tax Map Reference 44-3-((1))-7G. The section of the west side of Stonecroft Boulevard between the WBOA's responsibility under this Proffer #9(c) and Westfields Boulevard is off site. The Conference Center Owner and the WBOA shall construct their respective segments of the additional lane on the west side of Stonecroft Boulevard at such time as the sooner of the completion of the widening to six lanes (which shall be defined as the improvements being open to traffic) adjacent to either Tax Map 44-3-((1))-15 or Tax Map 44-1-((4))-

35 (from Conference Center Drive to Westfields Boulevard), or the completion of construction (open to traffic) of the Westfields Boulevard/Route 28 Interchange. The Conference Center Owner and the WBOA will reasonably cooperate with each other to coordinate the timing and construction of their respective segments of the additional lane.

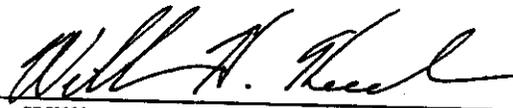
- (d) The owner of Parcel 6, Tax Map Reference 44-1-((1)) (the "Crescent Resources Inc. Owner") shall be responsible under this Proffer #9 to bond with other site improvements and construct the improvements described in Proffer #9 (a) at the time construction is undertaken pursuant to the approved site plan for said property, but in no event later than the date of the completion of construction (open to traffic) of the Westfields Boulevard/Route 28 Interchange. This obligation shall include the removal of the two channelizing island(s) ("porkchops") located on the northwest side of Westfields Boulevard at its intersection with Park Meadow Drive and any modification of any traffic signals necessitated by said removal. There shall be no obligation under this proffer for the owner of said Parcel 6 to improve the north side of Westfields Boulevard from Newbrook Drive east to the two (2) lane bridge to a three lane section, regardless of the approval of any previous site plan to the contrary.
- (e) The porkchop island on Westfields Boulevard at its intersection with Stonecroft Boulevard shall not be removed. The porkchop islands at the intersection of Stonecroft Boulevard and Lee Road/Conference Center Boulevard shall not be removed.
- (f) Any Parcel adjacent to the Westfields Boulevard/Route 28 Interchange (future) area may, at the election of the owner, escrow funds with Fairfax County in lieu of construction, if approved by the Fairfax County Department of Transportation (DOT) and VDOT, which escrow amount shall be determined by DPWES and the DOT. Those parcels are Tax Map Reference 44-1-((1)) Parcel 6; 44-3((1)) Parcel 10A; and 44-3((1)) Parcel 15. In addition, any owner of such a parcel may, in its election, enter into an agreement to have the entity that is constructing the interchange do the road improvements associated with the respective parcel, in lieu of an escrow or construction by the owner. In such event, prior to site plan approval, the owner must have an executed agreement for the construction by the entity building the interchange and must supply a copy to DPWES.

Tax Map Reference Number: n/a  
Westfields Corporation Center  
Associates Limited Partnership

By: The Henry A. Long Company -  
General Partner

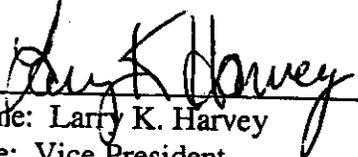
By: [Signature]  
Name: Henry A. Long  
Title: President

Tax Map Reference Number: n/a  
Westfields Business Owners Association

By:   
Name: William H. Keech  
Title: President

PCA 78-S-063-3

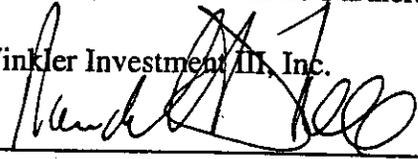
Tax Map Reference Number: 044-3-06-0007  
Host Marriott, L.P.

By:   
Name: Larry K. Harvey  
Title: Vice President

PCA 78-S-063-3

Tax Map Reference Number: 044-1-04-0035  
Winkler Investment III Limited Partnership

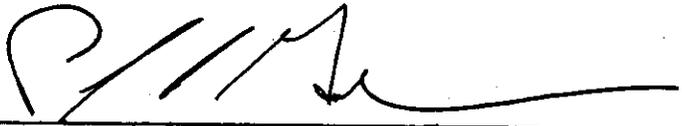
By: Winkler Investment III, Inc.

By:   
\_\_\_\_\_

Name: Randal B. Kell

Title: President

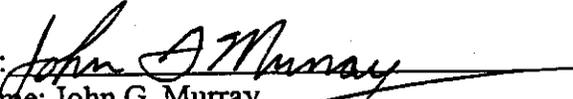
Tax Map Reference Number: 044-3-01-0015  
and Tax Map Reference Number: 044-3-((1))-10A  
TST Westfields L.L.C.

By: 

Name: **Paul A. Gallano**  
Title: **Vice President**

PCA 78-S-063-3

Tax Map Reference Number: 044-3-06-0021-F  
HPT Suite Properties Trust

By:   
Name: John G. Murray  
Title: President/Secretary

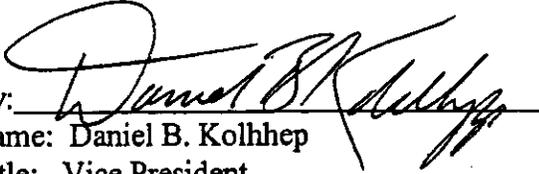
PCA 78-S-063-3

Tax Map Reference Number: 044-3-06-0014-E  
Consolidated Realty LLC

By: Walter R. Lincoln  
Name: Walter R. Lincoln  
Title: President/Treasurer

PCA 78-S-063-3

Tax Map Reference Number: 044-1-01-0006  
Crescent Resources Inc.

By: 

Name: Daniel B. Kolhhep

Title: Vice President

\\REA\128196.5



# County of Fairfax, Virginia

## MEMORANDUM

DATE: March 23, 2007

**TO:** Barbara A. Byron, Director  
Zoning Evaluation Division, DPZ

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

**SUBJECT:** LAND USE & ENVIRONMENTAL ASSESSMENT for:  
**RZ/FDP 2006-SU-025**  
**PCA 78-S-063-5**  
Commonwealth Center at Westfields

This memorandum, prepared by John R. Bell, includes citations from the Comprehensive Plan that provide guidance for the evaluation of the above referenced generalized development plan dated January 3, 2007 with proffers dated January 30, 2007. The extent to which the proposed use, intensity and development plans are consistent with the guidance contained in the Comprehensive Plan, is noted.

### DESCRIPTION OF THE APPLICATION

The applicants are seeking a rezoning from the I-3 to the PDC zoning district in order to permit hotel and retail uses within the proposed office development. This development proposal would add two hotels with ground level retail in the central portion of the development. A full service hotel would be seven floors, approximately 135,000 square feet and approximately 150 rooms. A limited service hotel of approximately five floors, 100,000 square feet and 130 rooms is also planned in the same central portion of the development. The retail component is anticipated to be approximately 80,000 square feet with uses expected to complement the surrounding office uses to reduce trips. Additionally, restaurants with some outdoor seating areas, café's and an outdoor plaza will be located at the edge of the hotels. The Comprehensive Plan limits development to a 0.50 FAR for this land unit with some options permitting an FAR of up to 1.0. The proposed FAR for this development is 0.34. Total parking required for the proposed uses is 3,738 with exactly that number of parking spaces to be provided as part of the proposed development.

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

## LOCATION AND CHARACTER OF THE AREA

The subject property is located within the core of Land Unit J of the Dulles Suburban center. This area is currently characterized by a mixture of office, hotel and retail uses. The proposed development will be accessed via Westfields Boulevard. All of the properties immediately adjacent to the proposed development site are zoned I-3, I-4 and I-5. In general, the Comprehensive Plan calls for a complementary mix of land uses including office, hotel and industrial flex up to .50 FAR under the current alternative in Land Unit J.

## COMPREHENSIVE PLAN CITATIONS

Fairfax County Comprehensive Plan, 2003 Edition, Area III, Dulles Suburban Center, as amended through May 15, 2006, Land Unit J, pages 119-123:

1. Land Unit J is planned and approved for office, conference center/hotel, industrial/flex and industrial use at an average of .50 FAR except as noted in Land Use Recommendations #5 and #6 below. Future development should be consistent with the character of the existing development. High quality landscaping should be maintained throughout the land unit.

It is desirable that development in this land unit be designed to enhance transit serviceability. This can be achieved by placing buildings closer together or to the road; designing them around plazas; utilizing approaches to bring employees within walking distance of transit facilities or otherwise facilitating transit-oriented development.

### 2. Mixed Use Focal Point

Described below are two options under which higher intensity mixed-use development may be appropriate for portions of Land Unit J in the vicinity of the intersection of Stonecroft Boulevard and Westfields Boulevard. The intent of this higher intensity mixed use development is to create a focal point to serve Westfield's employees, visitors, and nearby residents. Focal point development should be unified on one site, not split by a major arterial such as Route 28. Under either of these options the following applies:

- Access to this development should not be oriented to Route 28.
- A parking maximum for commercial development in the focal point should be established at the number of spaces required for office use at 1.0 FAR in conventional development without public transportation. To offset the decreased supply of parking, employers should be encouraged to participate in a transportation demand management program (TDM) including such alternatives as carpools and vanpools.
- The quality of development should reinforce the showplace standards established by Westfields.

A limited amount of high-density residential development may be appropriate for incorporation within this mixed use focal point under either option under the following conditions:

- A mechanism is established by the County to permit residential development within the Tax District or the Tax District is amended to allow for the taxing of residential development without increasing the financial burden on other Tax District landowners or the County without their consent.
- Residential development should be consistent with the County's adopted policies regarding residential development in areas impacted by noise from Dulles Airport.
- Residential development should be limited to mid-rise or high-rise buildings with a sufficient number of units to ensure a high-quality living environment with active recreation and other site amenities provided so as to avoid the creation of an isolated pocket of residential use within this area that is planned predominantly for non-residential uses.

### **Option A**

A higher-intensity mixed use focal point may be appropriate within Land Unit J, including such uses as office, retail, and a hotel up to a maximum 1.0 FAR. The development should be designed to be transit friendly and to be served by public transit. This mixed use development should complement the higher intensity mixed use development planned in Centreville and in the Dulles Suburban Center Core (Land Unit A). The focal point development should be located between Route 28 and Stonecroft Boulevard astride Westfields Boulevard and limited to up to 50 acres in area and should not exceed 1 million square feet in gross floor area. The additional intensity (above .50 FAR) should be permanently transferred from within Land Unit J.

