



APPLICATION FILED: February 21, 2007
APPLICATION AMENDED: June 21, 2007
PLANNING COMMISSION: October 4, 2007
BOARD OF SUPERVISORS: October 15, 2007 @ 5:00 PM

County of Fairfax, Virginia

October 2, 2007

STAFF REPORT

APPLICATIONS PCA 84-L-020-23 & FDPA 84-L-020-02-13

LEE DISTRICT

APPLICANT: KINGSTOWNE L, L.P.
KINGSTOWNE PARCEL O, L.P.
KINGSTOWNE M&N, LP
BP KINGSTOWNE OFFICE BUILDING T, LLC
KINGSTOWNE TOWNE CENTER, L.P.
BP KINGSTOWNE OFFICE BUILDING K, LLC
BP KINGSTOWNE THEATRE, LLC

PRESENT ZONING: PDC

PARCEL(S): 91-2 ((1)) 26K, 32F, 36B, 36C, 36G, 36H, & 36I

ACREAGE: 43.37 acres

F.A.R.: 1.03

PLAN MAP: Mixed Use

PROPOSAL: Amend the proffers and CDP/FDP for the Kingstowne Town Center to allow two additional office buildings, add 800,000 sq ft of office space, an increase in FAR, and transportation improvements.

WAIVERS/MODIFICATION: Modification of the Transitional Screening requirements along the northern and western boundaries to permit landscaping as shown on the plan.

Waiver of the barrier requirements along all edges of the PDC District subject to this application.

O:\SWILLI\PCA\PCA 84-L-020-23-FDPA 84-L-020-02-13 Kingstowne\Staff Report\Staff Report Cover.doc

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

STAFF RECOMMENDATIONS:

Staff recommends approval of PCA 84-L-020-23 and the associated Conceptual Development Plan Amendment subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends approval of FDPA 84-L-020-02-13 subject to the Board's approval of PCA 84-L-020-23.

Staff recommends approval of a modification of the Transitional Screening requirements to the north and west of the subject property.

Staff recommends approval of a waiver of the Barrier requirement at all edges of the PDC District subject to this application.

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

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

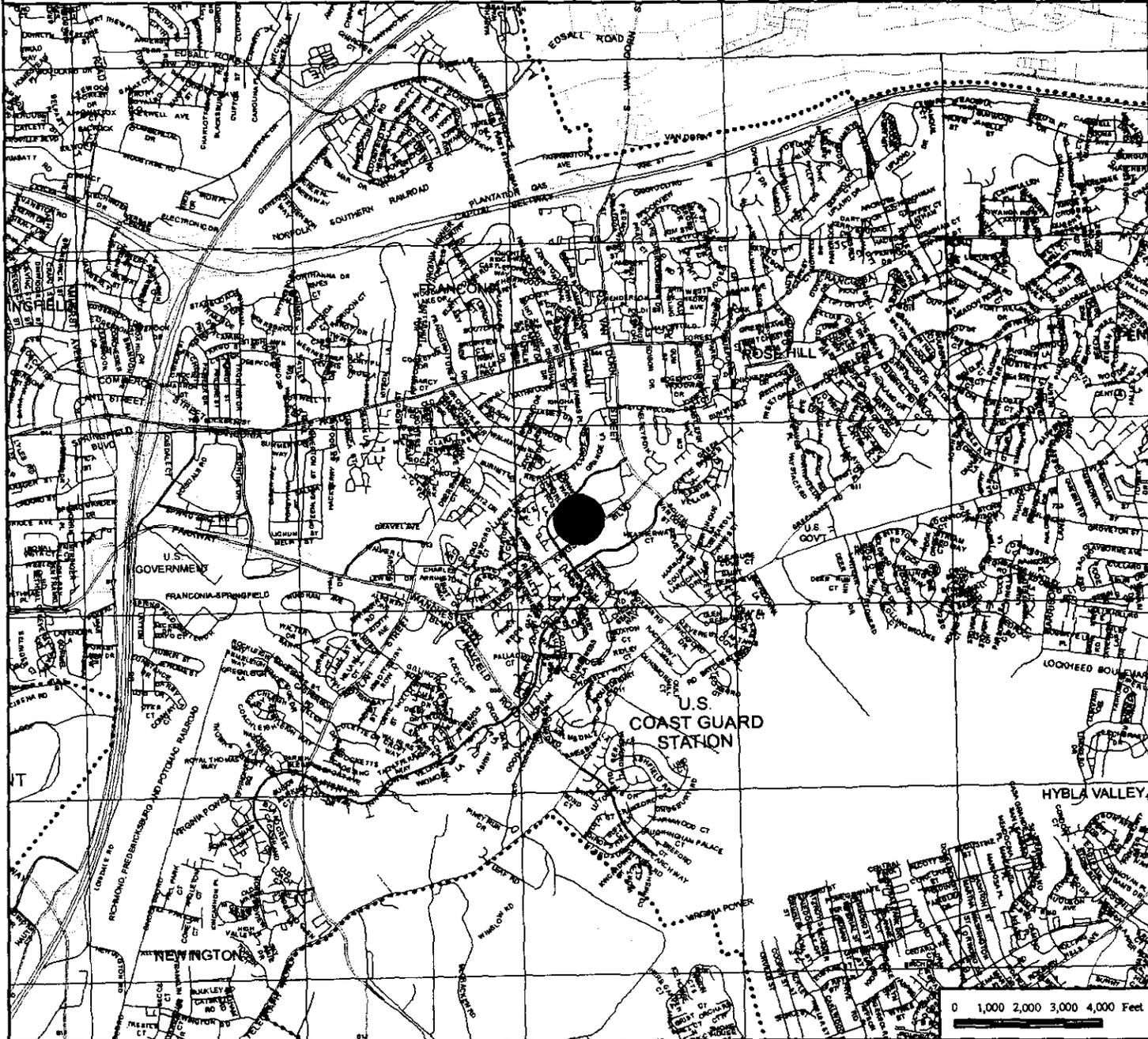
The approval of this rezoning does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application.

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



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).

| Proffered Condition Amendment PCA 84-L-020-23 | Final Development Plan Amendment FDPA 84-L-020-02-13 |
|---|--|
| Applicant: KINGSTOWNE M & N, LP, ET. AL. Accepted: 02/21/2007 | Applicant: KINGSTOWNE M & N, LP, ET. AL. Accepted: 02/21/2007 |
| Proposed: TO AMEND RZ 84-L-020 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT TWO ADDITIONAL BUILDINGS AND SITE MODIFICATIONS | Proposed: TO AMEND FDP 84-L-020 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT TWO ADDITIONAL BUILDINGS AND SITE MODIFICATIONS |
| Area: 43.37 AC OF LAND; DISTRICT - LEE | Area: 43.37 AC OF LAND; DISTRICT - LEE |
| Zoning Dist Sect: | Zoning Dist Sect: |
| Located: NORTHEAST AND SOUTHEAST QUADRANT OF THE INTERSECTION OF KINGSTOWNE BOULEVARD AND KINGSTOWNE VILLAGE PARKWAY | Located: NORTHEAST AND SOUTHEAST QUADRANTS OF THE INTERSECTION OF KINGSTOWNE BOULEVARD AND KINGSTOWNE VILLAGE PARKWAY |
| Zoning: PDC | Zoning: PDC |
| Overlay Dist: | Overlay Dist: |
| Map Ref Num: 091-2- /01/ /0026K /01/ /0032F /01/ /0036B /01/ /0036C /01/ /0036G /01/ /0036H /01/ /0036I | Map Ref Num: 091-2- /01/ /0026K /01/ /0032F /01/ /0036B /01/ /0036C /01/ /0036G /01/ /0036H /01/ /0036I |



Proffered Condition Amendment

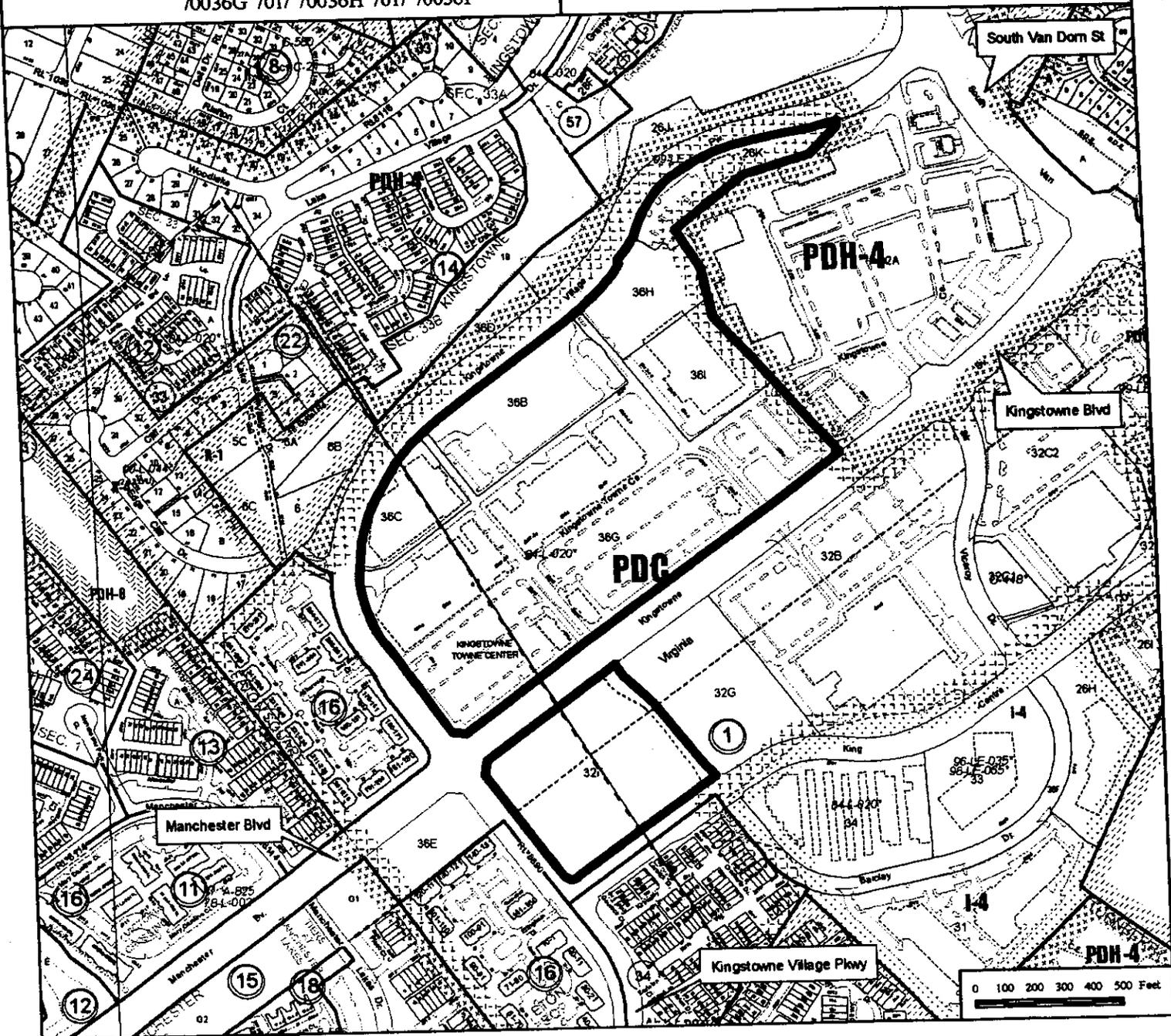
PCA 84-L-020-23

Applicant: KINGSTOWNE M & N, LP, ET. AL.
 Accepted: 02/21/2007
 Proposed: TO AMEND RZ 84-L-020 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT TWO ADDITIONAL BUILDINGS AND SITE MODIFICATIONS
 Area: 43.37 AC OF LAND; DISTRICT - LEE
 Zoning Dist Sect: NORTHEAST AND SOUTHEAST QUADRANT OF THE INTERSECTION OF KINGSTOWNE BOULEVARD AND KINGSTOWNE VILLAGE PARKWAY
 Located:
 Zoning: PDC
 Overlay Dist:
 Map Ref Num: 091-2- /01/ /0026K /01/ /0032F /01/ /0036B /01/ /0036C /01/ /0036G /01/ /0036H /01/ /0036I

Final Development Plan Amendment

FDPA 84-L-020-02-13

Applicant: KINGSTOWNE M & N, LP, ET. AL.
 Accepted: 02/21/2007
 Proposed: TO AMEND FDP 84-L-020 PREVIOUSLY APPROVED FOR MIXED USE DEVELOPMENT TO PERMIT TWO ADDITIONAL BUILDINGS AND SITE MODIFICATIONS
 Area: 43.37 AC OF LAND; DISTRICT - LEE
 Zoning Dist Sect: NORTHEAST AND SOUTHEAST QUADRANTS OF THE INTERSECTION OF KINGSTOWNE BOULEVARD AND KINGSTOWNE VILLAGE PARKWAY
 Located:
 Zoning: PDC
 Overlay Dist:
 Map Ref Num: 091-2- /01/ /0026K /01/ /0032F /01/ /0036B /01/ /0036C /01/ /0036G /01/ /0036H /01/ /0036I



KINGSTOWNE TOWNE CENTRE

PROFFERED CONDITION AMENDMENT CONCEPTUAL DEVELOPMENT PLAN AMENDMENT FINAL DEVELOPMENT PLAN AMENDMENT

LEE DISTRICT
FAIRFAX COUNTY, VIRGINIA

OWNER'S/APPLICANT'S

- KINGSTOWNE M&N, L.P.**
2900 LINDEN LANE, SUITE 300
SILVER SPRING, MD 20910
TAX MAP NO. 91-2-((1))-38B
- KINGSTOWNE TOWNE CENTER, L.P.**
2900 LINDEN LANE, SUITE 300
SILVER SPRING, MD 20910
TAX MAP NO. 91-2-((1))-38G
- BP KINGSTOWNE OFFICE BUILDING T, LLC**
C/O BOSTON PROPERTIES, INC.
111 HUNTINGTON AVE., SUITE 300
BOSTON, MA 02199-7810
TAX MAP NO. 91-2-((1))-38C
- BP KINGSTOWNE OFFICE BUILDING K, LLC**
C/O BOSTON PROPERTIES, INC.
111 HUNTINGTON AVE., SUITE 300
BOSTON, MA 02199-7810
TAX MAP NO. 91-2-((1))-38H
- BP KINGSTOWNE THEATER, LLC**
C/O BOSTON PROPERTIES, INC.
111 HUNTINGTON AVE., SUITE 300
BOSTON, MA 02199-7810
TAX MAP NO. 91-2-((1))-38I
- KINGSTOWNE PARCEL O, L.P.**
2900 LINDEN LANE, SUITE 300
SILVER SPRING, MD 20910
TAX MAP NO. 91-2-((1))-38F
- KINGSTOWNE I, L.P.**
2900 LINDEN LANE, SUITE 300
SILVER SPRING, MD 20910
TAX MAP NO. 91-2-((1))-28K

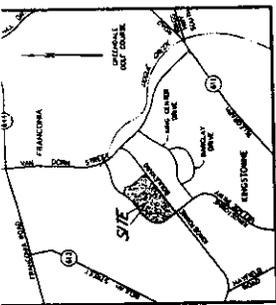
ATTORNEY

COOLEY GODWARD KRONISH LLP
ANTONIO J. CALABRESSI
ONE FREEDOM SQUARE
RESTON TOWN CENTER
11951 FREEDOM DRIVE
RESTON, VA 20190

SHEET INDEX

- 1) COVER SHEET
- 2) NOTES AND TABULATIONS
- 3) PCA/CDPA/FDPA
- 4) LANDSCAPE PLAN
- 5) PEDESTRIAN PLAN
- 6) PCA/CDPA/FDPA LIMITS
- 7) KTC SITE PLAN - GENERAL NOTES
- 8) KTC SITE PLAN - E&S AND DRAINAGE DIVIDES
- 9) KTC SITE PLAN - E&S AND DRAINAGE DIVIDES
- 10) KTC SITE PLAN - STORM SEWER COMPUTATIONS

NOTE:
THE PURPOSE OF THE PCA/CDPA/FDPA IS TO REDESIGN THE EXISTING PARKING AND N TO ADD ADDITIONAL PARKING AND N TO OFFICE STRUCTURE AND TO ADD 800,000 S.F. OF OFFICE SPACE. THE SITE IS CURRENTLY UNDER CONSTRUCTION AND CONTRACTORS WILL BE WITHIN THE AREA DIRECTLY AFFECTED BY THE CHANGE.



TRI-TEK ENGINEERING
CIVIL
ENVIRONMENTAL
LAND PLANNING
SURVEYING
890 Centre Street
Suite 300
Meriden, Virginia 20170
V: (703) 481-5900
F: (703) 481-5900
info@tritek.com

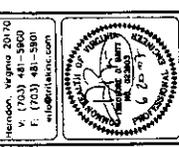


KINGSTOWNE
TOWNE CENTRE

COVER SHEET

| DATE | REVISION | DESCRIPTION |
|---------|----------|---------------|
| 1/19/08 | REV | CDPA COMMENTS |
| 1/20/08 | REV | CDPA COMMENTS |
| 1/20/08 | REV | CDPA COMMENTS |
| 1/20/08 | REV | CDPA COMMENTS |

DATE: 1/19/08
SCALE: AS SHOWN
JOB DATE: 1/19/08
JOB NO.: 08-010



FAYATK COUNTY, VIRGINIA
 KINGSTOWNE TOWNE CENTRE
 LE DISTRICT

NOTES AND TABULATIONS

| DATE | BY | DESCRIPTION |
|---------|----|--------------------------|
| 7/19/06 | RF | REV. CORRECTING COMMENTS |
| 1/22/07 | RF | REV. CORRECTING COMMENTS |
| 1/22/07 | RF | REV. CORRECTING COMMENTS |
| 1/22/07 | RF | REV. CORRECTING COMMENTS |

DATE: 7/19/06
 DRAWN BY: RF
 CHECKED BY: RF
 TITLE: KINGSTOWNE TOWNE CENTRE
 SHEET NO.: 1 OF 10

TREE COVER CALCULATIONS

WOODS AND AREA: 1,880,248 S.F. 43.37 AC.
 BLDG FOOTPRINT AREA: 508,817 S.F. 12.82 AC.
 GRASS AND ASPHALT: 1,372,741 S.F. 31.35 AC.
 ADJACENT WOODS: 1,330,741 S.F. 30.35 AC.
 WOOD COVER REQUIRED (10%): 133,074 S.F. 3.08 AC.
 TREE COVER PLANTED: 133,074 S.F. 3.08 AC.
 TOTAL TREE COVER PROPOSED: 133,074 S.F. 3.08 AC.

*TREE COVER PROPOSED SUBJECT TO FINAL ENGINEERING AND SITE DESIGN. MINIMUM PROVIDED WILL MEET THE REQUIREMENTS OF THE ZONING ORDINANCE.

DESIGN SEWER CALCULATIONS

REQUIRED: 15K
 1,880,258 X 0.15 = 282,039 S.F. OR 6.51 ACRES
 PROPOSED: 6.51 ACRES

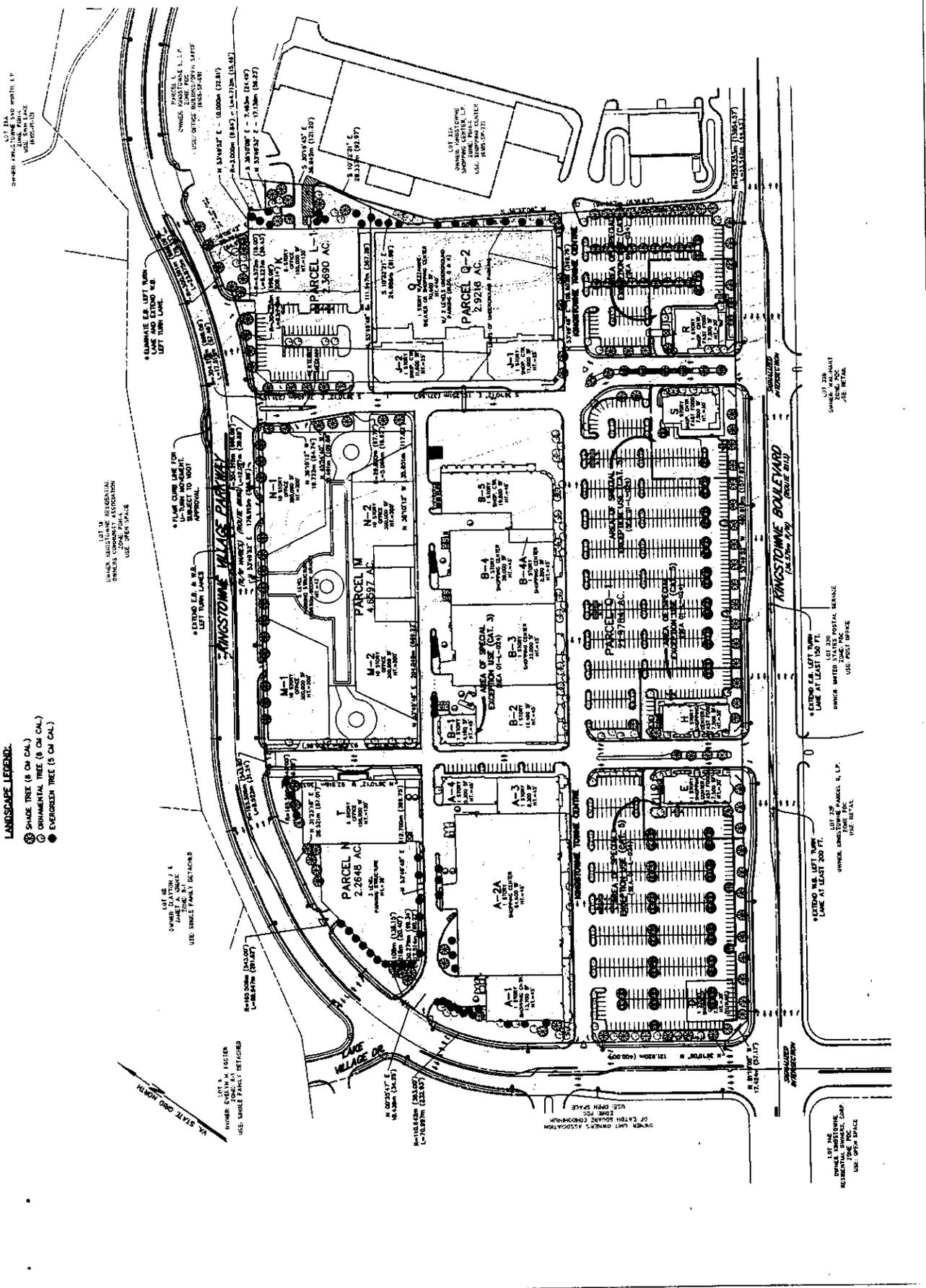
FLOOR AREA PARKS (LAND SUBJECT TO THIS APPLICATION)
 PROPOSED GROSS FLOOR AREA: 112

| BUILDING | ADDRESS | USE | GSF | HEIGHT (FT) | PARKING SPACES | COMMENTS |
|----------|------------------------------|--------|---------|-------------|----------------|----------|
| 1 | 3017 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 2 | 3018 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 3 | 3019 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 4 | 3020 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 5 | 3021 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 6 | 3022 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 7 | 3023 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 8 | 3024 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 9 | 3025 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 10 | 3026 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 11 | 3027 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 12 | 3028 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 13 | 3029 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 14 | 3030 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 15 | 3031 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 16 | 3032 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 17 | 3033 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 18 | 3034 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 19 | 3035 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 20 | 3036 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
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| 36 | 3052 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 37 | 3053 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 38 | 3054 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
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| 140 | 3156 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |
| 141 | 3157 KINGSTOWNE WILLOW DRIVE | OFFICE | 100,000 | 150 | 200 | 8 |



| DATE | BY | CHK | COMMENTS |
|---------|----|-----|--------------|
| 1/28/07 | PM | CO | FOR COMMENTS |
| 1/28/07 | PM | CO | FOR COMMENTS |
| 1/28/07 | PM | CO | FOR COMMENTS |
| 1/28/07 | PM | CO | FOR COMMENTS |

| DATE | SCALE | BY | CHK | COMMENTS |
|---------|----------|----|-----|--------------|
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| 1/28/07 | AS SHOWN | PM | CO | FOR COMMENTS |



LANDSCAPE LEGEND:
 ○ SHADE TREE (8 CM CAL.)
 ○ ORNAMENTAL TREE (8 CM CAL.)
 ● EVERGREEN TREE (5 CM CAL.)

