



APPLICATIONS ACCEPTED: June 4, 2007
SPECIAL EXCEPTION APPLICATION AMENDED: March 26, 2008
PLANNING COMMISSION: May 28, 2008
BOARD OF SUPERVISORS: Not Scheduled

County of Fairfax, Virginia

May 15, 2008

STAFF REPORT

APPLICATIONS PCA C-597-4 & SE 2007-PR-014

PROVIDENCE DISTRICT

APPLICANT: JBG/Tycon 3, LLC & JBG/Tycon 2, LLC

PRESENT ZONING: C-3, SC, HC

PARCELS: PCA – 39-1 ((6)) B1 & 69A
SE – 39-1 ((6)) 69A

ACREAGE: PCA – 8.9 acres
SE – 4.9 acres

FLOOR AREA RATIO (FAR): PCA – 1.0
SE – 0.49

OPEN SPACE: PCA – 65,700 sq. ft. (17 percent)
SE – 43,108 sq. ft. (26 percent)

PLAN MAP: Office

PROPOSAL: To amend RZ C-597 to permit a hotel with 173 rooms to be constructed on a 4.9 acre portion of an 8.9 acre property that has been developed with two office buildings and approve an increase in building height for an existing office building from 90 feet to 91 feet

WAIVERS/MODIFICATIONS: Front yard requirement in an area, with adopted urban design standards (Tysons Corner Urban Center) pursuant to Sect. 2-418 of the Zoning Ordinance.

Peter Braham

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 C-597-4 subject to the execution of the draft proffers contained in Appendix 1.

Staff further recommends that SE 2007-PR-019 be approved subject to the development conditions contained in Appendix 2.

Staff further recommends that the requested modification of the front yard requirement along Boone Boulevard in accordance with Sect. 2-418 of the Zoning Ordinance, which allows such modifications in an area with adopted urban design standards to permit the proposed hotel to be located 25 feet from Boone Boulevard based on the current right-of-way and 11 feet from the edge of the reserved area should that land be dedicated to allow the widening of Boone Boulevard in the future.

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

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

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

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

O: \pbraha\WPDOCS\RZ\PCA C-597-4, Boone Hotel\Boone Hotel Cover.doc



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

Proffered Condition Amendment

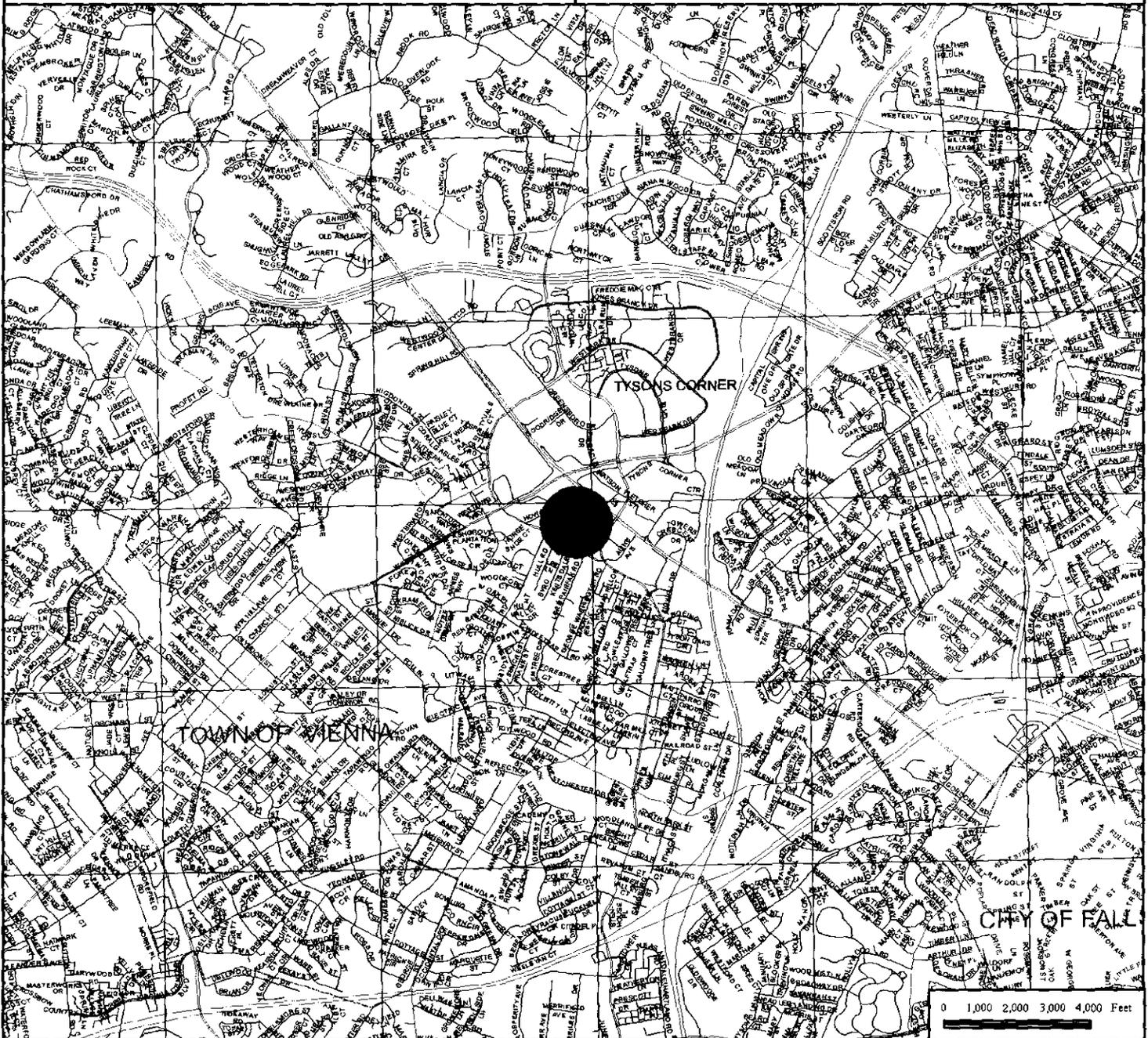
PCA -C-597-04

Applicant: JBG/TYCON 3, L.L.C. & JBG/TYCON 2, L.L.C.
Accepted: 06/04/2007
Proposed: AMEND RZ C-597 PREVIOUSLY APPROVED FOR COMMERCIAL USES TO PERMIT THE DEVELOPMENT OF A HOTEL.
Area: 8.9 AC OF LAND; DISTRICT - PROVIDENCE
Zoning Dist Sect: 09-060704-0304
Located: SOUTHEAST QUADRANT OF THE INTERSECTION OF HOWARD AVENUE AND BOONE BOULEVARD
Zoning: C-3
Overlay Dist: SC HC
Map Ref Num: 039-1- /06/ / B1 /06/ /0069A

Special Exception

SE 2007-PR-014

Applicant: JBG/TYCON 3, L.L.C. C/O KENNETH F. FINKELSTEIN
Accepted: 03/26/2008- AMENDED 06/04/2007
Proposed: HOTEL AND INCREASE IN BUILDING HEIGHT
Area: 4.9 AC OF LAND; DISTRICT - PROVIDENCE
Zoning Dist Sect: 09-060704-0304
Art 9 Group and Use: 6-03 5-14
Located: 8229 BOONE BOULEVARD
Zoning: C-3
Plan Area: 2,
Overlay Dist: SC HC
Map Ref Num: 039-1- /06/ /0069A



Proffered Condition Amendment

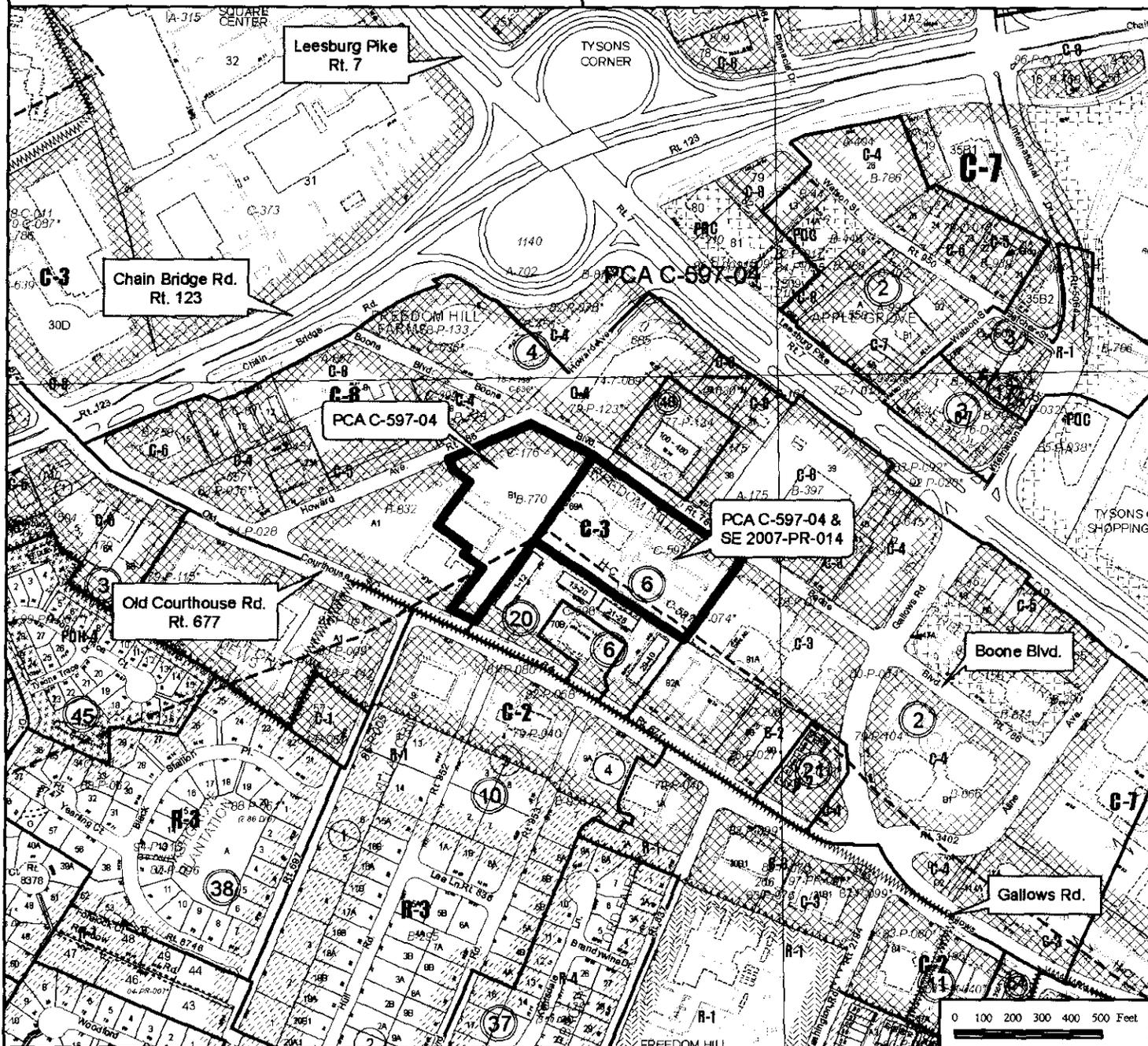
PCA -C-597-04

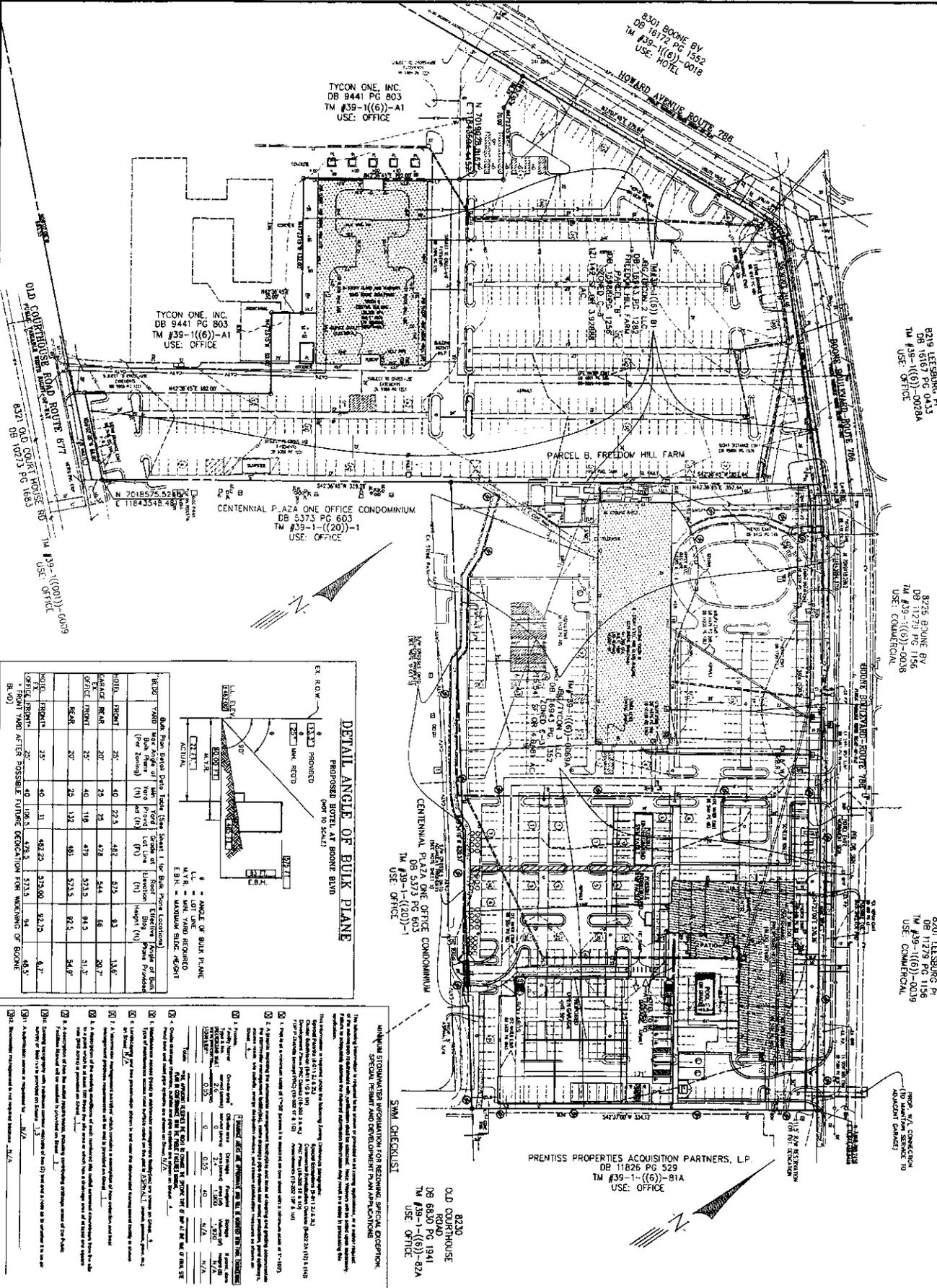
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 Map Ref Num: 039-1- /06/ /0069A





DETAIL ANGLE OF BULK PLANE

PROPOSED HOTEL AT BOONE BLVD
(NOT TO SCALE)

EX ROW

PROPOSED

1.5' MIN. REVD

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99.5' MIN. REVD

100.5' MIN. REVD

SMW CHECKLIST

MINIMUM REQUIREMENTS FOR SUBMITTING SPECIAL EXCEPTION, SPECIAL PERMIT AND DEVELOPMENT PLAN APPLICATIONS

The following information is required for the review of proposed special exceptions, special permits, or development plans. The applicant is responsible for providing the information and documents listed below. The applicant is also responsible for providing the information and documents listed below in the format specified.

1. Application Form (SMA-1) - Completed and signed by the applicant.

2. Fee - \$1,000.00 (Special Exception, Special Permit) or \$2,000.00 (Development Plan).

3. Site Plan - Detailed site plan showing the proposed development, including setbacks, easements, and other relevant information.

4. Survey - Recent survey showing the property boundaries and any easements.

5. Environmental Impact Statement - Required for certain types of development.

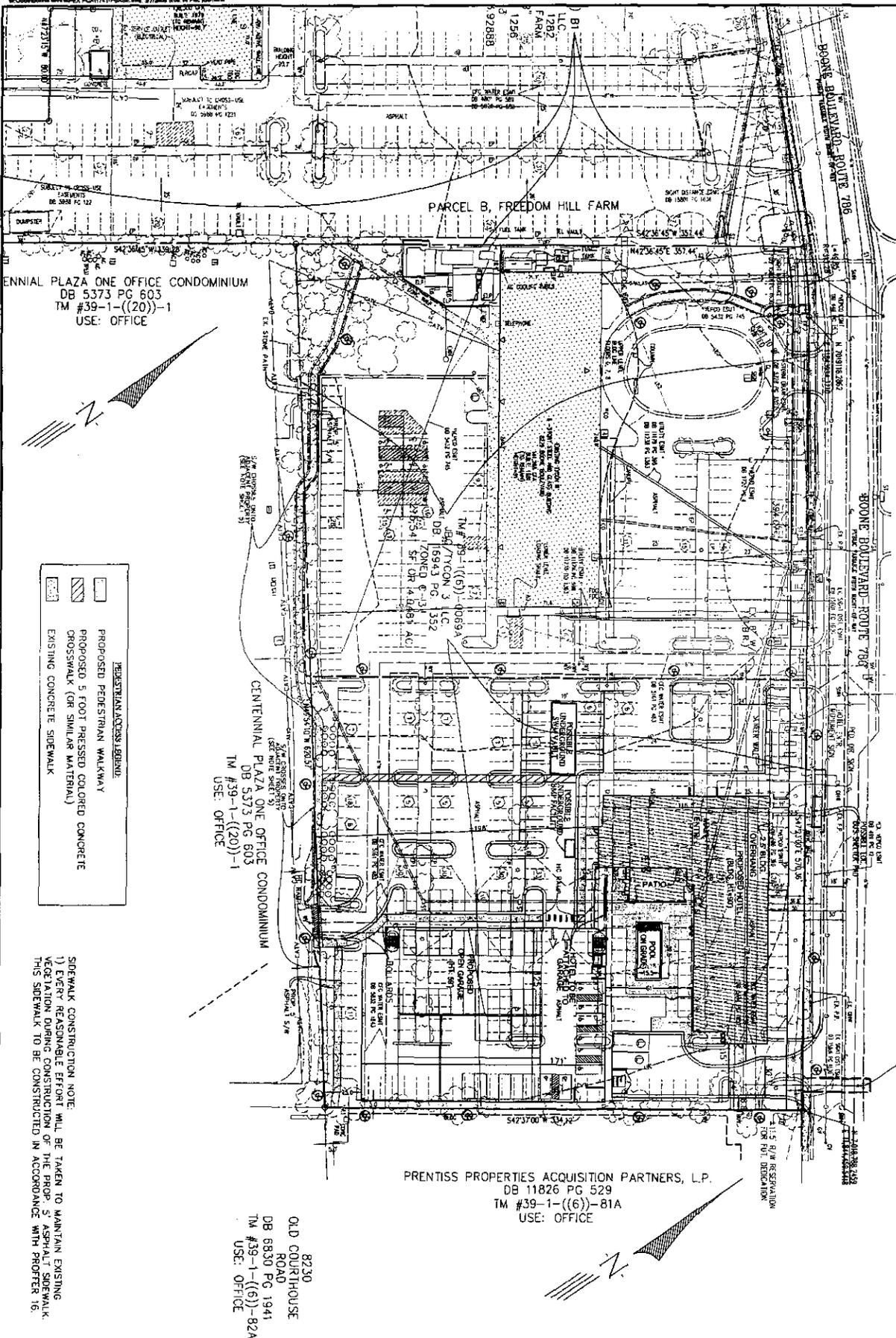
6. Traffic Study - Required for certain types of development.

7. Other - Any other information or documents required by the Commission.

8219 LEESBURG PI
DB 16167 PG 0433
TM #39-1((6))-0028A
USE: OFFICE

8226 BOONE BV
DB 11279 PG 1156
TM #39-1((6))-0038
USE: COMMERCIAL

8201 LEESBURG PI
DB 11279 PG 1156
TM #39-1((6))-0039
USE: COMMERCIAL



CENTENNIAL PLAZA ONE OFFICE CONDOMINIUM
DB 5373 PG 603
TM #39-1((20))-1
USE: OFFICE

CENTENNIAL PLAZA ONE OFFICE CONDOMINIUM
DB 5373 PG 603
TM #39-1((20))-1
USE: OFFICE

PRENTISS PROPERTIES ACQUISITION PARTNERS, L.P.
DB 11826 PG 529
TM #39-1((6))-81A
USE: OFFICE

8230
OLD COURTHOUSE
ROAD
DB 6830 PG 1941
TM #39-1((6))-82A
USE: OFFICE

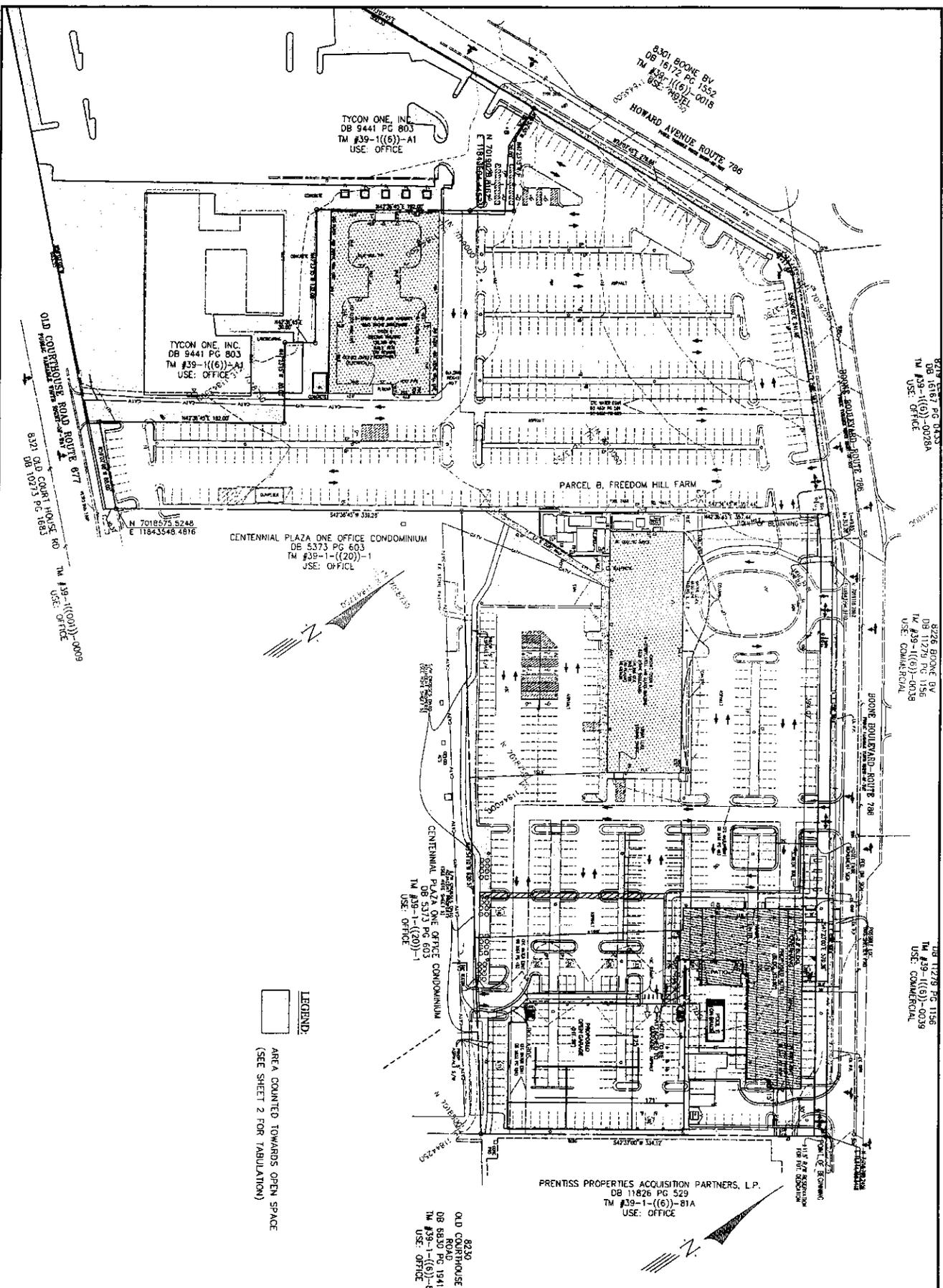
PEDESTRIAN ACCESS BOUNDARY

- PROPOSED PEDESTRIAN WALKWAY
- PROPOSED 5 FOOT PRESSED COLORED CONCRETE CROSSWALK (OR SIMILAR MATERIAL)
- EXISTING CONCRETE SIDEWALK

SIDEWALK CONSTRUCTION NOTE:
1) EVERY REASONABLE EFFORT WILL BE TAKEN TO MAINTAIN EXISTING VEGETATION DURING CONSTRUCTION OF THE PROP. SIDEWALK. THIS SIDEWALK TO BE CONSTRUCTED IN ACCORDANCE WITH PROFFER '16.

PROP. W/L CONNECTION
(TO MAINTAIN SERVICE TO
ADJACENT GARAGE)

<p>SPECIAL EXCEPTION PLAN</p> <p>BOONE BLVD PROVIDENCE DISTRICT FAIRFAX, VIRGINIA</p>				<p>Urban, Ltd. 7111 Leesville Road Arlington, Virginia 22202 Tel: 703.441.1100 www.urbanllc.com</p>	<p>PLAN DATE</p> <p>02-28-07 08-04-07 12-11-07 03-09-08</p>	<table border="1"> <thead> <tr> <th>REV.</th> <th>DATE</th> <th>DESCRIPTION</th> <th>REV BY</th> <th>APPROVED</th> <th>DATE</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	REV.	DATE	DESCRIPTION	REV BY	APPROVED	DATE						
REV.	DATE	DESCRIPTION	REV BY	APPROVED	DATE													
<p>SCALE: 1"=30'</p>		<p>CI = 2</p>	<p>DATE: FEB. 2007</p>	<p>REVISION APPROVED BY DIVISION OF DESIGN REVIEW</p>														



LEGEND

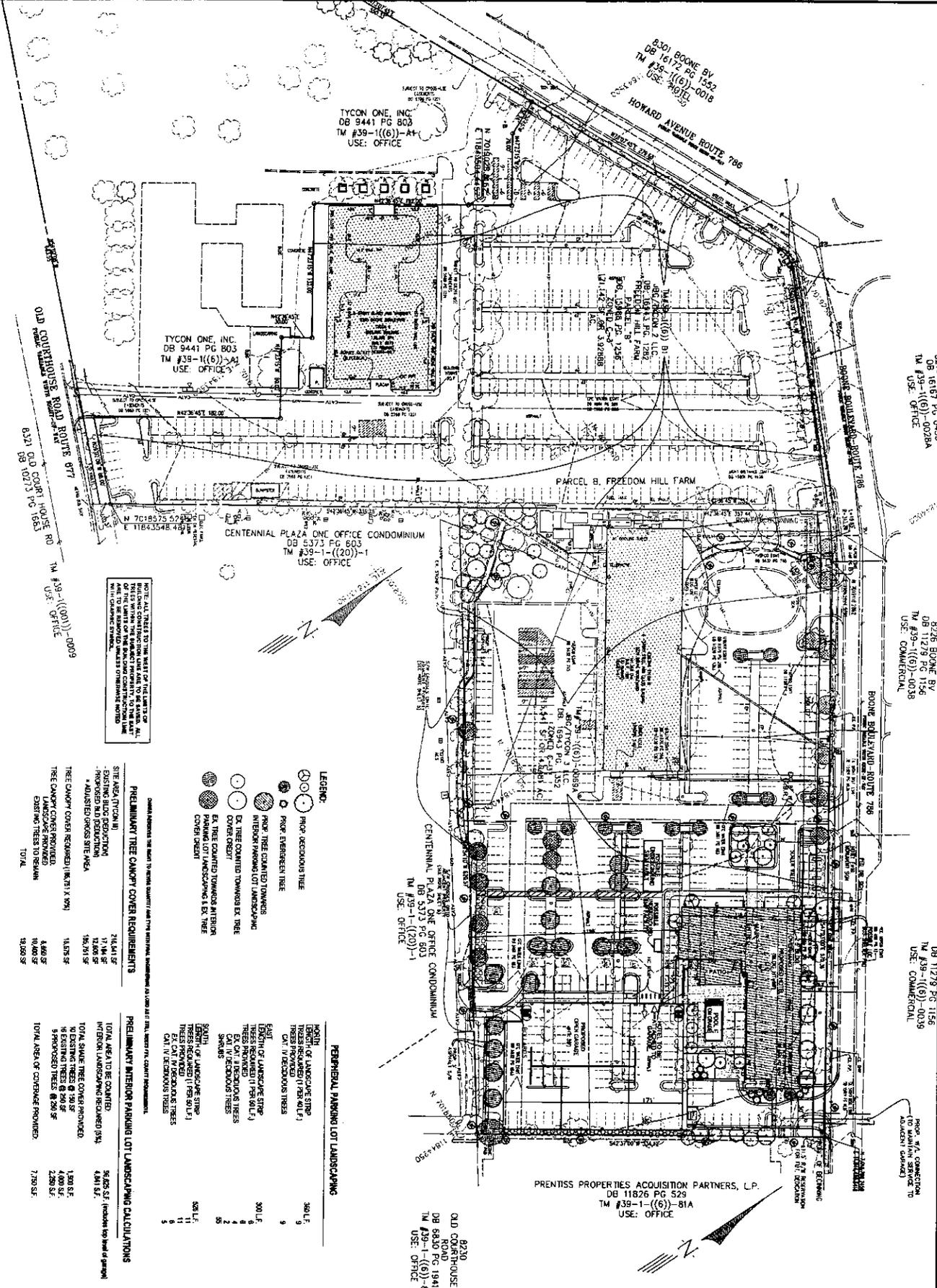
□ AREA COUNTED TOWARDS OPEN SPACE
(SEE SHEET 2 FOR TABULATION)

<p>OPEN SPACE/VEHICULAR ACCESS PLAN</p> <p>BOONE BLVD PROVIDENCE DISTRICT FAIRFAX, VIRGINIA</p>	
<p>SCALE: 1"=40'</p>	<p>C1 = NA</p>
<p>DATE: FEB, 2007</p>	<p>DATE: FEB, 2007</p>



NO.	DATE	DESCRIPTION	REVISION APPROVED	DATE
01	02-26-07			
02	03-11-07			
03	03-11-07			
04	03-11-07			
05	03-11-07			

REVISION APPROVED BY DIVISION OF DESIGN REVIEW



THE TOTAL AREA OF THE LAND TO BE DEVELOPED FOR THE PROJECT IS 10.0 ACRES. THE TOTAL AREA OF THE LAND TO BE DEVELOPED FOR THE PROJECT IS 10.0 ACRES. THE TOTAL AREA OF THE LAND TO BE DEVELOPED FOR THE PROJECT IS 10.0 ACRES.

PRELIMINARY TREE CANOPY COVER REQUIREMENTS

ITEM	AREA (SQ FT)
EXISTING BLUE PREDICTION	17,146 SF
PROPOSED AND DEDUCTION	12,808 SF
ADJUSTED GROSS SITE AREA	165,791 SF
TREE CANOPY COVER REQUIRED (MIN 7% X 2%)	14,875 SF
EXISTING TREE CANOPY COVER	14,807 SF
EXISTING TREES TO REMAIN	19,292 SF
TOTAL	19,292 SF

- LEGEND:**
- PROPOSED DECIDUOUS TREE
 - PROPOSED EVERGREEN TREE
 - PROPOSED TREE CLUMPED TOWARDS INTERIOR PARKING LOT LANDSCAPING
 - EXISTING TREE CLUMPED TOWARDS EXTERIOR COVER PAVEMENT
 - EXISTING TREE CLUMPED TOWARDS INTERIOR COVER PAVEMENT

PRELIMINARY INTERIOR PARKING LOT LANDSCAPING CALCULATIONS

ITEM	AREA (SQ FT)
TOTAL AREA TO BE COVERED	4,141 SF
INTERIOR LANDSCAPING REQUIRED (5%)	4,141 SF
TOTAL SHADE TREE COVER PROVIDED	1,900 SF
EXISTING TREES @ 200 SF	4,009 SF
PROPOSED TREES @ 200 SF	2,289 SF
TOTAL AREA OF COVERAGE PROVIDED	7,297 SF

- PERMANENT PARKING LOT LANDSCAPING**
- | ITEM | AREA (SQ FT) |
|--|----------------|
| NORTH SIDE OF LANDSCAPE STRIP TREES REQUIRED (1 PER 50 LF) | 300 LF |
| SOUTH SIDE OF LANDSCAPE STRIP TREES REQUIRED (1 PER 50 LF) | 300 LF |
| EAST SIDE OF LANDSCAPE STRIP TREES REQUIRED (1 PER 50 LF) | 300 LF |
| WEST SIDE OF LANDSCAPE STRIP TREES REQUIRED (1 PER 50 LF) | 300 LF |
| EXISTING TREES TO REMAIN | 19,292 SF |
| TOTAL | 1200 SF |

PRELIMINARY LANDSCAPE PLAN AND COMPUTATIONS

BOONE BLVD
PROVIDENCE DISTRICT
FAIRFAX, VIRGINIA

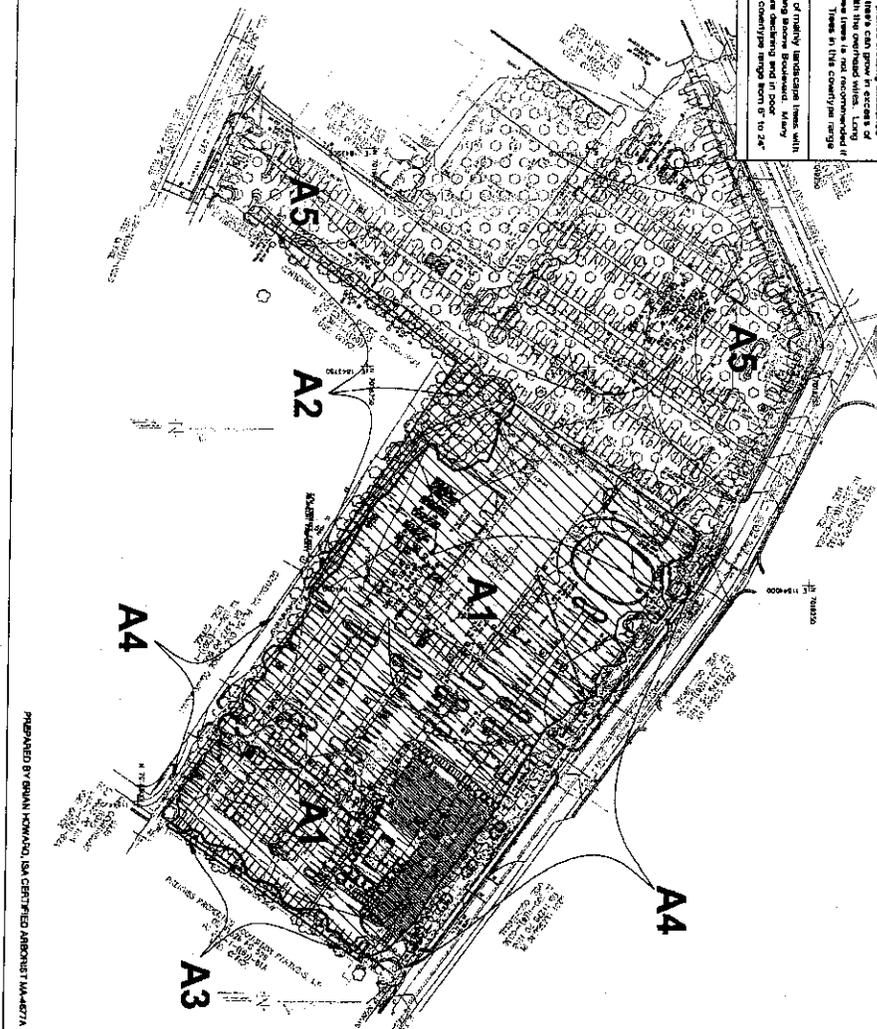
SCALE: 1" = 40' CI - NA DATE: FEB, 2007

urban
Urban Design & Architecture, Inc.
1111 North 1st Street, Suite 200
Arlington, VA 22201
Tel: 703.241.1111

PLAN DATE	DESCRIPTION	REV BY	APPROVE	DATE
02-28-07				
03-04-07				
07-17-07				
07-17-07				
07-17-07				

BOONE BLVD./TYCON VI - EVM SUMMARY TABLE

Code	Category	Primary Species	Successional Stage	Condition	Average	Comments
A1	Developed	None; local, wild poplar, red maple, cypress, etc.	N/A	Good - Fair	4.17	This category consists of primary woodlands trees in the Tycon II building. Trees in this category range from 6' to 20'.
A2	Developed	Red maple, sycamore, black locust, oak spp.	N/A	Good - Poor	2.37	This category consists of primary woodlands trees in the Tycon II building. Trees in this category range from 6' to 20'. These trees are in poor condition, including in the Tycon II building. The area is under an active construction area by local employees. Trees in this category range from 6' to 20'. These trees are in poor condition, including in the Tycon II building. The area is under an active construction area by local employees.
A4	Developed	White Pine	N/A	Good - Fair	0.88	This category consists of London plane trees on the western side of the Tycon II parcel. Trees in this category range from 12' to 14'.
A5	Developed	London Plane Tree	N/A	Good	0.41	This category consists of London plane trees on the western and southern side of Tycon II parcel. These trees are in good condition, including in the Tycon II building. The area is under an active construction area by local employees. A few trees already have utility pointed creating imbalance of crown. London plane trees can grow in excess of 100 feet tall. These trees are in good condition, including in the Tycon II building. The area is under an active construction area by local employees. Trees in this category range from 10' to 14'.
A5	Developed	Red oak, cypress, poplar, sycamore, black locust, etc.	N/A	Fair - Poor	2.81	This category consists of mostly landscaped trees with a few larger trees along Boone Boulevard. Many trees in this category are declining and in poor condition. Trees in this category range from 6' to 24'.



EXISTING VEGETATION MAP
 BOONE BOULEVARD TYCON VI
 PROVIDENCE DISTRICT
 FAIRFAX COUNTY
 VIRGINIA

Zimar & Associates, Inc.
 ARBORCULTURE FORESTRY CONSULTING
 10105 Residency Road, Suite 207
 Manassas, Virginia 20110
 Tel (703) 331-3731 Fax (703) 331-1359

DATE: 8/28/07
 SHEET: 1 OF 1
 DRAWN BY: BAH
 SCALE: 1" = 60'

EXISTING VEGETATION MAP
 BOONE BLVD
 PROVIDENCE DISTRICT
 FAIRFAX, VIRGINIA

SCALE: N.T.S. CI = NA DATE: FEB. 2007

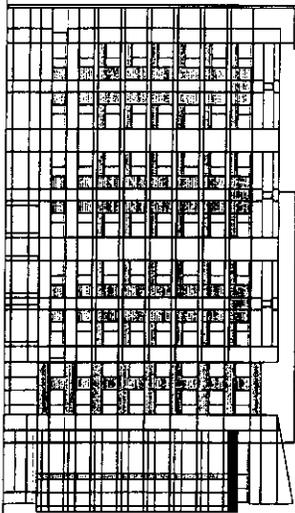
urban
 1200 Lee St
 713 Lake View Campus
 Alexandria, Virginia 22304
 Tel: 703.441.1100
 www.urban-va.com

PLAN DATE	DESCRIPTION	REV. BY	APPROVE	DATE
02-28-07				
08-04-07				
09-15-07				
03-10-08				

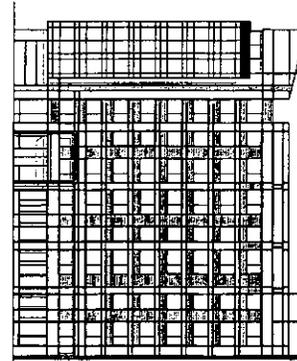
REVISION APPROVED BY DIVISION OF DESIGN REVIEW

SHEET
 7A
 8
 FILE NO.
 ZP-1741

NORTH ELEVATION



WEST ELEVATION



PROPOSED HOTEL BUILDING ELEVATIONS

BOONE BLVD
PROVIDENCE DISTRICT
FAIRFAX, VIRGINIA

SCALE: 1" = 20' C.I. = 2' DATE: FEB, 2007



Urban, LLC
7122 Lee Road, Suite 200
Arlington, Virginia 22202
Tel. 703.842.8888
www.urban-llc.com

PLAN DATE		REV. BY		APPROVE		DATE	
2-24-07							
08-04-07							
11-12-07							
03-10-08							
No.	DATE	DESCRIPTION	REV. BY	APPROVE	DATE		
REVISION APPROVED BY DIVISION OF DESIGN REVIEW							

DATE: 2/7/07

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

DESCRIPTION OF THE APPLICATION

The applicant is proposing to add a 173-room hotel in a 106,172 sq. ft. gross floor area (GFA) building to this C-3 property; the hotel would replace an existing surface parking lot. The land area subject to the proffered condition amendment (PCA) application is 8.9 acres in size and is currently developed with two office buildings, Tycon II with 138,300 sq. ft. GFA and Tycon III with 141,288 sq. ft. GFA. SE 2007-PR-014 has been filed on a 4.9 acre portion of the 8.9 acre PCA application property to allow the proposed hotel because approval of a special exception is required for a hotel in the C-3 District. The special exception also includes a request for approval of additional building height for the existing Tycon II office building, which was built at 91 feet in height; however, the height limitation in the C-3 District is 90 feet. With the addition of the hotel, the 8.9 acres subject to PCA C-597-04 would include a total gross floor area of 385,740 sq. ft. at an overall FAR of 1.0. Seventeen percent (17%) of the 8.9 acres would be open space, which consists of the existing open space around the two existing office buildings and their associated parking and open space around the proposed hotel.

A reduced copy of the proposed Generalized Development Plan/Special Exception Plat (GDP/SE Plat) is included in the front of this report. The applicant's draft proffers are included as Appendix 1. Proposed development conditions for SE 2007-PR-014 are in Appendix 2. The applicant's affidavits are in Appendix 3 and the applicant's statements regarding the application are included as Appendix 4. A special exception application is subject to the applicable standards contained in Article 9, Special Exceptions, including, in this instance, the General Standards in Sect. 9-006, the Standards for all Category 5 Uses in Sect. 9-503, the Additional Standards for Hotels, Motels contained in Sect. 9-512 and the standards for an increase in building height found in Sect. 9-612. The relevant Zoning Ordinance standards are found in Appendix 17.

LOCATION AND CHARACTER

The combined application property is located in the southeastern quadrant of the intersection of Boone Boulevard and Howard Avenue. It extends eastward along Boone Boulevard approximately 570 feet and along Howard Street for approximately 280 feet. One arm of the property extends southward to within eight (8) feet of the right-of-way for Old Courthouse Road. The combined application property is developed with two office buildings, which are served by surface parking lots. One large surface parking lot is located adjacent to the corner of Boone Boulevard and Howard Avenue; a second large parking lot, located to the east of Tycon II, is the proposed site for the future hotel.

SURROUNDING AREA DESCRIPTION			
Direction	Use	Zoning	Plan Map
North	Offices	C-4	Office
Northwest	Hotel (Hilton Garden Inn) ¹ Retail (former Hechinger's Site)	C-4 C-5 & C-8	Hotel Retail & Other
Southwest	Office (Tycon I)	C-3	Office
South	Townhouse Offices Eight foot Wide Strip that is part of Parcel A1 (Tycon I) ²	C-3 C-3	Office Open Space
East	Office	C-3	Office
Northeast	Offices Vehicle Sales and Service Establishment (Ford Dealer)	C-3 C-8	Office Retail & Other

¹. Approved by the Board of Supervisors on November 20, 2000 pursuant to PCA 84-P-125 and SE 00-P-026. The hotel has been constructed and is in operation.

². This eight (8) foot wide strip separates the application property from Old Courthouse Road. Therefore, the application property does not have frontage on Old Courthouse Road.

