



FAIRFAX COUNTY

APPLICATION FILED: April 21, 1999
PLANNING COMMISSION: July 14, 1999
BOARD OF SUPERVISORS: July 26, 1999

V I R G I N I A

JUNE 30, 1999

STAFF REPORT

APPLICATION PCA 88-D-005-4

PROVIDENCE DISTRICT

APPLICANT: West*Group Properties LLC and
West*Mac Associates, L.P.

ZONING: C-3, SC, HC

PARCEL: 29-2 ((15)) A6, 4-B2
29-4 ((7)) A2, A3, A5, C1, C2, 1, 1-A1, 1-A2, 2,
3, 4, 6, 7-A1, 7-B, 8, 9, 10, and 11A

ACREAGE: 148.94 acres

DENSITY: Overall - 0.6096 FAR

PLAN MAP: Office with Mixed-Use Option

PROPOSAL: Amend the proffers and Generalized
Development Plan for West*Park to create a
new land bay and to modify the boundaries
and site area for Land Bays A-1 and D-2.
There is no change to the overall land area,
density or other proffered commitments for
West*Park.

STAFF RECOMMENDATION:

Staff recommends approval of PCA 88-D-005-4 subject to the execution of proffers consistent with those set forth in Appendix 1 of the Staff Report.

Staff recommends approval of a modification of the transitional screening where the application property is adjacent to residentially zoned property, to that shown on the GDP and as proffered.

Staff recommends approval of a waiver of the barrier requirements where the application property is adjacent to residentially zoned property.

Staff recommends approval of a waiver of the 75-foot setback requirement from the Dulles Access Airport Road, to that shown on the GDP and as proffered.

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 recommendations of staff; it does not reflect the position of the Board of Supervisors.

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



*Generalized Development Plan for the Properties of
WEST*GROUP PROPERTIES LLC, West*Mac Associates and
the Association for Manufacturing Technology*



THIS PLAN IS NOT PROFFERED:
HOWEVER CERTAIN ELEMENTS
SUCH AS F.A.R., HEIGHT
AND SETBACK ARE. PLEASE
REFER TO PROFFERS ASSOCIATED
WITH PCA-88D-005-4

PCA-88D-005-4

Hunter, Myce & Associates, Ltd.
ARCHITECTS • CIVIL ENGINEERS • LAND PLANNERS
1000 W. 12th Street, Suite 200
Arlington, VA 22202
703-261-1000
FAX 703-261-1001

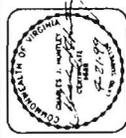


GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF
WEST*GROUP PROPERTIES LLC, WEST*MAC ASSOCIATES
AND THE ASSOCIATION FOR MANUFACTURING TECHNOLOGY
PROVIDENCE DISTRICT
FARFAX COUNTY
VIRGINIA

| | |
|------------|---------------------|
| SCALE: | 1" = 200' |
| DATE: | 8/3/90 |
| REVISIONS: | |
| | 8/21/94 |
| | 7/12/94 |
| | 7/23/94 PCA-88D-005 |
| | FEB 25, 1998 |
| | APRIL 13, 1998 |
| SHEET | 1 of 6 |
| FILE NO. | PL - 1800 |



Huntley Nyce & Associates, Ltd
 1200 ...
 4330 ...



GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF
 WEST-GROUP PROPERTIES, LLC, WEST • MAC ASSOCIATES
 AND THE ASSOCIATION FOR MANUFACTURING TECHNOLOGY

PROVIDENCE DISTRICT
 FAIRFAX COUNTY
 VIRGINIA

SCALE 1" = 100'

DATE 5/5/92

REVISIONS

| | |
|---------------|---------------|
| 6/21/94 | PCA |
| 7/12/94 | |
| 8/24/94 | |
| 8/15/92 | |
| 7/23/98 | PCA 880-005-1 |
| FEB 25 1992 | |
| FEB 21 1995 | |
| APRIL 12 1999 | |

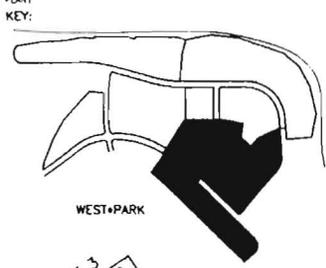
SHEET 3 OF 6

FILE NO. 880-005-1

PCA-880-005-4

Scale 1" = 100'

- LEGEND:**
- PRELIMINARY CLEARING & GRADING LIMITS (ACTUAL LIMITS TO BE DETERMINED AT TIME OF SITE PLAN)
 - EXISTING TREE LINE
 - EXISTING SIDEWALKS
 - BOUNDARY LINES
 - PARCEL LINES
 - EXISTING BUILDINGS
 - PROPOSED BUILDINGS
 - PROPOSED PARKING LAYOUT
 - 10' CONTOUR INTERVAL
 - 5' CONTOUR INTERVAL
 - STORM WATER MANAGEMENT POND
 - 100-YEAR FLOOD PLAIN AND PRIVATE OPEN SPACE
 - 25'-AND WIDER EASEMENTS
 - EXISTING PARKING AND ROADS
 - * LOADING AREA
 - PROPOSED SIDEWALK



NOTE:
 (EXISTING WOODED AREAS TO REMAIN UNDISTURBED OR ADJUSTED AND REVEGETATED)

CURVE TABLE:

| NAME | RADIUS | ARC | DELTA | TANGENT | CHORD | CHORD BEARING |
|------|---------|-----------|--------|----------|-----------|------------------|
| C17 | 380.00 | (109.726) | 27.45 | 184.205 | 44.00000 | 145.45 144.133 |
| C18 | 25.00 | (7.820) | 4.12 | 112.502 | 84.00000 | 25.81 18.117 |
| C19 | 25.00 | (7.820) | 39.27 | (11.989) | 80.00000 | 25.00 17.820 |
| C20 | 25.00 | (7.820) | 39.27 | (11.989) | 80.00000 | 25.00 17.820 |
| C21 | 25.00 | (7.820) | 39.27 | (11.989) | 80.00000 | 25.00 17.820 |
| C22 | 25.00 | (7.820) | 39.27 | (11.989) | 80.00000 | 25.00 17.820 |
| C23 | 1448.21 | (440.804) | 261.00 | 179.552 | 10.20025 | 130.85 1.94 |
| C24 | 178.00 | (53.844) | 318.49 | 197.074 | 103.11700 | 223.99 (86.272) |
| C25 | 590.87 | (180.197) | 183.74 | 158.003 | 17.41901 | 82.82 (28.236) |
| C26 | 1108.11 | (331.142) | 89.43 | 1358.906 | 44.00000 | 448.80 (138.215) |
| C27 | 1008.11 | (306.862) | 72.64 | 1235.500 | 44.00000 | 408.49 (123.896) |

THIS PLAN IS NOT PROFFERED; HOWEVER CERTAIN ELEMENTS SUCH AS F.A.R., HEIGHT AND SETBACK ARE. PLEASE REFER TO PROFFERS ASSOCIATED WITH PCA-880-005-4.

NOTE:
 THE TWO YEAR FLOOD PLAIN CONTAINED IN THE EXISTING UNDERGROUND STORM SEWER SYSTEM UNDER JONES BRANCH DRIVE

17' 00" STORM SEWER UNDER JONES BRANCH DRIVE

WESTPARK SUBDIVISION PARCEL B

TYSONS II PARCEL 3

Scale 1" = 100'

Huntley, Nye & Associates, Ltd.
 ENGINEERS - LAND PLANNERS
 1000 WEST 10TH AVENUE
 SUITE 100
 DENVER, COLORADO 80202
 PHONE: 303.733.1111
 FAX: 303.733.1112



GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WESTGROUP PROPERTIES LLC, WESTMAC ASSOCIATES AND THE ASSOCIATION FOR MANUFACTURING TECHNOLOGY

PROVIDENCE DISTRICT
 FAIRFAX COUNTY
 VIRGINIA

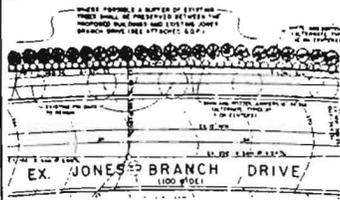
SCALE: 1" = 100'

DATE: 09/05/90

REVISIONS:

| |
|-------------------------|
| 8/4/90 ADD PARKING DATA |
| 8/21/94 PCA |
| 7/12/94 |
| 10/4/94 |
| 8/15/95 |
| 7/22/98 PCA-880-005 |
| FEB. 05, 1999 |
| FEB. 23, 1999 |
| APRIL 12, 1999 |

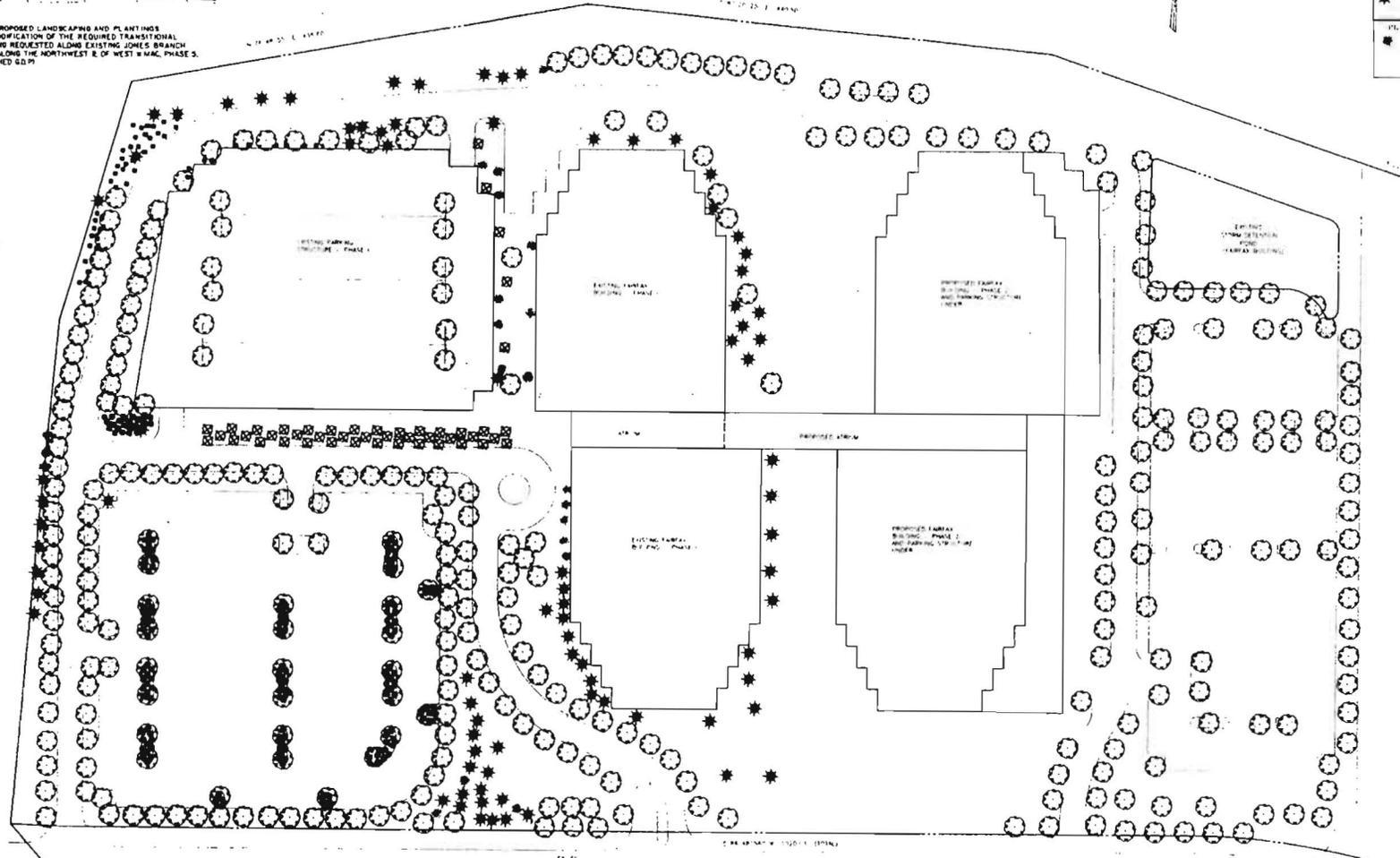
SHEET 4 of 6
 FILE NO. PL -- 1800



DETAIL OF PROPOSED LANDSCAPING AND PLANTINGS WHERE A MODIFICATION OF THE REQUIRED TRANSITIONAL YARD IS BEING REQUESTED ALONG EXISTING JONES BRANCH DRIVE AND ALONG THE NORTHWEST & OF WEST B MAC PHASES. (SEE ATTACHED S.D.P.)

DULLES AIRPORT ACCESS ROAD

| PLANT LIST | |
|---|--|
| PLANT CATEGORY 1 - DECIDUOUS SHADE TREES | <ul style="list-style-type: none"> ○ FIVE PINN ○ YELLOW OAK ○ HEWY LOCKY ○ ASH |
| PLANT CATEGORY 2 - EVERGREEN TREES | <ul style="list-style-type: none"> ○ DOGWOOD ○ LIBERTY (LAVANIA) ○ JEFFERSON ○ CEDAR |
| PLANT CATEGORY 3 - SYCAMORE TREES | <ul style="list-style-type: none"> ○ AMERICAN WELLS ○ WHITE PINE ○ CAROLIAN HEMLOCK ○ SPRUCE |
| PLANT CATEGORY 4 - FLORIDA TREES PLANTING | <ul style="list-style-type: none"> ○ PALM ○ BIRCH ○ ASALEA ○ JUNIPERS ○ FLORIDA TREES |



JONES BRANCH DRIVE
60 FT #5012

WEST BRANCH DRIVE

THIS PLAN IS NOT PROFFERED; HOWEVER CERTAIN ELEMENTS SUCH AS F.A.R., HEIGHT AND SETBACK ARE. PLEASE REFER TO PROFFERS ASSOCIATED WITH PCA-88D-005-4.

