



County of Fairfax, Virginia

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

June 29, 2012

Francis A. McDermott
Hunton & Williams LLP
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102

Re: Interpretation for RZ/FDP 2009-SU-024, PCA 2003-SU-035,
SEA 2003-SU-023, Dulles Discovery South, Tax Map 34-2 ((1)) 2 pt., 3A, 7, 8,
10A, 27 pt., 35 pt.: Building Addition, Building and Layout Modifications,
Road Improvements, Security, Landscaping and Parking

Dear Mr. McDermott:

This is in response to letters submitted by Jeffrey Saxe of Kimley-Horn and Associates, Inc., dated December 22, 2011, and January 24, 2012, and your supplemental letters dated April 6, 2012, May 23, 2012, and June 1, 2012, requesting an interpretation of the proffers and the Conceptual Development Plan (CDP) accepted by the Board of Supervisors in conjunction with the approval of Rezoning RZ 2009-SU-024 and Proffered Condition Amendment PCA 2003-SU-035 on July 13, 2010, and of the Special Exception Amendment (SEA) Plat and development conditions concurrently approved with SEA 2003-SU-023 on July 13, 2010, and of the Final Development Plan (FDP) and development conditions approved by the Planning Commission with FDP 2009-SU-024 on June 30, 2010, and the CDP condition approved by the Board of Supervisors in its reconsideration of the RZ 2009-SU-024 on July 27, 2010.

As I understand it, there are a number of questions, each of which will be addressed below. Several modifications are proposed to the Dulles Discovery Center South (DDS) project that include: a building addition to establish a central loading dock facility between office buildings DD4 and DD South; provision of a full signalized intersection on Historic Sully Way; revision of the internal circulation between office buildings DD4 and DD5; redesign of the plaza landscaping and parking at building DD South; and the installation of security curbs throughout the project. These determinations are based on your letters and interpretation exhibits numbered 1 through 16, which are enumerated on the last page of this correspondence. Copies of the submitted letters and relevant exhibits are attached for reference.



RZ 2009-SU-024, PCA2003-SU-035 and SEA 2003-SU-023 were concurrently approved by the Board of Supervisors on July 13, 2010, subject to proffers and development conditions. On July 27, 2010, the Board of Supervisors reconsidered and reaffirmed its July 13, 2010, approval and added a CDP Condition. The Board's actions rezoned the site from the PDC, I-5, PDH-16, HD and WS zoning districts to PDC, HD, and WS to allow a commercial development and additional building height within the Sully Historic District. The approved development included a maximum Gross Floor Area (GFA) of 1,174,100 square feet at a Floor Area Ratio (FAR) of 0.35. The approved GFA is broken down into 1,147,000 square feet of office uses and 27,100 square feet for a central utility plant and guard booth. Five office buildings (DD South, DD 4, DD 5, DD 5A, and DD 5B), two parking garage structures, the Central Plant, and a Guard Booth are depicted on the approved CDP/FDP.

On March 18, 2011, in response to a prior proffer interpretation request, a determination was issued that the reorientation of Building DD South, the elimination of a truck turnaround and the addition of an accessory structure, depicted as a Material Inspections Facility (MIF), and the widening and enhancement of the transitional screening and buffer along Centreville Road, were in substantial conformance with the approved zoning. The MIF was indicated to include 8,100 square feet. In order to maintain the proffered FAR for the project, the GFA of the Central Plant was reduced by 8,100 square feet at that time.

The current site plan under review in DPWES for the Dulles Discovery South project shows Buildings DD4 and DD South to each include 382,800 square feet of GFA, and to be seven stories and 106.5 feet in height.

I. Central Loading Dock (CLD). The first question is whether the addition of a consolidated loading dock facility between Buildings DD South and DD4 would be in substantial conformance with the approved zoning. You indicate that the individual loading dock functions associated with Buildings DD South and DD 4 would be eliminated from the buildings, consolidated and relocated to the proposed structure shown on Attachment 5 of the submitted Interpretation Plan, as the Central Loading Dock (CLD). The CLD is proposed as a minor building addition, connected to the two buildings by an underground tunnel. The CLD would have the appearance of a separate building and would include 8,300 square feet of floor area above grade. The ground floor of the loading dock would be used for delivery vehicle inspection, staging, and loading, and is indicated to be 18 feet in height. Multiple cooling towers relocated from the roof of the DD South and DD4 office buildings would be located on the roof of the CLD. A parapet wall to screen the cooling towers and an architectural facade designed to appear as a second floor are shown in Attachment 6. This is an artificial facade extending from the building with no occupied space. The total proposed height of the CLD building would be 42 feet above grade.

The proposed CLD would have an extensive cellar comprised of 26,791 square feet, including an underground tunnel for the distribution of materials to DD 4 and DD South (see Attachment 11A). You indicate that the cellar may also contain an elevator, HVAC and electrical equipment that were relocated from the main floor of the Central Plant shown on the approved CDP/FDP. You have

indicated that the lower level of the CLD would be completely underground has not been included in the computation of FAR.

The proposed CLD would be located approximately 563 feet from Centreville Road. You indicate that the CLD would be screened by the future East Parking garage shown on the approved CDP/FDP, as illustrated in the sight line analysis in Attachment 7. However, construction of the parking garage is not planned at the present time. In the interim, prior to the construction of the garage, you indicate that the CLD would be screened to the east by the berming and landscaping approved as part of the March 2011 interpretation, as illustrated in Attachments 12A and 12B. No landscaping is shown in the interpretation exhibits around the foundation of the CLD.

Staff from the Cultural Resource Management and Protection Branch (CRMP), Fairfax County Park Authority (FCPA) has raised a concern regarding the proximity of the proposed CLD to an existing cemetery boundary. The Turley Family Cemetery (site 44fx1219) and the Turley Slave Cemetery (DHR 053-6064) are located on this site. Attachment 16 shows the exterior wall of the proposed CLD tunnel and cellar to be less than 17 feet from the boundary of the adjacent cemetery limits. CRMP staff has stated that the excavation of nearby land, in combination with the vibration resulting from construction equipment, could result in soil collapse with direct impact to the human remains that are buried at these sites. As such, at a minimum, the excavation of deep trenches adjacent to either of the cemeteries, and specifically to the cemetery adjacent to the proposed CLD, should be shored and every effort should be made to prohibit construction equipment from encroaching upon these cemeteries.

Mr. Saxe submitted with this request a letter from Wetland Studies and Solutions, Inc., dated February 1, 2012, which details procedures that limit the threat of disturbance to the cemeteries (see Attachment 17). These procedures should be implemented, pursuant to Proffer #28, in consultation with and approval of CRMP, FCPA. A member of the CRMP staff is required on site prior to the initiation of clearing and grading, and during construction activities to ensure that cemetery protection is occurring.

The proposed CLD would include multiple cooling towers on the roof of the building. You have indicated that the CLD footprint was sized to accommodate up to 10 cooling towers. The aggregation of these towers represents a potential source of noise. The proposed CLD design depicts a screen wall, although the issue of noise mitigation has not yet been considered. A noise analysis should be completed and adequate mitigation measures provided to ensure that the facility meets the County Noise Ordinance and to ensure that there are no adverse noise impacts on the adjacent residential properties.

Par. 5 of Section 18-204 of the Zoning Ordinance provides that:

... minor modifications to proffered conditions may be permitted when it is determined by the Zoning Administrator that such are in substantial conformance with the proffers and that such: are in response to issues of topography, drainage, underground utilities, structural safety, layout, design, vehicular circulation, or requirements of the Virginia Department of

Transportation or Fairfax County; or are accessory uses; or are accessory structures or minor building additions.

Par. 5A of Section 18-204 provides that modifications shall, in no event:

(7) Include the addition of any building or additions to buildings except that accessory structures clearly subordinate to the use and minor additions to buildings may be permitted, provided the sum total of all such structures or additions shall not exceed the following:

(b) one (1) percent of the approved gross floor area when the total gross floor area shown on the proffered development plan is 50,000 square feet or more; or

(e) the maximum permitted FAR for the zoning district in which located.

The proffered GFA for Dulles Discovery South is 1,174,000 square feet. Based upon the above provisions, the sum total of all accessory structures or minor building additions that may be permitted cannot exceed 1% of the approved GFA, or a sum of 11,740 square feet.

As noted, in a prior minor modification request on this project, a determination was made that the addition of an accessory structure, the MIF, would be in substantial conformance with the approved zoning. The cumulative total of that facility (8,100 square feet) and the currently proposed CLD building addition (8,300 square feet) would exceed 1% (11,740 square feet) of the approved GFA for Dulles Discovery South. As a result, the applicant in the current request proposes a revised smaller MIF that would be reduced in size to 3,440 square feet to meet this limitation. You have recognized that in order to allow both the MIF accessory structure, as originally proposed in 2011, and the presently proposed CLD building addition, a Final Development Plan Amendment application would be required, at a minimum.

In addition, in order to maintain the proffered FAR for Dulles Discovery South (0.35), the sum of GFA proposed for the CLD and the revised MIF has been shifted from the approved Central Plant shown on the CDP/FDP, as was done in 2011 with the MIF request. The Central Plant would be reduced by 11,740 square feet from 26,500 to 14,760 square feet approved for mechanical use.

Pursuant to Par. 5C of Section 18-204, for any request for a minor building addition, notifications are required to be sent by the requestor to the adjacent properties. An affidavit affirming that the required notice has been provided was submitted with this interpretation request.

It is my determination that the proposed CLD building addition, the revised MIF, and the shifting of floor area from the Central Plant, as described above, would be in substantial conformance with the proffers, CDP/FDP, SEA Plat and development conditions, provided that the proposed cellar is designed, engineered and constructed to meet the definition of cellar, as determined by DPWES; provided that supplemental landscaping is installed around the foundation/perimeter of the CLD to soften the structure's appearance, and in the buffer along Centreville Road, if needed to adequately screen the CLD from Centreville Road, as determined by Urban Forest Management Division

(UFMD), DPWES; provided procedures identified by Wetland Studies and Solutions, Inc. to protect the existing cemeteries on the site are implemented, in consultation with and as determined by Cultural Resource Management and Protection Branch (CRMP), FCPA; and provided that a noise analysis is submitted at the time of building plan review to demonstrate compliance with the County Noise Ordinance, and adequate mitigation measures are installed to ensure that there are no adverse impacts on adjacent residential properties, as determined by the Zoning Administration Division, DPZ. In the event that the proposed cellar of the CLD does not meet the definition of cellar, this determination shall be null and void.

2. Roundabout on Historic Sully Way. The second question is whether the proposed replacement of the existing roundabout on Historic Sully Way at the site's northwest entrance with a signalized four-way intersection would be in substantial conformance with the proffers, CDP/FDP, SEA Plat and development conditions.

The roundabout was constructed prior to the approval of RZ 2009-SU-024 and was not proposed to be changed with that application. As I understand it, during the Site Plan Review of the most recently approved uses on the Dulles Discovery South site, the Virginia Department of Transportation (VDOT) determined that the existing roundabout on Historic Sully Way does not meet current VDOT standards and should be improved. In lieu of improving the roundabout, the property owner proposes to replace it with a signalized four-way intersection, including a single left turn lane into the office site. (NB The intersection is shown on the submitted interpretation plan, but the left turn is not illustrated.)

The roundabout shown in the approved zoning served as a traffic calming measure. To maintain this function, the applicant proposes to provide signalization of the intersection, subject to warrants being met and VDOT approval. The FCPA has requested that the intersection and signalization be designed to maintain the saliency of access to the Sully Historic Site. This concern should be addressed in the ultimate signalization software and in the interim in the design of an intersection that may not be signalized for a period of time. In that instance, the FCPA has requested that the proposed intersection be designed to allow free flow movement through the intersection on Historic Sully Way. Such movement is critical to accommodate large events held at the Historic site. Pedestrian crossings are also proposed to be provided, shown in Attachment 15 (A) as painted crosswalks.

The roundabout on Historic Sully Way also provided an entrance feature to the Sully Historic Site for visitors. To maintain this element, the applicant proposes to construct entry features and signage on both the northern and southern sides of Historic Sully Way. The proposed features would be coordinated with FCPA and designed to complement the Sully Historic site. The proposed features would replace the signage and markers that are currently displayed within the roundabout.

The proposed intersection has been reviewed with the Fairfax County Department of Transportation (FCDOT), which has indicated a preference for the proposed intersection design in place of the current roundabout.

It is my determination that the provision of a signalized intersection, including a left-turn lane into the Dulles Discovery South site, in place of the roundabout on Historic Sully Way, and the installation of proposed entrance features to the Sully Historic Site would be in substantial conformance with the proffers, CDP/FDP, SEA Plat and development conditions, subject to VDOT approval, and provided the intersection is designed to maintain the saliency of access to the Sully Historic site both on an interim and ultimate basis, subject to the approval of FCPA; the intersection is signalized when warrants are met; and the intersection includes pedestrian crosswalks. If warrants for installing a traffic signal are not met prior to occupancy of the second office building, the owner shall escrow funds for the design and installation of a traffic signal at this intersection. Additionally, the property owner shall initiate the design of the entry feature for the Sully Historic site, as generally shown on Attachments 15(A) and 15(B), subject to approval by the FCPA, and obtain permits, at the property owner's expense, within 60 days of the removal of the roundabout and complete the installation of the feature walls, signage and landscaping within 60 days thereafter, but in no event later than the occupancy of the first office building on the Dulles Discovery South site. Attachments 15(A) and 15(B) are illustrative and are meant to depict the general location and height of the entry features. Exact locations, designs, materials and colors of the entry features shall be determined by the FCPA, and approved by the Architectural Review Board (ARB), subject to the sign provisions of the Zoning Ordinance. The property owner shall grant easements to the FCPA to allow access to and maintenance of the walls, signage and landscaping. Maintenance of the landscaping around and up to the feature walls and planter boxes shall be provided by the property owner.

3. Internal Circulation. The third question is whether the elimination of the internal roundabout between buildings DD 4 and DD 5, and replacing it with a curved driveway, as shown on Attachment 9 of the Interpretation Plan, would be in substantial conformance with the approved zoning. The purpose of the proposed design is to meet the security requirements of tenants, as well as to provide a more pedestrian-friendly intersection for employees who will be walking between the future buildings at this location. It is my determination that the proposed revised driveway between Buildings DD 4 and DD 5 would be in substantial conformance with the proffers, CDP/FDP, SEA Plat and development conditions, subject to final approval by DPWES.

4. Security Curbs. The fourth question is whether the installation of security curbs along the perimeter of all the buildings on the Dulles Discovery South site (DD South, DD 4, DD 5, DD 5A and DD 5B), as shown on Attachment 9 of the Interpretation Plan, would be in substantial conformance with the approved zoning. You have indicated that the proposed curb is a security requirement of tenants. The curb would have a height of 14 inches and serve as a barrier to vehicles. In some instances, the curb would retain 14 inches of earth on its back side, and in other instances, a finished grade at approximately the same height would be installed on each side of the curb. Several ADA accessible pathways that lead to and from pedestrian walkways and plazas are shown throughout the site to avoid impeding pedestrian circulation. It is my determination that the installation of the proposed security curbs along building perimeters would be in substantial conformance with the proffers, CDP/FDP, SEA Plat and development conditions, subject to final approval by DPWES.

5. Landscaping and Parking. The final question is whether modifications to the landscaping within the courtyard located west of DD South, and changes to the adjacent parking area, would be in substantial conformance with the approved zoning. As depicted on Attachment 9 of the Interpretation Exhibit, a rectangular-shaped courtyard with a pedestrian grid system is proposed to replace the oval-shaped courtyard design shown on the CDP/FDP. You have indicated that the revised courtyard provides an increased quantity of plant material to form a more densely shaded plaza, additional walkways and pedestrian connections between buildings, seating and pedestrian scale lighting to encourage tenants to utilize the outdoor spaces during the work day. Additional landscaping has been added in several locations along the parking bays west of the courtyard. The western parking area adjacent to the courtyard is proposed to be reconfigured into a single drive aisle with parking on each side of the drive, replacing the two drive aisles and parking. The number of parking spaces would be reduced by eight spaces in this area from 102 spaces, as shown on the CDP/FDP, to 94 spaces. The reduction in the number of parking spaces does not affect compliance with parking requirements for the uses on this site; over 4,000 parking spaces will ultimately be provided.

It is my determination that the proposed modifications to the courtyard west of DD South and reconfiguration of the adjacent parking area would be in substantial conformance with the proffers, CDP/FDP, SEA Plat and development conditions, subject to final approval by Urban Forest Management, DWPES.

These determinations have been made in my capacity as the duly authorized agent of the Zoning Administrator and address only the issues presented herein. If you have any questions regarding this interpretation, please contact Kevin Guinaw at (703) 324-1290.