### **Option B**

Should a transit stop/station be programmed and located within the vicinity of the intersection of Westfields and Stonecroft Boulevards, but not in the median of Route 28, then higher intensity may be appropriate as follows:

- Additional intensity over .50 FAR should be permanently transferred from within Land Unit J or from land already zoned for commercial or industrial development and located in areas between transit nodes in the Route 28 Tax District where decreased intensity is planned.
- Within a radius of approximately one-quarter mile of the transit stop/station site and within the Tax District boundary, a baseline intensity of 1.5 FAR is appropriate. Transition to lower intensities should commence within this area to ensure compatibility with adjacent uses.
- If higher densities permitted by transit can occur on both sides of Route 28, the higher densities on the side of Route 28 other than that of the transit stop/station can occur only if it is phased with integrated pedestrian access or integrated van/bus service between the development and the transit station.

- Residential uses should be permitted and encouraged as part of the mix of uses as added intensity at an overall FAR of 2.25. . . .
6. Re-use of the existing house on Parcel 44-1((1))6 as a restaurant or pub is desirable. Minor structural changes to the building would be appropriate as long as the integrity of the building is retained.”

Fairfax County Comprehensive Plan, Policy Plan, 2003 Edition, Environment section as amended through November 15, 2004, on page 5 through 8, the Plan states:

**“Objective 2: Prevent and reduce pollution of surface and groundwater resources. Protect and restore the ecological integrity of streams in Fairfax County. . . .**

Policy k. For new development and redevelopment, apply better site design and low impact development techniques such as those described below, and pursue commitments to reduce stormwater runoff volumes and peak flows, to increase groundwater recharge, and to increase preservation of undisturbed areas. In order to minimize the impacts that new development and redevelopment projects may have on the County’s streams, some or all of the following practices should be considered where not in conflict with land use compatibility objectives:

- Minimize the amount of impervious surface created.
- Site buildings to minimize impervious cover associated with driveways and parking areas and to encourage tree preservation. . . .

Development proposals should implement best management practices to reduce runoff pollution and other impacts. Preferred practices include: those which recharge groundwater when such recharge will not degrade groundwater quality; those which preserve as much undisturbed open space as possible; and, those which contribute to ecological diversity by the creation of wetlands or other habitat enhancing BMPs, consistent with State guidelines and regulations.

Proposals that include the use or storage of hazardous materials should provide adequate containment facilities, monitoring, and spill prevention strategies to protect surface and groundwater resources consistent with State regulations. . . .”

**COMPREHENSIVE PLAN MAP:** mixed use, public park and private open space.

## **LAND USE ANALYSIS**

The applicants have submitted a request to rezone from the I-3 district to the PDC district in order to permit a mixture of uses to include two hotels and retail. While the proposed uses are in general conformance with the Comprehensive Plan baseline recommendation for Land Unit J of the Dulles Suburban Center which calls for land uses and intensities of future development to be consistent with the character of the existing and planned development approved at an average of .50 FAR, the manner in which certain elements are currently designed could be improved. The most notable issue related to the current proposal is the proposed use of extensive surface parking. While some structured parking has been added, there are clearly opportunities to employ structured and/or underground parking as a means of increasing open space and reducing impervious surface areas. Much of the proposed rezoning relates to a change in zoning district to permit uses which would otherwise not be permitted at this location. Staff recognizes that much of the proposed development is based on previously approved plans and commitments on the part of the applicant. Staff also must recognize that this is an opportunity to evaluate the proposed development based on the adopted Plan guidance, which may, in some instances, impose a higher standard for certain elements of the proposed development. The development plan and proffers have generally satisfied staff's concerns regarding landscaping, design, pedestrian access and circulation, historic preservation and preservation of environmentally sensitive areas. However, staff feels that the use of extensive surface parking should be an area for consideration of alternatives which would lead to expanded open space and stormwater runoff reduction. The elimination of large areas of extensive surface parking would also create a more visually appealing environment in keeping with the urban design standards of the Dulles Suburban Center.

## **ENVIRONMENTAL ANALYSIS**

This section characterizes the environmental concerns raised by an evaluation of this site and the proposed land use. Solutions are suggested to remedy the concerns that have been identified by staff. There may be other acceptable solutions. Particular emphasis is given to opportunities provided by this application to conserve the County's remaining natural amenities.

### **Water Quality**

#### **Issue:**

The subject property contains a portion of the Flatlick Run stream valley and is part of the Cub Run watershed and Water Supply Protection Overlay District (WS). As noted above, the primary concern with the proposed development is improving water quality. While the proposed development satisfies the minimum standards for water quality and quantity control through existing measures, staff feels that the proposed development presents an opportunity to enhance existing water quality measures by increasing landscaping, reducing impervious

surface area and incorporating low impact development (LID) measures into the proposed development.

**Resolution:**

The applicants are strongly encouraged to include LID measures as part of the proposed development. The elimination of large portions of the surface parking would be a significant measure to improving water quality in this area. Replacing the parking with enhanced landscaping and water quality improvement measures is strongly encouraged.

PGN:JRB

### **Additional Comprehensive Plan Text**

The following Comprehensive Plan text guidance also applies to the site:

Fairfax County Comprehensive Plan, 2003 Edition, Area III, Dulles Suburban Center, as amended through May 15, 2006, pages 12-13:

“The following are the major objectives for planning in the Dulles Suburban Center.

#### Land Use

1. Promote a high quality of life for those who work and reside in or proximate to the Dulles Suburban Center.
2. Support development that emphasizes local, national and international business and commercial endeavors; tourism and visitor services; major recreation and entertainment features; mixed commercial and residential areas in urban settings with compatible facilities and amenities; and industrial service areas required to support the Dulles Airport and the surrounding area.
3. Support developments at major employment sites that incorporate retail facilities, day care services, and cultural facilities, with amenities complementing a Suburban Center setting.
4. Minimize undesirable visual, auditory, and environmental impacts.
5. Encourage a variety of housing opportunities within and near the Dulles Suburban Center.
6. Provide a balance of land uses, protect environmental and heritage resources, and provide public facilities and transportation services.
7. Assure that planned residential uses at the periphery of the Tax District are compatible in density with the established residential communities.
8. Provide flexibility for economic enterprises attracted to the Dulles Airport area.
9. Encourage project planning that emphasizes transit-friendly design.
10. Provide affordable housing as part of all future residential development and encourage a variety of housing types and prices.

Fairfax County Comprehensive Plan, 2003 Edition, Area III, Dulles Suburban Center, as amended through May 15, 2006, pages 23-25:

#### Urban Design Principles

The principles of urban design to be followed in the Dulles Suburban Center are represented by four words: Function, Order, Identity and Appeal. Below is a brief discussion of these terms:

**Function.** If an area is designed well, it generally works well; it serves its purpose. Function can be achieved if:

- People can conduct their business easily, efficiently and safely, usually resulting in higher economic return; and
- The area has all the needed linkages (i.e., good access for pedestrians and vehicles) and has a clear and easily understood circulation system which reduces reliance on the auto.

**Order.** Good design is logical and well organized. It presents a coherent, clear image for the area. If an area has good order, it addresses the following:

- The average user can understand where he/she is and how to get around easily. There is a pattern or layout to the area that can be recognized and remembered; and
- The area displays visual unity that is manifested through a cohesive use of design elements. This cohesiveness is carried out through themes in landscaping, architecture, paving, building materials, and signage. This does not mean that everything looks the same, but that there are some common elements with variety when appropriate.

**Identity.** Good design helps an area take on a special character or strong image that provides a sense of place, or a pattern that makes it easy to distinguish it from other areas. An area with good identity exhibits the following characteristics:

- It uses landmarks or focal points to give the entire area a special focus or character (e.g., Dulles Airport);
- It strongly defines the area as a whole, as well as areas of special character, using gateways, edges, parks, buffers, and/or natural features as boundaries; and
- It uses special land use patterns, such as mixed-use districts, historic areas, and special shopping areas to achieve a separate identity for small areas within the larger area.

**Appeal.** Defining appeal is subjective, but an area which is visually appealing usually displays some of the following characteristics:

- The economic return of the area is high because people are attracted to it. The image of the area is positive, and human interaction is encouraged. A high level of activity exists, because users enjoy being there;
- A high degree of visual unity exists, not to the point of monotony, but with harmony of style, color and scale; and
- Visual diversity also exists, resulting from interesting differences and contrasts, such as unique building forms or skylines, views, or vistas.

### Urban Design Objectives

The quality of the built and natural environment is an important consideration in planning for the Dulles Suburban Center because recent development has, for the most part, established a high standard for design. The intent of the following design objectives is to achieve the goal of protecting the existing high-quality built environment and the natural environment, while ensuring the compatibility of future development. Specific guidelines to be used in implementing these objectives are found in the section titled "Design Guidelines for the Dulles Suburban Center" after Land Unit K in the Suburban Center Plan text.

#### **Design Objectives**

1. Provide high-quality development that is functionally integrated, orderly, identifiable and attractive.
2. Create a positive and easily recognizable identity for the Dulles Suburban Center as a whole, and also for individual development units. Establish a sense of place and assist in orienting people to find their way to the area's workplaces, stores, and other facilities.
3. Design development to allow for pedestrian access between buildings, thus reducing reliance on the auto; provide open space for active and passive recreation, and visual relief; allow opportunities for shared parking; and generally make more efficient use of land, a valuable resource.
4. Create vehicular and pedestrian/non-motorized vehicle circulation systems that minimize conflicts between these different modes of travel, and that are clearly identified for easy use.
5. Protect adjacent residential neighborhoods from the impacts of new development by establishing landscaped buffers and other landscaping features, as well as maintaining high standards for architectural quality. Keep noise, glare and traffic intrusion at a minimum.
6. Protect and enhance environmental and heritage resources, integrating these features into development to the greatest extent possible.
7. Encourage parcel consolidation in order to realize the benefit of comprehensive urban design and circulation/access principles.
8. Create highway corridors that function well, are visually appealing, and provide clear linkages to the rest of the Dulles Suburban Center.
9. Promote a positive image for the Dulles Suburban Center in keeping with the high architectural and design standards for development of the area as a whole."

Fairfax County Comprehensive Plan, 2003 Edition, Area III, Dulles Suburban Center, as amended through May 15, 2006, pages 128-133:

## **“I. DESIGN GUIDELINES FOR DULLES SUBURBAN CENTER**

**Objective:** The design guidelines are intended to facilitate the integration of new development with existing and future development, to ensure that the various land uses function well together from the point of view of the user, thus contributing to the overall positive image of the Suburban Center as a high quality area to live, work, shop or visit.

