



County of Fairfax, Virginia

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

July 29, 2011

Shane M. Murphy
Cooley, LLP
11951 Freedom Drive
Reston, VA 20190-5656

Re: Interpretation for RZ 91-C-002 and SE 91-C-005, Patriots Park, Tax Map Parcels
17-3 ((8)) 7A, 7C1: Security Improvements: Truck Inspection Lane, Pedestrian Bridge

Dear Mr. Murphy,

This is in response to your letter of June 29, 2011, which replaces your previous letter of April 4, 2011, requesting an interpretation of the proffers and the Generalized Development Plan (GDP) accepted by the Board of Supervisors in conjunction with the approval of RZ 91-C-002, and the development conditions and SE Plat approved by the Board of Supervisors with SE 91-C-005. This letter addresses only the security improvements proposed in the June 29, 2011 letter. A second request for interpretation dated June 7, 2011, which proposes preliminary security improvements will be addressed in a separate letter.

The property is zoned C-3 pursuant to the Board of Supervisors approval of RZ 91-C-005 on May 20, 1991, subject to proffers. It is also governed by Special Exception SE 91-C-005, which was concurrently approved by the Board of Supervisors, subject to development conditions, to permit scientific research and development on the site. Your letter states that the property currently serves as the National Geospatial Intelligence Agency ("NGA") headquarters, which is in the process of relocating its "New Campus East" development at the Fort Belvoir Engineering Proving Grounds. The property has been leased to the General Services Administration ("GSA") to house the Department of Defense's Defense Intelligence Support Center ("DISC"). As part of the transition, to DISC and to support additional security requirements driven by the Department of Defense's Anti-Terrorism/Force Protection ("AT/FP") standards, the applicant is making several proposed modifications to the existing office buildings and site design. As I understand it, there are two questions, which will be addressed separately below. These determinations are based on your letters and the attached proffers, development conditions, reductions of the GDP and SE Plat, and Exhibit C entitled "Reston Section 904," dated June 20, 2011, which contains 5 sheets showing details of the proposed modifications. Copies of your letter and relevant exhibits are attached.

The first question is whether the proposed construction of a limited service security inspection entrance on Sunrise Valley Drive would be in substantial conformance with the proffers, GDP/SE Plat, and development conditions.

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



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Integrity * Teamwork * Public Service

The property owner proposes to construct a limited service entrance on Sunrise Valley Drive for the purpose of performing security inspections on trucks and other delivery vehicles. Your exhibit shows the proposed entrance located between the existing full-service entrances for the buildings located on Parcels 7C1 and 7E1. You state that the proposed location of this entrance is dictated, in part, by the security requirements for the property, which stipulate that it cannot be located any closer to the facility than is proposed. This location is outside the limits of clearing and grading that were approved for this site. The entry to the security inspection point will be a one-way right turn into the site only from westbound Sunrise Valley drive. No left turns into the entry or egress will be permitted. As I understand it, following the inspection vehicles will be directed to turn right to enter the secure portion of the site, or turn left to exit onto Sunrise Valley Drive at the existing traffic signal. No trucks or other traffic will be permitted to exit the property via the security inspection entrance. You state that no other circulation changes are proposed to the existing entrance. I understand that this proposed additional site entrance has been reviewed by VDOT and, subject to the approval of waivers of certain standards, they have indicated support for the entrance.

The GDP/SE Plat shows that 20% open space was provided. It also shows that 10% tree cover was required and that 21,524 square feet of additional tree cover was provided. You state that, even though tree removal will be required in order to construct the proposed truck inspection lane, the amount of open space and tree cover will not be reduced beyond that required. I understand that you have worked with Urban Forest Management (UFM) to create a replanting plan along Sunrise Valley Drive that replaces and supplements existing vegetation and you have re-located the truck inspection lane closer to Sunrise Valley Drive than originally proposed to minimize tree damage and provide good screening of the facility.

As such, it is my determination that the proposed truck inspection entrance discussed above is in substantial conformance with the proffers, the GDP/SE Plat, and the development conditions subject to approval by VDOT and DPWES, and provided that there is no decrease in tree cover as approved by UFM.

The second question concerns the proposed construction of a two-story fully enclosed pedestrian bridge between the buildings located on Parcels 7A and 7C1, which would connect the third and fourth levels of each building. You state that the proposed bridge would enhance security for employees working on the property by permitting them to move between the two buildings while remaining in a secure environment. According to your letter, any ground disturbance associated with construction of the bridge would be associated with construction of an emergency stairwell that may be required by the Fire Marshal. The definition of Gross Floor Area (GFA) contained in Article 20 of the Zoning Ordinance, specifically excludes enclosed or structural walkways designed and used exclusively for pedestrian access between buildings and/or parking structures; therefore, the pedestrian bridge will not increase the GFA on the site. Your exhibits include a concept plan, elevation, and sections of the proposed bridge showing its connection between the third and fourth levels of the two buildings and the location of a potential stair tower at the base of the bridge adjacent to the building on Parcel 7C. According to the diagrammatic section sheet, the proposed bridge would be elevated approximately thirty feet above the roadway.

It is my determination that the proposed pedestrian bridge shown in your exhibits is in substantial conformance with the proffers, the GDP/SE Plat, and the development conditions, subject to approval by DPWES.

These determinations have been made in my capacity as the duly authorized agent of the Zoning Administrator and coordinated with the Virginia Department of Transportation (VDOT), the Fairfax County Department of Transportation (FCDOT), and Urban Forest Management (UFM), Department of Public Works and Environmental Services (DPWES), and address only those questions discussed in this letter. If you have any questions regarding this interpretation, please feel free to contact Mary Ann Godfrey at (703) 324-1290.

Sincerely,



Barbara C. Berlin, AICP, Director
Zoning Evaluation Division, DPZ

O:\BCB\mgodf2\Proffer Interpretations PI\Patriot Park (RZ 91-C-002, SE 91-C-005) Security Improvements, Pedestrian Bridge.doc

Attachments: A/S

cc: Catherine Hudgins, Supervisor, Hunter Mill District
Frank de la Fe, Planning Commissioner, Hunter Mill District
Diane Johnson-Quinn, Senior Deputy Zoning Administrator, ZAD, DPZ
Kenneth Williams, Plan Control, Land Development Services, DPWES
Angela Rodeheaver, Chief, Site Analysis Section, DOT
Kevin J. Guinaw, Chief, Special Projects/Applications Management Branch, DPZ
Audrey Clark, Director, Building Plan Review Division, DPWES
File: RZ 91-C-002, SE 91-C-005, PI 1104 038, SEI 1104 009, Imaging, Reading File



Shane M. Murphy
(703) 456-8055
smurphy@cooley.com

June 29, 2011

Eileen McLane
Fairfax County Zoning Administrator
12055 Government Center Parkway
Fairfax, VA 22035

