



County of Fairfax, Virginia

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

November 29, 2012

Shane M. Murphy
Cooley LLP
Reston Town Center, One Freedom Square
11951 Freedom Drive, Suite 1500
Reston, VA 20190

RE: Proffered Condition Amendment Application PCA 92-P-001-08
(Concurrent with Rezoning Application RZ 2010-PR-021)

Dear. Mr. Murphy:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on September 25, 2012, approving Proffered Condition Amendment Application PCA 92-P-001-08 in the name of Capital One Bank (USA) NA. The Board's action amends the proffers for Rezoning Application RZ 90-L-050-03, previously approved for office development to permit partial proffer condition amendment to West*Gate and associated modifications to proffers and site design with an overall Floor Area Ratio (FAR) of 3.90. The subject property is located E. of I-495, N. of Route 123 and S.W. of Scotts Crossing Road, less and except the vacated portions of Old Springhouse Road, on approximately 24.77 acres of land zoned C-3 and HC [Tax Map 29-4 ((5)) A2 pt.], in the Providence District and is subject to the proffers dated September 21, 2012.

Sincerely,

Catherine A. Chianese
Clerk to the Board of Supervisors

Office of the Clerk to the Board of Supervisors
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Cc: Chairman Sharon Bulova
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Tim Shirocky, Acting Director, Real Estate Division, Dept. of Tax Administration
Barbara C. Berlin, Director, Zoning Evaluation Division, DPZ
Diane Johnson-Quinn, Deputy Zoning Administrator, Dept. of Planning and Zoning
Angela K. Rodeheaver, Section Chief, Transportation Planning Division
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Ken Williams, Plans & Document Control, ESRD, DPWES
Department of Highways-VDOT
Sandy Stallman, Park Planning Branch Manager, FCPA
Charlene Fuhrman-Schulz, Development Officer, DHCD/Design Development Division
Planning Commission
Denise James, Office of Capital Facilities/Fairfax County Public Schools
Karyn Moreland, Chief Capital Projects Sections, Dept. of Transportation

At a regular meeting of the Board of Supervisors of Fairfax County, Virginia, held in the Board Auditorium in the Government Center at Fairfax, Virginia, on the 25th day of September, 2012, the following ordinance was adopted.

**AN ORDINANCE AMENDING THE ZONING ORDINANCE
PROFFERED CONDITION AMENDMENT PCA 92-P-001-08
(Concurrent with Rezoning Application RZ 2010-PR-021)**

WHEREAS, Capital One Bank (USA) NA, filed in the proper form an application to amend the proffers for RZ 92-P-001-08 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

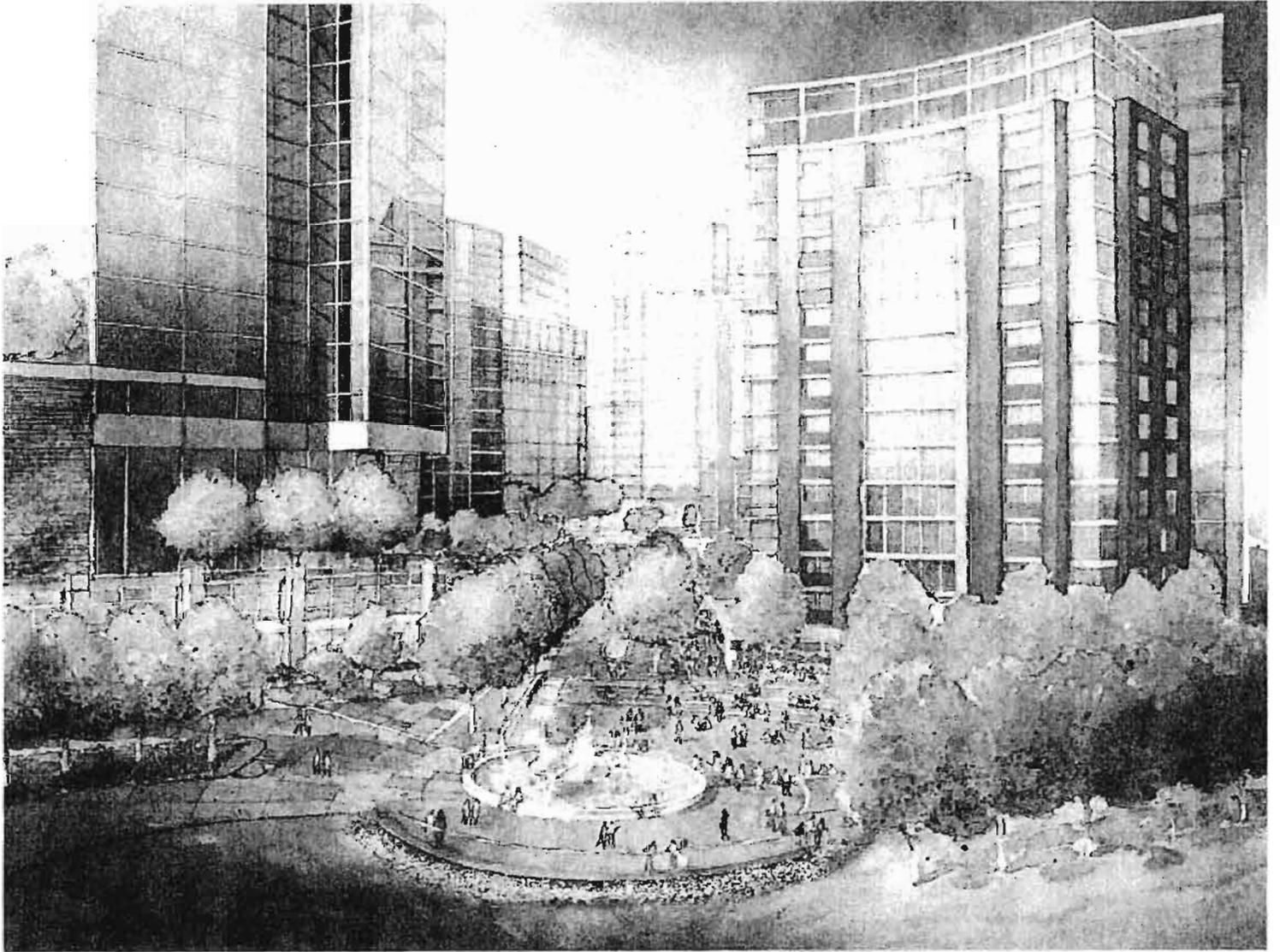
BE IT FURTHER ENACTED, that the boundaries of the Zoning Map heretofore adopted as a part of the Zoning Ordinance be, and they hereby are, amended in accordance with this enactment, and that said zoning map shall annotate and incorporate by reference the additional conditions governing said parcels.

GIVEN under my hand this 25th day of September, 2012.



Catherine A. Chianese
Clerk to the Board of Supervisors

Capital One



CAPITAL ONE PROFFERS

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**CAPITAL ONE PROFFERS
RZ 2010-PR-021
PCA 92-P-001-08**

September 21, 2012

Pursuant to Section 15.2-2303 (A), Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and applicant for themselves and their successors and/or assigns (collectively referred to as the "Applicant") in this Rezoning application ("RZ") and Proffer Condition Amendment application ("PCA") proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map 29-4 ((5)) Parcel A2 (the "Property") shall be in accordance with the following conditions if, and only if, Rezoning application RZ 2010-PR-021 and the companion application PCA 92-P-001-08 (collectively, the "Application") are granted by the Board of Supervisors. In the event that the application is denied, these Proffers shall be immediately null and void and of no further force or effect on the Property.

GENERAL

1. Conceptual Development Plan. The Property shall be developed in substantial conformance with the proffered elements of the Conceptual Development Plan dated August 4, 2010, and revised through August 13, 2012, prepared by William H. Gordon & Associates and consisting of 34 sheets (the "CDP"). In addition to the specific Proffers contained herein, the proffered elements of the CDP shall be limited to the grid of streets, general location of access points to buildings, general location of the buildings, mix of uses, minimum and maximum building heights, the amount and general location of urban park land, and general quality and character of the streetscape (the "Proffered Elements"). Other elements of the CDP may be adjusted or modified with approval of future Final Development Plans ("FDP") in accordance with the provisions set forth in Section 16-402 of the Fairfax County Zoning Ordinance (the "Ordinance"), and these Proffers.
2. Minor Modifications. Minor modifications to the Proffered Elements of the CDP may be permitted pursuant to Par. 4 of Section 16-403 of the Ordinance when necessitated by sound engineering or when necessary as part of final site design, and when such modifications are determined to be in substantial conformance with the Proffered Elements and these Proffers, as determined by the Zoning Administrator.
3. Future Applications. Any portion of the Property may be the subject of a Conceptual Development Plan, Conceptual Development Plan Amendment, Final Development Plan, Final Development Plan Amendment, Proffered Condition Amendment, Rezoning, Special Exception, Special Permit, Variance or other zoning action without the joinder and/or consent of the owners of the other land areas, provided that such application complies with Section 18-204 paragraph 5 of the Zoning Ordinance. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property which are not the subject of such an application shall remain in full force and effect.

PROPOSED DEVELOPMENT

4. Existing Development. The Property is approximately 26.21 acres in size and is developed with the existing Capital One corporate headquarters building, which contains approximately 479,500 square feet (excluding basement space) (the “Capital One Headquarters”), the 24,500 square-foot conference facility (the “Conference Facility”), a structured parking facility containing approximately 1,529 spaces (the “Existing Parking Garage”), temporary athletic fields and sport courts (the “Temporary Athletic Facilities”), and 35 surface parking spaces (the “Existing Surface Parking”) (collectively, the “Existing Development”). The Existing Development is shown on Sheet 4 of the CDP and may remain in operation indefinitely. In the event that only a portion of the Property is redeveloped subject to an approved FDP and site plan, the portion or portions of the Property not subject to the FDP, including the Existing Development, may continue in operation as shown on Sheet 4 of the CDP. The Applicant may also make minor modifications to the Existing Development as depicted on Sheet 4 of the CDP, such as to permit changes to the Temporary Athletic Facilities and to accommodate the future Jones Branch Connector improvements, subject to the approval of the Zoning Administrator. Any use which is permitted in the PTC district and shown on an approved FDP may also be permitted as an interim use subject to the Use Limitations in Section 6-505 of the Ordinance.

- A. Interior Improvements. For those buildings or structures existing on the Property as of the approval date of this Application, the Applicant may secure building permits for and make interior improvements to such buildings without triggering the requirement to reconstruct such buildings in conformance with the CDP or any approved FDP.
- B. Casualty. The Applicant may restore any building or structure existing as of the approval date of this Application that later is destroyed or damaged by casualty, subject to Article 15 of the Zoning Ordinance.
- C. Parking. The Existing Parking Garage may remain in operation and will continue to serve the Existing Development until and unless an FDP and site plan are approved showing its removal.

5. Density Credit. In addition to the 26.21-acre Property, the Applicant is utilizing previously reserved density credit for land dedications totaling approximately 3.01 acres, as illustrated by the building tabulations on Sheet 3 of the CDP.

6. Proposed Development. The development on the Property will supplement and partially replace the Existing Development, as more particularly described in the proposed phasing plan described below (collectively, the “Proposed Development”). The Proposed Development, which includes the Existing Development, shall not exceed 4,969,523 square feet of total Gross Floor Area (“GFA”), which shall include a minimum of 800 dwelling units and up to 3,182,153 square feet of GFA of office space.

7. Phasing Plan. The Proposed Development will occur in phases as further described below (the “Phasing Plan”). The buildings, plazas, uses and other improvements shown on the CDP shall be constructed in accordance with the phasing outlined in Paragraphs A – E of this Proffer and as more specifically described on Sheets 14 – 15 of the CDP. Each phase shall include the ultimate streetscape dimensions and design as depicted on the CDP in order to establish the important pedestrian elements identified in the Comprehensive Plan. With the submission of each FDP, the Phasing Plan will be updated to provide additional details, including providing existing structures and facilities, the anticipated order of future development, the completion of the street grid, establishment of streetscapes and pedestrian elements, construction of parks, and updated interim conditions.

A. Capital One Headquarters Expansion Phase (Block A).

Phase Summary	GFA Range	Min./Max. Height	Prop. GFA	Max. Parking
Building 1 – Office	300,000 – 519,000 SF	150-281 feet	518,836	1,335
Building 1 – Retail	up to 8,500 SF	---	8,345	40
Building 2 – Hotel	50,000 – 81,500 SF	75-111 feet	81,388	135
Building 2 – Retail	up to 10,500 SF	---	8,249	28
Total for Phase	up to 619,500 SF	---	616,818	1,538

B. Hotel/Civic Plaza Phase (Block B).

Phase Summary	GFA Range	Min./Max. Height	Prop. GFA	Max. Parking
Building 3 – Office	200,000 – 292,500 SF	150 – 225 feet	277,086	647
Building 3 – Civic	up to 30,000 SF	---	30,000	30
Building 4 – Hotel/Conference	200,000 – 367,500 SF	150 – 293 feet	335,498	614
Building 4 – Retail	up to 2,300 SF	---	2,258	8
Building 5 – Office	300,000 – 396,500 SF	125 – 200 feet	376,690	878
Building 5 – Retail	up to 10,350 SF	---	10,337	37
Total for Phase	up to 1,099,150 SF	---	1,031,869	2,214

C. Residential Commons Phase (Block C).

Phase Summary	GFA Range	Min./Max. Height	Prop. GFA	Max. Parking
Building 6 – Residential	300,000 – 518,000 SF	150 – 221 feet	492,069	498
Building 6 – Retail	up to 26,300 SF	---	25,670	0
Building 7 – Residential	200,000 – 274,800 SF	125 – 221 feet	251,509	254
Building 7 – Retail	up to 5,000 SF	---	4,976	0
Building 8 – Residential	200,000 – 386,900 SF	125 – 231 feet	367,845	372
Building 8 – Retail	up to 12,500 SF	---	12,470	0
Total for Phase	up to 1,223,500 SF	---	1,154,539	1,124

D. Metro Station Phase (Block D).

Phase Summary	GFA Range	Min./Max. Height	Prop. GFA	Max. Parking
Building 9 – Residential	50,000 – 124,250 SF	75 – 175 feet	118,185	236
Building 9 – Retail	up to 3,850 SF	---	3,829	19
Building 10 – Office	400,000 – 484,000 SF	200 – 305 feet	459,623	742
Building 10 – Retail	up to 28,100 SF	---	28,092	142
Total for Phase	up to 640,200 SF	---	609,729	1,139

E. Financial Office Phase (Block E).

Phase Summary	GFA Range	Min./Max. Height	Prop. GFA	Max. Parking
Building 11 – Office	200,000 – 329,850 SF	150 -- 266 feet	313,818	296
Building 11 – Retail	up to 6,650 SF	---	6,650	11
Building 12 – Office	400,000 – 786,000 SF	300 – 395 feet	732,100	1,344
Total for Phase	up to 1,122,500 SF	---	1,052,568	1,651

8. Final Development Plans. FDPs for individual building sites or phases shall establish the minimum and maximum GFA for each building that is constructed within the limits of the Phasing Plan set forth in Proffer 7 above. In addition, the following information shall be provided on each FDP, for review and approval of the Planning Commission:

- A. Tabulations. A tabulation indicating the development status of all property subject to the Proposed Development shall be provided with each FDP and site plan submitted for the Property. The tabulation shall include a listing of all existing and proposed buildings and facilities, along with the GFA and uses approved on the CDP, FDP and site plan as may be applicable. The tabulation shall be updated with each subsequent FDP and site plan submitted for the Property.
- B. Building Heights. Concurrent with the submission of an FDP for any portion of the Proposed Development that includes Buildings 10, 11 or 12, the Applicant shall submit the plans to the Providence District Supervisor’s office for review and comment of the proposed maximum height for the building(s).
- C. Public Facility. Until the Public Facility as set forth in Proffer 13 has been constructed, each FDP shall contain proposed phasing information for the Public Facility.
- D. Architecture. The specific architectural design information as described in Proffer 15. In addition, architectural design elevations shall be presented for the buildings proposed to be constructed with each FDP for the purpose of illustrating the general character of building massing, scale, façade articulation, general building envelope and fenestration treatment, materiality and material quality of the proposed FDP development, as well as the porosity, materiality, and entry locations at the ground floor of each building. Other details of building design

(such as specific material or color selections, fenestration details, etc.) are subject to change in final architectural and site plans.

- E. Build-to Lines. Proposed Build-to Lines, including any proposed modifications to the Build-to Lines and/or the expanded streetscape areas as identified in Proffer 16.
- F. Conceptual Utility Plans. The Conceptual Utility Plans more specifically described in Proffer 18, including any anticipated conflict points between utility easements and proposed street trees and how these conflicts are proposed to be resolved prior to site plan approval.
- G. Lighting. Specific streetscape lights per Proffer 20.
- H. Noise Attenuation. A Noise Study and any proposed noise attenuation measures, as described in Proffer 23.
- I. Surface Parallel Parking Spaces. The final number and location of on-street parallel parking spaces to be constructed within the applicable FDP area, in accordance with Proffer 26.
- J. Landscape Plan. A revised Landscape Plan as described in Proffer 28.
- K. Streetscape. The details and any adjustments to the streetscapes as described in Proffer 29, including information regarding sight distance lines at all intersections and entrances included within the FDP.
- L. Interim Conditions and Standards. The Applicant shall provide detailed information on the proposed interim conditions and standards as described in Proffer 30.
- M. Stormwater Management. A detailed stormwater management plan, as described in Proffer 31.
- N. Right-of-Way Dedications. Any refinements to the right-of-way dedications described in Proffers 35 and 36.
- O. Security. A revised security plan as described in Proffer 36(E). As part of the security plans, the Applicant shall also provide a diagram with detailed locations of any bollards and security gates, including precedent images for each feature.
- P. Bicycle Parking. Specific locations for, and the number of, bicycle facilities to be provided as described in Proffer 43.
- Q. Publicly Accessible Parks and Recreational Facilities. The specific details on parks and recreational facilities included within the area of the FDP, as described in Proffers 47, 48 and 50. For the Metro Station Phase, the Residential Commons Phase, and the Hotel/Civic Plaza Phase, the Applicant shall also submit detailed

plans with proposed amenities and programmatic elements for the parks and recreational facilities associated with those respective phases.

- R. Sustainable Energy Practices. The sustainable energy practices described in Proffer 52.
 - S. Sight Distance Lines. Sight distance lines shall be shown for all affected driveway entrances and signs, as necessary.
 - T. Bus Shelters. Details on any proposed bus shelter locations and designs per Proffer 45.
 - U. Functional Analysis. A transportation analysis that evaluates the intersections being constructed or modified as part of each FDP. The analysis will evaluate build out year conditions to determine the forecasted operational characteristics of the intersections.
 - V. Capital One Drive Parking and Loading. With the submission of an FDP for the Residential Commons Phase, the Applicant shall submit a detailed functional analysis for the parking and loading entrances associated with Building 7.
 - W. Old Meadow Road Median. With the submission of an FDP for either the Financial Office Phase or the Metro Station Phase, the Applicant shall propose to construct a median on Old Meadow Road between the intersections of Dolley Madison Boulevard and Old Springhouse Road, subject to approval by VDOT and the Fire Marshal.
 - X. Workforce Dwelling Units. With the submission of any FDP that contains residential development, the Applicant shall provide details on the expected phasing for the construction of the required workforce dwelling units set forth in Proffer 58.
9. Owners' Associations.
- A. Umbrella Owners' Association. Prior to the issuance of the first RUP or Non-RUP for the first building constructed with the Proposed Development that is not for the sole use of Capital One Bank and its subsidiaries, affiliates and/or successor companies, the Applicant shall establish an Umbrella Owners' Association (the "UOA"), whose members will consist of a representative of each owner of land and/or buildings within the Property. The UOA shall provide for applicable proffer, maintenance and replacement obligations, including but not limited to implementation of the Transportation Demand Management ("TDM") program, maintenance of private streets, sidewalks, streetscapes, publicly accessible private park areas and athletic facilities, stormwater management facilities not maintained as part of individual buildings, and any private utility systems.

- B. Homeowners' and Condominium Owners' Associations. For each residential building in which units are held for sale, the Applicant shall cause either a homeowners' association and/or a condominium owners' association ("HOA/COA"), as applicable, to be formed for that building. Each of these associations shall also be members of the UOA.
- C. Disclosures. UOA and HOA/COA documents (including budgets provided in any offering or sale materials) shall specify the proffer, maintenance and replacement conditions and obligations set forth in these Proffers. Purchasers shall be advised in writing of these proffer conditions and obligations prior to executing a contract of sale.
- D. UOA TDM Obligations. All residents, tenants, owners, employers and employees living, working, operating a business or owning property within the Property shall be advised of their continuing obligation to the TDM Plan described in Proffer 41. All UOA and HOA/COA members shall be informed of any funding obligations for the TDM program prior to executing a contract of sale and all such obligations shall be included in UOA and HOA/COA documents.
- E. UOA Expansion. Nothing in this Proffer shall be construed to prohibit expansion of the UOA to include neighboring properties, at the sole election of the UOA.

10. Mix of Uses. The Property shall consist of a mix of residential, office, retail, public facility, service and hotel uses as described in the CDP and these Proffers, subject to the limitation that the maximum square footage of all constructed uses on the Property shall not exceed 4,969,523 square feet of GFA. The Proposed Development may contain any use permitted by-right in the PTC District of the Zoning Ordinance, subject to compliance with any Zoning Ordinance or proffered use limitations as demonstrated on an approved FDP or FDPA. Additional special exception and/or special permit uses may be permitted without a Proffer Condition Amendment, provided they are in substantial conformance with the Proffered Elements and these Proffers.

11. Retail Activated Space. Subject to FDP approval, within the areas shown on the CDP that are permitted for retail and personal service uses, there will be a minimum of 100,000 square feet of GFA dedicated to uses that create activated and animated first-floor storefronts ("Retail Activated Space"). Of the required Retail Activated Space, at least 50,000 square feet of GFA will be established with Retail Activated Space prior to or with the final Non-RUP for the sixth new building constructed on the Property. For the purposes of the Proposed Development, Retail Activated Space shall include but not be limited to retail and personal service establishments, restaurants, banks and financial services, professional services, legal services, medical and dental offices, educational and tutoring facilities, public and civic uses (including the Public Facility as outlined in Proffer 13) and health clubs. Uses not specifically enumerated in or envisioned by this Proffer may be established provided the Zoning Administrator determines the use is in substantial conformance with this Proffer 11.

12. Metrorail Tax District Buyout for Certain Residential Uses. At least sixty (60) days prior to recording residential condominium documents for any portion of the Property located within

the Phase I Dulles Rail Transportation Improvement District (the "Phase I District"), the Applicant shall provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to record condominium documents for that portion of the Property. Prior to recording the condominium documents, the Applicant shall pay to Fairfax County a sum equal to the then-present value of Phase I District taxes that will be lost as a result of recording the condominium documents, in accordance with a formula approved by the Fairfax County Board of Supervisors.

PUBLIC FACILITIES

13. Public Facility. The Applicant shall design and construct a 30,000 square-foot space within a future building to be used by Fairfax County for community and/or recreational programs (the "Public Facility"). The Applicant has identified to Fairfax County and reserved space in Building 3 for the Public Facility. The Public Facility shall be constructed concurrently with Building 3 (unless modified by the Fairfax County Planning Commission, in accordance with Proffer 13(I) below) and shall be accessible through a separate entrance with ADA accessibility.

- A. Design and Scope. The Applicant shall design the Public Facility so that it may include, among other things, a gymnasium of approximately 9,000 square feet, space for offices, meeting rooms, an exercise room, a game room, an arts/crafts room, a computer room, a multipurpose meeting room or rooms, a kitchen, restrooms, locker and storage space, and other related amenities. The Applicant shall design the interior of the Public Facility pursuant to the Fairfax County Guidelines for Architects and Engineers prepared by DPWES then in effect (the "Guidelines"), as further described below, and such that the Public Facility is designed to be consistent with the quality of other reasonably comparable County facilities of similar use. All design documents are subject to County review and approval at each design phase as provided herein.

The Public Facility shall be located either entirely on the first floor or on both the first and second floors of the building in which it is located.