### **SITE PLANNING**

#### General

- Provide buffers and screening where necessary to protect adjacent neighborhoods or other less intense uses, recognizing that preservation of natural beauty in transitional areas enhances the visual quality of the development.
- Where feasible, minimize areas of impervious surface through shared parking, decked or structured parking; or increased building height; or other measures as appropriate.
- Plan development to ensure substantial usable open space.
- Minimize the disturbance of environmental resources and topography, by integrating existing vegetation, trees and topography into site design.
- Preserve or recover and record significant heritage resources, integrating them into site design where feasible.
- Separate auto and truck traffic on site for light industrial development, providing separate truck parking, loading and vehicle maintenance areas. For plants with large truck traffic volumes, provide vehicle entrances and exits separate from those for visitors.
- Design retail shopping development in physically unified complexes, not as scattered free-standing structures.
- Design safe separate pedestrian and vehicular circulation patterns for retail development, to encourage shoppers to walk from store to store.
- Limit access to arterial roads from retail development, relying on service roads or access to secondary roads that have access to arterials.

#### Transit Access

- Provide pedestrians, including those with disabilities, with safe and convenient access between bus stops and building entrances, using the shortest route possible.
- Provide bus shelters that protect patrons from the weather, and that are safe, easy to maintain, and relatively vandal-proof.

Plan transportation facilities, such as bus pullouts, in the initial design of the road network. Design roads to accommodate heavy-weight and large-vehicle requirements.

### Vehicular and Pedestrian Access

- Provide separate auto and pedestrian circulation systems for a safe environment that encourages walking rather than auto use for short trips.
- Design safe pedestrian crossings at roads with good lighting and access elements such as ramps for persons with disabilities.
- Provide pedestrian links to adjacent development and to the regional and countywide trail systems, connecting local sites with the larger community and enhancing the continuity of the larger systems.
- Use a hierarchical system of internal drives and roadways; do not access parking directly onto major arterial roads.
- Encourage bicycle use with bicycle routes and secure convenient bicycle storage for use by commuters, recreational users, and people cycling to the local shopping center.

### Parking and Loading Areas

- Encourage parking in either structures, decks or well-screened, off-street parking areas on the sides or at the back of buildings. If it is not possible to accommodate parking behind or beside buildings, minimize parking in front of buildings.
- Locate priority parking spaces for carpools and vanpools close to the employee entrance of the building or parking structure, to encourage ride-sharing.
- Integrate the design of parking structures with that for the buildings served. Landscape both on the parking structure and adjacent to it, to make the structure more attractive.
- Design Park and Ride Lots to be compatible with adjacent development and cause as little disruption as possible to the surrounding natural setting. Trees and other vegetation should be preserved as screening.
- Segregate service, maintenance and loading zones from employee and visitor vehicle parking areas.
- Screen parking lots to control the view from the street right-of-way, adjacent development, and buildings being served by the lot. Use plant materials, walls, fences or earth berms. Break up large parking lots into smaller lots by using planting areas as dividers.
- Locate or screen the lights within parking lots to minimize glare on adjacent buildings or residential areas.

### Open Space/Environmental and Heritage Resources Protection

- Provide for a continuous open space system linking activity nodes internally and externally. Use natural environmental areas as transitions between developments, as visual amenities, passive recreation corridors, and as wildlife corridors.
- Increase the benefit from stormwater detention facilities by designing them as open space amenities, i.e., small parks with landscaping and seating and/or picnic areas.
- Use grass swales for surface drainage whenever possible rather than channelization.

### Buffers and Screening

- Use natural landscape to create edges and provide buffering to help define development.
- Utilize architectural and landscape elements (such as walls, berms, trees, varying scales and building masses, etc.) as visual buffers between commercial and non-commercial uses, as well as to mitigate impacts of highway noise.
- Screen from public view rooftop mechanical equipment, materials storage, utility substations and the like.
- Mitigate the impact of blank walls on the side and back of retail buildings with landscaping, screening and buffering. Avoid long expanses of blank walls along major roads, when feasible.

### Utility/Service Areas

- Place utilities underground to the extent possible. Keep utility corridors separate from landscaping corridors to avoid disturbing vegetation during utility maintenance.
- Provide for safe and well-screened on-site storage of refuse generated by commercial and industrial uses, including walled enclosures for dumpsters. Design recycling facilities to be accessible but well-screened.

## ARCHITECTURAL DESIGN

### Scale/Mass/Form/Facades

- When development is near existing residential areas, provide general consistency of scale and mass between residential and non-residential development.
- Establish an architectural theme for multi-building complexes, utilizing similar materials and relating building elements such as entries, windows, and roof lines.

- Incorporate plazas at major building entrances or in the center of a group of buildings. Such plazas could feature special paving, seating, planting, water features such as fountains, and public art.

## STREETSCAPE

### Landscaping

- Provide a well-landscaped, high-quality image both toward the street and on any facade that can be seen from adjacent buildings or side streets.
- Provide color, texture and seasonal visual interest at major architectural and site focal points by using flowers and ornamental, deciduous and evergreen shrubs, trees, etc.
- Preserve existing high quality vegetation and integrate it with development to the greatest possible extent. Restore disturbed natural areas to be a visually appealing landscape.
- Select low-maintenance landscape materials for areas not likely to receive consistent maintenance.

### Signage/Street Furniture

- Create a signage style for a given development complex and carry it out consistently at major roads entering the complex and at building site entries. Comprehensive sign systems that establish a distinctive theme and identity and eliminate visual clutter are desirable. Building-mounted signs and ground-mounted shopping center signs incorporated within a planting strip are encouraged. Freestanding and pole-mounted signs are discouraged.
- At major intersections, place street signs on mast arms overhead.
- Provide street furniture including utilitarian items such as benches, trash receptacles, and planters. Street furniture should be durable, require low maintenance, and be easily repaired or replaced.
- Use benches or other seating in courtyards, along pathways, near building entries, or in any other public area. Seating should be located so as not to impede pedestrian traffic.
- Place trash receptacles conveniently and strategically along major walkways, near building entrances, and in seating areas. Locate receptacles so as not to impede pedestrian traffic.
- Within the Sully Historic District all signs, fences, street furniture, outdoor graphics should be designed and installed to be compatible with the Sully Historic Site in terms of mass, scale, color and visual impact.

Lighting

- Develop a comprehensive lighting plan for a given development complex, in order to provide unity and a coordinated appearance, thus contributing to a positive sense of orientation and identity for motorists and pedestrians.
- Provide exterior lighting that enhances nighttime safety and circulation, as well as highlighting special features to act as landmarks for motorists.
- Design lighting in a manner that minimizes glare onto adjacent sites.



# County of Fairfax, Virginia

## MEMORANDUM

DATE: August 27, 2007

**TO:** Regina Coyle, Director  
Zoning Evaluation Division

**FROM:** Angela Kadar Rodeheaver, Chief *AKR by CAA*  
Site Analysis Section  
Department of Transportation

**SUBJECT:** Transportation Impact Addendum

**FILE:** 3-4 (RZ 2006-SU-025) (RZ 78-S-063)

**REFERENCE:** FDP 2006-SU-025; PCA78-S-063-5; Commonwealth Centre Investments  
Traffic Zone: 1706  
Land Identification: 44-4 ((1)) 6

These amended comments reflect the position of the Department of Transportation, and are based on Draft Proffers revised to August 10, 2007 and the development plan last revised to May 9, 2007. The applicant is seeking to remove the property from the Westfields development but continues to proffer to Westfields approval for the proposed public improvements. The site should either be removed from all Westfields obligations or remain a part of the Westfields development. *This department continues to recommend denial of the application as presently submitted, but would not object to approval if the issues identified are adequately addressed by the applicant.*

Draft Proffers.

1. Caveats in draft proffer 10.F. can not be supported. The shelter locations should be located based on bus service at time of site plan review for the site. It may be appropriate to escrow funds for the shelters pending improved transit service. This department suggests that the applicant contact the Transit Services Division of this department for suggested proffer language.

2. This department can not support draft proffer 10G, which subjects sidewalk construction to Westfields Design Review Board approval.
3. This department can not support approval of draft proffer 10H which provides a 5-foot wide sign easement along Westfields Boulevard with signing contingent on approval of the Westfields Design Review Board.
4. The applicant should commit to provide a 15-foot wide unrestricted easement parallel to Westfields Boulevard frontage for public street purposes.
5. The applicant should commit to provide all dedication and temporary/permanent easements including drainage, utility relocation, and storm water detention requirements as may be needed to complete the reconstruction of Westfields Boulevard at Walney Road, plus Walney Road north of Westfields Boulevard, and the Walney Road bridge over Flatlick Branch. This department can not support the limited commitment offered in the proffers.
6. Draft proffer 10.I. which limits the obligation for frontage improvements can not be supported by this department. Escrow amounts for all frontage are typically determined by DPW&ES at time of site plan review. The applicant should commit to escrow/construct as determined by DPW&ES at time of site plan review.
7. This department can not support draft proffer 23.D. which allows for up to 50% of TDM funds to be used to fund the TDM coordinator's salary and benefits.
8. The proffers do not appear to provide an effective methodology for replenishing the TDM account identified in draft proffer 23.D. In addition, the applicant should commit that these funds shall not be used to pay any part of the project manager's salary or benefits.
9. Draft proffer 23.E.i should be modified to include... "scoping and *timing* of traffic counts".

#### Development Plan.

1. It is strongly recommended that a sidewalk be provided along Westfields Boulevard between the eastern intersection with Newbrook Drive and Walney Road, with an escrow for a future sidewalk along Walney Road to the eastern property line of the site.
2. The pedestrian plan should be modified to accommodate pedestrian sidewalks and crosswalks across both of the Newgate Drive north approaches to Westfields Blvd.
3. As noted in the review of draft proffers above, the applicant should commit to provide all right-of-way, plus all temporary and permanent easements necessary for the future widening

Barbara A. Byron, Director  
Zoning Evaluation Division  
August 27, 2007  
Page 3 of 3

and reconstruction of Walney Road at the extreme eastern area of the site. The development plan now provides for only a 25-foot wide easement for construction.

The applicant is requesting a waiver of the service drive requirement along the Route 28 frontage. Route 28 is a limited access highway. As such, this department would not object to approval of the waiver.