BACKGROUND

Site History

The adjacent office building to the southeast and known as Tycon I was constructed in 1975 pursuant to an approved site plan, number 1224. Tycon I is in other ownership and is not included in the pending applications. This site plan also included Tycon II, which was constructed in 1981 and is located within the application property for the PCA. The land subject to Site Plan 1224 was previously rezoned to the C-O District (the then equivalent of the C-3 District) without proffers, pursuant to rezoning C-176, approved on October 24, 1972. Subsequently, the application property for Site Plan 1224 was subdivided into current Tax Map Parcels 39-1 ((6)) A1 (Tycon I) and 39 -1 ((6)) B1 (Tycon II). The record plat for this subdivision includes the following note:

Notwithstanding the subdivision of the 8.05689 acres being lots 60 through 68, Freedom Hill Farm, the entire area of the subdivision will be considered as a single unit for the purpose of application of the Fairfax County Zoning Ordinance.

Staff requested information from the applicant that would demonstrate that the owners of Parcel A1 and Tycon I would not be harmed with the approval of the pending applications to ensure that Tycon I could meet the yard requirements in the C-3 District and that density associated with that parcel was not being utilized, in the event that the owners of Parcel A1 wished to redevelop that site. The applicant provided the following regarding floor area ratio (FAR), yards, open space and parking for Parcel A1 and Parcel A2 (see Appendix 5), which is presented below:

Compliance of Parcels A1 and B1 with Requirements of the C-3 District			
	Requirement	Par. A1 (Tycon I)	Par. B1 (Tycon II)
Building Height	90 feet	57 feet	108 feet ¹
Front Yard: Boone Blvd. Howard Avenue Old Courthouse Rd.	25° ABP ² ≥ 40 ft.	N/A 211 feet 59 feet	352 feet N/A N/A
Side Yard	No Requirement	30 feet	1.7 feet
Rear Yard	20° ABP ² ≥ 25 ft	25 feet	226 feet
Floor Area Ratio (FAR)	1.0	0.49	0.80
Parking	3.6 sp/1000 sq. ft.	Req. - 259 Prov. -278	Req. - 360 Prov. - 393
Open Space	15 percent	33.36 percent	15.7 percent ³

1. This building height includes the penthouse structure on top of Tycon II which covers in excess of 25 percent of the rooftop; this building was constructed under a previous Zoning Ordinance and is grandfathered. Tycon II is not within the application property for SE 2007-PR-014. Tycon III is the building that is the subject of the requested increase in height.
2. ABP – Angle of Bulk Plane. For a building that is 60 feet tall, the 25° ABP requirement establishes a 28 foot setback, which would be increased to 40 feet for Tycon I. For a building that is 110 feet tall, the 25° ABP requirement establishes a 51 foot setback.
3. This is the amount of open space within Parcel A1 only; the amount of open space within the application properties includes open space within Parcel 69A also.

This information demonstrates that Parcel A1 can stand on its own with regard to these Zoning Ordinance requirements. This information has been reviewed with the Zoning Administration Division, which concurs in this conclusion. It should be noted that both Parcels A1 and B1 are subject to cross access and parking easements.

On October 6, 1975, with the approval of RZ C-597, 4.94 acres of land along Boone Boulevard, consisting of land then identified as Parcels 39-1 ((6)) 69A, 71, 73, 75, 77 and 79 (a portion of the subdivision known as Freedom Hill Farm), was rezoned from the RE-1 District to the C-O District. (This application property is now identified as Parcel 69A and is part of the PCA application and constitutes the whole of the SE application property). A copy of the Locator Map for RZ C-597 is in Appendix 7; the proffers and a reduction of the proffered Generalized Development Plan (GDP) for RZ C-597 are on file with the Department of Planning and Zoning. The proffered GDP included a single eight-story office building with 112,000 sq. ft.

PCA C-597 was approved on March 26, 1979. This approval resulted in the relocation of the previously approved 8-story building, a change to the building shape, a redesign of the parking layout, an increase the gross floor area from 112,000 sq. ft. to 141,268 sq. ft. with a FAR of 0.66 and an increase in the building height from 87 feet to 90 feet. The accepted proffers and a reduction of the proffered Generalized Development Plan are included as Appendix 5. This building was constructed in 1979, and is known as Tycon III. Tycon III, as shown on the combined GDP/SE Plat submitted with the pending applications, contains 141,268 sq. ft. This building was built to 91 feet tall and is the building for which the increase in building height is requested.

Parcel B1 (the site of Tycon II) was included in PCA C-597-2, which increased the size of the land subject to proffers to the 8.89 acres. This approval also allowed the construction of an un-built third building. This proposed third building (107,115 sq. ft. GFA) was shown to be located in the parking area to the east of Tycon II. With this approval, the overall gross floor area increased to 386,683 sq. ft., resulting in an overall FAR of 1.00 within the 8.89 acres. The proffered GDP showed two optional uses for the building, either office space or a telecommunications facility. The pending hotel is proposed to be constructed in the general location of the un-built third building. The proffers for PCA C-597-2 also committed that a parking plan be approved to address the displacement of the parking spaces in the eastern portion of the site during construction of the new building. The Clerk to the Board's letter regarding the approval of PCA C-597-2, the accepted proffers and a reduction of the proffered Generalized Development Plan (GDP) are contained in Appendix 6.

On February 7, 2005, PCA C-597-3 was approved concurrently with SE 2004-PR-019, to allow a drive-in bank window to be added to Tycon II. The applications were filed on 2.45 acres within the overall 8.89 acre property subject to PCA C-597-2. Pursuant to the provisions of Sect. 9-015, the approval for the drive-in bank has not been established and a request for additional time to commence construction was not submitted; therefore, SE 2004-PR-019 has expired. Copies of the Clerk to the Board's letter regarding the approval of SE 2004-PR-019 and the proffers for PCA C-597-3 are contained in Appendix 8.

Building Height of Existing Buildings:

Tycon II, including the penthouse, is built to 107.5 feet tall based on the 1978 Zoning Ordinance. However, this building was constructed pursuant to the 1959 Zoning Ordinance which allowed penthouses to be excluded from the calculation of building height regardless of their size. Therefore, this building is grandfathered because it was constructed in accordance with a previous Zoning Ordinance. Tycon III, built in 1979, has been surveyed to be 91 feet tall; the approved site plan states that the building would be 87 feet. SE 2006-PR-014 includes a request for an increase in building height to legitimize this error in the construction of this building.

COMPREHENSIVE PLAN PROVISIONS

Plan Area:	Area II
Planning District:	Tysons Corner Urban Center
Land Unit/Sub-unit:	Land Unit F, Sub-unit F-2

The Comprehensive Plan provides the following guidance on the land use and the intensity/density for the property. On page 96 of the Land Unit Recommendations for the Tysons Corner Urban Center of the 2007 edition of the Area II Plan, under the heading, "Land Unit F," the Plan states:

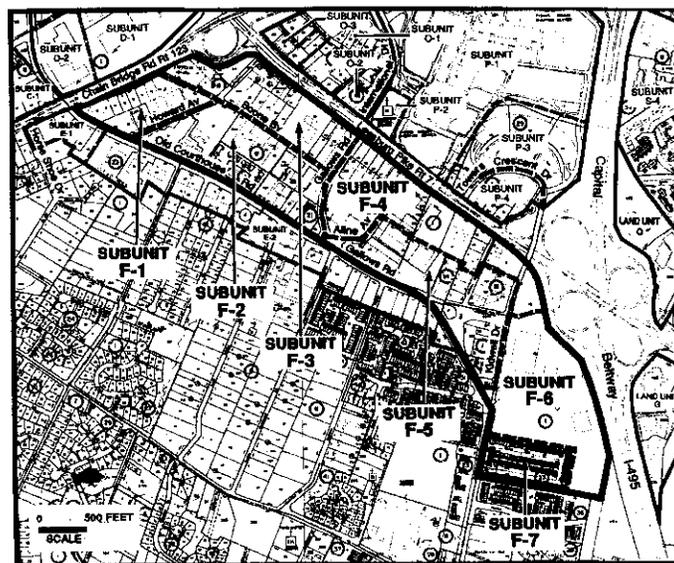
Land Unit F is comprised of about 148 acres. This land unit is bounded by Route 7 on the north, the Capital Beltway on the east, Old Courthouse Road on the

south and Route 123 on the west. Along Route 7, development includes a variety of strip retail uses, and large office buildings with retail uses. Away from Route 7, to the south, the area is predominantly developed with mid-rise office buildings which transition to the Old Courthouse Road Edge (Land Unit E).

Land Unit F is located in the East Route 7 non-core area, which is located south of the core. The vision for the area fronting on Route 7 is for gradual redevelopment of the strip retail to mid-rise and high-rise office buildings that should include support retail and service uses. Away from Route 7, the vision is for compatible infill with mid-rise office buildings with structured parking replacing existing surface parking lots.

The major circulation improvement for this land unit is a section of the new collector road to extend from Gosnell Road southward across Route 123 with a grade separation to connect with Boone Boulevard. Development should allow for the eventual construction of this roadway. If property or uses are to be expanded, developed or redeveloped along this road's alignment, right-of-way should be dedicated and construction of the collector road should be provided, as determined appropriate by the County. Right-of-way for the grade separated crossing should also be dedicated.

Guidance for evaluating development proposals for this land unit is contained in the Area-wide Recommendations, the Land Unit Recommendations and the Development Review Guidelines Sections of the Plan. Specific guidance for uses and intensities as envisioned in the Plan are provided in the sub-unit text below. Achieving planned intensity is predicated upon successfully incorporating these recommendations and guidelines into development proposals.



On Page 97 under the sub-heading "Sub-unit F-2, the Plan states:

Sub-unit F-2 is planned for and developed with office use with support retail and service uses, up to 1.0 FAR to create a transition between development along Route 7 and the Old Courthouse Road edge. Development proposals must provide a central walkway between Howard Avenue and Gallows Road, parallel to Boone Boulevard. This walkway should be connected by sidewalks to all the buildings on either side of it. Where security requirements of a specific site preclude connection to the central walkway, the property owner should provide an alternative pedestrian

system that meets the need of the user and still facilitates development of an integrated pedestrian system. Care should be taken to ensure that the pedestrian connection from the building to the central walkway is safe and pleasant, not requiring the pedestrian to walk in vehicle travel lanes or through a parking structure. In addition, mid-block pedestrian connections should provide access from the walkway to Boone Boulevard and Old Courthouse Road.

Height Limit: Up to 90 feet on the Boone Boulevard side and up to 60 feet on the Old Courthouse Road side (see Building Heights Map, Figure 10, and Building Height Guidelines).

The Comprehensive Plan Map shows this property to be planned for office.

ANALYSIS

Combined Generalized Development Plan/Special Exception Plat (Reduction at front of staff report)

Title of GDP/SE Plat:	Boone Boulevard Tycon II and III
Prepared By:	Urban, Ltd.
Original and Revision Dates:	February 26, 2007 as revised through March 10, 2008

GDP/SE Plat (Boone Boulevard Tycon II and Tycon III)	
Sheet #	Description of Sheet
1 of 10	Cover Sheet including Vicinity Map, Sheet Index, Notes and Stormwater & Outfall Narratives
2 of 10	Tabulations, Typical Section Along Boone Boulevard, Stormwater Information
3 of 10	Existing Conditions
4 of 10	Site Layout and SWM Checklist
5 of 10	Detail Plan of Hotel Area
5a of 10	Outfall Map
6 of 10	Open Space/Vehicular Access Plan
7 of 10	Landscape Plan
7a of 10	Existing Vegetation Map
8 of 10	Proposed Hotel Elevations

The following features are depicted on the proposed combined CDP/FDP:

- **Site Layout.** As noted above, the application property is developed with two office buildings, Tycon II and Tycon III, and the associated parking and open space. Tycon II is located in the western portion of the property, adjacent to the off-site office building known as Tycon I. A large surface

parking lot is located north of Tycon II and extends along Howard Avenue to Boone Boulevard to the north. Tycon III is located to the east of this parking lot with an entrance court and a small parking area between the main building entrance and Boone Boulevard. The easternmost portion of the property (Parcel 69A) is a surface parking lot.

The easternmost portion of the property is proposed to be redeveloped with the proposed 173-room hotel and associated parking garage. The proposed hotel will be located in the northeast corner of the site and within 22.5 feet of Boone Boulevard. The main entrance to the building will be on the western side of the building and will face a small plaza with a drop-off area at the entrance. A second small plaza on Boone Boulevard is shown near Boone Boulevard. While the entrance is not directly on Boone Boulevard, the two plazas and drop-off area serve to connect the building entrance to that road. The pedestrian pathways through the block also connect the two plazas, the entrance and Boone Boulevard. The hotel building is to be L-shaped with the longer arm of the "L" located along Boone Boulevard. An exterior swimming pool and outdoor plaza area are proposed within the area enclosed by the two arms of the L-shaped building; the pool will be accessed from an interior courtyard within the shorter arm of the L-shaped building. The 59-foot tall parking garage would be located in the southeastern corner of the application property and behind the proposed hotel building. The new parking garage will be adjacent to the existing parking garage on the property to the east. A enclosed walkway connects the parking garage and the proposed hotel building.

- *Vehicular access.* The combined application property can be accessed from Boone Boulevard and Howard Avenue. Access is also available from Old Courthouse Road via the access easements on the adjacent property, Parcel 1A. Vehicular access between the eastern and western halves of the property is via a single drive aisle connection between the large parking lot at the corner of Boone Boulevard and Howard Avenue and the entrance court in front of Tycon II. There is a second interparcel connection to Centennial Plaza One Office Condominium, which is located immediately south of the easternmost portion of the site. The proposed layout of the hotel and its associated parking drive retain these existing interparcel access points. The service area for the hotel is on the eastern end of the building; the service area is accessed directly from Boone Boulevard east of the proposed hotel building.
- *Pedestrian access.* Currently, pedestrian access is available along the sidewalks located along the abutting streets. However, pedestrian access from these sidewalks to the existing buildings is through the existing parking lots. The proposed redevelopment proposes to provide pedestrian sidewalks through the parking lots to the new hotel and to Tycon III. In addition, with the eastern portion of the site, these new pedestrian pathways across the site will encourage the development of a pedestrian network through the middle of the block in which the

application property is located. The following new pathways will be provided concurrent with the development of the proposed hotel:

- A new five-foot wide sidewalk from Boone Boulevard to the entrance of Tycon III;
- A five-foot wide asphalt pedestrian path along the southern boundary of the eastern portion of the application property (see comments below);
- A five-foot wide pedestrian path through the surface parking lot between Boone Boulevard and the new pedestrian path along the southern boundary;
- A five-foot wide sidewalk from Boone Boulevard to the entrance of the hotel that continues to the new parking garage and connects to the path along the southern boundary.

The future walkway along the southern boundary is proposed to be partially located on the adjacent property to the south, Centennial Plaza Office Condominium, Tax Map 30-1 ((20)). This routing is designed to save more trees than would a route within the application property. The draft proffers state that the applicant will seek easements to allow the off-site construction; however, if the easements are not available, then the trail will be constructed within the application property.

- Open Space. An existing open space area with pine trees is located behind the western end of the Tycon III building. This existing open space area is approximately 9,900 sq. ft. in size and is crossed by an existing sidewalk. There are several large pine trees within this open space area, which will be preserved. Other than this open space and the entrance court in front of Tycon III, the other existing open space within the application properties consists primarily of parking lot landscaping.

Additional open space will be created with the construction of the proposed hotel in the form of a wider landscaped strip along Boone Boulevard and two landscaped plaza located at the front of the proposed hotel. In addition, an exterior courtyard is shown within the two arms of the L-shaped building that is accessed from the hotel building. This courtyard is enclosed on all four sides by the building, the enclosed walkway to the garage and the service area for the hotel. The proposed swimming pool is shown within a portion of this courtyard.

Land Use Analysis (Appendix 10)

This property is located within Sub-unit F-2 of Land Unit F of the Tysons Corner Urban Center. The Plan text recommends that this land unit be developed with office and support uses at a FAR of 1.00. Building heights are recommended to be up to 90 feet along the Boone Boulevard portion of the Sub-unit and up to 60 feet along Old Courthouse Road. The existing buildings reflect this pattern.

Building Height: The pending special exception includes a request to increase building height to reflect the heights that Tycon III was built to; the height limit in the C-3 District is 90 feet. The existing Tycon III exceeds the recommended building height for this Sub-unit by one foot. The proposed hotel building will be limited to 90 feet in height. The approval of the request to legitimize the existing Tycon III building is consistent with the recommendations of the Plan.

Proposed Use: These applications propose to add a hotel to the application in lieu of the previously approved office building or data center building. The Alternative Use Guidelines for the Tysons Corner Urban Center states that hotels are an appropriate alternative use where office use is recommended in Tysons Corner. (The Alternative Use Guidelines are included in Appendix 10).

Intensity: With the addition of the proposed hotel, the FAR within the application property will be 1.0, which is consistent with the recommendations of the Plan.

Pedestrian Circulation: The Comprehensive Plan recommends a central walkway internal to this block, between Howard Avenue and Gallows Road, with walkways connected by sidewalks to all buildings on either side of it. The Plan also recommends that a similar connection be provided from north to south, i.e. between Boone Boulevard and Old Courthouse Road. The GDP/SE Plat includes an east to west central walkway along the southern boundary of the site which would provide a link between the existing office buildings. In the initial submissions the GDP/SE Plat proposed to route the north to south walkway along the western side of the proposed parking structure and hotel. The later submissions, of the GDP/SE Plat revised this pathway to be a straight connection from Boone Boulevard to the proposed pathway along the southern boundary. This route is a direct connection that provides a visual link between Boone Boulevard and the pathway along the southern boundary.

Streetscape and Landscaping: The Comprehensive Plan guidelines for the streetscape in a non-core area recommend a minimum four-foot wide sidewalk and six-foot wide planting strip next to the Boone Boulevard with major shade trees planted 40 to 50 feet apart. It also recognizes that modifications may be required given existing circumstances, including, but not limited to utilities. The applicant proposes to reconstruct the existing four-foot sidewalk as a five-foot wide sidewalk and seven-foot wide planting strip between the sidewalk and the curb. The major shade trees are to be planted in a proposed 13.5-foot wide planting strip next to the building due to existing underground utilities next to the street. Given these existing circumstances, staff has concluded that the proposed landscaping meets the recommendations for the non-core portions of the Tysons Corner Urban Center.

The entrance to the hotel as depicted in earlier submissions had limited open space and did not have a relationship with Boone Boulevard. The revised layout was enhanced by creating additional open space in the form of a small plaza area with trees and seating. A landscaped island in front of the entrance to the hotel also complements the plaza, creating a sense of place. The parking islands in the parking area to the west of Tycon II should be enhanced with

additional landscaping, including groundcover and trees. With this exception, this issue is resolved.

Safety: The proposed parking structure is located along the eastern boundary of the property with another parking structure mirroring it on the adjacent property. The current design creates approximately nine feet of empty space between the garages, which creates a potential safety hazard because this area will not be visible from the buildings or have pedestrian traffic in the area. To address this issue, the draft proffers include a commitment to light the area between the two parking garages, which adequately addresses this issue.

Environment (Appendix 6)

Water Quality Protection: The subject property is located in the Difficult Run Watershed. The impervious area on the site will increase by 0.77 percent with the proposed development. The applicant is proposing an underground stormwater management (SWM) facility to reduce peak flow by 15 percent and to reduce the two- and ten-year stormwater events by 15 percent within the 4.9 acre SE application property. A possible location is identified on the GDP/SE Plat. A possible best management practice (BMP) facility is shown on the development plan which is calculated to meet the 10 percent phosphorus removal requirement. The draft proffers include a commitment to include a cistern for the storage of rainwater for irrigation. The adequacy of the proposed water quality measures is subject to review by the Department of Public Works and Environmental Services (DPWES) at the time of site plan approval.

Vegetation: The applicant proposes to improve the existing landscaping by providing additional vegetation along the Boone Boulevard streetscape and some additional trees in parking islands internal to the site. It is recommended that several parking islands located to the west of Tycon III and the parking area located directly to the south of Tycon II be planted with additional landscaping.

Green Building Policy: The recent Policy Plan Amendment regarding green building was adopted after these cases were accepted. In lieu of a commitment to meet LEED standards for new construction, the draft proffers include the following commitments:

- Inclusion of a LEED accredited professional on the design team;
- Provide guests with the option to have linens, towels and other bedding laundered upon request;
- Provide space for collection of recyclables within the hotel;
- Prohibit smoking in the hotel and locate outdoor smoking areas away from entries and operable windows;
- Utilize Energy Star or equivalent appliances in hotel rooms;
- Provide erosion and sediment controls during construction;
- Preferential parking for fuel efficient, low emitting vehicles or carpools;
- Provide bicycle racks at the hotel;
- Utilize a highly reflective roof material;
- Specify non-ozone depleting refrigerants in cooling system;

- Install lighting that complies with ASHRAE/IESNA standards and the Zoning Ordinance to reduce nighttime pollution; and
- Use low emitting materials for paints, sealants, carpeting and specify formaldehyde free composite board.

Transportation (Appendix 8)

Tysons Road Fund: The draft proffers include a commitment to provide a contribution to the Tysons Road Fund for the proposed new hotel in the amount currently specified for that fund and with the recommended text with regard to escalation and time of payment.

Boone Boulevard: The Transportation Plan currently recommends that Boone Boulevard be extended across Chain Bridge Road (Rt. 123) in its present two-lane configuration. The ongoing review of the Tysons Corner Urban Center Comprehensive Plan identifies this connection as a future collector route for the Tysons Corner Urban Center that will be used for mass transit. A specific recommendation for right-of-way, however, in such a circumstance has not been made and included in the Plan text. Staff and the applicant's team have identified a probable right-of-way width of 29 feet from centerline as one that would likely accommodate this probable, but un-adopted, change in function of Boone Boulevard. This half section provides a 12-foot wide through lane and a fifteen-foot wide shared use lane to accommodate transit vehicles, automobiles and bicycles, while providing flexibility to accommodate other types of transit should a fixed guide way or other type of circulator be implemented in the Tysons Corner Urban Center. This change in right-of-way would still accommodate the six-foot wide landscaping strip that is currently recommended in non-core areas of Tysons Corner Center. As such, the building has been designed to accommodate that right-of-way and the draft proffers include a reservation of the right-of-way for future dedication. (The resulting reduction in the front yard is addressed below as part of the discussion of the requested modification in the front yard for the hotel). However, the draft proffers also include a clause that limits the term of the reservation to 15 years from the date of approval of the application. Staff has concluded that this limitation is unacceptable and would have the effect of unreasonably limiting the ability of the County to reconfigure Boone Boulevard as a collector roadway and a transit corridor.

Interparcel Access: As noted above, there are existing easements for interparcel access between Parcels A1 (Tycon I) and B1 (Tycon II) and an existing interparcel connection to the south, Centennial Plaza Office Condominiums on Tax Map Parcel 39-1 ((20)). The construction of the hotel will not affect the interparcel connection to the south. The draft proffers also provide for flexibility to shift the location of the interparcel connection to the south along the property line to accommodate future redevelopment of either site.

Mid-block Pedestrian Connections: This issue is addressed under Pedestrian Circulation in the Land Use Analysis section above.

Bus Shelter: In anticipation of future bus or other mass transit service along Boone Boulevard when it is extended over Chain Bridge Road, the draft proffers include a commitment to install a new bus shelter or escrow the funding for the future shelter, at the option of the County.

ZONING ORDINANCE PROVISIONS (Appendix 17)

Bulk Standards for 8.88 acre PCA Property (C-3)		
Standard	Required	Provided
Lot Size	20,000 sq. ft.	215,541 sq. ft.
Lot Width	100 feet	620 feet
Building Height	90 feet	Tycon II - 107 feet ¹ Tycon III - 91 feet ² Hotel - 90 feet
Front Yard	25° ABP ⁴ ≥ 40 feet	Tycon II - 344 ft. to Boone Blvd. Tycon III - 142 ft. to Boone Blvd. Hotel - 25 ft. to Boone Blvd. ³
Side Yard	No Requirement	N/A
Rear Yard	20° ABP ⁴ ≥ 25 feet	Tycon II - 266ft. Tycon III - 132 ft. Hotel - 22.5 ft. ⁵
Floor Area Ratio (FAR)	1.0	1.0
Open Space	15 percent	PCA - 16.4% (63,500 sq.ft.) SE - 17% (36,642 sq. ft.)
Parking Spaces	Office - 728 spaces Hotel - 187 spaces Total - 915 spaces	874 spaces ⁶
Loading Spaces	7 spaces total	7 spaces

¹. The building height for Tycon II includes the penthouse structure on top of the building which covers in excess of 25 percent of the rooftop; this building was constructed under a previous Zoning Ordinance and is grandfathered.

². Tycon III was constructed in 1981 to a height of 91 feet (the approved site plan showed 87 feet), the special exception includes a request for an increase in building height to legitimize this minor error.

³. The applications include a request to allow a front yard setback of 25 feet pursuant to the provisions of Sect. 2-418, which permits such modifications in an area where there are adopted Urban Design Standards.

⁴. ABP - Angle of Bulk Plane. For a 90 foot tall building a 25°ABP establishes a setback of 42 feet ; for a 20° ABP, a setback of 33 feet is required. The 59 foot tall parking garage requires a 25 foot setback to the rear property line.

⁵. Upon dedication of the area reserved for future dedication to accommodate the possible designation of Boone Boulevard as a wider road would reduce the front yard setback to 11 feet.

⁶. The applicant has filed a request for a 13.5 percent parking reduction, 76 spaces. See discussion under parking below.

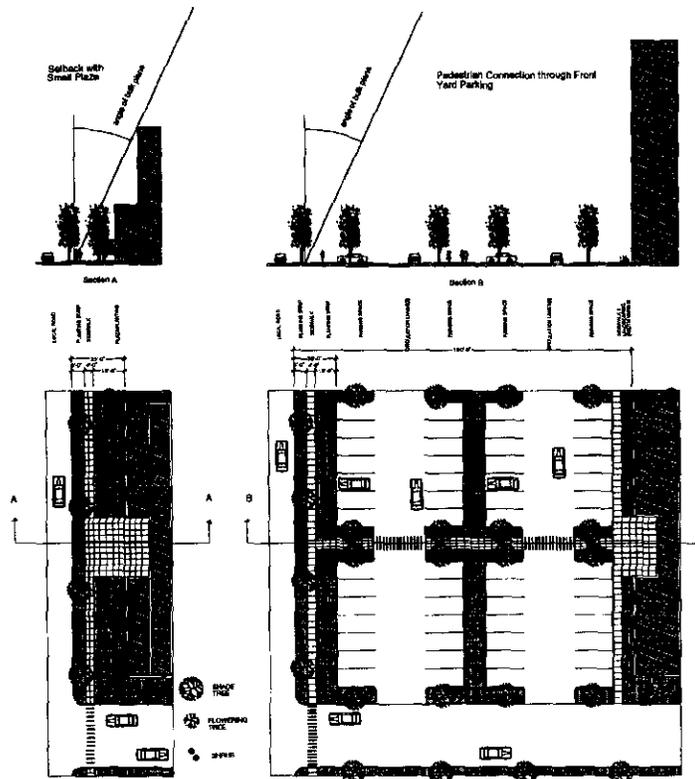
Waivers/Modifications

Modification: Front Yard

Basis: Sect. 2-418

Sect. 2-418 allows a reduction in the minimum yard requirements in locations where design standards have been adopted. This property is within the Tysons Corner Urban Center and the adopted Plan text includes design standards, including a streetscape design. As illustrated below, the standards include a recommendation that the buildings be located near the sidewalk.

FIGURE 15: Illustrations of Non-Core Area Concept
(NOTE: Dimensions will vary based on site specific conditions)



The street sections included on Sheet 2 of the GDP/SE Plat demonstrate that the proposed setback of 22.5 feet for the proposed hotel from Boone Boulevard will conform with the recommendations of the Comprehensive Plan for streetscapes in the Tysons Corner Urban Center with the current configuration of Boone Boulevard. After the area reserved for future widening of Boone Boulevard is dedicated, the resulting setback would be 11 feet.

Parking

Pursuant to 3881-PKS-001-1, the applicant has requested a parking reduction of 13.5 percent for the application property, reducing the overall parking requirement by 76 spaces. (The applicant's submission is contained in

Appendix 6). This request has been reviewed by DPWES and the Fairfax County Department of Transportation, who are recommending approval (see Appendix 16). Action on the requested parking reduction is intended to be scheduled for administrative action by the Board of Supervisors on the same day as the pending zoning cases, once the zoning cases are scheduled.

Special Exception Standards (Appendix 17)

- Additional Standards for Hotels, Motels (Sect. 9-512)
- Category 5 Standards (Sect. 9-503)
- Provisions for Approving an Increase in Building Heights (Sect. 9-607)
- Special Exception General Standards (Sect. 9-006)

With regard to Sect. 9-512, Additional Standards for Hotels, Motels, the only additional standard addresses hotels and motels within I-Districts only and is not applicable to this application which is zoned C-3.

With regard to Sect. 9-503, Standards for All Category 5 Uses:

- Par. 1 addresses conformance with the bulk standards in the underlying zoning district. As demonstrated above and with the approval of the requested modifications to the front yard setback, the standards have been satisfied.
- Par. 2 addresses the performance standards contained in Article 14 of the Zoning Ordinance. The draft proffers include a commitment to meet the outdoor lighting standards contained in Part 9, Outdoor Lighting. The other applicable standards will have to be met during construction and operation of the hotel and offices within the application property.
- Par. 3 states that approval of a site plan shall be required prior to establishment of the hotel use. This requirement is included in the proposed development conditions (see Condition Number 3).

With regard to the provisions of Sect. 9-607 addressing the approval of an increase in height, the existing office building (Tycon III) is constructed one foot higher than the maximum required height in the C-3 District. The recommended heights in this sub-unit of the Tysons Corner Urban Center are also 90 feet.

- Staff has concluded that approval of this minor increase in building height to legitimize an existing building is in harmony with the recommendations of the Comprehensive Plan (Par. 1);
- Staff has concluded that the requested increase in height is not detrimental to the character and development of adjacent lands (Par. 2) since the difference in height is only one foot;
- As demonstrated by the bulk requirements chart above, Tycon III meets the other applicable bulk requirements in the C-3 District (Par. 3); and

- Par. 4, which addresses the Sully Historic District, is not applicable in this instance.

With regard to the provisions of Sect. 9-006, General Standards, which are applicable to all special exception uses:

- This property is located in Sub-unit F-2 of the Tysons Corner Urban Center and is recommended for office use. The alternative use guidelines for Tysons Corner include hotel as one of the uses appropriate in areas designated for office use. As discussed under Land Use Analysis above, staff has concluded that this development proposal is consistent with the recommendations of the Comprehensive Plan, thereby satisfying the requirement of Par. 1 to be in harmony with the adopted Comprehensive Plan.
- This proposal to add a hotel to this site is in harmony with the purpose and intent of the C-3 District, which is to provide sites for office development, as required by Par. 2.
- Staff has concluded that the proposed hotel and parking structure will not affect the relationship of the development with the adjacent properties, thereby satisfying Par. 3.
- As discussed under Transportation Analysis, the GDP/SE Plat and the proffers include commitments for interparcel connections and additional pedestrian pathways that connect the existing buildings to the sidewalks along Boone Boulevard and provide major links within the planned internal pedestrian network. Therefore, staff has concluded that the vehicular and pedestrian traffic associated with this use will not be hazardous nor conflict with neighborhood traffic, as required by the provisions of Par. 4.
- This development proposal is not required to provide transitional screening and barriers around the property. The other landscaping requirements of Article 13, tree cover and parking lot landscaping are satisfied. While staff has concluded that Par. 5 has been satisfied, staff continues to recommend that additional landscaping be provided in the existing parking lot at the intersection of Boone Boulevard and Howard Avenue.
- As noted in the Zoning Ordinance Provisions chart, the amount of open space is in excess of the amount required in the C-3 District, satisfying the requirements of Par. 6.
- Par. 7 addresses utilities and parking at the site. The draft proffers and the GDP/SE Plat include additional stormwater management and best management practices facilities for water improvement that exceed minimum PFM requirements for this site, which is largely undetained and untreated at this time. This site is connected to utilities and as discussed above, the parking requirements are satisfied, with the approval of the pending parking reduction application. Given these improvements and commitments, staff has concluded that this standard is satisfied.

- Par. 8 addresses signage. The GDP/SE Plat addressed signage by including an existing sign table on Sheet 3, entitled existing conditions. It should be noted that all signage on the site would be required to conform to the provisions of Article 12, Signs.

Overlay District Requirements

Portions of this property are within the Highway Corridor Overlay District (HC), which is not applicable to the existing or proposed uses on this site. As noted above, the previous special exception approval to allow a drive-in financial institution (formerly known as a drive-in bank) has expired. All signs within the portion of the site located within the Sign Control Overlay District will have to conform with the applicable requirements of Article 12, Signs.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

Staff has concluded the pending applications that propose to add a hotel to the application property, which is developed with two office building, are in conformance with the recommendations of the Comprehensive Plan. Staff has also concluded that approval of a modification of the front yard requirements in accordance with Sect. 2-418 to allow the proposed hotel to be set back from Boone Boulevard as shown on the proffered GDP/SE Plat is in conformance with the design standards for non-core areas of the Tysons Corner Urban Center. Staff has also concluded that the standards applicable to a special exception requesting approval to allow a hotel in the C-3 District have been met. Finally, staff also recommends that the request to legitimize the height of the existing office building, Tycon II be approved.

The following changes are recommended to improve the overall quality of this project:

- Additional landscaping in the easternmost parking lot; and
- Elimination of the time limitation for the reservation of right-of-way along Boone Boulevard that would accommodate the future widening of this roadway when a bridge is constructed over Chain Bridge Road.

Recommendation

Staff recommends approval of PCA C-597-4 subject to the execution of the draft proffers contained in Appendix 1.

Staff further recommends that SE 2007-PR-019 be approved subject to the development conditions contained in Appendix 2.

Staff further recommends that the requested modification of the front yard requirement along Boone Boulevard in accordance with Sect. 2-418 of the Zoning Ordinance, which allows such modifications in an area with adopted urban design standards to permit the proposed hotel to be located 25 feet from Boone Boulevard based on the current right-of-way and 11 feet from the edge of the reserved area should that land be dedicated to allow the widening of Boone Boulevard in the future.

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

The approval of this 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.

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

APPENDICES

1. Draft Proffer Statement for PCA C-597-4
2. Proposed Development Conditions for SE 2007-PR-014
3. Affidavit
4. Applicant's Statements
5. Parking Reduction Submissions
6. Letter from Applicant regarding Relationship of Application Property to Parcel 1A (Tycon I)
7. Locator Map for RZ C-597
8. Clerk to the Board's letter, Accepted Proffers, Reduction of Proffered GDP for PCA C-597-2
9. Clerk to the Board's Letter regarding the approval of SE 2005-PR-019 (expired), Accepted Proffers for PCA C-597-3 and a reduction of the combined GDP/SE Plat showing the proposed Drive-in Window
10. Land Use and Environmental Analysis
11. Transportation Analysis
12. Urban Forestry Division Comments
13. Sanitary Sewer Analysis
14. Fire and Rescue Analysis
15. Water Service Analysis
16. Comments of the Department of Transportation regard the Parking Reduction
17. Selected Excerpts from the Zoning Ordinance
18. Glossary of Terms

PROFFER STATEMENT**JBG/TYCON 2, L.L.C. AND JBG/TYCON 3, L.L.C.
PCA C-597-04****May 2, 2008**

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and applicant, for themselves and their successors and/or assigns (hereinafter collectively referred to as the "Applicant"), in this Proffer Condition Amendment ("PCA"), General Development Plan ("GDP") proffers that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map 39-1 ((6)) Parcel B1 (Tycon II) and 39-1 ((6)) Parcel 69A (Tycon III and the new hotel) (collectively, the "Property") shall be in accordance with the following conditions if, and only if, Proffer Condition Amendment application PCA C-597-04, and Special Exception application SE 2007-PR-014 (collectively, the "Application") are granted. Special Exception application SE 2007-PR-014 will apply only to 39-1 ((6)) Parcel 69A. If approved, these proffers ("Proffers") supersede all previous proffers applicable to the Property. In the event that this Application is denied, these Proffers shall be immediately null and void and of no further force or effect.

GENERAL

1. **Proffered Condition Amendment/Special Exception.** The Property shall be developed in substantial conformance with the plat entitled "PCA/GDP/SE Boone Boulevard Tycon II and Tycon III" dated February 26, 2007, revised through September 4, 2007, December 12, 2007, and further revised through March 10, 2008, prepared by Urban Engineering consisting of eight (8) sheets (the "Plan").
2. **Minor Modifications.** Pursuant to the provisions of Sect. 18-205 (5), minor modifications to the Plan that are in substantial conformance with the Plan may be permitted when necessitated by sound engineering or that may become necessary as part of final site plan or engineering. Building footprints may be decreased so long as the development otherwise is in substantial conformance with these Proffers and the Plan.
3. **Proposed Development.** The new development proposed with this Application shall include an extended-stay hotel consisting of up to a maximum of 107,115 square feet (the "Hotel"), and associated facilities (collectively, the "Hotel Development"). The Property is currently occupied by two commercial office buildings. Tycon II consists of approximately 138,300 GFA. Tycon III consists of approximately 141,268 GFA.
4. **Architectural Plans and Renderings.** Prior to Building Permit issuance, the Applicant shall provide copies of the architectural plans and renderings, including details of building materials and the proposed landscaping plan to the Providence District Supervisor and Planning Commissioner for review and comment. The applicant shall provide the Department of Planning and Zoning with confirmation that the architectural plans were provided to that office and that there was sufficient time to comment (a minimum of three weeks).

5. Parking. Parking for the new hotel and Tycon III office uses shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance, as determined by the Department of Public Works & Environmental Services (“DPWES”) subject to approval from the Board of Supervisors for a parking reduction of 13.5% (or 75 spaces) from the Fairfax County Zoning Ordinance requirements. In the event a parking reduction is not granted by the Board of Supervisors then the Applicant shall provide the minimum number of spaces required by the Ordinance for the new hotel and Tycon III office uses.

6. Parking During Construction. As part of any site plan for the Property, the Applicant shall demonstrate how it will provide the required parking for the existing building during construction. Interim parking may be provided on-site or on property located across Boone Boulevard from the Property and owned by the Applicant and may include the use of parking attendants or valet parking.

TRANSPORTATION

7. Bus Stop Pad. Subject to the approval of Fairfax County Department of Transportation (“FCDOT”) and, as applicable, Virginia Department of Transportation (“VDOT”), the Applicant shall install a bus stop pad (excluding any bus pull out) on or near the Property (the “Bus Pad”), in a location to be determined and mutually agreed upon by the Applicant and FCDOT as part of site plan approval for the Hotel Development. The design and materials of the Bus Pad shall be of similar size and quality to those of a typical bus pad installed elsewhere in Fairfax County, as determined by FCDOT. Should the Bus Pad be constructed on the frontage of the site, the Applicant shall provide all easements and right-of-way necessary for construction and maintenance of the pad and future shelter to be constructed by others. A determination of these limits shall be coordinated with and approved by FCDOT prior to site plan approval for the subject development. The Bus Pad shall be installed prior to the issuance of the Non-RUP for the Hotel Development; provided, however, that, if an agreement cannot be reached as to the location of the Bus Pad, then, in lieu of constructing the Bus Pad, the Applicant shall provide a contribution of Fifteen Thousand and No/Dollars (\$15,000.00) to the Tysons Transportation Fund.

8. Bicycle Racks. The Applicant shall install at least two (2) bicycle racks for the Development in the hotel parking garage. The Applicant shall maintain the existing bicycle rack near the Tycon III building and shall install one (1) additional bicycle rack to serve the Tycon II building (collectively, the “Bike Racks”). Each Bike Rack shall hold ten (10) bicycles and be installed prior to the issuance of the Non-RUP for the Hotel Development. The locations of the bicycle racks shall be in substantial conformance with the locations shown on the Generalized Development Plan (GDP).

9. Tysons Transportation Fund. At the time of issuance of the Non-RUP for the Hotel Development, the Applicant shall contribute Three and 74/100 Dollars (\$3.74) per square foot of total gross floor area of the square footage of the Hotel Development (excluding cellar space). The contribution amount proffered in this paragraph shall be utilized as determined by the Board of Supervisors for road improvements within the Tysons area as defined in the Tysons Corner Urban Center Plan. The contribution amount shall be adjusted by changes to the Construction

Cost Index from the Engineering News Record from the date of the Board of Supervisors' approval of this Application to the date of issuance of the Non-RUP for the Hotel Development.

TRANSPORTATION DEMAND MANAGEMENT

10. 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 Hotel Development to encourage the use of transit (Metrorail and bus), other high-occupancy vehicle commuting modes, walking and biking all in order to reduce automobile trips generated by the Property. The Applicant, and subsequently the Hotel Development, will include Tycon II and Tycon III in its marketing and surveys. However, neither the existing Tycon II nor III office buildings will be subject to those penalty and monitoring provisions set forth below.

A. Program Manager. Prior to the issuance of the Non-RUP for the Hotel Development, the Applicant shall designate an individual to act as the Program Manager ("PM") for the Hotel and two existing office buildings, whose responsibility will be to implement the TDM strategies. The duties of the PM may be part of other duties assigned to the individual(s). The Applicant shall participate in available Tysons area wide TDM Programs, activities and transportation improvement endeavors provided by Fairfax County and the various stakeholders in Tysons, such as the Tysons Transportation Association (TYTRAN).

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, but not be limited to, provisions for the following with respect to the Property:

- i. Information Dissemination. The PM shall make Metro maps, schedules and forms, ridesharing and other relevant transit option information available to office tenants, hotel employees and guests in a common area; such as the central lobby, community room, building management office and/or hotel management office. The PM shall also make multi-modal transportation information available as part of in-room service guides or hotel information through the closed-circuit television system to its hotel guests.
- ii. Ride Matching. The PM shall coordinate and assist with vanpool and carpool formation programs, ride matching services and established guaranteed ride home programs.
- iii. Teleworking. Encourage office tenants and hotel guests to telework through the utilization of high capacity data/network connections available through their employers.

- iv. Meeting Space. The Applicant shall provide a minimum 400 s.f. meeting space for its hotel guests to meet with business associates on site. Such meeting space may include computers, modems and secure wireless connections for use by hotel patrons and their guests.
- v. Car Sharing Information. The PM shall make information available regarding the use of car sharing program(s) to tenants, hotel employees and guests (such as ZipCar).
- vi. Website. The PM shall work with the hotel management to develop and maintain a TDM project website that will be a part of the overall website for the hotel that includes 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.
- vii. Preferential Parking. Applicant shall provide preferential office and hotel parking for car/van pools in all parking facilities within the Property.
- viii. Shuttle Service. Applicant shall either provide or coordinate through other services the opportunity for both hotel guests and employees to utilize daily shuttle services to Reagan National and/or Dulles International Airport and the future Metrorail stations located in Tysons, particularly during the A.M. and P.M. peak.
- ix. Coordination. The PM shall work with FCDOT, and any other transportation management entities established in the local area of the development, to promote alternatives to single-occupant automobile commute trips.

C. FCDOT Response. If FCDOT has not responded with any comments to the PM within ninety (90) days of receipt of the TDM Plan, the TDM Plan shall be deemed to be approved and the Applicant, through the PM, shall implement the TDM Plan.

D. Shuttle Bus/Bus Circulator System. In order to provide initial support for the development of a comprehensive Tysons shuttle or circulator system, the Applicant shall contribute Five Thousand and No/Dollars (\$5,000.00) per year for ten (10) years to Fairfax County, for a total of Fifty Thousand and No/Dollars (\$50,000.00) to the creation and maintenance of a consolidated van, shuttle or circulator system in the Tysons area. The first contribution of Five Thousand and No/Dollars (\$5,000) will become due upon the issuance of the Non-RUP for the Hotel and annually thereafter. If and when a business improvement district, tax increment finance, community development program or other such business improvement program is implemented in the Tysons area, the Applicant shall have no additional obligation to pay for such van, shuttle bus or circulator system.

E. Vehicle Trip Objectives. The goal of the TDM Plan shall be to reduce the number of vehicle trips generated by the Hotel Development employees and guests by fifteen percent (15%) during the PM peak hour of the adjacent street as projected by using methods based on

ITE, 7th edition, Trip Generation rates and/or equations (the “ITE Trip Generation Rate”) for Land Use Code 310 (Hotel) and a hotel of 173 rooms. If the Applicant constructs less than 173 rooms, then the baseline trip generation numbers shall be calculated as if 173 rooms were constructed.

F. Annual Surveys & Coordination with FCDOT. Following approval of the Non-RUP for the Property, the PM shall conduct an annual survey (the “Annual Survey”) 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 insure that the vehicle trips are within the Vehicle Trip Objectives targeted goal for the Hotel Development. 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 the traffic counts 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 on the Property;
- iii. The results of the any traffic counts and surveys taken during the survey period;
- iv. The number of hotel employees and office tenants 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 office buildings on the Property at the time the survey was conducted and levels of occupancy.

