County of Fairfax, Virginia

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

September 26, 2007

Keith Turner
WEST*Group Management, LLC
1600 Anderson Road
McLean, Virginia 22102-1609

RE: Proffered Condition Amendment Application PCA 92-P-001-06

Dear Mr. Turner:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on September 24, 2007, approving Proffered Condition Amendment Application PCA 92-P-001-06 in the name of WEST*Group Properties, LLC. The Board's action amends the proffers for Rezoning Application RZ 92-P-001, previously approved for office development, to permit modification to approved plan tabulations (create new land bays) with no new construction with an overall Floor Area Ratio (FAR) of 0.65. The subject property is located on the south side of Dolley Madison Boulevard, east and west sides of Old Meadow Road on approximately 31.25 acres of land zoned C-3 and HC [Tax Map 29-4 ((6)) 95C, 96A, 97C, 99B, 101A, 102, 105, 106, and 107], in the Providence District, and is subject to the proffers dated August 3, 2007.

Sincerely,

Nancy Vehrs

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

Office of 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

THIS PAGE IS INTENTIONALLY BLANK

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 24th day of September, 2007, the following ordinance was adopted.

AN ORDINANCE AMENDING THE ZONING ORDINANCE PROFFERED CONDITION AMENDMENT PCA 92-P-001-06

WHEREAS, WEST*Group Properties, LLC filed in the proper form an application to amend the proffers for RZ 92-P-001 hereinafter described, by amending conditions proffered and accepted pursuant to Virginia Code Ann. 15.2-2303(a), 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 Providence District, and more particularly described as follows (see attached legal description):

Be, and hereby is further restricted by the amended conditions proffered and accepted pursuant to Virginia Code Ann., 15.2-2303(a), which conditions are incorporated into the Zoning Ordinance as it affects 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 parcels.

GIVEN under my hand this 24th day of September, 2007.

Nancy Vehrs

Nancy Vehrs
Clerk to the Board of Supervisors

WEST*GROUP PROPERTIES LLC
PCA 92-P-001-6
August 3, 2007

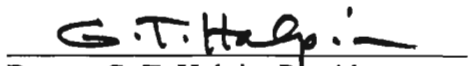
Pursuant to 15.2-2303(a) of the *Code of Virginia* 1950 as amended and Section 18-203 of the Zoning Ordinance of the County of Fairfax (1978 as amended) ("ZO"), subject to the Board of Supervisors' approval of the requested Proffered Condition Amendment ("PCA"), the applicant, WEST*GROUP PROPERTIES LLC, its successors and assigns, reaffirm Proffers dated October 6, 2000, a copy of which is attached as Exhibit A, which shall remain in full force and effect except as amended by Proffers dated April 5, 2001 (attached as Exhibit B) and Proffers dated November 14, 2001(attached as Exhibit C) and as follows:

I. **GENERALIZED DEVELOPMENT PLAN ("GDP").** The locations of the buildings shown on the GDP dated February 10, 1992, revised May 6, 1992, February 23, 1999 and September 12, 2000, for Sheets 2, 3, 4, 4A, 5, 6A, 7 and 9, *and as amended through May 9, 2007, for Sheets 1 and 8*, shall be considered for illustrative purposes only. Specific tabulations for floor area ratios, green space, parking, and final location and footprint of the proposed buildings and parking structures for each individual building site shall be determined at the time of site plan review and approval. At the time of each site plan submission, a copy of the site plan shall be submitted to the Providence District Planning Commissioner for review and comment. The GDP is not proffered in its entirety, but certain elements of the GDP as specifically described below are proffered.

A. Floor Area Ratios ("FAR"). No change.
B. Building Height. No change.
C. Landscaping. No change.
D. Transitional Screening and Barrier. No change.
E. Pedestrian Access System. No change.
F. Storm Water Management and Best Management Practices. No change.
G. Environmental Quality Corridor ("EQC") and 100 Year Flood Plan ("Flood Plain"). No change.
H. Limits of Clearing and Grading. No change.
I. Compensatory Landscaping. No change.

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

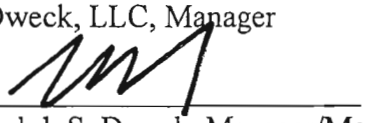
WEST*GROUP PROPERTIES LLC



By: G. T. Halpin, President

TDC Owner, LLC

By: Dweck, LLC, Manager



By: Ralph S. Dweck, Manager/Member

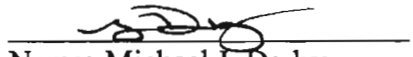
TIAA Stafford-Harrison LLC

By: JOSEPH P. FLANAGAN
ASSISTANT SECRETARY

The Board of Supervisors of Fairfax County

Anthony H. Griffin, County Executive / Agent

MR Old Meadow Capital LLC



Name: Michael J. Darby
Title: Managing Member

WEST*GROUP PROPERTIES LLC
PCA 92-P-001-6
August, 28, 2007

Pursuant to 15.2-203(a) of the *Code of Virginia* 1950 as amended and Section 18-203 of the Zoning Ordinance of the County of Fairfax (1978 as amended) ("ZO") subject to the Board of Supervisors' approval of the requested Proffered Condition Amendment ("PCA"), the applicant, WEST*GROUP PROPERTIES LLC, its successors and assigns, hereby agree to the following amendments to the Proffers dated August 3, 2007:

NEW:

II. The applicant shall indemnify and hold harmless the Board, its agents, officials, and employees against all claims of whatever kind that may arise out of the Board having signed the proffers in connection with PCA 92-P-001-6.

III. **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 of the parties to this Proffer Statement appear on each counterpart of this Proffer Statement. All counterparts of this Proffer Statement collectively constitute a single instrument.

WEST*GROUP PROPERTIES LLC

G.T. Halpin

By: G.T. Halpin, President

TDC Owner, LLC

By: Dweck, LLC, Manager

By: Ralph S. Dweck, Manager/Member

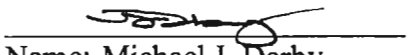
TIAA Stafford-Harrison LLC

By: Joseph P. Flanagan
Assistant Secretary

The Board of Supervisors of Fairfax County

By: Anthony H. Griffin, County Executive / Agent

MR Old Meadow Capital LLC



Name: Michael J. Darby
Title: Managing Member

PROFFERS

PCA 92-P-001-*2 and*

PCA 1998-PR-052

October 6, 2000

Pursuant to Section 15 2 -2203A of the Code of Virginia, 1950 as amended, and Section 18-203 of the Zoning Ordinance of the County of Fairfax (1978 as amended) ("ZO"), subject to the Board of Supervisors' approval of the requested Proffered Condition *Amendments* ("PCA"), *the applicant and owner for themselves and their* successors and assigns (hereinafter "Applicant") hereby proffers to the following conditions If *these applications* are approved, the proffered conditions described below supersede all previously approved proffered conditions applicable to the property Any future modification(s) to these proffers or Generalized Development Plan ("GDP") which affects only a specific Building Site or Land Bay may be approved by the Board of Supervisors upon application for a proffered condition amendment by the individual owner of the specific Building Site or Land Bay without amending this entire proffer statement or the entire GDP

1. GENERALIZED DEVELOPMENT PLAN ("GDP"). The locations of the buildings shown on the GDP dated February 10, 1992, revised May 6, 1992, February 23, 1999 and *September 12, 2000* shall be considered for illustrative purposes only Specific tabulations for floor area ratios, green space, parking, and final location and footprint of the proposed buildings and parking structures for each individual building site shall be determined at the time of site plan review and approval At the time of each site plan submission, a copy of the site plan shall be submitted to the *Providence District Planning Commissioner* for review *and comment*. The GDP is not proffered in its entirety, but certain elements of the GDP as specifically described below are proffered

A Floor Area Ratios ("FAR"). The total FAR on the *approximately 131* acre Gross Tract Area (as defined below) for office uses, accessory uses and all other uses permitted in the C-3 Zoning District shall not exceed a *0.65* FAR However:

1 Individual Building Sites (as defined below) within the Old Springhouse Road Area Land Bay (as defined below) may individually exceed a 1 0 FAR, but the total FAR of the Old Springhouse Road Area Land Bay shall not exceed a 1 0 FAR

2 Individual Building Sites (as defined below) within the Colshire Drive Area Land Bay (as defined below) may individually exceed a 1 0 FAR, but the total FAR of the Colshire Drive Area Land Bay shall not exceed a 1 0 FAR

3 Individual Building Sites (as defined below) within the Old Meadow Road Area Land Bay (as defined below) may individually exceed a 1 0 FAR, but the total FAR for the Old Meadow Road Land Bay shall not exceed a 0.7 FAR

Definitions:

Gross Tract Area shall be defined as the sum of the areas of the three Land Bays and consisting of *130.3247* acres

Building Site shall be defined as the land associated with the building, parking and/or parking structures, open space and accessory structures or the "site plan "

The Land Bays shall be defined as follows:

- Old Springhouse Road Area (consisting of *approximately 42* acres)
- Colshire Drive Area (consisting of *approximately 58* acres)
- Old Meadow Road Area (consisting of *approximately 31* acres)

B Building Height.

1 Buildings within the Old Springhouse Road Land Bay shall not exceed 90 feet in height except as qualified by paragraph B.4 below.

2. Buildings within the Colshire Drive Land Bay shall not exceed 90 feet in height except as qualified by paragraph B.4 below.

3. Buildings within the Old Meadow Road Land Bay shall not exceed 75 feet in height except as qualified by paragraph B.4 below.

4 An increase in height for any building(s) may be permitted by the Board of Supervisors in accordance with the applicable Special Exception provisions of the Zoning Ordinance without a Proffer Condition Amendment.

C Landscaping Future Building Sites shall be landscaped using a mix of shade and/or ornamental trees (3" in caliper at planting) and evergreen trees (*6' to 8'* in height at planting) of a quantity and species consistent with existing WEST*GATE landscaping and as generally, but not specifically, illustrated on Sheet 9 of 9 of the GDP as it relates to quality and quantity of tree and plant stock. All landscaping plans submitted at the time of site plan submission shall be reviewed and approved by the Department of Public Works and Environmental Services ("DPWES") as part of the site plan approval process

D Transitional Screening and Barrier Transitional screening and barrier requirements shall be modified or waived as follows:

1 Building 10 *(Hayes)* is existing and the transitional screening and barrier modifications for the south, west and east property lines were granted by DPWES for Site Plan 1702-SP-01 and shall remain in place.

2 The limits of the Flood Plain, left undisturbed, shall serve as the transitional screening and barrier for buildings *located in Old Meadow Road Land Bay C*.

3 Transitional screening and barrier requirements for existing Buildings 14 *(Van Buren)* and 15 *(Garfield)* shall be modified to allow the landscaping existing at the time of the rezoning as shown on the GDP to serve as the transitional screening and barrier

4 Transitional screening and barrier requirements for existing buildings *located along the east property line in Colshire Drive Land Bay B-3 and along the south property line in Old Meadow Road Land Bay C* shall be modified to allow the existing wooded area generally shown on the GDP to serve as the transitional screening and barrier.

5. Transitional screening and barrier *for buildings within the Old Springhouse Road Land Bay* and the R-30 project, known as Gates of McLean, located east of Scotts Run Crossing is hereby modified in favor of barrier and landscaping installed on R-30 property.

E Pedestrian Access System Continuous four-foot wide concrete sidewalks along public streets fronting individual Building Sites shall be shown on each site plan submitted and shall be installed prior to site plan bond release The sidewalk system shall be in lieu of any trails shown on the County-wide Trails Plan for the Gross Tract Area with the exception of trails within Park Authority land which are addressed in Proffer IV Park Authority

F Storm Water Management and Best Management Practices.

1 Storm Water Management ("SWM") and Best Management Practices ("BMP") shall be provided for the entire Gross Tract Area in accordance with applicable County ordinances as approved, modified or waived by DPWES SWM/BMP may be provided on a site by site *basis*, land bay by land bay *basis*, or a combination thereof

G. Environmental Quality Corridor ("EQC") and 100 Year Flood Plain ("Flood Plain") Unless waived or modified by the Director of DPWES, the Applicant shall preserve in an undisturbed state the EQC and Flood Plain as generally depicted on the GDP. However, the EQC and Flood Plain may be crossed by utilities, roadways, and trails to the minimum extent necessary The Applicant shall provide Compensatory Landscaping as defined in Proffer I.I(EYE) herein for EQC encroachments for the storm water detention facility and for the parking structure and access driveway to *any building located in the Colshire Drive Land Bay, along the common property line with the Scott Run Stream Valley Park* as may be permitted by Exhibit E. Compensatory Landscaping shall be shown on individual site plans submitted to DPWES The area preserved as the EQC and Flood Plain or the area of Compensatory Landscaping shall be deemed to satisfy transitional screening and barrier requirements in the areas where the EQC and Flood Plain and transitional screening yards coincide and consistent with Proffer I.D herein

H Limits of Clearing and Grading. The Applicant shall use best efforts to adhere to the preliminary limits of clearing and grading as shown on the GDP. However, actual limits of clearing and grading shall be determined at the time of site plan approval. DPWES may approve minor deviations from the limits of clearing and grading shown on the GDP provided that Compensatory Landscaping is provided per Proffer I I(EYE) herein.

I(EYE). Compensatory Landscaping The Applicant may deviate to a limited extent into or cross the EQC per Proffer I G herein or the Applicant may deviate from preliminary limits of clearing and grading shown on the GDP per Proffer I H herein provided that the Applicant provides Compensatory Landscaping Compensatory Landscaping shall be defined as the Applicant's choice of the following:

1 Planting an area equal to 125% of the area of the EQC or Flood Plain disturbance or deviation from preliminary limits of clearing and grading shown on the GDP with trees 3" at planting in caliper or evergreens 6' – 8' in height at planting in quantities and species approved by DPWES in accordance with Section 12-04037A of the Fairfax Public Facilities Manual or other methods acceptable to DPWES; or

2 Providing an uncleared or undisturbed area equal to the area of the EQC or Flood Plain disturbance or deviation from preliminary limits of clearing and grading shown on the GDP, or

3 A combination of Proffer I(EYE) 1 and 2 herein.

The Compensatory Landscaping shall be provided either on the Building Site or within the Land Bay and adjacent to or as contiguous to the area of the EQC or Flood Plain disturbance or deviation from the preliminary limits of clearing and grading shown on the GDP as possible

II. TREATMENT OF CELLAR SPACE. The Applicant agrees to limit the use of cellar space to

A The core area used by the building tenants or owners (such as rest rooms, mechanical rooms, electrical rooms, janitor and building maintenance rooms),

B Specialty areas used by the building tenants or owners (such as computer rooms, battery rooms, "clean rooms", security tanks, SCIF rooms, bulk storage for documents, paper and office supplies, goods and products of the building tenants or janitorial supplies, libraries, etc),

C Simultaneous or accessory uses by the building tenants or owners (such as conference rooms, conference centers, employee cafeterias or canteens, employee lounges or classrooms);

D Office use which shall not exceed 50% of the cellar space

Although the Applicant may elect to provide parking for cellar uses A, B, and C above, parking shall not be required for uses A, B, and C above Cellar use D above shall be parked at "office rate", based on the total of the Gross Floor Area of the building plus *the amount* of the cellar area *used as office use*, however, cellar space, regardless of use, shall not be computed as Gross Floor Area for FAR purposes

III. TRANSPORTATION PROFFERS

A Tysons Corner Area Wide Transportation Contribution.

1 The Applicant shall contribute to Fairfax County Two Dollars and Eighty-five Cents ($2 85) per FAR square foot (not including cellar space) with the following exceptions

- All buildings *existing* at the time of the original rezoning application as approved by the Board of Supervisors 6/22/92 *and shown on Exhibit H attached hereto* shall be exempt from the $2 85 payment to the extent that there is no increase in FAR square feet above the FAR square feet shown for existing buildings depicted in "Floor Area Ratio Computation" appearing on Sheet 8 of 9 in the GDP
- Building Site 8 *(McKinley)* (254,210 FAR square feet) and Building Site 24 *(Harrison)* (95,304 FAR square feet) or 349,514 equivalent FAR square feet on other sites within the Gross Tract Area shall be exempt from the $2 85 per FAR square feet to the extent there is no increase in FAR square feet above 349,514 FAR square feet. To the extent there is an increase in FAR square feet for Building Sites 8 *(McKinley)* and 24 *(Harrison)* above 349,514 FAR square feet, the $2 85 per FAR square feet shall apply only to the net increase in FAR square feet.
- The $2.85 per square foot, as increased by escalations to the Engineering News Record, Construction Cost Index from the date of approval of RZ 92-P-001 (*6/22/92*), shall be paid directly to the County of Fairfax at the time of issuance of the building permit(s) for building(s) for which the building permit(s) is being issued and shall be used for Tysons Area Wide Transportation Improvements

Priorities and disposition of Tysons Area Wide Transportation Contributions shall be approved by the Providence District Supervisor in consultation with appropriate Fairfax County officials.

B Transportation Design

1 Eastbound I-66/DAAR Ramp and Loop from Northbound Route 123 The Applicant shall provide Fairfax County with $110,000 for Fairfax County to design the proposed Eastbound I-66 Ramp and Associated Loop shown on Sheet 2 of 9 of the GDP Payment shall be made in accordance with Exhibit A "Transportation Phasing Schedule" attached herein

2 Route 123 Widening to six (6) through lanes The Applicant shall contract with a Virginia Licensed Professional Engineer ("Engineer") to provide preliminary design of the widening of Route 123 from the Old Meadow Road intersection through the Anderson Road intersection to six (6) through lanes, associated turning lanes and sidewalk both sides. All civil engineering shall be based on VDOT Road and Bridge Standards, Volumes I and II unless otherwise waived or modified by VDOT. The Scope of Work shall be contracted and performed per Exhibit B attached herein

The Scope of Work defined in Exhibit B shall specifically not be considered construction or bid documents Within six (6) months of the date of Board of Supervisors' approval of RZ 92-P-001, a Virginia Licensed Professional Engineer shall submit six (6) sets of documents to the Fairfax County Director of *Department of* Transportation and six (6) sets of documents to VDOT after completion of Scope of Work Task II B for the purpose of *DOT* and VDOT review and comment Upon receipt of review comments by *DOT* and VDOT or 90 days, whichever is earlier, the Engineer shall proceed with Scope of Work Tasks II C through G and submit Scope of Work Task II A through G to *DOT* and VDOT for review and comment. *DOT* and VDOT shall have 90 days to reply Upon receipt of comments or 90 days, whichever is earlier, the Engineer shall prepare the Preliminary Design Study Report ("PDSR"), incorporate comments and publish PDSR. The County shall notify, in writing, the Engineer and the Applicant of approval of the PDSR within 90 days and the Engineer shall submit the Final PDSR per Scope of Work Task III A and B. Submission of the Final PDSR shall constitute completion of this Proffer, or

lternatively the Applicant may escrow $50,000 with Fairfax County at any time after 18 months of the submittal to DOT of Scope of Work Tasks II B which shall constitute completion of the Route 123 design obligation cited in the Transportation Phasing Schedule At the option of the County, the County may draw upon the escrow to complete the Final PDSR In the event that the County does not complete the Final PDSR, the $50,000 escrow, including interest accrued, shall be returned to the Applicant upon the actual submission of the Final PDSR by the Applicant

C Street Dedications Upon receipt from Fairfax County or at the time of a site plan submission which involves dedication of contiguous right-of-way, whichever is earlier, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors the following rights-of-way and associated ancillary easements

1 Land necessary to construct the widening of Route 123 between Old Meadow Road and Anderson Road Area of dedication to be determined by Design Proffer III B 2 herein

2 Land, of approximately 0 05 acres (2200 square feet) for the construction of the I-66/DAAR eastbound ramp The actual area of dedication shall be determined by results of Proffer III B 1, but under no circumstance shall dedication of land preclude the Garfield Building from achieving 181 surface parking spaces of the 207 existing parking spaces and travel lanes which allow 360 degree circulation around the building and parking lot

3 Land necessary to construct and maintain a public street referred to as "Proposed Old Springhouse Road Extended" as generally shown on Sheet 4 of 9 of the GDP

4 *Notwithstanding timing indicated in "Transportation Phasing Schedule" (Exhibit A), Applicant shall dedicate right-of-way to the Board of Supervisors in fee simple and shall substantially construct the Colshire Meadow Drive two-lane roadway and associated bridge (as generally depicted on the GDP) by a date certain of four (4) years from the date of approval of these applications. Substantial Completion shall be defined as "open for traffic" as opposed to accepted by VDOT for maintenance. If the roadway and the bridge cannot be constructed to an "open for traffic" condition within four (4) years of the date of approval of these applications despite the Applicant's diligent efforts, only one new shell building permit not to exceed 200,000 new FAR square feet within the Old Meadow Road Land Bay shall be issued*

ntil road is "open for traffic" or this commitment is waived or modified by a subsequent PCA application.

5 Land necessary to construct and maintain one (1) additional outbound right hand turn lane from existing Old Springhouse Road onto Route 123

6 Land necessary to construct up to one (1) additional lane from Old Meadow Road onto Route 123

7 Land necessary to construct and maintain not more than two (2) additional outbound lanes from Colshire Drive onto Route 123.

The Applicant's agreement to convey fee simple title to the Board of Supervisors for the above mentioned rights-of-way is subject to all of the following conditions·

- Density credit for dedication in advance of construction shall be granted by the Board of Supervisors with the approval of RZ 92-P-001 pursuant to Article 2-308 of the ZO
- Density Credit for dedication may be utilized anywhere within the Gross Tract Area and shall not be limited to the site plan from which dedication is made.

8 The Applicant's obligation to convey fee simple title to the Board of Supervisors for rights of way for buildings indicated as "existing" on the GDP shall be conditioned on *a waiver granted* by the Board of Supervisors of *the* peripheral parking lot landscaping requirement Article 13-202, Paragraph 1, A and B of the ZO in lieu of Article 13-202, Paragraph 2, A and B for all dedications associated with those rights of way.

9 As a condition of the Applicant's obligation to make the dedications referred to in III C 2, the Board of Supervisors shall direct the Director of DPWES to grant pursuant to Article 11-102, Paragraph 8 of the ZO, a reduction in parking for up to 26 parking spaces and approve 181 spaces (current parking ordinance requirement) as opposed to existing 207 spaces (old ordinance requirement and spaces shown on existing site plan) for Building 15 in order to dedicate land and accomplish construction by others of the proposed Eastbound I-66/DAAR Ramp.

10 The dedication referred to in III C 4 shall be conditioned on the granting by the Park Authority of the necessary rights-of-way and easements to dedicate and construct Colshire Meadow Drive and bridge pursuant to Proffer IV.A herein.

11 Applicant agrees to dedicate *in fee simple* approximately 1 1392 acres of land to the County of Fairfax for ultimate dedication to the Commonwealth of Virginia along the I-495 right of way as generally shown on sheet 4A *and 4B* of 9 and identified as "VDOT Reserved Area" upon the earliest of the following events

a Approval of the first proposed (new) site plan *with predominately I-495 frontage within the Old Springhouse Road Land Bay* as generally shown on sheet 4A *and 4B* of 9, or

b Upon funding of the projects generally called Beltway Improvements a k a I-495 HOV Lane Study; or

c March 31, 2005.