LOT 12 RESIDENTIAL
 OWNER: RESIDENTIAL
 OWNER'S ASSOCIATION
 USE: 28'x5' STRIP

LOT 12
 OWNER: KINGSTOWNE VILLAGE PARKWAY
 USE: SINGLE PARKY DETACHED

LOT 12
 OWNER: KINGSTOWNE VILLAGE PARKWAY
 USE: SINGLE PARKY DETACHED

LOT 12
 OWNER: KINGSTOWNE VILLAGE PARKWAY
 USE: SINGLE PARKY DETACHED

LOT 12
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 USE: SINGLE PARKY DETACHED

LOT 20
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 USE: SINGLE PARKY DETACHED

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 USE: SINGLE PARKY DETACHED

LOT 20
 OWNER: KINGSTOWNE VILLAGE PARKWAY
 USE: SINGLE PARKY DETACHED

TRI-TEK ENGINEERING
 CIVIL
 ENVIRONMENTAL
 LAND PLANNING
 SURVEYING
 690 Center Street
 Suite 300
 Henderson, Virginia 20070
 Phone: (703) 481-3000
 Fax: (703) 481-3001
 Email: info@tri-tek.com

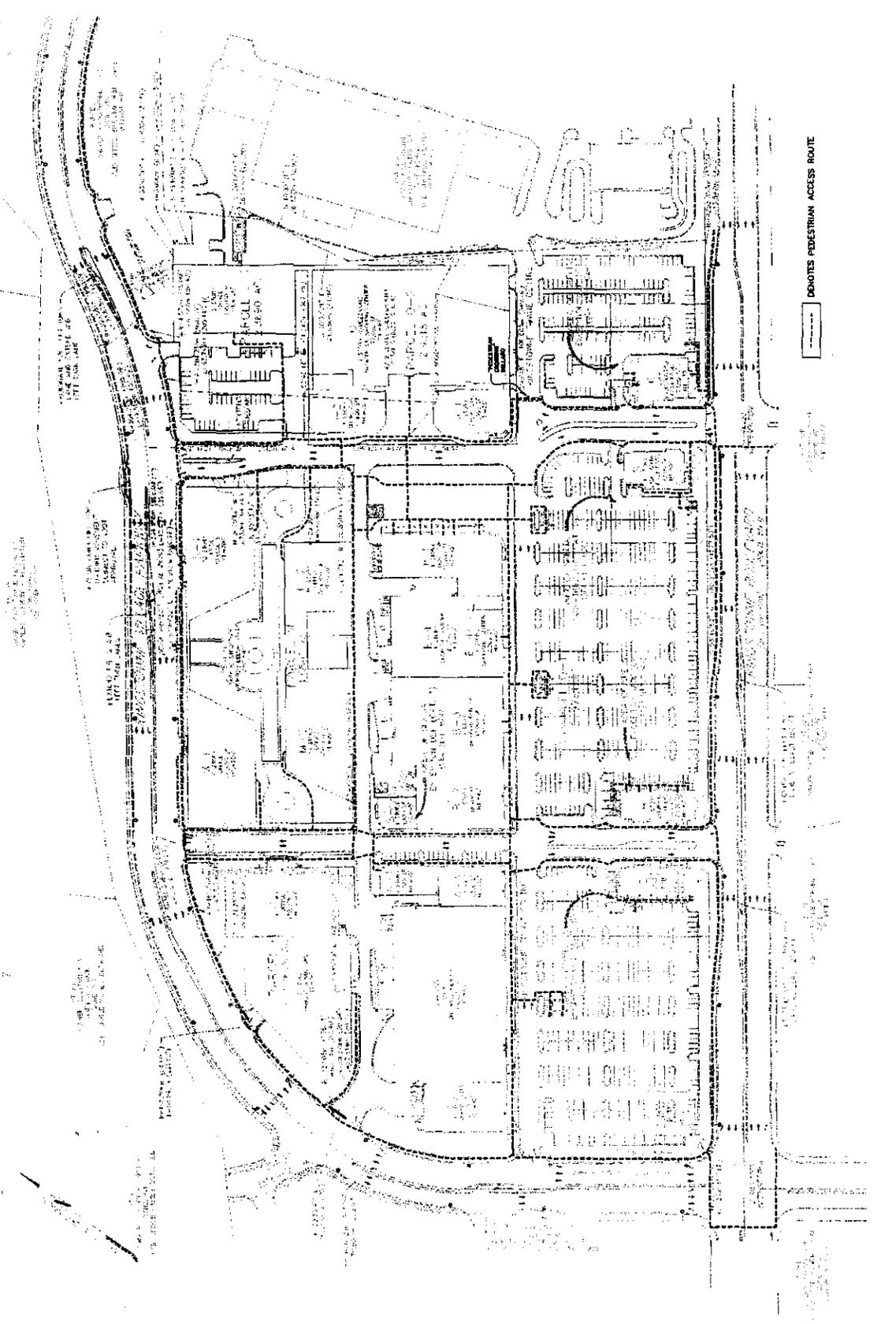


LEE DISTRICT
 FAIRFAX COUNTY, VIRGINIA
KINGSTOWNE TOWNE CENTRE

PEDESTRIAN ACCESS PLAN

| DATE | REVISION |
|---------|----------------------|
| 9/19/08 | REV. COUNTY COMMENTS |
| 1/29/09 | REV. COUNTY COMMENTS |
| 4/22/09 | REV. COUNTY COMMENTS |
| 9/22/09 | REV. COUNTY COMMENTS |

NO. 500 SHEET 3 OF 10



THIS PLAN IS THE PROPERTY OF TRI-TEK ENGINEERING. IT IS TO BE USED ONLY FOR THE PROJECT AND SITE SPECIFICALLY IDENTIFIED ON THIS PLAN. NO PART OF THIS PLAN IS TO BE REPRODUCED OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC OR MECHANICAL, INCLUDING PHOTOCOPYING, RECORDING, OR BY ANY INFORMATION STORAGE AND RETRIEVAL SYSTEM, WITHOUT THE WRITTEN PERMISSION OF TRI-TEK ENGINEERING.



TRI-TEK ENGINEERING
 2000 LINDEN LANE, SUITE 200
 FAIRFAX COUNTY, VIRGINIA 22031-4800
 PHONE: (703) 261-1000

KINGSTOWNE TOWNE CENTRE
 FAIRFAX COUNTY, VIRGINIA

GENERAL NOTES

SCALE: AS SHOWN
 DATE: 11/19/97
 DRN: M.S.O.
 CDR: BRAD LEE
 SHEET 23 OF 23

| NO. | REVISION | DATE |
|-----|-------------------|----------|
| 1 | ISSUE FOR PERMIT | 11/19/97 |
| 2 | ADD FOOTING FOR | 11/19/97 |
| 3 | REVISE WALLS FOR | 11/19/97 |
| 4 | ADD ROOF DRAWS TO | 11/19/97 |
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WE HEREBY CERTIFY THAT THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT TO THE BEST OF OUR KNOWLEDGE AND BELIEF. WE FURTHER CERTIFY THAT THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT TO THE BEST OF OUR KNOWLEDGE AND BELIEF. WE FURTHER CERTIFY THAT THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT TO THE BEST OF OUR KNOWLEDGE AND BELIEF.

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1. TAX MAP NUMBER: 115-11-01-000 AND 000 PART OF EACH
 2. BOUNDARY AND TOPOGRAHY SURVEY PERFORMED BY TRI-TEK ENGINEERING (A.E.T.)
 3. PUBLIC WATER SERVICE SHALL BE PROVIDED BY THE FAIRFAX COUNTY WATER
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 5. EXTENSION FROM EXISTING MAIN LINE.
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5/9/98
 Peter Bishop
 Office of Environmental Planning
 12035 Government Center Parkway
 Fairfax, VA 22031-2932

Dear Recd:
 This letter is to inform you that Kingstowne, L.P., has provided the Kingstowne Historical Owners Corporation landscape plans for the Kingstowne Towne Center and area. The plans are being provided to you as required by the L-999-33, Ordinance 33 and 10.

FOR INFORMATION ONLY!
 DATE: 11/19/97
 SCALE: AS SHOWN
 DATE: 11/19/97
 DRN: M.S.O.
 CDR: BRAD LEE

FOR INFORMATION ONLY!
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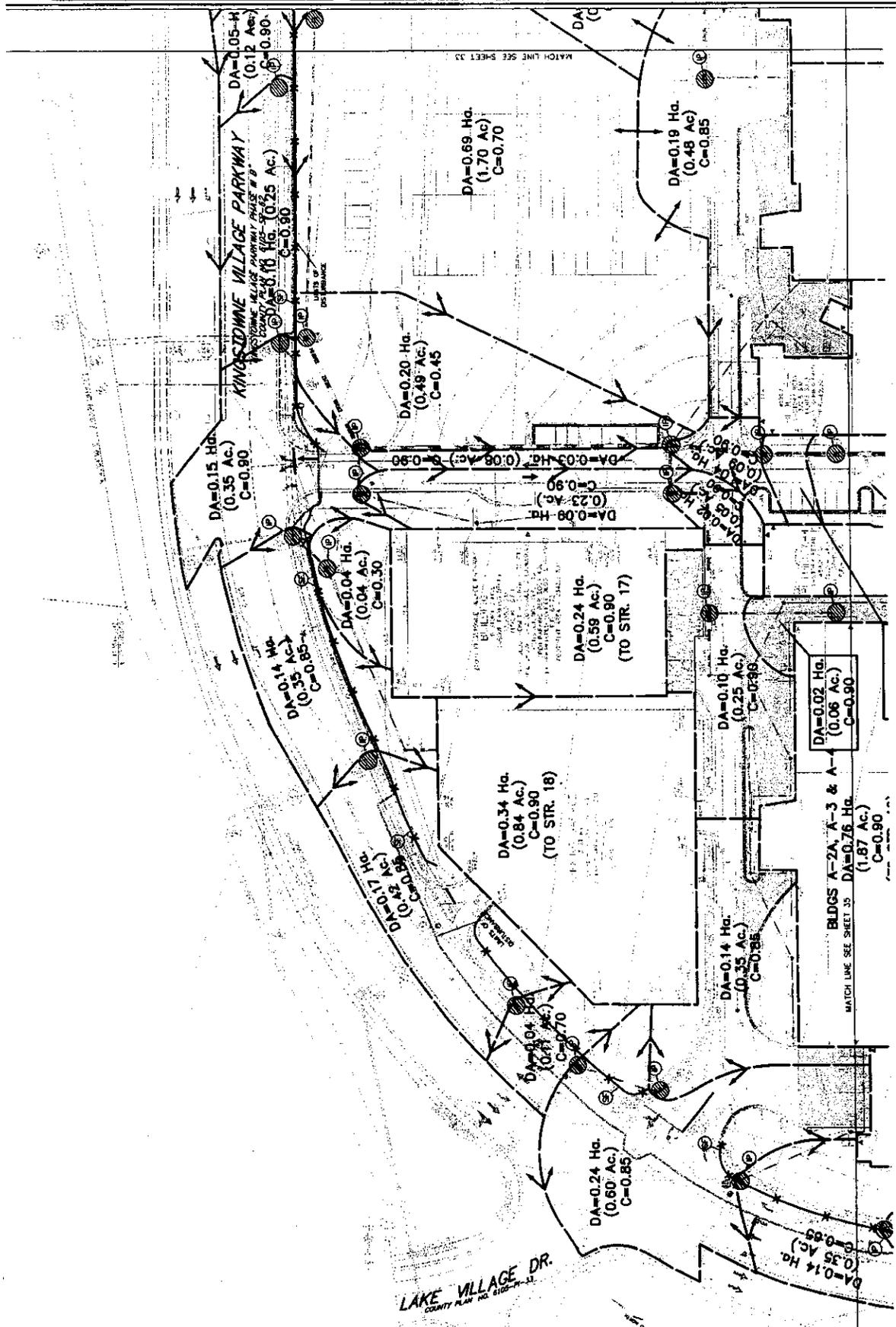
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| DATE | REVISION |
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| 11/28/07 | PER COUNTY COMMENTS |



FOR INFORMATION ONLY!

ALL DIMENSIONS ARE IN METERS UNLESS OTHERWISE NOTED.

THIS SHEET IS FOR EROSION & SEDIMENT CONTROL
 PHASE 2 AND DRAINAGE DIVIDE PURPOSES ONLY!

LEGEND

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| ⊙ | CONST. DATE |

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

DESCRIPTION OF APPLICATION

Proposal:

The subject applications are partial Proffered Condition Amendment/Final Development Plan Amendments (PCA/FDPA) for the Kingstowne Towne Center. The applicant is seeking to amend proffers and the combined Conceptual/Final Development Plan for the "core area" of the Kingstowne Town Center, the area bounded by Kingstowne Village Parkway, Kingstowne Boulevard, and the existing shopping center. The application includes a portion of Kingstowne Towne Center that is zoned PDC; the core area and parcel 32 F on the south side of Kingstowne Boulevard only; the remainder of the Towne Center is not affected by these applications. Among the proposed changes, the applicant proposes to increase the amount of commercial office space allowed in the Towne Center from 1,000,000 square feet to 1,505,000 square feet. This results in a total GFA within the application area of 1,943,400, and an increase in floor area ratio (FAR) from 0.76 to 1.03. The application proposes 6.51 acres of open space or approximately fifteen (15) percent. In addition, several modifications to the layout of the Towne Center and road improvements are proposed:

- Increase the number of office buildings on parcel M from 2 to 4.
- Increase the maximum height of the buildings on parcel M from 176 ft. to 200 ft.
- Extend the northbound Kingstowne Village Parkway left turn approach to Manchester Boulevard and Kingstowne Boulevard by reducing the length of the southbound Kingstowne Village Parkway left turn lane at Kings Center Drive to a length of approximately one hundred (100) feet.
- Remove the grass island on Kingstowne Village Parkway between the entrances east and west of Parcel M and the extension of both the east and westbound left turn bays through this area.
- Eliminate the eastbound Kingstowne Village Parkway left turn lane (just east of the theatre entrance and exit) and lengthen the westbound turn lane as shown on the Plan.
- Widen the westbound through lane located at Kingstowne Village Parkway opposite the travel aisle along the eastern side of Parcel M to better accommodate u-turn movements from eastbound Kingstowne Village Parkway.
- Extend the length of the westbound Kingstowne Boulevard left turn bay (that is at the approach on Kingstowne Boulevard leading to the intersection with Kingstowne Village Parkway) by a length of at least two hundred (200) feet.
- Extend the length of the eastbound Kingstowne Boulevard left turn bay (that is at the approach on Kingstowne Boulevard leading to the intersection with

Kingstowne Village Parkway) by a length of at least one hundred and fifty (150) feet.

- Extend the eastbound Kingstowne Village Parkway left turn lane at South Van Dorn Street by a distance of at least two hundred and fifty (250) feet.
- Extend the southbound right turn lane on South Van Dorn Street by a distance of at least three hundred and fifty (350) feet, to include two hundred and fifty (250) feet for the turn lane extension and one hundred (100) feet for the taper.

The applicant’s draft proffers, Affidavit and Statement of Justification can be found in Appendices 1-3, respectively.

The application must also comply with certain Zoning Ordinance Provisions found in Article 6, Planned Development Districts, and Article 16, Development Plans (among other Fairfax County requirements); excerpts of which are found in Appendix 12.

LOCATION AND CHARACTER

Site Description:

The Kingstowne Towne Center is located on both sides of Kingstowne Boulevard between Manchester Lakes and South Van Dorn Street. The portion of the Kingstowne Towne Center that is subject to this application is located between Kingstowne Boulevard and Kingstowne Village Parkway and is the northeastern portion of the area within the Towne Center zoned PDC. To the east is a community serving shopping center that extends to South Van Dorn Street between Kingstowne Village Parkway and Kingstowne Boulevard, which is zoned PDH-4. The area south of the application property has been developed as a shopping center fronting on Kingstowne Boulevard. Residential development zoned PDH-4 is located across Kingstowne Village Parkway northeast of Building K.

Surrounding Area Description:

| SURROUNDING AREA DESCRIPTION | | | |
|-------------------------------------|------------------------|---------------|-------------|
| Direction | Use | Zoning | Plan |
| North | Open Space | PDH-4 | Mixed Use |
| South | Shopping Center | PDC | Mixed Use |
| East | Shopping Center | PDH-4 | Mixed Use |
| West | Single-family attached | PDC | Mixed Use |

| SURROUNDING AREA DESCRIPTION | | | |
|-------------------------------------|------------------------|-----|-----------|
| West | Open Space | PDC | Mixed Use |
| Parcel 32 F South | Single-family attached | PDC | Mixed Use |
| Parcel 32 F East | U.S. Post Office | PDC | Mixed Use |
| Parcel 32 F West | Open Space | PDC | Mixed Use |

BACKGROUND

One June 17, 1985 The Board of Supervisors approved DPA C-448-2 and RZ 1984-L-020 subject to proffers dated June 17, 1985, to rezone from the R-1, I-4 and PDH-4 Districts to the PDH-4 (147.30 acres) PDC (124.58 acres) and I-4 (26.34 acres) Districts. The DPA C-448-2 and the associated CDP for the PDH-4 District (893.67 acres), including 23.22 acres rezoned under RZ 84-L-020 were approved. DPA C-448-2 amended the development plan for a project known as New Franconia approved in 1976 for 1,405,000 sq. ft. of office.

In August of 1987, the Board of Supervisors approved PCA 84-L-020-13 concurrent with FDPA 84-L-020-2-5. This approval represented a substantial reduction in the overall gross floor area within the portion of the Towne Center zoned PDC from approximately 1.8 million square feet to 1.1 million square feet, reducing office use on the site from 1.3 million square feet to 449,466 square feet. In addition, the previously approved hotel in the core was dropped. South of Kingstowne Boulevard, Parcels O & P were changed from office uses to retail use of approximately 120,000 square feet further cementing the character of the Towne Center as a suburban retail center. (Parcel P was subsequently developed as a post office). Parcels V & W, located south and along Kingstowne Village Parkway were changed from commercial offices to 116 single family attached units in a typical townhouse configuration. With this action the overall residential component of the Towne Center was also reduced from 625 multi-family units to the 300 multi-family units in Eton Square and 116 townhouses, for a total residential component of 416 units.

In January of 2000, the Board of Supervisors approved PCA 84-L-020-16 concurrent w/FDPA 84-L-020-2-10 which increased the size of the office component in the core area to approximately 1 million square feet; increased the size of the theater to 90,000 square feet; and added 23,000 sq. ft. of retail for a total of 258,000 sq. ft. This application did not affect other portions of the Towne Center.

The core area consists of three components: the shopping center facing toward Kingstowne Boulevard, three office buildings behind the shopping center buildings and a combined retail space, multi-plex cinema and office building to be built atop a combined parking garage on the edge with the Giant shopping center located to the east (rear) of the multiplex cinema. The multiplex faces onto a plaza area that abuts one of the two shopping center buildings, which provides a central place for the core area.

The complete set of files for all of the previous applications for the Kingstowne Town Center, including the proffers which currently govern the property, are available in the files of the Zoning Evaluation Division (ZED) in the Department of Planning and Zoning (DPZ).

COMPREHENSIVE PLAN PROVISIONS

| | |
|---------------------------|--|
| Plan Area: | IV |
| Planning District: | Rose Hill Planning District |
| Planning Sector: | Lehigh Community Planning Sector (RH4) |

The Comprehensive Plan, Area IV, Rose Hill Planning District, as amended through December 6, 2004, Lehigh Community Planning Sector (RH4), pages 61 states:

Recommendations for the RH4 sector begin with general recommendations that apply to both the Kingstowne and Manchester Lakes areas. This is followed by specific recommendations for Kingstowne, recommendations for Manchester Lakes, and recommendations for the remainder of the PH4 sector.

General Kingstowne/Manchester Lakes Policies

Land Use

1. Promote a balanced, planned development community that will serve as a showcase community and future focal point of the County.
3. Compatible land use and streetscape design should occur throughout the development, especially where Manchester Lakes meets Kingstowne.
4. Encourage a planned development with a mixed-use commercial/ community activity center as its focal point. The center should operate much like a downtown area, with the residential, retail and office uses all easily accessible by public transit, by foot or bicycle, as well as by automobile. The center should include residential densities sufficient to support a major core area in conjunction with recreational and leisure activities, commercial retail, office, service uses and compatible high-quality industrial uses, such as high technology. This core, or Kingstowne Towne Center, should be located at the South Van Dorn Street/Kingstowne Boulevard junction.
7. Promote an identifying theme for the entire planned development center to

foster a sense of place including superior urban design features which should be a prerequisite to develop above the low end of the planned density range. Through the application of these design features, the relationship of all land uses within the planned community should exhibit an order, coherent arrangement of uses, identity, and aesthetic/sensory appeal.

Policies for the Kingstowne Town and Village Centers

- 25. A mixed-use activity center should be planned in the core area at the intersection of South Van Dorn Street and Kingstowne Boulevard. Uses should include a balanced mix of residential, retail, office, research and development and recreation/leisure activities, and attractive public open spaces and amenities. Industrial uses may be appropriate within the southeastern portion of the core area provided adequate assurances are made that any such industrial uses will be compatible with nearby uses, existing or planned, and of high quality and low intensity, such as high technology.
- 26. Development of high-rise and high density residential use within the mixed-use activity center is appropriate. Densities and building heights should decrease in relation to the distance from the core area so as not to cause adverse impacts on adjoining existing and planned residential areas.

ANALYSIS

Conceptual/Final Development Amendment Plan (Copy at the front of staff report)

Title of CDPA/FDPA: Kingstowne Towne Center

Prepared By: TRI-TEK Engineering

Original/Revision Dates: August 15, 2006 as revised through June 20, 2007.

The CDPA/FDPA consists of ten (10) sheets showing the following information:

| | Contents |
|----------------|---|
| Sheet 1 | Cover Sheet, Vicinity Map, Sheet Index |
| Sheet 2 | Notes & Tabulations |
| Sheet 3 | Conceptual/Final Development Amendment Plan |
| Sheet 4 | Landscape Plan |

| | |
|-----------------|---|
| Sheet 5 | Pedestrian Access Plan |
| Sheet 6 | Application Area & Parcel Identification Map |
| Sheet 7 | General Notes |
| Sheet 8 | Erosion & Sediment Control Phase 2 & Drainage Divides |
| Sheet 9 | Erosion & Sediment Control Phase 2 & Drainage Divides |
| Sheet 10 | Storm Sewer Computations |

The following features are depicted on the proposed combined CDPA/FDPA:

Site Layout. The CDPA/DFAP Plat depicts a total of nine buildings within the application area. There are six office buildings, two shopping center buildings and a theater shown on the plan. Existing office buildings K, and T and proposed office buildings M1, M2, N1, and N2, are located north of the retail structures (Buildings A & B). Buildings K & Q are located to the east of Buildings M1, M2, N1, and N2. There is a pedestrian plaza shown above the proposed parking structure between buildings M1, M2, N1, and N2. Another pedestrian plaza is proposed to the south of building N-1 and east of building N-2. That plaza is opposite of the existing pedestrian plaza east of building B, on the opposite side of the service drive between Buildings N-2 and B. Buildings M1, M2, N1, and N2 are shown to be 300,000 sq ft and ten stories in height.

Vehicular Access. The CDPA/FDPA shows a total of ten vehicular access points to the subject site from Kingstowne Village Parkway. There are two access points from Kingstowne Village Parkway at the intersections with the two access roads between Kingstowne Boulevard and Kingstowne Village Parkway. Additionally, there are access points from Kingstowne Village Parkway to; the service drive in front of Building A and one to the service drive behind Building A; one into the garage for Building T; one into the garage for Buildings K and Q; one to Parcel L, and, three into the garage between Buildings M1, M2, N1, and N2.

Pedestrian Access. The CDPA/FDPA shows pedestrian access routes throughout the application area. Sidewalks are shown along both sides of the two access roads between Kingstowne Boulevard and Kingstowne Village Parkway. Sidewalks are also shown along; the south side of Building A; the east side of Building T; The west, south, and east side of Building B; the west side of Building Q and along all the periphery of Parcel M which contains Buildings M1, M2, N1, and N2.

Parking. The parking to be provided is shown between the four proposed buildings on parcel M in a five level parking structure with a portion of those levels to be underground parking and two levels of above ground parking.

Open Space and Landscaping. Open space is provided within two pedestrian plazas show to be located on parcel M. The first area is shown above the five

level parking structure located between the four proposed buildings on parcel M. The second area is shown to the east of proposed building N-2 and north of the existing pedestrian plaza located to the east of building B-5.

Amenities: The amenities shown on the CDPA/FDPA include:

- A pedestrian plaza area is proposed above the five level parking structure shown to be located between the four proposed buildings on parcel M.
- Open space is provided within two pedestrian plazas show to be located on parcel M. The first area is shown above the five level parking structure located between the four proposed buildings on parcel M. The second area is located to the east of proposed building N-2. This pedestrian plaza area is north of the existing pedestrian plaza located to the east of building B-5, separated by and internal street within the Towne Center.

| OVERALL PROPOSED USES | | | | |
|------------------------------|-----------------------------------|-------------------------|--------------------|---------------------|
| BUILDING | ADDRESS | USE | GSF (sq ft) | HEIGHT (ft.) |
| T | 5971 Kingstowne Village Pkwy | Office | 150,000 | 130 |
| *N1 | 5931 Kingstowne Village Pkwy | Office | 300,000 | 200 |
| *N2 | 5931 Kingstowne Village Pkwy | Office | 300,000 | 200 |
| *M1 | 5951 Kingstowne Village Pkwy | Office | 300,000 | 200 |
| *M2 | 5951 Kingstowne Village Pkwy | Office | 300,000 | 200 |
| K | 5960-5990 Kingstowne Towne Center | Office | 155,000 | 130 |
| A | 5960-5990 Kingstowne Towne Center | Shopping Center | 91,200 | 45 |
| B | 5926-5958 Kingstowne Towne Center | Shop.Center/Eating Est. | 104,500 | 45 |
| FUTURE D | 5975 Kingstowne Towne Center | Shopping Center | 7,500 | 45 |
| E | 5965 Kingstowne Towne Center | Shopping Center | 7,500 | 45 |
| H | 5955 Kingstowne Towne Center | Shopping Center | 7,500 | 45 |
| J | 5900-5920 Kingstowne Towne Center | Shop.Center/Eating Est. | 22,000 | 45 |
| Q | 5910-5958 Kingstowne Towne Center | Theater | 70,600 | 65 |
| R | 5925 Kingstowne Towne Center | Eating Establishment | 7,000 | 45 |
| S | 5935 Kingstowne Towne Center | Eating Establishment | 7,000 | 45 |
| TOTAL | | | 1,943,400 | |

*Buildings that are subject to the current applications. All other uses are established on the subject site.

| PROPOSED OFFICE USE | | | | |
|----------------------------|-----------------------------------|------------|--------------------|---------------------|
| BUILDING | ADDRESS | USE | GSF (sq ft) | HEIGHT (ft.) |
| T | 5971 Kingstowne Village Pkwy | Office | 150,000 | 130 |
| N1 | 5931 Kingstowne Village Pkwy | Office | 300,000 | 200 |
| N2 | 5931 Kingstowne Village Pkwy | Office | 300,000 | 200 |
| M1 | 5951 Kingstowne Village Pkwy | Office | 300,000 | 200 |
| M2 | 5951 Kingstowne Village Pkwy | Office | 300,000 | 200 |
| K | 5960-5990 Kingstowne Towne Center | Office | 155,000 | 130 |
| TOTAL | | | 1,505,000 | |

Land Use Analysis:

The subject site is located in the Rose Hill Planning District, in the Lehigh Community Planning Sector (RH4). The Comprehensive Plan guidelines for this area recommend a planned development with a mixed-use commercial/ community activity center as its focal point. The center should operate much like a downtown area, with the residential, retail and office uses all easily accessible by public transit, by foot or bicycle, as well as by automobile. The site-specific Comprehensive Plan recommendation encourages uses that include a balanced mix of residential, retail, office, research and development and recreation/leisure activities, and attractive public open spaces and amenities. There is no limit on gross floor area (GFA) for the subject site.