- B. Total Construction Cost. As further described herein, the total construction cost to the Applicant of the Public Facility shall not exceed the sum of \$5,420,000.00, as adjusted on an annual basis by the Marshall & Swift Building Cost Index, with any adjustment beginning two (2) years from the date of approval of the Application to the date that the notice to proceed to the construction contractor (the "Total Construction Cost").

The Total Construction Cost shall consist of (a) construction costs unique to the Public Facility ("County Hard Costs") as described in subsection (B)(i) below, and (b) a portion of costs not unique to the Public Facility but attributable to the design of the building itself, as described in subsection (B)(ii), below ("County Soft Costs").

At or promptly after the Initial Meeting (as defined in subsection C, below), and in any event before the Applicant's submission of Schematic Design drawings to the County, the Applicant and County shall reasonably agree as to which costs are County Hard Costs, County Soft Costs, or Applicant Costs (as defined in subsection (B)(iii) below).

- i. For County Hard Costs, the Applicant shall include only the costs of a complete interior build-out for the Public Facility, including ceilings, lighting, plumbing, separate heating and cooling (HVAC), painted interior walls, electrical outlets, elevators, restrooms, and all finishes, to include gymnasium floor, any required bleachers, and basketball hoops. The Applicant shall not provide loose fixtures, furnishings, or equipment except for those specified in this Proffer. No portion of the core building or site shall be included as County Hard Costs, unless specifically stated in these Proffers. The budget submissions required in subsection (C) shall provide a detailed summary of the interior build-out of the Public Facility.
- ii. County Soft Costs shall consist of (a) the fee for the design consultants for the Public Facility (interior build-out) as further defined below (b) building permit and inspection fees, and (c) cost estimating fees.

For County Soft Costs, the Applicant shall include in the Total Construction Cost the pro rata share of the expense attributable to the Public Facility, as measured by the fraction of the actual square footage of the Public Facility as finally designed (including ancillary space used solely for the Public Facility, such as space for separate emergency generators, stormwater management vaults, or ventilation systems), divided by the actual square feet of the entire building as indicated on the final permitted building plans.

Notwithstanding anything herein to the contrary, no more than \$500,000 (as adjusted on an annual basis by the Marshall & Swift Building Cost Index beginning two years from the date of approval of the Application to the date that a Non-RUP is issued for the Public Facility) of County Soft Costs – including costs pertaining to architect(s); MEP, civil, and structural engineers; other consultants; and construction administration services – shall count toward the Total Construction Cost; such excess design costs shall remain at Applicant's expense. This limitation shall not apply to changes to the approved design and/or scope of the Public Facility after the 35% Design Development stage that are requested by the County.

- iii. Total Construction Cost of the Public Facility shall not include any costs other than County Hard Costs and County Soft Costs; the Applicant shall bear all other costs of designing and constructing the building ("Applicant Costs"), including, without limitation: clearing and grading; earthwork; SWM/BMP; costs to extend utilities to the building (new and relocated);

costs associated with site-specific LID facilities; landscaping and hardscaping; Applicant's overhead, administrative, financing, legal, and/or zoning costs; costs for easement acquisition, preparation and recordation; site permit and inspection fees and Special Inspection Program inspections; any portion of costs reasonably agreed (i) to be unique to the remainder of the building or private development, (ii) to relate to site preparation, and/or (iii) to be a cost that Applicant would have incurred in designing and constructing the building.

C. Parking.

- i. Dedicated Parking Spaces. The Applicant will allocate a minimum of thirty-five (35) dedicated parking spaces for the Public Facility, within the same structure as the Public Facility (the "Dedicated Parking Spaces"). The Dedicated Parking Spaces shall be at no cost to the County and no costs related thereto shall be included in the Total Construction Costs. Additional dedicated parking spaces may be made available to the County at the Applicant's discretion, at the then-market price. The County may elect whether to include any additional parking spaces purchased in the Total Construction Cost or to instead reimburse the Applicant for the cost of the additional spaces.
- ii. Unreserved Parking Spaces. The Applicant shall further maintain at least fifty-five (55) parking spaces as unreserved spaces available to users of the Public Facility, other users of the building, and, at the election of the Applicant, the general public on a first-come, first-served basis. Unreserved parking spaces may be located within the parking decks or along streets associated with the Proposed Development, but should be proximate to, and provide easy access to, the Public Facility. The unreserved parking spaces may include up to ten (10) parking spaces certified for handicapped parking under the Americans with Disabilities Act. The Applicant shall charge the same parking fee for users of the Public Facility as for other users of these unreserved spaces. Such unreserved spaces shall not contribute in any way to the Total Construction Cost.

- D. Design and Review Process. The Applicant shall coordinate preparation of the design of and budget for the Public Facility, together with the design of the Dedicated Parking Spaces, with the Building Design Branch of DPWES ("BDB") and other applicable agencies of Fairfax County, with BDB as the point of contact with responsibility for coordinating with other County agencies. Prior to such preparation of design and budget, the Applicant shall hold a pre-design conference with BDB (the "Initial Meeting") to discuss scope and design parameters for the Public Facility and the Dedicated Parking Spaces, to set a reasonable schedule and process for review and comment on the submission sets of drawings and budget (which schedule will provide the County no less than two (2) weeks to review CDP, FDP, Schematic Design and Design Development

documents, and no less than three (3) weeks to review 80% and 100% Construction Documents), and to reasonably agree, as described in subsection (B)(ii) above and in accordance with this Proffer 13, as to the allocation of costs into County Hard Costs, Applicant Costs, and County Soft Costs categories. The Applicant shall submit design and budget documents to BDB for County review and approval consistent with the Guidelines and the provisions of this Proffer at the following points: Conceptual Development Plan, Final Development Plan, Schematic Design (15%); Design Development (35%), 80% Construction Documents, and 100% Construction Documents. The Applicant shall address and incorporate all County review comments at each design phase, and shall provide a statement of probable construction cost prepared in accordance with this Proffer 13 and by a mutually agreed-upon independent, professional construction cost estimator at each design phase. The Applicant shall respond to all County plan review comments in writing, and shall incorporate such comments in the next design phase plan submission. Following Fairfax County approval of the 100% Construction Documents, no further design changes shall be made to the Public Facility or the Dedicated Parking Spaces except as may be required to adjust the scope of the Public Facility as provided in subsection (E)(i) below, or as a change order at County expense.

- E. Construction Bids. Once the 100% Construction Documents and budget for the Public Facility have been approved by BDB, the Applicant shall then obtain a minimum of three (3) construction bids for the approved design of the Public Facility to ensure receipt of a competitive bid that is within the Total Construction Cost limit of \$5,420,000, as adjusted.

Applicant's construction contract shall:

- Carry builder's risk insurance and, if the County elects to provide additional funding pursuant to subsection (E)(ii) below, require the contractor to carry commercial property insurance in a commercially reasonable amount and to name the "Board of Supervisors of Fairfax County, Virginia" as loss payee for any losses pertaining to the Public Facility;
- Require the contractor to provide payment and performance bonds, each for the entire contract sum and naming the "Board of Supervisors of Fairfax County, Virginia" as an obligee on such bond;
- Permit the County, in its proprietary capacity, with the ability to inspect the Public Facility and Dedicated Parking Spaces during construction upon reasonable notice;
- Include warranties from the contractor as set forth in sections 4.6.1, 9.3.3, and 13.2 of the Fairfax County form General Conditions, such sections attached hereto as Exhibit A, as may be amended by mutual

agreement between the Applicant and the Office of the County Attorney; and

- Include section 9.8 (including all subsections) of such General Conditions, also attached at Exhibit A, as may be amended by mutual agreement between the Applicant and the Office of the County Attorney, including County inspection rights on substantial completion of the Public Facility, one-year post-completion guarantee, and guarantee bond.

Following receipt of the construction bids, the Applicant shall meet with the County to review the construction bids and thereafter provide the County the opportunity to verify the construction bids through an independent source. If the estimated Total Construction Cost exceeds \$5,420,000 (as adjusted) at any design phase, or if the Applicant cannot obtain a construction bid for the approved design resulting in a Total Construction Cost within the Applicant's \$5,420,000.00 limit (as adjusted), then the Applicant shall consent to one of the following remedies, at the County's sole election:

- i. Adjust the scope of the project so that it can be bid within the \$5,420,000.00 limit (as adjusted), which adjustment in scope shall not require a PCA;
- ii. Accept additional funding from the County as needed to fully fund the Total Construction Cost for the Public Facility, in which case:
 - a. The estimated amount of such additional funding to be contributed by the County shall be determined upon receipt and analysis of construction bid and ninety percent (90%) of such amount shall be disbursed to the Applicant prior to the Applicant's commencement of construction on the Public Facility, with the remaining ten percent (10%) disbursed upon receipt of the Non-RUP(s) for the Public Facility and Dedicated Parking Spaces; and
 - b. Upon completion of construction, the Applicant and the County shall review the actual costs of construction of the building and reasonably determine whether there are savings under the construction contract (or other budget line items) that reduce the need for additional County funding (i.e., unused construction contract contingency).
- iii. Require the Applicant to construct the 30,000 square foot Public Facility space as a cold dark shell (ie, without HVAC, lighting, or tenant improvements of any sort, but including utility connections), in which case:

- a. The Applicant shall also construct the thirty-five (35) Dedicated Parking Spaces for use by the Public Facility;
 - b. The Applicant shall provide temporary generator hookups as described in Proffer 13(K); and
 - c. Prior to the issuance of the first Non-RUP for the building in which the Public Facility shell is constructed, the Applicant shall contribute to the County the sum of \$5,420,000, as adjusted (less all applicable County Soft Costs) for the County's use in constructing the interior of the Public Facility.
- iv. In lieu of any further design and/or construction requirement for the Public Facility, the Applicant shall contribute to the County the sum of \$11,000,000.00, as adjusted on an annual basis by the Marshall & Swift Building Cost Index, from a date beginning two years from approval of the Application to the date of the County's election, less all permissible documented costs incurred by the Applicant up to such time in furtherance of the design and construction of the Public Facility. In the event this option is selected, the Applicant shall contribute the total amount due in a lump sum prior to the issuance of a Non-RUP for Building 3, or other office building as selected by the County in accordance with Proffer 13(I).

In the event the County does not select from the three remedies within 180 days of formal notification that the bid exceeds the limits of the Total Construction Cost, the Applicant may unilaterally select to proceed with the option defined in Proffer 13(E)(iii).

- F. Contingency Fund. Once the Applicant has an acceptable construction bid in place as provided herein, the Applicant shall be responsible for, in addition to the Total Construction Cost, a project-level construction contingency of \$500,000.00 to cover, to the extent of the contingency, change orders related only to design document ambiguities, errors, omissions or unforeseen construction conditions that relate solely to the Public Facility and could not have been reasonably foreseen through the due diligence of the contractor or subcontractors ("Contingency Eligible Expenses"). Such ambiguities, errors, omissions, and unforeseen conditions related to the building site and/or the remainder of the building – for example, bad soils, environmental issues, etc. – shall remain at the Applicant's cost and shall not result in an increase in the Total Construction Cost of reduction in the above-referenced contingency fund. In no event shall this construction contingency fund be allocated to augment the approved design and/or budget of the Public Facility. Other than (1) the amounts, if any, owed by the County pursuant to subsection (E)(ii) above, (2) County Contingency Eligible Expenses in excess of \$500,000, as adjusted, if any, and (3) the costs of any change orders the County may reasonably request, the County shall have no responsibility for costs of designing or constructing the Public Facility.

- G. Permitting and Construction. Following receipt of a construction bid producing a Total Construction Cost within the \$5,420,000 (as adjusted) limit (or such higher amount as may result from the County allocating additional funds), the Applicant shall diligently proceed to obtain site plan and building permit approvals for the Public Facility based on design documents approved by the County pursuant to Proffer 13(D) above and shall provide the County with a copy of such permit submissions. Following approval of the necessary permits for the Public Facility, the Applicant shall diligently proceed to construct the Public Facility as approved.
- H. Conveyance. Following issuance of the Non-RUP for the Public Facility, the Applicant shall convey the Public Facility via long-term lease, including the Dedicated Parking Spaces, in a manner acceptable to Fairfax County. Notwithstanding anything to the contrary contained within this Proffer 13(H), the parties may mutually agree to alter any of the terms of the conveyance of the Public Facility as described herein without the need for a PCA.
- i. Lease Term. The Applicant shall (a) offer such lease with a term of fifty (50) years, with automatic renewal options for two (2) successive fifteen (15) year terms thereafter; (b) the rent for such leasehold shall be nominal (i.e., \$10.00 annually); (c) the terms of the lease shall otherwise be acceptable to the County in its reasonable discretion, provided (I) the County shall have no obligation to contribute to CAM payments other than regarding the Dedicated Parking Spaces and other elements that are specific to the Public Facility, and (II) if a casualty event results in the closure and/or full or partial destruction of the Public Facility and/or the Dedicated Parking Spaces, the Applicant shall with reasonable promptness reconstruct a cold, dark shell for the Public Facility and/or replacement dedicated parking spaces, as applicable; (d) the Applicant shall provide the County with a subordination and non-disturbance agreement from its lender(s) if applicable) in a form reasonably acceptable to the County; and (e) the County may terminate the lease upon one (1) year's advance written notice.
 - ii. Use Restrictions. The Applicant may elect to include as a lease term a restriction which would, for a period of forty (40) years from lease execution, prohibit the use of the Public Facility as a commercial (i.e., non-County user) office, retail use, fire station, permanent shelter, mental health, or residential facility.
- I. Location. While the Applicant and the County have tentatively identified Building 3 as the preferred location for the Public Facility, the Applicant shall construct the Public Facility within the first office building following the Capital One Headquarters Expansion phase, unless the Director of DPZ, acting in consultation with and upon direction from the Planning Commission, directs the Applicant to postpone construction of the Public Facility until a subsequent office building.

- J. Coordination with the Electoral Board. In the event the Public Facility is ever designated as a polling location by the Fairfax County Electoral Board or the Virginia State Board of Elections, the Applicant shall work with the General Registrar to provide a reasonable number of temporary parking spaces for election-related activities.
- K. Emergency Generator. The Applicant shall incorporate into the design of the facility all necessary design elements to accommodate a temporary emergency generator that allows all the essential building functions for a temporary public shelter, including HVAC, to operate for the Public Facility. The design shall include a location for the emergency generator, hook-up port to connect the emergency generator to the building systems, and the infrastructure and equipment required to allow transfer of the electrical power source from the primary building power supply to the emergency generator. Further, in lieu of a temporary emergency generator, the County may specify a permanent emergency generator during the design phase up to and through its review of Design Development (ie, 35%) documents; any resulting impact to the building design by a temporary or permanent generator specification shall be included in the Total Construction Cost. Any such generator will comply with all UOA requirements for the placement and use of temporary power generation facilities. Any temporary generator shall also comply with the Fairfax County Noise Ordinance.
- L. Redevelopment. The Applicant may elect at any time to redevelop the building containing the Public Facility, provided that (i) such redevelopment permits reconstruction of the Public Facility within the same building and in accordance with the provisions of this Proffer 13, (ii) if such redevelopment would require the Public Facility to close, the Applicant must provide the County (through the Director of Neighborhood and Community Services, with a copy to the County Attorney) with at least twelve (12) months' prior written notice, and (iii) the Applicant, at its cost, shall locate suitable alternative space for a temporary Public Facility. As an alternative, the Applicant and the County may mutually agree to permanently relocate the Public Facility to another building within the Proposed Development, and without the need for a PCA.
- M. Vacation by County. Should the County choose at any time to vacate the Public Facility and such space reverts to the Applicant's control, the space may be utilized as Retail Activated Space as defined in Proffer 11.

URBAN DESIGN GUIDELINES

14. Capital One Design Guidelines. In order to provide for the implementation of Tysons Corner Urban Design Guidelines and the concepts which further the design commitments provided throughout these Proffers and in the CDP, the applicant has submitted The Capital One Design Guidelines dated April 2012, which are included by reference as Exhibit B. The CDP, which includes elements from the Capital One Design Guidelines, provides a base line of urban design elements that shall be utilized to implement the urban design vision for this neighborhood. All FDPs submitted shall be in substantial conformance with the Tysons Corner

Design Guidelines and the urban design components of the CDP as determined by the Zoning Administrator, in consultation with OCR. In any instance of inconsistency between the Capital One Design Guidelines and the approved CDP/FDP and/or Proffers, the CDP/FDP and any related proffers shall govern.

BUILDING ARCHITECTURE

15. Architecture.

A. Materials and Design. Buildings shall be designed with high quality architecture and building materials. The exterior building materials used in the development of the new residential, office and hotel buildings shall consist of glass, steel, brick masonry, architectural pre-cast, stone masonry, architectural concrete and/or other materials of similar quality that are typically used on the exterior of Class A office buildings and residential and hotel buildings of a similar quality. No Exterior Insulation and Finish Systems (EIFS) shall be utilized on any of the new proposed residential, office or hotel buildings. Each FDP shall provide specific design information on building materials, architectural massing and fenestration, and specific features designed to activate the streetscapes as depicted on the CDP. Modifications may be made to the building architecture shown in an approved FDP subject to review and approval by the Zoning Administrator to establish consistency with the CDP and FDP. A minimum of ten percent (10%) of all residential dwelling units shall be designed and constructed with some Universal Design features. These elements shall be identified at the time of building plan submission.

B. Bird-Friendly Features. At the time of site plan submission for each building, the Applicant shall study whether bird-friendly design strategies may be employed to reduce bird injury and death due to in-flight collisions with building and/or building elements. The strategies to be studied should make the building visible to birds in flight and reduce reflections that distract or confuse birds through the use of appropriate glazing treatments or architectural elements, including using color, texture, opacity, patterns, louvers, screens, or ultraviolet materials that are visible to birds. In addition, the Applicant shall study whether interior lighting should be reduced and direct lighting which is visible from the exterior should be eliminated to reduce a building's attractiveness to birds flying at night. The Applicant shall describe the results of its studies of bird-friendly design strategies, and to what extent any of the strategies will be implemented, in a narrative at the time of building permit issuance. To the extent strategies are identified but not implemented, the narrative shall describe the reason(s) for the exclusion of such strategies.

16. Build-to Lines. Build-to Lines have been established as depicted on Sheet 5 of the CDP to create an urban, pedestrian-oriented environment where buildings are located close to the street and pedestrian areas are located between buildings and streets. In general, building facades are intended to be configured in such a way as to provide a continuous street wall along this line, but modifications to either side of the Build-to Lines shall be permitted, provided such

modifications are in general conformance with the CDP, as determined by the Zoning Administrator, and are shown on an approved FDP. Awnings and other architectural canopies attached to building frontages that project out from the Build-to Lines shall not extend beyond the building zone, shall provide adequate clearance for pedestrian movement and shall not conflict with street tree locations. At the time of FDP approval, the Applicant shall identify possible locations at the street level for expanded areas for outdoor dining adjacent to restaurants and cafes, and shall provide appropriate building zones for such uses in keeping with the Comprehensive Plan recommendations.

17. Building Heights. The minimum and maximum heights of the proposed buildings shall be in substantial conformance with the building heights indicated in Proffer 7. This height limit does not include penthouses, elevators or mechanical equipment rooms pursuant to Section 2-506 of the Zoning Ordinance. Penthouse structures shall be architecturally integrated with the building and shall not exceed 25 feet in height for buildings that are 200 feet in height or less, or 35 feet for buildings that exceed 200 feet in height. The Applicant shall screen mechanical equipment located on the rooftops of the proposed buildings from ground level view, using opaque parapet walls and other screening walls, materials or devices.

18. Utility Locations. The locations of underground utilities including, but not limited to, water, sanitary sewer and storm sewer utility lines shall be installed within the street network to the maximum extent feasible as determined by DPWES or shall be placed in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDP.

- A. Conceptual Utility Master Plan. A conceptual utility master plan (the "Conceptual Utility Master Plan") overlaid on a landscape plan is provided on Sheet 32 of the CDP and includes general locations for all stormwater cisterns and vaults, electrical vaults, storm sewer lines, sanitary sewer lines, and conceptual locations for other utilities. Adjustments to the type and location of utilities shall be permitted at the time of FDP approval to avoid conflicts with street trees, utilities and other site engineering considerations.
- B. Conceptual Utility Plans. Conceptual utility plans (each a "Conceptual Utility Plan") overlaid on a landscape plan will be provided with each FDP submission and will refine the general locations for all utilities included in the Conceptual Utility Master Plan, which shall be located in a manner that minimizes conflicts with trees.
- C. Conflicts. If there is no other option, utilities may be placed within open space or streetscape areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as shown on the CDP, and as determined by the Urban Forestry Management Division of DPWES ("UFMD").
- D. Access Points. Maintenance access points to stormwater management facilities and electric vaults beneath the streetscape shall be located outside the pedestrian walkway zone to the extent feasible, and shall be shown on the Conceptual Utility Plans submitted with each FDP. For access points located in the walkway zone, a removable panel or access manhole shall be employed utilizing similar paving

materials as the surrounding streetscape, provided it does not impact ADA accessibility and is flush with the surrounding walkway. No part of this Proffer shall preclude the Applicant from incorporating venting mechanisms into the removable panel if such mechanisms are required by the applicable utility.

19. Telecommunications Equipment. Telecommunications equipment may be placed on the rooftops of proposed buildings. Any such facilities shall comply with applicable requirements of the Zoning Ordinance and be screened and/or set back sufficiently from the perimeter of the roof and penthouse such that they are not visible from the surrounding streets. Other screening measures should be used such as including the facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunications screening material and flush-mounted antennas. Telecommunications equipment may also be architecturally integrated into the facades of buildings where necessary to ensure on-street and/or open space coverage.

LIGHTING

20. Lighting. All on-site, outdoor and parking garage lighting levels shall meet or be less than that permitted under the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance and shall include lighting fixtures consistent with the guidance contained in the Tysons Corner Urban Design Guidelines. All parking lot and building mounted security lighting shall utilize full cut-off fixtures. Wall-washer type lighting shall use fixtures with shielding such that the lamp surface is not directly visible. One of the options for streetscape lights from the Tysons Corner Urban Design Guidelines, or suitable alternatives as approved on an applicable FDP, shall be selected and shall remain consistent throughout the Proposed Development. In the event the specific selected streetscape lights are discontinued from production at any time in the future, the Applicant may select an alternate option from the Tysons Corner Urban Design Guidelines.

21. Parking Structure Lighting. The Applicant shall utilize full cut-off, low-intensity or recessed lighting directionally shielded to mitigate the impact on adjacent residences for any lighting along the perimeter of an above-ground parking structure not constructed of solid walls. Such lighting shall comply with the requirements of Article 14 of the Zoning Ordinance.

22. Construction Lighting. During construction of Buildings 5, 7 and 8 (which are buildings located closest to the existing Gates of McLean) and 1, 10, 11 and 12 (which are all buildings located closest to the existing Regency and Encore Condominium buildings), the Applicant's general contractor will implement night and construction light mitigation measures such as providing appropriate light/bulb shielding along the sides of these buildings that face Dolley Madison Boulevard and/or the Jones Branch Connector. The Applicant will also explore utilization of timers and/or motion sensors during the construction of these buildings so that its temporary construction lighting might be turned off or reduced in intensity during non-working periods. In implementing this proffer, the Applicant and its contractors shall comply with all governing federal, state and/or local health and safety requirements and standards, such as those specific night lighting standards as may be required by Fairfax County, the U.S. Occupational Safety and Health Administration ("OSHA"), and Virginia Occupational Safety and Health ("VOSH").

NOISE ATTENUATION

23. Noise Attenuation. The Applicant shall reduce interior noise to a level of no more than 50 dBA for office and 45 dBA for residential, hotel, child care and other noise sensitive uses as defined by the Comprehensive Plan. In addition, the Applicant shall reduce exterior noise to a level of no more than 65 dBA. At the time of submission of each FDP, the Applicant shall submit a noise study addressing the buildings and outdoor recreation areas shown on the FDP (each a "Noise Study") to DPZ and DPWES for review and approval. Each Noise Study shall indicate the traffic and transit-related noise anticipated from the Capital Beltway and Dolley Madison Boulevard, to include the transit-related noise due to the Tysons East station. Each Noise Study shall include projected noise levels in the residential units, hotel rooms, and outdoor recreation areas shown on the submitted FDP and will be based on final site topography and conditions shown on the site plan, as opposed to existing topography and conditions. The following information shall be included in each Noise Study: the affected buildings, the affected outdoor recreation areas, the affected residential units and hotel rooms, and the noise attenuation measures to ensure that the affected indoor and outdoor areas meet the applicable standards for Noise Sensitive Uses in the Policy Plan in place for the Tysons Corner Urban Center. Noise attenuation measures to be used shall be included in each FDP submission.