G. Traffic Counts. The applicant shall conduct peak hour traffic counts at the entrances/exits to the Property in conjunction with the annual surveys outlined above on a typical weekday. Such counts shall be conducted between the hours of 6:00 and 9:00 AM and 4:00 and 7:00 PM. The results of the counts shall be compared to the ITE estimates outlined above in order to determine if the 15% goal associated with the Hotel Development has been met.

- i. Counts shall be conducted in such a manner that only trips generated by the Hotel Development are accounted for. Counts shall be conducted over a two-day period at a time of year that reflects typical conditions, not

during holiday weeks or when Fairfax County Public Schools are not in session. At least 30 days prior to conducting the counts, the Applicant shall convene a meeting with FCDOT to finalize the method of count collection.

- ii. The average number of PM peak hour counts shall be computed over the two-day period.

H. Reporting. Annual surveys and the traffic counts 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. The results of the annual surveys and the traffic counts shall be submitted to FCDOT in the form of a written report within sixty (60) days of completion until such time as either the reports and surveys are terminated in accordance with the proffer.

I. Applicant's Contribution. The Applicant shall contribute (through the PM) Five Thousand and No/100 Dollars (\$5,000.00) for the Hotel Development (with said \$5,000.00 contribution to be made upon the issuance of the Non-RUP for the Hotel) in SmarTrip cards. The Applicant shall contribute (through the PM) Twenty-Five Hundred and No/100 Dollars (\$2,500.00) for each of the two existing office buildings at the time of site plan approval for the Hotel Development. Each card shall be for a minimum of \$5.00 for use and distribution to the employees to encourage the use of Metrorail or bus.

J. Penalty for Non-Attainment. Each year that the Applicant conducts its Annual Survey (as required by these proffers) and does not meet its 15% reduction objective (as reflected in Proffer 10(E)), the Applicant shall contribute a maximum of Four Thousand and No/100 Dollars (\$4,000.00) either to its SmarTrip Card Program or an alternative program deemed appropriate in consultation with FCDOT. Each such card shall be for a minimum of \$5.00 for use and distribution to the employees of the office buildings and/or the Hotel Development subject to this PCA and used to encourage the use of Metrorail and bus.

INTERPARCEL ACCESS

11. Interparcel Access Along Southern Property Line. The Applicant shall communicate and coordinate with the owners of the Centennial Plaza One development to either maintain the existing interparcel access or to create a new vehicular and pedestrian connection to the Centennial Property if that property redevelops in the future.

12. Boone Boulevard.

- A. Reservation Area. The Applicant shall reserve land for the future potential widening of Boone Boulevard to a four lane section as shown on Sheet 5 of the Plan (the

“Reservation Area”). The Applicant shall dedicate all or part of the Reservation Area to the Commonwealth of Virginia, Fairfax County and/or their designees in fee simple at such time as a contract to commence construction has been fully funded for the widening of Boone Boulevard from Howard Avenue to Route 123.

- B. Dedication Timeline. In the event that the widening of Boone Boulevard does not proceed within fifteen (15) years from the approval of this Application and the Reservation Area is not used for the widening of Boone Boulevard, the Reservation Area shall revert back to the Applicant.
- C. Advance Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance, for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the Public Facilities Manual (“PFM”), at the time of site plan approval for the Property.

GREEN BUILDING PRACTICES

13. The Applicant shall utilize green building practices for the Hotel, including but not limited to the following:

- a. The Hotel shall be designed by a design firm with at least one LEED (or equivalent program) accredited professional on the team;
- b. The Hotel shall provide patrons an option to have their towels, bedding and other linens laundered at their request;
- c. Allocate space for storage of recyclables, including but not limited to, fluorescent light bulbs, paper, cardboard, aluminum and glass, and provide for collection of recyclables within the Hotel;
- d. Prohibit smoking in the public areas of the new Hotel and provide designated smoking areas away from entries and operable windows;
- e. The Hotel shall be designed to use insulated glass in base building applications;
- f. Utilization of Energy Star (or equivalent) appliances in the Hotel rooms;
- g. Construction Activity Pollution Prevention – the Hotel site will incorporate Erosion and Sediment Control measures;
- h. Provide a bus stop pad along Boone Boulevard (Please see Proffer #7);
- i. Provide preferential parking for fuel efficient or low emitting vehicles or carpools;
- j. Provide bicycle racks at the Hotel (Please see Proffer #8);

- k. Meet goal for heat island effect and energy conservation thru the use of a highly reflective roof material;
- l. All privately-installed site lighting to meet American Society of Heating and Refrigeration and Air Conditioning Engineers (ASHRAE/IESNA Standard 90.1-2004) standards to reduce nighttime pollution, avoid spillage offsite, and maintain minimum and maximum recommended levels; and Article 14, Section 9 of the Fairfax County Zoning Ordinance adopted as of March 3, 2008;
- m. Specify non ozone-depleting refrigerants in cooling system; and
- n. Use low emitting materials for paints, sealants, carpeting, and specify formaldehyde free composite board.

ARCHITECTURAL DESIGN AND SITE AMENITIES

14. Building Design and Elevations. The general design of the Hotel shall be in general conformance with Sheet 8 of the Plan (the "Conceptual Elevation").

15. Pedestrian Connection Through the Development. The Applicant shall construct a pedestrian connection five (5) feet in width through the Development from Boone Boulevard to the property line as more particularly shown on Sheet 7 of the Plan (the "Pedestrian Connection"). The Pedestrian Connection shall provide pedestrians with directions to the location of this walkway. The Pedestrian Connection shall be completed and available for use prior to the issuance of the Non-RUP for the Hotel Development.

16. Pedestrian Walkway Through the Proposed Development. In order to help foster a connection from Howard Avenue to Gallows Road, the Applicant shall provide a central walkway five (5) feet in width parallel to Boone Boulevard on its site. The Applicant has designed the walkway to minimize tree disturbance which will require that portions of the walkway be located offsite, on the Centennial Plaza One site (Fairfax County Tax Map #39-1 ((20))-1). Should the Applicant not be given permission to construct and maintain the walkway (at no cost to the Applicant), the Applicant shall construct the walkway on its property alone. The walkway shall be completed and available for use prior to the issuance of the Non-RUP for the Hotel Development.

17. Passive Amenities – Plaza Area. The Applicant shall construct a public plaza (the "Plaza") along Boone Boulevard and the entrance to the hotel. The Plaza shall include landscaping, hardscape areas (such as concrete walkways with brick pavers, stonework, etc.), benches, seating areas and similar passive recreation amenities. The Plaza shall be functionally complete (benches, landscaping and lighting installed) and open for use (subject to minor adjustments) prior to the issuance of the Non-RUP for the Hotel Development.

18. Lighting. Parking lot or exterior 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 Article 14 of the Zoning Ordinance. Building mounted security lighting shall utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible.

19. Security Lighting. The Applicant shall install exterior lighting on the entire east side of the Applicant's proposed garage to be located next to the off-site existing parking garage (Fairfax County Tax Map # 39-1 ((6)) Parcel 81A) in order to mitigate safety concerns.

20. Signage. Signage for the Property and the Development shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance.

STORMWATER MANAGEMENT

21. Stormwater Management Plan. For purposes of exceeding stormwater management and Best Management Practice requirements, the site area shall be considered only the area that is impacted by the Development, which is approximately 2.4 acres as more particularly shown on Sheet 2 of the Plan. As part of site plan approval for the Development, the Applicant shall submit to DPWES a stormwater management plan (the "SWM Plan") for the Development demonstrating that stormwater management for the Development can be provided onsite. The Applicant shall provide a fifteen percent (15%) reduction of runoff for the peak ten (10) year discharge from the site based on a comparison of the conditions of such portion of the Property before and after construction of the Development.

22. Best Management Practices ("BMP"). As part of the SWM Plan, the Applicant also shall include BMPs to be incorporated into the Development in order to improve water quality associated with stormwater runoff from the Property. Using structural and non-structural BMPs, such as sand filters, storm filters, Filterra devices or a combination of both, the SWM Plan shall demonstrate that, after the full build-out of the Development, there is a fifteen percent (15%) reduction of the phosphorous loading from that portion of the Property on which the Development will be constructed (approximately 2.4 acres), based on a comparison of the conditions of such portion of the Property before and after construction of the Development. Any modifications to the existing stormwater management and/or BMP facilities necessary to accommodate the Development shall not reduce the amount of open space provided on the Property.

ENVIRONMENT

23. Landscaping. As part of its site plan submission for the Development, a landscape plan shall be submitted for review to the Urban Forest Management Division of the Department of Public Works and Environmental Services at the time of site plan for the Development and the Property shall be landscaped in substantial conformance with Sheet 7 of the Plan.

24. Irrigation of Trees Along Applicant's Side of Boone Boulevard. The Applicant shall irrigate the proposed trees along Boone Boulevard (along the Applicant's side of the sidewalk along Boone Boulevard) in order to sustain the life of the trees and provide hydration during the warmer months.

25. Future Tysons Sustainability Program. Prior to the issuance of the Non-RUP for the Hotel Development, the Applicant shall designate an individual to act as the Sustainability Program Manager (“SPM”) for the Hotel, whose responsibilities will be to monitor and participate in any Tysons area wide Sustainability Program or related activities (such as these referenced in the Fairfax County Comprehensive Plan Amendment Item No. S07-CW-3CP adopted by the Fairfax County Board of Supervisors on December 3, 2007, as may be amended in the future). The duties of the SPM may be part of other duties assigned to the individual(s).

MISCELLANEOUS

26. Severability. Pursuant to Section 418-204 of the Zoning Ordinance, any portion of the Property may be the subject of a PCA or GDP without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA and SE does not adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of this PCA and SE shall otherwise remain in full force and effect.

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

28. 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]

JBG/Tycon 2, L.L.C., a Delaware limited liability company, as to Tax Map Parcel Number: 39-1 ((6)) Parcel B1

By: JBG/Company Manager, L.L.C.,
its Managing Member

By: _____
Name: _____
Title: Managing Member

JBG/Tycon 3, L.L.C., a Delaware limited liability company, as to Tax Map Parcel Number: 39-1 ((6)) Parcel 69A

By: JBG/Company Manager, L.L.C.,
its Managing Member

By: _____
Name: _____
Title: Managing Member

PROPOSED DEVELOPMENT CONDITIONS

SE 2007-PR-014

May 15, 2008

If it is the intent of the Board of Supervisors to approve SE 2007-LE-014 located at Tax Map 39 1 ((6)) 69A to allow a hotel and to approve an increase of one foot for the existing office building identified as Tycon III (8229 Boone Boulevard) pursuant to Sect. 9-512 and Sect. 9-607 of the Fairfax County Zoning Ordinance, the staff recommends that the Board condition the approval by requiring conformance with the following development conditions:

1. This Special Exception is granted for and runs with the land indicated in this application and is not transferable to other land.
2. This Special Exception is granted only for the purpose(s), structure(s) and/or use(s) indicated on the special exception plat approved with the application, as qualified by these development conditions.
3. This Special Exception is subject to the provisions of Article 17, Site Plans, as may be determined by the Director, Department of Public Works and Environmental Services (DPWES). Any plan submitted pursuant to this special exception shall be in substantial conformance with the approved combined Generalized Development Plan/Special Exception Plat entitled Boone Boulevard Tycon II and Tycon III, prepared by Urban, Ltd. and dated February 26, 2007 as revised through March 10, 2008, and these conditions. Minor modifications to the approved special exception may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.

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

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

Pursuant to Section 9-015 of the Zoning Ordinance, this special exception shall automatically expire, without notice, thirty (30) months after the date of approval unless the use has been established or construction has commenced and been diligently prosecuted. The Board of Supervisors may grant additional time to establish the use or to commence construction if a written request for additional time is filed with the Zoning Administrator prior to the date of expiration of the special exception. The request must specify the amount of additional time requested, the basis for the amount of time requested and an explanation of why additional time is required.

REZONING AFFIDAVIT

DATE: 4.24.2008
 (enter date affidavit is notarized)

I, PORTER DAWSON, 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 96260c

in Application No.(s): PCA C-597-04
 (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)
JBG/Tycon 2, L.L.C. Agents: Lisa A. Marier Adam M. Peters Kenneth F. Finkelstein Hollace M. Davidson (former) Benjamin W. Grinnell Aaron F. Herman Robert J. Elliott, Jr. Erin J. Gelzer Brian P. Coulter Porter G. Dawson Benjamin R. Jacobs	c/o The JBG Companies 4445 Willard Avenue Suite 400 Chevy Chase, MD 20815	Applicant/Title Owner of Tax Map No. 39-1-((6)) parcel B-1

(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: 4.24.2008
 (enter date affidavit is notarized)

qb260c

for Application No. (s): PCA C-597-04
 (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)
JBG/Tycon 3, L.L.C. Agents: Lisa A. Marier Adam M. Peters Kenneth F. Finkelstein Hollace M. Davidson (former) Benjamin W. Grinnell Aaron F. Herman Robert J. Elliott, Jr. Erin J. Gelzer Brian P. Coulter Porter G. Dawson Benjamin R. Jacobs	c/o The JBG Companies 4445 Willard Avenue Suite 400 Chevy Chase, MD 20815	Applicant/Title Owner of Tax Map No. 39-1((6)) parcel 69A
Urban Engineering & Associates, Inc. (t/a Urban, Ltd.) Agent: Matthew K. Koirtyohann Eric S. Siegel Shawn H. Batterton Peter F. Crawford	7712 Little River Turnpike Annandale, VA 22003	Engineer/Agent
Cooley Godward Kronish LLP Agents: Antonio J. Calabrese, Esquire Mark C. Looney, Esquire Colleen Gillis Snow, Esquire Jill D. Switkin, Esquire Andrew R. Levinson, Esquire (former) Brian J. Winterhalter, Esquire Shane M. Murphy, Associate Jeffrey A. Nein, AICP, Planner Meaghen P. Murray, Planner (former) Ben I. Wales, Planner Sara L. Duvall, Planner (former) Katherine D. Youngbluth, Planner Molly M. Novotny, Planner Jason R. Rogers, Planner	Reston Town Center One Freedom Square 11951 Freedom Drive Reston, VA 20190	Attorney/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 Attachment to Par. 1(a)

DATE: 4.24.2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(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)
BBGM/Architects & Interiors PLLC Agents: Robert J. Osborne, AIA Peder A. Sulerud, RA	1825 K Street, NW Suite 300 Washington, DC 20006	Architect/Agent
M.J. Wells & Associates, LLC Agents: Robin L. Antonucci Jennifer N. Carpenter Kevin R. Fellin Terence J. Miller	1420 Spring Hill Road Suite 600 McLean, VA 22102	Traffic Consultant/Agent

(check if applicable)

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

REZONING AFFIDAVIT

DATE: 4.24.2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(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)
JBG/Tycon 2, L.L.C.
c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

Managing Member: JBG/Company Manager, L.L.C.
Member: JBG Urban, L.L.C.

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

None

(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: 4.24.2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

JBG/Tycon 3, L.L.C.
c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Members:
JBG/Company Manager, L.L.C.
JBG Urban, L.L.C.

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

None

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

JBG/Company Manager, L.L.C.
c/o The JBG Companies
4445 Willard Avenue, Suite 400, Chevy Chase, MD 20815

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)

Managing Members: Benjamin R. Jacobs	Porter G. Dawson
Brian P. Coulter	Robert A. Stewart
Michael J. Glosserman	Kenneth F. Finkelstein

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

None

(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: 4-24-2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

JBG Urban, L.L.C.
c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Members: MFP-JBGU, L.L.C. JBG/Urban Qualified Investor, LLC
JBG/Urban Member, L.L.C.
JBG/Urban Manager, L.L.C.
JBG/Urban Investment Partner, L.L.C.

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

None

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

MFP-JBGU, L.L.C.
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor, San Francisco, CA 94105

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)

California Urban Investment Partners LLC
MacFarlane Urban Real Estate Fund II L.P.
JBGU Parallel SPE, LLC

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

None

(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: 4.24.2009
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

California Urban Investment Partners, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)

California Public Employees' Retirement System
MacFarlane Urban Realty Company, LLC

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

None

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

California Public Employees' Retirement System
P.O. Box 942701
Sacramento, CA 94229-2701

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)

None

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

None

(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: 4.24.2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

MacFarlane Urban Realty Company, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)

MacFarlane Partners Investment Management, LLC

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

None

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

MacFarlane Partners Investment Management, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor, San Francisco, CA 94105

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)

MPIM Holdings, LLC

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

None

(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: 4-24-2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

MPIM Holdings, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)

Charles H. Berman
MP-GV, LLC

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

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

None

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

MP-GV, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor, San Francisco, CA 94105

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)

Victor (nmi) MacFarlane
Greg (nmi) Vilkin

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

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

None

(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: 4-24-2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

California State Teachers' Retirement System
7919 Folsom Boulevard
Sacramento, CA 95826

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)

None

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

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

None

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

New Jersey Division of Pensions and Benefits - Common Fund B
50 West State Street
Trenton, NJ 08625-0295

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)

None

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

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

None

(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: 4-24-2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Treasurer of the State of Connecticut as Trustee for the State of Connecticut Retirement Plans and Trust Funds
55 Elm Street
Hartford, CT 06106

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)
None

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)
None

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Illinois State Board of Investment
2101 S. Veterans Parkway
Springfield, IL 62704

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)
None

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)
None

(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: 4-24-2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
The Regents of the University of California
1111 Franklin Street, 12th Floor
Oakland, CA 94607

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)
None

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)
None

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
The State of Texas for the Use and Benefit of the Permanent School Fund
400 West 15th Street
Austin, TX 78701

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)
None

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)
None

(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: 4-24-2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

Los Angeles City Employees' Retirement System
360 East 2nd Street, 2nd Floor
Los Angeles, CA 90012

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)

None

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

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

None

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

Teacher Retirement System of Texas
1000 Red River Street
Austin, TX 78701-2698

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)

None

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

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

None

(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: 4.24.2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

Connecticut General Life Insurance Company
Two Liberty Place, TL18A
1601 Chestnut Street
Philadelphia, PA 19192

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)

None

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

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

None

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

Life Insurance Company of North America
1601 Chestnut Street
Philadelphia, PA 19103

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)

None

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

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

None

(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: 4-24-2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

MetLife Insurance Company of Connecticut
One CityPlace
Hartford, CT 06103-3415

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)

None

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

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

None

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

Swiss RE Partnership Holding, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor, San Francisco, CA 94105

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)

None

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

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

None

(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: 4-24-2008
(enter date affidavit is notarized)

962600

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

Hartford Life Insurance Company
200 Hopmeadow Street
Simsbury, CT 06089

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)

None

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

None

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

Stichting Pensioenfonds voor de Gezondheid, Geestelijke en Maatschappelijke Belangen
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor, San Francisco, CA 94105

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)

None

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

None

(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: 4.24.2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

The James Irvine Foundation
575 Market Street, Suite 3400
San Francisco, CA 94105

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)

None

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

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

None

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

JBGU Parallel SPE, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor, San Francisco, CA 94105

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)

MacFarlane Urban Real Estate Fund II (Parallel), L.P.

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

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

None

(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: 4.24.2008
(enter date affidavit is notarized)

962606

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

JBG/Urban Member, L.L.C.
c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

None

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

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

None

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

JBG/Urban Manager, L.L.C.
c/o The JBG Companies
4445 Willard Avenue, Suite 400, Chevy Chase, MD 20815

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)

None

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

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

None

(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: 4.24.2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

JBG/Urban Investment Partner, L.L.C.
c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

None

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

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

None

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

JBG/Urban Qualified Investor, LLC
c/o The JBG Companies
4445 Willard Avenue, Suite 400, Chevy Chase, MD 20815

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)

None

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

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

None

(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: 4-24-2008
(enter date affidavit is notarized)

962600

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

Urban Engineering & Associates, Inc. (t/a Urban, Ltd.)
7712 Little River Turnpike
Annandale, VA 22003

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)

Barry B. Smith
J. Edgar Sears, Jr.
Brian A. Sears

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

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

None

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

BBGM/Architects & Interiors PLLC
1825 K Street, NW, Suite 300
Washington, DC 20006

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)

Domenic (nmi) Giordano	Julia F. Monk
Robert J. Osborne	Bahram (nmi) Kamali
Bruno (nmi) Grinwis	Louis R. Hedgecock
Peter G. Gorman	

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

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

None

(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: 4.24.2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

M.J. Wells & Associates, Inc.

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

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

None

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 SHAREHOLDERS: (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.)

None

(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: 4-24-2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

MacFarlane Urban Real Estate Fund Management, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)

MacFarlane Partners Investment Management, LLC

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

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

None

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

DESCRIPTION OF CORPORATION: (check one statement)

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

NAMES OF THE 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.)

None

(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: 4-24-2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(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: 4.24.2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Cooley Godward Kronish LLP
Reston Town Center, One Freedom Square
11951 Freedom Drive
Reston, VA 20190(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)Richard E. Climan
Alan S. Cohen
Thomas A. Coll
Joseph W. Conroy
Carolyn L. Craig
John W. Crittenden
Janet L. Cullum
Nathan K. Cummings
John A. Dado
Craig E. Dauchy
Darren K. DeStefano
Scott D. Devereaux
Jennifer Fonner DiNucci
James J. Donato
Michelle C. Doolin
John C. Dwyer
Robert L. Eisenbach, III
Brent D. Fassett
M. Wainwright Fishburn, Jr.
Keith A. Flaum
Grant P. Fondo
Daniel W. Frank
Richard H. Frank
William S. Freeman
Steven L. Friedlander
Thomas J. Friel, Jr.
Koji F. Fukumura
James F. Fulton, Jr.
Philip J. Gall
William S. Galliani
Stephen D. Gardner
John M. Geschke
Kathleen A. Goodhart
Lawrence C. GottliebShane L. Goudey
William E. Grauer
Jonathan G. Graves
Paul E. Gross
Kenneth L. Guernsey
Patrick P. Gunn
Zvi (nmi) Hahn
John B. Hale
Andrew (nmi) Hartman
Amy (nmi) Hartman
Bernard L. Hatcher
Matthew B. Hemington
Cathy Rae Hershcopf
Gordon (nmi) Ho
Suzanne Sawochka Hooper
Tami J. Howie
Mark M. Hrenya
Christopher R. Hutter
Jay R. Indyke
Craig D. Jacoby
Eric C. Jensen
Robert L. Jones
Barclay J. Kamb
Richard S. Kanowitz
Jeffrey S. Karr
Scott L. Kaufman
Margaret H. Kavalaris
J. Michael Kelly
Jason L. Kent
James C. Kitch
Michael J. Klisch
Barbara A. Kosacz
Gary M. Kravetz
Kenneth J. Krisko
Shira Nadich LevinAlan (nmi) Levine
Michael S. Levinson
Elizabeth L. Lewis
Michael R. Lincoln
James C. T. Linfield
David A. Lipkin
Chet F. Lipton
Samuel M. Livermore
Douglas P. Lobel
Mark C. Looney
Michael X. Marinelli
John T. McKenna
Daniel P. Meehan
Robert H. Miller
Brian E. Mitchell
Ann M. Mooney
Gary H. Moore
Timothy J. Moore
Webb B. Morrow, III
Kevin P. Mullen
Frederick T. Muto
Ross W. Nadel
Ryan E. Naftulin
Stephen C. Neal
James E. Nesland
Alison (nmi) Newman
William H. O'Brien
Thomas D. O'Connor
Vincent P. Pangrazio
Timothy G. Patterson
Anne H. Peck
D. Bradley Peck
Susan Cooper Philpot
Benjamin D. Pierson
Frank V. Pietrantonio(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: 4.24.2009
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(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. Raffkin
Frank F. Rahmani
Thomas Z. Reicher
Eric M. Reifschneider
Michael G. Rhodes
Michelle S. Rhyu
Paul M. Ritter
Julie M. Robinson
Ricardo (nmi) Rodriguez
Adam C. Rogoff
Jane (nmi) Ross
Richard S. Rothberg
Adam J. Ruttenberg
Adam (nmi) 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. Stiegler

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 Geison
Erich (nmi) Veitenheimer, III
Aaron J. Velli
Robert R. Vieth
Lois K. Voelz
Craig A. Waldman
Kent M. Walker
David A. Walsh
David (nmi) 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
Wendy J. Brenner
Alfred L. Browne III
Roel C. Campos
Samuel S. Coates
Jennifer B. Coplan
Lester J. Fagan
John (nmi) Hession
Sally A. Kay
Michael H. Knight
Jason M. Korol
Robin J. Lee
Cliff Z. Liu
J. Patrick Loofbourrow
Robert B. Lovett
Andrew P. Lustig
Beatriz (nmi) Mejia
Thomas C. Meyers
Erik B. Milch
Chadwick L. Mills
Patrick J. Mitchell
Marc (nmi) Recht
Richard S. Sanders
Michael E. Tenta
Robert J. Tosti
Miguel J. Vega
Brent B. Siler
John G. Lavoie
Donald K. Stern
Kimberley J. Kaplan-Gross

(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: 4.24.2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(enter County-assigned application number (s))

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

MacFarlane Urban Real Estate Fund II, L.P.
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

(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**)

MacFarlane Urban Real Estate Fund
Management, LLC, General Partner

Limited Partners:
California State Teachers' Retirement
System

New Jersey Division of Pensions and
Benefits - Common Fund E

Treasurer of the State of Connecticut as
Trustee for the State of Connecticut
Retirement Plans and Trust Funds

Illinois State Board of Investment

The Regents of the University of California

The State of Texas for the Use and Benefit
of the Permanent School Fund

Los Angeles City Employees' Retirement
System

Teacher Retirement System of Texas

Connecticut General Life Insurance
Company

Life Insurance Company of North America

MetLife Insurance Company of
Connecticut

Swiss Re Partnership Holding LLC

Hartford Life Insurance Company

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

Special Exception Attachment to Par. 1(c)

DATE: 4.24.2008
(enter date affidavit is notarized)

96260c

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

MacFarlane Urban Real Estate Fund II (Parallel), L.P.
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

(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)

MacFarlane Urban Real Estate Fund
Management, LLC, General Partner

Limited Partners:
Stichting Pensioenfonds voor de
Gezondheid, Geestelijke en
Maatschappelijke Belangen

The James Irvine Foundation

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

REZONING AFFIDAVIT

DATE: 4-24-2008
(enter date affidavit is notarized)

962600

for Application No. (s): PCA C-597-04
(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.)

To the knowledge of the Applicant/Title Owner: None
For all other entities: 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: 4-24-2008
(enter date affidavit is notarized)

96260c

for Application No. (s): PCA C-597-04
(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

Porter Dawson, Managing member of Managings member of the Applicant
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 24th day of April 2008, in the State/Comm. of Maryland, County/City of Montgomery.

Marianne Caveny
Notary Public

My commission expires: 11/10/09

Marianne Caveny
Notary Public
Montgomery County, Maryland
My Commission Expires: 11/10/09

SPECIAL EXCEPTION AFFIDAVIT

DATE: 4.24.08
(enter date affidavit is notarized)

I, PORTER DAWSON, 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 96259e

in Application No.(s): SE 2007-PR-014
(enter County-assigned application number(s), e.g. SE 88-V-001)

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

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

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
JBG/Tycon 3, L.L.C. Agents: Lisa A. Marier Adam M. Peters Kenneth F. Finkelstein Hollace M. Davidson (former) Benjamin W. Grinnell Aaron F. Herman Robert J. Elliott, Jr. Erin J. Gelzer Brian F. Coulter Porter G. Dawson Benjamin R. Jacobs	c/o The JBG Companies 4445 Willard Avenue, Suite 400 Chevy Chase, MD 20815	Applicant/Title Owner of Tax Map No. 39-1((6)) parcel 69A

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

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

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

Special Exception Attachment to Par. 1(a)

DATE: 4.24.2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(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)
Urban Engineering & Associates, Inc. (/a Urban, Ltd.) Agents: Matthew K. Koirtyohann Eric S. Siegel Shawn H. Batterton Peter F. Crawford	7712 Little River Turnpike Annandale, VA 22003	Engineer/Agent
Cooley Godward Kronish LLP Agents: Antonio J. Calabrese, Esquire Mark C. Looney, Esquire Colleen Gillis Snow, Esquire Jill D. Switkin, Esquire Andrew R. Levinson, Esquire (former) Brian J. Winterhalter, Esquire Shane M. Murphy, Associate Jeffrey A. Nein, AICP, Planner Meaghan P. Murray, Planner (former) Ben I. Wales, Planner Katherine D. Youngbluth, Planner Sara L. Duvall, Planner (former) Jason R. Rogers, Planner Molly M. Novotny, Planner	Reston Town Center One Freedom Square 11951 Freedom Drive Reston, VA 20190	Attorney/Agent
BBGM/Architects & Interiors PLLC Agents: Robert J. Osborne, AIA Peder A. Sulerud, RA	1825 K Street, NW Suite 300 Washington, DC 20006	Architect/Agent
M.J. Wells & Associates, LLC Agents: Robin L. Antonucci Jennifer N. Carpenter Kevin R. Fellin Terence J. Miller	1420 Spring Hill Road Suite 600 McLean, VA 22102	Traffic Consultant/Agent

(check if applicable)

[]

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

SPECIAL EXCEPTION AFFIDAVIT

DATE: 4.24.2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number(s))

1(b). The following constitutes a listing*** of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders:

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

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name and number, street, city, state, and zip code)
JBG/Tycon 3, L.L.C.
c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

Members:
JBG/Company Manager, L.L.C.
JBG Urban, L.L.C.

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

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

Special Exception Attachment to Par. 1(b)

DATE: 4.24.2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

JBG/Company Manager, L.L.C.
c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

Managing Members: Benjamin R. Jacobs Kenneth F. Finkelstein
Brian P. Coulter
Michael J. Glosserman
Porter G. Dawson
Robert A. Stewart

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

JBG Urban, L.L.C.
c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

Members: MFP-JBGU, L.L.C. JBG/Urban Investment Partner, L.L.C.
JBG/Urban Member, L.L.C. JBG/Urban Qualified Investor, LLC
JBG/Urban Manager, L.L.C.

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

Special Exception Attachment to Par. 1(b)

DATE: 4.24.2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

MFP-JBGU, L.L.C.
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)

California Urban Investment Partners LLC
MacFarlane Urban Real Estate Fund II L.P.
JBGU Parallel SPE, LLC

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

California Urban Investment Partners LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)

California Public Employees' Retirement
System
MacFarlane Urban Realty Company, LLC

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

Special Exception Attachment to Par. 1(b)

DATE: 4.24.2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

California Public Employees' Retirement System
P.O. Box 942701
Sacramento, CA 94229-2701

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)

None

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

MacFarlane Urban Realty Company, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)

MacFarlane Partners Investment
Management, LLC

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

Special Exception Attachment to Par. 1(b)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

MacFarlane Partners Investment Management, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)

MPIM Holdings, LLC

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

MPIM Holdings, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)

Charles H. Berman
MP-GV, LLC

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

Special Exception Attachment to Par. 1(b)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

MP-GV, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)

Victor (nmi) MacFarlane
Greg (nmi) Vilkin

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

California State Teachers' Retirement System
7919 Folsom Boulevard
Sacramento, CA 95826

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)

None

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

Special Exception Attachment to Par. 1(b)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

New Jersey Division of Pensions and Benefits-Common Fund E
50 West State Street
Trenton, NJ 08625-0295

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)

None

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

Treasurer of the State of Connecticut As Trustee for the State of Connecticut Retirement Plans and Trust Funds
55 Elm Street
Hartford, CT 06106

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)

None

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

Special Exception Attachment to Par. 1(b)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

Illinois State Board of Investment
2101 S. Veterans Parkway
Springfield, IL 62704

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)

None

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

The Regents of the University of California
1111 Franklin Street, 12th Floor
Oakland, CA 94607

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)

None

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

Special Exception Attachment to Par. 1(b)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
The State of Texas for the Use and Benefit of the Permanent School Fund
400 West 15th Street
Austin, TX 78701

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)
None

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Los Angeles City Employees' Retirement System
360 East 2nd Street, 2nd Floor
Los Angeles, CA 90012

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)
None

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

Special Exception Attachment to Par. 1(b)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

Teacher Retirement System of Texas
1000 Red River Street
Austin, TX 78701-2698

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)

None

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

Connecticut General Life Insurance Company
Two Liberty Place, TL18A
1601 Chestnut Street
Philadelphia, PA 19192

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)

None

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

Special Exception Attachment to Par. 1(b)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

Life Insurance Company of North America
1601 Chestnut Street
Philadelphia, PA 19103

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)

None

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

MetLife Insurance Company of Connecticut
One CityPlace
Hartford, CT 06103-3415

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)

None

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

Special Exception Attachment to Par. 1(b)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

Swiss RE Partnership Holding, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)

None

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

Hartford Life Insurance Company
200 Hopmeadow Street
Simsbury, CT 06089

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)

None

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

Special Exception Attachment to Par. 1(b)

DATE: 4-24-2008
(enter date affidavit is notarized)

96289e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

Stichting Pensioenfonds voor de Gezondheid, Geestelijke en Maatschappelijke Belangen
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)
None

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

The James Irvine Foundation
575 Market Street, Suite 3400
San Francisco, CA 94105

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)
None

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

Special Exception Attachment to Par. 1(b)

DATE: 4.24.2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number(s))

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

JBGU Parallel SPE, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)

MacFarlane Urban Real Estate Fund II
(Parallel), L.P.

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

JBG/Urban Member, L.L.C.
c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

None

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

Special Exception Attachment to Par. 1(b)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

JBG/Urban Manager, L.L.C.
c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)
None

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

JBG/Urban Investment Partner, L.L.C.
c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)
None

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

Special Exception Attachment to Par. 1(b)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

JBG/Urban Qualified Investor, LLC
c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

None

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

Urban Engineering & Associates, Inc. (t/a Urban, Ltd.)
7712 Little River Turnpike
Annandale, VA 22003

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)

Barry B. Smith
J. Edgar Sears, Jr.
Brian A. Sears

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

Special Exception Attachment to Par. 1(b)

DATE: 4-24-2009
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

BBGM/Architects & Interiors PLLC
1825 K Street, NW, Suite 300
Washington, DC 20006

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)

Domenic (nmi) Giordano	Bahram (nmi) Kamali
Robert J. Osborne	Louis R. Hedgecock
Bruno (nmi) Grinwis	
Peter G. Gorman	
Julia F. Monk	

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

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

M.J. Wells & Associates, Inc.

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

Special Exception Attachment to Par. 1(b)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(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 SHAREHOLDERS: (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

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

MacFarlane Urban Real Estate Fund Management, LLC
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

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)

MacFarlane Partners Investment
Management, LLC

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

SPECIAL EXCEPTION AFFIDAVIT

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number(s))

1(c). The following constitutes a listing*** of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

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

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 "Special Exception Affidavit Attachment to Par. 1(c)" form.

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

Special Exception Attachment to Par. 1(c)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Cooley Godward Kronish LLP
Reston Town Center
One Freedom Square
11951 Freedom Drive
Reston, VA 20190(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)Richard E. Climan
Alan S. Cohen
Thomas A. Coll
Joseph W. Conroy
Carolyn L. Craig
John W. Crittenden
Janet L. Cullum
Nathan K. Cummings
John A. Dado
Craig E. Dauchy
Darren K. DeStefano
Scott D. Devereaux
Jennifer Fonner DiNucci
James J. Donato
Michelle C. Doolin
John C. Dwyer
Robert L. Eisenbach, III
Brent D. Fassett
M. Wainwright Fishburn, Jr.
Keith A. Flaum
Grant P. Fondo
Daniel W. Frank
Richard H. Frank
William S. Freeman
Steven L. Friedlander
Thomas J. Friel, Jr.
Koji F. Fukumura
James F. Fulton, Jr.
Philip J. Gall
William S. Galliani
Stephen D. Gardner
John M. Geschke
Kathleen A. Goodhart
Lawrence C. GottliebShane L. Goudey
William E. Grauer
Jonathan G. Graves
Paul E. Gross
Kenneth L. Guernsey
Patrick P. Gunn
Zvi (nmi) Hahn
John B. Hale
Andrew (nmi) Hartman
Amy (nmi) Hartman
Bernard L. Hatcher
Matthew B. Hemington
Cathy Rae Hershcopf
Gordon (nmi) Ho
Suzanne Sawochka Hooper
Tami J. Howie
Mark M. Hrenya
Christopher R. Hutter
Jay R. Indyke
Craig D. Jacoby
Eric C. Jensen
Robert L. Jones
Barclay J. Kamb
Richard S. Kanowitz
Jeffrey S. Karr
Scott L. Kaufman
Margaret H. Kavalaris
J. Michael Kelly
Jason L. Kent
James C. Kitch
Michael J. Klisch
Barbara A. Kosacz
Gary M. Kravetz
Kenneth J. Krisko
Shira Nadich LevinAlan (nmi) Levine
Michael S. Levinson
Elizabeth L. Lewis
Michael R. Lincoln
James C. T. Linfield
David A. Lipkin
Chet F. Lipton
Samuel M. Livermore
Douglas P. Lobel
Mark C. Looney
Michael X. Marinelli
John T. McKenna
Daniel P. Meehan
Robert H. Miller
Brian E. Mitchell
Ann M. Mooney
Gary H. Moore
Timothy J. Moore
Webb B. Morrow, III
Kevin P. Mullen
Frederick T. Muto
Ross W. Nadel
Ryan E. Nafulin
Stephen C. Neal
James E. Nesland
Alison (nmi) Newman
William H. O'Brien
Thomas D. O'Connor
Vincent P. Pangrazio
Timothy G. Patterson
Anne H. Peck
D. Bradley Peck
Susan Cooper Philpot
Benjamin D. Pierson
Frank V. Pietrantonio(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Special Exception Attachment to Par. 1(c)" form.

Special Exception Attachment to Par. 1(c)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(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
Thomas Z. Reicher
Eric M. Reifschneider
Michael G. Rhodes
Michelle S. Rhyu
Paul M. Ritter
Julie M. Robinson
Ricardo (nmi) Rodriguez
Adam C. Rogoff
Jane (nmi) Ross
Richard S. Rothberg
Adam J. Ruttenberg
Adam (nmi) 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. Stiegler

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 Geison
Erich (nmi) Veitenheimer, III
Aaron J. Velli
Robert R. Vieth
Lois K. Voelz
Craig A. Waldman
Kent M. Walker
David A. Walsh
David (nmi) 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
Wendy J. Brenner
Alfred L. Browne III
Roel C. Campos
Samuel S. Coates
Jennifer B. Coplan
Lester J. Fagan
John (nmi) Hession
Sally A. Kay
Michael H. Knight
Jason M. Koral
Robin J. Lee
Cliff Z. Liu
J. Patrick Looftbourrow
Robert B. Lovett
Andrew P. Lustig
Beatriz (nmi) Mejia
Thomas C. Meyers
Erik B. Milch
Chadwick L. Mills
Patrick J. Mitchell
Marc (nmi) Recht
Richard S. Sanders
Michael E. Tenta
Robert J. Tosti
Miguel J. Vega
Brent B. Siler
John G. Lavoie
Donald K. Stern
Kimberley J. Kaplan-Gross

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

Special Exception Attachment to Par. 1(c)

DATE: 4.24.2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

MacFarlane Urban Real Estate Fund II, L.P.
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

(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)

MacFarlane Urban Real Estate Fund
Management, LLC, General Partner

Limited Partners:
California State Teachers' Retirement
System

New Jersey Division of Pension and
Benefits-Common Fund E

Treasurer of the State of Connecticut as
Trustee for the State of Connecticut
Retirement Plans and Trust Funds

Illinois State Board of Investment

The Regents of the University of California

The State of Texas for the Use and Benefit
of the Permanent School Fund

Los Angeles City Employees' Retirement
System

Teacher Retirement System of Texas

Connecticut General Life Insurance
Company

Life Insurance Company of North America

MetLife Insurance Company of Connecticut

Swiss Re Partnership Holding LLC

Hartford Life Insurance Company

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

Special Exception Attachment to Par. 1(c)

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(enter County-assigned application number (s))

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

MacFarlane Urban Real Estate Fund II (Parallel), L.P.
c/o MacFarlane Partners, LLC
201 Spear Street, 12th Floor
San Francisco, CA 94105

(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)

MacFarlane Urban Real Estate Fund
Management, LLC, General Partner

Limited Partners:
Stichting Pensioenfonds voor de
Gezondheid, Geestelijke en
Maatschappelijke Belangen

The James Irvine Foundation

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

SPECIAL EXCEPTION AFFIDAVIT

DATE: 4-24-2008
(enter date affidavit is notarized)

96259e

for Application No. (s): SE 2007-PR-014
(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.)

To the knowledge of the Applicant/Title Owner: None
For all other entities: None.

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

SPECIAL EXCEPTION AFFIDAVIT

DATE: 4.24.2008
(enter date affidavit is notarized)

96259e

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 "Special Exception Attachment to Par. 3" form.

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

WITNESS the following signature:

(check one) Applicant Applicant's Authorized Agent

Porter Dawson, Managing member of managing member of the Applicant
(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 24th day of April 2008, in the State/Comm. of Maryland, County/City of Montgomery

Marianne Caveny
Notary Public

My commission expires: 11/10/09

Marianne Caveny
Notary Public
Montgomery County, Maryland
My Commission Expires: 11/10/09

**Statement of Justification
Proffered Condition Amendment and
Special Exception to Permit Construction of a Hotel and
Increase in Existing Building Height**

JBG/Tycon 2, L.L.C.

JBG/Tycon 3, L.L.C.

February 28, 2007

August 6, 2007

September 6, 2007

September 7, 2007

September 17, 2007

February 27, 2008

March 21, 2008

RECEIVED
Department of Planning & Zoning
MAR 26 2008
Zoning Evaluation Division

I. INTRODUCTION

JBG/Tycon 3, L.L.C., (the "Applicant") requests approval of a special exception ("SE") and a Proffer Condition Amendment ("PCA") to permit the development of a hotel in accordance with Section 9-501 of the Zoning Ordinance. The SE also seeks to permit an increase in height of one foot on the existing office building on the property. Although approved for a height of ninety (90) feet, the building was actually constructed at a height of ninety-one (91) feet. The subject property is located along the south side of Boone Boulevard between Howard Avenue and Gallows Road in Tysons Corner, and is identified on the Fairfax County Tax Map as 39-1 ((6)) Parcel 69A (the "Property" or "Tycon III").

The Property contains approximately 9 acres and is currently developed with an office building and associated surface parking spaces. The Applicant proposes to develop a portion of the Property with an upscale extended stay hotel and maintain the existing office building.

The Property is zoned C-3 Office District, per the Fairfax County Zoning Ordinance, and is also located within a Highway Corridor Overlay District ("HCOD") and a Sign Control Overlay District ("SCOD"). The Property is subject to Proffered Condition Amendment PCA C-957-2, which the Board of Supervisors approved on February 26, 2001. The land area subject to PCA C-957-2 includes the Property and the parcel identified on the Fairfax County Tax Map as 39-1 ((6)) Parcel B1 ("Tycon II"). The Tycon II parcel is subject to the same site plan as the parcel identified on the Fairfax County Tax Map as 39-1 ((6)) Parcel A1 ("Tycon I"); however, Tycon I was not part of PCA C-957-2 and is not subject to the proffers of PCA C-957-2. Tycon I is a separate, unaffiliated ownership to Tycon II; however, Tycon I is endorsing and consenting to this application. Tycon II and Tycon III are affiliated and coordinated ownership interests.

Tycon II may be developed up to 171,142 square feet and is currently developed with 138,300 square feet. Because the allowable FAR is 1.0, its ownership, JBG/Tycon 2, L.L.C., is capable of developing an additional 32,842 square feet on its parcel. In lieu of developing this additional 32,842 square feet on the Tycon II parcel, JBG/Tycon 2, L.L.C., is proposing to transfer the 32,842 square feet to Tycon III. Tycon One, Inc., which owns Tycon I, currently owns and would maintain its existing potential development of 91,380 square feet.

In addition to the SE, the Applicant has filed a PCA application to permit the development of a hotel on the Property. The Applicant's proposed PCA does not request any increase in the allowable floor area for the Tycon parcels collectively. The Applicant's proposed PCA merely clarifies the allocation of previously approved floor area among the Tycon II and Tycon III parcels. The Applicant proposes to shift unused floor area from the Tycon II parcel to the Tycon III parcel to accommodate development of the proposed hotel on the Tycon III parcel. The overall FAR for the Tycon II and Tycon III parcels will remain unchanged, and the PCA will also correct previous errors in the allocation of density among the Tycon parcels as approved in PCA C-957-2. The square footage proposed to be shifted from Tycon II to Tycon III with this application is equal to the square footage shifted with PCA C-957-2.

