



County of Fairfax, Virginia

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March 14, 2008

Benjamin F. Tompkins
ReedSmith
3110 Fairview Park Drive, Suite 1400
Falls Church, VA 22042-4503

Re: Interpretation for PCA 84-D-049-5 and FDPA 84-D-049-6, Building H of Land Bay III, Tysons II, Tax Map Parcel 29-4 ((1)) 3B, Layout

Dear Mr. Tompkins:

This is in response to your letter of February 15, 2008, (attached) requesting an interpretation of layout of Building H shown on the combined Conceptual/Final Development Plan Amendment (CDPA/FDPA) accepted by the Board of Supervisors in conjunction with the approval of PCA 84-D-049-5 and FDPA 84-D-049-6. The letter of February 15, 2008, was a follow-up to a letter dated September 7, 2007. As I understand it, the question is whether the revised layout for Building H is in substantial conformance with the CDPA/FDPA proffered pursuant to the approval of PCA 84-D-049-5 and FDPA 84-D-049-6 on June 16, 2003. This determination is based on the plan attached to your letter of February 15, 2008, entitled "Interpretation Graphic" and prepared by Dewberry & Davis LLC which is dated August 2007 and revised October 2007 and the "Conceptual Site & Landscape Plan (Buildings H, I & G)" dated January 2008. The "Interpretation Graphic" is an overlay comparison of the layout proffered in 2003 with the layout proposed with this interpretation request. A copy of the latter plan which shows the proposed layout clearly is attached for reference.

Proffer I of the June 11, 2003 proffer statement proffers the Conceptual/Final Development Plan Amendment Tysons II prepared by Dewberry & Davis and dated September 19, 2001 as revised through January 31, 2003. This proffer also permits minor modifications pursuant to Paragraph 4 of Sect. 16-403 of the Zoning Ordinance. Par. A under Proffer VIII, Urban Design proffers the booklet entitled Tysons II Master Plan Design Concepts dated August 2002 and attached to the proffer statement. This proffer permits modifications to the layout of the CDPA/FDPA when it is determined that the changes are in substantial conformance with the design concepts contained in this booklet.

The proposed changes to the layout of Building H include a change in the footprint of the building, providing a combined at-grade auto court and pedestrian plaza in place of the elevated plaza shown on the proffered CDPA/FDPA, additional plaza to be constructed between Building H and the intersection of Galleria Drive and Tysons Boulevard, shifting the garage toward

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Tysons Boulevard approximately 30 feet, associated changes to the landscaping and a reconfiguration of the entrance closest to Galleria Drive. The amount of gross floor area in Building H is unchanged, 455,600 sq. ft. It is my determination that the revised layout of Building H is in substantial conformance with the proffered CDPA/FDPA approved pursuant to FDPA 84-D-049-6 and referenced in the June 11, 2003 proffer statement provided that the plaza area between Building H and the intersection of Tysons Boulevard and Galleria Drive is constructed in conjunction with Building H.

This determination shall not be construed as a substantial conformance determination applicable to the FDPA currently in effect for Land Bay III as approved pursuant to FDPA 84-D-049. As you are aware, the proffers approved pursuant to PCA 84-D-049-5 also include Par. E under Background/Implementation, which states, in part, the following:

The Property shall continue to be developed in substantial accordance with, and subject to, the Existing Proffers and Development Plans unless, upon request of the applicant, the Director of the Zoning Evaluation Division (ZED) of the Department of Planning and Zoning determines that there exists a Full Funding Grant Agreement as defined in 49 U.S.C §5309 ("FFGA") for rail from the West Falls Church Station through Tysons (to and including the Tysons West station)...

Pursuant to a previous proffer interpretation issued regarding this element of the proffer statement, development of Land Bays II, III and IV of Tysons II in accordance with the CDPA/FDPA referenced in that proffer statement, a site plan may be submitted and processed based on this layout; however, final approval of the site plan may not occur prior to a determination by this office that an FFGA exists. Therefore, a site plan for Building H may be submitted for review, but may not receive final approval until it is determined that an FFGA exists. Par. E also sets a date, January 1, 2005, as date by which a determination that an FFGA exists would be made by, while allowing for extensions of that date agreed to in writing by the applicant and the Director of ZED. Currently, that date has been extended to June 8, 2008.

If you have any questions regarding this interpretation, please feel free to contact Peter Braham..

Sincerely,



Regina C. Coyle, Director
Zoning Evaluation Division, DPZ

RCC/PB/N:WPDOCSACTION\TYSONS II BLDG H RE2003 CDPA.DOCM

cc: Linda Q. Smyth, Supervisor, Providence District
Ken Lawrence, Planning Commissioner, Lee District
Diane Johnson-Quinn, Deputy Zoning Administrator, Permit Review Branch, ZAD, DPZ
Ken Williams, Plan Control, Land Development Services, DPWES
Kevin Guinaw, Chief, Special Project Branch, ZED, DPZ
Craig Carinci, Director, Environmental and Facilities Inspection Division, DPWES
File: PCA 84-D-049-5 and FDPA 84-D-049-6, PI 0709-104, Imaging

