



# FAIRFAX COUNTY

REZONING APPLICATION FILED: November 18, 1998  
SPECIAL EXCEPTION APPLICATION FILED: April 30, 2001  
PLANNING COMMISSION: June 27, 2002  
BOARD OF SUPERVISORS: February 24, 2003 @ 3:00 p. m.

V I R G I N I A

February 12, 2003

## STAFF REPORT ADDENDUM

APPLICATIONS RZ 1998-LE-064 & SE 01-L-020  
(Concurrent with SEA 91-L-053-4 & SEA 91-L-054-3)

### LEE DISTRICT

**APPLICANT:** Springfield East, L. C.

**PRESENT ZONING:** I-4

**REQUESTED ZONING:** C-4

**PARCEL(S):** 90-2 ((1)) 56C pt., formerly known as 90-2 ((1)) 58A pt., 58B and 59A pt.

**ACREAGE:** 9.72 acres

**FLOOR AREA RATIO (FAR):** 1.22 (Hotel/Office Option)  
1.12 (All Office Option)

**OPEN SPACE:** 2.7 acres (28%) (Both Options)

**PLAN MAP:** Industrial (Plan Text has an Option for Mixed Use)

**SE CATEGORY/USE:** Category 5/Hotel in the C-4 District

**PROPOSAL:** Develop a total of Three (3) Buildings around a plaza; the Hotel/Office Option would include Two (2) Office Buildings (360,000 square feet) and a Hotel (160,000 square feet) with a total of 520,000 square feet of Gross Floor Area; and the All Office Option would be Three (3) Office Buildings (474,000 square feet total)

**WAIVERS AND MODIFICATIONS:** Modification of the Transitional Screening and Barrier Requirements along the Boundary with the PDH-40 District

## **STAFF RECOMMENDATIONS:**

Staff recommends that RZ 1998-LE-064 be approved subject to the proffers dated January 30, 2003, that SE 2001-LE-020 be approved subject to the proposed development conditions in Attachment 2.

Staff further recommends that the transitional screening yard requirement and barrier requirement be modified along the western boundary adjacent to the PDH-40 District to that shown on the proffered GDP/SE Plat.

Staff further recommends that SEA 91-L-053-4 be approved subject to the proposed development conditions in Attachment 3 and that SEA 91-L-054-3 be approved subject to the proposed development conditions in Attachment 4.

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

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

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



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



# FAIRFAX COUNTY

SEA APPLICATIONS FILED: December 20, 2000  
PLANNING COMMISSION: June 27, 2002  
BOARD OF SUPERVISORS: February 24, 2003 @ 3:00 p. m.

V I R G I N I A

February 12, 2003

## STAFF REPORT ADDENDUM

**APPLICATIONS SEA 91-L-053-4 & SEA 91-L-054-3  
(Concurrent with RZ 1998-LE-064 & SE 01-L-020)**

### LEE DISTRICT

**APPLICANT:** Springfield East L. C.

**ZONING:** I-4

**PARCEL:** 90-2 ((1)) 60

**ACREAGE:** 26.12 acres

**PLAN MAP:** Public Use (Transit Station)

**SE CATEGORY/USE:** Category 4/WMATA Facilities and Category 6/Fill in a Floodplain

**PROPOSAL:** Amend a portion of each of these Special Exception Amendments previously approved for WMATA Facilities and Fill in a Floodplain for the Joe Alexander Transit Center to Allow a Road Connection for Shuttle Buses to the loop road in the Transit Center from the Property that is Subject to RZ 1998-LE-064 and SE 01-L-020

### STAFF RECOMMENDATIONS:

Staff recommends that SEA 91-L-053-4 be approved subject to the proposed development conditions in Attachment 3 and that SEA 91-L-054-3 be approved subject to the proposed development conditions in Attachment 4.

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.

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# Special Exception

SE 01-L-020

# Rezoning Application

RZ 1998-LE-064

Applicant: SPRINGFIELD EAST LC  
Filed: 04/30/2001  
Proposed: HOTEL  
Area: 9.72 AC OF LAND; DISTRICT - LEE  
Zoning Dist Sect: 04-0404  
Art 9 Group and Use: 5-14  
Located: GENERALLY AT THE N. TERMINUS OF SPRINGFIELD CENTER DR., S. OF THE FRANCONIA-SPRINGFIELD PKWY., AND S.W. OF THE JOE ALEXANDER TRANSPORTATION CTR  
Zoning: C-4 Plan Area: 4

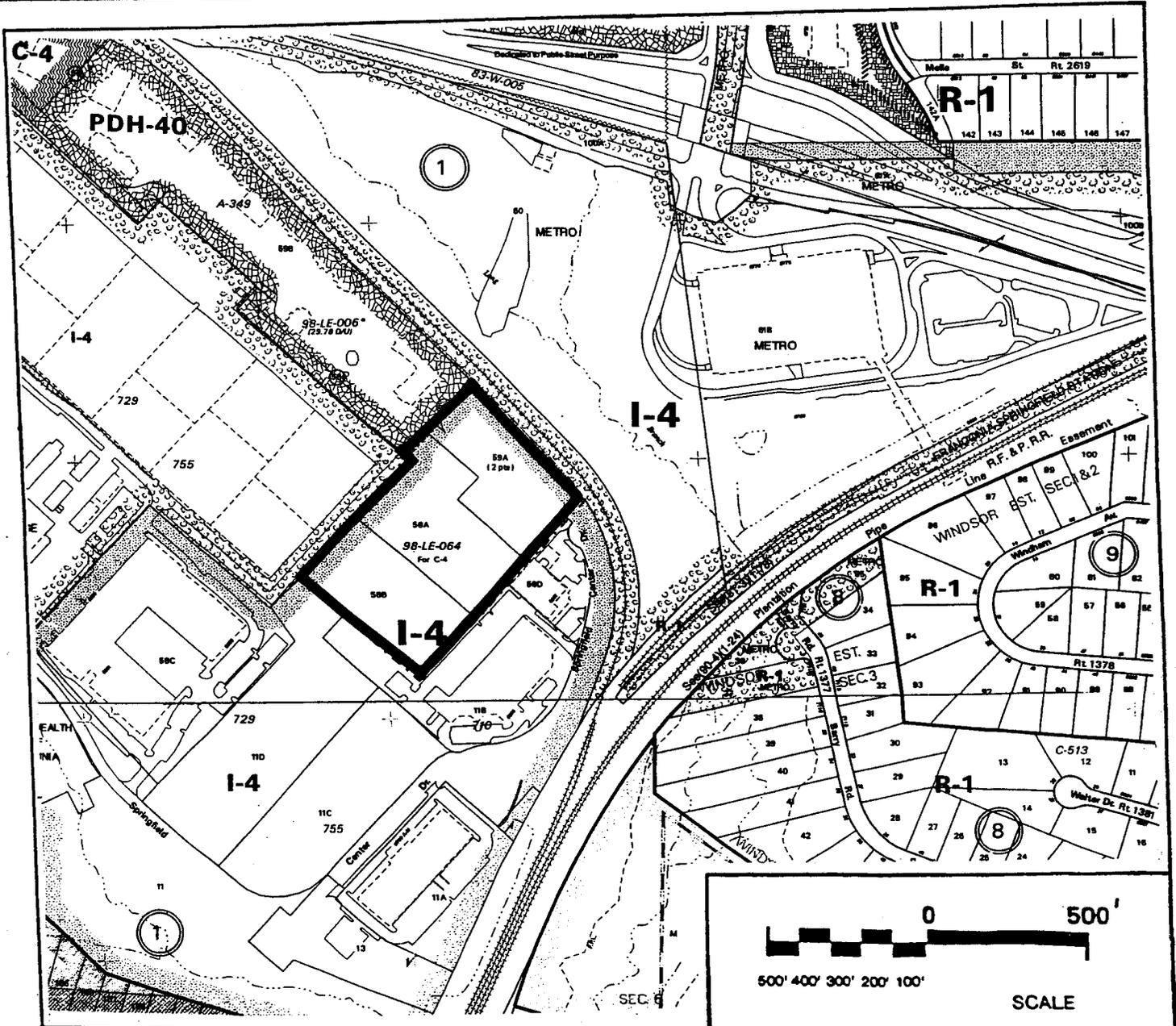
Overlay Dist:

TAX MAP 90-2 ((1)) 56C PT.  
FORMERLY KNOWN AS 90-2 ((1)) 58A PT., 58B AND 59A PT.

Applicant: SPRINGFIELD EAST LC  
Filed: 11/18/1998  
Proposed: REZONE FROM THE I-4 TO THE C-4 DISTRICT TO PERMIT MIXED USE DEVELOPMENT  
Area: 9.72 AC OF LAND; DISTRICT - LEE  
Located: GENERALLY AT THE N. TERMINUS OF SPRINGFIELD CENTER DR., S. OF THE FRANCONIA-SPRINGFIELD PKWY., AND S.W. OF THE JOE ALEXANDER TRANSPORTATION CTR.  
Zoning: FROM I-4 TO C-4

Overlay Dist:

TAX MAP 90-2 ((1)) 56C PT.  
FORMERLY KNOWN AS 90-2 ((1)) 58A PT., 58B AND 59A PT.



# Special Exception Amendment

SEA 91-L-053-04

Applicant: SPRINGFIELD EAST LC  
Filed: 12/20/2000  
Area: 26.12 AC OF LAND; DISTRICT - LEE  
Proposed: AMEND SE 91-L-053 PREVIOUSLY APPROVED FOR WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY FACILITIES TO PERMIT SITE MODIFICATIONS TO MODIFY ROAD AND PEDESTRIAN ADDITION ACCESS POINTS TO THE METRO RAIL STATION.

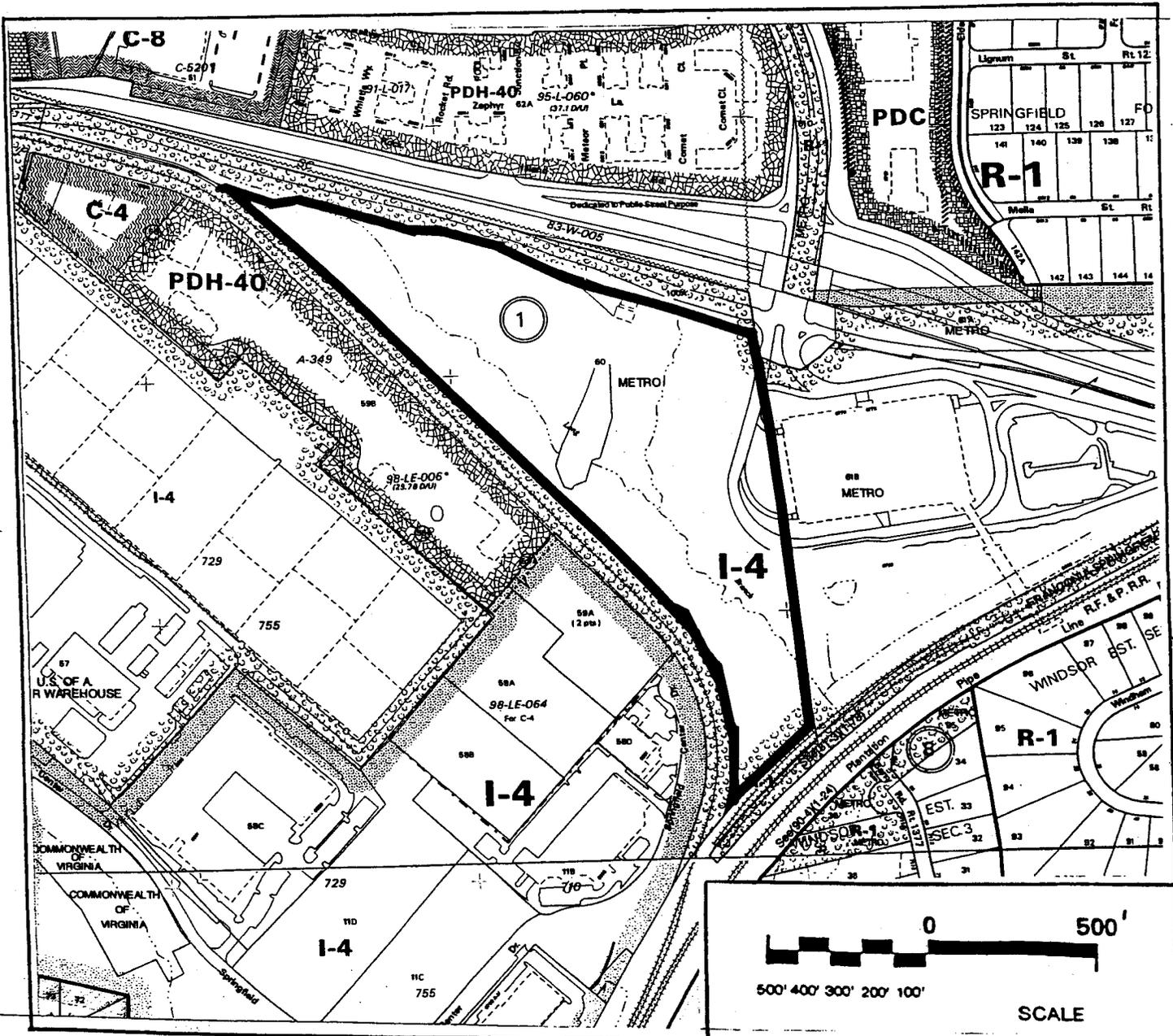
Zoning Dist Sect: 05-0404  
Art 9 Group and Use: 4-05  
Located: N/A  
Zoning: I-4 Plan Area: 4  
Overlay Dist:  
Map Ref Num: 090-2- /01/ /0060

# Special Exception Amendment

SEA 91-L-054-03

Applicant: SPRINGFIELD EAST LC  
Filed: 12/20/2000  
Area: 26.12 AC OF LAND; DISTRICT - LEE  
Proposed: AMEND SE 91-L-054 PREVIOUSLY APPROVED FOR USES IN A FLOODPLAIN TO PERMIT SITE MODIFICATIONS.

Zoning Dist Sect: 02-0904  
Art 9 Group and Use: 6-02  
Located: N/A  
Zoning: I-4 Plan Area: 4  
Overlay Dist:  
Map Ref Num: 090-2- /01/ /0060



## BACKGROUND

The May 16, 2002, Staff Report published on these four applications recommended that the applications be denied. On June 27, 2002, the Planning Commission recommended that the Board of Supervisors approve RZ 1998-LE-064 subject to the execution of the draft proffers in that Staff Report, approve SE 01-LE-020 for a hotel in the C-4 District subject to the proposed development conditions contained in the Staff Report and recommended approval of the two Special Exception Amendments for the Joe Alexander Transportation Center subject to development conditions. This case was initially scheduled for a Board of Supervisors public hearing on September 9, 2002 and was deferred to allow staff and the applicant to continue discussions regarding the outstanding issues noted in the Staff Report, to allow the applicant to work with other property owners in the area to address the issues associated with Springfield Center Drive and to allow the applicant to finalize agreements with the Washington Metropolitan Area Transit Authority (WMATA) regarding the construction of the road within the transportation center.

The applicant has submitted revised proffers dated February 7, 2003. The revised proffers are contained in Attachment 1. Attachments 2, 3 and 4 contain the proposed development conditions for SE 01-L-020, SEA 91-L-053-4 and SEA 91-L-054-3 respectively. Attachment 5 includes a copy of the combined Generalized Development Plan/Special Exception Plat (GDP/SE Plat) for RZ 1998-LE-064 and SE 01-L-020. Attachment 6 contains the Special Exception Amendment Plat (SEA Plat) referenced by the proposed development conditions for SEA 91-L-053-4 and SEA 91-L-054-3. A redline version of the proffers comparing the proffers in this addendum with those in the May 16, 2002, Staff Report is contained in Attachment 10. Attachments 11 through 14 include copies of the revised affidavits for each of these applications.

## DISCUSSION

In recommending denial, the Staff Report identified a number of issues as unresolved. The issues were grouped into three areas: Trip Reduction issues, Transportation issues and Urban Design issues.

*Trip Reductions:* The unresolved concerns related to trip reduction included refinements to the Transportation Demand Management (TDM) proffer to foster a reduction in the number of single occupancy vehicle trips (SOVs) to the site in accordance with the recommendations of the Plan. As noted in the Staff Report, the applicant had reduced the gross floor area (GFA) reflected on the GDP/SE Plat to reduce the number of trips and had proffered to establish a TDM program. However, as discussed in the report, staff requested that additional measures be included in the TDM program including: reducing the amount of parking on site to promote alternatives to the single occupancy vehicle (SOV trips); expanding the hours of operation of the shuttle bus; to allow others in the vicinity to participate in the shuttle; and to provide a bus shelter on the site. The revised proffers address these issues as follows:

- **TDM Measures:** The revised proffers now state affirmatively that the proffered TDM measures will be provided, that additional measures would be employed upon mutual agreement between the applicant and the County to improve the effectiveness of the TDM program, and that the applicant would promote membership in TAGS.
- **Parking:** The Staff Report included a request that the site be parked at a rate at or below the Zoning Ordinance requirements to provide additional incentives for the use of commuting methods other than SOVs. The applicant has not committed to reduce the amount of parking to be provided on the site as requested by staff, noting that this is an unproven market area for offices and that the applicant is concerned that reducing the amount of parking would limit their ability to market the office space.
- **Shuttle Bus Hours:** The hours of the shuttle bus operation have been expanded to 6:30 to 9:30 a. m. and 4:00 p. m. to 7:00 p. m, which exceeds the hours recommended by staff. As discussed below, the applicant has reached agreement with the Northern Virginia Community College (NVCC) to provide shuttle bus service beyond these hours, if the NVCC pays for the additional service.
- **Shuttle Bus Users:** The revised proffers would allow other users to join in the shuttle service. Staff's primary concern with this issue was to provide a mechanism whereby the students attending the NVCC could utilize the shuttle service. The applicant has reached agreement with the NVCC whereby cooperative use of the shuttle bus has been established; the students may use the shuttle bus during the hours when it is operated under the proffers and the college may arrange for additional services to serve students during off-peak periods if the additional service is paid for by the community college. A copy of the letter of agreement is provided in Attachment 7. Further, the draft proffers provide that other property owners and/or businesses in the immediate area may utilize the shuttle bus service on "an equitable basis." While this provides a potential mechanism for including others in the shuttle services, it is not clear what the term "an equitable basis" means in terms of future enforcement of the proffers.
- The revised proffers include a commitment to provide a bus shelter on the site, when the shuttle bus is replaced by a connector bus or other form of transit service. While it would be preferred that the bus shelter be constructed with the first building, this is an acceptable resolution of the issue.

*Transportation:* There were two issues related to transportation referenced in the Staff Report: ensuring that public access to Springfield Center Drive was allowed and that the Metro Access Road be open to the public prior to the issuance of a Non-Residential Use Permit in Springfield Metro Center II.

- **Springfield Center Drive:** The Plan text recommends that there be two points of vehicle access to this site. Metropolitan Center Drive has been constructed to serve Springfield Metro Center I, the adjacent residential development. The second access would be Springfield Center Drive. The GDP/SE Plat and the

revised proffers provide for the construction of a connection to Springfield Center Drive and include a commitment that the new roadway would be subject to a public access easement. However, the existing road is a private road serving the industrial development along it, as well as the new NVCC campus. At the time of publication of the Staff Report, the applicant had been unable to provide assurance that Springfield Center Drive would be available as the second point of access. Subsequently, the applicant has provided a copy of an easement agreement with the owner of that road, which would allow use of the private road by the GSA property, located southwest of the application property and one allowing the subject property to use the road (see Appendix 8). With this agreement, and a prior agreement to allow Springfield Metro Center I to use the road, these agreements cover all the property that would potentially utilize Springfield Center Drive, which is all the property within Land Units D-1 and D-2. Therefore, this issue has been adequately addressed.

- Metro Access Road: The Metro Access Road is to be built on property that is part of the Franconia – Springfield Metro Station and owned by the Washington Metropolitan Area Transportation Authority (WMATA). The County, the applicant and WMATA have been negotiating agreements to allow that road to be built and to address the maintenance of the roadway. To address this issue, the applicant has proffered to execute an agreement that would establish a maintenance fund that the County could use to maintain the roadway in the event that Springfield East L. C. or its successors do not maintain the road. A copy of this agreement is included in Attachment 8. This issue has been adequately addressed.

*Urban Design:* The Urban Design issues were threefold: the impacts of the large five and one-half story parking structure along the eastern boundary; redesigning the plaza area to include more open space; and, providing a stronger commitment to retail uses.

- Parking Garage: The manner in which the forty-two foot tall parking garage is addressed has not changed from that described in the Staff Report. The GDP/SE Plat contains a detail of what the parking garage will look like and a detail of the screening to be provided along the eastern side of the garage; however, this does not address the issue associated with the bulk of the garage, as discussed in the Staff Report. The revised proffers state that the garage will be similar to the architectural elevations contained in the GDP/SE Plat and allow for an alternative design that is consistent with the building architecture subject to the review and approval of the Planning Commission.
- Plaza: The design of the plaza is also unchanged from that described in the staff report. While the plaza does provide approximately 9,600 square feet of open space, that area is constrained by vehicle travel lanes on all sides and one travel aisle crossing the plaza in its northern portion. Staff had recommended that the size of the plaza be increased by shifting the southernmost building south by forty feet to increase the amount of open area to approximately 12,000 square feet.
- Retail Uses. The revised proffers still state that up to 20,000 square feet of space will be available for retail uses. Staff had requested that a commitment to actually

provide retail uses on the site be made. Therefore, this issue has the same status reflected in the Staff Report and remains unresolved.

*Additional Issues:* The revised proffers state that parking on the application property will be available for the students at the adjacent community college from 7:00 p. m. to 11:00 p. m.

## CONCLUSIONS AND RECOMMENDATIONS

### Conclusions

As discussed above, the issues that remained unresolved in the staff report relating to transportation demand management and other transportation issues have been resolved, with the exception of what staff considers to be an excessive number of parking spaces in the vicinity of a transit center. The urban design issues noted above are unresolved. While staff would prefer that the recommendations with regard to reducing the size and height of the parking garage be followed and that a stronger commitment to providing retail type uses on the site be included in the proffers; staff recognizes that the recent resolution to the transportation issues addresses the major issues raised in the staff report and have concluded that this proposal is in conformance with the Comprehensive Plan.

### Recommendations

Staff recommends that RZ 1998-LE-064 be approved subject to the proffers dated February 7, 2003, that SE 2001-LE-020 be approved subject to the proposed development conditions in Attachment 2.

Staff further recommends that the transitional screening yard requirement and barrier requirement be modified along the western boundary adjacent to the PDH-40 District to that shown on the proffered GDP/SE Plat.

Staff further recommends that SEA 91-L-053-4 be approved subject to the proposed development conditions in Attachment 3 and that SEA 91-L-054-3 be approved subject to the proposed development conditions in Attachment 4.

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

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

ATTACHMENTS

1. Draft Proffer Statement for RZ 1998-LE-064
2. Proposed Development Conditions for SE 01-L-020
3. Proposed Development Conditions for SEA 91-L-053-4
4. Proposed Development Conditions for SEA 91-L-054-3
5. Combined Generalized Development Plan/Special Exception Plat
6. Special Exception Amendment Plats
7. NVCC agreement
8. Public Access Agreement regarding Springfield Center Drive
9. Maintenance Agreement for the Metro Access Road
10. Redline version of the Proffers
11. Revised Affidavit RZ 1998-LE-048
12. Revised Affidavit SE 2002-LE-020
13. Revised Affidavit SEA 91-L-053-4
14. Revised Affidavit SEA 91-L-054-3



**PROFFERS****RZ 1998-LE-064  
SPRINGFIELD EAST, L.C.  
SPRINGFIELD METRO CENTER (PHASE II)****February 7, 2003**

Pursuant to Section 15-2.2303A of the 1950 Code of Virginia, as amended, the undersigned applicant and owner, for themselves and their successors or assigns (hereinafter referred to as "Applicant"), hereby proffer the following conditions provided the Property is rezoned to the C-4 District as proffered herein.

1. **Generalized Development Plan.** Subject to the provisions of Section 18-204 of the Zoning Ordinance, the Subject Property shall be developed in substantial conformance with the Generalized Development Plan/Special Exception Plat ("GDP/SE Plat"), entitled "Springfield Metro Center II," prepared by Dewberry & Davis, revised and last dated May 14, 2002.
2. **Joe Alexander Drive.** Prior to the issuance of the first Non-Residential Use Permit ("Non-RUP") for occupied office/hotel floor area, i.e., not the building shell ("Occupied Space") in the first building on the Subject Property, Joe Alexander Drive, from Metropolitan Center Drive northward to the Metro Access Road, shall be constructed as shown on the GDP/SE Plat and open for public use. For purposes of these proffers, "open for public use" shall mean that the committed road improvement is open to public traffic, whether or not accepted into the state system.
3. **Metro Access Road.** The purpose of the Metro Access Road is to provide access to and from the Joe Alexander Transportation Center for residents, occupants, visitors and invitees within the area described herein as "Land Unit D." Land Unit D and the Metro Access Road link between Springfield Center Drive and the Metro Station are described on a map entitled "Springfield Metro Center II," which is attached hereto as Exhibit A and incorporated herein by reference.
  - a. **Construction.** The Applicant shall obtain a construction permit for the Metro Access Road prior to, or at the same time as, the issuance of the building permit for the first building on the Subject Property. Prior to the issuance of the first Non-RUP for Occupied Space in the first building on the Subject Property, the Metro Access Road, linking development on the Subject Property with the Joe Alexander Transportation Center, shall be constructed and available for use to provide private and/or public shuttle bus, transit and pedestrian access between the Subject Property and the Transportation Center. Said Access Road shall have a road bed designed and constructed in accordance with the standards of the Fairfax County Public Facilities Manual for a Category II road as determined by the Department of Public Works and Environmental Services ("DPWES").

- b. Maintenance.** The Applicant shall be responsible for the maintenance (repairs/snow plowing/ice removal) of the Metro Access Road. The Applicant may transfer these maintenance responsibilities to a Land Unit D owners/tenants association established to take over these maintenance responsibilities. Prior to the issuance of the first Non-RUP for Occupied Space in the first building on the Subject Property, the Applicant shall provide security to the County for the timely performance of maintenance of the Metro Access Road in accordance with a maintenance agreement (the "Agreement") executed by the Applicant and the County. In the event that the Applicant fails to timely perform maintenance on the road in accordance with the terms of the Agreement, the County shall have the right to accomplish the needed maintenance and the Applicant shall reimburse the County for the costs incurred by the County and this duty to reimburse shall be secured by a Cash Escrow, all in accordance with the terms of the Agreement. At a subsequent time, the Applicant's obligations for maintenance under this paragraph shall be assigned or transferred to an entity composed of owners/tenants within Land Unit D, pursuant to the terms of the Agreement.
- 4. Springfield Center Drive Extension.** Prior to issuance of the first Non-RUP for Occupied Space on the Subject Property, the Applicant shall provide a road extension, open for travel from the current Springfield Center Drive terminus connecting directly to Joe Alexander Drive. Said road extension shall be constructed as shown on the GDP/SE Plat. The Applicant shall dedicate a public access easement over that portion of Springfield Center Drive that is located on the Subject Property.
- 5. Street Construction Standards/Dedication.** The Joe Alexander Drive construction on the Subject Property (Paragraph 2 above) and the Springfield Center Drive Extension (Paragraph 4 above) shall be designed and constructed to meet VDOT street standards to allow for future acceptance into the VDOT system for maintenance and operations, as determined by DPWES and VDOT. Both of these roads shall be constructed within a seventy (70) foot wide right-of-way with a fifty-two (52) foot wide roadway. The Applicant shall provide right-of-way dedication of these street segment areas upon demand by Fairfax County or VDOT that these street segment areas become a part of a public roadway network. In which case, dedication shall be made in fee simple to the Board of Supervisors upon a written request by the County.
- 6. Shuttle Bus.** A shuttle bus system shall be established as follows:

  - a.** At the time of the issuance of the first Non-RUP for Occupied Space in the first building, and for the benefit of all occupants, visitors and invitees on the Subject Property, and on the property which is known as Springfield Metro Center I, the Applicant shall either (i) pay to participate on an equitable basis in an area Transportation Management Association ("TMA"), i.e., TAGS, if the TMA provides shuttle bus service between the property and the Joe Alexander Transportation Center that is substantially equivalent to the requirements of this Proffer No. 6, as determined by the Fairfax County Department of Transportation ("FCDOT") or (ii) if TMA participation is not available, the Applicant shall

provide, operate and maintain shuttle bus services, individually or cooperatively with the Applicant/successors-in-title of the property known as Springfield Metro Center I. Said shuttle bus service shall be coordinated with the shuttle bus obligation in the proffers governing Springfield Metro Center I, so as to allow occupants, visitors and invitees of that property to utilize the Applicant's shuttle bus system in coordination with the shuttle bus system established pursuant to the proffers in RZ 1998-LE-006.