Sincerely,



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

KG/N: Interpretations\Dulles Discovery South.doc

Cc: Michael Frey, Supervisor, Sully District
John Litzenger, Planning Commissioner, Sully District
Diane Johnson-Quinn, Deputy Zoning Administrator, Permit Review Branch, ZAD, DPZ
Ken Williams, Plan Control, Land Development Services, DPWES
Angela Rodeheaver, Section Chief for Site Analysis, DOT
Jeffrey Saxe, Kimley-Horn, 11400 Commerce Park Drive, Suite 400, Reston, VA 20191
Kevin Guinaw, Chief, Applications Acceptance and Special Projects Branch
File: RZ 2009-SU-024, FDP 2009-SU-024, SEA 2003-SU-023, PI 1101 132, SEI 1101 055,
Imaging, Reading

- Attachments: Dulles Discovery South Proffer Interpretation, dated December 22, 2011, as revised through June 1, 2012
- Attachment 1 – BOS Clerk’s Letter, dated September 13, 2010; Proffers, dated June 11, 2010; FDP Conditions, dated June 29, 2010; CDP Condition, dated July 27, 2010; and SEA Conditions, dated June 9, 2010
- Attachment 2 – Approved PCA/CDP/FDP for Dulles Discovery South, dated July, 2009 as revised through September 29, 2009, Sheets: 1, 2, 5, 11, 14, 14A, 14B and 14C
- Attachment 3 – County Interpretation regarding the reorientation of Building DD South, elimination of a truck turnaround, construction of a Material Inspections Facility (MIF), and widening and enhancement of transitional screening and buffer yard, dated March 18, 2011
- Attachment 4 – Proffer Interpretation Plan Dulles Discovery South, dated January 14, 2011 as revised through January 20, 2011
- Attachment 6 – Campus Loading Dock Rendering, dated December 21, 2011
- Attachment 7 – Proffer Interpretation Plan: Section, dated January 23, 2012
- Attachment 8 – Proffer Interpretation Plan: Exhibit of Approved/Proposed Loading Docks, dated January 23, 2012
- Attachment 9 (Revised 5/23/12) – Proffer Interpretation Plan, dated May 24, 2012
- Attachment 10 – Dulles Discovery South View From Parking Lot, dated March 7, 2012
- Attachment 11(A) – Dulles Discovery Below Ground Level Floor Plan (Revised 5/23/12)
- Attachment 11(B) – Dulles Discovery First Floor Plan (Revised 5/23/12)
- Attachment 12(A) – Dulles Discovery South Proffer Interpretation Plan
- Attachment 12(B) – Dulles Discovery South Landscape Sections
- Attachment 13 – Dulles Discovery South View From Centreville Road, dated March 7, 2012
- Attachment 14 – Dulles Discovery South View From Centreville Road (Campus Loading Facility), dated March 7, 2012
- Attachment 15(A) – Sully Historic Site Entrance Monument Plan (Revised 5/23/12)
- Attachment 15(B) – Sully Historic Site Entrance Monument Section/Elevation (Revised 5/23/12)
- Attachment 16 – Dulles Discovery South Cemetery Landscape Enlargement, dated May 23, 2012
- Attachment 17 – Wetland Studies and Solutions, Inc. Letter, dated February 1, 2012



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June 1, 2012

BY ELECTRONIC & HAND DELIVERY

Ms. Barbara Berlin, Director
Zoning Evaluation Division
Fairfax County Department of Planning and Zoning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035

RE: Dulles Discovery South Proffer Interpretation
RZ/CDP/FDP 2009-SU-024 and SEA 2003-SU-023

Dear Ms. Berlin:

Based upon discussions with Mr. Guinaw on May 29, 2012, this letter is supplemental to the April 6, 2012 and May 23, 2012 proffer interpretation request letters submitted by me in the above matter. At Mr. Guinaw's request, my client submits the following additional clarifications:

1. Cooling towers will be moved from the roof of the Central Plant ("CP") to the roof of the Campus Loading Dock ("CLD"). More important to his inquiry, HVAC equipment, emergency generator, and electrical switching and other electrical equipment will be relocated from the main floor of the CP to the cellar of the CLD.
2. The cellar of the CLD will be used solely for the above core functions, for the underground tunnel connecting the CLD to the DDSouth and DD4 office buildings, and for the elevator and other functions related to the unloading and distribution of materials, equipment and supplies processed through the loading dock.

HUNTON WILLIAMS

Ms. Barbara Berlin
June 1, 2012
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3. No exterior walls of the CLD cellar will be exposed; should any such exposure occur because of final site grading, such exposure shall be immaterial in relation to Zoning Ordinance limitations associated with "cellar".
4. The 14,760 SF allocation for the CP shown in the Tabulation on our Proffer Interpretation Plan (Attachment 9 Revised) must remain until (i) our third office building on DDS is designed and it is determined whether electrical and HVAC functions will be incorporated into that building or must be located in the CP; and (ii) it is determined whether the ultimate electrical power demand of both the North and South portions of the campus will require additional electrical equipment, electrical paralleling gear, Uninterrupted Power Source ("UPS") equipment and/or emergency generators to be located in the CP.

Should you require any additional clarification or information, please let me know.

Thank you very much for your considerable time and attention in reviewing this request.

Very truly yours,



Francis A. McDermott

Enclosures

cc: Mr. Kevin Guinaw
Mr. William Smith
Mr. Peter Dunn



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MAY 24 2012

Zoning Evaluation Division

May 23, 2012

BY HAND DELIVERY

Ms. Barbara Berlin, Director
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Fairfax County Department of Planning and Zoning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035

RE: Dulles Discovery South Proffer Interpretation
RZ/CDP/FDP 2009-SU-024 and SEA 2003-SU-023

Dear Ms. Berlin:

Based upon discussions with and requests from Mr. Guinaw and Ms. Johnson, this letter is supplemental to the April 6, 2012 proffer interpretation request letter submitted by me in the above matter. I am resubmitting the following Attachments to that letter, as just revised pursuant to those discussions: (i) **Attachment 9**, (ii) **Attachment 11(A)** and **Attachment 11(B)**, and (iii) **Attachment 15(A)** and **Attachment 15(B)**. Also enclosed is a new **Attachment 16**. All other attachments filed with my April 6 letter remain as then filed, and are not repeated herein. The "Proffer Interpretation Plan" prepared by Kimley-Horn and Associates, Inc. dated December 20, 2011, as revised through May 23, 2012, demonstrates the modifications proposed to the layout on the CDP/FDP as detailed in this request, and is found at **Attachment 9 (Revised)** ("Revised Interpretation Plan"). Please note that pedestrian crosswalks are shown at our entrance with Historic Sully Way, in lieu of the Roundabout, which VDOT has approved, and both FCDOT and the ARB have agreed should be constructed, as a four-way intersection, subject to your approval by interpretation.

Ms. Barbara Berlin

May 23, 2012

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As has been discussed in a series of meetings with you, Mr. Guinaw, Ms. Johnson, and others, the design change from the provision of separate loading docks for each building, as shown on the CDP/FDP, to a central CLD arises out of the tenant's experience at Dulles Discovery North and its recognition of the logistical and energy inefficiency of the CDP/FDP design. From the standpoint of security efficiency, consolidated and improved control of delivered materials, reduced manpower, more efficient delivery of both electrical power and cooling, and reduction of on-site mass, this proposed CLD represents a substantial enhancement of site design which will have no impact on any adjacent property and will substantially reduce the size of the Central Plant and the visibility of its profile from Historic Sully Way.

A loading dock structure that is separated from the two buildings above ground while remaining attached to them below ground was found to meet the tenant's security requirements in a superior way. The CLD itself will be only one story tall (approximately 18 feet in height) and will have cooling towers on its roof. The design also provides 24 foot high screen walls to surround and visually screen the cooling towers. Virtually every element visible in the **Attachment 10** elevation (previously submitted), including the windows, is part of the architectural screening facade provided for the cooling towers and is not the loading dock itself. The footprint or Gross Floor Area ("GFA") of this CLD will be 8,300 square feet. The footprint of the Central Plant will be reduced from its approved size of 26,500 square feet to approximately 14,760 square feet, and the footprint of the MIF will be reduced from its approved size of approximately 8,100 square feet to approximately 3,440 square feet, all as reflected in the Tabulation of allowable GFA on the Revised Interpretation Plan **Attachment 9 (Revised)**, in order to meet what you interpret to be the modification cap of 1% under Section 16-403(4)(A)(7) of the Zoning Ordinance. The heights of the respective "buildings" have also been added to that Tabulation.

The loading dock will share, underground, a common wall with and will therefore be an addition to the DD4 building. A tunnel will be used to transport the materials to the DD South and DD4 buildings. As reflected on **Attachment 11(A) (Revised)**, that underground level will house electrical distribution and HVAC equipment relocated from above ground in the Central Plant. This will enable the significant amount of electrical power and cooling capacity required by these buildings to be located approximately 400 feet closer to the point of service, which will result in a significant conservation of energy. That below-ground level, including the tunnel, totals approximately 26,791 square feet, which are **not chargeable against the 1% of approved Gross Floor Area** interpretation cap because it is not considered either GFA or FAR under the Zoning Ordinance. **Attachment 11(B)**

Ms. Barbara Berlin
May 23, 2012
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(Revised) demonstrates, at grade, the CLD's relationship to DD South and DD4, its loading and temporary storage functions, and its setbacks from the cemetery.

The pedestrian crosswalks, in lieu of the Roundabout, have also been shown on Attachment 15A (Revised). Attachment 15(B) (Revised) simply has the revision date of May 23, 2012 added.

As previously stated, we request that you allow this addition of the CLD to the DD4 building as a minor modification pursuant to Section 16-403 (4)(A)(7) of the Zoning Ordinance and in accordance with Proffer #2, which provides that "[b]uilding footprints and gross square feet within each building may be adjusted . . .", a greater degree of flexibility than typically proffered. I submit to you that this modification is based upon "engineering and design issues," that it is a "minor building addition", and that it "does not materially alter the character of the approved development." Indeed, it enhances the development's relationship to the adjacent properties by relocating an at-grade "industrial" component to an underground location more internal to the site and out of the viewshed of the approach to Historic Sully, and by placing this essential component of the secure office complex into a single, one-story building addition visually screened from properties to the east by the approved East Parking Garage and the enhanced layers of taller and wider berms and more intense, mature landscaping along the eastern boundary. This minor building addition shall not increase (i) GFA, FAR or intensity of the development, (ii) the vehicle trips associated with this development, or (iii) number of people on-site.

Thank you very much for your considerable time and attention in reviewing this request.

Very truly yours,



Francis A. McDermott

Enclosures

cc: Mr. Kevin Guinaw
Mr. William Smith
Mr. Peter Dunn



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April 6, 2012

BY HAND DELIVERY

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12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035

RE: Dulles Discovery South Proffer Interpretation
RZ/CDP/FDP 2009-SU-024 and SEA 2003-SU-023

Dear Ms. Berlin:

This letter is supplemental to the proffer interpretation request letters from Jeffrey Saxe of Kimley-Horn and Associates, Inc. dated December 22, 2011 and January 24, 2012, and relates to the request for establishment of a central Campus Loading Dock ("CLD") in lieu of separate loading docks for buildings DD South and DD4, in substantial conformance with the Conceptual and Final Development Plan approved in the above referenced applications by the Board of Supervisors on July 27, 2010 ("CDP/FDP"). The property owner is Sully East L.C., an entity of The Peterson Companies ("TPC"). The 76.60 acre site (the "Property") was rezoned to the PDC, WS and HD Districts at a maximum Floor Area Ratio ("FAR") of 0.35 and is subject to proffers dated June 11, 2010 and to a Conceptual Development Plan condition adopted by the Board of Supervisors on July 27, 2010 (collectively with the CDP/FDP, the "Rezoning"). A previous Proffer Interpretation Request was approved by you on March 18, 2011 ("Approved Proffer Interpretation") allowing the re-orientation of the DD South building consistent with the July 27, 2010 Development Condition referenced above, and the addition of the Materials Inspection Facility ("MIF"). The "Proffer

Ms. Barbara Berlin
April 6, 2012
Page 2

Interpretation Plan" prepared by Kimley-Horn and Associates, Inc. dated December 20, 2011, as revised through March 26, 2012, demonstrates the modifications proposed to the layout on the CDP/FDP as detailed in this request, and is found at **Attachment 9** ("Revised Interpretation Plan"). [Attachments 1 through 8 have been submitted to you by Mr. Saxe under cover of his earlier letters.]

As has been discussed in recent meetings with you, Mr. Guinaw, Ms. Johnson, and others, the design change from the provision of separate loading docks for each building, as shown on the CDP/FDP, to a central CLD arises out of the tenant's experience at Dulles Discovery North and its recognition of the logistical and energy inefficiency of the CDP/FDP design. From the standpoint of security efficiency, consolidated and improved control of delivered materials, reduced manpower, more efficient delivery of both electrical power and cooling, and reduction of on-site mass, this proposed CLD represents a substantial enhancement of site design which will have no impact on any adjacent property and will substantially reduce the size of the Central Plant and the visibility of its profile from Historic Sully Way.

A loading dock structure that is separated from the two buildings above ground while remaining attached to them below ground was found to meet the tenant's security requirements in a superior way. The CLD itself will be only one story tall (approximately 18 feet in height) and will have cooling towers on its roof. The design also provides 24 foot high screen walls to surround and visually screen the cooling towers. An architectural elevation of the loading dock is shown at **Attachment 10**; note, however, that virtually every element visible in that elevation, including the windows, is part of the architectural screening facade provided for the cooling towers and is not the loading dock itself. The footprint or Gross Floor Area ("GFA") of this CLD will be 8,300 square feet. The footprint of the Central Plant will be reduced from its approved size of 26,500 square feet to approximately 14,750 square feet, and the footprint of the MIF will be reduced from its approved size of approximately 8,100 square feet to approximately 3,440 square feet, both as reflected in the Tabulation of allowable GFA on the Revised Interpretation Plan (**Attachment 9**), in order to meet what you interpret to be the modification cap of 1% under Section 16-403(4)(A)(7) of the Zoning Ordinance.

The loading dock will share, underground, a common wall with and will therefore be an addition to the DD4 building. A tunnel will be used to transport the materials to the DD South and DD4 buildings. As reflected on **Attachment 11(A)**, that underground level will house electrical distribution and HVAC equipment relocated from above ground in the

Ms. Barbara Berlin
April 6, 2012
Page 3

Central Plant. This will enable the significant amount of electrical power and cooling capacity required by these buildings to be located approximately 400 feet closer to the point of service, which will result in a significant conservation of energy. **Attachment 11(B)** demonstrates, at ground level, the CLD's connection to DD South and DD4 as well as its loading and temporary storage functions.

Attachment 7 (previously submitted but attached here for the benefit of the Notice Properties) is a section that shows the relationship and distance from the proposed CLD to the Property's Centreville Road boundary and the nearest existing home on the east side of Centreville Road. The section demonstrates that the loading dock will be approximately 563 feet west of the Centreville Road property line, 729 feet from the home, and will not be visible from vehicles on Centreville Road or from the homes across Centreville Road because of the layers of tall and deep berming and relatively mature landscaping that will be installed on the west side of Centreville Road in the initial phase of construction on site to allow early maturation. **Attachments 12(A) and 12(B)** reflect the widths and heights of the berming and extent of landscaping along Centreville Road enabled by the Approved Proffer Interpretation.

Attachment 13 confirms that the CLD will not be visible from vehicles traveling in either direction on Centreville Road or from any view at ground level beyond the east side of Centreville Road. **Attachment 14** outlines (dotted in white) the location of the CLD hidden on Attachment 12. Ultimately, the approved East Parking Garage will also screen the CLD from virtually everything east of the Property's eastern boundary along Centreville Road.

We request that you allow this addition of the CLD to the DD4 building as a minor modification pursuant to Section 16-403 (4)(A)(7) of the Zoning Ordinance and in accordance with Proffer #2, which provides that "[b]uilding footprints and gross square feet within each building may be adjusted . . . ", a greater degree of flexibility than typically proffered. I submit to you that this modification is based upon "engineering and design issues," that it is a "minor building addition", and that it "does not materially alter the character of the approved development." Indeed, it enhances the development's relationship to the adjacent properties by relocating an at-grade "industrial" component to an underground location more internal to the site and out of the viewshed of the approach to Historic Sully, and by placing this essential component of the secure office complex into a single, one-story building addition visually screened from properties to the east by the approved East Parking Garage and the enhanced layers of taller and wider berms and more intense, mature landscaping along the eastern boundary. This minor building addition shall not increase (i) GFA, FAR or intensity of the

Ms. Barbara Berlin
April 6, 2012
Page 4

development, (ii) the vehicle trips associated with this development, or (iii) number of people on-site.

Deletion of Roundabout on Historic Sully Way. A secondary purpose of this letter is to somewhat clarify the background provided with respect to this Roundabout. Historic Sully Way was built by the Route 28 Improvements contractor under the public-private partnership contract with VDOT for the Air and Space Museum Parkway interchange with Route 28, which contract included the extension of Air and Space Museum Parkway eastward to its intersection with the new Historic Sully Way, and the construction of Historic Sully Way from that intersection to the Historic Sully property line as the new access to Historic Sully. Certain enhancements to the improvements and certain right-of-way were provided at the cost of TPC. The Roundabout was a VDOT-proposed design component which may or may not have been paid for by TPC, the point being that it was a VDOT design solution at an intersection with Historic Sully Way which would handle traffic from the adjacent proposed age-restricted community and, more importantly, traffic cutting through to and from Centreville Road. At the time of the Rezoning, the Roundabout and its function was not focused upon, probably because it was an existing condition. It was VDOT, during its review of subject site plan, that raised the question as to the adequacy of the existing Roundabout.

Sully East L.C. is prepared to convert that Roundabout to a standard VDOT intersection, and to install a traffic signal if and when warranted by VDOT. Contrary to your impression, FCDOT is not concerned about the absence of a Roundabout until such time as a traffic signal may be warranted, and indeed prefers a standard VDOT intersection to the Roundabout. We also understand that the Fairfax County Park Authority ("FCPA") staff supports provision by Sully East L.C. of the wayfinding entrance features shown, and in the locations shown, on **Attachments 15(A) and 15(B)** should the Roundabout be removed.

We are attempting to obtain, and believe we will be able to obtain, written confirmation of this preference for a standard intersection over the Roundabout from both VDOT and FCDOT.

We would appreciate your favorable determination as to each of the interpretation requests, but ask that you not delay that determination as to any of the interpretations while awaiting confirmation from VDOT and/or FCDOT with respect to the Roundabout.

Ms. Barbara Berlin
April 6, 2012
Page 5

Thank you very much for your considerable time and attention in reviewing this request.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Francis A. McDermott', with a long horizontal flourish extending to the right.

Francis A. McDermott

Enclosures

cc: Mr. Kevin Guinaw
Mr. William Smith
Mr. Peter Dunn



Kimley-Horn
and Associates, Inc.

RECEIVED
Department of Planning & Zoning

JAN 25 2012

Zoning Evaluation Division

January 24, 2012

BY HAND DELIVERY

■
11400 Commerce Park Drive
Suite 400
Reston, Virginia
20191

Ms. Shelby Johnson

Zoning Evaluation Division

Department of Planning and Zoning

12055 Government Center Parkway

Suite 801

Fairfax, Va. 22035

RE: Dulles Discovery South Proffer Interpretation,

RZ/CDP/FDP 2009-SU-024 and SEA 2003-SU-023

Dear Ms. Johnson:

This letter is to provide some supplemental information and exhibits that are in addition to the information and exhibits contained in a prior letter on this subject to Ms. Barbara Berlin from me dated December 22, 2011. The request for this supplemental information was made by you in a meeting on January 18, 2012.

