



FAIRFAX COUNTY

OFFICE OF THE CLERK
BOARD OF SUPERVISORS
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Fairfax, Virginia 22035-0072

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January 28, 2000

Antonio J. Calabrese, Esquire
McGuire, Woods, Battle and Boothe, LLP
1750 Tysons Boulevard - Suite 1800
McLean, Virginia 22102-3915

RE: Proffered Condition Amendment
Number PCA 84-L-020-16

Dear Mr. Calabrese:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on January 10, 2000, approving Proffered Condition Amendment PCA 84-L-020-16 in the name of Kingstowne Commercial, L.P., on subject parcel 91-2 ((1)) Pt. 26A, Pt. 26B, and Pt. 26J (formerly 91-2 ((1)) Pt. 26A), subject to the proffers dated October 20, 1999, consisting of approximately 38.74 acres located in Lee District.

The Board also reaffirmed the previously approved modification of the transitional screening yard requirement and the previously approved waiver of the barrier requirement along Kingstowne Village Parkway, in favor of that shown on the Conceptual Development Plan Amendment/Final Development Plan Amendment.

The Conceptual Development Plan was approved; the Planning Commission having previously approved Final Development Plan Amendment FDPA 84-L-020-2-7 on October 21, 1999, subject to the Board's approval of PCA 84-L-020-16. The Planning Commission also requested that exterior architectural drawings and material color descriptions be submitted to the Lee District Planning Commissioner for review and written approval prior to the issuance of the building permits for each phase of development.

Sincerely,

Nancy Vehrs

Clerk to the Board of Supervisors

PCA 84-L-020-16
January 28, 2000

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NV/ns

cc: Chairman Katherine K. Hanley
Supervisor Lee District
Janet Coldsmith, Director, Real Estate Div., Dept. of Tax Administration
Michael R. Congleton, Deputy Zoning Administrator
Barbara A. Byron, Director, Zoning Evaluation Div., DPZ
Thomas Conry, Dept. Mgr. - GIS - Mapping/Overlay
Robert Moore, Trnsprt'n. Planning Div., Dept. of Transportation
Ellen Gallagher, Project Planning Section, Dept. of Transportation
Michelle Brickner, Deputy Director, DPW&ES
DPW&ES - Bonds & Agreements
Frank Edwards, Department of Highways - VDOT
Land Acqu. & Planning Div., Park Authority
District Planning Commissioner
Thomas Dorman, Director, Facilities Mgmt. Div., DPW&ES

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 10th day of January, 2000, the following ordinance was adopted:

**AN ORDINANCE AMENDING THE ZONING ORDINANCE
PROFFERED CONDITION AMENDMENT PCA 84-L-020-16**

WHEREAS, Kingstowne Commercial, L.P. filed in the proper form an application requesting amendment to the plan of a certain parcel of land, hereinafter described, 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 Lee 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 10th day of January, 2000.



Nancy Vehrs

Clerk to the Board of Supervisors

**Description of Proposed
PCA/FDPA on property of
Kingstowne Commercial, L.P.
Lee District
Fairfax County, Virginia**

Being a portion of the properties in the name of Kingstowne Commercial L.P. as recorded in Deed Book 6351 at Page 713 and Deed Book 6805 at Page 315 among the land records of Fairfax County, Virginia and being more particularly described as follows:

Beginning at a point, said point being the northeasterly corner of the right-of-way of Kingstowne Village Parkway (right of way varies) (Deed Book 8411 at Page 1652, Deed Book 10715 at Page 876 and Deed Book 10776 at Page 440) at the intersection with Kingstowne Boulevard (120' right -of-way) (Deed Book 7048 at Page 771), thence running with the easterly right-of-way line of said Kingstowne Village Parkway the following thirteen (13) courses and distances.