II. PROPOSED USE

The Applicant proposes to construct an approximately 107,115 square foot extended-stay hotel, which the Zoning Ordinance permits by special exception in the C-3 Office District. The applicant also seeks to approve a one-foot increase in the height allowed for the existing office building on the property, from ninety (90) feet to ninety-one (91) feet, to reflect the height to which the building was constructed. The proposed hotel will have approximately 173 rooms and an above-grade structured garage. The hotel will include no underground parking spaces and will require the removal of approximately 261 surface parking spaces. More specifically, 261 surface parking spaces will be eliminated and 24 surface parking spaces will be added for a total decrease of 237 surface parking spaces on the Property that currently serve the existing office building. The proposed development provides access to the hotel via an entrance on Boone Boulevard and from Old Courthouse Road through the Tycon II parcel, which is also controlled by the Applicant. Thus, the proposed hotel will have sufficient internal road connections to distribute traffic to both Boone Boulevard and Old Courthouse Road.

A. PEDESTRIAN CONNECTIVITY

Internal pedestrian pathways and open space will be provided throughout and around the development. Pursuant to the Fairfax County Comprehensive Plan (the "Plan"), the site is designed with pedestrian connections from Gallows Road to Howard Avenue as well as Old Courthouse Road to Boone Boulevard. These connections are designed with pathways and landscaping to provide employees and hotel guests with dedicated walkways to facilitate walkability and a sense of place. Each pathway will offer employees and hotel guests a high quality design with landscaping, including ornamental trees providing employees and hotel guests the ability to seek sanctuary from the nearby roadway. Passive recreational amenities, benches and similar design features are also proposed. Lighting will be provided throughout the community to ensure the pedestrian pathways, open space areas and parking structure are safely lit.

B. COMMUNITY AMENITIES

Community appeal will be created through pedestrian friendly streetscapes that will feature enhanced sidewalks, pavers, crosswalks, and ornamental trees. The palette of materials proposed

for the hotel facade, lush landscaped areas and dramatic entry to the hotel structure all enhance the overall sense of place. The superbly designed building promises to respond favorably to the market demands in the Tysons Corner area. Further, the quality building design, including the pathway connections from Gallows Road to Howard Avenue and Old Courthouse Road to Boone Boulevard, will create the clear sense of place that is referenced in the Plan and desired in the Tysons Corner Urban Center.

C. HOTEL INDUSTRY

The Tysons Corner Urban Center is currently underserved by extended stay hotels. The proposed hotel will afford the neighboring office tenants and incoming business travelers a much needed place to stay that will be focused towards a younger, technologically inclined crowd.

With the completion of the proposed hotel, the Applicant is targeting an area that extends beyond the boundaries of the Tysons Corner Core Area that is in need of an extended stay hotel. The smart design of this hotel brand allows for effortless organization and productivity, provides a state-of-the art fitness facility and healthy food options, in addition to, elevated public areas whereby affording guests the ability to relax, rejuvenate and socialize. This new, hip brand complements its surroundings and fits well in both an urban or suburban environment. The young business traveler will find a modern, smoke-free hotel designed to provide a personalized visit with calm, comfortable surroundings. This hotel brand will feature several signature flourishes that evoke nature. During their stay, guests will discover smart design features that will make their experience easier, from modular furniture designed to encourage multi-tasking and productivity, to swiveling flat-screen televisions. This brand also affords guests with space to live their life, within a productive hotel environment that incorporates smart design and nature inspired themes, where guests can be “in their element.” www.elementhotels.com

The Applicant is excited about each of its new cutting edge hotels and is eager to have an immediate impact on the Tysons Corner area of Northern Virginia with this trendy, hip, cutting edge hotel brand. This brand also includes the Signature Westin Heavenly Bed in each room, large kitchens with stainless steel appliances, in-room offices, gourmet pantries and custom designed closet systems that allow guests to easily unpack, organize and settle into their surroundings upon arrival.

III. CONFORMANCE WITH THE COMPREHENSIVE PLAN

The Property is located in Sub-Unit F-2 of the Tysons Corner Urban Center. Sub-Unit F-2 is planned for office use with support retail and service uses up to 1.0 FAR to create a transition between development along Route 7 and Old Courthouse Road. The Plan’s area wide land use guidelines for the Tysons Corner Urban Center further state alternative land uses may be appropriate where such uses are compatible with the surrounding development and meet the Plan’s objectives for transportation and pedestrian accessibility. The Plan identifies hotel use as one such alternative that may be compatible in areas planned for office and retail uses, and therefore, the Plan encourages flexibility in consideration of proposed hotels in planned office and retail areas.

The Applicant's proposed hotel will serve the needs of the Tysons Corner area by providing hotel rooms for business travelers and a meeting room for its guests. The proposed hotel is compatible with the area surrounding the Property, which is already developed with office uses, because the proposed hotel will be of similar scale with the surrounding office buildings and will serve the needs of the Tysons Corner business community. Furthermore, the proposed hotel will be located on an area already developed with surface parking spaces, and redevelopment of the site for a hotel will enhance the urban fabric of Tysons Corner.

The Applicant's proposed development makes use of previously approved, yet unbuilt, floor area available under PCA C-957-2. The Applicant's PCA does not request additional floor area, but merely seeks a reallocation of previously approved floor area between the Tycon II and Tycon III parcels to accommodate the proposed hotel. The Tycon II and Tycon III parcels together contain approximately 368,683 square feet of land area, and development of the proposed hotel of 107,115 square feet will not exceed the maximum 1.0 FAR the Board of Supervisors previously approved for the Tycon II and Tycon III parcels as part of PCA C-957-2. The proposed special exception use, therefore, is in conformance with the Plan.

The Plan recommends a central walking path between Howard Avenue and Gallows Road parallel to Boone Boulevard and pathway connections to all buildings on either side of the central walkway. The Applicant's proposed development will provide pedestrian connections to the central walkway, and will maintain the existing pedestrian connections throughout the Property. The Plan also recommends a maximum building height of 90 feet for the Property, and the proposed hotel is in conformance with this maximum height.

IV. OVERLAY DISTRICTS

The Property is located in the Tysons Corner Highway Corridor Overlay District and the Sign Control Overlay District. The County created the Highway Corridor Overlay District to reduce traffic congestion and safety concerns in specified areas of the County. The HCOD specifically addresses certain automobile-oriented, fast service, and quick-turnover uses such as fast food restaurants and drive-through banks. The HCOD does not include any additional regulations addressing hotel use.

The Applicant's proposed hotel development ensures effective vehicular and pedestrian circulation on the Property. Public street vehicular access to the Property is provided via Boone Boulevard and Old Courthouse Road, and access to the Property will occur only through these two access points. The proposed hotel development will encourage pedestrian mobility within and across the Property, and will provide a pedestrian connection between Boone Boulevard and Old Courthouse Road.

V. CONFORMANCE WITH ZONING ORDINANCE REGULATIONS

- A. Type of Operation: Hotel.

- B. Hours of Operation: The proposed hotel will operate 24 hours per day, 7 days per week.
- C. Estimated number of patrons/clients/etc.: Approximately 210 hotel guests in the hotel at one time.
- D. Proposed number of employees/attendants/etc.: Approximately 40 employees.
- E. Estimate of traffic impact of the proposed use, including the maximum expected trip generation and the distribution of such trips by the time of day: The proposed use is expected to generate 81 AM peak hour trips, 102 PM peak hour trips, and 1,175 average daily trips upon completion. Generally, 25 percent of the trips would access the site to and from the west on Boone Boulevard while the remaining 75 percent would access the site to and from the east.
- F. Vicinity or general area to be served by the use: The proposed hotel is anticipated to serve the Tysons Corner area and the Washington, DC region.
- G. Description of building façade and architecture of proposed new building or additions: The primary building façade and modern architecture for the new hotel is proposed to be pre-cast concrete and metal panels.
- H. A listing, if known, of all hazardous or toxic substances as set forth in applicable County, State and Federal Regulations: To the best of the Applicant's knowledge, there are no such materials located or stored on the Property.
- I. A statement that the proposed use conforms to the provisions of all applicable ordinances, regulations, standards or conditions: To the best of the Applicant's knowledge, the proposed development will comply with all applicable standards, ordinances and regulations.

VI. CONFORMANCE WITH GENERAL STANDARDS (SECTION 9-006)

- A. The proposed use at the specified location shall be in harmony with the adopted Comprehensive Plan.

The proposed hotel and site layout conform to the guidelines of the Comprehensive Plan. The use will complement the existing development in the area.

- B. The proposed use shall be in harmony with the general purpose and intent of the applicable zoning district regulations.

The C-3 Office District is established to provide areas where predominantly non-retail commercial uses, such as offices, may be located by-right. The C-3 District permits hotels by special exception. The proposed hotel is in harmony with the

general purpose and intent of the C-3 District regulations, because it provides hotel rooms for business travelers visiting offices within Tysons Corner and the region. The proposed hotel will complement the permitted C-3 office uses as an establishment for predominantly non-retail business purposes.

- C. The proposed use shall be such that it will be harmonious with and will not adversely affect the use or development of neighboring properties in accordance with the applicable zoning district regulations and the adopted comprehensive plan.

The proposed hotel will not adversely affect the future development of neighboring properties. The properties adjacent to and abutting the Property are already developed with office uses and can expand or redevelop in conformance with the Zoning Ordinance and Comprehensive Plan.

- D. The proposed use shall be such that pedestrian and vehicular traffic associated with such use will not be hazardous or conflict with the existing and anticipated traffic in the neighborhood.

Pedestrian access to the site will be provided via pedestrian pathways throughout the Property and the Tycon parcels. The site layout provides for safe and efficient pedestrian and vehicular circulation through and within the site.

- E. In addition to the standards which may be set forth in this Article for a particular use, the Board shall require landscaping and screening in accordance with the provisions of Article 13, Landscaping and Screening, in the Zoning Ordinance.

The Applicant will provide landscaping in accordance with Article 13 of the Zoning Ordinance.

- F. Open space shall be provided in an amount equivalent to that specified for the zoning district in which the proposed use is located.

The C-3 Office District regulations require 15% open space. The proposed hotel layout provides approximately 20% open space within the area of the special exception and 17% on the entire Property.

- G. Adequate utility, drainage, parking, loading and other necessary facilities to serve the proposed use shall be provided. Parking and loading requirements shall be in accordance with the provisions of Article 11.

As indicated on the special exception plat, adequate utilities, stormwater management, parking and loading will be provided on the site.

- H. Signs shall be regulated by the provisions of Article 12, Signs, in the Zoning Ordinance; however, the BZA may impose more strict requirements for a given use than those set forth in this Ordinance.

Signage will be in conformance with Article 12 of the Zoning Ordinance.

VII. CONFORMANCE WITH CATEGORY 5 USES (SECTION 9-503)

- A. Except as qualified in the following Sections, all uses shall comply with the lot size and bulk regulations of the zoning district in which located.

The C-3 Office District bulk regulations and lot size requirements will be satisfied indicated on the special exception plat.

- B. All uses shall comply with the performance standards specified for the zoning district in which located.

The proposed hotel will meet the performance standards of the C-3 Office District.

- C. Before establishment, all uses, including modifications or alterations to existing uses, shall be subject to the provisions of Article 17, Site Plans.

The Applicant will pursue a Site Plan per the regulations of Article 17 of the Zoning Ordinance.

VIII. CONFORMANCE WITH ADDITIONAL STANDARDS FOR HOTELS (SECTION 9-512)

When located in an I district, such a use shall be an integral design element of a site plan for an industrial building or building complex containing not less than 100,000 square feet of gross floor area.

The proposed hotel is not located in an I district, and therefore, this Zoning Ordinance provision is not applicable to the Property.

IX. APPLICABLE TYSONS CORNER DESIGN GUIDELINES

- A. **Preserve and enhance Tysons Corner as a vital employment, retail and general business center serving the metropolitan Washington region and beyond.**

With the completion of the proposed hotel, the Applicant is targeting an area that extends beyond the boundaries of the Tysons Corner Core Area that is grossly underserved. The smart design of this hotel brand allows for effortless organization and productivity, provides a state-of-the art fitness facility and healthy food options, in addition to, elevated public areas whereby affording guests the ability to relax, rejuvenate and socialize. This new, hip brand complements its

surroundings and fits well in an urban environment. The young business traveler will find a modern hotel designed to provide a personalized visit with calm, comfortable surroundings.

B. Create an improved sense of place and function to promote the market success of the area recognizing that meeting the present and future functional needs of commercial and employment uses is important to protect and enhance existing economic activities and to provide for future high-quality development.

The proposed hotel will provide future employment immediately outside of the boundaries of the Core Area of Tysons Corner satisfying multiple market demands, including economic viability. The Applicant believes that the extended stay hotel market is underserved in this area and understands the importance of embracing a more holistic, urban approach to development. This approach will include a more modern hotel designed to provide a more personalized visit to a broad range of business travelers who appreciate comfort as well as smart, well appointed use of space.

C. Develop a cohesive pedestrian circulation system linked to open spaces such as plazas, courtyards, greenways and parkland, in order to facilitate walking and reduce reliance on private automobiles.

In addition to the overall site improvements on and off the Property, the Applicant also proposes a number of pedestrian and bicycle improvements to enhance the non-vehicular circulation around the Property. These improvements include the addition of pathways and trails in locations currently un-served by pedestrian access and the introduction of streetscaping to improve the pedestrian experience. The proposed pedestrian pathways will ultimately promote human interaction through the creation of public spaces and pedestrian friendly environments.

The Applicant's hotel, including its extensive streetscaping with tree-lined sidewalks connecting the buildings located on the overall site affords employees and hotel guests the benefits of a walkable community.

D. Encourage development to achieve a more urban form through appropriate building heights, setbacks, building bulk and site design.

An internal network, with associate pathways and sidewalks will be provided with the development. Ingress/egress to the site will be provided via Boone Boulevard and Old Courthouse Road. The portions of the building facing Boone Boulevard provide a street presence and human scale through the site design, which orients the buildings close to the sidewalk and road. This street presence favors pedestrian circulation within and around the site as well. Landscaping is appropriately provided in locations where it can be nurtured and will benefit the employees and hotel guests around the site. Landscaping is provided around the proposed water feature located at the front entrance of the hotel, around the planned pedestrian pathways, as well as, within open space areas where survival and maintenance of such landscaping is viable.

E. Encourage improvement of environmental management regarding air and water quality.

The site does not contain any floodplain, wetlands, stream valleys, EQC, RPA or other environmentally sensitive areas. Given the urban design of the proposed development, stormwater management is most appropriately provided in underground storage, which provides both water quality and quantity stormwater management. The existing and proposed drainage inlets are shown on the PCA/SE.

X. Existing Building Height Along Boone Boulevard

The Applicant has concluded through a detailed analysis of the existing office buildings located on the Property that the existing height of the Tycon III office building (the "Building") exceeds the 90' height limit requirement permitted along Boone Boulevard in the C-3 District. The Applicant is amending the special exception application to reflect the new height of the Building in order to comply with the Zoning Ordinance. At the time of site plan approval, the building height requirement was 90'; however, during construction the Building was constructed too high and, therefore exceeds the 90' height limit. The current height of the Building is 91'.

XI. Waiver of Front Yard Setback Requirement

The Applicant hereby requests a waiver of the front yard setback requirement for the Property. According to Zoning Ordinance Section 2-418 the minimum yard requirements may be waived with a rezoning or special exception when such waiver would further implement the adopted Comprehensive Plan.

The Property is located in the Tysons Corner Urban Center section of the Plan. The Plan includes guidance to encourage creation of a more pedestrian-friendly Tysons Corner environment. To this end, the Plan encourages the siting of buildings closer to the street; therefore, the Applicant requests approval of a modification of the front yard to permit the location of the hotel building along Boone Boulevard. The hotel will serve to screen the surface and structured parking located behind the hotel, thereby, creating a more attractive, inviting pedestrian experience along Boone Boulevard and will not pose any adverse impact on adjacent properties.

XII. Stormwater Management

The County requirement for stormwater management requires that the rate of pre-development stormwater runoff not exceed the post-development runoff. The existing nine (9) acre site represents a small portion of the Difficult Run watershed.

The Applicant understands the importance of improved water quality and its affect on the watershed ecosystem. To this end, the Applicant is committed to exceeding the County requirements for water quality and stormwater detention with innovative solutions that will ultimately benefit the entire site area. The Applicant recognizes that going beyond the County's water quality and stormwater detention requirements will contribute to restoring an

environmentally healthy ecosystem. The Applicant is committed to reducing the peak flow by 15% as well as the phosphorus removal by 10%. In addition, the Applicant will design a stormwater management facility that reduces the 2 and 10 year stormwater events by 15%. Further, the Applicant has completed a preliminary design of such facility as part of its resubmission package.

The site's current outfall already complies with the County's adequate outfall requirements. With the Applicant's proposed stormwater management, the rate of runoff will be reduced below existing levels. The Applicant is committed to work with the County to provide additional outfall improvements for the benefit of the overall development.

XIII. Conclusion

The Property is located close to the Tysons Corner area and in an optimal location for future hotel use. The Applicant's proposal conforms with the respective Fairfax County Zoning Ordinance Regulations and will afford the frequent business traveler the amenities needed for a comfortable stay close to Dulles Airport, as well as their respective business. It also addresses the need for additional hotel space around the Tysons Corner area as the market continues to thrive and demand for additional hotel space becomes a reality.

Shane M. Murphy
Cooley Godward Kronish LLP

EXHIBIT A

Zoning Ordinance vs. Provided

	<u>Zoning Ordinance</u>	<u>Provided</u>
<u>Tycon I</u>		
Open Space	15%	33.36%
Parking	259 spaces	278 spaces
Setbacks	FRONT: 40' min	FRONT: 211' (Howard Avenue) FRONT: 49' (Old Courthouse Road)
	REAR: none	REAR: 30.3'(opposite Old Courthouse)
	REAR: 25' min	REAR: 25' (opposite Howard Avenue)
<u>Tycon II</u>		
Open Space	15%	15.7%
Parking	360 spaces	393 spaces
Setbacks	FRONT: 40' min	FRONT: 265' (Howard Avenue & Boone Blvd.)
	SIDE: none	SIDE: 1.7'
	REAR: 25' min	REAR: 14.3'
<u>Tycon III</u>		
Open Space	15%	17%
Parking	555 spaces	555 spaces
Setbacks (Office)	FRONT: 40' min	FRONT: 118' (Boone Boulevard)
	SIDE: none	SIDE: 19.0'
	REAR: 25' min	REAR: 132'
Setbacks (Proposed Hotel)	FRONT: 40' min	22.5'*(Boone Boulevard)
	SIDE: none	5'
	REAR: 25'	25'
		*Waiver Requested

Current Density Tycon I, II & III							
Parcel	Total Lot SF	Allowable FAR	Existing FAR	Potential Excess FAR	Allowable FAR SF	Existing FAR SF	Potential Excess FAR SF
Tycon 1	179,816	1.0	0.492	0.508	179,816	88,436	91,380
Tycon 2	171,142	1.0	0.808	0.192	171,142	138,300	32,842
Tycon 3	215,541	1.0	0.655	0.345	215,541	141,268	74,273
Total T2 & T3	386,683	1.0			386,683	279,568	107,115

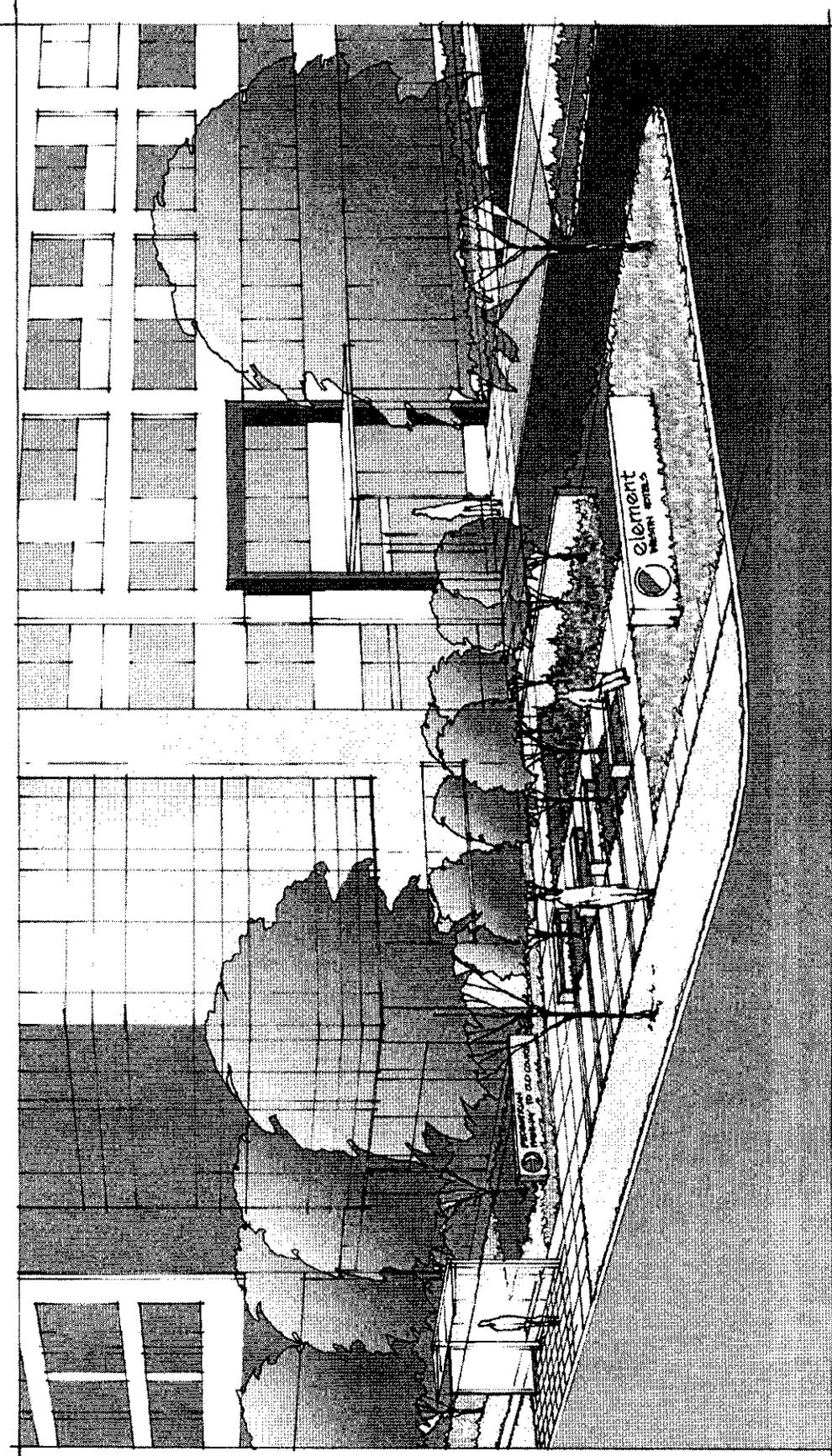
Summary

Tycon I may be developed for up to 179,816 square feet; it is currently developed with 88,436 square feet. Because its allowable FAR is 1.0, its ownership, Tycon One, Inc., is allowed to develop up to an additional 91,380 square feet on its parcel.

Tycon 2 may be developed for up to 171,142 square feet and is currently developed with 138,300 square feet. Because its allowable FAR is also 1.0, its ownership, JBG/Tycon 2, L.L.C., is allowed to develop up to an additional 32,842 square feet on its parcel. In other words, JBG/Tycon 2, L.L.C., owns the 32,842 square feet of density at issue and can transfer it to Tycon 3 without affecting Tycon One's development potential. Similarly, Tycon One, Inc., owns its additional, potential development of 91,380 square feet. It is important to note that JBG/Tycon 2, L.L.C., is not taking any density away from the ownership of Tycon One.

With regard to the open space, setbacks and parking for the proposed development, the only issue is the setback between Tycon One and Tycon 2. This issue has existed for a long period of time, and, as a result, Tycon One and Tycon 2 cannot stand on their own and meet the Fairfax County Zoning Ordinance requirements.

Tycon IV Hotel
Tysons Corner, VA



Pedestrian Entry Plaza



The JBG COMPANIES

PRINCIPAL ARCHITECTS
FRANKLIN BIRDA ARCHITECTS
1100 S. WASHINGTON BLVD., SUITE 1000
ARLINGTON, VA 22204

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**WELLS & ASSOCIATES, LLC**TRAFFIC, TRANSPORTATION, and PARKING CONSULTANTS

MEMORANDUM

TO: Rich Hayes
Fairfax County Department of Public Works & Environmental Services
Code Analysis Section

FROM: Robin L. Antonucci
Jennifer N. Carpenter

RE: Parking Code Reduction for Tycon IV
(PCA C-597-4 & SE 2007-PR-014)
Providence District; Tax Map # 39-1-((6)), parcels B1 and 69A

DATE: March 20, 2008

This memo is intended to address Department of Transportation concerns regarding a requested 13.5% shared parking reduction associated with the Tycon IV hotel site. The site is located south of Boone Boulevard (Route 786) east of Howard Avenue (Route 786) and west of Gallows Road (Route 650) in Fairfax County, Virginia. An existing office building of 141,268 gross square feet (GSF) currently exists on the property.

In order to facilitate the establishment of the new hotel, a special exception (SE 2007-PR-014) application and companion proffer condition amendment application (PCA C-597-4) were filed with Fairfax County. The proposed applications seek to secure approval to build a 107,115 gross square foot hotel on the property. The hotel is planned to include 173 guest rooms, 467 gsf of meeting space and 2,200 gsf of breakfast/lounge areas. The meeting space and breakfast/lounge areas are not open to the public, they are for the use of hotel patrons only.

A shared parking study dated December 18, 2007 was submitted to your office on December 20, 2007. Based on the analyses submitted, a 13.5% reduction (or 75 fewer spaces) from the County's Ordinance requirement was justified and requested. However, comments dated February 19, 2008 from the Department of Transportation recommended a parking reduction of 12% (or 67 fewer spaces) from the Ordinance recommended levels.

As discussed at a meeting yesterday with you, Bob Owolabi, and Calvin Lam of the Department of Transportation, the applicant has proffered a Transportation Demand Management (TDM) program in conjunction with the associated PCA application. A copy of the draft proffers associated with the application are provided herein as Attachment I. A TDM program ensures that a portion of the trips generated by the proposed hotel will use some form of transportation other than an automobile, therefore not requiring the use of a parking space. The goal of the hotel's program is to reduce said trips by 15%, consistent with the County's Comprehensive Plan.

To that end, we reran the ULI, 2nd Edition, *Shared Parking* model using both the County's parking requirements as set forth in the Zoning Ordinance and ULI's parking demand rates as base data. The results are summarized in Tables 1 and 2, respectively. As shown in Table 1, using the County's base rate of 555 spaces for the office and hotel uses together and assuming a 15% mode split on the hotel use only, yields a shared parking reduction of 16%. As shown on Table 2, using ULI base rate of 689 spaces for the hotel and office uses together and assuming a 15% mode split on the hotel use only, yields a shared parking reduction of 13%. Therefore the applicant respectfully requests approval of a 13.5% reduction from the Zoning Ordinance requirement of 555 spaces.

The application has been scheduled for a public hearing before the Fairfax County Planning Commission on April 30, 2008; with a hearing before the Board of Supervisors anticipated for May 19, 2008. In the interest of timeliness we respectfully request a staff determination, in writing, as to the shared parking application and reduction percentage by March 28, 2008. Thank you for your consideration. Please contact us with any questions you may have regarding this matter.

Attachment: a/s

cc: Peter Braham, Fairfax County Department of Planning & Zoning
Bob Owolabi, Fairfax County Department of Transportation
Calvin Lam, Fairfax County Department of Transportation

3/20/2008

Table 1
 Project: Tycon III
 Description: Shared parking with Zoning Ordinance base and 15% mode split applied to hotel employees/guests.

SHARED PARKING DEMAND SUMMARY

Land Use	Project Data Quantity Unit	PEAK MONTH: JUNE -- PEAK PERIOD: 10 AM, WEEKDAY										Weekend		Weekend		Estimated Parking Demand	Estimated Parking Demand
		Weekday					Weekend					Peak Hr Adj 10 AM	Peak Mo Adj June	Peak Hr Adj 8 AM	Peak Mo Adj June		
		Base Rate	Mode Adj	Non- Captive Ratio	Project Rate	Unit	Base Rate	Mode Adj	Non- Captive Ratio	Project Rate	Rate						
Hotel-Business Employee	173 rooms	1.00	0.85	1.00	0.85	/rooms	0.90	0.85	1.00	0.77	/rooms	0.60	1.00	0.80	1.00	88	106
Office 100 to 500 ksf Employee	141,268 sq GLA	0.25	0.85	1.00	0.22	/rooms	0.18	0.85	1.00	0.15	/rooms	1.00	1.00	0.90	1.00	12	11
		0.24	1.00	1.00	0.24	/ksf GLA	0.03	1.00	1.00	0.03	/ksf GLA	1.00	1.00	0.60	1.00	25	2
		3.09	1.00	1.00	3.09	/ksf GLA	0.31	1.00	1.00	0.31	/ksf GLA	1.00	1.00	0.60	1.00	343	21
												Customer Employee Reserved Total	Customer Employee Reserved Total			113 355 0 468	108 32 0 140

Shared Parking Reduction 16% 75%

Table 2
 Project: Tycon III
 Description: Shared Parking Model with ULJ Base and 85% mode split on hotel guests/employees.

SHARED PARKING DEMAND SUMMARY

Land Use	Project Data Quantity Unit	PEAK MONTH: JUNE -- PEAK PERIOD: 10 AM, WEEKDAY						PEAK MONTH: JUNE -- PEAK PERIOD: 10 AM, WEEKDAY						
		Weekday			Non-Weekend			Weekday			Non-Weekend			
		Base Rate	Mode Adj	Non-Captive Ratio	Project Rate	Unit	Base Rate	Mode Adj	Non-Captive Ratio	Project Rate	Unit	Peak Hr Adj 10 AM	Peak Mo Adj June	Estimated Parking Demand
Hotel-Business Employee	173 rooms	1.00	0.85	1.00	0.85	rooms	0.90	0.85	1.00	0.77	rooms	1.00	1.00	68
Residential, Rental, Shared Spaces	units	0.25	0.85	1.00	0.22	rooms	0.18	0.85	1.00	0.15	rooms	1.00	1.00	37
Reserved Guest	sp/unit	1.50	1.00	1.00	1.50	/unit	1.50	1.00	1.00	1.50	/unit	0.75	1.00	0
Reserved Guest	units	0	1.00	1.00	0	/unit	0	1.00	1.00	0	/unit	1.00	1.00	0
Reserved Guest	sp/unit	0	1.00	1.00	0	/unit	0	1.00	1.00	0	/unit	0.20	1.00	0
Office 100 to 500 ksf Employee	141,268 sf GLA	0.15	1.00	1.00	0.00	/unit	0.00	1.00	1.00	0.00	/unit	1.00	1.00	0
		0.24	1.00	1.00	0.15	/unit	0.15	1.00	1.00	0.03	/ksf GLA	0.20	1.00	0
		3.08	1.00	1.00	3.09	/ksf GLA	0.03	1.00	1.00	0.31	/ksf GLA	0.60	1.00	35
											Customer Employee Reserved Total	1.00	1.00	437
											Customer Employee Reserved Total	1.00	1.00	123
											Customer Employee Reserved Total	1.00	1.00	474
											Customer Employee Reserved Total	1.00	1.00	0
											Customer Employee Reserved Total	1.00	1.00	597

Shared Parking Reduction 13% 77%

ATTACHMENT I

DRAFT PROFFERS

Omitted. See Appendix 1



WELLS + ASSOCIATES

REC'D

12 21 2007

PR 00

3881-PKS-001-1

December 18, 2007

Mr. Richard Hayes
Engineer II
Code Analysis Division
Department of Public Works &
Environmental Services
12055 Government Center Parkway
Fairfax, Virginia 22035-5503

SUBJECT: Parking Code Reduction for Tycon IV
(PCA C-597-4 & SE 2007-PR-014)
Providence District; Tax Map # 39-1-((6)), parcels B1 and 69A

Dear Mr. Hayes:

Enclosed please find a check in the amount of \$9,250 payable to the County of Fairfax for the submission of a shared parking reduction for Tycon IV. The subject site of the new extended stay hotel (Tax Map 39-1((6)) 69A) is located south of Boone Boulevard (Route 786) east of Howard Avenue (Route 786) and west of Gallows Road (Route 650), in Fairfax County, Virginia. The subject property is zoned C-3 (Office District). Hotel uses are permitted in the C-3 District with the approval of a Special Exception application.

In order to facilitate the establishment of a hotel on the property, a special exception (SE 2007-PR-014) application (and companion proffer condition amendment application (PCA C-597-4) was recently filed with Fairfax County. The proposed applications seek to secure approval to build a 107,115 gross square foot extended stay hotel on the property. The hotel is planned to include 467 gsf of meeting space and 2,200 gsf of breakfast/lounge areas.

The existing Tycon III office building is located at 8229 Boone Boulevard. The total floor area associated with Tycon III is 141,248 gsf. A total of 475 spaces are currently available to serve the office building.

Article 11, Section 11-103 of the Ordinance outlines the requirements for hotel uses as follows:

“One (1) space per rental unit, plus four (4) spaces per fifty (50) rental units, plus such spaces as are required for eating establishments, assembly rooms and affiliated facilities as determined by the Director.”

REC'D

12 21 2007

The Ordinance further recommends that parking for office uses be provided as follows:

"50,000 square feet of gross floor area or less: Three and six-tenths (3.6) spaces per 1,000 square feet of gross floor area."

Under a strict application of the Ordinance, a total of 555 spaces would be required to accommodate the existing office building and the proposed extended stay hotel. In order to permit a reduction in the number of floors associated with the proposed parking deck, a parking reduction (see Attachment) is hereby requested on behalf of Tycon IV. This request is based on the following:

- Different hours of operation
- Shared parking between two sites

Article 11, Section 102-4 provides for the requested reductions.

Thank you so much Rich for you help with this matter. It is, as always, greatly appreciated.

Sincerely,



Jennifer N. Carpenter
Associate

Enclosures: a/s



WELLS + ASSOCIATES

MEMORANDUM

TO: Richard Hayes, Engineer II
Code Analysis Division

FROM: Robin L. Antonucci
Jennifer N. Carpenter

RE: Boone Boulevard Tycon III and IV
(PCA C-597-4 & SE 2007-PR-014)
Fairfax County, Virginia

SUBJECT: Shared Parking Reduction

DATE: December 18, 2007

Introduction

This memorandum presents the results of a shared parking assessment conducted in support of a proposed new extended stay hotel in Fairfax County, Virginia. The subject site of the proposed hotel (Tax Map 39-1((6)) 69A) is located south of Boone Boulevard (Route 786), east of Howard Avenue (Route 786) and west of Gallows Road (Route 650), as shown on Figure 1, and is referred to as Tycon IV. The applicant is requesting a 13% reduction (or 75 fewer spaces) than the number that would be required by a strict application of the Fairfax County Zoning Ordinance, permitting a reduction in the number of floors associated with the proposed parking deck.

Background

The approximate nine-acre (9) site of the proposed hotel was rezoned to C-3 (Office District) on October 6, 1975 (RZ C-597). The C-3 District was established to provide areas where predominantly non-retail commercial uses such as offices and financial institutions may be located. Hotel uses are permitted in the C-3 District with the approval of a Special Exception application. In order to facilitate the establishment of a hotel on the property, a special exception (SE 2007-PR-014) application (and companion proffer condition amendment application (PCA C-597-4)) was recently filed with Fairfax County.

The proposed applications seek to secure approval to build a 107,115 gross square foot (or 173 room) extended stay hotel on the property. The hotel is planned to include 467 gsf of meeting space and 2,200 gsf of breakfast/lounge areas. Both the meeting space and the breakfast/lounge areas are intended for use by hotel guests *only* and therefore do not require additional parking spaces.

Construction of the proposed hotel would require the removal of approximately 235 surface parking spaces that currently serve the 141,268 square foot office building (Tycon III) developed on the site. The proffer condition amendment/special exception plan (PCA/SE) prepared by Urban, Ltd., and submitted as part of the PCA/SE application package for the proposed hotel, reflects a total of 556 parking spaces provided (or 81 more than currently exist) to serve the existing Tycon III office building and the proposed hotel use. Of the provided parking spaces, 240 spaces will remain in the existing parking lot and 316 spaces could be provided in the proposed parking garage.

Fairfax County Parking Requirements

Article II of the Fairfax County Zoning Ordinance establishes weekday parking requirements for various land uses by providing parking rates per unit of land use (square feet of retail space, for example). According to the Ordinance, all required parking spaces shall be located on the same lot as the structure or uses to which they are accessory or on a lot contiguous thereto which has the same zoning classification, and is either under the same ownership, or is subject to arrangements satisfactory to the Director that will ensure the permanent availability of such spaces. Off-street parking may serve two or more uses; however, in such case, the total number of such spaces must equal the sum of the spaces required for each separate use except that the Board [of Supervisors] may reduce the total number of parking spaces required to serve two or more uses by reason of the hourly parking accumulation characteristics of such uses (Section 11-102.4.B). A copy of the relevant Ordinance text is provided herein as Attachment I.

Article 11, Section 11-103 of the Ordinance outlines the requirements for hotel uses as follows:

“One (1) space per rental unit, plus four (4) spaces per fifty (50) rental units, plus such spaces as are required for eating establishments, assembly rooms and affiliated facilities as determined by the Director.”

The Ordinance further recommends parking for office uses be provided as follows:

“125,000 square feet of [office] gross floor area or more: Two and six-tenths (2.6) spaces per 1,000 square feet of gross floor area.”

As stated above and reflected on Table I, 187 parking spaces would be required to serve the hotel; existing office would require 368 parking spaces. Therefore, based on a strict application of the Zoning Ordinance, a total of 555 parking spaces would be required to accommodate all of the parking demand associated with the existing and proposed on-site uses.

Parking Occupancy Counts

Parking occupancy counts for the Tycon III site were conducted every fifteen minutes on Thursday, September 6th, Friday, March 30th, Saturday, March 31st, and Sunday, April 1st between 6:00 AM and 12:00 AM. The existing parking supply for Tycon III is 475 parking spaces. The maximum number of occupied spaces in any one fifteen minute period was 216 vehicles (or 46% occupancy) which occurred

from 11:15 AM to 11:30 AM on Friday March 30th. At the time occupancy counts were conducted, the Tycon III office building was 70% occupied. Therefore, based on full occupancy of the building and the counts provided in Attachment II, 309 spaces would be required to serve the office building.

Shared Parking Concept

The Urban Land Institute (ULI) publication Shared Parking, 2nd edition has established a model and methodology for determining parking demand for various types of development. This methodology is especially useful in cases such as Tycon III and the proposed hotel, where a single parking space may be used for both the existing office building and the proposed hotel use. Because each land use within a development may experience a peak parking demand at different times of day, or different months of the year, relative to the other land uses on-site, the actual peak parking demand of the entire development may be significantly less than if the peak parking demand of each land use was considered separately. For example, a hotel tends to experience peak parking demand during the nighttime hours (when guests have retired to their rooms), while retail uses experience little to no parking demand during the nighttime.

Shared Parking Analysis: Fairfax County Parking Requirements

ULI provides base weekday and weekend parking rates for individual land uses for the purpose of establishing a base peak parking demand. Given a standard parking rate for Fairfax County, the weekday rates were adjusted based on Fairfax County standards, and a weekday/weekend parking ratio equal to that of ULI rates was used to forecast the estimated weekend parking need. Table I shows the parking demand calculations based on Fairfax County parking rates and the proposed development program. As the table indicates, a maximum of 555 parking spaces are required for existing and proposed uses when each land use is considered separately.

The ULI model applies various hourly, monthly and weekday/weekend adjustment factors to the parking demands of each land use. For informational purposes, these adjustment factor tables are provided in Attachment II. Based on these adjustment calculations, the model establishes a peak demand hour and month during which the mixed-use development's parking requirements are at their highest. When the Tycon III office and proposed hotel parking demands are adjusted to reflect hourly, monthly and, weekday/weekend variations, a peak parking demand of 484 weekday and 187 weekend parking spaces is calculated. The weekday shared parking figure represents a 13 percent reduction from the Fairfax County Zoning Ordinance. Figure 11 shows hourly parking demand as a composite of the demands of both land uses (hotel and office).

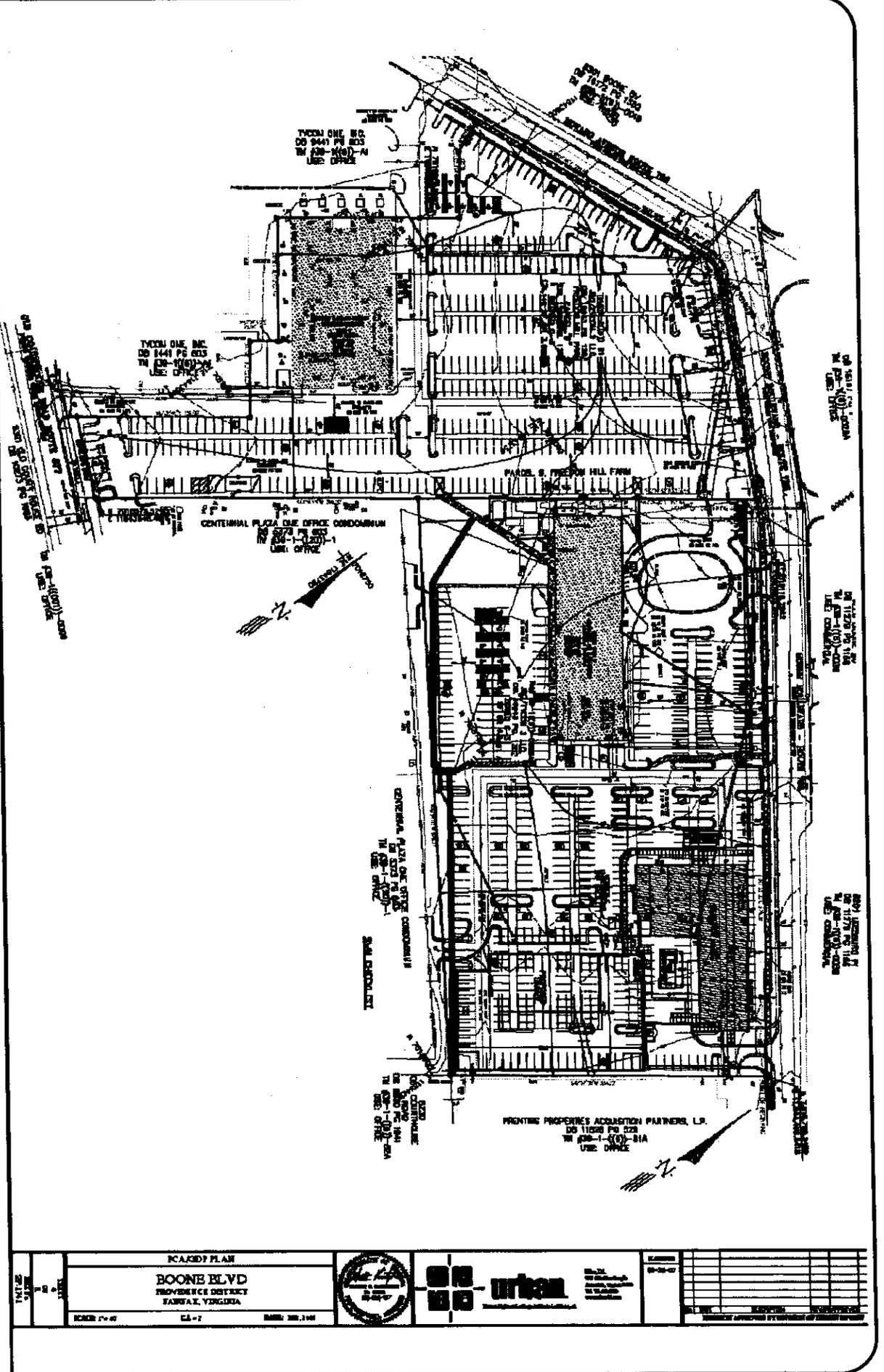
Conclusions

According to the Fairfax County Zoning Ordinance, 555 parking spaces would be required to accommodate both the existing office building and the proposed hotel use. Based on the ULI shared parking model with Fairfax County parking rates, a peak parking demand of 480 weekday spaces would be necessary to accommodate existing/proposed uses. Therefore, a parking reduction of 13% from the

required Fairfax County rates could adequately accommodate forecasted demands by sharing parking among complementary land uses.