A copy of each applicable approved Noise Study shall be included with the submission of the building plans for the construction of each building on the Property. The building plans shall identify the affected occupied spaces and the noise attenuation measures, including materials, to be provided to ensure that each affected occupied space meets the standards outlined below. Supporting information that documents that the proposed noise attenuation measures will be sufficient to attain the interior noise standards shall also be provided. The Applicant shall not obtain building permits until such time as DPZ and DPWES have approved the applicable Noise Study and the noise attenuation measures for each affected occupied space.

24. Noise Attenuation Standards. Each Noise Study shall be conducted using the approved standards for noise attenuation that are in place for the Tysons Corner Urban Center at the time of each applicable FDP.

PARKING

25. Parking. Parking on the Property shall be provided in accordance with the parking requirements for the PTC District set forth in Section 6-509 and Article 11 of the Ordinance. The exact number and location of spaces provided in each phase shall be refined with the approval of each FDP and shall be determined at the time of site plan approval based on the specific uses in each phase. The Applicant may apply to reduce or share parking among the uses and buildings within the Proposed Development as part of the approval of each FDP or as part of a separate parking reduction approved by the Board of Supervisors, subject to the minimums contained in the Ordinance. If changes to the mix of uses at the time of site plan approval result in parking greater than that anticipated on the CDP, additional parking spaces may be provided to the extent they can be accommodated without increasing the height or mass of the parking structures shown on the CDP and refined as part of the FDP. Updated parking tabulations for the Property shall be provided with each FDP and site plan for the Property. Parking shall generally be located in close proximity to the respective uses. At its sole option, the Applicant may elect to charge for parking within some or all of the parking decks, and on the portions of the street network that are privately owned.

The Applicant shall provide controlled access to parking garages and shall ensure that the control equipment is capable of counting vehicles entering and exiting all garages. The sale or lease rates of individual parking spaces shall be “unbundled” from the sale or lease rates of individual residential dwelling units, meaning that a dwelling unit’s purchase price or lease rate shall be exclusive of parking costs.

26. Surface Parallel Parking Spaces. The Applicant shall provide parallel surface parking spaces along the streets in the Proposed Development, as generally shown on the CDP. The final number and location of spaces shall be determined upon FDP approval for each phase of development. The Applicant reserves the right to restrict use of the parallel spaces provided along its private streets by posting appropriate signage or such other means as the Applicant determines appropriate for parallel surface spaces that are not required to satisfy the parking requirements for use as temporary or short term parking, car-sharing parking and/or similar uses. The Applicant shall maintain in good repair, and remove snow from, any surface parallel parking spaces on private streets.

SIGNAGE

27. Signage.

- A. Advertising/Commercial Signage. The Applicant shall provide signage as permitted by Article 12 of the Zoning Ordinance, or as approved through a Comprehensive Sign Plan (“CSP”), at which time signage will be governed by such approval. The existing approved signage on the Property may remain in place until and unless it is supplanted by a new CSP.
- B. Wayfinding Signage. The Applicant shall provide wayfinding signage through an applicable CSP. Wayfinding signage and elements shall be coordinated with the Tysons Partnership (or successor organization) to facilitate a consistent

wayfinding and signage system throughout Tysons and/or the subdistrict. Wayfinding shall provide direction to locations of prominent attractions, parks, cultural arts destinations, and other public facilities/amenities, and may incorporate appropriate technology to assist users in navigating the area. The placement of traffic control signage on public streets shall be coordinated with VDOT.

- C. Off-site Signage. As part of any future CSP, the Applicant reserves the right to seek approval for off-site signage, in accordance with Par. 2 of Sect. 12-210 of the Ordinance.

LANDSCAPING AND STREETSCAPES

28. Conceptual Landscape Plan. Sheet 9 of the CDP includes a conceptual landscape plan for the Property consisting of an overall plan and details regarding streetscapes, plazas, publicly accessible park areas including courtyards and private amenity areas (the "Conceptual Landscape Plan"). As part of each FDP submission, more detailed landscape plans for each building phase shall be provided in general conformance with the Conceptual Landscape Plan, with adjustments permitted so long as the quantity and quality of the landscaping provided and the function of the space remains consistent with the Conceptual Landscape Plan, as determined by the Planning Commission during FDP review. As part of the site plan submission for each building phase, the Applicant shall submit to the Urban Forestry Management Division ("UFMD") of DPWES for review and approval a detailed landscape plan (each a "Final Landscape Plan") that is in substantial conformance with the quantity and quality of plantings and landscaping materials shown on the approved FDP, and shall include, among other things, irrigation information (if applicable), design details for tree wells and other similar planting areas on structures and along streets. These details shall include the composition of planting materials, methods for providing suspended pavement over tree root zones to prevent soil compaction, and methods for ensuring the viability of plantings on structures.

29. Streetscapes. Streetscapes shall be installed throughout the Property as conceptually illustrated on Sheets 12 and 12A of the CDP. Streetscape elements shall include a landscaped amenity panel located immediately behind the face of curb, a clear pedestrian sidewalk adjacent to the landscaped amenity panel, and a building zone between the pedestrian sidewalk and the face of the building that is designed to allow access to the building and/or additional landscaping adjacent to residential uses, storefront browsing, outdoor display, outdoor dining, and similar uses adjacent to retail and service uses. Streetscape elements may be adjusted at the time of FDP approval, provided the quality and dimensions of the streetscape are in substantial conformance with that shown on the CDP.

- A. Street Trees. Tree planting sites are set forth on the CDP, subject to revision as may be approved on the FDP or at site plan review by UFMD. Where minimum planting widths of 8 feet cannot be provided, structural cell technology, or other measures acceptable to UFMD, shall be used to satisfy the following specifications for all planting sites:

- i. A minimum of 4 feet open surface width and 16 square feet open surface area for Category III and Category IV trees, with the tree located in the center of the open area;
 - ii. A minimum rooting area of 8 feet wide (may be achieved with techniques to provide un-compacted soil below pavement), with no barrier to root growth within four feet of the base of the tree;
 - iii. Soil volume for Category III and Category IV trees (as defined in Table 12.19 of the PFM) shall be 700 cubic feet per tree for single trees, but may be reduced to a minimum of 400 cubic feet where paving above root zones is necessary to accommodate pedestrian traffic or where utility locations preclude greater soil volume. Minimum soil volumes of 700 cubic feet will be achieved in areas of lower pedestrian volume and where pavement is not required over tree rooting zones. For two trees planted in a contiguous planting area, a total soil volume of at least 600 cubic feet per tree shall be provided. For three or more trees planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree. A contiguous area shall be any area that provides root access and soil conditions favorable for root growth throughout the entire area. Greater soil volumes will be provided in areas of lower pedestrian volume;
 - iv. Soil specifications in planting sites shall be provided in the planting notes to be included in all site plan submissions;
 - v. All shade trees shall be a minimum of 3 to 3.5 inches in caliper at the time of planting; all flowering trees shall be a minimum of 2 inch caliper at the time of planting; and all new evergreen trees shall be a minimum of eight (8) feet in height at the time of planting;
 - vi. Tree zones may be installed with a fully automatic, drip irrigation system; and
 - vii. It is expected that street trees will have to be planted within existing utility easements, and the Applicant shall replace any street trees that are removed to facilitate repairs of utilities in these easements.
- B. Non-Invasive Plant Materials. Invasive species, as defined by the Fairfax County PFM, shall not be used on the Property.
- C. Sight Distance Considerations. Sight distances and anticipated road design speeds shall be depicted on the Landscape Plan submitted with each applicable FDP to demonstrate that the locations of all proposed street trees are viable. If determined at the time of site plan review that street tree locations conflict with sight distance requirements, the Applicant shall investigate whether limited pruning or minor adjustments to the locations of street trees will alleviate sight distance concerns. In the event VDOT does not approve the tree locations even after the changes anticipated above, the Applicant shall be permitted to relocate

the affected street tree without the need for confirmation from DPZ, subject to approval by UFMD. If the deleted street tree(s) result in a tree canopy below 10% on the Property, the street tree(s) must be accommodated in another location on the Property, as approved by DPZ in consultation with UFMD.

- D. Streetscape Furnishings, Materials and Lighting. Unified and high quality streetscape materials shall be provided and may include, but not be limited to, unit pavers, seat walls, tree space edging, lighting, traffic signal poles, benches, trash receptacles and other hardscape elements. A Streetscape Furnishing and Materials Plan shall be provided as part of all FDPs. These plans shall include general product information and approximate locations of furnishings and materials to be located in the streetscape between the building face and the curb, and in other public realm open spaces. Materials, furnishings, and lighting shall be compatible with the Capital One Design Guidelines and the Tysons Corner Urban Design Guidelines.
- E. Maintenance. The Applicant shall maintain in good repair and replace in kind, as needed, all pedestrian realm elements within the Proposed Development, to include any maintenance required to maintain ADA compliance. Elements to be maintained within the pedestrian realm include all publicly-owned areas and all privately-owned spaces (with or without public access easements) that are between the curb and the building façade (the "Pedestrian Realm"). For any publicly-owned portions of the Pedestrian Realm, the Applicant shall enter into the appropriate agreement, in a form approved by the Office of the County Attorney, with the County (or other applicable public entity) to permit the Applicant to perform such maintenance. The Applicant shall not be required to repair or restore any elements of the Pedestrian Realm within publicly-owned areas that are damaged by public employees, contractors, or permittees that are not acting under the direct authority of the Applicant or the UOA. An alternative maintenance agreement, such as a Business Improvement District, may be entered into upon written agreement of both the County and the Applicant without the requirement for a PCA. Maintenance commitments within the Pedestrian Realm shall include but are not limited to:
- i. All plantings including trees, shrubs, perennials, and annuals;
 - ii. All associated irrigation elements;
 - iii. All hard surfaces, including but not limited to paving and retaining walls;
 - iv. All streetscape furnishings including benches and bike racks;
 - v. All lighting fixtures;
 - vi. All special drainage features, such as Low Impact Development facilities;
 - vii. Snow removal;

- viii. Trash recycling and litter removal;
- ix. Leaf removal;
- x. Any sign posts, traffic signal poles, pedestrian signal poles, mast arms, signal heads and control boxes that are not VDOT standard devices; and
- xi. All urban park amenities in the development including horticultural care, maintenance of all water features, irrigation, lighting, furnishings, paving, and art, with the exception of any urban park amenities that are transferred to FCPA.

As determined at the time of FDP approval, where the final streetscape design cannot be fully implemented during certain phases of development, the Applicant shall provide interim streetscape improvements as described in Proffer 30.

F. Ownership. Portions of the Pedestrian Realm will be dedicated in fee simple to the County of Fairfax (or equivalent government body or agency), as shown on Sheets 12, 12A and 12B of the CDP, subject to the following conditions:

- i. The County and/or VDOT will permit all stormwater and other facilities to be constructed and maintained as shown on the CDP, subject to the Applicant accepting maintenance responsibilities for said facilities;
- ii. The County and/or VDOT will permit the Applicant to continue using security bollards that are constructed within streetscape areas and shown on an approved FDP;
- iii. The Applicant shall continue to maintain the Pedestrian Realm facilities as described in this Proffer 29; and
- iv. Dedication of any portions of the Pedestrian Realm intended to be publicly-owned shall occur concurrently with dedication of the adjacent roadway, as specified in Proffer 36.

G. Public Access. For areas within the Pedestrian Realm that are privately owned, the Applicant shall dedicate public access easements, in a form approved by the Office of the County Attorney. In areas where a portion of the Pedestrian Realm is within the public right-of-way, a public access easement shall be placed across the privately-owned area identified as the building zone. In areas where the Pedestrian Realm is entirely under private ownership, the public access easement shall be for the area between the Build-to Line and the back of curb. All public access easements shall be subject to the following conditions:

- i. The Applicant may modify public access in the areas identified as building zones on Sheet 5 of the CDP, to the extent that sidewalk dining and retail browsing areas, and other related functions and facilities need to be placed within those building zones; and

- ii. Public access easements shall not be required on certain private streetscape areas as designated on an approved FDP.

30. Interim Conditions and Standards. Due to the size of the Proposed Development and the time anticipated for completion, phased redevelopment may result in various interim conditions on the Property. At the time of each FDP approval, the Applicant shall identify the specific proposed interim conditions both within and outside the FDP area and shall ensure such conditions provide reasonable pedestrian connections, vehicular circulation, temporary landscaping and streetscapes, public park treatments, and screening/treatment of exposed or partially complete above-grade parking structures.

- A. If an interim condition or phase includes partial demolition of an existing structure, the FDP for that phase shall include all or a portion of the existing structure, as applicable, to ensure revisions to parking and on-site circulation for the existing structure are adequate.
- B. If interim improvements not located within the FDP area are contemplated with any FDP, such FDP shall specify how and when such improvements shall be constructed. Such interim improvements include, but are not limited, to, interim athletic fields and fieldhouses, transportation improvements, entrances to the Tysons East Metro Station, relocated security gates, and/or guardhouses.
- C. Interim conditions shall comply with the following general standards, provided that the improvements are acceptable to Fairfax County, VDOT, and all other utility companies as may be applicable:
 - i. Construction of interim sidewalks a minimum of a five (5) feet in width and installation of interim street lights along the interim sidewalks, as needed to ensure a safe, convenient pedestrian path to the Metro Station;
 - ii. Installation of street trees, with a minimum size of 2 inch caliper, approximately every 50 feet, to the extent feasible based on existing conditions and utility easements. Interim street tree planting shall not be required to meet the minimum planting width/area standard for permanent street trees;
 - iii. Provision of interim designs for publicly accessible open spaces shall include interim landscaping, pedestrian pathways, seating, signage and recreational facilities as determined at FDP;
 - iv. Provision of peripheral and interior parking lot landscaping in accordance with Article 13-203 of the Zoning Ordinance for interim surface parking lots, unless waived or modified at the time of FDP or site plan approval;
 - v. Application of a screening system (which may be removable) where above grade garage structures that will be interior when later phases are complete are exposed at phase lines. This screening system shall be applied to all

levels above grade and shall be composed of an architecturally designed system that may reflect basic architectural lines of the permanent facades, and that shall partially obscure the garage view from outside the garage until the next phase is constructed. The specific screening system to be utilized for each building shall be determined at the time of FDP approval and graphically depicted on the FDP. Alternate temporary garage screening and the use of banners and/or temporary art works as a part of the screening system may be approved with FDP approval;

- vi. Grading and seeding of areas on the Property where existing improvements are removed to accommodate a portion of the Proposed Development, and are not scheduled to commence construction within 12 months; and
- vii. Where appropriate, provision of attractive temporary construction fencing, which may include public art, signage or wayfinding elements. Signage shall be in keeping with Article 12 of the Zoning Ordinance or alternatively in accordance with an approved Comprehensive Sign Plan.

D. The Applicant reserves the right to accommodate the necessary, interim grading and construction required outside the limits of any approved FDP in order to account for temporary contractor trailers, temporary construction parking, temporary staging areas, material supplies, stockpiling and cut to fill earthwork. Similar site adjustments to the limits of grading may also be necessary due to the construction of the Jones Branch Connector (by others). The Applicant will restore impacted areas upon completion of construction to ensure conformance with the CDP and approved FDPs.

STORMWATER MANAGEMENT

31. Stormwater Management. Stormwater management measures for the Property shall be designed with the goal of protecting the downstream receiving waters in the Tysons Corner area from further degradation while providing sufficient controls to proportionately improve the condition of said receiving waters. The Applicant shall provide for stormwater detention (“SWM”) and Best Management Practices (“BMP”) in a system made up of several measures including green roofs, underground detention vaults, cisterns and low impact development (“LID”) facilities (collectively, the “SWM Facilities”). The specific SWM Facilities shall be determined at the time of each FDP approval and subsequent site plan approval, and as may be approved by DPWES. Each FDP shall include the location and preliminary design of the SWM Facilities, including access points to underground vaults. It is understood that interim or temporary SWM and BMP measures may be required during any interim phase of the Proposed Development.

A SWM program for the Property was previously approved with Site Plan # 6835-SP-04 (the “Approved Site Plan”), prior to the construction of the Existing Development. The pre-development condition for the approved SWM program consisted of approximately nine buildings and associated surface parking lots and roadways.

The SWM Facilities shall be designed to provide a reduction in peak flow and volume from the peak release rates. Stormwater management plans for the Property shall at a minimum be designed to achieve the current stormwater management design credits for LEED. Additionally, the first inch of rainfall for the Property shall be captured and reused to the extent practicable, per the calculations on Sheet 20 of the CDP. It is anticipated that compliance with the one-inch requirement will be determined by the retention credits for the stormwater control measures shown on Sheet 20 of the CDP, subject to DPWES approval.

Plans shall make use of certain LID techniques that will aid in runoff volume reduction and promote reuse throughout the site. As a part of the LID techniques proposed, the Applicant shall provide green roof (intensive and/or extensive) on approximately forty (40) percent of all rooftop areas. Green roofs shall be installed in keeping with PFM specifications. The areas of rooftop covered by green roofs will contribute a 45%-60% runoff volume reduction for storms equal to or less than one inch of rainfall; as currently proposed by the Virginia Department of Conservation and Recreation. Other LID techniques may include, but shall not be limited to, installation of tree box filters, infiltration, pervious hardscapes and/or streetscapes and stormwater reuse for landscape irrigation and mechanical/plumbing applications.

At the time of each FDP submission, the Applicant shall provide calculations showing the proposed volume reductions and shall work cooperatively with DPWES and DPZ to ensure that the first inch of rainfall is retained or reused to the maximum extent practicable.

TRANSPORTATION

32. Tysons Transportation Fund. At the time of issuance of the first RUP or Non-RUP for each new building on the Property, a contribution shall be made to the Tysons Road Fund in the amount of \$6.44 per square foot of net new non-residential GFA or \$1,000 per residential unit for which the RUP or Non-RUP is requested. For the non-residential GFA associated with the Capital One Headquarters Expansion Phase, the amount of the contribution shall be \$4.07 per square foot of GFA. Credits shall be allowed against such contributions for the costs of qualifying off-site intersection improvements provided pursuant to these Proffers. This contribution shall not apply to any public-use facilities constructed on the Property, including the Public Facility described in Proffer 13. These payments may be made earlier than required pursuant to this Proffer.

33. Board-Initiated Service District for Table 7 Improvements. The Applicant will support the creation of a Tysons-wide service district by the Board, on its own initiative, for the sole purpose of providing funds to Fairfax County for the private sector's share of the costs of the Table 7 transportation improvements to serve the Tysons Corner Urban Center.

34. Additional Table 7 Contribution. In addition to the Tysons Road Fund contribution above, the Applicant shall contribute to the Tysons-wide Road Improvements Fund the sum of \$5.63 per square foot for all new non-residential GFA in each new building, and \$1,000 for each residential unit constructed on the Property. The contribution associated with each building shall be paid in a lump sum, based on the actual GFA of non-residential space and/or the actual number of residential units in the building, with payment to occur prior to the issuance of the

first RUP or Non-RUP for each building. This contribution shall not apply to any public-use facilities constructed on the Property, including the Public Facility described in Proffer 13.

Seventy-five percent (75%) of the value of property associated with the Jones Branch Dedication described in Proffer 35, shall be first deducted from any contributions due to the Tysons-wide Road Improvements Fund. For the purposes of this Proffer, the value for the Jones Branch Dedication shall be established at \$98.00 per square foot of actual land dedicated.

35. The Jones Branch Connector Project. The Applicant has designed the Proposed Development to accommodate FCDOT and VDOT plans for the future Jones Branch Connector bridge project, which will connect Scotts Crossing Road and Jones Branch Drive (the "Jones Branch Connector"). Within 60 days of a formal bid award by FCDOT or VDOT to construct the Jones Branch Connector project, the Applicant shall dedicate in fee simple at no cost to Fairfax County or the Commonwealth of Virginia a portion of the Property shown on Sheet 3 of the CDP, up to a maximum of 1.65 acres, for the construction of the Jones Branch Connector (the "Jones Branch Dedication"). The actual land area to be dedicated, which shall in no case exceed the 1.65-acre area shown on Sheet 3 of the CDP, shall be based upon the approved design plans in place for the Jones Branch Connector at the time of full construction funding, which shall depict the final amount and configuration of the dedication. The Applicant shall also dedicate any temporary construction or grading easements required for construction of the Jones Branch Connector, at no cost to the County.

- A. Gates of McLean Access Road. Sheet 15C of the CDP identifies a secondary access road for Gates of McLean residents that connects with the proposed grid of streets on the Property between the existing conference center and Building 3 (the "Secondary Access Road"). The Applicant shall construct the portion of the Secondary Access Road that is shown on the Property prior to the issuance of a RUP or Non-RUP for the first building constructed as part of the Hotel/Civic Plaza Phase. Notwithstanding and to clarify the relevant notes contained on Sheets 5 and 7 of the CDP, as well as Note 5 on Sheets 29 and 30 of the FDP, if the off-site portion of the Secondary Access Road has been permitted but not constructed, the Applicant shall construct it at the same time as its Hotel/Civic Plaza Phase, with the Secondary Access Road open to traffic prior to the issuance of a RUP or Non-RUP for the first building constructed with that phase. If, despite the Applicant's best efforts, VDOT does not permit construction of the Secondary Access Road in its right-of-way, this proffer shall be extinguished.
- B. Interim Gates of McLean Access Road. In the event the Jones Branch Connector is constructed prior to the Hotel/Civic Plaza Phase (and notwithstanding and to clarify the relevant notes contained on Sheets 5 and 7 of the CDP, as well as Note 5 on Sheets 29 and 30 of the FDP), the Applicant shall construct a temporary connection to the Secondary Access Road on its Property, as shown on Sheet 14 of the CDP. Construction of this temporary connection is subject to approval by FCDOT and VDOT, and construction by the Jones Branch Connector project of the off-site portion of the Secondary Access Road that connects to the temporary connection on the Property. Sheet 14A of the CDP shows 192 feet of separation between the temporary connection and the Jones Branch Connector. The

Applicant shall make all reasonable efforts to increase this distance to 200 feet, but shall not be required to move the temporary connection if doing so would prevent construction of the 140-foot by 285-foot field shown on Sheet 14A of the CDP.

- C. Maintenance and Snow Removal. If permitted by VDOT or FCDOT, the Applicant shall provide appropriate maintenance and snow removal for the off-site portion of the Secondary Access Road from the time it is constructed, from the Gates of McLean property line to the Applicant's property line. If required, the Applicant shall enter into an appropriate agreement with VDOT or FCDOT to provide such maintenance and snow removal to commonly accepted industry standards.

36. Internal Grid of Streets and Road Improvements. The Applicant shall construct the internal grid of streets for the Property in phases, as outlined in the Phasing Plan. The internal grid of streets shall consist of the streets identified on the CDP as Capital One Drive, Old Meadow Road, and Old Springhouse Road. The internal grid shall also include the on-site portion of the Gates of McLean Access Road.