- 1.) North 36°10'08" West, 400.00 feet (121.920 meters) to a point, thence
- 2.) 232.93 feet (70.997 meters) along the arc of a curve to the right and having a radius of 363.00 feet (110.642 meters) and a chord bearing of North 17°47'10" West, 228.95 feet (69.785 meters) to a point, thence
- 3.) North 89°24'12" West, 12.00 feet (3.658 meters) to a point, thence
- 4.) North 00°35'48" East, 34.25 feet (10.440 meters) to a point, thence
- 5.) 120.94 feet (36.862 meters) along the arc of a curve to the right and having a radius of 555.00 feet (169.164 meters) and a chord bearing of North 06°50'22" East, 120.71 feet (36.791 meters) to a point, thence
- 6.) North 32°03'40" East, 92.98 feet (28.342 meters) to a point, thence
- 7.) 17.99 feet (5.484 meters) along the arc of a curve to the left and having a radius of 543.00 feet (165.506 meters) and a chord bearing of North 30°26'21" East, 17.99 feet (5.483 meters) to a point, thence
- 8.) North 31°23'18" East, 87.01 feet (26.521 meters) to a point, thence

- 9.) 212.69 feet (64.829 meters) along the arc of a curve to the right and having a radius of 543.00 feet (165.506 meters) and a chord bearing of North 42°36'35" East, 211.34 feet (64.415 meters) to a point, thence North 53°49'52" East, 586.99 feet (178.915 meters) to a point, thence
- 10.) 306.29 feet (93.357 meters) along the arc of a curve to the left and having a radius of 998.09 feet (304.218 meters) and a chord bearing of North 45°02'23" East, 305.09 feet (92.991 meters) to a point, thence
- 11.) 20.43 feet (6.227 meters) along the arc of a curve to the right and having a radius of 15.00 feet (4.572 meters) and a chord bearing of North 03°36'54" West, 18.89 feet (5.757 meters) to a point, thence
- 12.) 78.33 feet (23.875 meters) along the arc of a curve to the left and having a radius of 986.09 feet (300.561 meters) and a chord bearing of North 33°07'50" East, 78.31 feet (23.869 meters) to a point, thence leaving said Kingstowne Village Parkway right-of-way and running with the Southern line of Kingstowne L, L.P. (Deed Book 10887 at Page 1880) the following five (5) courses and distances,
- 13.) South 59°08'42" East, 84.62 feet (25.793 meters) to a point, thence
- 14.) North 53°49'52" East, 32.81 feet (10.000 meters) to a point, thence
- 15.) 15.46 feet (4.712 meters) along the arc of a curve to the right and having a radius of 9.843 feet (3.000 meters) and a chord bearing of South 81°10'08" East, 13.92 feet (4.243 meters) to a point, thence
- 16.) South 36°10'08" East, 24.49 feet (7.465 meters) to a point, thence
- 17.) North 53°49'52" East 56.23 feet (17.138 meters) to a point, thence leaving said Kingstowne L, L.P. and running with the southwestern line of Kingstowne Shopping Center, L.P. (Deed Book 9883 at Page 180) the following three (3) courses and distances,
- 18.) South 30°19'45" East, 121.20 feet (36.942 meters) to a point, thence
- 19.) South 10°32'21" East 174.95 feet (53.325 meters) to a point, thence
- 20.) South 39°37'08" East 636.67 feet (194.057 meters) to a point, thence leaving said Kingstowne Shopping Center L.P and running with the Northern right of way line of said Kingstowne Boulevard the following three (3) courses and distances,

21.) 44 43 feet (13.542 meters) along the arc of a curve to the right and having a radius of 13,954.57 feet (4,253.353 meters) and a chord bearing of South 53°44'24" West, 44 43 feet (13.542 meters) to a point, thence,

22.) South 53°49'52" West, 1,577.82 ft (480.919 meters) to a point, thence

23.) North 81°10'08" West, 57.17 feet (17.424 meters) to the point of beginning containing 34.26382 acres (13.866076 hectares) of land and together with the following portion of land:

Beginning at a second point, said point being the Northeasterly corner of the right-of-way of Lake Village Drive (60' right-of-way) (Deed Book 8411 at Page 1652) said point also lying on the Southerly line of Foster (Deed Book 4040 at page 485), thence leaving said right-of-way and running with the Southerly line of said Foster.