The subject applications propose additional office buildings and FAR on the subject site and provide public amenities in the form of two pedestrian plazas, transportation improvements, and a Transportation Demand Management (TDM) program to address accessibility to the subject site. Based on the provisions, there are no land use issues related to this application; therefore staff has determined that the subject application is in conformance with the Comprehensive Plan.

Environmental Analysis: (See Appendix 7)

This section characterizes the environmental concerns raised by an evaluation of this site and the proposed land use.

Issue: Water Quality

Staff has encouraged the applicants to incorporate some Low Impact Development (LID) measures into the proposed new development. While the required facilities in existence meet Stormwater Management (SWM) and Best Management Practices standards, staff feels that this should be viewed as an opportunity to further enhance these facilities with the addition of LID measures, such as, filter-ras, porous pavement, green roof areas and other possible

measures which might further promote water quality improvement for this development.

Resolution:

The applicants have not made any commitments to provide LID measures as part of the proposed development for the subject property. Staff feels that there are opportunities to employ such facilities into the proposed development. Staff continues to strongly encourage the applicants to create opportunities to incorporate LID measures into the proposed development.

Stormwater Management (SWM)/ Best Management Practices (BMP)

Analysis: (See Appendix 8)

Issue: Stormwater Detention

The applicant has indicated that the existing off-site Kingstowne Lake provides the required detention for the proposed development. The use of LID measures are encouraged by staff to maintain and improve water quality and reduce peak runoff conditions.

Resolution:

Although the existing off-site Kingstowne Lake will provide the required detention for the proposed development, as discussed previously, staff continues to encourage the applicants to incorporate some Low Impact Development (LID) measures into the proposed new development.

Issue: Chesapeake Bay Preservation Ordinance (CBPO)

The applicant is required to incorporate best management practices (BMPs) into the development plan which achieve a 40% phosphorus removal efficiency, as the proposed improvements are considered 'development' under the CBPO.

Resolution:

The existing off-site Kingstowne Lake provides the required BMPs for this development. The use of LID measures are encouraged by staff to maintain and improve water quality.

Transportation Analysis: (See Appendix 9)

The applicant seeks approval for an increase in gross floor area (FAR) of office space within the Kingstowne Towne Center north of Kingstowne Boulevard. Build out of the undeveloped plus requested square footage is anticipated to result in net a.m. and p.m. peak hour traffic increases of approximately 1,200 and 1,400 vehicles respectively.

The applicant has worked with the Department of Transportation staff to mitigate the impacts of the additional trips. A Transportation Demand Management (TDM) program and numerous intersection/roadway improvements are proffered to

offset the impacts. The mitigations proposed by the applicant sufficiently address the anticipated transportation impacts. The mitigations proposed include:

- Extension of the northbound Kingstowne Village Parkway left turn approach to Manchester Boulevard and Kingstowne Boulevard by reducing the length of the southbound Kingstowne Village Parkway left turn lane at Kings Center Drive to a length of approximately one hundred (100) feet.
- Removal of the grass island on Kingstowne Village Parkway between the entrances east and west of Parcel M and the extension of both the east and westbound left turn bays through this area.
- Elimination of the eastbound Kingstowne Village Parkway left turn lane (just east of the theatre entrance and exit) and lengthening of the westbound turn lane as.
- Widening of the westbound through lane located at Kingstowne Village Parkway opposite the travel aisle along the eastern side of Parcel M to better accommodate u-turn movements from eastbound Kingstowne Village Parkway.
- Extension of the length of the westbound Kingstowne Boulevard left turn bay (that is at the approach on Kingstowne Boulevard leading to the intersection with Kingstowne Village Parkway) by a length of at least two hundred (200) feet.
- Extension of the eastbound Kingstowne Boulevard left turn bay (that is at the approach on Kingstowne Boulevard leading to the intersection with Kingstowne Village Parkway) by a length of at least one hundred and fifty (150) feet.

ZONING ORDINANCE PROVISIONS (Appendix 12)

| Bulk Standards (PDC Zoning) | | |
|------------------------------------|-----------------|-------------------------|
| Standard | Required | Proposed |
| Lot Size | 100,000 sq. ft. | 1,943,400 sq. ft. |
| Front Yard | See Note* | 6 feet (Bldg M-2 & N-2) |
| Side Yard | See Note | 19 feet (all bldgs.) |
| Building Height | See Note** | 200' |
| FAR | 1.5 | 1.03 |
| Open Space | 15% | 15% |
| Tree Cover | 10% | 10% |
| Parking Spaces | 5,917 spaces | 7,110 spaces |
| Loading Spaces | 5 spaces | Max of 5 spaces |

* Per Par. 1 of Sect. 6-208, there are no specific yard requirements for each individual use or

- building in a PDC District; the yards are governed by the standard in Part 1. of Article 16.
- ** Per Par. 2 of Sect. 6-208, there is no specific height requirement for buildings in a PDC District; building height is governed by the standards in Part1. of Article 16.

WAIVERS/MODIFICATIONS

Modification of the Transitional Screening requirements to the north and west.
(Par 1. Sec. 13-304):

Waiver of the Barrier requirement at all edges of the PDC District subject to this application. (Par 1. Sec. 13-304):

OTHER ZONING ORDINANCE REQUIREMENTS

The subject application must comply with, among others, the Zoning Ordinance provisions found in Article 6, Planned Development District Regulations, and in Article 16, Development Plans.

Article 6 - P-District Standards (See Appendix 12)

Sect. 6-201 Purpose and Intent

This section states that the PDC District is to encourage the innovative and creative design of commercial development. The district regulations are designed to accommodate preferred high density land uses which could produce detrimental effects on neighboring properties if not strictly controlled as to location and design; to insure high standards in the lay-out, design and construction of commercial developments. The applicants are seeking to amend proffers and the combined Conceptual/Final Development Plan for the "core area" of the Kingstowne Town Center, the area bounded by Kingstowne Village Parkway, Kingstowne Boulevard, and the existing shopping center. The application includes the core area and parcel 32 F on the south side of Kingstowne Boulevard only; the remainder of the Towne Center is not affected by these applications. Among the proposed changes, the applicant proposes to increase the amount of commercial office space approved in the Towne Center from 1,000,000 square feet to 1,505,000 square feet. This results in a total GFA within the application area of 1,943,400, at a floor area ratio (FAR) of 1.03 with 6.51 acres of open space or approximately fifteen (15) percent. Therefore, staff believes that the applicant's proposal meets the purpose and intent of the PDC District.

Sect. 6-207 Lot Size Requirements

Developments within the PDC District must yield a minimum of 100,000 square feet of gross floor area. The subject application is a request to allow 1,505,000 gross square feet of office use; therefore this standard has been satisfied.

Sect. 6-208 Maximum Density

This section states that the maximum floor area ratio for the PDC District is 1.5. The applicant proposes an FAR of 1.03; therefore this standard has been satisfied.

Sect 6-209 Open Space

Par. 1 of this section requires a minimum of 15% of the gross area as open space in the PDC District. The applicant proposes to retain 15% of the site as open space; therefore this standard has been satisfied.

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

Sect. 16-101 contains six (6) general standards that must be met by a planned development. Sect. 16-102 contains three design standards to which all Conceptual and Final Development Plans are subject.

Sect. 16-101. General Standards

The first General Standard requires that the planned development conform with the Comprehensive Plan (Par. 1). As noted in the Land Use Analysis section of this report, staff has determined that this standard has been satisfied.

The second General Standard addresses whether or not the planned development is of such a design that it achieves the purpose and intent of a planned development more than would be development under a conventional district (Par. 2). The purpose and intent of the Planned Development Commercial District are contained in Sect. 16-201. The purpose and intent of the PDC District are to encourage innovative and creative design. The district regulations are designed to accommodate preferred high density land uses which could produce detrimental effects on neighboring properties if not strictly controlled as to design and location, and to insure high standards in the layout and construction of commercial developments. Staff has determined that this standard has been generally satisfied.

The third General Standard addresses the efficient use of the available land and protection of scenic assets and natural features such as trees, streams and topographic features (Par. 3). The application area was previously approved for office use. The current application is an amendment to increase the amount of office space and the number of buildings within the application area. The site currently consists of surface parking; there are no trees or other environmental features on the subject site, and therefore this standard is not applicable in this instance.

The fourth General Standard states that 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 (Par. 4). The current applications is a partial

PCA/FDPA for the Kingstowne Towne Center, all of the properties abutting the application property to the west and south are also zoned PDC and subject to the overall Kingstowne Town Center rezoning. The applicant has requested a modification of the transitional screening to the north and west of the property and a waiver of the barrier requirement along all edges of the PDC District subject to this application.

Based on Par. 1 Sec. 13-104 of the Zoning Ordinance, Transitional Screening, and Barrier requirements may be waived or modified:

“between uses that are to be developed under a common development plan in the PDC or PRM Districts or a common development or site plan or series of development or site plans within a PRC District when compatibility between uses has been addressed through a combination of the location and arrangement of buildings or through architectural or landscaping treatments.”

The subject application is a partial PCA/FDPA for the Kingstowne Towne Center and includes the area known as the core Towne Center area. All of the parcels included in the application are zoned PDC and are abutted by properties zoned PDC or PDH-4 to the north and east. The property to the east contains a shopping center use. To the north of the application property is open space providing a buffer between the subject site and the single-attached development north of the open space area. Based on the development and uses abutting the application property, staff is supportive of those requests; therefore this standard has been met.

The fifth General Standard addresses the adequacy of public facilities in the vicinity (Par. 5). As noted in the Public Facilities Analysis, the site is located in an area where public facilities and public utilities are, or will be, adequate for the proposed development.

The sixth General Standard addresses internal linkages between internal facilities and to external facilities at a scale appropriate to the development (Par. 6). The roadway and pedestrian network adequately provides for these linkages. Staff believes that this standard has been met.

Section 16-102 Design Standards

The first Design Standard specifies that, regarding compatibility with adjacent development, the peripheral yards of the CDPA/FDPA should generally conform with the setbacks for the most similar conventional district. Staff has determined that this standard has been satisfied.

The second Design Standard states that other applicable provisions of the Ordinance such as off-street parking, landscaping, signs, etc. are applicable to planned developments (Par. 2). These provisions are generally met as noted in the previous sections of the Zoning Ordinance provisions analysis.

Design Standard Number 3 specifies that the street systems must conform with applicable requirements and that a network of trails be provided to provide access to recreational amenities open space, public amenities, vehicular access routes and mass transit facilities (Par. 3). The pedestrian network for the subject application provides linkages to the pedestrian network for Kingstowne and the remainder of the Towne Center.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

The changes proposed with the current application include:

- Increasing the amount of commercial office space allowed in the Towne Center from 1,000,000 square feet to 1,505,000 square feet
- Increasing the number of office buildings on parcel M from two to four
- Increasing the maximum height of those proposed buildings from 176 ft. to 200ft
- Increasing the floor area ratio (FAR) for the application property from 0.76 to 1.03.

The subject site is located in the Rose Hill Planning District, in the Lehigh Community Planning Sector (RH4). The site-specific Comprehensive Plan recommendation encourages uses that include a balanced mix of residential, retail, office, research and development and recreation/leisure activities, and attractive public open spaces and amenities. There is no limit on gross floor area (GFA) for the subject site. The applicant has worked with the Department of Transportation staff to mitigate the impacts of the additional trips. A Transportation Demand Management (TDM) program and numerous intersection/roadway improvements are proffered to offset the impacts. The application also proposes 6.51 acres of open space or approximately fifteen (15) percent.

As proposed, staff believes that the proposed amendments satisfy all P District General Standards. Based on the provisions staff has determined that the subject application is in conformance with the Comprehensive Plan and all applicable Zoning Ordinance standards.

Recommendation

Staff recommends approval of PCA 84-L-020-23 and the associated Conceptual Development Plan Amendment subject to the execution of the proffers consistent with those contained in Appendix 1.

Staff recommends approval of FDP 84-L-020-2-13 subject to the Board's approval of PCA 84-L-020-02-23.

Staff recommends approval of a modification of the Transitional Screening requirements to the north and west of the subject property.

Staff recommends approval of a waiver of the Barrier requirement at all edges of the PDC District subject to this application.

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

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

The approval of this application 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.

APPENDICES

1. Draft Proffer Statement
2. Affidavit
3. Applicant's Statement of Justification
4. Reduction of the Approved PCA 84-L-020-16/FDPA 84-L-020-2-7
5. Proffers accepted with the approval of PCA 84-L-020-16
6. Plan Citations
7. Environmental Analysis
8. Stormwater Management/Best Management Practices Analysis
9. Transportation Analysis
10. Fire and Rescue Analysis
11. Water Service Analysis
12. Selected Excerpts from the Zoning Ordinance
13. Glossary of Terms

PROFFER STATEMENT

KINGSTOWNE L L.P.
KINGSTOWNE PARCEL O L.P.
KINGSTOWNE M&N LP
BP KINGSTOWNE OFFICE BUILDING T LLC
KINGSTOWNE TOWNE CENTER L.P.
BP KINGSTOWNE OFFICE BUILDING K LLC
BP KINGSTOWNE THEATRE LLC
PCA 84-L-020-23
FDPA 84-L-020-02-13

September 26, 2007

Pursuant to Section 15.2-2303(A), Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and applicant for itself and its successors or assigns (hereinafter collectively referred to as the "Applicant") in this Proffer Condition Amendment ("PCA") and Final Development Plan Amendment ("FDPA") proffers that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map references 91-2-((1)) 26K, 91-2 ((1)) 32F, 91-2 ((1)) 36B, 91-2 ((1)) 36C, 91-2 ((1)) 36G, 91-2 ((1)) 36H, 91-2 ((1)) 36I (the "Property"). The Property will be in accordance with the following conditions if, and only if, Proffer Condition Amendment application PCA 84-L-020-23 and FDPA 84-L-020-2-13 are granted. In the event that this PCA and FDPA are not granted, these proffers will immediately be null and void and of no further force and effect.

GENERAL

1. Previous Proffers. In addition to the proffers from the governing PCA dated October 20, 1999 (the "Existing Proffers"), the parcels subject to this PCA shall be in substantial conformance with these proffers (the "Proposed Proffers") as well as the Existing Proffers. In the event that this PCA is denied, these proffers will immediately be null and void and of no further force and effect.
2. Proffered Condition Amendment/Final Development Plan Amendment. The Property shall be developed in substantial conformance with Sheet 3, entitled "PCA/CDPA/FDPA" and Sheet 4, entitled "Landscape Plan" of the Proffered Condition Amendment/CDPA/FDPA dated August 15, 2006, and revised through September 19, 2006, January 29, 2007, April 30, 2007, and June 20, 2007, respectively, prepared by Tri-Tek Engineering consisting of ten (10) sheets (the "Plan").
3. Minor Modifications. Minor modifications to the Plan may be permitted when necessitated by sound engineering or that may become necessary as part of final site plan or engineering, pursuant to Section 16-403(4) of the Zoning Ordinance. Building footprints may be decreased so long as the development otherwise is in substantial conformance with these Proffers and the Plan.

TRANSPORTATION

4. Street Lights on Manchester Lakes Drive. Prior to site plan approval for the first office building associated with this PCA, the Applicant shall pay the street light installation fees to Dominion Virginia Power to install three (3) street lights along the west side of Manchester Lakes Drive.

5. Parking. Parking shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance. However, the Applicant reserves the right to provide more parking than shown on the Plan based on market conditions, or to seek County approval for a reduction from that shown.

6. Traffic Signal Warrant Studies - Kingstowne Village Parkway. After the issuance of the building permit for the first of the four buildings subject to this PCA, the Applicant shall submit, within one hundred and twenty (120) days, Traffic Signal Warrant Studies for the following intersections referenced below. If VDOT determines that either or both signals are warranted, the Applicant shall install such signal(s), including pedestrian phasing and marking of crosswalks, at its cost and expense, at such time as VDOT recommends signal(s) be installed.

A. Kingstowne Village Parkway and King Centre Drive.

B. Kingstowne Village Parkway at the travel aisle entrance located at the northeast corner of building N-1 on the Plan.

TRANSPORTATION DEMAND MANAGEMENT

7. Transportation Demand Management Program. This Proffer sets forth a program for a transportation demand management plan (the "TDM Plan") that shall be implemented by the Applicant, and, subsequently the respective tenants in order to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking and biking all in order to reduce automobile trips generated by the proposed development.

A. Program Manager. Prior to the issuance of the first Non-RUP for the first proposed office building as part of this development, the Applicant shall designate an individual to act as the Program Manager ("PM") for the Property, whose responsibility will be to implement the TDM strategies. The duties of the PM may be a part of other duties assigned to the individual(s). The Applicant shall provide written notice to Fairfax County Department of Transportation ("FCDOT") of the appointment of the PM within ten (10) days of such appointment, and thereafter, within ten (10) days of any change in such appointment.

B. TDM Plan. Ninety (90) days after the appointment of the PM, the PM shall submit to FCDOT for review and approval the TDM Plan to be implemented for the Property. The TDM Plan and any amendments thereto shall include provisions for the following with respect to the proposed development:

- i. Information Dissemination. The PM shall make Metro maps, schedules and forms, ridesharing and other relevant transit option information available to owners/tenants and employees in a common area; such as a central lobby, community room, or building management office.
- ii. Ride Matching. The PM shall coordinate and assist with vanpool and carpool formation programs, ride matching services including adjacent office buildings and homeowners associations, and established guaranteed ride home programs.
- iii. Teleworking Center. Encourage Tenants to provide a teleworking center where appropriate, wired with high capacity data/network connections available for use by all of their employees to promote teleworking to those whose work can be productively undertaken using such practices.
- iv. Car Sharing Information. The PM shall make information available regarding the use of car sharing program(s) to tenants and employees (such as ZipCar/FlexCar).
- v. Website. The PM shall develop and maintain a TDM project website that includes targeted information including multi-modal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links.
- vi. Preferential Parking. Owner/Developer shall provide preferential office parking for car/van pools in all parking structures within the proposed development.

C. FCDOT Response. If FCDOT has not responded with any comments to the PM within thirty (30) days of receipt of the TDM Plan, the TDM Plan shall be deemed to be approved.

D. Vehicle Trip Objectives. The goal of the TDM Plan shall be to reduce the number of vehicle trips generated by the four (4) office buildings associated with this PCA by fifteen percent (15%) from what would be projected by using methods based on ITE, 7th edition, Trip Generation rates and/or equations (the "ITE Trip Generation Rate") for Land Use Code 710 (General Office) through the use of mass transit, ride-sharing and other strategies.

E. Annual Surveys & Coordination with FCDOT. Following approval of the first Non-RUP for the first proposed office building, an annual survey (the "Annual Survey") shall be completed in September of each year and provided to FCDOT. The Annual Survey shall be conducted during a week without any holidays and when Fairfax County Public Schools are in session. The Annual Survey shall gather information on the effectiveness of the TDM Plan and shall be used by the PM to determine whether changes to the TDM Plan are needed to ensure that the vehicle trips are within the Vehicle Trip Objectives targeted goal. If the Annual Survey reveals that changes to the TDM Plan are needed, the Applicant, through the PM shall coordinate

such changes with FCDOT and implement and adjust the TDM Plan accordingly. The PM shall coordinate the preparation of Annual Survey materials and the methodology for validating survey results with FCDOT at least thirty (30) days prior to completing each year's Annual Survey, and shall collect and analyze the results. Such analysis shall include at a minimum:

- i. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;
- ii. The number of people surveyed and the number of people who responded in each of the four (4) buildings;
- iii. The results of any surveys taken during the survey period;
- iv. The number of employees participating in the TDM programs displayed by category of participants and by mode of use;
- v. An evaluation of the effectiveness of the TDM Plan and its program elements and, if necessary, proposed modifications to the plan and program elements; and
- vi. A description of the uses of the buildings on the Property at the time the survey was conducted and levels of occupancy.
- vii. Annual surveys shall be conducted unless and until the Applicant has demonstrated to FCDOT that it is meeting or exceeding the 15% trip reduction goal. After the goal has been met for three (3) consecutive years, the Applicant will reduce the surveys to bi-annually. If the Applicant demonstrates that the goal has been met for two consecutive bi-annual surveys, the Applicant may terminate the surveys, although it will continue this proffered TDM Program.

F. Existing Bus for Shuttle Service. The Applicant has established and shall continue to maintain a Metro-related, van/shuttle service consisting of a single bus (the "Original Bus") with a capacity for 14 passengers including a wheelchair lift. The Original Bus currently runs round trip from the Kingstowne Towne Center (the "Town Center") to the Franconia Springfield Metro Station.

G. Additional Bus for Shuttle Service. A larger bus/shuttle, with a minimum seating capacity for 20 passengers, shall be operational by the time of issuance of the first Non-RUP for the third office building developed as part of this application. This bus shall serve the Town Center and will be provided by the Applicant and/or the Town Center Owners Association and/or other Town Center Owners. The bus shall run round trips from the Town Center to the Franconia Springfield Metro Station.

H. Applicant's Contribution. The Applicant shall contribute (through the PM) Ten Thousand and No/100 Dollars (\$10,000.00) per building (with said \$10,000 contribution to be

made upon the issuance of the first Non-RUP for each building) in SmarTrip cards. Each card shall be for a minimum of \$5.00 for use and distribution to the employees of that specific building to encourage and incent the use of Metrorail and bus.

I. Bus Shelters. Subject to the granting of any offsite easements at no cost to the Applicant and the establishment of bus routes (by the County or the Washington Metropolitan Airport and Transit Authority), the Applicant shall install two (2) bus shelters at the Kingstowne Towne Center. The design and materials of the bus shelters shall be complementary to the buildings in the Towne Center. The bus shelters shall be provided prior to the issuance of the first Non-RUP for the second proposed office building associated with this PCA.

J. Bicycle Racks. The Applicant shall install at least two (2) bicycle racks for each of the four (4) buildings for a total of eight (8) bicycle racks throughout the parking garage (collectively, the "Bike Racks"). Each Bike Rack shall be installed prior to the issuance of the first Non-RUP for each office building.

TRANSPORTATION IMPROVEMENTS

8. Transportation Improvements. Subject to VDOT approval, the Applicant shall construct the following transportation improvements (the "Improvements"):

A. Garages. The Applicant shall not install card readers, ticket spitters, gates, or any such equipment that would cause delays at the garage entrances for each building from the Kingstowne Village Parkway.

B. Manchester Boulevard. The Applicant shall extend the left turn storage bay for eastbound Manchester Boulevard at Kingstowne Village Parkway by shortening the westbound left turn bay on Manchester Boulevard at Manchester Lakes Drive to a length of approximately one hundred (100) feet.

C. Kingstowne Village Parkway/Manchester Boulevard Intersection. The Applicant shall extend the northbound Kingstowne Village Parkway left turn approach to Manchester Boulevard and Kingstowne Boulevard by reducing the length of the southbound Kingstowne Village Parkway left turn lane at Kings Center Drive to a length of approximately one hundred (100) feet.

D. Kingstowne Village Parkway/Removal of Grass Island. The Applicant shall remove the grass island on Kingstowne Village Parkway between the entrances east and west of Parcel M and extend both the east and westbound left turn bays through this area as shown on the Plan.

E. Kingstowne Village Parkway/Left Turn Lane. The Applicant shall eliminate the eastbound Kingstowne Village Parkway left turn lane (just east of the theatre entrance and exit) and lengthen the westbound turn lane as shown on the Plan.

F. Kingstowne Village Parkway/Curb Line. The Applicant shall widen the westbound through lane located at Kingstowne Village Parkway opposite the travel aisle along the eastern side of Parcel M located on the Plan so as to better accommodate u-turn movements from eastbound Kingstowne Village Parkway.

G. Kingstowne Boulevard/Westbound Left Turn Bay. The Applicant shall extend the length of the westbound Kingstowne Boulevard left turn bay (that is at the approach on Kingstowne Boulevard leading to the intersection with Kingstowne Village Parkway) by a length of at least two hundred (200) feet as shown on the Plan.

H. Kingstowne Boulevard/Eastbound Left Turn Bay. The Applicant shall extend the length of the eastbound Kingstowne Boulevard left turn bay (that is at the approach on Kingstowne Boulevard leading to the intersection with Kingstowne Village Parkway) by a length of at least one hundred and fifty (150) feet as shown on the Plan.

I. Kingstowne Village Parkway/Left Turn Lane at South Van Dorn Street. The Applicant shall extend the eastbound Kingstowne Village Parkway left turn lane at South Van Dorn Street by a distance of at least two hundred and fifty (250) feet.

J. Right Turn Lane at South Van Dorn Street at Kingstowne Village Parkway. The Applicant shall extend the southbound right turn lane on South Van Dorn Street by a distance of at least three hundred and fifty (350) feet, to include two hundred and fifty (250) feet for the turn lane extension and one hundred (100) feet for the taper.

9. Synchronization Traffic Analyses. The Applicant shall reflect all of these proposed Improvements on its site plan for the first office building. As part of its analysis and justification for these improvements, the Applicant shall have a traffic engineer of its choice perform Synchronization Traffic Analyses (the "Analyses") in order to evaluate these Improvements. The Applicant shall provide the Analyses concurrent with the first site plan. All Improvements are subject to approval by VDOT. All of the Improvements shall be completed and "open to traffic" (this does not mean accepted into the VDOT System) prior to the issuance of the first Non-RUP for the first office building.

ENVIRONMENT

10. Landscaping. As part of its site plan submission for the proposed buildings, the Property shall be landscaped using a mix of shade and/or ornamental trees and evergreen trees of a quantity and species consistent with the existing landscaping at the Property and within the Town Center. A landscaping plan shall be submitted to the Urban Forest Management Division of the Department of Public Works and Environmental Services at the time of site plan for each of the proposed office buildings.

11. Stormwater Management. The Stormwater Management requirements for the Property are satisfied (both as to quality and quantity) by the existing Kingstowne Lake for the proposed office buildings.