- A. Public Streets and Streetscapes. The Applicant shall dedicate right-of-way for Old Meadow Road, portions of Capital One Drive and portions of Old Springhouse Road (the "Public Streets"), to a point inclusive of the landscape amenity panel and sidewalk as shown on Sheets 14 and 15 of the CDP. The Public Streets shall be designed and constructed to be generally consistent with the document entitled "Transportation Design Standards for Tysons Corner," as approved by the Board of Supervisors on September 13, 2011 (and including any subsequent amendments) or to such standard as may be approved on the FDP. The Applicant shall work diligently with VDOT and the County during the FDP and site plan approval processes to ensure that the improvements proposed to the Public Streets and the area of the landscape amenity panel/sidewalk can be accepted into the VDOT system for maintenance. As may be necessary with respect to all of the Public Streets, the Applicant shall dedicate and convey to the Board in fee simple right-of-way, as applicable, including the area of the landscape amenity panel/sidewalk, at the time of site plan approval, with the following exceptions:

- i. If, at the time of site plan approval, it is determined that parking garages, stormwater management facilities, utility vaults or other similar facilities proposed to be located beneath or within the landscape amenity panel/sidewalk prevent VDOT and/or the County from accepting the landscape amenity panel/sidewalk as part of the public right-of-way, only right-of-way measuring eighteen (18) inches from the proposed face of curb line shall be dedicated to the County in fee simple and a public sidewalk and utility easement in a form acceptable to the County Attorney, over the area of the amenity panel/sidewalk shall be granted to the County. This easement shall allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the

County. In addition, the Applicant shall provide easements within any privately-owned amenity panel/sidewalk area for bus shelters identified on the CDP or any subsequent FDP, as determined at the time of site plan.

- ii. If, at the time of site plan approval, it is unclear whether parking garages, stormwater management facilities, utility vaults or other similar facilities proposed to be located beneath or within the landscape amenity panel/sidewalk will be acceptable to VDOT and/or the County, only right-of-way measuring eighteen (18) inches from the proposed face of curb line shall be dedicated to the County in fee simple and right-of-way for potential future dedication of the landscape amenity panel and sidewalk areas shall be reserved. A temporary public access easement in a form acceptable to the County Attorney shall be recorded over the reserved landscape amenity panel/sidewalk areas until such time as such areas are dedicated in fee simple. Conveyance of the amenity panel/sidewalk areas to the Board shall occur following construction of the street and streetscape improvements and final street acceptance inspection by the County and/or VDOT subject to the stipulations in these Proffers.
 - iii. Should it be determined following final street acceptance inspection that the landscape amenity panel and sidewalk areas are not acceptable to VDOT and/or the County to be included in the right-of-way, the reservation of potential future dedication of the landscape amenity panel and sidewalk areas shall be released and a public sidewalk and utility easement, in a form acceptable to the County Attorney, shall be granted in its place. This easement shall allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant shall provide easements within any privately-owned amenity panel/sidewalk area for bus shelters identified on the CDP or any subsequent FDP, as determined at the time of site plan.
- B. Public Street Standards. All Public Streets proposed herein shall be subject to VDOT approval and be in general conformance with the standards included in Attachment C (Transportation Design Standards for Tysons Corner Urban Center) of the Memorandum of Agreement approved by the Board of Supervisors on September 13, 2011, as may be amended (the "MOA").
- C. Private Streets and Streetscapes. Portions of Capital One Drive and Old Springhouse Road, and the associated streetscapes for each street (the "Private Streets"), as shown on Sheets 14 and 15 of the CDP, shall remain privately owned and maintained, and shall be designed and constructed to be generally consistent with the CDP. The Applicant shall maintain in good repair and replace, as needed, the paving and other elements associated with the Private Streets. The Private Streets shall be constructed and maintained to the standards contained in the PFM and shall be designed to be as consistent as possible with the Public Streets, subject to FDP approval and PFM requirements.

- D. Timing of Dedications. The Public Streets shall be dedicated consistent with the phasing schedule on Sheets 14 and 15 of the CDP. Each Public Street shall be accepted into the State system prior to bond release for the applicable phase. Until and unless each Public Street is accepted into a public maintenance system, it shall be considered a Private Street and the Applicant shall dedicate and record a temporary public access easement in a form acceptable to the Office of the County Attorney over all affected street and sidewalk areas until such time as the right-of-way is accepted into public maintenance as outlined in this Proffer 36. The Applicant shall not be required to dedicate temporary public access easements for any Private Streets that are within secure areas, as designated on an approved FDP. Nothing in this Proffer shall prevent the Applicant from constructing or dedicating any portion of the Public Streets in advance of the required time shown on the CDP, provided the Public Street is shown on an approved FDP and subject to acceptance by VDOT or an equivalent government agency.
- E. Security. The Applicant may be permitted to maintain or relocate the security guardhouses and gates that are located on the Private Streets within the Property as part of the Existing Development, subject to an approved FDP clearly delineating the locations of these facilities. The Applicant may also install security walls and bollards, subject to FDP approval. Minor modifications shall be permitted to these security facilities periodically to permit the Applicant to respond to new or different security threats, subject to approval by the Zoning Administrator.
- F. Definition of "Construct." For the purposes of this Proffer, the term "construct" shall mean that the committed road improvement is open for use by the public for travel, whether or not the improvement has been accepted for public maintenance.
- G. Street Names. The Applicant reserves the right to provide different names for the streets than shown on the CDP.
- H. Joint Maintenance and Reciprocal Easement Agreements. Prior to or concurrent with the establishment of the UOA, the Applicant shall prepare and record reciprocal easements, joint maintenance agreements, or other covenants to provide for the ongoing maintenance of the private portions of the internal grid of streets.

37. Traffic Signal. The Applicant shall install a traffic signal at the intersection of Capital One Drive and Old Meadow Road prior to the first RUP or Non-RUP for the final building of the Hotel/Civic Plaza Phase. The Applicant shall provide VDOT with the requisite traffic signal plans for review and approval. All right-of-way associated with signal equipment (poles, equipment, boxes, etc.) located on the Property that is not already dedicated shall be subject to traffic signal easements permitting maintenance by VDOT and the County, as applicable. If the County, upon request of the Applicant or on its own initiative, determines that the signal installation as proffered will be detrimental to traffic operations, the Zoning Administrator may

(1) agree to a later date for completion of the traffic signal installation or (2) permit the Applicant to proceed without the signal installation.

38. Improvements to Route 123. Concurrent with the first FDP submission following the Capital One Headquarters Expansion Phase, the Applicant shall submit plans for a raised median on the northbound lanes of Dolley Madison Boulevard between the travel lanes and the dual left turn lanes for the purpose of restricting left turn movements for vehicles exiting the Capital Beltway onto northbound Dolley Madison Boulevard. If approved by VDOT, the Applicant shall construct the improvement prior to the issuance of a RUP or Non-RUP for the first building associated with the relevant phase. The Zoning Administrator may elect to delay or waive this improvement in the event VDOT withholds timely approval for this improvement despite diligence on the part of the Applicant, or if there are construction delays despite the Applicant's best efforts.

39. Old Meadow Road Improvements.

A. Safety Improvements. Prior to FDP approval for any development phase that includes Building 10 and/or Building 11, the Applicant shall submit to FCDOT for review and approval a plan proposing safety improvements for the portion of Old Meadow Road between Old Springhouse Road and Dolley Madison Boulevard. The safety improvements shall include a median and channelization of the loading entrances that front Old Meadow Road. If approved by FCDOT, with concurrence by VDOT and the Fire Marshal, the Applicant shall construct the approved safety improvements prior to issuance of the first Non-RUP for the relevant phase.

B. Phasing. Notwithstanding Note 16 on Sheet 15A of the CDP, the Applicant will realign and reconstruct Old Meadow Road as shown on Sheet 15A. In the event the applicable waiver(s) are not approved to construct the improvements as shown, the Applicant shall privately maintain Old Meadow Road until Old Springhouse Road is completed.

If this section of Old Meadow Road is constructed temporarily as a private street, the portion of the roadway located outside the secure area created by the Capital One security gates will be subject to a public access easement. The roadway will be designed and constructed in compliance with the Transportation Design Standards for Tysons Corner Urban Center, and the Applicant shall perform any required upgrades to this section of roadway at the time of dedication to VDOT to ensure it complies with such standards.

40. Congestion Management Plans.

A. The Applicant shall prepare and implement a construction congestion management plan during construction of each phase, as appropriate, through its development/construction manager and the Transportation Coordinator (as defined in Proffer 41), so as to provide safe and efficient pedestrian and vehicle

circulation at all times on the Property and on the public roadways adjoining the Property (each a "Congestion Management Plan").

- B. Each Congestion Management Plan shall identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination with FCDOT and/or VDOT concerning construction material deliveries, lane closures, and/or other construction related activities to minimize disturbance on the surrounding road network.
- C. Each Congestion Management Plan shall also require the Applicant to coordinate its construction activities throughout construction with (as applicable) VDOT, FCDOT, the Dulles Rail Project Entities and the entities constructing the HOT lanes project, and to monitor the off-site transit and roadway improvements (including, but not limited to, the Dulles Rail, the Capital Beltway and HOT Lanes projects) and adjust the Applicant's Congestion Management Plans accordingly.
- D. Such Congestion Management Plans shall be prepared by a qualified professional and submitted for review and comment to the Providence District Supervisor, the Providence District Planning Commissioner, FCDOT and DPWES upon submission of the initial site plan for each phase. In addition, the Transportation Coordinator shall coordinate any adjustments to the TDM Plan (as defined in Proffer 41) as necessary to address each Congestion Management Plan.

TRANSPORTATION DEMAND MANAGEMENT

41. Transportation Demand Management. The Applicant shall fund, implement, and administer a TDM program as described in this Proffer and as further outlined in the "Capital One TDM Plan" prepared by UrbanTrans Consultants, Inc. dated June 13, 2012, which is attached hereto and made a part of these Proffers as Exhibit C (the "TDM Implementation Plan"). Modifications, revisions and supplements to the TDM Implementation Plan, including the Transportation Demand Management Work Plan ("TDMWP") may be approved by FCDOT and can be made without the need for a PCA.

The Applicant or any successor, including the UOA, shall remain obligated under this Proffer until such time as two consecutive post stabilization trip generation analyses reveal that the applicable trip reduction objectives are being met (the "Applicant Control Period"). For purposes of this Proffer, stabilization shall be defined to occur upon the later of one year following issuance of the last initial RUP for a dwelling unit to be constructed in the Proposed Development or one year following issuance of the last Non-RUP for floor area representing 80% of full occupancy of the final non-residential building to be constructed in the Proposed Development ("Stabilization").

If, subsequent to the approval of the Proposed Development, a Tysons-wide TDM entity is established for the purpose of administering TDM programs in the Tysons Corner Urban Center, then the Applicant, with approval from FCDOT, and without requiring a PCA, may join or

otherwise become associated with such entity and transfer all functions of this TDM program to the new entity whereupon this Proffer shall be void and of no further force or effect.

- A. Objective. The objective of this TDM program shall be to reduce the vehicle trips generated by the office and residential uses within the Proposed Development during weekday peak hours by meeting the percentage trip reduction goals set forth in Table 12 of the Implementation Plan and as further refined below. The percentage trip reduction goals shall apply to the number of dwelling units and new office space proposed and reflected on any FDPs submitted for the Property. The Applicant or the UOA, as applicable, shall meet the vehicle trip reduction targets noted below. The trip reduction targets become applicable upon the development reaching the “Initial Development,” which is defined as the year following issuance of the first RUP or Non-RUP for the first new building constructed on the Property. Vehicle trip reduction targets are set as follows:

Year	0 to 1/8 Mile from Station	1/8 to 1/4 Mile from Station
2010 – 2020	45%	35%
84 million SF of GFA (2030)	55%	45%
96 million SF of GFA (2040)	60%	50%
113 million SF of GFA (2050)	65%	55%

If through an amendment to the Comprehensive Plan, the Board of Supervisors should subsequently adopt a goal for trip reductions that is lower than that committed to in this Proffer, then the provisions of this Proffer shall be adjusted accordingly. In this event, no PCA will be required.

A TDM penalty fund, as described in Section 3.6 of the Implementation Plan, will be posted by the Applicant to ensure continued efforts of the TDM Program to meet the proffered goals (the “Penalty Fund”). The TDM Penalty Fund is either a letter of credit or cash escrow established through an account into which the Applicant will deposit penalty payments as may be required to be paid pursuant to the TDM Proffer for non-attainment of trip reduction goals.

If, upon Stabilization of the Proposed Development, the percentage trip reduction goals are not being met, remedies and penalties will be enforced. During the period prior to Stabilization, if the percentage trip reduction goals are not being met, remedies only will be applied. Following the Applicant Control Period (ACP), if the percentage trip reduction goals are not being met, then only remedies will be applied against the Applicant or the UOA, as applicable.

- B. The Applicant or the UOA, as applicable, shall verify that the proffered trip reduction objectives are being met through the provision of person surveys, traffic counts and/or other such methods as may be reviewed and approved by FCDOT. The procedures for implementation of the surveys and traffic counts and the timing for the surveys and traffic counts are defined in Section 5 of the Implementation Plan. FCDOT may postpone surveys and traffic counts due to

levels of occupancy or other outside factors. In the event that survey and traffic count data conflict, traffic count data will be utilized to verify compliance with the proffered trip reduction objectives.

- C. The Applicant or the UOA, as applicable, will summarize the results of the TDM Program annually on February 15th for FCDOT as outlined in Section 5.1 of the Implementation Plan. Should the Applicant or UOA fail to provide a TDM Program summary on or before February 15th of each year the county may charge the Applicant or UOA a fine of \$100 per day until the day upon which the TDM Program Summary is submitted to FCDOT.
- D. If the applicable trip reduction goal is not met in any year following Initial Development for any building on the property, then the Applicant shall coordinate with FCDOT to address and implement such remedial measures as may be developed in accordance with the Implementation Plan and annual TDM Work Plan. In addition, funds for remedial TDM measures will be drawn from the TDM Remedy Fund at the following rate for each building exceeding trip reduction goals:

Exceeded Trip Goals	Remedy
1% to 3%	1% of Remedy Fund
3.1% to 6%	2% of Remedy Fund
6.1% to 10%	4% of Remedy Fund
Over 10%	8% of Remedy Fund

At no point shall the amount of penalties assessed exceed the amount of funds available in the Remedy Fund.

- E. If any building within the development achieves its trip reduction goals for three consecutive years, Remedy Funds that were earmarked for that building and still remaining after any previously assessed penalties shall be returned to the Applicant in accordance with the table below. All remaining Remedy Funds shall be released to the Applicant at the end of the Applicant Control Period:

Square Feet of GFA in Tysons	Distance from Metro Station								Cum. % Remedy Fund Returned
	0 to 1/8 Mile		1/8 to 1/4 Mile		1/4 to 1/2 Mile		Beyond 1/2 Mile		
	Goal	Achieved	Goal	Achieved	Goal	Achieved	Goal	Achieved	
Up to 65,000,000	45%	45%	35%	35%	30%	30%	25%	25%	30%
Up to	45%	50%	35%	40%	30%	35%	25%	30%	50%

65,000,000									
65,000,000	50%	55%	40%	45%	35%	40%	30%	35%	65%
84,000,000	55%	60%	45%	50%	40%	45%	35%	40%	80%
90,000,000	58%	63%	48%	53%	43%	48%	38%	43%	90%
96,000,000	60%	65%	50%	55%	45%	50%	40%	45%	100%
105,000,000	63%	65%	53%	55%	45%	50%	43%	45%	100%
113,000,000+	65%	65%	55%	55%	45%	50%	45%	45%	100%

- F. If after the second remedial evaluation cycle during the Applicant Control Period and upon Stabilization of the Proposed Development, the Applicant has not met the applicable TDM trip reduction goal for the Property, the Applicant shall be assessed a penalty according to the following scale:

Exceeded Trip Goals	Penalty
1% to 3%	5% of Penalty Fund
3.1% to 6%	10% of Penalty Fund
6.1% to 10%	15% of Penalty Fund
Over 10%	20% of Penalty Fund

At no point shall the amount of penalties assessed exceed the amount of funds deposited into the Penalty Fund as outlined in Item I.

- G. At the conclusion of the Applicant Control Period all funds remaining in the Penalty Fund shall be returned to the Applicant.
- H. The Applicant shall provide a letter of credit from an accredited financial institution for the sum of forty cents (\$0.40) per net new square foot of commercial GFA and thirty cents (\$0.30) per net new square foot of residential GFA toward the Remedy Fund. A separate letter of credit shall be provided for each new building upon issuance of the first RUP or Non-RUP for each building, and shall provide funds equal to the actual amount of GFA included in the building. The funds guaranteed with each letter of credit shall be continuously available for the Remedy Fund until released in accordance with the terms of this Proffer. The Applicant shall not contribute funds for the proposed Public Facility.
- I. The Applicant shall provide a letter of credit from an accredited financial institution for the sum of ten cents (\$0.10) per net new square foot of commercial GFA and five cents (\$0.05) per net new square foot of residential GFA toward the Penalty Fund. A separate letter of credit shall be provided for each new building upon issuance of the first RUP or Non-RUP for each building, and shall provide funds equal to the actual amount of GFA included in the building. The funds

guaranteed with each letter of credit shall be continuously available for the Penalty Fund until released in accordance with the terms of this Proffer.

- J. The Applicant shall contribute the sum of ten cents (\$0.10) per square foot for commercial space and five cents (\$0.05) per square foot for residential space toward the TMA Start-up Fund, based on the "Proposed GSF by Land Use" shown on Sheet 3 of the CDP. The Applicant shall not contribute funds for the proposed Public Facility. The Applicant shall contribute the funds at the time of the first site plan approval for the buildings or phases shown below:

Capital One Headquarters Expansion Phase (Bldg. 1 and 2)	\$190,000
Third New Building	\$96,100
Fourth New Building	\$96,100

Notwithstanding the above, the Applicant shall make all TMA Start-up Fund contributions on or before the 10th anniversary of the issuance of the first RUP or Non-RUP for the Proposed Development.

If the County does not establish a TMA within three (3) years of the time the first contribution has been made, or if the TMA is not operational within four (4) years of the first contribution, all TMA Start-up Funds shall be returned to the Applicant.

The Applicant shall contribute the sum of two cents (\$0.02) per square foot for commercial and residential space toward the Incentive Fund. Funds will be allocated on a building-by-building basis upon issuance of the first RUP or Non-RUP for each new office or residential building. All funds remaining in the Incentive Fund at the end of the Applicant Control Period shall be returned to the Applicant.

42. Intelligent Transportation Systems. To optimize safe and efficient travel in Tysons, the Applicant shall incorporate and maintain a system that provides pertinent traffic and transit information that allows users to make informed travel decisions. This information shall be provided at initial occupancy of each building. The delivery of this information shall be made convenient for building occupants and visitors, such as via computer, cell phone, monitors, or similar technology. Such devices shall provide, but not be limited to, information on the following:

- A. Traffic conditions, road hazards, construction work zones, and road detours.
- B. Arrival times and delays on Metrorail, Tysons Circulator, and area bus routes.
- C. Real-time parking conditions and guidance to current on-site parking vacancies.
- D. Bus stops pre-wired for real-time arrival/departures information.

The Applicant shall work with FCDOT and/or the Tysons Partnership to identify sources and facilitate electronic transmittal of data. Furthermore, the Applicant shall participate in efforts to implement any future dynamic traffic management program for the Tysons area.

PEDESTRIAN AND BICYCLE IMPROVEMENTS

43. Bicycle Facilities.

- A. Storage Facilities. The Applicant shall provide and maintain bicycle racks, bicycle lockers, and bicycle storage areas throughout the Property, with the locations and number of facilities to be determined at the time of FDP approval for each phase. The Applicant shall coordinate the final number and location of facilities with FCDOT at the time of site plan submission for each building, and may provide any necessary refinements to the number and/or location of the facilities as approved by FCDOT and without the need for an FDPA. The total number of storage spaces provided shall be consistent with the Fairfax County Policy and Guidelines for Bicycle Parking, and shall be shown on each FDP. The Applicant shall construct a multi-modal bicycle hub, which may contain such amenities as a bicycle station and facilities for bicycle sharing. Details on the multi-modal bicycle hub will be provided with the FDP for the Metro Station Phase, and the hub will be fully constructed and operational prior to the issuance of the first RUP or Non-RUP for the final building within that phase.
- B. Dedicated Bicycle Lanes. The Applicant shall provide dedicated bicycle lanes in the locations depicted on the CDP. Prior to FDP approval for the relevant phases, the Applicant shall work with FCDOT determine whether any modifications are required to the bicycle lanes shown on Old Meadow Road, particularly on the intersection approaches. Subject to FCDOT approval, the Applicant may agree to modify these dedicated bicycle lanes without the need for a PCA.

44. Pedestrian Crosswalks and Signals. If approved by FCDOT and VDOT, the Applicant will install pedestrian countdown signals at intersections within the internal grid of streets described in Proffer 36. The Applicant will also install crosswalks across Route 123 at the intersection with Old Meadow Road, on both sides of the intersection, provided VDOT approves adding the crosswalks at these locations, and provided any such improvement only requires alterations to the intersection striping, and does not require any alterations or improvements to the intersection geometry or the traffic signals. Such crosswalks shall be installed prior to the issuance of the first RUP or Non-RUP for the first building following the Capital One Headquarters Expansion Phase.

PUBLIC TRANSPORTATION

45. Bus Shelters. If requested by Fairfax County, the Applicant shall construct a bus shelter in the streetscape along Old Springhouse Road prior to issuance of the first RUP for the Residential Commons Phase. The design of such bus shelter shall be coordinated with Fairfax County such that it is compatible with a Tysons-wide bus shelter strategy, and shall make provisions for electrical conduit for the purpose of providing real-time bus arrival information.

In addition, the Applicant shall provide all reasonable construction and grading easements at no cost to the County, as determined by FCDOT.

46. Metrorail Station-Related Facilities.

- A. At-Grade Pedestrian Connection. Prior to the issuance of the first Non-RUP for the hotel associated with the Capital One Headquarters Expansion Phase, an at-grade pedestrian connection (the "At-Grade Connection") shall be constructed as generally shown on Exhibit D of the Proffers. The design for the At-Grade Connection shall be further refined in the site plan for the Capital One Headquarters Expansion Phase. The At-Grade Connection consists of additional entry doors on the rear side of the Tysons East Metrorail Station, any required utility extension and/or relocation within the station, an associated concrete pad (the "Tysons East Station Improvements") and a pedestrian sidewalk on the Property between the property line and the existing pavement for Old Springhouse Road (the "Capital One Property Improvements").
- i. Tysons East Station Improvements. If permitted by WMATA and/or the County, the Applicant shall design the Tysons East Station Improvements in substantial conformance with Exhibit D using a competitive bidding process involving at least three contractors. WMATA and/or the County (as applicable) shall approve the ultimate design for the Tysons East Station Improvements prior to construction by the Applicant. If the Applicant is not permitted to design and construct the Tysons East Station Improvements, the Applicant shall petition WMATA and/or the County to design and construct the Tysons East Station Improvements in substantial conformance with Exhibit D.
 - ii. Cost Limitations. If the Applicant's competitive bidding process or WMATA's estimates (as applicable) results in a cost for design and construction of the Tysons East Station Improvements that exceeds \$300,000, the Applicant shall notify DPZ in writing and, if requested, discuss potential changes in the scope or design details to reduce the costs and/or determine whether Fairfax County is willing to contribute the funds necessary to complete the improvement. If no agreement can be reached with WMATA and Fairfax County within six months from the time DPZ is notified, the Applicant may elect at any time after that date to contribute to Fairfax County the sum of \$300,000 in lieu of constructing the Tysons East Station Improvements, upon written assurances that the contribution will be used only for the Tysons East Station Improvements described in this Proffer.
 - iii. Capital One Property Improvements. The Applicant shall construct the Capital One Property Improvements simultaneously with the Tysons East Station Improvements, and the Capital One Property Improvements shall be available for use prior to the issuance of the first Non-RUP for the hotel associated with the Capital One Headquarters Expansion Phase. If the

Tyson's East Station Improvements are not constructed or if such construction is delayed in accordance with the terms of this Proffer, the Applicant may also delay construction of the Capital One Property Improvements.

- B. Fees for Connections. The At-Grade Connection is envisioned to provide public benefits and will serve several neighboring land bays in addition to the Property. In the event WMATA, Fairfax County, or the Metropolitan Washington Airports Authority ("MWAA") changes its existing policy and charges the Applicant a fee for the purpose of providing or maintaining any connection to the Metro Station, the Applicant shall be released from all responsibility for constructing the At-Grade Connection, as described in this Proffer 46, and shall instead proceed with the notification and contribution process described in Proffer 46(A) above.
- C. Disapproval by WMATA. The Applicant shall pursue the At-Grade Connection in good faith. Nonetheless, if WMATA disapproves the Applicant's plans for the At-Grade Connection despite such good faith, the Applicant shall be released from all responsibility for constructing the At-Grade Connection, as described in this Proffer 46.
- D. Unavoidable Delay. For the purposes of this Proffer 46, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required improvement has been delayed (such as the inability to secure necessary permission from WMATA, despite the Applicant's best efforts) beyond the required times set forth in this Proffer, the Zoning Administrator may agree to a later date for dedication/completion of the improvement.