24.) North 47° 09' 51" East, 40.00 feet (12.192 meters) to a point, thence running with another Southerly line of Foster and continuing with the Southerly line of Clayton S. and Janet A. Kruck (Deed Book 4040 at Page 479)

25.) North 31° 23' 18" East, 483.67 feet (147.423 meters) to a point, said point being the Southwesterly corner of Parcel 18, Kingstowne Residential Owners Corporation (Deed Book 7358 at Page 1563 and Deed Book 7382 at Page 1886) and the Southeasterly corner of said Kruck, thence leaving said Kruck and running with the Southerly line of said Kingstowne Residential Owners Corporation.

26.) North 45° 04' 30" East, 849.18' feet (258.831 meters) to a point, thence running with another Southerly line of said Kingstowne Residential Owners Corporation and continuing with the Southerly lines of Kingstowne SVD North L.P. (Deed Book 7035 at Page 1406) the following five (5) courses and distances.

27.) North 55° 24' 28" East, 352.28 feet (107.375 meters) to a point, thence

28.) North 12° 54' 27" East, 246.22 feet (75.048 meters) to a point, thence

29.) North 65° 26' 48" East, 216.58 feet (66.015 meters) to a point, thence

30.) South 32° 20' 51" East, 71.02 feet (21.647 meters) to a point, thence

31.) North 72° 01' 51" East, 388.97 feet (118.559 meters) to a point, thence leaving Kingstowne SVD North L.P. and running through the property of Kingstowne Commercial L.P.

32.) South 36° 56' 20" East, 86.37 feet (26.324 meters) to a point, said point lying on the Northerly right-of-way of Kingstowne Village Parkway (variable width) (Deed

Book 8411 at Page 1652 and Deed Book 10715 at Page 876), thence running with the said right-of-way the following nine (9) courses and distances.

33.) 92.64 feet (28.237 meters) along the arc of a curve deflecting to the right and having a radius of 547.00 feet (166.726 meters) and a chord bearing South 74° 13' 07" West, 92.53 feet (28.203 meters) to a point, thence

34.) South 79° 04' 14" West, 184.70 feet (56.297 meters) to a point, thence

35.) 604.52 feet (184.257 meters) along the arc of a curve deflecting to the left and having a radius of 679.84 feet (207.216 meters) and a chord bearing South 53° 35' 48" West, 584.80 feet (178.247 meters) to a point, thence

36.) 402.07 feet (122.551 meters) along the arc of a curve deflecting to the right and having a radius of 896.09 feet (273.129 meters) and a chord bearing South 40° 58' 37" West, 398.71 feet (121.527 meters) to a point, thence

37.) South 53° 49' 52" West, 586.99 feet (178.915 meters) to a point, thence

38.) 252.65 feet (77.007 meters) along the arc of a curve deflecting to the left and having a radius of 645.00 feet (196.596 meters) and a chord bearing South 42° 36' 35" West, 251.03 feet (76.516 meters) to a point, thence

39.) South 31° 23' 18" West, 87.01 feet (26.521 meters) to a point, thence

40.) 281.03 feet (85.658 meters) along the arc of a curve deflecting to the left and having a radius of 645.00 feet (196.596 meters) and a chord bearing South 18° 54' 23" West, 278.81 feet (84.981 meters) to a point, thence

41.) 72.50 feet (22.097 meters) along the arc of a curve deflecting to the right and having a radius of 35.00 feet (10.668 meters) and a chord bearing South 65° 45' 45" West, 60.21 feet (18.353 meters) to a point lying on the Easterly right-of-way of the aforementioned Lake Village Drive, thence running with said right-of-way

42.) 63.17 feet (19.253 meters) along the arc of a curve deflecting to the right and having a radius of 300.00 feet (91.440 meters) and a chord bearing North 48° 52' 03" West, 63.05 feet (19.217 meters) to the second point of beginning containing 4.47787 acres (1.81214 hectares) of land, together with the first parcel of land described herein, containing a total area of 38.74169 acres (15.67821 hectares).

This description was written without the benefit of a title report which may reveal or discover easements and/or right-of-way not described herein.

October 25, 1999
5:00 p. m.