I trust that the information provided herein is useful to you in understanding the parking demand associated with the Tycon III office and proposed hotel uses. Please contact my office if you have any questions or need additional information.

Figure 1
Site Plan Reduction



Tycon IV
Fairfax County, Virginia

WVA
Wells + Associates, Inc.

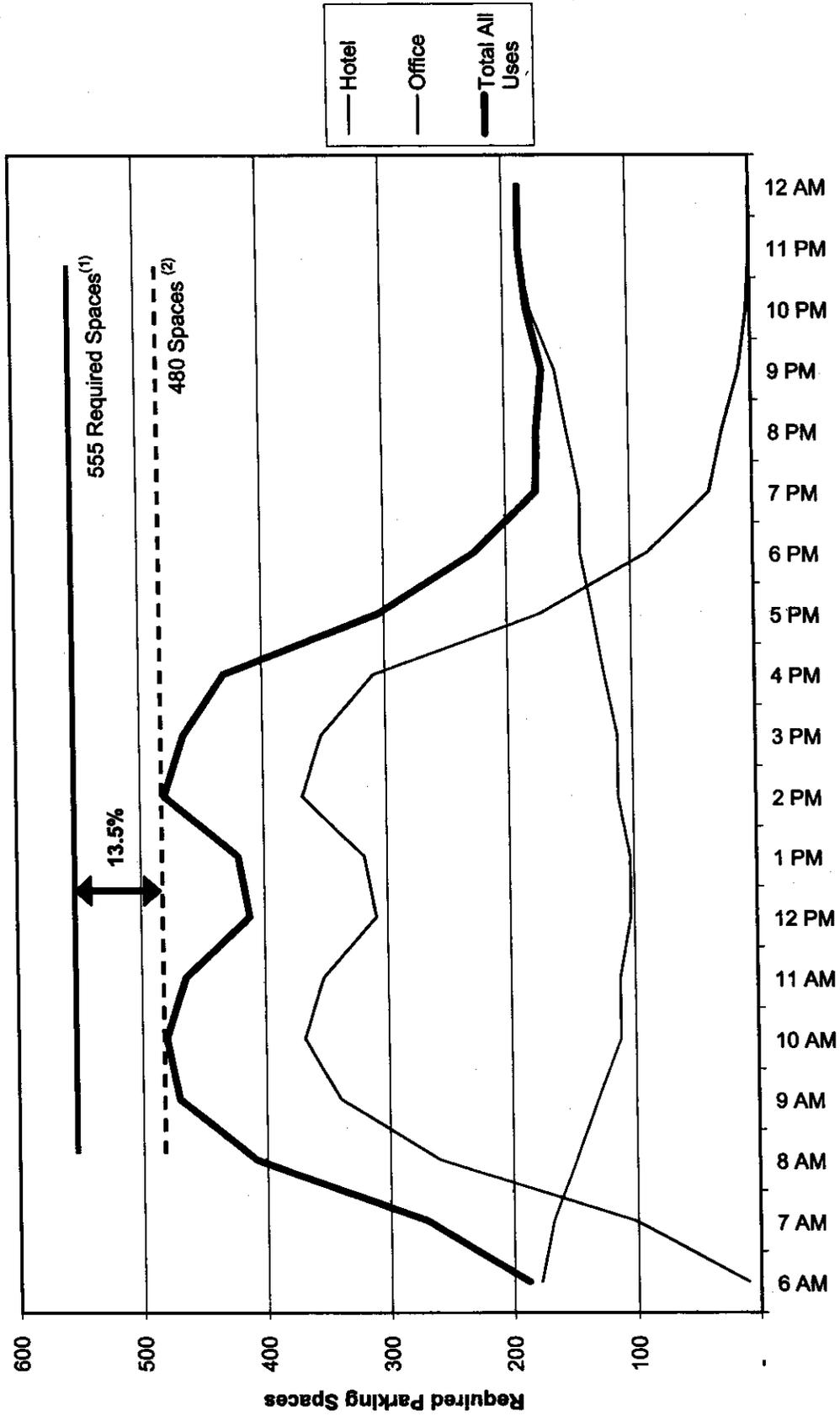
North

Table 1
 Parking Requirements
 Fairfax County Zoning Ordinance

Scenario	Amount	Units	Parking Requirements	Spaces Required
<u>Existing</u> Tycon III Office Building	141,268	GSF	Two and six-tenths (2.6) spaces per 1,000 square feet of gross floor area	368
<u>Proposed</u> Tycon IV Hotel	173	Rooms	1 Space per unit plus 4 Spaces per 50 units, plus such spaces as are required for eating establishments, assembly rooms and affiliated facilities as determined by the Director	187
			Total	555

Note(s): (1) Rates taken from the Fairfax County Zoning Ordinance

Figure 2
Weekday Estimated Peak Hour Demand



(1) Required spaces based on strict application of Fairfax County Zoning Ordinance requirements.
 (2) Required spaces based on Fairfax County Zoning Ordinance requirements, and by applying ULI methodologies.

OFF-STREET PARKING AND LOADING, PRIVATE STREETS

- A. Outdoor display/sales area and that area within a cellar that is not used exclusively for storage or for mechanical equipment shall be included as gross floor area; and
 - B. Mall areas in shopping centers of less than 1,000,000 square feet of gross floor area, which shall be calculated as consisting of the sum of all floors in the mall, measured from the interior faces of the walls of the mall, shall be excluded from gross floor area.
26. In conjunction with the approval of a proffer to establish a transportation demand management (TDM) program, or if a development is subject to an approved proffer for the establishment of a TDM program, the Board may, subject to conditions it deems appropriate, reduce the number of off-street parking spaces otherwise required by the strict application of the provisions of this Part when the applicant has demonstrated to the Board's satisfaction that, due to the proffered TDM program, the spaces proposed to be eliminated for a site are unnecessary and such reduction in parking spaces will not adversely affect the site or the adjacent area. In no event shall the reduction in the number of required spaces exceed the projected reduction in parking demand specified by the proffered TDM program.
- For the purposes of this provision, a proffered TDM program shall include: a projected reduction in parking demand expressed as a percentage of overall parking demand and the basis for such projection; the TDM program actions to be taken by the applicant to reduce the parking demand; a requirement by the applicant to periodically monitor and report to the County as to whether the projected reductions are being achieved; and a commitment and plan whereby the applicant shall provide additional parking spaces in an amount equivalent to the reduction should the TDM program not result in the projected reduction in parking demand.
27. For a hotel and/or conference/convention center in proximity to an airport, the Board may, subject to conditions it deems appropriate, reduce the total number of off-street parking spaces otherwise required by the strict application of the provisions of this Part, when it is warranted by a parking study, submitted by the applicant, which demonstrates that a reduction is justified based on actual parking usages at existing developments which are comparable in use and location.
28. The minimum off-street parking requirements for any non-residential use within the Lake Anne Commercial Revitalization Area as designated by the Board of Supervisors may be reduced by twenty (20) percent by the Board when it is demonstrated by the applicant and determined by the Board that such reduction is in furtherance of the goals of the Area as set forth in the adopted comprehensive plan. Such request may also be considered in conjunction with a rezoning and/or special exception application. The fee for a parking reduction set forth in Sect. 17-109 shall not be applicable.

11-103

Minimum Required Spaces for Residential and Lodging Uses

Minimum off-street parking spaces accessory to the uses hereinafter designated shall be provided as follows:

1. Bed and Breakfast:

FAIRFAX COUNTY ZONING ORDINANCE

Two (2) spaces per single family dwelling, provided that only one (1) such space must have convenient access to a street, plus one (1) space per guest room in the bed and breakfast

2. Dormitory, Fraternity or Sorority House, or Other Residence Hall Located Off Campus:

One (1) space per two (2) sleeping accommodations based on the occupancy load of the building, plus one (1) additional space for each housemother, manager or employee

3. Dwelling, Single Family Detached:

Two (2) spaces per unit for lots with frontage on a public street and three (3) spaces per unit for lots with frontage on a private street, provided that only one (1) such space must have convenient access to a street

4. Dwelling, Single Family Attached:

Two and seven-tenths (2.7) spaces per unit, provided, however, that only one (1) such space must have convenient access to the street

5. Dwelling, Multiple Family:

One and six-tenths (1.6) spaces per unit

6. Hotel, Motel:

One (1) space per rental unit, plus four (4) spaces per fifty (50) rental units, plus such spaces as are required for eating establishments, assembly rooms and affiliated facilities as determined by the Director

7. Independent Living Facility

One (1) space per four (4) dwelling units, plus one (1) space per one (1) employee or staff member on the major shift, or such greater number as the Board may require

8. Mobile Home:

One and one-half (1.5) spaces per unit

9. Nursing, Convalescent, Assisted Living or Congregate Living Facility:

One (1) space per three (3) residents, plus one (1) additional space for each employee

10. Tourist House, Boarding House, Rooming House:

One (1) space per guest accommodation

OFF-STREET PARKING AND LOADING, PRIVATE STREETS

11-104 Minimum Required Spaces for Commercial and Related Uses

Minimum off-street parking spaces accessory to the uses hereinafter designated shall be provided as follows:

1. **Bowling Alley:**

Four (4) spaces per alley, plus one (1) space per employee, plus such additional spaces as may be required herein for affiliated uses such as eating establishments

2. **Business Service and Supply Service Establishment:**

One (1) space per 300 square feet of gross floor area

3. **Car Wash:**

Four (4) spaces per bay/stall plus one (1) space per employee for a self-service establishment, or one (1) space per employee, plus sufficient area for ten (10) stacking spaces per bay/stall for an automated establishment

4. **Convenience Center:**

One (1) space per 500 square feet of net floor area plus one (1) space per employee, but never to exceed a total number of six (6) spaces

5. **Drive-In Bank:**

Four (4) spaces per 1000 square feet of gross floor area for customer service, lobby and teller area, plus additional space as required herein for any associated offices. In addition, there shall be eight (8) stacking spaces in front of the first window and two (2) stacking spaces in front of each additional window; except that five (5) stacking spaces may be permitted in front of each of the first two (2) windows, provided that both windows shall always remain open when the drive-in facility is operational

6. **Drive-Through Pharmacy:**

As required in Par. 20 below, plus five (5) stacking spaces in front of each drive-through window

7. **Eating Establishment or Commercial Recreation Restaurant:**

One (1) space per four (4) seats plus one (1) space per two (2) employees where seating is at tables,

and/or

One (1) space per two (2) seats plus one (1) space per two (2) employees where seating is at a counter

Parking Occupancy Count

#3507

Homewood Suites @ Tycon

Surveyor:

Belen (6am-3pm) & Errys (3pm-12am)

Hours:

6:00am - 12:00am

Date:

Friday, March 30, 2007

Weather:

Clear

Lots	1	2	3	4	5	6	7	8	9	Interval Total
AM										
6:00 AM	1	0	7	0	0	0	0	1	0	9
6:15 AM	3	0	8	0	0	0	0	1	0	12
6:30 AM	5	1	8	0	0	0	0	1	0	15
6:45 AM	10	1	8	0	0	0	0	1	0	20
7:00 AM	12	1	11	0	0	0	0	1	0	25
7:15 AM	16	1	13	0	0	1	0	1	0	32
7:30 AM	21	1	15	0	1	1	1	1	0	41
7:45 AM	25	1	16	1	1	1	1	1	0	47
8:00 AM	31	1	23	1	1	2	1	1	1	62
8:15 AM	44	4	31	1	2	2	1	1	1	87
8:30 AM	53	6	39	2	4	2	2	5	1	114
8:45 AM	57	7	43	3	7	5	4	6	1	133
9:00 AM	56	7	48	3	9	6	4	6	1	140
9:15 AM	57	7	52	5	9	10	8	7	1	156
9:30 AM	57	7	59	5	14	12	10	9	1	174
9:45 AM	57	7	59	6	16	13	14	12	1	185
10:00 AM	57	7	59	10	16	13	15	13	7	197
10:15 AM	57	7	58	12	20	13	15	16	11	209
10:30 AM	57	7	58	12	19	15	14	15	12	209
10:45 AM	57	7	57	12	18	15	14	15	12	207
11:00 AM	48	7	60	14	18	17	15	18	12	207
11:15 AM	54	7	60	14	19	17	13	20	13	216
11:30 AM	55	7	62	15	17	14	12	21	12	215
11:45 AM	55	7	61	14	16	16	12	21	13	214
12:00 PM	54	7	64	11	15	14	14	16	14	209
12:15 PM	49	7	63	11	16	13	19	20	12	210
12:30 PM	48	7	59	10	15	13	16	21	13	202
12:45 PM	51	6	60	10	14	14	15	19	12	201
1:00 PM	48	7	58	10	13	11	18	18	12	195
1:15 PM	48	6	58	10	12	12	18	15	12	189
1:30 PM	50	6	47	7	14	13	19	14	13	183
1:45 PM	51	7	46	9	15	14	18	13	13	186
2:00 PM	50	7	47	8	15	13	16	14	13	183
2:15 PM	53	7	44	8	13	13	17	13	13	181
2:30 PM	55	7	47	8	15	14	14	12	13	185
2:45 PM	55	7	48	6	14	13	14	12	14	183
3:00 PM	56	6	52	7	16	13	13	12	14	189
3:15 PM	57	6	47	7	15	13	13	11	13	182
3:30 PM	56	6	48	8	14	11	11	14	12	180
3:45 PM	54	5	53	9	14	11	8	14	12	180
4:00 PM	52	5	60	7	12	11	7	14	12	170
4:15 PM	52	5	47	7	11	11	7	14	12	166
4:30 PM	50	4	43	6	9	12	5	14	12	155
4:45 PM	47	4	42	5	7	12	4	14	12	147
5:00 PM	41	3	39	4	9	10	4	13	12	135
5:15 PM	35	2	33	4	6	8	3	13	11	115
5:30 PM	25	1	24	4	6	7	3	9	11	90
5:45 PM	15	0	19	2	3	6	3	7	11	66
6:00 PM	13	0	18	1	2	6	2	9	11	62
6:15 PM	9	0	12	1	1	4	2	7	11	47
6:30 PM	7	0	12	1	1	4	2	7	11	45
6:45 PM	6	0	10	1	1	2	1	8	11	40
7:00 PM	6	0	8	1	1	1	0	7	11	35
7:15 PM	4	0	6	1	0	1	0	5	11	28
7:30 PM	3	0	3	1	0	0	0	5	11	23
7:45 PM	2	0	3	0	0	0	0	5	11	21
8:00 PM	2	0	3	0	0	0	0	5	11	21
8:15 PM	2	0	3	0	0	0	0	4	11	20
8:30 PM	2	0	3	0	0	0	0	4	11	20
8:45 PM	0	0	2	0	0	0	0	4	11	17
9:00 PM	0	0	2	0	0	0	0	1	11	14
9:15 PM	0	0	3	0	0	0	0	1	11	15
9:30 PM	0	0	3	0	0	0	0	1	11	15
9:45 PM	0	0	3	0	0	0	0	1	11	15
10:00 PM	0	0	3	0	0	0	0	1	11	15
10:15 PM	0	0	3	0	0	0	0	1	11	15
10:30 PM	0	0	3	0	0	0	0	1	11	15
10:45 PM	0	0	3	0	0	0	0	0	11	14
11:00 PM	0	0	4	0	0	0	0	0	11	15
11:15 PM	0	0	4	0	0	0	0	0	11	15
11:30 PM	0	0	4	0	0	0	0	0	11	15
11:45 PM	0	0	4	0	0	0	0	0	11	15
12:00 AM	0	0	4	0	0	0	0	0	11	15
Total Spcs.	2151	236	2177	315	504	475	442	607	673	7580

Parking Occupancy Count

#3507
Homewood Suites @ Tyoon

Surveyor: Steve
Hours: 8:00am - 12:00am
Date: Saturday, March 31, 2007
Weather: Clear

Lots	1	2	3	4	5	6	7	8	9	Interval Total
AM										
6:00 AM	0	0	3	0	0	0	0	0	11	14
6:15 AM	0	0	2	0	0	0	0	0	11	13
6:30 AM	0	0	2	0	0	0	0	0	11	13
6:45 AM	1	0	2	0	0	0	0	0	11	14
7:00 AM	1	0	2	0	0	0	0	0	11	14
7:15 AM	1	0	2	0	0	0	0	0	11	14
7:30 AM	1	0	2	0	0	0	0	0	11	14
7:45 AM	2	0	2	0	0	0	0	0	11	15
8:00 AM	3	0	2	0	0	0	0	0	11	16
8:15 AM	4	0	2	0	0	0	0	0	11	17
8:30 AM	5	0	2	0	0	0	0	0	11	18
8:45 AM	8	0	2	0	0	0	0	0	11	21
9:00 AM	9	0	2	0	0	0	0	0	11	22
9:15 AM	8	0	2	0	0	0	0	0	11	21
9:30 AM	10	0	3	0	0	0	0	0	11	24
9:45 AM	7	0	3	0	0	0	0	0	11	21
10:00 AM	8	0	3	0	0	0	0	0	11	22
10:15 AM	10	0	3	0	0	0	0	1	11	25
10:30 AM	11	0	3	0	0	0	0	1	11	26
10:45 AM	11	0	3	0	0	0	0	1	11	26
11:00 AM	10	0	3	0	0	0	0	0	11	24
11:15 AM	10	0	4	0	0	0	0	0	11	25
11:30 AM	11	0	4	0	0	0	0	0	11	26
11:45 AM	10	0	4	0	0	0	0	0	11	25
PM										
12:00 PM	9	0	4	0	0	0	0	0	11	24
12:15 PM	9	0	4	0	0	0	0	0	11	24
12:30 PM	8	0	4	0	0	0	0	0	11	23
12:45 PM	8	0	4	0	0	0	0	0	11	23
1:00 PM	8	0	4	0	0	0	0	0	11	23
1:15 PM	8	0	4	0	0	0	0	0	11	23
1:30 PM	9	0	4	0	0	0	0	0	11	24
1:45 PM	5	0	4	0	0	0	0	0	11	20
2:00 PM	3	0	3	0	0	0	0	0	11	17
2:15 PM	2	0	3	0	0	0	0	0	11	16
2:30 PM	2	0	3	0	0	0	0	0	11	16
2:45 PM	3	0	3	0	0	0	0	0	11	17
3:00 PM	4	0	3	0	0	0	0	0	11	18
3:15 PM	4	0	3	0	0	0	0	0	11	18
3:30 PM	3	0	3	0	0	0	0	0	11	17
3:45 PM	3	0	3	0	0	0	0	0	11	17
4:00 PM	2	0	3	0	0	0	0	0	11	16
4:15 PM	3	0	3	0	0	0	0	0	11	17
4:30 PM	3	0	3	0	0	0	0	0	11	17
4:45 PM	4	0	3	0	0	0	0	0	11	18
5:00 PM	4	0	3	0	0	0	0	0	11	18
5:15 PM	3	0	2	0	0	0	0	0	11	16
5:30 PM	3	0	2	0	0	0	0	0	11	16
5:45 PM	3	0	2	0	0	0	0	0	11	16
6:00 PM	3	0	2	0	0	0	0	0	11	16
6:15 PM	2	0	2	0	0	0	0	0	11	15
6:30 PM	0	0	2	0	0	0	0	0	11	13
6:45 PM	0	0	2	0	0	0	0	0	11	13
7:00 PM	0	0	2	0	0	0	0	0	11	13
7:15 PM	0	0	2	0	0	0	0	0	11	13
7:30 PM	0	0	2	0	0	0	0	0	11	13
7:45 PM	0	0	2	0	0	0	0	0	11	13
8:00 PM	0	0	2	0	0	0	0	0	11	13
8:15 PM	0	0	2	0	0	0	0	0	11	13
8:30 PM	0	0	2	0	0	0	0	0	11	13
8:45 PM	0	0	2	0	0	0	0	0	11	13
9:00 PM	0	0	3	0	0	0	0	0	11	14
9:15 PM	0	0	3	0	0	0	0	0	11	14
9:30 PM	0	0	3	0	0	0	0	0	11	14
9:45 PM	0	0	3	0	0	0	0	0	11	14
10:00 PM	0	0	3	0	0	0	0	0	11	14
10:15 PM	0	0	2	0	0	0	0	0	11	13
10:30 PM	0	0	2	0	0	0	0	0	11	13
10:45 PM	0	0	2	0	0	0	0	0	11	13
11:00 PM	0	0	2	0	0	0	0	0	11	13
11:15 PM	0	0	2	0	0	0	0	0	11	13
11:30 PM	0	0	2	0	0	0	0	0	11	13
11:45 PM	0	0	2	0	0	0	0	0	11	13
AM										
12:00 AM	0	0	2	0	0	0	0	0	11	13
Total Spots	259	0	104	0	0	0	0	0	200	463

Parking Occupancy Count

#3507
Homewood Suites @ Tyoon

Surveyor: Belen (6am-3pm) & Ergys (3pm-12am)
Hours: 6:00am - 12:00am
Date: Sunday, April 1, 2007
Weather: Clear

Lots	1	2	3	4	5	6	7	8	9	Interval Total
AM										
6:00 AM	0	0	1	0	0	0	0	0	11	12
6:15 AM	0	0	1	0	0	0	0	0	11	12
6:30 AM	0	0	1	0	0	0	0	0	11	12
6:45 AM	0	0	1	0	0	0	0	0	11	12
7:00 AM	0	0	1	0	0	0	0	0	11	12
7:15 AM	0	0	1	0	0	0	0	0	11	12
7:30 AM	1	0	1	0	0	0	0	0	11	13
7:45 AM	1	0	1	0	0	0	0	0	11	13
8:00 AM	1	0	1	0	0	0	0	0	11	13
8:15 AM	1	0	1	0	0	0	0	0	11	13
8:30 AM	1	0	2	0	0	0	0	0	11	14
8:45 AM	1	0	2	0	0	0	0	0	11	14
9:00 AM	1	0	2	0	0	0	0	0	11	14
9:15 AM	2	0	2	0	0	0	0	0	11	15
9:30 AM	2	0	2	0	0	0	0	1	11	16
9:45 AM	3	0	2	0	0	0	0	1	11	17
10:00 AM	4	0	2	0	0	0	0	0	11	17
10:15 AM	3	0	1	0	0	0	0	2	11	17
10:30 AM	3	0	1	0	0	0	0	2	11	17
10:45 AM	3	0	1	0	0	0	0	2	11	17
11:00 AM	3	0	1	0	0	0	0	2	11	17
11:15 AM	3	0	1	0	0	0	0	2	11	17
11:30 AM	4	0	1	0	0	0	0	2	11	18
11:45 AM	4	0	2	0	0	0	0	2	11	19
PM										
12:00 PM	4	0	1	0	0	0	0	2	11	18
12:15 PM	4	0	1	0	0	0	0	2	11	18
12:30 PM	3	0	1	0	1	0	0	2	11	18
12:45 PM	3	0	1	0	1	0	0	2	11	18
1:00 PM	3	0	1	0	0	0	0	2	11	17
1:15 PM	3	0	1	0	0	0	0	2	11	17
1:30 PM	3	0	1	0	0	0	0	2	11	17
1:45 PM	3	0	1	0	0	0	0	2	11	17
2:00 PM	3	0	1	0	0	0	0	2	11	17
2:15 PM	3	0	1	0	0	0	0	2	11	17
2:30 PM	4	0	2	0	0	0	0	2	11	19
2:45 PM	4	0	2	0	0	0	0	2	11	19
3:00 PM	4	0	2	0	0	0	0	2	11	19
3:15 PM	5	0	2	0	0	0	0	2	11	20
3:30 PM	4	0	2	0	0	0	0	2	11	19
3:45 PM	4	0	2	0	0	0	0	2	11	19
4:00 PM	4	0	2	0	0	0	0	2	11	19
4:15 PM	4	0	1	0	0	0	0	2	11	18
4:30 PM	4	0	2	0	0	0	0	0	11	17
4:45 PM	5	0	2	0	0	0	0	0	11	18
5:00 PM	5	0	2	0	0	0	0	0	11	18
5:15 PM	5	0	2	0	0	0	0	0	11	18
5:30 PM	5	0	2	0	0	0	0	0	11	18
5:45 PM	5	0	2	0	0	0	0	0	11	18
6:00 PM	3	0	2	0	0	0	0	0	11	16
6:15 PM	2	0	2	0	0	0	0	0	11	15
6:30 PM	2	0	2	0	0	0	0	0	11	15
6:45 PM	3	0	2	0	0	0	0	0	11	16
7:00 PM	4	0	2	0	0	0	0	0	11	17
7:15 PM	4	0	3	0	0	0	0	0	11	18
7:30 PM	3	0	3	0	0	0	0	0	11	17
7:45 PM	3	0	3	0	0	0	0	0	11	17
8:00 PM	3	0	3	0	0	0	0	0	11	17
8:15 PM	2	0	4	0	0	0	0	0	11	17
8:30 PM	2	0	4	0	0	0	0	0	11	17
8:45 PM	2	0	4	0	0	0	0	0	11	17
9:00 PM	2	0	4	0	0	0	0	0	11	17
9:15 PM	2	0	4	0	0	0	0	0	11	17
9:30 PM	1	0	4	0	0	0	0	0	11	16
9:45 PM	1	0	4	0	0	0	0	0	11	16
10:00 PM	1	0	4	0	0	0	0	0	11	16
10:15 PM	1	0	4	0	0	0	0	0	11	16
10:30 PM	1	0	4	0	0	0	0	0	11	16
10:45 PM	0	0	4	0	0	0	0	0	11	15
11:00 PM	0	0	4	0	0	0	0	0	11	15
11:15 PM	0	0	4	0	0	0	0	0	11	15
11:30 PM	0	0	4	0	0	0	0	0	11	15
11:45 PM	0	0	4	0	0	0	0	0	11	15
AM										
12:00 AM	0	0	4	0	0	0	0	0	11	15
Total Spots	177	0	155	0	0	0	0	0	111	177



MEAGHEN P. MURRAY
(703) 456-8104
mmurray@cooley.com

RECEIVED
Department of Planning
DEC 0 8 7
Zoning Evaluation Division

November 30, 2007

Ms. Leslie B. Johnson, Branch Chief
Rezoning & Special Exception Branch
Zoning Evaluation Division
Fairfax County Department of Planning and Zoning
12055 Government Center Parkway
Fairfax, Virginia 22035

Re: Tycon One, Inc. - Tax Map # 39-1 ((6)) Parcel A1
JBG/Tycon 2, L.L.C. - Tax Map # 39-1 ((6)) Parcel B1

Dear Leslie:

On behalf of Tycon One, Inc., ("Tycon I") and JBG/Tycon 2, L.L.C., ("Tycon II"), I write to seek your confirmation of the zoning status of the above-referenced parcel(s) (the "Property"). Attached as Exhibit A is a tax map of the general area, with the Property outlined in red. We are currently in the Fairfax County Planning and Zoning review process, so your timely response would be much appreciated.

Specifically our client requests confirmation of the following:

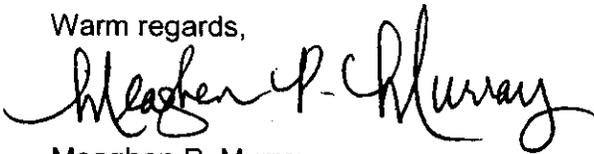
1. The Property is zoned C-3 Office District, under the Fairfax County Zoning Ordinance;
2. That the only overlay districts that apply to the Property are the Highway Corridor Overlay District and the Sign Control Overlay District;
3. That both Tycon I and Tycon II were developed "by-right" in two phases under the same site plan – Site Plan # 1224-1/2;
4. That according to the plat entitled "Freedom Hill Farm" dated July 9, 1984, (the "Plat"), attached as Exhibit B, both Tycon I and Tycon II are legally separated parcels containing 179,816 square feet and 171,142 square feet, respectively;
5. That both Tycon I and Tycon II meet all of the Fairfax County Zoning Ordinance requirements, including open space, setbacks, and parking in order to stand on their own in the C-3 District as evidenced by the Plat and Exhibit C;
6. That the setback exhibit attached as Exhibit D correctly determines the calculation of the angle of bulk plane;
7. That there are no known or pending zoning violations pertaining to the Property; and

November 30, 2007
Page Two

8. That there are no proceedings pertaining to the Property, either administrative or legislative, which would in any manner adversely affect the status of the zoning of the Property;

Enclosed is a check to cover the \$265.00 processing fee. We respectfully request an expeditious review and would be happy to provide any additional information or answer any questions that may assist in your review of this request. I can be reached at (703) 456-8104. Thank you.

Warm regards,



Meaghen P. Murray
Senior Urban Planner

Enclosures

cc: Lisa Marier, The JBG Companies
Adam Peters, The JBG Companies
Peter Braham, Fairfax County Planning and Zoning
Antonio J. Calabrese, Esq., Cooley Godward Kronish LLP
Matt K. Koirtyohann, Urban, Ltd.
Pete Crawford, Urban, Ltd.

344060v1



1742



FEET

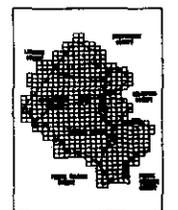
Map file is 30' x 75' based on USGS 1:24,000 scale
7 1/2 minute Quad, Virginia Coordinate System
values as of 1983 North Zone to U.S. East based on
NAD 83/99 High Precision GPS Network adjustment.
National Geodetic Vertical Datum 1929

GENERAL NOTES

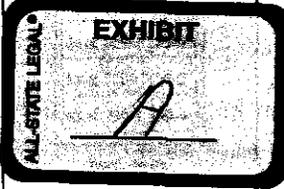
ZONING

Provisions and Covenants:
The use or development of the property or properties situated in the rezoning application submitted is restricted beyond the designated zoning district regulations by specified conditions (1) or covenants (5). A complete explanation is provided on page 1 of the official zoning map.
Zoning revised to 01/01/06
Subsequent changes not reflected.

The information contained on this page is NOT to be construed or used as a "legal description". It is not a survey plat and not to be used for the design, modification or construction of improvements to real property or for flood plain determination. Fairfax County does not provide any warranty of accuracy or completeness regarding the map information. Any errors or omissions should be reported to the Fairfax County Geographic Information Services Branch of the Department of Information Technology. In no event will Fairfax County be liable for any damages, including but not limited to loss of time, lost profits, business interruption, loss of business information or any other pecuniary loss that might arise from the use of the map or information it contains.

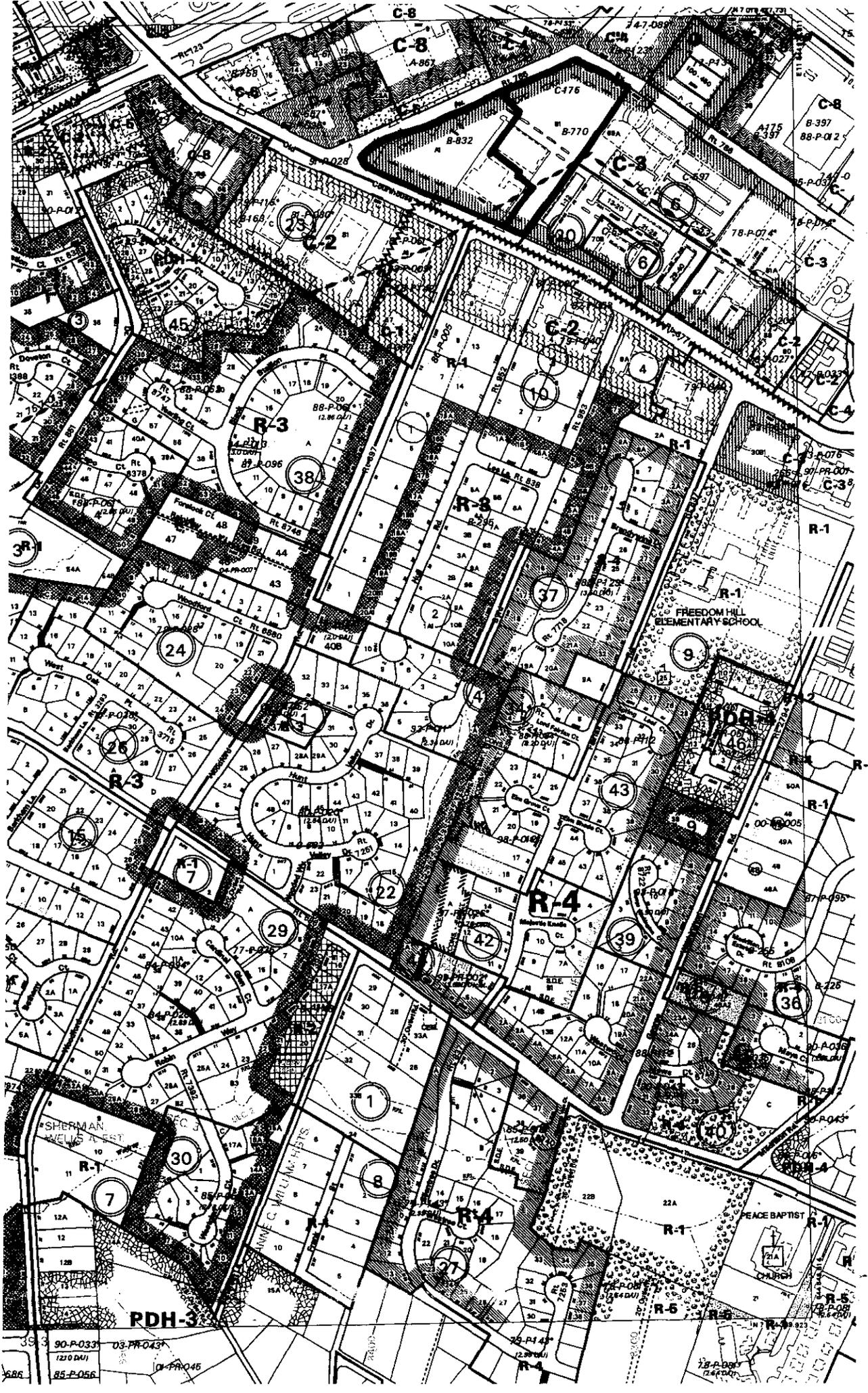


ADMINISTRATIVE INDEX



PROPERTY MAP
ZONING
39-1
Revised to: 01/01/06

Prepared by
DEPARTMENT OF INFORMATION TECHNOLOGY
Enterprise Application Services Division
Geographic Information Services
12000 Government Center Parkway, Suite 117
Falls Church, Virginia 22033-0010
(703) 324-2712
FAX (703) 324-3937



90-P-033 (210 DU) 03-PR-043
85-P-056 (1-PR-045)

BK 9441 0805

EXHIBIT "A" - (LEGAL DESCRIPTION)

Parcel A, as the same appears duly dedicated, platted and recorded by Deed of Resubdivision in Deed Book 5988 at Page 1256, among the land records of Fairfax County, Virginia, and more particularly described as follows:

BEGINNING at a point in the north line of Old Courthouse Road, Route 677, as widened, said point being in the west line of Lot 70, Freedom Hill Farm; thence with the north line of Old Courthouse Road, Route 677, as widened, N 59° 02' 08" W, 683.55 feet to a point of curvature; thence 50.59 feet with the arc of a curve bearing to the right and having a radius of 25.00 feet (tangent length 39.97 feet, chord length 42.39 feet, chord bearing N 01° 03' 48" W) to a point of compound curvature in the east line of Howard Avenue, Route 786, as widened; thence 52.37 feet with the arc of a curve bearing to the right and having a radius of 185.00 feet (tangent length 26.36 feet, chord length 52.20 feet, chord bearing N 65° 01' 08" E) to the point of tangency of said curve; thence continuing with the east right-of-way line of Howard Avenue, Route 786, as widened, N 73° 07' 45" E, 550.33 feet to a point; thence departing the said east right-of-way line of Howard Avenue and running with the line of H&B Associates, Phase II, the following courses and distances: S 16° 52' 15" E, 36.24 feet to a point; thence S 47° 23' 15" E, 70.00 feet to a point; thence S 42° 35' 45" W, 192.00 feet to a point; thence S 47° 23' 15" E, 132.00 feet to a point; thence S 42° 36' 45" W, 30.00 feet to a point; thence S 47° 23' 15" E, 80.00 feet to a point; thence S 42° 36' 45" W, 182.00 feet to a point; thence S 59° 02' 08" E, 88.00 feet to a point in the west line of Lot 70, Freedom Hill Farm; thence with the west line of Lot 70, Freedom Hill Farm, S 42° 36' 45" W, 10.37 feet to the beginning and containing 4.12801 acres, more or less.

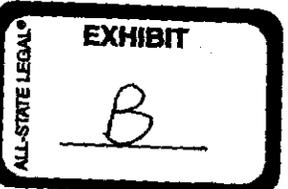
JUN 20 96

RECORDED FAIRFAX CO VA

TESTE

John J. [Signature]

CLERK



95 076993

JUN 28 11 23

THIS CONVEYANCE IS EXEMPT FROM RECORDATION TAXES IMPOSED UNDER § 58.1-802 OF THE CODE OF VIRGINIA, 1950, AS AMENDED, IN ACCORDANCE WITH THE PROVISIONS OF 12 USCS § 1825(b)(1).

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made as of the 2nd day of June, 1994, by RESOLUTION TRUST CORPORATION AS RECEIVER FOR OLD STONE FEDERAL SAVINGS BANK (the "Grantor"); to TYCON ONE, INC., a Virginia corporation (the "Grantee").

WITNESS that the Grantor, for good and valuable consideration, receipt of which is acknowledged, grants and conveys, with Special Warranty covenants, to the Grantee all the real estate located in the County of Fairfax, Virginia, more particularly described on Exhibit A attached hereto and made a part hereof; together with all tenements, hereditaments and appurtenances thereto; subject to current real property taxes, zoning and other governmental restrictions, and all covenants, conditions, restrictions, easements, rights-of-way and other matters of record.

To have and to hold all and singular, the premises aforementioned unto the Grantee, its successors and assigns, forever.

The Grantor hereby covenants with the Grantee that the Grantor will forever defend the Grantee against claims of all persons claiming by, through or under the Grantor. No other covenants or warranties, express or implied, are given by this Special Warranty Deed.

Grantee's Address:
c/o Richard C. Deering, Esq.
85 South Bragg Street, Suite 500
Alexandria, Virginia 22312

Return to: Mays & Valentine
110 South Union St.
Alexandria, VA 22314
(KHA)
Box 3

Tax Map Number: 039-1-06-A1
Consideration: \$3,600,000.00

OK 91.1 0803

BK 9441 0804

IN WITNESS WHEREOF, the Grantor has set its hand and seal the day and year first above written.

GRANTOR:

RESOLUTION TRUST CORPORATION as Receiver for Old Stone Federal Savings Bank

By: C. R. Johnson
Name: Charles R. Johnson
Its Attorney-in-Fact

STATE OF Georgia
CITY/COUNTY OF Fulton, To-wit:

The foregoing instrument was acknowledged before me in the above-stated jurisdiction this 23 day of June, 1995, by Charles R. Johnson as Attorney-in-Fact for RESOLUTION TRUST CORPORATION as Receiver for Old Stone Federal Savings Bank.

Evelynne M. Decker
Notary Public
Notary Public, Fulton County, Georgia
My Commission Expires Sept. 28, 1996

My commission expires: _____

(AFFIX SEAL)

BK5988 1256

84-063159

NOT A COMPLETE DOCUMENT

THIS DEED OF RESUBDIVISION of Lots 60 through 68, both inclusive, FREEDOM HILL FARM, made as of June 30, 1984, by and between TYCON ONE BUILDING LIMITED PARTNERSHIP, a Virginia limited partnership, party of the first part; TYCON II JOINT VENTURE, a Virginia general partnership, party of the second part; JOSEPH V. GARLAN, JR., and WILLIS B. ENNIS, TRUSTEES, parties of the third part and FIRST AMERICAN BANK OF VIRGINIA, successor by merger to Alexandria National Bank of Northern Virginia, TRUSTEE, party of the fourth part.

*** WITNESSETH ***

WHEREAS, the parties of the first and second parts are the sole owners and proprietors of the hereinafter described property which is being resubdivided; the party of the first part having acquired title to that land being resubdivided into Parcel A by Deeds recorded in Deed Book 5988, at Page 1231, Page 1236, Page 1240 Page 1244, and Page 1248, among the land records of Fairfax County, Virginia; and the party of the second part having acquired title to that land being resubdivided into Parcel B by Deed recorded in Deed Book 5392, at Page 317, among the aforesaid land records; and

WHEREAS, the parties of the third part are the trustees under those certain five (5) Deeds of Trust dated November 20, 1975, and recorded in Deed Book 4307, at Page 687, and in Deed Book 4308, at Page 1, Page 32, Page 43, and Page 70, among the aforesaid land records, on that land being resubdivided into Parcel A, which Deeds of Trust secure Old Stone Bank, Providence, Rhode Island; and

WHEREAS, the party of the fourth part is the trustee under that certain Deed of Trust dated August 8, 1977 and recorded in Deed Book 4684, at Page 368, and modified by Modification of Deed of Trust dated September 28, 1978, and recorded in Deed Book 5014, at

Chicago Little

1920

STATETAX 15
COUNTY TAX 05
TRANSFER FEE
CLERK'S FEE 19.00
GRANTOR TAX
CONS.

DEPARTMENT OF DESIGN REVIEW
5802-RP-11-R-11
DOCUMENT CONTROL NUMBER

if

Page 66, all among the aforesaid land records, on that land being resubdivided into Parcel B, which Deed of Trust secures the Comptroller of the State of New York as Trustee of the Common Retirement Fund; and

WHEREAS, the property containing 8.05689 acres of land, more or less, and more particularly described in Schedule A attached hereto and recorded herewith was duly dedicated, platted and recorded in Deed Book P-9, at Page 221, among the aforesaid land records, as Lots 60, 61, 61-A, 62, 63, 64, 65, 66, 67, and 68, FREEDOM HILL FARM, less and except those portions of said lots dedicated for public street purposes; and

WHEREAS, it is the desire of the parties of the first and second parts to resubdivide the property described in Schedule A attached hereto and made a part hereof into two (2) parcels of land, designated as Parcels A and B, as shown on the plat dated July 9, 1984, prepared by Walter L. Phillips, Incorporated, and certified by Walter L. Phillips, Jr., Certified Land Surveyor, which plat is attached hereto and made a part hereof, which parcel A is more particularly described in Schedule B attached hereto, and which Parcel B is more particularly described in Schedule C attached hereto.

NOW, THEREFORE, in consideration of the premises and the sum of Ten Dollars (\$10.00), receipt of which is hereby acknowledged, the parties of the first and second parts do hereby resubdivide that certain real property located in Fairfax County, Virginia, containing 8.05689 acres of land, more or less, more particularly described by metes and bounds in Schedule A attached hereto and made a part hereof, into two (2) parcels of land, Parcel A, containing 4.12801 acres of land, more or less, more particularly

ml

described by metes and bounds in Schedule B attached hereto and made a part hereof, and Parcel B, containing 3.9288 acres of land, more or less, more particularly described by metes and bounds in Schedule C attached hereto and made a part hereof, as shown on that certain plat entitled "Parcels A and B of the Resubdivision of Lots 60-68, FREEDOM HILL FARM", dated July 9, 1984, prepared by Walter L. Phillips, Incorporated, and certified by Walter L. Phillips, Jr., Certified Land Surveyor, which is attached hereto and made a part hereof.

THIS DEED OF RESUBDIVISION is made in accordance with the statutes of the Commonwealth of Virginia and the ordinances of, and with the approval of the proper authorities of, the County of Fairfax, and further is made with the free consent of and in accordance with the desire of the parties of the first, second, third and fourth parts, being the owners, proprietors and trustees of the hereinabove described property.

IN WITNESS WHEREOF, the parties have executed this Deed of Resubdivision.