Attachment 7 is a section that shows the relationship and distance from the proposed campus loading dock to the Centreville Road boundary and a home across Centreville Road for context. The section demonstrates that the loading dock will be approximately 563 feet west of the property line, 729 feet from the nearest existing house and will not be visible from vehicles on Centreville Road and from the houses across Centreville Road because of the berm and landscaping that will be installed with the construction of the associated office building.

Attachment 8 shows, in red, the deletion of the 2 loading docks which were originally planned to abut the 2 office buildings and the proposed campus loading dock which will serve the same function in a more secure and efficient manner and location.

Attachment 5 is a minor revision to the Proffer Interpretation Plan labeled Attachment 5 in the original letter. Several trees were added along the entrance drive on the west side of DD 3.



Kimley-Horn
and Associates, Inc.

I believe that these exhibits demonstrate the minimal impact that the proposed changes have within the campus and especially to anyone who is outside of the campus. I have enclosed 3 copies of this letter and the exhibits for your use and distribution and will send one set directly to Meaghan Kiefer at Supervisor Frey's office. If you have any further questions, please let me know.

Sincerely,

A handwritten signature in cursive script that reads "Jeffrey Saxe".

Jeffrey Saxe

Enclosures

CC: Ms. Meaghan Keifer

Mr. Valde Kuzdzal



Kimley-Horn
and Associates, Inc.

RECEIVED
Department of Planning & Zoning

DEC 22 2011

Zoning Evaluation Division

December 22, 2011

■
Suite 400
11400 Commerce Park Drive
Reston, Virginia
20191

BY HAND DELIVERY

Ms. Barbara Berlin, Director
Zoning Evaluation Division
Fairfax County Department of Planning and Zoning
12055 Government Center Parkway, Suite 801
Fairfax, Va. 22035

RE: Dulles Discovery South Proffer Interpretation,
RZ/CDP/FDP 2009-SU-024 and SEA 2003-SU-023

Dear Ms. Berlin:

This letter requests your interpretation of a few elements of the Conceptual and Final Development Plan approved in the above referenced applications by the Board of Supervisors on July 27, 2010 ("CDP/FDP") and the Special Exception Amendment ("SEA"). The property owner is Sully East L.C., an entity of The Peterson Companies ("TPC"). The 76.60 acre site was rezoned to the PDC, WS and HD Districts at a maximum floor area ratio of 0.35 and is subject to proffers dated June 11, 2010 and to a Conceptual Development Plan condition adopted by the BOS on July 27, 2010 ("Rezoning"). A copy of the Clerk's letter of September 13, 2010 with the proffers and Development Conditions is contained in Attachment 1. The CDP/FDP is dated July 2009, as revised through May 5, 2010 and the relevant portions of it are found at Attachment 2. A previous Proffer Interpretation request was made and was approved by you on March 18, 2011 and is contained in Attachment 3 ("Approved Proffer Interpretation Request"). The associated Proffer Interpretation Plan dated January 17, 2011 that accompanied the Approved Proffer Interpretation Request is found at Attachment 4 ("Approved Proffer Interpretation Plan"). The "Proffer Interpretation Plan" dated December 20, 2011, prepared by Kimley-Horn and Associates, Inc. which demonstrates the modifications proposed to the layout on the CDP/FDP as detailed in this request is found at Attachment 5.

The modifications from the CDP/FDP for which we seek your favorable interpretation are as follows:



1. **Establishment of a separate loading dock.** In the configuration on the CDP/FDP, Buildings DD South and DD4 were separated by several hundred feet and thus a loading dock at each building was warranted. When the DD South building was rotated as allowed by the Approved Proffer Interpretation, the prior practice of loading docks at each building was continued. During the detailed internal review that has occurred during the development of the site and building plans, an improved means of handling the loading to DD South and DD4 has been found as shown on the Proffer Interpretation Plan. A loading dock structure that is separated from the 2 buildings above ground while remaining connected below ground was found to meet the tenant's security requirements in a superior way. Separation of the loading dock provides additional separation of materials entering the campus from the inhabitants of the two buildings. It also offers efficiencies in managing this operation as a combined loading dock would require fewer personnel than would 2 loading docks. It will be only one story tall, 21 feet in height, and will have cooling towers on it so that the top of the screening walls for the cooling towers will be 42 feet in height. An architectural elevation of the loading dock is shown at Attachment 6. The Gross Floor Area (GFA) associated with this building will be up to 9000 square feet and will be included in the tabulation of allowable GFA on the site plans for the campus. It is shown on the tabulation on the proffer Interpretation Plan. The loading dock will be set back approximately 520 feet from Centreville Road. This loading design is similar to that which has already been constructed in the Dulles Discovery North Campus on the north side of Air and Space Museum Parkway. The loading dock will be connected to the building below grade level via a basement and tunnel that will be used to transport the materials to the DD South and DD 4 buildings. We believe that this is a minor modification as allowed under Section 16-403 of the Zoning Ordinance and in accordance with Proffer # 2 which reads in part:

“2. Minor Modifications. Pursuant to Section 16-403 of the Zoning Ordinance, minor modifications from the approved CDP/FDP may be permitted due to final architectural, engineering and design issues, as determined by the Zoning Administrator.”

2. **Deletion of Roundabout on Historic Sully Way.** Historic Sully Way was built by the Route 28 Improvements contractor under contract to VDOT as a new access roadway to Historic Sully. This roadway was completed prior to the initial rezoning to residential of this property which occurred in January, 2007. The Historic Sully roadway and roundabout were shown on the CDP/FDP of that application as an existing condition and they were not proffered as part of the residential rezoning or the rezoning to office that was approved on July 27, 2010.



In the review of the site plan for DDS, VDOT has found that the roundabout does not meet current standards and would need to be rebuilt. That caused some rethinking of site access to the campus. Roundabouts are typically a good solution when there are somewhat equal volumes of traffic approaching the intersection from more than 2 directions. That will not be the case at this location. Because the vast majority of the traffic on Historic Sully Way will be making a left turn into a major entrance into the office complex, requiring drivers to make the circuitous movement without a corresponding benefit to other drivers seems unnecessary. The project's traffic engineer, Gorove-Slade has confirmed that a single left turn lane into the office entrance within a 2 lane road would operate in a satisfactory and safe manner. Access to Historic Sully would continue to be as direct as it is currently, in fact actually slightly more direct. Vehicles leaving Historic Sully would, under the proposed design, be given free egress through this intersection without a controlled stop condition. With the roundabout design, vehicles leaving Historic Sully would need to yield to traffic already in the traffic circle.

We understand that there may be some concern that the character of the access to Historic Sully could be negatively impacted by this change. While we don't think that the roundabout has any affect on the character of the approach to Historic Sully, we are willing to discuss some minor enhancements to the roadway such as stone columns to enhance this character. We believe that this modification is minor and is allowed under Section 16-403 of the Zoning Ordinance and Proffer # 2 which is cited above.

3. **Security Curb.** All of the buildings in the project, DD South, DD 4, DD 5A, DD 5 B and DD 5 Connector buildings, will be surrounded by a security curb, approximately 14 inches in height. The purpose of the curb is to create a barrier to ensure that vehicles cannot be driven into the building which is a security requirement of the tenant. In some instances this curb retains 14 inches of earth on the back side of the curb and in some instances finished grade on each side of the curb is roughly the same. A cross section of a security curb has been put on the proffer Interpretation Plan. This curb was not shown on the CDP/FDP. We believe that it qualifies as a minor modification to the approved plans.
4. **Internal Roundabout.** The CDP/FDP showed an internal roundabout between future buildings DD4 and DD6. This roundabout is proposed to be replaced with a gentle curve in the driveway which serves the same function of slowing traffic at a future building entrance while fitting better with the latest building plans. The curve of the road away from the entrance canopy of the building meets the tenant's required separation of the roadway from the building. The applicant and



Kimley-Horn
and Associates, Inc.

tenant also favor this new design as it is more pedestrian friendly for employees who will be walking between the future buildings at this location. This is an internal roadway that will not be visible from outside of the campus. We believe that this qualifies as a minor modification from the approved plans.

5. **Courtyard landscaping.** The landscaping within the courtyard to the west of DD South has been modified from that shown on the CDP/FDP and the Approved Proffer Interpretation Plan. The quantity of plant material, walkways and the functionality of the space has been refined and enhanced from that shown on the prior plans. The plans were modified to emphasize the pedestrian promenade from the western parking field to the courtyard side building entrances. Additional walkways, seating and pedestrian scale lighting were added to encourage tenants to utilize the outdoor spaces during the work day. Based on our recent meeting with Kevin Guinaw, additional landscaping has been added in several locations along the parking bays west of the courtyard. We also believe that this is a minor modification based on engineering and design issues.

In summary, we believe that all of these changes are minor modifications which are allowed in accordance with Section 16-403 of the Zoning Ordinance. We seek your concurrence that these are minor modifications. Please feel free to contact me if you have any questions or require any additional information. A check for \$520 for the filing fee for this interpretation request is included with this package.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeffrey Saxe", is written over a large, light-colored scribble.

Jeffrey Saxe

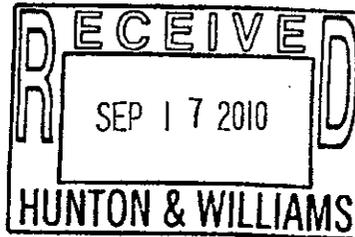
Enclosures

CC: Mr. Kevin Guinaw
Mr. William Smith
Mr. Peter Dunn
Mr. Valde Kuzdzal



County of Fairfax, Virginia

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



September 13, 2010

CORRECTED LETTER

Jon M. Peterson
Sully East L.C.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

RE: Rezoning Application RZ 2009-SU-024
(Concurrent with Proffered Condition Amendment Application PCA 2003-SU-035 and
Special Exception Amendment application SEA 2003-SU-023)

Dear Mr. Peterson:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on July 13, 2010, granting Rezoning Application RZ 2009-SU-024 in the name of Sully East L.C. The Board's action rezones certain property in the Sully District from the PDC, I-5, PDH-16, HD and WS to PDC, HD, and WS and permits commercial development with an overall Floor Area Ratio (FAR) of 0.35. The subject property is located in the southeast quadrant of the Sully Road and Air and Space Museum Parkway interchange, west of Centreville Road and south of Historic Sully Way on approximately 76.60 acres of land [Tax Map 34-2 ((1)) 2 pt., 3A, 7, 8, 10A, 27 pt. and 35 pt. and a portion of Barnsfield Road right-of-way to be vacated and/or abandoned], and is subject to the proffers dated June 11, 2010.

Please note that on June 30, 2010, the Planning Commission approved Final Development Plan Application FDP 2009-SU-024.

The Board also:

- Modified Section 10-104(3)B and C of the Zoning Ordinance to permit an increase in fence height to a maximum fence height of nine feet around the perimeter of the property to provide security for the proposed tenant.

Office of the Clerk to the Board of Supervisors
12000 Government Center Parkway, Suite 533
Fairfax, Virginia 22035

Phone: 703-324-3151 ♦ Fax: 703-324-3926 ♦ TTY: 703-324-3903

Email: clerktothebos@fairfaxcounty.gov

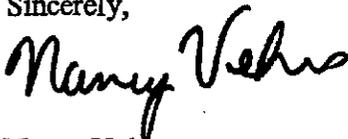
<http://www.fairfaxcounty.gov/bosclerk>

- Modified Section 13-303 of the Zoning Ordinance to permit the transitional screening as shown on the CDP/FDP to satisfy the requirements along the eastern boundary and a portion of the southern boundary.
- Modified Section 13-304 of the Zoning Ordinance to permit the barriers as shown on the CDP/FDP to satisfy the requirements along the southern property line and a portion of the eastern and western property lines.
- Waived the Countywide Trails Plan recommendation for a major paved trail along the south side of the to-be-vacated Barnsfield Road.

Please note that on July 27, 2010, the Board also approved the following Conceptual Development Plan condition associated with Conceptual Development Plan CDP 2009-SU-024 entitled "Dulles Discovery South" and dated May 5, 2010:

- "Notwithstanding the limitations set forth in Proffer Paragraph 2, the footprint of "Building DD-South" may be rotated up to approximately ninety degrees from the orientation depicted on the CDP entitled 'Dulles Discovery South' (dated May 5, 2010), as reviewed and approved by the Zoning Administrator in consultation with the Sully District Supervisor, and in accordance with the following criteria: (i) the minimum setback from the Centreville Road right-of-way is not reduced from the 275 feet depicted on CDP Sheet 3; (ii) the minimum amount of open space provided on the CDP is not reduced; (iii) the height, gross square feet and footprint of Building DD-South is not enlarged; (iv) no change is made to perimeter landscaping and streetscaping along Centreville Road; and (v) the plan shall be presented to the Franklin Farm Foundation for review and comment prior to the submission of the site plan for the rotated building option if it is selected."

Sincerely,



Nancy Vehrs
Clerk to the Board of Supervisors
NV/ph
Enclosure

July 29, 2010

Cc: **Chairman Sharon Bulova**
Supervisor Michael Frey, Sully District
Janet Coldsmith, Director, Real Estate Division, Dept. of Tax Administration
Regina Coyle, Director, Zoning Evaluation Division, DPZ
Diane Johnson-Quinn, Deputy Zoning Administrator, Dept. of Planning and Zoning
Thomas Conry, Dept. Manager. – GIS - Mapping/Overlay
Angela K. Rodeheaver, Section Chief, Transportation. Planning Division
Ken Williams, Plans & Document Control, ESRD, DPWES
Department of Highways-VDOT
Sandy Stallman, Park Planning Branch Manager, FCPA
Charlene Fuhrman-Schulz, Development Officer, DHCD/Design Development Division
District Planning Commissioner
Denise James, Office of Capital Facilities/Fairfax County Public Schools
Karyn Moreland, Chief Capital Projects Sections, Dept. of Transportation

At a regular meeting of the Board of Supervisors of Fairfax County, Virginia, held in the Board Auditorium in the Government Center at Fairfax, Virginia, on the 13th day of July, 2010, the following ordinance was adopted:

**AN ORDINANCE AMENDING THE ZONING ORDINANCE
PROPOSAL NUMBER RZ 2009-SU-024**

WHEREAS, Sully East L.C., filed in the proper form an application requesting the zoning of a certain parcel of land herein after described, from the PDC, I-5, PDH-16, HD and WS Districts to the PDC, HD and WS Districts, and

WHEREAS, at a duly called public hearing the Planning Commission considered the application and the propriety of amending the Zoning Ordinance in accordance therewith, and thereafter did submit to this Board its recommendation, and

WHEREAS, this Board has today held a duly called public hearing and after due consideration of the reports, recommendation, testimony and facts pertinent to the proposed amendment, the Board is of the opinion that the Ordinance should be amended,

NOW, THEREFORE, BE IT ORDAINED, that that certain parcel of land situated in the Sully District, and more particularly described as follows (see attached legal description):

Be, and hereby is, zoned to the PDC, HD and WS Districts, and said property is subject to the use regulations of said PDC District, and further restricted by the conditions proffered and accepted pursuant to Va. Code Ann., 15.2-2303(a), which conditions are in addition to the Zoning Ordinance regulations applicable to said parcel, and

~~**BE IT FURTHER ENACTED**, that the boundaries of the Zoning Map heretofore adopted as a part of the Zoning Ordinance be, and they hereby are, amended in accordance with this enactment, and that said zoning map shall annotate and incorporate by reference the additional conditions governing said parcel.~~

GIVEN under my hand this 13th day of July, 2010.



Nancy Velts
Clerk to the Board of Supervisors



PLEASE TYPE OR PRINT IN BLACK INK

COMMONWEALTH OF VIRGINIA
COUNTY OF FAIRFAX

Amended

RECEIVED
Department of Planning & Zoning

~~REVISED~~ APPLICATION FOR ZONING MAP AMENDMENT

MAY 05 2010

APPLICATION NO. RZ 2009-SU-024 *Amended*
(Assigned by Staff)
FDP 2009-SU-024 PETITION

Zoning Evaluation Division

TO: THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY, VIRGINIA
I (We), Sully East L.C., the applicant(s),
petition you to adopt an ordinance amending the Zoning Map of Fairfax County, Virginia, by
reclassifying from the PDH-16, PDC, I-5, WS, H.D. District to the PDC, WS, H.D.
District the property described below and outlined in red on the Zoning Section Sheet(s)
accompanying and made a part of this application.

PROPERTY DESCRIPTION

1. LEGAL DESCRIPTION:

Part Turley; Floris; Near Floris; Chantilly; Sully North Prop Pcl C

18310 - 1517
18248 - 795
20371 - 1688
12121 - 1513
18504 - 1478

Lot(s) Block(s) Subdivision Deed Book Page No.

2. TAX MAP DESCRIPTION:

34-2-((1))-2(pt.), 3A, 7, 8, 10A, 27(pt.) 35(pt.), plus approximately
86,762 square feet of Bamsfield Road right-of-way proposed for
vacation and/or abandonment

± 76.6040 acres

Map No. Double Circle No. Single Circle No. Parcel(s)/Lot(s) No. Total Area(Ac. or Sq.Ft.)

3. POSTAL ADDRESS OF PROPERTY: (If any)

13900, 13800, 13750, 13850, 13950 Bamsfield Road;
3228, 3318 Centreville Road

4. ADVERTISING DESCRIPTION: (Ex. South of Rt. 236, 1000 feet west of Rt. 274)

Southwest quadrant of the Sully Road(Route 28)/Air & Space Museum Parkway interchange, west of Centreville Road
(Route 657) and south of Historic Sully Way.

5. PRESENT USE: Vacant

6. PROPOSED USE: Office

7. SUPERVISOR DISTRICT: Sully

The name(s) and address(es) of owner(s) of record shall be provided on the affidavit form attached and made part of this application.