PROFFER STATEMENT
KINGSTOWNE TOWNE CENTER
PROFFER CONDITION AMENDMENT PCA 84-L-020-16
CONCEPTUAL/FINAL DEVELOPMENT PLAN AMENDMENT 84-L-020-7
October 20, 1999

Pursuant to Section 15.1-2303(A) of the Code of Virginia (1950, as amended) and Section 18-203 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and applicant for itself and its successors and assigns (hereinafter, collectively referred to as the "Applicant" or "Developer") in these Proffer Condition Amendment and Conceptual/Final Development Plan Amendment applications, proffer that the development of the parcels under consideration and shown on Fairfax County Tax Map as Tax Map References 91-2((1)), a portion of Parcels 26A and 26B (hereinafter, the "Property") will be in accordance with the following conditions if, and only if, Proffer Condition Amendment ("PCA") PCA 84-L-020-16 and Conceptual/Final Development Plan Amendment ("CDPA/FDPA") FDPA 84-L-020-2-7 are granted. In the event said requests are denied, these proffers will immediately be null and void and of no further force or effect. Previously approved proffers pursuant to PCA 84-L-020-13 shall remain in full force and effect as they pertain to Tax Map References 91-2((1)) Parcels 32, 32D and 32E. The proffered conditions for the Property are:

GENERAL

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

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

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

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

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

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

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

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

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

KINGSTOWNE TOWNE CENTER

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

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

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

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

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

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

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

14. Tenant Spaces.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

TRANSPORTATION

18. Kingstowne Village Parkway.

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

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

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

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

21. Kingstowne Boulevard.

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

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

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

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

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

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

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

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

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

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

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

and subject to review and approval by DPWES and VDOT.

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

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

ENVIRONMENTAL

26. Dogue Creek.

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

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

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

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

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

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

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

WESTERN BOUNDARY OF TOWNE CENTER

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

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

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

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

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

32. Entrances to Eton Square.

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

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

NORTHERN BOUNDARY OF TOWNE CENTER

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

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

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

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

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

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

39. Stream Bed.

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

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

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

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

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

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

MISCELLANEOUS

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

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

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

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

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

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

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

depicted on the Plan.

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

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

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

KINGSTOWNE COMMERCIAL, L.P.

BY: Halle Enterprises, Inc., its General Partner

BY: Warren E. Halle
Warren E. Halle, President

S:\KINGSTOW\PROFFERS\PROFFE17.WPD

EXHIBITS A and B

**Attached to Proffer Condition Amendment 84-L-020-13 and
Conceptual/Final Development Plan Amendment 84-L-020-2-5**

EXHIBIT C

KINGSTOWNE TOWNE CENTER

Periferal Plantings

STREET TREES PLANT LIST

Street Trees to be chosen from the following:

<i>Acer platanoides</i>	Norway Maple
<i>Acer rubra</i>	Red maple
<i>Acer saccharum</i>	Sugar Maple
<i>Liquidambar styraciflua</i>	American Sweetgum
<i>Platanus occidentalis</i>	Sycamore
<i>Quercus pallustris</i>	Pin Oak
<i>Quercus phellos</i>	Willow Oak
<i>Quercus rubra</i>	Red Oak

NATIVE SPECIES PLANT LIST

Ornamental Trees to be chosen from the following:

<i>Amelanchier arborea</i>	Downy Serviceberry
<i>Cornus florida</i>	Flowering Dogwood
<i>Cercis canadensis</i>	Eastern Redbud
<i>Hamamelis vernalis</i>	Vernal Witch Hazel
<i>Ilex opaca</i>	American Holly
<i>Juniperus virginiana</i>	Eastern Red Cedar
<i>Pinus strobus</i>	White Pine
<i>Pinus virginiana</i>	Virginia Pine
<i>Sorbus americana</i>	American Mountainash

Shrubs to be chosen from the following:

<i>Calycanthus floridus</i>	Common Sweetshrub
<i>Clethra alnifolia</i>	Clethra
<i>Kalmia latifolia</i>	Mountain Laurel
<i>Rhododendron catawbiense</i>	Catawba Rhododendron
<i>Hydrangea quercifolia</i>	Oakleaf Hydrangea