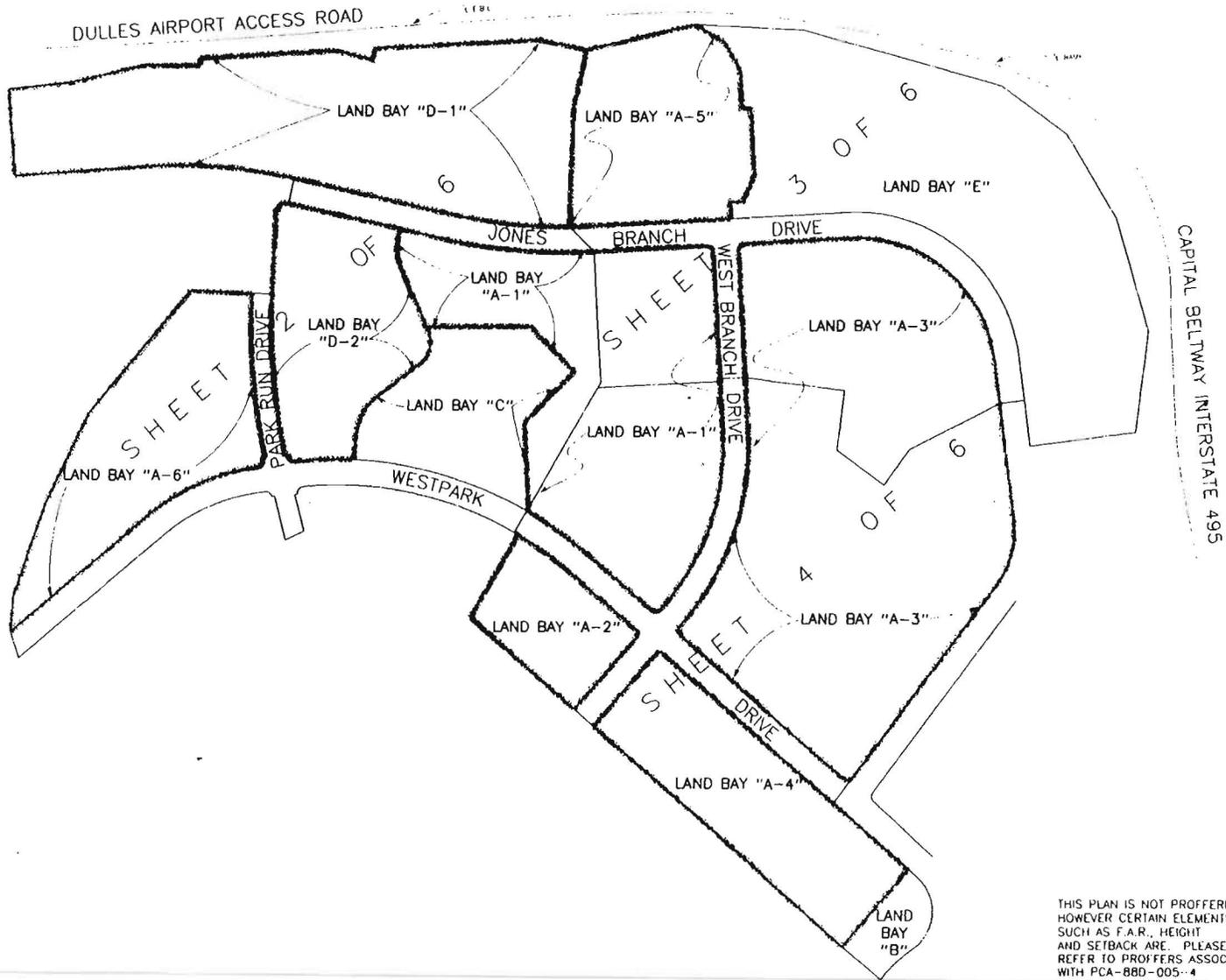
Huntley, Nyce & Associates, P.C.
ARCHITECTS
1100 W. COMMONS
FAIRFAX, VIRGINIA 22031
TEL: 703.281.1100
FAX: 703.281.1101
WWW.HUNTLIENYCE.COM

6-27-99

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WEST+GROUP PROPERTIES LLC, WEST+MAC ASSOCIATES AND THE ASSOCIATION FOR MANUFACTURING TECHNOLOGY
PROVIDENCE DISTRICT
FAIRFAX COUNTY
VIRGINIA
TYPICAL LANDSCAPE LAYOUT (FAIRFAX BUILDING SITE)

| | |
|---------------------|----------|
| SCALE | 1" = 50' |
| DATE | 9/5/99 |
| REVISIONS | |
| 01/22/99 | |
| 07/22/99 | |
| 10/4/99 | |
| 2/23/99 PCA-88D-005 | |
| FILE NO. | 88-1199 |
| APR 12, 1999 | |
| SHEET | 6 OF 6 |
| FILE NO. | PL-1800 |

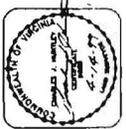
*Generalized Development Plan for the Properties of
WEST*GROUP PROPERTIES LLC, West*Mac Associates and
the Association for Manufacturing Technology*



THIS PLAN IS NOT PROFFERED;
HOWEVER CERTAIN ELEMENTS
SUCH AS F.A.R., HEIGHT
AND SETBACK ARE. PLEASE
REFER TO PROFFERS ASSOCIATED
WITH PCA-880-005-4

PCA - 880 - 005 - 4

THE SITE, WEST* & ASSOCIATES, LLC
 ARCHITECTS • CIVIL ENGINEERS • LAND PLANNING
 1000 BUCKLEBOURNE DRIVE, SUITE 200
 BUCKLEBOURNE, VA 22015
 (703) 750-3400
 FAX (703) 750-3401
 WWW.WESTMAC.COM

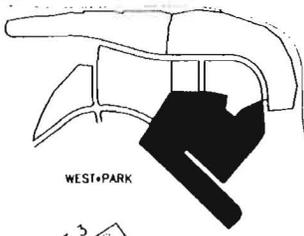


GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF
 WEST*GROUP PROPERTIES LLC, WEST*MAC ASSOCIATES
 AND THE ASSOCIATION FOR MANUFACTURING TECHNOLOGY
 SHEET NO. 1 OF 6
 DATE: 9/21/01

| | |
|-----------|------------------------|
| SCALE | 1" = 200' |
| DATE | 9/21/01 |
| REVISIONS | 17/12/01 |
| | 8/21/01 |
| | 7/13/01 |
| | 11/25/00 PCA-880-005-4 |
| | 10/12/00 |
| | APR 12, 1999 |

SHEET
 1 OF 6
 PLOT NO.
 1000

- LEGEND:**
- PROPOSED FLOORING & GREENING LIMITS
EXISTING LIMITS TO BE STRIKED AT TIME OF SITE PLAN
 - EXISTING TREE LINES
 - EXISTING SIDE WALKS
 - BOUNDARY LINES
 - PARCEL LINES
 - EXISTING BUILDINGS
 - PROPOSED BUILDINGS
 - PROPOSED PARKING LAYOUT
 - 10' CONTOUR INTERVAL
 - 5' CONTOUR INTERVAL
 - STORM WATER MANAGEMENT POND
 - 100 YEAR FLOOD PLAIN AND PRIVATE OPEN SPACE
 - 25' AND WIDER EASEMENTS
 - EXISTING PARKING AND ROADS
 - * EXISTING AREA
 - PROPOSED SEWER



NOTE:
EXISTING WETTED AREAS TO REMAIN
UNDEVELOPED OR ADJUSTED AND
REVEGETATED

CURVE TABLE:

| STATION | PI | PC | PT | PI | PC | PT | PI | PC | PT | PI | PC | PT | PI | PC | PT |
|---------|---------|--------|--------|--------|---------|---------|--------|---------|---------|---------|-------|--------|-------|----|----|
| 117 | 750.141 | 119.9 | 748.13 | 270.46 | 181.202 | 447.209 | 145.47 | 181.114 | 269.79 | 182.218 | 3 | 147.48 | 10 | 4 | |
| 118 | 21.001 | 17.820 | 41.52 | 112.74 | 247.100 | 21.741 | 18.174 | 76.51 | 181.168 | 2 | 81.94 | 2 | 81.94 | 2 | |
| 119 | 25.741 | 17.820 | 39.27 | 111.98 | 247.100 | 21.741 | 17.820 | 35.96 | 181.174 | 3 | 85.14 | 3 | 85.14 | 3 | |
| 120 | 25.741 | 17.820 | 39.27 | 111.98 | 247.100 | 21.741 | 17.820 | 35.96 | 181.174 | 3 | 85.14 | 3 | 85.14 | 3 | |
| 121 | 25.741 | 17.820 | 39.27 | 111.98 | 247.100 | 21.741 | 17.820 | 35.96 | 181.174 | 3 | 85.14 | 3 | 85.14 | 3 | |
| 122 | 25.741 | 17.820 | 39.27 | 111.98 | 247.100 | 21.741 | 17.820 | 35.96 | 181.174 | 3 | 85.14 | 3 | 85.14 | 3 | |
| 123 | 448.24 | 144.8 | 444.6 | 141.60 | 170.22 | 172.27 | 141.60 | 139.85 | 201.85 | 174.44 | 5 | 21.11 | 1 | 1 | |
| 124 | 176.59 | 153.84 | 158.49 | 157.07 | 172.41 | 172.41 | 157.07 | 158.49 | 153.84 | 176.59 | 5 | 52.13 | 4 | 4 | |
| 125 | 390.87 | 118.9 | 391.83 | 183.74 | 156.03 | 172.41 | 156.03 | 183.74 | 118.9 | 390.87 | 5 | 45.17 | 2 | 2 | |
| 126 | 116.11 | 113.14 | 140.81 | 89.43 | 127.9 | 127.9 | 89.43 | 140.81 | 113.14 | 116.11 | 5 | 18.48 | 1 | 1 | |
| 127 | 100.11 | 130.6 | 162.13 | 77.24 | 125.1 | 125.1 | 77.24 | 162.13 | 130.6 | 100.11 | 5 | 14.48 | 1 | 1 | |

NOTE:
THE 100 YEAR FLOOD PLAIN
CONTAINED IN THE EXISTING
UNDERGROUND STORM SEWER
SYSTEM UNDER JONES BRANCH
DRIVE

WESTPARK
SUBDIVISION
PARCEL B

THIS PLAN IS NOT PROFFERED
HOWEVER CERTAIN ELEMENTS
SUCH AS F.A.R., HEIGHT
AND SETBACK ARE. PLEASE
REFER TO PROFFERS ASSOCIATED
WITH PCA-88D-005-4.

PCA-88D-005-4

TYSONS II PARCEL 3

Scale 1" = 100'

Huntley, Myce & Associates, LLC
CIVIL ENGINEERING • LAND SURVEYING
7000 HOLLY ST
FARMERS BRANCH, TEXAS 75438
TEL: 972-441-1111 FAX: 972-441-1112
WWW.HMAYLLC.COM

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF
WESTGROUP PROPERTIES, LLC, WEST+MAC ASSOCIATES
AND THE ASSOCIATION OF MANUFACTURING TECHNOLOGY

SCALE 1" = 100'
DATE 09/05/00
REVISIONS
8/1/00 ADD ENDORSE
8/21/01 PC
12/12/01
10/4/01
8/15/03
7/12/04 USA 600 000
REV. 3, 1999
PER 73, 1999
JUNE 14, 1998

SHEET 4 of 6
FILE NO. PCA-88D-005-4
DATE 09/05/00

**A GLOSSARY OF TERMS FREQUENTLY
USED IN STAFF REPORTS WILL BE
FOUND AT THE BACK OF THIS REPORT**

DESCRIPTION OF THE APPLICATION

The applicant requests approval of a proffered condition amendment (PCA) to create a new land bay and to change the boundaries and site area of Land Bays A-1 and D-2. As a result of these changes to the site area, the floor area ratio (FAR) for Land Bay A and Land Bay D will be altered slightly. Land Bay A would decrease from 0.48 FAR to 0.47 FAR and Land Bay D would increase from 0.69 FAR to 0.73 FAR. However, because there is no increase or decrease in site area for West*Park overall, the overall FAR for West*Park remains unchanged at 0.6096 FAR. In addition, the overall land area, uses, and other proffered commitments for West*Park will also remain unchanged.

LOCATION AND CHARACTER

The subject site, which is 148.94 acres in size and zoned C-3, is known collectively as Land Bays A and D of West*Park. Land Bay A, which is currently comprised of Land Bays A-1 through A-5, is generally located along West Park Drive, north of the Tysons II property and south of the DAAR, west of I-495, and east of Park Run Drive. Land Bay D is generally located along Jones Branch Road, to the south of the DAAR, and in the southwest quadrant of West Park and Park Run Drives. The subject site for the original rezoning application, RZ 88-D-005, consisted of twenty-three (23) parcels, totaling 193.54 acres in size. Within the Comprehensive Plan, West*Park is designated as Sub-units L-1 and L-3 of the Tysons Corner Urban Center. The site is improved with high density office, institutional, governmental, and cultural uses.

Surrounding uses include the following:

| Direction | Use | Zoning | Plan |
|------------------|---|----------------|--|
| North | DAAR; Single family detached dwellings (McLean Hamlet) | ROW; R-2 | Right-of-way; Residential, 2-3 du/ac |
| South | Retail (Galleria) & Office; Multifam. res. (Avalon) | PDC; PDH-30 | Mixed Use |
| East | Interstate 495 (Cap. Beltway) | ROW | Office |
| West | Multifamily residential (The Lincoln & the Rotunda) | R-30 | Residential, 20+ du/ac |

BACKGROUND

West*Park

On October 15, 1990, the Board of Supervisors (BOS) approved RZ 88-D-005 to rezone 193.54 acres of land from the I-3 and I-4 Districts to the C-3 District. The approval permitted a floor area ratio (FAR) of 0.54 on the property, or a total of 4,691,753 square feet (SF) of gross floor area (GFA). This property is known as West*Park and is comprised of Sub-units L-1 and L-3 of the Tysons Corner Urban Center in the Comprehensive Plan.

On October 31, 1994, the BOS approved PCA 88-D-005 to divide the overall 193.54 acres contained within the West*Park site into five (5) Land Bays (A through E); to establish the C-3 Zoning District regulations for yard requirements; to amend the proffers to allow construction of Pond C in accordance with the Chesapeake Bay Preservation Ordinance; to establish a 90 foot height limitation and a 75 foot height limitation for those buildings along the Dulles Access Airport Road (DAAR) unless increased by special exception; and to redesignate certain Environmental Quality Corridor (EQC) lands as private open space in accordance with the Comprehensive Plan.

On September 18, 1995, the BOS approved PCA 88-D-005-02 to increase the overall allowable FAR within West*Park from 0.54 FAR (4,691,753 SF of GFA) to a maximum of 0.599 FAR (5,200,000 SF of GFA).

On March 22, 1999, the BOS approved PCA 88-D-005-03 to increase the proffered density at West*Park from 0.599 FAR (5,200,000 SF of GFA) to 0.6096 FAR (5,297,325 SF of GFA). PCA 88-D-005-3 also amended the Transportation Demand Management (TDM) proffer to provide both a private and a public TDM program. The private program was to be run by the applicant and it included the current members of the TYTRAN program. The County would continue to run the public program for those companies within Tysons which employ more than 100 people and which did not participate in TYTRAN.

Current Proposal

As stated earlier, PCA 88-D-005 divided the overall 193.54 acres contained within the West*Park site into five (5) Land Bays (A through E), which are owned by different entities. West*Group Properties, LLC, owns Land Bay A, while West*Mac Associates, L.P., owns Land Bay D.

West*Group and West*Mac recently traded two (2) parcels of land. In exchange for Land Bay D-2, West*Mac received a portion of Land Bay A-1 from West*Group. Because the approved proffers designated the location and land area for each of these land bays, the proffers are proposed to be amended to

Description of the Generalized Development Plan (GDP)

A reduction of the applicant's GDP titled, "*Generalized Development Plan for the Properties of West*Group Properties LLC, West*Mac Associates and the Association for Manufacturing Technology*" (Sheets 1-6), prepared by Huntley, Nyce and Associates, Ltd., dated September 5, 1990 and as revised through April 12, 1999, is attached to the front of this report.

Staff would note that consistent with previous applications, only certain elements of the GDP are proffered, not the entire plan. Specific elements of the GDP which were previously proffered and will remain proffered include: (1) the overall maximum intensity for West*Park and the maximum intensity for each of the five (5) land bays; (2) building heights; (3) setbacks; (4) landscaping; (5) transitional screening and barriers; (6) sidewalks and trails; (7) stormwater management and best management practices; (8) conservation/storm drain easements; (9) conceptual limits of clearing and grading; and (10) private open space. It should be noted that the building size, location and footprints depicted on Sheets 2, 3, and 4 of the GDP are not proffered. However, the current proffers do require the applicant to return all site plans to the Planning Commission for review for conformance with the proffers.