Dedication of the land would be conditioned upon Applicant obtaining advance density credit pursuant to Sect 2-308 of the Zoning Ordinance.

Notwithstanding dedication commitments above, Applicant shall be permitted to encroach into the I-495 future right-of-way and grant temporary construction and grading easements and a permanent maintenance easement to utility companies prior to dedications cited in 11.a. above. Encroachments shall not exceed areas generally as shown on Exhibits F and G attached hereto. Minor deviations from these areas may be granted administratively by DOT.

12 Applicant agrees to dedicate *in fee simple* approximately 1.3794 acres of land to the County of Fairfax for ultimate dedication to WMATA or other "rail entity" along Rt 123 frontage as generally shown on sheet 4A *and 4B* of 9 and identified as "WMATA Reserved Area" for the purpose of installing rail similar to Metro Rail ("Rail") The Applicant shall dedicate right of way the earlier of the following events:

a Approval of the *first* proposed (new) site plan *with predominately Rt. 123 frontage within the Old Springhouse Road Land Bay as shown on sheets 4A and 4B of 9*; or

b Funding of a Rail project which connects this location to West Falls Church Metro Station, or

c March 31, 2005

Dedication of land would be conditioned upon attaining advance density credit pursuant to Sect 2-308 of the Zoning Ordinance

D Proposed Street Construction.

1 The Applicant shall construct Proposed Old Springhouse Road Extended as generally, but not specifically, depicted on Sheet 4 of 9 of the GDP per Exhibit A "Transportation Phasing Schedule" attached herein

2 The Applicant shall construct an outbound double right hand turn at the intersection of existing Old Springhouse Road and Route 123 per Exhibit A "Transportation Phasing Schedule" attached herein

3A The Applicant shall construct the improvements, referred to as Scenario W, X, Y or Z as described on sheets 5 and 6 of 9 of the GDP as may be selected by VDOT, to Old Meadow Road, Colshire Meadow Road, Colshire Drive, and related intersections with Route 123, provided all appropriate approvals are obtained from the County and VDOT pursuant to paragraphs 3B and 3C below

3B The Applicant shall, in writing and within 90 days of the approval of RZ 92-P-001 by the Board of Supervisors, petition VDOT for approval to construct the improvements to Old Meadow Road, Colshire Meadow Drive, Colshire Drive and related intersections with Route 123, as shown on sheets 5 and 6 of the GDP The Applicant acknowledges that the *Department* of Transportation's currently recommended alternative is Scenario W-P, and the Applicant further acknowledges that citizens in the vicinity of the application property have expressed a preference for Scenario Z. Said request shall be accompanied by the necessary traffic and engineering analyses of all four Scenarios, sufficient to enable VDOT to evaluate the relative performance of all four (4) of the alternatives on the safety and capacity of Route 123 between I-495 and the Dulles Airport Access Highway ("DAAR"). The Applicant further commits to provide any further supporting technical documentation, including, without limitation, studies using the Highway Critical Method, as may be required by

/DOT to evaluate these alternatives Copies of all submissions to and correspondence with VDOT relating to this paragraph shall be provided simultaneously to OT

3C In the event that VDOT approves the road improvements described as Scenario W within 330 days of the approval of RZ 92-P-001 by the Board of Supervisors, the Applicant shall construct the improvements comprising Scenario W in accordance with Exhibit A "Transportation Phasing Schedule" attached herein

4 In the event that VDOT approved the road improvements described as Scenario X or Y within 330 days of approval of RZ 92-P-001 by the Board of Supervisors, the Applicant shall construct the improvements comprising the selected Scenario in accordance with Exhibit A "Transportation Phasing Schedule" attached herein.

5 In the event that within 330 days of approval of RZ 92-P-001 by the Board of Supervisors VDOT approves Scenario Z, the Applicant shall:

a construct road improvements consistent with Scenario Z and in accordance with the timing outlined in Exhibit A "Transportation Phasing Schedule" attached herein

b construct a two (2) lane Colshire Meadow Drive and associated two (2) lane bridge across the Park consistent with Scenario Z and in accordance with the timing outlined in Exhibit A "Transportation Phasing Schedule" attached herein.

6 In the event VDOT does not respond in 330 days of approval of RZ 92-P-001 by the Board of Supervisors (which may be extended by mutual written consent of the Applicant, *DOT* and VDOT), the Applicant may proceed with the Applicant's choice of Scenario W or X or Y or Z on an intersection-by-intersection basis and to the extent VDOT right-of-way permits may be obtained for said construction Intersection improvements shall be constructed in accordance with timing outlined in Exhibit A "Transportation Phasing Schedule" attached herein In the event the Applicant cannot obtain VDOT right-of-way permits to construct the collective or individual intersections outlined in Scenario W or X or Y or Z after diligently pursuing permits and being denied by VDOT in writing, the Applicant may proceed with development square footage outlined in Exhibit A "Transportation Phasing Schedule" attached herein without an obligation to construct improved intersections

7a In the event the Applicant is unable to proceed with intersection improvements at Old Meadow Road and Route 123, pursuant to Proffer III D 7 herein, the Applicant shall contribute to Fairfax County $145,000.00, as increased by escalations to the Engineering News Record, Construction Cost Index from the date of approval of RZ 92-P-001, which represents the equivalent value of Staff recommended Scenario W Said funds shall be provided within the later of 60 days of the date of written VDOT disapproval of the specific improvement or prior to issuance of building permits for FAR in excess of 1,855,440 square feet and in accordance with the "Transportation Phasing Schedule" attached herein as Exhibit A

7b In the event the Applicant is unable to proceed with intersection improvements at Colshire Drive and Route 123, pursuant to Proffer III D 7 herein, the Applicant shall contribute to Fairfax County $140,000, as increased by escalations to the Virginia Highway Construction Bid Index from the date of approval of RZ 92-P-001, which represents the equivalent value of Staff recommended Scenario W Said funds shall be provided within the later of 60 days of the date of written VDOT disapproval of the specific improvement or prior to issuance of building permits for FAR in excess of 1,855,440 FAR square feet and in accordance with the "Transportation Phasing Schedule" attached herein as Exhibit A

Note: Minor deviations from Scenario W, X, Y and Z or combinations of Scenarios W, X, Y or Z described in Proffer III D 1 through 7a and 7b herein which are recommended by VDOT and reviewed and approved by the Director of the Office of Transportation, shall not constitute a requirement for a Proffer Condition Amendment by the Applicant.

8 Not withstanding Proffer III D 1 through 7 and the Transportation Phasing Schedule (Exhibit A) prior to issuance of building permits and non-residential use permits as detailed below for the next new FAR square footage in the Old Meadow Road Land Bay or Old Springhouse Road Land Bay, the Applicant shall construct and dedicate land as necessary *to the Board of Supervisors in fee simple*, subject to the approval of VDOT and the issuance of VDOT permits, for an additional lane on Old Meadow Road as it approaches Route 123 intersection, rendering an outbound left, a left and through, and a free right hand turn lane. The additional lane shall be approximately 300 feet long with an approximate 120 foot taper, but not to exceed the Grant Building (GDP No. 16) frontage on Old Meadow Road. In the event VDOT requires a

eceiving lane on Route 123 to accommodate the free right hand turn lane, the Applicant shall construct the receiving lane for a distance of approximately 237 feet, but not to exceed the Grant Building (GDP No 16) frontage on Route 123, including taper or transition into existing Route 123 through lane The relocation of the existing WMATA bus shelter at the corner of Old Meadow Road and Route 123 shall be done at the Applicant's expense Any cost of signalization associated with the additional lane shall be the responsibility of the Applicant. VDOT permits or VDOT letter denying permits shall be prerequisite to the issuance of the next building permit issued in the Old Meadow Road Land Bay If VDOT permits are issued, the additional construction shall be completed sufficient to be open for traffic (as opposed to accepted by VDOT for maintenance) as a prerequisite to the issuance of the shell non-residential use permit for the building If VDOT permits cannot be obtained and are denied in writing, the Applicant is relieved of this Proffer in its entirety The additional lane on Old Meadow Road is to be considered an interim improvement and in the event VDOT selects Scenario W or X, the Applicant acknowledges that the additional lane may be obsolete or possibly have to be removed, the right-of-way vacated and the area restored. If the Applicant constructs the additional lane and Proffer III D 7a is implemented, Proffer III D 7a obligations shall be reduced by $52,000 which is deemed the value of the additional Old Meadow Road lane constructed.

E Traffic Signals at Colshire Meadow Drive and Old Meadow Road and Colshire Meadow Drive and Colshire Drive At such time as signals are warranted as determined by VDOT, the Applicant shall provide the design, equipment, and installation of a traffic signal, or funds sufficient for same, at the intersections of Colshire Meadow Drive and Old Meadow Road and Colshire Meadow Drive and Colshire Drive

F Transportation Systems Management The Applicant agrees to enter into an Agreement with TYTRAN to implement a Transportation Demand Management Program ("Program") as generally described in Exhibit D. The Applicant's only obligation is to monitor the provisions of the Agreement for compliance with the Program and fund the Program per paragraph 4 of the Program. The Applicant may elect to terminate the Agreement with TYTRAN/*Regional Employer Services Program* (RESP) for noncompliance at any time during the term of this proffer pursuant to paragraph 5 of the Program and pay $30,000 a year to

TXCO/DOT/RESP for the remaining year(s) of the Program cited in paragraph 4 In this case, payment of $30,000 a year to the County for the remaining years of the Program shall be the Applicant's only obligation under this proffer This proffer shall terminate upon final payment of $30,000 on January 31, 2003 and notice provisions on continuation or cessation of the Program cited in paragraph 6 of the Program

G Bus Shelters and Bus Stop Pedestrian Access

1 The Applicant shall provide to Fairfax County, within 60 days of approval of RZ 92-P-001 by the Board of Supervisors, $30,000 for the design and construction of three (3) WMATA standard bus shelters to be located on either the north or the south side of Route 123 at existing bus stops between Old Springhouse Road and Anderson Road intersections or at other locations within the Gross Tract Area acceptable to the Applicant In the event that any or all of the three (3) bus shelters, valued at $10,000 each, are not constructed by December 22, 1997, any or all of the unspent $30,000 shall be paid by the County to TYTRAN as the Applicant's partial or full payment credit for the next TYTRAN Transportation Coordinator annual payment due per Proffer III F above

2. The Applicant shall make reasonable effort to construct temporary asphalt, concrete, or stone paths where practical to connect existing sidewalk along the north and south sides of Route 123 between Old Meadow Road and Anderson Road. Installation of temporary paths within VDOT right-of-way shall be contingent upon approval by VDOT and the issuance of VDOT permits, *whose approvals and permits the Applicant shall diligently pursue.* The Applicant shall make reasonable effort to keep temporary paths in good repair. The intent *of this proffer* is to provide *temporary,* safe, all weather access to transit stops from existing or future sidewalk The number, location, and design of the paths shall be at the sole discretion of the Applicant and shall be installed within 24 months of the approval of RZ 92-P-001 by the Board of Supervisors. This proffer is specifically not a prerequisite to any site plan nor building permit approval. *This proffer shall automatically extinguish with the construction of Rt. 123 and side street improvements as described in Exhibit A.*

H. Transportation Phasing Schedule. Applicant shall phase transportation improvements in accordance with the "Transportation Phasing Schedule" attached as Exhibit A

1 (EYE) West*Gate Transit Stop Applicant shall dedicate approximately 2 3496 acres of land at the southwest corner of Dolley Madison Boulevard (Rt 123) and Colshire Drive (Rt 6471) as generally shown on sheet 2 of 9 The dedication plat shall be submitted to the County within 60 days of the approval of *these* PCAs and recorded immediately upon approval of the Dedication Plat by the Director of DPWES Dedication of land to the Board of Supervisors, fee simple, shall be conditioned upon attaining advance density credit pursuant to 2-308 of the Zoning Ordinance.

IV. FAIRFAX COUNTY PARK AUTHORITY

A The Applicant shall provide the Park Authority with all items listed in Park Board Resolution approved September 17, 1991, as may be amended, and attached as Exhibit C, provided that

1 Rezoning application RZ 92-P-001 is approved; and

2 The Park Board grants all necessary right-of-way, construction easements, and permanent access and maintenance easements to the Applicant to construct and maintain asements to the Applicant to construct and maintain a public two (2), three (3) or four (4) lane roadway and bridge across the Scotts Run Stream Valley Park in the location shown on Sheets 2 and 3 of 9 of the GDP and in general conformance with Public Improvement Plan 8293-PI-01-1 (as may be amended)

B The Applicant shall provide screening along approximately 400 linear feet of chain link fence between The Colonies and the Park entrance road and parking lot. The planting strip between the edge of the parking lot and fence varies between 3' and 5' in width. Columnar evergreens, either shrubs or small trees, planted 4' - 5' on center, will provide screening and some noise attenuation between the parking lot and The Colonies residences. The Applicant shall plant approximately 50 trees, shrubs or plants within 18 months of the date of approval of RZ 92-P-001 at a cost to the Applicant not to exceed $3,000 Final species selection and planting plan shall be subject to review and approval of Fairfax County Park Authority Staff. The Applicant shall have no maintenance responsibility nor warranty beyond any planting warranty that may be provided by nursery or nurseryman

C The Applicant shall provide Virginia registered civil engineering services to develop a plan for remediation of the erosion problem at terminus of existing rip--rap ditch at low end of parking lot The remediation may include, but not be limited to, the installation of velocity brakes, flaring rip-rap and grouting rip-rap as may be determined by civil engineer The Applicant shall repair the erosion problem based on civil engineer's recommendation and the Park Authority concurrence with recommendation at a total cost of civil engineering and construction combined not to exceed $10,000 The Applicant shall complete engineering and construction within one (1) year of the date of approval of RZ 92-P-001 The Applicant shall not be required to obtain a bond or permit for construction nor provide post construction maintenance or repair

V. LAND BAY A-1 AND PEDESTRIAN CONNECTIONS TO THE FUTURE METRO RAIL STATION AND LAND PLATFORM.

Special Exception Amendment SEA 98-P-051 is concurrently processing with PCA 92-P-001-2 and PCA 1998-PR-052. The Special Exception Plat associated with SEA 98-P-051 (plat entitled "West Gate - portion of Old Springhouse Road Land Bay" (sheets 1 through 16) prepared by Huntley Nyce & Associates, Ltd., dated May 18, 1998 and as revised through October 6, 2000) is incorporated herein by reference (the "Special Exception Plat"). The Owner(s) of Land Bay A-1, its successors and assigns ("Owner(s)" for purposes of this Proffer V), agrees to construct the above-grade pedestrian connection by the later of December 31, 2015 or the issuance of the shell Non-Residential Use Permit for the fourth/last building, subject to the following conditions.

1 *Subject to the approval of the location and design of the Owner(s) proposed pedestrian connections to the future Metro Rail Station by WMATA and Fairfax County, as applicable, the Owner(s) shall construct at grade and an above-grade connection to the Metro Station as provided herein, at the Owner(s) cost.*

2 *The Owner(s) responsibility for constructing the above-grade connection is subject to (a) securing WMATA's approval at no cost to the Owner(s), other than the normally required application and permit fees and the costs of constructing the pedestrian connections, (b) the location of the Metro Rail Station remaining within the WMATA reserved area as reflected on the Special Exception Plat and with the elevated pedestrian*

connection and the associated facilities remaining out of the RPA and wetlands located in the northeast corner of this site, (c) WMATA providing design data for the platform as referenced in paragraph 3 below and (d) WMATA having either (1) commenced construction of the Metro Rail Station or (2) WMATA and the Owner(s) providing the other a mutually acceptable construction phasing schedule that ensures the Rail Station and the elevated pedestrian connection will be completed concurrently

3 The Owner(s) shall cooperate, diligently pursue and request in writing that WMATA provide, no later than December 31, 2010, design data for the platform. Design data shall include schematic design, the general location, and elevation of the platform, the vertical and horizontal location of the platform, and the tie-in point for the pedestrian connection.

4. The Owner(s) shall provide all civil and foundation engineering data for the above-grade pedestrian connection and structural drawings to DPWES for review and approval.

5. If WMATA is unable to provide the data as noted in paragraph 3 above by December 31, 2010, the proffer shall become null and void in its entirety.

6. The Owner(s) shall construct, up to the edge of its Property line, at grade pedestrian connection(s) to the Metro Rail Station right-of-way in order to foster and encourage access to the Metro Rail Station. Said construction shall be governed by and phased according to the conditions of SEA 98-P-051.

7. Should SEA 98-P-051 be denied or withdrawn, this entire Proffer V shall be rendered null and void and have no further force or effect. Furthermore, should the Option 1 site layout as shown on SEA 98-P-051 not be elected for pursuit at the time of site plan review and approval, this entire Proffer V shall be rendered null and void and have no further force or effect.

8. Should the Owner(s) of Land Bay A-1 seek a Proffer Condition Amendment in the future to amend this Proffer V, the Owner(s) may do so without the joinder, consent or permission of any other owner or property except for any owner(s) or property within Land Bay A-1, as said Land Bay is defined by PCA 92-P-001-2 and PCA 1998-PR-052; it being specifically acknowledged that the Owner(s) will not need the consent or joinder

of Fairfax County, The Commonwealth of Virginia and/or WMATA (or any other governmental agencies), any of which may become an owner of a portion of Land Bay A-1 as a result of conveyance and/or dedication of land from Land Bay A-1 (necessary for the widening of Route 123 or 495 and/or construction of the future Metro Rail Station

9. Should the current or any future Owner(s) sell or transfer all or any portion of Land Bay A-1, the Owner(s) shall notify the purchaser(s) (initial and/or subsequent purchaser(s)) in writing of this Proffer V and provide a copy of this entire Proffer Statement and all associated exhibits to the purchaser(s). In addition to such written disclosure, the Owner(s) shall complete a specific agreement with any said purchaser(s) allocating the costs and responsibilities for fulfilling these Proffer V commitments. The Owner(s) shall notify the following agencies of Fairfax County, in writing, of any such agreement, providing these agencies with a general description of the allocation of costs and responsibilities of the parties for the fulfillment of this Proffer V: DPWES, Fairfax County Office of Transportation, the Department of Planning and Zoning and the Providence District Supervisor's Office..

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

WEST GROUP PROPERTIES LLC (Land Bays A-1, A-2, B-2, B-3, B-4, B-5, B-6 and C)

By G. T. Halpin

G T Halpin, President

THE MITRE CORPORATION (Land Bay B-1)

By: _____

Lewis Fincke, Vice President, Chief Financial Officer and Treasurer

Fairfax County Board of Supervisors (Portion of public rights-of-way for Old Springhouse Road)

By: _____

Anthony H. Griffin, County Executive

Capital One Financial Corporation (Contingent Contract Purchaser - Land Bay A-1)

By: _____

Barry L. Mark

VEST*GROUP PROPERTIES LLC (Land Bays A-1, A-2, B-2, B-3, B-4, B-5, B-6 and C)

By _____

G. T Halpin, President

THE MITRE CORPORATION (Land Bay B-1)

By: _____

Lewis Fincke, Vice President, Chief Financial Officer and Treasurer

Fairfax County Board of Supervisors (Portion of public rights-of-way for Old Springhouse Road)

By. _____

Anthony H. Griffin, County Executive

Capital One Financial Corporation (Contingent Contract Purchaser – Land Bay A-1)

By: _____

Barry L. Mark

VEST GROUP PROPERTIES LLC (Land Bays A-1, A-2, B-2, B-3, B-4, B-5, B-6 and C)

By _____

G. T Halpin, President

THE MITRE CORPORATION (Land Bay B-1)

By. _____

Lewis Fincke, Vice President, Chief Financial Officer and Treasurer

Fairfax County Board of Supervisors (Portion of public rights-of-way for Old Springhouse Road)

By _____

Anthony H. Griffin, County Executive

Capital One Financial Corporation (Contingent Contract Purchaser – Land Bay A-1)

By: _____

Barry L. Mark

WEST GROUP PROPERTIES LLC (Land Bays A-1, A-2, B-2, B-3, B-4, B-5, B-6 and C)

By _____

G. T. Halpin, President

THE MITRE CORPORATION (Land Bay B-1)

By: _____

Lewis Fincke, Vice President, Chief Financial Officer and Treasurer.

Fairfax County Board of Supervisors (Portion of public rights-of-way for Old Springhouse Road)

By: _____

Anthony H. Griffin, County Executive

Capital One Financial Corporation (Contingent Contract Purchaser – Land Bay A-1)

By: Barry S. Mark

Barry L. Mark

EXHIBIT A
TRANSPORTATION PHASING SCHEDULE

FAR PERMITTED Applicant shall be permitted to obtain building permits for:	IMPROVEMENTS REQUIRED
o 349,514 FAR sf	No Improvements.
o An additional 565,023 new FAR sf	o $110,000 for design Eastbound I-66/DAAR Ramp & Loop per Proffer III.B.1 o Design Route 123 widening per Proffer III.B.2 o $30,000 payment per year to TYTRAN for Transportation Coordinator per Proffer III.E starting no later than 6 months after the approval of RZ 92-P-001 by BOS
A. An additional 387,648 new FAR sf at Applicant's option, Improvements 1,2,3 or 4	1. Old Springhouse Road Extended per Proffer III.D.1.
B. An additional 297,255 new FAR sf at Applicant's option, one of the remaining Improvements 1,2,3 or 4	2. Two outbound right turn lanes from Route 3543 (existing Old Springhouse Road) onto Route 123 per Proffer III.D.2.
C. An additional 256,000 new FAR sf at Applicant's option, one of the remaining Improvements 1,2,3 or 4	3. Double left or triple left turn lanes onto Route 123 from Route 6471 (Colshire Drive). Two or three lanes to be determined by VDOT per scenario selection referenced in Proffer III.D.3A-C.
D. An additional 430,903 new FAR sf at Applicant's option, one of the remaining Improvements 1,2,3 or 4	4. Intersection Scenario W,X,Y or Z at Old Meadow Road and Route 123 per VDOT determination or opt out option per Proffer III.D.7a and 7b.

EXHIBIT A
TRANSPORTATION PHASING SCHEDULE

Notes:

- The total new FAR allowed after completion of all improvement phases is 2,286,343 FAR square feet.
- The total FAR for the Gross Tract Area is 3,491,841 FAR square feet.
- The difference of 1,205,498 FAR is shown as existing "to remain" on the GDP. This 1,205,498 FAR may be replaced building by building with buildings of equal FAR without requiring improvements listed in "Improvements Required" column above. This applies to GDP Buildings 1,2,7,10,11,13,14,15,16,17,18,19,21,22,25 and 26.
- Any Phase may be implemented independently from any other Phase and FAR square feet permitted in any Phase may occur in any Land Bay or any Building Site within the entire Gross Tract Area.
- Plan approval, bonding, County or VDOT permits for Improvements 1-4 shall be obtained prior to issuance of a building permit for new FAR square feet A-D. Improvements 1-4 shall be completed prior to issuance of non-rup for last FAR square foot increment A-D.