TYCON ONE BUILDING LIMITED PARTNERSHIP
By: [Signature]
David A. Desante, General Partner

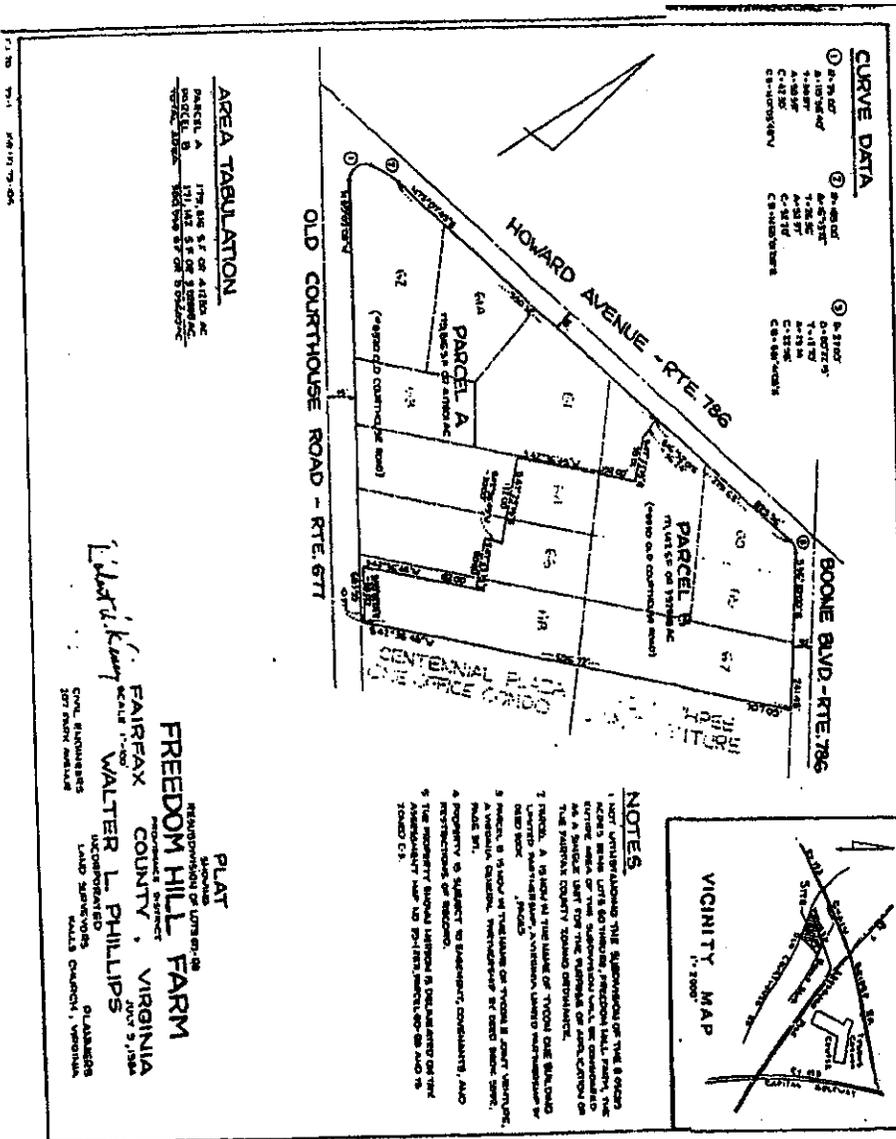
By: [Signature]
Robert S. Naftal, General Partner

By: A.M.A. General Partnership,
a Maryland General Partnership,
General Partner
By: [Signature]
Anne Douglas, General Partner

By: [Signature]
Michael S. Wallace, General Partner

By: [Signature]
Michael J. Burke, General Partner

ap



CURVE DATA

①	②	③
ANGLE	ANGLE	ANGLE
CHORD	CHORD	CHORD
ARC LENGTH	ARC LENGTH	ARC LENGTH
AREA	AREA	AREA
PERCENTAGE	PERCENTAGE	PERCENTAGE

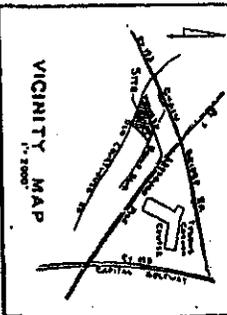
AREA TABULATION

PARCEL A 179,148 S.F. OR 4.050 AC
 PARCEL B 179,148 S.F. OR 4.050 AC
 TOTAL 358,296 S.F. OR 8.100 AC

PLAT
 REVISION OF LOTS 61-67
 SECTION 16, TOWNSHIP 10N, RANGE 10E, COUNTY OF FAIRFAX, VIRGINIA
 WALTER L. PHILLIPS
 JULY 2, 1984

PLANNED
 INCORPORATED
 LAND SURVEYORS
 WALLS CHURCH, VIRGINIA

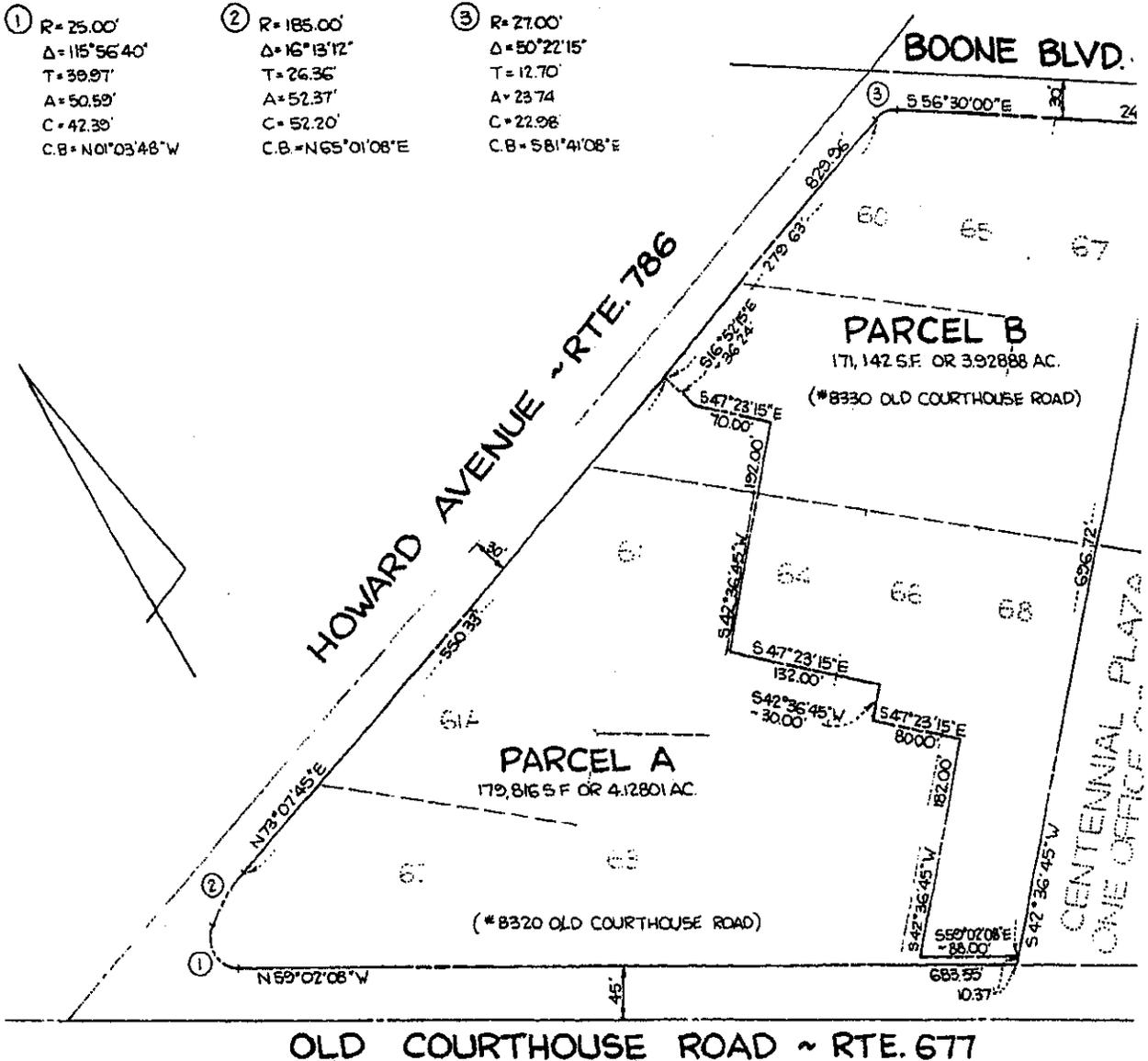
CON. SURVEYS
 507 MAIN STREET



NOTES

1. NOT UNDESIRABLE THE SUBDIVISION OF THIS SECTION 16 INTO LOTS 61-67, IN PARCEL A, AND LOTS 61-67, IN PARCEL B, AS SHOWN ON THIS PLAT, IS CONSIDERED AS A SINGLE UNIT FOR THE PURPOSES OF ADJ. CONTROL OF THE FAIRFAX COUNTY ZONING ORDINANCE.
2. PARCEL A IS NOW IN THE NAME OF TYSON DAIRY FARM AND LOTS 61-67, IN PARCEL A, ARE NOW IN THE NAME OF TYSON DAIRY FARM.
3. PARCEL B IS NOW IN THE NAME OF TYSON DAIRY FARM.
4. PARCEL B IS NOW IN THE NAME OF TYSON DAIRY FARM.
5. PARCEL B IS NOW IN THE NAME OF TYSON DAIRY FARM.
6. PARCEL B IS NOW IN THE NAME OF TYSON DAIRY FARM.
7. PARCEL B IS NOW IN THE NAME OF TYSON DAIRY FARM.
8. PARCEL B IS NOW IN THE NAME OF TYSON DAIRY FARM.
9. PARCEL B IS NOW IN THE NAME OF TYSON DAIRY FARM.
10. PARCEL B IS NOW IN THE NAME OF TYSON DAIRY FARM.

- ① R=25.00'
Δ=115°56'40"
T=39.97'
A=50.59'
C=42.39'
C.B.=N01°03'48"W
- ② R=185.00'
Δ=16°13'12"
T=26.36'
A=52.37'
C=52.20'
C.B.=N65°01'08"E
- ③ R=27.00'
Δ=50°22'15"
T=12.70'
A=23.74'
C=22.98'
C.B.=S81°41'08"E



AREA TABULATION

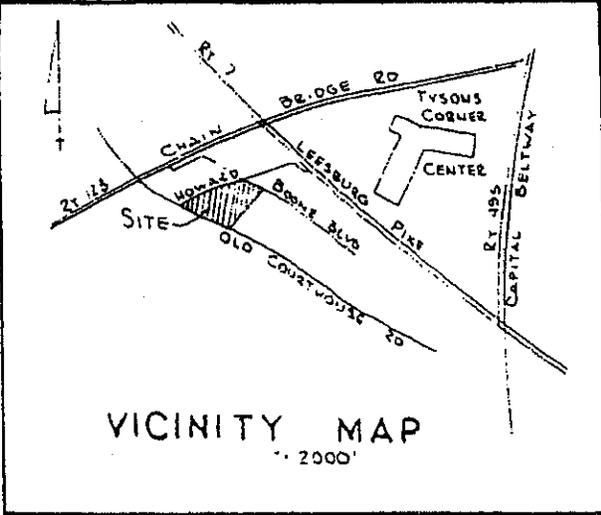
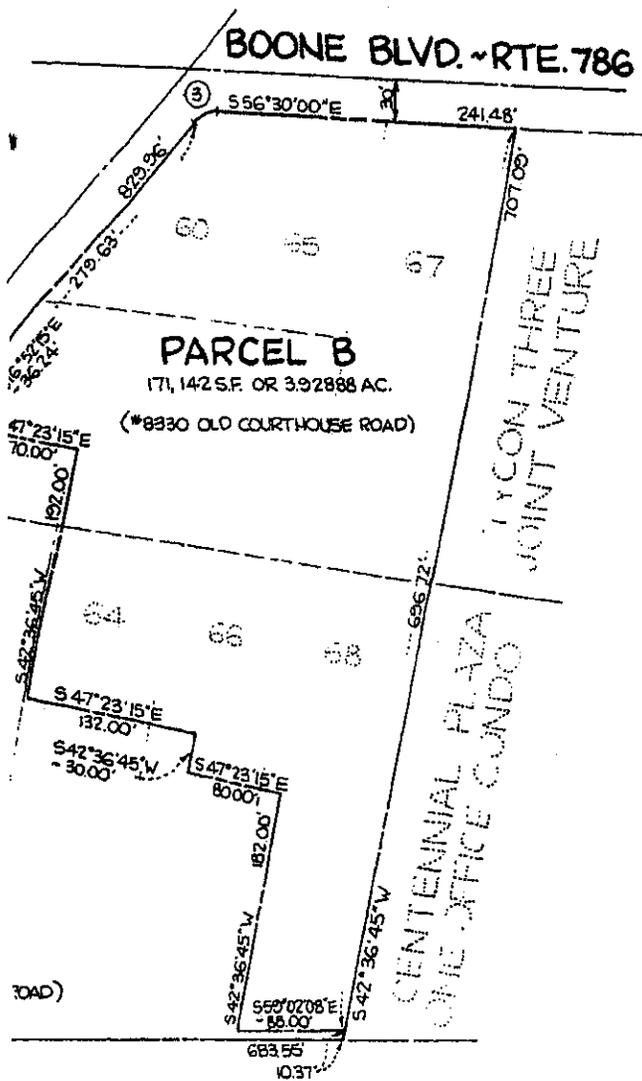
PARCEL A	179,816 S.F. OR 4.12801 AC
PARCEL B	171,142 S.F. OR 3.92888 AC
TOTAL AREA	350,958 S.F. OR 8.05689 AC

FINAL PLAT
 SUBMITTED FOR APPROVAL
 7-9-84 BY *Robert J. Kinney*
 SITE REVIEW BRANCH CHIEF

APPROVED
 BOARD OF SUPERVISORS
 FAIRFAX COUNTY, VIRGINIA

Robert J. Kinney
 APPROVED IF PLAT IS NOT
 RECORDED WITHIN 30 DAYS

5204
 ER062 11-01



NOTES

1. NOT WITHSTANDING THE SUBDIVISION OF THE 8 05689 ACRES BEING LOTS 60 THRU 68, FREEDOM HILL FARM, THE ENTIRE AREA OF THE SUBDIVISION WILL BE CONSIDERED AS A SINGLE UNIT FOR THE PURPOSE OF APPLICATION OF THE FAIRFAX COUNTY ZONING ORDINANCE.
2. PARCEL A IS NOW IN THE NAME OF TYCON ONE BUILDING LIMITED PARTNERSHIP, A VIRGINIA LIMITED PARTNERSHIP BY DEED BOOK 5988, PAGES 1231, 1236, 1244 + 1248
3. PARCEL B IS NOW IN THE NAME OF TYCON II JOINT VENTURE, A VIRGINIA GENERAL PARTNERSHIP BY DEED BOOK 5392, PAGE 317.
4. PROPERTY IS SUBJECT TO EASEMENT, COVENANTS, AND RESTRICTIONS OF RECORD.
5. THE PROPERTY SHOWN HEREON IS DELINEATED ON TAX ASSESSMENT MAP NO. 39-1 (67), PARCEL 60-68 AND IS ZONED C-3.

AD ~ RTE. 677

PLAT

FOR APPROVAL
COUNTY

BRANCH CHIEF
Richard
SHE AGENT

RECEIVED
FOR
SUPERVISORS
DATE, VIRGINIA

Walter L. Phillips
INCORPORATED
LAND SURVEYORS

PLAT S

Robert L. Kinsey

APPROVED
COUNTY OF FAIRFAX
DIVISION OF DESIGN REVIEW
SANITARY SECTION
By *James E. Colter*
Date 7-9-84

PLAT

SHOWING
RESUBDIVISION OF LOTS 60-68

FREEDOM HILL FARM

PROVIDENCE DISTRICT

FAIRFAX COUNTY, VIRGINIA

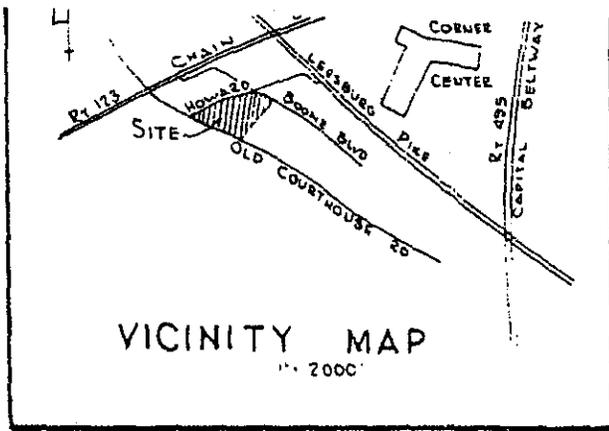
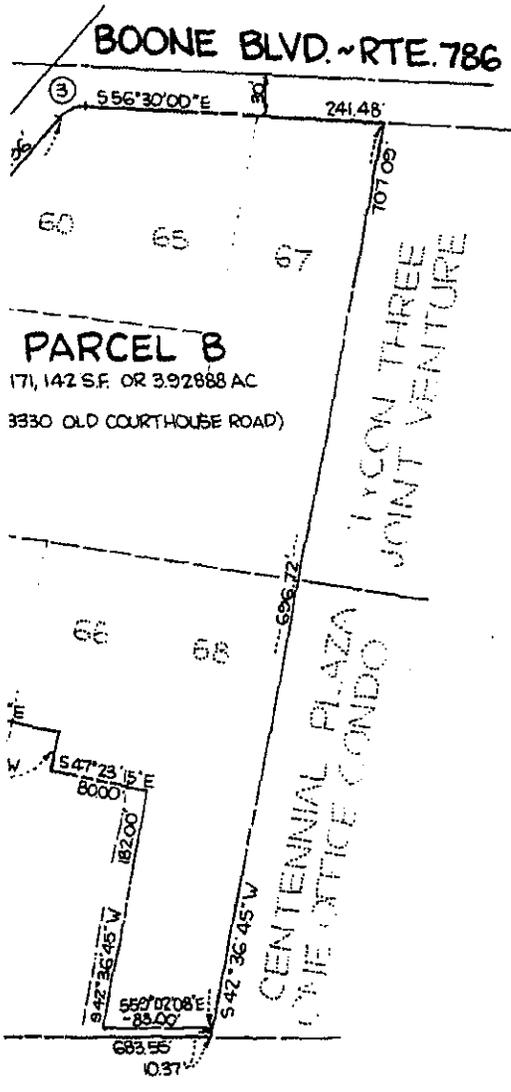
SCALE: 1"=100'

JULY 9, 1984

WALTER L. PHILLIPS

INCORPORATED
LAND SURVEYORS

PLANNERS



NOTES

1. NOT WITHSTANDING THE SUBDIVISION OF THE 8 05680 ACRES BEING LOTS 60 THRU 68, FREEDOM HILL FARM, THE ENTIRE AREA OF THE SUBDIVISION WILL BE CONSIDERED AS A SINGLE UNIT FOR THE PURPOSE OF APPLICATION OF THE FAIRFAX COUNTY ZONING ORDINANCE.
2. PARCEL A IS NOW IN THE NAME OF TYCON ONE BUILDING LIMITED PARTNERSHIP, A VIRGINIA LIMITED PARTNERSHIP BY DEED BOOK 5258, PAGES 123, 1296, 1247 + 1248
3. PARCEL B IS NOW IN THE NAME OF TYCON II JOINT VENTURE, A VIRGINIA GENERAL PARTNERSHIP BY DEED BOOK 5392, PAGE 317.
4. PROPERTY IS SUBJECT TO EASEMENT, COVENANTS, AND RESTRICTIONS OF RECORD.
5. THE PROPERTY SHOWN HEREON IS DELINEATED ON TAX ASSESSMENT MAP NO 39-1 (67) PARCEL 60-68 AND IS ZONED C-3.

RTE. 677

RDV

Luckson

APPROVED
COUNTY OF FAIRFAX
DIVISION OF DESIGN & PERMITS
SANITARY SECTION

By: *James E. Datta*
Date: 7-9-88

PLAT
SHOWING
RESUBDIVISION OF LOTS 60-68
FREEDOM HILL FARM

PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

Robert L. Kinsey

SCALE: 1"=100'
WALTER L. PHILLIPS
JULY 9, 1984

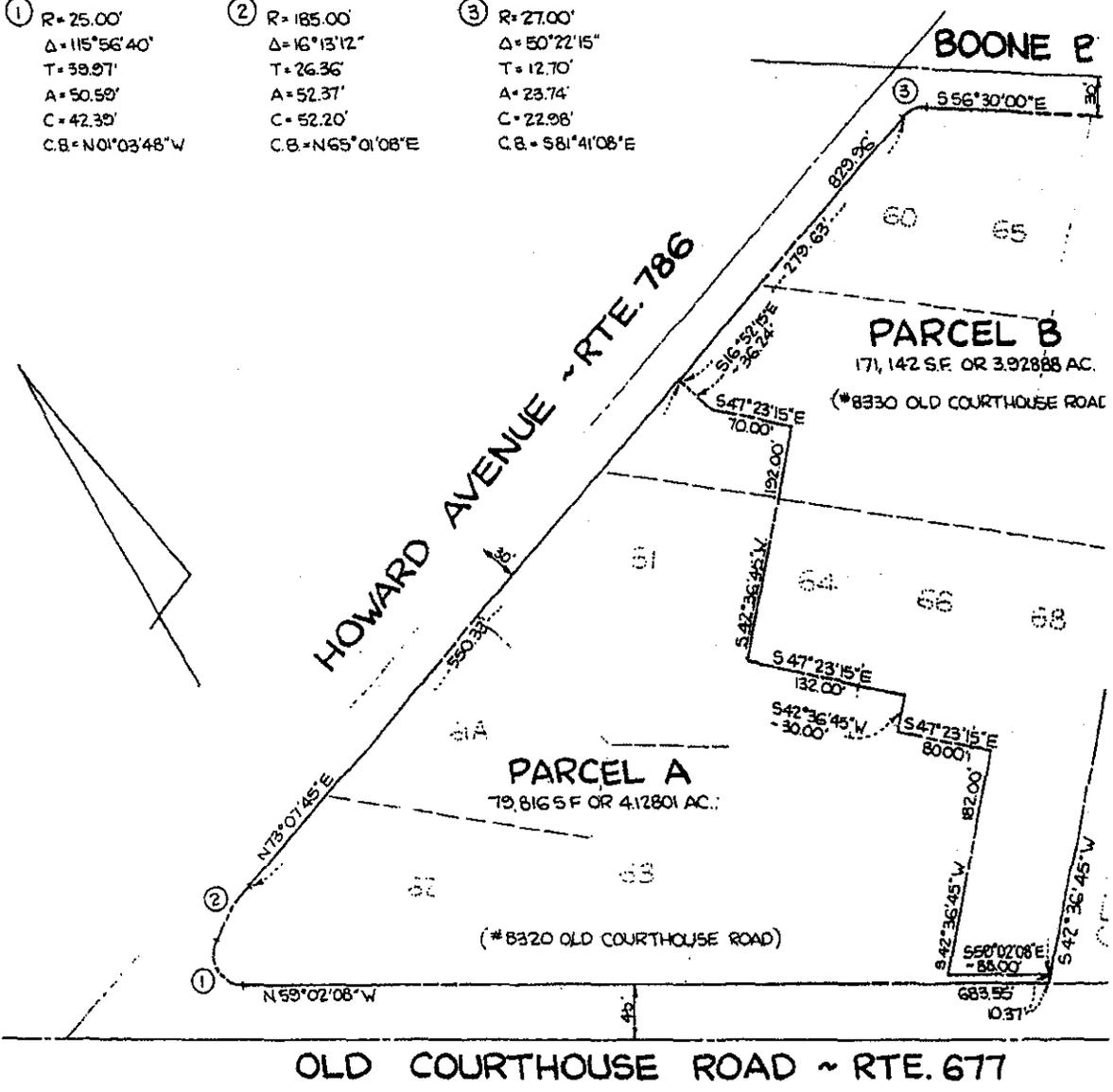
INCORPORATED
LAND SURVEYORS PLANNERS
207 PARK AVENUE FALLS CHURCH, VIRGINIA

5262
88662 11-61-1

8921 88658

CURVE DATA

① R=25.00' Δ=115°56'40" T=59.97' A=50.59' C=42.39' C.B.=N0°03'48"W	② R=185.00' Δ=16°13'12" T=26.36' A=52.37' C=52.20' C.B.=N65°01'08"E	③ R=27.00' Δ=50°22'15" T=12.70' A=23.74' C=22.98' C.B.=S81°41'08"E
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AREA TABULATION

PARCEL A	179,816 S.F. OR 4.12801 AC.
PARCEL B	171,142 S.F. OR 3.92888 AC.
TOTAL AREA	350,958 S.F. OR 8.05689 AC.

FINAL PLAT
 RECOMMENDED FOR APPROVAL
 FAIRFAX COUNTY
 SITE REVIEW SEARCH BRIEF

7-9-84 BY *[Signature]*
 DATE SITE AGENT

APPROVED
 FOR
 BOARD OF SUPERVISORS
 FAIRFAX COUNTY, VIRGINIA

7/10/84 *[Signature]*
 DATE Planning and Zoning Administrator

APPROVAL VOID IF PLAT IS NOT
 RECORDED IN RECORD BOOK N

[Signature]
 Robert J. Ke...

EXHIBIT C

Zoning Ordinance vs. Provided

	<u>Zoning Ordinance</u>	<u>Provided</u>
<u>Tycon I</u>		
Open Space	15%	33.36%
Parking	259 spaces	278 spaces
Setbacks	FRONT: 40' min	FRONT: 211' (Howard Avenue) * *Front Lot Line FRONT: 49' (Old Courthouse Road) SIDE: 30'(opposite Old Courthouse) REAR: 25' (opposite Howard Avenue)
	SIDE: none	
	REAR: 25' min	
<u>Tycon II</u>		
Open Space	15%	15.7%
Parking	360 spaces	393 spaces
Setbacks	FRONT: 40' min	FRONT: 265' (Howard Avenue & Boone Blvd.) SIDE: 1.7' REAR: 226'
	SIDE: none	
	REAR: 25' min	



County of Fairfax, Virginia

To protect and enrich the quality of life for the people, neighborhoods and diverse communities of Fairfax County

February 19, 2008

Cooley Godward Kronish LLP
One Freedom Square, Reston Town Center
11951 Freedom Drive
Reston, VA 20190-5656
Attn.: Meaghan Murray

RE: 8320 Old Court House Road and 8245 Boone Boulevard
Tax Map Ref.: 39-1 ((6)) A1 and B1
Zoning Districts: C-3, SC, pt. H-C

Dear Ms. Murray:

This is in response to your letter dated November 30, 2007 and our subsequent conversations concerning your request for certain zoning information regarding the referenced properties. I apologize for the delay in preparing this response.

The referenced properties are zoned C-3, Office District, Sign Control Overlay District (SC), and part Highway Corridor Overlay District (H-C). Lot A1 is not subject to any proffered conditions. However, Lot B1 is subject to the proffered conditions associated with Proffered Condition Amendment PCA C-597-2, approved by the Board of Supervisors on February 26, 2001. Copies of the approved proffered conditions, development conditions, and district regulations are attached. I would also note that a proffered condition amendment application PCA C-957-4 has been filed on Lot B1 with the Zoning Evaluation Division and is currently under review. According to our records, there are no other rezoning, special exception, special permit, or variance applications with regard to the referenced properties nor are there any zoning violations or other zoning enforcement actions associated with the properties.

Our records indicate that the properties were developed in phases. Site Plan # 1224, entitled "Phase I Tycon I Condominium," was approved on April 4, 1974 for a five story office building with a gross floor area of 88,436 square feet on Lot A1. Site Plan # 1224-2, entitled "Phase II, Condominium Office Complex for H & B Associates," was approved on June 10, 1977 for an eight story office building with a gross floor area of 152,199 square feet on Lot B1. According to our records, the properties were developed in accordance with all applicable provisions of the Zoning Ordinance. The properties were subsequently subdivided into their current configuration, Parcel A1 and B1, pursuant to a final plat approved by the Department of Public Works and

Department of Planning and Zoning
Zoning Administration Division
Ordinance Administration Branch
12055 Government Center Parkway, Suite 807
Fairfax, Virginia 22035-5505
Phone 703-324-1314 FAX 703-803-6372
www.fairfaxcounty.gov/dpz/

Excellence * Innovation * Stewardship
Integrity * Teamwork * Public Service

Cooley Godward Kronish LLP.

February 19, 2008

Page 2

Environmental Services on July 9, 1984 and recorded in the land records of Fairfax County at Deed Book 5988, Page 1256. A note on the Plat states that the entire area of Lots A1 and B1 will be considered a single unit for purposes of application of the Fairfax County Zoning Ordinance.

Given that Lot B1 is included in PCA C-957-4, which is currently under review, you have been asked by staff in the Zoning Evaluation Division to demonstrate that Lot A1 and Lot B1 independently meet all of the current Zoning Ordinance requirements of the C-3 District. While it appears, based on the Exhibits included with this request, that each lot and its associated development meet the FAR, open space, minimum yard and parking requirements of the C-3 District, the applicant will need to demonstrate compliance with the Zoning Ordinance provisions for Lot A1 and B1 by including this information on the Generalized Development Plan and ensuring that the information is carried forward on all subsequent site plans submitted for the property subject to the PCA application.

Enclosed for your records is Receipt # 2007-861. I trust this adequately responds to your request. If you have any additional questions, please feel free to contact me at (703) 324-1314.

Sincerely,



Leslie B. Johnson
Senior Deputy Zoning Administrator

LBJ/emo

Attachments: A/S

cc: Linda Q. Smyth, Supervisor, Providence District
Eileen McLane, Zoning Administrator
Regina Coyle, Director, Zoning Evaluation Division
Diane Johnson-Quinn, Deputy Zoning Administrator
for Zoning Permit Review Branch
Peter Braham, Senior Staff Coordinator, ZED



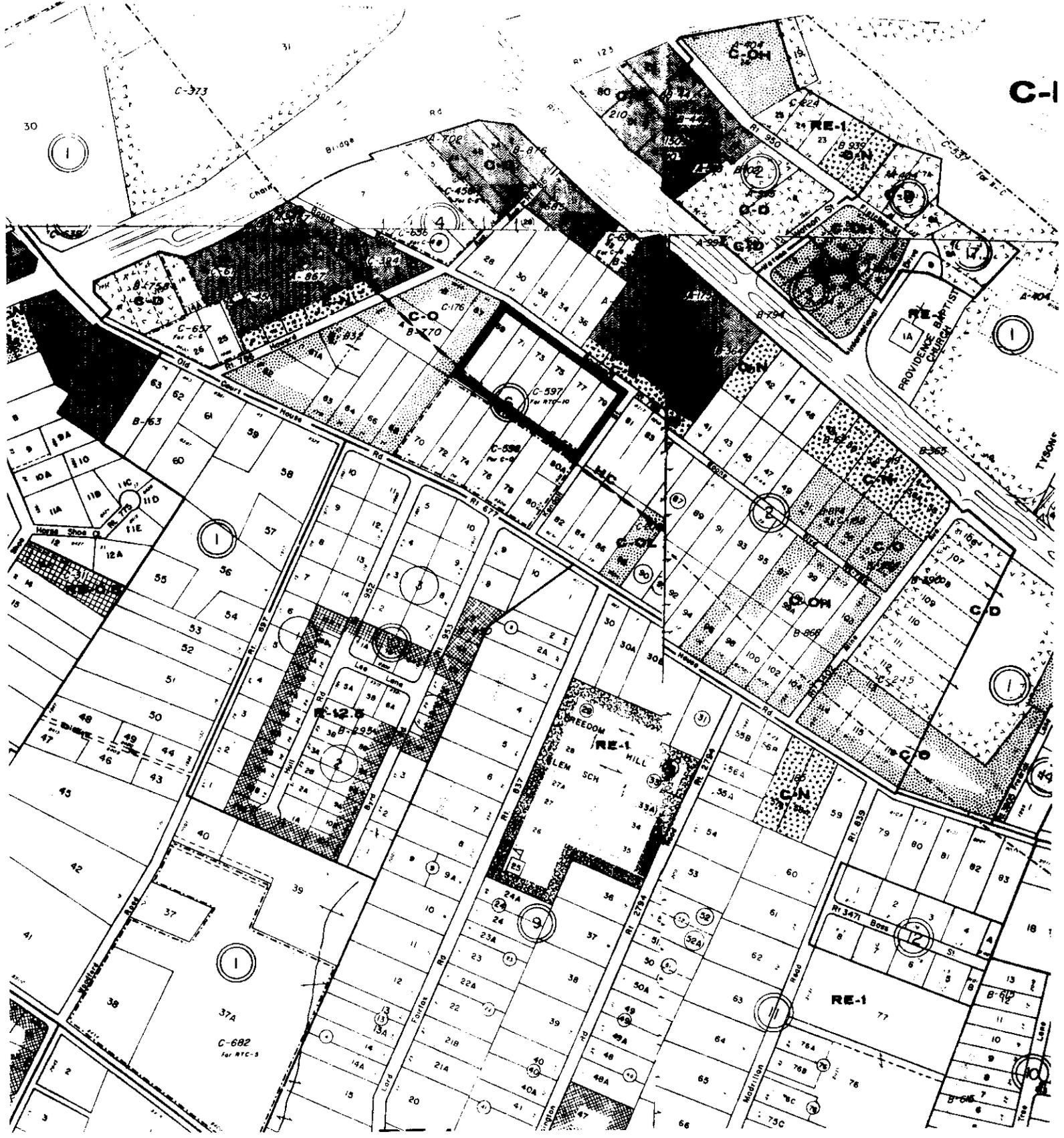
REZONING APPLICATION

APPENDIX 7

Number: C-597 District: Providence
Acreage: 4.0433 acres Section Sheet: 39-1
From: RE-1 Subdivision: ((6))
To: C-0 Lot: 69, 71, 73, 75, 77 & 79
Applicant: BOUFONTE ASSOCIATES



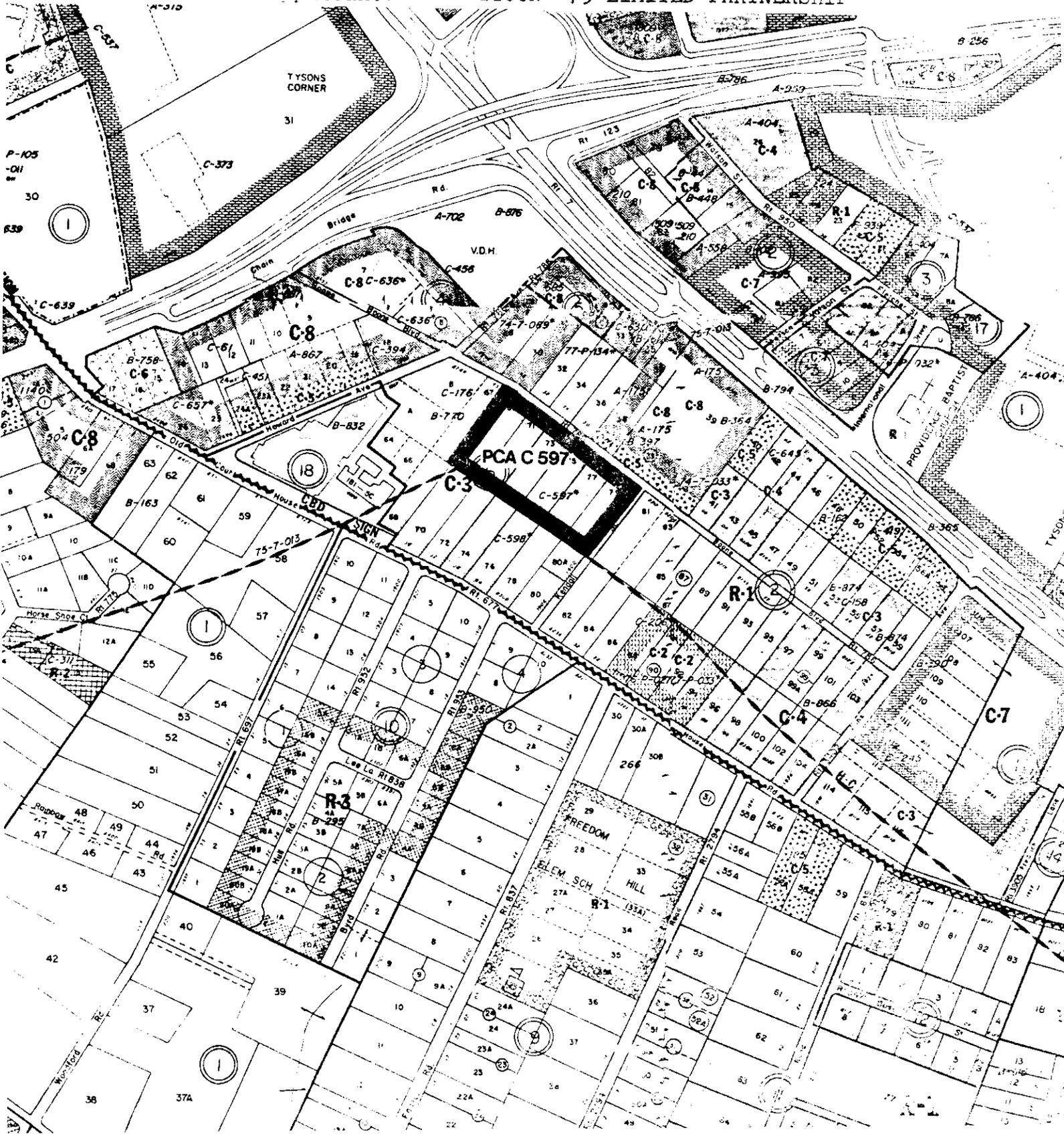
C-1



ZONING APPLICATION



Number: PCA-C-597 District: Providence
Acreage: 4.9433 acres Section Sheet: 39-1
From: C-3 Subdivision: ((6))
To: Proffered Condition Lot: 69, 71, 73, 75, 77 and 79
Amendment
Applicant: TYCON '79 LIMITED PARTNERSHIP





FAIRFAX COUNTY

OFFICE OF THE CLERK
BOARD OF SUPERVISORS
12000 Government Center Parkway, Suite 533
Fairfax, Virginia 22035-0072

V I R G I N I A

Telephone: 703-324-3151

FAX: 703-324-3926

TTY: 703-324-3903

March 15, 2001

Benjamin F. Tompkins, Esquire
Reed Smith Hazel and Thomas, LLP
3110 Fairview Park Drive – Suite 1400
Falls Church, Virginia 22042-4505

RE: Proffered Condition Amendment
Number PCA C-597-2

Dear Mr. Tompkins:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on February 26, 2001, approving Proffered Condition Amendment PCA C-597-2 in the name of Washington Real Estate Investment Trust, to amend the proffers for RZ C-597 to add land area and to permit office development and a telecommunication facility with an overall Floor Area Ratio (FAR) of 1.00, on subject parcel 39-1 ((6)) B1, 69A, 71, 73, 75, 77 and 79 consisting of approximately 8.88 acres located in Providence District, subject to proffer development conditions dated February 6, 2001.

Sincerely,

Nancy Vehrs
Clerk to the Board of Supervisors

NV/ns

PCA C-597-2
March 15, 2001

- 2 -

cc: Chairman Katherine K. Hanley
Supervisor Providence District
Janet Coldsmith, Director, Real Estate Division, Dept. of Tax Administration
Michael R. Congleton, Deputy Zoning Administrator
Barbara A. Byron, Director, Zoning Evaluation Division, DPZ
Thomas Conry, Department Manager. - GIS - Mapping/Overlay
Robert Moore, Transportation Planning Division, Dept. of Transportation
Charles Strunk, Project Planning Section, Dept. of Transportation
Michelle Brickner, Director, Office of Site Development Services, DPWES
Bonds & Agreements, DPWES
Frank Edwards, Department of Highways - VDOT
Land Acquisition & Planning Division, Park Authority
District Planning Commissioner
James Patteson, Director, Facilities Management Division, DPWES

At a regular meeting of the Board of Supervisors of Fairfax County, Virginia, held in the Board Auditorium in the Government Center at Fairfax, Virginia, on the 26th day of February 2001, the following ordinance was adopted.

AN ORDINANCE AMENDING THE ZONING ORDINANCE
PROFFERED CONDITION AMENDMENT PCA C-597-2

WHEREAS, Washington Real Estate Investment Trust Incorporated filed in the proper form an application requesting amendment to the plan of a certain parcel of land, hereinafter described, by amending proffers for RZ C-597 , pursuant to Virginia Code Ann. § 15.2-2303(a), and

WHEREAS, at a duly called public hearing the Planning Commission considered the application and the propriety of amending the Zoning Ordinance in accordance therewith, and thereafter did submit to this Board it recommendation, and

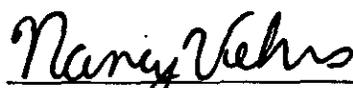
WHEREAS, this Board has today held a duly called public hearing and after due consideration of the reports, recommendation, testimony and facts pertinent to the proposed amendment, the Board is of the opinion that the Ordinance should be amended,

NOW, THEREFORE, BE IT ORDAINED, that that certain parcel of land situated in the Providence District, and more particularly described as follows (see attached legal description):

Be, and hereby is further restricted by the amended conditions proffered and accepted pursuant to Virginia Code Ann., § 15.2-2303(a), which conditions are incorporated into the Zoning Ordinance as it affects said parcel, and

BE IT FURTHER ENACTED, that the boundaries of the Zoning Map heretofore adopted as a part of the Zoning Ordinance be, and they hereby are, amended in accordance with this enactment, and that said zoning map shall annotate and incorporate by reference the additional conditions governing said parcels.

GIVEN under my hand this 26th day of February, 2001.



Nancy Velts

Clerk to the Board of Supervisors

PROFFERS

PCA C-597-2

February 6, 2001

Pursuant to Section 15.2-2203A of the Code of Virginia, 1950 as amended, subject to the Board of Supervisors' approval of the requested Proffered Condition Amendment ("PCA"), the applicant and owner for itself and its successors and assigns (hereinafter "Applicant") hereby proffers to the following conditions. The "Property" that is subject to these proffered conditions is identified on the Fairfax County Tax Maps as 39-1((6)) Parcels B1, 69A, 71, 73, 75, 77 and 79. If the PCA is approved, the proffered conditions described below supersede all previously approved proffered conditions applicable to the Property. Any future modification(s) to these proffers or the Generalized Development Plan described herein which affects only a specific building or building site may be approved by the Board of Supervisors upon application for a proffered condition amendment by the individual owner of the specific building or building site without amending this entire proffer statement or the entire Generalized Development Plan.

I. GENERALIZED DEVELOPMENT PLAN ("GDP").

A. Site Layout, Building Height, Floor Area Ratio. Development of the property shall be in substantial conformance with the GDP dated May 18, 2000, last revised December 27, 2000, entitled "Tysons Technology Center" and prepared by Walter L. Phillips, Incorporated. Notwithstanding the above, the height, gross floor area, number of parking spaces and final location/footprint of the proposed buildings and parking structures for the building site designated as "Tysons Technology Center Building" shall be determined at the time of site plan review and approval; provided in no event shall (i) the maximum building height for such building exceed 90 feet and (ii) the Floor Area Ratio ("FAR") of such building, when combined with the existing buildings designated as Tycon II and Tycon III, exceed 1.0. The GDP shows two potential configurations for the Tysons Technology Center Building and associated parking. To the extent the Tysons Technology Center Building is developed primarily for telecommunications/technology uses or other uses that can satisfy the applicable parking requirement without structured parking located to the rear of the site, then sheets 2 and 3 of the GDP shall govern the configuration of the building and parking and to the extent that the site is

developed for office uses or other uses that can not satisfy the applicable parking requirement without structured parking, then sheets 4 and 5 of the GDP shall govern the configuration of the building and structured parking. Nothing contained in the preceding sentence shall preclude a change in the use of the building from the use initially established to any other use permitted in the C-3 zoning district. At all times the Tysons Technology Center Building shall provide the number of parking spaces required for such uses pursuant to the provisions of Article 11 of the Zoning Ordinance. Specifically, if the site is developed for telecommunication uses and then converted, in whole or in part, to other uses, the additional parking spaces required for such other uses shall be provided within the existing parking structure or a larger parking structure within the footprint shown on Sheets 4 and 5 of the GDP.

The configuration of the existing parking, drive aisles and open/green space shown on the GDP associated with the Tycon II Building and Tycon III Building is illustrative only and may be reconfigured by the Applicant as, to the extent required, part of an amendment to the existing site plans for such buildings. Provided, however, the Applicant (i) shall not modify the streetscape associated with the Tycon II Building and Tycon III Building in a manner that is not in substantial conformance with the GDP; and (ii) if modifications are made to the existing landscaping, a comparable landscaping plan shall be implemented. Modifications to the building footprints of the Tycon II and Tycon III Buildings shall require an amendment to the GDP, except for such minor modifications that substantially conform to the GDP.

B. Landscaping. Landscaping of the building site associated with the Tysons Technology Center Building shall be substantially as illustrated on Sheet 6 of the GDP as it relates to type, size and quantity of tree and plant stock. Interior parking lot landscaping shall meet or exceed the requirements of Section 13-201 of the Zoning Ordinance. Additionally, to the extent the existing trees on tax parcel 39-1-((6)), Parcel 79 that are located between the proposed parking structure associated with the Tysons Technology Center Building and the existing parking structure on tax parcel 39-1-((6))-81A are to be removed, or in the reasonable opinion of the Urban Forester will be damaged or destroyed by the construction on the Property, then the Applicant shall install a like number of approximately 2 inch caliper trees (but

substituting deciduous trees for any evergreens) within locations on the Property reasonably acceptable to the Applicant and the Urban Forester.