- b. The shuttle buses, utilized pursuant to this proffer shall have a "body-on-chassis" or equivalent design. They shall be sized to accommodate peak hour ridership under the schedule proffered herein, as determined by FCDOT. If these buses are part of TAGS, they shall have signage indicating that they are a part of the TAGS system, through coordination with TAGS.
- c. At a minimum, the shuttle bus service shall be available at ten (10) minute intervals during the morning peak hour (6:30 a.m. to 9:00 a.m.) and the evening peak hour (4:00 p.m. to 7:00 p.m.) periods (excluding Saturdays, Sundays and national holidays) unless lesser hours are approved by FCDOT, based upon justification provided by the Applicant. The shuttle bus shall also operate at other off-peak intervals appropriate to occupant, visitor and invitee needs, subject to FCDOT approval. Shuttle bus stops shall be located at the front entrance of each of the three (3) buildings on the Subject Property.
- d. If shuttle bus service is provided by the Applicant as described in a(ii) above, it shall continue to be provided by the Applicant for a period of two (2) years from the date on which the initial Non-RUP for Occupied Space is issued, unless a shuttle bus service is provided in lieu of the Applicant's shuttle bus service by an area TMA, as provided in a(i) above, before the expiration of said two (2) years. If the shuttle service is provided by the TMA, the Applicant shall be a member of the TMA until the management entity is responsible for the service. At the conclusion of this two (2) year period, the Applicant shall establish and transfer all administrative tasks of operating the shuttle service or participating in the TMA, as applicable, to a management entity authorized to coordinate transportation management for the uses on the Subject Property. Written notification of the creation of the management entity and the name and address of the representative of the entity shall be provided to FCDOT and to the Department of Planning & Zoning. The transfer to the management entity shall be subject to the proviso that the level of existing service is not diminished, as determined by FCDOT. The management entity will thereafter be financially responsible for shuttle service operations and for implementing equitable assessment procedures for the users of the service. In the event that an area TMA is established to provide equivalent shuttle service as determined by FCDOT, the management entity for the uses on the Subject Property may, in lieu of providing its own shuttle service, participate on an equitable basis in the TMA for the benefit of the occupants, visitors and invitees on the Subject Property.

- e. For so long as the Applicant or the management entity operates the shuttle service, other properties within Land Unit D (as shown on Exhibit A) shall be permitted to participate in the shuttle service provided by the Applicant/management entity, provided, the owners or tenants of these properties shall make equitable arrangements with the Applicant/management entity with regard to the cost of providing the service.
  - f. In the event that public transportation via a connector bus service or some other mode of public transportation is developed which renders provision of shuttle service unnecessary, then the shuttle bus will not be required and the requirements of this proffer shall be null and void. This determination will be made by FCDOT and the Lee District Supervisor.
7. **Transportation Demand Management.** The Applicant shall develop and submit to FCDOT for review, a Transportation Demand Management (“TDM”) Plan for the Subject Property sixty (60) days prior to the issuance of the first Non-RUP for the Occupied Space for the first building. This Plan shall be implemented upon occupancy. The TDM Plan shall produce a ten percent (10%) reduction in overall single-occupancy vehicle trips on the entire Subject Property based upon the Institute of Transportation Engineers published trip generation rates for the applicable uses. The TDM Plan shall consist of the following elements, unless FCDOT determines that one or more of these elements are unnecessary (other elements may be included upon mutual agreement between the Applicant and FCDOT):
- a. **Designation of a TDM Coordinator.** An individual associated with Springfield Metro Center II will be charged with overseeing the implementation of the TDM Plan, as proposed. The duties of this designated employee will include those responsibilities associated with a Transportation Demand Management Coordinator (“TDMC”), including the administration, coordination, implementation, and management of the Springfield Metro Center II TDM Plan for all on-site personnel as set forth herein.
  - b. **Shuttle Bus Program.** Participation in the shuttle bus program as set forth in Paragraph 6 above.
  - c. **Distribution of Transit Literature and Promotion of Transit Use.** Distribute, display, and promote transportation information that may be issued by the Fairfax County Ridesources Program, Metropolitan Washington Council of Governments (“COG”), Transportation Association of Greater Springfield (“TAGS”), and other sources in a designated central location in each building. Ensure that ridesharing and transit information is included as part of new employee benefits/orientation packages among tenants.
  - d. **Development of Ridesharing Programs.** Actively promote the use of carpooling/vanpooling, the Guaranteed Ride Home Program, Metro-Chek, telework and other components of the TDM Plan with on-site personnel. Assist in

the formation of carpools/vanpools among on-site personnel. The designated TDMC will distribute and/or display rideshare information on-site. This information will aid in the formation of carpools and/or vanpools and promote ridesharing. Additionally, the TDMC will work with staff from the Fairfax County Ridesources Program to exchange information. The Ridesources Program will maintain a database of registered carpools and vanpools, along with the origin, destination, and work hours of the registered carpools/vanpools.

- e. **Pedestrian and Bicycle Incentives.** In order to facilitate pedestrian movements within, and adjacent to the development, a network of integrated sidewalks and trail connections shall be provided as shown in the GDP/SE Plat. In addition, other on-site amenities including street landscaping, lighting and street furniture, as shown on the GDP/SE Plat, shall be provided to encourage pedestrian activity. Bike racks shall be located on the site within the parking structures. The location of bike racks shall be determined coincident with the filing of individual site plans.
- f. **Designation of Carpool and Vanpool Spaces.** As an incentive to promote ridesharing, some parking spaces will be reserved for "carpool" and "vanpool" parking. The amount of carpool/vanpool spaces designated within each parking structure may vary with the individual site plan. Reserved carpool/vanpool parking spaces will be appropriately signed and parking restrictions will be enforced.
- g. **Variable/Staggered Work Hours.** Employers within the Springfield Metro Center II development will be encouraged to allow for flexible work hours for personnel. The exact policy for the implementation of flexible work hours will vary by employer.
- h. **On-Site Sale of Fare Media.** The TDMC shall administer the on-site sale of fare media, with the permission of the relevant transit service providers. Fare media to be sold shall include, but is not limited to VRE, Metrorail, Metrobus, and Fairfax Connector bus fare media.
- i. **TAGS Membership.** Promote membership in TAGS by tenants.
- j. **Bus Stop Shelter.** In the event that the Shuttle Bus Program is replaced by a connector bus, or other form of transit service, the Applicant will construct a bus stop shelter proximate to the site's entrance along Joe Alexander Drive.
- k. **Annual Reports.** Twelve (12) months after the issuance of Non-RUPs for the first building that constitute eight-five (85) percent of the floor area for that building, and annually thereafter, the TDMC shall prepare a report quantifying the use of public transportation, carpooling, vanpooling and other ridesharing programs, created under the TDM Plan. Upon completion of each annual report,

a copy of said report shall be transmitted to the Fairfax County Department of Transportation.

8. **Parking.** The construction of the parking garages may be phased by the Applicant. Initially, surface parking may be provided within the building/garage footprint areas shown on the GDP/SE Plat, so long as each use receiving a Non-RUP has sufficient parking available to meet proffered parking allocations and/or code requirements, whichever is greater. The Courtyard area, shown in detail on Sheet 8 of the GDP/SE Plat, shall not be utilized for surface parking. The Applicant shall provide landscaped buffering along the eastern border of the site to provide a buffer between this temporary surface parking and the adjacent off-site parcels. This buffering shall be installed contemporaneously with the installation of the applicable area of surface parking. All temporary-surface parking areas shall meet the parking lot landscaping requirements of the Zoning Ordinance. However, any landscaping and/or landscape buffering associated with any temporary parking areas can be displaced by the construction of the buildings and/or garages shown on the GDP/SE Plat. Upon construction of the buildings and/or the garages, landscaping and buffering will be provided as shown on the GDP/SE Plat. The number of parking spaces built with each building on the property shall meet and may exceed code requirements, but the total number of spaces at buildout will not exceed that shown on the GDP/SE Plat. At a minimum, the surface parking spaces located south of Building Number 3 shall be available for use by students of Northern Virginia Community College from 7:00 p.m. to 11:00 p.m. each day.
9. **Recreation.** A minimum of 1,000 square feet of floor space shall be allocated in one or more of the office buildings to provide indoor recreational exercise facilities. If all of this space is allocated to one building, this facility will be available to occupants of all of the office buildings and the hotel, unless separate recreational exercise facilities are provided within the hotel, in which case the office building recreational space need not be made available to visitors and guests of the hotel.
10. **Stormwater Management.** Stormwater management ("SWM") and Best Management Practices ("BMP") for the Subject Property shall be provided in accordance with the requirements of the Public Facilities Manual and the Chesapeake Bay Preservation Ordinance, as approved by DPWES. All or a portion of the SWM/BMPs may also be provided underground, on-site in a location and manner acceptable to DPWES. At this time, the Applicant intends to apply to DPWES for a waiver of on-site SWM/BMPs in order to utilize the off-site regional SWM/BMP facility located on the Joe Alexander Transportation Center property for all or a portion of the SWM/BMP requirement. In the event a waiver of on-site SWM/BMPs is not approved by DPWES, a Proffered Condition Amendment ("PCA") application may be necessary if on-site SWM/BMPs affect the layout so as to create a layout that is not in substantial conformance with the GDP/SE Plat.
11. **Easement.** The Applicant shall reserve an ancillary easement fifteen (15) feet in width for future dedication to Fairfax County along the western border of the Subject Property extending from the intersection of Joe Alexander Drive with Metropolitan Center Drive

extending southward to the southern boundary line of the property, as shown on the GDP/SE Plat. Said easement shall be dedicated to the Board of Supervisors at no cost, upon demand by Fairfax County. The actual construction of the extension of Joe Alexander Drive southward from Metropolitan Center Drive shall be by others.

12. **Signage Program.** The Applicant shall implement an on-site signage program by providing project identification signs and directional signs in various locations to facilitate flow of pedestrian and vehicular traffic on-site as well as access to the Joe Alexander Transportation Center. These signs shall be located generally as shown on the GDP/SE Plat, Sheets 3, 4 and 9 of the GDP/SE Plat, unless alternative or additional locations are approved by the Zoning Enforcement Branch of the Zoning Administration Division pursuant to Article 12 of the Zoning Ordinance. The design of said signs shall be compatible with the signs in Springfield Metro Center I (RZ 1998-LE-006) as shown on the GDP/SE Plat.
13. **NVCC Campus Connection.** Prior to site plan submission, the Applicant shall pursue meetings with representatives of the Northern Virginia Community College ("NVCC") campus to coordinate pedestrian connections with NVCC to facilitate pedestrian travel from the campus to the Metro Access Road. The Applicant shall extend the sidewalk to the common property line with NVCC based upon coordination of the location of the tie-in with NVCC. The Applicant shall diligently pursue coordination of pedestrian connections with NVCC and provide documentation in support of such efforts to DPWES, including, if applicable, documentation that the coordination was not successful. Pedestrian connections to NVCC may be modified from those shown on the GDP/SE Plat to facilitate pedestrian travel so long as such modifications do not degrade the pedestrian network shown on the GDP/SE Plat, as determined by the Department of Planning & Zoning.
14. **Noise Attenuation.**
  - a. The hotel facility shall be constructed of building materials that reduce interior noise to 45 dBA Ldn. Exterior walls shall be constructed of building materials with a sound transmission class ("STC") of at least 39, and glazing shall have an STC of at least 28.
  - b. As an alternative to "a" above, the Applicant may elect to have a refined acoustical analysis performed prior to building permit issuance, subject to approval of DPWES, to verify or amend the noise levels and impact areas set forth above and/or to determine which portions of the building may have sufficient shielding to permit a reduction in the mitigation measures prescribed above.
15. **Building Architectural Design.** The architectural design of the office buildings and the hotel shall be compatible with the residential buildings in Springfield Metro Center I and similar in character to the elevations presented in the Perspective (Sheet 7 of the GDP/SE Plat). The principal façade building materials shall consist of brick, natural stone, pre-

cast concrete, EFIS or other masonry finish and glass. In addition, one or two additional accent materials (e.g., metal) may be included. Prior to site plan approval, the Applicant shall bring the architectural elevations of the office buildings and the hotel back to the Planning Commission for administrative review and approval regarding compatibility with the Perspective Elevations (Sheet 7 of the GDP/SE Plat).

16. **Parking Garage.** The architecture for the facades of the garage shall be similar to that shown on Sheet 6 of the GDP/SE Plat. Alternatively, the façade of the garage may utilize the same materials as the principal buildings, provided the architectural elevations of the garage are included in the Planning Commission's administrative review as provided in Paragraph 15, above. The height of the parking garage along the eastern border of the site shall not exceed an average height of forty-two (42) feet. Prior to issuance of a building permit for the parking garage, the Applicant shall conduct a noise analysis, subject to DPWES review and approval, to determine whether the garage wall facing the RF&P railroad line will reflect noise into Windsor Park subdivision in excess of Zoning Ordinance standards. If it does, the Applicant shall include recognized noise attenuating materials and/or design in the design and construction of this wall of garage.
17. **Courtyard.** Development and landscaping in the Courtyard shall be in substantial conformance with the detail shown on Sheet 8 of the GDP/SE Plat.
18. **Lighting.** On-site lighting standards shall be similar to the typical light standards shown on Sheet 9 of the GDP/SE Plat. These light standards shall feature semi-cutoff shielding for street lights. Lighting standards in the Courtyard area and in the parking lots shall feature full cut-off shielding.
19. **Illegal Signs.** The Applicant shall not post illegal signs on- or off-site.
20. **Soccer Fields.** The Applicant shall design and construct two (2) temporary soccer fields and a 70-car, gravel, parking lot (the "Soccer Facilities") on Tax Map 91-3 ((9)) Parcel 8B, subject to receiving the consent of that parcel owner and provided any required zoning approvals are obtained. These plans will not, however, provide for field lighting or irrigation. To this end, the Applicant shall, at Applicant's expense, prepare and submit the necessary documents and filing fees to apply for a Final Development Plan Amendment ("FDPA") application for Tax Map 91-3 ((9)) Parcel 8B to obtain approval for the Soccer Facilities.
  - a. The Applicant shall submit this FDPA application within ninety (90) days of Board of Supervisors final approval of this rezoning application. The Applicant shall also, at its own expense, prepare and submit construction plans for the Soccer Facilities to DPWES concurrently with the filing of the FDPA application. Copies of these construction plans shall also be submitted to the Fairfax County Park Authority ("FCPA"), Planning & Development Division and to the Planning and Design Division of DPWES, for review and approval. The Applicant shall diligently pursue approval of the FDPA and the construction plans. The Applicant's construction plans for the Soccer Facilities shall comply with PFM

requirements. The Applicant shall complete construction of the Soccer Facilities within one (1) calendar year after DPWES and FCPA approvals are obtained.

- b. In the event that this Final Development Plan Amendment application is disapproved, the Applicant shall, in lieu of constructing the Soccer Facilities, contribute the sum of \$283,000 to the FCPA to be utilized by FPCA on park recreational facilities in the general vicinity of the Subject Property. Said contribution shall be made no later than thirty (30) days after the Final Development Plan Amendment Application disapproval is final.

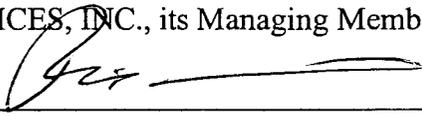
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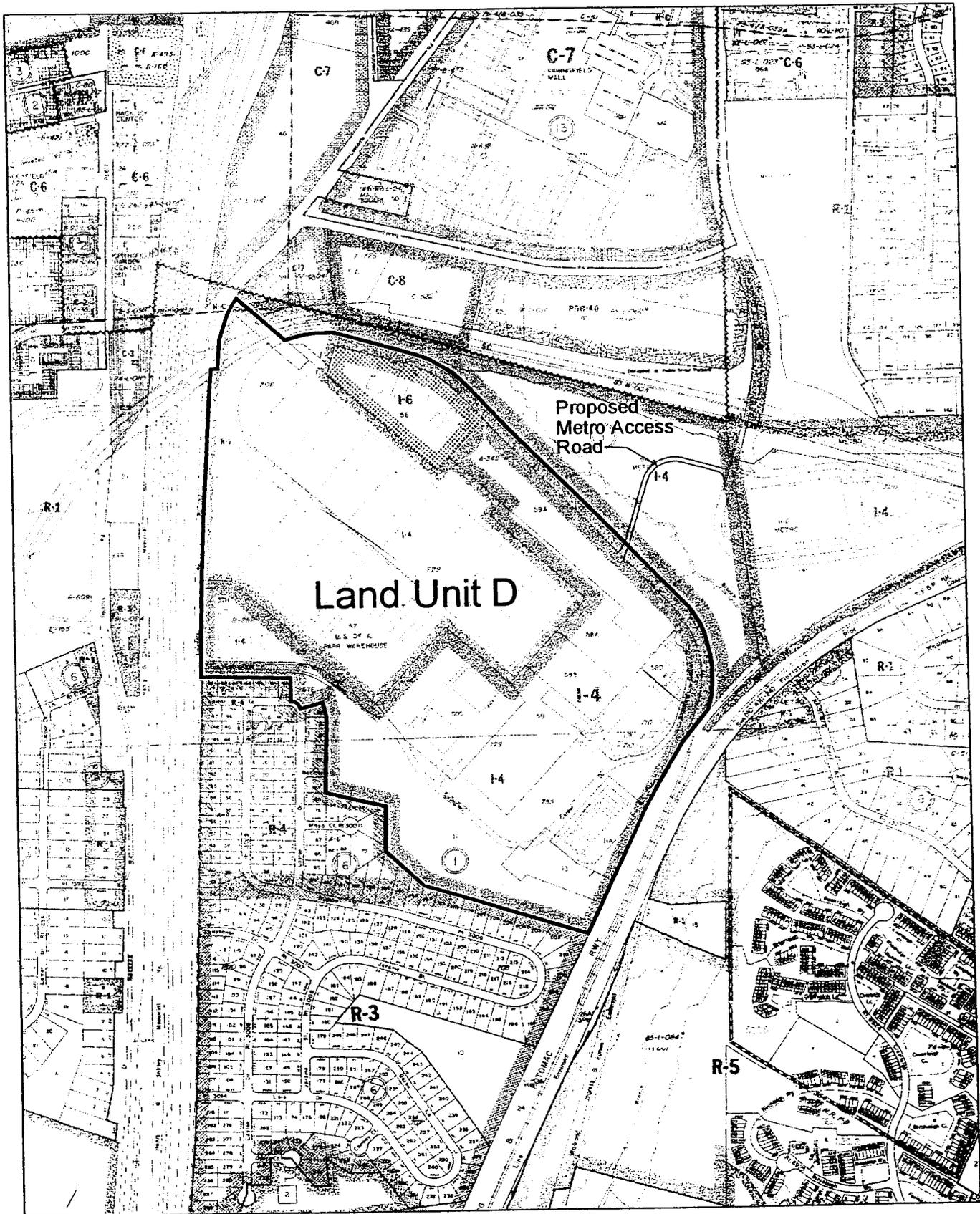
Attachment: Exhibit A

**SPRINGFIELD EAST, L.C.**

By: KSI SERVICES, INC., its Managing Member

By:

  
Richard W. Hausler, President



# SPRINGFIELD METRO CENTER II

## Exhibit A





## ATTACHMENT 2

### PROPOSED DEVELOPMENT CONDITIONS

SE 01-L-020

February 12, 2003

If it is the intent of the Board of Supervisors to approve SE 01-L-020 located at Tax Map 90-2 ((1)) 56C pt. (formerly known as 90-2 ((1)) 58 pt., 58B and 59A pt.) for a hotel pursuant to Sect. 4-403 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 Special Exception Plat entitled **Springfield Metro Center II**, prepared by **Dewberry & Davis and dated October 22, 1998 as revised through May 14, 2002 (GDP/SE Plat)**, 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. Notwithstanding any information provided on the GDP/SE Plat, all signs within the application property shall conform to the requirements of Article 12, Signs.
5. If there are existing utilities that would interfere with the installation of the landscaping behind the parking garage (along the southeastern boundary), those utilities shall be relocated so that the landscaping may be planted as shown on the GDP/SE Plat.
6. The landscaping within the application property shall be reviewed and approved by the Urban Forestry Division.

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.

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 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.

## PROPOSED DEVELOPMENT CONDITIONS

## SEA 91-L-053-4

February 12, 2003

If it is the intent of the Board of Supervisors to approve SEA 91-L-053-4 located at Tax Map 91-2 ((1)) 60A to amend SE 91-L-053 previously approved for WMATA facilities to permit construction of a road pursuant to Sect. 5-404 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 Amendment is granted for and runs with the land indicated in this application and is not transferable to other land.
2. A copy of this Special Exception Amendment and the Non-Residential Use Permit SHALL BE POSTED in a conspicuous place on the property of the use and be made available to all departments of the County of Fairfax during the hours of operation of the permitted use.
3. These special exception amendment conditions apply only within the area of the application property, a 26.12 acre portion of the 151.21 acre property included in the special exception approval to allow the WMATA facilities, known as the Franconia – Springfield Metro Station and the Joseph Alexander Transportation Center. These conditions shall be in addition to those adopted in conjunction with the approval of SEA 91-L-053-3 (the Greyhound Bus Station, which included all previous conditions) and SEA 91-L-053-5 (the second parking garage, which affected a 26.67 acre portion of the original property).
4. This Special Exception Amendment 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 Amendment shall be in conformance with the approved Special Exception Amendment Plat **entitled Franconia-Springfield Route, Metro Section H-1 (Category 4) and prepared by Dewberry & Davis which is dated December 19, 2000 as revised through March 21, 2002** and these conditions. Minor modifications to the approved Special Exception Amendment may be permitted pursuant to Paragraph 4 of Section 9-004 of the Zoning Ordinance.
5. The purpose of this special exception amendment is to permit a connector road and a trail between this property and the property immediately southwest of the Metro station site (2003 Tax Map Parcel 90-2 ((1)) 56C). The location and extent

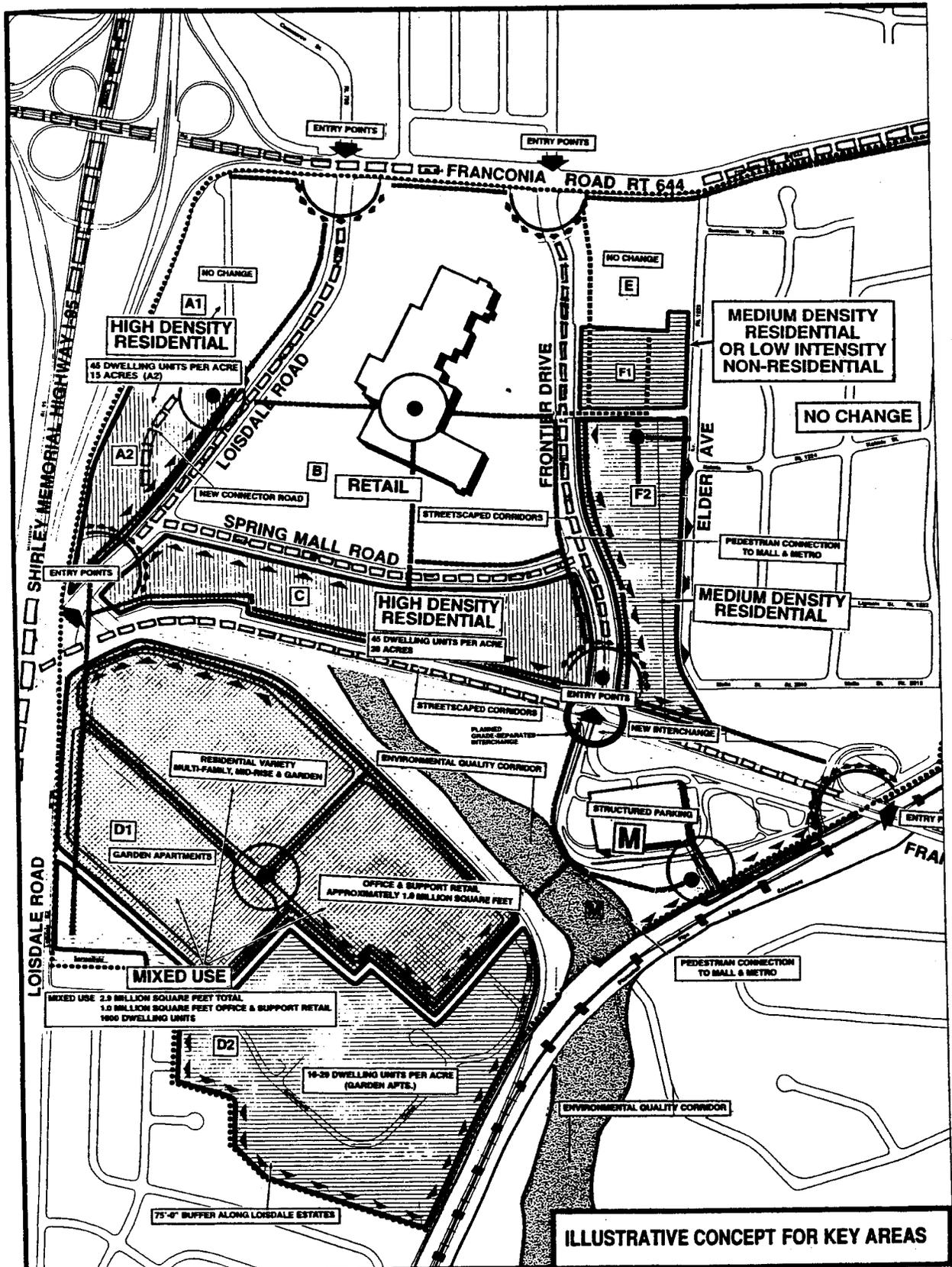
of the connector road and trail is shown on Sheet 2 of the SEA Plat referenced above. The construction of this roadway is a proffered obligation associated with RZ 1998-LE-064 (wherein it is referenced as 'Metro Access Road'), which affects Tax Map Parcels 90-2 ((1)) 56C. The status of construction of the road shall not affect the ability of WMATA to obtain other permits, such as, but not limited to Special Exception Amendment, site plan approvals, building permits, bond release, Non-Residential Use Permits related to other activities within the property covered by this Special Exception Amendment or within in the Joe Alexander Transportation Center. Once constructed the roadway shall be open for traffic in accordance with the agreement between the applicant for RZ 1998-LE-064 and WMATA.

6. Once constructed, the Metro Access Road shall be restricted to transit vehicles including but not limited to, shuttle buses, jitneys and similar vehicles, and public transit buses, such as Metrobus, Fairfax Connector, and the Springfield Connector or TAGS. This provision shall not preclude the use of gates to limit access to transit vehicles. The service area for the shuttle buses, jitneys and similar vehicles shall be limited to Land Units D-1 and D-2 of the Franconia Springfield Transit Station Area (see the attached map). This service area may be extended with the approval of the Board of Supervisors.
7. Once constructed, the pedestrian/bicycle trail shall not be closed except in an emergency.

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.

Pursuant to Section 9-015 of the Zoning Ordinance, this Special Exception Amendment shall automatically expire, without notice, thirty (30) months after the date of approval unless construction has commenced and been diligently prosecuted. The Board of Supervisors may grant additional time 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.





PROPOSED DEVELOPMENT CONDITIONS

SEA 91-L-054-3

February 12, 2003

If it is the intent of the Board of Supervisors to approve SEA 91-L-053-4 located at Tax Map 91-2 ((1)) 60A to amend SE 91-L-054 previously approved for fill in the floodplain to permit construction of a road pursuant to Sect. 2-904 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 Amendment is granted for and runs with the land indicated in this application and is not transferable to other land.
2. A copy of this Special Exception Amendment and the Non-Residential Use Permit SHALL BE POSTED in a conspicuous place on the property of the use and be made available to all departments of the County of Fairfax during the hours of operation of the permitted use.
3. These special exception amendment conditions apply only within the area of the application property, a 26.12 acre portion of the 107.12 acre property included in the special exception approval to allow fill in the floodplain for the WMATA facilities known as the Franconia – Springfield Metro Station and the Joseph Alexander Transportation Center. These conditions shall be in addition to those adopted in conjunction with the approval of SEA 91-L-054-2.
4. This Special Exception Amendment 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 Amendment shall be in conformance with the approved Special Exception Amendment Plat **entitled Franconia-Springfield Route, Metro Section H-1 (Category 4) and prepared by Dewberry & Davis which is dated December 19, 2000 as revised through March 21, 2002** and these conditions. Minor modifications to the approved Special Exception Amendment may be permitted pursuant to Paragraph 4 of Section 9-004 of the Zoning Ordinance.

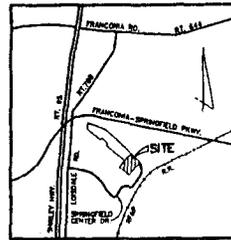
The above proposed conditions are staff recommendations and do not reflect the position of the Board of Supervisors unless and until adopted by that Board.