RECEIVED
Department of Planning & Zoning

JUN 30 2011

Zoning Evaluation Division

**RE: Interpretation Request for Patriots Park
Tax Map 17-3 ((8)) Parcels 7A, 7C1
RZ 91-C-002/SE 91-C-005**

Dear Ms. McLane:

On behalf of Boston Properties Limited Partnership (the "Applicant"), I am writing to you regarding the above-referenced property, which is located in the northeast quadrant of the intersection of Sunrise Valley Drive and the Fairfax County Parkway, with street addresses of 12300 and 12310 Sunrise Valley Drive. The Property currently serves as the National Geospatial Intelligence Agency ("NGA") headquarters, which is in the process of relocating to its "New Campus East" development at the Fort Belvoir Engineering Proving Grounds. The Property was recently leased to the General Services Administration ("GSA") under a twenty-year lease to house the Defense Intelligence Support Center ("DISC"). As part of the transition to DISC and to support additional security requirements driven by the Department of Defense's ("DoD") Anti-Terrorism/Force Protection ("AT/FP") standards, the Applicant is making several changes to the buildings and the surrounding site. I write to request your determination that proposed modifications to the existing office buildings and site design are in substantial conformance with the approved Generalized Development Plan ("GDP") and Special Exception ("SE") plat approved for the Property. This letter replaces my letter on this topic of April 4, 2011.

In particular, we request your determination that (a) the proposal to introduce an additional limited-service, entrance-only access point for the purpose of performing security inspections on trucks and (b) the proposal to construct an elevated and enclosed pedestrian bridge are in substantial conformance with the approved GDP and SE. These improvements are needed to fulfill lease obligations established by the GSA, and to comply with the AT/FP standards enforced by DoD. We understand that your office recently issued a favorable interpretation on similar changes for property located between Route 28 and Centerville Road. In the present case, the GSA's choice of the Property for the new DISC has significant positive impacts on Fairfax County's real estate market by occupying over 500,000 square feet of space that would otherwise have become vacant with the departure of NGA. In addition, this relocation will establish a DoD headquarters presence in the Toll Road South corridor, which will attract a heavy presence of contractors, subcontractors, and other "sister" agencies, further bolstering an office market that needs support.



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A. THE REZONING AND SPECIAL EXCEPTION APPLICATIONS

The Property is approximately 19.10 acres in size and was rezoned from the I-4 zoning district to the C-3 zoning district in 1991 as part of a larger rezoning application (RZ 91-C-002) affecting a total of 22.72 acres (collectively, the larger property is now known as "Patriots Park"). Concurrent with the rezoning, a SE was approved (SE 91-C-005) to permit research and development uses within Patriots Park. Including the various density credits of 3.31 acres shown on the GDP, the maximum gross floor area ("GFA") permitted within Patriots Park is 735,000 square feet calculated on 26.03 acres, which equates to a 0.65 FAR. Copies of the proffers and GDP that accompanied the rezoning are attached as Exhibit A, and copies of the development conditions for the SE are attached as Exhibit B.

The GDP approved with the rezoning incorporated the two (2) existing office buildings that were constructed on the Property in the late 1980s under the previous I-4 zoning. The GDP also permitted development of a third office building on land adjacent to the Property, with a maximum density of 200,000 square feet of GFA. The third building was constructed in 2006, albeit to a lesser square footage than was permitted by the GDP and proffers. The total density that exists within Patriots Park today is 730,980 square feet of GFA, which leaves an additional 4,020 square feet of GFA that was not constructed in conjunction with the approved GDP.

In addition to the restrictions on allowable FAR and building height, the GDP and proffers associated with RZ 91-C-002 (the "Proffers") establish (i) a minimum open space requirement of 20% across Patriots Park, (ii) a tree cover requirement of 10% under the GDP and (iii) the circumstances under which with the limits of clearing and grading may deviate from that shown on the GDP.

B. THE PROPOSED SECURITY INSPECTION ENTRANCE IS IN SUBSTANTIAL CONFORMANCE WITH THE PROFFERS AND THE APPROVED GDP.

As a result of new GSA and DoD security requirements that did not exist as of the date the GDP and Proffers were approved, the Applicant is requesting the ability to construct a limited-service entrance-only access point (the "Security Inspection Entrance") on Sunrise Valley Drive for the purposes of performing security inspections on trucks and other delivery vehicles, as more specifically outlined in Exhibit C. The Security Inspection Entrance will intersect Sunrise Valley Drive between the existing full-service entrances for the buildings located on Parcels 7C1 and 7E1, and its sole purpose will be to perform required security checks on trucks and other delivery vehicles prior to permitting them entry to the secure portion of the Property. The specific location of the Security Inspection Entrance is dictated, in part, by the security stand-off requirements for the Property, which stipulate that it cannot be located any closer to the facility than is currently proposed, and therefore must be located outside the prior limits of clearing and grading. One-way entry to the Security Inspection Entrance will occur via a right turn into the Property from westbound Sunrise Valley Drive; no left turns into the entrance will be permitted. Upon completion of the required inspection, vehicles will be directed to either turn right to safely enter the secure facility or turn left to exit onto Sunrise Valley Drive at the existing traffic signal. No trucks or other traffic will be permitted to exit the Property via the Security Inspection

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Entrance; rather, all vehicles will continue to exit the Property from the existing access drive on Parcel 7C1. No other circulation changes are envisioned for the existing access drive.

Construction of the Security Inspection Entrance does not impact the requirement that the Applicant maintain minimum open space of 20% and minimum tree cover of 10%, as calculated across the entire Patriots Park property. In fact, as shown on Exhibit C, the Property as modified will have open space and tree cover that far exceeds these requirements. However, it will require the removal of vegetation that is shown as being outside the limits of clearing and grading on the GDP and adds an entrance that is not depicted on the approved GDP. Nevertheless, the Applicant respectfully submits that the Security Inspection Entrance is in substantial conformance with the Proffers and the GDP for the reasons that follow. We seek your concurrence with our conclusions.

1. THE PROFFERS PERMIT LIMITED ENCROACHMENTS INTO THE LIMITS OF CLEARING AND GRADING SHOWN ON THE APPROVED GDP.

Proffer C.6 states that while "limits of clearing and grading shall be as shown on the GDP," encroachments are permitted such that "final limits of clearing and grading...may reflect minor adjustment due to final engineering data but which otherwise conform with the GDP." This language clarifies that the limits of clearing and grading shown on the GDP do not equate to tree conservation areas in which no disturbance is permitted under any circumstance. Instead, the Proffers envision that adjustments to the building layout and circulation could be made as design of the development proceeded, even if the limits of clearing and grading were affected, provided the County's Urban Forest Management Division ("UFMD") agreed with the manner in which the clearing and grading occurred.