RZ 92-P-001

EXHIBIT B

SCOPE OF WORK

ROUTE 123 WIDENING TO SIX (6) THROUGH LANES

I. SURVEYS.

A. Establish base control traverse in accordance with County criteria.

B. Run level circuit and set elevation bench marks.

C. Set panels, obtain aerial photography and map project limits using photogrammetric methods. Mapping to be prepared at a scale of 1" = 50' with 2' contour, in accordance with National Map Accuracy Standards.

D. Enhance photogrammetric mapping where required using conventional field methods. Profile and section the proposed a- ment, intersecting roadways, entrances, driveways and other critical features, where more precise definition is needed.

E. Tie property lines and property corners as required in order to prepare plats for right-of-way and/or temporary and permanent easements.

F. Compile locations of underground utilities from available records, input from utility companies, and field surveys of visible features. Obtain storm and sanitary sewer structure and invert elevations. Any test pits required to locate critical underground utilities will be arranged for by the County.

G. Prepare comprehensive survey plots and draft base topographic mapping.

II. PRELIMINARY DESIGN.

A. Prepare design criteria and establish roadway Typical Sections.

B. Prepare preliminary Plans and Profile Study (on roll drawings).

Particular emphasis will be given to:

1. Development of a roadway profile and alignment that minimizes impacts and right-of-way acquisition on commercial and industrial buildings and properties currently fronting existing Route 123.

2. Design compatible with horizontal and vertical options for intersections outlined in Proffer III.B for Old Meadow Road, Colshire Drive and Old Springhouse Road Extended and Anderson Road.

3. Coordination of horizontal and vertical alignment with existing I-495/Route 123 ramps and approaches and proposed I-66/DAAR Eastbound Ramp and Loop.

C. Develop preliminary traffic control plan.

F. Prepare exhibits for informational meetings as required.

G. Assist the County in resolving design and right-of-way issues raised during review process.

H. Prepare Preliminary Design Study Report, incorporate comments and publish final report.

II. <u>FINAL PRELIMINARY DESIGN REPORT.</u> To be initiated upon written notice from County of approval of Design Report.

A. Incorporate review comments.

B. Compute final horizontal and vertical alignment.

Whereas, the Fairfax County Comprehensive Plan identifies the Tyson's Corner area as the only Urban Center of Fairfax County, and it is more unique, and

Whereas, Scott's Run Stream Valley Park lies within the confines of the Tyson's Corner Urban Center, as does West*Gate, an commercial development, and

Whereas, Policy 100 of the Fairfax County Park Authority (FCPA) states that the FCPA shall resist by all means any attempt by any entity to encroach upon any park, and the FCPA in March 1991 denied a request by West*Gate to build a road through Scott's Run Stream Valley Park which included the Director sending a letter to West*Gate stating that the FCPA did not want to set a precedent by approving such a road, and

Whereas, West*Gate corporation has requested from the FCPA an aerial easement for a bridge to connect to a road which the Fairfax Couty Office of Transportation and Virginia Department of Highways have stated is needed to relieve traffic congestion in a future redevelopment of the West*Gate properties, and

Whereas, the West*Gate easement request is in compliance with the FCPA Policy 301 concerning easements, and

Whereas, the deed conveying the property for Scott's Run Stream Valley Park to the FCPA contains a clause which would cause the entire property to revert back to the original trustees upon any part of the park being provided in fee simple ownership to any other entity, and said easement would not convey title to any land within the park, and

Whereas, the Environmental Services Section of the FCPA Conservation Division has analysed the easement request and have reported that there would be no significant environmental degradation if a bridge was built,

Be it, therefore, resolved that the Fairfax County Park Authority (FCPA) shall grant to West*Gate, it successors and assigns (the Developer), a permanent aerial easement and any temporary construction easements for the construction of a bridge over Scott's Run Stream Valley Park (the park) south of Route 123, to connect to the proposed Colshire Meadow Drive, as shown in Public Improvement Plan 8293-P-01-1, and that the Developer shall compensate the FCPA for such easements by meeting the following provisions and conditions:

- The deed of this section of the park, parcel 29-4-((1))-31, must be changed to allow the granting of temporary and permanent easements to the developer to construct and use said bridge, and this deed must be approved by the Fairfax County Attorney.

- The Developer shall deed to the FCPA four (4) parcels of land (designated parcels A, B, C, and D) totalling approximately one (1) acre containing hardwood forest vegetation, as shown on Attachment 1, a plat dated September 17, 1991, and said deed shall include a clause serving the density of the parcels to the Developer for the future zoning, persuant to Section 2-308 of the Fairfax County Zoning Ordinance.

GTP

3. The Developer shall submit the bridge design, which must be of an nvironmentally sensitive nature, to the FCPA staff for review.

4. .he Developer shall only make improvements to the existing natural vaterway of Scott's Run which are in conformance with the Fairfax County Public Facilities Manual, and those actions shall be review by the FCPA Trails Coordinator and the FCPA Conservation Division staff.

5. The Developer agrees to provide a trail system from the north end the park through to southwest end of Scott's Run at a length of approximately 2,500 linear feet, constructed to the satisfactory review of the FCPA Trails Coordinator and in conformance with the Fairfax County Public Facilities Manual.

6. The Developer shall provide a twelve (12) foot wide trail easement through parcel 29-4-((6))-107 and construct a trail section on the easement, similar to that described above, which shall connect wit footbridge across Scott's Run which shall connect with the trail mentioned in number 5, above.

7. The Developer shall construct a chain link fence where none current exists, in conformance with FCPA standards, of approximately 1,300. feet along the perimeter between the park and the Colonies Condominiums on the Colonies side of the property line, persuant t an agreement between the Colonies Co-Owners Association and the FC

8. The Developer shall address all wetlands, if any, in conformance w pplicable federal, state, and county regulations.

9. The Developer shall file application with the Fairfax County Healt Department to particpate in the "Adopt-a-Stream" program in order t help protect the section of Scott's Run within the boundaries of t park.

10. The Developer shall be responsible for all fees, permits, etc.

11. The FCPA Conservation Division staff shall work with Westgate Scho to develop a natural area and flower meadow within the Scott's Run Stream Valley/Westgate parks.

Be it further resolved, that this easement, plus compensation for uch and all conditions mentioned above, shall be granted contingent up pproval of a future rezoning of the West*Gate properties which shall a ddress the proposed Colshire Meadow Drive, the bridge over Scott's Run nd its related traffic movement and environmental issues.

Be it further resolved that nothing in this resolution shall be onstrued to exclude the FCPA from participating in any proffer or revi rocess persuant to any future rezoning of the West*Gate properties.

s. ction approved by the Fairfax County Park Authority by a vote 6-1 on September 17, 1991

PCA 92-P-001
Exhibit D

Transportation Demand Management Program between Applicant and TYTRAN

March 17, 1999

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

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

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

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

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

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

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

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

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

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

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

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

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

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

to determine compliance with this proffer.

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

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

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

a. TYTRAN/RESP shall notify the Applicant of its desire to continue the TDM program at levels meeting or exceeding previous year levels; and

b The Applicant must accept terms; and

c. The Agreement to extend must be ratified pursuant to paragraph 7 below.

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

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

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

EXHIBIT E

FAIRFAX COUNTY

VIRGINIA

Department of Environmental Management
Division of Design Review
12055 Government Center Parkway
Fairfax, Virginia 22035-5503

TELEPHONE (703) 324-1720

January 12, 1994

Mitra A. Kamrani
Huntley, Nyce and Associates
7202 Poplar Street, Unit E
Annandale, Virginia 22003

Subject: Westgate, Rezoning No. RZ 92-P-001, Tax Map: 30-3-001 and 29-4-006, Providence District

Reference: Waiver No. 014040 - Chesapeake Bay Preservation Exception

Dear Mrs. Kamrani:

An exception to allow proffered Stormwater Management/Best Management Practices (BMP) Facilities to satisfy the requirements of Section 118-3-2-F and to allow development within a mapped resource protection area is hereby approved with the following conditions:

1. All site plans subject to RZ 92-P-001 shall provide on-site BMP's or drain to an approved facility which provides BMP's.

2. The disturbed area within the RPA which is currently undisturbed shall minimized to the extent possible as determined by the Department of Environmental Management.

This approval does not exempt this site from any other Federal, State or County ordinance and regulations.

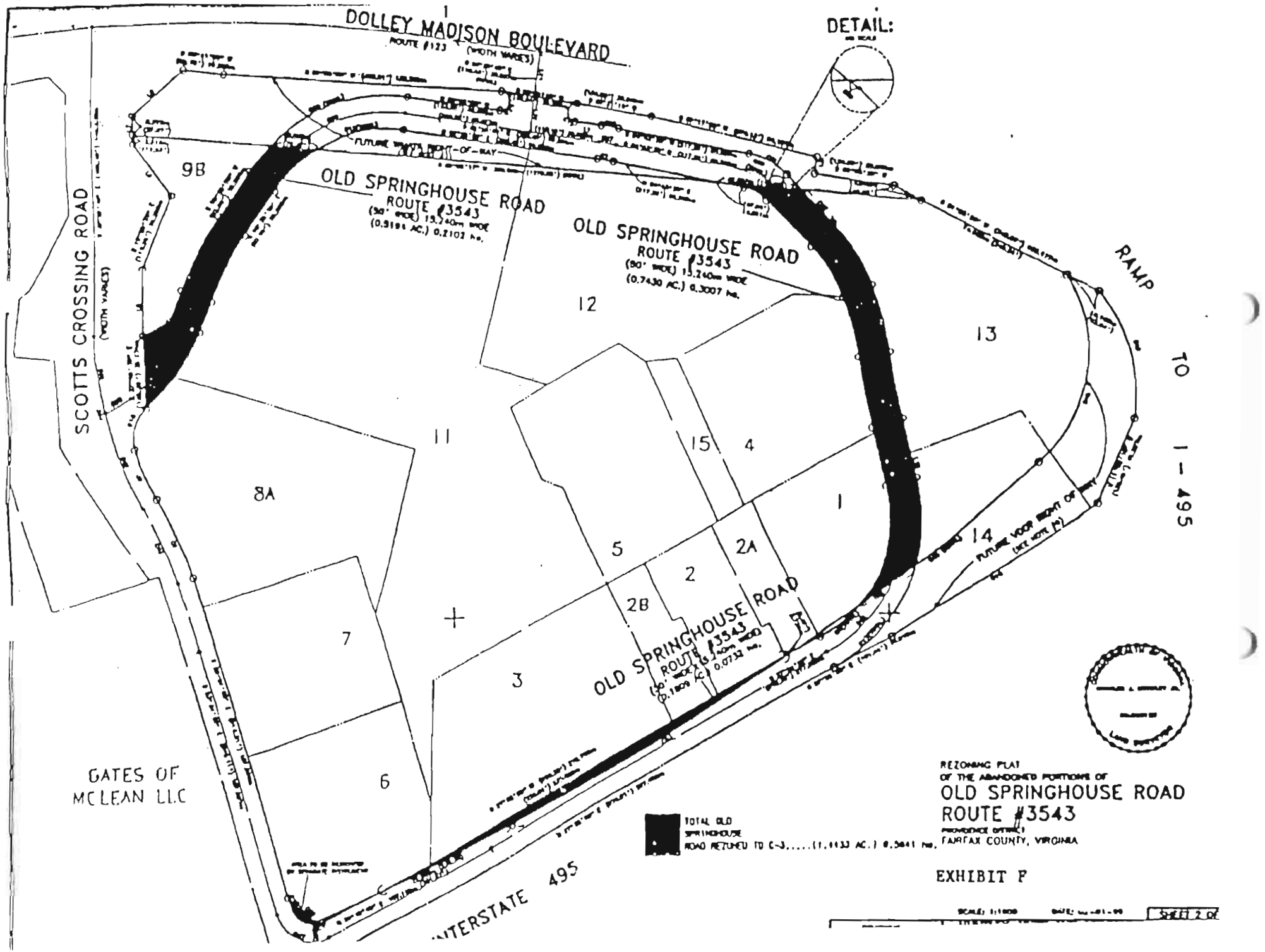
Should you have any questions or require additional information, please contact Charlie Kilpatrick, Assistant Chief, Site Review at 324-1720.

Sincerely,

Bruce Nassimbeni, Chief
Site Review Branch

BGN/CK/rtk

cc: Monica Mongeven, Permits Branch, DEM
John Friedman, Special Projects Branch, DEM
Bonds and Agreements Branch, DEM
Waiver File


DOLLEY MADISON BOULEVARD
ROUTE #123
DETAIL:
SCOTTS CROSSING ROAD
OLD SPRINGHOUSE ROAD
ROUTE #3543
OLD SPRINGHOUSE ROAD
ROUTE #3543
RAMP
TO I-495
9B
12
13
11
15
4
8A
1
5
2A
2
2B
14
7
3
6
OLD SPRINGHOUSE ROAD
ROUTE #3543
GATES OF
MCLEAN LLC
INTERSTATE 495
TOTAL OLD SPRINGHOUSE ROAD RETURNED TO C-3
REZONING PLAT
OF THE ABANDONED PORTIONS OF
OLD SPRINGHOUSE ROAD
ROUTE #3543
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA
EXHIBIT F
SHEET 2 OF

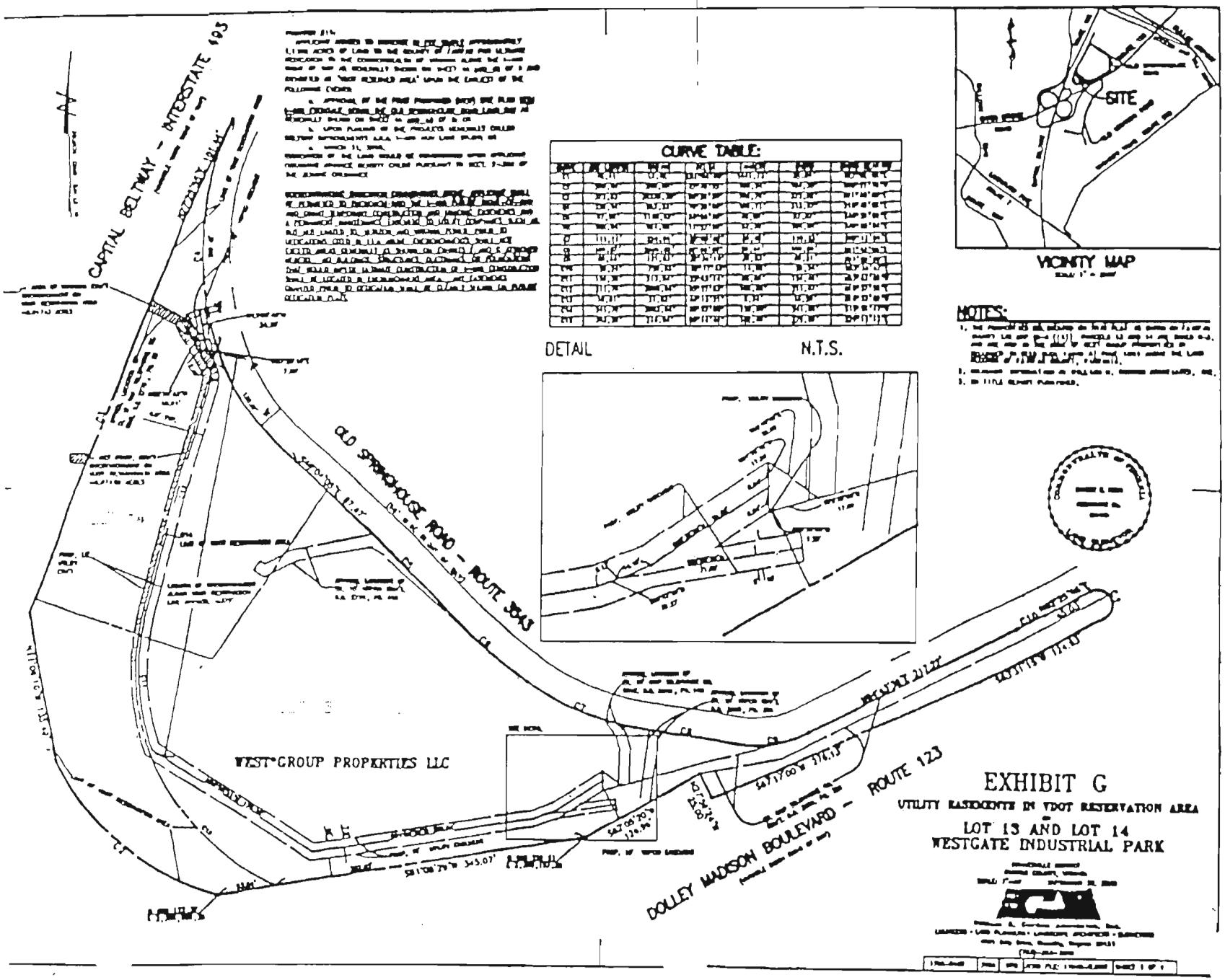

CAPITAL BELTWAY - INTERSTATE 95
OLD SPRINGFIELD ROAD - ROUTE 3045
DOLLEY MADISON BOULEVARD - ROUTE 123
WEST GROUP PROPERTIES LLC
CURVE TABLE:
DETAIL
N.T.S.
SITE
VICINITY MAP
NOTES:
EXHIBIT G
UTILITY EASEMENTS IN VDOT RESERVATION AREA
LOT 13 AND LOT 14
WESTGATE INDUSTRIAL PARK

Exhibit H
PCA 92-P-001-2 and PCA 1998-PR-052
GROSS FLOOR AREAS OF
EXISTING WEST*GATE BUILDINGS
as of Approval date of June 22, 1992 for RZ 92-P-001

LAND BAY A - OLD SPRINGHOUSE ROAD

Existing Building		Gross Floor Area
1	Washington	51,435
2	Wilson	88,344
3	Childcare – 7711	12,022*
4-7	Commonwealth/Fillmore/Hunter/HSR	42,328*
8	Jefferson (2 addressed)	30,792*
9	Madison	30,502*
10	Jackson	31,375*
11	Monroe (2 addresses)	26,800*
12	Adams	26,260*
13.	Cleveland	129,226

LAND BAY B – COLSHIRE DRIVE AREA

Existing Building		Gross Floor Area
1	Westgate Building and addition	43,749
2.	TRW I (Johnson I)	100,000
3	TRW II (Johnson II)	50,000*
4	Garfield	60,024
5	Van Buren	33,155
6	Hayes	255,752

LAND BAY C – OLD MEADOW ROAD AREA

Existing Building		Gross Floor Area
1	Grant	69,276
2.	Roosevelt	62,492
3	Tyler	55,254
4	Buchanan	50,000
5	Honeywell	19,154
6.	Harrison (Old)	33,822
7	Polk	72,349
8.	Polk Addition	43,120
9.	Lincoln	72,168

* Gross Floor Area verified by Engineer's Certification

HUNTLEY, NYCE & ASSOCIATES, LTD.
SURVEYING - CIVIL ENGINEERING - LAND PLANNING
7202 Poplar Street, Unit E
Annandale, Virginia 22003
Local (703) 750-3490, Fax (703) 642-5936

DIRECTORS
CHAIRMAN OF THE BOARD
CHARLES J HUNTLEY
PRESIDENT
LESTER O NYCE P E
VICE PRESIDENT
ROBERT L SPROLES P E

September 21, 2000

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

RE: PCA 92-P-001-2
PCA 1998-PR-052

Dear Ms. Byron:

It is my understanding that you have requested certification of Gross Floor Area ("GFA") for several of the Old Springhouse Road area buildings constructed circa 1959 – 1964 and not listed on sheet 8 of 9 of the original GDP dated 5/6/92. The GFA listed on Exhibit A, attached hereto, was derived from either original site plans; a measurement from an ALTA/ACSM Land Title Survey, or, in some cases where the age of the site plan used "employees" as a measurement of number of required parking spaces as opposed to actual Gross Floor Area, a combination of site plan and architectural drawings.

We therefore certify to WEST*GROUP PROPERTIES LLC, Capital One Corporation, and the County of Fairfax that the FAR for each building listed on Exhibit A is correct based on such investigations as we deemed necessary for the purposes of making this certification.

Very truly yours,

Charles J. Huntley,
Huntley, Nyce & Associates, Ltd.

