



County of Fairfax, Virginia

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

November 16, 2011

Jill S. Parks
Cooley, LLP
One Freedom Square
11951 Freedom Drive
Reston, VA 20190-5656

Re: Interpretation for PCA/FDPA 2006-SU-025, Commonwealth Centre
Tax Map Parcel 44-1 ((1)) 6, 6B, 6C, 6D, and 6E: Generator

Dear Ms. Parks,

This is in response to your letter of September 13, 2011, and subsequent e-mail correspondence, requesting an interpretation of the proffers and the Conceptual Development Plan Amendment (CDPA) accepted by the Board of Supervisors, and the Final Development Plan Amendment (FDPA) and development conditions approved by the Planning Commission, in conjunction with the approval of the above referenced applications. As I understand it, the question is whether the placement of an emergency generator adjacent to the parking garage associated with Building 2 located in Land Bay A in the northernmost part of the site would be in substantial conformance with the proffers and the FDPA. This determination is based on your letter and the following: a letter from the Westfields Business Owners' Association, dated August 23, 2011, which sets forth the conditions for the approval of the proposed generator (Exhibit A); Exhibit B showing details of the proposed generator prepared by International Supply Co., Inc.; Exhibit C showing the proposed location of the generator on a portion of the FDPA; Exhibit D showing the proposed location on a reduced copy of the FDPA; Exhibit E showing the proposed generator with landscaping adjacent to the parking garage; and, a photograph of the proposed non-climbable fence, labeled Page 1 of 1. Copies of your letter and relevant exhibits are attached.

As I understand it, the subject property was originally part of rezoning RZ 78-S-063 approved by the Board of Supervisors on November 25, 1985, subject to proffers, that rezoned approximately 712 acres from the R-C, I-3, I-4, and I-5 Districts to the I-3, I-4, and I-5 Districts for a development known as Westfields. You note that there have been several amendments to the Westfield's rezoning. Following approval of a site plan for three office buildings, you state that the portion of the property under discussion in your letter came to be called Land Bay A. Subsequently, in October, 2007, the Board of Supervisors approved RZ 2006-SU-025 and PCA 78-S-063-5, which rezoned 100.81 acres, including the subject property, from the I-3 District to the PDC District

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Department of Planning and Zoning
12055 Government Center Parkway, Suite 801
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www.fairfaxcounty.gov/dpz/



to permit a mix of uses with a modified design; however, the three, already approved office buildings located in Land Bay A were not changed. Subsequently, in July, 2009, CDPA/FDPA/PCA 2006-SU-025 were approved to amend the proffers and development plan to permit locations for child care centers and structured parking decks.

According to your letter, General Services Administration (GSA) has leased 63,515 square feet of space in one of the constructed buildings in Land Bay A and requires the installation of an emergency generator. You describe the generator as 18.32 feet in height and located on a 45' x 25' pad, which includes a perimeter fence. The proposed location is in a surface parking lot located in the southwestern part of the site and adjacent to a parking structure associated with Building 2. The five-story parking garage will screen the generator from Sully Road. To the north of the proposed generator lies open space to be dedicated to the Fairfax County Park Authority (FCPA). You state that the generator will be screened from within the site by a fence and a mix of Chinese Juniper and Chinese Holly trees as shown on your Exhibit E. The exhibit shows a single row of small trees around the generator enclosure, but does not specify species or size at the time of planting. A subsequent exhibit that you submitted shows the proposed fence as black coated metal with a "minimum height per security requirement" of eight feet. However, pursuant to Article 11 of the Zoning Ordinance, the maximum fence height permitted in this location is seven feet. According to the exhibit, the fence is primarily intended as a security fence and it is constructed of a material that will soften, but not block the view of the generator. The landscaping around the fenced enclosure is proposed to screen the base of the generator from the parking lot. You state that the total tree cover on the site will be increased by the addition of trees around the generator. You point out that the proposed location of the generator in the parking lot will result in the loss of twelve parking spaces. Note 4 on Sheet 2 of the CDPA/FDPA indicates that "*The applicant reserves the right to vary the number of parking spaces provided on the land bay provided that sufficient spaces are provided to meet applicable zoning requirements and that the percentage of open space is not reduced below the values indicated herein.*" Proffer 8.A.i. states that if fewer parking spaces are built than shown on the development plan, additional open space will be provided. You state that pursuant to the Zoning Ordinance, 1,282 parking spaces are required for Land Bay A and that 1,752 spaces will be provided. You also note that open space will be increased by the reduction in parking spaces. The submitted Exhibit E shows that the area of the open space area created by the elimination of parking spaces equals approximately 2,547.46 square feet. You state that the limits of clearing and grading will not be affected by the addition of the generator.

It is my determination the installation of the proposed emergency generator described above and in your submission is in substantial conformance with the proffers, the CDPA/FDPA, and development conditions, subject to subject to the installation of a fence that conforms with Article 10 of the Zoning Ordinance and does not exceed seven feet in height, and to the provision of landscaping along the exposed sides of the generator enclosure that consists of plant species that will provide effective year-round screening of the generator, subject to Urban Forest Management (UFM) approval. In addition, in order to enhance the screening of the fence and lower part of the generator, plants shall exceed PFM minimum size requirements at the time of planting, as approved by UFM.