The GDP contains six (6) sheets. Sheet 1 is the cover sheet. It depicts the location of each of the five land bays (Land Bays A through E) that make up West*Park. However, only Land Bay A and D make up the subject site of this PCA. The cover sheet designates new Land Bay A-6 and the redesignated Land Bays A-1 and D-2.

Sheets 2, 3, and 4 show the locations of the existing and proposed buildings within Land Bay A. Consistent with the approval of RZ 88-D-005, PCA 88-D-005, PCA 88-D-005-2, and PCA 88-D-005-3, the GDP submitted with PCA 88-D-005-4 is not proffered as to the size, location or footprint of these proposed buildings. The locations of the existing and proposed buildings within Land Bay A have not been changed.

Sheet 5 provides the notes and site/building data tabulations for the constructed buildings, and the floor area ratio computation tabulations. Due to the land exchange between West*Group and West*Mac, the site area for Land Bay A has increased from 110.42 to 113.10 acres, an increase of 2.68 acres. As a result of the increase in site area, the FAR for Land Bay A has decreased from 0.48 to 0.47 FAR. The site area for Land Bay D has decreased from 48.51 to 45.83 acres, a decrease of 2.68 acres. As a result of the decrease in site area, the FAR allotted for Land Bay D has increased from 0.69 to 0.73. However, it should be stressed that the overall West*Park land area and FAR remains unchanged at 199.48 acres and 0.6096 FAR.

designate the new land bays. Under **PCA 88-D-005-4**, currently-approved Land Bay D-2, now owned by West*Group, would become new Land Bay A-6. In exchange, that portion of Land Bay A-1 given to West*Mac, would become Land Bay D-2.

As a result of the redesignation of land bays, the site tabulations must be amended. The approved site tabulations allot each land bay within West*Park a certain amount of gross floor area (GFA). The two swapped parcels of land are not equal in size; Land Bay D-2 is 2.68 acres larger than the subject portion of Land Bay A-1. As a result, the site area for Land Bay A and Land Bay D as calculated in the site tabulations would change. The site area for Land Bay A would increase from 110.42 to 113.10 acres (+ 2.68 acres). The site area for Land Bay D would decrease from 48.51 acres to 45.83 acres, (- 2.68 acres). The allotted overall GFA does **not** change.

Due to the changes in site area for Land Bay A and Land Bay D, the floor area ratio (FAR) calculation for Land Bay A and Land Bay D will change slightly. Land Bay A would decrease from 0.48 FAR to 0.47 FAR. Land Bay D would increase from 0.69 FAR to 0.73 FAR. However, because there is no increase or decrease in site area for West*Park overall, the overall FAR for West*Park would remain unchanged at 0.6096 FAR.

COMPREHENSIVE PLAN PROVISIONS (See Appendix 4)

Plan Area: McLean Planning District, Area II
Planning Sector: Tysons Corner Urban Center
Plan Map: Office and Private Open Space

The complete Comprehensive Plan text is contained in Appendix 4.

ANALYSIS

Generalized Development Plan (GDP) (Copy at front of staff report)

Title of GDP: Generalized Development Plan for the Properties of West*Group Properties LLC, West*Mac Associates and the Association for Manufacturing Technology

Prepared By: Huntley, Nyce and Associates, Ltd.

Original and Revision Dates: September 5, 1990, as revised through April 12, 1999

Sheet 6 provides a typical landscape layout for West*Park. The depicted landscape plan is the existing Fairfax Building.

Land Use Analysis (See Appendix 4)

The purpose of this application is to revise the land bay designations on the Generalized Development Plan, the associated tabulations sheet and references to those land bays within the proffers. There is no change in the land area, approved development, or the floor area ratio (FAR) of approved development. Therefore, there are no land use issues.

Transportation Analysis (See Appendix 5)

All previous transportation issues associated with the original rezoning and subsequent PCA's were addressed by the executed proffers, dated February 26, 1999 (PCA 88-D-005-3). The proposed PCA raises no significant transportation issues and carries forward all commitments.

Environmental Analysis (See Appendix 6)

All previous environmental issues associated with the original rezoning and subsequent PCA's were addressed by the executed proffers, dated February 26, 1999 (PCA 88-D-005-3). The proposed PCA raises no significant environmental issues.

Public Facilities Analysis (Appendix 7)

All previous public facilities issues associated with the original rezoning and subsequent PCA's were addressed by the executed proffers, dated February 26, 1999 (PCA 88-D-005-3). The proposed PCA raises no significant public facility issues.

ZONING ORDINANCE PROVISIONS

The proposed application meets the provisions of the C-3 District as follows:

- Maximum Building Height. The proffers establish a 90' height maximum for all buildings consistent with the C-3 provisions of the Zoning Ordinance, with the exception of a 75-foot height maximum for buildings located adjacent to the DAAR, unless building height is otherwise increased through the approval of a special exception by the Board of Supervisors.
- Minimum Yards. The proffers establish a C-3 standard for minimum front, rear and side yard requirements consistent with the Zoning Ordinance.

- Maximum Floor Area Ratio (FAR). The proffers state that the total FAR on the gross tract area shall not exceed 0.6096. The maximum FAR permitted in the C-3 District is 1.0.
- Open Space. As noted on the GDP, a minimum of 15% open space is to be provided, which is the C-3 District requirement.
- Parking. The proffers state that parking will be provided in accordance with the provisions of Article 11 of the Ordinance.
- Transitional Screening and Barrier. In conjunction with the approval of the original rezoning (RZ 88-D-005), the Board of Supervisors approved, pursuant to Par. 3 of Sect. 13-304 of the Zoning Ordinance, a modification of the Transitional Screening requirement (Sect. 13-302) and a waiver of the Barrier requirement (Sect. 13-303) where the application properties were adjacent to residentially zoned property. These modifications and waivers were for properties that were already developed or site plan approved. Under subsequent PCA's, the applicant requested and was granted reaffirmations of these modifications and waivers. With PCA 88-D-005-4, the applicant requests, and staff supports, a modification of the transitional screening and a waiver of the barrier requirements where the application property is adjacent to residentially zoned property, to that shown on the GDP and as proffered.
- 75-foot Setback from the Dulles Airport Access Road (DAAR). In conjunction with the approval of the original rezoning (RZ 88-D-005-3), the Board of Supervisors approved a waiver of the 75-foot setback pursuant to Sect. 2-414 of the Zoning Ordinance. Under subsequent PCA's, the applicant requested and was granted reaffirmations of this waiver. The applicant requests, and staff supports, a waiver of this requirement to that shown on the GDP and as proffered.

Summary of Zoning Ordinance Provisions

All applicable standards have been satisfied.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

Staff concludes that the subject application is in conformance with the Comprehensive Plan with the implementation of the Proffers contained in Appendix 1 of the Staff Report.

Staff Recommendations

Staff recommends approval of PCA 88-D-005-4, subject to the execution of proffers consistent with those set forth in Appendix 1 of the Staff Report.

Staff recommends approval of a modification of the transitional screening where the application property is adjacent to residentially zoned property, to that shown on the GDP and as proffered.

Staff recommends approval of a waiver of the barrier requirements where the application property is adjacent to residentially zoned property.

Staff recommends approval of a waiver of the 75-foot setback requirements from the Dulles Access Airport Road, to that shown on the GDP and as proffered.

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 recommendations of staff; it does not reflect the position of the Board of Supervisors.

APPENDICES

1. Draft Proffers (previously approved proffers for PCA 88-D-005-3 and PCA 88-D-005-2 are attached as exhibits)
2. Affidavit
3. Statement of Justification
4. Plan Citations and Land Use Analysis
5. Transportation Analysis
6. Environmental Analysis
7. Glossary of Terms



PROFFERS
PCA 88-D-005-4
June 21, 1999

Pursuant to 15.2-2203A of the Code of Virginia 1950 as amended and Section 18-203 of the Zoning Ordinance of the County of Fairfax (1978 as amended) ("ZO"), subject to the Board of Supervisors' approval of the requested Proffered Condition Amendment ("PCA"), the Applicant(s), WEST*GROUP PROPERTIES LLC, *WEST*PARK Associates Limited Partnership, and West*Mac Associates Limited Partnership*, their successors and assigns, reaffirm Proffers dated August 23, 1995, a copy of which is attached as Exhibit A, which shall remain in full force and effect except as amended by Proffers dated February 26, 1999 (attached as Exhibit B) and as follows:

I. Generalized Development Plan ("GDP"). The location of buildings shown on the GDP dated September 5, 1990 and revised on October 4, 1994 and August 15, 1995 and February 23, 1999 **and April 12, 1999** shall be considered for illustrative purposes only. Specific tabulations for floor area ratios, open space, parking, and final location of proposed buildings and parking structures shall be determined at the time of site plan review and approval. At the time of each site plan submission, a copy of the site plan shall be submitted to the Fairfax County Planning Commission for review for conformance with these proffers. The GDP is not proffered in its entirety, but certain elements of the GDP as specifically defined and described below are proffered.

A. Floor Area Ratios ("FAR"). The total FAR on the 199.4813 acre Gross Tract Area (as defined below) for all uses permitted in the C-3 Zoning District by right shall not exceed 0.6096 FAR or 5,297,325 of non-residential square feet. The implementation of Density Transfer from Sub Unit L-4, defined herein, is described in definition of Land Bay A. However, individual Building Sites (as defined below) within each Land Bay may exceed a 1.0 FAR.

Definitions:

Gross Tract Area shall be defined as the total FAR on the 189.4852 acres of land plus the 5.7961 acres of land previously dedicated to public use or right-of-way, plus the 4.2 acres of land dedicated for the Destination Station, totaling 199.4813 acres for density computation purposes.

Building Site shall be defined as the land associated with a building(s), parking and/or parking structures, open space and accessory structures as shown on the "site plan."

Land Bays shall be defined as follows (and shown on the GDP):

- o Land Bay A-1, A-2, A-3, A-4, A-5 and A-6 and collectively referred to as Land Bay A (consisting of *111.1221* acres of land and 1.9788 acres of land of previously dedicated right-of-way, for a total of *113.1009* acres of land for density calculation purposes). It is further understood that the total gross floor area of 2,305,011 square feet attributed to this land bay includes 503,223 square feet from Tax Map Parcel 29-4((7))B (Sub Unit L-4) as-built site plan pursuant to definition of Density Transfer as defined in Proffers dated August 23, 1995. It is further understood that the total gross floor area of 2,305,011 square feet attributed to this land bay shall include 102,349 square feet of additional floor area beyond that approved pursuant to PCA 88-D-005-2.

Density Transfer. Pursuant to the Alternative Land Use heading in the Tysons Corner Urban Center Addendum to the Comprehensive Plan for Fairfax County (the "Plan") and Land Unit Recommendations for Land Unit L, Sub Unit L-4, the Applicant shall be entitled to transfer a maximum of 508,247 square feet of non-residential floor area from Tax Map 29-4 ((7)) B (Sub Unit L-4 of the Plan) to the portion of Sub Units L-1 and L-3 defined as the 110.4235 acre Land Bay A as described herein. Such floor area shall transfer to the 110.4235 acre Land Bay A of WEST*PARK at the time the site plan for the residential development approved under RZ 95-P-011 is secured by the posting of a Bond and Agreement with the Director of Environmental Management. Upon the posting of such Bond and Agreement, the density shall transfer and building permits for the transferred non-residential development may be issued. Upon bonding of the residential site plan, WEST*PARK Associates shall have a maximum total of 2,207,686 square feet of non-residential floor area associated with Land Bay A.

The exact amount of non-residential floor area to be transferred from Sub Unit L-4 to Land Bay A shall be based on the amount of gross floor area for all residential buildings, exclusive of cellars, outside balconies which do not project more than six feet

beyond the exterior wall of the buildings, parking structures, above and below grade, unconditioned breezeways and corridors, covered garages and roof top mechanical structures. but inclusive of community uses such as the clubhouse and leasing offices shown on the bonded site plan for the residential development allowed by RZ 95-P-011 subject to the following formula:

$$(698,688 \text{ square feet}) - (A \times 0.33) = B; \text{ where:}$$

- 698,688 square feet equals the planned non-residential intensity as calculated for Sub Unit L-4 in the Plan based on a 0.8 FAR on 20.0496 acres of land, including previously dedicated Park Run Drive;
- A equals square feet of residential use as shown on an approved site plan;
- 0.33 equals the conversion factor in accordance with Alternative Land Use recommendations in the Comprehensive Plan which requires the non-residential intensity of the property that is to be transferred to be reduced by one-third of the approved residential square footage; and
- B equals non-residential square feet to be transferred to WEST*PARK 110.4235 acre Land Bay A as defined herein.

Illustration based on preliminary estimates of residential floor area as shown on the FDP (actual residential floor area to be determined at site plan).

$$698,688 \text{ minus } (661,000 \times 0.33) \text{ equals } 478,355 \text{ square feet; where:}$$

- A equals 661,000 square feet (gross floor area proposed for residential use), and
- B equals 478,355 square feet, but not to exceed 508,247 square feet of non-residential intensity to be transferred to Land Bay A.

In the event the as-built site plan (a DEM prerequisite to bond release) indicates the actual floor area of residential development is less than that shown on the initial bonded site plan, then additional density created by the difference between the initial bonded site plan and the as-built site plan may be transferred to WEST*PARK Land Bay A. However, in no circumstance shall the total density transfer exceed 508,247 square feet nor shall the total non-residential FAR for Land Bays A, B, C, D and E (Plan

reference Sub Units L-1 and L-3) exceed 5,200,000 square feet as prescribed in the "Option without Rail" Land Use recommendation for Sub Units L-1 and L-3 in the Plan.

- o Land Bay B (consisting of 1.8366 acres);
- o Land Bay C (consisting of 8.7000 acres);
- o Land Bay D-1 and D-2 (consisting of **37.8168** acres of land and 8.0173 acres for land dedicated for public use and right-of-way, for a total of **45.8341** acres of land for density calculation purposes); and
- o Land Bay E (consisting of 30.0097 acres notwithstanding that said total land area may be subdivided into two (2) or more lots of record, with one (1) lot consisting of approximately 5.0 acres containing only a stormwater management facility). It is further understood that the entire amount of gross floor area (1,307,223 square feet attributed to this land bay) may be located on the remaining +/-25 acres of the site, notwithstanding the fact that this may result in an FAR that exceeds 1.0 when calculated only on the +/-25 acres.

Sub Units L-1 and L-3 is the Tysons Corner Urban Plan definition of the area equivalent to the Gross Tract Area as defined herein.

Sub Unit L-4 is the Tysons Corner Urban Plan definition of Tax Map Parcel 29-4 ((7)) B and is further described as the residential land associated with the density transfer element of Land Bay A herein. Sub Unit L-4 is not part of the Gross Tract Area as defined herein.

I.B. Bulk Regulations - No change

1. Height - No change

a) - No change

b) - No change

c) - No change

2 - No change

I.C. Setbacks from the Dulles Airport Access Road (DAAR) - No change

I.D. Landscaping - No change

I.E. Transitional Screening and Barrier

1. No change

2. No change

3. Land Bay A-6 (along the contiguous property line between Land Bay A-6 and R-30 property to the west). The Private Open Space as defined and as shown on the GDP shall be deemed to meet the Transitional Screening and Barrier requirements of the ZO.