EXHIBIT D

KINGSTOWNE TOWNE CENTER

Periferal Plantings

STREET TREES PLANT LIST

Street Trees to be chosen from the following:

<i>Acer platanoides</i>	Norway Maple
<i>Acer rubra</i>	Red maple
<i>Acer saccharum</i>	Sugar Maple
<i>Liquidambar styraciflua</i>	American Sweetgum
<i>Platanus occidentalis</i>	Sycamore
<i>Quercus pallustris</i>	Pin Oak
<i>Quercus phellos</i>	Willow Oak
<i>Quercus rubra</i>	Red Oak

NATIVE SPECIES PLANT LIST

Ornamental Trees to be chosen from the following:

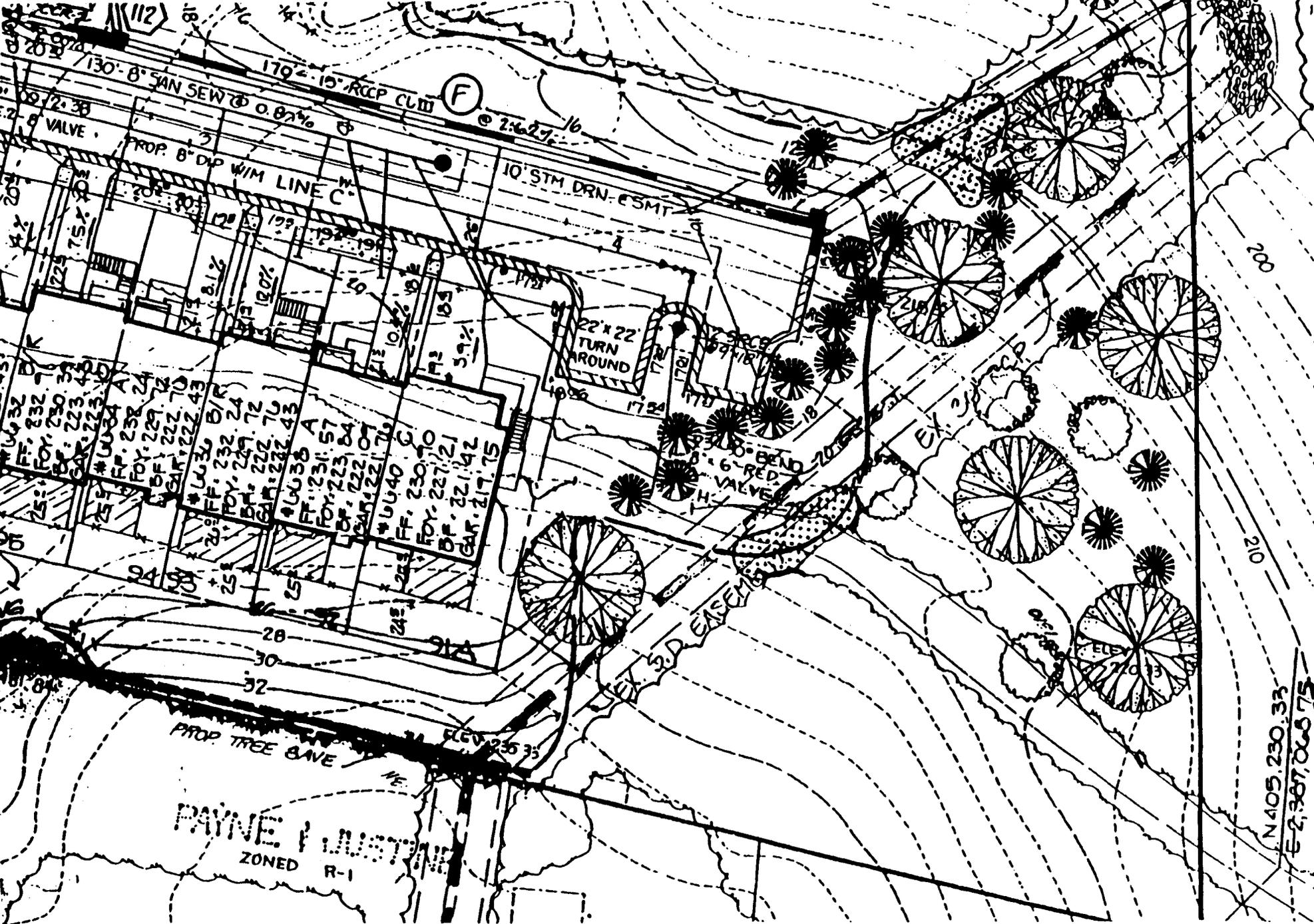
<i>Amelanchier arborea</i>	Downy Serviceberry
<i>Cornus florida</i>	Flowering Dogwood
<i>Cercis canadensis</i>	Eastern Redbud
<i>Hamamelis vernalis</i>	Vernal Witch Hazel
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<i>Kalmia latifolia</i>	Mountain Laurel
<i>Rhododendron catawbiense</i>	Catawba Rhododendron
<i>Hydrangea quercifolia</i>	Oakleaf Hydrangea