PARKS AND RECREATIONAL FACILITIES

47. Publicly Accessible Parks and Recreational Facilities. Consistent with the Phasing Plans on Sheets 14 – 15 of the CDP, the Applicant shall provide park spaces and recreational facilities on the Property that will be open and accessible to the general public. For areas that are not specifically dedicated to the Fairfax County Park Authority ("FCPA") for park purposes, the Applicant shall retain the area(s) in fee simple, record public access easement(s) ensuring that the park space is open to the public for periods of times consistent with traditional Fairfax County parks subject to usual and customary rules and regulations, and provide for perpetual private maintenance. The Applicant shall also enter into an agreement with FCPA to plan and coordinate activities and events within the publicly accessible park areas. Prior to recording any deed restrictions on the Property that would restrict the use of the publicly accessible park areas, the Applicant shall submit such deed restriction to the County Attorney for review and approval. A wayfinding and signage system shall be developed in coordination with FCPA, subject to approval as a Comprehensive Sign Plan ("CSP"), and shall be installed by the Applicant as approved to ensure the public can easily identify and access all publicly accessible park spaces. Construction of these publicly accessible parks and recreational facilities shall occur as set forth in this Proffer 47. Publicly accessible parks and facilities shall be provided as generally shown on Sheets 25 – 28 of the CDP and in accordance with the Capital One Design Guidelines, with

more specific details provided at the time of FDP approval. Additional or substitute recreational facilities to those listed below may be approved with the FDP provided such facilities result in an equivalent or enhanced quality of recreational opportunities.

- A. Capital One Headquarters Expansion Phase. An urban pocket park of approximately 0.04 acres will be constructed between the existing conference center and Building 1 prior to the first RUP or Non-RUP for the final building associated with this phase, as generally shown on Sheet 28 of the CDP.
- B. Hotel/Civic Plaza Phase. Prior to the issuance of the first RUP or Non-RUP for Building 4, a civic plaza of approximately 0.50 acres will be constructed for the space adjacent to Buildings 3, 4, and 5 in the Hotel/Civic Plaza Phase, as generally shown on Sheet 25 of the CDP. Additional phasing details will be provided on the FDP for this phase.
 - i. Traffic Limitations. The civic plaza shall remain closed to motorized vehicular traffic, except that emergency and maintenance vehicles shall be permitted limited access through removable barriers or some other means of access for emergency and maintenance operations.
- C. Residential Commons Phase.
 - i. Common Green. Prior to the issuance of the first RUP for the final building associated with this phase, a common green shall be installed of approximately 1.55 acres, and will contain passive recreation areas for residents and guests. The common green shall also encompass an active recreation area with a recreational field and a playground, as generally shown on Sheet 26 of the CDP and as further described in Proffer 50 below. Additional phasing details will be provided on the FDP for this phase.
 - ii. Pocket Park. Prior to the issuance of the first RUP for the final building associated with this phase, the Applicant shall construct three pocket parks totaling approximately 0.29 acres using primarily softscape features, including shade trees. The features and treatment of these pocket parks is generally shown on Sheet 28 of the CDP. Additional phasing details will be provided on the FDP for this phase.
- D. Metro Station Phase Urban Park. Prior to the issuance of the first RUP or Non-RUP for the final building associated with this phase, the Applicant shall install a park of approximately 1.50 acres for use as both an urban park and as a stream valley park. The park shall combine water features, a gently sloping hardscape area and walkways to encourage visitors to explore the more natural areas around the Scotts Run Stream Valley, and shall be constructed as generally shown on Sheets 27 and 27A of the CDP. Additional phasing details will be provided on the FDP for this phase.

- E. Financial Office Phase. Prior to the issuance of the first RUP or Non-RUP for the final building associated with this phase, two pocket parks shall be constructed containing a total of approximately 0.54 acres, and shall be located between the two office buildings associated with this phase. The features and treatment of pocket parks is generally shown on Sheet 28 of the CDP. Additional phasing details will be provided on the FDP for this phase.

48. Private Amenities and Recreational Facilities for Residential Uses. The Applicant shall provide on-site recreational facilities for the future residents of the Property. Pursuant to Par. 2 of Section 6-110 of the Zoning Ordinance, the Applicant shall expend a minimum of \$1,700.00 per market-rate and workforce residential unit on such recreational facilities. Prior to final bond release for the final phase of the Proposed Development, the balance of any funds not expended on-site, as determined by DPWES, shall be contributed to the FCPA for the provision of recreational facilities serving Tysons Corner.

At the time of each FDP submission, the Applicant shall propose specific facilities and amenities that will be provided for each residential building, or shared between two or more buildings for the use and enjoyment of the residents of the building/buildings. Amenities to be provided may include but shall not be limited to:

- A. Private exterior recreational areas or courtyards on the upper level of parking podiums with seating areas, specialty landscaping, lawn and/or shaded areas and hardscape areas, volleyball courts, pickleball courts, putting greens, bocci courts, boules courts, board table games, or similar recreational facilities as may be approved with each FDP.
- B. Private exterior recreational areas on the roof or podium level with a swimming pool, lounge deck, and shade structure.
- C. Interior fitness center, a minimum of 1,000 square feet in size, furnished with exercise equipment such as stationary bicycles, treadmills, weight machines, free weights, and other equipment, but not necessarily staffed.
- D. A club room and/or entertainment center for resident gatherings.

49. Fitness Facilities. The Applicant shall provide fitness facilities that include a sport court or sport courts, by choosing one of the two alternatives below:

- A. Health Club Alternative. The Applicant may include a health club or gym containing up to 60,000 square feet of GFA. If provided, the health club would include at least one full-size basketball court and one full-size tennis court, and shall be open for use by residents of the Proposed Development and the general public through a paid membership or paid use arrangement. This facility would be intended to serve the needs of leagues and individuals.
- B. Sport Court Alternative. The Applicant may include two half-court basketball courts and one tennis court (or equivalent sport courts or facilities as determined at the time of FDP approval, or as subsequently determined by the Zoning

Administrator) as part of the private recreational amenities for residents. Should this option be implemented, the cost to build the sport courts may be counted toward the minimum recreational expenditures described in Proffer 48.

50. On-site Recreational Field. Prior to issuance of the first RUP for the last building in the Residential Commons Phase, the Applicant shall provide a synthetic turf recreational field (the "Recreational Field") as shown within the Common Green on Sheet 26 of the CDP. Additional phasing details will be provided with the FDP for the Residential Commons Phase. The Recreational Field shall be provided subject to the following conditions:

- A. Lighting. The Applicant shall provide lights for the Recreational Field and shall ensure the lights are available until at least 10:00 pm nightly. At its sole option, the Applicant may employ electronic devices designed to reduce or eliminate the lights during times when the field is not in use.
- B. Scheduling. The Applicant shall permit Fairfax County to schedule use of the Recreational Field. The Recreational Field will be available for scheduled use by the general public between the hours of 5:00 pm and 10:00 pm from Monday through Friday, and between the hours of 8:00 am and 12:00 noon on Saturdays and Sundays (the "Public Scheduling Hours"). During all other times, scheduled use of the Recreational Field shall only be for residents or members of the UOA. Nothing in this Proffer shall be construed to limit public access to the Recreational Field during times when it has not been scheduled through the process described herein.
- C. Applicant's Scheduling. Prior to each scheduling season, the Applicant may withhold up to a maximum of 15% of the Public Scheduling Hours for use by members of the UOA. Such reservation shall be made in accordance with the Fairfax County Fields Allocation Policy.
- D. Maintenance. The Applicant shall be responsible for maintenance and typical life cycle replacement costs for all elements of the Recreational Field. Public access to the Recreational Field may be limited for a reasonable duration during maintenance and/or replacement of facilities.
- E. Parking. The Applicant shall ensure that all users of the Recreational Field are able to utilize parking facilities on the Property, as necessary.
- F. Field Markings. Recreational Field users shall be permitted to utilize temporary marking and/or striping equipment including but not limited to temporary paint, goals, cones, and flags. Additional details will be established in the written agreement in Proffer 50(G) below.
- G. Agreement. Prior to the time the Recreational Field is established, the Applicant and Fairfax County shall enter into an agreement, consistent with this Proffer, to formalize the details of scheduling, maintenance, and liability insurance.

GREEN BUILDING PRACTICES

51. Green Building Certifications. For each office or hotel building, the Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of, at a minimum, "LEED Silver" certification (or equivalent) by the U.S. Green Building Council's Leadership in Energy and Environmental Design – New Construction ("LEED") prior to bond release for each respective phase. Each residential building shall attain, at a minimum, "LEED Certified" or equivalent. In addition:

- A. The Applicant shall include a U.S. Green Building Council Leadership in Energy and Environmental Design ("LEED") accredited professional as a member of the design team for each office building. The LEED accredited professional shall work with the team to incorporate LEED design elements into the project so that each non-residential building will be positioned to attain LEED Silver certification. At the time of site plan submission, the Applicant shall provide documentation to the Environment and Development Review Branch of the Department of Planning and Zoning ("DPZ") demonstrating compliance with the commitment to engage such a professional.
- B. The Applicant shall include, as part of the site plan submission and building plan submission for each building, a list prepared by the LEED accredited professional of specific credits that the Applicant anticipates attaining within the LEED rating system determined to be applicable to the project. The LEED accredited professional shall provide certification statements at both the time of site plan review and the time of building plan review indicating that the items on the list should meet at least the minimum number of credits necessary to position each building to attain the proffered level of LEED certification.
- C. Prior to issuance of the first Non-RUP or RUP for each building, the Applicant shall provide to the Environment and Development Review Branch of DPZ a letter from the LEED accredited professional certifying that a green building maintenance reference manual has been prepared for use by future building occupants, that this manual has been written by a LEED accredited professional, that copies of this manual shall be provided to all future building occupants and that this manual, at a minimum:
 - i. Provides a narrative description of each green building component, including a description of the environmental benefits of that component and including information regarding the importance of maintenance and operation in retaining the attributes of a green building.
 - ii. Provides, where applicable, product manufacturer's manuals or other instructions regarding operations and maintenance needs for each green building component, including operational practices that can enhance energy and water conservation.
 - iii. Provides, as applicable, either or both of the following:

- a. Maintenance staff notification process for improperly functioning equipment; or
 - b. A list of local service providers that offer regularly scheduled service and maintenance contracts to assure proper performance of green building-related equipment and the structure, to include, where applicable, the HVAC system, water heating equipment, water conservation features, sealants, and caulks.
- iv. Provides contact information that building occupants can use to obtain further guidance on each green building component.
 - v. Prior to issuance of the first Non-RUP for each office building, or the final RUP for each residential building the Applicant shall provide an electronic copy of the manual in PDF format to the Environment and Development Review Branch of DPZ.

D. Green Building Escrow. Prior to building permit approval, the Applicant will execute a separate agreement and post, for each building covered by this Proffer, a green building escrow, in the form of a letter of credit from an accredited financial institution, in the amount of \$2.00/square foot of GFA (the "Green Building Escrow"). The Green Building Escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification, by the USGBC, under the applicable version of the LEED rating system or other LEED rating system determined, by the USGBC, to be applicable to each building. The provision to the Environment and Development Review Branch of DPZ of documentation from the USGBC that each building has attained LEED certification will be sufficient to satisfy this commitment. At the time LEED certification is demonstrated to the Environment and Development Review Branch of DPZ, the escrowed funds shall be released to the Applicant.

If the Applicant provides to the Environment and Development Review Branch of DPZ, within three (3) years of issuance of the final RUP or Non-RUP for the building, documentation demonstrating that LEED certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED certification, 50% of the Green Building Escrow will be released to the Applicant; the other 50% will be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant fails to provide, within three (3) years of issuance of the final RUP or Non-RUP for the building, documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED certification or demonstrating that the building has fallen short of LEED certification by more than three (3) points, the entirety of the escrow for that

building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environment and Development Review Branch of DPZ, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the proffered time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds shall be made to the Applicant or to the County during the extension.

- E. Waiver of Escrow. As an alternative to providing a Green Building Escrow, as described in this Proffer, the Applicant may choose at its sole discretion to pursue a certification higher than LEED Silver, in which case a LEED or equivalent-accredited professional will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED Silver certification.

Prior to building plan approval for the building to be constructed, the Applicant shall submit documentation to the Environment and Development Review Branch of DPZ, regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Under this alternative, the Applicant is not required to provide a Green Building Escrow unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED Silver certification.

SUSTAINABLE AND SHARED ENERGY

52. Sustainable Energy Practices. To promote efficient, renewable and sustainable energy practices, the Applicant shall provide the following information with each FDP submission:

- A. Shared Energy. For any FDP that includes more than one building, an assessment of the potential, within the area subject to the FDP, of shared energy systems, including but not limited to combined heat and power (CHP) (co-generation), micro-CHP, distributed energy resources, and district heating and/or cooling, and, if a shared energy strategy will not be pursued, a narrative discussion regarding the reason(s) for this outcome. For single-building FDP submissions and for other FDPs where shared energy systems will not be pursued, an assessment of the potential for incorporation into building designs of measures that will cause these buildings to be "shared energy ready," that would encourage buildings to be incorporated into a broader shared energy network in the future.

- B. Electric Vehicle Charging Infrastructure. An assessment of the feasibility and costs associated with the provision of space and infrastructure required for the future provision of electric vehicle charging stations that would become accessible to future users of parking facilities in the area subject to the respective FDP. Based on the results of this assessment, the Applicant will consider the provision of space and infrastructure to provide areas for some “electric-vehicle ready” parking spaces in the affected parking decks. “Electric-vehicle ready” means the provision of space, conduit banks, conduits and access points allowing for easy installation of vehicle charging stations in the future, but does not include the installation of transformers, switches, wiring, or charging stations.

PUBLIC SCHOOLS CONTRIBUTIONS

53. Public Schools Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, and revised July, 2006, the Applicant shall contribute \$9,378 per expected student generated by each residential building (based on the assumed rate of pupil generation approved by the Fairfax County School Board at the time of contribution) to the Fairfax County School Board to be utilized for capital construction and capacity enhancements to schools in the Tysons Corner area that serve the development. The contributions shall be made on or before the issuance of the first RUP for each residential building on the Property, and shall be based on the actual number of residential units in each building. In the event fewer residential units are built than estimated at the time of payment, the overpayment amount shall be applied to the public schools contribution for future phases of the Proposed Development.

54. Notification of Construction. At the time of site plan submission for each residential building or buildings, the Applicant shall notify the facilities planning division of the Fairfax County Public Schools (“FCPS”) of the approximate timing for construction of the residential units, and the number of residential units anticipated in each building.

ENVIRONMENT

55. Scotts Run Restoration. Prior to bond release for the Metro Station Phase, the Applicant shall provide stream bank restoration using “natural channel stream design concepts” to the maximum extent practicable as defined in Sec. 10.1-560 of the Code of Virginia for the portion of Scotts Run located within the Property (the “Stream Restoration”). This design shall accommodate the stream crossing and existing easements while maintaining the wetlands in that area, shall accommodate existing and expected future off-site flows within a stable channel, and shall be reviewed in accordance with Sec. 10.1-561. The conceptual design will be depicted on the first FDP for the Metro Station Phase and the Applicant shall prepare a detailed plan (the “Stream Restoration Plan”) to submit with the first site plan for the Metro Station Area. The Stream Restoration Plan shall be reviewed by DPWES if necessary, and shall be approved by the U.S. Army Corps of Engineers (“COE”) and the Virginia Department of Environmental Quality. Written documentation of COE and DEQ approval of the Stream Restoration Plan shall be provided to DPWES prior to site plan approval. Specific success criteria (the “Success Criteria”), maintenance and monitoring criteria (the “Maintenance and Monitoring Criteria”), and information regarding reports on these criteria (the “Monitoring Reports”) shall also be included in the Stream Restoration Plan.

Subject to written approval by the Providence District Supervisor, the Applicant may satisfy the Stream Restoration requirement in this Proffer 55 by electing to participate in a regional plan to restore a larger portion of Scotts Run that is promulgated by the private sector or the County.

56. Tree Preservation and Planting Fund Contribution. To promote enhancement of the Fairfax County Tree Canopy through growth of trees on private and public land, the Applicant will contribute at the time of the first site plan approval \$.002 (two tenths of a cent) per square foot of the maximum proposed GFA as stated in Proffer 6 to the Fairfax County Tree Preservation and Planting Fund (“TPPF”). This donation to the TPPF will supply tree saplings, volunteer support, and information to landowners with which they can enhance tree canopy on their property. Additionally, this donation will enable educational activities in Fairfax County Public Schools, should they choose to participate.

AFFORDABLE AND WORKFORCE DWELLING UNITS

57. Affordable Dwelling Units. If required by the provisions of Part 8 of Article 2 of the Ordinance, Affordable Dwelling Units (“ADUs”) shall be provided pursuant to said regulations unless modified by the ADU Advisory Board.

58. Workforce Dwelling Units. In addition to any ADUs that may be required pursuant to these Proffers, the Applicant shall also provide for-sale and/or rental housing units on the Property in accordance with the Board of Supervisors’ Tysons Corner Urban Center Workforce Dwelling Unit Administrative Policy Guidelines dated June 22, 2010. Workforce Dwelling Units (“WDUs”) shall be provided such that the total number of ADUs, if any, plus the total number of WDUs results in not less than twenty percent (20%) of the total residential units constructed as part of the Proposed Development. The 20% applies to the total number of dwelling units to be constructed on the Property. If ADUs are provided in the development, both the ADUs and the

ADU bonus units shall be deducted from the total number of dwelling units on which the WDU calculation is based.

- A. WDU Specifications. The WDUs generated by each residential building on the Property shall be provided within said building. However, the Applicant reserves the right to consolidate the WDUs into one or more buildings with the buildout of the Property and thereby increase the number of WDU units in one or more buildings beyond twenty percent (20%) with a corresponding decrease in the number of WDU units in the other buildings. The WDUs shall have a bedroom mix similar to that provided in the market rate units. A minimum of ten percent (10%) of the dwelling units designated as ADUs and WDUs shall be designed and constructed with Universal Design features, as determined by the Applicant. Additionally, in the event that parking spaces are assigned to individual market rate dwelling units, at least one (1) parking space shall be designated for use by each ADU and/or WDU in the development.
- B. Agreements. Notwithstanding the foregoing, should the Board's policies related to WDUs in Tysons Corner be amended, the Applicant reserves the right, at its sole discretion, to opt in to the new policies, in whole or in part, without the need for a PCA and, if the Applicant so opts into any such new policies, the provisions of this Proffer which relate to the new policies of the Board which Applicant has elected to opt into shall no longer be effective. Furthermore, the Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs following approval of this Application. Such an agreement shall be on terms mutually acceptable to both the Applicant and the County and may occur after the approval of this Application. Neither the Board nor any other County agency shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs shall be administered solely in accordance with such an agreement and the provisions of this Proffer as it applies to WDUs shall become null and void. Such an agreement and any modifications shall be recorded in the Fairfax County land records.
- C. Non-residential Affordable Housing Contribution. The Applicant shall contribute \$3.00 for each square foot of non-residential space (excluding retail and space reserved for public facilities as described in Proffer 13) built on the Property to the Fairfax County Board of Supervisors for the provision of affordable and/or workforce housing to serve Tysons. Such contribution shall be made prior to the issuance of the first Non-RUP for each non-residential building, and shall be based on the actual gross floor area of non-residential space constructed in each building.
- D. WDU Architecture. For any residential building where WDUs are located, the exterior architecture for the building(s) containing WDUs shall be of similar architectural quality and complementary to the other residential buildings within the Proposed Development, and shall comply with the Capital One Design Guidelines referenced in Proffer 14.

MISCELLANEOUS

59. Advance Density Credit. The Applicant reserves density credit as may be permitted by the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance for all eligible dedications described herein, including the Jones Branch Dedication described in Proffer 35.

60. Escalation. All monetary contributions specified in these Proffers shall escalate on an annual basis from the base month of January 2013 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all urban consumers [1982-84=100] (not seasonally adjusted) ("CPI-U"), both as permitted by Va. Code Ann. Section 15.2-2303.3. This Proffer 60 shall not apply to the TDM program described in Proffer 41 or the STAD Assessment described in Proffer 33.

61. Severability. Any of the phases and/or buildings may be the subject of a Proffered Condition Amendment ("PCA"), Special Exception ("SE"), Special Permit ("SP"), Conceptual Development Plan ("CDP"), Conceptual Development Plan Amendment ("CDPA"), Final Development Plan ("FDP") or Final Development Plan Amendment ("FDPA") without joinder and/or consent of the owners of the other phases or buildings, provided that such PCA, SE, SP or FDPA does not materially adversely affect the other phases or buildings. Previously approved zoning applications applicable to a particular land bay that is not the subject of such a PCA, SE, SP or FDPA shall otherwise remain in full force and effect.

62. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and his successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

63. Tyson's Partnership. The Applicant and successors shall become a member in the Tyson's Partnership, or its residential equivalent.

64. Security. Upon request, the Applicant will share its security surveillance recordings with Fairfax County law enforcement authorities. The Applicant will follow common channel protocols for voice, wireless, and data surveillance. The Applicant reserves the right to withhold information in the limited instances where its voluntary disclosure would jeopardize trade secrets or violate other legal protections (for instance, privacy laws, legal privileges, etc.)

65. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

66. Applicant's Diligence. Notwithstanding the foregoing, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required transportation, publicly accessible park areas, athletic field improvements, or other proffered improvements have been delayed (due to, but not limited to an inability to secure necessary permission for utility relocations and/or VDOT approval for traffic signals, necessary easements, site plan approval, etc.) beyond the time frames specified, the Zoning Administrator may agree to a later date for completion of these improvement(s).

67. Construction Briefings. All construction crews will be informed of those specific proffered commitments that relate to their areas of responsibility. As necessary, the briefings shall be translated for those employees who are not proficient in English.

Signatures on following pages

CAPITAL ONE BANK (USA), NATIONAL ASSOCIATION
a national banking association
Owner of Tax Map # 29-2 ((5)) A2

By:  _____

Name: Daniel Ray Mortensen

Title: Senior Vice President, Facilities Management/Real Estate

EXHIBIT A

Proffer 13: Fairfax County General Conditions (Public Facility)

4.6 WARRANTY

4.6.1 The Contractor warrants to the Owner that all materials and equipment furnished under this Contract will be new unless otherwise specified, and that all workmanship will be of commercial grade quality, free from faults and defects and in conformance with the Contract Documents and all other warranties and guaranties specified therein. Where no standard is specified for such workmanship or materials, they shall be the best of their respective kinds. All Work not conforming to these requirements, including products not properly approved and authorized, may be considered defective.

If required by the Owner, the Contractor shall furnish satisfactory evidence as to the kind and quality of materials and equipment. This warranty is not limited by the provisions of Article 13.