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 Amendment shall not be valid until this has been accomplished.

Pursuant to Section 9-015 of the Zoning Ordinance, this Special Exception Amendment 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 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.

# SPRINGFIELD METRO CENTER II

## LEE DISTRICT FAIRFAX COUNTY, VIRGINIA GENERALIZED DEVELOPMENT PLAN SPECIAL EXCEPTION PLAT



VICINITY MAP  
SCALE: 1" = 2,000'

APPLICANT:

**SPRINGFIELD EAST L.L.C.**  
8081 WOLF TRAP ROAD, SUITE 300  
VIENNA, VIRGINIA 22182

OCTOBER 22, 1998  
Revised June 14, 1999  
Revised September 30, 2000  
Revised April 24, 2001  
Revised May 17, 2001  
Revised July 25, 2001  
Revised September 14, 2001  
Revised December 17, 2001  
Revised January 4, 2002  
Revised February 28, 2002  
Revised March 21, 2002  
Revised April 15, 2002  
Revised May 14, 2002

### SHEET INDEX:

1. COVER SHEET
2. NOTES & TABULATIONS
3. COMPOSITE DEVELOPMENT PLAN
4. GENERALIZED DEVELOPMENT PLAN
5. PHASE II TRANSPORTATION & PEDESTRIAN CIRCULATION PLAN
6. PARKING STRUCTURE DETAIL / SECTION
7. PERSPECTIVE
8. COURTYARD
9. DETAIL AND DESIGN ELEMENTS



SPRINGFIELD METRO CE

LEE DISTRICT  
FAIRFAX COUNTY, VIRGINIA

GENERALIZED DEVELOPMENT PLA  
SPECIAL EXCEPTION PLAT



**Dewberry & Davis LL**  
A Dewberry Company

8401 Arlington Blvd.  
Falls Church, VA 22041  
(703) 848-0100 Fax (703) 848-0110

ATTACHMENT 5





Rev. 8/14/08  
 Rev. 7/15/08  
 Rev. 2/21/08  
 Rev. 2/28/08  
 Rev. 1/4/08  
 Rev. 12/17/01  
 Rev. 8/14/01  
 Rev. 7/20/01  
 Rev. 5/17/01  
 Rev. 4/24/01

- LEGEND:**
- EXISTING SANITARY SEWER
  - PROPOSED SANITARY SEWER
  - EXISTING WATER MAIN
  - PROPOSED WATER MAIN
  - PROPOSED SHrub/SWEEET TREE
  - PROPOSED ORNAMENTAL TREE
  - PROPOSED SCREENING TREE
  - PROPOSED MEDIA SHRUB
  - PROPOSED LIGHT POLE
  - PROPOSED SIDEWALK
  - PROPOSED CROSSWALK
  - PROPOSED SPECIAL PAVING
  - PROPOSED LIMITS OF CLEARING AND GRADING
  - PROPOSED ZONING LINE

LANDBAY A  
Existing Countryside Trail to Metro

LANDBAY B

LANDBAY C

Proposed Trail to Metro, Lighting and Trees  
Proffered with 08-18-006

PROPOSED ROAD SYSTEM SUBJECT TO AMENDMENTS TO ORDINANCES 01-1-C-054-3 AND SEA 01-1-C-054-3

U.S. of A. PARR WAREHOUSE

**SIGN LEGEND**

- ENTRANCE SIGNS
- BUILDING IDENTIFICATION SIGNS
- ON-SITE DIRECTORY SIGNS

See note 8

BLDG. 1  
2.5 story hotel

BLDG. 2  
proposed 8 (max) story office

BLDG. 3  
proposed 8 (max) story office

5.5 level parking garage

5.5 level parking garage

5.5 level parking garage

Dewberry & Davis LLC  
 Engineers  
 Surveyors  
 Landscape Architects

COMPOSITE DEVELOPMENT PLAN  
 SPRING HILL METRO CENTER II

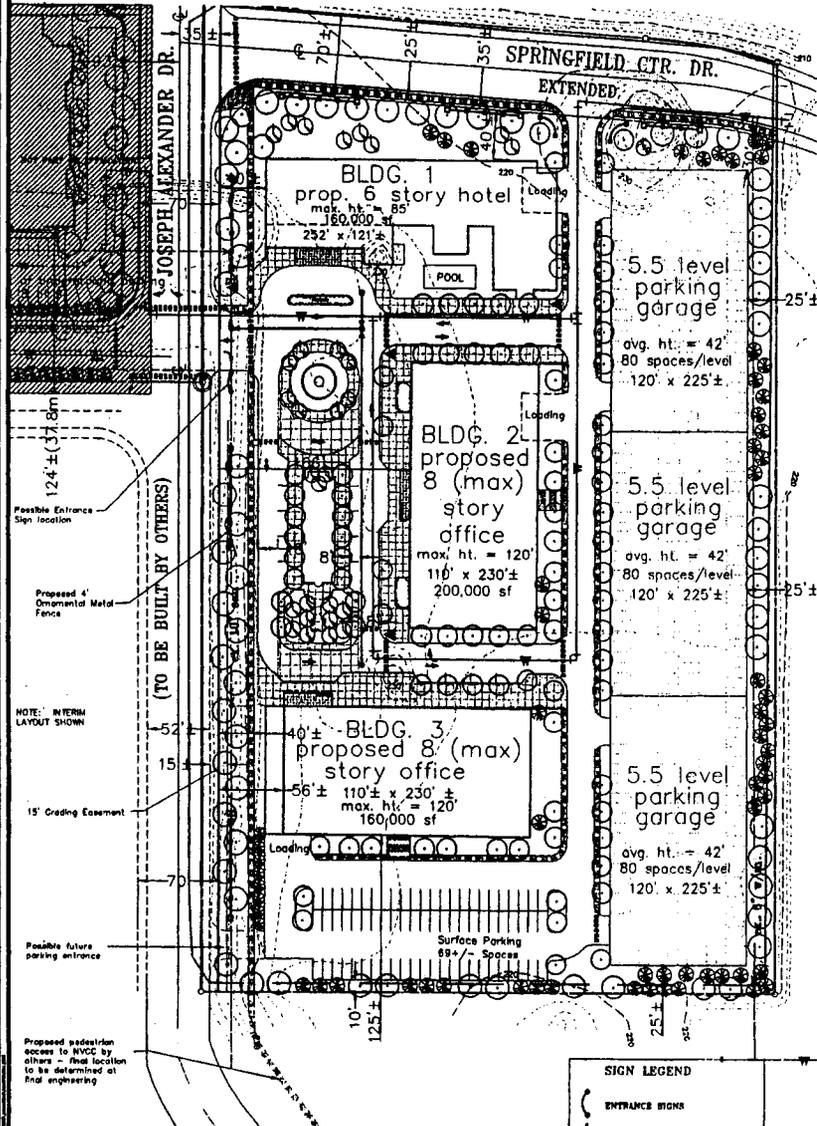
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 Designed By: JAC/08  
 Checked By: JAC/08  
 Date: 6/14/08  
 Rev: 8/20/08  
 Scale: 1"=100'  
 Plot Number: 2008-1-C-1-1  
 Project: Spring Hill Metro Center II  
 Sheet: 3 of 8  
 File Number: M-20708

© PROJECT/FILE: H:\PROJECTS\SPRINGHILL\SPRINGHILL.dwg, 08/14/08, 11:35:28 AM, 2008, LANDSCAPE ARCHITECTURE, JAC

**LEGEND:**

- EXISTING SANITARY SEWER
- PROPOSED SANITARY SEWER
- EXISTING WATER MAIN
- PROPOSED WATER MAIN
- PROPOSED LIMITS OF CLEARING AND GRADING
- PROPOSED FENCING LINE
- PROPOSED GROSSWALK
- PROPOSED SIDEWALK
- PROPOSED 4' ORNAMENTAL METAL FENCE
- PROPOSED SPECIAL PAVING
- SEE SHEET 9 OF 9 FOR LANDSCAPING DETAIL

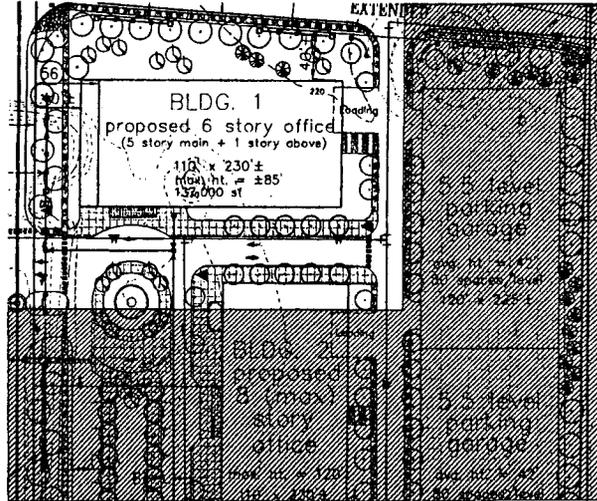
SEE ALTERNATE BUILDING FOOTPRINT LAYOUT THIS SHEET



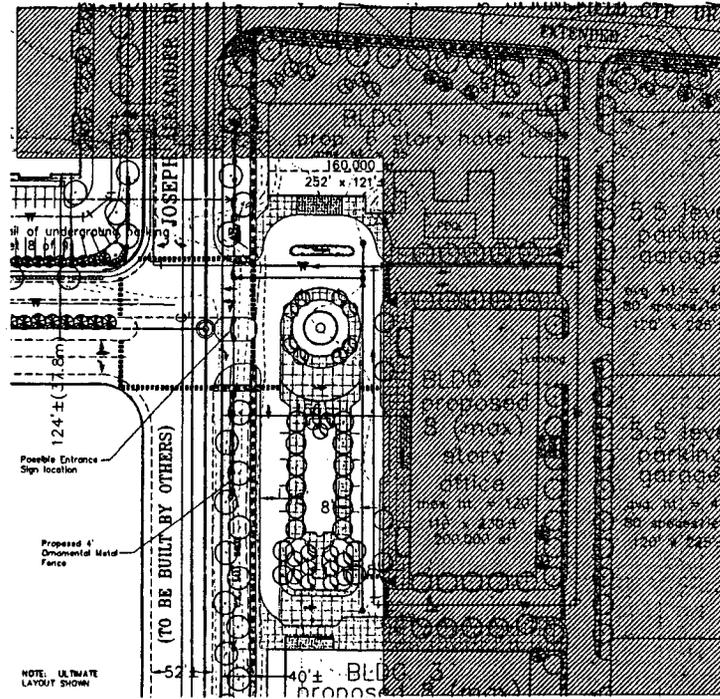
LAYOUT WITH INTERIM ENTRANCE DESIGN

**SIGN LEGEND**

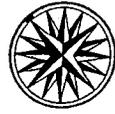
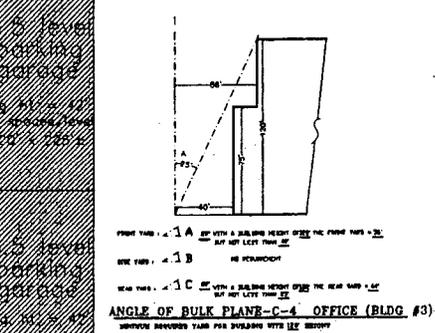
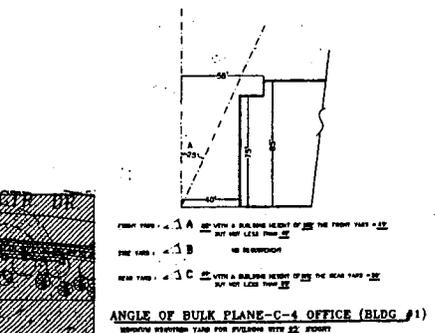
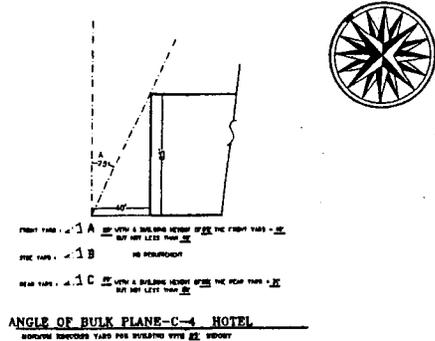
- ENTRANCE SIGNS
- BUILDING IDENTIFICATION SIGNS
- ON-SITE DIRECTORY SIGNS
- (SEE NOTE 11)



ALTERNATE FOOTPRINT LAYOUT



LAYOUT WITH ULTIMATE ENTRANCE DESIGN



wberry & Davis LLC  
 Registered Professional Engineer  
 License No. 0000000000  
 State of Illinois

GENERALIZED FORM PLAN / SPECIAL EXCEPTION PLAN  
 SPRINGFIELD METRO CENTER II

Rev. 5/14/02  
 Rev. 4/18/02  
 Rev. 2/21/02  
 Rev. 1/28/02  
 Rev. 1/4/02  
 Rev. 12/17/01  
 Rev. 1/14/01  
 Rev. 7/24/01  
 Rev. 4/18/01  
 Rev. 4/25/01

Drawn By: [Signature]  
 Designed By: [Signature]  
 Checked By: [Signature]  
 Title: [Signature]  
 Scale: 1"=50'  
 Plan Number: [Signature]  
 Sheet: 1-A  
 Project: [Signature]  
 Date: 4/16/02  
 4 of 9  
 The Number: M-0700





**LEGEND:**

- PROPOSED SIDEWALKS
- EXISTING TRAIL
- CROSSWALK



- Rev. 6/14/08
- Rev. 4/16/08
- Rev. 3/21/08
- Rev. 2/28/08
- Rev. 1/17/08
- Rev. 12/17/07
- Rev. 8/14/07
- Rev. 7/25/07
- Rev. 6/17/07
- Rev. 4/24/07

LANDBAY A

LANDBAY B

LANDBAY C

Existing Countryside Trail to Metro

Proposed Trail to Metro

PEDESTRIAN AND TRANSPORTATION IMPROVEMENTS PROPOSED IN AREA 91-E-054-3

U.S. OF A. PARR WAREHOUSE

**SIGN LEGEND**

- ENTRANCE SIGNS
- BUILDING IDENTIFICATION SIGNS
- ON-SITE DIRECTORY SIGNS

See note 5

BLDG 1  
proposed 6 story hotel

BLDG 2  
proposed 8 (max) story office

BLDG 3  
proposed 8 (max) story office

5.5 level parking garage

5.5 level parking garage

5.5 level parking garage

D:\PROJECTS\SPRINGFIELD\METRO\PH2\PH2\_C4\PH2\_C4\_P118.dwg Plot Date: 06/26/08 11:03:28 AM User: JMC/28





PERSPECTIVE

APRIL 18, 2001

KSI025A

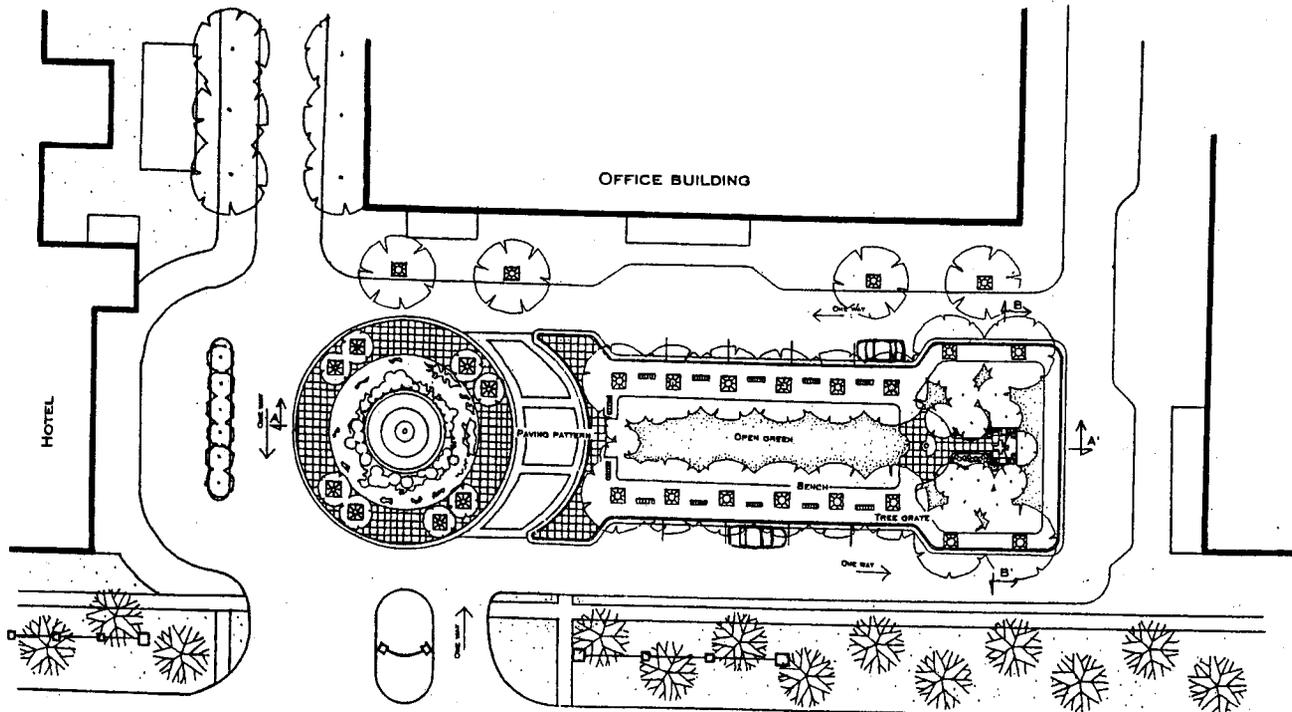
NOT TO SCALE  
FOR INFORMATION ONLY  
THIS DRAWING IS THE PROPERTY OF THE LESSARD ARCHITECTURAL GROUP INC. AND IS NOT TO BE REPRODUCED OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC OR MECHANICAL, WITHOUT THE WRITTEN PERMISSION OF THE LESSARD ARCHITECTURAL GROUP INC.

**KSI SERVICES**

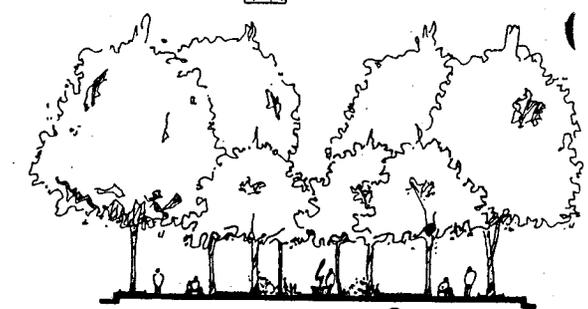
**SPRINGFIELD METRO**  
FAIRFAX COUNTY, VA

**THE LESSARD ARCHITECTURAL GROUP INC.**  
8803 Westwood Center Drive, Suite 400, Vienna, VA 22182  
703/780-6344 • fax 703/780-6328  
ARCHITECTURE • LAND PLANNING • INTERIOR DESIGN • ARCHITECTURAL ILLUSTRATIONS





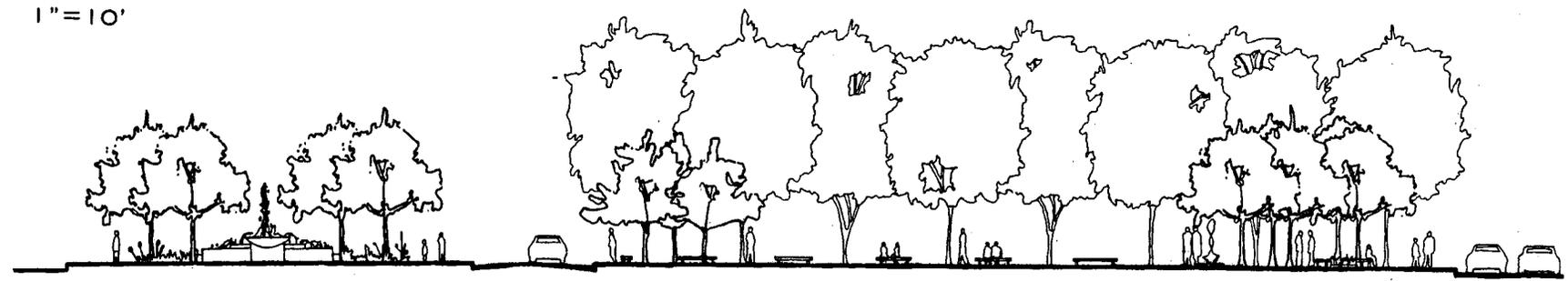
- LEGEND**
-  MAJOR DECIDUOUS STREET TREE
  -  MINOR DECIDUOUS STREET TREE  
\*TREE GRATE MAY BE UTILIZED WHEN NECESSARY
  -  ORNAMENTAL TREE  
\*TREE GRATE MAY BE UTILIZED WHEN NECESSARY
  -  MEDIUM DECIDUOUS SHRUB
  -  GROUND COVER/ SMALL FLOWERING SHRUB
  -  LAWN



**PLAN**  
1"=20'

**SECTION B**  
1"=10'

**SECTION A**  
1"=10'

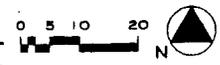


**SPRINGFIELD METRO CENTER II ————— COURTYARD**

FAIRFAX COUNTY, VA  
KSI.025A.00 FEBRUARY 25, 2002  
KSI SERVICES, INC.



**THE LESSARD ARCHITECTURAL GROUP INC.**  
8003 Westwood Corner Drive, Suite 400, Vienna, VA 22186 703/780-9344 Fax 703/780-9328



8 OF 9

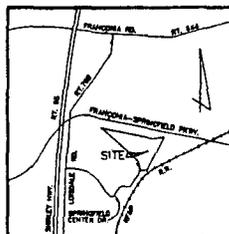
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# Franconia - Springfield Route METRO SECTION H-1

Category 4

## SPECIAL EXCEPTION AMENDMENT PLAT SEA 91-L-053-(4)



VICINITY MAP  
SCALE: 1" = 2,000'

December 19, 2000

Rev. March 21, 2002

### SHEET INDEX:

1. COVER SHEET / NOTES AND TABULATIONS
2. SPECIAL EXCEPTION AMENDMENT PLAT
3. EXISTING VEGETATION MAP
4. SPRINGFIELD METRO CENTER AREA ILLUSTRATIVE



**Dewberry & Davis LLC**  
A Dewberry Company

8401 Arlington Blvd.  
Fairfax, VA 22031  
(703) 646-0100 Fax (703) 646-0118

A-1

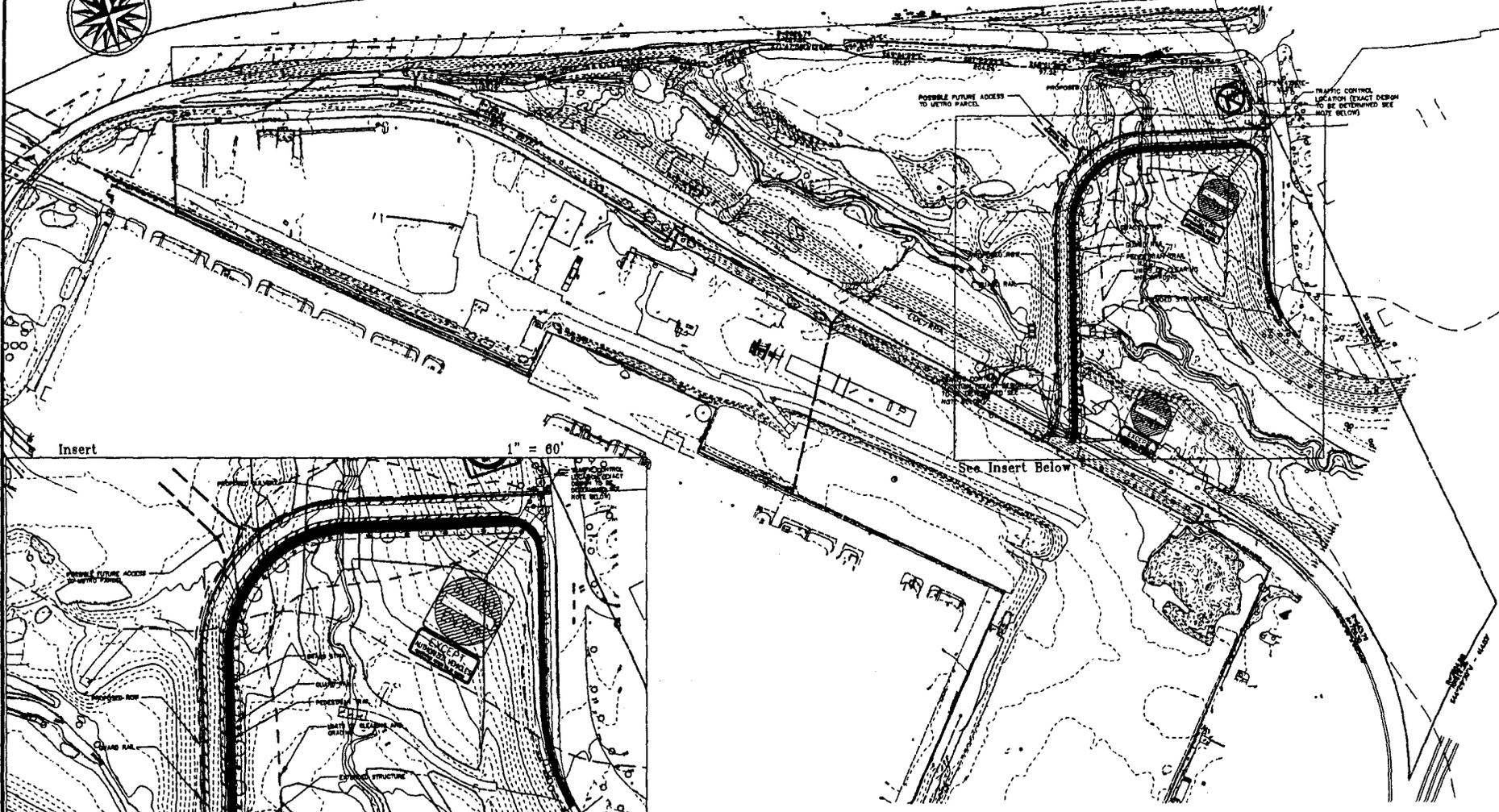
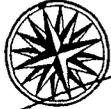
### NOTES:

1. THE PROPERTY THAT IS THE SUBJECT OF THIS SPECIAL EXCEPTION AMENDMENT (SEA) IS IDENTIFIED ON THE FAIRFAX COUNTY TAX MAP AS 90-2 (1) 40. THE LAND AREA CONSISTS OF APPROXIMATELY 26.12 ACRES AND IS IN THE 14 DISTRICT.
2. THE PURPOSE OF THIS SPECIAL EXCEPTION AMENDMENT IS TO REVISE THE SITE DESIGN TO PROVIDE AN ADDITIONAL ROAD/PEDESTRIAN CONNECTION TO THE JOE ALEXANDER FRANCONIA SPRINGFIELD TRANSPORTATION CENTER.
3. THE BOUNDARY INFORMATION SHOWN HEREON WAS PREPARED FROM EXISTING RECORDS. DEWBERRY & DAVIS ASSUMES NO RESPONSIBILITY FOR DESIGN OR CONSTRUCTION CHANGES CAUSED BY INACCURACIES IN SUCH INFORMATION.
4. THE TOPOGRAPHY INFORMATION SHOWN HEREON IS IN 1.64 FEET CONTOUR INTERVALS FROM A NOVEMBER 1998 AERIAL PHOTOGRAPHY.
5. A CONTIGUOUS SPECIAL EXCEPTION AMENDMENT (SEA-91-L-054-3) HAS BEEN FILED TO PERMIT A PORTION OF THESE IMPROVEMENTS TO BE LOCATED WITHIN A FLOODPLAIN.
6. THERE ARE CURRENTLY NO STRUCTURES ON THE SUBJECT PROPERTY OTHER THAN A ROADWAY, UTILITIES, AND A STORMWATER MANAGEMENT FACILITY AND WITH THE EXCEPTION OF THE PROPOSED ROADWAY, TRAFFIC CONTROL FACILITY, PEDESTRIAN CONNECTION, POSSIBLE EXTENSION OF THE EXISTING STORMWATER MANAGEMENT STRUCTURE, AND LIGHTING, NO ADDITIONAL STRUCTURES ARE BEING PROPOSED.
7. THE MINIMUM YARD REQUIREMENTS FOR THE 14 DISTRICT ARE AS FOLLOWS:
  - A. FRONT YARD: CONTROLLED BY A 45 DEGREE ANGLE OF BULK PLANE, BUT NOT LESS THAN 40 FEET.
  - B. SIDE YARD: NO REQUIREMENT.
  - C. REAR YARD: NO REQUIREMENT.
 THE ANGLE OF BULK PLANE IS NOT APPLICABLE FOR THIS APPLICATION.
8. THERE ARE NO PARKING SPACES BEING PROPOSED.
9. PUBLIC WATER AND SEWER IS NOT BEING PROPOSED AS PART OF THIS SPECIAL EXCEPTION AMENDMENT.
10. SIGNS AND TRAFFIC CONTROL DEVICES MAY BE CHANGED AS AGREED UPON BETWEEN FAIRFAX COUNTY AND THE WASHINGTON METROPOLITAN TRANSPORTATION AUTHORITY (WMATA).
11. A REGIONAL STORMWATER MANAGEMENT DRY POND CURRENTLY EXISTS ON THE SUBJECT PROPERTY.
12. THE APPROXIMATE LOCATION OF EXISTING ENVIRONMENTAL QUALITY CORRIDOR (EQC) AND RESOURCE PROTECTION AREAS ARE SHOWN HEREON.
13. THERE ARE NO EXISTING UTILITY EASEMENTS HAVING A WIDTH OF TWENTY-FIVE (25) FEET OR MORE.
14. THERE ARE NO COMPREHENSIVE PLAN IDENTIFIED TRAILS CONTIGUOUS TO THE SUBJECT PROPERTY.
15. TO THE BEST OF OUR KNOWLEDGE, THERE ARE NO GRAVES ON THE SUBJECT PROPERTY.
16. TO THE BEST OF OUR KNOWLEDGE, THERE ARE NO HAZARDOUS OR TOXIC SUBSTANCES, HAZARDOUS WASTE OR PETROLEUM PRODUCTS STORED ON THE SUBJECT PROPERTY. FURTHER, THE PROPOSED IMPROVEMENT WILL NOT GENERATE, UTILIZE, STORE, TREAT OR DISPOSE OF SUCH SUBSTANCES ON THE SUBJECT PROPERTY.
17. ALL LIMITS OF CLEARING AND GRADING ARE APPROXIMATE AND SUBJECT TO MINOR DEVIATIONS DUE TO FINAL ENGINEERING AND DESIGN.
18. TO THE BEST OF OUR KNOWLEDGE, THE PROPOSED DEVELOPMENT CONFORMS TO ALL CURRENT APPLICABLE AND DEVELOPMENT ORDINANCES, REGULATIONS AND ADOPTED STANDARDS.