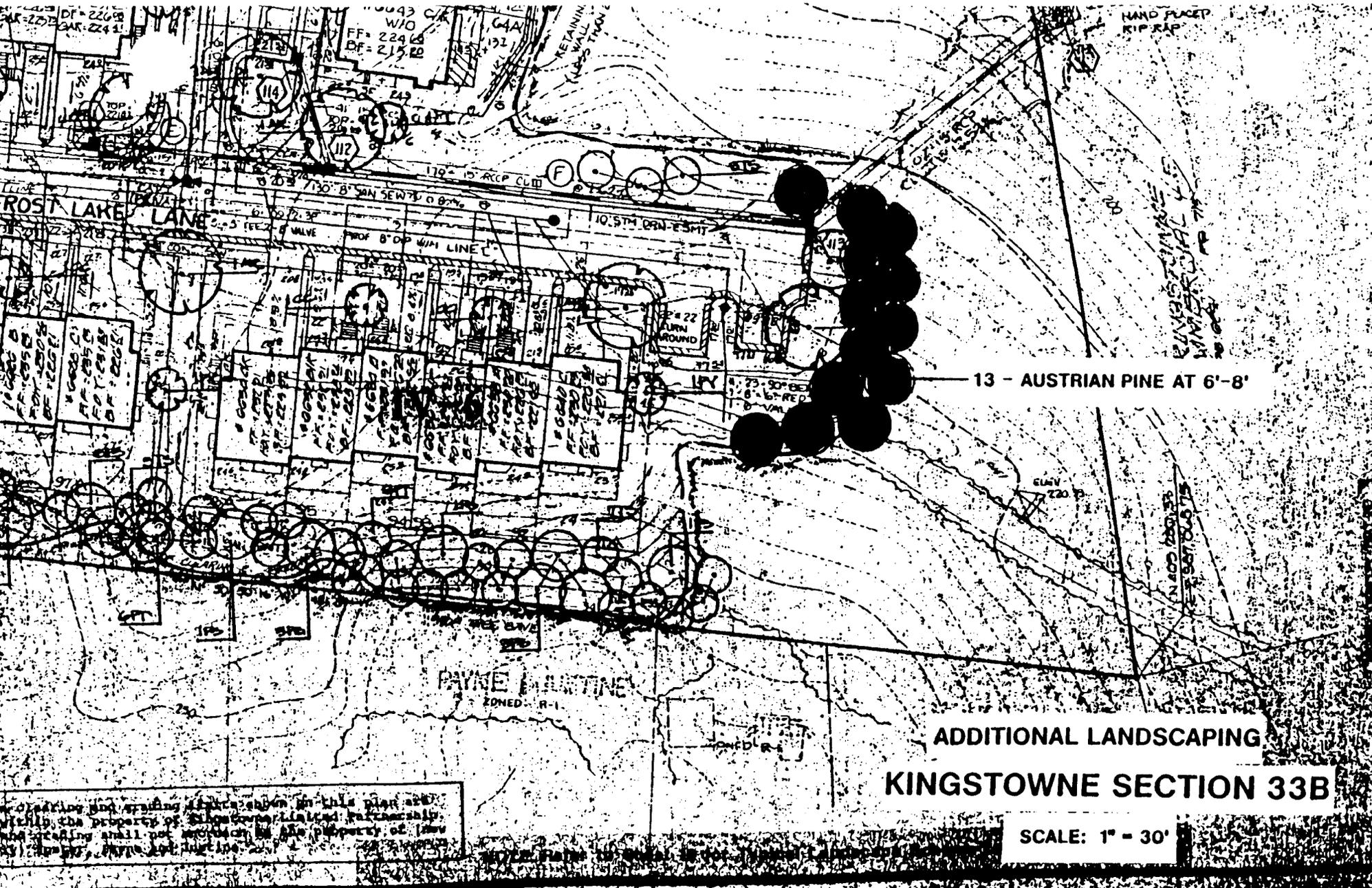
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PROP TREE BAVE