This determination has been made in my capacity as the duly authorized agent of the Zoning Administrator and coordinated with Zoning Administration. The determination addresses only the questions discussed herein. 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\Commonwealth Centre (PCA,FDPA 2006-SU-025) Generator.doc

Attachments: A/S

cc: Michael Frey, Supervisor, Sully District
John Litzenberger, Planning Commissioner, Sully District
Diane Johnson-Quinn, Deputy Zoning Administrator, ZAD, DPZ
Kenneth Williams, Technical Processing, Office of Land Development Services, DPWES
Angela Rodeheaver, Chief, Site Analysis Section, DOT
Jack Weyant, Director, Environmental and Facilities Inspection Division, DPWES
Michael Knapp, Director, Urban Forest Management, DPWES
William H. Keech, Jr., President, Westfields Business Owners' Association, PO Box 222005,
Chantilly, VA 20153-2005
Kevin J. Guinaw, Chief, Special Projects/Applications Management Branch, DPZ
File: PCA/FDPA 2006-SU-025, PI 1109 094, Imaging, Reading File



RECEIVED
Department of Planning & Zoning

Zoning Evaluation Division

Jill S. Parks
T: +1 703 456 8067
jparks@cooley.com

VIA FEDEX

September 13, 2011

Mrs. Barbara Berlin
Zoning Evaluation Division
Department of Planning and Zoning
12055 Government Center Pkwy
8th Floor
Fairfax, Virginia 22035

**RE: Interpretation Request for the Commonwealth Centre
Fairfax County Tax Map 44-1 ((1)) 6, 6B, 6C, 6D and 6E**

Dear Ms. Berlin:

I hope this letter finds you well. I am writing on behalf of Commonwealth Centre Investors LLC and Commonwealth Centre Investors II LLC, affiliates of BPG Properties ("the Applicant"), owners of the above-referenced property (the "Property"), to request confirmation that the installation of an emergency generator in the surface parking lot of the Property is in substantial conformance with the approved proffers and plans.

I. Background

On November 25, 1985, the Fairfax County Board of Supervisors approved proffered Rezoning RZ 78-S-063 which rezoned approximately 712 acres in Westfields from the R-C, I-3, I-4 and I-5 Districts to the I-3, I-4 and I-5 Districts, including the approximately 100-acre Property which was rezoned to the I-3 District (the "Westfields Rezoning"). Thereafter, the Board of Supervisors approved several amendments to the Westfields Rezoning, only one of which applied to the Property - Proffered Condition Amendment PCA 78-S-063 modified Proffer #9 of the Proffers associated with the original Rezoning to adjust the timing of certain road improvements.

Subsequently, Site Plan 6178-SP-091-2, as amended by Site Plan 6178-SPV-91, revisions A-F (the "Site Plan") was approved for three office buildings on the westernmost portion of the Property (as outlined in more detail below, this portion of the Property came to be described on the governing Conceptual Development Plan/Final Development Plan ("CDP/FDP") as "Land Bay A"). Construction of the first and second office buildings has been completed; the third office building is site plan-approved but has not yet been built.

Meanwhile, the Board of Supervisors approved Rezoning RZ 2006-SU-025 (the "Rezoning") and Proffered Condition Amendment PCA 78-S-063-5 (the "PCA") in October of 2007, which rezoned the Property from the I-3 District to the PDC District in order to permit a mix of uses in a configuration not sanctioned in the conventional I-3 zoning district. The CDP/FDP showed the three, already-approved office buildings on Land Bay A as unchanged from that approved with

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Page Two

the Site Plan. The Rezoning was processed and approved concurrently with the PCA, which removed the Property from the governance of the Westfields Rezoning and subjected it instead to the Rezoning.

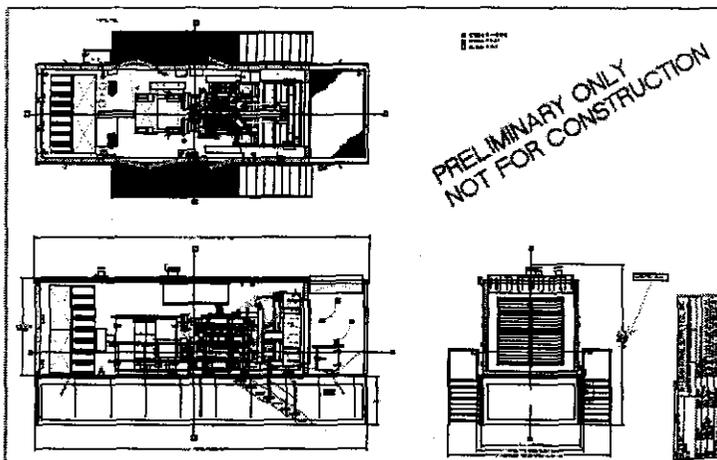
In July of 2009, the Board of Supervisors approved Conceptual Development Plan Amendment/Final Development Plan Amendment/Proffered Condition Amendment CDPA/FDPA/PCA 2006-SU-025 (the "CDPA/FDPA/PCA"), which gave the Applicant the option to (1) add up to two structured parking garages to the site plan-approved development on Land Bay A, and (2) install a child care facility on the ground-floor level of the office building on Lot 1 of Land Bay A and/or on the portion of the Property shown on the CDP/FDP as Land Bay C.

Since the County's approval of the Rezoning, the Applicant has been working diligently to secure tenants for its office buildings. Having finally succeeded in leasing 63,515 square feet in one of the two already-constructed buildings on Land Bay A to the General Services Administration ("GSA"), the Applicant is anxious to accommodate its tenant's need for an emergency generator, particularly because the Applicant finds the request to be reasonable and believes that the generator, as proposed, will be unobtrusive. Because GSA cannot take possession of the space until its request has been approved, the Applicant respectfully requests your expedited determination that the installation of an emergency generator in the surface parking lot of Land Bay A is in substantial conformance with the proffers and the approved CDP/FDP, as amended.