METRO SECTION H-1  
SEA 91-L-053-(4)

SPECIAL EXCEPTION AMENDMENT

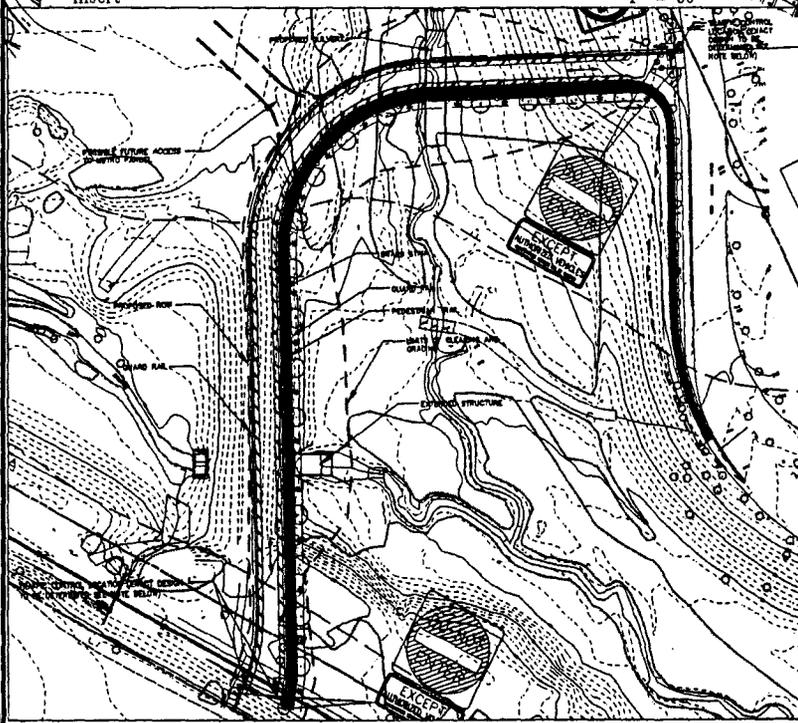
ATTACHMENT 6



Insert

1" = 60'

See Insert Below



Note:  
A traffic control device will be installed, restricting access, such that only authorized transit (multi passenger vehicles) will be permitted to enter from and exit onto Metro's station access road. Such controlled access to be coordinated with WMATA.

Legend

- - - - - EOC/RPA
- - - - - LIMITS OF CLEARING AND GRADING
- PROPOSED DECIDUOUS TREES (50'oc.)
- PROPOSED LIGHT POLES (50'oc.)
- ▨ PROPOSED STRIPED PULLOVER AREA
- ▬ SIDEWALK
- ▬ GUARD RAIL
- ▬ GRASS STRIP

REV. 3/21/02

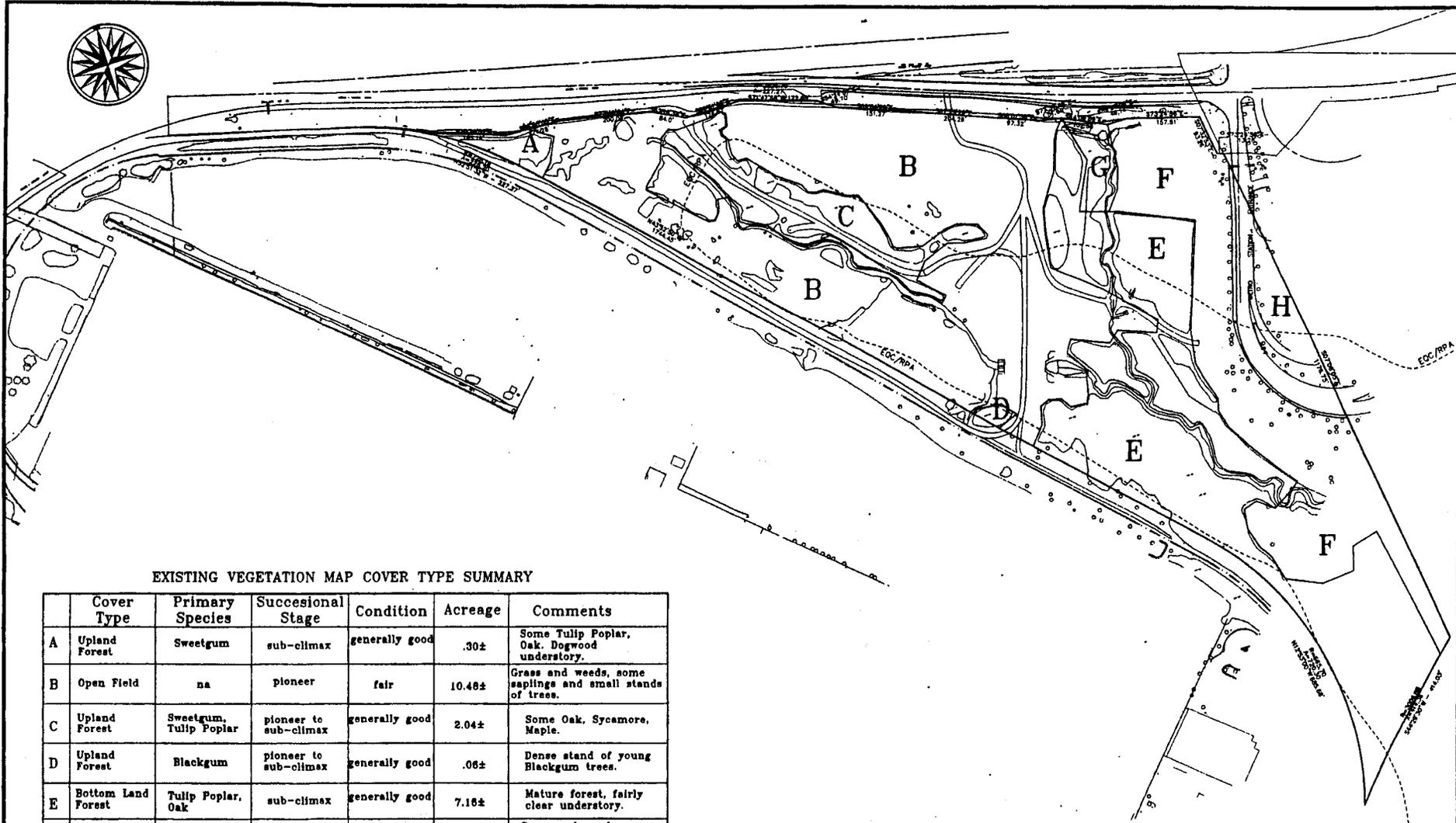


Dewberry & Davis LLC  
A Dewberry Company  
1400 Connecticut Avenue, N.W.  
Washington, D.C. 20004  
Tel: (202) 442-0912 Fax: (202) 442-0918

SEA 91-1-053-(4) Special Exception Amendment Plat  
Metro Section H-1 Category 4  
conia - Springfield Route

DRAWN BY	DSC
DESIGNED BY	M. STREIBER
CHECKED BY	LLM
DATE	12/19/00
SCALE	1" = 100'
PLAN NUMBER	
TORIS	
SHEET	2 of 4
FILE NUMBER	M-10101

ENGINEER'S SEAL & SIGNATURE



EXISTING VEGETATION MAP COVER TYPE SUMMARY

Cover Type	Primary Species	Successional Stage	Condition	Acreage	Comments
A Upland Forest	Sweetgum	sub-climax	generally good	.30±	Some Tulp Poplar, Oak, Dogwood understorey.
B Open Field	na	pioneer	fair	10.48±	Grass and weeds, some saplings and small stands of trees.
C Upland Forest	Sweetgum, Tulp Poplar	pioneer to sub-climax	generally good	2.04±	Some Oak, Sycamore, Maple.
D Upland Forest	Blackgum	pioneer to sub-climax	generally good	.06±	Dense stand of young Blackgum trees.
E Bottom Land Forest	Tulp Poplar, Oak	sub-climax	generally good	7.16±	Mature forest, fairly clear understorey.
F Open Field	na	pioneer	fair	4.43±	Grass and weeds, some saplings, some lawn maintained.
G Bottom Land Forest	Willow, Tulp Poplar	sub-climax	fair	.37±	Some Maple, Oak,
H Developed land	na	na	generally good	1.28±	Metro station entrance drive with ornamental plantings.
Total Acreage				26.12±	

Dewberry & Davis LLC  
 A Dewberry Company  
 10000 Spring Hill Road  
 Suite 100  
 Fairfax, VA 22031  
 Phone: (703) 548-0110  
 Fax: (703) 548-0118

Existing Vegetation Map  
 Metro Section H-1 Category 4  
 Franconia - Springfield Route

SEA 91-L-053-(4)  
 DRAWN BY DSC  
 CHECKED BY LAM  
 DATE 12/19/00  
 SCALE 1" = 100'  
 FILE NUMBER M-10100

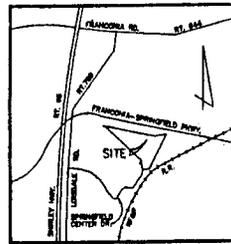


REV. 3/28/02



Franconia - Springfield Route  
**METRO SECTION H-1**  
 Category 6

**SPECIAL EXCEPTION AMENDMENT PLAT**  
**SEA 91-L-054-(3)**



VICINITY MAP  
 SCALE: 1" = 2,000'

December 19, 2000  
 Rev. March 21, 2002

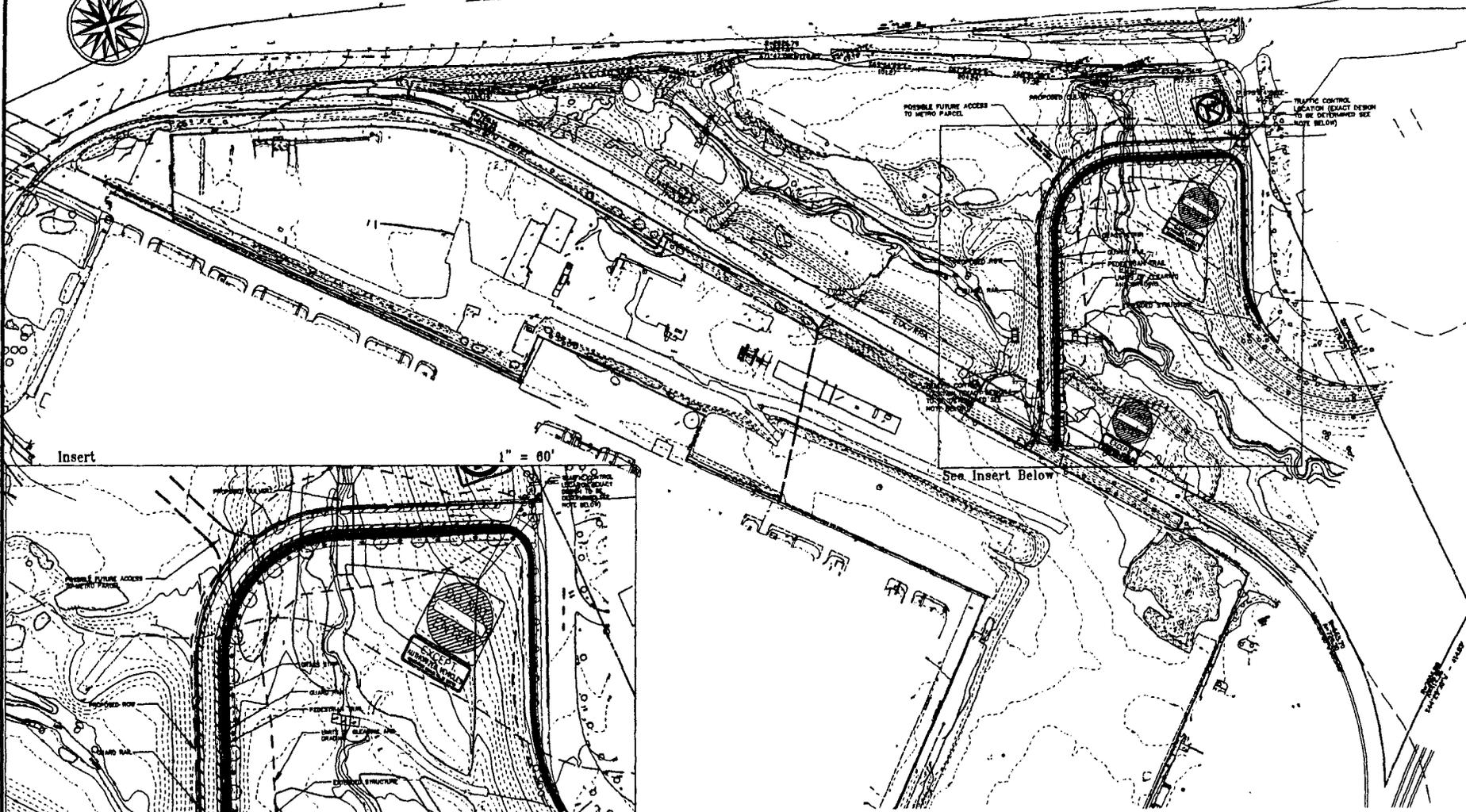
- NOTES:
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**SHEET INDEX:**

- COVER SHEET / NOTES AND TABULATIONS
- Special Exception Amendment Plat
- Existing Vegetation Map
- Springfield Metro Center Area Illustrative

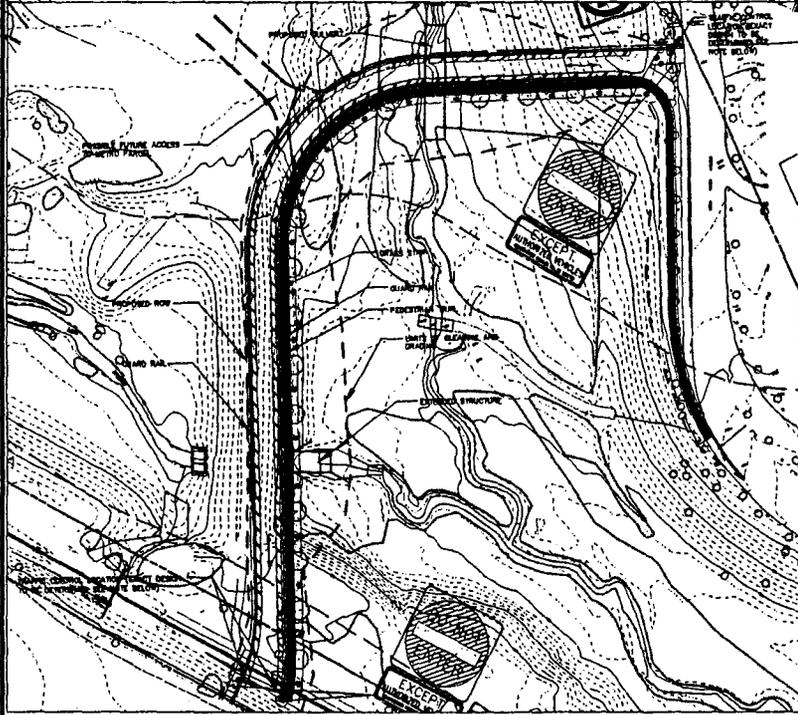


**Dewberry & Davis LLC** Engineer  
 A Dewberry Company Surveyor  
 8001 ARDENWOOD DRIVE Professional Engineer  
 FARMERSVILLE, VA 22031  
 (703) 648-0100 Fax (703) 648-0110



Insert

1" = 60'



Note:  
A traffic control device will be installed, restricting access, such that only authorized transit (multi passenger vehicles) will be permitted to enter from and exit onto Metro's station access road. Such controlled access to be coordinated with WMATA.

Legend

- EGC/RPA
- LIMITS OF CLEARING AND GRADING
- PROPOSED DECIDUOUS TREES (50'oc.)
- PROPOSED LIGHT POLES (50'oc.)
- PROPOSED STRIPED PULLOVER AREA
- SIDEWALK
- GUARD RAIL
- GRASS STRIP

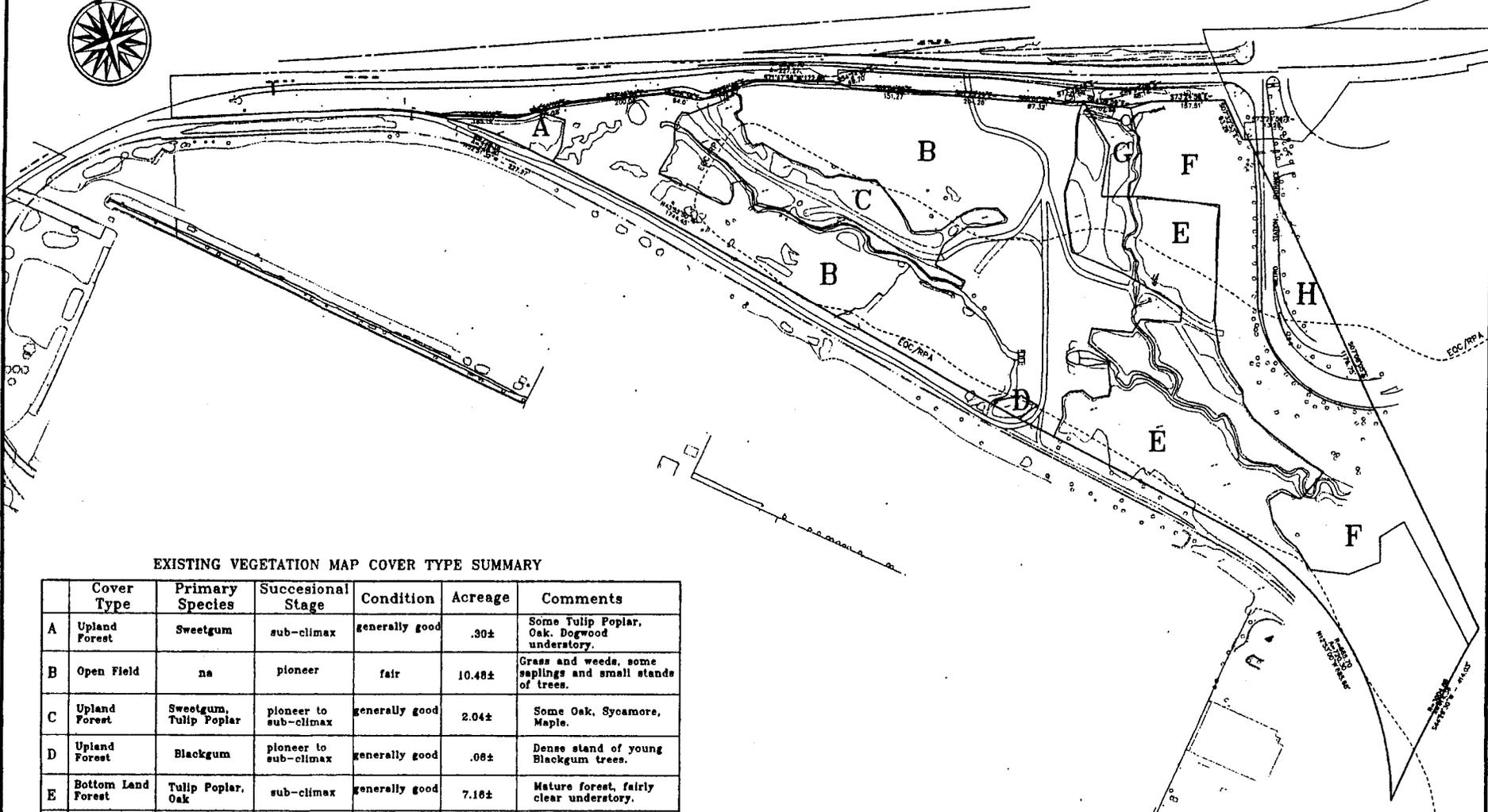
REV. 3/21/02



**Dewberry & Davis LLC**  
A Dewberry Company  
1100 North 17th Street  
Falls Church, VA 22041  
Tel: (703) 441-1000 Fax: (703) 441-0818

Special Exception Amendment Plat  
**Metro Section H-1 Category 6**  
ania - Springfield Route

SEA 91-L-004-(3)  
DRAWN BY: DSC  
CHECKED BY: LAM  
DATE: 12/10/00  
SCALE: 1" = 100'  
FILE NUMBER: M-10101  
PAGE: 2 of 4



EXISTING VEGETATION MAP COVER TYPE SUMMARY

	Cover Type	Primary Species	Successional Stage	Condition	Acreage	Comments
A	Upland Forest	Sweetgum	sub-climax	generally good	.30±	Some Tulip Poplar, Oak, Dogwood understory.
B	Open Field	na	pioneer	fair	10.48±	Grass and weeds, some saplings and small stands of trees.
C	Upland Forest	Sweetgum, Tulip Poplar	pioneer to sub-climax	generally good	2.04±	Some Oak, Sycamore, Maple.
D	Upland Forest	Blackgum	pioneer to sub-climax	generally good	.08±	Dense stand of young Blackgum trees.
E	Bottom Land Forest	Tulip Poplar, Oak	sub-climax	generally good	7.18±	Mature forest, fairly clear understory.
F	Open Field	na	pioneer	fair	4.43±	Grass and weeds, some saplings, some lawn maintained.
G	Bottom Land Forest	Willow, Tulip Poplar	sub-climax	fair	.37±	Some Maple, Oak,
H	Developed land	na	na	generally good	1.28±	Metro station entrance drive with ornamental plantings.
Total Acreage					26.12±	

Professional Landscaper  
 Landscape Architecture  
**Dewberry & Davis LLC**  
 A Dewberry Company  
 12001  
 4100  
 444-9118

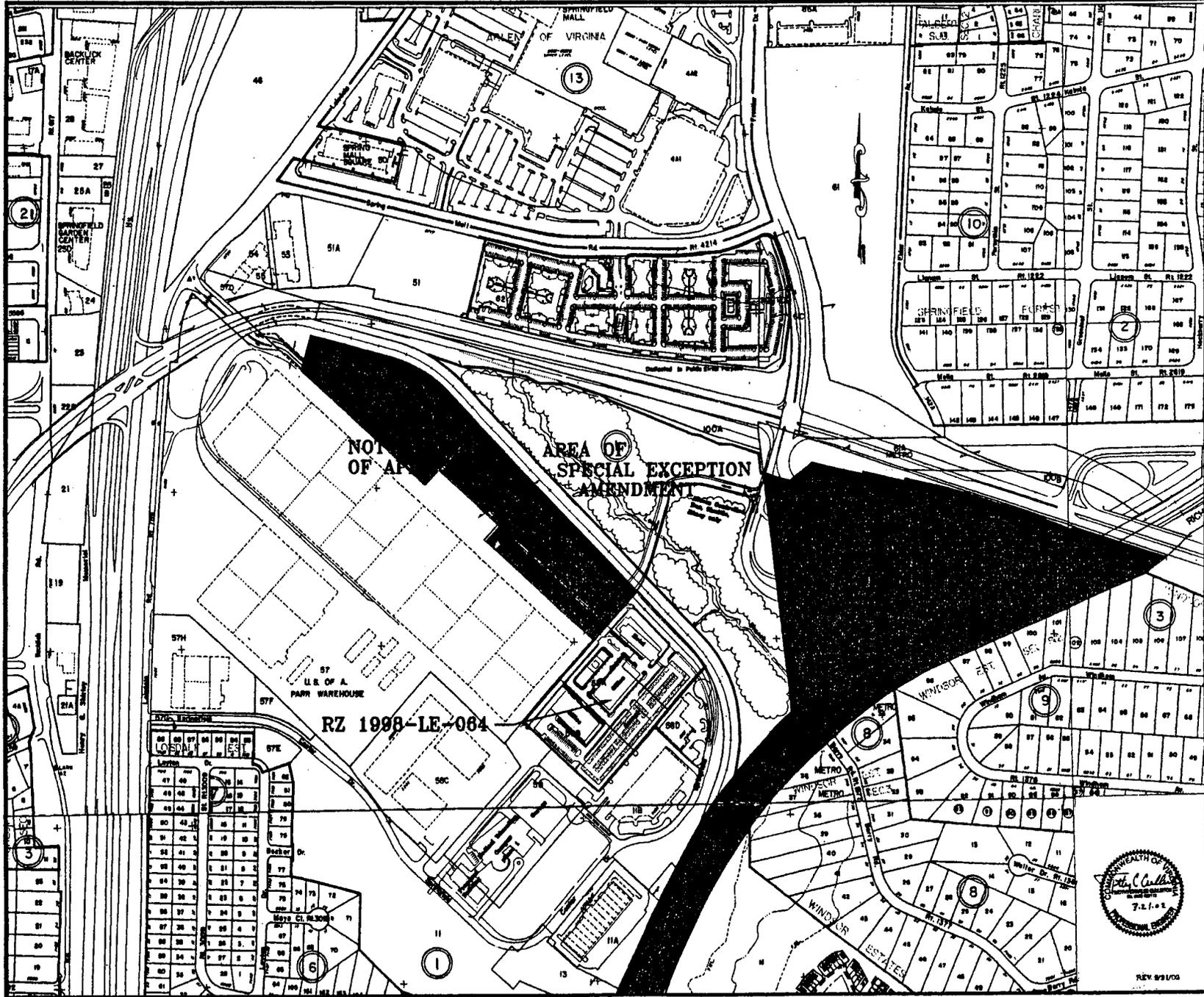
Existing Vegetation Map  
**Metro Section H-1 Category 6**  
 Franconia - Springfield Route

SEA 91-L-004-(3)  
 DRAWN BY DSC  
 CHECKED BY LAM  
 DATE 12/19/00  
 SCALE 1" = 100'  
 PLAN NUMBER  
 SHEET 3 of 4  
 FILE NUMBER M-10101



PROPERTY SEAL & SIGNATURE

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**Dewberry & Davis L.L.C.**  
A Dewberry Company  
10000 N. 10th Street  
Suite 1000  
Phoenix, AZ 85020  
Tel: (602) 998-0000  
Fax: (602) 998-0118

**SPRINGFIELD METRO CENTER  
AREA ILLUSTRATIVE**

DATE BY	12/19/00
DESIGNED BY	12/19/00
PROJECT NO.	12/19/00
DATE	12/19/00
SHEET	N.T.S.
FILE NUMBER	
TITLE	
PROJECT	4 of 4
FILE NUMBER	N-1014



REV 02/00

January 2, 2003

Mr. Edward Camden  
Director of Facilities Planning and Support Services  
Northern Virginia Community College  
8333 Little River Turnpike  
Annandale, Virginia 22003

**Re: Sharing of Operational Costs for Shuttle Bus Service**

Dear Mr. Camden:

The purpose of this letter is to set forth an agreement by which Northern Virginia Community College ("NVCC") and Springfield East, L.C. ("SELC") can provide for a Metro shuttle bus service that will meet the needs of NVCC's Springfield Campus (Tax Map 90-4 ((1)) Parcels 11C and 11D) and the commercial and residential uses on SELC's property (Tax Map 90-2 ((1)) Parcels 56, 58A, 58B, 59A and 59B).