The Applicant has worked carefully to propose a solution that meets the GSA's security and engineering requirements, while still respecting the approved limits of clearing and grading as closely as possible. The Security Inspection Entrance follows the existing underground storm drain easement to the maximum extent possible, all in an effort to reduce the amount of clearing needed to construct the improvements. The Applicant has also worked with UFMD to create a replanting plan to offset any vegetation that is removed. However, the distance requirements promulgated by GSA will require some level of adjustment to the limits of clearing and grading to accommodate this vital security feature.

2. THE APPLICANT INTENDS TO PROVIDE ADDITIONAL LANDSCAPING ALONG SUNRISE VALLEY DRIVE.

To replace and supplement any vegetation lost along Sunrise Valley Drive by construction of the Security Inspection Entrance, the Applicant proposes planting significant additional vegetation surrounding the proposed entrance. The Applicant further notes that many of the mature trees that will be removed during construction are ash trees and are thus highly susceptible to emerald ash borer disease. This particular species is no longer permitted to be planted under UFMD's current guidelines. The new plantings will provide a more substantial buffer than the existing wooded area due to the addition of evergreen trees and shrubs. By agreeing to supplement and replace significant amounts of vegetation, including shade and evergreen trees,



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Page Four

the Applicant submits that this proposal will improve the quality of vegetated areas along Sunrise Valley Drive while minimizing the visual impacts of the new entrance to the maximum extent possible.

3. THE SECURITY INSPECTION ENTRANCE WILL BE A ONE-WAY LIMITED-SERVICE ENTRY POINT THAT WILL NOT DRAW SIGNIFICANT AMOUNTS OF TRAFFIC.

As noted above, use of the Security Inspection Entrance will be limited only to delivery trucks, couriers, and similar vehicles that must be fully inspected before entering the secure portion of the Property. It will be a one-way entrance, and vehicles will only be permitted to exit the Property from one of the approved full-service entrances, thus eliminating any concerns about queuing or site distance. The purpose of the Security Inspection Entrance is, in fact, to prevent traffic congestion on Sunrise Valley Drive by creating a separate access point that will permit security officers to adequately and deliberately screen delivery and other vehicles in a safe environment, thus eliminating the queues that would result on Sunrise Valley Drive if an existing entrance were utilized for this process.

Our understanding is that the Virginia Department of Transportation ("VDOT") has reviewed the proposal and has stated no objections, given the limitations on use and the potential for eliminating dangerous traffic queuing on Sunrise Valley Drive.

Because the Security Inspection Entrance minimizes disturbance outside the limits of clearing and grading, will provide significant replacement landscaping to shield adverse impacts on Sunrise Valley Drive, and is strictly limited to inspection of trucks and delivery vehicles, we respectfully request concurrence that it is in substantial conformance with the Proffers.

C. THE PROPOSED PEDESTRIAN BRIDGE IS IN SUBSTANTIAL CONFORMANCE WITH THE GDP AND WILL COMPLY WITH THE PROFFERS

The Applicant also proposes the addition of a two-story fully-enclosed pedestrian bridge between the buildings located on Parcels 7A and 7C1, which would connect the third and fourth levels of each building (the "Pedestrian Bridge"). The Pedestrian Bridge, the design of which is shown on Exhibit D, would be utilized to enhance security for employees working on the Property, permitting them to stay within a secure environment while shuttling between the two buildings. The ability to maintain a secure environment is a requirement of the GSA's standards for this class of office space. Any ground-level disturbance associated with this improvement will be minimal, primarily restricted to an emergency stairwell that may be required by the Fire Marshal.



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1. THE DEFINITION OF GROSS FLOOR AREA DOES NOT INCLUDE ENCLOSED PEDESTRIAN WALKWAYS PROVIDING ACCESS BETWEEN BUILDINGS.

The definition of gross floor area in the Zoning Ordinance excludes "enclosed or structural walkways designed and used exclusively for pedestrian access between buildings and/or parking structures." We believe this facility falls squarely within that exclusion. Accordingly, we contend the proposed connection would not increase the gross floor area constructed on the Property and is permitted provided it otherwise substantially conforms with the Proffers and GDP. We seek your concurrence with this conclusion.

Although we contend that the Zoning Ordinance language is determinative, should you disagree and conclude that the Pedestrian Bridge does count toward the allowable FAR on the Property, the structure would nevertheless meet the requirements set forth in Section 18-204(5)(A)(7) of the Zoning Ordinance for minor building additions. Once constructed, the floor area of the Pedestrian Bridge will represent less than one (1) percent of the overall approved gross floor area. As noted above, overall development Property, including the Pedestrian Bridge, would remain below the approved density of 0.65 or 735,000 square feet of GFA. Accordingly, the Property would remain in substantial conformance with the approved Proffers and GDP. We trust that you will agree.

2. THE PROPOSED MINOR BUILDING ADDITION IS NOT SUBJECT TO THE PROVISIONS IN THE PROFFERS THAT REQUIRE ADDITIONAL ARCHITECTURAL REVIEW.

Proffers D.1 and D.2 require additional levels of architectural review for certain structures within Patriots Park. However, neither proffer is applicable to the design of the Pedestrian Bridge.

Proffer D.1 requires that the parking structures and the building constructed on Parcel 7E1 be architecturally compatible with the older buildings that existed on the Property at the time RZ 91-C-002 was approved. Architectural compatibility is to be determined by DPWES at the time of site plan approval. However, there is no requirement in the Proffers requiring architectural review of changes to the older office buildings on the Property, which both existed at the time the Proffers were approved. The Proffers only address the architectural plans for parking garages on Parcels 7A and 7C1, and the newest building on Parcel 7E1, and requires that those designs are compatible with the older buildings. Because the Pedestrian Bridge only involves the older buildings, there is no requirement for architectural review of this proposal.

Proffer D.2 addresses review by the Reston Association's Planning and Zoning Committee of site plans for the parking garage on Parcel 7A and the newest building on Parcel 7E1. There is no requirement for the Applicant to submit for review the minor site plan associated with the Pedestrian Bridge, which only impacts the older buildings that existed at the time the Proffers were approved.

Eileen McLane
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Given the foregoing, the Applicant respectfully requests your concurrence that the proposed Pedestrian Bridge is in substantial conformance with the approved GDP and Proffers and that no additional architectural review is required to permit its construction.