PAYNE PLANTING
ZONED R-1

N 405, 230, 33
E 2, 387, 000, 75



13 - AUSTRIAN PINE AT 6'-8'

ADDITIONAL LANDSCAPING
KINGSTOWNE SECTION 33B

SCALE: 1" = 30'

... and grading shown on this plan are
within the property of [unclear] Partnership.
... shall not be the property of [unclear]
[unclear] [unclear] [unclear]

10/25/99

5:00 p.m. Item - PCA-84-L-020-16 – KINGSTOWNE COMMERCIAL, LP
Lee District

On Thursday, October 21, 1999, the Planning Commission voted 5-0-2 (Commissioners Murphy and Wilson abstaining; Commissioners Alcorn, Harsel and Palatiello not present for the vote; Commissioner Thomas absent from the meeting; the Providence District seat vacant) to recommend to the Board of Supervisors approval of PCA-84-L-020-16, subject to the execution of proffers consistent with those dated October 20, 1999.

The Commission also voted 5-0-2 (Commissioners Murphy and Wilson abstaining; Commissioners Alcorn, Harsel and Palatiello not present for the vote; Commissioner Thomas absent from the meeting; the Providence District seat vacant) to approve FDPA-84-L-020-2-7, subject to the the Board of Supervisors' approval of PCA-84-L-020-16.

The Commission also further voted 5-0-2 (Commissioners Murphy and Wilson abstaining; Commissioners Alcorn, Harsel and Palatiello not present for the vote; Commissioner Thomas absent from the meeting; the Providence District seat vacant) to recommend to the Board of Supervisors reaffirmation of the previously-approved modification of the transitional screening yard requirement and the previously-approved waiver of the barrier requirement along Kingstowne Village Parkway, in favor of that shown on the CDPA/FDPA.

The Commission voted 5-0-2 (Commissioners Murphy and Wilson abstaining; Commissioners Alcorn, Harsel and Palatiello not present for the vote; Commissioner Thomas absent from the meeting; the Providence District seat vacant) to request that the applicant submit exterior architectural drawings and material color descriptions to the Lee District Planning Commissioner for review and written approval prior to the issuance of the building permits for each phase of development.

Planning Commission Meeting
October 21, 1999
Verbatim Excerpts

PCA-84-L-020-16 - KINGSTOWNE COMMERCIAL, LP
FDPA-84-L-020-2-7 - KINGSTOWNE COMMERCIAL, LP

Decision Only During Commission Matters
(Public Hearing was held on October 14, 1999)