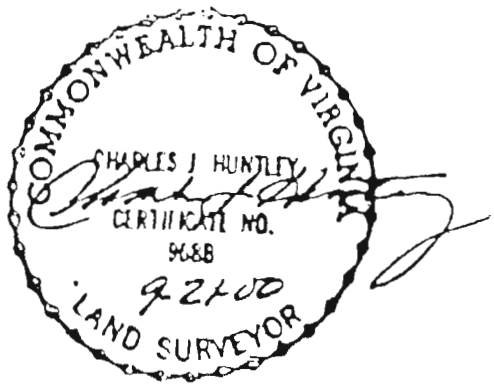
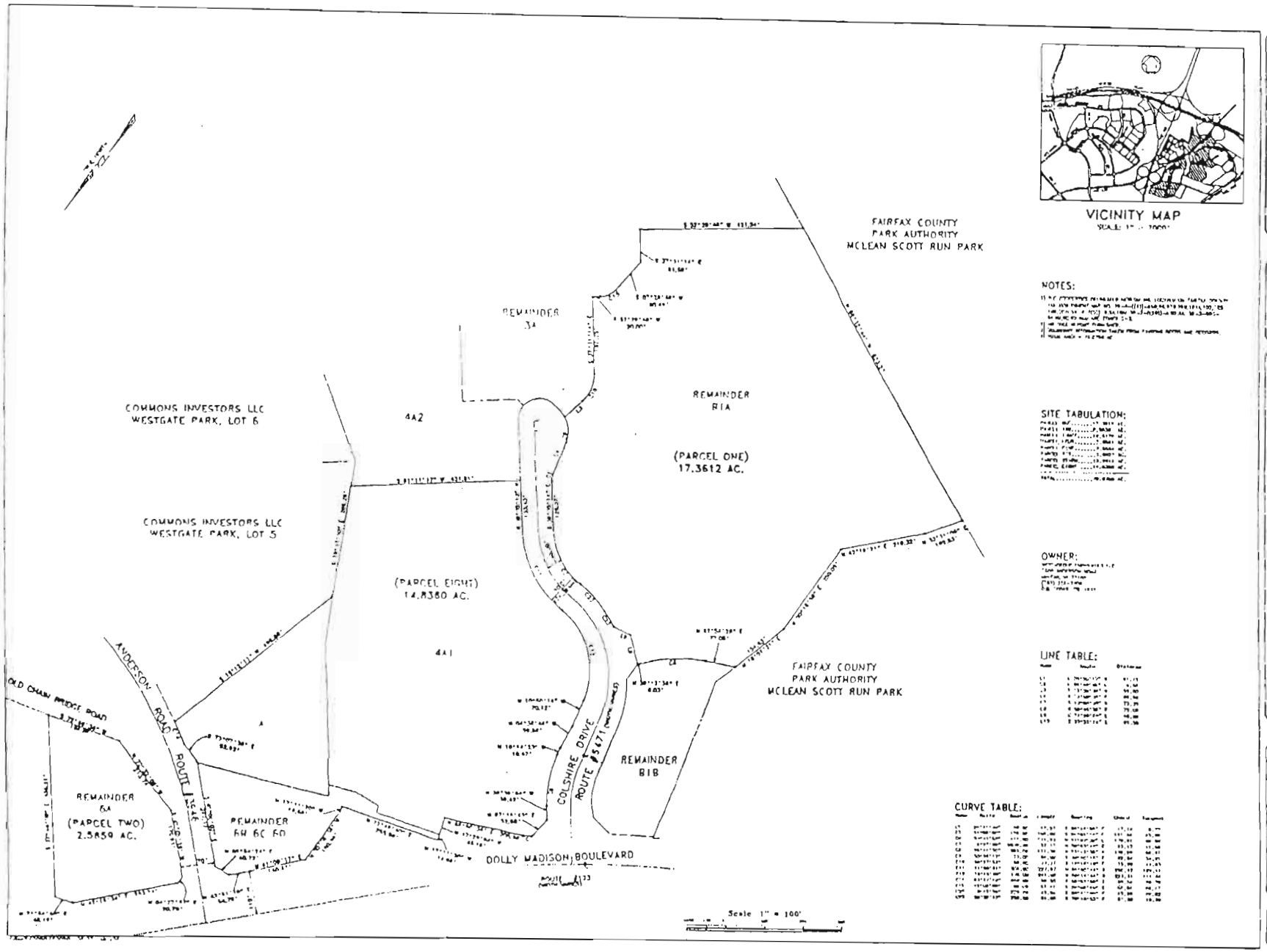


EXHIBIT A

GDP Reference	Building	Site Plan	Gross Floor Area	Source
OSHR Land Bay Building No				
3	Buick/7711/Childcare	SP925	12,022	Site Plan
4-7	Commonwealth/Filmore/ Hunter/HSR	SP283/283A	42,328	SP/ALTA dd 8 15 00
8	Jefferson (2 addressed)	SP776	30,792	Site Plan
9	Madison	SP521	30,502	Site Plan
10	Jackson	SP340A	31,375	SP/ALTA dd 8.15 00
11	Monroe	SP776	26,800	Site Plan
12	Adams	No SP	26,260	A/ALTA dd 8 15 00
Colshire Drive Land Bay Building No.				
2	Johnson II	SP1446	50,000	SP/ALTA dd 10 15 98



VICINITY MAP
SCALE: 1" = 2000'

NOTES:

SITE TABULATION:

OWNER:

LINE TABLE:

CURVE TABLE:

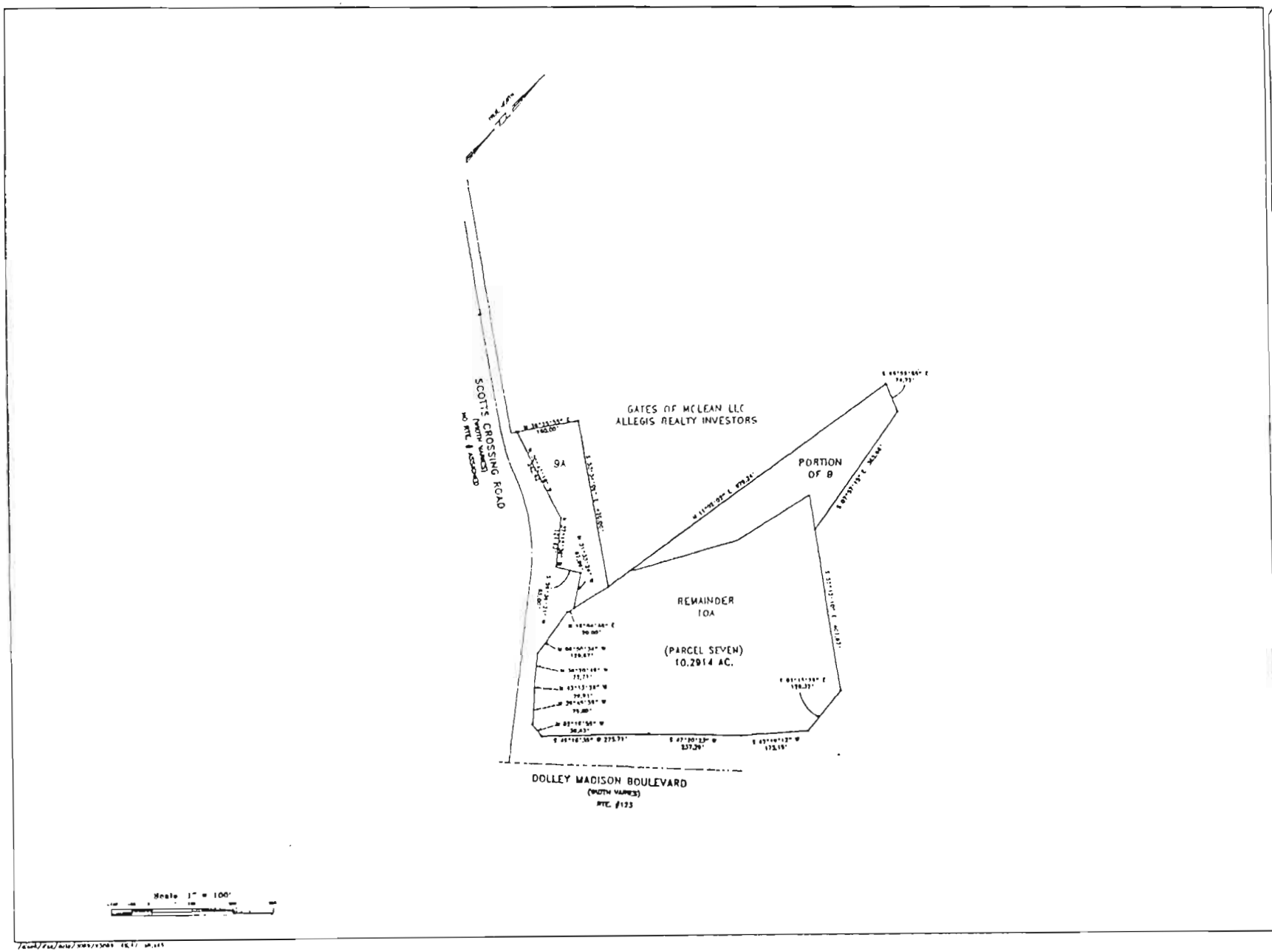
Huntley, Nyce & Associates, Ltd.

PLAT OF SUBDIVISION
WESTGROUP PROPERTIES LLC
PROPERTY OF
FAIRFAX COUNTY, VIRGINIA

PCA-92-P-001-4

SCALE: 1" = 100'
DATE: 04-29-98
REVISIONS:
FEB. 05,1999
APR. 06,2000
APR. 07,2000
AUG. 10,2001

SHEET 1 OF 3
FILE NO. PL - 3040



Huntley, Nyce & Associates, Ltd.

PCA PLAT
OF THE LANDS OF
WEST*GROUP PROPERTIES LLC
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

PCA-92-P-001-4

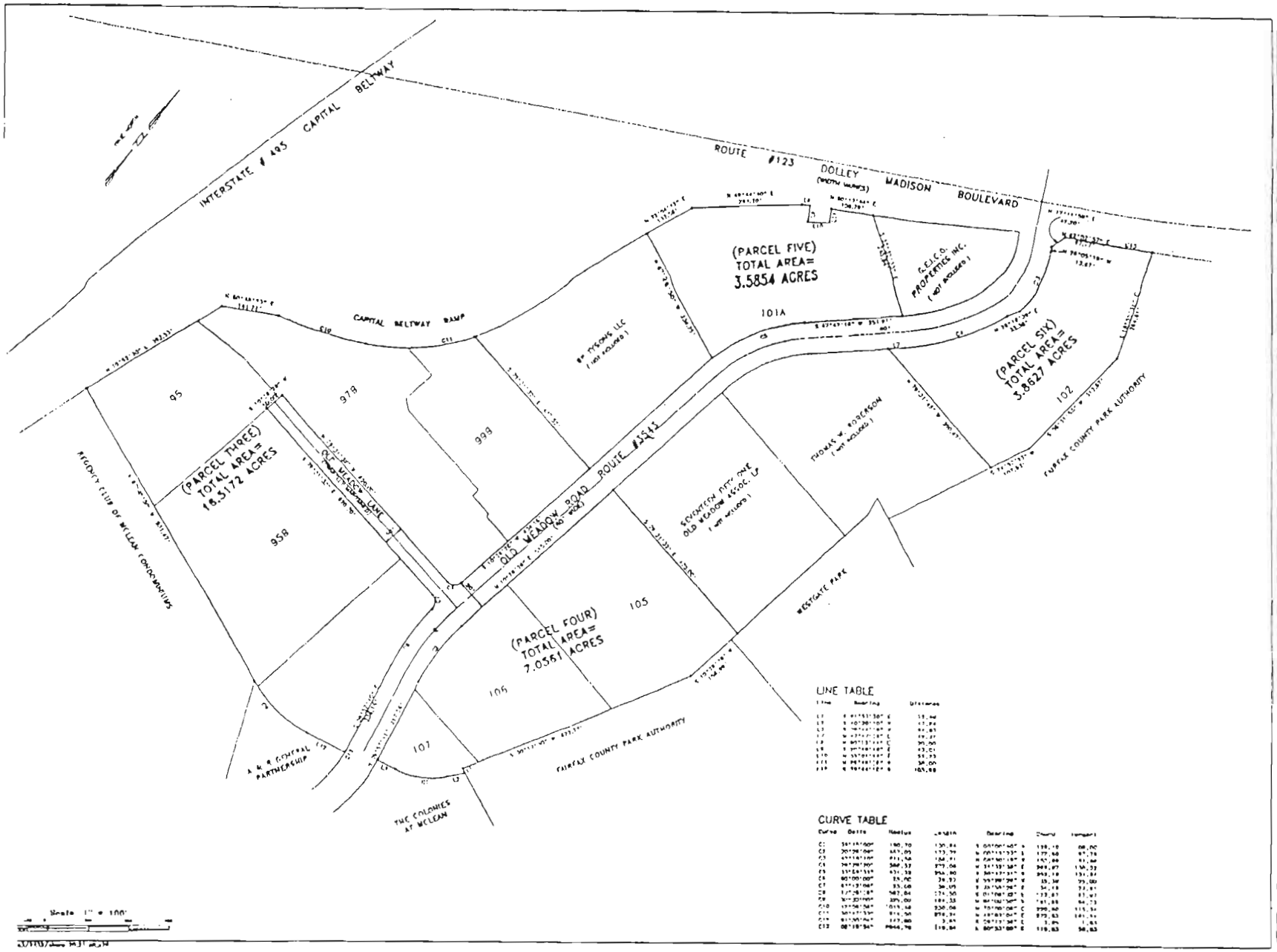
SCALE: 1" = 100'

DATE: [illegible]

REVISIONS:
FEB. 05,1999
JAN. 09,2000
APRIL 07,2000
AUG. 10,2001

SHEET
2 of 3

FILE NO.
PL - [illegible]



LINE TABLE

Line	Bearing	Distance
[illegible]	[illegible]	[illegible]

CURVE TABLE

Curve	Delta	Radius	Length	Bearing	Chord	Tangent
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

Huntley, Nyce & Associates, Ltd.

PCA PLAT
OF THE LANDS OF
WESTGROUP PROPERTIES LLC
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

PCA-92-P-001-4

SCALE: 1" = 100'

DATE: 08-30-00

REVISIONS:
FEB. 08, 1999
JAN. 04, 2000
APRIL 07, 2000
AUG. 10, 2001

SHEET
3 of 3

FILE NO.
PL - 3000

PROFFERS
PCA 92-P-001-3
April 5, 2001

Pursuant to 15 2-2203A of the Code of Virginia 1950 as amended and Section 18-203 of the Zoning Ordinance of the County of Fairfax (1978 as amended) ("ZO"), subject to the Board of Supervisors' approval of the requested Proffered Condition Amendment ("PCA""), the Applicant, WEST GROUP PROPERTIES LLC, its successors and assigns reaffirm Proffers dated October 6, 2000, a copy of which is attached as Exhibit A, which shall remain in full force and effect except as amended as follows

1. GENERALIZED DEVELOPMENT PLAN ("GDP") The locations of the buildings shown on the GDP dated February 10, 1992, revised May 6, 1992, February 23, 1999, September 12, 2000 and *March 30, 2001* shall be considered for illustrative purposes only Specific tabulations for floor area ratios, green space, parking, and final location and footprint of the proposed buildings and parking structures for each individual building site shall be determined at the time of site plan review and approval At the time of each site plan submission, a copy of the site plan shall be submitted to the Providence District Planning Commissioner for review and comment The GDP is not proffered in its entirety, but certain elements of the GDP as specifically described below are proffered

A Floor Area Ratios ("FAR") The total FAR on the approximately 131 acre Gross Tract Area (as defined below) for office uses, accessory uses and all other uses permitted in the C-3 Zoning District shall not exceed a 0 65 FAR However

1 Individual Building Sites (as defined below) within the Old Springhouse Road Area Land Bay (as defined below) may individually exceed a 1 0 FAR, but the total FAR of the Old Springhouse Road Area Land Bay shall not exceed a 1 0 FAR

2 Individual Building Sites (as defined below) within the Colshire Drive Area Land Bay (as defined below) may individually exceed a 1 0 FAR, but the total FAR of the Colshire Drive Area Land Bay shall not exceed a 1 0 FAR

3 Individual Building Sites (as defined below) within the Old Meadow Road Area Land Bay (as defined below) may individually exceed a 1 0 FAR, but the total FAR for the Old Meadow Road Land Bay shall not exceed a 0 7 FAR

Definitions

Gross Tract Area shall be defined as the sum of the areas of the three Land Bays and consisting of 130 3247 acres

Building Site shall be defined as the land associated with the building, parking and/or parking structures, open space and accessory structures or the "site plan "

The Land Bays shall be defined as follows

- Old Springhouse Road Area (consisting of approximately 42 acres)
- Colshire Drive Area (consisting of approximately 58 acres)
- Old Meadow Road Area (consisting of approximately 31 acres)

B Building Height.

1 Buildings within the Old Springhouse Road Land Bay shall not exceed 90 feet in height except as qualified by paragraph B 4 below

2 Buildings within the Colshire Drive Land Bay shall not exceed 90 feet in height except as qualified by paragraph B 4 below

3 Buildings within the Old Meadow Road Land Bay shall not exceed 75 feet in height except as qualified by paragraph B 4 below

4 An increase in height for any building(s) may be permitted by the Board of Supervisors in accordance with the applicable Special Exception provisions of the Zoning Ordinance without a Proffer Condition Amendment

C Landscaping Future Building Sites shall be landscaped using a mix of shade and/or ornamental trees (3" in caliper at planting) and evergreen trees (6' to 8' in height at planting) of a quantity and species consistent with existing WEST*GATE landscaping and as generally, but not specifically, illustrated on Sheet 9 of 9 of the GDP as it relates to quality and quantity of tree and plant stock. All landscaping plans submitted at the time of site plan submission shall be reviewed and approved by the Department of Public Works and Environmental Services ("DPWES") as part of the site plan approval process

D Transitional Screening and Barrier Transitional screening and barrier requirements shall be modified or waived as follows

1. Building 10 (Hayes) is existing and the transitional screening and barrier modifications for the south, west and east property lines were granted by DPWES for Site Plan 1702-SP-01 and shall remain in place.

2 The limits of the Flood Plain, left undisturbed, shall serve as the transitional screening and barrier for buildings located in Old Meadow Road Land Bay C

3 Transitional screening and barrier requirements for existing Buildings 14 (Van Buren) and 15 (Garfield) shall be modified to allow the landscaping existing at the time of the rezoning as shown on the GDP to serve as the transitional screening and barrier

4 Transitional screening and barrier requirements for existing buildings located along the east property line in Colshire Drive Land Bay B-3 and along the south property line in Old Meadow Road Land Bay C shall be modified to allow the existing wooded area generally shown on the GDP to serve as the transitional screening and barrier

5 Transitional screening and barrier for buildings within the Old Springhouse Road Land Bay and the R-30 project, known as Gates of McLean, located east of Scotts Run Crossing is hereby modified in favor of barrier and landscaping installed on R-30 property

E Pedestrian Access System Continuous four-foot wide concrete sidewalks along public streets fronting individual Building Sites shall be shown on each site plan submitted and shall be installed prior to site plan bond release The sidewalk system shall be in lieu of any trails shown on the County-wide Trails Plan for the Gross Tract Area with the exception of trails within Park Authority land which are addressed in Proffer IV Park Authority

F Storm Water Management and Best Management Practices

1 Storm Water Management ("SWM") and Best Management Practices ("BMP") shall be provided for the entire Gross Tract Area in accordance with applicable County ordinances as approved, modified or waived by DPWES SWM/BMP may be provided on a site by site basis, land bay by land bay basis, or a combination thereof

G Environmental Quality Corridor ("EQC") and 100 Year Flood Plain ("Flood Plain") Unless waived or modified by the Director of DPWES, the Applicant shall preserve in an undisturbed state the EQC and Flood Plain as generally depicted on the GDP However, the EQC and Flood Plain may be crossed by utilities, roadways, and trails to the minimum extent necessary The Applicant shall provide Compensatory Landscaping as defined in Proffer I I(EYE) herein for EQC encroachments for the storm water detention facility and for the parking structure and access driveway to any building located in the Colshire Drive Land Bay, along the common property line with the Scott Run Stream Valley Park as may be permitted by Exhibit E Compensatory Landscaping shall be shown on individual site plans submitted to DPWES The area preserved as the EQC and Flood Plain or the area of Compensatory Landscaping shall be deemed to satisfy transitional screening and barrier requirements in the areas where the EQC and Flood Plain and transitional screening yards coincide and consistent with Proffer I D herein

H Limits of Clearing and Grading The Applicant shall use best efforts to adhere to the preliminary limits of clearing and grading as shown on the GDP However, actual limits of clearing and grading shall be determined at the time of site plan approval DPWES may approve minor deviations from the limits of clearing and grading shown on the GDP provided that Compensatory Landscaping is provided per Proffer I I(EYE) herein

I(EYE) Compensatory Landscaping. The Applicant may deviate to a limited extent into or cross the EQC per Proffer I G herein or the Applicant may deviate from preliminary limits of clearing and grading shown on the GDP per Proffer I H herein provided that the Applicant provides Compensatory Landscaping Compensatory Landscaping shall be defined as the Applicant's choice of the following

1 Planting an area equal to 125% of the area of the EQC or Flood Plain disturbance or deviation from preliminary limits of clearing and grading shown on the GDP with trees 3" at planting in caliper or evergreens 6' – 8' in height at planting in quantities and species approved by DPWES in accordance with Section 12-04037A of the Fairfax Public Facilities Manual or other methods acceptable to DPWES, or

2 Providing an uncleared or undisturbed area equal to the area of the EQC or Flood Plain disturbance or deviation from preliminary limits of clearing and grading shown on the GDP, or

3 A combination of Proffer I(EYE) 1 and 2 herein

The Compensatory Landscaping shall be provided either on the Building Site or within the Land Bay and adjacent to or as contiguous to the area of the EQC or Flood Plain disturbance or deviation from the preliminary limits of clearing and grading shown on the GDP as possible

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

WEST GROUP PROPERTIES LLC

By _____
G T Halpin, President

THE MITRE CORPORATION

By _____
Lewis Fincke, Vice President, Chief Financial Officer and Treasurer

PROFFERS
PCA 92-P-001-4
November 14, 2001

Pursuant to 15 2-2203A of the Code of Virginia 1950 as amended and Section 18-203 of the Zoning Ordinance of the County of Fairfax (1978 as amended) ("ZO"), subject to the Board of Supervisors' approval of the requested Proffered Condition Amendment ("PCA""), the Applicant, WEST*GROUP PROPERTIES LLC, its successors and assigns reaffirm Proffers dated April 5, 2001, a copy of which is attached as Exhibit A, which shall remain in full force and effect except as amended as follows

I. GENERALIZED DEVELOPMENT PLAN ("GDP") The locations of the buildings shown on the GDP dated February 10, 1992, revised May 6, 1992, February 23, 1999 and September 12, 2000, *for Sheets 2, 3, 4, 4A, 5, 6, 6A, 7, and 9, and as amended through September 26, 2001 for Sheets 1 and 8,* shall be considered for illustrative purposes only Specific tabulations for floor area ratios, green space, parking, and final location and footprint of the proposed buildings and parking structures for each individual building site shall be determined at the time of site plan review and approval At the time of each site plan submission, a copy of the site plan shall be submitted to the Providence District Planning Commissioner for review and comment The GDP is not proffered in its entirety, but certain elements of the GDP as specifically described below are proffered

A Floor Area Ratios ("FAR") No change

B Building Height. No change

C Landscaping No change

D Transitional Screening and Barrier No change

E Pedestrian Access System No change

F Storm Water Management and Best Management Practices No change

G Environmental Quality Corridor ("EQC") and 100 Year Flood Plain ("Flood Plain") No change

H Limits of Clearing and Grading No change

I(EYE) Compensatory Landscaping No change

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

WEST*GROUP PROPERTIES LLC

By _____

G T Halpin, President

Colshire Drive Associates, LLC (Contingent Contract Purchaser, Tax Map 30-3-((28))-B2 (Part))
By The Connell Company

By _____

Duane Connell, Executive Vice President

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WEST*GROUP PROPERTIES LLC, TDC OWNER, LLC, TIAA STAFFORD-HARRISON LLC & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

HOWEVER CERTAIN ELEMENTS SUCH AS F.A.R., HEIGHT AND SETBACK ARE. PLEASE REFER TO PROFFERS ASSOCIATED WITH PCA-92-P-001 AND RZ/B-P-062.

SHEET INDEX

1. OVERALL LAYOUT AND COVER SHEET.
2. GENERALIZED DEVELOPMENT PLAN, COLSHIRE DRIVE AREA.
2A. GENERALIZED DEVELOPMENT PLAN, COLSHIRE DRIVE AREA (REVISED).
3. GENERALIZED DEVELOPMENT PLAN, OLD MEADOW ROAD AREA.
4. GENERALIZED DEVELOPMENT PLAN, OLD SPRINGHOUSE ROAD AREA.
4A. GENERALIZED DEVELOPMENT PLAN, OLD SPRINGHOUSE ROAD AREA "ALTERNATE".
4B. GENERALIZED DEVELOPMENT PLAN, OLD SPRINGHOUSE ROAD AREA "ALTERNATE".
5. PROPOSED ROUTE # 123 IMPROVEMENTS.
6. PROPOSED ROUTE # 123 IMPROVEMENTS.
6A. PROPOSED ROUTE # 123 IMPROVEMENTS.
7. PROPOSED ROUTE # 123 IMPROVEMENTS.
8. TABULATION AND DATA SHEET.
9. TYPICAL LANDSCAPE LAYOUT SHEET.

Hartley, Nyce & Associates, Ltd.