4. No change

5. No change

I.F. Trail Systems - No change

I.G. Storm Water Management

1. Land Bays D-1, D-2 and A-6. Storm Water Management (SWM) and Best Management Practices (BMP) have been reviewed, approved and constructed for this area pursuant to a Plan entitled West*Mac Storm Drainage Study 6796-D-01 approved by DEM on March 25, 1988. Other requirements, if any shall be in accordance with applicable County ordinances as approved by the *Department of Public Works and Environmental Services ("DPWES")*.

I.G.2 – No change.

I.G.3 – No change.

I.H. Conservation Storm Drainage Easement - No change

I.I. Limits of Clearing and Grading, Private Open Space, Storm Drainage, Conservation Easements and/or Minor Flood Plain Easements - No change

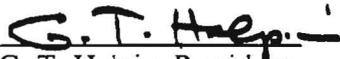
1,2,3 - No change

I.J. Private Open Space. The GDP shows certain areas designated as Private Open Space within Land Bays A-1, A-2, A-3, A-6 and D-1. This Private Open Space is generally consistent with Private Open Space indicated in the Tysons Corner Master Plan as adopted by the Board of Supervisors on June 27, 1994. The Private Open Space shall be kept in a natural state and may include passive and active recreational uses, undisturbed natural areas, wooded areas, water bodies, water courses, including SWM and BMP facilities, lawn and landscaped areas and other similar or natural features designed and arranged to produce an aesthetically pleasing effect within the Land Bay(s). The Private Open Space shall be set aside for the use and enjoyment of the

Applicants. The Private Open Space shall not be dedicated as public lands and shall remain in the ownership of the Applicants. Where Private Open Space and Transitional Screening and Barrier yards coincide, the Private Open Space shall be deemed as meeting the Transitional Screening and Barrier requirements. Any area disturbed in the Private Open Space shall be replaced pursuant to Proffer I.1, except in the case where SWM/BMP's are constructed within the Private Open Space. Where SWM/BMP construction occurs, Proffer I.1 or 2 shall not be required.

- II. Treatment of Cellar Space - No change
- III. Noise Attenuation - No change
- IV.A Destination Station - No change
1,2,3,4,5,6,7 - No change
- IV.B Tysons Corner Area Wide Transportation Contribution - No change
1,2,3 No change.
- IV.C Signalization - No change
- IV.D Jones Branch Drive Improvements - No change
- IV.E. Transportation System Management - No change
- V. Contract Purchaser - No change.
- VI. Counterparts - No change.

WEST*GROUP PROPERTIES LLC (Owners of Land Bay A-1, A-2, A-3, A-4 and A-6)


G. T. Halpin, President

*WEST*PARK Associates Limited Partnership (Owners of Land Bay A-5)*


G. T. Halpin, General Partner

*West*Mac Associates Limited Partnership (Owners of Land Bay D-1 and D-2)*

By: *Federal Home Loan Mortgage Corporation*
General Partner

By: 
William J. Menda
Vice President, Administration and Corporate Properties

PCA 88-D-005-3
Exhibit A

PCA 88-D-005-4
Exhibit A

PROFFERS

PCA 88-D-005-2

August 23, 1995

Pursuant to 15.1-491(a) of the Code of Virginia, 1950 as amended, and Section 18-203 of the Zoning Ordinance of the County of Fairfax (1978 as amended) ("ZO"), subject to the Board of Supervisors' approval of the requested Proffer Condition Amendment ("PCA"), Applicants West*Mac Associates Limited Partnership, WEST*PARK Associates Limited Partnership, Washington Hall Corporation, The Association for Manufacturing Technology, and their successors and assigns (hereinafter "Applicants") hereby proffer to the following conditions. If this PCA is approved, the proffered conditions described below supersede all previously approved proffered conditions applicable to the property. The property (hereinafter referred to as the "Subject Property") consists of approximately 193.5394 acres. The word "Applicants" shall be used when proffers relate to the Subject Property in its entirety. Any future modification(s) to these proffers which affect only a specific building or land bay may be approved by the Board of Supervisors upon application for a proffered condition amendment by the individual owner of the specific building or land bay without amending this entire proffer statement or Generalized Development Plan. The word "Applicant" shall mean the owner of any specific building or land bay.

I. Generalized Development Plan ("GDP"). The location of buildings shown on the GDP dated September 5, 1990 and revised on October 4, 1994 and August 15, 1995 shall be considered for illustrative purposes only. Specific tabulations for floor area ratios, open space, parking, and final location of proposed buildings and parking structures shall be determined at the time of site plan review and approval. At the time of each site plan submission, a copy of the site plan shall be submitted to the Fairfax County Planning Commission for review for conformance with these proffers. The GDP is not proffered in its entirety, but certain elements of the GDP as specifically defined and described below are proffered.

A. Floor Area Ratios ("FAR"). The total FAR on the 199.4813 acre Gross Tract Area (as defined below) for all uses permitted in the C-3 Zoning District by right shall not exceed 0.599 FAR or 5,200,000 of non-residential square feet. The implementation of Density Transfer from Sub Unit L-4, defined herein, is described in definition of Land Bay A. However, individual Building Sites (as defined below) within each Land Bay may exceed a 1.0 FAR.

Definitions:

Gross Tract Area shall be defined as the total FAR on the 189.4852 acres of land plus the 5.7961 acres of land previously dedicated to public use or right-of-way, plus the 4.2 acres of land dedicated for the Destination Station, totalling 199.4813 acres for density computation purposes.

Building Site shall be defined as the land associated with a building(s), parking and/or parking structures, open space and accessory structures as shown on the "site plan."

Land Bays shall be defined as follows (and shown on the GDP):

- o Land Bay A-1, A-2, A-3, A-4 and A-5 and collectively referred to as Land Bay A (consisting

of 108.4447 acres of land and 1.9788 acres of land of previously dedicated right-of-way, for a total of 110.4235 acres of land for density calculation purposes). It is further understood that the total gross floor area of 2,207,686 square feet attributed to this land bay shall include a maximum of 508,247 square feet transferred from Tax Map Parcel 29-4 ((7)) B (Sub Unit L-4).

Density Transfer. Pursuant to the Alternative Land Use heading in the Tysons Corner Urban Center Addendum to the Comprehensive Plan for Fairfax County (the "Plan") and Land Unit Recommendations for Land Unit L, Sub Unit L-4, the Applicant shall be entitled to transfer a maximum of 508,247 square feet of non-residential floor area from Tax Map 29-4 ((7)) B (Sub Unit L-4 of the Plan) to the portion of Sub Units L-1 and L-3 defined as the 110.4235 acre Land Bay A as described herein. Such floor area shall transfer to the 110.4235 acre Land Bay A of WEST*PARK at the time the site plan for the residential development approved under RZ 95-P-011 is secured by the posting of a Bond and Agreement with the Director of Environmental Management. Upon the posting of such Bond and Agreement, the density shall transfer and building permits for the transferred non-residential development may be issued. Upon bonding of the residential site plan, WEST*PARK Associates shall have a maximum total of 2,207,686 square feet of non-residential floor area associated with Land Bay A.

The exact amount of non-residential floor area to be transferred from Sub Unit L-4 to Land Bay A shall be based on the amount of gross floor area for all residential buildings, exclusive of cellars, outside balconies which do not project more than six feet beyond the exterior wall of the buildings, parking structures, above and below grade, unconditioned

breezeways and corridors, covered garages and roof top mechanical structures, but inclusive of community uses such as the clubhouse and leasing offices shown on the bonded site plan for the residential development allowed by RZ 95-P-011 subject to the following formula:

$$(698,688 \text{ square feet}) - (A \times 0.33) = B; \text{ where:}$$

- *698,688 square feet* equals the planned non-residential intensity as calculated for Sub Unit L-4 in the Plan based on a 0.8 FAR on 20.0496 acres of land, including previously dedicated Park Run Drive;
- *A* equals square feet of residential use as shown on an approved site plan;
- *0.33* equals the conversion factor in accordance with Alternative Land Use recommendations in the Comprehensive Plan which requires the non-residential intensity of the property that is to be transferred to be reduced by one-third of the approved residential square footage; and
- *B* equals non-residential square feet to be transferred to WEST*PARK 110.4235 acre Land Bay A as defined herein.

Illustration based on preliminary estimates of residential floor area as shown on the FDP

(actual residential floor area to be determined at site plan).

$$698,688 \text{ minus } (661,000 \times 0.33) \text{ equals } 478,355 \text{ square feet; where:}$$

- *A* equals 661,000 square feet (gross floor area proposed for residential use), and
- *B* equals 478,355 square feet, but not to exceed 508,247 square feet of non-residential intensity to be transferred to Land Bay A.

In the event the as-built site plan (a DEM prerequisite to bond release) indicates the actual

floor area of residential development is less than that shown on the initial bonded site plan, then additional density created by the difference between the initial bonded site plan and the as-built site plan may be transferred to WEST*PARK Land Bay A. However, in no circumstance shall the total density transfer exceed 508,247 square feet nor shall the total non-residential FAR for Land Bays A, B, C, D and E (Plan reference Sub Units L-1 and L-3) exceed 5,200,000 square feet as prescribed in the "Option without Rail" Land Use recommendation for Sub Units L-1 and L-3 in the Plan.

- o Land Bay B (consisting of 1.8366 acres);
- o Land Bay C (consisting of 8.7000 acres);
- o Land Bay D-1 and D-2 (consisting of 40.4942 acres of land and 8.0173 acres for land dedicated for public use and right-of-way, for a total of 48.5115 acres of land for density calculation purposes); and
- o Land Bay E (consisting of 30.0097 acres notwithstanding that said total land area may be subdivided into two (2) or more lots of record, with one (1) lot consisting of approximately 5.0 acres containing only a stormwater management facility). It is further understood that the entire amount of gross floor area (1,307,223 square feet attributed to this land bay) may be located on the remaining +/-25 acres of the site, notwithstanding the fact that this may result in an FAR that exceeds 1.0 when calculated only on the +/-25 acres.

Sub Units L-1 and L-3 is the Tysons Corner Urban Plan definition of the area equivalent to the Gross Tract Area as defined herein.

Sub Unit L-4 is the Tysons Corner Urban Plan definition of Tax Map Parcel 29-4 ((7)) B and is further described as the residential land associated with the density transfer element of Land Bay A herein. Sub Unit L-4 is not part of the Gross Tract Area as defined herein.

B. Bulk Regulations.

1. Height.

a) With the exception of buildings in Land Bays A-5, D-1 and E, the maximum height of buildings shall not exceed 90' except as qualified by paragraph B1(c) below.

b) Buildings within Land Bays A-5, D-1 and E shall not exceed 75' in height except as qualified by paragraph B1(c) below.

c) An increase in height for any building(s) in any Land Bay may be permitted by the Board of Supervisors in accordance with the applicable provisions of the ZO.

2. Minimum Yard Requirements shall meet the provisions of the ZO Requirements for the C-3 Zoning District, unless otherwise modified or waived by the Board of Supervisors.

C. Setbacks from the Dulles Airport Access Road (DAAR). Land Bays A-5, D-1 and E have frontage on the DAAR and are subject to the 75' minimum distance requirements set forth in Section 2-414 of the ZO. The 75' minimum distance requirement shall be provided unless a modification or waiver is approved by the Board of Supervisors.

D. Landscaping. Landscaping shall be provided for all future buildings in accordance with Articles 13 and 17-105, para. 8 of the ZO and the Public Facilities Manual. Unless otherwise modified or waived by the Board of Supervisors, all landscaping shall generally conform to Sheet 6 of 6 of the GDP which represents the species and quantities of existing landscaping within the Gross Tract Area. Unless otherwise modified or waived by the Board of Supervisors and/or the Director of Environmental Management, all deciduous and ornamental trees planted shall be a minimum of 2"-2 1/2" in caliper and all evergreen trees planted shall be a minimum of 6'-8' in height at the time of

planting.

E. Transitional Screening and Barrier.

1. Part of Land Bay D-1 (Jones Branch Drive frontage, excluding Outparcel A).

Applicants shall and have provided transitional screening along the north side of Jones Branch Drive from the centerline of Park Run Drive west to the southwest property corner of Land Bay D-1 pursuant to Transitional Screening and Barrier Modification No. 9055 dated November 23, 1987 and its referenced landscape plan dated November 18, 1987 by Huntley, Nyce and Associates. The said modification amends the required transitional yard width to 10'-15' of save area with supplemental planting and waives the barrier requirements.

2. Land Bay D-1 (Dulles Airport Access Road frontage, excluding Outparcel

A). Applicants shall provide an undisturbed save area along the southern side of the DAAR right-of-way line from the northeast property corner of Land Bay D-1, west for approximately 300' to the eastern point where the existing Storm Drainage and Conservation Easement intersects the DAAR right-of-way as shown on the GDP. The save area shall be 300' in length, average 50' in width, and result in a save area not less than 15,000 square feet in area. However, the averaging of the width dimension shall not result in a width dimension less than 35'. The save area shall be deemed to meet the Transitional Screening and Barrier requirements of the ZO.

3. Land Bay D-2 (along the contiguous property line between Land Bay D-2 and

R-30 property to the west). The Private Open Space as defined and as shown on the GDP shall be deemed to meet the Transitional Screening and Barrier requirements of the ZO.

4. Land Bay A-5. Applicants shall and have provided transitional screening

along the northern property line pursuant to Transitional Screening and Barrier Modification 8266

dated June 18, 1986 associated with the Fairfax Building Site Plan 6377-SP-01. The said modification amends the required transitional yard width from 35' to 25' of undisturbed area along the DAAR as shown on the approved site plan and waives the barrier.

5. Land Bay E. A 35' transitional screening yard shall be provided along the northern property line as generally shown on page 3 of 6 of the GDP.

F. Trail Systems. In lieu of the trail system as shown on the County-wide trails plan, continuous four-foot wide concrete sidewalks along all public street frontages shall be provided with each site plan submittal and installed prior to issuance of the first non-residential use permit for any building subject to an approved site plan showing sidewalk within the Subject Property. Applicants shall coordinate sidewalk connections with adjacent properties in the locations as shown on the GDP.

G. Storm Water Management.

1. Land Bays D-1 and D-2. Part of Land Bay A-1 (Building Site 19). Storm Water Management (SWM) and Best Management Practices (BMP) have been reviewed, approved and constructed for this area pursuant to a Plan entitled West*Mac Storm Drainage Study 6796-D-01-1 approved by DEM on March 25, 1988. Other requirements, if any, shall be in accordance with applicable County ordinances as approved by the Department of Environmental Management (DEM).

2. Land Bay E. Stormwater Management (SWM) and Best Management Practices (BMPs) shall be provided in accordance with applicable County ordinances as approved or modified by DEM and/or the Board of Supervisors. The exact shape and size of existing Pond C (the "Pond") and associated area as shown on the GDP is subject to change with final engineering.

The applicant shall endeavor to preserve existing vegetation between the SWM/BMP facility and the DAAR. Landscaping, utilizing native vegetation to the maximum extent possible shall be provided

around the edge of the facility, as approved by DEM and the Urban Forester. The Resource Protection Area (the "RPA"), as approved by DEM, shall be preserved on the site. No clearing and grading shall be permitted within the RPA except for that necessary to construct and maintain the SWM/BMP facility.