AKR/CAA

cc: Michelle Brickner, Director, Office of Site Development Services, DPW&ES  
Ellen Gallagher, Chief, Capital Projects and Operations Division, FCDOT

# Fairfax Water

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

**PLANNING AND ENGINEERING  
DIVISION**

JAMIE BAIN HEDGES  
ACTING DIRECTOR  
(703) 289-6302  
Fax (703) 289-6398

September 20, 2006

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

Re: RZ 06-SU-025  
FDP 06-SU-025

Dear Ms. Byron:

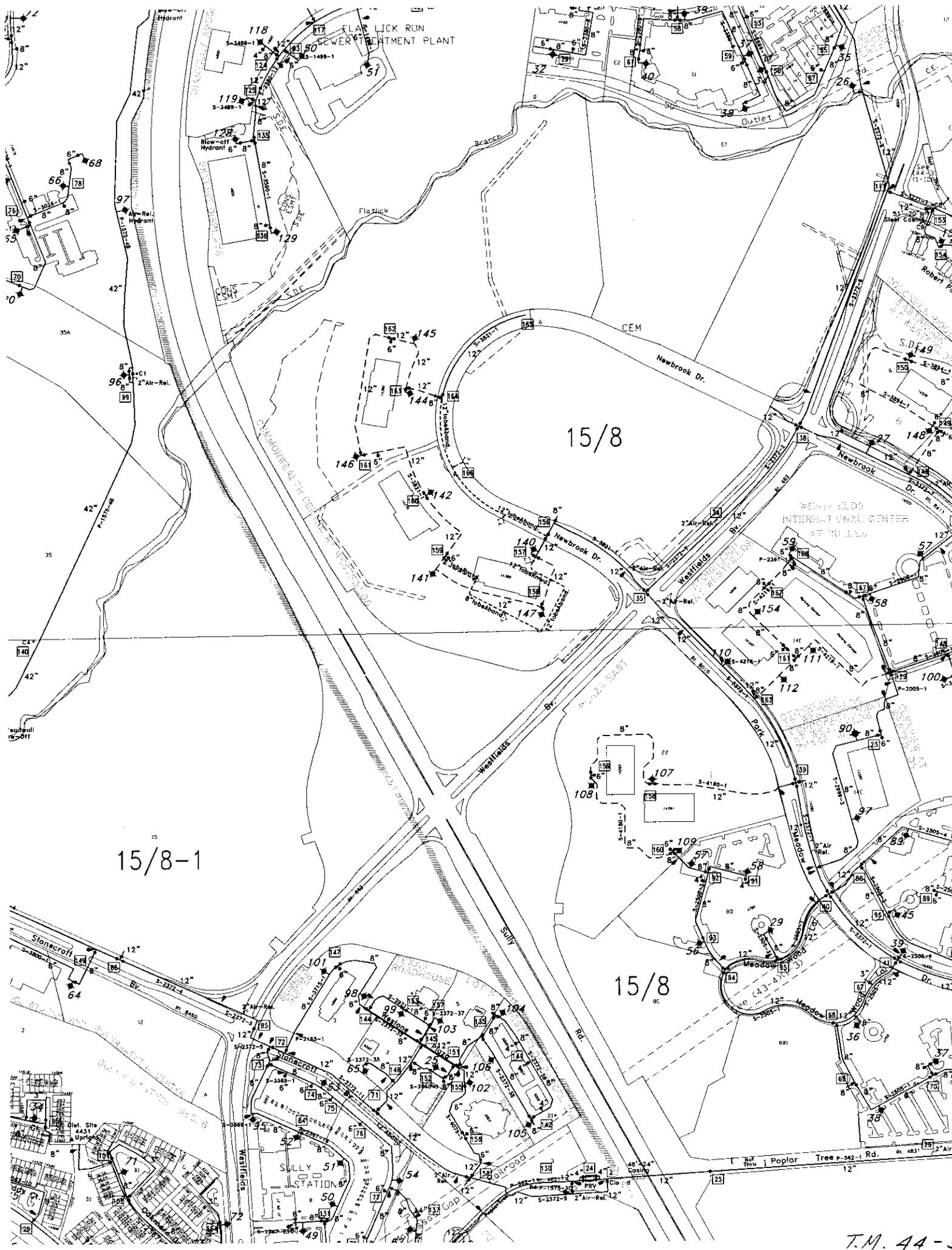
The following information is submitted in response to your request for a water service analysis for the above application:

1. The property is located within the Fairfax Water service area.
2. Adequate domestic water service is available at the site from existing 12-inch, 8-inch and 6-inch water mains located at the property. See the enclosed water system map.
3. Depending upon the configuration of the on-site water mains, additional water main extensions may be necessary to satisfy fire flow requirements and accommodate water quality concerns.
4. Due to the limited detail of these plans, Fairfax Water is not able to provide comprehensive comments with regard to existing and proposed water facilities. Fairfax Water will review for conformance with Fairfax Water's Design Standards Manual and Standard Details upon submittal of final site plans.

If you have any questions regarding this information please contact me at (703) 289-6302.

Sincerely,  
  
Jamie Bain Hedges, P.E.  
Acting Director, Planning and Engineering

Enclosures



15/8-1

15/8

15/8

MEMORANDUM

**TO:** Staff Coordinator  
Zoning Evaluation Division, OCP

**DATE:** July 31, 2007

**FROM:** Gilbert Osei-Kwadwo (Tel: 324-5025)  
System Engineering & Monitoring Division  
Office of Waste Management, DPW

**SUBJECT:** Sanitary Sewer Analysis Report

**REFERENCE:** Application No. RZ/FDP 2006-SU-025  
Tax Map No. 044-1-/01/ /6, 6B, 6C AND 6D

The following information is submitted in response to your request for a sanitary sewer analysis for above referenced application:

1. The application property is located in the CUB RUN (T2) Watershed. It would be sewerred into the UOSA Treatment Plant.
2. Based upon current and committed flow, excess capacity is available in the Upper Occoquan Sewer Authority Treatment Plant at this time. For purposes of this report, committed flow shall be deemed as for which fees have been previously paid, building permits have been issued, or priority reservations have been established by the Board of Supervisors. No commitment can be made, however, as to the availability of treatment capacity for the development of the subject property. Availability of treatment capacity will depend upon the current rate of construction and the timing for development of this site.
3. An existing 24 AND 27 inch lines located in an easement and ON the property ARE adequate for the proposed use at this time.
4. The following table indicates the condition of all related sewer facilities and the total effect of this application.

<u>Sewer Network</u>	<u>Existing Use</u>		<u>Existing Use</u>		<u>Existing Use</u>	
	<u>+ Application</u>		<u>+ Application</u>		<u>+ Application</u>	
	<u>+ Previous Rezoning</u>		<u>+ Previous Rezoning</u>		<u>+ Comp. Plan</u>	
	<u>Adeq.</u>	<u>Inadeq.</u>	<u>Adeq.</u>	<u>Inadeq.</u>	<u>Adeq.</u>	<u>Inadeq.</u>
Collector	<u>X</u>	_____	<u>X</u>	_____	<u>X</u>	_____
Submain	<u>X</u>	_____	<u>X</u>	_____	<u>X</u>	_____
Main/Trunk	<u>X</u>	_____	<u>X</u>	_____	<u>X</u>	_____
Interceptor	_____	_____	_____	_____	_____	_____
Outfall	_____	_____	_____	_____	_____	_____

5. Other pertinent information or comments:



# County of Fairfax, Virginia

## MEMORANDUM

**DATE:** September 13, 2006

**TO:** Barbara Byron, Director  
Zoning Evaluation Division  
Office of Comprehensive Planning

**FROM:** Ralph Dulaney (246-3868)  
Information Technology Section  
Fire and Rescue Department

**SUBJECT:** Fire and Rescue Department Preliminary Analysis of Rezoning Application RZ 2006-SU-025 and final Development Plan FDP 2006-SU-025

The following information is submitted in response to your request for a preliminary Fire and Rescue Department analysis for the subject:

1. The application property is serviced by the Fairfax County Fire and Rescue Department Station #415, Chantilly
2. After construction programmed \_\_\_\_\_ this property will be serviced by the fire station \_\_\_\_\_
3. In summary, the Fire and Rescue Department considers that the subject rezoning application property:
  - a. currently meets fire protection guidelines.
  - b. will meet fire protection guidelines when a proposed fire station becomes fully operational.
  - c. does not meet current fire protection guidelines without an additional facility; however, a future station is projected for this area.
  - d. does not meet current fire protection guidelines without an additional facility. The application property is \_\_\_\_\_ of a mile outside the fire protection guidelines. No new facility is currently planned for this area.

Proudly Protecting and  
Serving Our Community

Fire and Rescue Department  
4100 Chain Bridge Road  
Fairfax, VA 22030  
703-246-2126  
www.fairfaxcounty.gov





# County of Fairfax, Virginia

## MEMORANDUM

**DATE:** OCT 12 2006

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

**FROM:** Qayyum Khan, Chief Stormwater Engineer   
Site Review West, Environmental and Site Review Division  
Department of Public Works and Environmental Services

**SUBJECT:** Rezoning and Final Development Plan Application, RZ/FDP 2006-SU-025, Commonwealth Centre at Westfields, LDS Project #6178-ZONA-003-1.1, Tax Map #044-1-01-0006 (Property), Cub Run Watershed, Sully District

We have reviewed the subject submission and offer the following comments related to stormwater management (SWM):

Chesapeake Bay Preservation Ordinance

There is a Resource Protection Area on the northern portion of the Property. The site is also located within the water supply protection overlay district.

Floodplain

There is a regulated floodplain on the northern portion of the Property.

Downstream Drainage Complaints

There are no downstream drainage complaints on file.

Site Outfall

The applicant has provided the outfall narrative.

SWM

The applicant states that the stormwater detention and water quality control will be met by the two on-site ponds.



Barbara Byron, Director  
Project #6178-ZONA-003-1.1  
Page 2

If further assistance is desired, please contact me at 703-324-1720.

QK/mw

cc: Steve Aitcheson, Director, Stormwater Planning Division, DPWES  
Assad Ayoubi, Director, Site Review West, ESRD, DPWES  
Zoning Application File



# FAIRFAX COUNTY PARK AUTHORITY

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## MEMORANDUM



**TO:** Barbara A. Byron, Director  
Zoning Evaluation Division  
Department of Planning and Zoning

**FROM:** Sandy Stallman, Park Planning Branch Manager   
Planning and Development Division

**DATE:** May 30, 2007

**SUBJECT:** Addendum Comments - RZ/FDP 2006-SU-025, Commonwealth Centre at Westfields Tax Map Number: 44-1-((1))-6

### BACKGROUND

The Park Authority staff has reviewed the proposed revised Development Plan dated April 2007 for the above referenced application. A subsequent plan was submitted, but did not substantially change relative to park issues.