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WEST*GROUP PROPERTIES LLC, TDC OWNER, LLC, TIAA STAFFORD-HARRISON LLC & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA PCA 92-P-001-6

COVER SHEET

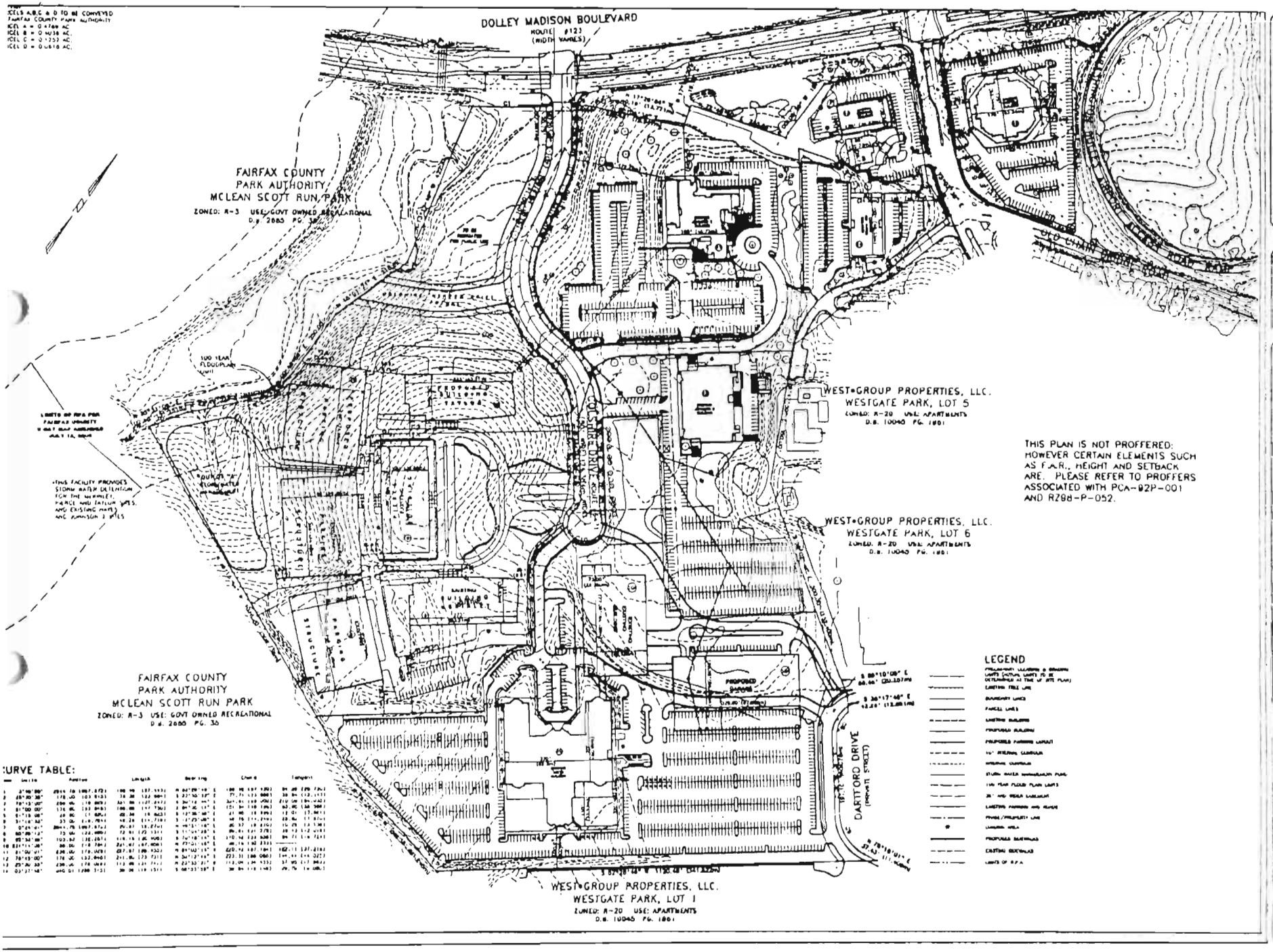
SCALE: 1" = 200'

DATE: 09-19-92

REVISIONS:

SHEET 1 OF 9

FILE NO.



THIS PLAN IS NOT PROFFERED: HOWEVER CERTAIN ELEMENTS SUCH AS F.A.R., HEIGHT AND SETBACK ARE. PLEASE REFER TO PROFFERS ASSOCIATED WITH PCA-92P-001 AND RZ98-P-052.

CURVE TABLE:

Huntley, Nyce & Associates, Ltd.

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WEST•GROUP PROPERTIES LLC, TDC OWNER, LLC, TIAA STAFFORD-HARRISON LLC & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA COLSHIRE DRIVE AREA

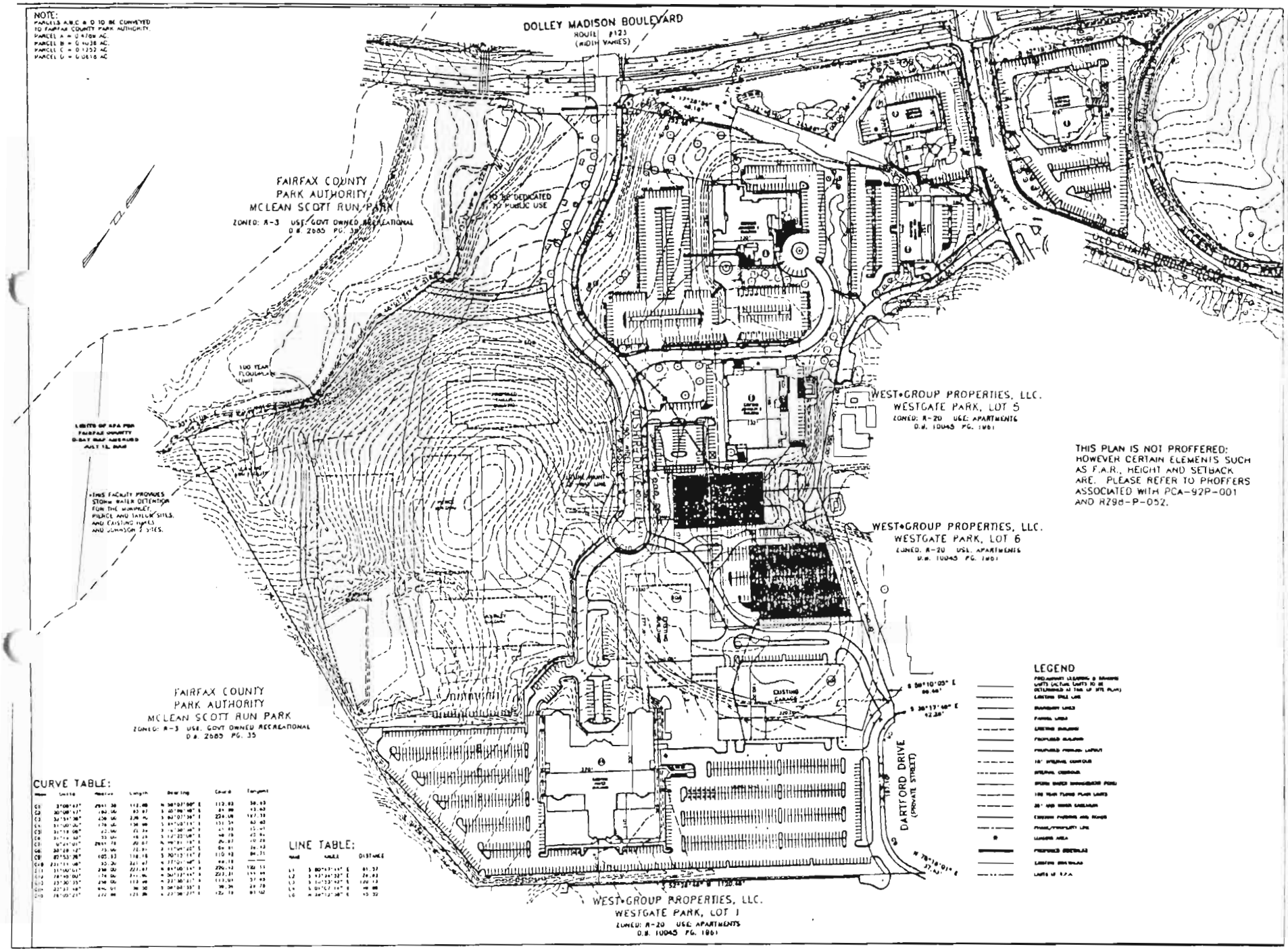
GENERALIZED DEVELOPMENT PLAN PCA 92-P-001-8

SCALE 1" = 100'

DATE 09-10-02

SHEET 2 OF 9

FILE NO.



THIS PLAN IS NOT PROFFERED: HOWEVER CERTAIN ELEMENTS SUCH AS F.A.R., HEIGHT AND SETBACK ARE. PLEASE REFER TO PROFFERS ASSOCIATED WITH PCA-92P-001 AND R298-P-052.

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WEST•GROUP PROPERTIES LLC, TDC OWNER, LLC, TIAA STAFFORD-HARRISON LLC & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

COLSHIRE DRIVE AREA PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA

GENERALIZED DEVELOPMENT PLAN 92-P-001-6

Huntley, Nyce & Associates, Ltd.

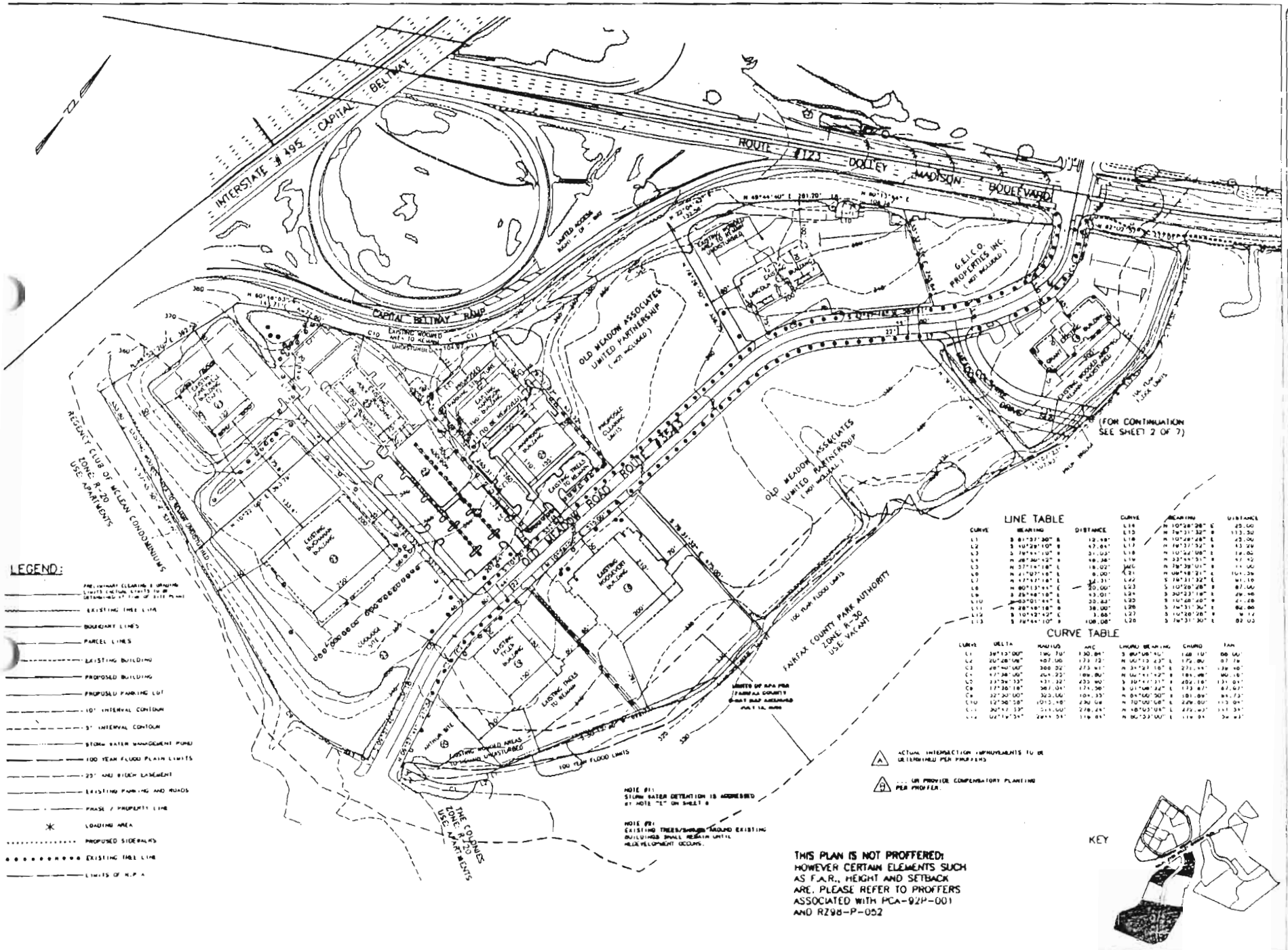
SCALE 1" = 100'

DATE 01-19-01

REVISIONS:

SHEET 2A OF 9

FILE NO.



LINE TABLE

CURVE	BEARING	DISTANCE	CURVE	BEARING	DISTANCE
L1	S 81°57'30" E	12.48'	L14	N 10°28'28" E	25.00
L2	S 40°29'10" E	47.64'	L15	N 79°31'32" E	113.50
L3	S 79°44'10" E	51.03'	L16	N 10°28'28" E	25.00
L4	N 28°30'42" E	46.38'	L17	N 79°37'52" E	13.29
L5	N 57°14'18" E	18.02'	L18	N 10°22'08" E	18.82
L6	N 21°07'18" E	6.00'	L19	N 33°44'51" E	47.42
L7	N 47°47'18" E	32.31'	L20	N 79°39'01" E	11.00
L8	N 80°13'44" E	20.00'	L21	N 09°48'21" E	104.36
L9	S 25°48'18" E	43.01'	L22	S 79°31'32" E	91.16
L10	S 83°01'44" E	55.23'	L23	S 10°28'28" E	87.00
L11	N 28°48'18" E	38.00'	L24	S 30°23'18" E	29.46
L12	S 10°42'42" E	3.88'	L25	S 10°28'28" E	21.28
L13	S 79°44'10" E	108.08'	L26	S 79°31'30" E	82.88
			L27	S 10°28'28" E	9.12
			L28	S 79°31'30" E	82.03

CURVE TABLE

CURVE	DELTA	RADIUS	ARC	CHORD BEARING	CHORD	TAN
C1	39°15'00"	190.70'	130.84'	S 80°08'40"	128.10'	68.00'
C2	20°28'08"	467.00	173.72'	N 00°15'23" E	172.80	87.78
C3	28°40'00"	388.52'	273.91'	N 34°27'18" E	271.44'	139.48'
C4	47°38'00"	204.25'	169.80'	N 02°41'42" E	164.98'	90.16'
C5	33°39'33"	431.32'	255.90'	S 30°47'31" E	252.16'	131.84'
C6	17°36'18"	567.04'	174.56'	S 01°08'32" E	173.87'	87.67'
C8	32°30'00"	323.00'	184.33'	N 84°00'50" E	181.89'	94.73'
C10	12°58'58"	1013.48'	230.08'	N 70°00'08" E	229.60'	115.64'
C11	30°47'33"	511.00'	278.24'	N 48°03'04" E	272.83'	141.34'
C12	02°19'54"	2944.54'	316.84'	N 80°53'00" E	116.84	58.83'

THIS PLAN IS NOT PROFFERED: HOWEVER CERTAIN ELEMENTS SUCH AS F.A.R., HEIGHT AND SETBACK ARE. PLEASE REFER TO PROFFERS ASSOCIATED WITH PCA-92P-001 AND RZ98-P-052

Huntley, Myce & Associates, Ltd.

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WEST GROUP PROPERTIES LLC, TDC OWNER, LLC, TIAA STAFFORD-HARRISON LLC & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA OLD MEADOW ROAD AREA

GENERALIZED DEVELOPMENT PLAN PCA-92-P-001-6

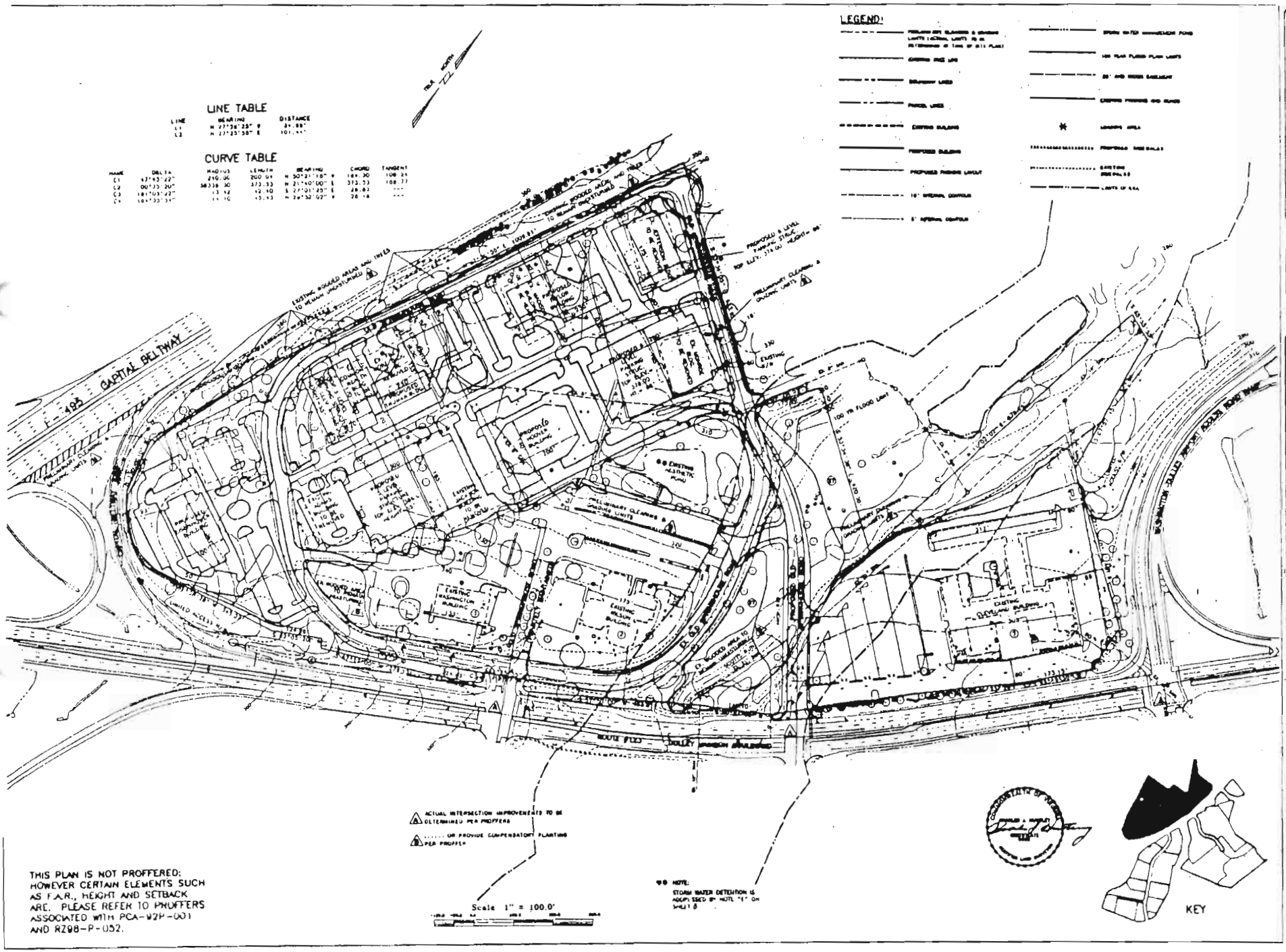
SCALE 1" = 100'

DATE 03-10-03

REVISIONS:

SHEET 3 OF 9

FILE NO. PL-2483



Huntley, Nyce & Associates, Ltd.

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WESTBROOK PROPERTIES L.L.C., TDO OWNER, L.L.C., TMA STAFFORD-HARRISON LLC & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA PCA-92-P-001-3

GENERALIZED DEVELOPMENT PLAN OLD DOMINION/ROUTE 7123 AREA

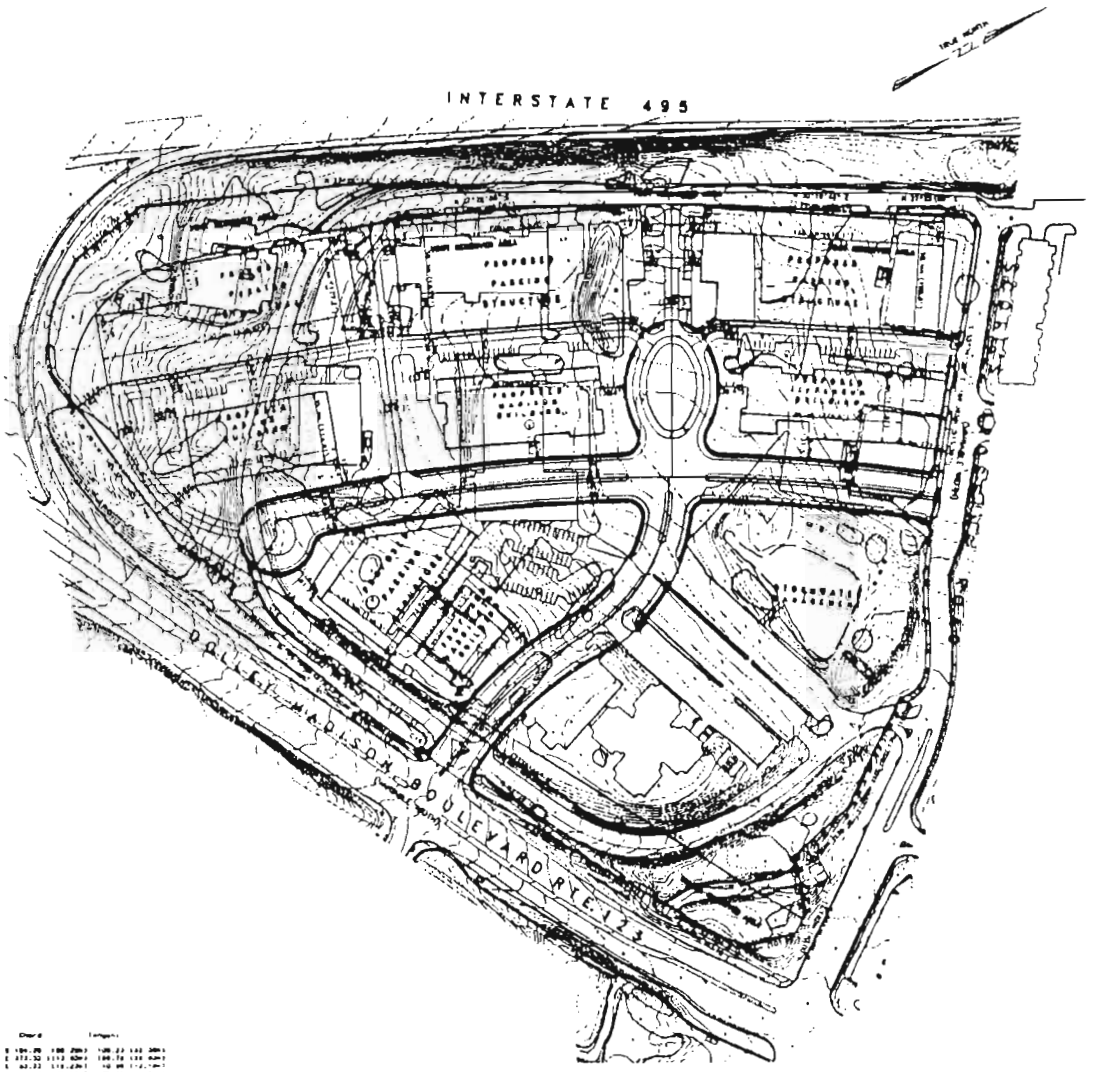
SCALE 1" = 100'

DATE

REVISIONS

SHEET 4 OF 9

FILE NO.