The undersigned has the power to authorize and does hereby authorize Fairfax County staff representatives on official business to enter on the subject property as necessary to process the application.

Jon M. Peterson

Type or Print Name of Applicant or Agent

Signature of Applicant or Agent

Sully East L.C.
12560 Fair Lakes Circle, Suite 400, Fairfax, VA 22033
Address

Telephone No.

Name

Work

Francis A. McDermott
Huntton & Williams LLP
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102
(703) 714-7422 (703) 714-7410 (fax) *and 51310*

Please provide name and telephone number of contact person if different from above.

DO NOT WRITE IN THIS SPACE

RZ 2010-0082 | FDP 2010-0084

Date application received: _____

Application Fee Paid: \$4410.⁰⁰

Date application accepted: 5/13/10 *Virginia Puffer*

Form RZ (10/89)

CDP 2009-SU-024 Conditions

July 27, 2010

As moved by Supervisor Frey at the July 27, 2010 Board of Supervisors Hearing

1. Notwithstanding the limitations set forth in Proffer Paragraph 2, the footprint of "Building DD-South" may be rotated up to approximately ninety degrees from the orientation depicted on the CDP entitled 'Dulles Discovery South' (dated May 5, 2010), as reviewed and approved by the Zoning Administrator in consultation with the Sully District Supervisor, and in accordance with the following criteria: (i) the minimum setback from the Centreville Road right-of-way is not reduced from the 275 feet depicted on CDP Sheet 3; (ii) the minimum amount of open space provided on the CDP is not reduced; (iii) the height, gross square feet and footprint of Building DD-South is not enlarged; (iv) no change is made to perimeter landscaping and streetscaping along Centreville Road; and (v) the plan shall be presented to the Franklin Farm Foundation for review and comment prior to the submission of the site plan for the rotated building option if it is selected.
-

FINAL DEVELOPMENT PLAN CONDITIONS

FDP 2009-SU-024

June 29, 2010

If it is the intent of the Planning Commission to approve Final Development Plan FDP 2009-SU-024, on property located at Tax Map parcels 34-2 ((1)) 2 pt., 3A, 7, 8, 10A, 27 pt., 35 pt., staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions:

1. The location of all signs shall comply with the provisions of Article 12 of the Zoning Ordinance, irrespective of that shown on the FDP, subject to ARB review and approval.
 2. The applicant shall record an amendment to the existing waterline easement agreement as determined by Fairfax Water.
 3. The areas surrounding the buildings shall include features such as ornamental landscaping, benches and outdoor seating, gazebos, pavilions, art displays, and/or walking paths to provide respite and leisure recreation space for employees.
 4. Plant material for the subject property shall not include any species listed per the DCR "Invasive Alien Plant Species of Virginia". Proposed trees and shrubs for the site shall include a bio-diverse mix that includes, but is not exclusively, native species (per the DCR "Native Plant: Trees" table), wildlife benefit species (per PFM table 12.10) and improved cultivars and varieties, subject to review and approval by Urban Forest Management Division of DPWES.
-

**RZ 2009-SU-024
SULLY EAST L.C.
DULLES DISCOVERY SOUTH
PROFFER STATEMENT**

April 22, 2010
May 11, 2010
May 14, 2010
May 28, 2010
June 2, 2010
June 11, 2010

Pursuant to Section 15.2-2303(A) of the Code of Virginia, as amended, and subject to the Fairfax County Board of Supervisors approval of RZ 2009-SU-024, as proposed, from the PDH-16, PDC, I-5, WS and HD Districts to the PDC, WS, and HD Districts, Sully East L.C. (the "Applicant") and the owners, for themselves and their successors and assigns, hereby proffer that development of Tax Map Parcels 34-2-((1))-2 (pt.), 3A, 7, 8, 10A, 27 (pt.), and 35 (pt.), plus approximately 1.99 acres of Barnsfield Road to be vacated and/or abandoned, totaling approximately 76.60 acres (collectively known as the "Property") shall be in accordance with the following proffered conditions (the "Proffers"), which, if approved, shall replace any and all existing proffered conditions pertaining to the Property. In the event this application is denied, these proffers shall immediately be null and void and the previous proffers shall remain in full force and effect.

1. **Substantial Conformity.** The Property shall be developed in substantial conformance with the Conceptual Development Plan and Final Development Plan ("CDP/FDP") consisting of eighteen sheets (Sheets 1 through 14C) prepared by Urban, Ltd, entitled "Dulles Discovery South" dated July 2009 and revised through May 5, 2010, and further modified by these proffered conditions.

2. **Minor Modifications.** Notwithstanding that CDP 2009-SU-024 appears on the same development plan with FDP 2009-SU-024, it shall be understood that the CDP shall consist of the entire plan relative to the general layout, points of access to the existing road network, uses, building heights, peripheral setbacks, limits of clearing and grading, and the amount of open space on the Property ("CDP Elements"). Pursuant to Section 16-403 of the Zoning Ordinance, minor modifications from the approved CDP/FDP may be permitted due to final architectural, engineering and design issues, as determined by the Zoning Administrator. Building footprints and gross square feet within each building may be adjusted, as long as the maximum gross square feet of development is not exceeded; the minimum amount of open space depicted on the CDP/FDP is not reduced; the building heights provided on the CDP/FDP for individual buildings are not increased beyond that allowed on the CDP/FDP and as otherwise permitted in these Proffers and by the Zoning Ordinance; and the development otherwise is in substantial conformance with the CDP/FDP and these Proffers. The Applicant further retains the option to file partial Conceptual Development Plan Amendments (CDPAs) and/or partial Proffered Condition Amendments (PCAs) in the future pursuant to Section 18-204 of the Zoning Ordinance.

3. **Final Development Plan Amendments.** The Applicant has the option to request Final Development Plan Amendment ("FDPA") approvals of the CDP/FDP from the Planning Commission in accordance with Section 16-402 of the Zoning Ordinance, except as to the CDP Elements as defined in Paragraph 2, above.
4. **Maximum Floor Area Ratio (FAR).** The maximum floor area ratio ("FAR") built upon the Property that is subject to this rezoning application, and including application of density credit associated with dedication of land for certain road improvements, shall not exceed 0.35 FAR as detailed on Sheet 2 of the CDP/FDP.
5. **Permitted Uses.** The following uses shall be permitted on the Property:

Offices, and establishments for scientific research, development and training shall be the principal uses. Uses accessory to such uses may include, but shall not be limited to, business service and supply service establishments; eating establishments; financial institutions; garment cleaning establishments; personal service establishments; public uses; retail sales establishments; central plant; data centers; inspection facilities and guard booths; accessory service uses; light public utility uses; child care centers; nursery schools.
6. **Maximum Building Height.** The maximum building heights for individual buildings and structures shall not exceed that depicted on the CDP/FDP, not including those structures excluded from maximum building height calculations in accordance with the Zoning Ordinance. Buildings and structures located within the outermost 500 feet of the Sully Historic Overlay District ("SHOD"), and as shown on the CDP/FDP, shall not exceed 60 feet in "actual height" in accordance with the Zoning Ordinance and as permitted in accordance with the approval of SEA 2003-SU-023.
7. **Road Improvements.** The following road improvements shall be provided by the Applicant, subject to and as approved by VDOT and DPWES. To the extent any of the following road improvements shall have been completed by others, the Applicant shall have no further obligation with respect to such completed road improvements. Further, upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of a respective improvement has been unreasonably delayed by others or by circumstances beyond the control of the Applicant, the Zoning Administrator may agree to a later date for the completion of each such improvement:
 - A. **Wall Road Left Turn Lane.** The Applicant shall restripe Wall Road to accommodate a second left turn lane from eastbound Wall Road onto northbound Centreville Road prior to issuance of the Non-Residential Use Permit ("Non-RUP") for the initial office building constructed on the Property.
 - B. **Centreville Road Left Turn Lane.** In accordance with that shown on the CDP/FDP, the Applicant shall extend the storage capacity of the existing northbound left turn lane entering the Property from Centreville Road by approximately, but no less than, 50 feet prior to issuance of the Non-RUP for the initial office building constructed on the Property.

- C. Centreville Road Site Entrance. The site entrance to the Property from Centreville Road shall be constructed as shown on the CDP/FDP prior to issuance of the Non-RUP for the initial office building constructed on the Property.
 - D. Historic Sully Way Site Entrance. The site entrance to the Property from Historic Sully Way shall be constructed as shown on the CDP/FDP prior to the issuance of the Non-RUP for the initial office building constructed on the Property.
 - E. Historic Sully Way Left Turn Lane. The Applicant shall restripe Historic Sully Way to accommodate a second left turn lane from northbound Historic Sully Way onto westbound Air and Space Museum Parkway prior to issuance of the Non-RUP for the initial office building constructed on the Property.
 - F. Centreville Road Crosswalk. The Applicant shall provide a crosswalk at the intersection of Centreville Road and Franklin Farm Road in association with Proffer 15 for the purpose of permitting a safe crossing of Centreville Road for pedestrians and bicyclists. Appropriate accessibility improvements, limited to pedestrian signal heads at the Centreville Road/Franklin Farm Road intersection and curbing constructed in compliance with ADA standards, shall be provided.
8. Traffic Signals. The following traffic signals shall be installed and/or modified by the Applicant, subject to and as approved by VDOT and DPWES: Should any of the following traffic signals have been installed by others, the Applicant shall have no further installation obligation with respect to such traffic signals installed by others. Further, upon demonstration by the Applicant that, despite diligent efforts by the Applicant, installation and/or modification of such traffic signal has been unreasonably delayed by others, the Zoning Administrator may agree to a later date for the completion of the installation and/or modification of such signal:
- A. Centreville Road/Wall Road Intersection. A warrant study for a traffic signal at the Centreville Road/Wall Road intersection has been submitted by others in association with site plan 9751-SP-007-2. Should the traffic signal at the Centreville Road/Wall Road intersection be warranted, but not installed by others prior to issuance of the Non-RUP for the initial office building constructed on the Property, the Applicant shall design and/or install such traffic signal prior to issuance of the Non-RUP for the initial office building constructed on the Property using funds escrowed by others for the purpose of installing such signal. The Applicant shall submit a traffic signal timing modification analysis to VDOT for review prior to submission of the initial site plan for development of office space in excess of 752,500 gross square feet ("GSF") on the Property. Such traffic signal timing modification analysis shall be for the purpose of determining whether adjustments to the signal timings of the Centreville Road/Wall Road traffic signal are warranted, utilizing updated traffic counts based upon the assumed occupancy of 752,500 GSF of office space on the Property as of the date of the analysis. In the event that VDOT determines that adjustments to the signal timings are warranted based upon such analysis, then the Applicant shall make such adjustments prior to issuance of the initial non-RUP for office use in excess

of 752,500 GSF on the Property. Should no timing adjustments be deemed necessary for the Centreville Road/Wall Road traffic signal based upon such analysis, then the Applicant's obligation under this proffer shall be deemed satisfied.

B. Centreville Road/Franklin Farm Road. The Applicant shall submit a traffic signal timing modification analysis to VDOT for the Centreville Road/Franklin Farm Road intersection traffic signal (i) prior to submission of the initial site plan for office development on the Property and (ii) prior to submission of the initial site plan for office development in excess of 752,500 GSF on the Property. Such respective traffic signal timing modification analyses shall be for the purpose of determining whether adjustments to the signal timings of the Centreville Road/Franklin Farm Road traffic signal are warranted, respectively, (a) due to the vacation/abandonment of Barnsfield Road and removal of that leg of the intersection, and the addition of the crosswalk referenced in Proffer 7(F) and the multi-purpose trail connection referenced in Proffer 15(B)(ii), or (b) upon occupancy of greater than 752,500 square feet of office use on the Property. Such initial analysis (8(B)(i) above) shall utilize updated traffic counts which assume the occupancy of the initial office building on the Property. Such later analysis (8(B)(ii) above) shall utilize updated traffic counts based upon existing and projected occupancy of office use on the Property at full build-out. In the event that VDOT determines that adjustments to the signal timings are warranted, then the Applicant shall make such adjustments prior to, respectively, issuance of the non-RUP (i) for the initial office building on the Property, and/or (ii) for office use in excess of 752,500 square feet on the Property. Should no timing adjustments be deemed necessary for the Centreville Road/Franklin Farm Road traffic signal based upon such respective analyses, then the Applicant's respective obligation for traffic signal timing modification under this proffer shall be deemed satisfied.

C. Centreville Road/Lees Corner Road. The Applicant shall submit a traffic signal timing modification analysis to VDOT for the Centreville Road/Lees Corner Road intersection traffic signal (i) prior to submission of the initial site plan for office development on the Property and (ii) prior to submission of the initial site plan for office development in excess of 752,500 GSF on the Property. Such traffic signal timing modification analysis shall be for the purpose of determining whether adjustments to the signal timings of the Centreville Road/Lees Corner Road traffic signal are warranted, respectively, (a) to accommodate the fourth approach to the intersection (the Centreville Road site entrance) as shown on the CDP/FDP, or (b) upon occupancy of greater than 752,500 square feet of office use on the Property. Such initial analysis (8(C)(i) above) shall utilize updated traffic counts which assume the occupancy of the initial office building on the Property. Such later analysis (8(C)(ii) above) shall utilize updated traffic counts based upon existing and projected occupancy of office use on the Property at full build-out. In the event that VDOT determines that adjustments to the signal timing are warranted, then the Applicant shall make such adjustments prior to, respectively, issuance of the non-RUP (i) for the initial office building on the Property, and/or

(ii) for office use in excess of 752,500 square feet on the Property. Should no timing adjustments be deemed necessary for the Centreville Road/Lees Corner Road traffic signal based upon such respective analyses, then the Applicant's respective obligation for traffic signal timing modification under this proffer shall be deemed satisfied.

9. **Transportation Demand Management ("TDM")**. Transportation Demand Management ("TDM") strategies shall be utilized to reduce office vehicle trips during peak periods. TDM coordination duties shall be implemented by a Transportation Demand Management Coordinator (the "TDM Coordinator"), who shall be appointed to enforce such TDM duties prior to the issuance of the Non-RUP for the first office building constructed on the Property. The contact information of the TDM Coordinator shall be provided to the Fairfax County Department of Transportation ("FCDOT") within thirty days of such appointment. The TDM Coordinator position may be a part of other duties assigned to the individual(s). Strategies shall include, but not be limited to, the following, and shall be implemented by the Applicant for each office building constructed on the Property:
- A. Distribution and promotion of TDM-related materials to office employees such as, but not limited to, maps, schedules and other transportation information pertaining to transit service options, car/van pooling formation and services, teleworking, and flexible work schedules to the extent that any of these are available to office employees who commute to and from the Property on a daily basis;
 - B. Display of TDM-related materials in a publicly accessible central location within each office building;
 - C. Conveniently located bicycle storage, locker rooms and shower facilities for use by office employees; and
 - D. Designated parking spaces nearest to building entrances within surface parking lots and structured parking garages, exclusive of accessible parking spaces reserved for persons with disabilities, for use by carpool/vanpool vehicles, alternative fuel vehicles and car-sharing vehicles from services such as Zipcar™.
 - E. Annual surveys of the commuting patterns of the employees at the Property shall be provided by the TDM Coordinator to FCDOT beginning one year following issuance of the Non-RUP for the second office building constructed on the Property and continuing until completion of two (2) years following issuance of the Non-RUP for the final office building constructed on the Property. The sole purpose of said surveys shall be to inform FCDOT of commuting modes, routes, and timing to and from the Property.
 - F. The TDM Coordinator shall work with FCDOT to host an annual commuter outreach event designed to provide non-SOV commuting options to employees at the Property.

10. **Bus Shelters.** The Applicant shall provide two (2) bus shelters for the Property, with the specific locations to be determined by the Applicant in consultation with FCDOT. Bus shelter installation shall be limited to the concrete pad, the shelter itself and a refuse receptacle. No bus loading areas or bus travel lanes shall be constructed by the Applicant to support said bus shelters. Should the bus shelters be installed along or in the right-of-way adjacent to the Property's frontage, such bus shelters and trash receptacles shall be maintained by the Applicant. If, by the time of final bond release for office development on the Property, the exact location of said bus shelters has not been determined, the Applicant shall escrow \$20,000 per shelter whose location has not been determined, to be used for bus shelters located along public streets adjacent to the Property.
11. **Vacations/Abandonments.** Prior to final approval of the initial site plan for development on the Property, the Applicant shall obtain vacation and/or abandonment by the Board of Supervisors of that portion of the Barnsfield Road right-of-way shown within the CDP/FDP for vacation/abandonment and shall acquire all rights to use such area as shown on the CDP/FDP. In the event that any of the following does not occur: (i) the Board of Supervisors does not approve the vacation and/or abandonment of the Barnsfield Road right-of-way shown within the CDP/FDP; (ii) the Applicant is unable to acquire all rights necessary to use the Barnsfield Road right-of-way shown within the CDP/FDP; or (iii) failure to obtain such approval and/or acquisition precludes development in substantial conformance with the CDP/FDP, then the Applicant shall obtain a PCA to the extent necessary to develop that affected portion of the Property, which may result in a loss of density.
12. **Interparcel Access Easement.** The Applicant shall provide a vehicular interparcel access easement to Tax Map Parcel 34-2 ((1)) 10B, as depicted on CDP/FDP. The Applicant reserves the right to provide appropriate signage, fencing, landscaping and other security features necessary to ensure that no vehicular access from this off-site parcel is permitted through the office complex on the Property.
13. **Access Easement.** The Applicant shall provide an access easement to Tax Map Parcel 34-2 ((1)) 12 for purposes of emergency and maintenance vehicle access to said parcel from Historic Sully Way, as shown on the CDP/FDP. Such access easement shall be recorded among the land records of Fairfax County in conjunction with approval of the initial site plan for office development on the Property, and shall, by its terms, terminate upon provision by others of a permanent route of vehicular access from Tax Map Parcel 34-2 ((1)) 14 or from another point along Historic Sully Way. The Applicant shall not be responsible for any design, construction, or maintenance of any travel lane within said access easement. The Applicant reserves the right to provide appropriate signage, fencing, landscaping and other security features necessary to ensure that no vehicular access from this off-site parcel is permitted through the office complex on the Property.
14. **Private Streets.** All private streets shall be constructed with materials and depth of pavement consistent with public street standards in accordance with the Fairfax County Public Facilities Manual ("PFM"), as determined by DPWES, unless waived and/or modified in association with site plan approval for any portion of office development of the Property. The above standard shall not apply to parking lots, stormwater

management access roads, or to the temporary access easement area referenced in Paragraph 13 immediately above.