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February 15, 2008

RECEIVED
Department of Planning & Zoning

FEB 19 2008

Zoning Evaluation Division

VIA HAND DELIVERY

Mr. Peter Braham
Senior Staff Coordinator
Department of Planning & Zoning
12055 Government Center Parkway
Suite 801
Fairfax, VA 22030

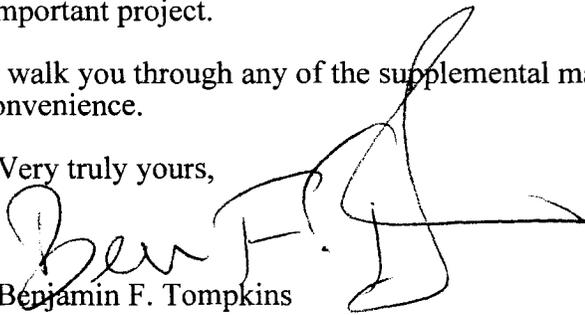
Re: Tysons II Building H Interpretation

Dear Peter:

Enclosed is a supplement to the interpretation request submitted to you on September 7, 2007. We strongly believe that the interpretation request, as supplemented, addresses all of the relevant concerns of you, Regina Coyle and Jim Zook, and also reflects our meeting with Commissioner Lawrence and Supervisor Smyth. At this point in time, we very much need to move this matter forward one way or another since this is preventing the second submission of our site plan and delaying the commencement of construction of this very important project.

If you would like to meet and have us walk you through any of the supplemental materials, we would be more than happy to do so at your convenience.

Very truly yours,


Benjamin F. Tompkins

BFT/der
Enclosure

cc: J. Policaro

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February 15, 2008

VIA HAND DELIVERY

Ms. Regina Murray Coyle
Director
Department of Planning and Zoning
Zoning Evaluation Division
12055 Government Center Parkway
Fairfax, VA 22035

Re: Tysons II; PCA 84-D-049-5/Final Development Plan Amendment
FDP 84-D-049-6

Dear Regina:

This letter is to supplement the interpretation request submitted to you on September 7, 2007 (the "September 7, 2007 Interpretation Request") with respect to the referenced matter. A copy of the prior request (without attachments) is attached as Tab A. As a reminder, the September 7, 2007 Interpretation Request was a request, among other things, for a determination of substantial conformance of certain proposed plans with the development plans approved with the 2003 rezoning of the Tysons II project. All terms contained herein not otherwise defined shall have the meaning set forth in the September 7, 2007 Interpretation Request.

Enclosed with this correspondence is the following supplemental material:

1. Attached as Tab B is a transparency depicting the 2007 Sector III Plan overlaid on the Sector III Plan set forth in the 2003 Development Plans. This replaces the Tab B included in the September 7, 2007 Interpretation Request.
2. Attached hereto as Tab C is a graphic entitled, "Conceptual Site and Landscape Plan" (in Buildings H, I and J). This replaces the Tab C set forth in the September 7, 2007 Interpretation Request. This illustrative reflects further refinement in the site layout based on input from staff and other interested parties.
3. Attached hereto as Tab D is a graphic entitled, "Pedestrian Circulation", which graphic replaces Tab D attached to the September 7, 2007 Interpretation Request. Please note, Tab D

Regina Murray Coyle
February 15, 2008
Page 2

shows not only the at grade pedestrian circulation, but also shows the existing and potential elevated pedestrian route, as well as locations for pedestrian barriers within Sector III to, among other things, prevent jay walking.

4. Attached hereto as Tab G is a graphic entitled, "Phase I Landscape Frontage". This graphic depicts the interim condition that would exist subsequent to Building H construction, but prior to Building I construction, in the area of the open space/park contemplated at the intersection of Tysons Boulevard and Galleria Drive. This addresses a concern of Jim Zook.

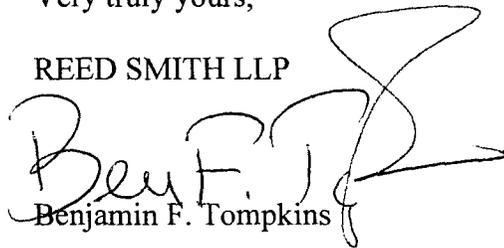
5. Attached hereto as Tab H is a graphic entitled, "Building I Conceptual Site Plan", which is an illustrative showing how the open space area to the rear of Building I might be landscaped at the time of development of Building I.

6. Attached as Tab I is a matrix entitled, "Tysons II Building H Landscape Comparison" which shows the quantity and general types of landscaping under the approved 2003 Development Plans versus the Landscaping Plan proposed with the Building H portion of the 2007 Sector III Plan.

We strongly believe these materials provide you with all the supporting materials necessary to make a determination that the development of Sector III with the building, building footprint, travel ways, pedestrian walkways and other site improvements depicted in these materials is in substantial conformance with the 2003 Proffers and 2003 Development Plans. We also strongly believe that these materials are responsive to the comments that we have received from you, Peter Braham, Jim Zook and other interested parties. At this point we think that it is appropriate that you render your determination and would request that you do so at your earliest possible convenience since the lack of this interpretation is preventing the second submission of our Site Plan and therefore delaying the ground breaking for this important project.