LIGHTING

12. Lighting. Parking lot or exterior building lighting located on the Property shall be directed inward and/or downward and designed with shielded fixtures in order to minimize glare onto adjacent properties and in accordance with applicable provisions of the Zoning Ordinance.

MISCELLANEOUS

13. Severability. Pursuant to Section 18-204 of the Zoning Ordinance, any portion of the Property may be the subject of a proffered condition amendment (“PCA”) or Final Development Plan Amendment (“FDPA”) without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA and FDPA does not adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such PCA and FDPA shall otherwise remain in full force and effect.

14. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and his successors or 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.

15. 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.

[SIGNATURE PAGE FOLLOWS]

Kingstowne L L.P., a Virginia limited partnership,
as to Tax Map Parcel Number: 91-2-((1)) 26K

By: Halle and Halle, Inc., a Maryland
corporation, its General Partner

By: _____
Name: Warren E. Halle
Title: President

By: _____
Name: Jonathan B. Halle
Title: Secretary

Kingstowne Parcel O L.P., a Virginia limited partnership, as to Tax Map Parcel Number: 91-2-((1)) 32F

By: Halle and Halle, Inc., a Maryland corporation, its General Partner

By: _____
Name: Warren E. Halle
Title: President

By: _____
Name: Jonathan B. Halle
Title: Secretary

Kingstowne M&N LP, a Virginia limited partnership, as to Tax Map Parcel Number: 91-2-((1)) 36B

By: Halle and Halle, Inc., a Maryland corporation, its General Partner

By: _____
Name: Warren E. Halle
Title: President

By: _____
Name: Jonathan B. Halle
Title: Secretary

BP Kingstowne Office Building T LLC, a Delaware
limited liability company, as to Tax Map Parcel
Number: 91-2-((1)) 36C

By: Boston Properties Limited Partnership, a
Delaware limited partnership, its
Member/Manager

By: Boston Properties, Inc., a Delaware
corporation, its General Partner

By: _____
Name: Peter D. Johnston
Title: Senior Vice President-Regional Manager

Kingstowne Towne Center L.P., a Virginia limited partnership, as to Tax Map Parcel Number: 91-2-((1)) 36G

By: Halle and Halle, Inc., a Maryland corporation, its General Partner

By: _____
Name: Warren E. Halle
Title: President

By: _____
Name: Jonathan B. Halle
Title: Secretary

BP Kingstowne Office Building K LLC, a
Delaware limited liability company, as to Tax Map
Parcel Number: 91-2-((1)) 36H

By: Boston Properties Limited Partnership, a
Delaware limited partnership, its
Member/Manager

By: Boston Properties, Inc., a Delaware
corporation, its General Partner

By: _____
Name: Peter D. Johnston
Title: Senior Vice President-Regional Manager

BP Kingstowne Theatre LLC, a Delaware limited liability company, as to Tax Map Parcel Number: 91-2-((1)) 36I

By: Boston Properties Limited Partnership, a Delaware limited partnership, its Member/Manager

By: Boston Properties, Inc., a Delaware corporation, its General Partner

By: _____
Name: Peter D. Johnston
Title: Senior Vice President-Regional Manager

321764 v10/RE

REZONING AFFIDAVIT

DATE: September 24, 2007
 (enter date affidavit is notarized)

I, Meaghen P. Murray, 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

04975d

in Application No.(s): PCA 84-L-020-23/FDPA 84-L-020-02-13
 (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 BOLD above) |
|---|---|--|
| Kingstowne M&N LP Agents: Richard M. Rounds Warren E. Halle Jonathan B. Halle | 2900 Linden Lane Suite 300 Silver Spring, MD 20910 | Applicant/Title Owner of TM 091-2((1)) parcel 36B |
| Kingstowne L L.P. Agents: Richard M. Rounds Warren E. Halle Jonathan B. Halle | 2900 Linden Lane Suite 300 Silver Spring, MD 20910 | Applicant/Title Owner of TM 091-2((1)) parcel 26K |
| Kingstowne Parcel O L.P. Agents: Richard M. Rounds Warren E. Halle Jonathan B. Halle | 2900 Linden Lane Suite 300 Silver Spring, MD 20910 | Applicant/Title Owner of TM 091-2((1)) parcel 32F |

(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 24, 2007
 (enter date affidavit is notarized)

04975d

for Application No. (s): PCA 84-1-020-23/FDPA 84-L-020-02-13
 (enter County-assigned application number (s))

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

| NAME (enter first name, middle initial, and last name) | ADDRESS (enter number, street, city, state, and zip code) | RELATIONSHIP(S) (enter applicable relationships listed in BOLD above) |
|---|---|---|
| Kingstowne Towne Center L.P. Agents: Richard M. Rounds Warren E. Halle Jonathan B. Halle | 2900 Linden Lane Suite 300 Silver Spring, MD 20910 | Applicant/Title Owner of TM 91-2((1)) parcel 36G |
| BP Kingstowne Office Building K LLC Agent: Peter D. Johnston Raymond A. Ritchey | c/o Boston Properties, Inc. 901 New York Avenue, NW Suite 400 Washington, DC 20001 | Applicant/Title Owner of TM 91-2((1)) parcel 36H |
| BP Kingstowne Office Building T LLC Agent: Peter D. Johnston Raymond A. Ritchey | c/o Boston Properties, Inc. 901 New York Avenue, NW Suite 400 Washington, DC 20001 | Applicant/Title Owner of TM 91-2((1)) parcel 36C |
| BP Kingstowne Theatre LLC Agent: Peter D. Johnston Raymond A. Ritchey | c/o Boston Properties, Inc. 901 New York Avenue, NW Suite 400 Washington, DC 20001 | Applicant/Title Owner of TM 91-2((1)) parcel 36I |

(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 24, 2007
 (enter date affidavit is notarized)

949752

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
 (enter County-assigned application number (s))

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

| NAME (enter first name, middle initial, and last name) | ADDRESS (enter number, street, city, state, and zip code) | RELATIONSHIP(S) (enter applicable relationships listed in BOLD above) |
|---|--|---|
| Davis, Carter, Scott Ltd Agents: Claude Robert Atkinson Renzo (nmi) Carlin Patrick H. Jourdan | 1676 International Drive Suite 500 McLean, VA 22102 | Architect/Agent |
| M.J. Wells & Associates, L.L.C. Agents: Robin L. Antonucci Kevin R. Fellin | 1420 Spring Hill Road Suite 600 McLean, VA 22102 | Traffic Consultant/Agent |
| 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 ● Brian J. Winterhalter, Esquire Jeffrey A. Nein, AICP, Planner Hillary Katherine Zahm, AICP, Planner (former) Meaghan P. Murray, Planner ● Molly M. Novotny, Planner Ben I. Wales, Planner Katherine D. Youngbluth, Planner Jason R. Rogers, Planner Sara L. Duvall, Planner (former) | Reston Town Center One Freedom Drive 11951 Freedom Drive Reston, VA 20190 | Attorney/Agent |
| Tri-Tek Engineering, Inc. Agents: Theodore D. Britt Kevin E. Murray David T. Currin Brian R. Thomas | 690 Center Street Suite #300 Herndon, VA 20170 | Engineer/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 24, 2007
(enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(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)

Davis, Carter, Scott Ltd
1676 International Drive
Suite 500
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 SHAREHOLDERS: (enter first name, middle initial, and last name)

| | | |
|----------------------|------------------------|----------------------|
| Douglas N. Carter | Chris L. Garwood | Christine C. Garrity |
| Lena I. Scott | Claude Robert Atkinson | Alan K. Houde |
| Patricia A. Appleton | Maria K. Calhoun | |

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

(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 24, 2007
(enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(enter County-assigned application number (s))

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

Halle Enterprises, Inc.
2900 Linden Lane, #300
Silver Spring, MD 20910

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)

Warren E. Halle
Martha D. Halle

=====

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

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

Warren E. Halle, President/Director
Stephen N. Fleischman, Vice President/Director
Stephen N. Fleischman, Secretary/Treasurer/Director

=====

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

Halle and Halle, Inc.
2900 Linden Lane, #300
Silver Spring, MD 20910

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)

Warren E. Halle
Martha D. Halle

=====

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

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

Warren E. Halle, President/Director
Stephen N. Fleischman, Vice President/Director
Jonathan B. Halle, Secretary/Treasurer/Director

(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 24, 2007
(enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-I-020-23/FDPA 84-L-020-02-13
(enter County-assigned application number (s))

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

BP Kingstowne Office Building T LLC
c/o Boston Properties, Inc.
901 New York Avenue, N.W., Suite 400
Washington, DC 20001

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)

Member/Manager - Boston Properties Limited Partnership

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)

BP Kingstowne Theatre LLC
c/o Boston Properties, Inc.
901 New York Avenue, NW, Suite 400, Washington, DC 20001

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)

Member/Manager - Boston Properties Limited Partnership

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 24, 2007
(enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(enter County-assigned application number (s))

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

Tri-Tek Engineering, Inc.
690 Center Street
Suite #300
Herndon, VA 20170

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)

Kevin E. Murray
Theodore D. Britt

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, L.L.C.
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 S: (enter first name, middle initial, and last name)

Managing Members:

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 24, 2007
(enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(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)

Boston Properties, Inc.
901 New York Avenue NW, Suite 400
Washington, DC 20001

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Publicly traded on the New York Stock Exchange listed at BXP.

To our knowledge, no shareholder owns 10% or more of any class of stock issued by said corporation.

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

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

| | | |
|---------------------------------------|--------------------------------|-----------------------------------|
| Mortimer B. Zuckerman, Board Chairman | Martin (nmi) Turchin, Director | Edward H. Linde, Dir., Pres & Ceo |
| Lawrence S. Bacow, Director | Alan J. Patricof, Director | Douglas T. Linde, Exec. VP |
| Richard E. Salomon, Director | Raymond A. Ritchey, Exec. VP | Zoe (nmi) Baird, Director |
| Carol B. Einiger, Director | David A. Twardock, Director | |

(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 24, 2007
(enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Boston Properties, Inc. (CONTINUED)

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 K. Brandbergh, Sr. VP | Kenneth (nmi) Simmons | Amy C. Gindel, Sr. VP | Jonathan L. Kaylor, Sr. VP |
| Frank D. Burt, Sr. VP | Stephen R. Colvin, Sr. VP | Thomas L. Hill, Sr. VP | Jonathan B. Kurtis, Sr. VP |
| Michael A. Cantalupa, Sr. VP | Frederick J. DeAngelis, Sr. VP | Peter D. Johnston, Sr. VP | • Bryan J. Koop, Sr. VP |

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Boston Properties, Inc. (CONTINUED)

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.)

| | | | |
|----------------------------|---------------------------|-----------------------------|--------------------------------|
| Michael E. LaBelle, Sr. VP | Rod C. Diehl, Sr. VP | Jonathan S. Randall, Sr. VP | Robert E. Selsam, Sr. VP |
| Mitchell S. Landis, Sr. VP | E. Mitchell Norville, EVP | Michael R. Walsh, Sr. VP | James J. Whalen, Jr., Sr. VP |
| Andrew D. Levin, Sr. VP | Robert E. Pester, Sr. VP | Robert A. Schubert, Sr. VP | Elaine M. Andersson, VP |
| Matthew W. Mayer, Sr. VP | David C. Provost, Sr. VP | Peter V. See, Sr. VP | Kelli A. DiLuglio, Asst. Secy. |

(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 24 2007
(enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Boston Properties, Inc. (CONTINUED)

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.)

| | | | | |
|------------------------|-----------------------|----------------------|------------------------|-----------------------|
| Peter G. Back, VP | Janet Kerr Breen, VP | Keli (nmi) Colby, VP | Kelly E. Egli, VP | Mark E. Hockenjos, VP |
| Stacey A. Baker, VP | Jack W. Burkart, VP | Mark D. Denny, VP | Arthur S. Flashman, VP | Franklin S. Hyre, VP |
| Robert A. Barrasso, VP | Gregory A. Butler, VP | Anne B. DuMont, VP | James A. Hart, VP | John P. Kennedy, VP |

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Boston Properties, Inc. (CONTINUED)

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.)

| | | | |
|--------------------------|---------------------------|------------------------|------------------------------|
| Eric G. Kevorkian, VP | Edward D. Penn, VP | Carl W. Slagle, VP | Gil (nmi) Menna, Asst. Secy. |
| Jeffrey J. Lowenberg, VP | David (nmi) Pigott, VP | Robert A. Silpe, SVP | Helen R. Bryks, VP |
| David E. Miller, VP | Adele F. Schlotzhauer, VP | Madeleine C. Timin, VP | Mark J. Denman, VP |
| Thomas J. O'Connor, VP | Barney H. Silver, VP | Melanie J. Waldron, VP | Laura D. McNulty, VP |

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

Rezoning Attachment to Par. 1(b)

DATE: September 24, 2007
(enter date affidavit is notarized)

04975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Boston Properties, Inc. (CONTINUED)

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.)

Steven P. Morken, VP Michael J. Schumacher, VP Gregory (nmi) Storrs, VP
Peter V. Otteni, VP Lori W. Silverstein, VP
Jeffrey S. Phaneuf, VP Yuchong Yi, SVP & Regional Counsel

=====

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

BP Kingstowne Office Building K LLC
c/o Boston Properties, Inc.
901 New York Avenue, NW, Suite 400, Washington, DC 20001

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)

Member/Manager - Boston Properties Limited Partnership

=====

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

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

REZONING AFFIDAVIT

DATE: September 24, 2007
(enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(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
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 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 24, 2007
(enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(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 | Shane L. Goudey | Alan (nmi) Levine |
| Alan S. Cohen | William E. Grauer | Michael S. Levinson |
| Thomas A. Coll | Jonathan G. Graves | Elizabeth L. Lewis |
| Joseph W. Conroy | Paul E. Gross | Michael R. Lincoln |
| Carolyn L. Craig | Kenneth L. Guernsey | James C. T. Linfield |
| John W. Crittenden | Patrick P. Gunn | David A. Lipkin |
| Janet L. Cullum | Zvi Hahn | Chet F. Lipton |
| Nathan K. Cummings | John B. Hale | Samuel M. Livermore |
| John A. Dado | Andrew (nmi) Hartman | Douglas P. Lobel |
| Craig E. Dauchy | Amy (nmi) Hartman | Mark C. Looney |
| Darren K. DeStefano | Bernard L. Hatcher | Michael X. Marinelli |
| Scott D. Devereaux | Matthew B. Hemington | John T. McKenna |
| Jennifer Fonner DiNucci | Cathy Rae Herscopf | Daniel P. Meehan |
| James J. Donato | Gordon (nmi) Ho | Robert H. Miller |
| Michelle C. Doolin | Suzanne Sowachka Hooper | Brian E Mitchell |
| John C. Dwyer | Tami J. Howie | Ann M. Mooney |
| Robert L. Eisenbach, III | Mark M. Hrenya | Gary H. Moore |
| Brent D. Fassett | Christopher R. Hutter | Timothy J. Moore |
| M. Wainwright Fishburn, Jr. | Jay R. Indyke | Webb B Morrow, III |
| Keith A. Flaum | Craig D. Jacoby | Kevin P. Mullen |
| Grant P. Fondo | Eric C. Jensen | Frederick T. Muto |
| Daniel W. Frank | Robert L. Jones | Ross W. Nadel |
| Richard H. Frank | Barclay J. Kamb | Ryan E. Naftulin |
| William S. Freeman | Richard S. Kanowitz | Stephen C. Neal |
| Steven L. Friedlander | Jeffrey S. Karr | James E. Nesland |
| Thomas J. Friel, Jr. | Scott L. Kaufman | Alison (nmi) Newman |
| Koji F. Fukumura | Margaret H. Kavalaris | William H. O'Brien |
| James F. Fulton, Jr. | J. Michael Kelly | Thomas D. O'Connor |
| Phillip J. Gall | Jason L. Kent | Vincent P. Pangrazio |
| William s. Galliani | James C. Kitch | Timothy G. Patterson |
| Stephen D. Gardner | Michael J. Klisch | Anne H. Peck |
| John M. Geschke | Barbara A. Kosacz | D. Bradley Peck |
| Kathleen A. Goodhart | Gary M. Kravetz | Susan Cooper Philpot |
| Lawrence C. Gottlieb | Kenneth J. Krisko | Benjamin D. Pierson |
| | Shira Nadich Levin | 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.

Rezoning Attachment to Par. 1(c)

DATE: September 24, 2007
 (enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
 (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)

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. Ruttenger
 Adam L. Salassi
 Thomas R. Salley III
 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
 "Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: September 24, 2007
(enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(enter County-assigned application number (s))

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

Kingstowne M&N LP
2900 Linden Lane, #300
Silver Spring, MD 20910

(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:
Halle and Halle, Inc.

Limited Partners:

Warren E. Halle
Martha D. Halle
Kingstowne Associates, L.P.
Gerald W. Halle
Edwin C. Halle
Jonathan B. Halle
*Joshua E. Halle, Trust
Beneficiary: Joshua E. Halle
Trustees: Warren E. Halle, Martha D. Halle
*Jeremy M. Halle, Trust
Beneficiary: Jeremy M. Halle
Trustees: Warren E. Halle, Martha D. Halle
*Lauren Michelle Halle, Trust
Beneficiary: Lauren Michelle Halle
Trustees: Warren E. Halle, Martha D. Halle
*Benjamin James Halle, Trust
Beneficiary: Benjamin James Halle
Trustees: Warren E. Halle, Martha D. Halle
*Marco E. Halle, Trust
Beneficiary: Marco E. Halle
Trustees: Warren E. Halle, Martha D. Halle
*Angelina L. Halle, Trust
Beneficiary: Angelina L. Halle
Trustees: Warren E. Halle, Martha D. Halle

Stephen N. Fleischman
Kathleen S. Jordan
Roberta H. Bass
Richard M. Rounds
Robert Lee Helton, Jr.
Charles (nmi) Thomas, Sr.
Garland M. Knicley
Larry G. Hubbard
Robert Clay Thompson
Ronald Bruce Thompson
Russell Burton Thompson

*Each Trust owns less than 10% of the partnership

(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 24, 2007
(enter date affidavit is notarized)

949.752

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(enter County-assigned application number (s))

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

Kingstowne Associates, L.P.
2900 Linden Lane, #300
Silver Spring, MD 20910

(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:
Halle Enterprises, Inc.

Limited Partners:
R. Bruce Thompson
Warren E. Halle
Martha D. Halle

(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 24, 2007
(enter date affidavit is notarized)

944752

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(enter County-assigned application number (s))

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

Kingstowne L.L.P.
2900 Linden Lane
Suite 300
Silver Spring, MD 20910

(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:
Halle and Halle, Inc.

Limited Partners:

- Warren E. Halle
- Martha D. Halle
- Kingstowne Associates, L.P.
- Gerald W. Halle
- Edwin C. Halle
- Jonathan B. Halle
- Cynthia L. Halle
- *Joshua E. Halle, Trust
Beneficiary: Joshua E. Halle
Trustees: Warren E. Halle, Martha D. Halle
- *Jeremy M. Halle, Trust
Beneficiary: Jeremy M. Halle
Trustees: Warren E. Halle, Martha D. Halle
- *Lauren Michelle Halle, Trust
Beneficiary: Lauren Michelle Halle
Trustees: Warren E. Halle, Martha D. Halle
- *Benjamin James Halle, Trust
Beneficiary: Benjamin James Halle
Trustees: Warren E. Halle, Martha D. Halle
- *Marco E. Halle, Trust
Beneficiary: Marco E. Halle
Trustees: Warren E. Halle, Martha D. Halle
- *Angelina L. Halle, Trust
Beneficiary: Angelina L. Halle
Trustees: Warren E. Halle, Martha D. Halle

- Stephen N. Fleischman
- Kathleen S. Jordan
- Roberta H. Bass
- Richard M. Rounds
- Robert Lee Helton, Jr.
- Raymond E. Drake
- Charles (nmi) Thomas, Sr.
- Garland M. Knicley
- Larry G. Hubbard
- Robert C. Thompson
- Ronald C. Thompson
- Russell B. Thompson

*Each Trust owns less than 10% of the partnership

(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 24 2007
(enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(enter County-assigned application number (s))

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

Kingstowne Parcel O L.P.
2900 Linden Lane
Suite 300
Silver Spring, MD 20910

(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:
Halle and Halle, Inc.

Limited Partners:

- Warren E. Halle
- Martha D. Halle
- Kingstowne Associates, L.P.
- Gerald W. Halle
- Edwin C. Halle
- Jonathan B. Halle
- Cynthia L. Halle
- *Joshua E. Halle, Trust
Beneficiary: Joshua E. Halle
Trustees: Warren E. Halle, Martha D. Halle
- *Jeremy M. Halle, Trust
Beneficiary: Jeremy M. Halle
Trustees: Warren E. Halle, Martha D. Halle
- *Lauren Michelle Halle, Trust
Beneficiary: Lauren Michelle Halle
Trustees: Warren E. Halle, Martha D. Halle
- *Benjamin James Halle, Trust
Beneficiary: Benjamin James Halle
Trustees: Warren E. Halle, Martha D. Halle
- *Marco E. Halle, Trust
Beneficiary: Marco E. Halle
Trustees: Warren E. Halle, Martha D. Halle
- *Angelina L. Halle, Trust
Beneficiary: Angelina L. Halle
Trustees: Warren E. Halle, Martha D. Halle

- Stephen N. Fleischman
- Kathleen S. Jordan
- Roberta H. Bass
- Richard M. Rounds
- Robert Lee Helton, Jr.
- Raymond E. Drake
- Charles (nmi) Thomas, Sr.
- Garland M. Knicley
- Larry G. Hubbard
- Robert C. Thompson
- Ronald C. Thompson
- Russell B. Thompson

*Each Trust owns less than 10% of the partnership

(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 24, 2007
(enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(enter County-assigned application number (s))

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

Kingstowne Towne Center L.P.
2900 Linden Lane
Suite 300
Silver Spring, MD 20910

(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:
Halle and Halle, Inc.

Limited Partners:

Warren E. Halle
Martha D. Halle
Kingstowne Associates, L.P.
Gerald W. Halle
Edwin C. Halle
Jonathan B. Halle
Cynthia L. Halle
*Joshua E. Halle, Trust
Beneficiary: Joshua E. Halle
Trustees: Warren E. Halle, Martha D. Halle
*Jeremy M. Halle, Trust
Beneficiary: Jeremy M. Halle
Trustees: Warren E. Halle, Martha D. Halle
*Lauren Michelle Halle, Trust
Beneficiary: Lauren Michelle Halle
Trustees: Warren E. Halle, Martha D. Halle
*Benjamin James Halle, Trust
Beneficiary: Benjamin James Halle
Trustees: Warren E. Halle, Martha D. Halle
*Marco E. Halle, Trust
Beneficiary: Marco E. Halle
Trustees: Warren E. Halle, Martha D. Halle
*Angelina L. Halle, Trust
Beneficiary: Angelina L. Halle
Trustees: Warren E. Halle, Martha D. Halle

Stephen N. Fleischman
Kathleen S. Jordan
Roberta H. Bass
Richard M. Rounds
Robert Lee Helton, Jr.
Raymond E. Drake
Charles (nmi) Thomas, Sr.
Garland M. Knicley
Larry G. Hubbard
Robert C. Thompson
Ronald C. Thompson
Russell B. Thompson

*Each Trust owns less than 10% of the partnership

(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 24, 2007
(enter date affidavit is notarized)

949.752

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(enter County-assigned application number (s))

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

Boston Properties Limited Partnership
c/o Boston Properties Inc.
901 New York Avenue N.W.
Suite 400
Washington, DC 20001

(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:

Boston Properties, Inc.

Limited Partners:

Boston Properties, Inc. owns approximately
85% of Boston Properties Limited
Partnership.

There are over 200 additional limited
partners in this real estate investment fund,
and to our knowledge, none of whom own
10% or more of BP Kingstowne Office
Building K LLC, BP Kingstowne Office
Building T LLC and/or BP Kingstowne
Theater 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 24, 2007
(enter date affidavit is notarized)

94975d

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(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 24, 2007
(enter date affidavit is notarized)

949752

for Application No. (s): PCA 84-L-020-23/FDPA 84-L-020-02-13
(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

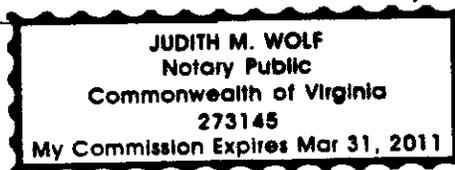
Meaghen P. Murray

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

Subscribed and sworn to before me this 24th day of September, 2007, in the State/Comm. of Virginia, County/City of Fairfax.

Judith M. Wolf
Notary Public

My commission expires:



**KINGSTOWNE TOWNE CENTRE PCA/CDPA/FDPA
STATEMENT OF JUSTIFICATION AND PARTIAL PCA JUSTIFICATION**

**August 22, 2006
Revised October 16, 2006
Revised January 3, 2007
Revised June 14, 2007**

RECEIVED
Department of Planning & Zoning
JUN 21 2007
Zoning Evaluation Division

I. INTRODUCTION

Kingstowne L L.P., Kingstowne Parcel O L.P., Kingstowne M&N, LP, BP Kingstowne Office Building T, LLC, Kingstowne Towne Center L.P., Kingstowne Commercial L.P., and BP Kingstowne Theatre LLC, (collectively, the "Applicant") seeks approval of a partial Proffered Condition Amendment ("PCA"), Conceptual Development Plan Amendment ("CDPA"), and Final Development Plan Amendment ("FDPA") to permit an additional 500,000 square feet of office, including two (2) additional buildings within the Planned Development Commercial ("PDC") District in the Kingstowne Towne Centre (the "Towne Centre"). This application focuses on 43.37 acres of the Towne Centre site (the "Property") and is more particularly identified as Fairfax County Tax Map # 91-2 ((1)), Parcels 26K, 32F, 36B, 36C, 36G, 36H and 36I.

The Property is located within the Kingstowne Community Business Center of the Lee District of Fairfax County and is generally bounded on the east by South Van Dorn Street, on the west by Kingstowne Village Parkway and on the south by Kingstowne Boulevard. The Property is presently located in the PDC Zoning District. The Property is currently used for temporary surface parking.