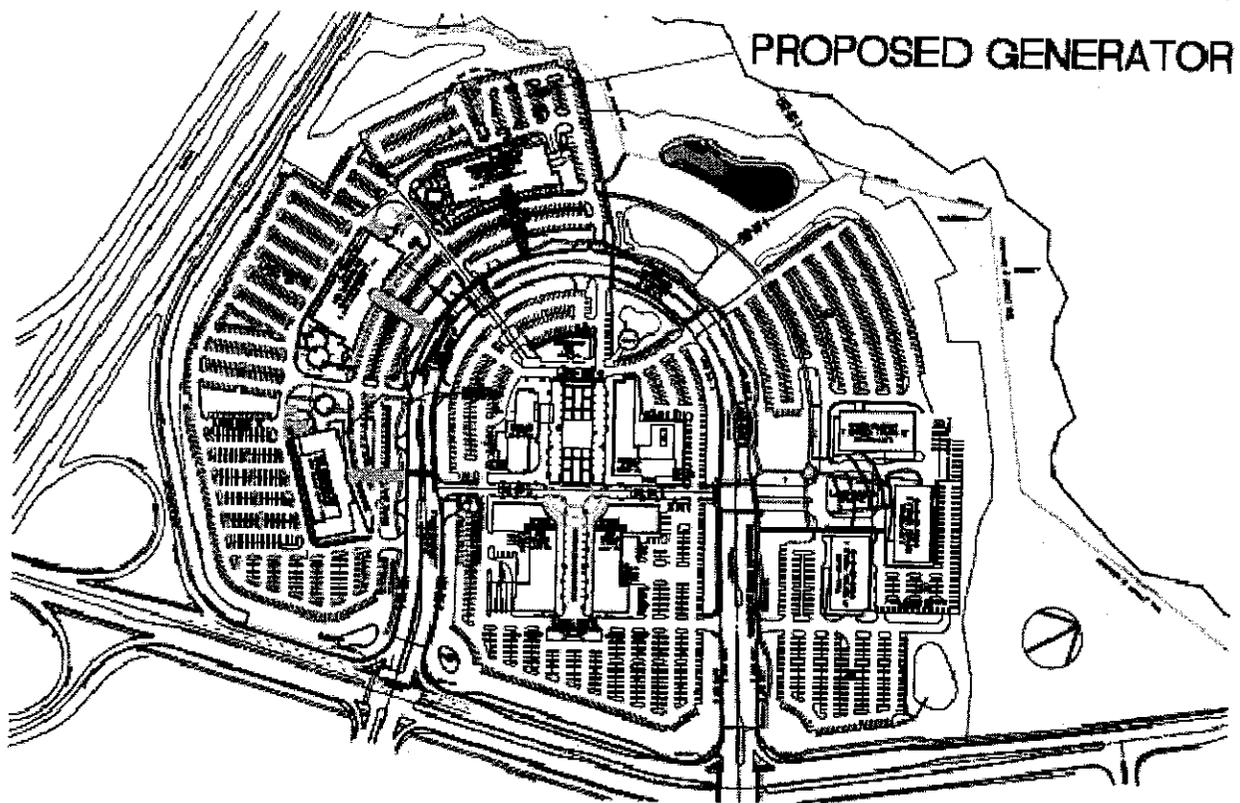
It should be noted that the Westfields Architectural Review Board has already reviewed and blessed the proposal, subject to certain basic conditions related to screening the unit and conformance with county, state and federal laws. The approval letter is attached as Exhibit A for your review.

II. The Proposed Generator

The proposed generator pad is 45 feet by 25 feet, including a fence enclosing the pad, and stands 18.32 feet tall. A preliminary depiction is shown below and is attached as Exhibit B:



The generator is also shown here and is attached as Exhibit D:





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III. The Proposed Generator is in Substantial Conformance with the Approved Proffers and Plans

Pursuant to the proffers approved with the CDPA/FDPA/PCA (which supplemented the proffers approved with the Rezoning), the Applicant agreed to develop the Property in substantial conformance with the CDPA/FDPA. The CDPA/FDPA and approved proffers establish (1) parking requirements in accordance with Article 11 of the Fairfax County Zoning Ordinance; (2) a minimum open space requirement of 52.12 acres or 51.7% across the Commonwealth Centre (although the Applicant reserved the right to vary the open space with the options approved in the CDPA/FDPA/PCA); and, (3) limits of clearing and grading. As detailed below, the proposed generator respects each of these proffered conditions; and, given its proposed location – carefully hidden from view behind the structured parking garage – it's of nominal impact to the Property and its addition is in substantial conformance with the approved CDPA/FDPA.

1. Parking

Installation of the emergency generator will require the removal of 12 surface parking spaces in Land Bay A. As a result, the parking in Land Bay A will be reduced from 1764 spaces to 1752 spaces. This small decrease is permitted under the approved plans which include the following note: "[t]he Applicant reserves the right to vary the number of parking spaces provided on the Land Bay provided that sufficient spaces are provided to meet applicable zoning requirements and that the percentage of open space is not reduced below the values indicated herein." As noted below, the open space will actually be increased as a result of the generator. And, the proffers simply require parking to be provided in accordance with Article 11 of the Fairfax County Zoning Ordinance – for Land Bay A, a minimum of 1282 parking spaces are required and as stated above, 1752 will be provided.

2. Open Space

The Applicant proffered to an extremely generous open space component - across the Commonwealth Centre, it agreed to reserve 51.70% or 52.12 out of 100.81 acres. In Land Bay A, the Applicant reserved 56% or 21 acres of open space. Because the generator will replace 12 surface parking spaces, the open space percentage will actually increase with its installation – in Land Bay A, it will go up to 56.18% and across the Commonwealth Centre, it will go up to 51.71%.

3. Limits of Clearing and Grading

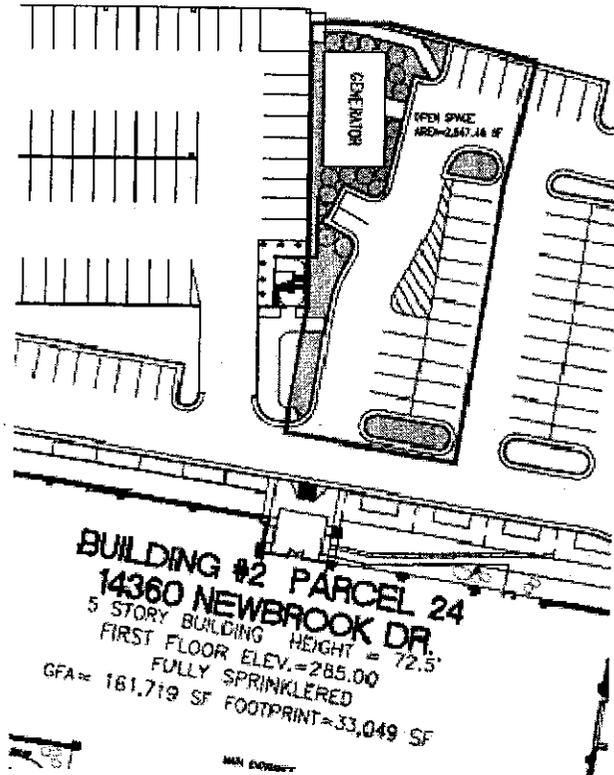
The limits of clearing and grading will not be affected by the installation of the generator.