LINE TABLE:

CURVE TABLE:

THIS PLAN IS NOT PROFFERED: HOWEVER CERTAIN ELEMENTS SUCH AS F.A.R., HEIGHT AND SETBACK ARE. PLEASE REFER TO PROFFERS ASSOCIATED WITH PCA-92-P-001 AND R298-P-052.

GRAPHIC SCALE

Huntley, Nyce & Associates, Ltd.

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WESTGROUP PROPERTIES LLC, TDC OWNER, LLC, TIAA STAFFORD-HARRISON LLC & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA PCA-92-P-001-8

GENERALIZED DEVELOPMENT PLAN OLD SPRINGHOUSE ROAD AREA - PROPOSED

SCALE: 1" = 100'

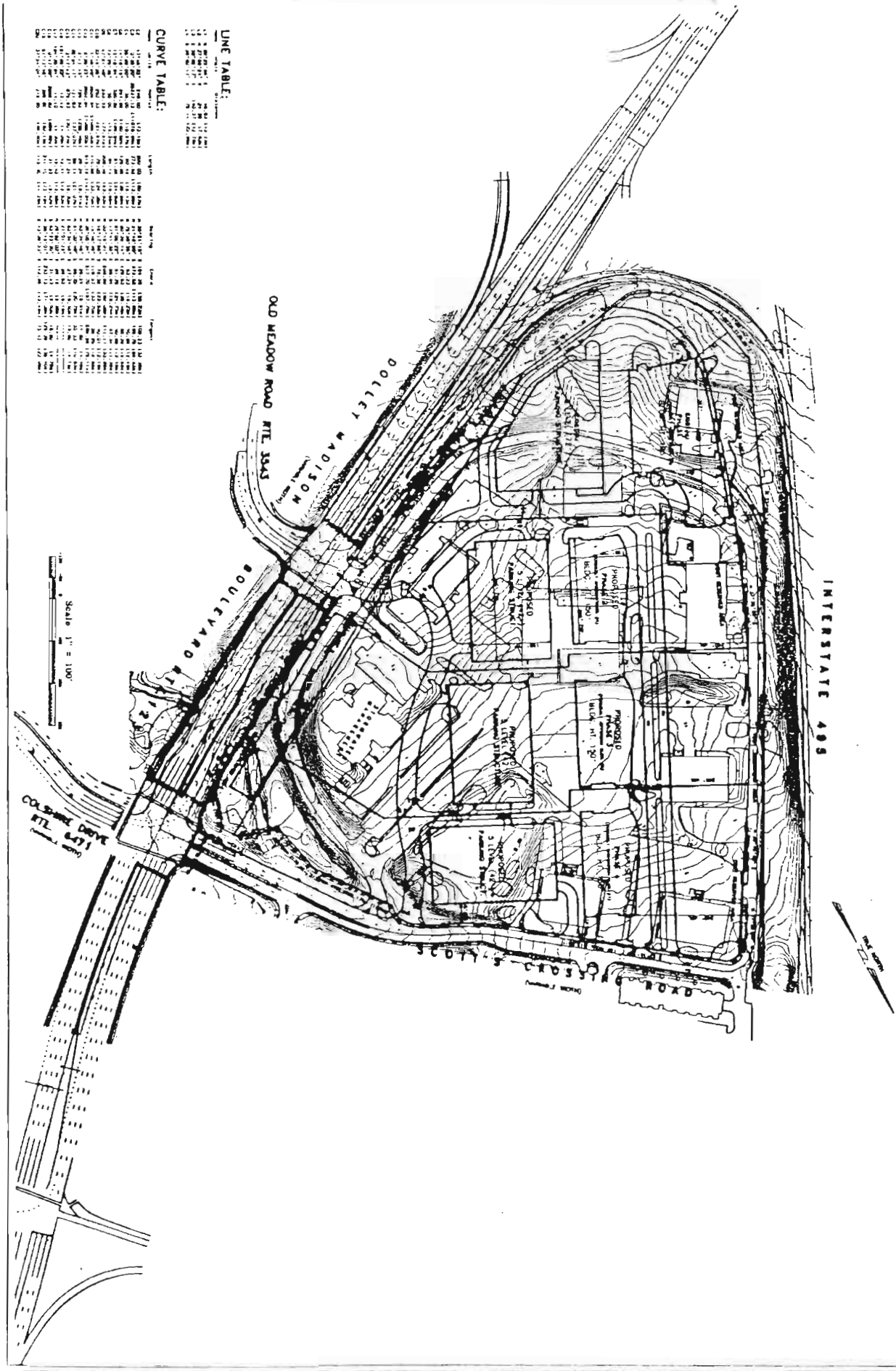
DATE

REVISIONS

TAYLOR & CLEVELAND BLDGS

SHEET 4A OF 9

FILE NO.



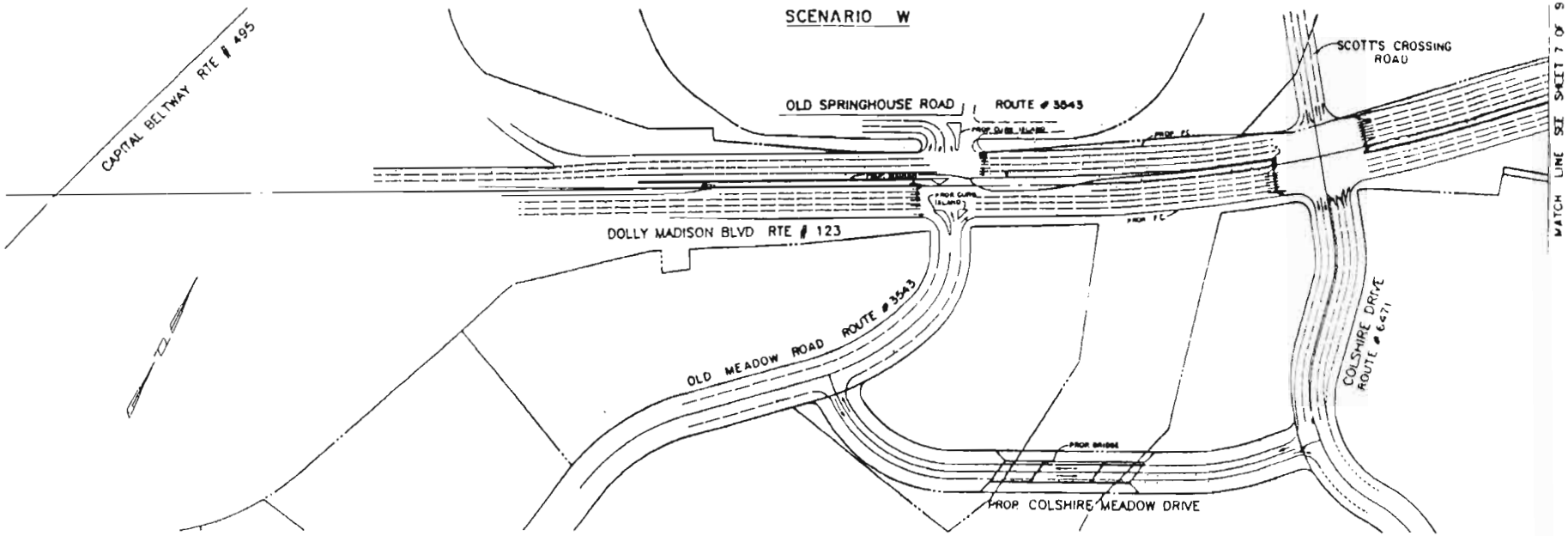
GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WESTGROUP PROPERTIES LLC, TDC OWNER, LLC, T/A/A STAFFORD-HARRISON LLC & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA PCA-92-P-001-6

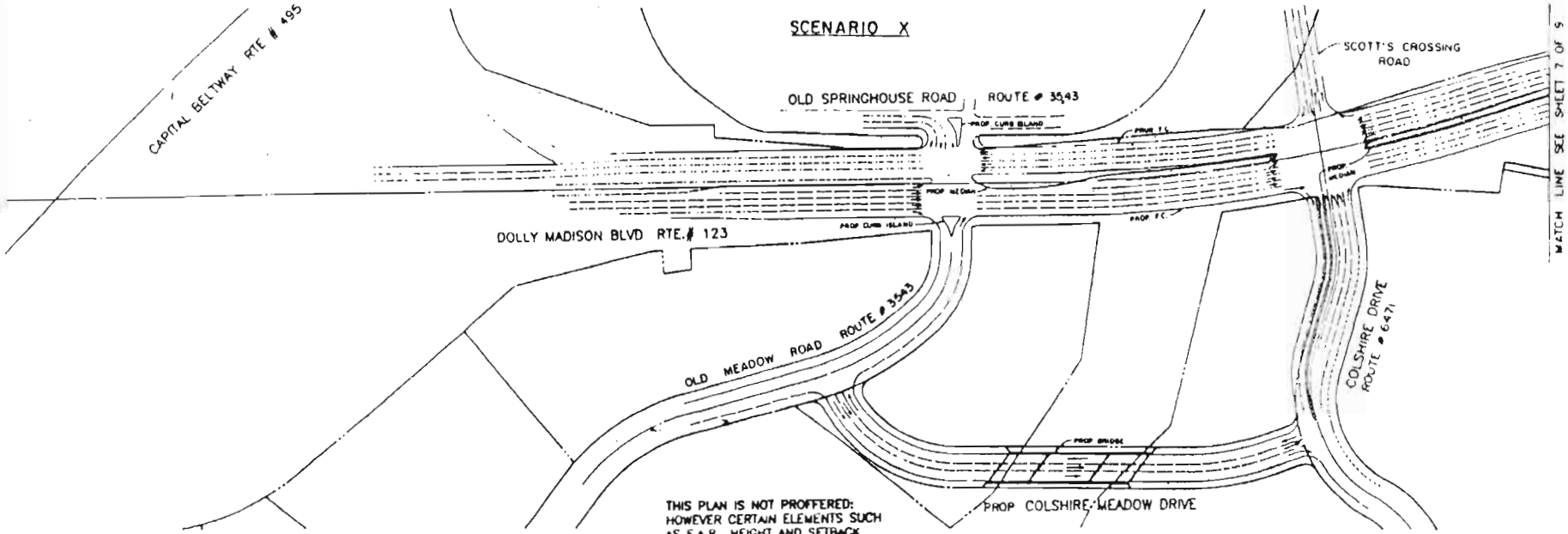
GENERALIZED DEVELOPMENT PLAN OLD SPRINGHOUSE ROAD AREA

Murray, Myers & Associates, Ltd.

SCENARIO W



SCENARIO X



THIS PLAN IS NOT PROFFERED: HOWEVER CERTAIN ELEMENTS SUCH AS F.A.R., HEIGHT AND SETBACK ARE. PLEASE REFER TO PROFFERS ASSOCIATED WITH PCA-92P-001 AND R92B-P-052.

Huntley, Nyce & Associates, Ltd.

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WESTGROUP PROPERTIES LLC, TDC OWNER, LLC, TAA STAFFORD-HARRISON LLC & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA PCA-92-P-001-6

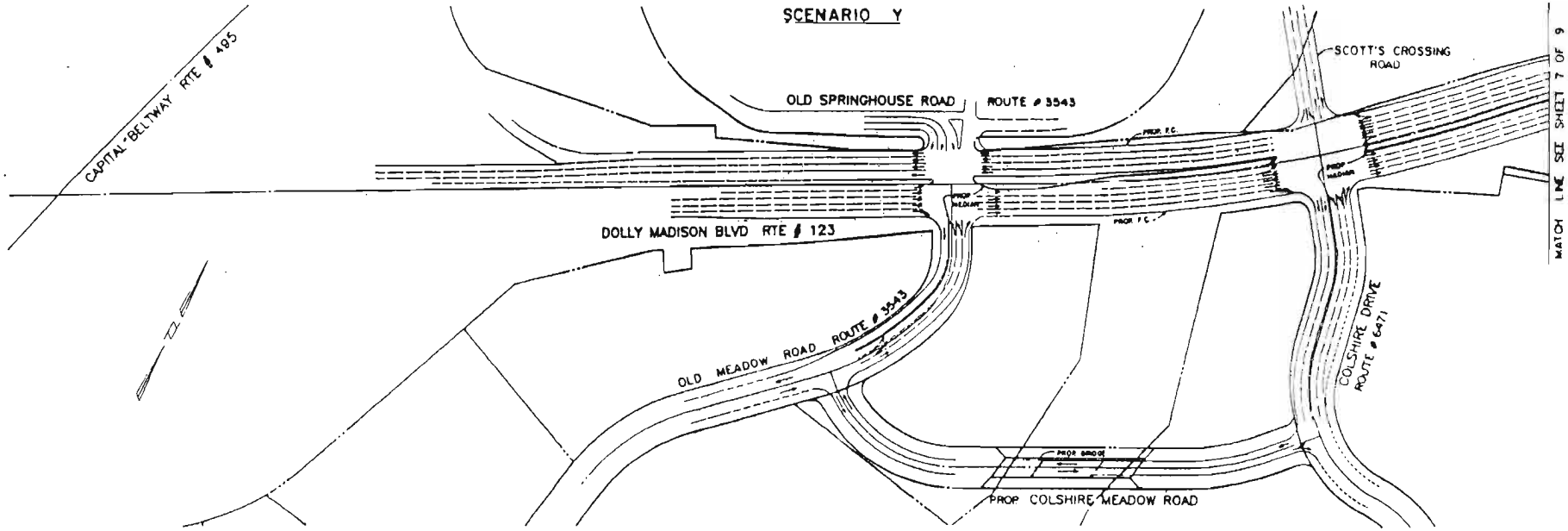
PROPOSED ROUTE #123 IMPROVEMENTS

DATE

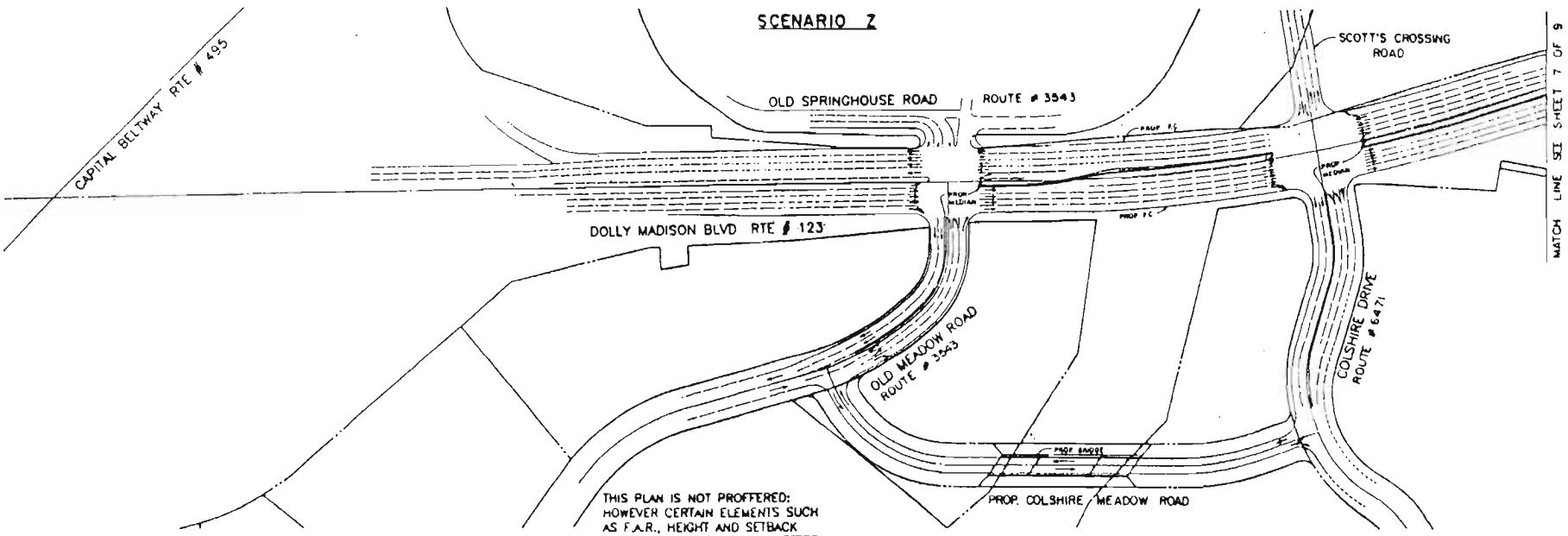
REVISIONS

SHEET 5 OF 9

SCENARIO Y



SCENARIO Z



THIS PLAN IS NOT PROFFERED; HOWEVER CERTAIN ELEMENTS SUCH AS F.A.R., HEIGHT AND SETBACK ARE. PLEASE REFER TO PROFFERS ASSOCIATED WITH PCA-92P-001 AND RZ86-P-052.

Hartley, Nyce & Associates, Ltd.

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WEST-GROUP PROPERTIES LLC, TDC OWNER, LLC, TIAA STAFFORD-HARRISON LLC & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA PCA-92-P-001-8

PROPOSED ROUTE #123 IMPROVEMENTS

SCALE: 1" = 100'

DATE:

REVISIONS:

SHEET 6 OF 9

FILE NO.

COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION

April 30, 1993

Mr. Robert Moore
Office of Transportation
County of Fairfax
12000 Government Center Parkway, Suite 102A
Fairfax, Virginia 22035-5511

RE: RZ 92-P-001
West*Gate Intersection Improvements

Dear Mr. Moore:

The proffers for the above-referenced application, as approved on June 22, 1992 by the Fairfax County Board of Supervisors, included four alternative improvement plans for Route 123 in the vicinity of the project. As indicated in the approved proffer statement, a petition was to be submitted to VDOT (received August 10, 1992) for approval to construct one of the alternatives. Consistent with Mr. Claude Warren's June 10, 1992 letter, the Department committed to undertake an objective evaluation of the four alternatives. The proffers for the project established a final decision date of May 10, 1993 to complete the analysis of the alternatives.

This office performed a detailed technical evaluation of the four design alternatives submitted for consideration and identified as B, A, F and Z. Our analysis indicated the need to create a fifth alternative, identified as WP, which provides the best operational results of any of the alternatives submitted and tested.

I have met with the applicant, the local citizens and the County staff on various occasions since completing our evaluation, and explained the absence of our analysis process and the basis for our decision. To convince our obligations and commitments to this process as identified in the approved proffers for this application, I am recommending to the County that the applicant initiate the development of the appropriate engineering plans to construct alternative WP.

Transportation Problem Solutions

Mr. Robert Moore
April 30, 1993
Page Two

For your information, the next step in the process will involve the applicant developing an information package containing engineering plans and details from the Good Interchange at Anderson Road through the area of the I-395 Interchange. This information will be routed through the Department to FHWA for approval of the work that is required in the limited access areas of the interchange. After receiving FHWA comment of the plans, we can then proceed with the initiation of the review of the appropriate site plans.

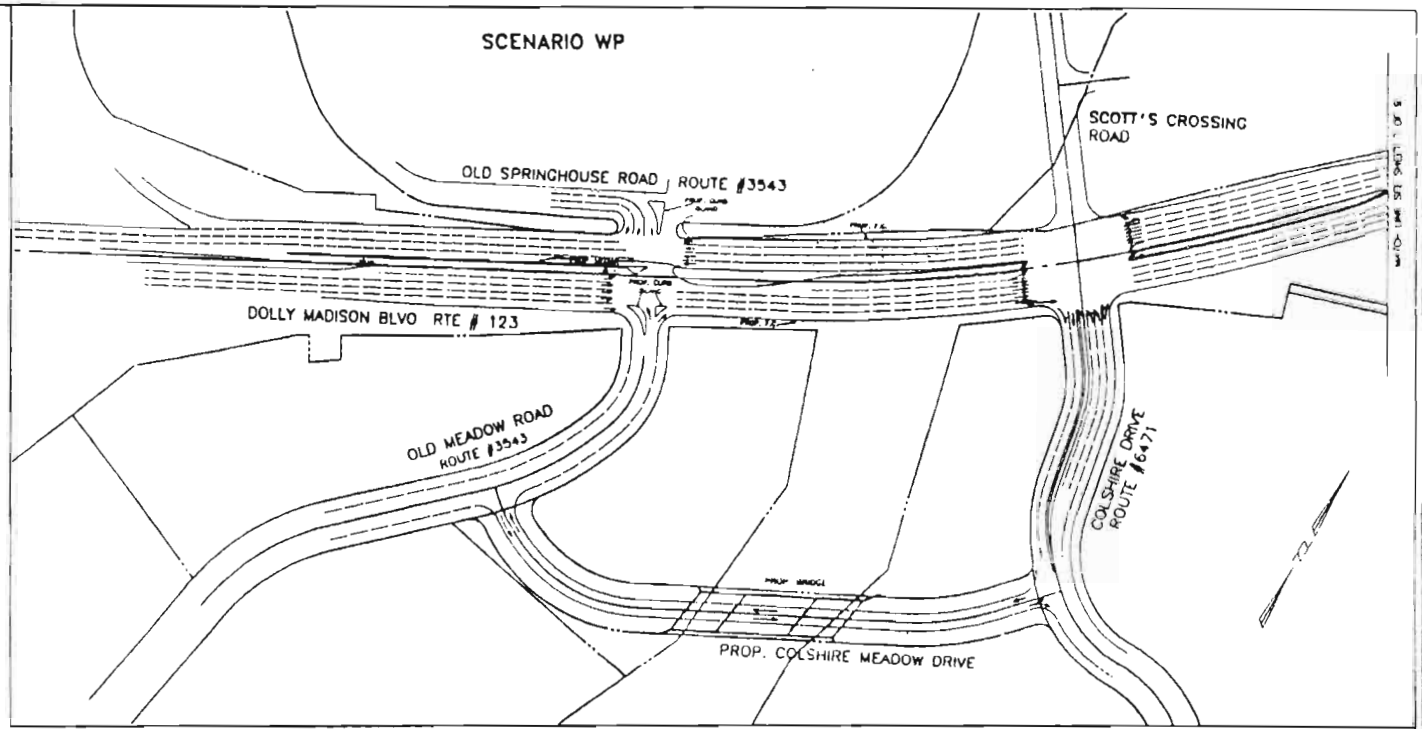
I appreciate the opportunity to have participated in the review of this application, and if you should require any additional information, do not hesitate to contact this office.