C. Pedestrian Circulation System/Streetscape. Prior to the issuance of a Non-RUP for the Tysons Technology Center Building, the Applicant shall construct a pedestrian circulation system for the entire Property (as defined herein) and install streetscape for the building site associated with the Tysons Technology Center Building substantially as illustrated on Sheet 7 of the GDP. Actual pedestrian circulation systems and streetscapes may vary based on final design, location of utilities and site constraints but shall achieve the quality of urban design set forth in the GDP. Additionally, the Applicant shall, as part of the site plan submittal process, request that the owner of Tax Map Parcel 39-1-((6)), Parcel A-1 grant a pedestrian walkway/sidewalk easement to permit the Applicant to continue the mid-block pedestrian connection through to Howard Avenue generally as shown on Sheet 1 of the GDP and shall, as part of the site plan approval, provide a copy of such request and a copy of the response, if any, to such request to DPW&ES. If the adjacent owner grants such easement within ninety (90) days of the Applicant's written request, then the Applicant shall construct the walkway at its expense.

D. Storm Water Management and Best Management Practices. Storm Water Management ("SWM") and Best Management Practices ("BMPs") shall be provided for the Tysons Technology Center Building site in accordance with applicable County ordinances as approved, modified or waived by the Department of Public Works and Environmental Services ("DPWES"). SWM/BMPs for such site may be provided on the Tysons Technology Center Building site, off such site generally in the location shown on the GDP, or elsewhere on the Property in a location acceptable to DPWES. To the extent the SWM/BMP facility is located as shown on the GDP, then the Applicant shall, to the extent practical, not disturb any vegetated areas adjacent to such facility and, to the extent such areas are disturbed, shall coordinate with the Urban Forester the replanting of any disturbed areas

II. TRANSPORTATION

A. Tysons Corner Road Fund. At the time of issuance of a Non-RUP for the Tysons Technology Center Building, the Applicant shall contribute Three and 02/100 Dollars (\$3.02) per square foot of total gross floor area of the square footage of the Tysons Technology

Center Building (excluding cellar space) shown on the approved site plan. The contribution amount proffered in this paragraph shall be utilized as determined by the Board of Supervisors for road improvements within the Tysons Corner area as defined in the Tysons Corner Urban Center Plan. The contribution amount shall be adjusted by changes to the Construction Cost Index from the Engineering News Record from the date of Board of Supervisors' approval of this rezoning application to the date of issuance of the first Non-RUP for a tenant to occupy the Building.

B. **Biking Facilities.** The Applicant shall provide bicycle parking facilities for the building employees of the Tycon II Building, Tycon III Building, and Tysons Technology Center Building.

C. **Bus Shelter.** At the time of Site Plan approval for the Tysons Technology Center Building, the Applicant shall escrow with DPWES the sum of \$10,000.00 to be used to provide a bus shelter within the right-of-way of Old Courthouse Road in the general vicinity where the Property almost abuts Old Courthouse Road. If such funds are not utilized for the construction of the bus shelter within ten (10) years of site plan approval, then the funds shall be returned to the Applicant, with interest at the prevailing rate, if any, for cash escrows posted with the County.

* D. **Transportation Demand Management ("TDM") Plan**

1. **Employee Transportation Coordinator (ETC).** The Applicant shall appoint an ETC from its management staff to coordinate the TDM plan for the Property and to coordinate on an ongoing basis, but at least annually, with the Fairfax County's Department of Transportation TDM program coordinator.

2. **Employee Survey.** The Applicant shall conduct a survey bi-annually of tenants and their employees to identify which transportation demand management strategies would be most effective.

3. **Information Dissemination.** The Applicant shall promote ride sharing on an ongoing basis by displaying information on ride sharing in areas utilized by tenants and their employees, such as building lobbies.

4. **Guaranteed Ride Home.** The Applicant shall encourage tenants and their employees to participate in the Washington Council of Governments "guaranteed ride home" program.

5. **Preferential Parking for Car and Vanpools.** The Applicant shall reserve a reasonable number of parking spaces convenient to building entrances for car and vanpools based on the estimated number of car and vanpools being utilized and such spaces will be clearly identified as so reserved.

6. **Parking Rates for Carpools.** If Applicant charges tenants and/or their employees for parking, carpool vehicles (with three or more occupants) will be charged no more than one-half the single occupant vehicle parking rate.

III. GENERAL

A. **Exterior Lighting.** All parking lot/sidewalk lighting on the Property shall be focused downward and directly on parking/driving areas and sidewalks. Full cut-off lighting shall be provided for any proposed outdoor lighting, provided, however, that building accent lighting may also be provided so long as said lighting is directed on to the building surfaces. Outdoor lighting for signage shall be designed to minimize glare. Examples of glare minimizing lighting techniques may include the use of back lit letters or lighting mounted at the top of the sign to be illuminated and directed downward.

B. **Architecture.** The building façade and parking structure facade of the Tysons Technology Center site shall be in general accordance with the illustrative architectural drawings included on Sheet 8 of the GDP, as reasonably determined by the Department of Public Works and Environmental Services, unless an alternative façade or facades have been reviewed and approved by the Providence District Supervisor in the exercise of his/her reasonable discretion to assure that such alternative design achieves the urban design guidelines of the Tysons Corner Urban Center Plan to a like degree as the design set forth on Sheet 8 . A copy of Sheet 8 or, if an alternative façade has been proposed, the approval letter from the Providence District Supervisor shall be provided with the building plans submitted for the construction of the building and the parking garage.

C. **Fence.** The Applicant shall, as part of the site plan submittal process, request that the owner of Tax Map Parcel 39-1-((6))81A grant permission to the Applicant to install a fence between the existing parking structure on such parcel and the parking structure to be constructed with the Tysons Technology Center Building on the northern and southern ends of the parking structure and shall, as part of site plan approval, provide a copy of such request and a copy of the response, if any, to such request to DPW&ES.

D. **Outdoor Generators.** If the Applicant installs generators in the area designated on Sheet 2 of the GDP as "Proposed Location for Future Tenant Power Utilities", Applicant shall screen such generators utilizing landscaping and/or enclosures to minimize the view of such generators from the adjacent townhouse office development located on Fairfax County Tax Maps 39-1 ((20)) 21 through 40, inclusive. Such generators, if installed, shall comply with the Noise Standards set forth in Section 14-700 of the Zoning Ordinance.

E. **Parking During Construction.** As part of the site plan for the Tysons Technology Center Building, the Applicant shall demonstrate how it will provide the required parking for the Tycon II Building and Tycon III Building during the construction of the Tysons Technology Center Building, which interim parking may be provided on-site or on property located across Boone Boulevard from the Property and owned by the Applicant and may include the use of parking attendants or valet parking. Additionally, the Applicant will commence the TDM program for the Tycon II Building and Tycon III Building at such time as the construction commences on the Tysons Technology Center Building.

F. **Minor Modifications.** Minor modifications to these proffered conditions and to the GDP may be permitted pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance.

OWNER OF TAX MAP REFERENCE 39-1((6))
PARCELS B1, 69A, 71, 73, 75, 77 and 79;

WASHINGTON REAL ESTATE INVESTMENT TRUST

By: George F. McKenzie
George F. McKenzie
Senior Vice President

**OFFICE USE OPTION
SITE TYPICALS**

1. All trees to be removed shall be removed prior to the start of construction. The contractor shall be responsible for the removal of all trees to be removed. The contractor shall be responsible for the removal of all trees to be removed. The contractor shall be responsible for the removal of all trees to be removed.

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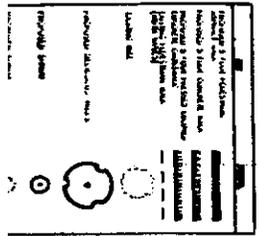
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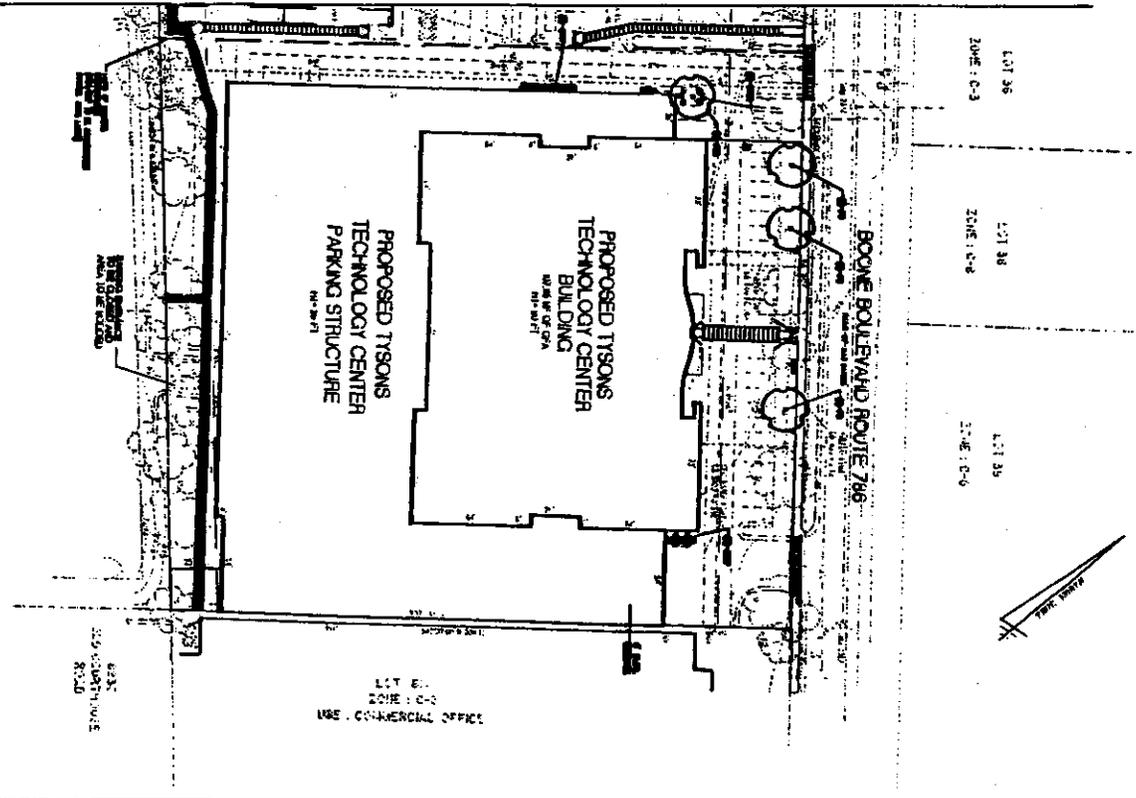
NOTES

1. All trees to be removed shall be removed prior to the start of construction. The contractor shall be responsible for the removal of all trees to be removed. The contractor shall be responsible for the removal of all trees to be removed. The contractor shall be responsible for the removal of all trees to be removed.
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LEGEND



MATCH LINE - SEE SHEET 1



DP / PCA - PROPOSED OFFICE USE - OPTION B

TYSONS TECHNOLOGY CENTER
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

AS SHOWN APPROVED BY:

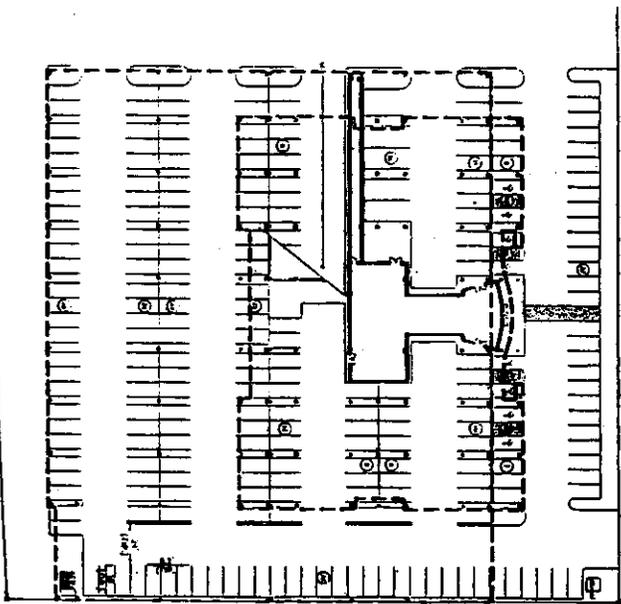
NO.	DATE	BY	FOR
1	10/15/08	WLP	PREPARED
2	10/15/08	WLP	REVISED
3	10/15/08	WLP	REVISED



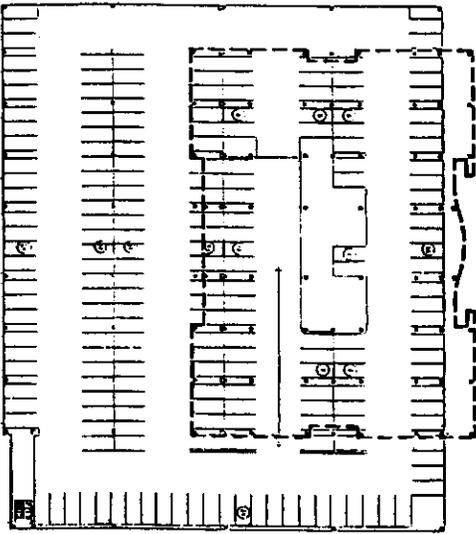
WALTER L. PHILLIPS
INCORPORATED
CIVIL ENGINEERS LAND SURVEYORS PLANNERS LANDSCAPE ARCHITECTS
300 PARK AVENUE FALLS CHURCH VIRGINIA 22044
(703) 832-9800 FAX (703) 832-9800

DATE: 10/15/08

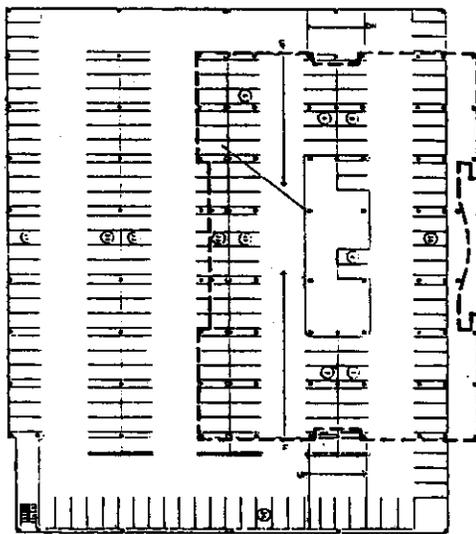
GRADE LEVEL PARKING
(233 PARKING SPACES)



LEVEL 2 PARKING
(204 PARKING SPACES)



LEVEL 1 PARKING
(198 PARKING SPACES)



DP / PCA - PROPOSED OFFICE USE - OPTION B - PARKING DECKS

YNSONS TECHNOLOGY CENTER
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

NO.	DESCRIPTION	DATE	BY	APP'D.	DATE
1	DESIGN DEVELOPMENT	12/20/01			
2	FINAL DESIGN	1/20/02			



WALTER L. PHILLIPS
INCORPORATED
CIVIL ENGINEER, LAND SURVEYOR, PLANNER, LANDSCAPE ARCHITECT
307 PARK AVENUE, FALLS CHURCH, VIRGINIA 22044
703-271-8242 FAX 703-271-8243
PA. 10.0.0.00



FAIRFAX COUNTY

OFFICE OF THE CLERK
BOARD OF SUPERVISORS
12000 Government Center Parkway, Suite 533
Fairfax, Virginia 22035-0072

Tel: 703-324-3151 • Fax: 703-324-3926 • TTY: 703-324-3903

V I R G I N I A

www.fairfaxcounty.gov/gov/bos/clerkhomepage.htm
Email: clerktothebos@fairfaxcounty.gov

February 22, 2005

Ms. Kara M. Whisler
Walsh, Colucci, Lubeley, Emrich & Terpak, P.C.
2200 Clarendon Boulevard
13th Floor
Arlington, Virginia 22201

Re: Special Exception Application Number SE 2004-PR-019
(Concurrent with PCA-C-597)

Dear Ms. Whisler:

At a regular meeting of the Board of Supervisors held on February 7, 2005, the Board approved Special Exception Application Number SE 2004-PR-019 in the name of Mercantile Potomac Bank located at 8229 Boone Boulevard on approximately 2.54 acres of land zoned C-3, HC, and SC (Tax Map 39-1 ((6)) 69A pt.) to add a drive-in bank to the existing office building in a Highway Corridor Overlay District pursuant to Section 4-304 of the Fairfax County Zoning Ordinance, by requiring conformance with the following development conditions:

1. This Special Exception is granted for and runs with the land indicated in this application and is not transferable to other land.
2. This Special Exception is granted only for the purpose(s), structure(s) and/or use(s) indicated on the special exception plat approved with the application, as qualified by these development conditions.
3. This Special Exception is subject to the provisions of Article 17, Site Plans, as may be determined by the Director, Department of Public Works and Environmental Services (DPWES). Any plan submitted pursuant to this special exception shall be in substantial conformance with the approved combined Generalized Development Plan/Special Exception Plat (GDP/SE Plat) entitled Mercantile Potomac Bank, prepared by Bohler Engineering and dated December 23, 2003 as revised through September 13, 2004, and these conditions. Minor modifications to the approved special exception may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.
4. Both lanes of the drive-in window shall be open at all times the drive-in window is in operation.

5. All lighting on the site shall conform with the requirements of Part 9, Outdoor Lighting, of Article 14, Performance Standards.
6. Directional signage shall be installed as shown on the GDP/SE Plat to direct vehicles to the drive-in lanes and to prohibit turns as shown on the plan.
7. The pedestrian pathway located in the northern side of the application property shall be relocated to be on the adjacent traffic island. The fire hydrant shall be relocated as directed by the Director, Department of Public Works and Environmental Services.
8. The existing tree preservation located west of the parking area behind the building at 8229 Boone Boulevard shall be retained; clearing and grading shall not occur within the tree preservation area. Tree protection fencing, four foot high, orange plastic fence attached to 6 foot steel posts driven 18 inches into the ground and placed no further than 10 feet apart shall be installed along the interior edge of the curb along the eastern edge of this tree preservation area. The tree protection fencing shall be installed prior to the initiation of construction activities on the property. The tree protection area shall not be used for the storage of any construction materials or vehicles.

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

Pursuant to Section 9-015 of the Zoning Ordinance, this special exception shall automatically expire, without notice, thirty (30) months after the date of approval unless the use has been established or construction has commenced and been diligently prosecuted. The Board of Supervisors may grant additional time to establish the use or to commence construction if a written request for additional time is filed with the Zoning Administrator prior to the date of expiration of the special exception. The request must specify the amount of additional time requested, the basis for the amount of time requested and an explanation of why additional time is required.

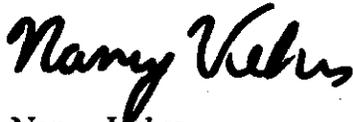
If you have questions regarding the expiration of this Special Exception or filing a request for additional time, they should be directed to the Zoning Evaluation Division in the Department of

SE 2004-PR-019
February 22, 2005

- 3 -

Planning and Zoning at 703-324-1290. The mailing address for the Zoning Evaluation Division is Suite 801, 12055 Government Center Parkway, Fairfax, Virginia 22035.

Sincerely,



Nancy Vehrs
Clerk to the Board of Supervisors

NV/det

cc: Chairman Gerald E. Connolly
Supervisor Lynda Smyth, Providence District
Janet Coldsmith, Director, Real Estate Div., Dept. of Tax Administration
Barbara A. Byron, Director, Zoning Evaluation Div., DPZ
Leslie B. Johnson, Deputy Zoning Administrator for Zoning Permit Review Branch
Audrey Clark, Director, BPRD, DPWES
Angela K. Rodeheaver, Section Chief, Trnsprt'n. Planning Div.,
Charles Strunk, Project Planning Section, Department of Transportation
Michelle A. Brickner, Director, Site Development Services, DPWES
Marie Langhorne, Plans & Document Control, OSDS, DPWES
Deloris Harris, DPWES - Environment & Facilities Review Division
Department of Highways, VDOT
Kirk Holley, Park Planning Branch Mgr., FCPA
District Planning Commissioner
Gary Chevalier, Office of Capital Facilities, Fairfax County Public Schools

RECEIVED
Department of Planning & Zoning
FEB 24 2005
Zoning Evaluation Division

Proffered Condition Amendment

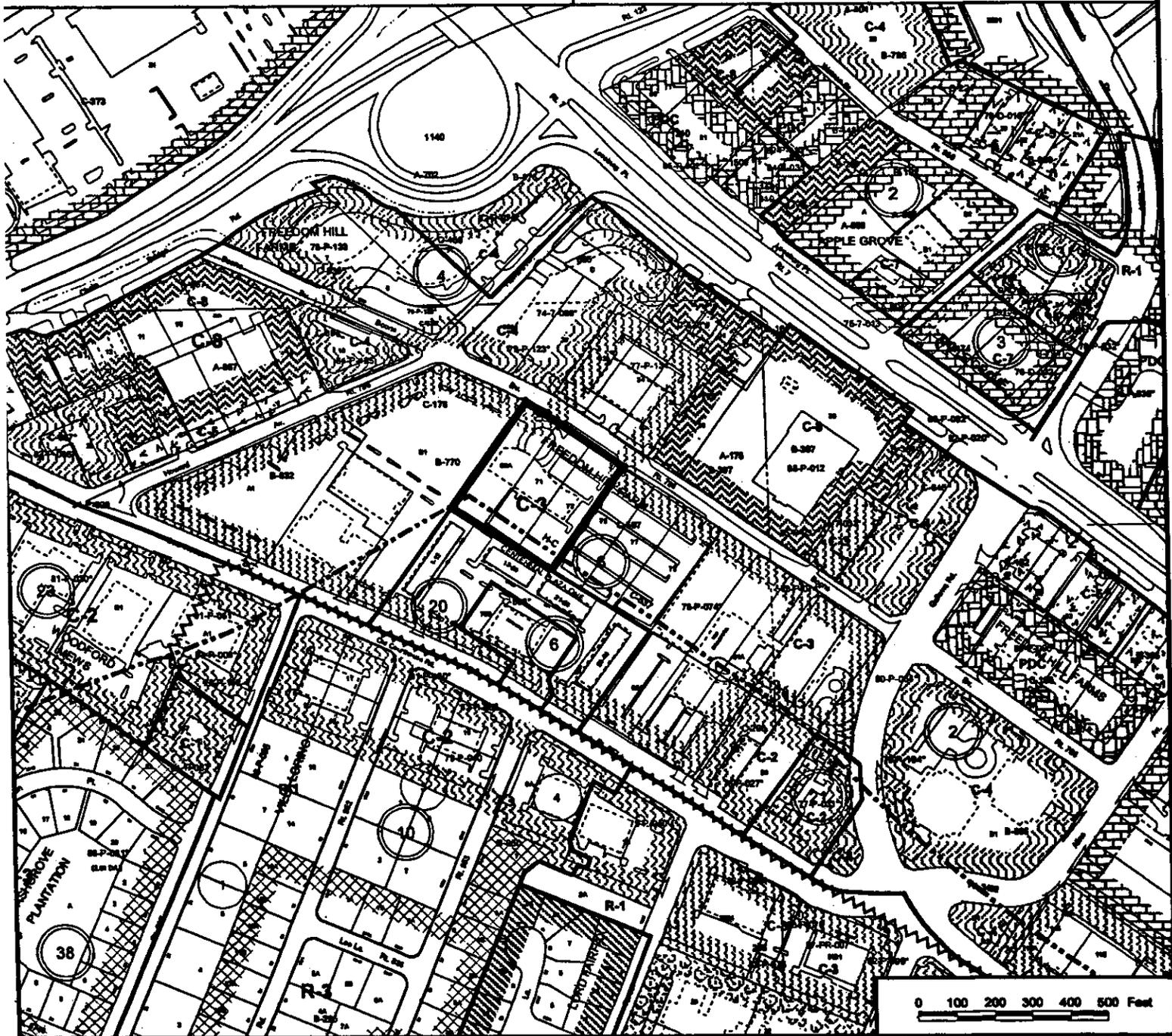
PCA -C-597-03

Applicant: POTOMAC VALLEY BANK
Filed: 05/17/2004
Area: 2.54 AC OF LAND; DISTRICT - PROVIDENCE
Proposed: AMEND RZ C-597 PREVIOUSLY APPROVED COMMERCIAL DEVELOPMENT TO PERMIT DRIVE-IN BANK AND SITE MODIFICATIONS
Located: SOUTH SIDE OF BOONE BOULEVARD APPROXIMATELY 300 FEET EAST OF ITS INTERSECTION WITH HOWARD AVENUE
Zoning: C-3
Overlay Dist: HC SC
Map Ref Num: 039-1- /06/ /0069A PT.

Special Excavation Application

SE 2004-PR-019

Applicant: POTOMAC VALLEY BANK
Filed: 05/17/2004
Area: 2.54 AC OF LAND; DISTRICT - PROVIDENCE
Proposed: DRIVE-IN BANK IN A HIGHWAY CORRIDOR OVERLAY DISTRICT
Zoning Dist Sect: 07-0607
Art 9 Group and Use: 6-07
Located: 8229 BOONE BOULEVARD
Zoning: C-3 Plan Area: 2
Overlay Dist: HC SC
Map Ref Num: 039-1- /06/ /0069A PT.





FAIRFAX COUNTY

OFFICE OF THE CLERK
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12000 Government Center Parkway, Suite 533
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V I R G I N I A

February 22, 2005

www.fairfaxcounty.gov/gov/bos/clerkhomepage.htm

Email: clerktothebos@fairfaxcounty.gov

Ms. Kara M. Whisler
Walsh, Colucci, Lubeley, Emrich & Terpak, P.C.
2200 Clarendon Boulevard
13th Floor
Arlington, Virginia 22201

RE: Proffered Condition Amendment Number PCA-C-597-03
(Concurrent with SE 2004-PR-019)

Dear Ms. Whisler:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on February 7, 2005, approving Proffered Condition Amendment PCA-C-597-03 in the name of Mercantile Potomac Bank, to amend the proffers for RZ C-597 previously approved for commercial development to permit a drive-in bank in an existing office building and site modifications with an overall Floor Area Ratio (FAR) of 0.97. Located on the south side of Boone Boulevard approximately 300 feet east of its intersection with Howard Avenue on approximately 2.54 acres of land zoned C-3, HC, and SC [Tax Map 39-1 ((6)) 69A pt.], subject to the proffers incorrectly dated February 3, 2004, located in Providence District.

Sincerely,

Nancy Vehrs
Clerk to the Board of Supervisors
NV/det

cc: Chairman Gerald E. Connolly
Supervisor Lynda Smyth, Providence District
Janet Coldsmith, Director, Real Estate Div., Dept. of Tax Administration
Barbara A. Byron, Director, Zoning Evaluation Div., DPZ
Leslie B. Johnson, Deputy Zoning Administrator for Zoning Permit Review Branch
Thomas Conry, Dept. Mgr. - GIS - Mapping/Overlay
Angela K. Rodeheaver, Section Chief, Trnsprt'n. Planning Div.
Charles Strunk, Project Planning Section, Dept. of Transportation

PCA-C-597-03
February 22, 2005

-2-

Michelle Brickner, Deputy Director, DPWES
Kenny King, Proffer Administrator, Plans & Document Control, OSDS, DPWES
Deloris Harris, DPWES
Department of Highways - VDOT
Kirk Holley, Park Planning Branch Mgr., FCPA
District Planning Commissioner
Jack Seamon, Acting Director, Facilities Mgmt. Div., DPWES
Barbara J. Lippa, Director Planning Commission
Gary Chevalier, Office of Capital Facilities, Fairfax County Public Schools

RECEIVED
Department of Planning & Zoning
MAR 07 2005
Zoning Evaluation Division

At a regular meeting of the Board of Supervisors of Fairfax County, Virginia, held in the Board Auditorium in the Government Center at Fairfax, Virginia, on the 7th day of February, 2005, the following ordinance was adopted:

**AN ORDINANCE AMENDING THE ZONING ORDINANCE
PROFFERED CONDITION AMENDMENT PCA-C-597-03
(Concurrent with SE 2004-PR-019)**

WHEREAS, Mercantile Potomac Bank filed in the proper form an application to amend the proffers for RZ C-597 previously approved for commercial development to permit a drive-in bank in an existing office building and site modifications with an overall Floor Area Ratio (FAR) of 0.97, by amending conditions proffered and accepted pursuant to Virginia Code Ann. § 15.2-2303(a), and

WHEREAS, at a duly called public hearing the Planning Commission considered the application and the propriety of amending the Zoning Ordinance in accordance therewith, and thereafter did submit to this Board its recommendation, and

WHEREAS, this Board has today held a duly-called public hearing and after due consideration of the reports, recommendation, testimony and facts pertinent to the proposed amendment, the Board is of the opinion that the Ordinance should be amended,

NOW, THEREFORE, BE IT ORDAINED, that that certain parcel of land situated in the Providence District, and more particularly described as follows: located on the south side of Boone Boulevard approximately 300 feet east of its intersection with Howard Avenue on approximately 2.54 acres of land zoned C-3, HC, and SC [Tax Map 39-1 ((6)) 69A pt.],

Be, and hereby is further restricted by the amended conditions proffered and accepted pursuant to Virginia Code Ann., § 15.2-2303(a), which conditions are incorporated into the Zoning Ordinance as it affects said parcel, and

BE IT FURTHER ENACTED, that the boundaries of the Zoning Map heretofore adopted as a part of the Zoning Ordinance be, and they hereby are, amended in accordance with this enactment, and that said zoning map shall annotate and incorporate by reference the additional conditions governing said parcels.

GIVEN under my hand this 7th day of February, 2005.



Nancy V. Vars
Clerk to the Board of Supervisors

PROFFERS

Mercantile Potomac Bank

PCA C-597-3

February 3, 2004

Pursuant to Section 15.2-2303(A), Code of Virginia, 1950, as amended, subject to the Board of Supervisors approving a Proffered Condition Amendment for Tax Map 39-1 ((6)) 69A (pt.) (the "Property"), Mercantile Potomac Bank (the "Applicant") and owners, for themselves, their successors and assigns, hereby reaffirm the previous proffers applicable to the Property, which will remain in full force and effect, except as amended as follows:

Replace Existing Proffer 1A, in part, as it applies to the Property

1. Subject to the provisions of Section 18-204 of the Zoning Ordinance, the Property shall be developed in substantial conformance with the Generalized Development Plan ("GDP"), prepared by Bohler Engineering, consisting of six (6) pages dated December 23, 2003, and revised through September 13, 2004. The remainder of the property subject to PCA C-597-2 shall be subject to the plan proffered pursuant to that approval.

Addition to Existing Proffer II.D, as it applies to the Property

7. Distribution of Transit Literature and Promotion of Transit Use. Promotion of the TMP shall include prominently displaying and distributing information related to the availability of public transportation services, such as bus and rail services within the lobby. Transit literature/information shall include information related to Metrobus, Fairfax Connector, Metrorail and other transit options. These materials shall be provided to tenants for distribution to new employees.
8. Alternative Work Schedules. Tenants shall be encouraged to provide alternative work schedules including staggered work hour programs, flex-time and telework programs.
9. Enhanced Pedestrian Crossing between the Property and Adjacent Properties. Prior to issuance of the Non-RUP for the drive-in bank, the Applicant shall clearly delineate the pedestrian walkways on the Property in accordance with, and as shown on Site Plan #3162-SP-01.

Proffer In Addition To Proffers Approved Pursuant to PCA C-597-02.

1. Prior to the issuance of the Non-Residential Use Permit (Non-RUP) for the drive-in facility, the Applicant shall provide a contribution to the Fairfax County Department of Transportation for the Tysons Corner Traffic Modeling and Urban Design Analysis in the amount of six thousand dollars (\$6,000.00).

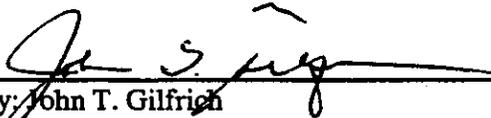
2. The Applicant shall submit the architecture for the proposed canopy to the Planning Commission for administrative review and approval to determine if the design is compatible with the architecture of the existing building. This submission to the Planning Commission shall include photographs and other information regarding the architecture of the existing building.

[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

PCA C-597-4

APPLICANT/LESSEE OF TAX MAP 39-1 ((6)) 69A

MERCANTILE POTOMAC BANK



By: John T. Gilfrich
Its. Vice President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER/LESSOR OF TAX MAP
39-1 ((6)) 69A

JBG/TYCON 3, L.L.C.
By: JBG/COMPANY MANAGER, L.L.C., ITS
Managing Member



By: Michael J. Glosserman

Its: Managing Member

[SIGNATURES END]

MERCANTILE POTOMAC BANK SPECIAL EXCEPTION/PARTIAL PROFFERED CONDITION AMENDMENT PLAT

8229 BOONE BOULEVARD
FAIRFAX COUNTY, VIRGINIA

PROPOSED



LEGEND
FOR EXISTING PLAT

EXISTING



SHEET INDEX

- 1 COVER SHEET
- 2 PCA AND SWM DIAGRAMS
- 3 EXISTING CONDITIONS/OVERALL PLAN
- 4 OVERALL PLAN WITH OFFICE BUILDING
- 5 OVERALL PLAN WITH TECHNOLOGY CENTER
- 6 SPECIAL EXCEPTION/PARTIAL PCA PLAT



LOCATION OF
PROJECT SITE

OWNER
MERCANTILE REAL ESTATE INVESTMENT TRUST
1110 BRISTOL LANE, SUITE 200
DUNFORD, VA 22026
(817) 544-0000

ARCHITECT
MERCANTILE POTOMAC BANK
C/O JAMES W. BOHLER AND
ASSOCIATES, INC. 2007
1011 W. 10TH STREET
DUNFORD, VA 22026
(817) 544-1000



PREPARED BY:
BOHLER ENGINEERING, P.C.
22630 DAVIS DRIVE, SUITE 200
STERLING, VIRGINIA 20164
(703) 709-9500

NOTES:
1. THE OWNER HAS REVIEWED ALL THE INFORMATION AND THE PROVISIONS OF THIS PLAT AND HAS APPROVED THE SAME AND HAS AGREED TO BE BOUND BY THE PROVISIONS OF THIS PLAT AND TO DEFEND AND HOLD HARMLESS THE ENGINEER FROM AND AGAINST ALL CLAIMS, DAMAGES, LOSSES AND EXPENSES, INCLUDING REASONABLE ATTORNEY'S FEES, THAT MAY BE ASSERTED AGAINST OR INCURRED BY THE ENGINEER AS A RESULT OF THE ENGINEER'S PROFESSIONAL SERVICES UNDER THIS PLAT.
2. THE OWNER HAS REVIEWED AND APPROVES THE PLAT AND THE INFORMATION AND THE PROVISIONS OF THIS PLAT AND HAS AGREED TO BE BOUND BY THE PROVISIONS OF THIS PLAT AND TO DEFEND AND HOLD HARMLESS THE ENGINEER FROM AND AGAINST ALL CLAIMS, DAMAGES, LOSSES AND EXPENSES, INCLUDING REASONABLE ATTORNEY'S FEES, THAT MAY BE ASSERTED AGAINST OR INCURRED BY THE ENGINEER AS A RESULT OF THE ENGINEER'S PROFESSIONAL SERVICES UNDER THIS PLAT.

BOHLER ENGINEERING, P.C.
8229 BOONE BOULEVARD
MERCANTILE POTOMAC BANK
COVER SHEET

FAIRFAX COUNTY, VA

A.J. VOLANTH

MISS UTILITY

SCALE: 1" = 100'

DATE: 11/11/03

PROJECT NO: 03-001

SHEET NO: 1



LOCATION MAP
 OF THE SUBJECT PROPERTY

- A. SCALE AND NORTH ARROW PROVIDED ON SHEETS 3, 4, 5 AND 6.
- B. LOCATION AND DIMENSIONS OF STRUCTURES AND HEIGHT OF STRUCTURES PROVIDED ON SHEETS 4-5. ANGLE OF BULK PLANE SHOWN ON SHEET 6.
- C. TRAFFIC CALCULATION SHOWN ON SHEET 6.
- D. NO OPEN SPACE AREAS OR COMMUNITY/PUBLIC FACILITIES PROPOSED.
- E. NO MAJOR SENSITIVE SOURCE IMPROVEMENTS PROPOSED. STORMWATER MANAGEMENT LOCATION AND NOTES PROVIDED ON SHEET 2 UNDER "STORMWATER BMP AND OUTFALL PARALLEL" AND ON SHEET 6, NOTE 15.
- F. NO UTILITY EXISTENCES HAVING A WIDTH OF 25 FEET OR MORE ARE KNOWN TO EXIST. MAJOR UNDERGROUND UTILITIES ARE SHOWN ON SHEET 6.
- G. PARKING (AMBULATION) PROVIDED ON SHEET 6.
- H. EXISTING FIELD RUN TOPOGRAPHY SHOWN ON SHEETS 3-4.
- I. NO SECURE ASSETS OR NATURAL FEATURES ARE KNOWN TO EXIST WITHIN THE DEVELOPMENT AREA.
- J. NO ADVERSE IMPACTS TO THE NEIGHBORING PROPERTIES ARE ANTICIPATED WITH THIS DEVELOPMENT.
- K. EXISTING STRUCTURES AND ASSOCIATED INFORMATION ARE SHOWN ON SHEET 3.
- L. FLOOR AREA INFORMATION PROVIDED ON SHEET 6.
- M. NO DWELLING UNITS OR OPEN SPACE PARCELS ARE PROPOSED WITH THIS APPLICATION.
- N. NO SPECIAL MACHINES ARE PROPOSED WITH THIS APPLICATION.
- O. NO PUBLIC IMPROVEMENTS ARE PROPOSED WITH THIS APPLICATION.
- P. THE PROPOSED IMPROVEMENTS ARE ANTICIPATED TO BE COMPLETED WITHIN 2 YEARS, 6 MONTHS OF RECEIPT OF SPECIAL EXCEPTION APPROVAL.
- Q. NO FLOOD PLAIN IS KNOWN TO EXIST ON THIS PROPERTY.
- R. NO IMPROVEMENTS ARE PROPOSED TO THE PUBLIC RIGHT-OF-WAY. EXISTING CENTERLINE AND DIMENSIONS ARE SHOWN ON SHEET 6.
- S. LIMIT OF CLEARING IS SHOWN ON SHEET 6. SUBMISSION NUMBER OF THE EXISTING VEGETATION MAP REQUIREMENT REQUESTED DUE TO THE NATURE OF THE PROPOSED IMPROVEMENTS.
- T. NO BURNAL SITE IS KNOWN TO EXIST WITHIN THE SUBJECT PROPERTY.
- U. WASHINGTON REAL ESTATE INVESTMENT TRUST IS THE OWNER OF THE SUBJECT PROPERTY. POTOMAC VALLEY BANK IS THE APPLICANT APPLYING FOR THE ADDITION OF THE DRIVE-IN FACILITIES.

STORMWATER BMP AND OUTFALL NARRATIVE

THIS SITE IS LOCATED IN THE SOUTHEAST QUADRANT OF THE INTERSECTION OF BOOME BLVD AND HOWARD AVE. THE SITE IS CURRENTLY OCCUPIED BY AN LEASE STREET OFFICE BUILDING. AS PART OF THIS APPLICATION, A TWO LANE DRIVE SHALL BE ADDED TO THE EXISTING POTOMAC VALLEY BANK WITHIN THE OFFICE BUILDING IS PROPOSED. THE TOTAL AREA OF DISTURBANCE IS APPROXIMATELY 12,800 SF.

THIS SITE IS CURRENTLY SERVED BY EXISTING BMP AND SWI FACILITIES. TWO APPROVED SITE PLANS (PLAN AS18-01), (PLAN AS19-01), (PLAN AS20-01), (PLAN AS21-01), (PLAN AS22-01), (PLAN AS23-01), (PLAN AS24-01), (PLAN AS25-01), (PLAN AS26-01), (PLAN AS27-01), (PLAN AS28-01), (PLAN AS29-01), (PLAN AS30-01), (PLAN AS31-01), (PLAN AS32-01), (PLAN AS33-01), (PLAN AS34-01), (PLAN AS35-01), (PLAN AS36-01), (PLAN AS37-01), (PLAN AS38-01), (PLAN AS39-01), (PLAN AS40-01), (PLAN AS41-01), (PLAN AS42-01), (PLAN AS43-01), (PLAN AS44-01), (PLAN AS45-01), (PLAN AS46-01), (PLAN AS47-01), (PLAN AS48-01), (PLAN AS49-01), (PLAN AS50-01), (PLAN AS51-01), (PLAN AS52-01), (PLAN AS53-01), (PLAN AS54-01), (PLAN AS55-01), (PLAN AS56-01), (PLAN AS57-01), (PLAN AS58-01), (PLAN AS59-01), (PLAN AS60-01), (PLAN AS61-01), (PLAN AS62-01), (PLAN AS63-01), (PLAN AS64-01), (PLAN AS65-01), (PLAN AS66-01), (PLAN AS67-01), (PLAN AS68-01), (PLAN AS69-01), (PLAN AS70-01), (PLAN AS71-01), (PLAN AS72-01), (PLAN AS73-01), (PLAN AS74-01), (PLAN AS75-01), (PLAN AS76-01), (PLAN AS77-01), (PLAN AS78-01), 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THE EXIST THAT PLAN #001-01-2 IS NOT CONSTRUCTED, THE BMP REQUIREMENTS FOR THE PROPOSED DEVELOPMENT ARE AS FOLLOWS:

AREA SUMMARY (WITHIN RESTORED AREA):
 EXISTING PERIMETER = 150 SF, I-Per = 0.15
 PROPOSED PERIMETER = 1143 SF, I-Per = 0.18

A 1.0% REDUCTION IN PHOSPHORUS IS REQUIRED BASED ON THE FOLLOWING EQUATION:

$$\left[\frac{1 - 0.3 (0.15 / 1.143)}{1 - 0.3 (0.15 / 1.143)} \right] \times 100 = 1.0\% \text{ PHOSPHORUS REDUCTION}

A FLEXIBLE BACKFLOW PREVENTION SYSTEM SHALL BE PROVIDED TO MEET THE REQUIRED PHOSPHORUS REDUCTION IN THE EVENT THAT PLAN # 001-01-2 IS NOT CONSTRUCTED.