The Applicant's proposed development fulfills the vision of Fairfax County's Comprehensive Plan (the "Plan") for the RH4 Lehigh Community Planning Sector within the Rose Hill Planning District. It enhances the attractive and growingly successful Towne Centre and helps support and foster a vibrant sense of place and community where employees of Kingstowne can work, live, dine and recreate.

Further, according to the 2000 PCA/FDPA referenced below, the Applicant is not increasing the intensity nor transferring density from the respective properties that have been sold to other parties outside of the application property. The already approved 500,000 square feet of office from the 2000 PCA/FDPA is not being taken from any other place in the Towne Centre for the subject PCA/CDPA/FDPA.

II. BACKGROUND AND HISTORY

The Towne Centre is a 67.7 acre portion of the larger Kingstowne Community. Kingstowne is a vibrant, mixed-use, large-scale, planned development of residential single family detached, attached and multi-family housing, comprising 76 acres of park land, industrial, retail, movie theater, restaurants and commercial uses.

The road infrastructure has been constructed in accordance with the total, approved development plan mentioned above, and, as a result, was dramatically accelerated from what was initially contemplated under the original Towne Centre program. With the filing of various development cases over the last twenty (20) years, the amount of office space has been reduced; however, the new development plan is consistent with the approved 1985 rezoning, and fulfills the vision set forth at that time and as contemplated by the County's Comprehensive Plan.

A. 1985 Rezoning

According to the 1985 rezoning, the core area of the Towne Centre was approved with 227,000 square feet of retail, including a repair service shop, a restaurant, a movie theater and hotel as well as a 1,589,175 square foot office component. In addition to the retail and office use, 402,314 square feet of residential was also approved with the original 1985 rezoning (the "Original Development Plan").

On June 17, 1985, the Fairfax County Board of Supervisors (the "Board") approved DPA C-448-2 and RZ 84-L-020 that collectively constituted the overall development known as Kingstowne. DPA C-448-2 amended the development plan for a project known as New Franconia and was approved in 1976. RZ 84-L-020 allowed for a 1,045± acre tract that contained a proposal for 26 acres in the I-4 District, 894 acres in the PDH District, and a request to rezone 125 acres of land from the PDH-4 District to the PDC District, respectively. More specifically, RZ 84-L-020 added land area to the PDH-4 District and rezoned land in the area now identified as the Towne Centre to the PDC District and the I-4 Districts.

These applications were approved subject to proffers dated June 17, 1985, establishing the basic pattern and uses of the Towne Centre, the location of the core and the Village Center (the existing shopping center), and the basic pattern of roadways. Such approval set the overall intensity of the Towne Centre as well. At that time, the layout shown on the Conceptual Development Plan was that of a suburban office center. Final Development Plan approval was sought at that time with the exception of one (1) office building. In addition, in the core area of the Towne Centre, the Original Development Plan was approved.

B. 1997 PCA/FDPA

In August 1997, the Board approved the reduction of office from 1.3 million square feet to 449,466 square feet with the combined PCA 84-L-020-13 and FDPA 84-L-020-2-5. This approval resulted in a major change in the core area of the Towne Centre, to a retail center facing toward Kingstowne Boulevard, with a limited amount of office in the rear along Kingstowne Village Parkway.

C. 2000 PCA/FDPA

Subsequently, pursuant to the approval of PCA 84-L-020-16 and FDPA 84-L-02-2-10 in January 2000, the mix of uses within the core area was modified with the reintroduction of a major office component within the core area. The office component was added in the area between the rear of the shopping center and Kingstowne Village Parkway. The four (4) PCA/FDPA approved office

buildings (of approximately 250,000 square feet of gross floor area each), for a total of 1,000,000 square feet. These buildings were to be located along Kingstowne Village Parkway, and include underground parking, with a mixed-use commercial/community activity center at its focal point.

More specifically, office buildings labeled as Buildings M&N were approved for up to ten (10) stories of office space as well as three to five levels of above grade parking. The respective height of each of these buildings was 176 feet (including the above grade parking); the height of the buildings in this partial PCA and combined CDPA/FDPA is 200 feet – a difference of 24 feet.

In addition to buildings M&N, the other two approved buildings, labeled K and T, were approved for 250,000 square feet each. However, when such buildings were constructed, the market needs reduced Building K to 156,251 and Building T to 150,684 square feet. This affords the Applicant a timely opportunity to recapture this entitled but unused development potential (of the approximately remaining 195,000 square feet of office space).

III. COMPREHENSIVE PLAN – ROSE HILL PLANNING DISTRICT

The “Rose Hill Planning District” is generally bounded on the north by the Richmond, Fredericksburg and Potomac Railroad right-of-way and the City of Alexandria boundary line; on the east by Telegraph Road, Florence Lane, the west edge of the Kings Garden Apartments, South Kings Highway, Harrison Lane and the eastern boundary of Huntley Meadows Park; on the south by the southern boundary of the park, the northern edge of Fort Belvoir, and Telegraph Road; and on the west by Beulah Street, Franconia Road, and the RF&P right-of-way.

The District envisions two mixed-use centers, one of which is a Community Business Center (CBC) where the Towne Centre is planned in Kingstowne. The Towne Centre is planned for significant commercial office space, with a goal of creating a major employment center. Elements of the Community Business Center and guidelines in the Concept for Future Development include provisions for streetscape improvements, a complementary mix of land uses, and a community focal point, to be located in the Towne Centre.

The Property comprises a majority of the RH4 Lehigh Community Planning Sector of the Lee District. The overall Kingstowne community covers 1,300+ acres and includes the 175 acre Towne Centre, proposed to contain 2.1 million square feet of commercial development, primarily office space. The Towne Centre, including the Village Center shopping center, is recommended as a Community Business Center. The approved plans for this mixed-use center include a large office component and an industrial area, which distinguishes the Towne Centre core from the generalized characteristics of other CBCs in the County.

IV. DEVELOPMENT PROPOSAL

A. Current Development

While the Towne Centre is located in suburban Fairfax County, it has been carefully designed to provide for elements and amenities more typical of an urban environment. The core area has

been designed with wide promenades and numerous pedestrian connections in order to afford patrons and employees alike, the opportunity to stroll or walk throughout the Towne Centre on the weekend or during their lunch hour. Such pedestrian traffic further reinforces the mix of uses presently existing in the Towne Centre. With the additional office space, the Towne Centre will afford employees the ability to work in the core and concurrently reduce traffic in and around Kingstowne.

In contrast to more traditional mixed use developments in and around Fairfax County, the Towne Centre includes a wide variety of uses and design incentives to encourage people to enjoy the public spaces. In addition to the promenades and pedestrian connections, the Towne Centre consists of numerous plazas and outdoor seating areas. Such areas are strategically sized to provide options for hosting large outdoor community gatherings and smaller more intimate events. The central plaza area will offer employees and patrons alike a high quality design with substantial landscaping, providing patrons and employees with a peaceful, private gathering place in which to seek sanctuary from the nearby roadway. Passive recreational amenities, benches and similar design features are also expected.

The designers of the Towne Centre believe that ease and variety of access is essential to a vital core. Accordingly, the Towne Centre's current design offers opportunities to maximize access to and within the Towne Centre by a variety of modes – automobiles, shuttle buses to the Franconia-Springfield Metro, pedestrian and bicycle friendly walkways; such access affords the residents of Kingstowne and the surrounding communities the enjoyment of the various amenities.

B. Proposed Development

With this partial PCA and combined CDPA/FDPA, the Applicant proposes to increase the square footage of the already approved 1 million square feet of office space which is approved in four (4) office buildings by an additional 500,000 square feet and adding two (2) additional office buildings (M-2 & N-2), incorporated within six (6), well-located and integrated buildings; two of these buildings (M-1 & N-1) were already approved with the 2000 PCA/FDPA, buildings M-2 & N-2 are additional. The new total approved square footage including existing buildings would total 1.5 million square feet (300,000 square feet existing in two buildings (K&T) and 1.2 million in the two (2) redesigned (M-1 & N-1) and two (2) new buildings (M-2 & N-2).

Located within the proposed development are three (3) plaza areas, one on either end of the development and one central, focal area in the middle. These plazas will promote pedestrian connectivity within and around the proposed office buildings and offer employees and patrons the ability to reach the entertainment core of the Towne Centre with ease and convenience. Within the core development, the patrons may participate in the full range of entertainment activities, ranging from shopping, dining in one of the numerous restaurants, attending a movie or participating in a community function in one of the many plazas.

1. Central Plaza

The central plaza already serves as the community focal point for the development. A large open space lined with various trees affords a welcome opportunity for employees and patrons to congregate. Benches, tables and attractive landscaping line the main walkways leading into the plaza space. Outdoor restaurants and café seating are located within this area. Such development characteristics promote a sense of scale and place that accentuates the urban design favored in the Plan. This area creates a human-scale environment that will continue to foster the logical movement of pedestrians in an environment with a clear sense of community. Along the central plaza area ample green space softens the edge and provides a welcome gesture to visitors, patrons and office employees alike. These green spaces consist of attractive planting and pedestrian walkways that add to the overall focal point of the development.

2. Additional Plazas

Incorporated into the Applicant's design are streetscape improvements and pedestrian connections set forth in the Plan. Sidewalks are proposed along the frontage of either plaza with ample space for vehicles to drop off and pick up employees during working hours. Planting strips along each of the primary roadways separate pedestrians from motorists, thereby ensuring pedestrian safety. Ground-level architectural treatments will offer employees and patrons visually pleasing experiences as they explore the property's inviting ambience. The Applicant's proposal also significantly improves the circulation on site. Cars will load and unload passengers from the boulevard-style circular roadway, affording cars the ability to continue along the circular drive back onto the main roadway without disturbing pedestrian traffic flow.

V. KINGSTOWNE CONCERT SERIES AND FARMER'S MARKET

The neighborhood of Kingstowne is centered around the Towne Centre with its active summer night life and community activities. Such activities include the very well attended Kingstowne Concert Series on Friday evenings, as well as the weekly Farmers' Market on Fridays from May 12 through October 27. The Concert Series affords Kingstowne residents the ability to enjoy entertainment right outside their back door. Such convenience has become an important part of living and working in Kingstowne.

Further, the Concert Series has become a weekly ritual where adults and children alike can enjoy a nice evening under the stars, with good music and friends. As described in the Kingstowne newspapers: "from honest rock and roll, hybrid reggae-funk to western bop and contemporary blues, this Concert Series has something for the whole family to enjoy" every weekend. It has become an integral part of life for Kingstonians.

The Kingstowne Farmers' Market plays an integral role in supplying Kingstowne residents with fresh-picked, vine-ripened vegetables and fruits throughout the spring, summer and fall. C&T Produce brings specialty produce that various cultures enjoy using in their cuisines, such as Japanese and Chinese eggplants, a type of zucchini found mostly in Latino cuisine, and about 50 different varieties of herbs. C&T supplies residents with lettuce, strawberries, beautiful hanging baskets, the "best sweet corn anywhere", watermelons, cantaloupes, tomatoes, cucumbers, hot

peppers, sweet peppers, and squash. Residents say that the local grocery stores cannot compete with the variety and freshness of this Farmers' Market.

VI. TRAFFIC ANALYSIS

The subject site is served by the following Fairfax Connector Bus Lines: "Kingstowne Line" (Routes 231 and 232) and the "Greater Springfield Circulator" (Routes 321 and 322). Route 231 and 232 stops are located on King Center Drive at its intersections with Barclay Drive and Sir Viceroy Drive. In the vicinity of the site Route 231 and 322 stops are located on the north and south side of Kingstowne Boulevard (Pentagon Express Bus route and Metrobus).

Each bus route provides the Towne Centre connecting service to and from the Van Dorn and Franconia-Springfield Metro Stations. The Property is located approximately two (2) miles south of the Van Dorn Metro Station and two (2) miles east of the Franconia-Springfield Metro Station. In addition, the Towne Centre provides a shuttle service for its office tenants running from the Towne Centre to and from the Franconia-Springfield Metro Station with shuttles every twenty (20) minutes during the am peak hours and every thirty (30) minutes during the pm peak period, as well as every thirty (30) minutes during off peak times.

In addition, the Applicant is evaluating an important contribution to the southbound right-hand turn lane on South Van Dorn Street at Kingstowne Village Parkway as part of their transportation analysis. The Applicant is also evaluating vehicle queuing and its importance and effectiveness when determining the amount of storage required for turn lanes as well as whether spillover occurs at particular driveways, unsignalized intersections, and signalized intersections. The Applicant will be submitting this analysis shortly, and has been coordinating this review with the Office of Transportation.

Further, the Applicant has constructed every major internal roadway in Kingstowne and has also constructed numerous, critical transportation links and regional roadways, including:

- South Van Dorn Street from Franconia Road to Telegraph Road;
- Kingstowne Boulevard from South Van Dorn Street to Manchester Lakes Boulevard;
- Kingstowne Village Parkway from South Van Dorn Street to Beulah and;
- Hayfield Road from Manchester Lakes Boulevard to Kingstowne Village Parkway.

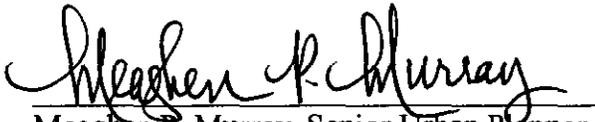
VII. CONCLUSION

The Applicant's development proposal fulfills the vision set forth in the Plan for Kingstowne and the surrounding area. The increase in square footage will provide residents of Kingstowne with additional jobs as well as an opportunity to work in the Towne Centre, reinforcing the overall development concept – a place to live, work and play.

The enhanced Towne Centre plans reinforce the design concept of this successful project and community - a walkable, thriving, commercial, mixed-use environment with outdoor restaurants and café seating that accentuates the urban design encouraged by the Plan. In addition to the two (2) additional new office buildings, three plazas will also be incorporated into this proposed development. The existing plaza serves as the focal point of the overall development and includes large open space areas for employees and patrons to congregate during and after working hours. The two outer plaza areas provide streetscape improvements and pedestrian connections, including a boulevard-style circular drive that provides ample space for vehicles to drop off and pick up employees without disturbing pedestrian traffic flow.

The Applicant's proposed development follows the recommendations of the Plan and incorporates many of the design elements envisioned for this focal point of the Towne Centre's continuing evolution.

Respectfully Submitted:


Meaghen P. Murray, Senior Urban Planner
Cooley Godward Kronish LLP

285142 v15/RE

PROFFERED CONDITION AMENDMENT /

FINAL DEVELOPMENT PLAN AMENDMENT

PCA 84-L-020-16

FDPA 84-L-020-02-07

PCA 84-L-020-16

FILED 06/10/99

KINGSTOWNE COMMERCIAL L.P.

PROFFERED CONDITION AMENDMENT

PROPOSED: COMMERCIAL DEVELOPMENT

APPROX. 38.74 ACRES OF LAND; DISTRICT - LEE

LOCATED: SOUTH AND EAST OF KINGSTOWNE VILLAGE PARKWAY;

NORTH OF KINGSTOWNE BOULEVARD

ZONING: PDC

OVERLAY DISTRICT(S): NR

MAP REF

91-2 ((1)) 26A PT., 26B PT., AND

91-2 ((1)) 26J PT. (FORMERLY 26A PT.)

FDPA 84-L-020-02-07

FILED 06/10/99

KINGSTOWNE COMMERCIAL L.P.

FINAL DEVELOPMENT PLAN AMENDMENT

PROPOSED: COMMERCIAL DEVELOPMENT

APPROX. 38.74 ACRES OF LAND; DISTRICT - LEE

LOCATED: SOUTH AND EAST OF KINGSTOWNE VILLAGE PARKWAY;

NORTH OF KINGSTOWNE BOULEVARD

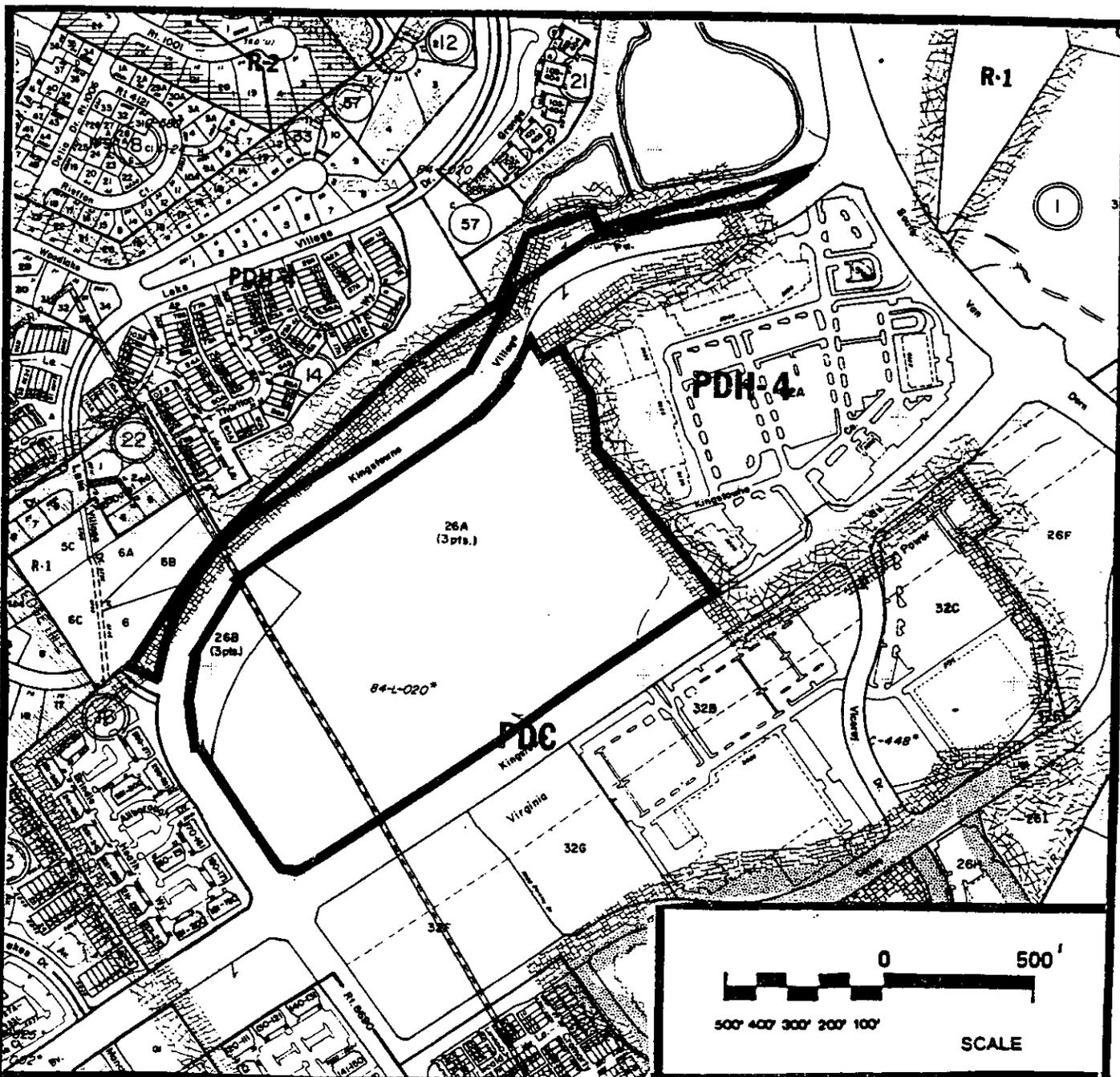
ZONING: PDC

OVERLAY DISTRICT(S): NR

MAP REF

91-2 ((1)) 26A PT., 26B PT., AND

91-2 ((1)) 26J PT. (FORMERLY 26A PT.)



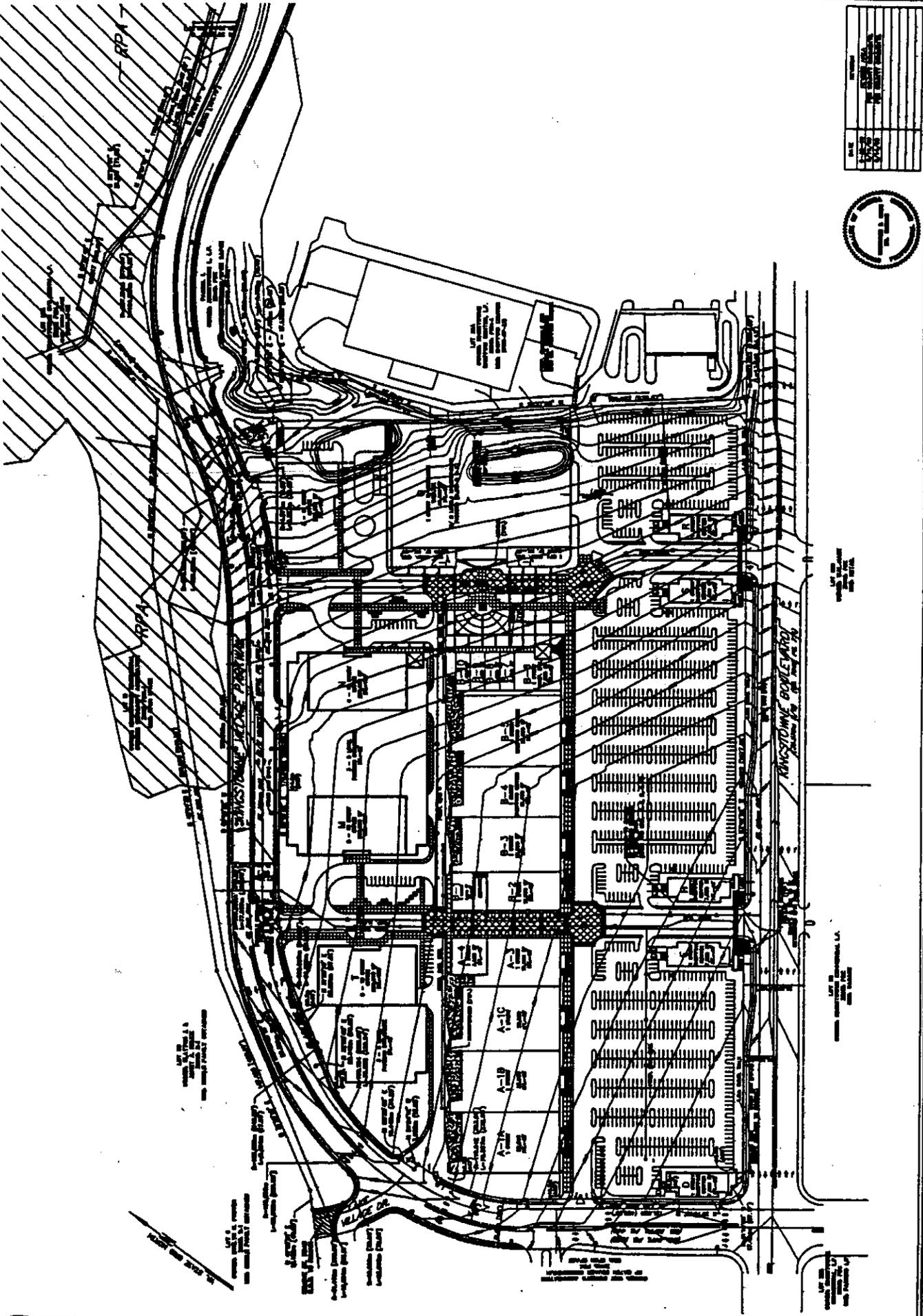


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KINGSTOWNE TOWNE CENTRE
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PCA/MPA

DATE: 10/10/00
 DRAWN: J. WILSON
 CHECKED: J. WILSON
 PROJECT NO: 00-01-0001
 SHEET NO: 11 OF 11

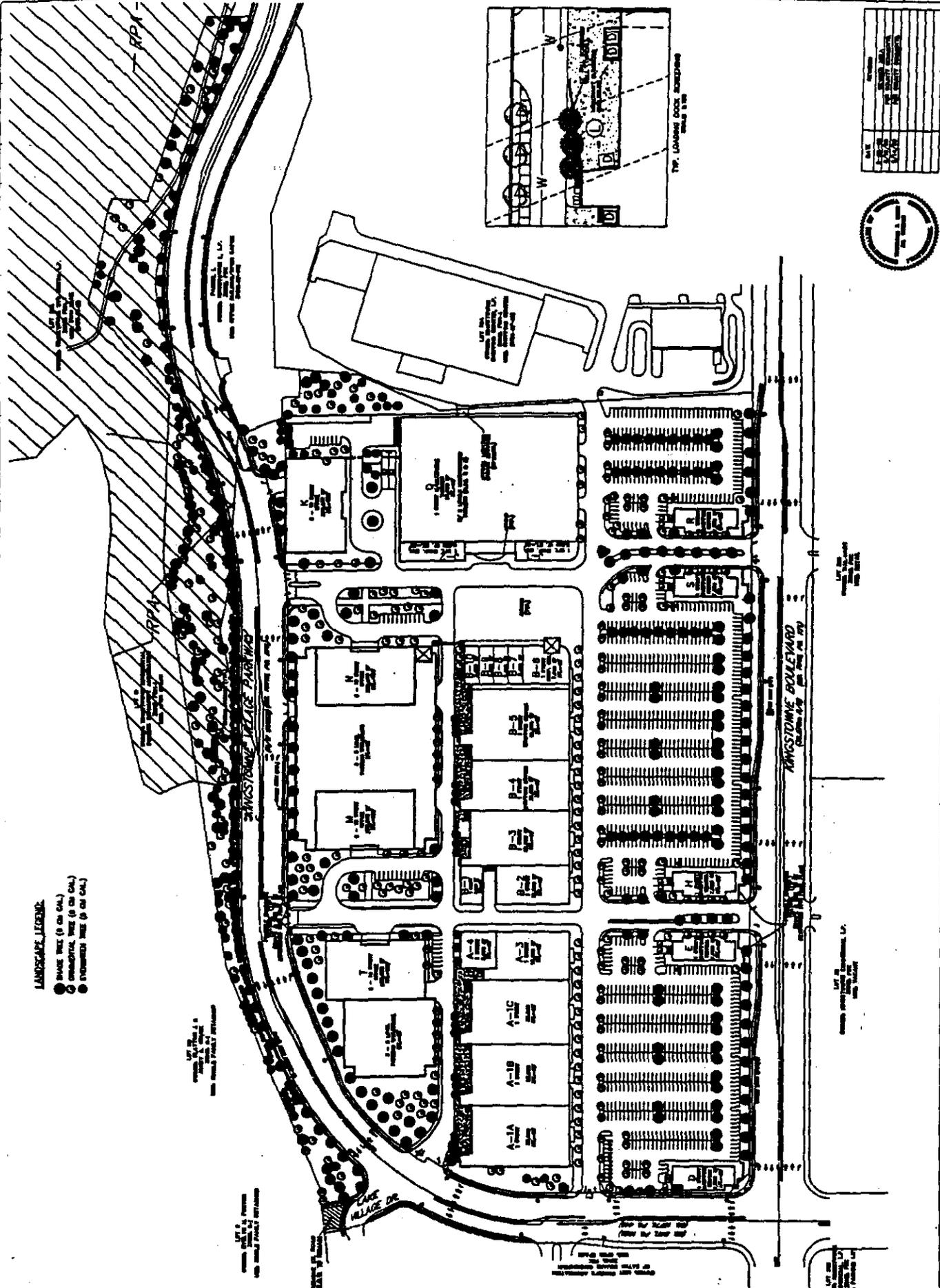
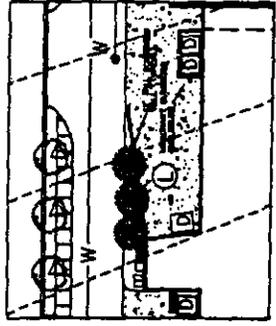


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LANDSCAPE LEGEND:
 ○ SHADY TREE (6 IN CAL.)
 ○ SEMI-SHADY TREE (6 IN CAL.)
 ○ SUNNY TREE (6 IN CAL.)