We propose that the cost to provide the shuttle service be divided according to the following terms:

1. SELC will be responsible for the cost of providing the service between the hours of 6:30 a.m. to 9:00 a.m. and 4:00 p.m. to 7:00 p.m. excluding Saturdays, Sundays and national holidays (the "SELC Operational Period").
2. NVCC will be responsible for the costs of operating the shuttle service at all times that NVCC elects to provide the service that are not within SELC's Operational Period (the "NVCC Operational Period").
3. Each shuttle service trip will stop at all of the route stops that NVCC and SELC agree upon. The service will be available to all interested passengers. No fees will be charged to the passengers, nor will identification be required.
4. Annually, or at some other time frame to which we may mutually agree, SELC will obtain a contract with a shuttle service operator to provide the shuttle service for the time frame agreed upon by NVCC and SELC. The contract will break down and differentiate the cost of providing the shuttle service for the SELC Operational Period and the cost of providing the service for the NVCC period. Service contracts will be subject to the review and written approval of NVCC and SELC.
5. A monthly invoice, differentiating the SELC service and the NVCC service will be rendered by the service provider to NVCC. At the same time, the service provider shall send a copy of the invoice to SELC. NVCC will pay the service



Mr. Edward Camden  
January 2, 2003  
Page 3

SEEN AND AGREED UPON:

NORTHERN VIRGINIA COMMUNITY COLLEGE

By: *E. Camden*  
Title: *Director of Faculty Planning*  
Date: *1/3/03*

## AGREEMENT

THIS AGREEMENT (the "Agreement") is made and entered into as of the 10<sup>th</sup> day of February, 2003, by and between SPRINGFIELD INDUSTRIAL PARK PARTNERSHIP, a Virginia general partnership ("Owner") (Grantor); the UNITED STATES OF AMERICA, acting by and through the Administrator of General Services and authorized representatives, under and pursuant to the powers and authorities contained in 40 U.S.C. § 319 ("GSA") (Grantee).

RECITALS

A. WHEREAS, the Owner is the owner of certain real property situated in Fairfax County, Virginia (the "County"), with Tax Map Numbers 90-4 (1) Parcels 11 & 13 (the "Springfield Property"), as shown on the exhibit plat attached hereto and incorporated herein by this reference (RPA-4945), dated January 30, 2002, entitled "Plat Showing Ingress-Egress Easement Thru the Property of SPRINGFIELD INDUSTRIAL PARK PARTNERSHIP," and prepared by Dewberry & Davis of Fairfax, Virginia (the "Plat"), having acquired the Springfield Property by deed recorded in Deed Book 5381 at Page 237, among the land records of Fairfax County, Virginia; and

B. WHEREAS, GSA is the fee simple owner of certain real property located adjacent to the Springfield Property and identified on County Tax Map 90-2 (1) as Parcel 57, consisting of approximately 70 acres (the "GSA Property") having acquired the GSA Property by deed recorded in Deed Book 2568 at Page 203 among the Land Records.

C. WHEREAS, the Springfield Property and the GSA Property are not subject to the lien of any Deed of Trust; and

D. WHEREAS, it is the desire and intent of the Owner to grant and convey unto GSA the ingress-egress easement to benefit the GSA Property in the location as shown on the Plat;

NOW THEREFORE, in consideration of the premises and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Owner does hereby grant and convey unto GSA, its successors and assigns, a perpetual, non-exclusive Ingress-Egress Easement over and across the Springfield Property for the purpose of ingress to and egress from the GSA Property, in the location as being more particularly bounded and described on the Plat, a portion of which is improved with a private roadway known as Springfield Center Drive, subject to the following terms and conditions:

1. All streets, service drives, trails, sidewalks and driveways and all appurtenant facilities previously or hereafter installed in the easement shall be and remain the property of the Owner, its successor and assigns, and Owner shall properly maintain the facilities within the easement provided, however, that GSA shall properly maintain any facilities which are constructed and installed by GSA within the portion of the easement located between the existing roadway and the boundary of the GSA Property as shown on the Plat.

2. The Owner, at its sole cost and expense, shall be responsible for the maintenance, repair and replacement of Springfield Center Drive, and GSA shall have no such obligations with respect thereto.

3. GSA and its tenants, invitees and agents shall have full, free and uninterrupted use of the easement for the purposes named, and shall have all rights and privileges reasonably necessary to the exercise of the easement, including the right to perform such repairs and maintenance as GSA may be required to perform as provided in Paragraph 1 above.

4. In the event that the fee simple interest in the GSA Property is acquired by a private owner, the new owner shall be responsible for payment of a portion of the costs (the "Maintenance Contribution") incurred by the Owner to maintain Springfield Center Drive, including repair, replacement and resurfacing of paved area. New ownership shall be considered

effective with a recorded change in title and the approval by all appropriate governmental authorities of a site plan for the GSA Property prepared in association with a rezoning application. The Maintenance Contribution shall be paid on an annual basis within thirty (30) days after receipt by the new owner of the GSA Property of an invoice from the Owner together with supporting documentation, including copies of the invoices sent to all other property owners served by Springfield Center Drive and any other supporting documentation that shall be reasonably requested; payment will not be made until satisfactory documentation is made. The amount of the Maintenance Contribution shall be a pro rata contribution calculated by multiplying the total costs incurred by Owner in performing maintenance on Springfield Center Drive during the twelve month period immediately preceding the invoice, by a fraction the numerator of which is the number of parking spaces located on the GSA Property as determined by approved site plans on file with Fairfax County and the denominator of which is the total number of parking spaces located on all of the properties served by Springfield Center Drive, also determined by approved site plans for such properties.

5. The Owner agrees that if the appropriate governmental authorities of the County or any other appropriate governmental authorities require, that an easement for ingress-egress for County emergency, maintenance and police vehicles or for public access or other similar easement is required over and across the area covered by the easement granted herein, then the Owner, to the extent that such an easement has not been previously granted to the County, agrees to promptly execute any document necessary to grant any such easement on the standard County (or other appropriate governmental authority) form and cause any lender holding a lien on the Property (and the applicable trustees), if any, to execute any such document in order to subordinate its lien to such easement.

6. The Owner and GSA agree that the agreements and covenants stated in paragraphs 1, 2, 3 and 4 above are not covenants personal to the Owner and GSA but are covenants running with the land, which are and shall inure to the benefit of, and be binding upon, the Owner and GSA and their respective successors and assigns, as owner of the Springfield Property and the GSA Property, respectively.

7. The foregoing easement shall automatically terminate and become null and void, without further action by any party benefited by the easement, at such time as the easement area, or any portion thereof, is dedicated to Fairfax County for public street purposes. If only a portion of the easement area is dedicated for public street purposes, then the easement shall automatically terminate only as to the portion so dedicated and the remainder of the easement shall remain in full force and effect until such time as all of the easement area or additional portions of the easement area, as applicable, are dedicated for public street purposes.

8. This Agreement, including all Exhibits attached hereto, contains the full and final agreement between the parties hereto with respect to the subject matter hereof. The parties hereto shall not be bound by any terms, conditions, statements, or provisions not contained herein. This Agreement shall not be amended or changed except by written instrument signed by all parties hereto.

9. This Agreement shall become effective as of the latest of the dates of execution by all signatories set forth below, and the effective date of this Agreement shall be inserted on Page 1 hereof.

10. The persons signing this Agreement in a representative capacity warrant that they are duly authorized to do so.

11. This Agreement shall be governed by the Federal laws of the United States of America, and if such laws are not applicable to the issue in question, then this Agreement shall be governed by the laws of the Commonwealth of Virginia.

12. If any term, covenant, or condition of this Agreement or the application thereof to any person or circumstance shall to any extent be invalid or unenforceable, then the remainder of this Agreement or the application of such term, covenant, or condition to any other person or circumstance shall not be affected thereby, and each such term, covenant, and condition shall be valid and enforceable to the fullest extent permitted by law.

13. This Agreement may be signed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

The agreements and covenants stated herein are not covenants personal to the parties but are covenants running with the land, which are and shall be binding upon GSA, Springfield and their respective successors and assigns, as owners of the GSA Property and the Springfield Property.

IN WITNESS WHEREOF, the UNITED STATES OF AMERICA, acting by and through the Administrator of General Services and authorized representatives, has, on this 10<sup>th</sup> day of February, 2003, caused this Agreement to be signed by Anthony F. Costa, its Asst Regional Administrator, Public Buildings Service, National Capital Region, and attested to by David Jacobs, its Asst Manager, and hereby acknowledges this Agreement to be the act and deed of the UNITED STATES OF AMERICA, and to deliver the same as such.

IN WITNESS WHEREOF, SPRINGFIELD INDUSTRIAL PARK PARTNERSHIP has,

on this 22 day of Jan, 2003, caused this Agreement to be signed in its name by  
*RAJA: ZUMOT for*

*METRO CENT L.L.C.*, as *General Partner* of SPRINGFIELD INDUSTRIAL

PARK PARTNERSHIP and hereby constitutes and appoints \_\_\_\_\_ as

its true and lawful attorney-in-fact, for and in its name to acknowledge this Agreement to be the

act and deed of SPRINGFIELD INDUSTRIAL PARK PARTNERSHIP, and to deliver the same

as such.

GSA:

ATTEST:

UNITED STATES OF AMERICA,  
ACTING BY AND THROUGH THE  
ADMINISTRATOR OF GENERAL SERVICES

[Signature]  
DAVID S. [unclear]

By: [Signature]  
Assistant Regional Administrator

Its: \_\_\_\_\_  
\_\_\_\_\_, hereunto duly authorized

DISTRICT OF COLUMBIA, SS:

I, Cindy L. Fish, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Anthony E. Costa, who is named as attorney in fact for Assistant Regional Administrator, GSA in the foregoing instrument dated February 10, 2003, personally appeared before me in the aforesaid jurisdiction, Anthony E. Costa being personally well known to me as the person named as attorney in fact in the foregoing instrument, and by virtue of the power and authority vested in him/her by the Assistant Regional Administrator, GSA acknowledged the foregoing instrument to be the act and deed of the General Services Administration and Administration, and delivered the same as such.

Subscribed and sworn to before me on February 10, 2003.

Cindy L. Fish [SEAL]  
Notary Public

My commission expires: \_\_\_\_\_

CINDY L. FISH  
NOTARY PUBLIC DISTRICT OF COLUMBIA  
My Commission Expires June 14, 2007

ATTEST:

[Signature]

SPRINGFIELD INDUSTRIAL PARK PARTNERSHIP

Rajai Zumar Executive officer of metro center LLC. B. Z

Its: General Partner, hereunto duly authorized

COMMONWEALTH OF VIRGINIA  
COUNTY OF FAIRFAX,

to-wit:

The foregoing instrument was acknowledged before me this 22 day of January, 2003, in the aforesaid jurisdiction by \_\_\_\_\_ as General Partner of Springfield Industrial Park Partnership on behalf of the partnership.

[Signature]  
Notary Public

My commission expires: 6-30-2004

**MAINTENANCE AGREEMENT**

THIS AGREEMENT, made this \_\_\_\_\_ day of \_\_\_\_\_, 2003, by and between SPRINGFIELD EAST, L.C., a \_\_\_\_\_, hereinafter called "Developer," and the Board of Supervisors of Fairfax County, Virginia, hereinafter called "County;"

**RECITALS:**

1. The Developer is the applicant in Special Exception Applications filed with Fairfax County (SEA 91-L-053-4 and SEA 91-L-054-3).
2. The purpose of these applications is to obtain approval to construct a private road and appurtenant facilities ("Metro Access Road") connecting Springfield Center Drive extended with the Joe Alexander Transportation Center ("Metro Station") so that shuttle bus, bicycle and pedestrian access can be provided between an area known as Land Unit D and the Metro Station. The area known as Land Unit D and the Metro Access Road connecting link between Springfield Center Drive and the Metro Station are more specifically described in a plat entitled, "Exhibit Showing Metro Access Road Connection between Land Unit D and the Metro Station," prepared by Dewberry & Davis, dated \_\_\_\_\_, which is attached hereto and incorporated herein by reference.
3. Pursuant to the proffers in Fairfax County Rezoning RZ 1998-LE-064, the Developer has agreed to construct said Metro Access Road and to provide maintenance of said road until such time as an entity comprised of property owners/tenants within Land Unit D assumes responsibility therefore, as provided therein.
4. County desires to ensure adequate maintenance of said Metro Access Road by the Developer and that adequate funds are provided to secure maintenance work by the County in

the event that the Developer fails to properly perform the maintenance duties provided herein and the County elects to implement maintenance measures for public safety.

NOW, THEREFORE, for and in consideration of the foregoing premises and other valuable consideration, the receipt whereof is hereby acknowledged, the parties agree as follows:

1. At all times, the Developer shall undertake to maintain the Metro Access Road, grounds and all facilities constructed thereon, in an attractive condition and in good, safe working order. The Developer's maintenance will include, but not be limited to, annual inspection of the Metro Access Road, sidewalks, and bike paths for cracks and uneven or loose surfaces, and the plowing of snow and the treatment of ice. If such inspection finds loose sections of pavement or concrete, the Developer will replace such loose sections. If such inspection finds pavement cracks of 0.25" or wider, the Developer will fill and seal such cracks. If such inspection finds elevation differences of 0.375" or more in adjacent surfaces of sidewalks or bike paths, the Developer will level such elevation differentials by removing and replacing materials.

2. The Developer's maintenance obligations under this Agreement shall be secured by a cash escrow deposited by the Developer with the County. Prior to the issuance of the first Non-RUP for occupied space in the first building on the property which is the subject of RZ 1998-LE-064, the Developer shall deposit with the County, the sum of \$25,000 under and subject to the terms of this Agreement. The sum deposited under this Agreement shall be placed by the County into an interest-bearing account so that interest may accrue and may be used by the County for the purposes set forth in this Agreement. The purpose of the cash escrow shall be to provide payment to the County for expenditures incurred by the County to provide maintenance because of the Developer's failure to provide maintenance as required herein.

3. In the event that adequate maintenance measures pertaining to the plowing of snow and the treatment of ice are not timely performed by the Developer, the County shall give the Developer forty-eight (48) hours notice of violation of this Agreement specifying the violations and giving the Developer an opportunity to cure the violations, and upon failure of the Developer to cure the violations within said forty-eight (48) hour period, the County is hereby entitled, but not obligated, to enter upon the Metro Access Road, with the Washington Metropolitan Area Transit Authority's ("WMATA") permission, and accomplish such maintenance measures as are specified in the notice of violation, in order to insure that the Metro Access Road is maintained in a safe condition for travel.

4. In the event that adequate maintenance measures as defined in Paragraph 1, above (other than the plowing of snow or the treatment of ice), are not timely performed by the Developer, the County shall give the Developer forty-five (45) days written notice of violation of this Agreement specifying the violations and giving the Developer an opportunity to cure the violations, and upon failure of the Developer to cure the violations within said forty-five (45) day period, the County is hereby entitled, but not obligated, to enter upon the Metro Access Road, with WMATA's permission, and accomplish such maintenance measures as are specified in the notice of violation, in order to insure that the Metro Access Road is maintained in a safe condition for travel.

5. In the event the County performs work of any nature, including labor, use of equipment, and materials under the provisions of Paragraph 3 or 4 above, either by use of public forces or by private contract, the County is hereby authorized to draw upon the cash escrow to pay for such work.

6. In the event any sums herewith deposited or accrued in escrow are used by the County pursuant to this Agreement, the Developer agrees to deposit within ten (10) business days written notice by the County of such use, an amount sufficient to restore the cash escrow to its original balance.

7. Notices. All notices, demands and requests required or permitted to be given under the provisions of this Agreement shall be in writing and shall be deemed to have been duly delivered and received (a) on the date of personal delivery or transmission by facsimile; (b) on the date of receipt (as shown on the return receipt) if mailed by registered or certified mail, postage prepaid and return receipt requested; or (c) on the next business day after delivery to a common carrier that guarantees delivery on the next business day if the conditions to the carrier's guaranty are complied with, in each case addressed in the following manner:

If to the Developer:

Mr. Edward S. Byrne  
Vice President, Planning & Acquisitions  
KSI Services, Inc.  
8081 Wolftrap Road, #100  
Vienna, Virginia 22182

If to the County:

or to any other or additional persons and addresses as the parties may from time to time designate in a writing delivered in accordance with this paragraph.

8. Miscellaneous.

a) Severability. Any provision of this Agreement that is determined by competent authority to be prohibited or unenforceable in any jurisdiction shall, as to that jurisdiction, be ineffective to the extent of the prohibition or unenforceability without

invalidating the remaining provisions hereof, and its prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable the same provision in any other jurisdiction. It is expressly understood, however, that the parties hereto intend every provision of this Agreement to be valid and enforceable and hereby knowingly waive all rights to object to any provision of this Agreement.

b) Successors and Assigns. This Agreement shall be binding upon and inure solely to the benefit of the parties hereto and their respective successors and assigns, and shall not be enforceable by or inure to the benefit of any third party. No party may assign any of its rights or obligations under this Agreement without the written consent of the other parties. The Developer may assign its obligations under this Agreement to an entity comprised of property owners and/or tenants within Land Unit D subject to County's approval, which approval may not be unreasonably withheld. In the alternative, this Maintenance Agreement and the obligations specified herein may be superseded by a subsequent maintenance agreement with an entity comprised of property owners/tenants of Land Unit D, subject to the County's approval, which approval may not be unreasonably withheld. Upon execution of such subsequent maintenance agreement by the County, the then existing balance in the escrow account, including any accrued interest, shall be returned by the County to the Developer.

c) Amendments. This Agreement may only be modified or terminated by a writing signed by all parties hereto, and no waiver hereunder shall be effective unless embodied in a writing signed by the party to be charged.

IN WITNESS WHEREOF, Springfield East, L.C. has duly executed this Agreement as of the day and year first above written.

**DEVELOPER:**

**SPRINGFIELD EAST, L.C.**

**By: KSI America, L.P., its sole member**

**By: KSI Services/America LLC, its general partner**

**By: KSI Services, Inc., its managing member**

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

**Its: \_\_\_\_\_**

IN WITNESS whereof, the Board has caused this Agreement to be executed on its behalf:

**BOARD OF SUPERVISORS OF FAIRFAX COUNTY,  
VIRGINIA**

**By: \_\_\_\_\_  
Anthony H. Griffin, County Executive**

## PROFFERS

**RZ 1998-LE-064  
 SPRINGFIELD EAST, L.C.  
 SPRINGFIELD METRO CENTER (PHASE II)**

**February 7, 2003**

Pursuant to Section 15-2.2303A of the 1950 Code of Virginia, as amended, the undersigned applicant and owner, for themselves and their successors or assigns (hereinafter referred to as "Applicant"), hereby proffer the following conditions provided the ~~Board of Supervisors approves SEA 91-L-053-4, SEA 91-L-054-3 and SE 01-L-020, and~~ the Property is rezoned to the C-4 District as proffered herein.

1. **Generalized Development Plan.** Subject to the provisions of Section 18-204 of the Zoning Ordinance, the Subject Property shall be developed in substantial conformance with the Generalized Development Plan/Special Exception Plat ("GDP/SE Plat"), entitled "Springfield Metro Center II," prepared by Dewberry & Davis, revised and last dated May 14, 2002.
2. **Joe Alexander Drive.** Prior to the issuance of the first Non-Residential Use Permit ("Non-RUP") for occupied office/hotel floor area, i.e., not the building shell ("Occupied Space") in the first building on the Subject Property, ~~Joseph~~ Joe Alexander Drive, from Metropolitan Center Drive northward to the Metro Access Road, shall be constructed as shown on the GDP/~~SE~~ SEPSE Plat and open for public use. For purposes of these proffers, "open for public use" shall mean that the committed road improvement is open to public traffic, whether or not accepted into the state system.
3. **Metro Access Road.** The purpose of the Metro Access Road is to provide access to and from the Joe Alexander Transportation Center for residents, occupants, visitors and invitees within the area described herein as "Land Unit D." Land Unit D and the Metro Access Road link between Springfield Center Drive and the Metro Station are more specifically described on a map entitled "Springfield Metro Center II," which is attached hereto as Exhibit A and incorporated herein by reference.
  - a. **Construction.** The Applicant shall obtain a construction permit for the Metro Access Road prior to, or at the same time as, the issuance of the building permit for the first building on the Subject Property. Prior to the issuance of the first Non-RUP for Occupied Space in the first building on the Subject Property, the Metro Access Road, linking development on the Subject Property with the ~~Joseph~~ Joe Alexander Transportation Center, shall be constructed and available for use to provide private and/or public shuttle bus, transit and pedestrian access between the Subject Property and the Transportation Center. Said Access Road shall have a road bed designed and constructed ~~to meet VDOT~~ in accordance with the standards of the Fairfax County Public Facilities Manual for a Category II road as determined by the Department of

~~Public Works and Environmental Services (“DPWES”). In the event that the Applicant builds the Metro Access Road per County and WMATA approved engineering plans, but is prevented by circumstances beyond its control from opening the road to shuttle service as envisioned by these proffers, this situation shall not delay the issuance of the first Non-RUP referenced above. The Applicant will continue to use its best efforts to open the road to shuttle service but will not be limited by this situation from completing the development and use of the Subject Property, in accordance with the other provisions of these proffers. The Applicant shall diligently pursue the opening of the road and provide proof of its diligent efforts to the Fairfax County Department of Transportation (“FCDOT”).~~

**b. Maintenance. The Applicant shall be responsible for the maintenance (repairs/snow plowing/ice removal) of the Metro Access Road. The Applicant may transfer these maintenance responsibilities to a Land Unit D owners/tenants association established to take over these maintenance responsibilities. Prior to the issuance of the first Non-RUP for occupied space in the first building on the Subject Property, the Applicant shall provide security to the County for the timely performance of maintenance of the Metro Access Road in accordance with a maintenance agreement (the “Agreement”) executed by the Applicant and the County. In the event that the Applicant fails to timely perform maintenance on the road in accordance with the terms of the Agreement, the County shall have the right to accomplish the needed maintenance and the Applicant shall reimburse the County for the costs incurred by the County and this duty to reimburse shall be secured by a Cash Escrow, all in accordance with the terms of the Agreement. At a subsequent time, the Applicant’s obligations for maintenance under this paragraph shall be assigned or transferred to an entity composed of owners/tenants within Land Unit D, pursuant to the terms of the Agreement.**

4. **Springfield Center Drive Extension.** Prior to issuance of the first Non-RUP for Occupied Space on the Subject Property, the Applicant shall provide a road extension, open for travel from the current Springfield Center Drive terminus connecting directly to ~~Joseph Joe~~ Alexander Drive. Said road extension shall be constructed as shown on the ~~GDP/SEPSE Plat~~. ~~Prior to site plan approval, The Applicant shall provide documentation to the Department of Public Works and Environmental Services (“DPWES”), which establishes that Springfield Center Drive will be open to travel by the occupants of the Subject Property throughout its length, from the Subject Property to Loisdale Road. The Applicant shall~~ dedicate a public access easement over that portion of Springfield Center Drive that is located on the Subject Property.
5. **Street Construction Standards/Dedication.** The ~~Joseph Joe~~ Alexander Drive construction on the Subject Property (Paragraph 2 above) and the Springfield Center Drive Extension (Paragraph 4 above) shall be designed and constructed to meet VDOT street standards to allow for future acceptance into the VDOT system for maintenance

and operations, as determined by DPWES and VDOT. Both of these roads shall be constructed within a seventy (70) foot wide right-of-way with a fifty-two (52) foot wide roadway. The Applicant shall provide right-of-way dedication of these street segment areas upon a ~~determination~~ demand by Fairfax County or VDOT that these street segment areas ~~can~~ become a part of a public roadway network. In which case, dedication shall be made in fee simple to the Board of Supervisors upon a written request by the County.

6. **Shuttle Bus. A shuttle bus system shall be established as follows:**

- a.** At the time of the issuance of the first Non-RUP for Occupied Space in the first building, and for the benefit of all ~~uses~~ occupants, visitors and invitees on the Subject Property, ~~and on the property which is known as Springfield Metro Center I,~~ the Applicant shall either (i) pay to participate on an equitable basis in an area Transportation Management Association (“TMA”), i.e., TAGS, if the TMA provides shuttle bus service between the property and the Joe Alexander Transportation Center that is substantially equivalent to the requirements of this Proffer No. 6, as determined by the Fairfax County Department of Transportation (“FCDOT”) or (ii) ~~subject to approval by FCDOT, participate in an area Transportation Management Association (“TMA”) that provides~~ if TMA participation is not available, the Applicant shall provide, operate and maintain shuttle bus services, individually or cooperatively with the Applicant/successors-in-title of the property known as Springfield Metro Center I. Said shuttle bus service shall be coordinated with the shuttle bus obligation in the proffers governing Springfield Metro Center I, so as to allow occupants, visitors and invitees of that property to utilize the Applicant’s shuttle bus system in coordination with the shuttle bus system established pursuant to the proffers in RZ 1998-LE-006.
- b.** The shuttle buses, utilized pursuant to this proffer shall have a “body-on-chassis” or equivalent design. They shall be sized to accommodate peak hour ridership under the schedule proffered herein, as determined by FCDOT. If these buses are part of TAGS, they shall have signage indicating that they are a part of the TAGS system, through coordination with TAGS.
- c.** At a minimum, the shuttle bus service shall be available at ten (10) minute intervals during the morning peak hour (~~7:00~~ 6:30 a.m. to 9:00 a.m.) and the evening peak hour (~~4:30~~ 4:00 p.m. to ~~6:30~~ 7:00 p.m.) periods (excluding Saturdays, Sundays and national holidays) unless lesser hours are approved by FCDOT, based upon justification provided by the Applicant. The shuttle bus shall also operate at other off-peak intervals appropriate to ~~employee/tenant~~ occupant, visitor and invitee needs, subject to FCDOT approval. Shuttle bus stops shall be located at the front entrance of each of the three (3) buildings on the Subject Property. The shuttle bus shall be a “body on chassis” or equivalent design, sized to accommodate peak hour ridership under the schedule proffered herein. Said shuttle bus service shall be coordinated with the shuttle bus

~~obligation in the proffers governing the property which was the subject of RZ 1998 LE 064.~~

- d. If shuttle bus service is provided by the Applicant as described in a.(i) (ii) above, it shall continue to be provided by the Applicant for a period of two (2) years from the date on which the initial Non-RUP for Occupied Space is issued, unless a shuttle bus service is provided in lieu of the Applicant's shuttle bus service by an area TMA, as provided in a(i) above, before the expiration of said two (2) years. If the shuttle service is ~~available through an area~~ provided by the TMA, the Applicant shall ~~join the TMA and pay for participating on an appropriate equitable basis as determined by the area TMA, for a period of two (2) years from the date on which the initial NON RUP for Occupied Space is issued~~ be a member of the TMA until the management entity is responsible for the service. At the conclusion of this two (2) year period, the Applicant shall establish and transfer all administrative tasks of operating the shuttle service or participating in the TMA, as applicable, to a management entity authorized to coordinate transportation management for the uses on the Subject Property. Written notification of the creation of the management entity and the name and address of the representative of the entity shall be provided to FCDOT and to the Department of Planning & Zoning. The transfer to the management entity shall be subject to the proviso that the level of existing service is not diminished, as determined by FCDOT. The management entity will thereafter be financially responsible for shuttle service operations and for implementing equitable assessment procedures for the users of the service. In the event that an area TMA is established to provide equivalent shuttle service as determined by FCDOT, the management entity for the uses on the Subject Property may, in lieu of providing its own shuttle service, participate on an equitable basis in the TMA for the benefit of the occupants, visitors and invitees on the Subject Property.
- e. For so long as the Applicant or the management entity operates the shuttle service, other properties within Land Unit D (as shown on Exhibit A) shall be permitted to participate in the shuttle service provided by the Applicant/management entity, provided, the owners or tenants of these properties shall make equitable arrangements with the Applicant/management entity with regard to the cost of providing the service. At the conclusion of this two (2) year period, the Applicant shall establish and transfer all administrative tasks of operating the shuttle service or participating in a TMA (such as TAGS) that have not already been transferred, to a management entity authorized to coordinate transportation management for the uses on the Subject Property. Written notification of the creation of the management entity and the name and address of the representative of the entity shall be provided to FCDOT and to the Department of Planning & Zoning. The transfer to the management entity shall be subject to the proviso that the adequacy of existing service is not diminished, as determined by FCDOT. The management

~~entity will be financially responsible for shuttle service operations and for implementing equitable assessment procedures for the users of the service. The management entity shall also permit other properties within Land Unit D-1 (as defined in the Comprehensive Plan) to participate in the shuttle service, so long as new members pay their equitable shares of the applicable assessments. In the event that an area TMA is being used to provide this shuttle service, the management entity for the uses on the Subject Property will continue to participate in the TMA for the benefit of users on the Subject Property. Use of the shuttle bus shall be free to riders displaying badges or some form of fare card that is approved by the management entity and provided to these riders by participating members who pay their equitable share of applicable assessments for the provision of the shuttle service.~~

- f. In the event that public transportation via a connector bus service or some other mode of public transportation is developed which renders provision of shuttle service unnecessary, then the shuttle bus will not be required and the requirements of this proffer shall be null and void. This determination will be made by FCDOT and the Lee District Supervisor.