4. Tree Cover and Landscaping

While no specific tree cover requirement was articulated in the proffers (rather, the Applicant agreed to submit to Urban Forest Management of DPWES a detailed landscape and tree cover plan as part of each site plan submission), the Applicant is proposing to screen the generator

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with mix of Chinese Juniper and Chinese Holly trees in the approximate locations shown below and on the attached Exhibit E:



The Applicant maintains that the proposed generator, as screened by attractive landscaping, will be a marked improvement over the existing surface parking lot. And, the tree cover for the Property will actually be increased as a result.

IV. Conclusion

The Applicant respectfully submits that its proposed generator is in substantial conformance with the approved proffers and plans and requests your concurrence of our interpretation. The minor tweaks to the parking counts and open space tabulations are specifically permitted under the approvals and as neither the limits of clearing and grading nor the tree cover on the Property are affected, the generator is of no adverse or significant impact whatsoever. Again, it bears noting that the Westfields Architectural Review Board has already reviewed and approved the proposal.



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Please let me know if you have any further questions or comments.

Sincerely,

A handwritten signature in cursive script that reads "Jill Parks".

Jill S. Parks

cc: Kevin Guinaw, Zoning Evaluation Division, Department of Planning and Zoning
Stephen Shanahan, BPG Properties
Brian Fitzgerald, BPG Properties
Andrew Brookman, BPG Properties
Mick McGinnis, BPG Properties
Mark Looney, Cooley LLP

487573 v2/RE



WESTFIELDS BUSINESS OWNERS ASSOCIATION

August 23, 2011

Mr. Drew Brookman
General Counsel
BPG Development Company, L.P.
3000 Centre Square West
1500 Market Street
Philadelphia, PA 19102

RE: 14360 Newbrook Drive/ Parcel 24-2: Generator installation for tenant

Dear Mr. Brookman:

The WBOA ARB has reviewed and approved your submission as submitted for a ground-mounted generator at the address stated above. This approval is granted with the following conditions:

- 1) The generator shall be screened from view at all times by additional landscaping as depicted in your plans submitted by Mr. Brookman on Aug 12th, 2011.
- 2) The installation and placement of the generator shall conform to all county, state and federal laws and shall be operated in a manner not to be a nuisance and or interfere with the existing and neighboring business tenant's right to quiet enjoyment. We would suggest at a minimum a residential grade muffler and/or hospital grade in order to minimize noise levels near the buildings.
- 3) The WBOA and the ARB reserve the right to review this installation after the grown in period to confirm that the landscape screening will be suitable. If this does not provide adequate camouflage of these units, the owner and/or tenant may be required to pursue additional landscaping or hardscapes to cover these units from view.
- 4) The WBOA-ARB reserves the right to review the installation and withhold future approval should there be a violation of these or other county, state or federal laws.

We appreciate your cooperation in upholding the covenants of the park and your patience during this process. Should you have any further questions or concerns, please call me at 703-294-4880 ext 3011 or on my cell at 703-928-1992.

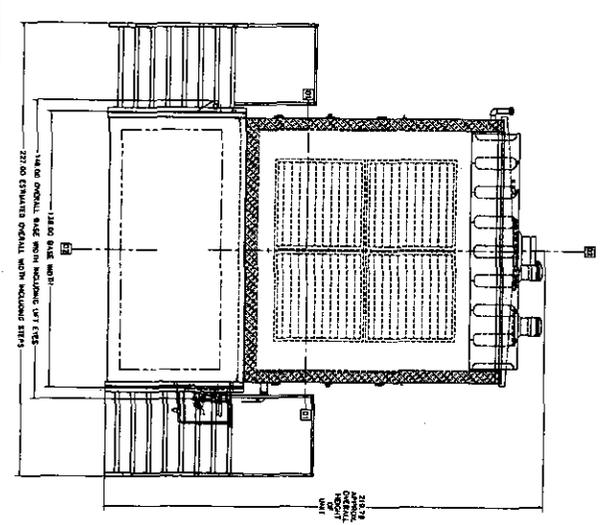
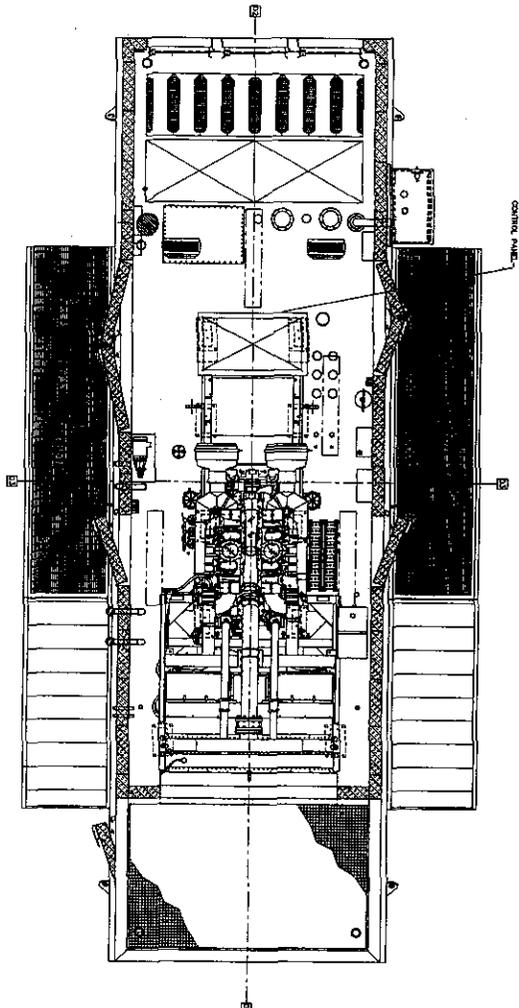
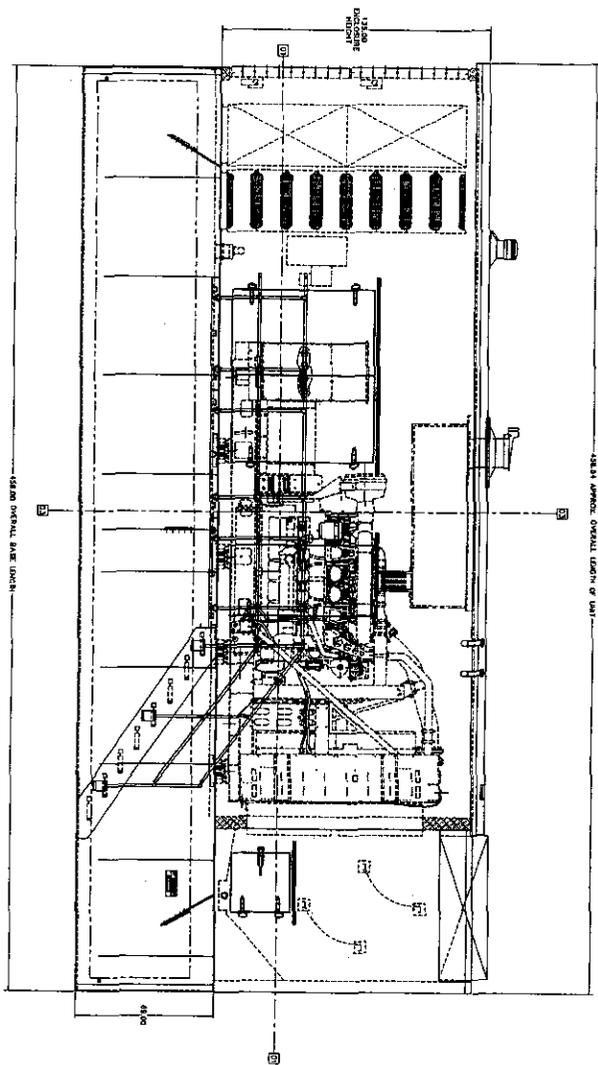
Sincerely,