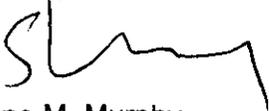
D. CONCLUSION

We submit that both proposed improvements to the Property – the Security Inspection Entrance and the enclosed Pedestrian Bridge – are in substantial conformance with the approved Proffers and request your concurrence of our interpretation. The Security Inspection Entrance minimizes disturbance outside the limits of clearing and grading to that necessitated by engineering and GSA requirements. In addition, the Applicant will provide replacement vegetation and a vegetated berm to reduce the visual impact on Sunrise Valley Drive. Moreover, the use of the new entrance will be limited to trucks and other delivery vehicles, will eliminate queuing on Sunrise Valley Drive, and will only permit one-way traffic.

Under the definition of gross floor area in the Zoning Ordinance, the floor area associated with the Pedestrian Bridge should not count against the total GFA associated with Patriots Park. However, if you determine the floor area associated with the Pedestrian Bridge does count as GFA, the facility will nonetheless meet the standards in the Zoning Ordinance for minor modifications because it can be constructed to utilize less than one (1) percent of the approved GFA and will not exceed the maximum approved GFA for the overall Patriots Park development.

Please let me know if you have any further questions or comments, or would like the opportunity to discuss this further.

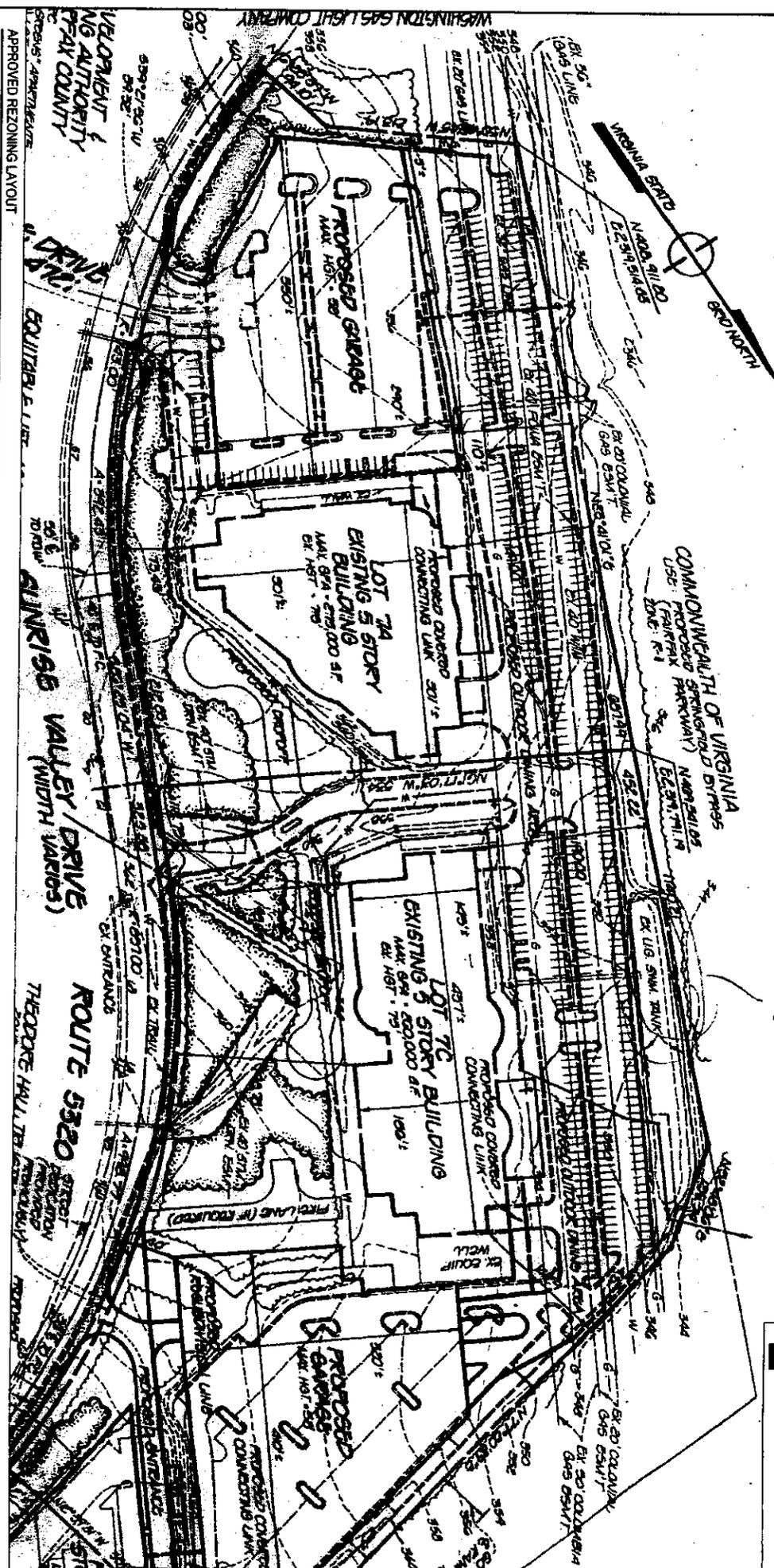
Sincerely,



Shane M. Murphy

cc: The Honorable Catherine M, Hudgins, Hunter Mill District Supervisor
Frank de la Fe, Hunter Mill Planning Commissioner
Peter V. Otteni, VP, Boston Properties, Inc.
Mark C. Looney, Cooley LLP