Sincerely,

Robert L. Tracy Jr.
Transportation Engineer

LT/lrw

cc: Supervisor Katherine A. Hanley
Ms. Barbara A. Byron
Mr. Jim Fleury



FAIRFAX COUNTY
VIRGINIA

OFFICE OF TRANSPORTATION
Suite 102A
12055 Government Center Parkway
Fairfax, Virginia 22035-5511
Telephone (703) 324-1100 FAX (703) 324-1439

May 7, 1993

Thomas F. Farley
District Administrator
Virginia Department of Transportation
3975 Fair Ridge Drive
Fairfax, Virginia 22033

SUBJECT: RZ 92-P-001; West*Gate, A Virginia Limited Partnership
Local Identification Nos: 29-4 ((1)) 1, 2, 3A, 3B, 3-15
29-4 ((10)) 9B, 9BA, 9B-9D, 10A, 10B, 10D-10F
30-3 ((1)) 8, 9, 9A
30-3 ((17)) 8A, 8B, 8C, 8D

Dear Mr. Farley:

This letter is in response to a letter from Mr. Robert L. Tracy, Jr., of your staff dated April 30, 1993, on the subject application.

This office is in general concurrence with the Department's recommendation of an alternative identified as "WP" as the acceptable roadway to be implemented by the subject applicant for roadway improvements along Route 123 in the vicinity of the subject site.

It is our understanding that Scenario WP is essentially a combination of Scenario W at Old Meadow Drive and Scenario X at Colshire Drive, and as such is a "minor deviation" from the four alternatives described in the proffers.

Scenario "WP" involves construction of a channelized left-turn westbound lane from Old Meadow Road onto Route 123 southbound in advance of the existing 10 left-turn split-phased. It also provides for one inbound lane on Old Meadow Road. At Colshire Drive, scenario "WP" provides triple left-turn lanes westbound from Colshire Drive onto Route 123, and construction of the Colshire Meadow Drive bridge.

Thomas F. Farley
May 7, 1993
Page Two

In accordance with the approved proffers for the subject application, the applicant is now required to initiate the construction of the roadway improvements in accordance with the "Transportation Phasing Schedule" attached to the said proffer.

The timeliness of the response of the Department on this matter is commendable and highly appreciated. It is hoped that the west phase of the project, especially regarding obtaining approvals from the Federal Highway Administration (FHWA) on the proposed improvements to the interchange, can also proceed expeditiously and with a high level of cooperation among all parties. Please let me know if this office can assist in these matters in any way.

Sincerely,

Shiva K. Pant
Director
Office of Transportation

SKP/Berlin

cc: Anthony H. Griffin, Deputy County Executive for Planning and Development
Katherine A. Hanley, Supervisor, Providence District
Barbara A. Byron, Director, Zoning Evaluation Division, Office of Comprehensive Planning (w/o attachment)
John Wiglesia, Deputy Director, Design Section, Department of Environmental Management
Thomas D. Fleury, Vice President, Development Services, West*Group

THIS PLAN IS NOT PROFFERED: HOWEVER CERTAIN ELEMENTS SUCH AS F.A.R., HEIGHT AND SETBACK ARE. PLEASE REFER TO PROFFERS ASSOCIATED WITH PCA-92P-001 AND RZ 92-P-052.

N

Lane Geometrics

	12B	12B
Scenario W		
Scenario X		
Scenario Y		
Scenario Z		
Scenario WP		

Old Meadow Road

Colshire Drive

Murtha, Myers & Associates, Ltd.

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WEST*GROUP PROPERTIES L.L.C., TDC OWNER, L.L.C., TIAA STAFFORD-HARRISON L.L.C. & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA PCA-92P-001-3

PROPOSED ROUTE #123 IMPROVEMENTS

SCALE: 1" = 100'

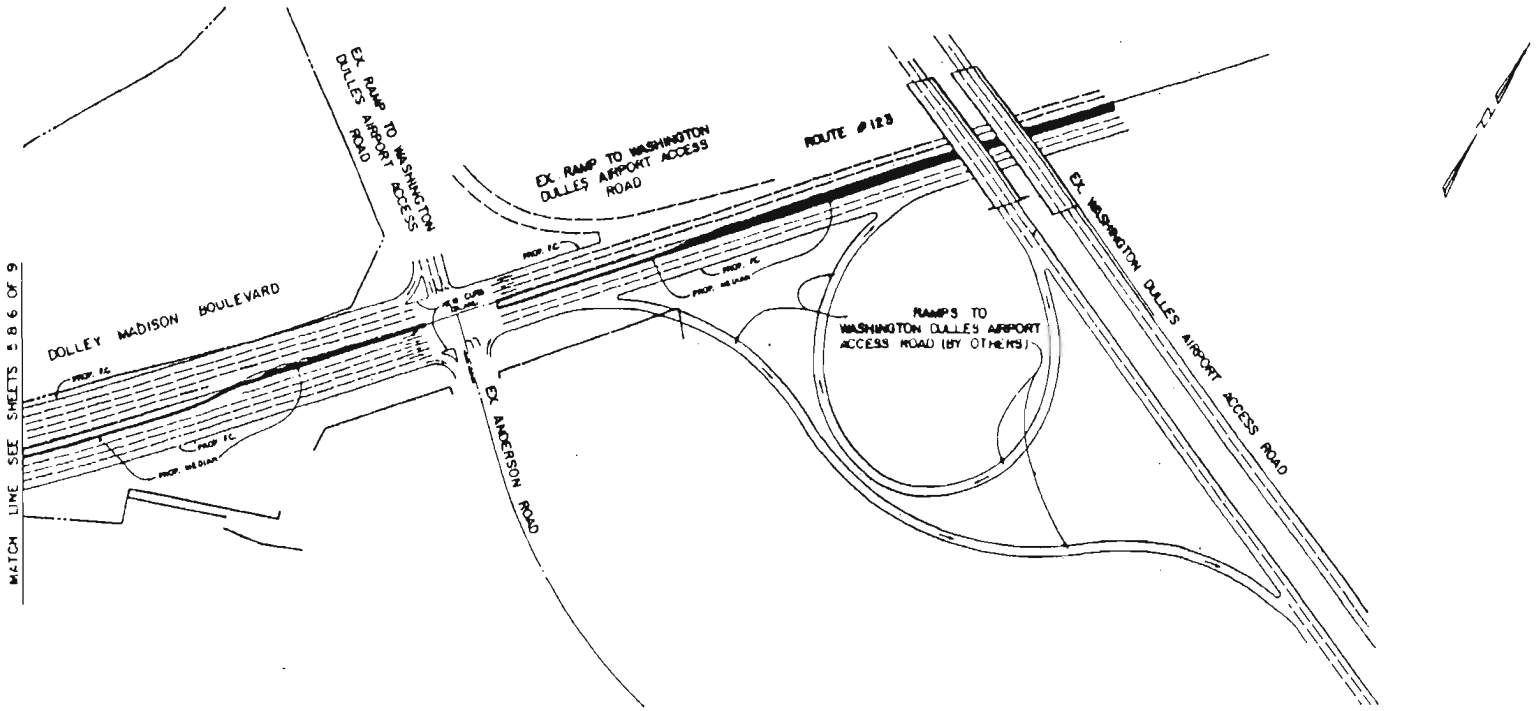
DATE: 04-02-93

REVISIONS:

11-17-93	
02-08-94	
03-02-94	
05-09-94	
06-16-94	
08-18-94	
09-26-94	
10-04-94	
10-24-94	

SHEET 6A OF 9

FILE NO. PA - 9403



THIS PLAN IS NOT PROFFERED; HOWEVER CERTAIN ELEMENTS SUCH AS F.A.R., HEIGHT AND SETBACK ARE. PLEASE REFER TO PROFFERS ASSOCIATED WITH PCA-92P-001 AND RZ96-P-062.

Huntley, Nyce & Associates, Ltd.

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WEST GROUP PROPERTIES LLC, TDC OWNER, LLC, TIAA STAFFORD-HARRISON LLC & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA

PROPOSED ROUTE #123 IMPROVEMENTS PCA-92-P-001-8

SCALE: 1" = 100'

DATE: 08-22-96

REVISIONS:

08-05-02 ADDED
08-05-99
08-22-99
08-08-00
08-18-00
08-18-00
08-30-01
08-31-06
08-31-06

SHEET 7 OF 9

FILE NO.

SITE/BUILDING DATA TABULATION

LAND BAY A - OLD SPRINGHOUSE ROAD AREA

NO.	BUILDING SITE	TAX MAP	ADDRESS	OWNERSHIP	[illegible]	EXISTING GFA [illegible]	PROPOSED GFA [illegible]	DATE [illegible]	BUILDING HEIGHT
1	WASHINGTON	[illegible]	[illegible] OLD SPRINGHOUSE RD	CAPITAL ONE FINANCIAL CORP.	[illegible]	[illegible]	[illegible]	[illegible]	[illegible] Existing [illegible] Future
[illegible]	WILSON	SAME AS ABOVE	[illegible] OLD SPRINGHOUSE RD	CAPITAL ONE FINANCIAL CORP.	[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	MADISON	SAME AS ABOVE		CAPITAL ONE FINANCIAL CORP.	[illegible]	[illegible]	[illegible]		[illegible]
[illegible]	JEFFERSON	SAME AS ABOVE		CAPITAL ONE FINANCIAL CORP.	[illegible]		[illegible]		[illegible]
[illegible]	ADAMS	SAME AS ABOVE		CAPITAL ONE FINANCIAL CORP.	[illegible]		[illegible]		[illegible]
7	CLEVELAND	[illegible]	[illegible] DOLLEY MADISON BLVD	WESTGROUP PROPERTIES LLC	[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	NONE ASSIGNED	WESTGROUP PROPERTIES LLC	[illegible]	[illegible]			
[illegible]	[illegible]	[illegible]	NONE ASSIGNED	CAPITAL ONE FINANCIAL CORP.	[illegible]	[illegible]		-	-

LAND BAY B - COLSHIRE DRIVE AREA

LAND BAY B-1

NO.	BUILDING SITE	TAX MAP	ADDRESS	OWNERSHIP	[illegible]	EXISTING GFA [illegible]	PROPOSED GFA [illegible]	DATE [illegible]	BUILDING HEIGHT
10	[illegible]	[illegible] PART OF [illegible]	[illegible] COLSHIRE DR	THE MITRE CORPORATION	[illegible]	[illegible]		[illegible]	[illegible]
10A	FUTURE	[illegible] PART OF [illegible]	[illegible] COLSHIRE DR	THE MITRE [illegible]	[illegible]		[illegible]		[illegible]

LAND BAY B-2

NO.	BUILDING SITE	TAX MAP	ADDRESS	OWNERSHIP	[illegible]	EXISTING GFA [illegible]	PROPOSED GFA [illegible]	DATE [illegible]	BUILDING HEIGHT
[illegible]	[illegible]	[illegible] PART OF [illegible]	NONE ASSIGNED	[illegible]	[illegible]	[illegible]			[illegible]
[illegible]	PIERCE	[illegible] PART OF [illegible]	NONE ASSIGNED	[illegible]	[illegible]	[illegible]			[illegible]
[illegible]	TAYLOR	[illegible] PART OF [illegible]	NONE ASSIGNED	WESTGROUP PROPERTIES LLC	[illegible]	0	[illegible]		[illegible]
[illegible]	TRANSIT SITE	[illegible]	NONE ASSIGNED	FAIRFAX COUNTY BOARD OF SUPERVISORS	[illegible]	0			

LAND BAY B-3

NO.	BUILDING SITE	TAX MAP	ADDRESS	OWNERSHIP	[illegible]	EXISTING GFA	PROPOSED GFA	DATE	BUILDING HEIGHT
11	JOHNSON I	[illegible] PART OF [illegible]	[illegible] COLSHIRE DR	WESTGROUP PROPERTIES LLC	[illegible]	[illegible]		[illegible]	[illegible]
12	JOHNSON II	[illegible] PART OF [illegible]	[illegible] COLSHIRE DR	WESTGROUP PROPERTIES LLC	[illegible]	[illegible]		[illegible]	[illegible]

LAND BAY B-4

NO.	BUILDING SITE	TAX MAP	ADDRESS	OWNERSHIP	[illegible]	EXISTING GFA	PROPOSED GFA	DATE	BUILDING HEIGHT
[illegible]	WESTGATE BUILDING	[illegible]	[illegible] ANDERSON RD	WESTGROUP PROPERTIES LLC	[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	VAN BUREN	[illegible]	[illegible] ANDERSON RD	WESTGROUP PROPERTIES LLC	[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	GARFIELD	[illegible]	[illegible] ANDERSON RD	WESTGROUP PROPERTIES LLC	[illegible]	[illegible]		[illegible]	[illegible]

NO.	BUILDING SITE	TAX MAP	ADDRESS	OWNERSHIP	[illegible]	EXISTING FAR [illegible]	PROPOSED GFA [illegible]	DATE [illegible]	BUILDING HEIGHT
[illegible]	GRANT	[illegible]	[illegible] OLD MEADOW RD	WESTGROUP PROPERTIES LLC	[illegible]	[illegible]		[illegible]	[illegible]
17	LINCOLN	[illegible]	[illegible] OLD MEADOW RD	WESTGROUP PROPERTIES LLC	[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	ROOSEVELT	[illegible]	[illegible] OLD MEADOW RD	TDC OWNER, LLC	[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	TYLER	[illegible]	[illegible] OLD MEADOW RD	TDC OWNER, LLC	[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	ARTHUR	[illegible]	NONE ASSIGNED	THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY	[illegible]	[illegible]		-	-
[illegible]	TAFT	[illegible]	[illegible] OLD MEADOW LN	WESTGROUP PROPERTIES LLC	[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	BUCHANAN	[illegible] PART OF [illegible]	[illegible] OLD MEADOW LANE	TDC OWNER, LLC	[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	COOLIDGE	[illegible] PART OF [illegible]	[illegible] OLD MEADOW RD	TDC OWNER, LLC	[illegible]	PARKING LOT		[illegible]	-
[illegible]	HARRISON	[illegible]	[illegible] OLD MEADOW RD	TIAA STAFFORD-HARRISON LLC	[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	POLK	[illegible]	[illegible] OLD MEADOW RD	[illegible] OWNER, LLC	[illegible]	[illegible]		[illegible]	[illegible]

[illegible]

FLOOR AREA RATIO COMPUTATION TABULATION

LAND BAY A - OLD SPRINGHOUSE ROAD AREA
FLOOR AREA RATIO COMPUTATION

LAND BAY	SITE AREA ACRES	GROSS FLOOR AREA (EXCLUDING CELLARS)	FLOOR AREA RATIO (FAR)
LAND BAY A-1 [illegible]	[illegible]	[illegible]	[illegible]
LAND BAY A-2 [illegible]	[illegible]	[illegible]	
[illegible]	[illegible]		
[illegible]	[illegible]		
TOTAL [illegible]	[illegible]	[illegible]	[illegible]

LAND BAY B - COLSHIRE DRIVE AREA
FLOOR AREA RATIO COMPUTATION

LAND BAY	SITE AREA ACRES	GROSS FLOOR AREA (EXCLUDING CELLARS)	FLOOR AREA RATIO (FAR)
LAND BAY B-1 [illegible]	[illegible]	[illegible]	
LAND BAY B-2 [illegible]	[illegible]	[illegible]	
LAND BAY B-3 [illegible]	[illegible]	[illegible]	
LAND BAY B-4 [illegible]	[illegible]	[illegible]	
LAND BAY B-4 [illegible]	[illegible]		
LAND BAY B-4 [illegible]	[illegible]	[illegible]	
TOTAL	[illegible]	[illegible]	[illegible]

LAND BAY C - OLD MEADOW ROAD AREA
FLOOR AREA RATIO COMPUTATION

LAND BAY	SITE AREA ACRES	GROSS FLOOR AREA (EXCLUDING CELLARS)	FLOOR AREA RATIO (FAR)
LAND BAY C-1 (Grant, Taft, Lincoln, [illegible])	[illegible]	[illegible]	
LAND BAY C-2 (Polk, Buchanan, [illegible])	[illegible]	[illegible]	
LAND BAY C-3 (Harrison)	[illegible]	[illegible]	
TOTAL	[illegible]	[illegible]	[illegible]

LAND BAYS A, B,C COMBINED

LAND BAY	SITE AREA ACRES	GROSS FLOOR AREA (EXCLUDING CELLARS)	FLOOR AREA RATIO (FAR)
SUBTOTAL FOR A B C	[illegible]	[illegible]	
FAR BONUS		[illegible]	
GRAND TOTAL	[illegible]	[illegible]	[illegible]

[illegible] TOTAL SITE AREA: [illegible] ACRES

[illegible]

[illegible]

A. See Unified Development Plan attached herewith.
B. See Unified Development Plan attached herewith [illegible]. Applicant agrees to limit all building heights to 75' with the following exceptions:

(1) WASHINGTON, WILSON, MADISON, JEFFERSON, ADAMS
(2) [illegible], PIERCE, TAYLOR, JOHNSON II

C. A traffic study for WESTGATE by [illegible] Traffic [illegible], Ltd. (dated September 23, 1988, revised February 12, 1991, revised March 23, 1991, revised April 14, 1992) has been submitted, reviewed and approved by the Office of Transportation. [illegible]

D. All major open space areas which are to remain are indicated on the attached [illegible] Development Plan. [illegible]

E. [illegible]

F. All utility easements greater than 25' in width are shown on the attached Unified Development Plan.

G. See tabulations (this sheet) for required and provided parking spaces.

H. See attached Unified Development Plan for five (5) foot contours which were [illegible] by [illegible] aerial topography.

I. The Flood Plain areas of [illegible] Run above and below Route 123, Dolley Madison Boulevard, are to remain [illegible] the "WESTGATE Traffic Impact Study" prepared by [illegible] Traffic [illegible], Ltd. (dated September 23, 1988, revised February 12, 1991, revised March 23, 1991, revised April 14, 1992). See [illegible] Unified Development Plan.

J. [illegible] on neighboring property:
The proposed uses and development are compatible with and will have no adverse impact on the neighboring properties. All proposed [illegible] are indicated on the attached Unified Development Plan.

K. Existing buildings [illegible], see "Building Data Tabulation" [illegible].

L. See tabulation (this sheet) for gross floor areas and floor area ratios.

M. See attached open space tabulation.

N. No special [illegible] are proposed for this site.

O. No public improvements are [illegible] proposed with this application, except as indicated in the traffic study for WESTGATE by [illegible] Traffic [illegible], Ltd. (dated September 23, 1988, revised February 12, 1991, revised March 23, 1991, revised April 14, 1992), which has been submitted, reviewed and approved by the Office of Transportation. [illegible]

P. Development of the WESTGATE project has been ongoing since 1972. The [illegible] will [illegible] in a planned, orderly fashion over the next 15 to 20 years depending on market and economic conditions.

Q. All existing flood plain [illegible] are delineated on the attached Unified Development Plan.

R. Those public street improvements which were proposed by the "WESTGATE Traffic Impact Study" prepared by [illegible] Traffic [illegible], Ltd. (dated September 23, 1988, revised February 12, 1991, revised March 23, 1991, revised April 14, 1992) which has been submitted, reviewed and approved by the Office of Transportation. [illegible] See Unified Development Plan [illegible].

S. See attached Unified Development Plan for [illegible] of existing vegetation, wooded areas to be retained and proposed [illegible].

T. There are no graves [illegible] within the limits of the property.

U. The properties contained in this application are owned by WESTGROUP PROPERTIES LLC. [illegible]

THIS PLAN IS NOT PROFFERED:
HOWEVER CERTAIN ELEMENTS SUCH
AS F.A.R., HEIGHT AND SETBACK ARE.
PLEASE REFER TO PROFFERS ASSOCIATED
WITH PCA-92P-001 AND RZ98-P-052.

Huntley, Nyce & Associates, Ltd.

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WESTGROUP PROPERTIES LLC, TDC OWNER, LLC, TIAA STAFFORD-HARRISON LLC & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

PROVIDENCE DISTRICT — FAIRFAX COUNTY, VIRGINIA

PCA-92-P-001-4

COMPUTATION, TABULATION & DATA

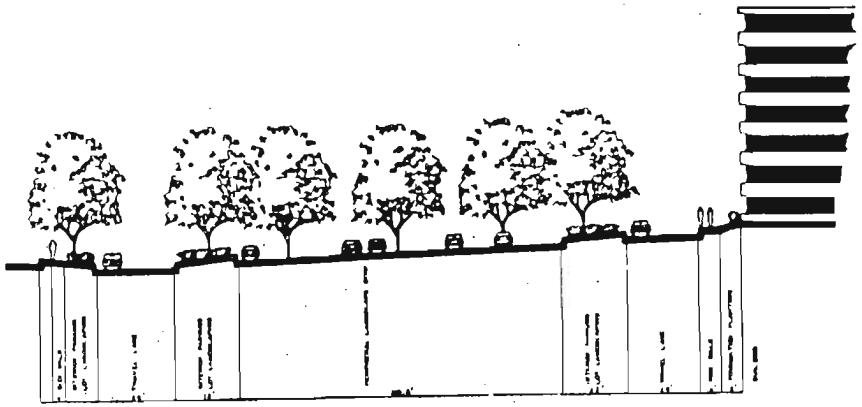
SCALE: N/A

DATE: [illegible]

REVISIONS: [illegible]

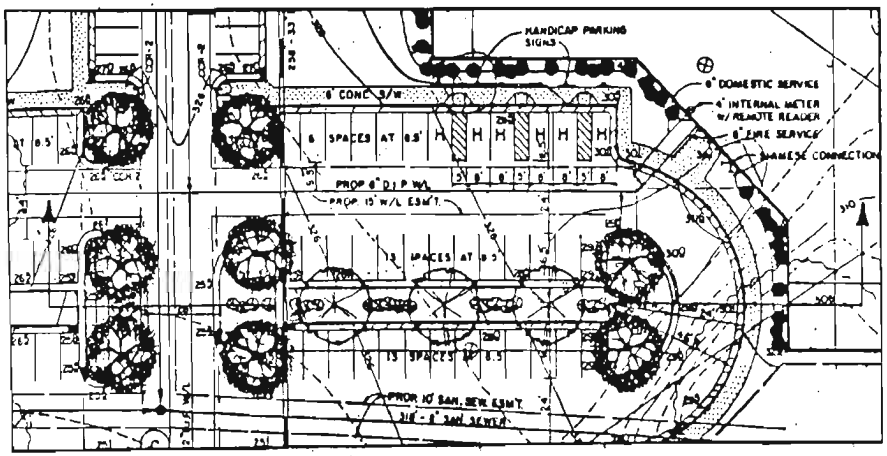
SHEET 8 OF 9

FILE NO. [illegible]



TYPICAL PARKING LOT LANDSCAPE SECTION

SCALE : 1" = 20'



TYPICAL PARKING LOT LANDSCAPING PLAN

SCALE : 1" = 20'

NOTE:
THE ATTACHED LANDSCAPING GENERALLY CONFORMS WITH WASHINGTON, WILSON, TAFLOR, TRUMAN, HOOVER AND EISENHOWER BUILDINGS SITE PLAN, FAIRFAX COUNTY (# 6830-SP-01)

THIS PLAN IS NOT PROFFERED; HOWEVER CERTAIN ELEMENTS SUCH AS F.A.R., HEIGHT AND SETBACK ARE. PLEASE REFER TO PROFFERS ASSOCIATED WITH PCA-92P-001 AND RZ98-P-052.