NO STORMWATER QUANTITY CONTROL IS REQUIRED. THERE WILL BE NO INCREASE IN PEAK OUTFLOW FROM THIS SITE. THE PROPOSED DEVELOPMENT DECREASES THE WATERSHED AREA. IT IS THE OPINION OF THE SUBMITTING ENGINEER THAT THE OUTFLOW FROM THIS SITE IS ADEQUATE. NO DOWNSTREAM STRUCTURES ARE IMPACTED BY THIS DEVELOPMENT.$$

A.J. VOLANTH
 ARCHITECT

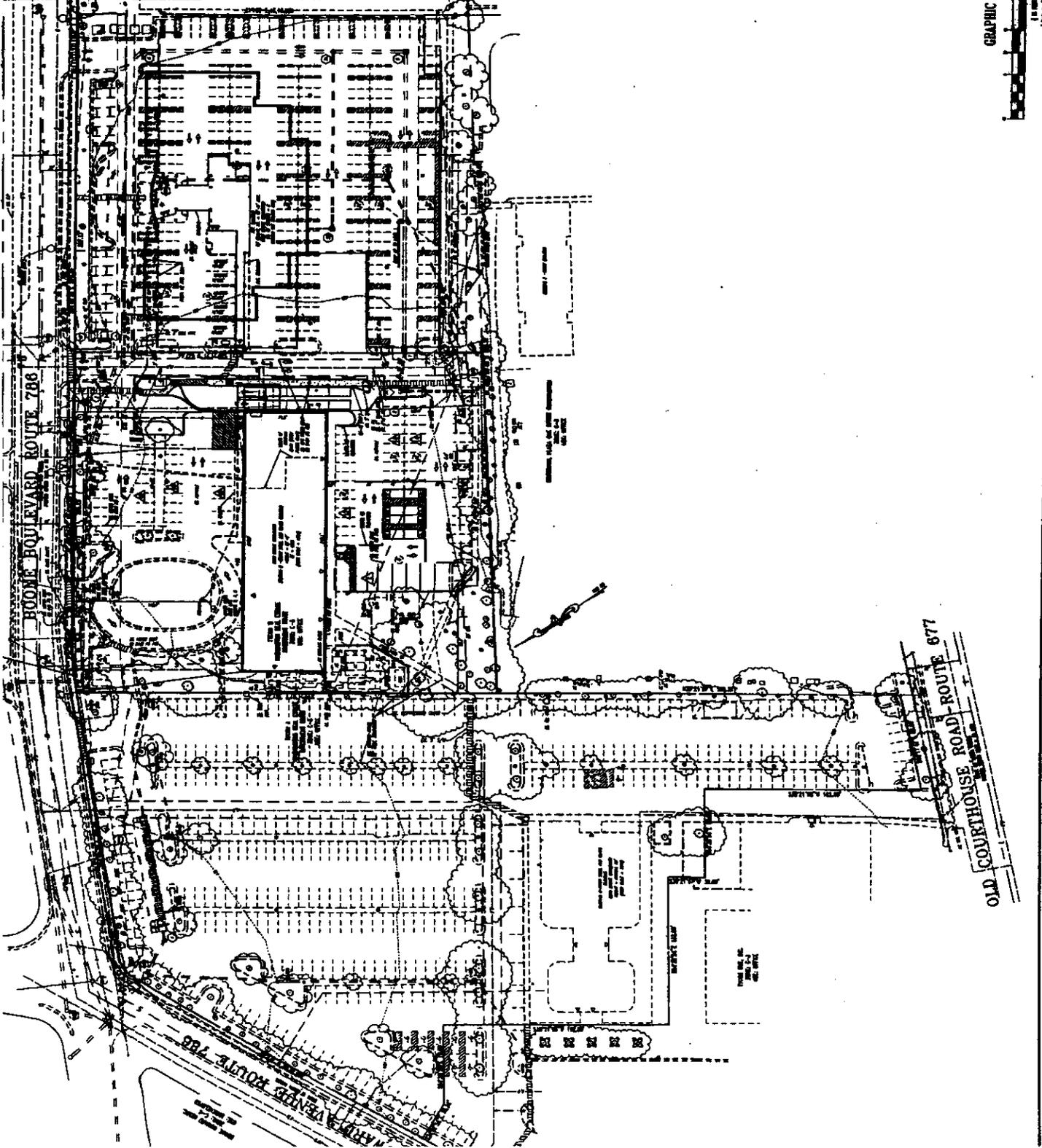
BOHLER ENGINEERING, P.C.

MERCANTILE POTOMAC BANK
 OVERALL PLAN WITH OFFICE BUILDING
 8229 BOONE BOULEVARD
 FAIRFAX COUNTY, VA

DATE	10/1/74
BY	...
FOR	...
SCALE	1" = 40'
CHECKED BY	...
DATE	...
DESIGNED BY	...
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MSS UTILITY
 MISSISSIPPI
 THE MISSISSIPPI VALLEY...
 THE MISSISSIPPI VALLEY...
 THE MISSISSIPPI VALLEY...





County of Fairfax, Virginia

MEMORANDUM

DATE May 5, 2008

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

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

SUBJECT: Land Use Analysis and Environmental Assessment: PCA C-597-4 &
SE 2007-PR-014
JBG/Tycon 3, LLC

The memorandum, prepared by Jennifer Bonnette, includes citations from the Comprehensive Plan that provide guidance for the evaluation of the subject Proffered Condition Amendment (PCA), Generalized Development Plan (GDP) and Special Exception Plat (SE) dated February 26, 2007 as revised through September 4, 2007. The extent to which the application conforms to the applicable guidance contained in the Comprehensive Plan is noted. Possible solutions to remedy identified issues are suggested.

DESCRIPTION OF THE APPLICATION

The applicant, JBG/Tycon 3, has filed a special exception to develop an extended stay hotel and above ground parking structure on a 4.95 acre site that contains an office building and surface parking lot. The hotel would be developed on a portion of the parking lot area. A proffered condition amendment has been filed to transfer 32,842 square feet of previously approved floor area from an associated parcel to the subject site. A 107,115 square foot hotel with 173 rooms at a maximum height of 90 feet and a 59 foot tall above-grade parking structure is proposed. The development will eliminate 261 surface parking spaces and provide a total of 240 surface parking spaces and 316 structured parking spaces to serve the existing office building and proposed hotel. A 1.0 floor area ratio (FAR) is proposed. Amenities will include a ground-level swimming pool and fitness center. Access to the site will be provided from existing points on Boone Boulevard and from Old Courthouse Road via the Tycon 2 parcel to the south, which is controlled by the applicant. In addition, this application requests approval for an increase in height for the existing office building from 90 to 91 feet.

LOCATION AND CHARACTER OF THE AREA

The subject property is located south of Boone Boulevard between Howard Avenue and Gallows Road in Tysons Corner. The site is planned for office use and zoned C-3 Office

Department of Planning and Zoning
Planning Division

12055 Government Center Parkway, Suite 730
Fairfax, Virginia 22035-5509
Phone 703-324-1380
Fax 703-324-3056

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District and is also located within Highway Corridor and Sign Control overlay districts. The surrounding area is planned for office, auto sales and retail uses. To the north are office uses with above ground parking garages and a car dealership. To the immediate east is an above ground parking structure associated with an office building. To the south are two-story office condos. To the immediate west is an office building and across Howard Avenue is a hotel.

COMPREHENSIVE PLAN CITATIONS:

Land Use

In the Fairfax County Comprehensive Plan, 2007 Edition, Area II, Tysons Corner Urban Center, as amended through January 27, 2003, Land Unit F, pages 96 - 98, the Plan states:

“LAND UNIT F

Land Unit F is comprised of about 148 acres. This land unit is bounded by Route 7 on the north, the Capital Beltway on the east, Old Courthouse Road on the south and Route 123 on the west. Along Route 7, development includes a variety of strip retail uses, and large office buildings with retail uses. Away from Route 7, to the south, the area is predominantly developed with mid-rise office buildings which transition to the Old Courthouse Road Edge (Land Unit E).

Land Unit F is located in the East Route 7 non-core area, which is located south of the core. The vision for the area fronting on Route 7 is for gradual redevelopment of the strip retail to mid-rise and high-rise office buildings that should include support retail and service uses. Away from Route 7, the vision is for compatible infill with mid-rise office buildings with structured parking replacing existing surface parking lots.

The major circulation improvement for this land unit is a section of the new collector road to extend from Gosnell Road southward across Route 123 with a grade separation to connect with Boone Boulevard. Development should allow for the eventual construction of this roadway. If property or uses are to be expanded, developed or redeveloped along this road's alignment, right-of-way should be dedicated and construction of the collector road should be provided, as determined appropriate by the County. Right-of-way for the grade separated crossing should also be dedicated.

Guidance for evaluating development proposals for this land unit is contained in the Area-wide Recommendations, the Land Unit Recommendations and the Development Review Guidelines Sections of the Plan. Specific guidance for uses and intensities as envisioned in the Plan are provided in the sub-unit text below. Achieving planned intensity is predicated upon successfully incorporating these recommendations and guidelines into development proposals...

SUB-UNIT F-2

Sub-unit F-2 is planned for and developed with office use with support retail and service uses, up to 1.0 FAR to create a transition between development along Route 7 and the Old

Courthouse Road edge. Development proposals must provide a central walkway between Howard Avenue and Gallows Road, parallel to Boone Boulevard. This walkway should be connected by sidewalks to all the buildings on either side of it. Where security requirements of a specific site preclude connection to the central walkway, the property owner should provide an alternative pedestrian system that meets the need of the user and still facilitates development of an integrated pedestrian system. Care should be taken to ensure that the pedestrian connection from the building to the central walkway is safe and pleasant, not requiring the pedestrian to walk in vehicle travel lanes or through a parking structure. In addition, mid-block pedestrian connections should provide access from the walkway to Boone Boulevard and Old Courthouse Road.

Height Limit: Up to 90 feet on the Boone Boulevard side and up to 60 feet on the Old Courthouse Road side (see Building Heights Map, Figure 10, and Building Height Guidelines).”

Environment

Fairfax County Comprehensive Plan, 2007 Edition, Policy Plan, Environment, as amended through February 25, 2008, on pages 7-16, 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 a. Maintain a best management practices (BMP) program for Fairfax County and ensure that new development and redevelopment complies with the County’s best management practice (BMP) requirements. . . .
- Policy j. Regulate land use activities to protect surface and groundwater resources.
- Policy k. For new development and redevelopment, apply better site design and low impact development (LID) techniques...

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. . . .

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. . . .

Objective 10: Conserve and restore tree cover on developed and developing sites. Provide tree cover on sites where it is absent prior to development.

Policy a: Protect or restore the maximum amount of tree cover on developed and developing sites consistent with planned land use and good silvicultural practices.

Policy b: Require new tree plantings on developing sites which were not forested prior to development and on public rights of way.”

COMPREHENSIVE PLAN MAP: Office

LAND USE ANALYSIS

Issue: Use, Height and Intensity The applicant is applying the Alternative Land Use guidelines in the Tysons Corner Urban Center plan to propose hotel use in an area planned for office use. The Plan states that hotel use may be compatible if a development is of a similar scale and intensity as other uses in the sub-unit and the Plan’s transportation needs, pedestrian orientation and other aspects are adequately addressed. The proposed hotel is of a scale and intensity of other developments in the sub-unit. The hotel’s proposed intensity of a 1.0 FAR when combined with the existing office building located on the site, is at the maximum FAR recommended by the Plan. In addition, the development is proposed at the maximum height of 90 feet recommended by the Plan, which is compatible with surrounding uses. The existing office building is 91 feet tall, which exceeds the maximum building height recommendation by one foot. The height is found to be generally consistent with the Comprehensive Plan.

Issue: Pedestrian and Vehicular Circulation The Comprehensive Plan recommends that development proposals must provide a central walkway between Howard Avenue and Gallows Road, parallel to Boone Boulevard, with walkways connected by sidewalks to all buildings on either side of it. Additional pedestrian connections should be provided from the walkway to Boone Boulevard and Old Courthouse Road. The applicant has proposed a central walkway along the southern boundary of the site which would provide a link between the existing office building and a walkway along the western side of the proposed parking structure and hotel to Boone Boulevard. The applicant has been encouraged to provide a more direct pedestrian connection to Boone Boulevard by adding a sidewalk from the entrance to the site at Boone Boulevard leading directly south through the surface parking lot to the central walkway. Additionally, this travel way could be further enhanced by designing a more defined street that connects the entrance from Boone Boulevard to the southern boundary. This could be accomplished by providing sidewalks and landscaping on both sides of the travel way. Such an improvement would assist in the development of a more urban-like street grid within the land unit as well as improve pedestrian safety and better meet the Plan’s urban design

guidelines. Another improvement recommended is to provide an improved pedestrian connection from the hotel to the parking structure.

The Comprehensive Plan for the Tysons Corner Urban Center is currently under review. A task force is charged with recommending updates to the Tysons Comprehensive Plan. One focus of the task force is the establishment of an urban street grid within Tysons from the suburban street pattern that exists today. Staff anticipates that the task force will probably not recommend specific street alignments, but will recommend maximum block sizes for the different districts in Tysons. It is likely that the expansion of the street grid in the land unit that encompasses the subject property will be determined by the future redevelopment pattern.

This issue remains outstanding.

Streetscaping and Landscaping The Comprehensive Plan guidelines for streetscaping recommend a minimum four foot wide sidewalk and six foot wide planting strip next to the Boone Boulevard with major shade trees planted 40 to 50 feet apart. The applicant proposes to provide a four foot wide sidewalk and seven foot wide planting strip, but plant major shade trees in a proposed 18.3 foot wide planting strip next to the building due to existing underground utilities next to the street. It is recommended that the sidewalk along Boone Boulevard should be widened from four to five feet to meet ADA design standards. The entrance to the hotel as depicted in a design booklet provided by the applicant should be enhanced by creating additional open space, including trees and seating, to reflect the existing landscape design for the adjacent office building and these improvements should be shown on the development plans. Additionally, parking islands located on the application property to the west of the office building should be enhanced with additional landscaping, including groundcover and trees. Finally, additional landscaping is recommended within the parking area located directly to the south of the office building.

This issue remains outstanding.

Safety The proposed parking structure is located along the eastern boundary of the property with another parking structure mirroring it on the adjacent property. The current design creates approximately nine feet of empty space between the garages, which creates a potential safety hazard. Appropriate steps should be taken to minimize safety concerns.

This issue remains outstanding.

ENVIRONMENTAL ANALYSIS

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

Issue: Water Quality Protection The subject property is located in the Difficult Run Watershed. The impervious area on the site will increase by 0.77 percent with the proposed

development. The applicant is proposing an underground stormwater management (SWM) facility to reduce peak flow by 15 percent and reduces two and ten year stormwater events by 15 percent. A possible location is identified on the development plan. Additionally, a possible best management practice(BMP) facility has been identified on the development plan which is calculated to meet the 10 percent phosphorus removal requirement. The adequacy of the proposed water quality measures is subject to review by the Department of Public Works and Environmental Services.

Issue: Vegetation The applicant proposes to improve the existing landscaping by providing additional vegetation along the Boone Boulevard streetscape and some additional trees in parking islands internal to the site. It is recommended that several parking islands located to the west of the existing office building and the parking area located directly to the south of the office building be supplemented with additional landscaping.

COUNTYWIDE TRAILS PLAN

The Countywide Trails Plan Map does not depict any trails immediately adjacent to the subject property.

PGN: JRB

Additional Plan Citations

In the Fairfax County Comprehensive Plan, 2007 Edition, Area II, Tysons Corner Urban Center, as amended through January 27, 2003, Land Use, beginning on page 33, the Plan states:

“Alternative Land Uses

When an alternative land use can be demonstrated to be compatible with the surrounding development and when the Plan's transportation needs, pedestrian orientation, and other aspects are adequately addressed, such uses can be considered. The following land uses are those alternatives which may be considered in addition to those specifically identified in the Land Unit Recommendations...

Hotel use may be compatible in areas planned for office and retail use; therefore flexibility when interpreting the Plan should be applied when considering this use. Development proposals for hotels should generate less peak-hour traffic impacts than the specific Land Unit or sub-unit recommendations and should be of a similar scale and intensity provided by those recommendations...

For any of the above alternative land uses, adequate vehicular access and circulation should be provided for the proposed alternative use. The use or uses should provide a circulation pattern that can efficiently serve the area and will not result in adverse impacts to the surrounding area. If residential development is under consideration, the analysis of access and circulation should examine how the residential community will be provided access to mass transit, public transportation, schools, parks and recreation facilities, and other community services. In addition, noise and light produced by a proposed alternative use must also be examined to determine that it does not adversely impact adjacent residential or non-residential uses.”

In the Fairfax County Comprehensive Plan, 2007 Edition, Area II, Tysons Corner Urban Center, as amended through January 27, 2003, Land Use, beginning on page 55, the Plan states:

“Guidelines for Areas Outside the Core

In the Land Use Concept, the areas outside the Core are designated Non-Core and Transitional Areas. These areas include retail, office, and residential uses that are generally more suburban in character. Much of the office development is in the form of suburban office parks with large open areas or wooded buffers between buildings. Surface parking predominates. Aside from a relatively small number of warehouse and distribution uses, the industrial area includes a wide variety of retail sales and service uses in warehouse-style buildings. The garden apartments and townhouses are typically suburban. Exceptions are the more urban high-rise apartments found next to the Capital Beltway and the high-intensity mixed-use development on the southern edge of Route 7, across from the Tysons Corner Center.

Development is auto-oriented, another suburban characteristic, requiring an auto trip for most activities and lunch hour errands. Sidewalks and trails are not consistently provided: some areas do not have any or the facilities are intermittent. The provision of interparcel connections is most successful in the office parks, but fails in other areas where each building has been developed in isolation from those around it. In addition, distances between different types of uses and the lack of pedestrian amenities discourage walking. The urban design challenge is to make these areas more accessible for people and to enhance the visual quality of some areas. The following guidelines and example of the streetscape design concept are intended to help meet these goals for Non-Core areas except parcels fronting Route 7. (See the Route 7 Boulevard Concept for design guidance adjacent to Route 7.)

Guidelines: Improved Circulation and Parking

- Build sidewalks and trails indicated on the Pedestrian Systems Map and proposed in the Land Unit Recommendations to ensure easy mobility between uses. When feasible, build interparcel connections for vehicles as well, to limit unnecessary trips in and out of the parcel to get to adjacent parcels.
- Encourage improved parking lot design to ensure pedestrian safety by building some pedestrian walkways between parking aisles, as well as pedestrian crosswalks to the building.
- Provide shelters at transit stops (including existing bus stops) that protect patrons from the weather, and that are safe, easy to maintain and relatively vandal-proof.

Guidelines: Improving Visual Image and Identity

All the following guidelines are encouraged:

- For multi-building complexes, establish an architectural theme utilizing similar materials and relating building elements such as materials, entries, windows, and roof lines.
- Design retail development in physically unified complexes, not as scattered buildings with separate circulation and sometimes conflicting access points. Retail development with freestanding structures should generally be discouraged, unless coordinated design, access and circulation can be provided.
- Integrate the design of parking structures with that for the buildings being served, so that the whole complex is unified.
- Improve parking lot landscaping with shade trees and other plant materials, both along the aisles and at the ends, while maintaining good visibility for drivers. Break up large parking lots into smaller lots by using planting areas as dividers.
- Incorporate plazas or courtyards at major buildings or to serve a group of buildings. Such plazas could include distinctive paving to define them, as well as seating, landscaping, lighting and water features.

- Coordinated lighting and signage plans for a given development complex are encouraged, to reinforce the complex's identity through clearly recognizable common features. In addition, a coordinated streetscape plan, including street tree types, street furniture, signage and lighting should be provided. These plans should be coordinated not only within a development, but also be compatible with adjacent properties. Signage should be designed appropriately for its location and purpose.
- Provide a well-landscaped, high-quality image both toward the primary street entrance and on any facade that can be seen from adjacent buildings or side streets. Provide color, texture and seasonal visual interest in the landscaping scheme. Select low-maintenance materials for areas not likely to receive consistent maintenance.
- Under grounding of utilities should be encouraged and should be coordinated with future roadway improvements.

Since the character of non-core areas varies the most, the design concept indicates flexibility in building placement; however, projects should provide at least the minimum streetscape and sidewalk widths. The following streetscape design concept example and illustrations provide measurable detail to ensure that basic aspects of the Non-core Concept can be implemented. The actual dimensions will vary from the example based on site specific conditions. Implementation will occur through development proposals for those aspects addressing private property and adjacent public rights-of-way, and through the Capital Improvement Program (CIP) and/or joint public/private funding efforts for segments of public rights-of-way as roadways are improved. In situations where development or redevelopment is not likely to occur, implementing the streetscape design concept may require public/private cooperation in providing funding for these improvements. The following streetscape design concept and illustrations apply to areas outside the Core, except for the areas adjacent to Route 7, Route 123, International Drive and Gallows Road, which are to be addressed by the guidance under Streetscape Design Concept for Major Roadways.

Example of Non-Core Areas Streetscape Design Concept (See Illustration, Figure 15):

- Treatment of sidewalks with planting strip next to roadways: For continuity, a minimum 4-foot sidewalk with 6-foot planting strip should be provided next to the road. Special pavement treatments and trees in tree grates could be considered as alternatives to vegetation in the planting strip. Vegetation within planting strips should be low maintenance, and include grasses, ground cover, flowering plants, and/or ornamental shrubs. In addition, street furniture and other pedestrian amenities are encouraged to be placed within the planting strip.
- Building setbacks/angle of bulk plane: Setbacks or front yards of 25 to 40 feet would achieve the goal of bringing new buildings closer to the roadway. The lesser front yard or setback is appropriate when no parking is located in front yard. With the larger front yards (greater than 25 feet to 40 feet), a 10-foot landscape/pedestrian activity area should be provided between the sidewalk and any parking or buildings. This 10-foot area could include a variety of treatments, including but not limited to the following: a landscaped plaza with seating and lighting; formal arrangements of trees (bosques); informally grouped trees and other plantings; and any of the above with public art or a water feature. A site's design may vary from these standards when greater setbacks are needed to create a focal point through the grouping of buildings, to infill within the constraints of existing

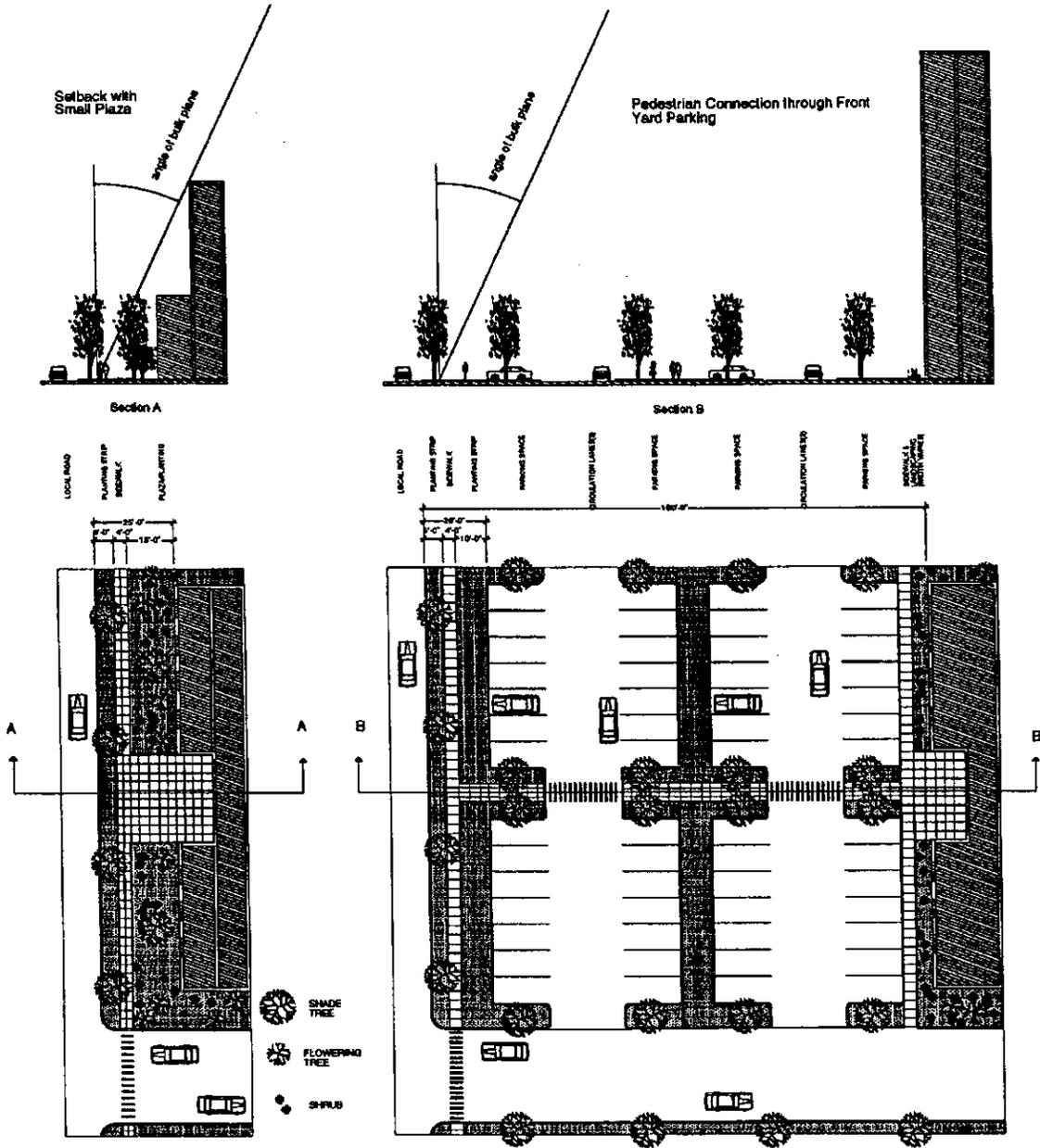
structures, or to preserve natural features (i.e. steep slopes, dense vegetation, flood plain, etc.).

To encourage the siting of buildings closer to the street, the allowable angle of bulk plane should be reduced. For example, 20 to 25 degree angles of bulk plane should be provided to ensure that portions of buildings with maximum heights are away from the front yard pedestrian areas in order to maintain the area's pedestrian scale (see Figure 15).

- Street trees for the planting strip next to the sidewalk: Major shade trees that can be walked under should be planted with spacing of 40 to 50 feet on center, using trees that are at least 3 inch caliper in size at the time of planting. The trees should be hardy and require little to no maintenance, and be resistant to disease, heat and pollution. Special pavement treatments and trees in tree grates could be considered as alternatives to vegetation in the planting strip.

When street trees and other plantings are to be located in proximity to roadways or within medians, special attention to clear zones, as well as safety and sight distance, should be observed in the design of streetscape for development proposals. Modification to the above streetscape guidance should occur when necessary to conform to applicable Virginia Department of Transportation (VDOT) requirements and guidelines.

FIGURE 15: Illustrations of Non-Core Area Concept
(NOTE: Dimensions will vary based on site specific conditions)



11

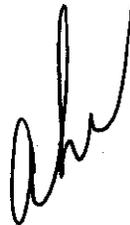


County of Fairfax, Virginia

MEMORANDUM

DATE: December 17, 2007

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

FROM: Angela Kadar Rodeheaver, Chief
Site Analysis Section, DOT 

FILE: 3-4 (RZ C-597)
3-5 (SE 2007-PR-014)

SUBJECT: PCA C-597-4, SE 2007-PR-014; JGB/Tycon 3 LLC
Land Identification Maps: 39-1 ((6)) 69A

This department has reviewed the subject request including the draft proffers dated November 26, 2007, and the plat dated February 2007, and revised through December 12, 2007. Our comments are noted below.

- The applicant will need to provide a contribution to the Tysons Transportation Fund for the square footage with the hotel development proposed with this application.
- The applicant has depicted a shelter location on Boone Boulevard and proffered to construct a shelter in a location determined by FCDOT. We have the following comments on this proposal.
 1. Bus service is not currently provided on Boone Boulevard therefore the proposed shelter location should be deleted from the development plan.
 2. The applicant should address the potential for future bus service on Boone Boulevard through a commitment to provide easements and/or right-of-way at no cost to the County to facilitate construction and maintenance of a concrete bus shelter pad and shelter.
 3. Current Proffer 5 should be deleted in favor of language to address Number 2 above.
- It is recommended that further refinements to the TDM program be committed to in consultation with FCDOT. These refinements could be worked out during FCDOT review of the TDM Plan should the applicant agree to defer specific commitments until that time.
- An interparcel access easement should be established along the entire southern property line with the Centennial Plaza One development to facilitate flexibility in access should that adjoining property redevelop. A private linear urban street connection through the subject property southward to Old Courthouse Road is desirable with redevelopment.

Ms. Regina Coyle, Director
December 17, 2007
Page 2 of 2

- Although it is feasible for pedestrians to travel between Old Courthouse Road and Boone Boulevard through the site, the pathway on Tax Map 39-1 ((6)) B1 is inadequate for such activity. There is no marked pathway on the pavement and no sidewalk connections over the islands in the parking area where the internal circulation from Parcel 69A terminates. Also the sidewalk to Old Courthouse Road is inadequate, narrowing to about a foot or less wide in one location.

AKR/MAD

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



County of Fairfax, Virginia

MEMORANDUM

September 27, 2007

TO: Peter Braham, Senior Staff Coordinator
Zoning Evaluation Division, DPZ

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

SUBJECT: Boone Boulevard Tycon II and III; PCA C-597-04

RE: Request for assistance dated September 13, 2007

This review is based upon the Proffered Condition Amendment (PCA) C-597-04 and the Special Exception (SE) 2007-PR-014 stamped "Received, Department of Planning and Zoning, September 11, 2007."

General Comment: Comments on the previously submitted PCA/SE were provided to you in my memo of July 27, 2007. The comments contained in that memo are still valid for this latest PCA/SE submission. Additional comments are provided to address the proposed limits of clearing and grading for the entire site and the proposed landscape plan.

- 1. Comment:** A line has been drawn demarcating the limits of building construction as shown on sheet 5, however, the proposed limits of clearing and grading for the entire site have not been provided and it is unclear if the limits of clearing and grading will be adequate to protect vegetation proposed for preservation.

Recommendation: The proposed limits of clearing and grading for the entire site, including those necessary to install the proposed pedestrian walkway at the southern portion of the site, should be clearly shown and identified on the PCA/SE to demonstrate all trees proposed for preservation will be adequately protected.

- 2. Comment:** There is an existing VEPCO easement located along the northern property boundary adjacent to Boone Boulevard, however, the locations of the existing utility poles are not clearly shown and it is unclear if proposed landscaping will be located under the utility wires. It is also unclear if these proposed plantings have been approved by VEPCO.

Recommendation: Clearly show the locations of all utility poles for the existing VEPCO easement along Boone Boulevard, and in consultation with VEPCO, provide suitable landscaping for planting adjacent to the existing VEPCO easement.

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



Boone Boulevard Tycon II and III
PCA C-597-04
September 28, 2007
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- 3. Comment:** Preliminary peripheral parking lot landscaping calculations have not been provided and it is unclear how this requirement will be met.

Recommendation: Preliminary peripheral parking lot landscaping calculations should be provided.

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

TLN/
UFMID #: 127502

cc: RA File
DPZ File



County of Fairfax, Virginia

MEMORANDUM

July 27, 2007

TO: Peter Braham, Senior Staff Coordinator
Zoning Evaluation Division, DPZ

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

SUBJECT: Boone Boulevard Tycon II and III; PCA C-597-04 & SE 2007-PR-014

RE: Request for assistance dated June 27, 2007

This review is based upon the Proffered Condition Amendment (PCA) C-597-04 and the Special Exception (SE) 2007-PR-014 stamped "Received, Department of Planning and Zoning, May 31, 2007." A site visit was conducted on July 18, 2007.

Site Description: This site is developed with an existing 8-story steel and glass office building with an associated asphalt parking lot. Interior parking lot landscaping exists and consists primarily of honeylocust. Landscaping along the northern and eastern portion of the property consists primarily of London planetree and white pine trees. These trees appear to be in fair to good condition and should be considered for preservation.

1. **Comment:** An existing vegetation map (EVM) is required with this application, but was not included in the PCA/SE.

Recommendation: Provide an EVM that meets the requirements of Zoning Ordinance Chapter 112, Article 20. The EVM submitted with the GDP must accurately depict the existing vegetative cover types, and include all other required elements of the Zoning Ordinance.

2. **Comment:** It is unclear how the 31,282 square feet of required tree cover for this site will be met.

Recommendation: Preliminary tree cover calculations in accordance with PFM section 12-0702 should be provided. The areas of existing vegetation to be credited toward the tree cover requirements should be shaded and labeled indicating the amount of tree cover credit claimed for each area. A landscape plan should be provided which identifies the trees proposed to be planted to provide all or part of the tree cover requirements.



3. **Comment:** The proposed limits of clearing and grading for the entire site have not been provided and it is unclear what structures and vegetation are proposed for removal.

Recommendation: The proposed limits of clearing and grading for the entire site should be provided.

4. **Comment:** Interior parking lot landscaping calculations have not been provided and it is unclear how the required interior parking lot landscaping will be met on this site.

Recommendation: Preliminary interior parking lot landscaping calculations should be provided.

5. **Comment:** Existing individual trees have been identified on the PCA/SE, however, it is unclear if these trees are proposed for preservation.

Recommendation: Individual trees should be clearly labeled "to be saved" or "to be removed" in order to insure proper tree preservation will be provided.

6. **Comment:** Vegetation along the northern property boundary adjacent to Boone Boulevard and north of the proposed hotel consists of London planetree. These trees appear to be in good condition and should be considered for preservation.

Recommendation: A tree save area should be provided at the northern portion of the site, north of the proposed hotel, to preserve the London planetrees.

7. **Comment:** The vegetation along the eastern property boundary consists primarily of London planetree and white pines. These trees appear to be in fair to good condition and should be considered for preservation. In addition, these trees appear to be off-site or co-owned. Permission to remove these off-site and co-owned trees must be received by the adjacent property owners prior to their removal.

Recommendation: A contiguous 10 to 15 foot wide buffer should be provided along the entire length of the eastern property boundary to protect co-owned and off-site trees from construction damage. In the event these trees are proposed for removal, documentation from the off-site property owners to remove the off-site and co-owned trees should be obtained and included in the next PCA/SE submission.

8. **Comment:** The proposed plantings identified on sheet 5 are unclear. Due to the unclear tree types and size specifications, UFMD is unable to accurately determine if these trees are located within 4 feet of a restrictive barrier and if adequate planting space is being provided.

Recommendation: Trees proposed to be planted should be identified as Category I, II, III, or IV evergreen trees and/or Category I, II, III, or IV deciduous trees and all trees shall be planted no closer than 4 feet from any restrictive barrier. In addition, minimum planting areas should be provided in accordance with PFM section 12-0702.1B(2).

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

Recommendation: A landscape plan should be submitted that shows a variety of tree species, of various sizes, planted throughout the site. Trees that are well suited for this location include red maple, red oak, American holly, American beech, dogwood, Japanese cryptomeria, willow oak, black gum, dogwood, and many others.

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

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

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

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

The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 10 inches in diameter and greater, and 25 feet to either side of the limits of clearing and grading shown on the PCA/SE for the entire site. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the PCA/SE and those additional areas in which trees can be preserved as a result of final engineering. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan."

Tree Preservation Walk-Through. "The Applicant shall retain the services of a certified arborist or landscape architect, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with an UFMD, DPWES, representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees that are identified as dead

or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.”

Limits of Clearing and Grading. “The Applicant shall conform strictly to the limits of clearing and grading as shown on the PCA/SE, subject to allowances specified in these proffered conditions and for the installation of utilities and/or trails as determined necessary by the Director of DPWES, as described herein. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and grading as shown on the GDP/SEA, they shall be located in the least disruptive manner necessary as determined by the UFMD, DPWES. A replanting plan shall be developed and implemented, subject to approval by the UFMD, DPWES, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities.”

Tree Preservation Fencing: “All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets, as may be modified by the “Root Pruning” proffer below.

All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD, DPWES, shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by the UFMD, DPWES.”

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

- Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.

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

Demolition of Existing Structures. “The demolition of all existing features and structures within areas protected by the limits of clearing and grading areas shown on the GDP/SEA shall be done by hand without heavy equipment and conducted in a manner that does not impact individual trees and/or groups of trees that are to be preserved as reviewed and approved by the UFMD, DPWES.”

Site Monitoring. “During any clearing or tree/vegetation/structure removal on the Applicant Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by the UFMD. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFMD approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by the UFMD, DPWES.”

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

TLN/
UFMID #: 127502

cc: RA File
DPZ File



County of Fairfax, Virginia

MEMORANDUM

DATE: June 27, 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 C-597-04 and special Exception SE 2007-PR-014

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 #413, **Dunn Loring**
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 & ENGINEERING
DIVISION**

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

June 27, 2007

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

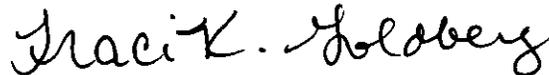
Re: PCA C-597-04
SE 07-PR-014
Boone Boulevard Tycon II & III

Dear Ms. Byron:

Fairfax Water has reviewed the above referenced plan and has no comments

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

Sincerely,



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

Enclosure

FAIRFAX COUNTY, VIRGINIA

MEMORANDUM

TO: John Friedman, Chief
Code Analysis Division
Department of Public Works and Environmental Services

FROM: Robert O. Owolabi 
Transportation Planner IV
Coordination & Funding Division
Department of Transportation

FILE: 3-4 (RZ C-597 / PCA C-597-4)
3-5 (SE 2007-PR-014)

SUBJECT: Request for a Reduction from Required Parking for Tycon IV, Tax Map
39-1 ((6)) B1 & 69A; Providence District

REFERENCE: Memorandum dated March 20, 2008 from Wells & Associates, LLC

DATE: March 24, 2008

Transmitted herewith are revised comments of the Department of Transportation with respect to the request for parking reduction for a proposed extended stay hotel on the subject site.

These revised comments represent an evaluation of the transportation issues addressed in the Supplemental Parking Analysis dated March 20, 2008 provided by Wells & Associates, LLC.

TRANSPORTATION DEMAND MANAGEMENT AND PARKING REDUCTION

Transportation Demand Management (TDM) programs typically aim to reduce drive-alone trips through strategies that encourage carpooling or use of alternative modes. Reducing the demand for parking is closely linked with reducing vehicle trips. Best practices show that many of the programs recommended for reducing parking demand are the same ones recommended for trip reduction through TDM. Because TDM programs reduce solo driving, less parking is needed; so it seems logical and reasonable to recognize this fact and provide some credit to businesses that commit to and implement effective TDM programs, through reductions to minimum parking requirements, allowing these businesses to shed parking spaces they no longer need or build fewer to begin with.

ANALYSIS

In addition to the shared parking analysis, the applicant has proffered a TDM program in conjunction with the associated PCA application. The goal of the proposed hotel's TDM program, as stated in the referenced memo, is to reduce trip generation by 15 percent. A performance based TDM program, submitted with the supplemental parking analysis, is included

John Friedman, Code Analysis Div., DPWES
Request for Parking Reduction
PCA C-597-4 / RZ C-597 / SE 2007-PR-014)
Page 2 of 2
March 24, 2008

in the applicant's proffer statement dated November 26, 2007 and revised through March 6, 2008. It appears logical and consistent with industry's standards that a combination of shared parking and TDM program implementation may result in a parking reduction of up to 13.5 percent from the Fairfax County Zoning Ordinance requirements.

CONCLUSION

Based on the additional commitment to a Transportation Demand Management (TDM) program, the Department of Transportation concurs with the request for a 13.5 percent parking reduction from the Fairfax County Zoning Ordinance requirements, for the proposed extended stay hotel.

If you have any questions or need any additional information, please contact me at 703-324-1147, or Calvin Lam at 703-324-1143.

cc: Katharine D. Ichter, P.E., Director, Department of Transportation (FCDOT)
Tom Biesiadny, Chief, Coordination & Funding Division (CFD), FCDOT
Dan Rathbone, Ph.D, P.E., Chief, Transportation Planning Division, FCDOT
Angela K. Rodeheaver, Chief, Site Analysis Section, FCDOT
Calvin C. Lam, Transportation Planner II, CFD, FCDOT
Richard B. Hayes, Engineer III, Code Analysis Division, DPWES
Peter Braham, Planner III, Department of Planning & Zoning

SELECTED EXCERPTS FROM THE ZONING ORDINANCE

PART 3 4-300 C-3 OFFICE DISTRICT

4-301 Purpose and Intent

The C-3 District is established to provide areas where predominantly non-retail commercial uses may be located such as offices and financial institutions; and otherwise to implement the stated purpose and intent of this Ordinance.

4-306 Lot Size Requirements

1. Minimum lot area: 20,000 sq. ft.
2. Minimum lot width: 100 feet
3. The minimum lot size requirements presented in Par. 1 and 2 above may be waived by the Board in accordance with the provisions of Sect. 9-610.

4-307 Bulk Regulations

1. Maximum building height: 90 feet, subject to increase as may be permitted by the Board in accordance with the provisions of Sect. 9-607
2. Minimum yard requirements
 - A. Front yard: Controlled by a 25° angle of bulk plane, but not less than 40 feet
 - B. Side yard: No Requirement
 - C. Rear yard: Controlled by a 20° angle of bulk plane, but not less than 25 feet
3. Maximum floor area ratio: 1.00
4. Refer to Sect. 13-301 for provisions that may qualify the minimum yard requirements set forth above.

SELECTED EXCERPTS FROM THE ZONING ORDINANCE

ARTICLE 9

SPECIAL EXCEPTIONS

PART 0 9-000 GENERAL PROVISIONS

9-001 Purpose and Intent

There are certain uses, like those regulated by special permit, which by their nature or design can have an undue impact upon or be incompatible with other uses of land. In addition, there are times when standards and regulations specified for certain uses allowed within a given district should be allowed to be modified, within limitations, in the interest of sound development. These uses or modifications as described may be allowed to locate within given designated zoning districts under the controls, limitations, and regulations of a special exception.

The Board of Supervisors may approve a special exception under the provisions of this Article when it is concluded that the proposed use complies with all specified standards and that such use will be compatible with existing or planned development in the general area. In addition, in approving a special exception, the Board may stipulate such conditions and restrictions, including but not limited to those specifically contained herein, to ensure that the use will be compatible with the neighborhood in which it is proposed to be located. Where such cannot be accomplished or it is determined that the use is not in accordance with all applicable standards of this Ordinance, the Board shall deny the special exception.

9-006 General Standards

In addition to the specific standards set forth hereinafter with regard to particular special exception uses, all such uses shall satisfy the following general standards:

1. The proposed use at the specified location shall be in harmony with the adopted comprehensive plan.
2. The proposed use shall be in harmony with the general purpose and intent of the applicable zoning district regulations.
3. The proposed use shall be such that it will be harmonious with and will not adversely affect the use or development of neighboring properties in accordance with the applicable zoning district regulations and the adopted comprehensive plan. The location, size and height of buildings, structures, walls and fences, and the nature and extent of screening, buffering and landscaping shall be such that the use will not hinder or discourage the appropriate development and use of adjacent or nearby land and/or buildings or impair the value thereof.

SELECTED EXCERPTS FROM THE ZONING ORDINANCE

4. The proposed use shall be such that pedestrian and vehicular traffic associated with such use will not be hazardous or conflict with the existing and anticipated traffic in the neighborhood.
5. In addition to the standards which may be set forth in this Article for a particular category or use, the Board shall require landscaping and screening in accordance with the provisions of Article 13.
6. Open space shall be provided in an amount equivalent to that specified for the zoning district in which the proposed use is located.
7. Adequate utility, drainage, parking, loading and other necessary facilities to serve the proposed use shall be provided. Parking and loading requirements shall be in accordance with the provisions of Article 11.
8. Signs shall be regulated by the provisions of Article 12; however, the Board may impose more strict requirements for a given use than those set forth in this Ordinance.

9-007 Conditions and Restrictions

In addition to those standards set forth in this Article, the Board, in approving a special exception, may impose such conditions and restrictions upon the proposed use as it may deem necessary in the public interest to secure compliance with the provisions of this Ordinance and to protect the viability of the implementation of the adopted comprehensive plan. Such conditions or restrictions may include but need not be limited to a time limitation on the length of the exception in accordance with the provisions of Sect. 008 below and may require the posting of a guarantee or bond in a reasonable amount by the applicant.

PART 5 9-500 CATEGORY 5 COMMERCIAL AND INDUSTRIAL USES OF SPECIAL IMPACT

9-503 Standards for all Category 5 Uses

In addition to the general standards set forth in Sect. 006 above, all Category 5 special exception uses shall satisfy the following standards:

1. Except as qualified in the following Sections, all uses shall comply with the lot size and bulk regulations of the zoning district in which located.
2. All uses shall comply with the performance standards specified for the zoning district in which located, including the submission of a sports illumination plan or photometric plan as may be required by Part 9 of Article 14.
3. Before establishment, all uses, including modifications or alterations to existing uses, shall be subject to the provisions of Article 17, Site Plans.

SELECTED EXCERPTS FROM THE ZONING ORDINANCE

9-512 Additional Standards for Hotels, Motels

1. When located in an I district, such a use shall be an integral design element of a site plan for an industrial building or building complex containing not less than 100,000 square feet of gross floor area.

PART 6 9-600 CATEGORY 6 MISCELLANEOUS PROVISIONS REQUIRING BOARD OF SUPERVISORS' APPROVAL

9-607 Provisions for Approving an Increase in Building Heights

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

1. An increase in height may be approved only where such will be in harmony with the policies embodied in the adopted comprehensive plan.
2. An increase in height may be approved only in those locations where the resultant height will not be detrimental to the character and development of adjacent lands.
3. An increase in height may be approved in only those instances where the remaining regulations for the zoning district can be satisfied.
4. An increase in height up to 60 feet may be approved in the Sully Historic Overlay District when located within the historic district and within 500 feet of the Sully Historic Overlay District perimeter boundary and when it can be demonstrated by the applicant that the proposed structures, including all rooftop structures excluded from the maximum height regulations pursuant to Sect. 2-506 and those portions of the roof excluded from the building height calculations in accordance with the definition, are compatible with and do not have detrimental impacts on the Sully property in terms of mass, scale, color and visual impact and when such increase in height is in compliance with Federal Aviation Administration standards. Other factors to be considered when determining the impact of an increase in height may include, but not be limited to, changes to existing topography, presence of existing vegetation and the building lighting and signage. The actual building height as measured from the grade to the top of any roof or rooftop structure shall not exceed 65 feet.

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		