3. Land Bays A-1 (Part) through A-5 inclusive, B and C. Stormwater Management (SWM) and Best Management Practices (BMPs) shall be provided in accordance with all applicable County Ordinances as may be approved or modified by the Director of Environmental Management. SWM/BMP facilities may be provided on a site-by-site basis at the time of individual site plan submittals, or SWM/BMP facilities may be provided as a "composite system", consisting of Ponds A, B, D, and Pond C (as referenced above), to provide SWM and BMP's for the currently undeveloped portion of the drainage area.

H. Conservation/Storm Drainage Easement. The area in Land Bay D-1 between Building 26 and Building 28 is defined by the Conservation/Storm Drainage Easement recorded at Deed Book 6927 at page 249 as generally shown on the GDP. The area shall be preserved in an undisturbed state, except minor construction as provided for in the easement document (utility crossing, trails, maintenance, etc.) which shall be installed so as to minimize disturbance. Applicants agree to identify and mark archaeological site 44FX1348 contained within the Conservation Easement. If site is to be impacted by any future construction, Applicants shall contact the Environmental and Heritage Resources Branch of the Office of Comprehensive Planning 30 days prior to commencement of construction activity to determine whether a Phase II archaeological study is necessary.

I. Limits of Clearing and Grading, Private Open Space, Storm Drainage, Conservation Easements and/or Minor Flood Plain Easements. Applicants shall use best efforts to adhere to the

delineation of land area for Limits of Clearing and Grading, Private Open Space, and Storm Drainage, Conservation and/or Minor Flood Plain Easements, all as generally shown on the GDP. The actual delineation of these land areas shall be established at time of final engineering and site plan approval. DEM may approve minor deviations from the limits of these land areas as shown on the GDP provided the Applicants provide on the building site or within the land bay and as adjacent or contiguous to the area of disturbance as possible, Applicants' choice of one of the following:

1. an area equal to the disturbed area; or
2. an area equal to 125% of the difference between the area shown on the GDP

and the actual disturbed area, planted with deciduous trees 2" - 2 1/2" in caliper at time of planting, evergreens 4' - 6' in height at time of planting, ground cover and foundation plants in quantities and species approved by DEM or other re-vegetation or methods acceptable to DEM; or

3. a combination of 1 and 2 above.

J. Private Open Space. The GDP shows certain areas designated as Private Open Space within Land Bays A-1, A-2, A-3, D-1 and D-2. This Private Open Space is generally consistent with Private Open Space indicated in the Tysons Corner Master Plan as adopted by the Board of Supervisors on June 27, 1994. The Private Open Space shall be kept in a natural state and may include passive and active recreational uses, undisturbed natural areas, wooded areas, water bodies, water courses, including SWM and BMP facilities, lawn and landscaped areas and other similar or natural features designed and arranged to produce an aesthetically pleasing effect within the Land Bay(s). The Private Open Space shall be set aside for the use and enjoyment of the Applicants. The Private Open Space shall not be dedicated as public lands and shall remain in the ownership of the Applicants. Where Private Open Space and Transitional Screening and Barrier yards coincide, the

Private Open Space shall be deemed as meeting the Transitional Screening and Barrier requirements. Any area disturbed in the Private Open Space shall be replaced pursuant to Proffer I.1, except in the case where SWM/BMP's are constructed within the Private Open Space. Where SWM/BMP construction occurs, Proffer I.1 or 2 shall not be required.

II. Treatment of Cellar Space. Cellars, as defined in Article 20 of the Zoning Ordinance, may be used for any permitted use listed in Sect. 4-302 of the Ordinance; however, office use shall be limited to a maximum of 50 percent of the cellar space. The term "office" as defined herein shall not include "data processing centers", thus the 50 percent limitation on "office use" shall exclude any limitation on data processing center areas. Under no circumstances shall cellar space be computed as Floor Area, Gross, as defined in the Ordinance, for floor area ratio (FAR) computations, regardless of use. Cellar space shall be calculated for off-street parking requirements in accordance with the provisions set forth in Article 11, Sect. 11-102 of the Ordinance.

III. Noise Attenuation. Applicants agree to provide materials and construction methods which have characteristics that limit interior noise level to 50 DBA Ldn in all future buildings located north and east of Jones Branch Drive if those areas have highway noise levels greater than 70 DBA Ldn. Principal buildings constructed within the affected area may be treated with the following acoustical attributes to mitigate noise levels:

- o Exterior walls shall have a laboratory sound transmission class (STC) of at least 39.
- o Doors and windows shall have an STC rating of at least 28.
- o Adequate measures to seal and caulk surfaces will be provided.

IV. Transportation Proffers.

A. Destination Station. On January 11, 1991, Applicants dedicated and conveyed in fee simple to the Board of Supervisors a 4.2 acre parcel of land (hereinafter referred to as "Outparcel A") as depicted on the GDP subject to the following conditions:

1. Recordation of a restrictive covenant, which was incorporated into the Deed for Outparcel A. Said covenant limits the use of Outparcel A to a bus destination station, kiss and ride lot, or mass transit facility. Further, the covenant specifically precludes the use of the site as a general or commercial parking lot.

2. The Applicants shall provide post-development storm water detention for Outparcel A up to but not exceeding the volume of the original design computation level as indicated on 6796-DS-01-1 as approved on March 25, 1988 associated with Outparcel A.

3. As a result of the conveyance of Outparcel A to the Board of Supervisors, any necessary approvals for Outparcel A for uses described in I.1 above shall not require Applicants to file a special exception or proffered condition amendment on Subject Property.

4. Dedication of Outparcel A is be deemed to be subject to an advanced dedication and reservation of density pursuant to Paragraph 5 of Article 2-308 for 128,065 square feet (4.2 acres x 43,560 x 0.69 FAR) and such density credit is included and may be used in FAR calculations for any buildings or sites within the 199.48 acre application.

5. Provision of a 25-foot wide transitional screening yard and barrier situated entirely upon Outparcel A along the eastern side of Outparcel A to buffer the Destination Station from Land Bay D-1.

6. The extent of this obligation extends solely to the 4.2 acre site shown on the GDP inclusive of any future right-of-way or easement dedications.

7. Upon conveyance of Outparcel A, Applicant provided to Fairfax County \$100,000.00 for an architectural and engineering design of the Destination Station.

B. Tysons Corner Area Wide Transportation Contribution.

1. At time of building permit, Applicants shall contribute to Fairfax County \$2.85 per FAR square foot (gross floor area, excluding cellar) for each new FAR square foot shown on approved site plan, including FAR transferred from Tax Map Parcel 29-4 ((7)) B, with the following exceptions:

- o All existing buildings shall be exempt from \$2.85 payment to the extent that there is no increase in FAR square feet (gross floor area, excluding cellar) above the area shown in "Floor Area Computation" Table appearing on sheet 5 of 6 in the GDP dated September 5, 1990.
- o Building 18 as shown on the GDP, which is 139,474 FAR square feet.
- o Buildings 26, 27, 28, 29, and 30 inclusive comprising 1,460,194 gross square feet on 48.5115 acres of land area.

2. The \$2.85 per square foot, as increased by escalations to the Engineering News Record, Construction Cost Index from the date of rezoning approval, October 3, 1990, shall be paid directly to the County of Fairfax at issuance of building permits for the applicable building area and shall be used for Tysons Corner Area Wide Transportation Improvements in order of the following priorities as determined by the Board of Supervisors:

- o Destination Station on Outparcel A.

- o Additional toll lanes and toll booths on the Dulles Access Road.
- o Metrorail or Dartrail design and development.

3. Applicants shall contribute \$7,500.00 per acre in lieu of \$2.85 square feet described in IV.B.1 above for Tysons Corner Area Wide Transportation Fund improvements upon issuance of building permit for Building 30 or within five (5) years of the date of the Board's approval of this rezoning application, whichever first occurs. Said contribution shall not exceed \$101,625.00 (\$7,500.00 x 13.5 acres).

Applicants have previously paid \$232,500.00 (\$7,500.00 x 31 acres) for Buildings 26, 27, 28, 29 and Outparcel A. Therefore, Buildings 26, 27, 28, 29 and any density credit for Outparcel A (Destination Station 4.2 acres) shall be exempt from \$2.85 per square foot contribution as outlined in paragraph IV.B.1 above.

C. Signalization. Applicants shall design and escrow funds, as determined by Virginia Department of Transportation ("VDOT"), for traffic signal equipment and installation at the intersection of Park Run Drive and Jones Branch Drive and at the intersection of Park Run Drive and Westpark Drive, subject to the approval of VDOT. The traffic signal design and installation at the intersection of Park Run Drive and Jones Branch Drive was completed as of June 27, 1994. The traffic signal design and escrow at the intersection of Park Run Drive and Westpark Drive shall be provided when necessary warrants are met as determined by VDOT or at time of issuance of non-residential use permit for Building 30, or December 31, 1995, whichever is earlier.

D. Jones Branch Drive Improvements. On March 4, 1992, the Applicants dedicated 6351 square feet or 0.1458 acres of right-of-way along the property's Jones Branch Drive frontage of a sufficient width to provide an additional lane on the north side of the westbound approach of existing

Jones Branch Drive from Park Run Drive to the east side of Springhill Road/International Drive intersection. The dedication of land associated with this proffer shall be deemed to constitute an advance dedication with reservation of density pursuant to Article 2-308, Paragraph 5 of the ZO. Applicants constructed the additional lane within the dedicated right-of-way as above described and the VDOT Bond was released on September 24, 1992.

E. Transportation System Management.

1. Applicant agrees solely to provide \$30,000.00 a year for nine (9) consecutive years to partially fund a Tysons Transportation Association (TYTRAN) employed Transportation Coordinator commencing January 20, 1994 (the date of first payment) in accordance with a Final TSM Program dated October 15, 1993, and as approved by the Director of the Office of Transportation, the Applicants, and TYTRAN.

V. Contract Purchaser. Pursuant to 15.1-491(a) of the Code of Virginia, 1950 as amended, and Section 18-203 of the Zoning Ordinance of the County of Fairfax (1978 as amended), the Contract Purchaser of Land Bay E, for itself and its successors and assigns, shall be bound by these proffers if, and only if, it acquires any portion of the property.

VI. Counterparts. To facilitate execution, this Proffer Statement may be executed in as many counterparts as may be required. It shall not be necessary that the signature on behalf of all the parties to this Proffer Statement appear on each counterpart of this Proffer Statement. All counterparts of this Proffer Statement shall collectively constitute a single instrument.

WEST*PARK Associates Limited Partnership (Owners of Land Bays A-1, A-2, A-3, A-4, A-5, and E)

By: Eagle Management Corporation
General Partner

By: G.T. Halpin
G. T. Halpin
President

The Association for Manufacturing Technology (AMT) (Owner of Land Bay B)

By: 
Albert W. Moore
President

West*Mac Associates Limited Partnership (Owners of Land Bays D-1 and D-2)

By: Federal Home Loan Mortgage Corporation
General Partner

By: Maxine B. Stokes
Maxine B. Stokes
Vice President, Administration
and Corporate Properties

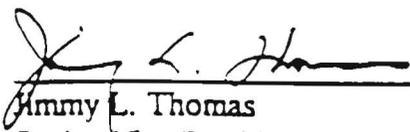
Washington Hall Corporation (Owner of Land Bay C)

By: Motoaki Nishimura
~~Anthony B. Kuklin~~ Motoaki Nishimura
Vice President

[2]

[*]

Gannett Co., Inc. (Contract Purchaser of Land Bay E)

By: 
Jimmy L. Thomas
Senior Vice President

Fairfax County Board of Supervisors (Owner of Outparcel A)

By: 
William J. Leidinger
County Executive

PROFFERS
PCA 88-D-005-3
February 26, 1999

Pursuant to 15.2-2203A of the Code of Virginia 1950 as amended and Section 18-203 of the Zoning Ordinance of the County of Fairfax (1978 as amended) ("ZO"), subject to the Board of Supervisors' approval of the requested Proffered Condition Amendment ("PCA"), the Applicant, WEST*GROUP PROPERTIES LLC, its successors and assigns reaffirm Proffers dated August 23, 1995, a copy of which is attached as Exhibit A, which shall remain in full force and effect except as follows:

I. Generalized Development Plan ("GDP"). The location of buildings shown on the GDP dated September 5, 1990 and revised on October 4, 1994 and August 15, 1995 *and February 23, 1999* shall be considered for illustrative purposes only. Specific tabulations for floor area ratios, open space, parking, and final location of proposed buildings and parking structures shall be determined at the time of site plan review and approval. At the time of each site plan submission, a copy of the site plan shall be submitted to the Fairfax County Planning Commission for review for conformance with these proffers. The GDP is not proffered in its entirety, but certain elements of the GDP as specifically defined and described below are proffered.

A. Floor Area Ratios ("FAR"). The total FAR on the 199.4813 acre Gross Tract Area (as defined below) for all uses permitted in the C-3 Zoning District by right shall not exceed 0.6096 FAR or 5,297,325 of non-residential square feet. The implementation of Density Transfer from Sub Unit L-4, defined herein, is described in definition of Land Bay A. However, individual Building Sites (as defined below) within each Land Bay may exceed a 1.0 FAR.

Definitions:

Gross Tract Area shall be defined as the total FAR on the 189.4852 acres of land plus the 5.7961 acres of land previously dedicated to public use or right-of-way, plus the 4.2 acres of land dedicated for the Destination Station, totaling 199.4813 acres for density computation purposes.

Building Site shall be defined as the land associated with a building(s), parking and/or parking structures, open space and accessory structures as shown on the "site plan."

Land Bays shall be defined as follows (and shown on the GDP):

- o Land Bay A-1, A-2, A-3, A-4 and A-5 and collectively referred to as Land Bay A (consisting of 108.4447 acres of land and 1.9788 acres of land of previously dedicated right-of-way, for a total of 110.4235 acres of land for density calculation purposes). It is further understood that the total gross floor area of 2,305,011 square feet attributed to this land bay *includes 503,223 square feet from Tax Map Parcel 29-4((7))B (Sub Unit L-4) as-built site plan pursuant to definition of Density Transfer as defined in Proffers dated August 23, 1995. It is further understood that the total gross floor area of 2,305,011 square feet attributed to this land bay shall include 102,349 square feet of additional floor area beyond that approved pursuant to PCA 88-D-005-2.*

Density Transfer. Pursuant to the Alternative Land Use heading in the Tysons Corner Urban Center Addendum to the Comprehensive Plan for Fairfax County (the "Plan") and Land Unit Recommendations for Land Unit L, Sub Unit L-4, the Applicant shall be entitled to transfer a maximum of 508,247 square feet of non-residential floor area from Tax Map 29-4 ((7)) B (Sub Unit L-4 of the Plan) to the portion of Sub Units L-1 and L-3 defined as the 110.4235 acre Land Bay A as described herein. Such floor area shall transfer to the 110.4235 acre Land Bay A of WEST*PARK at the time the site plan for the residential development approved under RZ 95-P-011 is secured by the posting of a Bond and Agreement with the Director of Environmental Management. Upon the posting of such Bond and Agreement, the density shall transfer and building permits for the transferred non-residential development may be issued. Upon bonding of the residential site plan, WEST*PARK Associates shall have a maximum total of 2,207,686 square feet of non-residential floor area associated with Land Bay A.