Very truly yours,

REED SMITH LLP



Benjamin F. Tompkins

BFT/der
Enclosures

cc: James Policaro

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September 7, 2007

VIA HAND DELIVERY

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Director
Department of Planning and Zoning
Zoning Evaluation Division
12055 Government Center Parkway
Fairfax, VA 22035

RECEIVED
Department of Planning & Zoning

FEB 19 2008

Zoning Evaluation Division

Re: Tysons II; PCA 84-D-049-5/Final Development Plan Amendment
FDP 84-D-049-6

Dear Regina:

This letter is a follow up to our meeting with you of some time ago concerning the continued development of the Tysons II project, including the ongoing evolution of the Dulles Rail project. The purpose of this letter is to obtain a Zoning Administrator's Interpretation with respect to Fairfax County Tax Map Parcels 29-4((10)), Parcels 3-A, 3-B and 3-C (the "Property"), which Property was the subject of the referenced zoning application. The Property continues to be owned by affiliates of Lerner Enterprises, LLC ("Lerner").

I. BACKGROUND

- A. On October 15, 1984, the Board of Supervisors of Fairfax County rezoned 106.84 acres which was the subject of Rezoning Application RZ 84-D-049 to the Planned Development Commercial (PDC) District and accepted proffers dated August 17, 1984, as revised through October 15, 1984 ("1984 Proffers"). The Board also approved the Conceptual Development Plan for Tysons II which accompanied the rezoning application ("1984 CDP"). On October 4, 1984, the Planning Commission approved the Final Development Plan, as revised through October 4, 1984 ("1984 FDP").

- B. On October 16, 1995, the Board of Supervisors approved Proffer Condition Amendment PCA 84-D-049 and adopted proffers dated February 15, 1995 revised through September 14, 1995 ("1995 Proffers"). The Board also approved Conceptual Development Plan Amendment dated April 12, 1995, as revised through September 13, 1995, for Sectors II, III, and IV which accompanied the Proffer Condition Amendment ("1995 CDPA"). On October 12, 1995, the Planning Commission approved the Final Development Plan Amendment dated April 12, 1995, as revised through September 13, 1995 ("1995 FDPA"). The 1995 Proffers, 1995 CDPA and 1995 FDPA applied to Sectors II, III and IV, which Sectors include Parcels 3-A, 3-B, 3-C, 3-D, 4-A, 4-B, 5-A, 5-B, 5-C, 6 and Outlot B, and which Parcels include the buildings designated as G, H, I, J1, J2, K, L and M.
- C. On May 18, 1998, the Board of Supervisors approved Proffer Condition Amendment PCA 84-D-049-2 and adopted proffers dated July 29, 1997, revised through May 18, 1998 ("1998 Proffers"). On April 2, 1998, the Planning Commission approved the Final Development Plan Amendment dated July 29, 1997 as revised through March 9, 1998 ("1998 FDPA"). The 1998 Proffers and the 1998 FDPA applied to a portion of Sector I, which Sector includes Parcels 2-A1, 2-A2, 2-C and 2-D, and which Parcels include the buildings designated as C, D, E and F.
- D. On May 2, 2002, the Planning Commission approved the Final Development Plan Amendment dated August 20, 2001, last revised April 29, 2002 ("2002 FDPA"), which 2002 FDPA applied to Parcel 2-A2, which includes Building F, subject to certain Development Conditions.
- E. The 1984 Proffers, 1984 CDP and 1984 FDP, as modified by the (i) 1995 Proffers, (ii) 1995 CDPA, (iii) 1995 FDPA, (iv) 1998 Proffers (v) 1998 FDPA and (vi) 2002 FDPA are collectively referred to as the Existing Proffers and Development Plans.
- F. On June 16, 2003, the Board of Supervisors approved Proffer Condition Amendment PCA 84-D-049-5 and adopted Proffers dated June 11, 2003 ("2003 Proffers"). The Board also approved the Conceptual Development Plan/Final Development Plan dated September 19, 2001, last revised January 31, 2003 and associated development conditions ("2003 CDPA/FDPA" or "2003 Development Plans"), which accompanied the Proffer Condition Amendment. The 2003 Proffers and 2003 CDPA/FDPA applied to Sectors II, III and IV and a portion of Sector I, and included all of the Property.

G. The 2003 Proffer provides that:

"The Property shall continue to be developed in substantial accordance with, and subject to, the Existing Proffers and Development Plans unless, upon the request of the applicant, the Director of the Zoning Evaluation Division ("ZED") of the Department of Planning and Zoning determines that there exists a Full Funding Grant Agreement as defined in 49 U.S.C. § 5309 ("FFGA") for rail from the West Falls Church metro station through Tysons (to and including the Tysons West station) by January 1, 2005, or such later date, if any, that is agreed to in writing by the Applicant and the Director of ZED, as such rail system is generally set forth in the Tysons Corner Metro Rail Alignments designated as T1, T4, T6 or T9 in the Draft EIS (as defined in Proffer III.B.2. herein).

If the event stated above has occurred, as determined by the Director of ZED and communicated in writing to the Applicant (the "Implementation Notice") by the date set forth above, as such date may be extended, then the Property shall be developed in substantial accordance with, and subject to, the following 2003 Proffers and the 2003 CDPA/FDPA."