15. Multi-Purpose Trail.

- A. Prior to issuance of the Non-RUP for the initial office building constructed on the Property, the Applicant shall construct, subject to approval by DPWES and VDOT, a ten (10) foot wide multi-purpose trail within the Historic Sully Way right-of-way on its south and east sides adjacent to the Property as shown on Sheet 6 of the CDP/FDP.
- B. Subject to the obtaining of all necessary easements at no cost to the Applicant and to approval by DPWES and VDOT, the Applicant shall construct, (i) a ten (10) foot wide trail within the east side of the Historic Sully Way right-of-way from the point at which Historic Sully Way departs the Property's western boundary to the cul-de-sac located in Historic Sully Way at its point of access to Sully Historic Site; (ii) a ten (10) foot wide trail along the west side of Centreville Road between the intersection with Franklin Farm Road and the Property's northern boundary; and (iii) an eight (8) foot wide trail along the northern Property boundary between Centreville Road and Historic Sully Way.

As shown on the CDP/FDP, said trail shall be constructed for the purpose of providing a connection between Centreville Road and the cul-de-sac located in Historic Sully Way at its point of access to Sully Historic Site. Appropriate crosswalk improvements in accordance with Proffer 7.F shall be provided by the Applicant, subject to approval by VDOT, in association with said trail improvement. Any portion of said trail improvement located outside of public right-of-way shall be subject to a public access easement. The Applicant shall diligently and in good faith pursue said necessary easements and shall, should it fail to obtain said easements prior to final bond release for office development on the Property, demonstrate in writing to DPWES such efforts and contribute to DPWES an amount equal to the cost of constructing said trail connection within any such easement areas not obtained.

- 16. On-Site Recreational Amenities.** In addition to the on-site and off-site trail network to be provided subject to Proffer 15 above, the Applicant shall provide one (1) fitness facility consisting of exercise equipment and gender-specific locker rooms, including shower facilities, to be located within one of the office buildings on the Property. All employees of the office buildings on the Property shall have access to such fitness facility. Said fitness facility shall be installed prior to the issuance of the Non-RUP for the second office building constructed on the Property. Other on-site passive amenities, such as benches and other seating/gathering facilities, shall be provided and shall be shown on all applicable landscape sheets in association with each site plan submission.

- 17. Limits of Clearing and Grading.** The Applicant shall conform to the limits of clearing and grading shown on the CDP/FDP, subject to the installation of utilities, fences, trails and/or security features, if necessary, as approved by DPWES. All limits of clearing and

grading shall be protected by temporary fencing, a minimum of four feet in height. The temporary fencing (four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart) shall be installed prior to any work being conducted on the Property, and signage identifying "Keep-Out - Do Not Disturb" shall be provided on the temporary fence and made clearly visible to construction personnel. Any necessary disturbance beyond that shown on the CDP/FDP shall be coordinated with Urban Forestry, DPWES, and accomplished in the least disruptive manner reasonably possible given engineering, cost, and site design constraints as determined by Urban Forestry, DPWES. Any area protected by the limits of clearing and grading that must be disturbed due to the installation of utilities, fences, trails and/or security features shall be replanted with a mixture of native, non-invasive plant species to return the disturbed area as nearly as reasonably possible to its condition prior to the disturbance, as determined by Urban Forestry, DPWES.

18. **Landscaping.**

- A. Landscaping shall be generally consistent with the quality, quantity and the locations shown, respectively, on Sheets 13 and 14 of the CDP/FDP. At the time of planting, the minimum caliper for canopy and understory trees shall be between two (2) and three (3) inches. The minimum height for evergreen trees shall be between eight (8) and ten (10) feet. Actual types and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of the first and all subsequent submissions of site plans for each respective section, for review and approval by Urban Forestry, DPWES. Such landscape plans shall provide tree coverage and species diversity consistent with that shown on Sheets 13 and 14 of the CDP/FDP, and in accordance with PFM criteria, as determined by Urban Forestry, DPWES.
- B. The berms and associated landscaping shown on the CDP/FDP to be provided, respectively, adjacent to Historic Sully Way and to Centreville Road, shall be installed prior to issuance of the initial Non-RUP for office development on the Property. The final locations and sizes of such berms and landscaping shall be based upon final engineering and location of utility infrastructure in accordance with Proffer 19 below, as determined at the time of site plan review for development of office uses on the Property.
- C. Fencing shall be installed along the perimeter of the site in the locations shown on Sheet 14C of the CDP/FDP. Perimeter fencing adjacent to the public right-of-way shall be of the decorative style depicted on the Sheet 14C of the CDP/FDP. Other perimeter fencing not adjacent to the public right-of-way shall be of the black vinyl coated type depicted on Sheet 14C of the CDP/FDP.

19. **Location of Utilities.** Utilities shall be generally located so as to not interfere with the landscaping, berming and/or fencing concepts shown on the CDP/FDP adjacent to Historic Sully Way and Centreville Road. The Applicant reserves the right to make minor modifications to such landscaping, berming and/or fencing concepts to reasonably

accommodate utilities, provided such relocated landscaping shall retain a generally equivalent number of plantings on, and shall continue to reflect the concepts illustrated on, the CDP/FDP. For all other areas of the Property, in the event that during site plan review for development of office uses on the Property any landscaping shown on the CDP/FDP cannot be installed in order to locate utilities, as determined by DPWES, then an area of additional landscaping generally consistent with that displaced shall be substituted at an alternate location on the Property, subject to approval by Urban Forestry, DPWES.

20. **Fairfax County Water Authority ("FCWA") Facilities.** If during site plan review it is determined necessary to relocate FCWA's 48-inch transmission main located on the Property due to land disturbance activities, the Applicant shall, at its own cost and subject to approval by the FCWA, relocate such transmission main. If such relocation activity is deemed necessary, the Applicant shall obtain FCWA approval for same prior to approval of the associated site plan for office development on the Property. Any such relocation shall be limited solely to permitted land disturbance activities conducted by the Applicant in association with the construction of office uses on the Property as depicted on the CDP/FDP.
21. **Fairfax County Architectural Review Board ("ARB").** In accordance with Section 7-204 of the Zoning Ordinance, solely with respect to development of uses located within the Sully Historic Overlay District boundary on the Property, the Applicant shall submit applications to the ARB (i) for review and recommendation, for all site plans and grading permits; (ii) for review and approval prior to issuance of any sign permits, and any building permit for the erection, construction, reconstruction, exterior rehabilitation, remodeling, and/or alteration of, or additions (limited to additions to buildings and accessory structures visible from the public right-of-way or a contributing historic property) to structures within the SHOD.
22. **Architectural Elevations.** Building elevations shall be generally consistent in character and materials, as to architectural style and quality, with the conceptual elevations attached to these Proffers as **Exhibit A** and the Materials Board attached to these Proffers as **Exhibit B**, as determined by DPWES, and subject to approval by the ARB of those elevations within ARB jurisdiction in accordance with Proffer 21 above.
23. **East Garage Treatment.** The southeast façade of the East Garage shall be screened through the utilization of green screen or other design feature(s) for the purpose of softening its visual impact from the public right-of-way and adjacent communities.
24. **Energy Efficiency.** All buildings shall be built to United States General Services Administration (GSA) Standards for Sustainable Design (currently minimum of the U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design—Core and Shell (LEED®-CS) Silver certification). The applicant will include, as part of the site plan submission, a statement certifying that a LEED®-accredited professional is a member of the design team, and that the LEED®-accredited professional is working with the team to incorporate sustainable design elements and innovative technologies into the project with a goal of having the project attain LEED® certification.

Prior to building plan approval for each respective office building to be constructed on the Property, the Applicant shall submit documentation to Fairfax County DPZ ("DPZ") that such respective office building has been registered with the most current version of the USGBC LEED®-CS rating system for certification and that LEED® Silver precertification under such Core and Shell rating system has been attained for such building. Within twelve (12) months after issuance of a Non-RUP for any office building to be constructed on the Property, the Applicant shall submit documentation to DPZ that such building has been awarded LEED® Silver certification (because the Tenant for the contemplated office complex is requiring LEED® Silver). Should certification in accordance with this Proffer of any such office building under the LEED® rating system be unreasonably delayed by others through no fault of the Applicant, the Zoning Administrator may agree to a later date for providing documentation of such certification to DPWES.

25. **Lighting.** All lighting, including signage, shall be provided in accordance with the requirements of Section 14-900 of the Zoning Ordinance, and in accordance with Section 7-200 (SHOD) of the Zoning Ordinance for those portions of the Property located within the SHOD. The maximum height for parking lot lights shall be twenty-five (25) feet, measured from the grade at the base of each such light to the top of the fixture. Said maximum height may be increased by the Zoning Administrator upon demonstration by the Applicant of a need to satisfy Tenant lighting requirements.
26. **Stormwater Management.** In accordance with County engineering requirements and subject to approval by DPWES of any waivers and/or modifications that may be requested in association with any site plan submission for development of office uses on the Property, a stormwater management/Best Management Practice ("SWM/BMPs") facility shall be provided on-site generally in the location depicted on the CDP/FDP (the "SWM/BMP Pond"). The Applicant may utilize alternative measures, including innovative BMPs, as supplemental designs at the time of site plan submission for office development on the Property, subject to the approval of DPWES.
 - A. In order to restore, as nearly as practicable, a natural appearance to the proposed SWM/BMP Pond, the landscape plan submitted, as part of the first and all subsequent submissions of the site plan for the SWM/BMP Pond, shall show the restrictive planting easement for the pond and the maximum feasible amount of landscaping that reasonably will be allowed in the planting areas of the pond outside of that restrictive planting easement, in keeping with the planting policies of Fairfax County, as determined by Urban Forestry, DPWES. The Applicant shall install said landscaping in accordance with said plan, subject to DPWES and Urban Forestry approval.
 - B. The SWM/BMP Pond shall be constructed in the general location shown on the development plan and in accordance with all applicable PFM design requirements, as determined by DPWES. An increase in the amount of clearing and/or grading for this facility from that shown on the development plan (to include clearing and grading associated with any spillways, outfall pipes, and/or maintenance roads) shall be permitted only if the following conditions are met:

- i. The increase is required to meet PFM requirements as determined by DPWES;
- ii. The change is in substantial conformance with the development plan and proffers;
- iii. The additional area needed for the facility is accommodated without any reduction in non-stormwater management open space, tree save and/or landscaping area on the Property; and
- iv. Any vegetation required to be removed shall be compensated for by a proportionate amount of vegetative plantings as approved by UFM.

If it is determined that additional clearing and/or grading is required and such does not meet those criteria, a PCA shall be required.

C. Prior to site plan approval for the initial phase of office development on the Property, the Applicant shall execute an agreement with Fairfax County in a form acceptable to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of all elements of the SWM/BMP facilities installed on the Property. The SWM Agreement shall require regular routine maintenance of such SWM/BMP facilities by the Applicant and shall make provisions for Fairfax County inspection of such SWM/BMP facilities.

27. **Historical Marker.** Prior to final bond release for the initial phase of office development on the Property, the Applicant shall fund the cost of and erect a historical marker within the Centreville Road right-of-way, subject to VDOT approval, within close proximity to the historically significant area associated with the former "Turley Hall" plantation house. Should VDOT not permit the installation of the historical marker within the public right-of-way, the Applicant shall install such historical marker on the Property adjacent to the public right-of-way, but outside of the perimeter fence shown on the CDP/FDP, in a location that avoids conflicts with landscaping and/or berming treatments shown on the CDP/FDP. The final location, design and text of said marker shall be determined in consultation with the Sully District Supervisor and the Fairfax County History Commission and in accordance with the History Commission's recommended guidelines and treatment for historical markers when developed.

28. **Cemeteries.** To protect, during construction activities, the two cemeteries located on the Property as shown on the CDP/FDP, prior to the initiation of clearing and grading the Applicant shall install temporary fencing as follows around the perimeter of each cemetery in a location to be determined by the Applicant in consultation with the Cultural Resource Management and Protection Section of the Fairfax County Park Authority: 4-foot tall, 14-gauge welded wire, attached to 6-foot steel posts driven 18 inches into the ground and placed no further than 10 feet apart. Said temporary fencing shall be removed after completion of construction in the immediate area of the respective cemetery, at which time the Applicant shall provide, around each respective cemetery, a

three (3) foot tall, decorative fence, perimeter landscaping, and a historical marker commemorating such cemetery. The Applicant shall coordinate the ultimate location, design and text of each marker with the Fairfax County History Commission. Family members and representatives of, or researchers or historians approved by, the Fairfax County History Commission shall be provided access to the cemeteries subject to pre-authorization in accordance with established visitor protocol for the Property. Maintenance of the cemeteries shall be provided by the Applicant and in accordance with the History Commission's recommended guidelines and treatment for historical markers when developed.

29. **History Commission Contact Information.** Prior to issuance of the Non-RUP for the initial office building on the Property, the Applicant shall provide to the Fairfax County History Commission contact information for the Applicant or the entity managing the Property for purposes of scheduling access to the cemeteries in accordance with Proffer 28.
30. **Historic Sully Contact Information.** Prior to issuance of the non-RUP for the initial office building on the Property, the Applicant shall provide contact information to Sully Historic Site for the Applicant or the entity managing the Property for purposes of coordinating communication regarding issues of mutual interest between said parties.
31. **Construction Vehicles.** Construction vehicles travelling to or from the Property shall be prohibited from using Franklin Farm Road and Lees Corner Road.
32. **Federal Aviation Administration (FAA) Regulation.** The Applicant shall construct buildings and improvements on the Property in accordance with applicable FAA regulations.
33. **Escalation.** All monetary contributions required by these Proffers shall be adjusted for inflation, in conformance with the Consumer Price Index, occurring subsequent to the date of subject rezoning approval and up to the date of payment of the respective contribution.
34. **Density Credit.** All intensity of use attributable to land areas dedicated and/or conveyed to the Board of Supervisors, or any other County and/or Virginia agency, at the Applicant's expense pursuant to these Proffers shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to the residue of the Property.
35. **Severability.** Any portion of the Property may be the subject of a PCA, CDPA and/or FDPA without joinder and/or consent of the other portions, if such PCA, CDPA and/or FDPA does not have any material adverse effect on such other portion. Previously approved proffered conditions or development conditions applicable to the portion(s) not the subject of such a PCA, CDPA, and/or FDPA shall otherwise remain in full force and effect.

36. **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 the Proffer Statement appear on each counterpart of this Proffer Statement. All counterparts of this Proffer Statement shall collectively constitute a single instrument.
37. **Successors and Assigns.** Each reference to "Applicant" in this Proffer Statement shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest, assigns, and/or developer(s) of the Property or any portion of the Property.

[SIGNATURES ON FOLLOWING PAGE]

SULLY EAST L.C.

*Applicant and Title Owner of Parcels
34-2-((1))-2, 3A, 10A, 27, 35; Future title owner
upon abandonment of a portion of Barnsfield Road
Right-of-Way*

BY: MVP Management, LLC, Manager

By: 
Name: John M. Peterson
Title: Manager

SULLY EAST-CASSEL LC

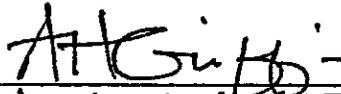
*Title Owner of Parcels 34-2-((1))-7, 8; Future title
owner upon abandonment of a portion of Barnsfield
Road Right-of-Way*

BY: MVP Management, LLC, Manager

By: 
Name: John M. Peterson
Title: Manager

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

*Title Owner of approximately 1.9918 acres of
Barnsfield Road Right-of-Way*

By: 
Name: ANTHONY H. GUFFIN
Title: COUNTY EXECUTIVE



County of Fairfax, Virginia

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

September 13, 2010

Corrected Letter

Jon M. Peterson
Sully East L.C.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

Re: Special Exception Amendment Application SEA 2003-SU-023
(Concurrent with Rezoning Application RZ 2009-SU-024 and Proffered Condition
Amendment Application PCA 2003-SU-035)

Dear Mr. Peterson:

At a regular meeting of the Board of Supervisors held on July 13, 2010, the Board approved Special Exception Amendment Application SEA 2003-SU-023 in the name of Sully East L.C. The subject property is located at 13800, 13850, 13900 and 13950 Barnsfield Road and 3318 Centreville Road on approximately 25.24 acres of land zoned PDC, PDH-16, HD and WS in the Sully District [Tax Map 34-2 ((1)) 2 pt., 3A pt. 10A pt., 27 pt. and 35 pt. and a portion of Barnsfield Road right-of-way to be vacated and/or abandoned]. The Board's action amends Special Exception Application SE 2003-SU-023, previously approved for an increase in building height to permit a reduction in land area pursuant to Section 9-607 of the Fairfax County Zoning Ordinance, by requiring conformance with the following development conditions which supersede all previous development conditions; conditions carried forward unchanged from previous approvals are marked with an asterisk (*):

1. This Special Exception Amendment is granted for and runs with the land indicated in this application and is not transferable to other land.*
2. This Special Exception Amendment is granted only for the purpose(s), structure(s) and/or use(s) indicated on the Special Exception Amendment Plat approved with the application, as qualified by these development conditions.*

Office of the Clerk to the Board of Supervisors
12000 Government Center Parkway, Suite 533
Fairfax, Virginia 22035

Phone: 703-324-3151 ♦ Fax: 703-324-3926 ♦ TTY: 703-324-3903

Email: clerktothebos@fairfaxcounty.gov

<http://www.fairfaxcounty.gov/bosclerk>

July 28, 2010

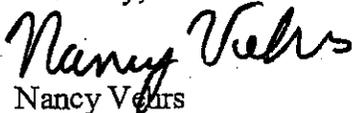
3. This Special Exception Amendment is subject to the provisions of Article 17, Site Plans, as may be determined by the Director, Department of Public Works and Environmental Services (DPWES). Any plan submitted pursuant to this special exception shall be in substantial conformance with the approved Special Exception Amendment Plat entitled "Special Exception Amendment for Dulles Discovery South", prepared by Urban, LTD. dated July, 2009 as revised through May 5, 2010, consisting of 18 sheets, and these conditions. Minor modifications to the approved special exception may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.