473338 v7/RE

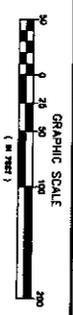


-  EXISTING CONDITIONS
-  APPROVED LAYOUT
-  PROPOSED LAYOUT



RESTON SECTION 904

Fairfax County, Virginia



Scale: 1"=50'
JUNE 20, 2011

APPROVED REZONING LAYOUT

DEVELOPMENT & ENGINEERING AUTHORITY
FAIRFAX COUNTY

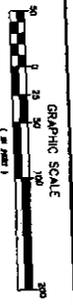
COMMONWEALTH OF VIRGINIA
USE: PROPOSED PARKWAY
ZONE: R-1

2

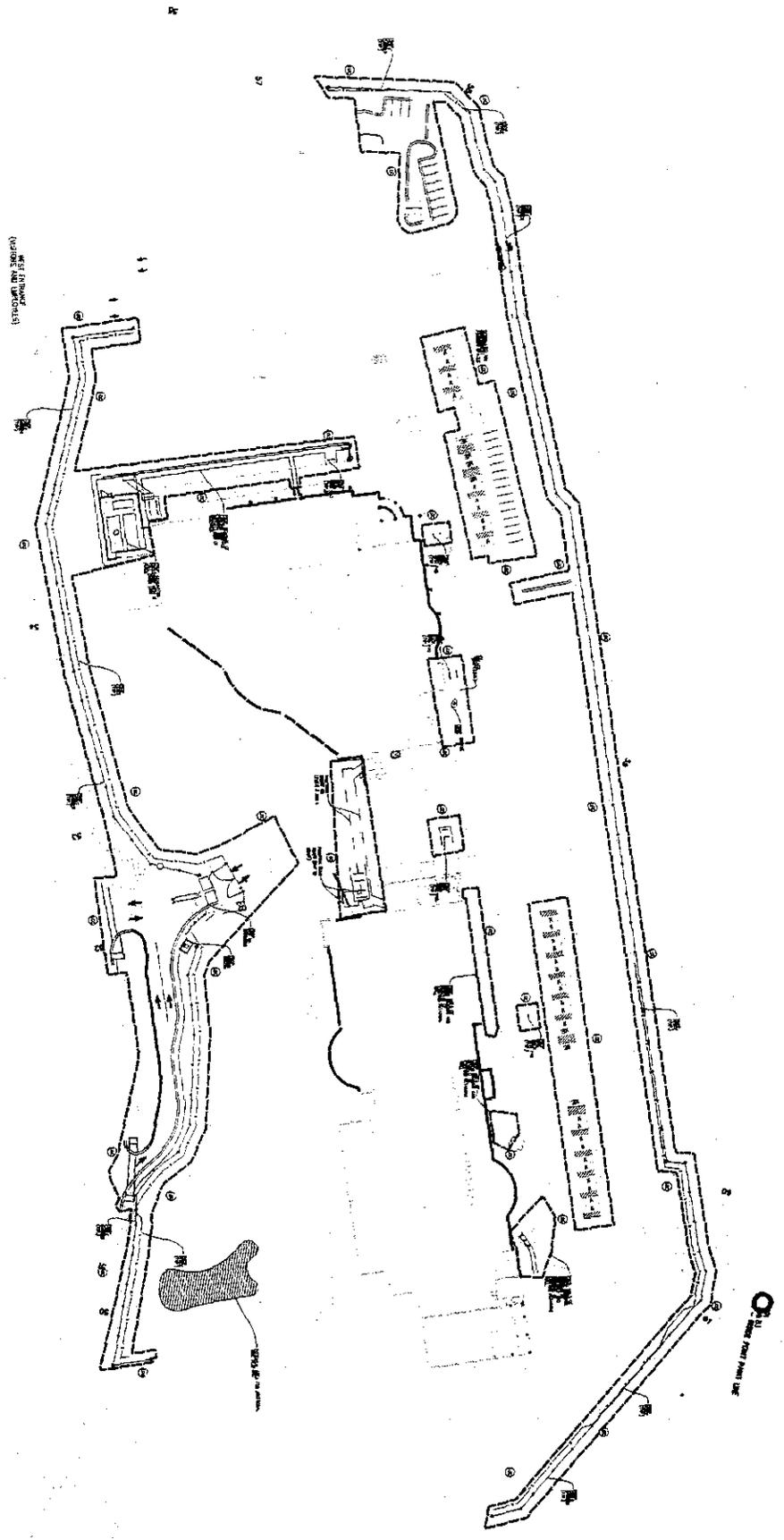


PROPOSED LAYOUT

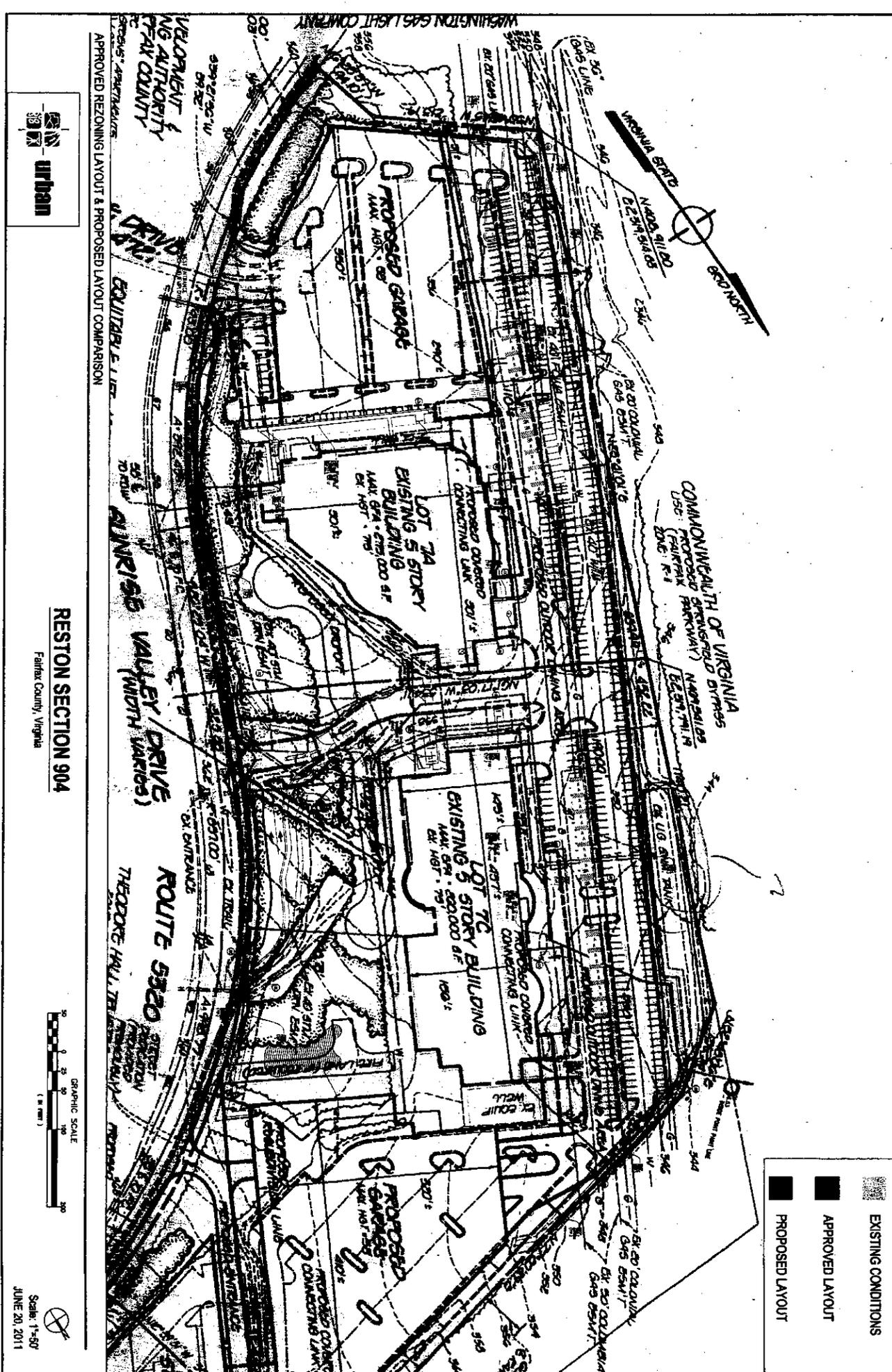
RESTON SECTION 904
Fairfax County, Virginia