The application requests the rezoning of approximately 97.6 acres of land from I-3 to PDC. The Development Plan shows three 5-story office buildings with existing site approval, three more 5-story office buildings without site approval, two hotels with a small amount of ground-floor retail, and two 2-story office buildings with ground floor retail. The development could add 1,859 new residents as well as a significant increase in new commuters and visitors to the Sully Supervisory District. For more background information on FCPA comments, please refer to memos of earlier submissions dated November 2, 2006 and April 10, 2007.

### ANALYSIS AND RECOMMENDATIONS

1) While the Park Authority noted a need for the applicant to help offset a significant deficit of recreation fields in the Westfields area as cited in the Comprehensive Plan (*Dulles Suburban Center Land Unit J, Land Use Recommendations, Parks and Recreation, p. 123*), there are no proffers addressing this issue. A contribution to the Park Authority of \$700,000 would help allow for the construction of one rectangular field in the area, which would provide both visitors and residents the opportunity to recreate near the proposed development. It would also help satisfy the need for more active recreation areas as outlined in the Comprehensive Plan. Please see the Park Authority's November 2, 2006 memo for more details. Proffer language should include the following:

**“At time of site plan approval, the Applicant shall contribute \$700,000 to the Fairfax County Park Authority for recreation facilities within the Sully Woodlands Regional Master Plan. The contribution amount shall be adjusted based on increases to the**

**Marshall and Swift Building Cost Index from the date of the Board of Supervisor's approval of this rezoning application to the date of site plan approval.**

2) **Proffer #16** - The Countywide Trails Plan shows a Type I trail running through the northern portion of the Westfields development from Sully Road (Route 28) through to Westfields Boulevard (Route 6755). However, the section labeled "Pedestrian Trail" on sheet 2 of the CDP/PCA plans submitted along with the proffers shows an incomplete trail to be constructed by the applicant. A complete trail should be constructed by the applicant and run uninterrupted from Sully Road near the SWM pond to the northeast portion of the property at Westfields Boulevard. Once a final site inspection conducted by the Park Authority shows the trail was adequately constructed, the Park Authority agrees to own and maintain the trail. The CDP and all supporting plans/documents showing the pedestrian trail should be adjusted to show a continuous trail to be built by the applicant from the SWM pond at Sully Road to the northeast corner of the property at Westfields Boulevard. The section of the trail to be constructed on the Applicant property not dedicated to the Park Authority should include a public access easement to allow continuous access along the entire trail. Language should be added to Proffer #16 to ensure the Applicant cover all costs and construction of the entire trail, as well as allow for a public access easement along the trail built on the Applicant's property.

3) **Proffer #21** - The land to be dedicated to the Park Authority should include land up to the Environmental Quality Corridor (EQC) line (excluding any SWM ponds), not the 100-year floodplain. The Park Authority's responsibility to protect County streams extends to the EQC line as established by the Park Policy 101.3-3, which states:

“In accordance with adopted Greenway Plans, acquire designated parcels necessary to complete the Greenways, especially those segments of Environmental Quality Corridors (EQCs) needed to complete the publicly accessible Stream Valley Parks.”

In addition, the Comprehensive Plan (Policy Plan, Parks and Recreation Objective 6(e), p.8) notes that the Park Authority should “seek dedication of appropriate lands...as defined respectively by the Chesapeake Bay Preservation Ordinance and the Fairfax County Park Authority Stream Valley Policy.”

Further, in accordance with PFM 2-1102.4B, the landowner is required to take any necessary corrective action prior to Park Authority acceptance. Any debris and waste on the parcel should be removed prior to dedication. No grading should encroach upon the dedicated land. In addition, the proffer language dealing with dedication should be adjusted to protect the Park Authority as well as the environmental quality of the dedicated land during construction. It is recommended to adjust the proffer language as follows (items in strikeover are to be deleted; items underlined are to be added):

**Proffer 21: "In recognition of the Property's location within a Water Supply Overlay District, and to protect Flatlick Branch from the encroachment of development, the Applicant shall dedicate to the FCPA approximately 18.8 acres of the Property located**

**within the limits of the 100-year floodplain for Flatlick Branch, as more particularly shown on Sheet 2 of the Development Plan (the "Flatlick Branch Dedication Area"), for use as recreation facilities and open space; provided, however, that nothing herein shall preclude the Applicant from constructing in the Flatlick Branch Dedication Area the SWM Facilities (Proffer 19) and the Pedestrian Trail (Proffer 16) set forth in these Proffers. Dedication of the Flatlick Branch Dedication Area shall be accomplished in two phases: the westerly portion of the Flatlick Branch Dedication Area (approximately 4.5 acres) shall occur prior to site plan approval for the first building to be constructed in Land Bay C of the Proposed Development, while dedication of the easterly portion of the Flatlick Branch Dedication Area (approximately 14.3 acres) shall occur prior to site plan approval for the first building to be constructed in Land Bay D of the Proposed Development. occur prior to bond release of the Proposed Development. In accordance with PFM 2-1102.4B, the landowner is required to take any necessary corrective action prior to Park Authority acceptance. The Applicant reserves the right to receive credit under the Stormwater Plan for dedicating land area within the floodplain against the water quality improvement/BMP requirements of the Proposed Development and shall be entitled to such credit as each phase of the dedication is completed. ~~As part of such dedication, the Applicant shall be permitted to secure, and the FCPA shall provide, necessary grading, temporary construction and related easements as may be required to permit the Applicant to complete the Proposed Development."~~**

4) Before development of the proposed site is complete, there is an opportunity to significantly improve the stream quality of Flatlick Branch. As noted in the Park Authority's November 2, 2006 memo, stream restoration work along the poor conditions of this reach will greatly improve in-stream habitat, lower the average intensity of flooding, reduce velocities and increase downstream concentration times. Restored banks and active floodplains trap sediments, thus reducing downstream scour and the transport of nutrients and pollutants to improve overall water quality. Restoration can be more easily and efficiently accomplished during project construction, which would reduce overall cost. The developer should provide stream restoration or contribute funds towards stream restoration along the reach directly adjacent to the subject property.

cc: Hal Strickland, Sully Representative, Fairfax County Park Authority Board  
Cindy Messinger, Director, Resource Management Division  
Chron Binder  
File Copy



# FAIRFAX COUNTY PARK AUTHORITY

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# MEMORANDUM



**TO:** Barbara A. Byron, Director  
Zoning Evaluation Division  
Department of Planning and Zoning

**FROM:** Sandy Stallman, Park Planning Branch Manager  
Planning and Development Division

*Sandy Stallman*

**DATE:** November 2, 2006

**SUBJECT:** RZ/FDP 2006-SU-025, Commonwealth Centre at Westfields  
Tax Map Number: 44-1-((1)); 6

## **BACKGROUND**

The Park Authority staff has reviewed the proposed Development Plan dated July 7, 2006 for the above referenced application. The application is requesting the rezoning of approximately 97.6 acres of land from I-3 to PDC. The Development Plan shows three 5-story office buildings with existing site approval, three more 5-story office buildings without site approval, two hotels with a small amount of ground-floor retail, and two 2-story office buildings with ground floor retail. The development could add a significant increase in new commuters and visitors to the Sully Supervisory District.

### **1. Park Services and New Development (The Policy Plan, Parks and Recreation, p. 4-5)**

**“Objective 1: Identify and serve current and future park and recreation needs through an integrated park system that provides open space, recreational services and facilities, and stewardship of natural and cultural resources.”**

Policy e: “Enhance existing park experiences and resource protection opportunities through acquisition of lands adjacent to existing parkland, wherever feasible.”

Policy f: “Extend public investments in parkland acquisition and park development through a combination of public/private mechanisms, such as voluntary dedication and/or donation of land, fee simple purchase, negotiated agreements, and other appropriate means.”

Policy h: “Encourage private landowners to preserve open space and protect ecological and cultural resources through the use of conservation easements, land use valuation, and other land use options, incentives and programs.”

Policy l: “Work cooperatively with private and public landowners to develop and provide trail connections to parkland from existing and planned trails and encourage non-motorized access to parks.”

2. **Park Services and New Development** (The Policy Plan, Parks and Recreation, p. 5-6)

**“Objective 2: Protect appropriate land areas in a natural state to ensure preservation of significant and sensitive natural resources.”**

Policy c: “Manage vegetative resources, including invasive species, through appropriate inventories, monitoring, education, planning, management and restoration to protect and improve the ecosystem function including increasing native species biodiversity.”

Policy e: “Protect, monitor and manage park water resources and stream valleys.”

Policy g: “Protect parklands from encroachments and minimize adverse human impacts to natural areas.”

Policy j: “Minimize adverse impacts of development on water resources and stream valleys.”

Policy k: “Minimize the effects of storm water outfalls on parkland.”

3. **Park Services and New Development** (The Policy Plan, Parks and Recreation, p. 7)

**“Objective 4: Provide for current and future park and recreational needs through a combination of development of new and existing sites and the optimal use of all existing facilities.”**

Policy f: “Integrate urban-scale parks into mixed-use developments or major employment centers.”

4. **Park Services and New Development** (The Policy Plan, Parks and Recreation, p. 7)

**“Objective 5: Ensure the long term protection, preservation and sustainability of park resources.”**

Policy a: “Protect parklands from adverse impacts of off-site development and uses. Specifically, identify impacts from development proposals that may negatively affect parklands and private properties under protective easements and require mitigation and/or restoration measures, as appropriate.”

5. **Park Services and New Development** (The Policy Plan, Parks and Recreation, p. 8)

**“Objective 6: Ensure the mitigation of adverse impacts to park and recreation facilities and service levels caused by growth and land development through the provision of proffers, conditions, contributions, commitments, and land dedication.”**

Policy c: “Non-residential development should offset significant impacts of work force growth on the parks and recreation system.”

Policy e: “Seek dedication of appropriate lands to the Fairfax County Park Authority that meet the criteria for Resource Protection Areas and parkland adjacent to stream valleys as defined respectively by the Chesapeake Bay Preservation Ordinance and the Fairfax County Park Authority Stream Valley Policy.”

Policy f: “Encourage developers to cooperatively develop publicly accessible urban parks, connective trails, park amenities and active recreation facilities in Tysons Corner Urban Center, Transit Station Areas, Suburban Centers, Community Business Centers and identified “Town Centers” or mixed-use activity centers.”