Commissioner Kelso: As the Commission is aware, we in Lee District have been working with the applicant, Kingstowne Commercial, for the past four years to create a commercial office Kingstowne Towne Center which respects the intent of the 1984 ambitious plan, but is directed to the market realities of today. The applicant, our P and Z staff, and the Lee District Council have devoted extraordinary effort to resolve the plan we have before us tonight. And I am pleased to report that both our Lee District Land Use and Transportation Council and the Kingstowne Residential Owners Corporation unanimously support this application. During the past week, the applicant and staff have resolved the changes to the FDPA and have incorporated the previous development conditions into the proffers dated October 20, 1999 and distributed to us last evening. As I noted last week, staff and the applicant have differing views on two issues as noted by staff's memorandum. Staff would prefer a larger landscaped area at the southeast corner of the parking area adjacent to Eton Square and Department of Transportation staff has reservations concerning the exit from the parking garage adjoining Building T on Kingstowne Village Parkway. We in Lee District have discussed both in detail and side with the applicant on both issues. In view of the compromises and accomplishments we have all made to bring this Towne Center to realization, staff finds these two issues of minor impact and continues to support the application. The application, as presented, is in compliance with the Comprehensive Plan and the design intent for the Kingstowne Towne Center. I am satisfied that we have before us a development of merit of which we can all be proud. Therefore, Mr. Chairman, I MOVE THAT THE PLANNING COMMISSION RECOMMEND TO THE BOARD OF SUPERVISORS APPROVAL OF PCA-84-L-020-16, BY KINGSTOWNE COMMERCIAL LP, SUBJECT TO THE PROFFERS DATED OCTOBER 20, 1999 AND ATTACHED TO THE STAFF MEMORANDUM OF THE SAME DATE.

Commissioner Byers: Second.

Chairman Murphy: Seconded by Mr. Byers. Is there a discussion of the motion? All those in favor of the motion to recommend to the Board of Supervisors that it approve PCA-84-L-020-16, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed?

Commissioner Wilson: Abstain. I was not here.

Chairman Murphy: Motion carries. And the Chair abstains. I was not present for the public hearing. Mr. Kelso.

Commissioner Kelso: I MOVE THAT THE PLANNING COMMISSION APPROVE FDPA-84-L-020-2-7, BY KINGSTOWNE COMMERCIAL LP, SUBJECT TO THE BOARD'S APPROVAL OF PCA-84-L-020-16.

Commissioner Byers: Second.

Chairman Murphy: Seconded by Mr. Byers. Is there a discussion of the motion?

Commissioner Byers: Mr. Chairman?

Chairman Murphy: Mr. Byers.

Commissioner Byers: Is this also subject to development conditions?

Commissioner Kelso: The development conditions have been incorporated into the proffers.

Commissioner Byers: Okay.

Chairman Murphy: Further discussion of the motion? All those in favor of the motion to approve FDPA-84-L-020-2-7, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed?

Commissioner Wilson: Abstain.

Chairman Murphy: Motion carries. Same abstentions.

Commissioner Kelso: I MOVE THAT THE PLANNING COMMISSION RECOMMEND TO THE BOARD OF SUPERVISORS REAFFIRMATION OF THE PREVIOUSLY APPROVED TRANSITIONAL SCREENING YARD REQUIREMENT MODIFICATION AND THE PREVIOUSLY APPROVED WAIVER OF THE BARRIER REQUIREMENT ALONG KINGSTOWNE VILLAGE PARKWAY IN FAVOR OF THAT SHOWN ON THE CDPA/FDPA.

Commissioner Byers: Second.

Chairman Murphy: Seconded by Mr. Byers. Is there a discussion of that motion? All those in favor of the motion, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed?

Commissioner Wilson: Abstain.

Chairman Murphy: Motion carries. Same abstentions.

Commissioner Kelso: I MOVE THAT THE APPLICANT SUBMIT EXTERIOR ARCHITECTURAL DRAWINGS AND MATERIAL COLOR DESCRIPTIONS TO THE LEE DISTRICT PLANNING COMMISSIONER FOR REVIEW AND WRITTEN APPROVAL PRIOR TO THE ISSUANCE OF THE BUILDING PERMITS FOR EACH PHASE OF THIS APPLICATION.

Commissioner Byers: Second.

Chairman Murphy: Seconded by Mr. Byers. Is there a discussion of that motion? All those in favor of the motion, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed?

Commissioner Wilson: Abstain.

Chairman Murphy: Motion carries. Same abstentions.

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(Each motion carried by a vote of 5-0-2 with Commissioners Murphy and Wilson abstaining; Commissioners Alcom, Harsel and Palatiello not present for each vote, Commissioner Thomas absent from the meeting; the Providence District seat vacant.)

GLW