William H. Keech, Jr
President

WBOA/parcel 24-2/ARB

THE WESTFIELDS BUSINESS OWNERS ASSOCIATION

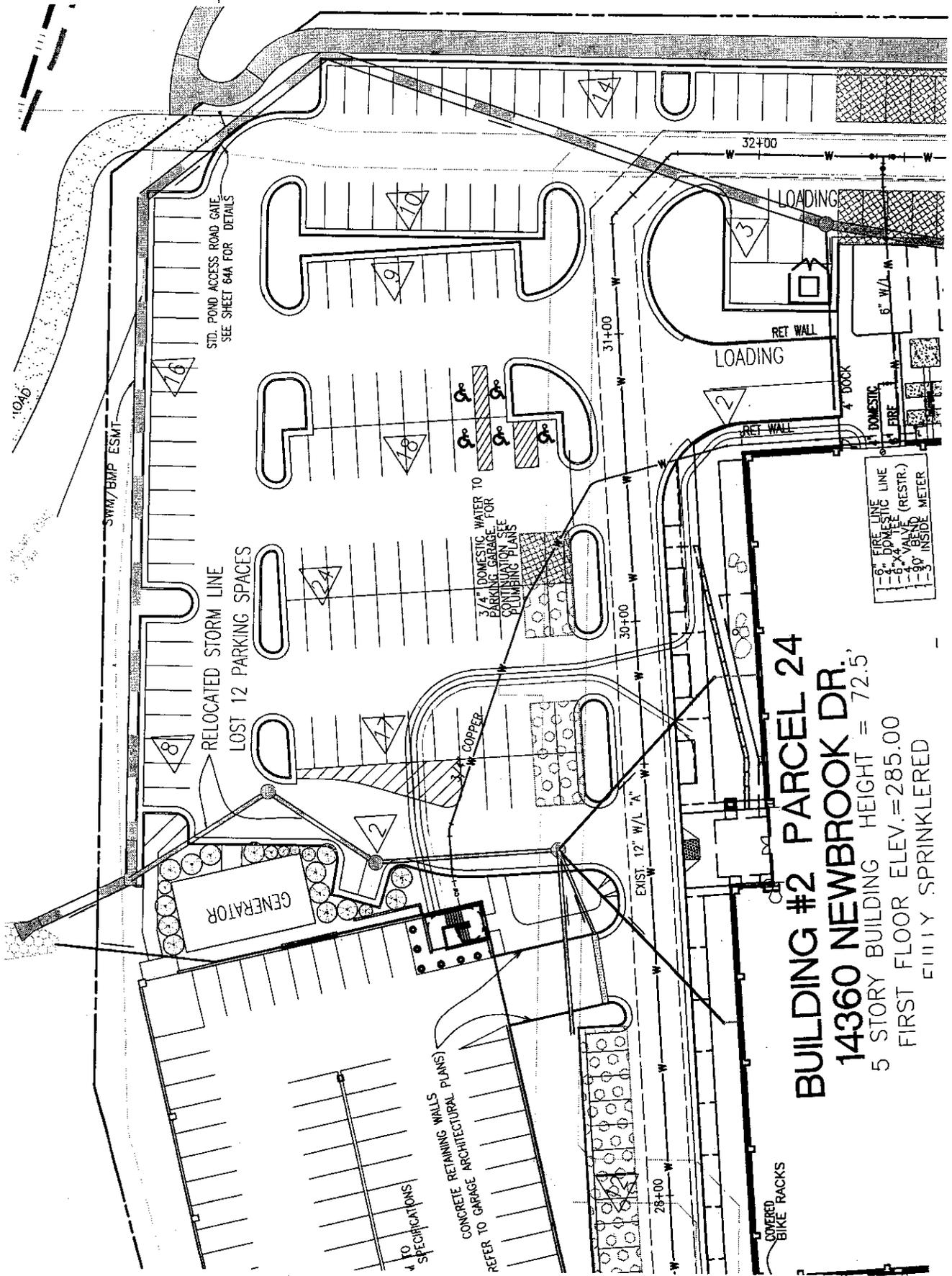
P.O. Box 222005 • Chantilly, VA 20153-2005
Telephone: (703) 294-4880 • Fax: (703) 222-3488