Policy g: “Apply appropriate design standards to all facilities proposed for inclusion in the park system.”

Policy h: “On development adjacent to park property, encourage designs that minimize the potential for encroachments and adverse environmental impacts on parkland and that augment the natural resource values of the parkland.”

**5. Dulles Suburban Center (Fairfax County Comprehensive Plan, Dulles Suburban Center, Area-wide Recommendations for Parks and Recreation p. 44)**

1. “Public, private and corporate interests within the designated Dulles Suburban Center and adjacent Fairfax and Loudoun Counties and the Town of Herndon should cooperate in the development of a Greenway system that serves recreation, environmental and historic preservation, transportation and tourism, and economic vitality in the Dulles area...”
3. “The potential for joint public/private sector development of recreation facilities should be explored wherever feasible. These projects could include golf courses, interim and/or permanent athletic fields, and indoor recreation and leisure services facilities in leased space within commercial or industrial structures...”
5. “Private sector development and operation of athletic fields and other active outdoor recreation facilities for employee use should be encouraged in cooperation with the Park Authority...”
7. “Phase I Archeological Surveys should be required for all new development in the vicinity of identified and/or likely heritage resource areas...”

**7. Park Services and Identified Needs (Fairfax County Comprehensive Plan, Dulles Suburban Center Land Unit J, Land Use Recommendations, Parks and Recreation, p. 123)**

1. “The Fairfax County Park Authority should cooperate with Westfields officials to provide active recreation facilities, especially athletic fields, to serve employee and local community needs.”
2. “Cub Run Stream Valley Park is located on the western boundary of this land unit. Portions of this EQC contain sensitive resource areas; however, development of the stream valley trail and other amenities such as wildlife observation, seating and open play areas within the outer perimeter of the EQC will enhance the passive recreation value of this natural resource.”
3. “Flatlick Stream Valley Park borders this land unit on the south. The 10-acre park site located adjacent to Braddock Road outside the floodplain is suitable for the development of active recreation facilities.”

**8. Park Services and Identified Needs (Fairfax County Comprehensive Plan, Dulles Suburban Center Land Unit J, Land Use Recommendations, Greenways/Trails, p. 123-124)**

“Stream Valley Recreational Trails: Complete the Cub Run Stream Valley Trail through this land unit to connect with Flatlick Stream Valley Park. Completion of the Flatlick Stream Valley Trail through Westfields by means of a public access trail easement is desirable to connect with the recommended trail through Land Unit E-4.”

“Countywide Greenways/Trails: Internal trails within Westfields are an integral part of the Dulles Greenway and should provide continuity of access between the Cub Run, Flatlick Branch EQCs, and Ellanor C. Lawrence Park. A pedestrian/bicycle access across Route 28 to Ellanor C. Lawrence Park should be considered as part of the Phase II transportation improvements.”

“Trails planned for this land unit are delineated on Figure 10 and are an integral part of the overall County system. While some of the segments have already been constructed, the map portrays the ultimate system for the land unit. In addition, the map specifies either a pedestrian or bicycle classification for each segment, which represents the desired ultimate function of that trail. For new trails, specific construction requirements are detailed in the Public Facilities Manual.”

**ANALYSIS AND RECOMMENDATIONS**

The Park Authority owns and operates the Flatlick Branch Stream Valley Park and the Flatlick Branch Maintenance Facility adjacent to the applicant’s property. Based upon the above citations from the Comprehensive Plan, the Park Authority provides the following recommendations:

**Flatlick Stream Valley Land Dedication and Stream Restoration**

This site is bounded by parkland along Flatlick Run to the north. As such, the Chesapeake Bay Resource Protection Area (RPA) and Environmental Quality Corridor (EQC) located on the applicant's site provide an important link between the separate pieces of parkland separated by Westfields Boulevard. As currently shown, the site has approximately 21 acres of RPA/EQC which is not being used for development purposes in the most recent Final Development Plan (FDP). However, some questions have been raised as to the exact location of the RPA/EQC lines as shown on the plan. This issue needs to be resolved. Once an accurate RPA/EQC line has been determined, the Park Authority requests the applicant dedicate the land within the EQC on this site (currently shown as approximately 21 acres) to the Fairfax County Park Authority for public park purposes. Any debris and waste currently on the parcel should be removed prior to dedication. In accordance with *PFM 2-1102.4B*, the landowner is required to take any necessary corrective action prior to Park Authority acceptance. No grading should encroach upon the dedicated land.

Overall, the potential impact of dedication of this land is significant. This section of Flatlick Branch has significant bank stability and bed load issues. Restoration of the entire reach to stabilize banks, reduce sediment loading and reconnect the stream with its floodplain by the applicant is highly desirable and beneficial. This effort would greatly improve in-stream habitat, benefit the floodplain community by restoring greater flood frequency while lowering the average intensity and reduce the overall impact of larger storm events by giving floodwaters access to the floodplain thereby reducing velocities and increasing downstream concentration times, and restored banks and active floodplains trap sediments thus reducing downstream scour and the transport of nutrients and pollutants to improve overall water quality.

The applicant has several advantages to improve stream quality at this time. Existing County data on this stream reach can be used as a basis for design. The reach is discreet with fixed features and elevations at either end (the Walney Road crossing upstream and the Route 28 crossing downstream). Stream restoration costs would be significantly reduced if done in conjunction with development site work due to consolidation of mobilization and support costs, concurrent permitting and optimum site access. Restoring longer reaches of stream is far more effective than short reaches and has greater environmental benefits.

The Park Authority encourages the developer to dedicate the EQC land to the Fairfax County Park Authority and perform the stream restoration work in coordination with the Park Authority, the Department of Public Works and Environmental Services, and the Northern Virginia Soil and Water Conservation.

### **Flatlick Stream Valley Trail and Trail Connections**

The plan shows a trail along Newbrook Drive, which is required by the Countywide Trails Plan. The Countywide Trails Plan also shows a planned trail through the Flatlick Stream Valley. This trail is not currently shown on the applicant's plans. The applicant should construct this trail through the dedicated land to the Park Authority, which after construction and dedication will be maintained by the Park Authority. Trail design and layout is subject to final approval by the Park Authority Trails Coordinator. The trail should begin in the EQC along Sully Road and along the

length of the EQC to a connection with existing Park Authority land across the intersection at Westfields Boulevard/Walney Road.

All on-site trails should have direct connections with the each other, as well as with the sidewalks along both Sully Road and Westfields Boulevard. A connection between Newbrook Drive and the stream valley trail should occur somewhere near the urban plaza/stormwater pond #2.

### **Park Services and New Development**

Currently, there is a significant need for active recreation within the Dulles Suburban Center. As cited in the background information above, the Comprehensive Plan for Land Unit J in Dulles Suburban Center recommends that the Park Authority work “with Westfields officials to provide active recreation facilities, especially athletic fields, to serve employee and local community needs.” The Park Authority encourages the applicant to contribute \$700,000 to the Fairfax County Park Authority to fund future construction of athletic field facilities on parkland identified for active recreation use in the “Sully Woodlands” Regional Master Plan approved by the Fairfax County Park Authority Board on September 27, 2006. This amount should be escalated from the date of approval to contribution.

### **Natural Resources Protection**

The proposed plan includes a significant amount of surface parking. Part of the parking lot is located within the RPA adjacent to stormwater pond #2. The Park Authority recommends moving stormwater pond #2 to be completely within the peninsula of RPA that is located just southwest of where the pond is currently proposed and eliminating the portion of the parking lot and parking lot ingress/egress within the RPA.

When designing the outfall structure for stormwater pond #2, the applicant should provide a structure which allows water to mix from multiple depths from the pond to ensure cooler overall outflow temperatures from the pond. The effect of this would be to reduce fluctuation in temperatures in the water column leaving the pond and help prevent shock to downstream aquatic wildlife. In addition, the pond should incorporate plunge pools or other appropriate features to reduce velocities leaving the outfall pipe and incorporate native plantings around the outfall and in the outfall channel to increase water shading and improve overall wildlife habitat.

The applicant should incorporate Low Impact Development design elements into their project wherever possible. Such innovative methods are promoted by the county and could include cisterns, permeable pavers, tree boxes, rain gardens, green roof design and other methods that capture run-off before it concentrates, provide some filtration and/or use the water to sustain landscapes or supplement other functions on the site rather than simply conveying it down slope to a pond where it is lost and can potentially harm Flatlick Run, a stream that has shown significant degradation due to area development in the past two decades.

The high amount of parking lot surface as shown in the proposed development plan will create a significant amount of runoff. Any opportunity to detain stormwater on-site in smaller areas within the parking lots is recommended. It would be advantageous for the developer to consider decked or underground parking to allow for more open space/pervious surface in this development. These new green spaces available with parking structures could be aesthetically pleasing and provide a functional opportunity to detain storm water in smaller quantities, thereby reducing the velocity and quantity of stormwater running into the Flatlick Stream Valley.

The landscape list for the project should avoid invasive plant species as listed by the Virginia Department of Conservation and Recreation Division of Natural Heritage on their website at <http://www.dcr.virginia.gov/dnh/invlist.pdf> . The applicant should design landscapes that either are maintained in a natural state or require very low maintenance as promoted by Fairfax County's natural landscaping initiatives. Lists of native plants recommended for landscaping can be found at the Natural Heritage Program website at <http://www.dcr.virginia.gov/dnh/native.htm>.

### **Plaza/Urban Design**

As mentioned earlier, the applicant has the opportunity to modify the current design to improve the design quality while incorporating more LID practices, which would create more open spaces for users to enjoy. The applicant has provided a design for the central area between the two hotels as a plaza space. This space has the potential to link the inner hub of hotels with the outer sections of office space, as well as ease access issues back into the Flatlick Stream Valley. As with any urban-style park, it is important to incorporate the needs of the users with an aesthetically-pleasing place for social gatherings. Non-invasive tree and shrub species that are tolerant of urban conditions should be used to provide shade for users in summer months. These spaces should be designed to accommodate a range of group sizes and programmatic opportunities. Plenty of space should be offered for people to sit, eat, and socialize. If possible, restaurant or café spaces that open and use part of the plaza area can help to activate the space and make it more desirable for people to visit. Sustainable hardscape materials should be used to create site details.

### **Cultural Resources**

The parcel was subject to archival review only. The review indicates that the property contains the Wren-Hutchison House and Cemetery (Virginia State archaeological site number, 44FX1096) in the center of the northeastern half of the property. The southwestern half appears to be extensively disturbed. The property has a high potential for historic archaeological resources on the upland landform in the northeastern half of the property.