This approval, contingent on the above noted conditions, shall not relieve the applicant from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. The applicant shall be himself responsible for obtaining the required Non-Residential Use Permit through established procedures, and this Special Exception shall not be valid until this has been accomplished.

Pursuant to Section 9-015 of the Zoning Ordinance, this special exception shall automatically expire, without notice, thirty (30) months after the date of approval unless the use has been established or construction has commenced and been diligently prosecuted. If the project is phased, development of the initial phase shall be considered to establish the use for the entire development as shown herein. The Board of Supervisors may grant additional time to establish the use or to commence construction if a written request for additional time is filed with the Zoning Administrator prior to the date of expiration of the special exception. The request must specify the amount of additional time requested, the basis for the amount of time requested and an explanation of why additional time is required.

Please note that on July 27, 2010, the Board reaffirmed its actions taken on July 13, 2010.

Sincerely,



Nancy Veirs

Clerk to the Board of Supervisors

July 28, 2010

Cc: Chairman Sharon Bulova
Supervisor Catherine Hudgins, Hunter Mill District
Janet Coldsmith, Director, Real Estate Division, Dept. of Tax Administration
Regina Coyle, Director, Zoning Evaluation Division, DPZ
Diane Johnson-Quinn, Deputy Zoning Administrator, Dept. of Planning and Zoning
Angela K. Rodeheaver, Section Chief, Transportation, Planning Division
Ken Williams, Plans & Document Control, ESRD, DPWES
Department of Highways-VDOT
Sandy Stallman, Park Planning Branch Manager, FCPA
Charlene Fuhrman-Schulz, Development Officer, DHCD/Design Development Division
District Planning Commissioner
Karyn Moreland, Chief Capital Projects Sections, Dept. of Transportation

CONCEPTUAL/FINAL DEVELOPMENT PLAN
 PROFFER CONDITION AMENDMENT
 FOR
 DULLES DISCOVERY SOUTH
 SULLY DISTRICT
 FAIRFAX COUNTY, VIRGINIA
 RZ 2009-SU-024
 PCA 2003-SU-035

APPLICANT
 SULLY EAST L.C.
 12500 FAIR LAKES CIRCLE
 SUITE 400
 FAIRFAX, VA 22033

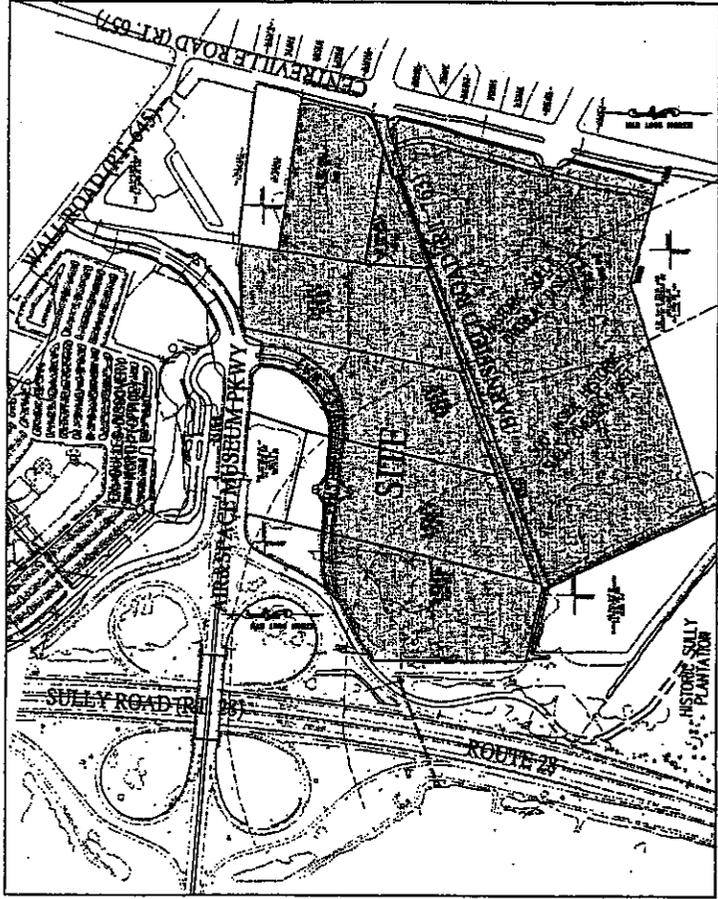
OWNERS
 SULLY EAST-CASSEL, LC
 SULLY EAST L.C.
 C/O THE PETERSON COMPANIES

ATTORNEY
 HUNTON & WILLIAMS, LLP
 1751 PRINCIPLE DRIVE
 SUITE 1700
 McLEAN, VA 22102
 CONTACT: FRANK MCDERMOTT

ARCHITECT
 WISNEWSKI BLAIR & ASSOCIATES, LTD.
 44 CANAL CENTER PLAZA
 SUITE 100
 ALEXANDRIA, VA 22314
 (703) 836-7766
 CONTACT: ARVIN FAROUHAR

CIVIL ENGINEER
 URBAN, LTD.
 4900 D TECHNOLOGY CT.
 CHANTILLY, VA 20151
 (703) 642-2306
 CONTACT: ROBERT BROWN

TRAFFIC ENGINEER
 Gotove/Slade Associates, Inc.
 3914 CENTREVILLE ROAD
 SUITE 300
 CHANTILLY, VA 20151
 (703) 767-9955
 CONTACT: CHAD BARD



VICINITY MAP
 SCALE: 1" = 200'

- SHEET INDEX**
1. COVER SHEET
 - 2-3. GENERAL NOTES
 4. EXISTING CONDITIONS AND SOILS MAP
 5. CONCEPTUAL/FINAL DEVELOPMENT PLAN
 6. PEDESTRIAN CIRCULATION PLAN
 7. S.W.M.-DRAINAGE INVOLE MAP
 8. EROSION MANAGEMENT PRACTICES (E.M.P.) PLAN
 - 9-11. TYPICAL ELEVATIONS
 - 11A. SHORT DISTANCE PLAN AND PROFILE
 12. EXISTING VEGETATION MAP
 13. LANDSCAPE PLAN
 14. LANDSCAPE COMPUTATIONS AND DETAILS
 - 14A. LANDSCAPE SECTIONS
 - 14B. LANDSCAPE DETAIL PLANS
 - 14C. PERIMETER SECURITY PLAN

REVISION APPROVED BY DIVISION OF DESIGN REVIEW				DATE: JULY 2009	SCALE: N/A
NO. DATE	DESCRIPTION			PROJECT: DULLES DISCOVERY SOUTH SULLY DISTRICT FAIRFAX COUNTY, VIRGINIA	SHEET: 14
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County of Fairfax, Virginia

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

March 18, 2011

Francis A. McDermott
 Hunton & Williams LLP
 1751 Pinnacle Drive, Suite 1700
 McLean, VA 22102

Re: Interpretation for RZ /FDP 2009-SU-024, Dulles Discovery South, Tax Map Numbers 34-2 ((1)) 2 pt., 3A, 7, 8, 10A, 27 pt., 35 pt.: Building Reorientation, Buffers, Landscaping, Security

Dear Mr. McDermott:

This is in response to your letter dated January 19, 2011, and follow-up letter dated January 21, 2011, requesting an interpretation of the proffers and Conceptual Development Plan (CDP) accepted by the Board of Supervisors in conjunction with the approval of RZ 2009-SU-024, the Final Development Plan (FDP) and development conditions approved by the Planning Commission with FDP 2009-SU-024, and the CDP condition approved by the Board of Supervisors in its reconsideration of the rezoning on July 27, 2010. As I understand it, you are asking if changes to the site based on the acquisition of Tax Map Parcel 34-2 ((1)) 6 ("Parcel 6") would be in substantial conformance with the proffers, CDP/FDP, and development conditions. Each question is addressed separately below. These determinations are based on your letters, both with attached exhibits, a "Proffer Interpretation Plan," and "Landscape Sections", prepared by Kimley-Horn and Associates, Inc., dated January 14, 2011, as revised through January 20, 2011, and a follow-up meeting held with you on February 15, 2011. Copies of the letters and relevant documents are attached for reference.

Rezoning RZ 2009-SU-024 was approved by the Board of Supervisors on July 13, 2010, subject to proffers. On July 27, 2010, the Board of Supervisors reconsidered and reaffirmed its July 13, 2010, approval, and added the following CDP Condition:

"Notwithstanding the limitations set forth in Proffer Paragraph 2, the footprint of "Building DD-South" may be rotated up to approximately ninety degrees from the orientation depicted on the CDP entitled 'Dulles Discovery South' (dated May 5, 2010), as reviewed and approved by the Zoning Administrator in consultation with the Sully District Supervisor, and in accordance with the following criteria: (i) the minimum setback from the Centreville Road right-of-way is not reduced from the 275

Department of Planning and Zoning
 12055 Government Center Parkway, Suite 801
 Fairfax, Virginia 22035-5509
 Phone 703 324-1290
 FAX 703 324-3924
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 Integrity * Teamwork * Public Service

feet depicted on CDP Sheet 3; (ii) the minimum amount of open space provided on the CDP is not reduced; (iii) the height, gross square feet and footprint of Building DD-South is not enlarged; (iv) no change is made to perimeter landscaping and streetscaping along Centreville Road; and (v) the plan shall be presented to the Franklin Farm Foundation for review and comment prior to the submission of the site plan for the rotated building option if it is selected."

Your first question is whether the proposed re-orientation of Building DD-South satisfies the five criteria listed in the July 27, 2010 CDP condition and would be in substantial conformance with the proffers, CDP/FDP, and development conditions. The Proffer Interpretation Plan shows Building DD-South rotated approximately 90 degrees and maintains a minimum setback of 275 feet from Centreville Road. The building re-orientation does not reduce the amount of open space provided, and the height and gross square footage of the building are not enlarged as a result of the building rotation. While the perimeter landscaping and streetscaping are proposed to be modified, the redesign allows additional buffering and planting, which further screens the site from Centreville Road. As stated in your letter, you presented these changes to the Franklin Farm Foundation Board and membership for review and comment on October 20, 2010, which was prior to the filing of the site plan. It is my determination that the proposed re-orientation of Building DD-South as described above is in substantial conformance with the proffers, CDP/FDP, and development conditions.

The second question is whether the elimination of the truck turnaround at the Secondary Site Entrance and replacement of it with a Material Inspections Facility (MIF), a one-story security building, would be in substantial conformance with the proffers, CDP/FDP, and development conditions. You have indicated that the elimination of the truck turn-around significantly reduces the amount of pavement and increases the area available for landscaping and berms along the Centreville Road frontage, between Lees Corner Road and Franklin Farm Road. The MIF is an accessory building, approximately 8100 square feet in size. One thousand five hundred square feet will be office use, including restrooms, work stations, and a small supervisory office area. The remaining square footage will be used for delivery vehicle load inspection, staging, and loading onto government vehicles, which will have access to the secure side of the complex. The building will have a maximum height of 22 feet. The addition of the MIF will reduce the square footage of the central plant shown on the CDP/FDP by 8100 square feet; therefore, there are no changes to the approved FAR. You have indicated that for security purposes the MIF must be located outside the security fencing and a minimum of 300 feet from the occupied structure, which, based on these engineering requirements, places it at the perimeter of the site. The MIF is not a new use; rather, it is accessory to the secure office complex. As the site was further engineered, design changes were necessary to meet federal standards. It is my determination that the elimination of the truck turnaround and replacement with the proposed MIF is in substantial conformance with the proffers, CDP/FDP, and development conditions.

The third question is whether the widening and enhancement of the transitional screening and buffer yard along Centreville Road, as shown on the submitted Interpretation Plan and Landscape Sections, would be in substantial conformance with the proffers, CDP/FDP, and development conditions. As you have stated, the reorientation of Building DD-South will allow additional buffers, berming, and planting along Centreville Road. The height of the berms on the site will be increased from 3-5 feet to 5-8 feet, and in some places will exceed 10 feet. It is my determination that these proposed landscape modifications are in substantial conformance with the proffers,

Francis A. McDermott

Page 3

CDP/FDP, and development conditions, subject to final approval by Urban Forest Management, DWPES.

The fourth question is whether the relocation of the perimeter security fence along Centreville Road inward to the site, to the far western side of the landscape berm, would be in substantial conformance with the proffers, CDP/FDP, and development conditions. You indicate that the proposed relocation of the fence is allowed by the elimination of the truck turnaround and the widening of the buffer area, as previously discussed in this letter. The relocation of the fence allows trees to be located along the fence and Centreville Road, which was not possible with the previous design as shown on the CDP/FDP. It is my determination that the relocation of the perimeter security fence to the location as shown, is in substantial conformance with the proffers, CDP/FDP, and development conditions.

The final question is whether relocating portions of the site ring road, parking, security fence, five-foot wide planting area and eight-foot wide trail from the northeastern property line onto adjacent Parcel 6, would be in substantial conformance with the proffers, CDP/FDP, and development conditions. As you have described it, the relocation of these elements provides the same function as that shown on the CDP/FDP. Contemporaneous with the approval of the rezoning, you successfully acquired Parcel 6, and requested that the Board of Supervisors reconsider and reaffirm its decision on RZ 2009-SU-024. With the reconsideration, the Board approved a CDP development condition which allows the rotating of building DD South onto Parcel 6. The rotating of building DD South onto Parcel 6 changes the layout of the parking, but does not increase the amount of parking provided from that shown on the CDP. As I understand it, a unified site plan will be filed for this development. It is my determination that the proposed relocation of the parking, road, fence, planting and trail would be in substantial conformance with the proffers, CDP/FDP, and development conditions, provided Parcel 6 permanently remains an integrated part of the approved development.

These determinations have been made in my capacity as the duly authorized agent of the Zoning Administrator and address only the issues presented herein. If you have any questions regarding this interpretation, please feel free to contact Suzie Zottl at (703) 324-1290.

Sincerely,



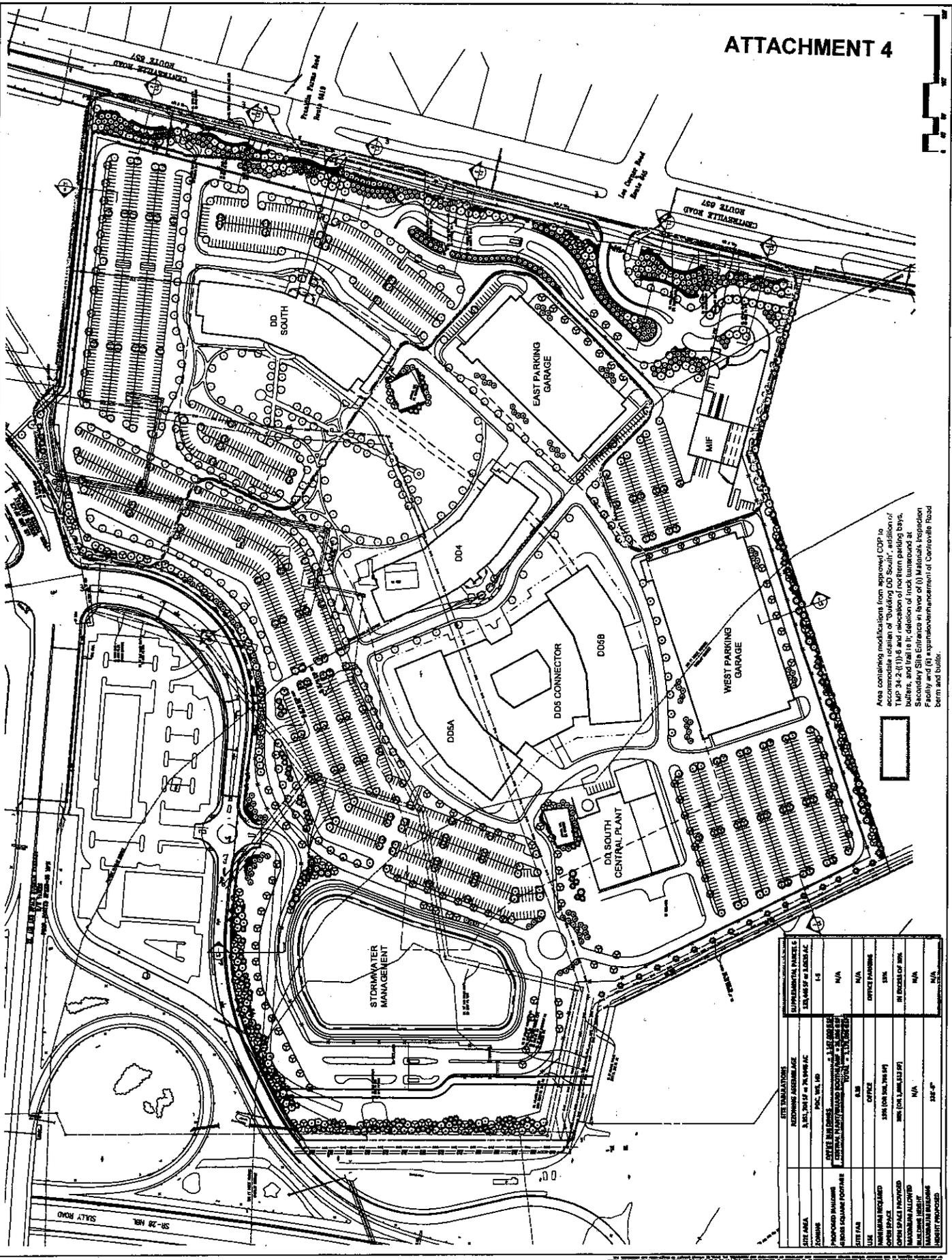
Barbara C. Berlin, AICP, Director
Zoning Evaluation Division, DPZ

N:\ACTION ASSIGNMENTS\PI DD SOUTH\PI- DULLES DISCOVERY SOUTH.DOC

Attachments: A/S

Cc: Michael Frey, Supervisor, Sully District

ATTACHMENT 4



Area containing modifications from approved COP to accommodate relocation of Building DD South, addition of TMP 3A-2-(1)-5 and relocation of northern parking bays, buffers, and trail is in; deletion of truck turnaround at Secondary Site Entrance in favor of (1) Materials Inspection Facility and (2) improvement/management of Centerville Road berm and buffer.