9.3 APPLICATION FOR PAYMENT

- 9.3.1 The Contractor shall submit to the A/E four (4) originally executed, itemized Applications for Payment (and one (1) copy to the Owner) on or before the day of each month designated in Article 6 of the Owner-Contractor Agreement. The Application for Payment shall be notarized, indicate in complete detail all labor and material incorporated in the Work during the month prior to submission, and supported by such data substantiating the Contractor's payment request as the Owner may require. The Contractor shall also certify that due and payable amounts and bills have been paid by the Contractor for work for which previous Certificates of Payment were issued and payments received from the Owner.
- 9.3.2 Payment may be made for the value of materials, which are to be incorporated into the finished Work, and which are delivered to and suitably stored and protected on the Work site. The Contractor shall provide releases or paid invoices from the Seller to establish, to the Owner's satisfaction, that the Owner has title to said material. Stored materials shall be in addition to the Work completed and shall be subject to the same retainage provisions as the completed Work. Material once paid for by the Owner becomes the property of the Owner and may not be removed from the Work site without the Owner's written permission.
- 9.3.2.1 Payments for off-site stored materials and equipment will be made with appropriate documentation provided by the Contractor, ie bill or sale, insurance certificates, pictures.
- 9.3.3 The Contractor warrants that title to all Work, materials and equipment covered by an Application for Payment will pass to the Owner either by incorporation into the construction or upon the receipt of payment by the Contractor, whichever occurs first, free and clear of all liens, claims, security interests or encumbrances, hereinafter referred to as "liens"; and that no Work, materials or equipment covered by an Application for Payment will have been acquired by the Contractor or by any other person performing Work at the site or furnishing materials and equipment for the Project, subject to an agreement under which an interest therein or an encumbrance thereon is retained by the seller or otherwise imposed by the Contractor or such other person.
- 9.3.4 The Contractor's Application for Payment shall provide that the payment request attests that all Work for which the request is made has been completed in full according to the drawings, specifications and other terms of the Contract Documents. By submitting his Application for Payment, the Contractor also represents that he has no knowledge that any Subcontractor or suppliers have not been fully and timely paid and that, insofar as he knows, the only outstanding items for payment with respect to the Contract are those to be paid from the funds for which Application is being made.

the Contractor's reasonable costs of shut-down, delay and start-up, which shall be effected by appropriate Change Order as provided herein.

9.8 SUBSTANTIAL COMPLETION AND GUARANTEE BOND

9.8.1 Unless otherwise specified in Article 9.9, when the Contractor considers that the Work, or a designated portion thereof which is acceptable to the Owner, is substantially complete as defined in Article 8, the Contractor shall request in writing that the A/E and the Owner perform a Substantial Completion inspection. Prior to such inspection the Contractor shall complete to the Owner's satisfaction all Prerequisites to Substantial Completion as required in the Contract Documents.

9.8.2 The Owner shall determine whether the project is substantially complete and shall compile a punch list of items to be completed or corrected. The failure to include any items on such list does not alter the responsibility of the Contractor to complete all Work in accordance with the Contract Documents.

9.8.3 When the Owner on the basis of his inspection determines that the Work or a designated portion thereof is substantially complete, the A/E will then prepare a Certificate of Substantial Completion which shall establish the Date of Substantial Completion and shall state the responsibilities of the Owner and the Contractor for security, maintenance, heat, utilities, damage to the Work and insurance. The Certificate of Substantial Completion shall be submitted to the Owner and the Contractor for their written acceptance of the responsibilities assigned to them in such Certificate.

9.8.4 The Contractor shall have forty five (45) calendar days from the Date of Substantial Completion to complete all items on the punch list to the satisfaction of the Owner. The Owner shall have the option to correct or otherwise resolve any and all punch list items not completed by the Contractor within forty five (45) calendar days from the Date of Substantial Completion by utilizing its own forces or by hiring others. The cost of such correction or resolution of remaining punch list items by the Owner or others shall be deducted from the final payment to the Contractor.

9.8.5 Guarantees and warranties required by the Contract Documents shall commence on the Date of Substantial or Final Completion of the Work, or designated portion thereof, unless otherwise provided in the Certificate of Substantial or Final Completion, or the Contract Documents. Provided, however, that if Contractor does not complete certain punch list items within this time period, specified in 9.8.4, all warranties and guarantees for such incomplete Punch List items shall become effective upon issuance of final payment for the project.

- 9.8.5.1 The Contractor shall guarantee for a term of one (1) year from the date of Substantial and/or Final Completion, as appropriate, (unless otherwise provided for in the Certificate(s) of Substantial or Final Completion or the Contract Documents): (1) the quality and stability of all materials equipment and Work; (2) all the Work against defects in materials, equipment or workmanship; and (3) all shrinkage, settlement or other faults of any kind which are attributable to defective materials or workmanship. The Contractor shall provide the Owner with a written extended warranty for any equipment, system, system component, or any other component of the Work that has not been shown to perform to the reasonable satisfaction of the Owner and that has been the subject of repeated service calls during the one (1) year guarantee term. Such extended warranty shall be for a minimum of one hundred twenty calendar days (120). The Contractor shall remedy at his own expense, when so notified in writing to do so by the Owner, and to the satisfaction of the Owner, the Work or any part thereof that does not conform to any of the warranties and guaranties described in the Contract Documents.
- 9.8.5.3 The Contractor shall start repairs during the guarantee period, within ten (10) working days after the receipt of notice from the Owner and if the Contractor shall fail to start such repairs within the said ten (10) working days, the Owner may employ such other person or persons as it may deem proper to make such repairs and pay the expenses thereof out of any sum retained by it, provided nothing herein contained shall limit the liability of the Contractor or his surety to the Owner for non-performance of the Contractor's obligations at any time. Contractor shall start repairs immediately when such repairs are required for the operation of the facility or for the safety of its occupants.
- 9.8.6 The issuance of the Certificate of Substantial Completion does not indicate final acceptance of the project by the Owner, and the Contractor is not relieved of any responsibility for the project except as specifically stated in the Certificate of Substantial Completion.
- 9.8.7 Upon Substantial Completion of the Work, or designated portion thereof, and upon application by the Contractor and certification by the A/E, the Owner shall make payment, reflecting adjustment in retainage, if any, for such Work or portion thereof, as provided in the Contract Documents.
- 9.8.8 Should the Owner determine that the Work or a designated portion thereof is not substantially complete, he shall provide the Contractor a written notice stating why the project or designated portion is not substantially complete. The Contractor shall expeditiously complete the Work and shall re-request in writing that the Owner perform a substantial completion inspection.

ARTICLE 13

UNCOVERING AND CORRECTION OF WORK

13.2 WARRANTY AND CORRECTION OF WORK

- 13.2.1 The Contractor guarantees and warrants to the Owner all work as follows:
- .1 That all materials and equipment furnished under this Contract will be new and the best of its respective kind unless otherwise specified;
 - .2 That all Work will be of commercial grade quality and free of omissions and faulty, poor quality, imperfect or defective material or workmanship;
 - .3 That the Work shall be entirely watertight and leakproof in accordance with all applicable industry customs and practices, and shall be free of shrinkage and settlement which are attributable to defective materials or workmanship;
 - .4 That the Work, including but not limited to, mechanical and electrical machines, devices and equipment shall be fit and fully usable for its intended and specified purpose and shall operate satisfactorily with ordinary care;
 - .5 That consistent with requirements of the Contract Documents the Work shall be installed and oriented in such a manner as to facilitate unrestricted access for the operation and maintenance of fixed equipment; and
 - .6 That the Work will be free of abnormal or unusual deterioration which occurs because of poor quality materials or workmanship.
- 13.2.2 All Work not conforming to guarantees and warranties specified in the Contract Documents, including products not properly approved and authorized, may be considered defective. If required by the Owner, the Contractor shall furnish satisfactory evidence as to the kind and quality of materials and equipment.
- 13.2.3 The Contractor shall within ten (10) working days after receipt of written notice from the Owner during the performance of the Work, reconstruct, replace or correct all Work rejected by the A/E or Owner as defective, as failing to conform to the Contract Documents, or as not in accordance with the guarantees and warranties specified in the Contract Documents whether observed before or after Substantial Completion and whether or not fabricated, installed or completed. The Contractor shall bear all costs of inspection and/or testing required to verify such rejected work. The Contractor shall bear all costs of reconstructing, replacing or correcting, reinspecting and/or retesting such rejected Work, including compensation for the A/E's additional services made necessary thereby.

- 13.2.4 If, within one (1) year after the Date of Substantial or Final Completion of the Work or designated portion thereof or within one (1) year after acceptance by the Owner of designated equipment or within such longer period of time as may be prescribed by law or by the terms of any applicable special warranty required by the Contract Documents, any of the Work is found to be defective, not in accordance with the Contract Documents, or not in accordance with the guarantees and warranties specified in the Contract Documents, the Contractor shall correct it within ten (10) working days after receipt of a written notice from the Owner to do so unless the Owner has previously given the Contractor a written acceptance of such condition. This obligation shall survive termination of the Contract. The Owner shall give such notice promptly after discovery of the condition. In the event that the correction of the condition is deemed by the Owner to impact the operation of the facility, the Contractor shall initiate the correction immediately after receipt of a written notice from the Owner.
- 13.2.5 Subject to limitation as prescribed by law, if at any time deficiencies in the Work are discovered which are found to have resulted from fraud or misrepresentation, or an intent or attempt to defraud the Owner by the Contractor, any Subcontractor or Supplier, the Contractor will be liable for replacement or correction of such Work and any damages which Owner has incurred related thereto, regardless of the time limit of any guarantee or warranty.
- 13.2.6 Any materials or other portions of the Work, installed, furnished or stored on site which are not of the character or quality required by the specifications, shall be immediately removed and replaced by the Contractor, when notified to do so by the Owner.
- 13.2.7 If the Contractor fails to correct defective or nonconforming Work as required by Articles 13.2.3 and 13.2.4, or if the Contractor fails to remove defective or nonconforming Work from the site, as required by Article 13.2.6, the Owner may elect to either correct such Work in accordance with Article 3.5 or remove and store materials and equipment at the expense of the Contractor. If the Contractor does not pay the cost of such removal and storage within ten (10) days thereafter, the Owner may upon ten additional days written notice sell such Work at auction or at private sale and shall account for the net proceeds thereof, after deducting all the costs that should have been borne by the Contractor, including compensation for the A/E's additional services made necessary thereby. If such proceeds of sale do not cover all costs which the Contractor should have borne, the difference shall be charged to the Contractor and an appropriate Change Order shall be issued. If the payments then or thereafter due the Contractor are not sufficient to cover such amount, the Contractor shall pay the difference to the Owner.
- 13.2.8 The Contractor shall bear the cost of making good all work of the Owner, separate contractors or others, destroyed or damaged by such correction or removal required under this Article.



EXHIBIT B

Proffer 14: Capital One Design Guidelines



CAPITAL ONE - TYSONS CORNER EAST DESIGN GUIDELINES





This copyrighted, proprietary document, "CAPITAL ONE - TYSONS CORNER EAST DESIGN GUIDELINES," is exclusively for private use by Capital One and its successors, and by those individuals and organizations under contract with or designated by Capital One and its successors. Unauthorized reproduction and public dissemination of this document, in whole or in part, for sale or for any other purpose, is strictly prohibited.

The purpose of this document is specifically to guide design and construction of certain physical improvements associated with development of Capital One's Tysons Corner East urban campus, in compliance with the Capital One property rezoning plan approved by Fairfax County. Further, notwithstanding provisions of this document and specific guidelines, all design and construction shall comply with Conceptual Development Plans (CDP) and Final Development Plans (FDP) approved by Fairfax County.

Authorized users of this document are: design consultants retained by Capital One; entities, plus their design consultants, contractually purchasing or leasing Tysons Corner East parcels for constructing individual buildings; and contractors responsible for overall urban campus site preparation and infrastructure (clearing, grading, utilities, streets, parks, plazas, landscaping) not part of individual building parcels being sold or leased.

Photographs reproduced in this document have been obtained from public domain sources, all of which are listed in the Appendix.

April 2012

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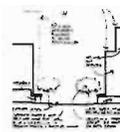
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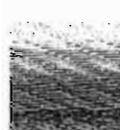
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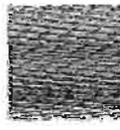
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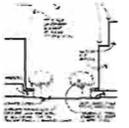
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INTRODUCTION



Introduction

A New Vision for Tysons

Tysons Corner, farmland in the early 1960s, has grown steadily for half a century and proved to be economically successful but aesthetically dysfunctional. Today larger and busier than the downtowns of many American cities, Tysons is a pedestrian unfriendly, visually chaotic "edge city." Decades of ad hoc, suburban-style real estate development have led in recent years to extensive replanning efforts coupled with lengthy public discourse and political deliberation. In 2010, Fairfax County amended its Comprehensive Plan and Zoning Ordinance for the Tysons Corner Urban Center area, adding a new Planned Tysons Corner Urban District (PTC) to implement the plan and transform Tysons into an attractive, high density, mixed use urban center.

The county aspires to nothing less than a dramatic makeover. The makeover will yield a reconstituted, multi-modal transportation network, including mass transit, with new interconnected streets and blocks that enhance mobility for both pedestrians and vehicles. With four Tysons MetroRail stations to open in 2013, the ambitious vision for Tysons is predicated on "smart growth" principles and Transit Oriented Development. TOD calls for the highest density and greatest mix of uses to be located in the vicinity of transit stations, thus giving residents and workers transportation choices - walking, biking, riding Metro - in addition to driving automobiles, which for some trips can be left behind. Reducing car usage reduces congestion, energy consumption and carbon emissions.

Along with achieving greater environmental sustainability, the Tysons plan envisions substantial increases in housing to bring the number of jobs and number of housing units into more favorable balance. This will more effectively accommodate and match population growth and economic growth in the area, while contributing further to easing traffic congestion and augmenting sustainability. And growth will continue to be spurred by access to new businesses and employment; by the county's excellent schools and well educated work force; and by the national capital region's vast array of cultural and recreational amenities. For future generations, Fairfax County will always be a highly desirable place to live and work.



The Capital One Master Plan Vision: Design Guidelines

Capitol One's strategically located, 26.2-acre parcel abuts the easternmost Metro station along Route 123, the south-eastern boundary of the property, with the Capital Beltway forming the western boundary of the property. Taking advantage of the parcel's unique location and size, the Capital One Master Plan has been conceived explicitly to fulfill and even to surpass the aspirations of the Tysons Corner Urban Center area Comprehensive Plan. These guidelines set forth in detail vital principles, standards and criteria, either mandatory or recommended, for land use, urban design and architecture within and at the edge of the Capital One property. They focus exclusively on the aesthetic quality and functionality of the exterior realm, encompassing any and all elements that are publicly visible, regardless of ownership. Equally important, they seek to motivate design excellence and innovation. An integral part of the approved master plan, the guidelines will affect positively the physical form of everything to be built on the property, regardless of who undertakes development or when it is undertaken.

The Design Guidelines explicitly address public and private streetscapes, infrastructure, open spaces and buildings. The urban design goal is to create a sense of place, a place with recognizable and memorable identity. Therefore guidelines deal with specific plan areas and features: landscaped parks and play areas, paving and planting of streets and sidewalks, street furniture, signage and lighting. Beyond aesthetic character and quality, design guideline issues include security and safety, stormwater management, maintenance of private and public open space, and sustainability.

Design guidelines for architecture focus on overall aesthetic character, conceptual intent, massing and geometry, heights and setbacks, building silhouettes, orientation to sun and views, facade composition and expression, exterior materials and colors, and relation of buildings to other buildings and to surrounding streetscapes and open space. However, guidelines do not call for any particular architectural style. Designing "green" buildings is a primary objective. Guidelines are also concerned with building entrances, above-grade parking, and loading and trash removal services.

Because guidelines concern "design" and what can be seen, the principles, standards and criteria comprising the guidelines are presented and explained primarily in graphic form - diagrams, sketches, vignettes and illustrative photographs. Some guidelines are "musts," prescriptive and mandatory, while others are strongly suggested but not required. Musts are limited to aspects of development that constitute the public realm and entail definitive design themes or repetitive motifs established and fixed at the outset by the master developer. Some prescriptive guidelines, although mandatory, identify design options.

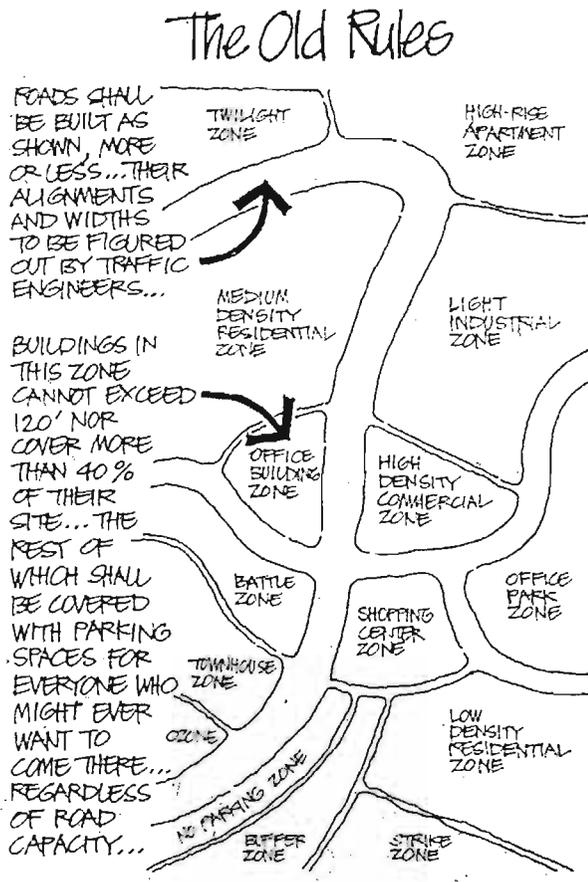
The Capital One Master Plan: Design Review Process

Making these Design Guidelines effective requires interpretation and enforcement. No matter how thoughtfully crafted, design guidelines are necessarily subjective and never without ambiguity. Because they deal in particular with aesthetic matters, informed value judgments are unavoidable and, in fact, essential. From time to time, justifiable guideline variances and exceptions should also be considered and granted.

Accordingly, the Design Guidelines establish a design review process with a Capitol One Design Review Board (CODRB) responsible for undertaking design review. Such review complements, but does not substitute for, regulatory reviews required and conducted by Fairfax County. In fact, all applicable requirements established by the county's Zoning Ordinance, Building Code and Public Facilities Manual, plus applicable state and federal regulations, still must be satisfied. Nevertheless, CODRB reviews and county reviews can be appropriately coordinated, with CODRB reviews normally paralleling county reviews.

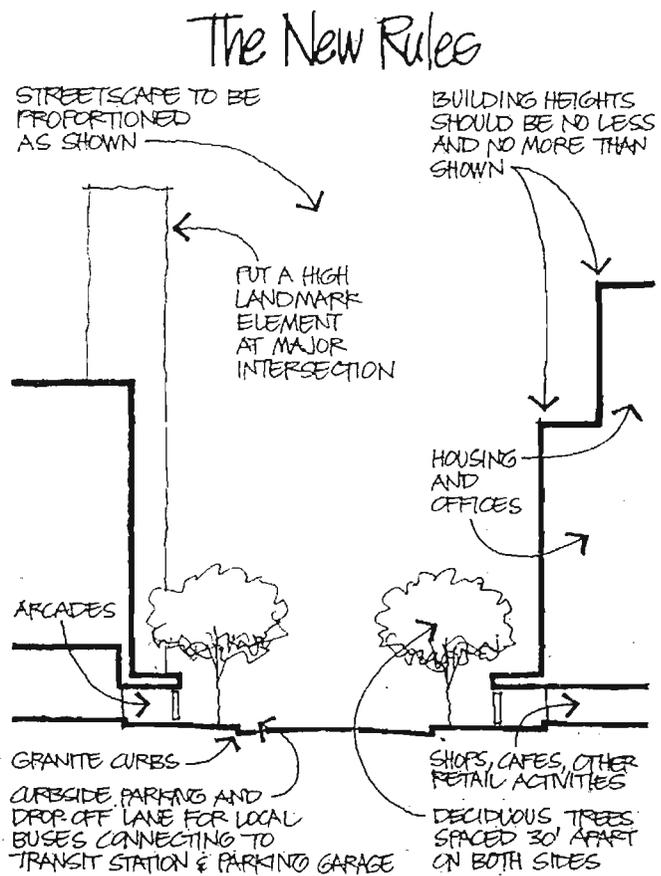
The Capital One Design Review Board is composed of respected design professionals with no stake in the specific project being reviewed, plus others who are disinterested but qualified to make the kinds of interpretations and critical judgments required. The role and responsibility of the board is to meet periodically with developers and their design team as designs progress through each stage. The CODRB analyzes designs and offers commentary and suggestions for improvements or modifications to meet the letter and spirit of the Capital One Design Guidelines. By contract with Capital One or its agent, each developer must obtain CODRB approval, in addition to Fairfax County approvals, before a project can be built.

Note that in any instance of inconsistency between county-approved Conceptual/Final Development Plans (CDP/FDP) or approved proffers and the Capital One Design Guidelines or rulings/opinions of the CODRB, the approved CDP/FDP and any related proffers will govern.



VISIT TYSONS CORNER TO SEE WHAT THIS MIGHT LOOK LIKE... MAYBE...

Cartoon via The Washington Post



URBAN DESIGN INTENTIONS FOR STREET SPACES IN HIGH DENSITY NEIGHBORHOODS...

LAND USE DESIGN PRINCIPLES



Transit Oriented Development

The master plan for Capital One's urban campus embodies the fundamental principles of Transit Oriented Development (TOD). TOD is predicated on establishing land use patterns, uses, densities and transportation choices physically and functionally linked to transit infrastructure in general and transit stations in particular.

Transit linkage offers optional travel modes, especially walking and biking. Because of decreased car usage, TOD enables parking garage sizes and the number of parking spaces to be less than would be required without TOD. And equally important, it creates a more sustainable built environment by reducing auto dependency for both commuting and short car trips, thereby reducing energy consumption and greenhouse gas emissions.

Desirable TOD attributes envisioned in the Capital One plan include:

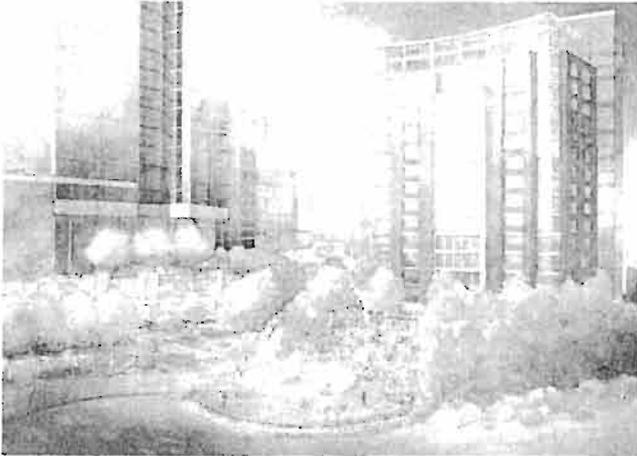
- An attractive, interconnected network of pedestrian-friendly streets and walkways ensuring convenient pedestrian and bicycle access to transit.
- Sufficiently high development density to take advantage of and adequately support transit, and to make structured parking economically feasible.
- A full range of diverse uses - office, housing, retail shopping, restaurants, hotel, cultural and recreational facilities - with thousands of users essential for animating streetscapes and public spaces, and for supporting retail activity. Accordingly, one of the goals of the Capital One Design Guidelines is to ensure that the physical elements of development - the public realm and works of architecture - are designed and built to reinforce these key TOD attributes.

The uniquely positioned Capital One urban campus is most fortunate in being directly adjacent to the new Silver Line Metro station on Route 123, the southeastern edge of the Capital One site. Thus every person working, residing, shopping or visiting this site will be within easy walking distance of the Metro station. Unlike most other Fairfax County citizens, every worker or resident at the Capital One urban campus will have a choice of travel modes - walking, biking or riding transit, in addition to driving a car.



An example of how a typical low-density street corridor is transformed into a high-density, high activity transit oriented corridor. Landscaping and street level amenities add pedestrian interest while the added building mass and transit system improve community density. Images from Urban Land Institute.

Sustainable Urban Design



(Above, top) A rendering of the proposed Metro Park and "common green" at the southeast corner of the Capital One site. The large park swath responds to restoration of Scotts Run Creek and linear park system while extending into the built environment with planted building terraces and tree-lined streets. (Above, bottom) Roof gardens and green roofs help reduce heat island effects and stormwater runoff as well as contributing to property amenities.

These guidelines seek to ensure that the Capital One urban campus is sustainably designed, not only in detail, but also at the urban scale. Transit Oriented Development is one of the primary strategies for achieving sustainable urban design, for creating a greener built environment. But additional strategies are necessary, especially "Low Impact Development" (LID) achieved through effective stormwater management, heat-island effect mitigation and green streetscape design.