Scale: 1"=50'
JUNE 20, 2011



-  EXISTING CONDITIONS
-  APPROVED LAYOUT
-  PROPOSED LAYOUT



RESTON SECTION 904

Fairfax County, Virginia

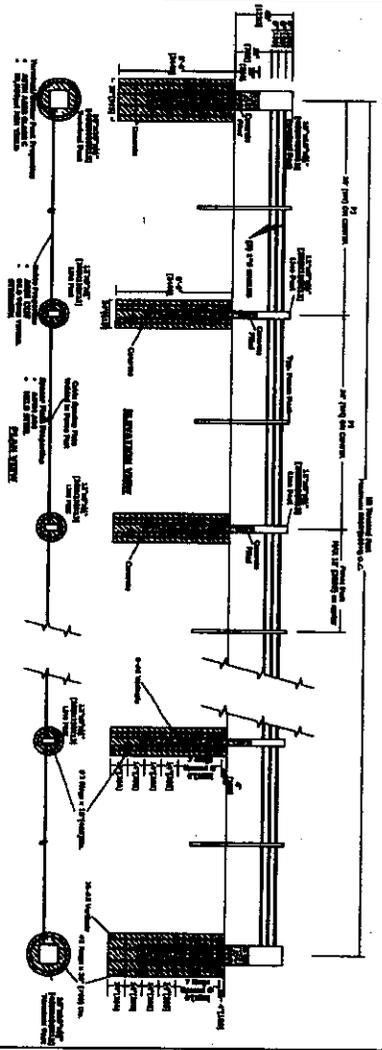
APPROVED REZONING LAYOUT & PROPOSED LAYOUT COMPARISON



Scale: 1"=50'
JUNE 20, 2011

PROJECT NO.	DATE	BY	CHECKED	SCALE	STATUS
2588-07	07-13-08	ASIM	ASIM	1"	DOD
DESIGNED BY	DRAWN BY	CHECKED BY	DATE	SCALE	STATUS

Sheet 2 | DATE: 07-13-08 | APPROVED BY:

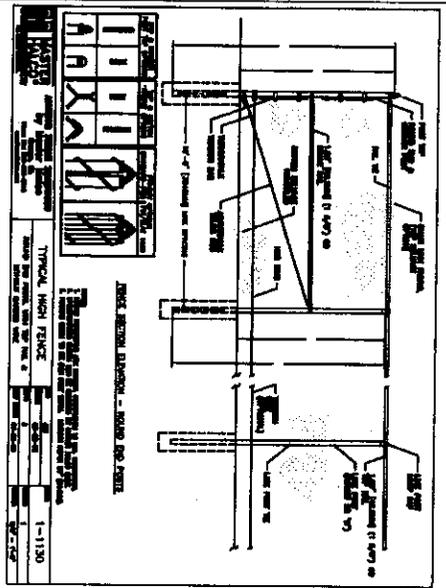


K8 P1 SHOWN

- NOTES:**
1. All quantities shall be shown A.S.I. (I.E.)
 2. Check with the jurisdiction for any deviations.
 3. All quantities to be provided by the contractor.
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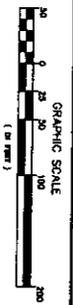
NO.	DESCRIPTION	QTY	UNIT
1
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DETAILS



RESTON SECTION 904

Fairfax County, Virginia



Scale: 1"=50'
JUNE 20, 2011

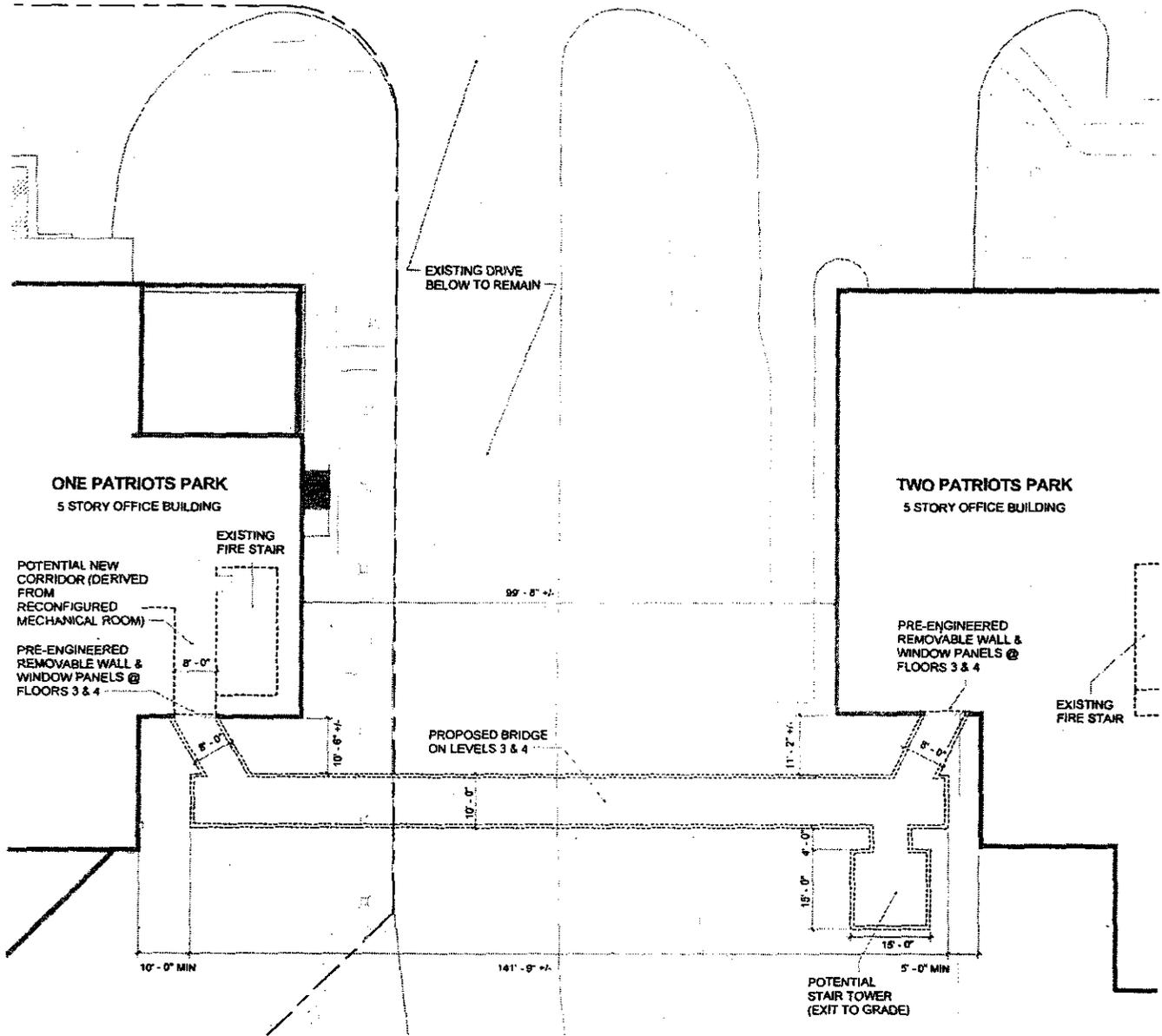
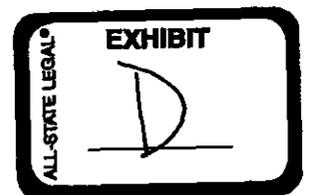