7. **Transportation Demand Management.** The Applicant shall develop and submit to FCDOT for review, a Transportation Demand Management (“TDM”) Plan for the Subject Property sixty (60) days prior to the issuance of the first Non-RUP for the Occupied Space for the first building. This Plan shall be implemented upon occupancy. ~~The goal of the TDM Plan shall be to produce a ten percent (10%) reduction in overall single-occupancy vehicle trips on the entire Subject Property based upon the Institute of Transportation Engineers published trip generation rates for the applicable uses. The TDM Plan shall consist of the following elements, unless FCDOT determines that one or more of these elements are unnecessary (other elements may be included upon mutual agreement between the Applicant and FCDOT):~~ may consist of the following

- a. **Designation of a TDM Coordinator.** An individual associated with Springfield Metro Center II will be charged with overseeing the implementation of the TDM Plan, as proposed. The duties of this designated employee will include those responsibilities associated with a Transportation Demand Management Coordinator (“TDMC”), ~~These duties shall include~~ including the administration, coordination, implementation, and management of the Springfield Metro Center II TDM Plan for all on-site personnel as set forth herein.
- b. **Shuttle Bus Program.** Participation in the shuttle bus program as set forth in Paragraph 6 above.
- c. **Distribution of Transit Literature and Promotion of Transit Use.** Distribute, display, and promote transportation information that may be issued by the Fairfax County Ridesources Program, Metropolitan Washington Council of Governments (“COG”), Transportation Association of Greater Springfield (“TAGS”), and other sources in a designated central location in each building. Ensure that ridesharing

and transit information is included as part of new employee benefits/orientation packages among tenants.

- d. **Development of Ridesharing Programs.** Actively promote the use of carpooling/vanpooling, the Guaranteed Ride Home Program, Metro-Chek, telework and other components of the TDM Plan with on-site personnel. Assist in the formation of carpools/vanpools among on-site personnel. The designated TDMC will distribute and/or display rideshare information on-site. This information will aid in the formation of carpools and/or vanpools and promote ridesharing. Additionally, the TDMC will work with staff from the Fairfax County Ridesources Program to exchange information. The Ridesources Program will maintain a database of registered carpools and vanpoolers, along with the origin, destination, and work hours of the registered carpools/vanpools.
- e. **Pedestrian and Bicycle Incentives.** In order to facilitate pedestrian movements within, and adjacent to the development, a network of integrated sidewalks and trail connections shall be provided as shown in the GDP/SEPSE Plat. In addition, other on-site amenities including street landscaping, lighting and street furniture, as shown on the GDP/SEPSE Plat, shall be provided to encourage pedestrian activity. Bike racks shall be located on the site within the parking structures. The location of bike racks shall be determined coincident with the filing of individual site plans.
- f. **Designation of Carpool and Vanpool Spaces.** As an incentive to promote ridesharing, some parking spaces will be reserved for “carpool” and “vanpool” parking. The amount of carpool/vanpool spaces designated within each parking structure may vary with the individual site plan. Reserved carpool/vanpool parking spaces will be appropriately signed and parking restrictions will be enforced.
- g. **Variable/Staggered Work Hours.** Employers within the Springfield Metro Center II development will be encouraged to allow for flexible work hours for personnel. The exact policy for the implementation of flexible work hours will vary by employer.
- h. **On-Site Sale of Fare Media.** The TDMC shall administer the on-site sale of fare media, with the permission of the relevant transit service providers. Fare media to be sold shall include, but is not limited to VRE, Metrorail, Metrobus, and Fairfax Connector bus fare media.
- i. **TAGS Membership. Promote membership in TAGS by tenants.**
- j. **Bus Stop Shelter. In the event that the Shuttle Bus Program is replaced by a connector bus, or other form of transit service, the Applicant will construct a bus stop shelter proximate to the site's entrance along Joe Alexander Drive.**

- k. Annual Reports. Twelve (12) months after the issuance of Non-RUPs for the first building that constitute eight-five (85) percent of the floor area for that building, and annually thereafter, the TDMC shall prepare a report quantifying the use of public transportation, carpooling, vanpooling and other ridesharing programs, created under the TDM Plan. Upon completion of each annual report, a copy of said report shall be transmitted to the Fairfax County Department of Transportation.**
8. **Parking.** The construction of the parking garages may be phased by the Applicant. Initially, surface parking may be provided within the building/garage footprint areas shown on the GDP/~~SEPSE~~ **Plat**, so long as each use receiving a Non-RUP has sufficient parking available to meet proffered parking allocations and/or code requirements, **whichever is greater.** The Courtyard area, shown in detail on Sheet 8 of the GDP/~~SEPSE~~ **Plat**, shall not be utilized for surface parking. The Applicant shall provide landscaped buffering along the eastern border of the site ~~in the area that is adjacent to the surface parking to provide a buffer between this temporary surface parking and the adjacent off-site parcels. The landscape buffer shall be proportional to the area developed for surface parking.~~ This buffering shall be installed contemporaneously with the installation of the applicable area of surface parking. All temporary surface parking areas shall meet the parking lot landscaping requirements of the Zoning Ordinance. However, any landscaping and/or landscape buffering associated with any temporary parking areas can be displaced by the construction of the buildings and/or garages shown on the GDP/~~SEPSE~~ **Plat. Upon construction of the buildings and/or the garages, landscaping and buffering will be provided as shown on the GDP/SE Plat.** The number of parking spaces built with each building on the property shall meet and may exceed code requirements, but the total number of spaces at buildout will not exceed that shown on the GDP/~~SEPSE~~ **Plat. At a minimum, the surface parking spaces located south of Building Number 3 shall be available for use by students of Northern Virginia Community College from 7:00 p.m. to 11:00 p.m. each day.**
9. **Recreation.** A minimum of 1,000 square feet of ~~floor non-commercial~~ space shall be allocated in one or more of the office buildings to provide indoor recreational exercise facilities. If all of this space is allocated to one building, this facility will be available to occupants of all of the office buildings **and the hotel, unless separate recreational exercise facilities are provided within the hotel, in which case the office building recreational space need not be made available to visitors and guests of the hotel.**
10. **Stormwater Management.** Stormwater management (“SWM”) and Best Management Practices (“BMPs”) for the Subject Property shall be provided in accordance with the requirements of the Public Facilities Manual and the Chesapeake Bay Preservation Ordinance, as approved by DPWES. **All or a portion of the SWM/BMPs may also be provided underground, on-site in a location and manner acceptable to DPWES.** At this time, the Applicant intends to apply to DPWES for a waiver of on-site SWM/BMPs in order to utilize the off-site regional SWM/BMP facility located on the ~~Joseph Joe~~ Alexander Transportation Center property for all or a portion of the SWM/BMP requirement. ~~All or a portion of the SWM/BMPs may also be provided underground, on-~~

~~site in a location and manner acceptable to DPWES.~~ In the event a waiver of on-site SWM/BMPs is not approved by DPWES, a Proffered Condition Amendment (“PCA”) application may be necessary if on-site SWM/BMPs affect the layout so as to create a layout that is not in substantial conformance with the GDP/SEPSE Plat.

11. **Easement.** The Applicant shall reserve an ancillary easement fifteen (15) feet in width for future dedication to Fairfax County along the western border of the Subject Property extending from the ~~southern boundary line of the property to the intersection with Metropolitan Center Drive~~ intersection of Joe Alexander Drive with Metropolitan Center Drive extending southward to the southern boundary line of the property, as shown on the GDP/SEPSE Plat. Said easement shall be dedicated to the Board of Supervisors at no cost, upon demand by Fairfax County. The actual construction of the extension of Joe Alexander Drive southward from Metropolitan Center Drive shall be by others.
12. **Signage Program.** The Applicant shall implement an on-site signage program by providing project identification signs and directional signs in various locations to facilitate flow of pedestrian and vehicular traffic on-site as well as access to the ~~Joseph~~ Joe Alexander Transportation Center. These signs shall be located generally as shown on the GDP/SEPSE Plat, Sheets 3, 4 and 9 of the GDP/SEPSE Plat, unless alternative or additional locations are approved by the Zoning Enforcement Branch of the Zoning Administration Division pursuant to Article 12 of the Zoning Ordinance. The design of said signs shall be compatible with the signs in Springfield Metro Center I (RZ 1998-LE-006) as shown on the GDP/SE Plat.
13. **NVCC Campus Connection.** Prior to site plan submission, the Applicant shall pursue meetings with representatives of the Northern Virginia Community College (“NVCC”) campus to coordinate pedestrian connections with NVCC to facilitate pedestrian travel from the campus to the Metro Access Road. The Applicant shall extend the sidewalk to the common property line with NVCC based upon coordination of the location of the tie-in with NVCC. The Applicant shall diligently pursue coordination of pedestrian connections with NVCC and provide documentation in support of such efforts to DPWES, including, if applicable, documentation that the coordination was not successful. Pedestrian connections to NVCC may be modified from those shown on the GDP/SEPSE Plat to facilitate pedestrian travel so long as such modifications do not degrade the pedestrian network shown on the GDP/SEPSE Plat, as determined by the Department of Planning & Zoning.
14. **Noise Attenuation.**
  - a. The hotel facility shall be constructed of building materials that reduce interior noise to 45 dBA Ldn. Exterior walls shall be constructed of building materials with a sound transmission class (“STC”) of at least 39, and glazing shall have an STC of at least 28.

- b. As an alternative to “a” above, the Applicant may elect to have a refined acoustical analysis performed prior to building permit issuance, subject to approval of DPWES, to verify or amend the noise levels and impact areas set forth above and/or to determine which portions of the building may have sufficient shielding to permit a reduction in the mitigation measures prescribed above.
15. **Building Architectural Design.** The architectural design of the office buildings and the hotel shall be compatible with the Residential Buildings in Phase I Springfield Metro Center I and similar in character to the elevations presented in the Perspective (Sheet 7 of 8 of the GDP/SE Plat). The principal façade building materials shall consist of brick, natural stone, pre-cast concrete, EFIS or other masonry finish and glass. In addition, one or two additional accent materials (e.g., metal) may be included. Prior to site plan approval, the Applicant shall bring the architectural elevations of the office buildings and the hotel back to the Planning Commission for administrative review and approval regarding compatibility with the Perspective Elevations (Sheet 7 of the GDP/SEPSE Plat).
16. **Parking Garage.** The architecture for the facades of the garage shall be similar to that shown on Sheet 6 of the GDP/SEPSE Plat. Alternatively, the façade of the garage may utilize the same materials as the principal buildings, provided the architectural elevations of the garage are included in the Planning Commission’s administrative review as provided in Paragraph 15, above. The height of the parking garage along the eastern border of the site shall not exceed an average height of forty-two (42) feet. ~~The exterior façade of the garage along this border shall be treated with materials that are designed to reduce noise reflection.~~ Prior to issuance of a building permit for the parking garage, the Applicant shall conduct a noise analysis, subject to DPWES review and approval, to determine whether the garage wall facing the RF&P railroad line will reflect noise into Windsor Park subdivision in excess of Zoning Ordinance standards. If it does, the Applicant shall include recognized noise attenuating materials and/or design in the design and construction of this wall of garage.
17. **Courtyard.** Development and landscaping in the Courtyard shall be in substantial conformance with the detail shown on Sheet 8 of the GDP/SEPSE Plat.
18. **Lighting.** On-site lighting standards shall be similar to the typical light standards shown on Sheet 9 of the GDP/SEPSE Plat. These light standards shall feature semi-cutoff shielding for street lights. Lighting standards in the Courtyard area and in the parking lots shall feature full cut-off shielding.
19. **Illegal Signs.** The Applicant shall not post illegal signs on- or off-site.
20. **Soccer Fields.** The Applicant shall design and construct two (2) temporary soccer fields and a 70-car, gravel, parking lot (the "Soccer Facilities") on Tax Map 91-3 ((9)) Parcel 8B, subject to receiving the consent of that parcel owner and provided any required zoning approvals are obtained. These plans will not, however, provide

for field lighting or irrigation. To this end, the Applicant shall, at Applicant's expense, prepare and submit the necessary documents and filing fees to apply for a Final Development Plan Amendment ("FDPA") application for Tax Map 91-3 ((9)) Parcel 8B to obtain approval for the Soccer Facilities.

- a. The Applicant shall submit this FDPA application within ninety (90) days of Board of Supervisors final approval of this rezoning application. The Applicant shall also, at its own expense, prepare and submit construction plans for the Soccer Facilities to DPWES concurrently with the filing of the FDPA application. Copies of these construction plans shall also be submitted to the Fairfax County Park Authority ("FCPA"), Planning & Development Division and to the Planning and Design Division of DPWES, for review and approval. The Applicant shall diligently pursue approval of the FDPA and the construction plans. The Applicant's construction plans for the Soccer Facilities shall comply with PFM requirements and they shall be reviewed and approved by DPWES and the FCPA's Project Management Division. The Applicant shall complete construction of the Soccer Facilities within one (1) calendar year after DPWES and FCPA approvals are obtained.
- b. In the event that this Final Development Plan Amendment application is disapproved, the Applicant shall, in lieu of constructing the Soccer Facilities, contribute the sum of \$283,000 to the FCPA to be utilized by FPCA on park recreational facilities in the general vicinity of the Subject Property. Said contribution shall be made no later than thirty (30) days after the Final Development Plan Amendment Application disapproval is final.

*[SIGNATURE ON THE NEXT PAGE]*

Attachment: Exhibit A

**SPRINGFIELD EAST, L.C.**

**By: KSI SERVICES, INC., its Managing Member**

By:

Richard W. Hausler, President

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

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



REZONING AFFIDAVIT

DATE: November 27, 2002  
(enter date affidavit is notarized)

I, Robert A. Lawrence, Esq., Agent, 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

98-227h

in Application No.(s): RZ 1998-LE-064  
(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)
Springfield East, L.C. Agents: Richard W. Hausler Edward S. Byrne Leroy W. Battle, Jr. Donald R. Hague Karen Arnold Don Misner	c/o KSI Services, Inc. 8081 Wolftrap Road, #300 Vienna, VA 22182	Applicant/Title Owner of Tax Map 90-2 ((1)) Parcels 56, 58A, 58B and 59A
Hydro Conduit Corporation (Successor in title and interest to Gray Concrete and Pipe Company, Inc.) Agents: Bryan J. Fowler Robert J. Capasso	1501 Belvedere Road West Palm Beach, FL 33406	Former Owner of Tax Map 90-2 ((1)) Parcels 56, 58A, 58B and 59A

(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.

\* 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: November 27, 2002  
(enter date affidavit is notarized)

98-227R

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
Dewberry & Davis LLC Agents: Lawrence A. McDermott Marlon Smoker	8401 Arlington Boulevard Fairfax, VA 22031	Engineers/Agents
Callow Transportation Consulting, Inc. Agent: John Callow	7633 Riverside Farm Drive Marshall, VA 20115	Former Transportation Consultant/ Agent
RTKL Associates, Inc. Agent: Mark Fairbrother	One South Street Baltimore, MD 21202	Architects/Agents
Columbia Arlington Health Care Systems, LLC Agents: James Cole Michael Shubert Thomas Anderson	c/o Columbia/HCA Healthcare Corp. One Park Plaza Nashville, TN 37203	Former Contract Purchaser of Tax Map 90-2 ((1)) Parcels 58A (part), 58B and 59A (part)
McGuire, Woods, Battle & Booth, LLP Agents: Carson Lee Fifer, Jr. Robert Adams Gregory Riegler	8280 Greensboro Drive, #900 McLean, VA 22102	Former Attorneys/Agents for Former Contract Purchaser of Tax Map 90-2 ((1)) Parcels 58A (part), 58B and 59A (part)
M.J. Wells & Associates, LLC Agents: Terence J. Miller Martin J. Wells Robin Antonucci Melissa Hish	1420 Spring Hill Road, #600 McLean, VA 22102	Transportation Consultants/Agents

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

Rezoning Attachment to Par. 1(a)

DATE: November 27, 2002  
 (enter date affidavit is notarized)

98-227h

for Application No. (s): RZ 1998-LE-064  
 (enter County-assigned application number (s))

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
Urban Engineering & Associates, Inc. Agent: Eric S. Siegel	7712 Little River Turnpike Annandale, VA 22003	<b>Engineers/Agents</b>
The Lessard Architectural Group, Inc. Agents: Christian J. Lessard Douglas Bailey James Lyons Melissa Cossaboom Wayne Berenbaum Gregory Long Steve Gang	8603 Westwood Center Drive, #400 Vienna, VA 22182	<b>Architects/Agents</b>  <b>Former Agent</b>  <b>Former Agent</b> <b>Former Agent</b>
Wyle Laboratories, Inc. Agent: Clint Morrow	2001 Jefferson Davis Highway, #701 Arlington, VA 22202	<b>Noise Consultants/Agents</b>
Reed Smith LLP (formerly dba Reed Smith Hazel & Thomas LLP) Agents: Robert A. Lawrence Grayson P. Hanes J. Howard Middleton, Jr. John H. Foote John L. McBride Benjamin F. Tompkins JoAnne S. Bitner Timothy L. Gorzycki Danielle M. Stager William J. Keefe J. Randall Minchew	3110 Fairview Park Drive, #1400 Falls Church, VA 22042	<b>Attorneys/Agents</b>     <b>Former Attorney/Agent</b> <b>Former Attorney/Agent</b>     <b>Former Attorney/Agent</b> <b>Former Planner</b> <b>Former Attorney/Agent</b>

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

REZONING AFFIDAVIT

DATE: November 27, 2002  
(enter date affidavit is notarized)

98-227w

for Application No. (s): RZ 1998-1E-064  
(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)  
SPRINGFIELD EAST, L.C.  
c/o KSI Services, Inc.  
8081 Wolftrap Road, #300, Vienna, VA 22182

DESCRIPTION OF CORPORATION: (check one statement)

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

MEMBERS:

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

Robert C. Kettler  
Richard W. Hausler  
KSI Services, Inc.<sup>1</sup>

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

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

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

Rezoning Attachment to Par. 1(b)

DATE: November 27, 2002  
(enter date affidavit is notarized)

98-227h

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

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

<sup>1</sup>KSI SERVICES, INC.  
8081 Wolftrap Road, #300  
Vienna, VA 22182

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Robert C. Kettler  
Richard W. Hausler

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

Robert C. Kettler – Chairman and Director	Susan M. Burnkow – Vice President/Treasurer
Richard W. Hausler – President and Director	William H. Goodman – CFO/Secretary
Richard I. Knapp – Senior Vice President	

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)  
HYDRO CONDUIT CORPORATION (Successor in Title and Interest to Gray Concrete & Pipe Co.)

1501 Belvedere Road  
West Palm Beach, FL 33406

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)

CSR America, Inc.<sup>2</sup>

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

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

Rezoning Attachment to Par. 1(b)

DATE: November 27, 2002  
(enter date affidavit is notarized)

98-2274

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

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

<sup>2</sup>CSR AMERICA, INC.  
1501 Belvedere Road  
West Palm Beach, FL 33406

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)

CSR Investments Overseas Ltd.<sup>3</sup>

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

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

<sup>3</sup>CSR INVESTMENTS OVERSEAS LTD.  
Level 24, 1 O'Connell Street, GPO 483  
Sydney, NSW 2000

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)

CSR Limited<sup>4</sup>

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

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

Rezoning Attachment to Par. 1(b)

DATE: November 27, 2002  
(enter date affidavit is notarized)

98-227h

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

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

<sup>4</sup>CSR LIMITED  
Level 24, 1 O'Connell Street, GPO 483  
Sydney, NSW 2000

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)

Westpac Custodial Nominees Ltd.<sup>5</sup>

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

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

<sup>5</sup>WESTPAC CUSTODIAL NOMINEES LTD.  
Level 24, 1 O'Connell Street, GPO 483  
Sydney, NSW 2000

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)

WESTPAC CUSTODIAL NOMINEES LTD. IS A PRIVATELY HELD CORPORATION BASED AND RESIDING IN AUSTRALIA

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

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

Rezoning Attachment to Par. 1(b)

DATE: November 27, 2002  
(enter date affidavit is notarized)

98-2274

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

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

**CALLOW TRANSPORTATION CONSULTING, INC.**  
7633 Riverside Farm Drive  
Marshall, VA 20115

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)

John Callow

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

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

**RTKL ASSOCIATES, INC.**  
One South Street  
Baltimore, MD 21202

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

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

Rezoning Attachment to Par. 1(b)

DATE: November 27, 2002  
(enter date affidavit is notarized)

98-227h

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

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

COLUMBIA ARLINGTON HEALTHCARE SYSTEM, LLC  
C/O Columbia/HCA Healthcare Corporation  
One Park Plaza, Nashville, TN 37203

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.

MEMBERS:

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

Arlington Health Foundation<sup>6</sup>  
Columbia/HCA Healthcare Corporation<sup>7</sup>

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

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

<sup>6</sup>ARLINGTON HEALTH FOUNDATION  
1701 North George Mason Drive  
Arlington, VA 22205

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)

Non-stock corporation

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

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

Rezoning Attachment to Par. 1(b)

DATE: November 27, 2002  
(enter date affidavit is notarized)

98-227h

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

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

<sup>7</sup>COLUMBIA/HCA HEALTHCARE CORPORATION  
One Park Plaza  
Nashville, TN 37203

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)

Non-stock corporation

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

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

M.J. WELLS & ASSOCIATES, LLC  
1420 Spring Hill Road, #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.

MEMBERS:

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

Martin J. Wells & Associates, Inc.<sup>9</sup>  
Terence J. Miller & Associates, Inc.<sup>9</sup>

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

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

Rezoning Attachment to Par. 1(b)

DATE: November 27, 2002  
(enter date affidavit is notarized)

98-227h

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

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

<sup>8</sup>MARTIN J. WELLS & ASSOCIATES, INC.  
1420 Spring Hill Road, #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)

Martin J. Wells – Sole Shareholder

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

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

<sup>8</sup>TERENCE J. MILLER & ASSOCIATES, INC.  
1420 Spring Hill Road, #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)

Terence J. Miller – Sole Shareholder

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

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

Rezoning Attachment to Par. 1(b)

DATE: November 27, 2002  
(enter date affidavit is notarized)

98-2272

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
DEWBERRY & DAVIS LLC  
8401 Arlington Boulevard  
Fairfax, VA 22031

**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.

**MEMBERS:**

**NAMES OF THE SHAREHOLDERS** (enter first name, middle initial, and last name)  
The Dewberry Companies LC<sup>10</sup>      Dennis M. Couture  
Larry J. Keller                      Steven A. Curtis

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

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
<sup>10</sup>THE DEWBERRY COMPANIES LC  
8401 Arlington Boulevard  
Fairfax, VA 22031

**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.

**MEMBERS:**

**NAMES OF THE SHAREHOLDERS** (enter first name, middle initial, and last name)  
Sidney O. Dewberry                      Michael S. Dewberry  
Barry K. Dewberry                      Thomas L. Dewberry  
Karen S. Grand Pre

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

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

Rezoning Attachment to Par. 1(b)

DATE: November 27, 2002  
(enter date affidavit is notarized)

98-2272

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
**THE LESSARD ARCHITECTURAL GROUP, INC.**  
8603 Westwood Center Drive, #400  
Vienna, VA 22182

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

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)  
Christian J. Lessard – Sole Shareholder

---

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

---

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
**URBAN ENGINEERING & ASSOCIATES, INC.**  
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)  
J. Edgar Sears, Jr.  
Barry B. Smith  
Brian A. Sears

---

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

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

Rezoning Attachment to Par. 1(b)

DATE: November 27, 2002  
(enter date affidavit is notarized)

98-227h

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)  
WYLE LABORATORIES, INC.  
2001 Jefferson Davis Highway, #701  
Arlington, VA 22202

DESCRIPTION OF CORPORATION: (check one statement)

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

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

---

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

---

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

---

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

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

REZONING AFFIDAVIT

DATE: November 27, 2002  
(enter date affidavit is notarized)

98. 227h

for Application No. (s): RZ 1998-LE-064  
(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)

REED SMITH LLP  
3110 Fairview Park Drive, #1400  
Falls Church, VA 22042

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

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

**GENERAL PARTNERS:**

- |                        |                       |                        |                       |
|------------------------|-----------------------|------------------------|-----------------------|
| Aaronson, Joel P.      | Bernstein, Leonard A. | Brown, Michael         | Condo, Kathy K.       |
| Abbott, Kevin C.       | Bersch, Lynn          | Browne, Michael L.     | Connors, Eugene K.    |
| Alfandary, Peter R.    | Bevan, III, William   | Bruzzozone, Richard    | Convery, III, J. Ferd |
| Allen, Thomas L.       | Binis, Barbara R.     | Buckley, Mike          | Cottingham, Robert B. |
| Auten, David C.        | Birnbaum, Lloyd C.    | Burroughs, Jr., Benton | Cramer, John McN.     |
| Bagliebter, William M. | Blum, Amy             | Cameron, Douglas E.    | Cranston, Michael     |
| Baker, Scott           | Boehner, Russell J.   | Carder, Elizabeth B.   | D'Agostino, L. James  |
| Banke, Kathy           | Bolden, A. Scott      | Casey, Bernard J.      | Dare, R. Mark         |
| Banzhaf, Michael A.    | Bonessa, Dennis R.    | Christian, Douglas Y.  | Davies, Colleen       |
| Barnet, Irwin          | Booker, Daniel I.     | Christman, Bruce L.    | Davis, Peter R.       |
| Barry, Kevin A.        | Bookman, Mark         | Clark, George R.       | Demase, Lawrence A.   |
| Basinski, Anthony J.   | Borrowdale, Peter E.  | Clark, II, Peter S.    | DeNinno, David L.     |
| Beattie, Greg          | Boven, Douglas        | Cobetto, Jack B.       | Dermody, Debra H.     |
| Begley, Sara A.        | Bradford, Tim         | Colen, Frederick H.    | Dicello, Francis P.   |
| Bentz, James W.        | Brown, George         | Coltman, Larry         | DiFiore, Gerard S.    |

(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: November 27, 2002  
 (enter date affidavit is notarized)

98-227h

for Application No. (s): RZ 1998-LE-064  
 (enter County-assigned application number (s))

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

REED SMITH LLP (cont'd list of general partners)  
 3110 Fairview Park Drive, #1400  
 Falls Church, VA 22042

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

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

GENERAL PARTNERS:

- |                           |                          |                        |                           |
|---------------------------|--------------------------|------------------------|---------------------------|
| Dilling, Robert M.        | Gross, Dodi Walker       | Kiel, Gerald H.        | Marks, Jan A.             |
| DiNome, John A.           | Gryko, Wit J.            | Kiernan, Peter J.      | Marston, David W.*        |
| Dittoe, John              | Guadagnino, Frank T.     | King, Robert A.        | Marston, Jr., Walter A.   |
| Duman, Thomas J.          | Hackett, Mary J.         | Klein, Murray J.       | Martin, James             |
| Dumville, S. Miles        | Haggerty, James R.       | Kneedler, H. Lane      | McAllister, David J.      |
| Duronio, Carolyn D.       | Hanes, Grayson P.        | Kohn, Steven           | McFeely, Stephen          |
| Epstein, Bette            | Harmon, John C.          | Kolaski, Kenneth M     | McGarrigle, Thomas J.     |
| Erickson, John R.         | Hartman, Ronald G.       | Kosch, James A.        | McGough, Jr., W. Thomas   |
| Eskilson, James           | Hatheway, Jr., Gordon W. | Kozlov, Herbert        | McGuan, Kathleen H.       |
| Esser, Carl E.            | Hawkins, Jane            | Krebs-Markrich, Julia  | McKenna, J. Frank         |
| Evans, David C.           | Hayes, David S.          | Kury, Franklin L.      | McLaughlin, J. Sherman    |
| Fagelson, Ian B.          | Heard, David J.          | Kwuon, Janet           | McNichol, Jr., William J. |
| Fagelson, Karen C.        | Heffler, Curt L.         | Lacy, D. Patrick       | Mehfoud, Kathleen S.      |
| First, Mark L.            | Heidelberger, Louis M.   | Lasher, Lori L.        | Melodia, Mark S.          |
| Fisher, Solomon           | Hill, Robert J.          | Lawrence, Robert A.    | Metro, Joseph W.          |
| Flatley, Lawrence E.      | Hitt, Leo N.             | LeBlond, John F.       | Miller, Edward S.         |
| Fogel, Paul               | Hoeg, III, A. Everett    | LeDonne, Eugene        | Miller, Robert J.         |
| Folk, Thomas R.           | Hoffman, Robert B.       | Leech, Frederick C.    | Moberg, Marilyn           |
| Fontana, Mark A.          | Hofstetter, Jonathan M.  | Levin, Jonathan L.     | Moorhouse, Richard L.     |
| Foster, Timothy G.        | Honigberg, Carol C.      | Levine, Edward         | Morris, Robert K.         |
| Fox, Thomas C.            | Horvitz, Selwyn A.       | Lindley, Daniel F.     | Munoz, Peter              |
| Frank, Ronald W.          | Howell, Ben Burke        | Linge, H. Kennedy      | Munsch, Martha H.         |
| Fritton, Karl A.          | Iino, John               | Loepere, Carol C.      | Myers, Donald J.          |
| Gallagher, Jr., Daniel P. | Innamorato, Don A.       | London, Alan E.        | Napolitano, Perry A.      |
| Gallatin, James P.        | Jones, Craig W.          | Lovett, Robert G.      | Naugle, Louis A.          |
| Gaspiretti, Lorenzo       | Jordan, Gregory B.       | Lowenstein, Michael E. | Nelson, Jack              |
| Gentile, Jr., Pasquale D. | Kabnick, Lisa            | Luchini, Joseph S.     | Nicholas, Robert A.       |
| Glanton, Richard H.       | Katz, Carol S.           | Lynch, Michael C.      | Nogay, Arlie R.           |
| Goldman, Kenneth          | Kauffman, Robert A.      | Lyons, III, Stephen M. | Oppedahl, Mary            |
| Goldrosen, Donald N.      | Kearney, James K.        | Mahone, Glenn R.       | Peck, Jr., Daniel F.      |
| Goldschmidt, Jr., John W. | Kearney, Kerry A.        | Maier, Thomas          | Perfido, Ruth S.          |
| Golub, Daniel H.          | Kelly, Bradley L.        | Mansmann, J. Jerome    | Peterson, Kurt            |
| Grady, Kelly A.           | Kemp, John               | Marger, Joseph W.      | Philpot, Kenneth          |

(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: November 27, 2002  
(enter date affidavit is notarized)

98-2276

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

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

REED SMITH LLP (cont'd list of general partners)  
3110 Fairview Park Drive, #1400  
Falls Church, VA 22042

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

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

GENERAL PARTNERS:

- |                          |                        |                         |
|--------------------------|------------------------|-------------------------|
| Picco, Steven J.         | Schatz, Gordon B.      | Swayze, David S.        |
| Plevy, Arthur L.         | Scheineson, Marc J.    | Tabachnick, Gene A.     |
| Pollack, Michael B.      | Scott, Michael T.      | Thallner, Jr., Karl A.  |
| Post, Peter D.           | Seaman, Charles        | Thomas, William G.      |
| Preston, Thomas P.       | Sedlack, Joseph M.     | Thompson, David         |
| Prorok, Robert F.        | Seeger, Kenneth        | Tillman, Eugene         |
| Quinlan, Thomas          | Seifer, E.W.           | Tocci, Gary M.          |
| Quinn, John E.           | Shanus, Stuart         | Todd, Thomas            |
| Radley, Lawrence         | Shmulewitz, Aaron A.   | Tompkins, Benjamin F.   |
| Railton, W. Scott*       | Short, Carolyn P.      | Tovey, Morgan           |
| Reed, W. Franklin        | Shurlow, Nancy J.      | Trevelise, Andrew J.    |
| Reichner, Henry F.       | Siamas, John           | Trice, II, Harley N.    |
| Reinke, Brent            | Simons, Bernard        | Ummer, James W.         |
| Reinke, Donald           | Simons, Robert P.      | Unkovic, John C.        |
| Restivo, Jr., James J.   | Singer, Paul M.        | Vitsas, John J.         |
| Rhatigan, Sean           | Sleeth, Boyd           | von Waldow, Arnd N.     |
| Richter, Stephen William | Smith, II, John F.     | Wallace, Marshall       |
| Rieser, Jr., Joseph A.   | Smith, John Lynn       | Wallis, Eric            |
| Rissetto, Christopher L. | Smith, William J.      | Walters, Christopher K. |
| Ritchey, Patrick W.      | Sneirson, Marilyn      | Weissman, Sonja         |
| Robinson, William M.     | Snyder, Michael A.     | Whitley, Bruce          |
| Rosenbaum, Joseph I.     | Spaulding, Douglas K.  | Whitman, Bradford F.    |
| Rosenthal, Jeffrey M.    | Speed, Nick A.         | Wickouski, M. Stephanie |
| Rubenstein, Donald       | Springer, Claudia Z.   | Wilson, Stephanie       |
| Rudolf, Joseph C.        | Stanley, David         | Winter, Nelson W.       |
| Sabourin, Jr., John J.   | Stewart, II, George L. | Wood, James             |
| Sachse, Kimberly L.      | Stoner, II, Edward N.  | Wood, John N.           |
| Sanders, Michael         | Stoney, Carl           | Young, Jonathan         |
| Schaffer, Eric A.        | Stroyd, Jr., Arthur H. | Zimmerman, Scott F.     |

\*Former Partner

(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: November 27, 2002  
(enter date affidavit is notarized)for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

98-2272

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

McGUIREWOODS LLP  
1750 Tysons Boulevard, #1800  
McLean, VA 22102(check if applicable)  The above-listed partnership has no limited partners.

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

GENERAL PARTNERS:Adams, Robert T.  
Allen, George F.  
Ames, W. Allen, Jr.  
Anderson, Arthur E., II  
Anderson, Donald D.  
Armstrong, C. Torrence  
Atkinson, Frank B.  
Aucutt, Ronald D.  
Bagley, Terrence M.  
Barr, John S.  
Bates, John W., III  
Belcher, Dennis I.  
Boland, J. William  
Bracey, Lucius H., Jr.  
Brittin, Jocelyn W.  
Broaddus, William G.  
Brown, Thomas C., Jr.  
Burke, John W., III  
Burkholder, Evan A.  
Burrus, Robert L., Jr.  
Busch, Stephen D.  
Cabaniss, Thomas E.  
Cairns, Scott S.  
Capwell, Jeffrey R.  
Carter, Joseph C., III  
Cogbill, John V., III  
Coursion, Gardner G.  
Cranfill, William T., Jr.  
Cullen, Richard  
Dabney, H. Slayton, Jr.  
Deem, William W.  
Den Hartog, Grace R.  
Douglass, W. Birch, III  
Dudley, Waller T.  
Dyke, James Webster, Jr.  
Earl, Marshall H., Jr.Edwards, Elizabeth F.  
Evans, David E.  
Feller, Howard  
Fennebresque, John C.  
Fifer, Carson Lee, Jr.  
Flemming, Michael D.  
France, Bonnie M.  
Franklin, Stanley M.  
Getchell, E. Duncan, Jr.  
Gieg, William F.  
Giguere, Michael J.  
Gillece, James P., Jr.  
Glassman, M. Melissa  
Good, Dennis W., Jr.  
Goodall, Larry M.  
Grandis, Leslie A.  
Grimm, W. Kirk  
Hampton, Glenn W.  
Harmon, T. Craig  
Hay, Jeffrey S.  
Heberton, George H.  
Isaf, Fred T.  
Kane, Richard F.  
Katsantonis, Joanne  
Keefe, Kenneth M., Jr.  
King, Donald E.  
King, William H., Jr.  
Kittrell, Steven D.  
Krueger, Kurt J.  
La Frata, Mark J.  
Lawrie, Henry deVos, Jr.  
Lindquist, Kurt E., II  
Little, Nancy R.  
Mack, Curtis, L.  
Marshall, Gary S.  
Martin, George K.McArver, R. Dennis  
McCallum, Steve C.  
McElligott, James P., Jr.  
McFarland, Robert W.  
McGee, Gary C.  
McGonigle, Thomas J.  
McMenamin, Joseph P.  
Melson, David E.  
Menges, Charles L.  
Menson, Richard L.  
Michels, John J.  
Milton, Christine R.  
Murphy, Brian D.  
O'Grady, Clive R.G.  
O'Grady, John B.  
Oakey, David N.  
Page, Rosewell, III  
Pankey, David H.  
Pollard, John O.  
Price, James H., III  
Rice, C. Daniel  
Richardson, David L., II  
Robertson, David W.  
Robinson, Stephen W.  
Rohman, Thomas P.  
Rogers, Marvin L.  
Rooney, Lee Ann  
Russell, Deborah M.  
Rust, Dana L.  
Schewel, Michael J.  
Schill, Gilbert E., Jr.  
Scruggs, George L., Jr.  
Shelley, Patrick M.  
Skinner, Halcyon E.  
Slaughter, Alexander H.  
Slone, Daniel K.(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: November 27, 2002  
(enter date affidavit is notarized)

98-2272

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number (s))

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

McGUIREWOODS LLP (cont'd list of general partners)  
1750 Tysons Boulevard, #1800  
McLean, VA 22102

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

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

GENERAL PARTNERS:

Smith, R. Gordon  
Sooy, Kathleen Taylor  
Spahn, Thomas E.  
Stone, Jacquelyn, E.  
Story, J. Cameron, III  
Strickland, William J.  
Stroud, Robert E.  
Summers, W. Dennis  
Swartz, Charles R.  
Swindell, Gary W.  
Tashjian-Brown, Eva S.

Taylor, D. Brooke  
Terry, David L.  
Thornhill, James A.  
Van der Mersch, Xavier  
Waddell, William R.  
Walsh, James H.  
Watts, Stephen H., II  
Wells, David M.  
Whitham, C. Lamont  
Whitham, Michael E.

Whitt-Sellers, Jane R.  
Whittemore, Anne M.  
Williams, Stephen E.  
Williamson, Mark D.  
Wilson, Ernest  
Word, Thomas S., Jr.  
Worrell, David H., Jr.  
Younger, W. Carter  
Zirkle, Warren E.

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

REZONING AFFIDAVIT

DATE: November 27, 2002  
(enter date affidavit is notarized)

98-227w

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number(s))

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

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

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

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

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

NONE

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

REZONING AFFIDAVIT

DATE: November 27, 2002  
(enter date affidavit is notarized)

98-2272

for Application No. (s): RZ 1998-LE-064  
(enter County-assigned application number(s))

3. That within the twelve-month period prior to the filing 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 \$200 or more, 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)

Robert A. Lawrence  
[ ] Applicant [x] Applicant's Authorized Agent

Robert A. Lawrence, Esq., Agent  
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 27th day of November 20 02, in the State/Comm. of Virginia, County/City of Fairfax

Dorela h. Stepan  
Notary Public

My commission expires: March 31, 2003

**SPECIAL EXCEPTION AFFIDAVIT**

DATE: November 27, 2002  
 (enter date affidavit is notarized)

I, Robert A. Lawrence, Esq., Agent, 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      *2001-73h*

in Application No.(s): SE 01-L-020  
 (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 <b>BOLD</b> above)
Springfield East, L.C. Agents: Richard W. Hausler Edward S. Byrne Leroy W. Battle, Jr. Karen Arnold Don Misner	c/o KSI Services, Inc. 8081 Wolftrap Road, #300 Vienna, VA 22182	<b>Applicant/Title Owner of Tax Map 90-2 ((1)) Parcels 58A, 58B and 59A</b>
Dewberry & Davis LLC Agents: Lawrence A. McDermott Marlon Smoker	8401 Arlington Boulevard Fairfax, VA 22031	<b>Engineers/Agents</b>
RTKL Associates, Inc. Agent: Mark Fairbrother	One South Street Baltimore, MD 21202	<b>Former Architects/Agents</b>

(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.

\* 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: November 27, 2002  
(enter date affidavit is notarized)for Application No. (s): SE 01-L-020  
(enter County-assigned application number (s))

2001-73h

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
M.J. Wells & Associates, LLC Agents: Terence J. Miller Martin J. Wells Robin Antonucci Melissa Hish	1420 Spring Hill Road, #600 McLean, VA 22102	<b>Transportation Consultants/ Agents</b>
The Lessard Architectural Group, Inc. Agents: Christian J. Lessard Douglas Bailey James Lyons Melissa Cossaboom Wayne Berenbaum Gregory Long Kenneth L. Tobin Steve Gang	8603 Westwood Center Drive, #400 Vienna, VA 22182	<b>Architects/Agents</b>  <b>Former Agent</b>  <b>Former Agent</b> <b>Former Agent</b> <b>Former Agent</b>
Urban Engineering & Associates, Inc. Agent: Eric S. Siegel	7712 Little River Turnpike Annandale, VA 22003	<b>Engineers/Agents</b>
Wyle Laboratories, Inc. Agent: Clint Morrow	2001 Jefferson Davis Highway, #701 Arlington, VA 22202	<b>Noise Consultants/Agents</b>
Reed Smith LLP (formerly dba Reed Smith Hazel & Thomas LLP) Agents: Robert A. Lawrence Grayson P. Hanes J. Howard Middleton, Jr. Benjamin F. Tompkins JoAnne S. Bitner Timothy L. Gorzycki Danielle M. Stager	3110 Fairview Park Drive, #1400 Falls Church, VA 22042	<b>Attorneys/Agents</b>       <b>Former Attorney/Agent</b>

(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: November 27, 2002  
(enter date affidavit is notarized)

2001-73a

for Application No. (s): SE 01-L-020  
(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)

SPRINGFIELD EAST, L.C.  
c/o KSI Services, Inc.  
8081 Wolftrap Road, #300, Vienna, VA 22182

DESCRIPTION OF CORPORATION: (check one statement)

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

MEMBERS:

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

Robert C. Kettler  
Richard W. Hausler  
KSI Services, Inc.<sup>1</sup>

(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: November 27, 2002  
(enter date affidavit is notarized)

2001-736

for Application No. (s): SE 01-L-020  
(enter County-assigned application number (s))

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

<sup>1</sup>KSI SERVICES, INC.  
8081 Wolftrap Road, #300  
Vienna, VA 22182

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Robert C. Kettler  
Richard W. Hausler

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

DEWBERRY & DAVIS LLC  
8401 Arlington Boulevard  
Fairfax, VA 22031

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.

MEMBERS:

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

The Dewberry Companies LC<sup>2</sup>  
Larry J. Keller  
Dennis M. Couture  
Steven A. Curtis

(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: November 27, 2002  
(enter date affidavit is notarized)

*2001-73th*

for Application No. (s): SE 01-L-020  
(enter County-assigned application number (s))

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

<sup>2</sup>THE DEWBERRY COMPANIES LC  
8401 Arlington Boulevard  
Fairfax, VA 22031

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.

MEMBERS:

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

Sidney O. Dewberry	Michael S. Dewberry
Barry K. Dewberry	Thomas L. Dewberry
Karen S. Grand Pre	

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

RTKL ASSOCIATES, INC.  
One South Street  
Baltimore, MD 21202

DESCRIPTION OF CORPORATION: (check one statement)

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

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

(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: November 27, 2002  
(enter date affidavit is notarized)

2001-736

for Application No. (s): SE 01-L-020  
(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, #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.

MEMBERS:

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

Martin J. Wells & Associates, Inc.<sup>3</sup>  
Terence J. Miller & Associates, Inc.<sup>4</sup>

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

<sup>3</sup>MARTIN J. WELLS & ASSOCIATES, INC.  
1420 Spring Hill Road, #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)

Martin J. Wells – Sole Shareholder

(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: November 27, 2002  
(enter date affidavit is notarized)

2001-73th

for Application No. (s): SE 01-L-020  
(enter County-assigned application number (s))

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

TERENCE J. MILLER & ASSOCIATES, INC.  
1420 Spring Hill Road, #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)

Terence J. Miller – Sole Shareholder

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

THE LESSARD ARCHITECTURAL GROUP, INC.  
8603 Westwood Center Drive, #400  
Vienna, VA 22182

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Christian J. Lessard – Sole Shareholder

(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: November 27, 2002  
(enter date affidavit is notarized)

2001-73h

for Application No. (s): SE 01-L-020  
(enter County-assigned application number (s))

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

URBAN ENGINEERING & ASSOCIATES, INC.  
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)

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

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

WYLE LABORATORIES, INC.  
2001 Jefferson Davis Highway, #701  
Arlington, VA 22202

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)

(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: November 27, 2002
(enter date affidavit is notarized)

2001-734

for Application No. (s): SE 01-L-020
(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)

REED SMITH LLP
3110 Fairview Park Drive, #1400
Falls Church, VA 22042

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

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

GENERAL PARTNERS:

- Aaronson, Joel P. Bernstein, Leonard A. Brown, Michael Condo, Kathy K.
Abbott, Kevin C. Bersch, Lynn Browne, Michael L. Connors, Eugene K.
Alfandary, Peter R. Bevan, III, William Bruzzone, Richard Convery, III, J. Ferd
Allen, Thomas L. Binis, Barbara R. Buckley, Mike Cottington, Robert B.
Auten, David C. Birnbaum, Lloyd C. Burroughs, Jr., Benton Cramer, John McN.
Bagliebter, William M. Blum, Amy Cameron, Douglas E. Cranston, Michael
Baker, Scott Boehner, Russell J. Carder, Elizabeth B. D'Agostino, L. James
Banke, Kathy Bolden, A. Scott Casey, Bernard J. Dare, R. Mark
Banzhaf, Michael A. Bonessa, Dennis R. Christian, Douglas Y. Davies, Colleen
Barnet, Irwin Booker, Daniel I. Christman, Bruce L. Davis, Peter R.
Barry, Kevin A. Bookman, Mark Clark, George R. Demase, Lawrence A.
Basinski, Anthony J. Borrowdale, Peter E. Clark, II, Peter S. DeNinno, David L.
Beattie, Greg Boven, Douglas Cobetto, Jack B. Dermody, Debra H.
Begley, Sara A. Bradford, Tim Colen, Frederick H. Dicello, Francis P.
Bentz, James W. Brown, George Coltman, Larry DiFiore, Gerard S.

(check if applicable) [x] 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: November 27, 2002  
(enter date affidavit is notarized)

2001-736

for Application No. (s): SE 01-L-020  
(enter County-assigned application number (s))

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

REED SMITH LLP (cont'd list of general partners)  
3110 Fairview Park Drive, #1400  
Falls Church, VA 22042(check if applicable)  The above-listed partnership has no limited partners.NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,  
General Partner, Limited Partner, or General and Limited Partner)GENERAL PARTNERS:

Dilling, Robert M.	Gross, Dodi Walker	Kiel, Gerald H.	Marks, Jan A.
DiNome, John A.	Gryko, Wit J.	Kiernan, Peter J.	Marston, David W.*
Dittoe, John	Guadagnino, Frank T.	King, Robert A.	Marston, Jr., Walter A.
Duman, Thomas J.	Hackett, Mary J.	Klein, Murray J.	Martin, James
Dumville, S. Miles	Haggerty, James R.	Kneedler, H. Lane	McAllister, David J.
Duronio, Carolyn D.	Hanes, Grayson P.	Kohn, Steven	McFeely, Stephen
Epstein, Bette	Harmon, John C.	Kolaski, Kenneth M	McGarrigle, Thomas J.
Erickson, John R.	Hartman, Ronald G.	Kosch, James A.	McGough, Jr., W. Thomas
Eskilson, James	Hatheway, Jr., Gordon W.	Kozlov, Herbert	McGuan, Kathleen H.
Esser, Carl E.	Hawkins, Jane	Krebs-Markrich, Julia	McKenna, J. Frank
Evans, David C.	Hayes, David S.	Kury, Franklin L.	McLaughlin, J. Sherman
Fagelson, Ian B.	Heard, David J.	Kwuon, Janet	McNichol, Jr., William J.
Fagelson, Karen C.	Heffler, Curt L.	Lacy, D. Patrick	Mehfoud, Kathleen S.
First, Mark L.	Heidelberger, Louis M.	Lasher, Lori L.	Melodia, Mark S.
Fisher, Solomon	Hill, Robert J.	Lawrence, Robert A.	Metro, Joseph W.
Flatley, Lawrence E.	Hitt, Leo N.	LeBlond, John F.	Miller, Edward S.
Fogel, Paul	Hoeg, III, A. Everett	LeDonne, Eugene	Miller, Robert J.
Folk, Thomas R.	Hoffman, Robert B.	Leech, Frederick C.	Moberg, Marilyn
Fontana, Mark A.	Hofstetter, Jonathan M.	Levin, Jonathan L.	Moorhouse, Richard L.
Foster, Timothy G.	Honigberg, Carol C.	Levine, Edward	Morris, Robert K.
Fox, Thomas C.	Horvitz, Selwyn A.	Lindley, Daniel F.	Munoz, Peter
Frank, Ronald W.	Howell, Ben Burke	Linge, H. Kennedy	Munsch, Martha H.
Fritton, Karl A.	Iino, John	Loepere, Carol C.	Myers, Donald J.
Gallagher, Jr., Daniel P.	Innamorato, Don A.	London, Alan E.	Napolitano, Perry A.
Gallatin, James P.	Jones, Craig W.	Lovett, Robert G.	Naugle, Louis A.
Gasparetti, Lorenzo	Jordan, Gregory B.	Lowenstein, Michael E.	Nelson, Jack
Gentile, Jr., Pasquale D.	Kabnick, Lisa	Luchini, Joseph S.	Nicholas, Robert A.
Glanton, Richard H.	Katz, Carol S.	Lynch, Michael C.	Nogay, Arlie R.
Goldman, Kenneth	Kauffman, Robert A.	Lyons, III, Stephen M.	Oppedahl, Mary
Goldrosen, Donald N.	Kearney, James K.	Mahone, Glenn R.	Peck, Jr., Daniel F.
Goldschmidt, Jr., John W.	Kearney, Kerry A.	Maier, Thomas	Perfido, Ruth S.
Golub, Daniel H.	Kelly, Bradley L.	Mansmann, J. Jerome	Peterson, Kurt
Grady, Kelly A.	Kemp, John	Marger, Joseph W.	Philpot, Kenneth

(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: November 27, 2002  
(enter date affidavit is notarized)

2001-736

for Application No. (s): SE 01-L-020  
(enter County-assigned application number (s))

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

REED SMITH LLP (cont'd list of general partners)  
3110 Fairview Park Drive, #1400  
Falls Church, VA 22042

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

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

**GENERAL PARTNERS:**

- |                          |                        |                         |
|--------------------------|------------------------|-------------------------|
| Picco, Steven J.         | Schatz, Gordon B.      | Swayze, David S.        |
| Plevy, Arthur L.         | Scheineson, Marc J.    | Tabachnick, Gene A.     |
| Pollack, Michael B.      | Scott, Michael T.      | Thallner, Jr., Karl A.  |
| Post, Peter D.           | Seaman, Charles        | Thomas, William G.      |
| Preston, Thomas P.       | Sedlack, Joseph M.     | Thompson, David         |
| Prorok, Robert F.        | Seeger, Kenneth        | Tillman, Eugene         |
| Quinlan, Thomas          | Seifer, E.W.           | Tocci, Gary M.          |
| Quinn, John E.           | Shanus, Stuart         | Todd, Thomas            |
| Radley, Lawrence         | Shmulewitz, Aaron A.   | Tompkins, Benjamin F.   |
| Railton, W. Scott*       | Short, Carolyn P.      | Tovey, Morgan           |
| Reed, W. Franklin        | Shurlow, Nancy J.      | Trevelise, Andrew J.    |
| Reichner, Henry F.       | Siamas, John           | Trice, II, Harley N.    |
| Reinke, Brent            | Simons, Bernard        | Ummer, James W.         |
| Reinke, Donald           | Simons, Robert P.      | Unkovic, John C.        |
| Restivo, Jr., James J.   | Singer, Paul M.        | Vitsas, John J.         |
| Rhatigan, Sean           | Sleeth, Boyd           | von Waldow, Arnd N.     |
| Richter, Stephen William | Smith, II, John F.     | Wallace, Marshall       |
| Rieser, Jr., Joseph A.   | Smith, John Lynn       | Wallis, Eric            |
| Rissetto, Christopher L. | Smith, William J.      | Walters, Christopher K. |
| Ritchey, Patrick W.      | Sneirson, Marilyn      | Weissman, Sonja         |
| Robinson, William M.     | Snyder, Michael A.     | Whitley, Bruce          |
| Rosenbaum, Joseph I.     | Spaulding, Douglas K.  | Whitman, Bradford F.    |
| Rosenthal, Jeffrey M.    | Speed, Nick A.         | Wickouski, M. Stephanie |
| Rubenstein, Donald       | Springer, Claudia Z.   | Wilson, Stephanie       |
| Rudolf, Joseph C.        | Stanley, David         | Winter, Nelson W.       |
| Sabourin, Jr., John J.   | Stewart, II, George L. | Wood, James             |
| Sachse, Kimberly L.      | Stoner, II, Edward N.  | Wood, John N.           |
| Sanders, Michael         | Stoney, Carl           | Young, Jonathan         |
| Schaffer, Eric A.        | Stroyd, Jr., Arthur H. | Zimmerman, Scott F.     |

\*Former Partner

(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: November 27, 2002  
(enter date affidavit is notarized)

2001-734

for Application No. (s): SE 01-L-020  
(enter County-assigned application number(s))

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

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

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

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

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

NONE

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

Application No.(s): SE 01-L-020  
(county-assigned application number(s), to be entered by County Staff)

**SPECIAL EXCEPTION AFFIDAVIT**

DATE: November 27, 2002  
(enter date affidavit is notarized)

*2001-73th*

3. That within the twelve-month period prior to the filing 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 \$200 or more, 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: *Robert A. Lawrence*  
(check one)  Applicant  Applicant's Authorized Agent

**Robert A. Lawrence, Esq., Agent**  
(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 27th day of November 20 02, in the State/Comm. of Virginia, County/City of Fairfax

*Carola L. Stacker*  
Notary Public

My commission expires: March 31, 2003

**SPECIAL EXCEPTION AFFIDAVIT**

DATE: November 27, 2002  
 (enter date affidavit is notarized)

I, Robert A. Lawrence, Esq., Agent, 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

*2000-2092*

in Application No.(s): SEA 91-L-054-3  
 (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 <b>BOLD</b> above)
Springfield East, L.C. Agents: <b>Richard W. Hausler</b> <b>Edward S. Byrne</b> <b>Leroy W. Battle, Jr.</b> <b>Donald R. Hague</b> <b>Karen Arnold</b> <b>Don Misner</b>	<b>c/o KSI Services, Inc.</b> <b>8081 Wolftrap Road, #300</b> <b>Vienna, VA 22182</b>	<b>Applicant/Agent for Title Owner of Tax Map 90-2 ((1)) Parcel 60</b>
Washington Metropolitan Area Transit Authority Agents: <b>Douglas R. Hale</b> <b>Denton U. Kent</b> <b>Alvin R. McNeal</b>	<b>600 – 5<sup>th</sup> Street, N.W.</b> <b>Washington, DC 20001</b>	<b>Owner of Tax Map 90-2 ((1)) Parcel 60</b>
Dewberry & Davis LLC Agents: <b>Lawrence A. McDermott</b> <b>Marlon Smoker</b>	<b>8401 Arlington Boulevard</b> <b>Fairfax, VA 22031</b>	<b>Engineers/Agents</b>
(check if applicable) <input checked="" type="checkbox"/>	There are more relationships to be listed and Par. 1(a) is continued on a "Special Exception Attachment to Par. 1(a)" form.	

\* 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: November 27, 2002  
(enter date affidavit is notarized)

2000-2092

for Application No. (s): SEA 91-L-054-3  
(enter County-assigned application number (s))

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
RTKL Associates, Inc. Agent: Mark Fairbrother	One South Street Baltimore, MD 21202	Architects/Agents
The Lessard Architectural Group, Inc. Agents: Christian J. Lessard Douglas Bailey James Lyons Melissa Cossaboom Wayne Berenbaum Gregory Long Kenneth L. Tobin Steve Gant	8603 Westwood Center Drive, #400 Vienna, VA 22182	Architects/Agents  Former Agent  Former Agent Former Agent Former Agent
M.J. Wells & Associates, LLC Agents: Terence J. Miller Robin Antonucci Martin J. Wells Melissa Hish	1420 Spring Hill Road, #600 McLean, VA 22102	Transportation Consultants/Agents
Urban Engineering & Associates, Inc. Agent: Eric S. Siegel	7712 Little River Turnpike Annandale, VA 22003	Engineers/Agents
Wyle Laboratories, Inc. Agent: Clint Morrow	2001 Jefferson Davis Highway, #701 Arlington, VA 22202	Noise Consultants/Agents

(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: November 27, 2002  
(enter date affidavit is notarized)

2000-209 u

for Application No. (s): SEA 91-L-054-3  
(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)

SPRINGFIELD EAST, L.C.  
c/o KSI Services, Inc.  
8081 Wolftrap Road, #300, Vienna, VA 22182

DESCRIPTION OF CORPORATION: (check one statement)

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

MEMBERS:

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

Robert C. Kettler  
Richard W. Hausler  
KSI Services, Inc.<sup>1</sup>

(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: November 27, 2002  
(enter date affidavit is notarized)

*2000-209i*

for Application No. (s): SEA 91-L-054-3  
(enter County-assigned application number (s))

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

<sup>1</sup>KSI SERVICES, INC.  
8081 Wolftrap Road, #300  
Vienna, VA 22182

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Robert C. Kettler  
Richard W. Hausler

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

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY  
600 - 5<sup>th</sup> Street, N.W.  
Washington, DC 20001

DESCRIPTION OF CORPORATION: (check one statement)

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

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

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY IS A PUBLIC ORGANIZATION WITH NO SHAREHOLDERS OR PARTNERS

(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: November 27, 2002  
(enter date affidavit is notarized)  
SEA 91-L-054-3

*2000-209 i*

for Application No. (s): \_\_\_\_\_  
(enter County-assigned application number (s))

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

DEWBERRY & DAVIS LLC  
8401 Arlington Boulevard  
Fairfax, VA 22031

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.