Stormwater must be slowed down, absorbed, temporarily stored and effectively filtered - to remove particulate matter and other pollutants - before it runs off gradually and enters natural waterways. This is accomplished using several tactics: pervious sidewalk and plaza paving that allows water to seep through the paving into absorptive substrates; engineered bio-swales with indigenous vegetation and absorptive soils; rain gardens and other planted, softscape areas; and below grade retention tanks and cisterns. Collected rainwater also can be recycled to irrigate vegetation.

During hotter months, buildings and paving absorb and then re-radiate solar heat, creating uncomfortable microclimates and poor air quality, typically referred to as urban heat-island effects. This results in more air conditioning usage and electrical energy consumption. These environmentally adverse effects can be mitigated by installing trees whose canopies shade streets, sidewalks, plazas and building facades; by providing planted areas wherever feasible in public open spaces and around buildings; by constructing hardscape areas using paving materials that absorb less solar radiation; and by constructing green, vegetated roofs or using roofing materials and colors that reflect, rather than absorb, a high percentage of solar radiation.



Fairfax County Comprehensive Plan

The Tysons Corner Comprehensive Plan creates an excellent opportunity to re-plan the the Capital One campus to become a vibrant, transit-oriented, mixed-use development.

To that end, Capital One property has been rezoned as a Planned Tysons Corner (PTC) Urban District. To be rezoned to the PTC zoning district, an applicant must demonstrate compliance with the Comprehensive Plan by:

- adhering to a tiered intensity of development,
 - contributing to a network of open spaces and urban parks,
 - promoting environmental stewardship,
 - implementing an urban grid of streets that complements development on adjacent properties,
 - reducing the number of single occupancy vehicle trips by limiting the amount of provided parking,
 - contributing to public facilities,
 - applying the urban design guidelines specified in the Comprehensive Plan,
 - contributing to achieving workforce and affordable housing policy goals.
- (Refer to Master Plan for specific zoning and FAR data.)*

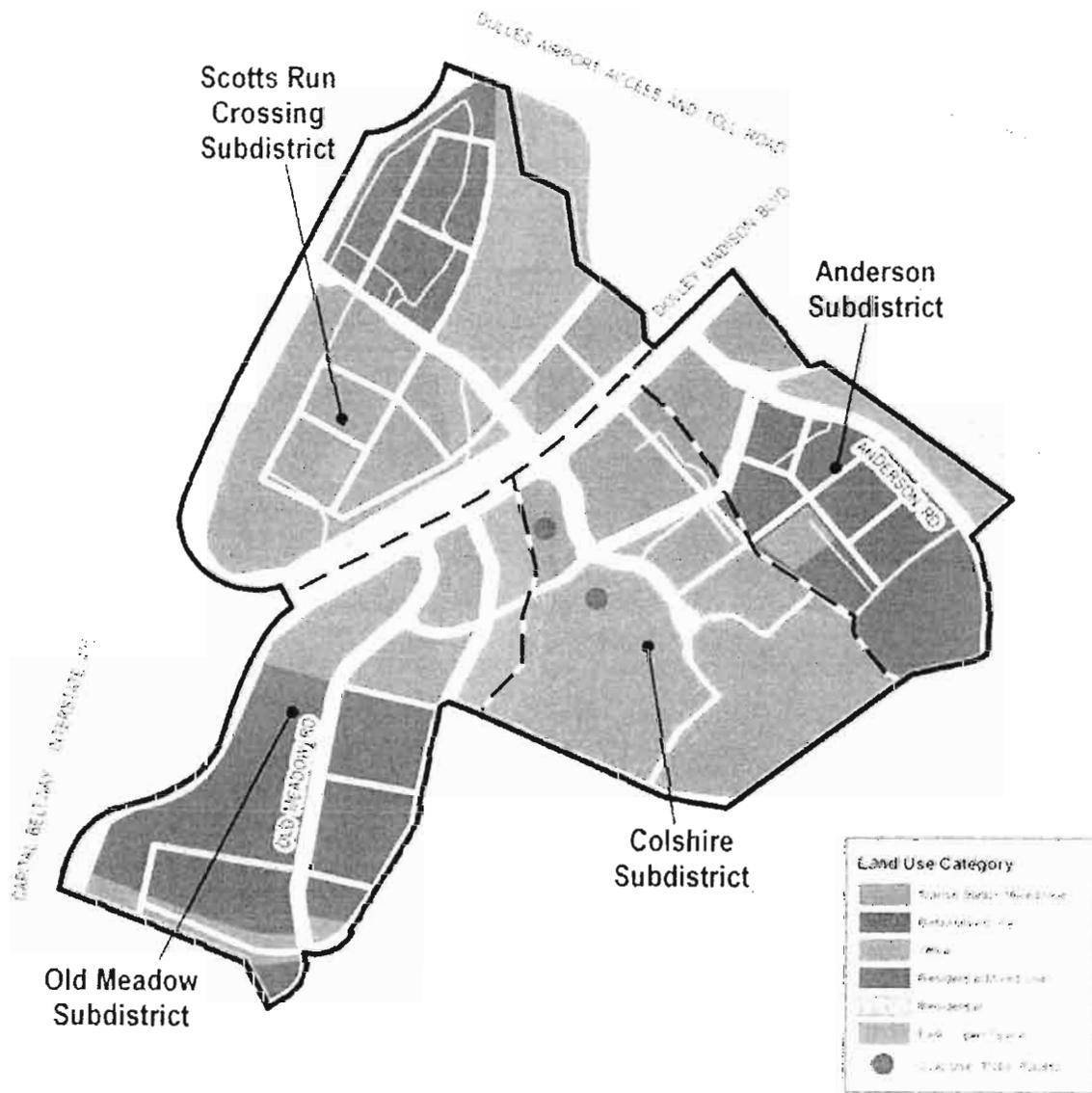
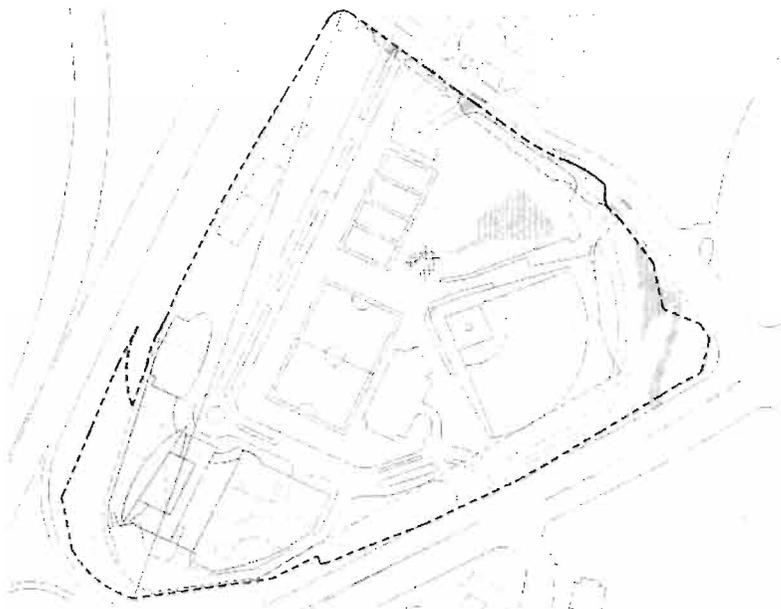


Image: Tysons Corner Comprehensive Plan map color coded to represent overall land uses. The Capital One Master Plan site is called out as "Scotts Run Crossing Subdistrict" and is shown as a combination of "Transit Station Mixed Use" and "Park/Open Space".

2011 Site Conditions



Existing (2011) development on the site consists primarily of the current Capital One Headquarters campus, encompassing 476,000 SF of office space in a 14-story (205') tower with an adjacent, nine-level structured parking garage. Capital One Drive traverses the site with an entrance off Scott's Crossing Road and a signalized intersection at Route 123. A small stormwater management (SWM) pond sits off Scott's Crossing Road, and a small stretch of Resource Protection Area (RPA) parkland at Scott's Run crosses the eastern corner of the site. An existing residential low-rise condominium development, Gates of McLean, sits across Scott's Crossing Road to the northeast, as does an extension of Scott's Run Park and a 129,000 SF office development at the intersection of Scott's Crossing Road and Route 123. Located at a significant crossroads at the gateway to Tysons Corner, the site is clearly visible from I-495, making it easily identifiable by people traveling along I-495.



Above, top: METRO expansion map depicting the future "Silver" line, with an eventual terminus at Dulles International Airport, as it runs adjacent to the Capital One-Tysons East site.

Above: The site plan of 2011 conditions at the Capital One-Tysons East site. Notably, the plan of the existing Capital One headquarters building is in gray, water on the site (the stormwater management pond and Scott's Run Creek) is in blue, views of the site are shown as green arrows, and the sun path is in yellow. [Red areas indicate Capital One property lost in the redesign of Scott's Crossing Road and the I-495 flyover. The yellow field indicates METRO easement areas.]

A number of major infrastructure projects are planned for the immediate vicinity of the site in conjunction with the anticipated Comprehensive Plan amendment. These include:

- Construction of the elevated Tysons East Metro Station along the southeastern edge of the site as part of the Metro Silver Line extension from the East Falls Church Station to Dulles Airport;
- The construction of High Occupancy Toll (HOT) lanes on a widened I-495 adjacent to the site;
- Extension of Scott's Crossing Road via an overpass across I-495 to connect with Jones Branch Drive and HOT lane access ramps to I-495, including bicycle and pedestrian access across the Beltway;
- Enhancement of the intersection of Scott's Crossing Road and Route 123;
- Development of Scott's Run Park as a major component of an integrated network of parkland, including a recreational trail route along Scott's Run and Route 123.

Site Design and Intent

The Capital One parcel Master Plan envisions a vibrant urban community serving as an appropriate gateway neighborhood to Tysons Corner. Key elements include:

Establishment of an Urban Street Grid. Both within the parcel and connecting with surrounding development, the Master Plan lays out a hierarchy of circulation paths (vehicular and pedestrian) creating urban blocks of appropriate scale and density. The existing signalized intersection at Route 123 and Old Meadow Road is retained and upgraded, passing under the new elevated Metro line to continue as a retail-oriented street cutting across the site. The ceremonial Capital One Drive is realigned to intersect Scott's Crossing Road at a new at-grade signalized intersection at the base of the new Beltway/HOT Lane overpass and aligning directly with a new entry to the adjacent Gates of McLean community. Old Springhouse Road is also upgraded as a secondary local road parallel to the Metro, linking the existing hub at the Capital One Headquarters to future development along Scott's Run Park at a new signalized intersection with Scott's Crossing Road.

Each of the streets displays a character appropriate to its use (ceremonial, retail, service/residential) through street width, details, and sectional development. The street grid is augmented by a major pedestrian circulation path linking Scott's Run Park with a new civic plaza where the retail strip along Old Meadow Road and the realigned Capital One Drive intersect.

Mix of Uses and Density. With the entire site lying within a ¼-mile radius of the Metro station, the Master Plan envisions high density office use (3.8 million SF). To encourage a vibrant urban streetscape, development will also feature 94,000 SF of street-level retail focused along Old Meadow Road, with the new civic plaza at its terminus, plus significant new multi-family residential development (1.8 million SF). A landmark hotel (650–700 rooms) will anchor the site at the intersection of I-495 and the Scott's Crossing overpass, while the adjoining public pedestrian plaza will accommodate an additional 64,000 SF of civic amenities serving the new resident and office populations.

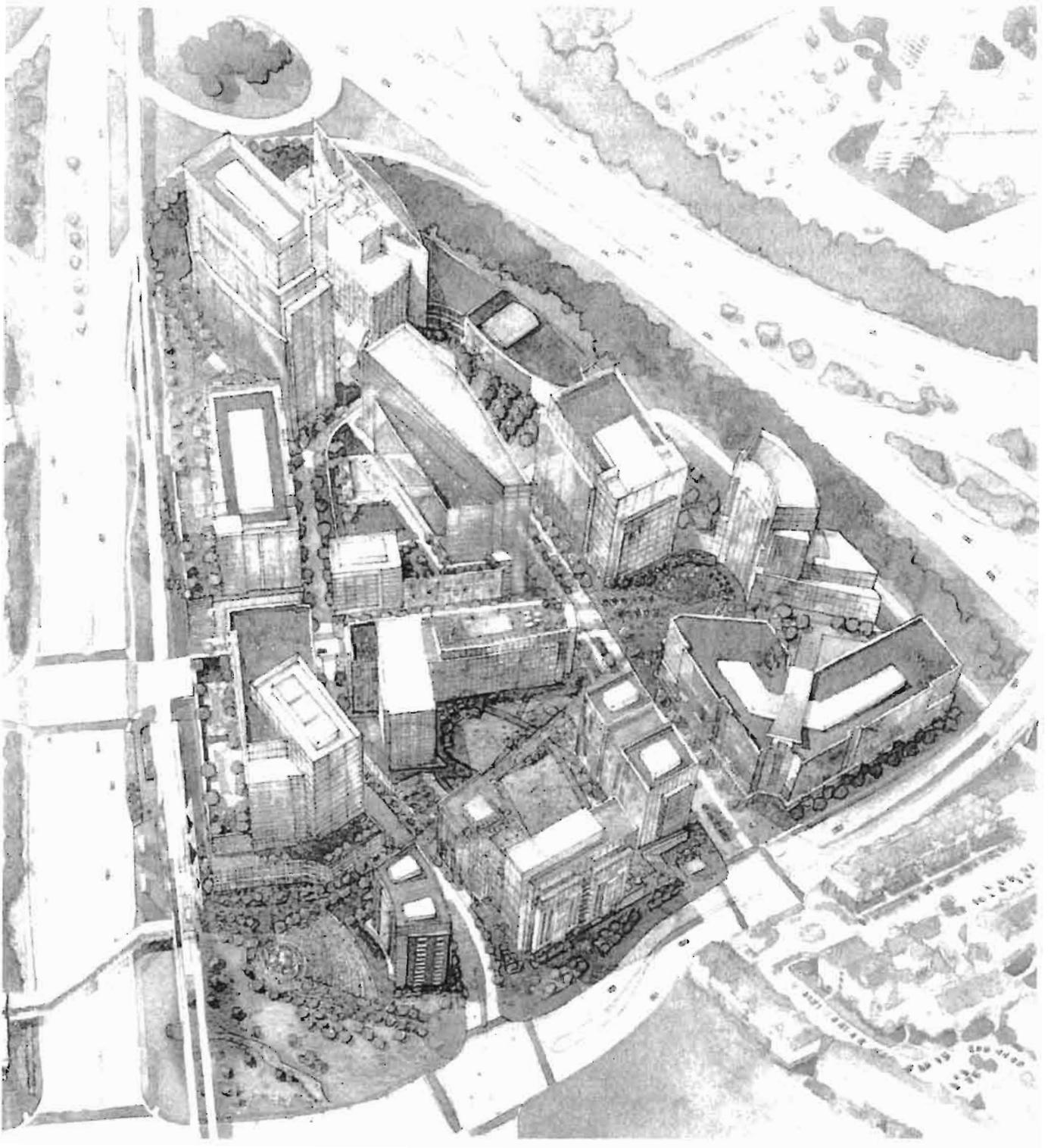
At the core of the Tysons East TOD area, the Capital One parcel is ideally suited to become a high-density urban neighborhood. Office towers 315' to 430' high are located near the Capital One headquarters and along I-495 and the MetroRail; residential buildings rising 160' to 270' occupy an interior block and face Scott's Crossing Road. Parking is provided at an urban ratio of 1 space:1000 SF, utilizing both below-grade garages and above grade plinths lined at the street face with pedestrian-oriented retail, residential, or civic uses.

Establishment of an Interconnected Network of Pedestrian-Oriented Amenities. As part of a high-density, urban transit-oriented development, pedestrian amenities and a network of open space are essential Master Plan elements. Along with direct pedestrian connections to the Tysons East Metro Station (and with it a direct connection via the Metro bridge over Route 123 to the Colshire and Old Meadow Subdistricts), the Master Plan envisions a green, pedestrian-oriented park space directly adjacent to the Metro at the confluence of Scott's Run Park, Route 123 and Scott's Crossing Road. Serving as a gateway both to the larger Scott's Run Park as well as to the Capital One urban campus, this park serves as the starting point for a green pedestrian pathway through the primary residential block terminating at the new civic plaza at the intersection of Old Meadow Road and Capital One Drive.

In addition to following the grade changes from the Metro entrance to the civic plaza through a sequence of terraces, walkways and stairs, the pathway traverses the green roof courtyard atop the structured residential parking plinth. The civic plaza at the terminus of this sequence will accommodate a variety of public amenities and will anchor the pedestrian-oriented retail street life extending down Old Meadow Road toward Route 123. The pedestrian network rejoins the Metro through a landscaped plaza/walkway integrating the regional bicycle/footpath trail along Scott's Run and Dolley Madison Boulevard.

Environmental Stewardship and Sustainable Urban Development. The Master Plan envisions energy and resource efficiency in the design of individual buildings, but also in overall site development, of which its transit-oriented nature and aggressive transportation demand management is only one aspect. A dense, walkable community, well served by basic amenities, will reduce vehicular trips and per capita energy consumption, thereby enhancing the efficiency of resource management. The extensive use of vegetated roofs and interior block courtyards, integrated with pervious pedestrian pathways and recreation spaces, will work together to reduce urban stormwater runoff and heat-island effects while improving air quality and providing spaces of respite to residents and workers. Coupled with Low Impact Development (LID) and other aggressive SWM techniques below streets and buildings, runoff into Scott's Run will be controlled and protected, enabling Scott's Run Park to become a more effective "urban lung".



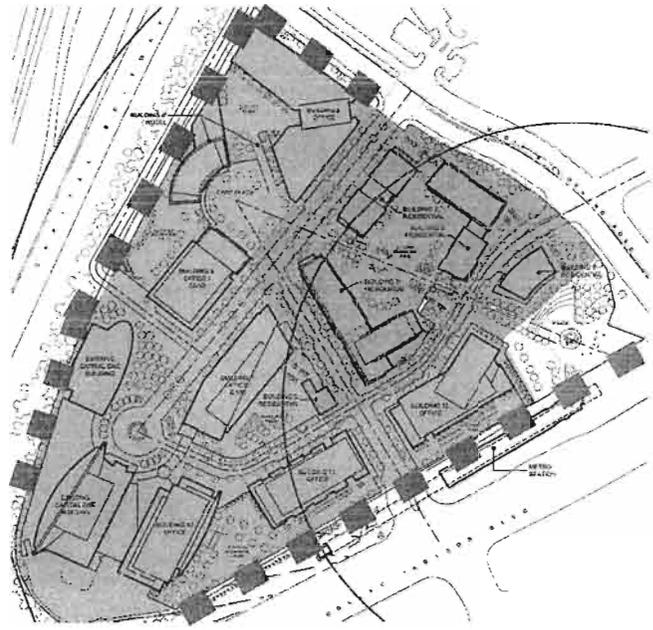


Edges, Blocks, and Land Use

The Capital One Master Plan has been conceived partly in response to existing, harsh edge conditions. Two of the site's three perimeter boundaries are bordered by regional arterial highways, the Capital Beltway and Route 123, the latter with the elevated Metro viaduct and easternmost Tysons Corner Metro station. Heavy traffic on the highways generates intrusive noise, day and night, as will Metro's railcars.

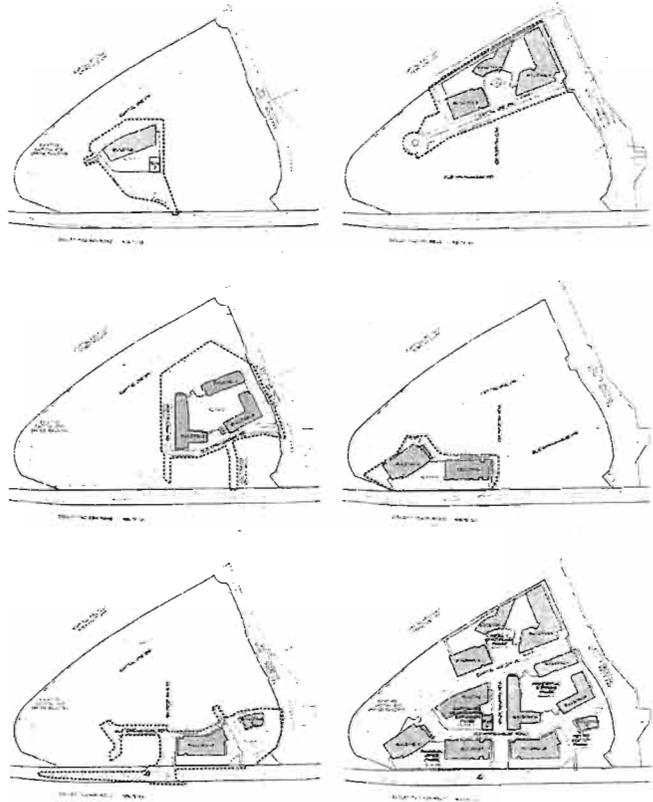
Consequently, Capital One's land use pattern, comprised of five blocks with 12 buildings, places commercial, civic and hotel structures adjacent to the two highways. These perimeter edifices act as acoustic and visual buffers for the residential buildings protectively situated on an internal block abutting Scott's Crossing Road, the parcel's quieter third edge, which also serves an existing residential community immediately north of the Capital One urban campus.

The Capital One street-block-land use pattern also facilitates logical, flexible phasing of both infrastructure and architecture. Entire blocks or individual buildings may undergo development, depending on market and financing conditions. Although construction will occur over time block by block and building by building, the design guidelines nevertheless will ensure appropriate aesthetic dialogue and harmonious contextual relationships between buildings facing each other on opposite sides of streets, and throughout the site as a whole.



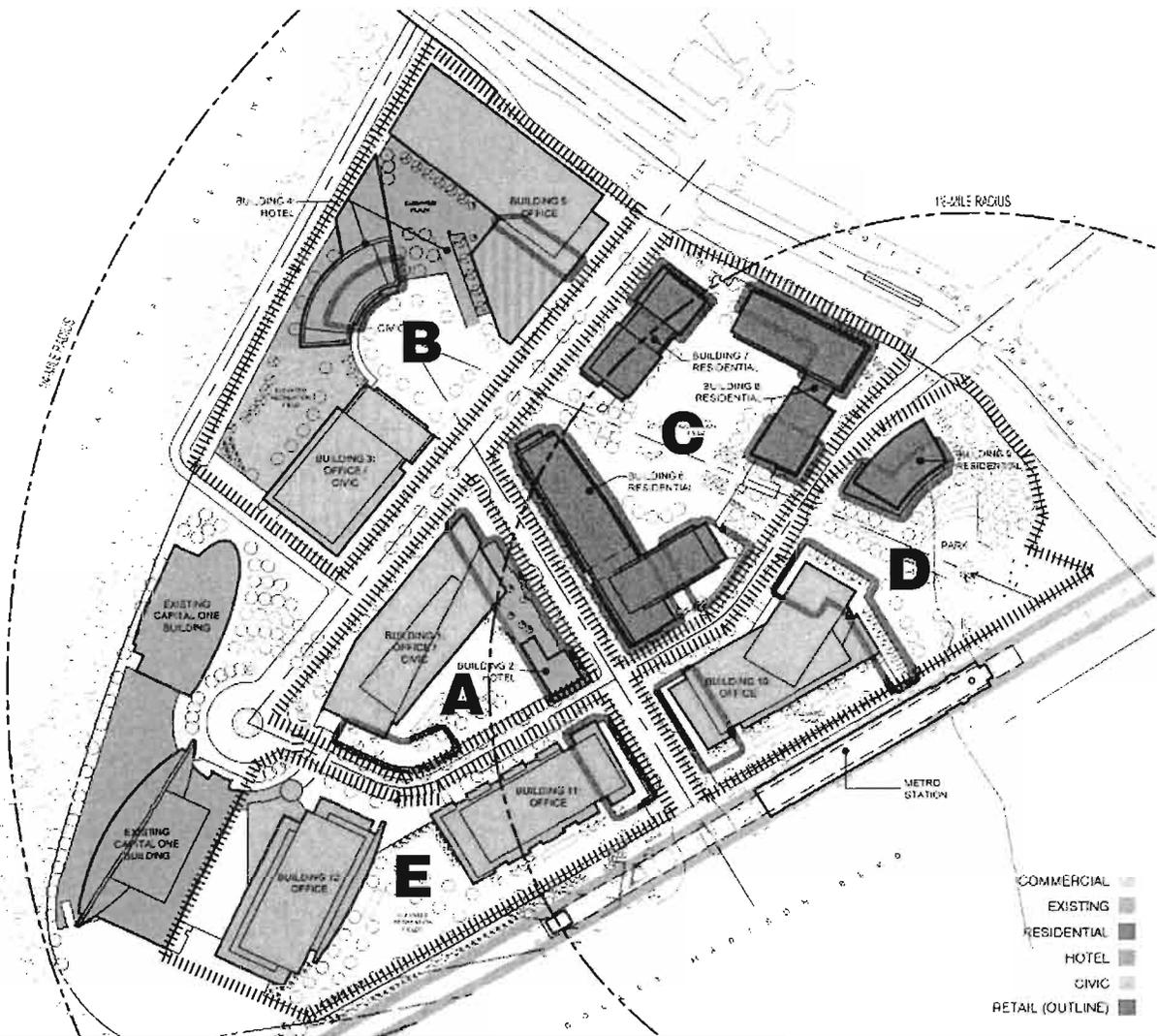
EDGES AND LAND USE DISTRIBUTION

Harsh edge conditions (shown as red dash lines), due to the existing I-495 highway (northwest edge) and the future elevated METRO tracks (southeast edge), necessitated the placement of commercial, civic, and hotel land uses (yellow field) as a buffer zone for the residential developments (orange field).