Figure 2 – Concept Plan



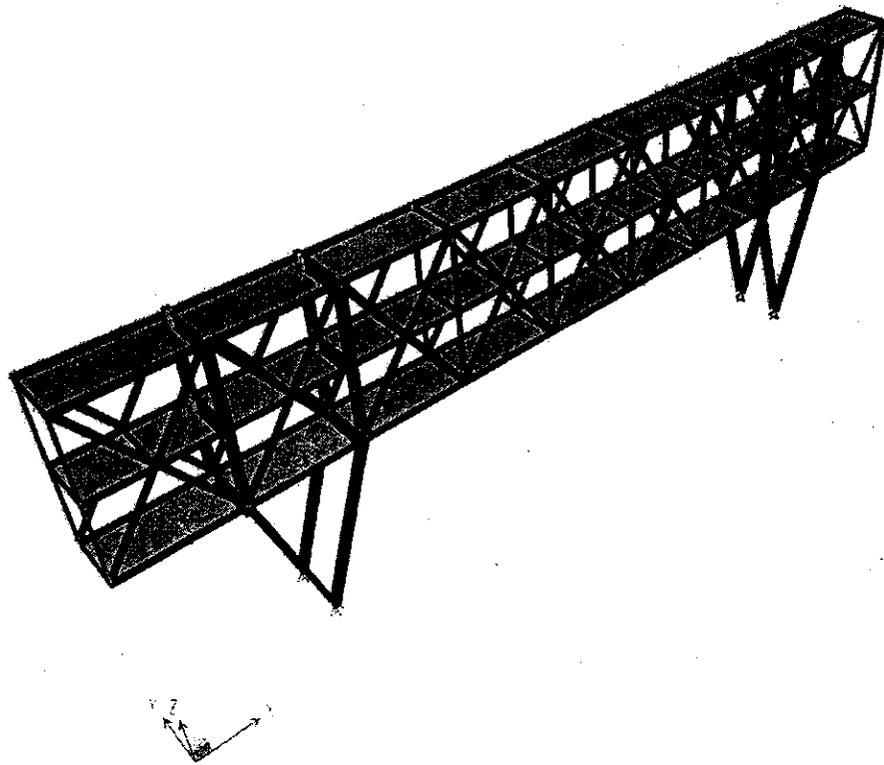


Figure 3 – Conceptual Structure

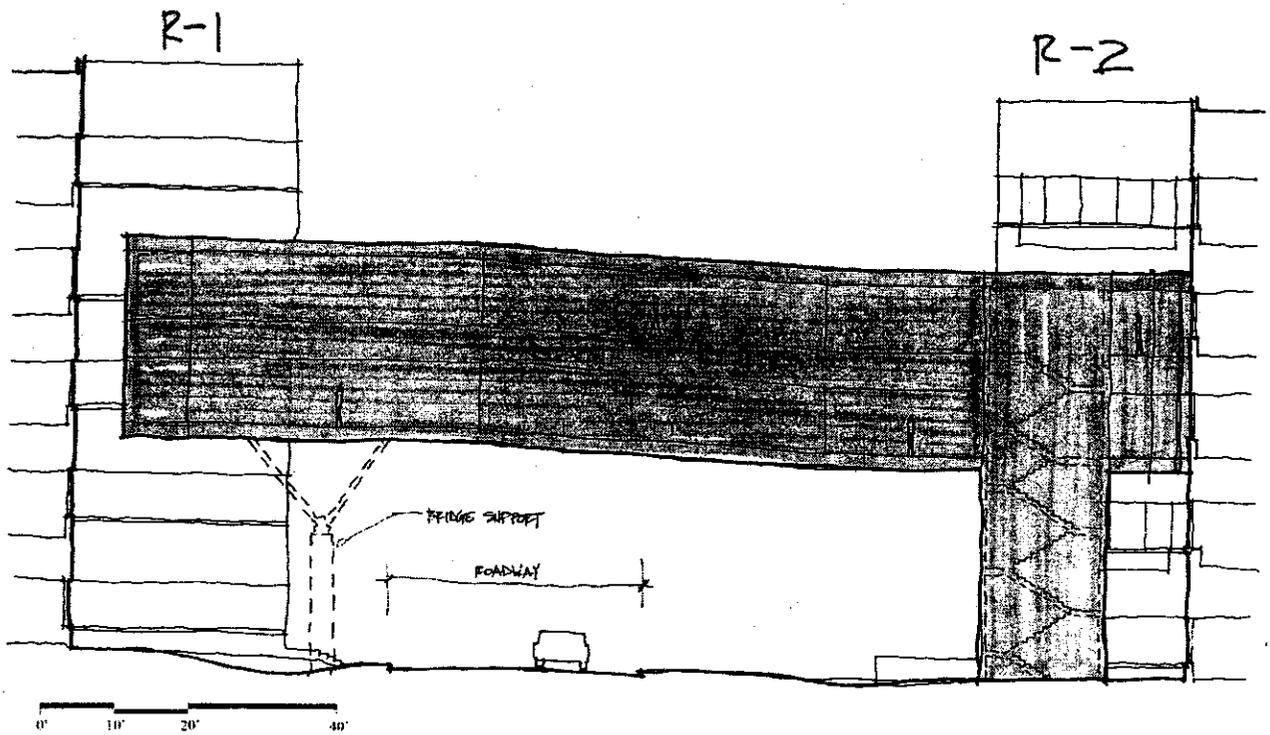


Figure 3 - Diagrammatic Elevation