- H. By letter dated December 20, 2004 (as supplemented) from Benjamin Tompkins, as counsel to Lerner, to Barbara Byron, as Director of the Zoning Evaluation Division, Lerner requested, among other things, an extension of the January 1, 2005 date for the existence of an FFGA. By Zoning Administration's interpretation, dated July 29, 2005, the Director of the Zoning Evaluation Division agreed in writing to extend the date for the FFGA until June 1, 2007.
- I. By letter dated November 13, 2006 from Benjamin Tompkins, as counsel to Lerner, to Barbara Byron, as Director of the Zoning Evaluation Division, Lerner requested, among other things, an extension of the June 1, 2008 date for the existence of an FFGA. By Zoning Administration's interpretation dated December, 12, 2006, the Director of the Zoning Evaluation Division agreed in writing to extend the date for the FFGA until June 1, 2008.
- J. Attached as Tab A is the approved 2003 CDPA/FDPA as it relates to Sector III.

II. INTERPRETATION REQUEST NO. 1

- A. That the development of Sector III (part) with the building, building footprint, travelways, pedestrian walkways and other site improvements depicted on Tab B attached hereto (the "2007 Sector III Plan") is in substantial conformance with the 2003 Proffers and 2003 Development Plans. Tab B is a transparency depicting the 2007 Sector III Plan overlaid on the Sector III Plan set forth in the 2003 Development Plans. No changes are proposed to the building footprints for Buildings G and I. Tabs C and D are illustrative site plans depicting the revised site layout, including building footprints, travelways, plazas, open space area, points of access and site amenities.
- B. In support of such request, I would note as follows:
1. Section 16-403 Paragraph 4 of the Zoning Ordinance permits modifications to an approval Final Development Plan to be made when the *Zoning Administrator determines that "such are in substantial conformance with the approved final development"* and as more particularly set forth therein.
 2. Proffer VIII.A. provides:

"Design Concepts. The urban design concepts for the Property are set forth in the Tysons II Master Plan Design Concepts dated August 2002 prepared by Kohn Pedersen Fox and attached hereto as Exhibit D (the "Design Concepts"). The urban design booklet illustrates concepts of Landmark, Gateway and Precint as devices to organize the master plan for the Property. These concepts are characterized by a varied skyline, major and minor gardens and plazas, pedestrian friendly circulation patterns, such as sidewalks, enclosed walkways and bridges and pathways and are consistent with the general location and massing of buildings and the locations of open space areas and plazas as shown on the CDPA/FDPA. *Modifications to the layout shown on the CDPA/FDPA may be permitted by the Director of ZED when it is determined that the changes are in substantial conformance with these design concepts.*"
 3. Note 15 on sheet 3 of the 2003 Development Plans provides as follows:

15. **THE PROPOSED BUILDING AND GARAGE ELEVATIONS AND PERSPECTIVES, THE LANDSCAPE PLANS AND THE PEDESTRIAN CIRCULATION PLANS PRESENTED IN THIS SUBMISSION ARE PRELIMINARY.** THEY ARE PRESENTED TO ILLUSTRATE THE GENERAL CHARACTER OF THE PROPOSED BUILDINGS AND THE RELATED LANDSCAPING AND SITE IMPROVEMENT PROGRAM. THE BUILDING(S), GARAGE(S), SITE IMPROVEMENTS AND LANDSCAPE DETAILS **WILL BE REFINED AND SUBJECT TO MODIFICATIONS WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.**

4. Note 22 of the 2003 Development Plans provides as follows:
 22. **THE EXACT LOCATIONS, SHAPES AND SIZES OF THE BUILDING FOOTPRINTS AND PARKING STRUCTURES SHOWN ON THE GRAPHIC ARE PRELIMINARY AND SCHEMATIC** AND ARE NOT TO BE CONSIDERED FINAL. THEY ARE SUBJECT TO ADJUSTMENT AND REFINEMENT WITH FINAL ENGINEERING AND DESIGN IN ACCORDANCE WITH THE PROVISIONS SET FORTH IN SECT. 16-403 OF THE ZONING ORDINANCE. THE TOTAL COMBINED GROSS FLOOR AREA AND THE BUILDING HEIGHTS PRESENTED IN THE TABULATION ARE TO BE CONSIDERED MAXIMUMS. THE OPEN SPACE AS REPRESENTED IN THE TABULATION AND THE DIMENSIONS TO THE PERIPHERAL LOT LINES OF THE PDC DISTRICT AS REPRESENTED ON THE GRAPHIC ARE TO BE CONSIDERED MINIMUMS WITH THE UNDERSTANDING THAT ALL DISTANCE DIMENSIONS SHOWN ON THE GRAPHIC ARE SUBJECT TO A 10% ADJUSTMENT FACTOR.

- C. As noted in Proffer VIII.A (set forth above), "**Modifications to the layout shown on the CDPA/FDPA may be permitted by the Director of ZED when it is determined that the changes are in substantial conformance with these design concepts.**" The 2007 Sector III Plan is in substantial conformance with the Design Concepts set forth in Proffer VIII.A. Attached as Tab E is a narrative from Kohn Pedersen Fox, the authors of the Design Concepts, noting the rationale for the change and its compliance with the Design Concepts.