The exact amount of non-residential floor area to be transferred from Sub Unit L-4 to Land Bay A shall be based on the amount of gross floor area for all residential buildings, exclusive of cellars, outside balconies which do not project more than six feet beyond the exterior wall of the buildings, parking structures, above and below grade,

unconditioned breezeways and corridors, covered garages and roof top mechanical structures, but inclusive of community uses such as the clubhouse and leasing offices shown on the bonded site plan for the residential development allowed by RZ 95-P-011 subject to the following formula:

$$(698,688 \text{ square feet}) - (A \times 0.33) = B; \text{ where:}$$

- 698,688 square feet equals the planned non-residential intensity as calculated for Sub Unit L-4 in the Plan based on a 0.8 FAR on 20.0496 acres of land, including previously dedicated Park Run Drive;
- A equals square feet of residential use as shown on an approved site plan;
- 0.33 equals the conversion factor in accordance with Alternative Land Use recommendations in the Comprehensive Plan which requires the non-residential intensity of the property that is to be transferred to be reduced by one-third of the approved residential square footage; and
- B equals non-residential square feet to be transferred to WEST*PARK 110.4235 acre Land Bay A as defined herein.

Illustration based on preliminary estimates of residential floor area as shown on the FDP (actual residential floor area to be determined at site plan).

$$698,688 \text{ minus } (661,000 \times 0.33) \text{ equals } 478,355 \text{ square feet; where:}$$

- A equals 661,000 square feet (gross floor area proposed for residential use), and
- B equals 478,355 square feet, but not to exceed 508,247 square feet of non-residential intensity to be transferred to Land Bay A.

In the event the as-built site plan (a DEM prerequisite to bond release) indicates the actual floor area of residential development is less than that shown on the initial bonded site plan, then additional density created by the difference between the initial bonded site plan and the as-built site plan may be transferred to WEST*PARK Land Bay A. However, in no circumstance shall the total density transfer exceed 508,247 square feet nor shall the total non-residential FAR for Land Bays A, B, C, D and E (Plan reference Sub Units L-1 and L-3) exceed 5,200,000 square feet as prescribed in the

"Option without Rail" Land Use recommendation for Sub Units L-1 and L-3 in the Plan.

- o Land Bay B (consisting of 1.8366 acres);
- o Land Bay C (consisting of 8.7000 acres);
- o Land Bay D-1 and D-2 (consisting of 40.4942 acres of land and 8.0173 acres for land dedicated for public use and right-of-way, for a total of 48.5115 acres of land for density calculation purposes); and
- o Land Bay E (consisting of 30.0097 acres notwithstanding that said total land area may be subdivided into two (2) or more lots of record, with one (1) lot consisting of approximately 5.0 acres containing only a stormwater management facility). It is further understood that the entire amount of gross floor area (1,307,223 square feet attributed to this land bay) may be located on the remaining +/-25 acres of the site, notwithstanding the fact that this may result in an FAR that exceeds 1.0 when calculated only on the +/-25 acres.

Sub Units L-1 and L-3 is the Tysons Corner Urban Plan definition of the area equivalent to the Gross Tract Area as defined herein.

Sub Unit L-4 is the Tysons Corner Urban Plan definition of Tax Map Parcel 29-4 ((7)) B and is further described as the residential land associated with the density transfer element of Land Bay A herein. Sub Unit L-4 is not part of the Gross Tract Area as defined herein.

I.B. Bulk Regulations - No change

1. Height - No change

a) - No change

b) - No change

c) - No change

2 - No change

I.C. Setbacks from the Dulles Airport Access Road (DAAR) - No change

I.D. Landscaping - No change

I.E. Transitional Screening and Barrier

1. No change

- 2. No change
- 3. No change
- 4. No change
- 5. No change
- LF. Trail Systems - No change
- IG. Storm Water Management
1,2,3 - No change
- LH. Conservation Storm Drainage Easement - No change
- LL. Limits of Clearing and Grading, Private Open Space, Storm Drainage, Conservation Easements and/or Minor Flood Plain Easements - No change
1,2,3 - No change
- LJ. Private Open Space - No change
- II. Treatment of Cellar Space - No change
- III. Noise Attenuation - No change
- IV.A. Destination Station - No change
1,2,3,4,5,6,7 - No change
- IV.B. Tysons Corner Area Wide Transportation Contribution - No change
1,2,3 No change.
- IV.C. Signalization - No change
- IV.D. Jones Branch Drive Improvements - No change
- IV.E. Transportation System Management.

The Applicant agrees to enter into an Agreement with TYTRAN to implement a Transportation Demand Management Program ("Program") as generally described in Exhibit B (D). The Applicant's only obligation is to monitor the provisions of the Agreement for compliance with the Program and fund the Program per paragraph 4 of the Program. The Applicant may elect to terminate the Agreement with TYTRAN/RESP for noncompliance at any time during the term of this proffer pursuant to paragraph 5 of the Program and pay \$30,000 a year to FXCO/DOT/RESP for the remaining year(s) of the Program cited in paragraph 4. In this case, payment of \$30,000 a year to the County for the remaining years of the Program shall be

the Applicant's only obligation under this proffer. This proffer shall terminate upon final payment of \$30,000 on January 31, 2003 and notice provisions on continuation or cessation of the Program cited in paragraph 6 of the Program.

V. **Contract Purchaser** - No change.

VI. **Counterparts** - No change.

WEST*GROUP PROPERTIES LLC



G. T. Halpin, President

Transportation Demand Management Program between Applicant and TYTRAN

March 17, 1999

The Tysons Corner Urban Center Plan establishes an overall 20% mode split goal for HOV trips to and from the Tysons Corner area through Transportation Demand Management (hereinafter called "TDM") efforts and major improvements in the transit system. TYTRAN agrees to implement and operate a TDM program on behalf of the Applicant as follows:

1. The Applicant, at the initial signing of a lease or renewal of existing leases(s), shall advise each tenant with 100 employees or more that a private TDM program exists and a public TDM program exists and encourage them to participate. The "advice" shall be in the form of a paragraph which will be included in the transmittal of a signed lease or a separate letter and read as follows:

"In an attempt to reduce single occupancy vehicles in the Washington Metropolitan area, and more specifically in the Tysons Corner area, you may wish to participate in a Transportation Demand Management (TDM) program which provides your employees with a variety of transportation and commuting programs. We encourage you to contact the following organizations and participate in one of the TDM programs available to you.:

- | | |
|-----------------|--|
| 1. TYTRAN | 2. Fairfax County Department of Transportation |
| Phone: | Phone: |
| Contact Person: | Contact Person:" |

Note: A copy of the letter shall be sent to both public and private program managers. There is no obligation for the Applicant to send advisory letters after December 31, 2003; however, the Applicant may continue to do so on a volunteer basis.

2. The private TDM program shall be operated by TYTRAN, its employees, contractors or agents, in the Tysons Corner area, and the program shall be consistent with the Council of Governments (hereinafter called "COG") Regional Employer Services Program (hereinafter called "RESP"), Level I at a minimum, as defined by COG and hereinafter referred to as TYTRAN/RESP. The TYTRAN/RESP will be provided to existing TYTRAN members with 100 or more employees and to other companies with 100 employees or more as they become members of TYTRAN.

3. The public TDM program may be operated by the Fairfax County Department of Transportation, its employees, contractors or agents and the program shall be consistent with the County Employer Services Program, hereinafter referred to as FXCO/DOT/ESP.

4. The Applicant shall pay TYTRAN \$30,000 a year for four (4) years commencing January 31, 2000 and ending January 31, 2003, providing TYTRAN implements and operates their TYTRAN/RESP generally described as follows:

A. Commencing on January 31, 2000 and for each of the four (4) remaining years of the programs, TYTRAN/RESP shall provide FXCO/DOT/ESP information on employers with 100 or more employees participating in each program, including information relating to companies with 100 or more employees added to or deleted from each program in the prior year. Copies of this information shall be provided to the Applicant.

B. TYTRAN/RESP shall report TDM program activities to COG, with copies to FXCO/DOT/ESP and the Applicant, utilizing the ACT Software Program, or substitute or replacement software as may be approved by DOT and/or COG.

C. TYTRAN will attempt to schedule periodic meetings with appropriate parties at FXCO/DOT to discuss their programs and share mutually beneficial information. The Applicant shall be advised of the dates and times of scheduled meetings and receive a copy of meeting minutes within 10 days of the meeting.

D. Within 90 days of the approval of this Application by the Board of Supervisors, but no later than July 31, 1999, TYTRAN/RESP shall perform a mandatory initial survey (hereinafter called "Initial Survey") of employers with 100 or more employees located within the Subject Property, as well as all TYTRAN member companies with 100 or more employees, utilizing the Commuter Connection Regional Employer Services Program Survey. TYTRAN/RESP may supplement or add to the survey; however, no deletions shall be made. The results of the Initial Survey shall be provided to COG, with a copy to FXCO/DOT/ESP and the Applicant within 60 days of the completion of the Initial Survey, but no later than October 31, 1999. The Applicant shall reimburse TYTRAN/RESP for the printing and distribution cost of the Initial Survey, not to exceed \$5,000.

E. TYTRAN/RESP may elect to perform a voluntary Follow-up Survey three (3) years from the date of the Initial Survey described above, but no later than December 31, 2003. The Follow-up Survey will be undertaken using generally the same survey form used in the Initial Survey described above. The results of the Follow-up Survey will be sent to COG, FXCO/DOT/ESP and the Applicant within 90 days of the completion of the survey. The Applicant shall reimburse TYTRAN/RESP for the cost of printing and distributing the Follow-up Survey, not to exceed \$5,000.

No-Fault Comparison of Initial and Follow-up Survey. Any comparison between the two surveys shall be solely for the purpose of obtaining valuable statistical data and measuring TDM trends and forecasts. The data may be used by both the public and private programs to evaluate the effectiveness of their programs and evaluate any modifications to their programs that would improve results; however, under no circumstance shall the comparison of the two surveys be used

to determine compliance with this proffer.

5. Non Compliance Provision. The Applicant, at its sole discretion may terminate the Agreement with TYTRAN/RESP for their failure to implement and operate a TDM program as prescribed herein and more specifically for failure to meet reporting requirements of Paragraphs A, B, C and D above. In the event the Agreement is terminated for non-compliance, the Applicant will:

- Notify FXCO/DOT/ESP of termination and transfer relevant records in Applicant's possession, if any;
- Pay \$30,000 a year to FXCO/DOT/ESP for unpaid years remaining pursuant to paragraph 4, above;
- Agree that the County may assume all authority and responsibility for TDM activities associated with any firm that had previously participated in the TYTRAN/RESP program.

6. Continuance or Cessation Provision. The Applicant and TYTRAN/RESP may agree that TYTRAN/RESP may continue to operate the TDM Program prescribed herein after December 31, 2003; however, the following conditions will be met:

- a. TYTRAN/RESP shall notify the Applicant of its desire to continue the TDM program at levels meeting or exceeding previous year levels; and
- b. The Applicant must accept terms; and
- c. The Agreement to extend must be ratified pursuant to paragraph 7 below.

In the event, the Applicant and TYTRAN/RESP agree to cease the TDM program prescribed herein after December 31, 2003, the Applicant shall notify FXCO/DOT in writing by November 30, 2003 that the Private TDM Program shall cease effective December 31, 2003. TYTRAN shall provide the Applicant with all relevant records associated with TYTRAN/RESP and the Applicant shall in turn provide copies of the records to FXCO/DOT.

In the event of cessation of the Private TDM Program by TYTRAN/RESP, the Applicant does not object to the County assuming authority and responsibilities for TDM activities for previous TYTRAN/RESP participating employers, if said employers elect to participate in the County Public Program.

7. This TDM program may be extended or modified with the consent of the Applicant, TYTRAN and the FXCO/DOT and any extension or modification shall be in writing and signed by all three parties as evidence of consent. Any extension or modification of the TDM program shall not constitute a change to a proffer.



REZONING AFFIDAVIT

DATE: June 21, 1999
(enter date affidavit is notarized)

I, THOMAS D. FLEURY, WEST*GROUP MANAGEMENT LLC, 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 99-119a

in Application No(s): PCA 88-D-005-4
(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 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.)

| NAME (enter first name, middle initial & last name) | ADDRESS (enter number, street, city, state & zip code) | RELATIONSHIP(S) (enter applicable relationships listed in BOLD above) |
|---|--|---|
| (1) WEST*GROUP PROPERTIES LLC G. T. Halpin Charles B. Ewing, Jr. | 1600 ANDERSON RD.MCLEAN,VA 22102 29-4-007-1,1A1,1A2,2,3,4,6,7A1,7B,8,9,10, 11A,PART A2,A3,A5,C1,C2 | APPLICANT/TITLE OWNER AGENT AGENT |
| (4) WEST*PARK ASSOCIATES L.P. | 1600 ANDERSON RD.MCLEAN,VA.22102 29-2-0015-A6 | APPLICANT/TITLE OWNER |
| (26) WEST*MAC ASSOCIATES L.P. | 1600 ANDERSON RD.MCLEAN,VA.22102 29-4-007-A2 (PART), 29-2-0015-4B2 | APPLICANT/TITLE OWNER |
| (2) WEST*GROUP MANAGEMENT LLC William J. Menda Thomas D. Fleury Margaret F. Howell | 1600 ANDERSON RD.MCLEAN,VA 22102 | AGENT AGENT FOR APPLICANT AGENT AGENT |
| (3) HUNTLEY NYCE & ASSOCIATES Charles Huntley, Jr. Robert L. Sproles | 7202 POPLAR ST.ANNANDALE,VA 22003 | CIVIL ENGINEER FOR APPLICANT AGENT AGENT |

(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).

NOTE: This form is also for Final Development Plans not submitted in conjunction with Conceptual Development Plans.

REZONING AFFIDAVIT

DATE: 6/21/99 (enter date affidavit is notarized)

99-119a

for Application No(s): PL 9880005-4 (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, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(NOTE: Include sole proprietorships herein.)

CORPORATION INFORMATION

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

(1) WEST*GROUP PROPERTIES LLC 1600 ANDERSON ROAD MCLEAN, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- [] There are 10 or less shareholders, and all of the shareholders are listed below.
[X] 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 MEMBERS SHAREHOLDERS: (enter first name, middle initial & last name)

(6) PARK GATE GROUP LLC
(7) ROLM WEST LLC

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

G. T. HALPIN, PRESIDENT
THOMAS F. NICHOLSON, VICE PRESIDENT/TREASURER
CHARLES B. EWING, JR., VICE PRESIDENT
KATHRYN A. MACLANE, VICE PRESIDENT/SECRETARY
JOHN C. ULFELDER, VICE PRESIDENT

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

** All listings which include partnerships or corporations 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 the stock. 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.

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): RA887005-4
(enter County-assigned application number(s))

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

(2) WEST*GROUP MANAGEMENT LLC
1600 ANDERSON ROAD
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 ^{members} shareholders, and all of the ^{members} 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 ^{members} SHAREHOLDERS: (enter first name, middle initial & last name)

(6) PARK GATE GROUP LLC
(9) RA WEST, INC.

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

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

(6) PARK GATE GROUP LLC
1600 ANDERSON ROAD
MCLEAN, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less ^{members} shareholders, and all of the ^{members} 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 ^{members} SHAREHOLDERS: (enter first name, middle initial & last name)

(4) WEST*PARK ASSOCIATES L.P.
(5) WEST*GATE, A VIRGINIA L.P.
(8) WEST*GROUP, INC.