Prehistoric archaeological sites are also recorded upstream and downstream from the property. The property has a moderate potential for prehistoric archaeological resources also in the northeastern half of the property.

Based on the plans attached to the application it is likely that none of the archaeological remains on the property can be avoided, which would be the preferable option. As a result the following actions are recommended:

The cemetery must be located and the boundaries established, with all associated burials located. If the cemetery is currently fenced, burials may be present beyond the existing fence. The cemetery should be surrounded with fencing and avoided during construction. If the cemetery cannot be avoided, please contact Joanna Wilson at the Virginia Department of Historic Resources (DHR) [(703) 367-2323]. Cemeteries are subject to the Virginia Antiquities Act and come under the jurisdiction of DHR.

The remainder of the northeastern half of the property should be subject to a tight interval Phase I archaeological survey (40-foot interval between STP samples), using a scope of work provided by the Cultural Resource Management and Protection Section of the Park Authority. If any archaeological resources are found by the Phase I survey and determined to be potentially significant then a Phase II assessment should be done. If any sites are determined to be significant then either they should be avoided or Phase III data recoveries should be performed in accordance with a scope provided by the Cultural Resource Management and Protection Section of the Park Authority. Any Phase III scopes will provide for public interpretation of the results. Draft and final archaeological reports produced as a result of Phase I, II and/or III studies should be submitted for approval to the Cultural Resource Management & Protection Section of the Park Authority.

The applicant should also be made aware that there are specific archaeological requirements under Section 106 of the National Historic Preservation Act, which are associated with Federally permitted or funded development. If Section 106 applies, then any archaeological work under this recommendation should be coordinated in advance with the Virginia Department of Historic Resource [State Historic Preservation Officer (SHPO)].

cc: Hal Strickland, Sully Representative, Fairfax County Park Authority Board  
Cindy Messinger, Director, Resource Management Division  
Chron Binder  
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**16-100 STANDARDS FOR ALL PLANNED DEVELOPMENTS****16-101 General Standards**

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

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

**16-102 Design Standards**

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

- 1. In order to complement development on adjacent properties, at all peripheral boundaries of the planned development district, the bulk regulations and landscaping and screening provisions shall generally conform to the provisions of that conventional zoning district which most closely characterizes the particular type of development under consideration.
- 2. Other than those regulations specifically set forth in Article 6 for a particular P district, the open space, off-street parking, loading, sign and all other similar regulations set forth in this Ordinance shall have general application in all planned developments.
- 3. Streets and driveways shall be designed to generally conform to the provisions set forth in this Ordinance and all other County ordinances and regulations controlling same, and where applicable, street systems shall be designed to afford convenient access to mass transportation facilities. In addition, a network of trails and sidewalks shall be coordinated to provide access to recreational amenities, open space, public facilities, vehicular access routes, and mass transportation facilities.

## GLOSSARY

This Glossary is provided to assist the public in understanding the staff evaluation and analysis of development proposals. It should not be construed as representing legal definitions. Refer to the Fairfax County Zoning Ordinance, Comprehensive Plan or Public Facilities Manual for additional information.

**ABANDONMENT:** Refers to road or street abandonment, an action taken by the Board of Supervisors, usually through the public hearing process, to abolish the public's right-of-passage over a road or road right-of way. Upon abandonment, the right-of-way automatically reverts to the underlying fee owners. If the fee to the owner is unknown, Virginia law presumes that fee to the roadbed rests with the adjacent property owners if there is no evidence to the contrary.

**ACCESSORY DWELLING UNIT (OR APARTMENT):** A secondary dwelling unit established in conjunction with and clearly subordinate to a single family detached dwelling unit. An accessory dwelling unit may be allowed if a special permit is granted by the Board of Zoning Appeals (BZA). Refer to Sect. 8-918 of the Zoning Ordinance.

**AFFORDABLE DWELLING UNIT (ADU) DEVELOPMENT:** Residential development to assist in the provision of affordable housing for persons of low and moderate income in accordance with the affordable dwelling unit program and in accordance with Zoning Ordinance regulations. Residential development which provides affordable dwelling units may result in a density bonus (see below) permitting the construction of additional housing units. See Part 8 of Article 2 of the Zoning Ordinance.

**AGRICULTURAL AND FORESTAL DISTRICTS:** A land use classification created under Chapter 114 or 115 of the Fairfax County Code for the purpose of qualifying landowners who wish to retain their property for agricultural or forestal use for use/value taxation pursuant to Chapter 58 of the Fairfax County Code.

**BARRIER:** A wall, fence, earthen berm, or plant materials which may be used to provide a physical separation between land uses. Refer to Article 13 of the Zoning Ordinance for specific barrier requirements.

**BEST MANAGEMENT PRACTICES (BMPs):** Stormwater management techniques or land use practices that are determined to be the most effective, practicable means of preventing and/or reducing the amount of pollution generated by nonpoint sources in order to improve water quality.

**BUFFER:** Graduated mix of land uses, building heights or intensities designed to mitigate potential conflicts between different types or intensities of land uses; may also provide for a transition between uses. A landscaped buffer may be an area of open, undeveloped land and may include a combination of fences, walls, berms, open space and/or landscape plantings. A buffer is not necessarily coincident with transitional screening.

**CHESAPEAKE BAY PRESERVATION ORDINANCE:** Regulations which the State has mandated must be adopted to protect the Chesapeake Bay and its tributaries. These regulations must be incorporated into the comprehensive plans, zoning ordinances and subdivision ordinances of the affected localities. Refer to Chesapeake Bay Preservation Act, Va. Code Section 10.1-2100 et seq and VR 173-02-01, Chesapeake Bay Preservation Area Designation and Management Regulations.

**CLUSTER DEVELOPMENT:** Residential development in which the lots are clustered on a portion of a site so that significant environmental/historical/cultural resources may be preserved or recreational amenities provided. While smaller lot sizes are permitted in a cluster subdivision to preserve open space, the overall density cannot exceed that permitted by the applicable zoning district. See Sect. 2-421 and Sect. 9-615 of the Zoning Ordinance.

**COUNTY 2232 REVIEW PROCESS:** A public hearing process pursuant to Sect. 15.2-2232 (Formerly Sect. 15.1-456) of the Virginia Code which is used to determine if a proposed public facility not shown on the adopted Comprehensive Plan is in substantial accord with the plan. Specifically, this process is used to determine if the general or approximate location, character and extent of a proposed facility is in substantial accord with the Plan.

**dBA:** The momentary magnitude of sound weighted to approximate the sensitivity of the human ear to certain frequencies; the dBA value describes a sound at a given instant, a maximum sound level or a steady state value. See also Ldn.

**DENSITY:** Number of dwelling units (du) divided by the gross acreage (ac) of a site being developed in residential use; or, the number of dwelling units per acre (du/ac) except in the PRC District when density refers to the number of persons per acre.

**DENSITY BONUS:** An increase in the density otherwise allowed in a given zoning district which may be granted under specific provisions of the Zoning Ordinance when a developer provides excess open space, recreation facilities, or affordable dwelling units (ADUs), etc.

**DEVELOPMENT CONDITIONS:** Terms or conditions imposed on a development by the Board of Supervisors (BOS) or the Board of Zoning Appeals (BZA) in connection with approval of a special exception, special permit or variance application or rezoning application in a "P" district. Conditions may be imposed to mitigate adverse impacts associated with a development as well as secure compliance with the Zoning Ordinance and/or conformance with the Comprehensive Plan. For example, development conditions may regulate hours of operation, number of employees, height of buildings, and intensity of development.

**DEVELOPMENT PLAN:** A graphic representation which depicts the nature and character of the development proposed for a specific land area: information such as topography, location and size of proposed structures, location of streets trails, utilities, and storm drainage are generally included on a development plan. A development plan is a submission requirement for rezoning to the PRC District. A **GENERALIZED DEVELOPMENT PLAN (GDP)** is a submission requirement for a rezoning application for all conventional zoning districts other than a P District. A development plan submitted in connection with a special exception (SE) or special permit (SP) is generally referred to as an SE or SP plat. A **CONCEPTUAL DEVELOPMENT PLAN (CDP)** is a submission requirement when filing a rezoning application for a P District other than the PRC District; a CDP characterizes in a general way the planned development of the site. A **FINAL DEVELOPMENT PLAN (FDP)** is a submission requirement following the approval of a conceptual development plan and rezoning application for a P District other than the PRC District; an FDP further details the planned development of the site. See Article 16 of the Zoning Ordinance.

**EASEMENT:** A right to or interest in property owned by another for a specific and limited purpose. Examples: access easement, utility easement, construction easement, etc. Easements may be for public or private purposes.

**ENVIRONMENTAL QUALITY CORRIDORS (EQCs):** An open space system designed to link and preserve natural resource areas, provide passive recreation and protect wildlife habitat. The system includes stream valleys, steep slopes and wetlands. For a complete definition of EQCs, refer to the Environmental section of the Policy Plan for Fairfax County contained in Vol. 1 of the Comprehensive Plan.

**ERODIBLE SOILS:** Soils that wash away easily, especially under conditions where stormwater runoff is inadequately controlled. Silt and sediment are washed into nearby streams, thereby degrading water quality.

**FLOODPLAIN:** Those land areas in and adjacent to streams and watercourses subject to periodic flooding; usually associated with environmental quality corridors. The 100 year floodplain drains 70 acres or more of land and has a one percent chance of flood occurrence in any given year.

**FLOOR AREA RATIO (FAR):** An expression of the amount of development intensity (typically, non-residential uses) on a specific parcel of land. FAR is determined by dividing the total square footage of gross floor area of buildings on a site by the total square footage of the site itself.

**FUNCTIONAL CLASSIFICATION:** A system for classifying roads in terms of the character of service that individual facilities are providing or are intended to provide, ranging from travel mobility to land access. Roadway system functional classification elements include Freeways or Expressways which are limited access highways, Other Principal (or Major) Arterials, Minor Arterials, Collector Streets, and Local Streets. Principal arterials are designed to accommodate travel; access to adjacent properties is discouraged. Minor arterials are designed to serve both through traffic and local trips. Collector roads and streets link local streets and properties with the arterial network. Local streets provide access to adjacent properties.

**GEOTECHNICAL REVIEW:** An engineering study of the geology and soils of a site which is submitted to determine the suitability of a site for development and recommends construction techniques designed to overcome development on problem soils, e.g., marine clay soils.