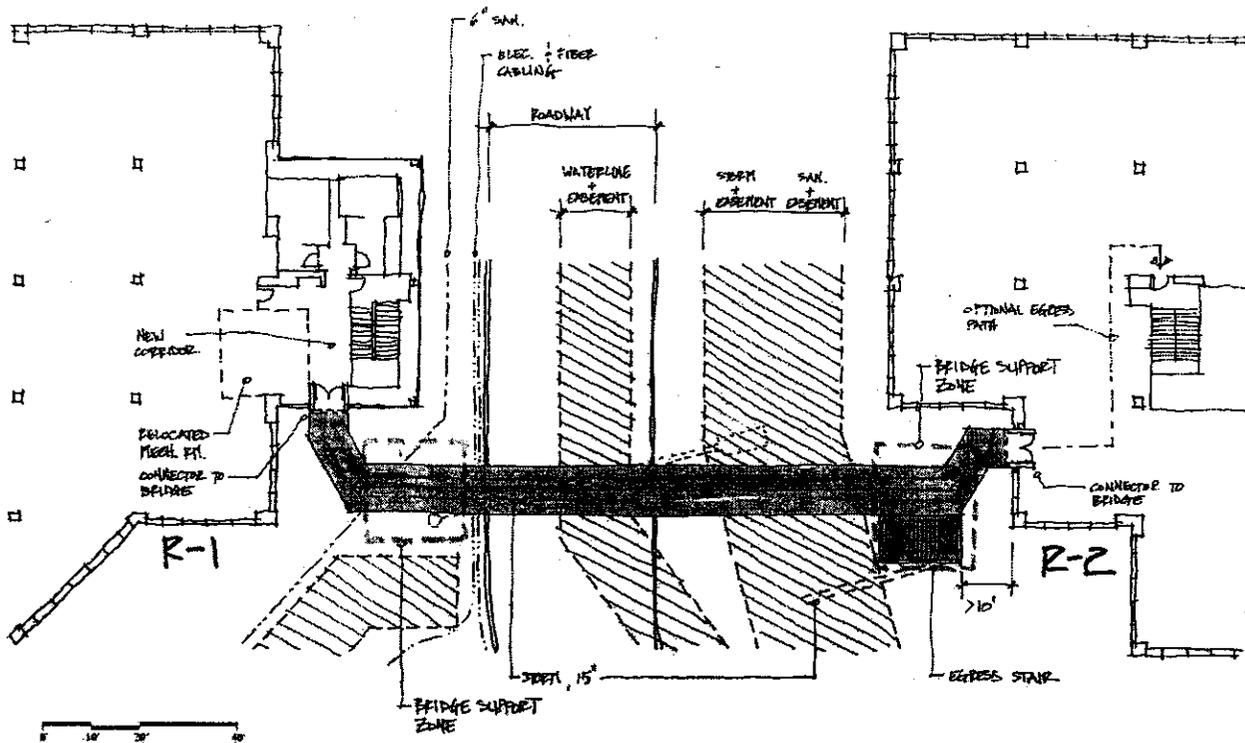


Figure 4 - Diagrammatic Plan

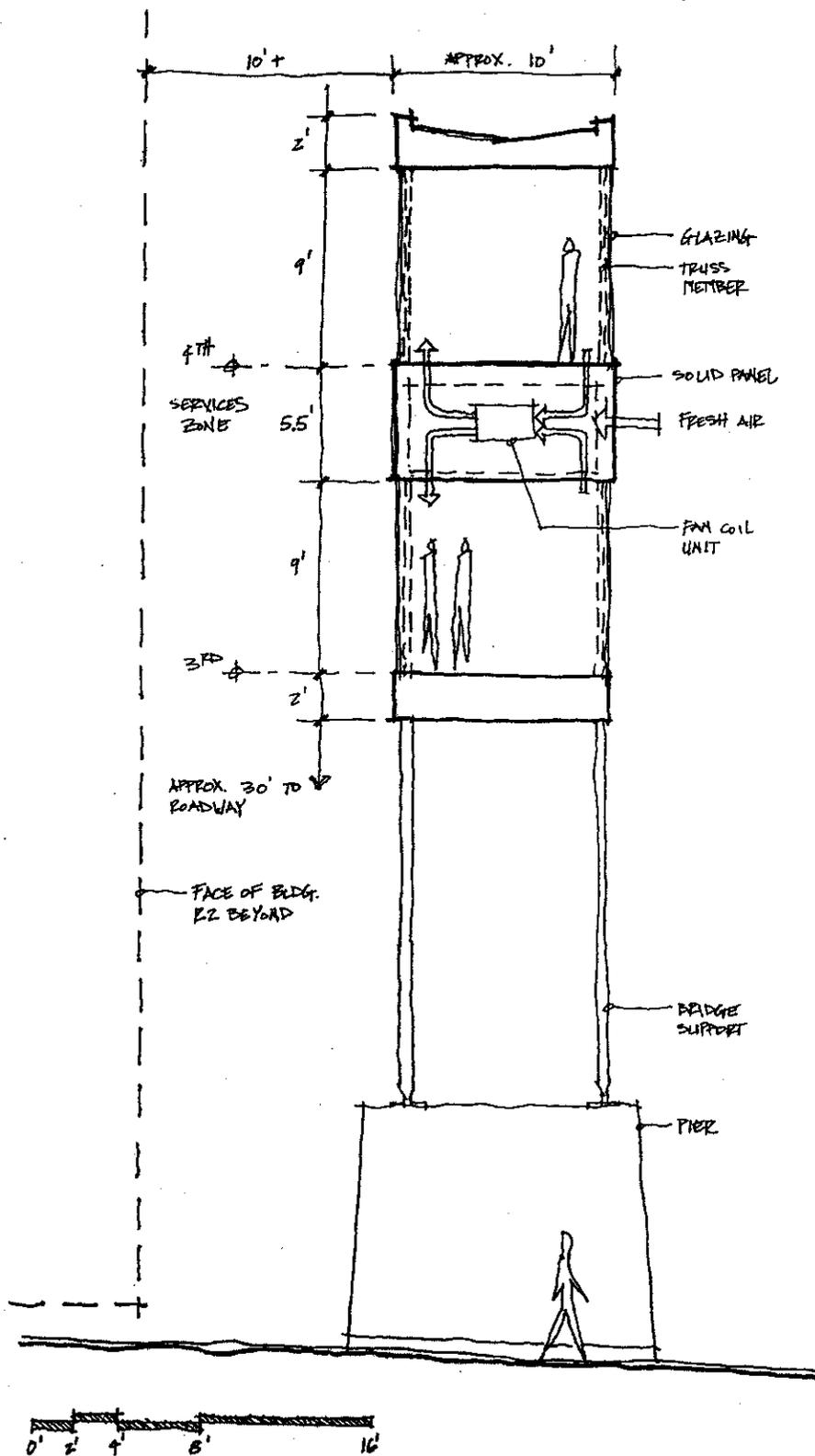


Figure 5 – Diagrammatic Section