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

G.T. HALPIN, CEO, PRESIDENT/MANAGER
T.F. NICHOLSON, VICE CHAIRMAN/MANAGER
CHARLES B. EWING, JR., VICE CHAIRMAN/MANAGER
JOHN C. ULFEDER, EVP/SECRETARY/MANAGER
KATHRYN A. MACLANE, EVP/TREASURER/MANAGER

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

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): P/A 880005-4
(enter County-assigned application number(s))

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

(10) WESTEQUITIES, INC.
1600 ANDERSON ROAD
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 & last name)

GERALD T. HALPIN
THOMAS F. NICHOLSON
CHARLES B. EWING, JR.
MARTHA U. SEELEY

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

GERALD T. HALPIN, PRESIDENT/COB
THOMAS F. NICHOLSON, VICE PRESIDENT, TREASURER/DIRECTOR
CHARLES B. EWING, JR., VICE PRESIDENT, SECRETARY/DIRECTOR

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

(8) WEST*GROUP, INC.
1600 ANDERSON ROAD
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 & last name)

GERALD T. HALPIN
CHARLES B. EWING, JR.
THOMAS F. NICHOLSON
THE MARTHA U. SEELEY FAMILY TRUST F/B/O MARTHA U. SEELEY

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

| | |
|---|--|
| G. T. Halpin, President and Chairman | Thomas D. Fleury, Senior Vice President |
| Charles B. Ewing, Jr., Executive Vice President and Secretary | Robert A. Abt, Senior Vice President |
| Thomas F. Nicholson, Executive Vice President | Margaret F. Howell, Vice President |
| Kathryn A. MacLane, Executive Vice President | John T. Kenney, Vice President |
| Charles H. Smith, III, Executive Vice President | Peter A. Ognibene, Senior Vice President and Treasurer |

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

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): PL 88-0054
(enter County-assigned application number(s))

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

(11) EAGLE MANAGEMENT CORPORATION
1600 ANDERSON ROAD
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 & last name)

GERALD T. HALPIN

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

GERALD T. HALPIN, PRESIDENT

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

(12) THE SEELEY FAMILY CORPORATION
1441 KIRBY ROAD
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 & last name)

MARTHA U. SEELEY

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

MARTHA U. SEELEY, PRESIDENT

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

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): PC88 7005-4
(enter County-assigned application number(s))

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

(13) SOUTHFORK CORPORATION
1322 MERCHANT LANE
MCLEAN, VA 22101

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 & last name)

CHARLES B. EWING, JR.

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

CHARLES B. EWING, PRESIDENT

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

(14) FAIRFAX ROAD CORPORATION
400 CHAIN BRIDGE ROAD
MCLEAN, VA 22101

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 & last name)

THOMAS F. NICHOLSON

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

THOMAS F. NICHOLSON/PRESIDENT

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

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): PLASRD 005-4
(enter County-assigned application number(s))

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

(3) HUNTLEY NYCE AND ASSOCIATES LTD
7202 POPLAR STREET
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 & last name)

(15) HUNTLEY, NYCE COMPANY

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

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

(15) HUNTLEY, NYCE COMPANY
7202 POPLAR STREET
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 & last name)

CHARLES J. HUNTLEY
LESTER O. NYCE
ROBERT L. SPROLES

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 further on a "Rezoning Attachment to Par. 1(b)" form.

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): PL88D005-4
(enter County-assigned application number(s))

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

(9) RA WEST, INC.
C/O CGR ADVISORS
950 EAST PACES FERRY RD., SUITE 2275, ATLANTA, GA 30326

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 & last name)

(19) ROLIM ASSOCIATES, A GENERAL PARTNERSHIP

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

VICE PRESIDENTS: (THERE IS NO PRESIDENT)
SHARON E. BAIR, L.E. BORG, JR., DALE R. GLIOMEN, THOMAS F. HEYSE, JAMES W. SMITH, III
VICE PRESIDENT/SECRETARY: PEGGY C. LIDDELL
VICE PRESIDENT/TREASURER: PAULA A. BALL
ASST. SECRETARIES: TIM C. KOSTER, JAMES E. DORSEY, ANDREW J. SCHUTT, J. GRANT WILMER, JR.

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

(7) ROLIM WEST LLC
C/O CGR ADVISORS
950 EAST PACES FERRY RD., SUITE 2275, ATLANTA, GA 30326

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less ^{members} shareholders, and all of the ^{members} 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 ^{members} SHAREHOLDERS: (enter first name, middle initial & last name)

(18) ROLIM REAL ESTATE INVESTMENTS, INC.

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

(18) ROLIM REAL ESTATE INVESTMENTS, INC., MANAGING MEMBER

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

DATE: 6/2/99
(enter date affidavit is notarized)

99-119a

for Application No(s): PCA 8800054
(enter County-assigned application number(s))

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

(18) ROLIM REAL ESTATE INVESTMENTS, INC.
C/O CGR ADVISORS 950 EAST PACES FERRY RD., SUITE 2275, ATLANTA, GA 30326

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 & last name)

(19) ROLIM ASSOCIATES, A GENERAL PARTNERSHIP

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

PRESIDENT: DAVID S. GOLDEN
 VICE PRESIDENTS: WILLIAM J. BREACH, JAMES W. SMITH, III
 VICE PRESIDENT/SECRETARY: PEGGY C. LIDDELL
 ASST. SECRETARY: JAMES DORSEY
 DIRECTORS: WIM BORGDORFF, J. A. DEKRELI, DAVID S. GOLDEN, CECIL D. CONLEE

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

(20) WEST*GATE VIRGINIA INC
1600 ANDERSON ROAD
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 & last name)

THE MAPLE FAMILY TRUST F/B/O RUTH U. COVO; HOWARD ULFELDER FIRST MARITAL FUND F/B/O HOWARD ULFELDER, JR., JOHN C. ULFELDER AND THOMAS H. ULFELDER; THE MARTHA U. SEELEY FAMILY TRUST F/B/O MARTHA U. SEELEY, JOHN N. SEELEY, MARGARET A. SEELEY AND JULIE A. SEELEY; SIDNEY ULFELDER FAMILY TRUST F/B/O SANDRA U. WALLICK; SIDNEY ULFELDER FAMILY TRUST F/B/O BARBARA U. SMITH; HELEN R. HALPIN; GERALD T. HALPIN.

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

G. T. HALPIN, CHAIRMAN/CEO
 T. F. NICHOLSON, PRESIDENT/DIRECTOR
 CHARBES B. EWING, JR., EVP/DIRECTOR
 JOHN C. ULFELDER, SR. VP. SECRETARY/DIRECTOR
 KATHRYN MACLANE, SR. VP. TREASURER /DIRECTOR

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

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): CLASS 005-4
(enter County-assigned application number(s))

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

(22) STICHTING PENSIOENFONDS-Abp (Pension Fund)
OUDE OPINDASTRAAT 70
6411 EJ HEERDEA THE NETHERLANDS

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 & last name)

THERE ARE OVER ONE MILLION (1,000,000) BENEFICIARIES. THIS IS THE PENSION FUND FOR ALL DUTCH GOVERNMENT EMPLOYEES.

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

OFFICERS AND DIRECTORS: NOT APPLICABLE

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

(21) SUNDAM II B.V.
C/O CGR ADVISORS
930 EAST PACES FERRY RD., SUITE 2275, ATLANTA, GA 30326

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 & last name)

(23) RODAMCO NORTH AMERICA B.V.

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

MANAGING DIRECTORS: DAVID S. GOLDEN, CECIL CONLEE
AUTHORIZED SIGNORS: TIMOTHEUS C. KOSTER, HERMAN W. J. LUCASSEN, FRANS A. BAKKER
NOTE: THIS IS THE EQUIVALENT OF AN OFFICERSHIP

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

DATE: 6/2/99 (enter date affidavit is notarized)

99-119a

for Application No(s): PLA 88 00054 (enter County-assigned application number(s))

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

(23) RODAMCO NORTH AMERICA B.V. C/O CGR ADVISORS 950 EAST PACES FERRY RD., SUITE 2275 ATLANTA, GA 30326

DESCRIPTION OF CORPORATION: (check one statement)

- [x] 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 & last name)

(24) RODAMCO N.V.
(22) STICHTING PENSIOENFUNDS ABP

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

(24) (22) RODAMCO, N.V. AND STICHTING PENSIOENFUNDS ABP = MANAGING DIRECTORS

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

(24) RODAMCO N.V. COOLSINGEL 120 3011 AG ROTTERDAM THE NETHERLANDS

DESCRIPTION OF CORPORATION: (check one statement)

- [] There are 10 or less shareholders, and all of the shareholders are listed below.
[x] 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 & last name)

(22) STICHTING PENSIOENFUNDS ABP

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

MANAGING DIRECTORS: PEITER KORTEWEG, JAN A DEKREIJ, C.J. BARTRAM, CECIL D. CONLEE, EOGHAN M. MCMILLAN
AUTHORIZED SIGNORS: TIMOTHEUS C. KOSTER, HERMAN W. J. LUCASSEN, FRANS A. BAKKER
NOTE: THIS IS THE EQUIVALENT OF AN OFFICERSHIP

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

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): PLA 88 D 005-4
(enter County-assigned application number(s))

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

8) FEDERAL HOME LOAN MORTGAGE-CORP.
8200 JONES BRANCH DRIVE
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 & last name)

| | |
|-------|-------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

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

| | |
|---------------------------------------|-------|
| Leland C. Brendsel - Chairman and CEO | _____ |
| David W. Glenn - President and COO | _____ |
| John P. Gibbons - EVP and CFO | _____ |
| Maud Mater - Secretary | _____ |
| _____ | _____ |
| _____ | _____ |

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

27) WEST*PARK MANAGEMENT MANAGEMENT COMPANY
1600 ANDERSON ROAD
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 & last name)

| | |
|--|-------|
| (4) WEST*PARK ASSOCIATES LIMITED PARTNERSHIP | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

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

| | |
|--|-------|
| GERALD T. HALPIN, CEO/COB/DIRECTOR | _____ |
| CHARLES B. EWING JR., PRESIDENT/DIRECTOR | _____ |
| THOMAS F. NICHOLSON, EXECUTIVE VICE PRESIDENT/DIRECTOR | _____ |
| KATHRYN A. MACLANE, VICE PRESIDENT/SECRETARY/TREASURER | _____ |
| _____ | _____ |
| _____ | _____ |

(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: 6/21/99 (enter date affidavit is notarized)

99-119a

for Application No(s): PC88-D-005-4 (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 & number, street, city, state & zip code)

(5) WESTGATE, A VIRGINIA LIMITED PARTNERSHIP 1600 ANDERSON ROAD 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 & title, e.g. General Partner, Limited Partner, or General and Limited Partner)

(20) GENERAL PARTNER: WESTGATE VIRGINIA, INC.

(16) LIMITED PARTNERS: WESTEQUITIES ASSOCIATES L.P. HOWARD ULFELDER FIRST MARITAL FUND F/B/O HOWARD ULFELDER, JR., JOHN C. ULFELDER AND THOMAS H. ULFELDER HOWARD ULFELDER IRREVOCABLE TRUST F/B/O HOWARD ULFELDER, JR. HOWARD ULFELDER IRREVOCABLE TRUST F/B/O JOHN C. ULFELDER HOWARD ULFELDER IRREVOCABLE TRUST F/B/O THOMAS H. ULFELDER HOWARD ULFELDER 1983 IRREVOCABLE TRUST F/B/O HOWARD ULFELDER, JR., SUSANNA ULFELDER, JENNIFER ULFELDER, STEVEN ULFELDER, DAVID ULFELDER AND ABIGAIL ULFELDER HOWARD ULFELDER 1983 IRREVOCABLE TRUST F/B/O JOHN C. ULFELDER, SUSAN ULFELDER, WILLIAM ULFELDER, AND JOHN ULFELDER, JR. HOWARD ULFELDER 1983 IRREVOCABLE TRUST F/B/O THOMAS H. ULFELDER, JEAN ULFELDER, EMILY ULFELDER, ALEX ULFELDER AND JAMES ULFELDER THE MAPLE FAMILY TRUST F/B/O RUTH COVO THE BLACK OAK TRUST F/B/O JOANNE COVO THE WHITE OAK TRUST F/B/O MARILYN COVO KRISTEN COVO PETER PAUL COVO NATHANIEL SCHMIDT MATTHEW SCHMIDT SIDNEY ULFELDER IRREVOCABLE TRUST F/B/O SANDRA WALLICK SIDNEY ULFELDER IRREVOCABLE TRUST F/B/O BARBARA SMITH SIDNEY ULFELDER FAMILY TRUST F/B/O SANDRA WALLICK SIDNEY ULFELDER FAMILY TRUST F/B/O BARBARA SMITH THE MARTHA U. SEELEY FAMILY TRUST F/B/O MARTHA U. SEELEY, JOHN N. SEELEY, MARGARET R. SEELEY, AND JULIE A. SEELEY THE RUDOLPH SEELEY AND MARTHA U. SEELEY IRREVOCABLE TRUST F/B/O JOHN N. SEELEY THE RUDOLPH SEELEY AND MARTHA U. SEELEY IRREVOCABLE TRUST F/B/O MARGARET R. SEELEY THE RUDOLPH SEELEY AND MARTHA U. SEELEY IRREVOCABLE TRUST F/B/O JULIE A. SEELEY THOMAS H. ULFELDER

(check if applicable) [X] 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 or corporations 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 the stock. 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.