- D. As noted in Note 15 and Note 22 (set forth above), the applicant did not commit to a specific site layout, but did agree that ***"the total combined gross floor area and the building heights presented in the tabulation are to be considered maximums."*** The maximum gross floor area tabulations set forth on the 2003 Development Plans for Sector III is 1,546,940 square feet and for Building H is 455,600 and the proposed square footage for the 2007 Sector III Plan remains 1,546,940 square feet and for Building H remains 455,600. The tabulation on the 2003 development Plans sets forth, for Building H, a maximum building height of 221 feet and 17 stories and, as indicated on Tab B for Building H, the maximum building height under the 2007 Sector III Plan is 221 feet with 17 stories. Again, no changes are proposed to Buildings G and I.

Further, as noted in Notes 15 and 22 (set forth above), the applicant did not commit to a specific site layout, but did agree that ***"the open space as represented in the tabulations and the dimensions to the peripheral lot lines of the PDC District as represented on the graphic are to be considered minimums"*** subject to a 10% adjustment factor in distances to lot lines. The open space for the 2007 Sector III Plan is approximately 55 percent, which is well in excess of the 35 percent set forth on the 2003 Development Plans (see Dewberry & Davis Calculations in Tab F). Indeed, as to open space, the 2007 Sector III Plan (i) eliminates the drop off court on the prominent corner of Tysons Boulevard and Galleria Drive and replaces it with usable open space and (ii) adds usable open space at the street level in front of Building H. As the overlay of the proposed 2007 Sector III Plan footprint over the 2003 Development Plans for Sector III demonstrates the distance to the peripheral PDC district lot line is not decreased.

- E. The granting of interpretation Request No. 1 will result in a development that (i) is in substantial conformance with the 2003 Development Plans as such plans are permitted to be modified pursuant to Article 16 of the Zoning Ordinance, Proffer VIII.A. of the Proffers (including the Design Concepts references therein) and the notes to such plans, (ii) adds more functional and accessible open space and a more attractive and interesting streetscape over that depicted in the 2003 Development Plans, (iii) addresses the Fire Marshall's concern regarding fire truck access to the eastern side of the building, and (iv) does not increase building bulk since the height and gross floor area maximums are not being increased.

For these reasons, as well as a result of the general powers accorded to the Zoning Administrator, we respectfully request your determination that the 2004 Sector IV Plan is in substantial conformance with the Sector IV plan depicted on the 2003 Development Plans.

III. INTERPRETATION REQUEST NO. 2

A. That the retaining walls and parking structures depicted on Tab B are in substantial conformance with the 2003 Proffers and 2003 Development Plans.

B. In support of such requests, I would note as follows:

1. Note 15 of the 2003 Development Plans (set forth above) provides that the garage elevations are "*preliminary*" and are "*subject to modifications with final engineering and architectural design*".

2. Note 22 of the 2003 Development Plans (set forth above) provides that "*the exact location, shapes and sizes of the . . . parking structures shown on the graphic are preliminary and schematic and are not to be considered final*".

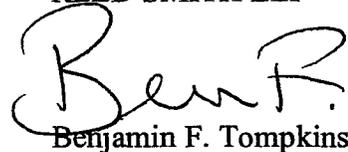
3. In addition, as to the retaining walls, Note 25 of the 2003 Development Plan provides as follows:

25. IT IS UNDERSTOOD THAT ADDITIONAL SITE FEATURES SUCH AS GAZEBOS, BENCHES, COVERED WALKWAYS, FLAGPOLES, TRELLISES, SIGNS, *WALLS*, FENCES, LIGHT STANDARDS AND/OR UTILITY STRUCTURES NOT REPRESENTED ON THE GRAPHIC MAY BE PROVIDED.

Should you need any additional information in connection with agreeing to this extension, please contact me.