**HYDROCARBON RUNOFF:** Petroleum products, such as motor oil, gasoline or transmission fluid deposited by motor vehicles which are carried into the local storm sewer system with the stormwater runoff, and ultimately, into receiving streams; a major source of non-point source pollution. An oil-grit separator is a common hydrocarbon runoff reduction method.

**IMPERVIOUS SURFACE:** Any land area covered by buildings or paved with a hard surface such that water cannot seep through the surface into the ground.

**INFILL:** Development on vacant or underutilized sites within an area which is already mostly developed in an established development pattern or neighborhood.

**INTENSITY:** The magnitude of development usually measured in such terms as density, floor area ratio, building height, percentage of impervious surface, traffic generation, etc. Intensity is also based on a comparison of the development proposal against environmental constraints or other conditions which determine the carrying capacity of a specific land area to accommodate development without adverse impacts.

**Ldn:** Day night average sound level. It is the twenty-four hour average sound level expressed in A-weighted decibels; the measurement assigns a "penalty" to night time noise to account for night time sensitivity. Ldn represents the total noise environment which varies over time and correlates with the effects of noise on the public health, safety and welfare.

**LEVEL OF SERVICE (LOS):** An estimate of the effectiveness of a roadway to carry traffic, usually under anticipated peak traffic conditions. Level of Service efficiency is generally characterized by the letters A through F, with LOS-A describing free flow traffic conditions and LOS-F describing jammed or grid-lock conditions.

**MARINE CLAY SOILS:** Soils that occur in widespread areas of the County generally east of Interstate 95. Because of the abundance of shrink-swell clays in these soils, they tend to be highly unstable. Many areas of slope failure are evident on natural slopes. Construction on these soils may initiate or accelerate slope movement or slope failure. The shrink-swell soils can cause movement in structures, even in areas of flat topography, from dry to wet seasons resulting in cracked foundations, etc. Also known as slippage soils.

**OPEN SPACE:** That portion of a site which generally is not covered by buildings, streets, or parking areas. Open space is intended to provide light and air; open space may function as a buffer between land uses or for scenic, environmental, or recreational purposes.

**OPEN SPACE EASEMENT:** An easement usually granted to the Board of Supervisors which preserves a tract of land in open space for some public benefit in perpetuity or for a specified period of time. Open space easements may be accepted by the Board of Supervisors, upon request of the land owner, after evaluation under criteria established by the Board. See Open Space Land Act, Code of Virginia, Sections 10.1-1700, et seq.

**P DISTRICT:** A "P" district refers to land that is planned and/or developed as a Planned Development Housing (PDH) District, a Planned Development Commercial (PDC) District or a Planned Residential Community (PRC) District. The PDH, PDC and PRC Zoning Districts are established to encourage innovative and creative design for land development; to provide ample and efficient use of open space; to promote a balance in the mix of land uses, housing types, and intensity of development; and to allow maximum flexibility in order to achieve excellence in physical, social and economic planning and development of a site. Refer to Articles 6 and 16 of the Zoning Ordinance.

**PROFFER:** A written condition, which, when offered voluntarily by a property owner and accepted by the Board of Supervisors in a rezoning action, becomes a legally binding condition which is in addition to the zoning district regulations applicable to a specific property. Proffers are submitted and signed by an owner prior to the Board of Supervisors public hearing on a rezoning application and run with the land. Once accepted by the Board, proffers may be modified only by a proffered condition amendment (PCA) application or other zoning action of the Board and the hearing process required for a rezoning application applies. See Sect. 15.2-2303 (formerly 15.1-491) of the Code of Virginia.

**PUBLIC FACILITIES MANUAL (PFM):** A technical text approved by the Board of Supervisors containing guidelines and standards which govern the design and construction of site improvements incorporating applicable Federal, State and County Codes, specific standards of the Virginia Department of Transportation and the County's Department of Public Works and Environmental Services.

**RESOURCE MANAGEMENT AREA (RMA):** That component of the Chesapeake Bay Preservation Area comprised of lands that, if improperly used or developed, have a potential for causing significant water quality degradation or for diminishing the functional value of the Resource Protection Area. See Fairfax County Code, Ch. 118, Chesapeake Bay Preservation Ordinance.

**RESOURCE PROTECTION AREA (RPA):** That component of the Chesapeake Bay Preservation Area comprised of lands at or near the shoreline or water's edge that have an intrinsic water quality value due to the ecological and biological processes they perform or are sensitive to impacts which may result in significant degradation of the quality of state waters. In their natural condition, these lands provide for the removal, reduction or assimilation of sediments from runoff entering the Bay and its tributaries, and minimize the adverse effects of human activities on state waters and aquatic resources. New development is generally discouraged in an RPA. See Fairfax County Code, Ch. 118, Chesapeake Bay Preservation Ordinance.

**SITE PLAN:** A detailed engineering plan, to scale, depicting the development of a parcel of land and containing all information required by Article 17 of the Zoning Ordinance. Generally, submission of a site plan to DPWES for review and approval is required for all residential, commercial and industrial development except for development of single family detached dwellings. The site plan is required to assure that development complies with the Zoning Ordinance.

**SPECIAL EXCEPTION (SE) / SPECIAL PERMIT (SP):** Uses, which by their nature, can have an undue impact upon or can be incompatible with other land uses and therefore need a site specific review. After review, such uses may be allowed to locate within given designated zoning districts if appropriate and only under special controls, limitations, and regulations. A special exception is subject to public hearings by the Planning Commission and Board of Supervisors with approval by the Board of Supervisors; a special permit requires a public hearing and approval by the Board of Zoning Appeals. Unlike proffers which are voluntary, the Board of Supervisors or BZA may impose reasonable conditions to assure, for example, compatibility and safety. See Article 8, Special Permits and Article 9, Special Exceptions, of the Zoning Ordinance.

**STORMWATER MANAGEMENT:** Engineering practices that are incorporated into the design of a development in order to mitigate or abate adverse water quantity and water quality impacts resulting from development. Stormwater management systems are designed to slow down or retain runoff to re-create, as nearly as possible, the pre-development flow conditions.

**SUBDIVISION PLAT:** The engineering plan for a subdivision of land submitted to DPWES for review and approved pursuant to Chapter 101 of the County Code.

**TRANSPORTATION DEMAND MANAGEMENT (TDM):** Actions taken to reduce single occupant vehicle automobile trips or actions taken to manage or reduce overall transportation demand in a particular area.

**TRANSPORTATION SYSTEM MANAGEMENT (TSM) PROGRAMS:** This term is used to describe a full spectrum of actions that may be applied to improve the overall efficiency of the transportation network. TSM programs usually consist of low-cost alternatives to major capital expenditures, and may include parking management measures, ridesharing programs, flexible or staggered work hours, transit promotion or operational improvements to the existing roadway system. TSM includes Transportation Demand Management (TDM) measures as well as H.O.V. use and other strategies associated with the operation of the street and transit systems.

**URBAN DESIGN:** An aspect of urban or suburban planning that focuses on creating a desirable environment in which to live, work and play. A well-designed urban or suburban environment demonstrates the four generally accepted principles of design: clearly identifiable function for the area; easily understood order; distinctive identity; and visual appeal.

**VACATION:** Refers to vacation of street or road as an action taken by the Board of Supervisors in order to abolish the public's right-of-passage over a road or road right-of-way dedicated by a plat of subdivision. Upon vacation, title to the road right-of-way transfers by operation of law to the owner(s) of the adjacent properties within the subdivision from whence the road/road right-of-way originated.

**VARIANCE:** An application to the Board of Zoning Appeals which seeks relief from a specific zoning regulation such as lot width, building height, or minimum yard requirements, among others. A variance may only be granted by the Board of Zoning Appeals through the public hearing process and upon a finding by the BZA that the variance application meets the required Standards for a Variance set forth in Sect. 18-404 of the Zoning Ordinance.

**WETLANDS:** Land characterized by wetness for a portion of the growing season. Wetlands are generally delineated on the basis of physical characteristics such as soil properties indicative of wetness, the presence of vegetation with an affinity for water, and the presence or evidence of surface wetness or soil saturation. Wetland environments provide water quality improvement benefits and are ecologically valuable. Development activity in wetlands is subject to permitting processes administered by the U.S. Army Corps of Engineers

**TIDAL WETLANDS:** Vegetated and nonvegetated wetlands as defined in Chapter 116 Wetlands Ordinance of the Fairfax County Code; includes tidal shores and tidally influenced embayments, creeks, and tributaries to the Occoquan and Potomac Rivers. Development activity in tidal wetlands may require approval from the Fairfax County Wetlands Board.

#### Abbreviations Commonly Used in Staff Reports

A&F	Agricultural & Forestal District	PDH	Planned Development Housing
ADU	Affordable Dwelling Unit	PFM	Public Facilities Manual
ARB	Architectural Review Board	PRC	Planned Residential Community
BMP	Best Management Practices	RC	Residential-Conservation
BOS	Board of Supervisors	RE	Residential Estate
BZA	Board of Zoning Appeals	RMA	Resource Management Area
COG	Council of Governments	RPA	Resource Protection Area
CBC	Community Business Center	RUP	Residential Use Permit
CDP	Conceptual Development Plan	RZ	Rezoning
CRD	Commercial Revitalization District	SE	Special Exception
DOT	Department of Transportation	SEA	Special Exception Amendment
DP	Development Plan	SP	Special Permit
DPWES	Department of Public Works and Environmental Services	TDM	Transportation Demand Management
DPZ	Department of Planning and Zoning	TMA	Transportation Management Association
DU/AC	Dwelling Units Per Acre	TSA	Transit Station Area
EQC	Environmental Quality Corridor	TSM	Transportation System Management
FAR	Floor Area Ratio	UP & DD	Utilities Planning and Design Division, DPWES
FDP	Final Development Plan	VC	Variance
GDP	Generalized Development Plan	VDOT	Virginia Dept. of Transportation
GFA	Gross Floor Area	VPD	Vehicles Per Day
HC	Highway Corridor Overlay District	VPH	Vehicles per Hour
HCD	Housing and Community Development	WMATA	Washington Metropolitan Area Transit Authority
LOS	Level of Service	WS	Water Supply Protection Overlay District
Non-RUP	Non-Residential Use Permit	ZAD	Zoning Administration Division, DPZ
OSDS	Office of Site Development Services, DPWES	ZED	Zoning Evaluation Division, DPZ
PCA	Proffered Condition Amendment	ZPRB	Zoning Permit Review Branch
PD	Planning Division		
PDC	Planned Development Commercial		