DATE: 6/21/99
 (enter date affidavit is notarized)

99-119a

for Application No(s): PC88-D-005-4
 (enter County-assigned application number(s))

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

(5) WEST GATE, A VIRGINIA LIMITED PARTNERSHIP (CONTINUED)
 1600 ANDERSON ROAD
 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 & title, e.g. General Partner, Limited Partner, or General and Limited Partner)

LIMITED PARTNERS (CONTINUED):

- JOHN C. ULFELDER
- JOHN N. SEELEY
- JULIE ANN SEELEY
- MARGARET R. SEELEY
- MARTHA U. SEELEY
- GERALD T. HALPIN
- HELEN R. HALPIN
- JOHN N. GROVER
- (25) LESTER WEIL, TRUSTEE, U/D/T 5/29/76 F/B/O LESTER L. WEIL AND RUTH S. WEIL
- ENFIELD ASSOCIATES
- THOMAS F. NICHOLSON
- CHARLES B. EWING, JR.
- EMILY W. MYATT
- SHERIDAN NICHOLSON
- THE RAYMOND FRIEDMAN TRUST F/B/O MYRA FRIEDMAN
- MYRA FRIEDMAN
- J. NORMA AND BARBARA ROSSEN REV. TRUST F/B/O J. NORMAN ROSSEN AND BARBARA ROSSEN
- GEORGE C. PIERCE
- JACQUES WACHTEL
- ROSE WACHTEL
- JACOB AND DOROTHY ENTEL, JOINT TENANTS WITH RIGHT OF SURVIVORSHIP
- KEITH RUMBEL
- HELEN RUMBEL
- R. O. WEBSTER
- THE ELLIOT MITCHELL TRUST F/B/O MILDRED MITCHELL
- ROGER A. GOLDE
- JOSEPH PHILIPSON TRUST F/B/O STELLA PHILIPSON, JEAN PHILIPSON, DAVID PHILIPSON, ALICE PHILIPSON, ROBERT PHILIPSON, STEPHANIE RAUGUST AND HIROMI IDEHAR
- NIEDERMAN FAMILY TRUST F/B/O RICHARD NIEDERMAN AND ROBERT NIEDERMAN
- CHARLES G. LUBAR
- NANCY L. SOMMERS
- JOAN L. ALVAREZ
- KURT AND/OR SUSAN BERLIN
- HARRIET D. MCLUCAS
- BRUCE MARK OLCOTT
- MIRIAM B. AND HAROLD M. LANDAU
- JOHN B. PHILLIPS
- RUTH E. WACHTEL
- JANET L. WACHTEL
- ALAN L. WACHTEL
- LENA GITTER
- ELEANOR M. CELLER
- JEROME NIEDERMAN TRUST F/B/O JACQUELINE NIEDERMAN, MICHAEL NIEDERMAN AND MARK NIEDERMAN

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

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): PC 988 D-005-4
(enter County-assigned application number(s))

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

(5) WEST GATE, A VIRGINIA LIMITED PARTNERSHIP (CONTINUED)
1600 ANDERSON ROAD
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 & title, e.g. General Partner, Limited Partner, or General and Limited Partner)

LIMITED PARTNERS (CONTINUED):
CHERYL N. LILLENSTEIN
RICHARD NIEDERMAN
ROBERT NIEDERMAN
PETER T. HALPIN
JOHN B. PHILLIPS TESTAMENTARY TRUST F/B/O WILLIAM H. CROCKET, ANN CROCKET CRUMP, CAROL KRAUSS, CHARLES PHILLIPS, FRANCES G. PHILLIPS, HARRY PHILLIPS, JOHN PHILLIPS AND BETTY SALIGA

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

DATE: 6/21/99
 (enter date affidavit is notarized)

99-119a

for Application No(s): PC88D 005-4
 (enter County-assigned application number(s))

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

- (4) WEST*PARK ASSOCIATES LIMITED PARTNERSHIP
 1600 ANDERSON ROAD
 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 & title, e.g. General Partner, Limited Partner, or General and Limited Partner)

- GENERAL PARTNERS:
- (11) EAGLE MANAGEMENT CORPORATION
 - (13) SOUTHFORK CORPORATION
 - (12) THE SEELEY FAMILY CORPORATION
 - (14) FAIRFAX ROAD CORPORATION
 - GERALD T. HALPIN
 - CHARLES B. EWING, JR.
 - THOMAS F. NICHOLSON

LIMITED PARTNERS:

- THE MARTHA U. SEELEY FAMILY TRUST F/B/O JOHN SEELEY, MARGARET RUTH SEELEY, JULIE ANN SEELEY
- HOWARD ULFELDER IRREVOCABLE TRUST F/B/O HOWARD ULFELDER, JR.
- HOWARD ULFELDER IRREVOCABLE TRUST F/B/O JOHN C. ULFELDER
- HOWARD ULFELDER IRREVOCABLE TRUST F/B/O THOMAS H. ULFELDER
- THE MAPLE FAMILY TRUST F/B/O RUTH ULFELDER COVO
- THE BLACK OAK TRUST F/B/O JOANNE COVO
- THE WHITE OAK TRUST F/B/O MARILYN COVO SCHMIDT
- RUDOLPH G. SEELEY AND MARTHA U. SEELEY IRREVOCABLE TRUST U/D/D 12/15/70 F/B/O JULIE ANN SEELEY
- RUDOLPH G. SEELEY AND MARTHA U. SEELEY IRREVOCABLE TRUST U/D/D 12/15/70 F/B/O JOHN NICHOLAS SEELEY
- RUDOLPH G. SEELEY AND MARTHA U. SEELEY IRREVOCABLE TRUST U/D/D 12/14/70 F/B/O MARGARET RUTH SEELEY
- SIDNEY ULFELDER IRREVOCABLE TRUSTS U/D/D 12/15/70 F/B/O BARBARA ULFELDER SMITH
- SIDNEY ULFELDER IRREVOCABLE TRUSTS U/D/D 12/15/70 F/B/O SANDRA ULFELDER WALLICK

- (17) THE 1985 GROUP
- (16) WESTEQUITIES ASSOCIATES L.P.
- (8) WEST*GROUP, INC.
- (1) WEST*GROUP PROPERTIES LLC
- (2) WEST*GROUP MANAGEMENT LLC

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

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): PLA88D-005-V
(enter County-assigned application number(s))

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

(16) WESTEQUITIES ASSOCIATES LIMITED PARTNERSHIP
1600 ANDERSON ROAD
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 & title, e.g. General Partner, Limited Partner, or General and Limited Partner)

(10) GENERAL PARTNER:
WESTEQUITIES, INC.

- LIMITED PARTNERS:
- GERALD T. HALPIN
 - THOMAS F. NICHOLSON
 - CHARLES B. EWING, JR.
 - MARTHA U. SEELEY
 - LINDA P. BEALE
 - JOAN W. BOWE
 - WILLIAM A. CLARK
 - FLOYD D. DAVIS
 - WOODROW DUNCAN, JR.
 - PAMELA J. EDGEBERT
 - THOMAS D. FLEURY
 - MARY FOSTER
 - FREZEL GRAHAM
 - C. B. HAMMERLE
 - R. L. HEDGPETH
 - GEORGE E. HEFLIN
 - MARGARET DAWN HOLBROOK
 - MYRA C. HUGHES
 - JOHN T. KENNEY
 - JEFFREY LEE LONG
 - MALCOLM J. LONG
 - MICHAEL D. LYNCH
 - KATHRYN A. MACLANE
 - DAVID S. MCCOY
 - MITCHELLE C. MCCRACKEN
 - ROBERT C. NEWMAN
 - ROGER W. PHIPPS
 - ROBERT A. POTTS
 - ELIZABETH M. SAMPSON
 - JANET L. SISSON
 - LARRY E. SMITH
 - LEROY DEMPSEY SMITH
 - HARRY E. TILSON
 - DALE R. TOLLEY
 - PAUL JR AND KATHERINE AN WEBER
 - FRANCES LOUISE WICKER
 - BRUCE K. WILBER
 - DANIEL L. WONG
 - WALTER A. WOOD III

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

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): P4880005-4
(enter County-assigned application number(s))

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

(17) THE 1985 GROUP
1600 ANDERSON ROAD
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 & title, e.g. General Partner, Limited Partner, or General and Limited Partner)

GENERAL PARTNER
GERALD T. HALPIN

LIMITED PARTNERS
FRANK J. HALPIN
MARY H. NODAR
KATHRYN A. MACLANE
JAMES T. HALPIN

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

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): PC880005-4
(enter County-assigned application number(s))

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

(19) ROLIM ASSOCIATES, A GENERAL PARTNERSHIP
C/O CGR ADVISORS
950 EAST PACES FERRY RD., SUITE 2275, ATLANTA, GA 30326

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

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

- (21) SUNDAM II B.V., G.P.
- (22) STICHTING PENSIOENFONDS ABP. G.P.

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

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): PLA 880005-4
(enter County-assigned application number(s))

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

(25) ENFIELD ASSOCIATES
120 NORTH ST., ASAPH STREET
ALEXANDRIA, VA 22314

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

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

CHARLES H. SMITH, JR., GENERAL PARTNER
WILLIAM FRANCIS SMITH, GENERAL PARTNER
CATHERINE SMITH SPRATLEY, GENERAL 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 AFFIDAVIT

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): PC880005-4
(enter County-assigned application number(s))

2. That no member of the Fairfax County Board of Supervisors or 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 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.

3. That within the twelve-month period prior to the filing of this application, no member of the Fairfax County Board of Supervisors or 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.)

| | | |
|---------------------|-------------------------------|------|
| Supervisor Dix | \$100 from Kathryn A. MacLane | 3/98 |
| Supervisor Dix | \$100 from G.T.Halpin | 3/98 |
| Supervisor Frey | \$250 from Kathryn A. MacLane | 6/98 |
| Supervisor Connolly | \$540 from Kathryn A. MacLane | 9/98 |
| Supervisor Bulova | \$150 from Kathryn A. MacLane | 9/98 |

(check if applicable) [x] 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 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:

WEST*GROUP MANAGEMENT LLC



(check one) [] Applicant [x] Applicant's Authorized Agent

(type or print first name, middle initial, last name & title of signee)
Thomas D. Fleury, Sr. Vice President Development Services

Subscribed and sworn to before me this 21 day of June, 1999, in the state of Virginia.

Margaret E. Fleury
Notary Public

My commission expires: October 31, 1999.

DATE: 6/21/99
(enter date affidavit is notarized)

99-119a

for Application No(s): PC88D005-4
(enter County-assigned application number(s))

| | |
|----------------------|---|
| Supervisor Hyland | \$200 from Kathryn A. MacLane 10/98 |
| Supervisor Hyland | \$200 from Charles B. Ewing, Jr. 10/98 |
| Supervisor Dix | \$250 from Kathryn A. MacLane 11/98 |
| Supervisor McConnell | \$250 from Kathryn A. MacLane 1/99 |
| Supervisor Gross | \$250 from Kathryn A. MacLane 2/99 |
| Supervisor Hyland | \$200 from Charles H. Smith, Jr. 10/98 |
| Supervisor Hyland | \$200 from John T. Kenney 10/98 |
| Supervisor Hyland | \$200 from Peter A. Ognibene 10/98 |
| Supervisor Hyland | \$995 from G.T. Halpin and Helen Halpin 11/98 |
| Supervisor Dix | \$250 from Kathryn A. MacLane 4/99 |
| Supervisor Hyland | \$195 from John C. Ulfelder 10/98 |
| Supervisor Hyland | \$200 from Robert A. Abt 10/98 |

(check if applicable) [] There are more disclosures to be listed for Par. 3 and Par. 3 is continued further on a "Rezoning Attachment to Par. 3" form.



April 12, 1999

RECEIVED
DEPARTMENT OF PLANNING AND ZONING

APR 14 1999

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

ZONING EVALUATION DIVISION

Re: Statement of Justification - PCA 88-D-005-4

Dear Ms. Byron:

On March 23, 1999, a portion of WEST*GROUP PROPERTIES LLC Land Bay A-1 (the 10.8679 acre Bedford site) was exchanged for West*Mac Associates Limited Partnership Land Bay D-2 (the 13.5453 acre West*Mac Phase 5 site). This application is made on behalf of the owners to revise the land bay designations on the Generalized Development Plan, the associated tabulations sheet and references to those land bays within the Proffers. There is no overall change in land area or FAR with this application.

- Tabs for PCA-3 reflect: Land Bay A Total 110.4235 Acres
 Tabs for PCA-4 reflect: Portion of A-1 (10.8679)
 West*Mac D-2 13.5453
 Land Bay A Total 113.1009 Acres (2.6774 acres added)

- Tabs for PCA-3 reflect: Land Bay D Total 48.5115 Acres
 Tabs for PCA-4 reflect: West*Mac D-2 (13.5453)
 Portion of A-1 10.8679
 45.8341 Acres (2.6774 acres subtracted)

Proffers dated February 26, 1999 shall remain in full force and effect except as amended to reflect the changes in land bay designations and ownership.

All actions described above are in accordance with the Policy Plan and Comprehensive Plan for Fairfax County. We look forward to working with you and your Staff on this application. Please, feel free to call me if you have any questions or concerns with this request.

Very truly yours,

WEST*GROUP



Thomas D. Fleury
Senior Vice President
Development Services



June 3, 1999

Barbara A. Byron, Division Director
Zoning Evaluation Division
Department of Planning and Zoning
County of Fairfax
12055 Government Center Parkway, Suite 830
Fairfax, VA 22030

RE: PCA 88-D-005-4
Request for Modification and Waivers

Dear Ms. Byron:

Pursuant to Section 13-304, Paragraph 3 of the Zoning Ordinance, the Applicants respectfully request a modification of the Transitional Screening and Barrier requirements of Articles 13-302 and 13-303 respectively for all properties adjacent to residentially rezoned property. These modifications and waivers were previously approved with the initial rezoning, previous PCAs and/or at the time of Site Plan approval. Applicant requests a reaffirmation of these existing waivers and modifications and those that appear on the GDP and as reiterated in Proffers.

The Applicants respectfully request a reaffirmation of previously approved waivers of the 75-foot setback from the Dulles Airport Access Road pursuant to Section 2-414 of the Zoning Ordinance.

Thank you very much for your consideration in these matters.

Very truly yours,

WEST*GROUP

A handwritten signature in black ink, appearing to read "Thomas D. Fleury", written over a horizontal line.

Thomas D. Fleury
Senior Vice President
Development Services

CC: Cathy Lewis, Senior Staff Coordinator

FAIRFAX COUNTY, VIRGINIA

MEMORANDUM

TO: Barbara A. Byron, Director
Zoning Evaluation Division, DPZ

FROM: *Bruce G. Douglas*
Bruce G. Douglas, Chief
Environment & Development Review Branch, DPZ

SUBJECT: LAND USE ANALYSIS: PCA 88-D-005-4
West*Group

DATE: 18 June 1999

DESCRIPTION OF THE APPLICATION AND ANALYSIS

The purpose of this application is to revise the land bay designations on the Generalized Development Plan, the associated tabulations sheet and references to those land bays within the proffers. There is no change in the land area, approved development, or the FAR of approved development. Therefore, there are no land use issues.

BGD:SEM

FAIRFAX COUNTY, VIRGINIA

MEMORANDUM

TO: Barbara Byron, Director
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Angela Kadar Rodeheaver, Chief
Site Analysis Section
Department of Transportation

FILE: 3-4 (RZ 88-D-005)

SUBJECT: Transportation Impact

REFERENCE: PCA 88-D-005-4; West*Group Properties LLC and West*Mac
Traffic Zone: 1537 and 1539
Land Identification Map: 29-2 ((15)) A6, 4-B2
29-4 ((7)) A2, A3, A5, C1, C2, 1, 1-A1, 1-A2, 2, 3,
4, 6, 7A-1, 7B, 8

DATE: May 13, 1999

Transmitted herewith are the comments of the Department of Transportation with respect to the referenced application. These comments are based on information made available to this Department dated April 12, 1999.

The referenced application is a proffered condition amendment. This Department has reviewed the subject application and offers the following comments:

- All previous transportation commitments should be carried forward.

AKR/MGC:mgc

cc: Michelle Brickner, Director, Site Review Division, Department of Public Works and Environmental Services

FAIRFAX COUNTY, VIRGINIA

MEMORANDUM

TO: Barbara A. Byron, Director
Zoning Evaluation Division, DPZ

FROM: *Bruce G. Douglas*
Bruce G. Douglas, Chief
Environment & Development Review Branch, DPZ

SUBJECT: ENVIRONMENTAL ASSESSMENT for: PCA 88-D-005-4
West*Group Properties, LLC and West*Mac Associates, L.P.

DATE: 18 June 1999

This request for a Proffered Condition Amendment to acknowledge an exchange of land between the applicants, West*Group Properties, LLC, and West*Mac Associates, L.P., has been reviewed by Mary Ann Welton of the Environment and Development Review Branch. The applicants state that there will be no overall change in land area or FAR with this application. Consequently, no environmental issues have been identified as a result of this evaluation.

BGD:MAW