Very truly yours,

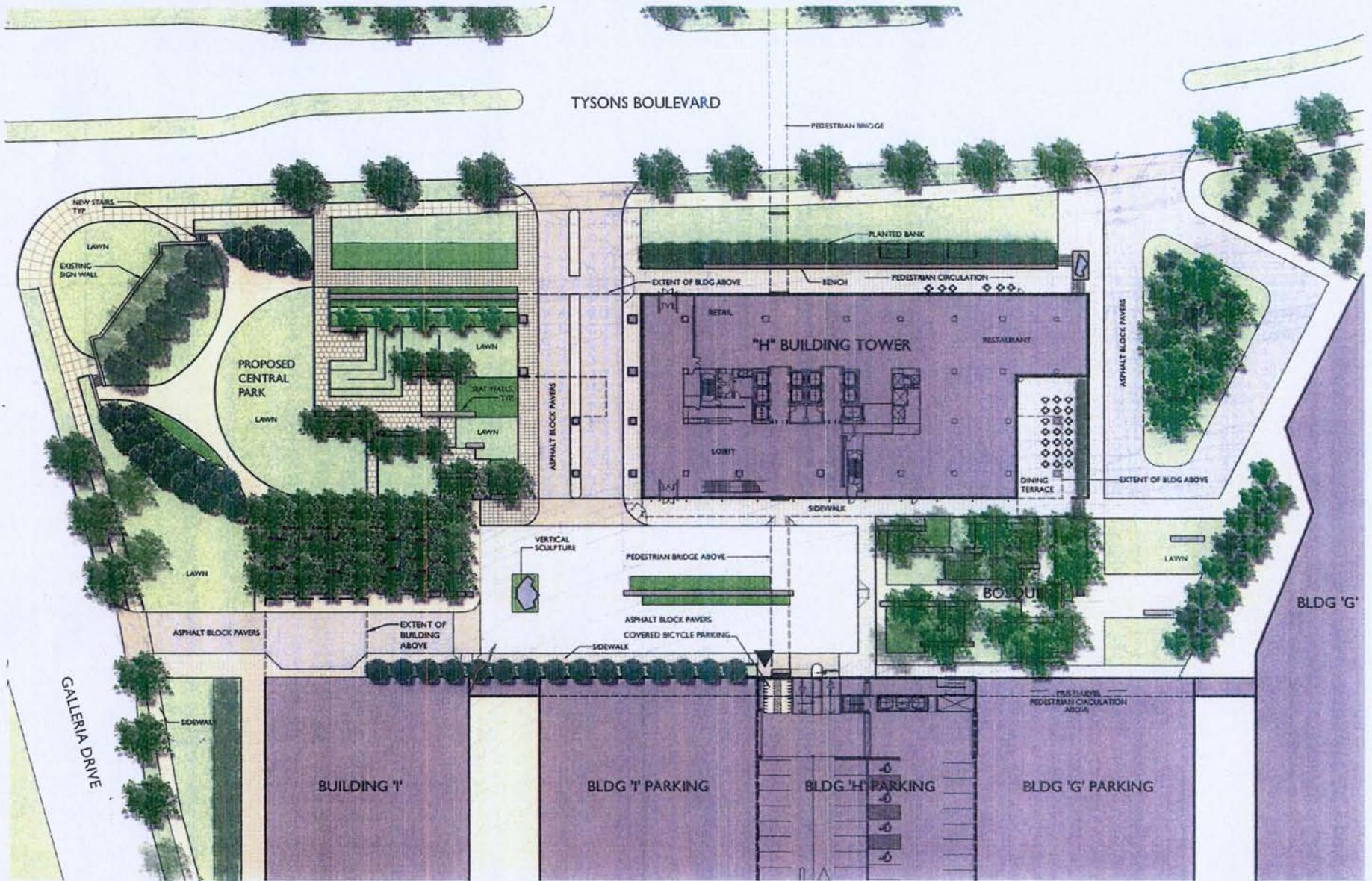
REED SMITH LLP


Benjamin F. Tompkins



BFT/der
Enclosures

cc: James Policaro
Phillip G. Yates
Daniella Medek



LERNER ENTERPRISES

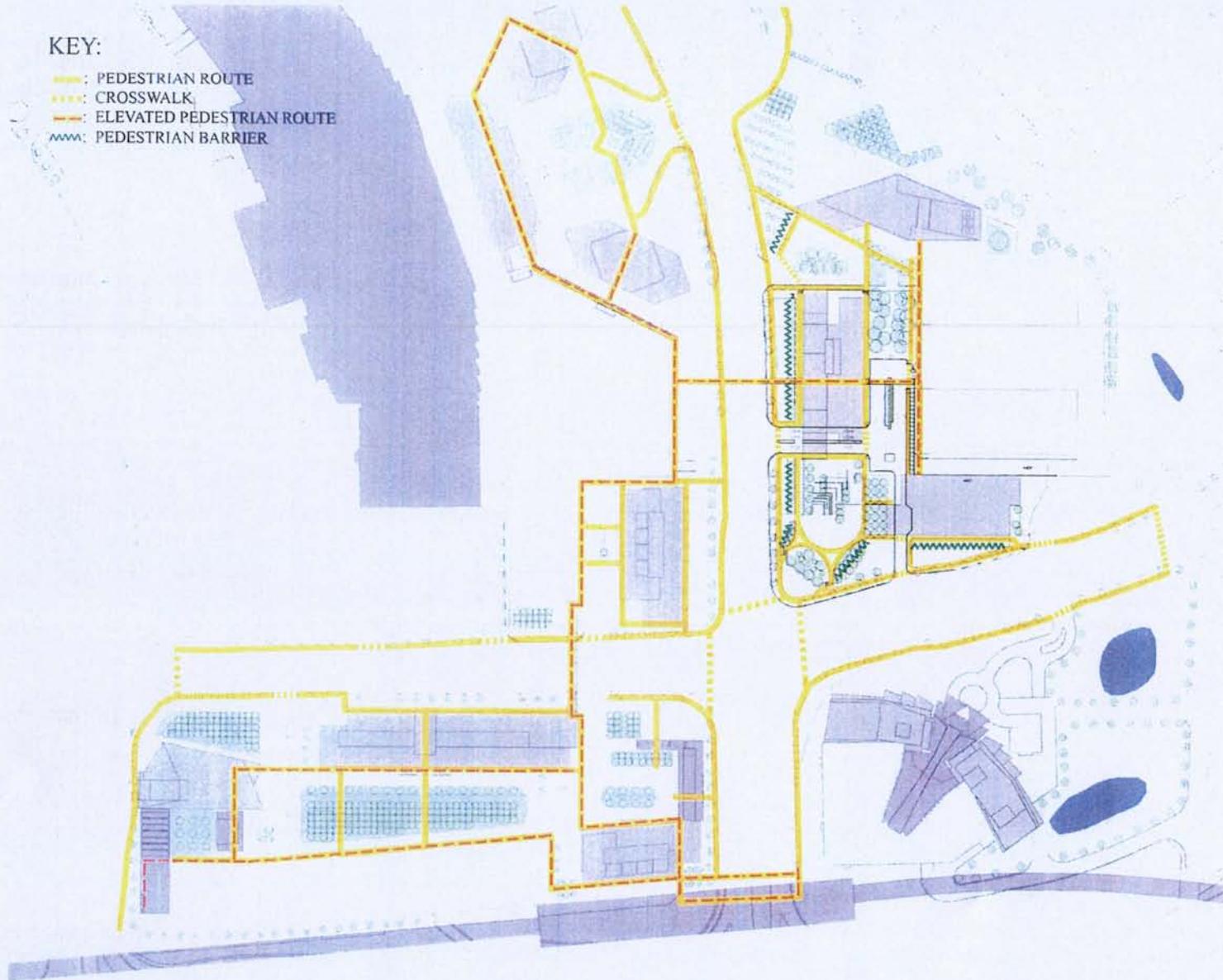
THE CORPORATE OFFICE CENTER AT TYSONS II: MCLEAN VIRGINIA

CONCEPTUAL SITE & LANDSCAPE PLAN (BUILDINGS H, I & G)

KOHN PEDERSEN FOX ASSOCIATES TOWERSIGOLDE JANUARY 2008

KEY:

- : PEDESTRIAN ROUTE
- ⋯: CROSSWALK
- - -: ELEVATED PEDESTRIAN ROUTE
- ~~~~: PEDESTRIAN BARRIER

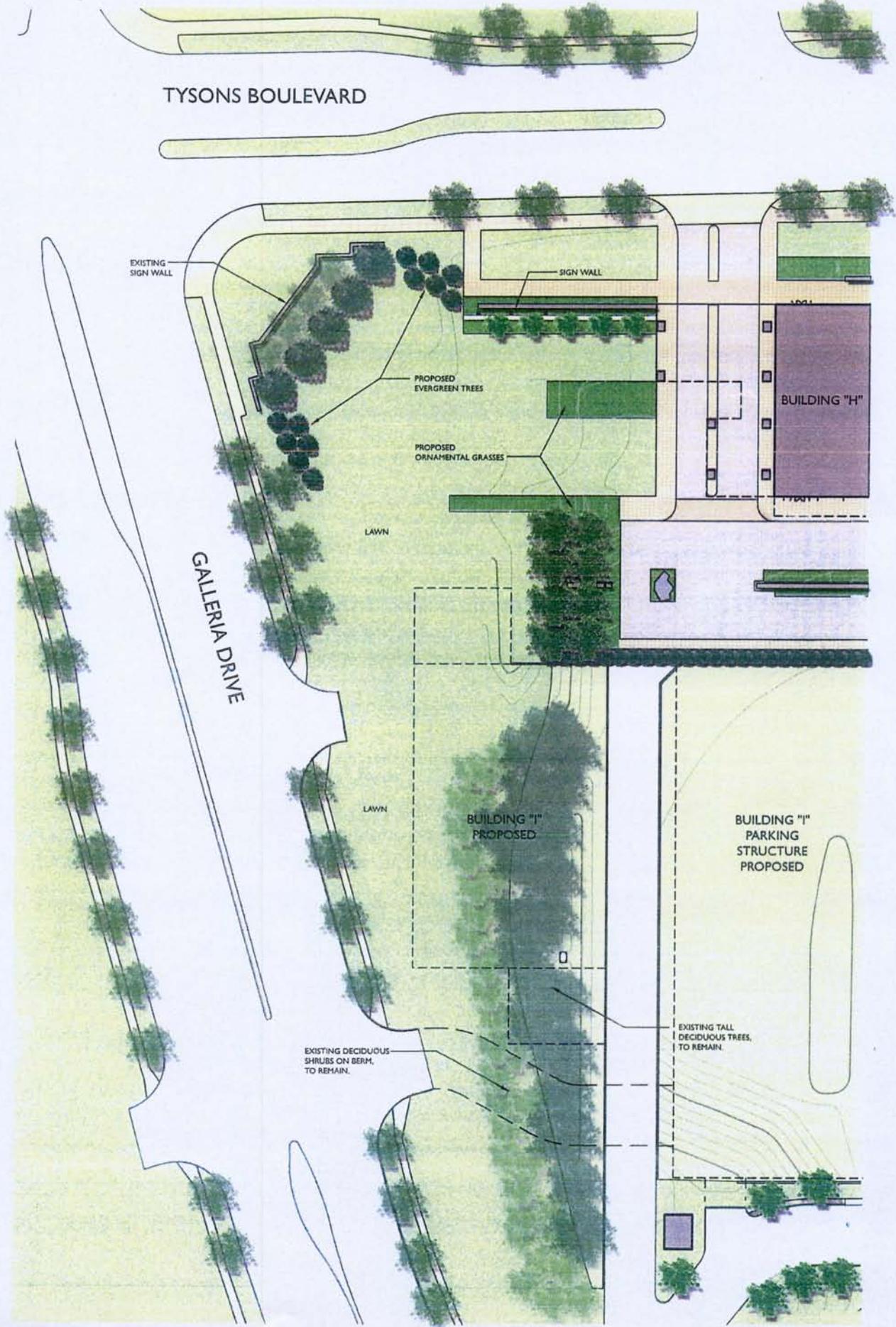


LERNER ENTERPRISES

THE CORPORATE OFFICE CENTER AT TYSONS II: MCLEAN VIRGINIA

PEDESTRIAN CIRCULATION

KOHN PEDERSEN FOX ASSOCIATES TOWERS|GOLDE JANUARY 2008



TYSONS BOULEVARD

EXISTING SIGN WALL

SIGN WALL

PROPOSED EVERGREEN TREES