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KINGSTOWNE TOWNE CENTRE

PCA / FOPA
LIMITS

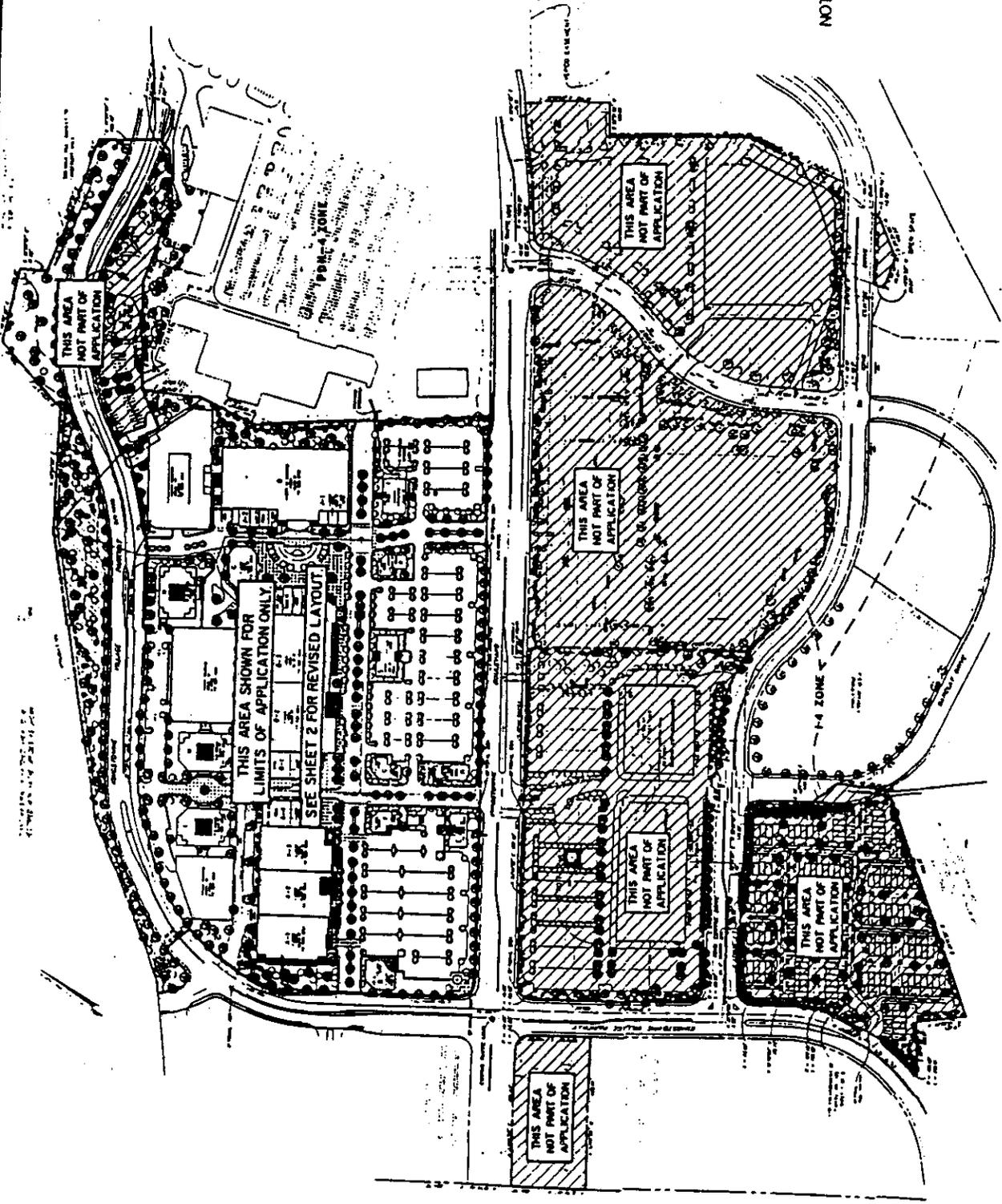
BC Consultants
12700 FIVE LAKES DRIVE, SUITE 100, VANCOUVER, BC V2C 2G8
Tel: (604) 273-1111 Fax: (604) 273-1112
www.bcconsultants.com

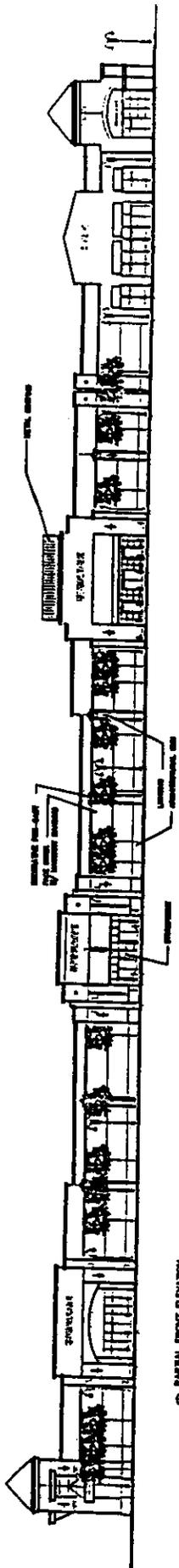
TRI-TEK ENGINEERING
200 - 10000 - 104th Street, Surrey, BC V4N 1C1
Tel: (604) 591-1111 Fax: (604) 591-1112
www.tritek-engineering.com

NOTE:
AREAS OUTLINED IN DASHED LINES ARE NOT PART OF THE SUBMITTED APPLICATION FOR THE KINGSTOWNE TOWNE CENTRE AND ARE SHOWN FOR REFERENCE ONLY.

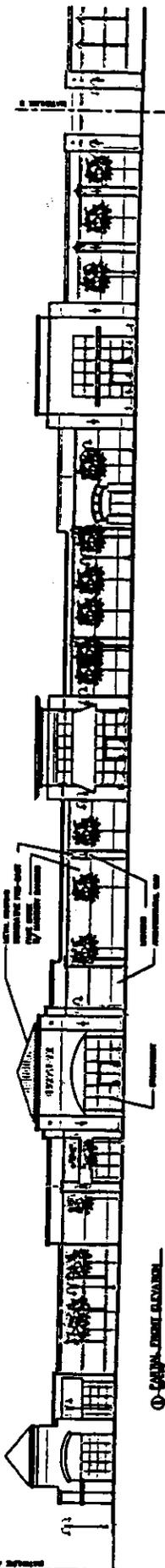


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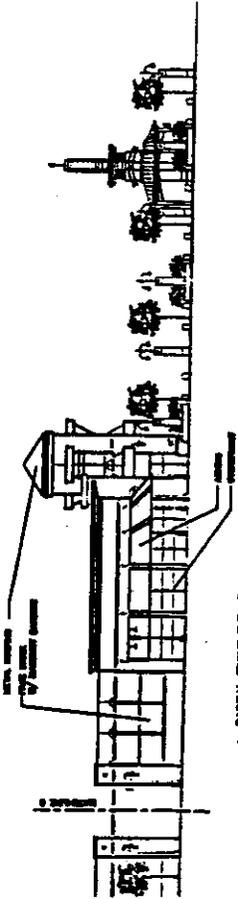




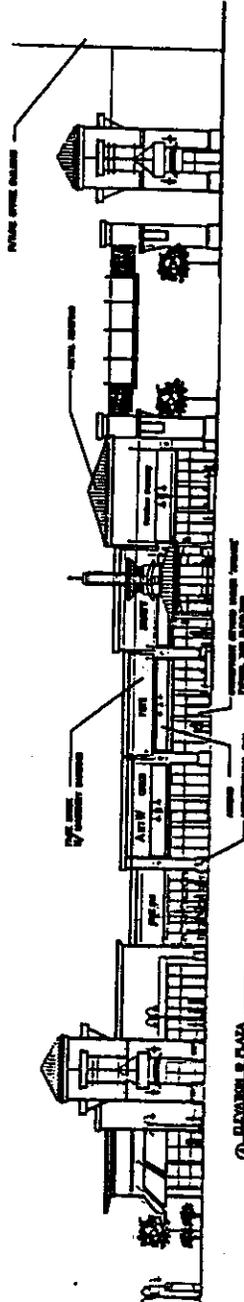
① - EAST FRONT ELEVATION



② - SOUTH FRONT ELEVATION



③ - WEST FRONT ELEVATION



④ - NORTH FRONT ELEVATION

THE FOLLOWING IS A GENERAL SUMMARY OF THE MATERIALS TO BE USED IN THE CONSTRUCTION AND FINISHES OF THE KINGSTOWNE TOWNE CENTER:

THE BUILDING STRUCTURE SHALL BE COMPOSED OF A COMBINATION OF VARIOUS MANUFACTURED STEEL MEMBERS. THE STRUCTURE SHALL BE CONSTRUCTED OF ARCHITECTURAL CONCRETE, MANUFACTURED METAL DECKING AND OTHER MATERIALS AS SHOWN ON THE DRAWINGS. THE EXTERIOR WALLS SHALL BE CONSTRUCTED OF LIGHTWEIGHT CONCRETE BLOCKS. THE INTERIOR WALLS SHALL BE CONSTRUCTED OF LIGHTWEIGHT CONCRETE BLOCKS. ALL CONCRETE SHALL BE FINISHED WITH A POLISHED, GLOSSY, CLEAR COATING. ALL METAL SHALL BE GALVANNEAL. ALL STEEL SHALL BE A36. ALL WELDS SHALL BE FULL PENETRATION. ALL METAL SHALL BE PAINTED WITH AN ANTI-RUST, ANTI-CORROSION PAINT. ALL METAL SHALL BE FINISHED WITH AN ANTI-RUST, ANTI-CORROSION PAINT. ALL METAL SHALL BE FINISHED WITH AN ANTI-RUST, ANTI-CORROSION PAINT.



TRI-TEK ENGINEERING
 INC. A CORPORATION OF VIRGINIA
 10000 WOODBRIDGE BLVD. SUITE 100
 FALLS CHURCH, VA 22034

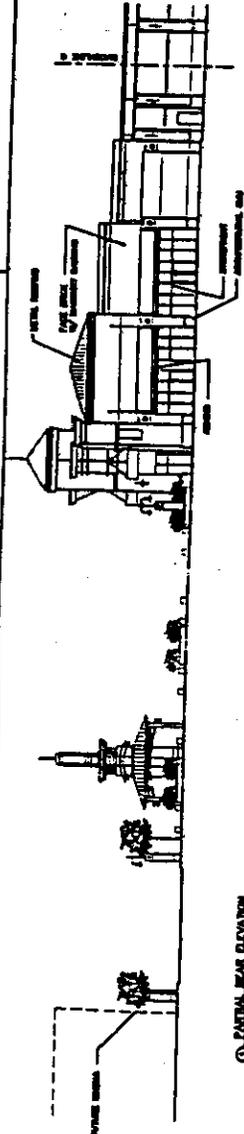
SHEET 5A OF 5

THE HALLE COMPANIES
 9-7-99

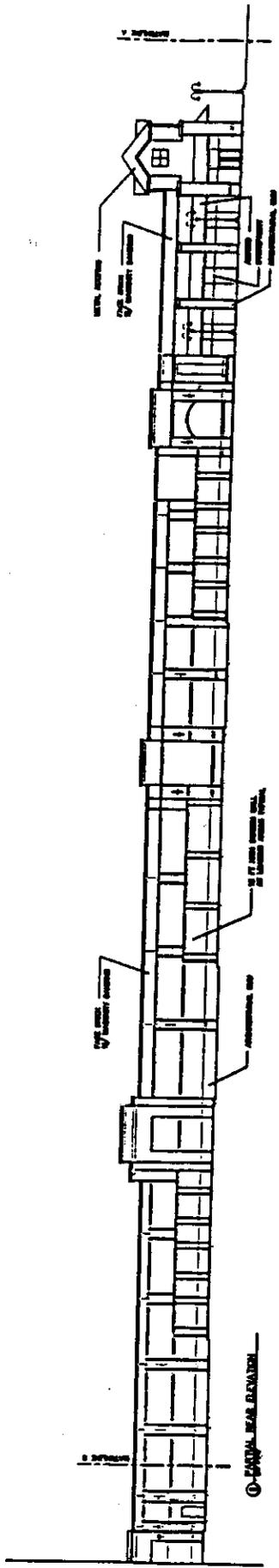
KINGSTOWNE TOWNE CENTER
 CONCEPTUAL ILLUSTRATIVE EXTERIOR ELEVATIONS

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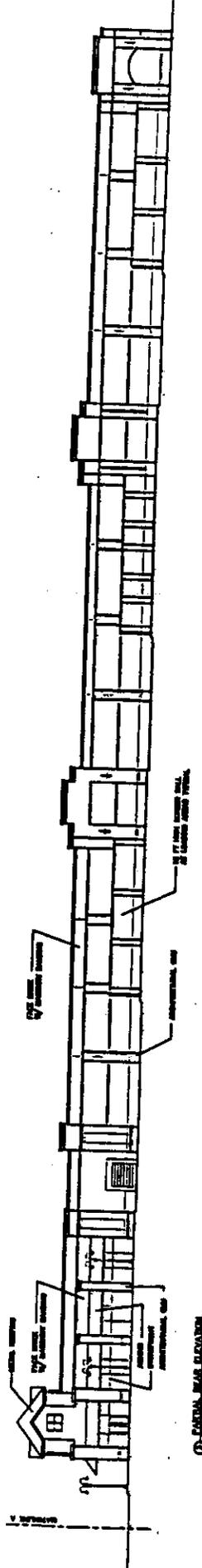
ARCHITECTS P.A.



① - EAST SIDE ELEVATION



① - EAST SIDE ELEVATION



① - EAST SIDE ELEVATION



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THE HALLE COMPANIES
 9-7-99

KINGSTOWNE TOWNE CENTER
 CONCEPTUAL ILLUSTRATIVE EXTERIOR ELEVATIONS

SHEET 5B OF 5



ARCHITECTS P.A.

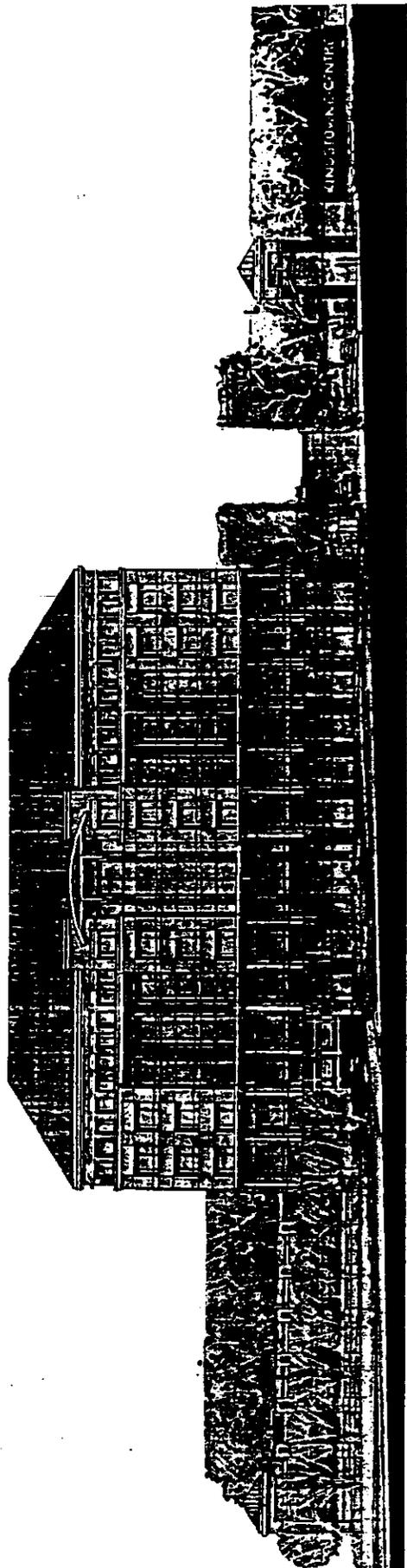


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KINGSTOWNE
 TOWNE CENTRE

CONCEPTUAL ADMINISTRATIVE
 EXTERIOR ELEVATIONS

DATE: 10/11/94
 DRAWN BY: J. J. JONES
 CHECKED BY: J. J. JONES
 PROJECT NO. 94-001



KINGSTOWNE TOWNE CENTRE
OFFICE TOWER 1

TYPICAL OFFICE BUILDING/PARKING GARAGE RENDERING

| | | |
|-----|------|----------|
| NO. | DATE | REVISION |
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PROFFER STATEMENT
KINGSTOWNE TOWNE CENTER
PROFFER CONDITION AMENDMENT PCA 84-L-020-16
CONCEPTUAL/FINAL DEVELOPMENT PLAN AMENDMENT 84-L-020-7
October 20, 1999

Pursuant to Section 15.1-2303(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 owner and applicant for itself and its successors and assigns (hereinafter, collectively referred to as the "Applicant" or "Developer") in these Proffer Condition Amendment and Conceptual/Final Development Plan Amendment applications, proffer that the development of the parcels under consideration and shown on Fairfax County Tax Map as Tax Map References 91-2((1)), a portion of Parcels 26A and 26B (hereinafter, the "Property") will be in accordance with the following conditions if, and only if, Proffer Condition Amendment ("PCA") PCA 84-L-020-16 and Conceptual/Final Development Plan Amendment ("CDPA/FDPA") FDPA 84-L-020-2-7 are granted. In the event said requests are denied, these proffers will immediately be null and void and of no further force or effect. Previously approved proffers pursuant to PCA 84-L-020-13 shall remain in full force and effect as they pertain to Tax Map References 91-2((1)) Parcels 32, 32D and 32E. The proffered conditions for the Property are:

GENERAL

1. The Property which is the subject of these applications shall be developed in substantial conformance with the Proffer Condition Amendment/ Final Development Plan Amendment Plan (the "Plan") dated 3/22/99 and revised through 10/14/99 (5 sheets), prepared by Tri-Tek Engineering provided, however, that minor modifications may be permitted when necessitated by sound engineering or which may become necessary as part of the final site engineering, as determined by the Department of Public Works & Environmental Services ("DPWES").

2. There shall be no storage of shopping carts, or other such carts, in the parking lots. All such carts shall be stored inside the buildings. All carts used by customers to transport purchases to their cars shall be returned to inside the stores.

3. Building signage shall be limited to advertising the individual establishments only; signs for ancillary services (such as photo developing, etc.) or accessory service uses shall be prohibited.

4. There shall be no outdoor vending machines, including but not limited to, soft drink machines.

5. There shall be no coin-operated mechanical rides or other similar devices located outside the walls of the buildings.

6. Outdoor display, storage and sales of goods shall be prohibited; however these restrictions shall not preclude (i) having outdoor seating at eating establishments or at fast food restaurants, approved through a special exception, or (ii) community-oriented events, such as farmer's markets, antique markets, car shows, arts and crafts displays, "Taste of Kingstowne" and similar special and seasonal events.

7. All dumpsters within the application property shall be enclosed with brick or architectural block walls with a gate.

8. The Applicant shall adhere to the landscaping design (Sheet 3) shown on the Plan. Subject to the approval of DPWES, modifications to the exact locations of trees and other landscape materials may be made for the installation of utilities and other necessary construction activities; provided, however, that the overall landscaping scheme is maintained.

9. The orientation of the business and tenant spaces (i.e., fronts of buildings, entrance locations and the pedestrian plazas, loading areas, etc.), shall be generally consistent with the Plan and these proffers, subject to any minor modifications as permitted by the Zoning Ordinance and as determined by the Office of Comprehensive Planning ("OCP").

KINGSTOWNE TOWNE CENTER

10. Permitted Uses. The following uses are permitted within the Towne Center (as defined herein) and are approved as part of this application:

a. Principal Uses as identified in the Zoning Ordinance may include business service and supply service establishments, eating establishments, financial institutions, offices, personal service establishments, public uses, repair service establishments, retail sales establishments and theaters.

b. Secondary Uses as identified in the Zoning Ordinance may include bank teller machines (unmanned), Commercial and Industrial Uses of Special Impact (Category 5) (limited to drive-in banks (limited as proffered), fast food restaurants (no drive-thru and as limited by Section 6-206(10) of the Zoning Ordinance),

Commercial Recreation Uses (Group 5) (limited to billiard and pool halls (that are associated with an eating establishment), health clubs and any other similar commercial recreation uses), Community Uses (Group 4) (limited to recreational or social use) and Light Public Utility Use (Category 1) (limited to mobile and land based telecommunications facilities) and accessory and accessory service uses (as permitted by Article 10 of the Zoning Ordinance).

11. No Drive-Thru, Fast Food. There shall be no drive-thru, fast food restaurants within the Kingstowne Towne Center, although fast food restaurants (as limited by Section 6-206(10)) of the Zoning Ordinance) are otherwise permitted within the Towne Center.

12. Drive-Thrus. Drive-thru banks and financial institutions and drive-thru retail uses (for example, a pharmacy with a drive-thru) are hereby permitted in Buildings R, E and H.

13. Phasing. The timing and phasing of development shall be as determined by the Developer, consistent with general market needs. Developer reserves the right to utilize area(s) designated for building(s) as surface parking unless and until future development occurs, as further restricted by Proffer #35.

14. Tenant Spaces.

a. The building configurations shall be in substantial conformance with the Plan; however, the square footages of individual tenants as reflected on the Plan are illustrative and subject to change as dictated by market needs and as limited by these proffers.

b. Individual tenant spaces may be modified (subdivided or consolidated) as needed by the Developer to accommodate tenant's needs and market demands, limited by the following:

(i) there shall be a minimum of three (3) tenant spaces within Building A. Each of these three (3) tenants shall be a minimum of 10,000 gross square feet;

(ii) The retail/facades located on the sides of Buildings A and B that face the secondary plaza road shall be treated with similar architectural detail/features as the rear facade of Buildings A and B and each retail facade shall have a minimum of 40 feet of retail frontage (frontage to include entrances and entrance features, actual retail frontage windows with awnings, and/or false retail frontage windows with awnings).

(iii) if the tenant space identified on the Plan as A-4 is a separate tenant space, it shall have an entrance on the access road;

(iv) there shall be a minimum of three (3) tenant spaces within Building B. Each said space shall be a minimum of 10,000 gross square feet;

(v) there shall be a minimum of three (3) tenants facing the main plaza (in front of Building Q) in Building B. The three tenants shall all have entrances on the Building B frontage facing the main plaza; and

(vi) the tenant space identified as B-5 on the Plan may extend to the Plaza, however, there shall be a minimum of three (3) tenant spaces in addition to any extension of B-5.

c. Building square footages may be modified, so long as the overall retail, office and FAR caps are not exceeded.

15. Pedestrian Plazas. The Applicant shall develop the pedestrian plaza area located between Buildings B and Q in the first phase of the development of the Kingstowne Towne Center. Said plaza area shall consist of a combination of open space, landscape areas, outdoor seating for restaurants, pavers and community space, as generally depicted on the Plan. Developer shall work in good faith with the Kingstowne Residential Owners Corporation Board of Trustees ("KROC") towards utilizing said Towne Center plaza area for various community functions and events (for example, community and celebratory events, outdoor concerts, farm markets, etc.). The secondary plaza areas (between Buildings A and B, and between Buildings M and T) shall be phased-in with the development of the contiguous building(s).

16. Pedestrian Connections. Developer shall construct a series of sidewalks, pavers, pedestrian connections and similar trails as reflected on Sheet 2 of the Plan. Said connections shall be developed in phases, consistent with contiguous development. In addition:

a. Applicant will construct a sidewalk (or trail) along the northside of Kingstowne Boulevard with the first phase of construction within the Towne Center;

b. Sidewalks along the internal roadway travel aisle north from the plaza between Buildings M and T shall be extended to Kingstowne Village Parkway; and

c. The sidewalk along the travel aisle behind the main retail buildings shall be extended beyond Building T to Kingstowne Village Parkway.

17. Urban Design Treatment. Applicant shall develop the Towne Center retail, office, and plaza/pedestrian areas generally in accordance with the architectural depictions as reflected in the Plan. All office buildings shall be in general conformance with the architectural office renderings included in the Plan. Final architectural treatments, colors, lighting, landscaping, signage and other similar exterior details shall be subject to final review, approval and modification by the Kingstowne Commercial Owners Corporation ("KCOC") Architectural Review Committee, as provided in the Kingstowne Commercial Covenants.