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PRELIMINARY ONLY
NOT FOR CONSTRUCTION

INTERNATIONAL SUPPLY CO., INC.	
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PROJECT	1500 RPM 1500 RPM
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CHECKED	J. W. BROWN
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BUILDING #2 PARCEL 24
14360 NEWBROOK DR.
5 STORY BUILDING HEIGHT = 72.5'
FIRST FLOOR ELEV. = 285.00
FULLY SPRINKLERED

TO SPECIFICATIONS

CONCRETE RETAINING WALLS
REFER TO GARAGE ARCHITECTURAL PLANS

3/4" DOMESTIC WATER TO
PARKING GARAGE FOR
CONDUIT AND PLUMBING PLANS

RELOCATED STORM LINE
LOST 12 PARKING SPACES

GENERATOR

2" COPPER

EXIST. 12" W/L "A"

COVERED BIKE RACKS

LOADING

LOADING

RET WALL

RET WALL

RET WALL

- 1.6" FIRE LINE LINE
- 1.4" DOMESTIC LINE
- 1.6" x 4" TEE (RESTR.)
- 1.6" VALVE
- 1.9" INSIDE METER

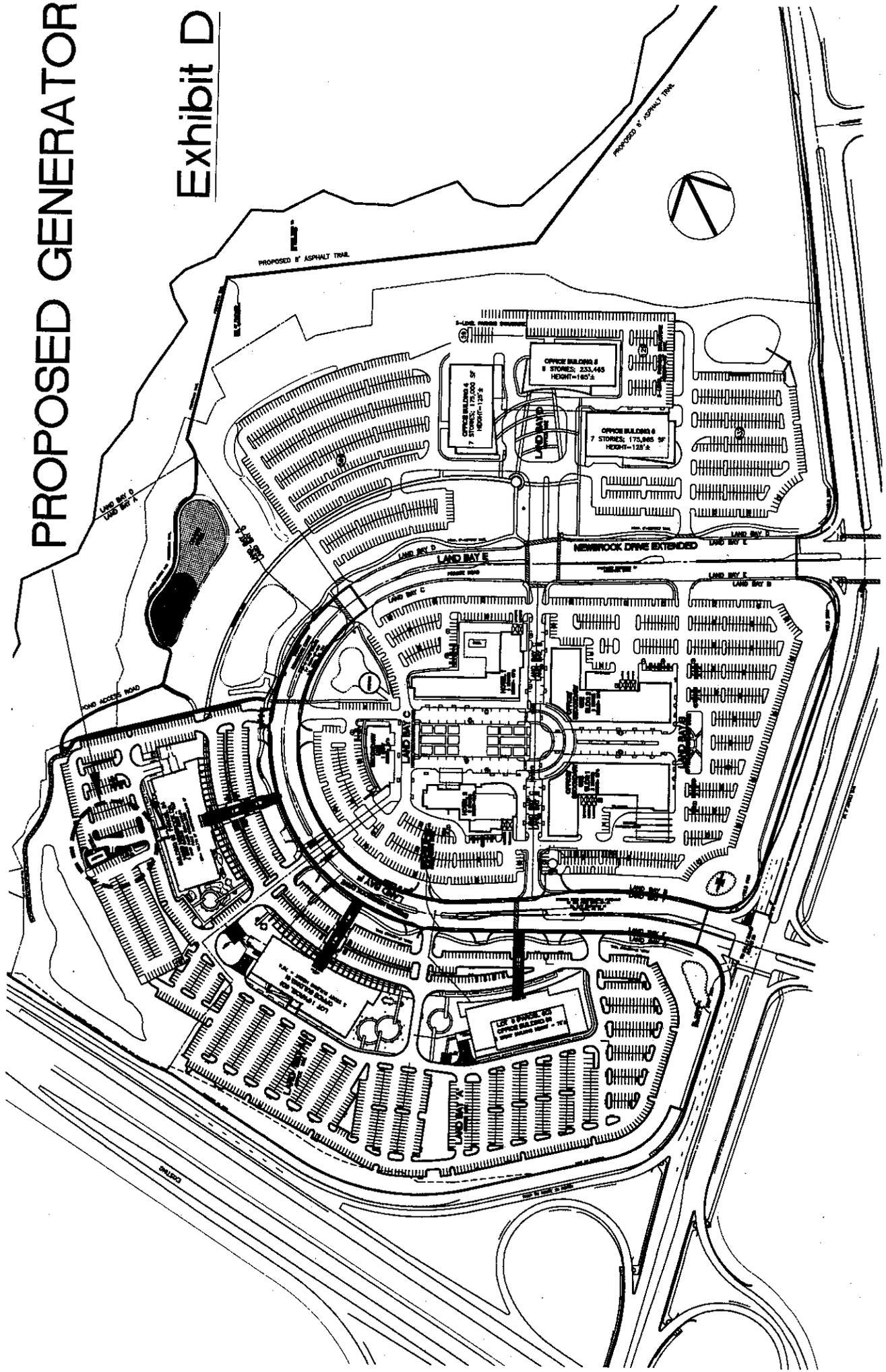
STD. POND ACCESS ROAD GATE
SEE SHEET 64A FOR DETAILS

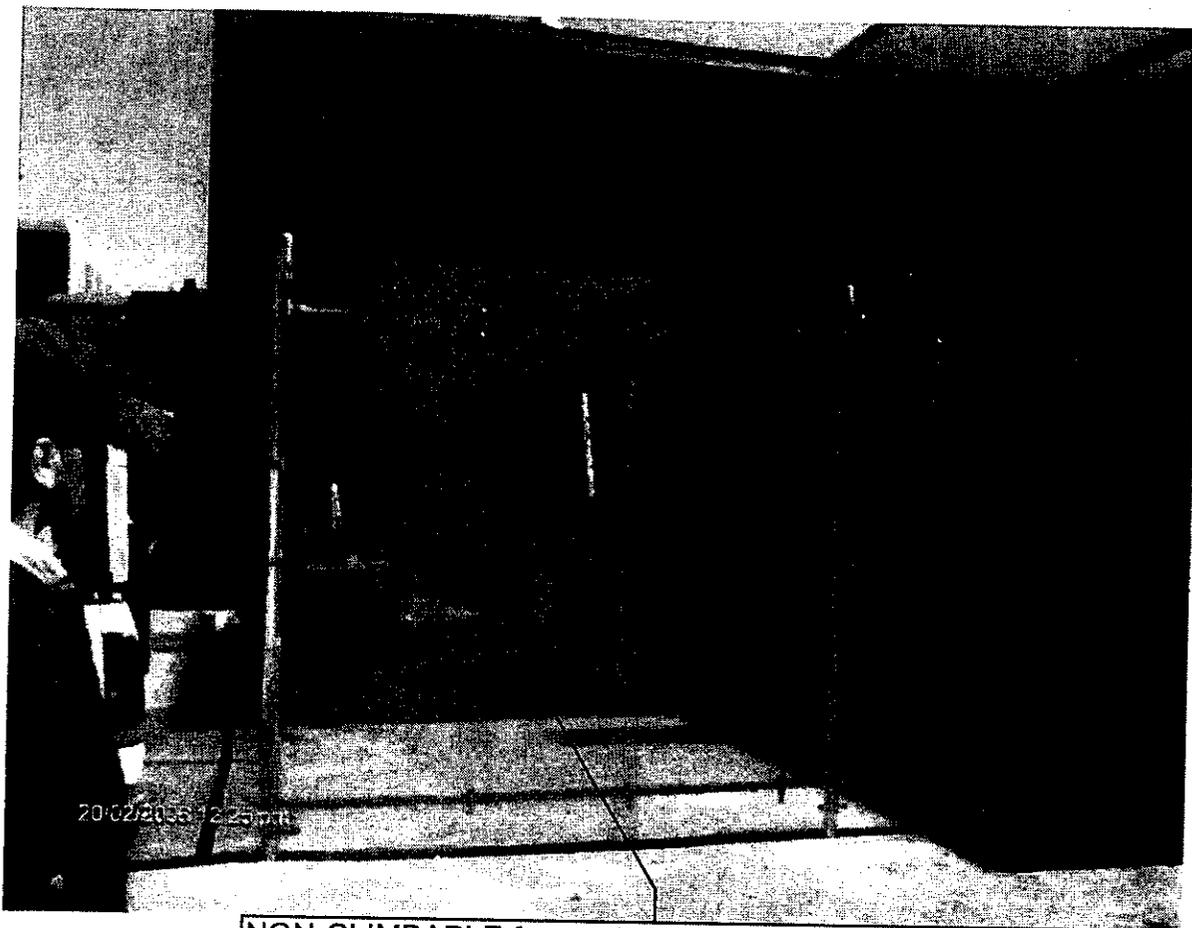
SWM/BMP ESMT

10.1b

PROPOSED GENERATOR

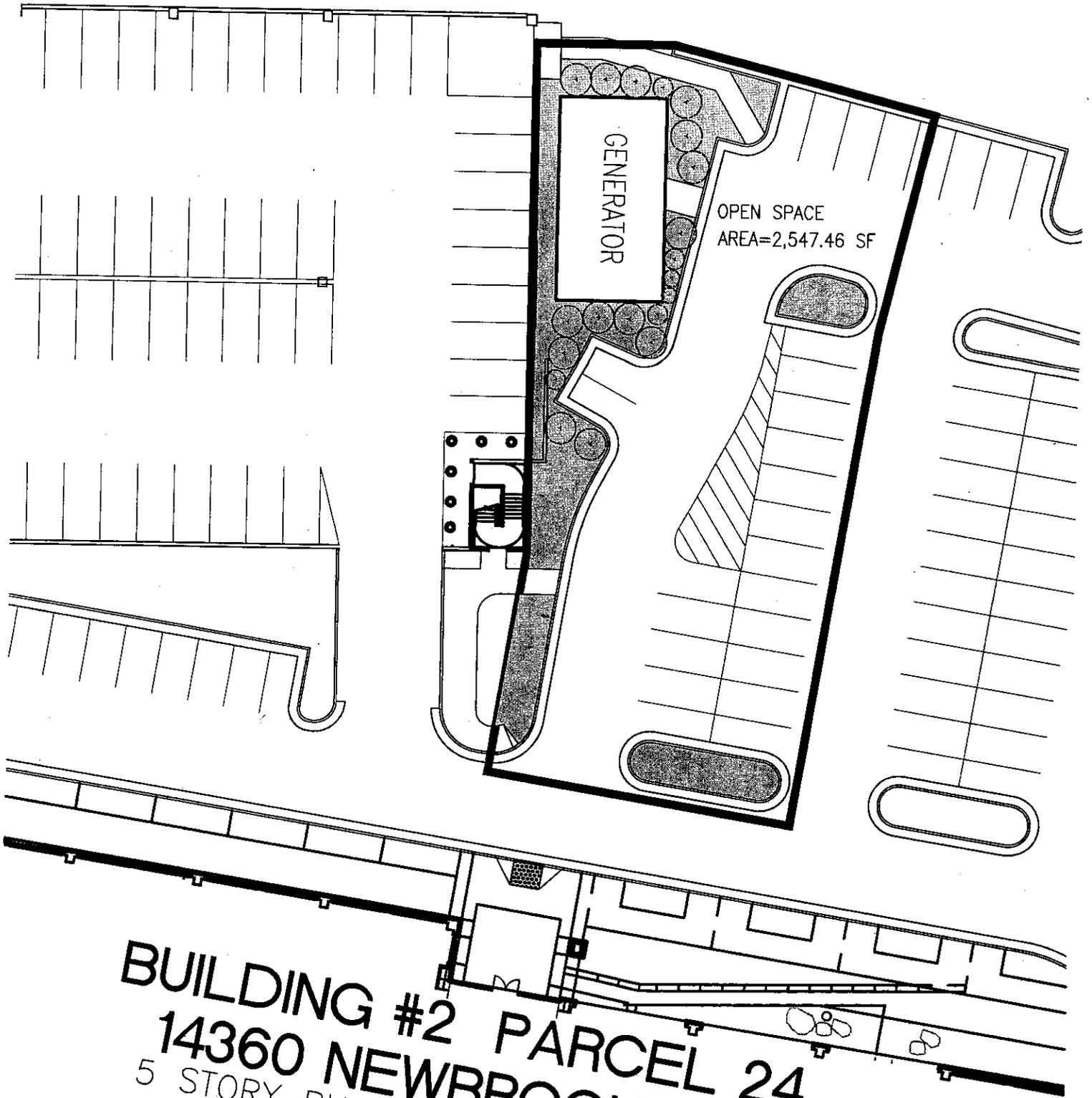
Exhibit D