ITEM	DESCRIPTION	STATUS
1	CONSTRUCTION ASSEMBLY	PRELIMINARY PLAN
2	CONSTRUCTION ASSEMBLY	PRELIMINARY PLAN
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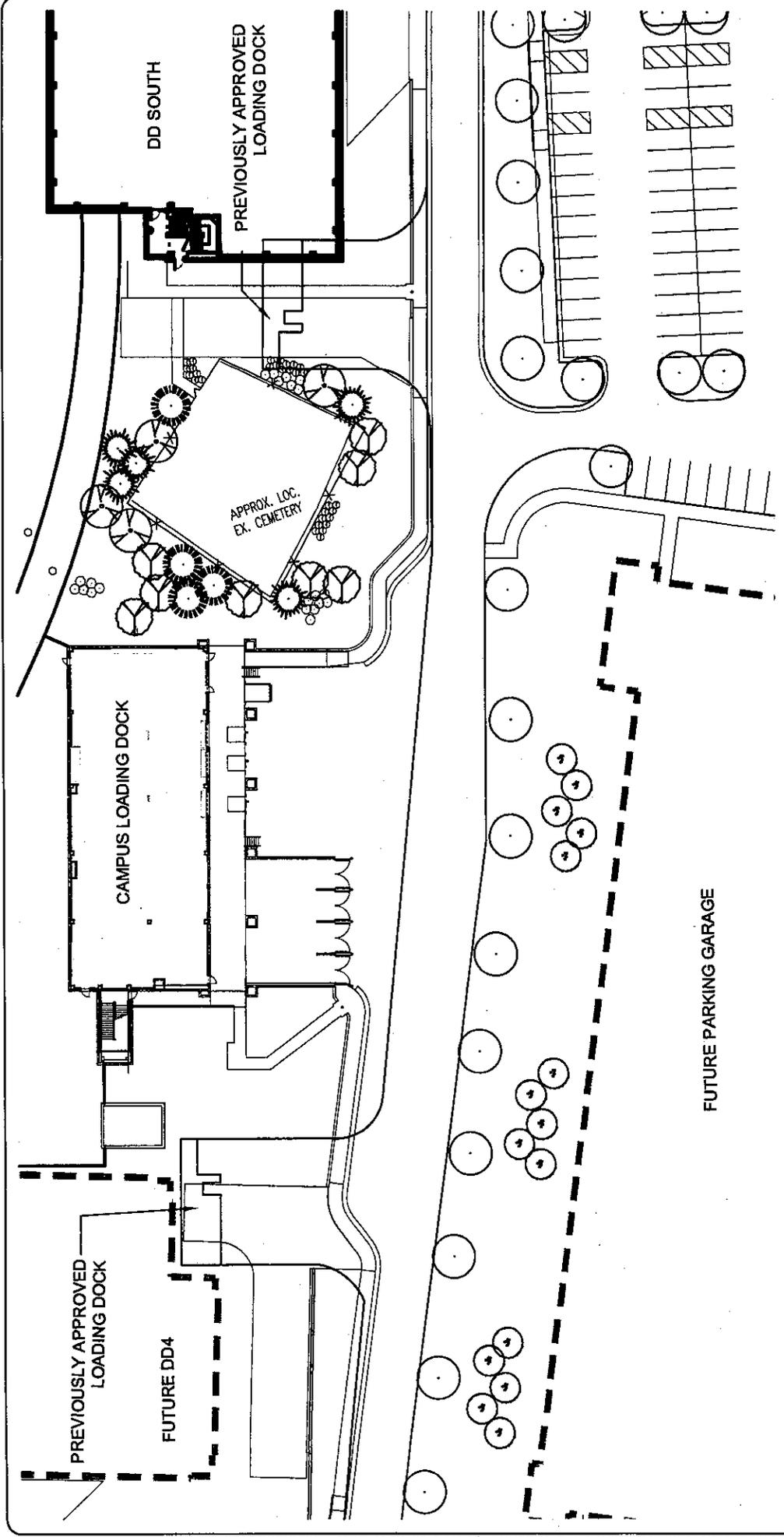
DULLES DISCOVERY SOUTH
Fairfax County, VA

CAMPUS LOADING DOCK RENDERING
12.21.2011

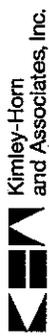
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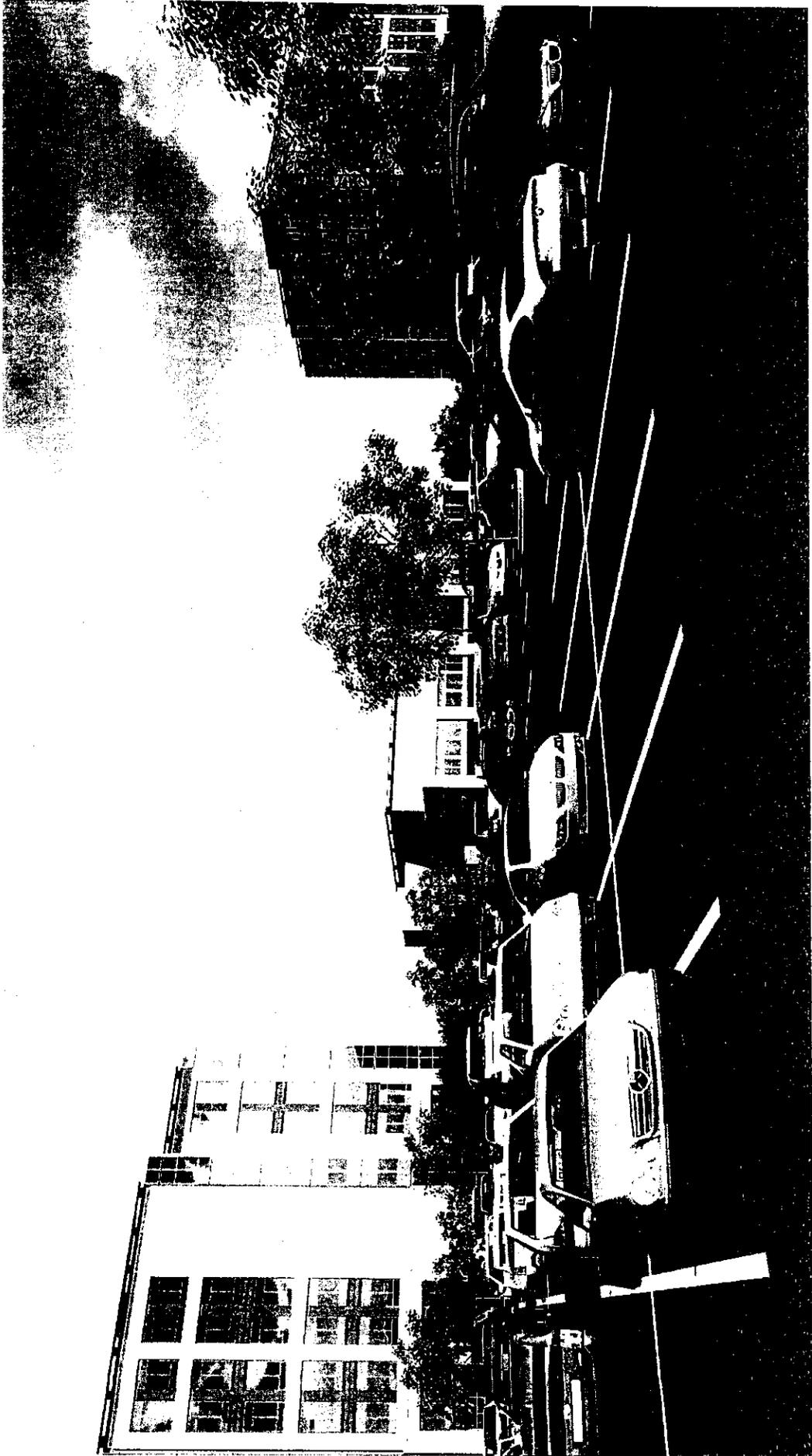
PROFFER INTREPRETATION PLAN:
 EXHIBIT OF APPROVED/PROPOSED
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 01.23.2012 Scale: 1"=40'



DULLES DISCOVERY SOUTH
 Fairfax County, VA

The Peterson Companies

\\NVA_LMP\110272001 DD South Office\CAD\Facilities\Interpretation\272001\Interp Cl.dwg, Layout11x17 Landscape Jan 24, 2012 even.smith
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DULLES DISCOVERY SOUTH
VIEW FROM PARKING LOT
MARCH 7, 2012





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WISENENSKI BLAU
& ASSOCIATES, L.P.
10000 WOODBRIDGE DRIVE
DULLES, VA 20146
TEL: 703-271-1000
WWW.WBA-VA.COM



Kemper-Horn
and Associates, Inc.
10000 WOODBRIDGE DRIVE
DULLES, VA 20146
TEL: 703-271-1000
WWW.KH-VA.COM