Hunter, Mow & Associates, Ltd.

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WEST GROUP PROPERTIES L.L.C., TDC OWNER, L.L.C, THE STAFFORD-HARRISON L.L.C. & THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY

PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA PCA-92-P-001-4

TYPICAL PARKING LOT LANDSCAPING PLAN & SECTION VIEW

SCALE: 1" = 20'

DATE: 09-19-00

REVISIONS:

SHEET 9 OF 9

FILE NO.

Directors & Officers
Chairman of the Board
CHARLES J. HUNTLEY, SR., L.S.
Senior Vice President
ROBERT L. SPROLES, P.E.
President Retired
LESTER O. NYCE, P.E.
President & C.E.O.
CHARLES J. HUNTLEY, JR., L.S.
Vice President
REZA A. HAKIMI
Vice President
TOM CHAO, M.E., P.E.

HUNTLEY, NYCE & ASSOCIATES, LTD.
SURVEYING – CIVIL ENGINEERING – LAND PLANNING
14428 Albemarle Point Place, Suite 120
Chantilly, Virginia 20151
Telephone: (703) 750-3490 ▫ Facsimile: (703) 378-5899
www.huntleynyce.com

RECEIVED
Department of Planning & Zoning
DEC 20 2006
Zoning Evaluation Division

DESCRIPTION OF LAND BAY "A-1" WESTPARK SUBDIVISION PROVIDENCE DISTRICT FAIRFAX COUNTY, VIRGINIA

BEGINNING AT A POINT AT THE INTERSECTION OF THE WESTERLY RIGHT- OF-WAY OF WEST BRANCH DRIVE, ROUTE #5457, 100' WIDE, AND THE NORTHERLY RIGHT-OF-WAY OF WESTPARK DRIVE, ROUTE #5061, 100' WIDE.

THENCE DEPARTING THE WESTERLY RIGHT-OF-WAY OF WEST BRANCH DRIVE AND WITH THE NORTHERLY RIGHT-OF-WAY OF WESTPARK DRIVE N 49°11'04" W 341.35 FEET TO A POINT; 297.41 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE LEFT, HAVING A RADIUS OF 1546.21 FEET, A DELTA OF 11°01'14" AND A CHORD BEARING AND DISTANCE OF N 54°41'41" W 296.95 FEET TO A POINT, SAID POINT BEING THE SOUTHEASTERLY CORNER OF PARCEL A-2-A WESTPARK SUBDIVISION.

THENCE DEPARTING THE NORTHERLY RIGHT-OF-WAY OF WESTPARK DRIVE AND WITH THE EASTERLY LINE OF PARCEL A-2-A WESTPARK SUBDIVISION N 30°02'41" E 12.06 FEET TO A POINT; N 02°53'33" W 342.84 FEET TO A POINT; N 44°59'56" E 284.00 FEET TO A POINT; N 45°00'04" W 250.57 FEET TO A POINT; S 89°59'56" W 417.57 FEET TO A POINT IN THE EASTERLY LINE OF PARCEL A-2-B1 WESTPARK SUBDIVISION, SAID POINT BEING THE NORTHWESTERLY CORNER OF PARCEL A-2-A WESTPARK SUBDIVISION.

THENCE WITH THE EASTERLY LINE OF PARCEL A-2-B1 N 23°30'00" W 268.62 FEET TO A POINT; 98.58 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT, HAVING A RADIUS OF 156.32 FEET, A DELTA OF 36°07'54" AND A CHORD BEARING AND DISTANCE OF N 05°26'03" W 96.95 FEET TO A POINT; N 12°37'54" E 45.58 FEET TO A POINT IN THE SOUTHERLY RIGHT-OF-WAY OF JONES BRANCH DRIVE, ROUTE #5062,

100 FEET WIDE, SAID POINT BEING THE NORTHEASTERLY CORNER OF PARCEL A-2-B1 WESTPARK SUBDIVISION.

THENCE WITH THE SOUTHERLY RIGHT-OF-WAY OF JONES BRANCH DRIVE S 77°22'06" E 175.87 FEET TO A POINT; 609.99 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE LEFT, HAVING A RADIUS OF 2209.75 FEET, A DELTA OF 15°48'58" AND A CHORD BEARING AND DISTANCE OF S 85°16'35" E 608.05 FEET TO A POINT; N 86°48'56" E 448.01 FEET TO A POINT; 39.27 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT, HAVING A RADIUS OF 25.00 FEET, A DELTA OF 90°00'00" AND A CHORD BEARING AND DISTANCE OF S 48°11'04" E 35.36 FEET TO A POINT IN THE AFOREMENTIONED WESTERLY RIGHT-OF-WAY OF WEST BRANCH DRIVE.

THENCE WITH THE WESTERLY RIGHT-OF-WAY OF WEST BRANCH DRIVE S 03°11'04" E 710.62 FEET TO A POINT; 772.64 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT, HAVING A RADIUS OF 1006.11 FEET, A DELTA OF 44°00'00" AND A CHORD BEARING AND DISTANCE OF S 18°48'56" W 753.79 FEET TO A POINT; 39.27 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT, HAVING A RADIUS OF 25.00 FEET, A DELTA OF 90°00'00" AND A CHORD BEARING AND DISTANCE OF S 85°48'56" W 35.36 FEET TO THE POINT OF BEGINNING AND CONTAINING 24.5901 ACRES OF LAND.

Directors & Officers
Chairman of the Board
CHARLES J. HUNTLEY, SR., L.S.
Senior Vice President
ROBERT L. SPROLES, P.E.
President Retired
LESTER O. NYCE, P.E.
President & C.E.O.
CHARLES J. HUNTLEY, JR., L.S.
Vice President
REZA A. HAKIMI
Vice President
TOM CHAO, M.E., P.E.

HUNTLEY, NYCE & ASSOCIATES, LTD.
SURVEYING – CIVIL ENGINEERING – LAND PLANNING
14428 Albemarle Point Place, Suite 120
Chantilly, Virginia 20151
Telephone: (703) 750-3490 ▫ Facsimile: (703) 378-5899
www.huntleynyce.com

LEGAL DESCRIPTION
WESTPARK SUBDIVISION
LOT 10
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA
- FREDERICK -
LAND BAY A-2

BEGINNING AT A POINT ON THE SOUTHERN RIGHT-OF-WAY OF WESTPARK DRIVE, ROUTE #5061, WIDTH 100 FEET, SAID POINT BEING THE NORTHEASTERN CORNER OF PARCEL B, WESTPARK SUBDIVISION.

THENCE DEPARTING PARCEL B AND RUNNING WITH WESTPARK DRIVE THE FOLLOWING COURSES AND DISTANCES: 261.01 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT HAVING A RADIUS OF 1,446.21 FEET, A DELTA OF 10°20'26", AND A CHORD BEARING AND DISTANCE OF S 54°21'17" E 260.65 FEET TO A POINT; S 49°11'04" E 341.35 FEET TO A POINT; 39.27 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT HAVING A RADIUS OF 25.00 FEET, A DELTA OF 90°00'00", AND A CHORD BEARING AND DISTANCE OF S 04°11'03" E 35.36 FEET TO A POINT ON THE WESTERN RIGHT-OF-WAY OF WESTBRANCH DRIVE, ROUTE #5457, WIDTH 100 FEET.

THENCE WITH SAID WESTBRANCH DRIVE S 40°48'56" W 375.00 FEET TO A POINT ON THE NORTHERN LINE OF TYSONS II PROPERTY OWNERS ASSOCIATION.

THENCE DEPARTING WESTBRANCH DRIVE AND RUNNING WITH TYSONS II PROPERTY OWNERS ASSOCIATION N 49°11'04" W 554.32 FEET TO A POINT, SAID POINT BEING THE SOUTHEASTERN CORNER OF THE AFORE- MENTIONED PARCEL B, WESTPARK SUBDIVISION.

THENCE DEPARTING TYSONS II PROPERTY OWNERS ASSOCIATION AND WITH THE EASTERN LINE OF PARCEL B N 30°02'41" E 383.36 FEET TO THE POINT OF BEGINNING AND CONTAINING 5.3887 ACRES OF LAND.

Directors & Officers
Chairman of the Board
CHARLES J. HUNTLEY, SR., L.S.
Senior Vice President
ROBERT L. SPROLES, P.E.
President Retired
LESTER O. NYCE, P.E.
President & C.E.O.
CHARLES J. HUNTLEY, JR., L.S.
Vice President
REZA A. HAKIMI
Vice President
TOM CHAO, M.E., P.E.

HUNTLEY, NYCE & ASSOCIATES, LTD.
SURVEYING – CIVIL ENGINEERING – LAND PLANNING
14428 Albemarle Point Place, Suite 120
Chantilly, Virginia 20151
Telephone: (703) 750-3490 ▫ Facsimile: (703) 378-5899
www.huntleynyce.com

DESCRIPTION OF
LAND BAY "A-3"
WESTPARK SUBDIVISION
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

BEGINNING AT A POINT AT THE INTERSECTION OF THE EASTERLY RIGHT- OF-WAY OF WEST BRANCH DRIVE, ROUTE #5457, 100 FEET WIDE, AND THE NORTHERLY RIGHT-OF-WAY OF WESTPARK DRIVE, ROUTE #5061, 100 FEET WIDE.

THENCE DEPARTING THE NORTHERLY RIGHT-OF-WAY OF WESTPARK DRIVE AND WITH THE EASTERLY RIGHT-OF-WAY OF WEST BRANCH DRIVE 849.43 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE LEFT, HAVING A RADIUS OF 1106.11 FEET, A DELTA OF 44°00'00" AND A CHORD BEARING AND DISTANCE OF N 18°48'56" E 828.71 FEET TO A POINT; N 03°11'04" W 710.62 FEET TO A POINT; 39.27 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT, HAVING A RADIUS OF 25.00 FEET, A DELTA OF 90°00'00" AND A CHORD BEARING AND DISTANCE OF N 41°48'56" E 35.36 FEET TO A POINT IN THE WESTERLY RIGHT-OF-WAY OF JONES BRANCH DRIVE, ROUTE #5062, 100 FEET WIDE.

THENCE DEPARTING THE EASTERLY RIGHT-OF-WAY OF WEST BRANCH DRIVE AND WITH THE WESTERLY RIGHT-OF-WAY OF JONES BRANCH DRIVE N 86°48'56" E 422.00 FEET TO A POINT; 830.68 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT, HAVING A RADIUS OF 553.42 FEET A DELTA OF 86°00'00" AND A CHORD BEARING AND DISTANCE OF S 50°11'04" E 754.86 FEET TO A POINT; S 07°11'04" E 639.23 FEET TO A POINT; 276.46 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT, HAVING A RADIUS OF 360.00 FEET, A DELTA OF 44°00'00" AND A CHORD BEARING AND DISTANCE OF S 14°48'56" W 269.72 FEET TO A POINT; S36°48'56" W 951.64 FEET TO A POINT; 41.02 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT, HAVING A RADIUS OF 25.00 FEET, A DELTA OF 94°00'00" AND A CHORD BEARING AND DISTANCE OF S 83°48'56" W 36.57 FEET TO A POINT IN THE AFOREMENTIONED NORTHERLY RIGHT-OF-WAY OF WESTPARK DRIVE.

THENCE WITH THE NORTHERLY RIGHT-OF-WAY OF WESTPARK DRIVE N 49°11'04" W 864.57 FEET TO A POINT; 39.27 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT, HAVING A RADIUS OF 25.00 FEET , A DELTA OF 90°00'00" AND A CHORD BEARING AND DISTANCE OF N 04°11'04" W 35.36 FEET TO THE POINT OF BEGINNING AND CONTAINING 44.1939 ACRES OF LAND..

Directors & Officers
Chairman of the Board
CHARLES J. HUNTLEY, SR., L.S.
Senior Vice President
ROBERT L. SPROLES, P.E.
President Retired
LESTER O. NYCE, P.E.
President & C.E.O.
CHARLES J. HUNTLEY, JR., L.S.
Vice President
REZA A. HAKIMI
Vice President
TOM CHAO, M.E., P.E.

HUNTLEY, NYCE & ASSOCIATES, LTD.
SURVEYING – CIVIL ENGINEERING – LAND PLANNING
14428 Albemarle Point Place, Suite 120
Chantilly, Virginia 20151
Telephone: (703) 750-3490 ▫ Facsimile: (703) 378-5899
www.huntleynyce.com

LEGAL DESCRIPTION
WESTPARK SUBDIVISION
LAND BAY A-4
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

BEGINNING AT A POINT IN THE SOUTHERLY RIGHT-OF-WAY OF WESTPARK DRIVE, ROUTE #5061, WIDTH 100 FEET, SAID POINT BEING THE NORTHWESTERLY CORNER OF LOT 5A, LEWINSVILLE.

THENCE DEPARTING THE SOUTHERLY RIGHT-OF-WAY OF WESTPARK DRIVE AND RUNNING WITH THE WESTERLY LINE OF LOT 5A, LEWINSVILLE S 40°48'56" W 400.00 FEET TO A POINT IN THE NORTHERLY LINE OF PARCEL 3D, TYSONS II.

THENCE DEPARTING THE WESTERLY LINE OF LOT 5A, LEWINSVILLE AND RUNNING WITH THE NORTHERLY LINE OF TYSONS II N 49°11'04" W 1316.96 FEET TO A POINT IN THE EASTERLY RIGHT-OF-WAY OF WESTBRANCH DRIVE, ROUTE #5457, WIDTH 100 FEET.

THENCE DEPARTING THE NORTHERLY LINE OF PARCEL 3, TYSONS II AND RUNNING WITH THE EASTERLY RIGHT-OF-WAY OF WESTBRANCH DRIVE, ROUTE #5457, N 40°48'56" E 375.00 FEET TO A POINT; 39.27 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT HAVING A RADIUS OF 25.00 FEET, A DELTA OF 90°00'00" AND A CHORD BEARING AND DISTANCE OF N 85°48'56" E 35.36 FEET TO A POINT IN THE AFOREMENTIONED SOUTHERLY RIGHT-OF-WAY OF WESTPARK DRIVE, ROUTE #5061.

THENCE DEPARTING THE EASTERLY RIGHT-OF-WAY OF WESTBRANCH DRIVE, ROUTE #5061 AND RUNNING WITH THE SOUTHERLY RIGHT-OF-WAY OF WESTPARK DRIVE S 49°11'04" E 1291.96 FEET TO THE POINT OF BEGINNING AND CONTAINING 12.0902 ACRES OF LAND.

Directors & Officers
Chairman of the Board
CHARLES J. HUNTLEY, SR., L.S.
Senior Vice President
ROBERT L. SPROLES, P.E.
President Retired
LESTER O. NYCE, P.E.
President & C.E.O.
CHARLES J. HUNTLEY, JR., L.S.
Vice President
REZA A. HAKIMI
Vice President
TOM CHAO, M.E., P.E.

HUNTLEY, NYCE & ASSOCIATES, LTD.
SURVEYING – CIVIL ENGINEERING – LAND PLANNING
14428 Albemarle Point Place, Suite 120
Chantilly, Virginia 20151
Telephone: (703) 750-3490 ▫ Facsimile: (703) 378-5899
www.huntleynyce.com

LEGAL DESCRIPTION
LAND BAY A-5
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA
-FAIRFAX-

BEGINNING AT A POINT IN THE NORTHERLY RIGHT-OF-WAY OF JONES BRANCH DRIVE, ROUTE # 5062, 100 WIDE, SAID POINT BEING THE SOUTHEASTERLY CORNER TO THE LAND OF WEST*MAC ASSOCIATES L.P., PARCEL "A".

THENCE DEPARTING THE NORTHERLY RIGHT-OF-WAY OF JONES BRANCH DRIVE AND WITH THE EASTERLY LINE OF WEST*MAC ASSOCIATES THE FOLLOWING COURSES AND DISTANCES N 01°52'08" E 473.70 FEET TO A POINT; N 13°25'15" E 233.29 FEET TO A POINT IN THE SOUTHERLY RIGHT-OF-WAY OF DULLES AIRPORT ACCESS ROAD, WIDTH VARIES, SAID POINT BEING THE NORTHEASTERLY CORNER TO THE LAND OF WEST*MAC ASSOCIATES L.P., PARCEL "A".

THENCE WITH THE SOUTHERLY RIGHT-OF-WAY OF DULLES AIRPORT ACCESS ROAD N 76°48'55" E 436.61 FEET TO A POINT, SAID POINT BEING THE NORTHWESTERLY CORNER TO THE LAND OF GANNETT CO., INC., PARCEL "BB".

THENCE DEPARTING THE SOUTHERLY RIGHT-OF-WAY OF DULLES AIRPORT ACCESS ROAD AND WITH THE WESTERLY LINE OF THE LAND OF GANNETT CO., INC., THE FOLLOWING COURSES AND DISTANCES:
S 60°48'38" E137.57 FEET TO A POINT; S 29°44'58" E 126.11 FEET TO A POINT; S 03°11'04" E 152.80 FEET TO A POINT; N 86°48'56" E 35.00 FEET TO A POINT; S 03°11'04" E 268.80 FEET TO A POINT; S 23°22'50" W 112.02 FEET TO A POINT; S 86°56'19" W 54.02 FEET TO A POINT; S 03°11'04" E 65.13 FEET TO A POINT IN THE AFOREMENTIONED NORTHERLY RIGHT-OF-WAY OF JONES BRANCH DRIVE, SAID POINT BEING THE SOUTHWESTERLY CORNER TO THE LAND OF GANNETT CO., INC., PARCEL "BB".

THENCE WITH THE NORTHERLY RIGHT-OF-WAY OF JONES BRANCH DRIVE, THE FOLLOWING COURSES AND DISTANCES: S 86°48'56" W 549.40 FEET TO A POINT; 92.46 FEET ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT, HAVING A RADIUS OF 2109.75 FEET, A DELTA OF 02°30'40", AND A CHORD BEARING AND DISTANCE OF S 88°04'16" W 92.45 FEET TO THE POINT OF BEGINNING AND CONTAINING 11.3139 ACRES OF LAND.

4090444

ZAPS USER GENERATED REPORTS
ZONING APPLICATION SUMMARY REPORT
APPLICATION NUMBER: PCA 92-P -001-06

DECISION DATE: 9/24/2007

HEARING BODY: BOS

CRD: NO

MAGISTERIAL DISTRICT: PROVIDENCE

APPLICANT NAME WEST*GROUP PROPERTIES LLC

STAFF COORDINATOR: SWILLI

ACTION: APPROVE

DECISION SUMMARY:

ON SEPTEMBER 24, 2007, THE BOARD UNANIMOUSLY APPROVED P CA 92-P-001-6, ON A MOTION BY SUPERVISOR SMYTH, SUBJECT TO PROFFERS DATED AUGUST 3, 2007 AND THE EXECUTED AMEN DMENT DATED AUGUST 28, 2007

ZONING INFORMATION

EXISTING ZONING

DISTRICT	AREA
C- 3	31.25 ACRES
TOTAL	31.25 ACRES

APPROVED AREA

DISTRICT	AREA
C- 3	31.25 ACRES
TOTAL	31.25 ACRES

TAX MAP NUMBERS

029-4- /06/ /0095-C
029-4- /06/ /0096-A
029-4- /06/ /0097-C
029-4- /06/ /0099-B
029-4- /06/ /0101-A
029-4- /06/ /0102-
029-4- /06/ /0105-
029-4- /06/ /0106-
029-4- /06/ /0107-

APPROVED ZONING DISTRICT DATA

ZONING DISTRICT: C- 3

	APROVED RESIDENTIAL DEVELOPMENT				APROVED NON-RESIDENTIAL DEVELOPMENT				
LAND USE	DWELLING UNITS	LAND AREA	UNIT OF MEASURE	NO. OF ADU'S	FLOOR AREA	UNIT OF MEASURE	LAND AREA	UNIT OF MEASURE	FAR
OFFC/DI/SL							31.25	ACRES	0.65
TOTAL					0.00	SQ FEET	31.25	ACRES	0.65

PROFFER INFORMATION

PROFFER STATEMENT DATE: 08-28-2007

ITEM	DUE DATE	TRIGGER NO.	TRIGGER EVENT	CONTRIB AMT	EXPIRATION DATE
OTHER - GENERAL	01-01-0001	0	N/A	$	01-01-0001
PROFFERED PLANS	01-01-0001	0	N/A	$	01-01-0001
NOTIFICATION - GENERAL	01-01-0001	0	N/A	$	01-01-0001

WAIVERS/MODIFICATIONS

APPROVED WAIVERS/MODIFICATIONS

SUPPLEMENTAL MOTIONS

SUPPLEMENTAL MOTIONS APPROVED

PLEASE TYPE
OR PRINT IN BLACK INK

RECEIVED
Department of Planning & Zoning
DEC 2 0 2006
Zoning Evaluation Division

COMMONWEALTH OF VIRGINIA
COUNTY OF FAIRFAX
APPLICATION FOR ZONING MAP AMENDMENT

APPLICATION NO. PCA 92-P-001-6
(Assigned by Staff)

PETITION

TO: THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY, VIRGINIA

I (We), WEST*GROUP PROPERTIES LLC, the applicant(s), petition you to adopt an ordinance amending the Zoning Map of Fairfax County, Virginia, by reclassifying from the District to the District the property described below and outlined in red on the Zoning Section Sheet(s) accompanying and made a part of this application.

C-3, HC

PROPERTY DESCRIPTION

1. LEGAL DESCRIPTION:
See Attachment A

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

2. TAX MAP DESCRIPTION:
29-4-006-95C, 96A, 97C, 99B, 101A, 102, 105, 106 & 107 31.2512 Acres

(For more detail see Attachment B)

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)
See Attachment B

4. ADVERTISING DESCRIPTION: (Ex. South of Rt. 236, 1000 feet west of Rt. 274)
South of Route 123; West of Dulles Airport Access Road; North of Magarity Road; and East of Interstate 495.

5. PRESENT USE: Office

6. PROPOSED USE: Office

7. SUPERVISOR DISTRICT: Providence

The name(s) and address(s) 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.

WEST*GROUP MANAGEMENT LLC, Agent
Type or Print Name of Applicant or Agent

Keith S Turner
Signature of Applicant or Agent

Keith S. Turner Sr. V.P. - Development Services

1600 Anderson Road, McLean, VA 22102-1609
Address

Notify

Telephone No.	Home	Work	Cell
	(703) 620-0939	(703) 714-2286	(703) 517-3589

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

DO NOT WRITE IN THIS SPACE

KGS 13-20-07

Date application received: _____ Application Fee Paid: $ 4410.00

Date application accepted: 03/13/07 Virginia Raffner

Form E2 (10/89)