TRANSPORTATION

18. Kingstowne Village Parkway.

a. Developer shall construct Kingstowne Village Parkway in the general location as reflected on the Plan. Kingstowne Village Parkway shall be substantially completed (such that the traveling public may utilize this road) from Kingstowne Boulevard to South Van Dorn Street prior to the issuance of the first non-RUP within the Kingstowne Towne Center. All entrances to the Towne Center off of the Kingstowne Village Parkway shall conform with all applicable VDOT standards, which will be reviewed by DPWES at the time of site plan review.

b. Subject to VDOT approval, Developer shall provide a left turn lane, a through lane, a through\right turn lane, and a right turn lane for vehicles turning from Kingstowne Village Parkway onto Kingstowne Boulevard going toward South Van Dorn Street.

19. Kingstowne Village Parkway - Acceptance Into State System. By the earlier of (a) six (6) months of the issuance of a non-RUP for 250,000 square feet of development within the Kingstowne Towne Center or (b) by October 30, 2000, the Applicant shall complete all work and improvements necessary to Kingstowne Village Parkway (from South Van Dorn Street to Kingstowne Boulevard) and place it into the Virginia Department of Transportation ("VDOT") road system. The timing of the Applicant's obligations hereunder are subject to timely Fairfax County and VDOT review, inspection, approval and acceptance of the road. Fairfax County and/or VDOT may determine to postpone acceptance of Kingstowne Village Parkway into the VDOT road system.

20. Kingstowne Village Parkway and South Van Dorn Street Traffic Signal. The Developer shall construct a traffic signal at the intersection of Kingstowne Village Parkway and South Van Dorn Street. The Developer shall provide a traffic signal warrant study and plans to VDOT when the applicable roadway is complete through base paving or when permits are requested to include the roadway into the State system, whichever occurs first. This traffic signal will be bonded at the time of site plan approval for Building B-1 of the Giant Shopping Center (as proffered in PCA C-448-15).

21. Kingstowne Boulevard.

a. By the earlier of (a) six (6) months of the issuance of a non-RUP for 250,000 square feet of development within the Kingstowne Towne Center, (b) six (6) months of the issuance of a non-RUP for 100,000 square feet of development within Land Bays O&P, or (c) by October 30, 2000, the Applicant shall complete all work and improvements necessary to Kingstowne Boulevard (from South Van Dorn Street to Kingstowne Village Parkway) and apply for acceptance into the VDOT road system. The timing of the Applicant's obligations hereunder are subject to timely Fairfax County and VDOT review, inspection, approval and acceptance of the road. Fairfax County and/or VDOT may determine to postpone acceptance of Kingstowne Boulevard into the VDOT road system.

b. At the time of site plan approval for the first phase of the Kingstowne Towne Center, left turn storage on Kingstowne Boulevard at the eastern-most entrance to the Core (to the north) and Tax Map Parcel 91-2((1)), 32B (to the south - site of the existing Wal Mart) shall be demonstrated to be adequate. If, in consultation with VDOT, DPWES determines that the storage is inadequate, DPWES may require that the storage lanes be lengthened.

22. South Van Dorn III. Applicant has previously proffered to construct an extension of South Van Dorn from its present terminus at Kingstowne Boulevard to Telegraph Road as a four-lane divided roadway ("South Van Dorn III").

a. Engineering. Developer shall re-engineer South Van Dorn III (i.e., reduce the previously approved width) consistent with the Army Corps of Engineers - Fairfax County Joint Permit #91-0247-15 (incorporated herein by reference), as the same may be modified. Applicant to submit the site plan(s) for the redesigned roadway to Fairfax County DPWES within eight (8) months of approval of this application.

b. Plan Revisions. Plan revisions requested by DEWES, VDOT or the Army Corps of Engineers shall be prepared and filed by the Developer within sixty (60) days of receipt of written notice of site plan comments from the County (which shall include all comments from the County, VDOT and the Army Corps of Engineers). Applicant shall make its South Van Dorn III plans available (and assignable, at no cost) to Fairfax County.

c. Bond. Applicant shall bond its road improvement plans for South Van Dorn III as part of the site plan review and approval process, consistent with the Public Facilities Manual ("PFM") and upon the issuance of site plan approval for 350,000 square feet of development within the Towne Center and Land Bays O & P.

d. Construction and Grading Permits. Within sixty (60) days of final site plan approval by the County, VDOT and the Army Corps of Engineers, Developer shall apply for the necessary construction and grading permits for South Van Dorn III.

e. Commencement and Completion of Construction. Applicant shall commence construction of South Van Dorn III within six (6) months and complete construction (such that base paving is completed and the road is open to the traveling public) within eighteen (18) months of the issuance of all permits by Fairfax County, VDOT and the Army Corps of Engineers necessary for construction of South Van Dorn III.

f. Timing of Applicant's Obligations Hereunder. Applicant shall commence and complete its obligations under Proffer 22 (c) or Proffer 22 (e) at the earlier of these events; i.e., should Applicant reach 350,000 square feet of development and the Army Corps of Engineers not yet have issued its permit, Applicant will, nevertheless, be required to bond South Van Dorn III, as required by Proffer 22 (c). Similarly, if Applicant has not yet achieved 350,000 square feet of development, but all permits have been issued as provided under Proffer 22 (e), Applicant shall, nevertheless, commence and complete construction as required by Proffer 22 (e).

g. Delay(s). The time-frame for completing construction of South Van Dorn III shall be extended due to any delays in the issuance of any additional permit(s), inspection(s), etc. by the County, VDOT or the Army Corps of Engineers, as well as any delay(s) caused by "Acts of God."

23. Right Turn Lanes. Developer shall provide right turn lanes at the major entrances to Towne Center, as shown on the Plan

and subject to review and approval by DPWES and VDOT.

24. Traffic Signal. The Developer shall construct a traffic signal at the entrance to Wal Mart and the Towne Center on Kingstowne Boulevard. The Developer shall provide a traffic signal warrant study and plans to VDOT when the applicable roadway is complete through base paving or when permits are requested to include the roadway into the State system, whichever occurs first. This traffic signal will be bonded at the time of site plan approval for Building "Q" of the Towne Center.

25. Park and Ride/Bus Access. The Applicant will cooperate with the Fairfax Department of Transportation to approach other retail entities located on the Kingstowne Boulevard to attempt to establish a Park and Ride program.

ENVIRONMENTAL

26. Dogue Creek.

a. In order to provide for development within the Kingstowne Towne Center that meets the Public Facility Manual's adequate outfall requirements and the 80% sediment trapping efficiencies required by the proffers accepted in conjunction with the approval of RZ 84-L-020, periodic inspections of storm sewer outfalls, oil/grit separators, erosion and sedimentation facilities, and other storm water management facilities shall be conducted by the DPWES with the Developer.

b. In the event that it is determined by DPWES that storm water run off from the Property is causing erosion and/or sedimentation within Dogue Creek; or that oil/grit separators and parking lot sweeping are not effectively removing debris and hydrocarbons; or that existing facilities are in other respects failing to meet the proper commitment and Public Facilities Manual requirements; then appropriate and necessary modifications to existing facilities or construction of new facilities shall be provided as determined by DPWES to satisfy the proffer commitments and Public Facilities Manual requirements. Prior to final determination by DPWES, the Developer may, at his expense, hire an independent registered professional engineer to provide a written evaluation as to what remedial actions, if any, are appropriate and necessary.

c. Such improvements and/or facilities shall be designed to minimize any disturbance to EQC and may include, but are not limited to, additional rip rapping, concrete channeling, velocity check dams, detention ponds, BMPs or other innovative

storm water management measures as determined by DPWES. Such improvements and/or facilities may be added without the need for a Proffer Condition Amendment or a Final Development Plan Amendment provided that the improvements are in substantial conformance with the approved and applicable development plans.

d. In order to assure that the Public Facilities Manual's adequate outfall requirements and the proffered sediment trapping efficiencies are fully satisfied, this condition shall remain in effect until one year after a Non-Rup is issued for the last nonresidential building within the Towne Center, or at such time as the Developer is released from their performance bond and released from their obligations to the County for construction of this project, whichever occurs last.

e. Should the County choose to proceed with construction of the proposed stormwater management pond (DC106M) (located along South Van Dorn III, southeast of the existing Kohl's), as proposed in the "Silver Spring Study," prepared by the Department of Public Works, the Developer shall convey the land, such easements (including adequate outfall(s) across properties owned by the Developer) and rights as are necessary to the County (at no cost to the County and at no cost to the Developer), for the County to construct said pond, as described in the Silver Spring Study.

27. Non-Motorized Transportation. Applicant proffers to support the Board of Supervisors' adopted "Resource Conservation" recommendations with the Environmental Section of the County's Policy Plan by including non-motorized transportation alternatives, such as the provision of showers and lockers for employees and the provision of bicycle parking facilities for employment and retail uses. Specifically, Applicant will provide a minimum of four (4) bike racks within the Kingstowne Towne Center project. Such bike racks shall be phased in with the phasing of development within the Towne Center. Additionally, the Applicant will provide two (2) shower and locker facilities, one (1) within Building M or T and one (1) within Building N or K, for the employees of all said office buildings.

WESTERN BOUNDARY OF TOWNE CENTER

28. Building D. Building D, located in proximity to Eton Square (to the west) shall not contain either a fast food restaurant nor any eating establishment(s).

29. Berms. Applicant will provide a 3'-5' berm along the western edge of the Towne Center, contiguous to the northern most

parking deck of Building A and Building T. Said berm(s) shall be phased in with the construction of contiguous building(s), and shall not preclude pedestrian access and adequate site distance, as determined by DPWES.

30. Landscaping Plans. Applicant shall plant an attractive combination of deciduous, evergreen and ornamental trees, shrubs and ground cover along the western edge of the Towne Center, consistent with the Plan. Applicant shall provide a copy of its landscaping plan(s), to KROC (to coordinate with the Eton Square Board of Directors) for review and comment, simultaneous with submittal to DPWES.

31. Parking Lot Lighting. Parking lot lighting within the Towne Center shall be directed inward and downward in order to reduce glare into adjacent residential communities.

32. Entrances to Eton Square.

a. Applicant shall cooperate with the Lee District Supervisor's Office and VDOT towards achieving a median break approval at the main entrance to Eton Square, north of Kingstowne Boulevard on Kingstowne Village Parkway, in the location shown on the Plan. Subject to approval of VDOT, the proposed median break of Eton Square may be provided if a channelized design (that would limit this median break to serve Eton Square only and that movements into the Towne Center would be restricted to right-in and right-out only) is approved by VDOT and Fairfax County. If the modification is not approved by the VDOT, the median break shall not be allowed.

b. The existing left-turn lane into Eton Square at the intersection of Kingstowne Village Parkway and King Center Drive shall be retained, subject to VDOT approval.

NORTHERN BOUNDARY OF TOWNE CENTER

33. Landscaping North of Kingstowne Village Parkway. Within the northern portion of the Kingstowne Towne Center, the Applicant agrees to implement a landscaping plan consistent with the Plan and the draft landscaping plan entitled "Brighton Landscaping Plan," attached hereto and incorporated herein as Exhibit C. Applicant will coordinate the proposed plantings with DEM, and emphasize a combination of shade, ornamental and evergreen plantings, as generally depicted on the Plan. Applicant's landscaping plan will be subject to DEM and The Urban Forestry Branch review and approval, consistent with the Zoning Ordinance and the PFM, and will emphasize placement of "native" species, sensitive to an environmental quality corridor.

34. Landscaping Plans. Applicant shall submit its proposed landscaping plan(s) for the area north of Kingstowne Village Parkway to KROC (to coordinate with the Neighborhood Advisory Board of Brighton) for review and comment, simultaneous with submittal to DPWES.

35. Parking on the North Side of Towne Center. On the north side of the Towne Center, Developer may only utilize the area associated with the future parking deck located between and under Buildings M and N as temporary, surface parking. Until developed, the other portions of those areas north of the Towne Center retail buildings shall be seeded/grassed. The surface parking (if any) located in this area shall be reserved for employee parking and shall provide a minimum of a twenty-five foot (25') landscaped area (which shall consist of deciduous trees at 40' on-center, intermixed with evergreen plantings and trees) contiguous to Kingstowne Village Parkway.

36. Landscaping Plan - Frost Lake Lane. Applicant shall implement a landscaping plan for an area south of Frost Lake Lane with the first site plan for the Towne Center. Said landscaping plan shall be consistent with the draft landscaping plan entitled "Additional Landscaping Kingstowne Section 33B," prepared by BC Consultants (attached hereto and incorporated herein as Exhibit D). Said plan shall concurrently be submitted to KROC (to be coordinated with the Neighborhood Advisory Board of the Brighton Home Owner Association). Assuming KROC allows said plantings, the Applicant shall complete its landscaping in this area concurrent with construction of Kingstowne Village Parkway.

37. Building Lighting. Applicant shall design any lighting located on the north side of the retail buildings (Buildings A, B, and Q), and office buildings (Buildings K, N, M and T), to be directed inward and downward to reduce any potential glare on the residential area(s) to the north.

38. Street Lighting. Applicant shall work with VDOT, DPWES and the Lee District Supervisor's Office to encourage VDOT to design light fixtures on Kingstowne Village Parkway that are directed downward and away from the residential areas to the north.

39. Stream Bed.

a. Prior to approval of the first site plan for the application property, Applicant and DPWES will, together, inspect and evaluate the status of the stream bed and stream bank located north of and contiguous to future Kingstowne Village Parkway.

b. The purpose of the DPWES-Applicant inspection is to document the health of the stream and the pre-Towne-Center-construction status.

c. The Applicant shall work with DPWES to encourage any current builder(s) to rectify and/or remediate any damage(s) that have been caused to this stream bed; in particular, for example, the Applicant shall encourage DPWES to enforce all County regulations governing said construction activities, including the calling of any bonds posted to ensure adequate stormwater outfall.

d. During construction of the Towne Center and Kingstowne Village Parkway, the Applicant shall continue to work with DPWES to evaluate the condition of the stream bed. Adequate outfalls for all stormwater conveyed to the tributary of Dogue Creek located between Kingstowne Village Parkway and Section 33B, Brighton, shall be provided at all locations that stormwater is conveyed into this stream from the application property.

e. The Applicant will implement all required erosion and sediment control measures, construct the necessary storm drainage outfall(s) within the stream bed and maintain all said facilities throughout the development\construction process, all as required by the PFM.

f. Upon completion of construction activities within the Towne Center and of Kingstowne Village Parkway, the Applicant shall again inspect the stream bed with DPWES to determine if the Applicant's construction activities have complied with all PFM requirements and County standards. The Applicant shall then implement any additional measures required by County codes and the PFM to rectify or remediate any damage it has caused to said area(s).

MISCELLANEOUS

40. Towne Center Architecture. In order to provide an attractive and unified architectural treatment to the retail portion of the Towne Center and simultaneously provide flexibility for individual tenant needs, the Applicant shall construct the Towne Center project architectural components as follows:

a. Building Design. Applicant has included a series of architectural elevations and depictions for retail, office and plaza/pedestrian space that illustrate the types of materials and quality of the proposed architectural treatment of the Towne Center, which are included in the Plan. The buildings (front, side and rear) shall be designed in general conformance with the conceptual elevations shown on the Plan, subject to final approval by the KCOC Design Review Board.

b. Outdoor Cafe(s). Applicant reserves the right to incorporate outdoor cafe(s) into the project.

c. Rooftop. For the retail buildings, Applicant shall construct and install rooftop parapet screens, walls or similar features to screen rooftop equipment from the adjoining parcels at street level.

d. Sign Plan. The Applicant shall design a sign plan to ensure that all project identification and tenant signs (entrance, directional, traffic and building mounted signs) are coordinated and consistent with the quality of the architecture of the development, said plan shall comply with Article 12 (Signs) of the Fairfax County Zoning Ordinance.

e. Entrance Features. If entrance features are installed in any of the location(s) indicated on the Plan, then all features will be architecturally compatible.

f. Screening of Loading Areas. All retail loading areas in the rear of buildings A and B shall be screened from street level view by both a 12 foot masonry wall and landscaping, as

depicted on the Plan.

g. Landscaped Area on Eastern Boundary. The landscaped strip east of Building R, shall be landscaped with 2" caliper trees 20 feet off center, in addition to the landscaping shown on the Plan, subject to all utilities and associated easements.

41. Amended Proffers. Except as modified herein, the Property is governed by the proffers and development conditions of June 17, 1985 contained in RZ 84-L-020 and the applicable proffers of rezonings and Proffer Condition Amendments approved subsequent thereto, but prior hereto. The following, previously approved proffers associated with the Towne Center (RZ 84-L-020 and DPA C-448-2) are superseded by this application and are hereby rendered null and void (assuming approval of this application): proffers #67 (previous Towne Center concept plan), #68 (previous Towne Center phasing plan) and 73 (recreational facilities in the PDC District).

42. Future Applications. Any portion of the Property may be the subject of a Proffered Condition Amendment, Rezoning, Special Exception, Special Permit, Variance or other zoning action without the joinder and/or consent of the owners of the other land areas, provided that such application does not affect the other land areas. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property which are not the subject of such an application shall remain in full force and effect.

RH4 LEHIGH COMMUNITY PLANNING SECTOR

CHARACTER

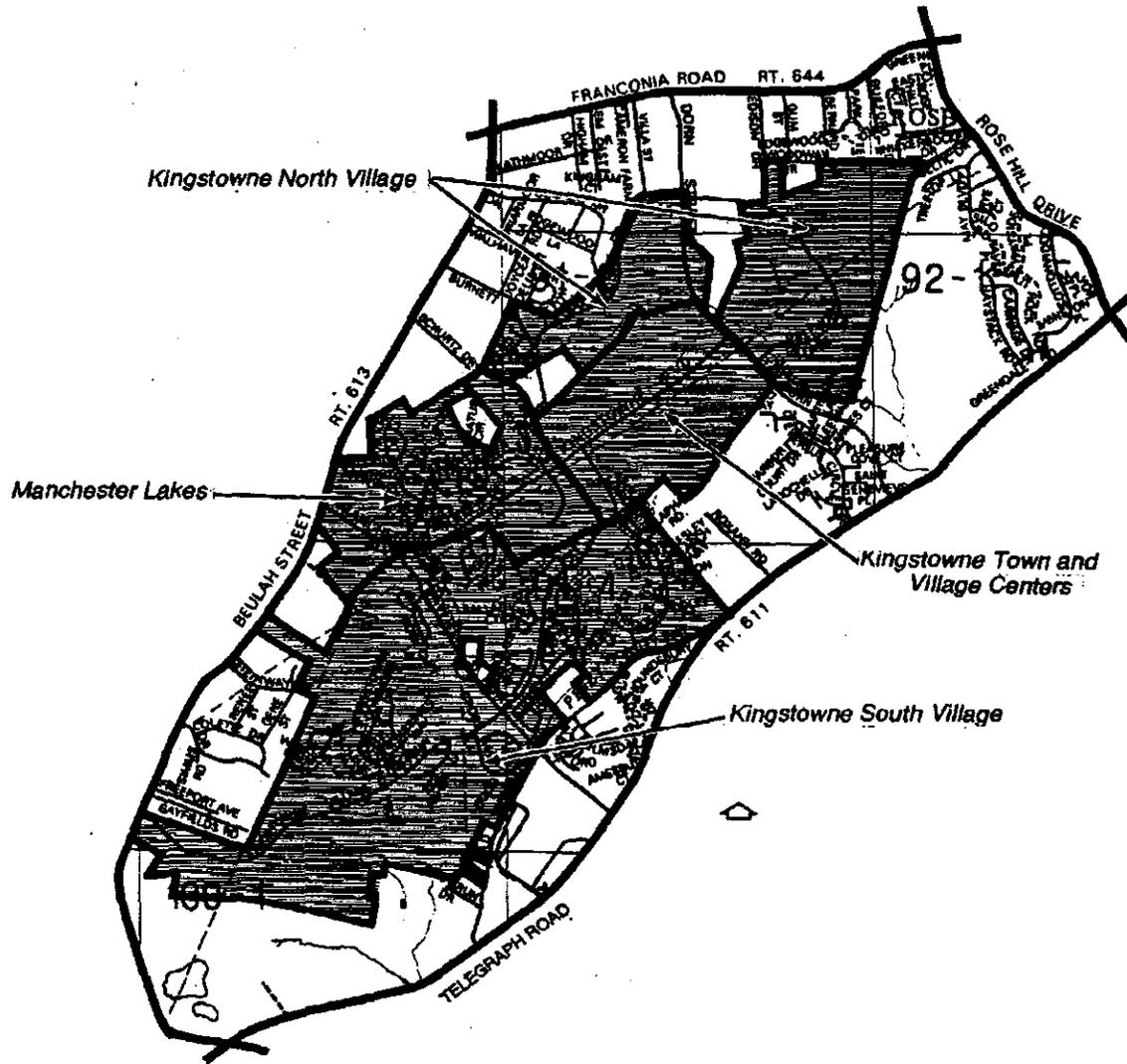
The central portion of the sector consists of much of the land formerly known as the Lehigh Tract. This tract extended from slightly south of Franconia Road to the Newington area in the adjacent Springfield Planning District, between Beulah Street and Telegraph Road. The area was used for many years for natural resources extraction; the worked-out gravel pits have been one of the physical constraints on development in the sector. Much of the land not formerly used for gravel operations contains marine clay soils with unstable characteristics. Steep slopes which are considered unsuitable for construction limit development in many areas. There is also a Virginia Power easement containing overhead power lines extending the length of the sector, from northeast to southwest. Each of these has represented a difficult, as well as a highly visible, limitation on the development of much of the sector.

The planned residential developments of Kingstowne and Manchester Lakes now occupy much of the former Lehigh Tract in this sector (see Figure 27). Manchester Lakes is the smaller and denser development. It is located on 200 acres and consists of approximately 1,400 dwelling units as well as parkland, recreational facilities, and a shopping center. The combination of multi-family and townhouse development in Manchester Lakes yields an overall density of approximately eight dwelling units per acre. Elderly housing or similar uses are planned for an area south of the shopping center and Manchester Boulevard.

Kingstowne abuts Manchester Lakes and occupies the majority of the sector. It is primarily residential, with a mix of townhouses, mid- and high-rise apartments, and single-family detached dwellings in its over 6,300 dwelling units. Kingstowne covers over 1,300 acres and includes a 175-acre Town Center containing approximately 2.1 million square feet of commercial development, primarily office space. Village Center, a 164,000 square foot shopping center at the intersection of South Van Dorn Street and Kingstowne Boulevard, is adjacent to the Town Center.

Much of the development around the edges of Kingstowne and Manchester Lakes consists of stable single-family residential neighborhoods. There are also some townhouse developments along Telegraph Road. In addition, the arterials which form the boundaries of the sector support a mix of uses in some areas. Manchester Lakes shopping center is located at Beulah Street and Manchester Boulevard. Edison High School occupies a large site on the northern edge of the sector, in the southeast quadrant of Franconia Road and South Van Dorn Street. Some commercial development has occurred along Franconia Road between Edison Drive and Bernard Avenue. The Rose Hill shopping center is located in the northeast corner of the sector, adjacent to a bank and postal facility. Garden apartments south of the shopping center form a transition to single-family detached development along Rose Hill Drive. The County-owned Greendale Golf Course is located between the northeast boundary of Kingstowne and the existing stable neighborhoods along Rose Hill Drive. Hayfield Shopping Center, adjacent to the Hayfield View townhouse development, is located on Telegraph Road at its intersection with Hayfield Road. Hayfield Intermediate and High Schools occupy a large site on the south side of Hayfield Road, immediately north of a small commercial area. The 136-acre Hilltop Landfill is located in the extreme southern portion of the sector.

Franconia Road, Telegraph Road, Beulah Street, Rose Hill Drive, and Hayfield Road are the major road ways to this sector. With the extension of Van Dorn Street to Kingstowne from Franconia Road west of the Edison High School property, major access to the north has been provided for Kingstowne. The site has potentially good access to transportation corridors of both



RH4 KINGSTOWNE AND MANCHESTER LAKES FIGURE 27

rail and highway. Planned improvements include the Franconia-Springfield Parkway and the South Van Dorn Street extension. The South Van Dorn Street link will provide access to the Van Dorn Street Metro Station (less than two miles distant) while the Franconia-Springfield Parkway will provide access to the Franconia-Springfield Metro Station and Joe Alexander Transportation Center about one mile away.

The sector has significant environmental features, which may be generally grouped as those associated with topography, drainage, vegetation, and soils.

Generally, the sector slopes downhill from west to east, toward Dogue Creek. The ridge line delineating the divide between the Accotink Creek and Dogue Creek drainage sheds runs either along Beulah Street or between Beulah Street and the Virginia Power easements. Only the part of the area near Fleet Drive, in the north, and the southwest tip of the area slope downhill to the west. The main channel and lateral streams of Piney Run flow toward Dogue Creek in the southeastern portion of the area.

Because substantial mining for gravel has taken place for some time, there are large flat places over much of the sector. These flat areas are separated by the steep slopes generally associated with stream valleys, especially near Dogue Creek's upper tributaries. The stream valleys may also be identified by the presence of tree cover. The only large exception to this is the Dogue Creek floodplain in the northern part of the site. The floodplain area is flat and has a considerable number of trees.

One of the biggest issues in the area concerns how effectively development in the area can deal with a surface often composed of marine clays and gravel pits that have been filled. The key factor in safe reuse of filled areas concerns the uniformity of material used and the degree of compaction of the material. These factors will govern the load-bearing capabilities of these areas. Marine clays have a shrink-swell characteristic in relation to fluctuations in water content. These fluctuations can result in impaction and damage to foundations, footings and underground piping.

The filled and marine clay areas require special design and construction techniques. The location of the filled areas and the extent of the marine clays are therefore one determinant of the locations and density of development.

Slippage-prone soils are known to be extensive in this sector. Any development in areas with these conditions should use the latest technologies for stabilizing marine clays from soil slippage. Assurances which protect the county from liability and protect affected landowners from loss due to soil slippage should be provided. The density of development in these areas may be reduced by the extent of marine clay soils and other environmental constraints.

The considerable amount of undeveloped land and old neighborhoods in this sector means that significant archaeological resources may exist, particularly in the Dogue Creek watershed.