MEMBERS:

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

The Dewberry Companies LC<sup>2</sup>  
Larry J. Keller

Dennis M. Couture  
Steven A. Curtis

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

<sup>2</sup>THE DEWBERRY COMPANIES LC  
8401 Arlington Boulevard  
Fairfax, VA 22031

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.

MEMBERS:

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

Sidney O. Dewberry  
Barry K. Dewberry  
Karen S. Grand Pre

Michael S. Dewberry  
Thomas L. Dewberry

(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: November 27, 2002  
(enter date affidavit is notarized)

*2000-209i*

for Application No. (s): SEA 91-L-054-3  
(enter County-assigned application number (s))

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

RTKL ASSOCIATES, INC.  
One South Street  
Baltimore, MD 21202

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

M.J. WELLS & ASSOCIATES, LLC  
1420 Spring Hill Road, #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.

MEMBERS:

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

Martin J. Wells & Associates, Inc.<sup>3</sup>  
Terence J. Miller & Associates, Inc.<sup>4</sup>

(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: November 27, 2002  
(enter date affidavit is notarized)

2000-209 i

for Application No. (s): SEA 91-L-054-3  
(enter County-assigned application number (s))

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

<sup>3</sup>MARTIN J. WELLS & ASSOCIATES, INC.  
1420 Spring Hill Road, #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)

Martin J. Wells – Sole Shareholder

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

<sup>4</sup>TERENCE J. MILLER & ASSOCIATES, INC.  
1420 Spring Hill Road, #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)

Terence J. Miller – Sole Shareholder

(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: November 27, 2002  
(enter date affidavit is notarized)

2000-2092

for Application No. (s): SEA 91-L-054-3  
(enter County-assigned application number (s))

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

THE LESSARD ARCHITECTURAL GROUP, INC.  
8603 Westwood Center Drive, #400  
Vienna, VA 22182

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Christian J. Lessard – Sole Shareholder

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

URBAN ENGINEERING & ASSOCIATES, INC.  
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)

J. Edgar Sears, Jr.  
Barry B. Smith  
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: November 27, 2002  
(enter date affidavit is notarized)

for Application No. (s): SEA 91-L-054-3  
(enter County-assigned application number (s))

*2000-209i*

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

WYLE LABORATORIES, INC.  
2001 Jefferson Davis Highway, #701  
Arlington, VA 22202

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)

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

(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: November 27, 2002
(enter date affidavit is notarized)

2000-2092

for Application No. (s): SEA 91-L-054-3
(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)

REED SMITH LLP
3110 Fairview Park Drive, #1400
Falls Church, VA 22042

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

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

GENERAL PARTNERS:

- Aaronson, Joel P. Bernstein, Leonard A. Brown, Michael Condo, Kathy K.
Abbott, Kevin C. Bersch, Lynn Browne, Michael L. Connors, Eugene K.
Alfandary, Peter R. Bevan, III, William Bruzzone, Richard Convery, III, J. Ferd
Allen, Thomas L. Binis, Barbara R. Buckley, Mike Cottingham, Robert B.
Auten, David C. Birnbaum, Lloyd C. Burroughs, Jr., Benton Cramer, John McN.
Bagliebter, William M. Blum, Amy Cameron, Douglas E. Cranston, Michael
Baker, Scott Boehner, Russell J. Carder, Elizabeth B. D'Agostino, L. James
Banke, Kathy Bolden, A. Scott Casey, Bernard J. Dare, R. Mark
Banzhaf, Michael A. Bonessa, Dennis R. Christian, Douglas Y. Davies, Colleen
Barnet, Irwin Booker, Daniel I. Christman, Bruce L. Davis, Peter R.
Barry, Kevin A. Bookman, Mark Clark, George R. Demase, Lawrence A.
Basinski, Anthony J. Borrowdale, Peter E. Clark, II, Peter S. DeNinno, David L.
Beattie, Greg Boven, Douglas Cobetto, Jack B. Dermody, Debra H.
Begley, Sara A. Bradford, Tim Colen, Frederick H. Dicello, Francis P.
Bentz, James W. Brown, George Coltman, Larry DiFiore, Gerard S.

(check if applicable) [x] 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: November 27, 2002

(enter date affidavit is notarized)

for Application No. (s):

SEA 91-L-054-3

(enter County-assigned application number (s))

2000-2092

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

REED SMITH LLP (cont'd list of general partners)

3110 Fairview Park Drive, #1400

Falls Church, VA 22042

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

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

**GENERAL PARTNERS:**

Dilling, Robert M.	Gross, Dodi Walker	Kiel, Gerald H.	Marks, Jan A.
DiNome, John A.	Gryko, Wit J.	Kiernan, Peter J.	Marston, David W.*
Dittoe, John	Guadagnino, Frank T.	King, Robert A.	Marston, Jr., Walter A.
Duman, Thomas J.	Hackett, Mary J.	Klein, Murray J.	Martin, James
Dumville, S. Miles	Haggerty, James R.	Kneedler, H. Lane	McAllister, David J.
Duronio, Carolyn D.	Hanes, Grayson P.	Kohn, Steven	McFeely, Stephen
Epstein, Bette	Harmon, John C.	Kolaski, Kenneth M	McGarrigle, Thomas J.
Erickson, John R.	Hartman, Ronald G.	Kosch, James A.	McGough, Jr., W. Thomas
Eskilson, James	Hatheway, Jr., Gordon W.	Kozlov, Herbert	McGuan, Kathleen H.
Esser, Carl E.	Hawkins, Jane	Krebs-Markrich, Julia	McKenna, J. Frank
Evans, David C.	Hayes, David S.	Kury, Franklin L.	McLaughlin, J. Sherman
Fagelson, Ian B.	Heard, David J.	Kwuon, Janet	McNichol, Jr., William J.
Fagelson, Karen C.	Heffler, Curt L.	Lacy, D. Patrick	Mehfoud, Kathleen S.
First, Mark L.	Heidelberger, Louis M.	Lasher, Lori L.	Melodia, Mark S.
Fisher, Solomon	Hill, Robert J.	Lawrence, Robert A.	Metro, Joseph W.
Flatley, Lawrence E.	Hitt, Leo N.	LeBlond, John F.	Miller, Edward S.
Fogel, Paul	Hoeg, III, A. Everett	LeDonne, Eugene	Miller, Robert J.
Folk, Thomas R.	Hoffman, Robert B.	Leech, Frederick C.	Moberg, Marilyn
Fontana, Mark A.	Hofstetter, Jonathan M.	Levin, Jonathan L.	Moorhouse, Richard L.
Foster, Timothy G.	Honigberg, Carol C.	Levine, Edward	Morris, Robert K.
Fox, Thomas C.	Horvitz, Selwyn A.	Lindley, Daniel F.	Munoz, Peter
Frank, Ronald W.	Howell, Ben Burke	Linge, H. Kennedy	Munsch, Martha H.
Fritton, Karl A.	lino, John	Loepere, Carol C.	Myers, Donald J.
Gallagher, Jr., Daniel P.	Innamorato, Don A.	London, Alan E.	Napolitano, Perry A.
Gallatin, James P.	Jones, Craig W.	Lovett, Robert G.	Naugle, Louis A.
Gaspiretti, Lorenzo	Jordan, Gregory B.	Lowenstein, Michael E.	Nelson, Jack
Gentile, Jr., Pasquale D.	Kabnick, Lisa	Luchini, Joseph S.	Nicholas, Robert A.
Glanton, Richard H.	Katz, Carol S.	Lynch, Michael C.	Nogay, Arlie R.
Goldman, Kenneth	Kauffman, Robert A.	Lyons, III, Stephen M.	Oppedahl, Mary
Goldrosen, Donald N.	Kearney, James K.	Mahone, Glenn R.	Peck, Jr., Daniel F.
Goldschmidt, Jr., John W.	Kearney, Kerry A.	Maier, Thomas	Perfido, Ruth S.
Golub, Daniel H.	Kelly, Bradley L.	Mansmann, J. Jerome	Peterson, Kurt
Grady, Kelly A.	Kemp, John	Marger, Joseph W.	Philpot, Kenneth

(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: November 27, 2002  
(enter date affidavit is notarized)2002-2092for Application No. (s): SEA 91-L-054-3  
(enter County-assigned application number (s))

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

REED SMITH LLP (cont'd list of general partners)  
3110 Fairview Park Drive, #1400  
Falls Church, VA 22042(check if applicable)  The above-listed partnership has no limited partners.NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,  
General Partner, Limited Partner, or General and Limited Partner)GENERAL PARTNERS:

Picco, Steven J.	Schatz, Gordon B.	Swayze, David S.
Plevy, Arthur L.	Scheineson, Marc J.	Tabachnick, Gene A.
Pollack, Michael B.	Scott, Michael T.	Thallner, Jr., Karl A.
Post, Peter D.	Seaman, Charles	Thomas, William G.
Preston, Thomas P.	Sedlack, Joseph M.	Thompson, David
Prorok, Robert F.	Seeger, Kenneth	Tillman, Eugene
Quinlan, Thomas	Seifer, E.W.	Tocci, Gary M.
Quinn, John E.	Shanus, Stuart	Todd, Thomas
Radley, Lawrence	Shmulewitz, Aaron A.	Tompkins, Benjamin F.
Railton, W. Scott*	Short, Carolyn P.	Tovey, Morgan
Reed, W. Franklin	Shurlow, Nancy J.	Travelise, Andrew J.
Reichner, Henry F.	Siamas, John	Trice, II, Harley N.
Reinke, Brent	Simons, Bernard	Ummer, James W.
Reinke, Donald	Simons, Robert P.	Unkovic, John C.
Restivo, Jr., James J.	Singer, Paul M.	Vitsas, John J.
Rhatigan, Sean	Sleeth, Boyd	von Waldow, Arnd N.
Richter, Stephen William	Smith, II, John F.	Wallace, Marshall
Rieser, Jr., Joseph A.	Smith, John Lynn	Wallis, Eric
Rissetto, Christopher L.	Smith, William J.	Walters, Christopher K.
Ritchey, Patrick W.	Sneirson, Marilyn	Weissman, Sonja
Robinson, William M.	Snyder, Michael A.	Whitley, Bruce
Rosenbaum, Joseph I.	Spaulding, Douglas K.	Whitman, Bradford F.
Rosenthal, Jeffrey M.	Speed, Nick A.	Wickouski, M. Stephanie
Rubenstein, Donald	Springer, Claudia Z.	Wilson, Stephanie
Rudolf, Joseph C.	Stanley, David	Winter, Nelson W.
Sabourin, Jr., John J.	Stewart, II, George L.	Wood, James
Sachse, Kimberly L.	Stoner, II, Edward N.	Wood, John N.
Sanders, Michael	Stoney, Carl	Young, Jonathan
Schaffer, Eric A.	Stroyd, Jr., Arthur H.	Zimmerman, Scott F.

\*Former Partner

(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: November 27, 2002  
(enter date affidavit is notarized)

*2000-2092*

for Application No. (s): SEA 91-L-054-3  
(enter County-assigned application number(s))

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

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

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

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

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

NONE

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

Application No.(s): SEA 91-L-054-3  
(county-assigned application number(s), to be entered by County Staff)

**SPECIAL EXCEPTION AFFIDAVIT**

DATE: November 27, 2002  
(enter date affidavit is notarized)

*000-009i*

3. That within the twelve-month period prior to the filing 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 \$200 or more, with any of those listed in Par. 1 above. **EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on line below.)

**KATHERINE K. HANLEY AND DANA KAUFFMAN ARE MEMBERS OF THE BOARD OF DIRECTORS OF THE WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY.**

**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

Robert A. Lawrence, Esq., Agent  
(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 27th day of November 20 02, in the State/Comm. of Virginia, County/City of Fairfax

*Parula L. Stubbam*  
Notary Public

My commission expires: March 31, 2003

**SPECIAL EXCEPTION AFFIDAVIT**

DATE: November 27, 2002  
 (enter date affidavit is notarized)

I, Robert A. Lawrence, Esq., Agent, 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

*2000-210i*

in Application No.(s): SEA 91-L-053-4  
 (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 <b>BOLD</b> above)
Springfield East, L.C. Agents: <b>Richard W. Hausler</b> <b>Edward S. Byrne</b> <b>Leroy W. Battle, Jr.</b> <b>Donald R. Hague</b> <b>Karen Arnold</b> <b>Don Misner</b>	c/o KSI Services, Inc. 8081 Wolftrap Road, #300 Vienna, VA 22182	<b>Applicant/Agent for Title Owner of Tax Map 90-2 ((1)) Parcel 60</b>
Washington Metropolitan Area Transit Authority Agents: <b>Douglas R. Hale</b> <b>Denton U. Kent</b> <b>Alvin R. McNeal</b>	600 - 5 <sup>th</sup> Street, N.W. Washington, DC 20001	<b>Owner of Tax Map 90-2 ((1)) Parcel 60</b>
Dewberry & Davis LLC Agents: <b>Lawrence A. McDermott</b> <b>Marlon Smoker</b>	8401 Arlington Boulevard Fairfax, VA 22031	<b>Engineers/Agents</b>

(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.

\* 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: November 27, 2002  
(enter date affidavit is notarized)

2050-2100

for Application No. (s): SEA 91-L-053-4  
(enter County-assigned application number (s))

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
RTKL Associates, Inc. Agent: Mark Fairbrother	One South Street Baltimore, MD 21202	Architects/Agents
The Lessard Architectural Group, Inc. Agents: Christian J. Lessard Douglas Bailey James Lyons Melissa Cossaboom Wayne Berenbaum Gregory Long Kenneth L. Tobin Steve Gant	8603 Westwood Center Drive, #400 Vienna, VA 22182	Architects/Agents  Former Agent  Former Agent Former Agent Former Agent
M.J. Wells & Associates, LLC Agents: Terence J. Miller Robin Antonucci Martin J. Wells Melissa Hish	1420 Spring Hill Road, #600 McLean, VA 22102	Transportation Consultants/Agents
Urban Engineering & Associates, Inc. Agent: Eric S. Siegel	7712 Little River Turnpike Annandale, VA 22003	Engineers/Agents
Wyle Laboratories, Inc. Agent: Clint Morrow	2001 Jefferson Davis Highway, #701 Arlington, VA 22202	Noise Consultants/Agents

(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: November 27, 2002  
(enter date affidavit is notarized)

2000-210i

for Application No. (s): SEA 91-L-053-4  
(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)

SPRINGFIELD EAST, L.C.  
c/o KSI Services, Inc.  
8081 Wolftrap Road, #300, Vienna, VA 22182

DESCRIPTION OF CORPORATION: (check one statement)

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

MEMBERS:

NAMES OF ~~MANAGING MEMBERS~~ (enter first name, middle initial and last name)

Robert C. Kettler  
Richard W. Hausler  
KSI Services, Inc.<sup>1</sup>

(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: November 27, 2002  
(enter date affidavit is notarized)

2000-2102

for Application No. (s): SEA 91-L-053-4  
(enter County-assigned application number (s))

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

<sup>1</sup>KSI SERVICES, INC.  
8081 Wolftrap Road, #300  
Vienna, VA 22182

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Robert C. Kettler  
Richard W. Hausler

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

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY  
600 - 5<sup>th</sup> Street, N.W.  
Washington, DC 20001

DESCRIPTION OF CORPORATION: (check one statement)

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

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

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY IS A PUBLIC ORGANIZATION WITH NO SHAREHOLDERS OR PARTNERS

(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: November 27, 2002  
(enter date affidavit is notarized)

2000-210i

for Application No. (s): SEA 91-L-053-4  
(enter County-assigned application number (s))

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

DEWBERRY & DAVIS LLC  
8401 Arlington Boulevard  
Fairfax, VA 22031

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.

MEMBERS:

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

The Dewberry Companies LC<sup>2</sup>  
Larry J. Keller

Dennis M. Couture  
Steven A. Curtis

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

<sup>2</sup>THE DEWBERRY COMPANIES LC  
8401 Arlington Boulevard  
Fairfax, VA 22031

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.

MEMBERS:

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

Sidney O. Dewberry  
Barry K. Dewberry  
Karen S. Grand Pre

Michael S. Dewberry  
Thomas L. Dewberry

(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: November 27, 2002  
(enter date affidavit is notarized)

2000-2102

for Application No. (s): SEA 91-L-053-4  
(enter County-assigned application number (s)).

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

RTKL ASSOCIATES, INC.  
One South Street  
Baltimore, MD 21202

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

M.J. WELLS & ASSOCIATES, LLC  
1420 Spring Hill Road, #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.

MEMBERS:

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

Martin J. Wells & Associates, Inc.<sup>3</sup>  
Terence J. Miller & Associates, Inc.<sup>4</sup>

(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: November 27, 2002  
(enter date affidavit is notarized)

2000-2100

for Application No. (s): SEA 91-L-053-4  
(enter County-assigned application number (s))

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

<sup>3</sup>MARTIN J. WELLS & ASSOCIATES, INC.  
1420 Spring Hill Road, #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)

Martin J. Wells – Sole Shareholder

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

<sup>4</sup>TERENCE J. MILLER & ASSOCIATES, INC.  
1420 Spring Hill Road, #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)

Terence J. Miller – Sole Shareholder

(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: November 27, 2002  
(enter date affidavit is notarized)

2000-210i

for Application No. (s): SEA 91-L-053-4  
(enter County-assigned application number (s))

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

THE LESSARD ARCHITECTURAL GROUP, INC.  
8603 Westwood Center Drive, #400  
Vienna, VA 22182

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Christian J. Lessard – Sole Shareholder

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

URBAN ENGINEERING & ASSOCIATES, INC.  
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)

J. Edgar Sears, Jr.  
Barry B. Smith  
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: November 27, 2002  
(enter date affidavit is notarized)

2000-210i

for Application No. (s): SEA 91-L-053-4  
(enter County-assigned application number (s))

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

WYLE LABORATORIES, INC.  
2001 Jefferson Davis Highway, #701  
Arlington, VA 22202

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)

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

(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: November 27, 2002  
(enter date affidavit is notarized)

2000-210i

for Application No. (s): SEA 91-L-053-4  
(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)

REED SMITH LLP

3110 Fairview Park Drive, #1400

Falls Church, VA 22042

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

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

**GENERAL PARTNERS:**

Aaronson, Joel P.	Bernstein, Leonard A.	Brown, Michael	Condo, Kathy K.
Abbott, Kevin C.	Bersch, Lynn	Browne, Michael L.	Connors, Eugene K.
Alfandary, Peter R.	Bevan, III, William	Bruzzoone, Richard	Convery, III, J. Ferd
Allen, Thomas L.	Binis, Barbara R.	Buckley, Mike	Cottingham, Robert B.
Auten, David C.	Birnbaum, Lloyd C.	Burroughs, Jr., Benton	Cramer, John McN.
Bagliebter, William M.	Blum, Amy	Cameron, Douglas E.	Cranston, Michael
Baker, Scott	Boehner, Russell J.	Carder, Elizabeth B.	D'Agostino, L. James
Banke, Kathy	Bolden, A. Scott	Casey, Bernard J.	Dare, R. Mark
Banzhaf, Michael A.	Bonessa, Dennis R.	Christian, Douglas Y.	Davies, Colleen
Barnet, Irwin	Booker, Daniel I.	Christman, Bruce L.	Davis, Peter R.
Barry, Kevin A.	Bookman, Mark	Clark, George R.	Demase, Lawrence A.
Basinski, Anthony J.	Borrowdale, Peter E.	Clark, II, Peter S.	DeNinno, David L.
Beattie, Greg	Boven, Douglas	Cobetto, Jack B.	Dermody, Debra H.
Begley, Sara A.	Bradford, Tim	Colen, Frederick H.	Dicello, Francis P.
Bentz, James W.	Brown, George	Coltman, Larry	DiFiore, Gerard S.

(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: November 27, 2002*(enter date affidavit is notarized)*

for Application No. (s):

SEA 91-L-053-4*(enter County-assigned application number (s))*2000-20i

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

REED SMITH LLP (cont'd list of general partners)

3110 Fairview Park Drive, #1400

Falls Church, VA 22042

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

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

GENERAL PARTNERS:

Dilling, Robert M.	Gross, Dodi Walker	Kiel, Gerald H.	Marks, Jan A.
DiNome, John A.	Gryko, Wit J.	Kiernan, Peter J.	Marston, David W.*
Dittoe, John	Guadagnino, Frank T.	King, Robert A.	Marston, Jr., Walter A.
Duman, Thomas J.	Hackett, Mary J.	Klein, Murray J.	Martin, James
Dumville, S. Miles	Haggerty, James R.	Kneedler, H. Lane	McAllister, David J.
Duronio, Carolyn D.	Hanes, Grayson P.	Kohn, Steven	McFeely, Stephen
Epstein, Bette	Harmon, John C.	Kolaski, Kenneth M	McGarrigle, Thomas J.
Erickson, John R.	Hartman, Ronald G.	Kosch, James A.	McGough, Jr., W. Thomas
Eskilson, James	Hatheway, Jr., Gordon W.	Kozlov, Herbert	McGuan, Kathleen H.
Esser, Carl E.	Hawkins, Jane	Krebs-Markrich, Julia	McKenna, J. Frank
Evans, David C.	Hayes, David S.	Kury, Franklin L.	McLaughlin, J. Sherman
Fagelson, Ian B.	Heard, David J.	Kwuon, Janet	McNichol, Jr., William J.
Fagelson, Karen C.	Heffler, Curt L.	Lacy, D. Patrick	Mehfoud, Kathleen S.
First, Mark L.	Heidelberger, Louis M.	Lasher, Lori L.	Melodia, Mark S.
Fisher, Solomon	Hill, Robert J.	Lawrence, Robert A.	Metro, Joseph W.
Flatley, Lawrence E.	Hitt, Leo N.	LeBlond, John F.	Miller, Edward S.
Fogel, Paul	Hoeg, III, A. Everett	LeDonne, Eugene	Miller, Robert J.
Folk, Thomas R.	Hoffman, Robert B.	Leech, Frederick C.	Moberg, Marilyn
Fontana, Mark A.	Hofstetter, Jonathan M.	Levin, Jonathan L.	Moorhouse, Richard L.
Foster, Timothy G.	Honigberg, Carol C.	Levine, Edward	Morris, Robert K.
Fox, Thomas C.	Horvitz, Selwyn A.	Lindley, Daniel F.	Munoz, Peter
Frank, Ronald W.	Howell, Ben Burke	Linge, H. Kennedy	Munsch, Martha H.
Fritton, Karl A.	Iino, John	Loepere, Carol C.	Myers, Donald J.
Gallagher, Jr., Daniel P.	Innamorato, Don A.	London, Alan E.	Napolitano, Perry A.
Gallatin, James P.	Jones, Craig W.	Lovett, Robert G.	Naugle, Louis A.
Gasparetti, Lorenzo	Jordan, Gregory B.	Lowenstein, Michael E.	Nelson, Jack
Gentile, Jr., Pasquale D.	Kabnick, Lisa	Luchini, Joseph S.	Nicholas, Robert A.
Glanton, Richard H.	Katz, Carol S.	Lynch, Michael C.	Nogay, Arlie R.
Goldman, Kenneth	Kauffman, Robert A.	Lyons, III, Stephen M.	Oppedahl, Mary
Goldrosen, Donald N.	Kearney, James K.	Mahone, Glenn R.	Peck, Jr., Daniel F.
Goldschmidt, Jr., John W.	Kearney, Kerry A.	Maier, Thomas	Perfido, Ruth S.
Golub, Daniel H.	Kelly, Bradley L.	Mansmann, J. Jerome	Peterson, Kurt
Grady, Kelly A.	Kemp, John	Marger, Joseph W.	Philpot, Kenneth

(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: November 27, 2002  
(enter date affidavit is notarized)

2000-210i

for Application No. (s): SEA 91-L-053-4  
(enter County-assigned application number (s)).

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

REED SMITH LLP (cont'd list of general partners)  
3110 Fairview Park Drive, #1400  
Falls Church, VA 22042

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

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

GENERAL PARTNERS:

- |                          |                        |                         |
|--------------------------|------------------------|-------------------------|
| Picco, Steven J.         | Schatz, Gordon B.      | Swayze, David S.        |
| Plevy, Arthur L.         | Scheineson, Marc J.    | Tabachnick, Gene A.     |
| Pollack, Michael B.      | Scott, Michael T.      | Thallner, Jr., Karl A.  |
| Post, Peter D.           | Seaman, Charles        | Thomas, William G.      |
| Preston, Thomas P.       | Sedlack, Joseph M.     | Thompson, David         |
| Prorok, Robert F.        | Seeger, Kenneth        | Tillman, Eugene         |
| Quinlan, Thomas          | Seifer, E.W.           | Tocci, Gary M.          |
| Quinn, John E.           | Shanus, Stuart         | Todd, Thomas            |
| Radley, Lawrence         | Shmulewitz, Aaron A.   | Tompkins, Benjamin F.   |
| Railton, W. Scott*       | Short, Carolyn P.      | Tovey, Morgan           |
| Reed, W. Franklin        | Shurflow, Nancy J.     | Trevelise, Andrew J.    |
| Reichner, Henry F.       | Siamas, John           | Trice, II, Harley N.    |
| Reinke, Brent            | Simons, Bernard        | Ummer, James W.         |
| Reinke, Donald           | Simons, Robert P.      | Unkovic, John C.        |
| Restivo, Jr., James J.   | Singer, Paul M.        | Vitsas, John J.         |
| Rhatigan, Sean           | Sleeth, Boyd           | von Waldow, Arnd N.     |
| Richter, Stephen William | Smith, II, John F.     | Wallace, Marshall       |
| Rieser, Jr., Joseph A.   | Smith, John Lynn       | Wallis, Eric            |
| Rissetto, Christopher L. | Smith, William J.      | Walters, Christopher K. |
| Ritchey, Patrick W.      | Sneirson, Marilyn      | Weissman, Sonja         |
| Robinson, William M.     | Snyder, Michael A.     | Whitley, Bruce          |
| Rosenbaum, Joseph I.     | Spaulding, Douglas K.  | Whitman, Bradford F.    |
| Rosenthal, Jeffrey M.    | Speed, Nick A.         | Wickouski, M. Stephanie |
| Rubenstein, Donald       | Springer, Claudia Z.   | Wilson, Stephanie       |
| Rudolf, Joseph C.        | Stanley, David         | Winter, Nelson W.       |
| Sabourin, Jr., John J.   | Stewart, II, George L. | Wood, James             |
| Sachse, Kimberly L.      | Stoner, II, Edward N.  | Wood, John N.           |
| Sanders, Michael         | Stoney, Carl           | Young, Jonathan         |
| Schaffer, Eric A.        | Stroyd, Jr., Arthur H. | Zimmerman, Scott F.     |

\*Former Partner

(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: November 27, 2002  
(enter date affidavit is notarized)

2000-2102

for Application No. (s): SEA 91-L-053-4  
(enter County-assigned application number(s))

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

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

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

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

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

NONE

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

Application No.(s): SEA 91-L-053-4  
(county-assigned application number(s), to be entered by County Staff)

**SPECIAL EXCEPTION AFFIDAVIT**

DATE: November 27, 2002  
(enter date affidavit is notarized)

*2000-2102*

3. That within the twelve-month period prior to the filing 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 \$200 or more, with any of those listed in Par. 1 above. **EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line below.)**

**KATHERINE K. HANLEY AND DANA KAUFFMAN ARE MEMBERS OF THE BOARD OF DIRECTORS OF THE WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY.**

**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)

*Robert A. Lawrence*

Applicant

Applicant's Authorized Agent

**Robert A. Lawrence, Esq., Agent**

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

Subscribed and sworn to before me this 27th day of November 2002, in the State/Comm. of Virginia, County/City of Fairfax

*Carole L. Statham*

Notary Public

My commission expires: March 31, 2003