NON-CLIMBABLE fence. Proposed color is BLACK coated similar to the picture below but without the angle. Minimum height per security requirement is 8.0 feet. Landscaping will be provided along the perimeter.





BUILDING #2 PARCEL 24
14360 NEWBROOK DR.

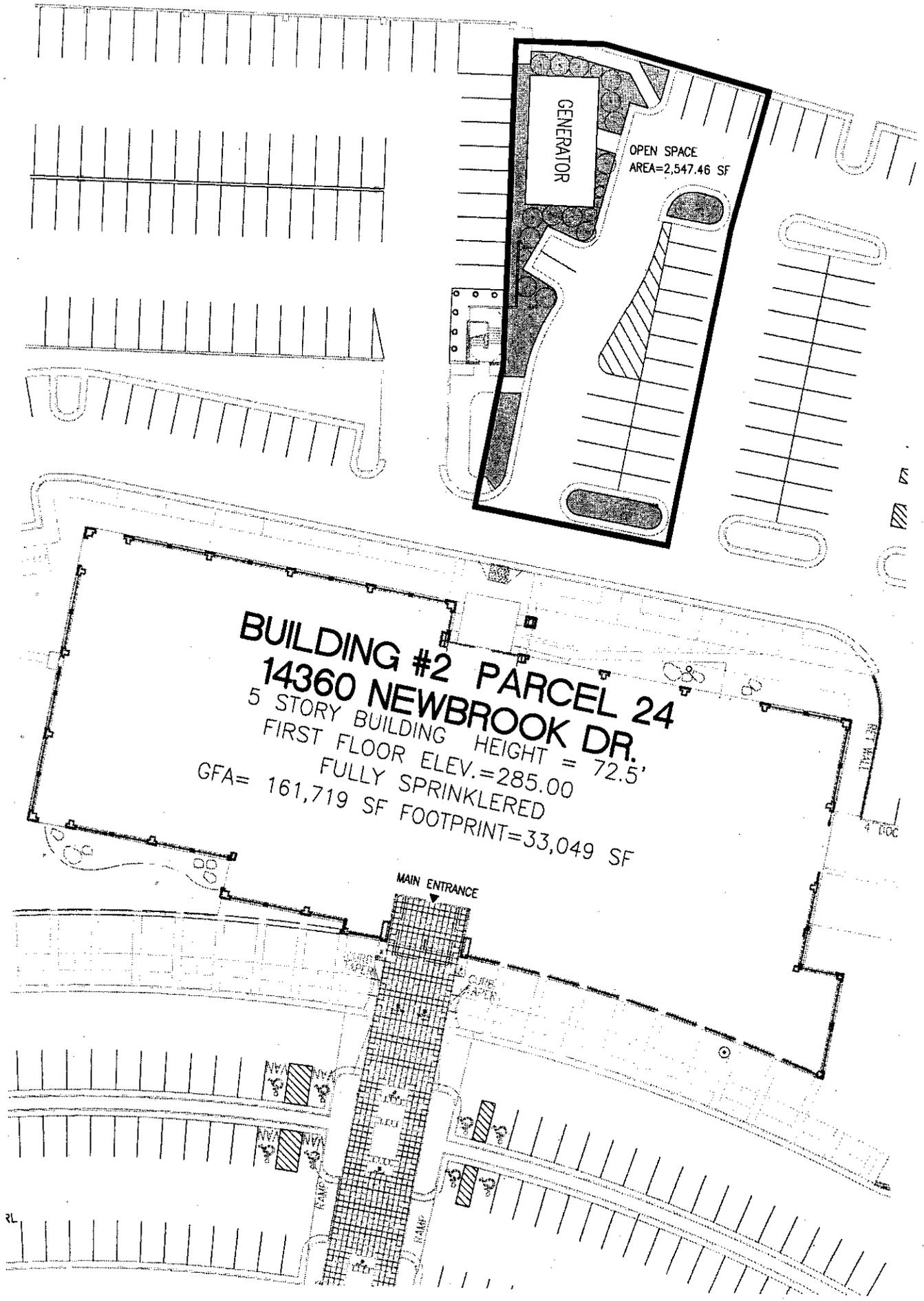
5 STORY BUILDING HEIGHT = 72.5'
FIRST FLOOR ELEV.=285.00
FULLY SPRINKLERED

GFA= 161,719 SF FOOTPRINT=33,049 SF



MAIN ENTRANCE

Exhibit E



BUILDING #2 PARCEL 24
14360 NEWBROOK DR.
5 STORY BUILDING HEIGHT = 72.5'
FIRST FLOOR ELEV.=285.00
FULLY SPRINKLERED
GFA= 161,719 SF FOOTPRINT=33,049 SF

MAIN ENTRANCE

GENERATOR

OPEN SPACE
AREA=2,547.46 SF