CONCEPT FOR FUTURE DEVELOPMENT

The Concept for Future Development recommends that most of the Lehigh Community Planning Sector develop as Suburban Neighborhoods. The Kingstowne Town Center, including the Village Center shopping center, is recommended as a Community Business Center (CBC). The approved plans for this mixed-use center include a large office component and an industrial area, which distinguishes the Kingstowne core from the generalized characteristics for other CBCs in the County.

RECOMMENDATIONS

Recommendations for the RH4 sector begin with general recommendations that apply to both the Kingstowne and Manchester Lakes areas. This is followed by specific recommendations for Kingstowne, recommendations for Manchester Lakes, and recommendations for the remainder of the RH4 sector.

General Kingstowne/Manchester Lakes Policies

Land Use

1. Promote a balanced, planned development community that will serve as a showcase community and future focal point of the County.
2. Plan residential densities within Kingstowne to a maximum overall average of 3-4 dwelling units per acre with bonuses, as appropriate. A balanced mix of housing types is encouraged in order to promote diversity and avoid the excessive development of any one dwelling unit type. A broad range of affordable dwelling units that meet the needs of all ages, family sizes and income levels should be provided. At any given time, the level of residential or commercial development should be related to the densities and character of adjoining properties, as well as transportation and environmental constraints, while recognizing the objective of achieving a planned mixed-use commercial/community activity center. Kingstowne should be developed as a unified element with additional parcel consolidation provided where appropriate.
3. Compatible land use and streetscape design should occur throughout the development, especially where Manchester Lakes meets Kingstowne.
4. Encourage a planned development with a mixed-use commercial/community activity center as its focal point. The center should operate much like a downtown area, with the residential, retail and office uses all easily accessible by public transit, by foot or bicycle, as well as by automobile. The center should include residential densities sufficient to support a major core area in conjunction with recreational and leisure activities, commercial retail, office, service uses and compatible high-quality industrial uses, such as high technology. This core, or town center, should be located at the South Van Dorn Street/Kingstowne Boulevard junction.
5. Protect stable adjoining neighborhoods through the use of compatible densities, type, design and/or natural features (e.g., trees, topography) which effectively screen or buffer incompatible or adverse uses.
6. Encourage neighborhood areas that exhibit a distinct character with clearly defined boundaries and setbacks so as to provide a unique sense of identity. Clustering of residential neighborhoods should be planned in order to accomplish this objective, as well as promote usable open spaces within a reasonable walking distance.
7. Promote an identifying theme for the entire planned development center to foster a sense of place including superior urban design features which should be a prerequisite to develop above the low end of the planned density range. Through the application of these design features, the relationship of all land uses within the planned community

should exhibit an order, coherent arrangement of uses, identity and aesthetic/sensory appeal.

8. Ensure that the necessary public facilities are in place prior to the completion of residential or commercial development. Public parkland dedication and parkland facilities should be provided in accordance with requirements and standards set by the County Park Authority.
9. Any phased development techniques, if used, should plan the arrangement and relationship of uses, buildings, streets and other permanent elements so as not to preclude future alternative development considerations to achieve an overall coherent design.

Transportation

10. Dedicate all rights-of-way necessary to accommodate planned transportation map improvements.
11. Construct improvements which are necessary to accommodate development-generated traffic, particularly at locations adjacent to the site where new or expanded access points are provided onto existing roads.
12. Contributions toward resolving area road problems by performing construction or pre-construction activities on other roads in the area, or through financial contributions for such improvements, are needed to support higher intensity developments.
13. Commit that needed transportation facilities will exist prior to completion of each phase of development to satisfactorily accommodate the anticipated traffic of each phase. Specific examples of locations where these measures should be applied include, but are not limited to:
 - The intersections of Franconia Road/South Van Dorn Street, Beulah Street/Springfield-Franconia Parkway, South Van Dorn Street/I-95 interchange and Old Telegraph Road/Hayfield Road;
 - Proposed interior collector or arterial roadways within the Kingstowne/ Manchester Lakes area that are associated with planned developments; and
 - Hayfield Road and the South Van Dorn Street connector to Telegraph Road.
14. Provide plan designs that create safe and harmonious vehicular and pedestrian access, especially in areas where high vehicular traffic volumes may exist. In particular, the pedestrian access system must provide good access to the core area.
15. Promote alternative transportation strategies, including use of more transportation, ride-sharing, car/van pooling, shuttle service and satellite parking, among others.
16. Provide improvements for individual entrances to neighborhoods and major development areas, including appropriate deceleration and storage lanes.
17. Provide the minimum number of controlled access points to the surrounding street system to sufficiently disperse site-generated traffic and provide multiple access routes where applicable.



County of Fairfax, Virginia

MEMORANDUM

DATE: August 16, 2007

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

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

SUBJECT: ENVIRONMENTAL ASSESSMENT for: PCA 84-L-020-23
FDPA 84-L-020-02-13
Kingstowne Towne Center

This memorandum, prepared by John R. Bell, includes citations from the Comprehensive Plan that provide guidance for the evaluation of the above referenced Final Development Plan Amendment (FDPA) dated August 15, 2006, as revised through June 20, 2007. Possible solutions to remedy identified environmental impacts are suggested. Other solutions may be acceptable, provided that they achieve the desired degree of mitigation and are also compatible with Plan policies.

COMPREHENSIVE PLAN CITATIONS:

The Comprehensive Plan is the basis for the evaluation of this application. The assessment of the proposal for conformity with the environmental recommendations of the Comprehensive Plan is guided by the following citations from the Plan:

In the Fairfax County Comprehensive Plan, Policy Plan, 2007 Edition, Environment section as amended through November 15, 2004, on page 5 through 7, 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 d. Preserve the integrity and the scenic and recreational value of stream valley EQCs when locating and designing storm water detention and BMP facilities. In general, such facilities should not be provided within stream valley EQCs unless they are designed to provide regional benefit or unless the EQCs have been significantly degraded. When facilities within the EQC are appropriate, encourage the construction of facilities that minimize

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clearing and grading, such as embankment-only ponds, or facilities that are otherwise designed to maximize pollutant removal while protecting, enhancing, and/or restoring the ecological integrity of the EQC.

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.
- Encourage the use of innovative BMPs and infiltration techniques of stormwater management where site conditions are appropriate, if consistent with County requirements.
- Apply nonstructural best management practices and bioengineering practices where site conditions are appropriate, if consistent with County requirements.
- Maximize the use of infiltration landscaping within streetscapes consistent with County and State requirements.

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.

Programs to improve water quality in the Potomac River/Estuary, and Chesapeake Bay will continue to have significant impacts on planning and development in Fairfax County. There is abundant evidence that water quality and the marine environment in the Bay are deteriorating, and that this deterioration is the result of land use activities throughout the watershed.

In order to protect the Chesapeake Bay and other waters of Virginia from degradation resulting from runoff pollution, the Commonwealth has enacted regulations requiring localities within Tidewater Virginia (including Fairfax County) to designate "Chesapeake Bay Preservation Areas". Within which land uses are either restricted or water quality measures must be provided. Fairfax County has adopted a Chesapeake Bay Preservation Ordinance pursuant to these regulations.

Objective 3: Protect the Potomac Estuary and the Chesapeake Bay from the avoidable impacts of land use activities in Fairfax County.

Policy a. Ensure that new development and redevelopment complies with the County's Chesapeake Bay Preservation Ordinance. . . .“

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.

Water Quality

Issue:

The applicants had been asked to incorporate some Low Impact Development (LID) measures into the proposed new development. While the required facilities in existence meet Stormwater Management (SWM) and Best Management Practices standards, staff feels that this should be viewed as an opportunity to further enhance these facilities with the addition of LID measures, such as, filtergrass, porous pavement, green roof areas and other possible measures which might further promote water quality improvement for this development.

Resolution:

To date, the applicants have made no commitments to provide LID measures as part of the proposed development for the subject property. Staff feels that there are ample opportunities to employ such facilities into the proposed development. We would strongly encourage the applicants to create opportunities to incorporate LID measures into the proposed development.

PGN:JRB



County of Fairfax, Virginia

MEMORANDUM

DATE: March 28, 2007

TO: Regina Coyle, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Valerie Tucker, Chief Stormwater Engineer
Site Review East, Environmental and Site Review Division
Department of Public Works and Environmental Services

SUBJECT: Proffered Condition Amendment Application, PCA 84-L-020-23, Kingstowne M & N, Kingstowne Towne Center PCA/CDPA/FDPA Plat dated January 24, 2007 (Plan), Tax Map # 091-2-01-0026-K, 0032-F, 0036-B, 0036-C, 0036-G, 0036-H & 0036-I (Property), Lee District

We have reviewed the referenced submission and offer the following comments related to stormwater management:

Chesapeake Bay Preservation Ordinance (CBPO)

There are no Resource Protection Areas designated on the Property. The applicant is required to incorporate best management practices (BMPs) into the development plan which achieve a 40% phosphorus removal efficiency, as the proposed improvements are considered 'development' under the CBPO. The applicant indicates that the existing off-site Kingstowne Lake provides the required BMPs for this Plan.

Floodplain

There are no regulated floodplains designated on the Property.

Downstream Drainage Complaints

There are downstream complaints on file along the outfall for this Property.

Stormwater Detention

The applicant has indicated that the existing off-site Kingstowne Lake provides the required detention for this Plan. The use of LID measures are encouraged by staff to maintain and improve water quality and reduce peak runoff conditions.

Please contact me at 4-1720 if you have any questions or require further clarification.

cc: Steve Aitcheson, Director, Stormwater Planning Division, DPWES
Zoning Application file (6105-ZONA-002-1)

Department of Public Works and Environmental Services
Land Development Services, Environmental and Site Review Division
12055 Government Center Parkway, Suite 535
Fairfax, Virginia 22035-5503
Phone 703-324-1720 • TTY 703-324-1877 • FAX 703-324-8359





County of Fairfax, Virginia

MEMORANDUM

DATE: August 14, 2007

TO: Regina Coyle, Director
Zoning Evaluation Division

FROM: Angela Kadar Rodeheaver, Chief *AKR by CAA*
Site Analysis Section
Department of Transportation

SUBJECT: Transportation Issues

FILE: 3-4 (RZ 84-L-020)

REFERENCE: PCA 84-L-020-23; FDPA 84-L-020-02-13; Kingstowne M & N, L.P.
Traffic Zone: 1491
Land Identification: 91-2 ((1)) 26K, 32F, 36B, 36C, 36G, 36H, and 36I

These comments reflect the position of the Department of Transportation, and are based on the Development Plan revised to June 20, 2007, and draft proffers last revised to August 2, 2007. The applicant seeks approval for a net increase of 700,000gsf of office space within the Kingstowne Towne Center north of Kingstowne Boulevard. Build out of the undeveloped plus requested square footage is anticipated to result in net a.m. and p.m. peak hour traffic increases of approximately 1,200 and 1,400 vehicles respectively.

The applicant has worked with the Department of Transportation staff of mitigate the impacts of the additional trips. A Transportation Demand Management program and numerous intersection/roadway improvements are proffered to offset the impacts. The mitigations proposed by the applicant sufficiently address the anticipated transportation impacts. As such, this Department would not object to approval of the application.

AKR/CAA

Michelle Brickner, Director, Office of Site Development Services, Department of Public Works and Environmental Services.



County of Fairfax, Virginia

MEMORANDUM

DATE: March 23, 2007

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 Proffered Condition amendment PCA 84-L-020-23 and final Development Plan amendment FDPA 84-L-020-02-13

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 #405, Franconia
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



Fairfax Water

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

**PLANNING AND ENGINEERING
DIVISION**

JAMIE BAIN HEDGES, P.E.
DIRECTOR
(703) 289-6325
Fax (703) 289-6398

March 20, 2007

Ms. Barbara A. Byron, Director
Fairfax County Department of Planning and Zoning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5505

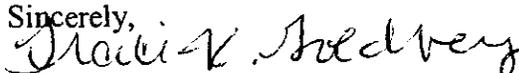
Re: PCA 84-L-020-23
FDPA 84-L-020-02-13
Kingstowne Towne Center

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 served by Fairfax Water.
2. Adequate domestic water service is available at the site from existing 16-inch, 12-inch, 8-inch and 6-inch water mains located at the property. See the enclosed water system map. The Generalized Development Plan has been forwarded to Plan Control for distribution to the Engineering Firm, with comments pertaining to the proposed water system layout.
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 will provide comprehensive comments regarding water facilities design upon submittal of final site plan.

If you have any questions regarding this information please contact Samantha Kearney at (703) 289-6313.

Sincerely,

Traci K. Goldberg, P.E.
Manager, Planning

Enclosure

PART 2 6-200 PDC PLANNED DEVELOPMENT COMMERCIAL DISTRICT**6-201 Purpose and Intent**

The PDC District is established to encourage the innovative and creative design of commercial development. The district regulations are designed to accommodate preferred high density land uses which could produce detrimental effects on neighboring properties if not strictly controlled as to location and design; to insure high standards in the lay-out, design and construction of commercial developments; and otherwise to implement the stated purpose and intent of this Ordinance.

To these ends, rezoning to and development under this district will be permitted only in accordance with a development plan prepared and approved in accordance with the provisions of Article 16.

6-202 Principal Uses Permitted

The following principal uses shall be permitted subject to the approval of a final development plan prepared in accordance with the provisions of Article 16, and subject to the use limitations set forth in Sect. 206 below.

1. Business service and supply service establishments.
2. Eating establishments.
3. 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.
4. Exposition halls and facilities to house cultural or civic events or conventions of political, industrial, fraternal or similar associations, with a minimum gross floor area of 100,000 square feet.
5. Financial institutions.
6. Garment cleaning establishments.
7. Hotels, motels.
8. Offices.
9. Personal service establishments.
10. Public uses.
11. Repair service establishments.
12. Retail sales establishments.
13. Theatres.

Secondary Uses Permitted

The following secondary uses shall be permitted only in a PDC District which contains one or more principal uses; only when such uses are presented on an approved final development plan prepared in accordance with the provisions of Article 16; and subject to the use limitations set forth in Sect. 206 below.

1. Accessory uses, accessory service uses and home occupations as permitted by Article 10.
2. Affordable dwelling unit developments.
3. Bank teller machines, unmanned, located within a multiple family dwelling.
4. Commercial and industrial uses of special impact (Category 5), limited to:
 - A. Amusement arcades
 - B. Automobile-oriented uses
 - C. Car washes
 - D. Drive-in banks
 - E. Drive-through pharmacies
 - F. Fast food restaurants
 - G. Golf courses, country clubs
 - H. Golf driving ranges
 - I. Marinas, docks and boating facilities, commercial
 - J. Quick-service food stores
 - K. Service stations
 - L. Service station/mini-marts
 - M. Vehicle light service establishments
5. Commercial recreation uses (Group 5), limited to:
 - A. Billiard and pool halls
 - B. Bowling alleys
 - C. Commercial swimming pools, tennis courts and similar courts

- D. Health clubs
 - E. Indoor firing ranges, archery ranges, fencing and other similar indoor recreational uses
 - F. Miniature golf courses
 - G. Skating facilities
 - H. Any other similar commercial recreation use
- 6. Community uses (Group 4).
 - 7. Dwellings.
 - 8. Institutional uses (Group 3).
 - 9. Kennels, limited by the provisions of Sect. 206 below.
 - 10. Light public utility uses (Category 1).
 - 11. Parking, commercial off-street, as a principal use.
 - 12. Quasi-public uses (Category 3), limited to:
 - A. Alternate uses of public facilities
 - B. Child care centers and nursery schools
 - C. Churches, chapels, temples, synagogues and other such places of worship with a child care center, nursery school or private school of general or special education
 - D. Colleges, universities
 - E. Conference centers and retreat houses, operated by a religious or nonprofit organization
 - F. Cultural centers, museums and similar facilities
 - G. Dormitories, fraternity/sorority houses, rooming/boarding houses, or other residence halls
 - H. Housing for the elderly
 - I. Institutions providing housing and general care for the indigent, orphans and the like
 - J. Medical care facilities

- K. Private clubs and public benefit associations
 - L. Private schools of general education
 - M. Private schools of special education
 - N. Quasi-public parks, playgrounds, athletic fields and related facilities
13. Transportation facilities (Category 4), limited to:
- A. Bus or railroad stations
 - B. Heliports
 - C. Helistops
 - D. WMATA facilities
14. Vehicle transportation service establishments.
15. Veterinary hospitals

6-204 Special Permit Uses

For specific Group uses, regulations and standards, refer to Article 8.

- 1. Group 8 - Temporary Uses.
- 2. Group 9 - Uses Requiring Special Regulation, limited to:
 - A. Accessory dwelling units

6-205 Special Exception Uses

- 1. Subject to the use limitations presented in Sect. 206 below, any use presented in Sect. 203 above as a Group or Category use may be permitted with the approval of a special exception when such use is not specifically designated on an approved final development plan.
- 2. Category 5 - Commercial and Industrial Uses of Special Impact, limited to:
 - A. Commercial off-street parking in Metro Station areas as a temporary use
 - B. Fast food restaurants

6-206 Use Limitations

- 1. All development shall conform to the standards set forth in Part 1 of Article 16.

2. All uses shall comply with the performance standards set forth in Article 14.
3. When a use presented in Sect. 203 above as a Group or Category use is being considered for approval on a final development plan, the standards set forth in Articles 8 or 9 shall be used as a guide.

When a use presented in Sect. 203 above as a Group or Category use is being considered for approval as a special exception use, pursuant to Sect. 205 above, the use shall be subject to the provisions of Article 9 and the special permit standards of Article 8, if applicable. Provided that such use is in substantial conformance with the approved conceptual development plan and any imposed development conditions or proffered conditions and is not specifically precluded by the approved final development plan, no final development plan amendment shall be required.

In either of the above, all Category 3 medical care facility uses shall be subject to the review procedures presented in Part 3 of Article 9.

4. All uses permitted pursuant to the approval of a final development plan shall be in substantial conformance with the approved final development plan as provided for in Sect. 16-403.
5. Secondary uses shall be permitted only in a PDC District which contains one or more principal uses. Unless modified by the Board in conjunction with the approval of a conceptual development plan in order for further implementation of the adopted comprehensive plan, the gross floor area devoted to dwellings as a secondary use shall not exceed fifty (50) percent of the gross floor area of all principal uses in the development, except that the floor area for affordable and market rate dwelling units which comprise the increased density pursuant to Part 8 of Article 2 shall be excluded from this limitation. The gross floor area of all other secondary uses shall not exceed twenty-five (25) percent of the gross floor area of all principal uses in the development.

The floor area for dwellings shall be determined in accordance with the gross floor area definition except the following features shall not be deemed gross floor area: balconies, porches, decks, breezeways, stoops and stairs which may be roofed but which have at least one open side; or breezeways which may be roofed but which have two (2) open ends. An open side or open end shall have no more than fifty (50) percent of the total area between the side(s), roof and floor enclosed with railings, walls, or architectural features.

6. Secondary uses shall be designed so as to maintain and protect the character of adjacent properties, and shall be conducted entirely within an enclosed building, with no outside display, except those uses which by their nature must be conducted outside a building.
7. Service stations, service station/mini-marts and vehicle light service establishments shall be permitted only under the following conditions:
 - A. Located in a commercial center consisting of not less than three (3) commercial establishments, such commercial establishments to be other than automobile-related.

- B. There shall be no vehicle or tool rental and no outdoor storage or display of goods offered for sale, except for the outdoor storage or display of goods permitted at a service station or service station/mini-mart. In addition, no more than two (2) vehicles that are wrecked, inoperable or abandoned may be temporarily stored outdoors for a period in excess of seventy-two (72) hours, and in no event shall any one such vehicle be stored outdoors for a period exceeding seventy-two (72) hours.
- 8. Signs shall be permitted only in accordance with the provisions of Article 12, and off-street parking and loading facilities and private streets shall be provided in conformance with the provisions of Article 11.
 - 9. Notwithstanding the provisions of Par. 5 and 6 above, housing for the elderly as a secondary use need not be designed to serve primarily the needs of the residents and occupants of the planned development in which located but shall be designed so as to maintain and protect the character of adjacent properties. The gross floor area devoted to housing for the elderly as a secondary use shall not exceed fifty (50) percent of the gross floor area of all uses in the development.
 - 10. Fast food restaurants shall be permitted only in accordance with the following:
 - A. Fast food restaurants may be permitted as a secondary use when shown on an approved final development plan, and provided such use is located in a nonresidential structure containing at least one (1) other permitted principal or secondary use, in accordance with the following:
 - (1) Such fast food restaurants shall be oriented to cater primarily to occupants and/or employees in the structure in which located, or of that structure and adjacent structures in the same building complex which are accessible via a clearly designated pedestrian circulation system; and
 - (2) Such use(s) shall comprise not more than fifteen (15) percent of the gross floor area of the structure.
 - B. Fast food restaurants not permitted under the provisions of Par. A above may be permitted as a secondary use by special exception, in accordance with the following:
 - (1) The structure containing the fast food restaurant shall be designed as an integral component of a building complex, and shall be reviewed for compatibility with the approved PDC development; and
 - (2) The fast food restaurant shall be safely and conveniently accessible from surrounding uses via a clearly defined

pedestrian circulation system which minimizes points of conflict between vehicular and pedestrian traffic. Pedestrian ways shall be prominently identified through design features such as, but not limited to, the use of special pavement treatments for walkways and crosswalks, and/or the use of consistent and distinctive landscaping. Vehicular access to the use shall be provided via the internal circulation system of the building complex, and no separate entrance to the use shall be permitted from any thoroughfare intended to carry through traffic.

11. Kennels and veterinary hospitals shall be located within a completely enclosed building which is adequately soundproofed and constructed so that there will be no emission of odor or noise detrimental to other property in the area. In addition, the Health Department shall approve the construction and operation of all veterinary hospitals prior to issuance of any Building Permit or Non-Residential Use Permit.
12. Drive-through pharmacies shall be permitted only on a lot which is designed to minimize the potential for turning movement conflicts and to facilitate safe and efficient on-site circulation and parking. Adequate parking and stacking spaces for the use shall be provided and located in such a manner as to facilitate safe and convenient vehicle and pedestrian access to all uses on the lot. In addition, signs shall be required to be posted in the vicinity of the stacking area stating the limitations on the use of the window service and/or drive-through lane. Such signs shall not exceed two (2) square feet in area or be located closer than five (5) feet to any lot line.
13. Vehicle transportation service establishments shall be permitted in accordance with the following:
 - A. The total number of company vehicles permitted on site at any given time shall not exceed five (5).
 - B. There shall be no maintenance or refueling of vehicles on site.
 - C. Notwithstanding the provisions of Par. 15 of the Transitional Screening and Barrier Matrix, the use shall be subject to the provisions of Par. 9 of the Matrix.

6-207

Lot Size Requirements

1. Minimum district size: No land shall be classified in the PDC District unless the Board finds that the proposed development meets at least one (1) of the following conditions:
 - A. The proposed development will yield a minimum of 100,000 square feet of gross floor area.

- B. The proposed development will be a logical extension of an existing P District, in which case it must yield a minimum of 40,000 square feet of gross floor area.
 - C. The proposed development is located within an area designated as a Community Business Center in the adopted comprehensive plan or is in a Commercial Revitalization District and a final development plan is submitted and approved concurrently with the conceptual development plan for the proposed development. The conceptual and final development plan shall specify the uses and gross floor area for the proposed development and shall provide site and building designs that will complement existing and planned development by incorporating high standards of urban design, to include provision for any specific urban design plans for the area and for pedestrian movement and access.
- 2. Minimum lot area: No requirement for each use or building, provided that a privacy yard, having a minimum area of 200 square feet, shall be provided on each single family attached dwelling unit lot, unless waived by the Board in conjunction with the approval of a development plan.
 - 3. Minimum lot width: No requirement for each use or building.

6-208

Bulk Regulations

- 1. Maximum building height: Controlled by the standards set forth in Part 1 of Article 16.
- 2. Minimum yard requirements: Controlled by the standards set forth in Part 1 of Article 16.
- 3. Maximum floor area ratio: 1.5, which may be increased by the Board, in its sole discretion, up to a maximum of 2.5 in accordance with and when the conceptual and final development plans include one or more of the following:
 - A. More open space than the minimum required by Sect. 209 below - Not more than 2% for each additional 1% of the gross area provided in open space.
 - B. Unique design features and amenities within the planned development which require unusually high development costs and which achieve an especially attractive and desirable development, such as, but not limited to, terraces, sculpture, reflecting pools and fountains - As determined by the Board in each instance, but not to exceed 35%.
 - C. Below-surface off-street parking facilities - Not more than 5% for each 20% of the required number of parking spaces to be provided.

- D. Above-surface off-street parking facilities within an enclosed building or structure - Not more than 3% for each 20% of the required number of parking spaces to be provided.

The maximum floor area ratio permitted by this Part shall exclude the floor area for affordable and bonus market rate dwelling units provided in accordance with Part 8 of Article 2.

6-209 Open Space

1. 15% of the gross area shall be open space.
2. In a PDC development where dwelling units are proposed as a secondary use, as part of the open space to be provided in accordance with the provisions of Par. 1 above, there shall be a requirement to provide recreational facilities for the enjoyment of the residents of the dwelling units. The provision of such facilities shall be subject to the provisions of Sect. 16-404 and such requirement shall be based on a minimum expenditure of \$500 per dwelling unit for such facilities for rezoning applications accepted prior to October 3, 1997 and approved by March 24, 1998 and \$955 per dwelling unit for such facilities for rezoning applications accepted subsequent to October 3, 1997 or approved after March 24, 1998, and either
 - A. The facilities shall be provided on-site by the developer in substantial conformance with the approved final development plan. In the administration of this provision, credit shall be considered where there is a plan to provide common recreational facilities for the residents of the dwelling units and the occupants of the principal uses, and/or
 - B. The Board may approve the provision of the facilities located on property which is not part of the subject PDC District.

Notwithstanding the above, in affordable dwelling unit developments, the requirement for a per dwelling unit expenditure shall not apply to affordable dwelling units.

6-210 Additional Regulations

1. Refer to Article 16 for standards and development plan requirements for all planned developments.
2. Refer to Article 2, General Regulations, for provisions which may qualify or supplement the regulations presented above.

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 | | |