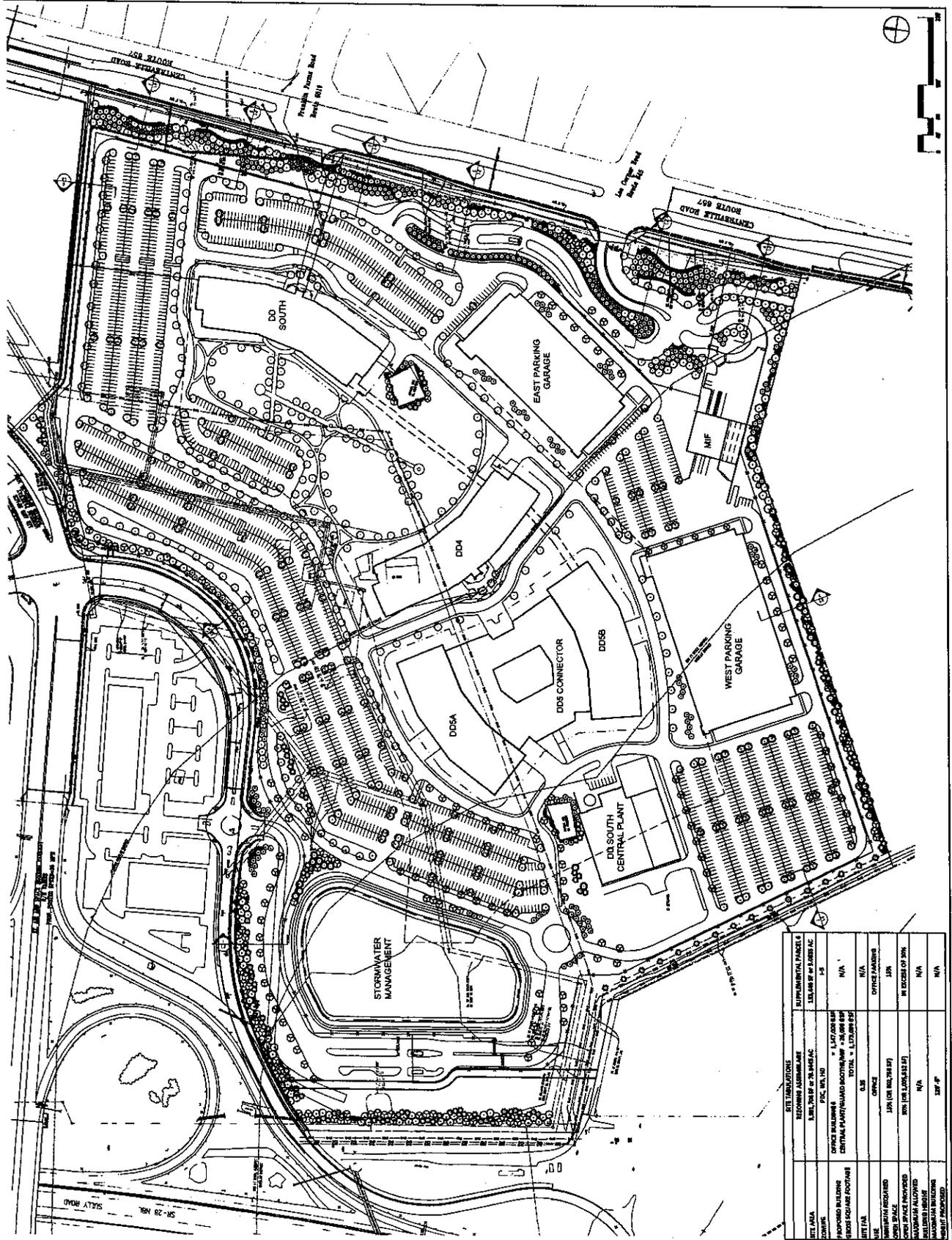
PROFER INTERPRETATION PLAN

DULLES DISCOVERY SOUTH
FAIRFAX COUNTY, VIRGINIA

DATE: 08/14/13
SCALE: AS SHOWN
PROJECT NO: 13-00000000-0000

DATE	08/14/13
SCALE	AS SHOWN
PROJECT NO	13-00000000-0000

DATE	08/14/13
SCALE	AS SHOWN
PROJECT NO	13-00000000-0000

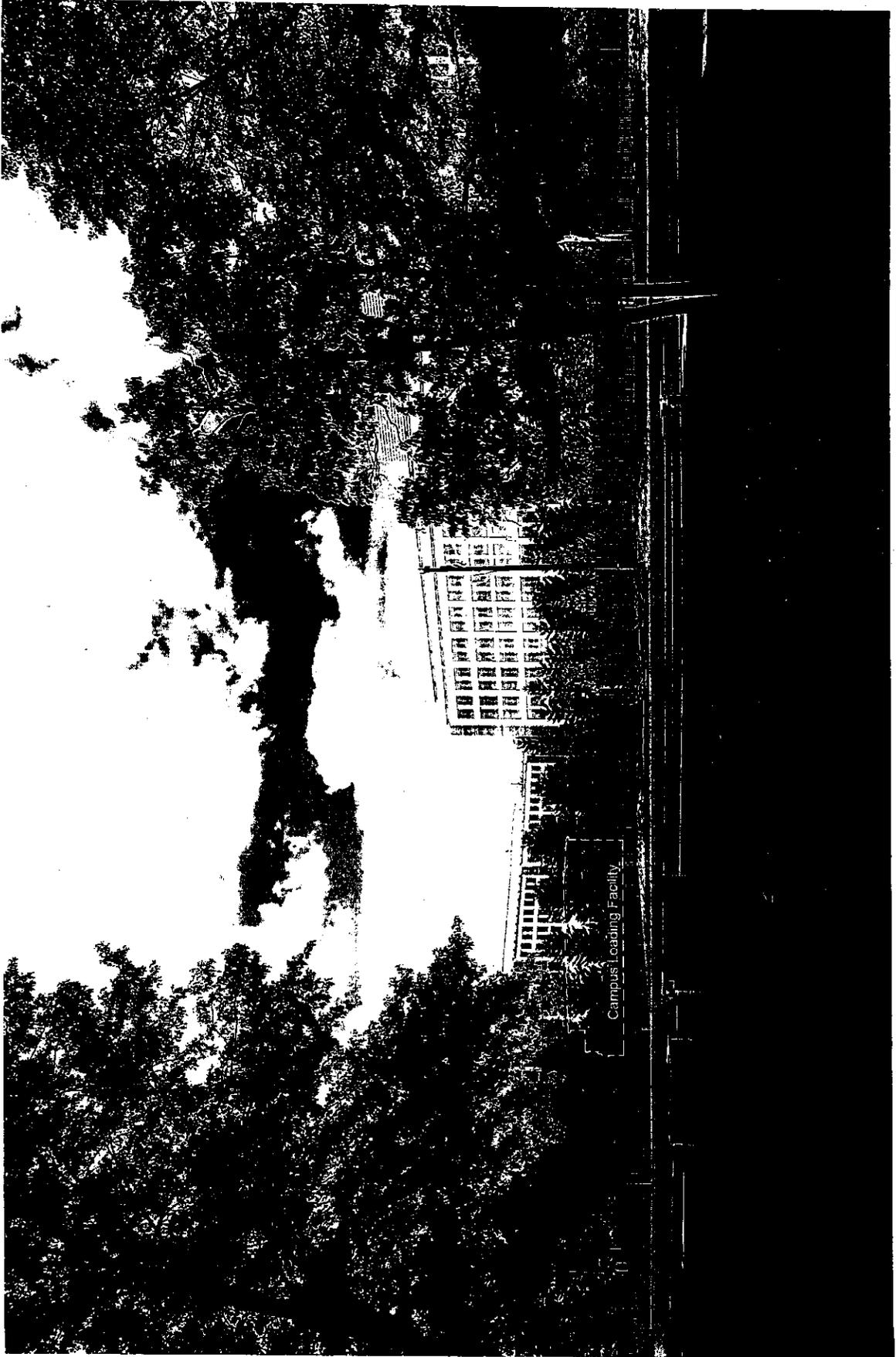


ITEM	DESCRIPTION	QUANTITY	UNIT	REMARKS
1	STORMWATER MANAGEMENT	1	AREA	1.5 AC
2	PARKING GARAGE (EAST)	1	AREA	1.5 AC
3	PARKING GARAGE (WEST)	1	AREA	1.5 AC
4	OFFICE BUILDING (D00 SOUTH)	1	AREA	1.5 AC
5	OFFICE BUILDING (D04)	1	AREA	1.5 AC
6	OFFICE BUILDING (D05A)	1	AREA	1.5 AC
7	OFFICE BUILDING (D05 CONNECTOR)	1	AREA	1.5 AC
8	OFFICE BUILDING (D05B)	1	AREA	1.5 AC
9	OFFICE BUILDING (D06 SOUTH CENTRAL PLANT)	1	AREA	1.5 AC
10	LANDSCAPE	1	AREA	1.5 AC
11	STREET LIGHTS	1	AREA	1.5 AC
12	UTILITIES	1	AREA	1.5 AC
13	CONCRETE	1	AREA	1.5 AC
14	ASPHALT	1	AREA	1.5 AC
15	PAVING	1	AREA	1.5 AC
16	LANDSCAPING	1	AREA	1.5 AC
17	UTILITIES	1	AREA	1.5 AC
18	CONCRETE	1	AREA	1.5 AC
19	ASPHALT	1	AREA	1.5 AC
20	PAVING	1	AREA	1.5 AC
21	LANDSCAPING	1	AREA	1.5 AC
22	UTILITIES	1	AREA	1.5 AC
23	CONCRETE	1	AREA	1.5 AC
24	ASPHALT	1	AREA	1.5 AC
25	PAVING	1	AREA	1.5 AC
26	LANDSCAPING	1	AREA	1.5 AC
27	UTILITIES	1	AREA	1.5 AC
28	CONCRETE	1	AREA	1.5 AC
29	ASPHALT	1	AREA	1.5 AC
30	PAVING	1	AREA	1.5 AC
31	LANDSCAPING	1	AREA	1.5 AC
32	UTILITIES	1	AREA	1.5 AC
33	CONCRETE	1	AREA	1.5 AC
34	ASPHALT	1	AREA	1.5 AC
35	PAVING	1	AREA	1.5 AC
36	LANDSCAPING	1	AREA	1.5 AC
37	UTILITIES	1	AREA	1.5 AC
38	CONCRETE	1	AREA	1.5 AC
39	ASPHALT	1	AREA	1.5 AC
40	PAVING	1	AREA	1.5 AC
41	LANDSCAPING	1	AREA	1.5 AC
42	UTILITIES	1	AREA	1.5 AC
43	CONCRETE	1	AREA	1.5 AC
44	ASPHALT	1	AREA	1.5 AC
45	PAVING	1	AREA	1.5 AC
46	LANDSCAPING	1	AREA	1.5 AC
47	UTILITIES	1	AREA	1.5 AC
48	CONCRETE	1	AREA	1.5 AC
49	ASPHALT	1	AREA	1.5 AC
50	PAVING	1	AREA	1.5 AC
51	LANDSCAPING	1	AREA	1.5 AC
52	UTILITIES	1	AREA	1.5 AC
53	CONCRETE	1	AREA	1.5 AC
54	ASPHALT	1	AREA	1.5 AC
55	PAVING	1	AREA	1.5 AC
56	LANDSCAPING	1	AREA	1.5 AC
57	UTILITIES	1	AREA	1.5 AC
58	CONCRETE	1	AREA	1.5 AC
59	ASPHALT	1	AREA	1.5 AC
60	PAVING	1	AREA	1.5 AC
61	LANDSCAPING	1	AREA	1.5 AC
62	UTILITIES	1	AREA	1.5 AC
63	CONCRETE	1	AREA	1.5 AC
64	ASPHALT	1	AREA	1.5 AC
65	PAVING	1	AREA	1.5 AC
66	LANDSCAPING	1	AREA	1.5 AC
67	UTILITIES	1	AREA	1.5 AC
68	CONCRETE	1	AREA	1.5 AC
69	ASPHALT	1	AREA	1.5 AC
70	PAVING	1	AREA	1.5 AC
71	LANDSCAPING	1	AREA	1.5 AC
72	UTILITIES	1	AREA	1.5 AC
73	CONCRETE	1	AREA	1.5 AC
74	ASPHALT	1	AREA	1.5 AC
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77	UTILITIES	1	AREA	1.5 AC
78	CONCRETE	1	AREA	1.5 AC
79	ASPHALT	1	AREA	1.5 AC
80	PAVING	1	AREA	1.5 AC
81	LANDSCAPING	1	AREA	1.5 AC
82	UTILITIES	1	AREA	1.5 AC
83	CONCRETE	1	AREA	1.5 AC
84	ASPHALT	1	AREA	1.5 AC
85	PAVING	1	AREA	1.5 AC
86	LANDSCAPING	1	AREA	1.5 AC
87	UTILITIES	1	AREA	1.5 AC
88	CONCRETE	1	AREA	1.5 AC
89	ASPHALT	1	AREA	1.5 AC
90	PAVING	1	AREA	1.5 AC
91	LANDSCAPING	1	AREA	1.5 AC
92	UTILITIES	1	AREA	1.5 AC
93	CONCRETE	1	AREA	1.5 AC
94	ASPHALT	1	AREA	1.5 AC
95	PAVING	1	AREA	1.5 AC
96	LANDSCAPING	1	AREA	1.5 AC
97	UTILITIES	1	AREA	1.5 AC
98	CONCRETE	1	AREA	1.5 AC
99	ASPHALT	1	AREA	1.5 AC
100	PAVING	1	AREA	1.5 AC



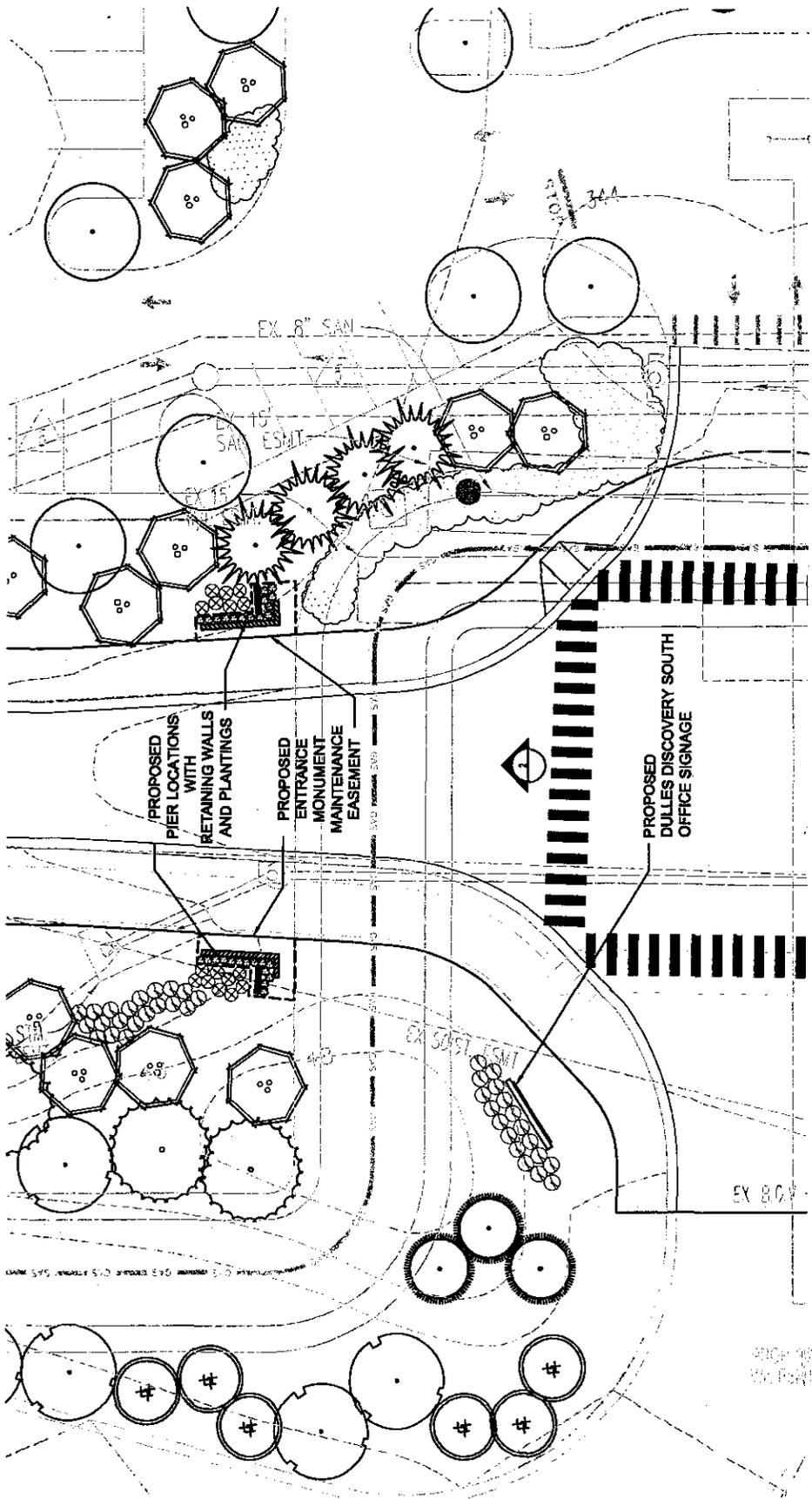
DULLES DISCOVERY SOUTH
VIEW FROM CENTREVILLE ROAD
MARCH 7, 2012





DULLES DISCOVERY SOUTH
VIEW FROM CENTREVILLE ROAD
MARCH 7, 2012





1 PLAN VIEW
Scale: 1" = 20'-0"

SULLY HISTORIC SITE
Fairfax County, Virginia

The Peterson Companies

**ENTRANCE MONUMENT
PLAN**

05.21.2012

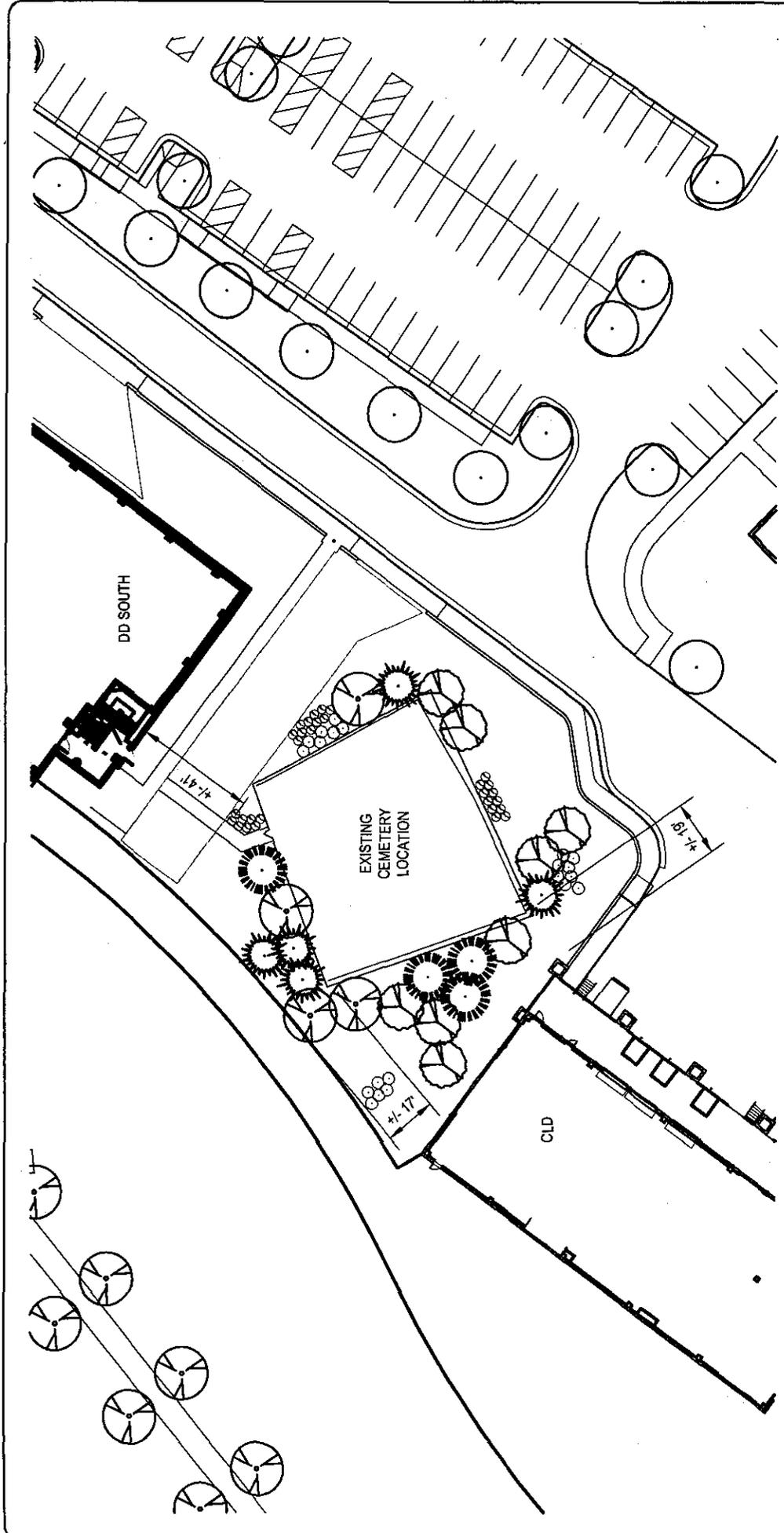
Scale: 1" = 20'-0"



Kimley-Horn
and Associates, Inc.

Attachment 15(A)
(Revised 5/23/12)

R:\VA_L\PL\110257007 00 South, North Interp, PierLocations.dwg, Layout (1) Pier Location (2) May 21, 2012 eam.smith
THIS DOCUMENT, TOGETHER WITH THE CONDITIONS AND GENERAL PROVISIONS HEREON, IS AN INSTRUMENT OF SERVICE, IS INTENDED ONLY FOR THE SPECIFIC PURPOSE AND CLIENT FOR WHICH IT WAS PREPARED, NONE OR ANY IMPROPER RELIANCE ON THIS DOCUMENT WITHOUT WRITTEN AUTHORIZATION AND ADAPTATION BY KIMLEY-HORN AND ASSOCIATES, INC. SHALL BE WITHOUT LIABILITY TO KIMLEY-HORN AND ASSOCIATES, INC.



CEMETERY LANDSCAPE ENLARGEMENT

05.23.2012 Scale: 1"=20'



DULLES DISCOVERY SOUTH
Fairfax County, VA

The Peterson Companies

R:\VA_LAMP\11027001 DD South Office\CAD\Exhibit\Interpretation\272001_Interp_Exhibit.dwg, Layout:Cemetery Enlargement, May 23, 2012, ead.smith
 XREFS: K272001.dwg, K272001.dwg, K272001.dwg, K272001.dwg
 THIS DOCUMENT, INCLUDING THE CONTENTS AND DESIGN REPRESENTED HEREIN, IS INTENDED ONLY FOR THE SPECIFIC PURPOSE AND CLIENT FOR WHICH IT WAS PREPARED. NOISE AND VIBRATION RELIANCE ON THIS DOCUMENT WITHOUT WRITTEN AUTHORIZATION AND ADAPTATION BY KIMLEY-HORN AND ASSOCIATES, INC. SHALL BE WITHOUT LIABILITY TO KIMLEY-HORN AND ASSOCIATES, INC.



February 1, 2012

VIA E-MAIL: Pdunn@Petersoncos.com

Mr. Peter E. Dunn
Vice President
The Peterson Companies
12500 Fair Lakes Circle, Suite 400
Fairfax, Virginia 222033

RE: Dulles Discovery South (WSSI #4468.10)

Dear Mr. Dunn:

This letter is based upon the information contained within the plan (prepared by Urban Engineering, Ltd. and dated July 27, 2011) provided by you via e-mail on January 31, 2012 and information contained within the 1996 cemetery delineation report by Thunderbird Archeological Associates, Inc.

In response to your conversation with Michael Rolband of our office on January 30, 2012, the following presents our recommendations for procedures to avoid disturbance of the cemeteries contained within the Dulles Discovery. **Please note that these recommendations should be followed for both the Turley Family Cemetery (site 44FX1219) and the Turley Slave Cemetery (DHR 053-6064) as the limits of clearing appear to be very close to both cemeteries.**

- 1) The July 27, 2012 drawings indicate that the cemetery limits are approximate. You should confirm that the rebar marking the cemetery boundaries were surveyed in the same coordinate system as the site plan and provide an exact cemetery location on the drawings. If not, they need to be surveyed.
- 2) The Limits of Clearing (LOC) should be surveyed and flagged in the field by the site engineer's surveyors.
- 3) An independent archeologist should verify that the surveyed LOC is outside of the cemetery limits.
- 4) Any excavation proposed within a plane that is closer than the surveyed 15 feet plus the depth of the excavation should have an excavation plan or narrative prepared or approved by the site geotechnical engineer. This excavation plan or narrative should confirm that the excavation will be stable and will not cause significant, i.e. greater than 1", land movement in the cemetery and the adjacent 15 foot wide buffer. If shoring or other ground stabilization will be necessary to

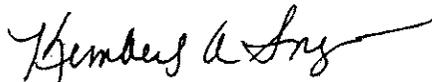
achieve this result, the geotechnical engineer should specify such practice and said engineer should inspect the installation.

- 5) Either permanent or portable chain link fence should be installed along the cemetery boundaries and inspected by an archeologist.
- 6) An archeologist should monitor the initial ground disturbance in close proximity to the cemetery. This monitoring should include the initial cut closest to the cemetery and continue until a distance of 50 feet from the cemetery boundary.

The practices outlined above should meet all historic resource protection requirements in Fairfax County¹ and ensure that the cemetery is adequately protected during construction activities.

If you have any questions or wish to discuss this further, please do not hesitate to contact me at (703) 679-5614 or ksnyder@wetlandstudies.com.

Sincerely,
WETLAND STUDIES AND SOLUTIONS, INC.



Kimberly A. Snyder
Vice President, Archeology Division

cc: Andrew Gault, The Peterson Companies
Michael Rolband, WSSI
Ian Smith, WSSI
Daniel Lucey, WSSI
Mark Headly, WSSI
Amy Tobias, WSSI
Daniel Fisk, WSSI
Roy Van Houten, WSSI

¹ Unlike Prince William County which has specific ordinance requirements, Fairfax County does not specify a buffer a requirement in their ordinances.