PROPOSED ORNAMENTAL GRASSES

LAWN

BUILDING "H"

GALLERIA DRIVE

LAWN

BUILDING "I" PROPOSED

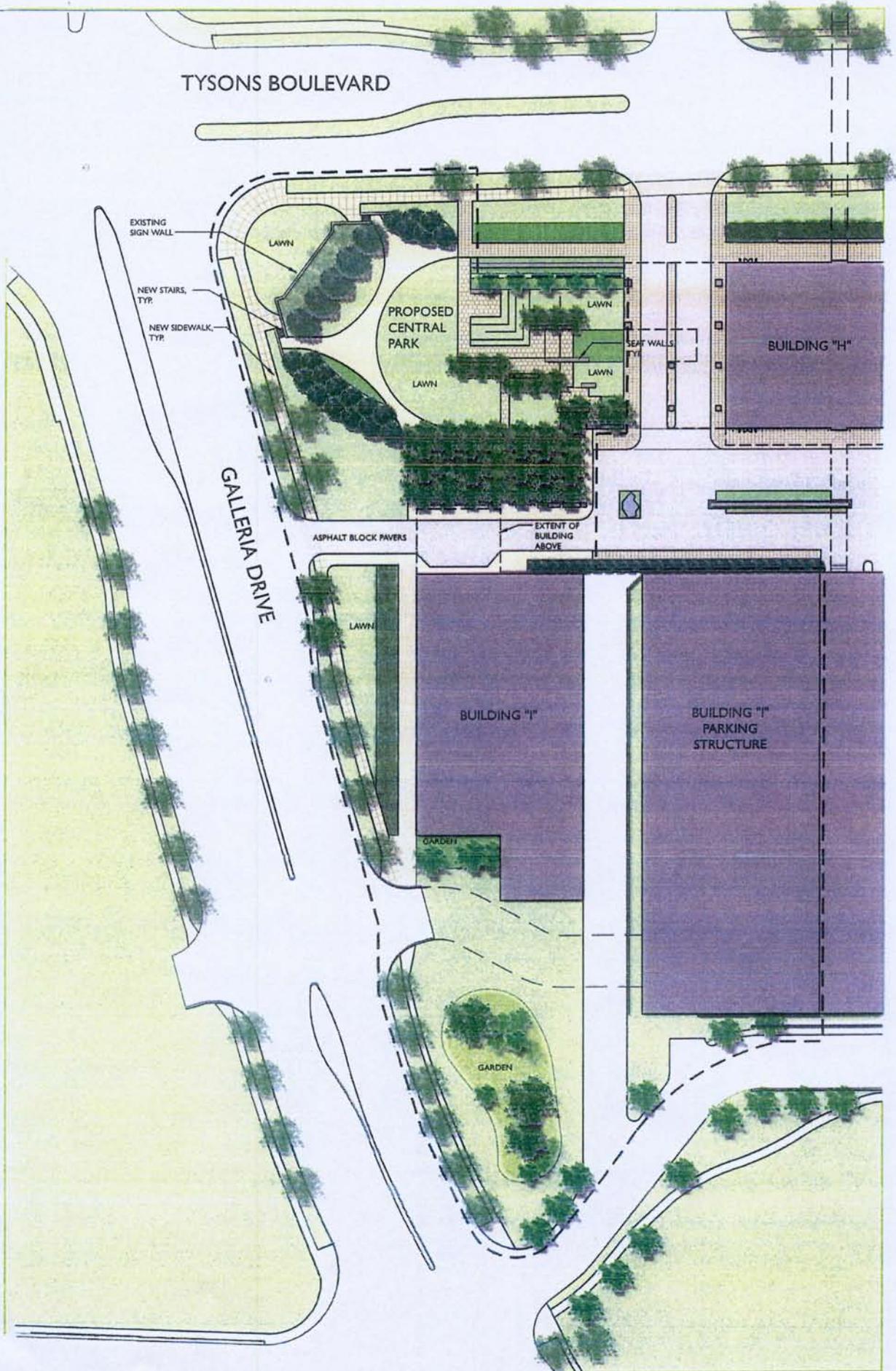
BUILDING "I" PARKING STRUCTURE PROPOSED

EXISTING DECIDUOUS SHRUBS ON BERM, TO REMAIN.

EXISTING TALL DECIDUOUS TREES, TO REMAIN.

LERNER ENTERPRISES

PHASE ONE LANDSCAPE FRONTAGE



LERNER ENTERPRISES

BUILDING "I" CONCEPTUAL SITE PLAN