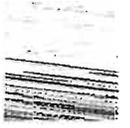
PHASING DIAGRAMS

The above phasing diagram shows a probable sequence of development for the Capital One site, determined by block for construction efficiency. The large amount of commercial space has been divided and bookends the timeline of the project (being the first and last parcels built), spreading out the development of any one building type.



BUILDING NUMBER	BLOCK NUMBER	PRINCIPAL USE(S)	NET SITE AREA (SF)	MAXIMUM GSF	BUILDING HEIGHT (STORIES)	MAX TOWER HEIGHT (FT)	GROUND FLOOR RETAIL (GSF)
1	A	COMMERCIAL	34,110	527,500	21	281	8,345
2	A	HOTEL	10,100	92,000	9	111	8,250
	A	GREEN ROOF	31,100				
3	B	COMMERCIAL + CIVIC	27,800	322,500	17	225	N/A
4	B	HOTEL	63,200	369,800	7-24	293	2,300
5	B	COMMERCIAL	50,000	406,850	13-15	200	10,350
	B	CIVIC PLAZA	28,900				
	B	REC. FIELD (ROOF)	28,000				
	B	ELEV. PLAZA	24,000				
6	C	RESIDENTIAL	31,900	544,300	16-19	221	26,300
7	C	RESIDENTIAL	18,120	279,800	19	221	5,000
8	C	RESIDENTIAL	22,600	399,400	16-19	221	12,500
	C	REC. FIELD (ROOF)	62,000				
9	D	RESIDENTIAL	8,160	128,100	15	175	3,850
10	D	COMMERCIAL	22,840	512,100	22	305	28,100
	D	PUBLIC PARK	66,950				
11	E	COMMERCIAL	28,500	336,500	19	266	6,650
12	E	COMMERCIAL	32,900	786,000	28	395	N/A
	E	GREEN ROOF	47,500				

DESIGN REVIEW BOARD



Design Review Board

Design Review Process and the Capital One Design Review Board. For the Capital One Design Guidelines to be effective, a structured process of properly managed design review is needed. To that end, the Capital One Design Review Board (CODRB) is being established to make both objective assessments and subjective value judgments about individual projects. The CODRB will focus on aesthetic quality as well as functionality of everything publicly visible: streetscapes, open space design, landscaping and architecture. The aim is to ensure a fair, professionally rigorous process for interpreting and enforcing design guidelines applicable to each project, and for considering and granting justifiable guideline variances. Thus, by meeting both the letter and spirit of the design guidelines, this design review process aspires to achieve the highest aesthetic standards.

The Capital One design review process does not replace mandatory reviews conducted by Fairfax County. Full compliance with applicable provisions of the county's Zoning Ordinance, Building Code, Public Facilities Manual and applicable state and federal regulations is still required for all projects. However, to avoid delaying project development schedules, CODRB review will be coordinated with county reviews, with CODRB meetings and decisions timed to correspond logically with each successive stage of project design.

Capital One Design Review Board Membership and Terms of Service. The Capital One Design Review Board shall be comprised of five members:

- an official of Capital One, the master developer, to be appointed by the Capital One project manager [or by Capital One management];
- an architect not responsible for designing projects at the Capital One property, to be nominated by master plan architects and appointed by the Capital One project manager [or by Capital One management];
- an architect representing and chosen by the master plan architects;
- a landscape architect not responsible for designing projects at the Capital One property, to be nominated by master plan landscape architects, and appointed by the Capital One project manager [or by Capital One management];
- a landscape architect representing and chosen by the master plan landscape architects.

The two architects and two landscape architects serving on the CODRB must be qualified, licensed design professionals highly respected in their fields, with no stake in the specific project being reviewed. CODRB members shall each serve three year terms, which may be renewed or extended by mutual consent between Capital One and the appointee. To ensure continuity, two of the first five members shall be appointed for an initial term of four years. Members may resign or may be dismissed at any time for cause. For each CODRB meeting attended, the members who are design professionals shall receive an honorarium of four hundred dollars (\$400.00), payable by Capital One per invoice.

Capital One Design Review Procedures. Capital One shall schedule periodic design review meetings of the CODRB on an as-needed basis, pursuant to timely requests for review by a project's developer and design team (the Applicant). Capital One shall notify CODRB members of meetings no less than fifteen (15) days in advance. Meetings shall be held during normal working hours at the offices of Capital One or, if and when convenient, at the offices of the Applicant.

Design review meetings shall not be open to the public, but Capital One or the Applicant may invite other concerned parties to attend and observe discussions, space permitting. Meetings will be interactive and informal and will consist of the Applicant's presentation, including any requests for variances or amendments, followed by discussion between the Applicant and the CODRB members, as well as among CODRB members. A Capital One staff member will serve as recording secretary during the meeting and subsequently will prepare and distribute official minutes of the meeting, to be reviewed for correctness by CODRB members and the Applicant.

Design review meetings shall occur at each stage of design: pre-schematic, schematic, design development and detailed development (construction documents). As a design progresses through each stage, the Applicant must ensure that the CODRB can fully understand the design intent through Applicant's use of drawings, digital and physical models, and material samples. Submissions to the CODRB shall typically include:

- site plan(s) showing context and landscaping;
- building plans, sections, elevations, key details;
- three dimensional representations and models;
- identification and samples of proposed facade and landscaping materials;
- signage plans and details.

Submissions shall be made no less than ten (10) days prior to the CODRB design review meeting and can be made electronically. If using paper copies of drawings, six (6) sets shall be submitted. Submissions shall be sent initially to the CODRB in care of Capital One.

To ascertain compliance with the Capital One Design Guidelines, the CODRB will study the project's proposed conceptual form and geometric composition; materials and colors; ornamentation and graphics; fixed furnishings and equipment; exterior lighting; and vegetation. It will evaluate not only design changes made in response to previous CODRB suggestions, but also all new design ideas and refinements, continually voicing commentary and suggestions for further design edits or enhancements. At the end of each meeting, the CODRB will communicate to the Applicant its pro and con judgments, plus recommendations concerning the design going forward, all confirmed by voice vote of the members. Three members, including at least one architect and one landscape architect, shall constitute a voting quorum.

By contract with Capital One, Applicants are obligated to attend scheduled meetings and present their proposed project designs to the CODRB. Final CODRB approval, in addition to Fairfax County approvals, is required before project construction can begin.

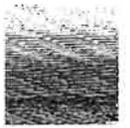
Design Guideline Variances. During the design review process, the CODRB may consider and grant a variance from these guidelines for a specific project, based on demonstrated technical/economic hardship or other good cause. However, a design variance approved by the CODRB shall not constitute an amendment to these guidelines. Furthermore, note that in any instance of inconsistency between a county-approved CDP/FDP or proffers and the Capital One Design Guidelines or rulings/opinions of the CODRB, the approved CDP/FDP and any related proffers will govern.

Amending the Capital One Design Guidelines. From time to time, amending or updating certain provisions of the design guidelines may be necessary and appropriate. Proposed amendments shall be submitted in writing to the CODRB and shall include proposed wording and graphics (diagrams, photos, sketches). Amendments/updates complying with applicable Fairfax County ordinances and other regulations shall be reviewed by the CODRB, which may adopt the amendment by affirmative vote of four CODRB members. The CO-

DRB may also review non-complying amendment proposals which, if viewed favorably by the CODRB, would then be subject to review and approval by the county. In either case, the CODRB shall endeavor to coordinate appropriately with county officials in the development and evaluation of amendments/updates in order to ascertain a consistent interpretation and compatible application of county standards current at the time. If and when a revised guidelines amendment is approved by the CODRB, Capital One shall issue a revised guidelines document to be sent to county officials and to any entities then using the guidelines.



STREETSCAPE DESIGN



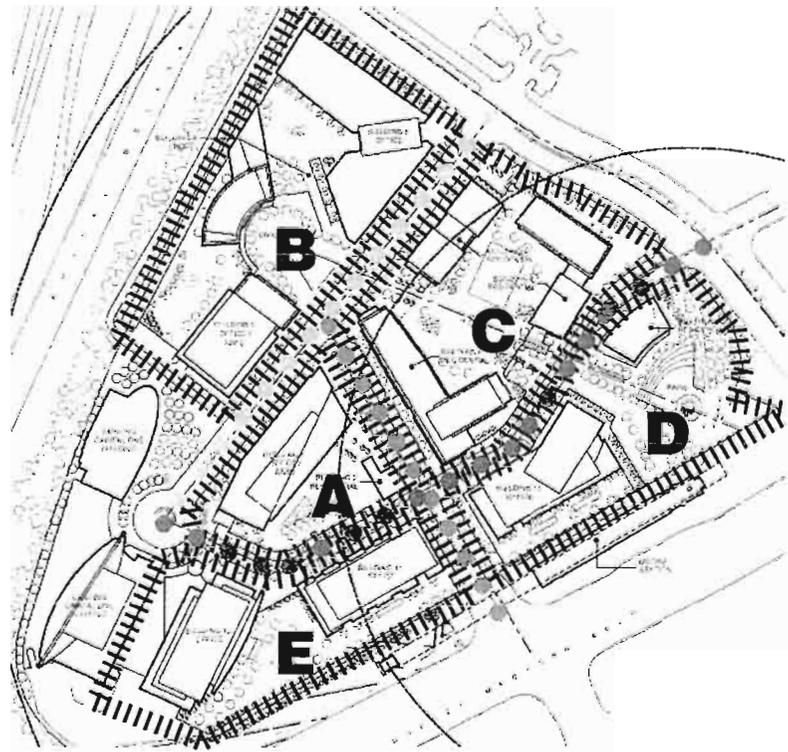
Streetscape Design - Internal Conditions

General Streetscape Design Considerations

In urban communities, the outdoor public realm seen and used by citizens is comprised of civic open spaces, parks and streets. But the ensemble of constituent elements defining a street environment - the streetscape - is the most ubiquitous and important part of the public realm. Contributing significantly to the character of cities and towns, streetscapes are perceived and experienced differently by people depending on how streetscape spaces are designed. A well crafted streetscape can be beautiful, functional, comfortable and safe to be in, an animated and vibrant place to which people are drawn and want to spend time. Conversely, a poorly designed and neglectfully maintained streetscape can be unsightly, uncomfortable, unsafe and unpopulated.

Thus the goal of these streetscape design guidelines is to create well crafted streetscape spaces that will be attractive, purposeful and intensely utilized, both to facilitate movement within the Capital One urban campus and to enhance driving and pedestrian experiences for workers, residents and shoppers. To accomplish this, two complementary design approaches are set forth in these guidelines. The first approach establishes a visually thematic palette of standardized paving materials for sidewalks and cartways throughout the campus, along with standardized street furniture, lighting and signage. The second approach entails contrasting thematic treatments designed uniquely for the three internal streets, street intersections and important streetscape focal points.

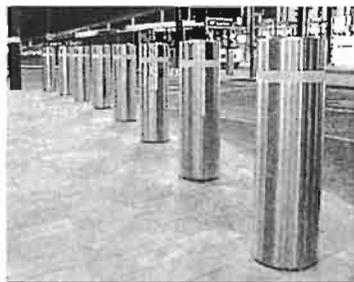
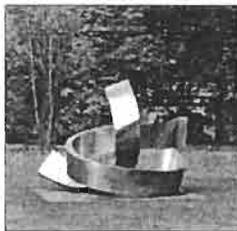
Underlying these streetscape guidelines are the many specific uses and activities - the functional program - that a successfully designed urban streetscape must accommodate and support: routine yet safe, pleasant pedestrian circulation; safe movement and storage of bicycles; spontaneous as well as planned social interaction; personal exercising by walkers and joggers; and organized public events - parades, arts and craft shows, food and restaurant fairs, farmer's markets, live performances, films, rallies. Likewise the functional agenda for motorists includes ease of vehicular movement at safe speeds; effective and clearly visible traffic control signals; well marked pedestrian crosswalks; well located and legible directional and identification signage; and curbside parking.



STREETScape EXPERIENCES

- ● ● ● ● CAPITAL ONE DRIVE EXPERIENCE
- ● ● ● ● OLD MEADOW ROAD EXPERIENCE
- ● ● ● ● OLD SPRINGHOUSE ROAD EXPERIENCE

Streetscape Experience - Details



Along with the "General Streetscape Design Considerations", the following generally describes physical materials, design characteristics and other elements pertaining to Capital One Drive, Old Springhose Road and Old Meadow Road. Subject to review and approval by the CODRB, streetscape elements shall be selected, located and installed in accordance with approved development plans and streetscape design concept drawings. Some elements may vary from streetscape to streetscape. However, roadway paving, curbs, sidewalk paving, street furnishings and street lighting shall be uniform throughout the Capital One campus.

- Roadway surface: concrete
- Curbs: granite
- Curbside parking spaces: demarcated by inset granite paving blocks
- Roadway median: bioswales, native vegetation, ornamental deciduous trees
- Sidewalks: pervious unit paving, uniform texture and color
- Crosswalks: differentiated pervious unit paving, uniform texture and color
- Street trees: native, drought-resistant deciduous shade trees, limbed for visibility
- Planting strips: native, ground covers, perennials, annuals
- Tree grates: circular or rectangular (if used), as appropriate
- Street furnishings: bollards; benches; tables and chairs for outdoor dining; bicycle racks; bus stops; waste receptacles
- Signage: see Signage Design Guidelines and Signage Location Plans
- Street lighting: energy-efficient pole mounted luminaires consistent with the standard in Fairfax County's Tysons Corner Urban Design Guidelines
- Street utilities: irrigation; secured water and power sources
- Fixed outdoor artwork: selected and deployed with approval of CODRB

Refer to the Architectural Design Guidelines for recommendations and requirements concerning building facades, storefront awnings and canopies, storefront and building entries, etc., that affect streetscape quality and character.

NOTE: The above images are intended for illustrative purposes only and do not represent any finalized design.

Streetscape Design - Trees

Tree Root Zones. Tree root zones are important to provide an environment that promotes healthy root growth. Because the ultimate size and health of trees is dependent on the soil volume, tree spaces should be a minimum of 3' deep and provide a soil volume in the root zone of approximately 400 to 700 cubic feet. The length and width of tree root zone varies depending on the streetscape type and are illustrated on the diagram (See enclosed plan and section). Tree root zone soil volumes greater than 700 cu. ft. are highly encouraged and will lead to better results in tree canopy size. For two or more trees planted in a contiguous area, the volume of soil per tree could be reduced as tree roots will share much of the same space. Consideration for continuous tree root zones is highly encouraged.

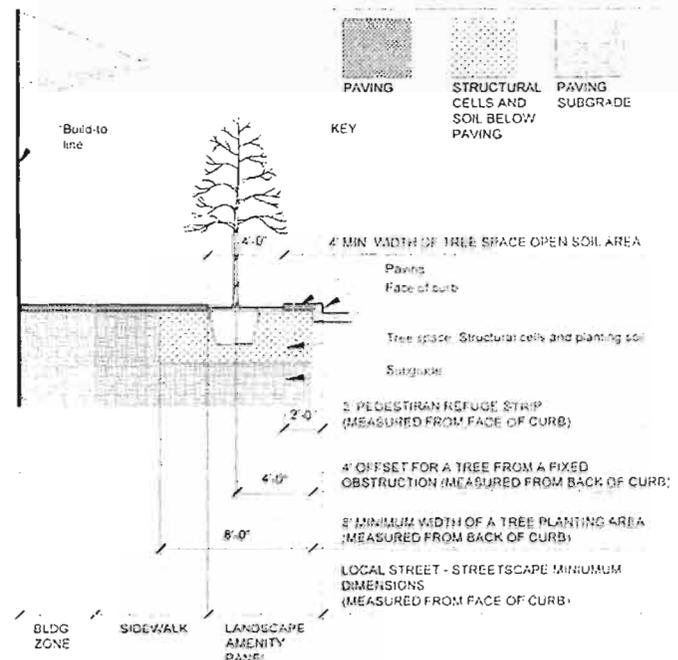
- Trees species should remain consistent along each street.
- Trees should be used in planting areas in both the landscape amenity panel and the building zone when space allows.
- All street trees should be 3 inch caliper at the time of installation.
- Trees should be planted at an appropriate time of the planting season to optimize temperate conditions and availability of irrigation water.
- All trees should be irrigated using permanent, automatic irrigation for a minimum of a 2-year establishment period and also irrigated during extreme drought conditions.
- All trees and tree spaces should be maintained regularly including: removal of all stakes and guy wires one year after planting, removal of irrigation bags (Gator Bags) one year after planting, removal of weeds and debris in all tree spaces, regular irrigation maintenance and monitoring, and monitoring of pest damage.

Open Soil Area. Open soil area is defined as an unpaved area of soil surrounding a tree which contains existing, new or amended soil. Greater open soil area for ornamental plantings in tree spaces is encouraged when space and pedestrian flow allows it. This planting method provides a space for ornamental planting in the tree space and maximizes the amount of storm water that can be absorbed into the ground.

- Provide a permanent, automatic irrigation system to provide water for the tree and any ornamental plantings.
- Plant open soil areas with turf or hardy, drought tolerant perennials, grasses and small shrubs that do not conflict with vehicular sight line distances.
- To avoid compaction of soil and damage to ornamental plantings, a low fence structure or masonry curb should be installed to discourage pedestrians from walking in planted areas.
- Include a 2 foot minimum paved walkway directly adjacent to the curb where on-street parking is permitted. This will provide an area to walk when exiting vehicles and avoid damaging plants.

Covered Soil Areas. Covered soil area, or an area of soil that is under pavement and specially designed to accommodate tree root growth should be used in areas of high pedestrian traffic. It can be achieved in a number of ways. The following design suggestions describe these methods:

- Maintain a minimum open soil area of 4 ft. x 4 ft around the base of the tree. A 2 ft. x 2ft. opening is may be acceptable for some ornamental trees.
- Provide a permanent, automatic irrigation system to provide water for the tree.
- Utilize suspended pavement technologies such as structural cells in the subgrade below the covered soil area.
- Utilize other methods to cantilever pavement over the tree space such as concrete supports.
- Use unit pavers set in stone dust and a permeable sub base above tree root zones.
- Use tree grates as the walkable surface over the tree space and should be placed at least 2 feet away from all sides of the tree trunk. Tree grates should not be used directly adjacent to tree trunks as they are rarely maintained over time and cause serious damage to trees when trunks grow into narrow grate openings.



Above text and street section taken from the *Tysons Corner Urban design Guidelines DRAFT* (dated October 3, 2011) and is illustrative of the typical street tree section for the *Capital One-Tysons East Development*. Please refer back to the *Tysons Corner Urban design Guidelines DRAFT* (dated October 3, 2011) for more information.

Streetscape Design - Trees

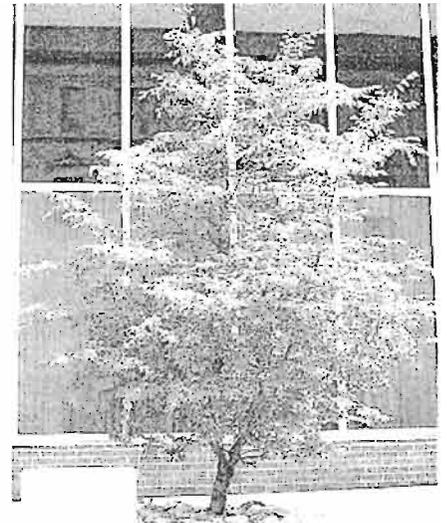
	Location	Common Name	Scientific Name
A	Old Meadow Road Capital One Drive	London Plane Tree	<i>Platanus x acerifolia</i>
B	Street	American Elm	<i>Ulmus americana</i>
C	Median	American Hornbeam	<i>Carpinus betulus 'Fastigiata'</i>
D	Old Springhouse Road	Thornless Honey Locust	<i>Gleditsia triacanthos inermis</i>
E	Civic Plaza	Pin Oak	<i>Quercus palustris</i>
F	Common Green	Mix of trees (Limit 5)	Mix of trees (Limit 5)
G	Metro Park	Red Oak	<i>Quercus rubra</i>



A - LONDON PLANE TREE



B - AMERICAN ELM



C - AMERICAN HORNBEAM



D - THORNLESS HONEY LOCUS



E - PIN OAK



G - RED OAK

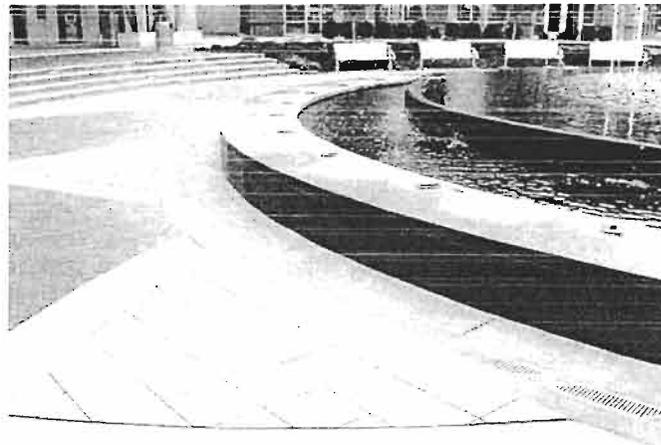
Streetscape Design - Paving

Paving in an urban environment must be able to withstand harsh weather conditions as well as a high volume of pedestrian traffic. It must also accommodate vehicular crossings at garage entrances, loading and unloading of materials for retail establishments, and the stresses caused by shoveling and de-icing treatments. It must also be easily repaired or replaced in the event of damage or utility work. Paved surfaces must be slip resistant and safe for pedestrian movement. Light colored paving can also remediate heat-island effect and count towards LEED Credits.

The paving will consist to two elements; field paving and accent paving. Field paving is the predominant material used between the curb and the building. Accent paving are paving units used in limited quantities to highlight key places such as entrances, urban parks, pedestrian crossings, or important intersections and possibly to pave the areas over tree spaces (as one option to protect tree roots).

Flexibility should be provided to the design team to choose the placement and design for paving patterns and control joint patterns; however, the following pallet of materials should be used. This will create a sense of material unity between blocks while allowing for the character of each building to emerge. Red and Terra Cotta color paving is not to be used within the development of the streetscape. Alterations to these paving shall be reviewed by the review board.

- The sidewalk zone, in most cases, should be exclusively paved with field paving so that tripping hazards that can be caused by small unit pavers are minimized in the pedestrian travel way.
- Any paving which is suspended over tree spaces should be porous, either by utilizing porous pavers or by setting unit pavers on a pervious setting bed.
- Where subgrade soils have adequate percolation or infiltration rates, the use of porous pavers and pervious paving techniques as a stormwater infiltration in the streetscape should be used.
- All utility access doors or manhole covers are allowed, but should be located outside of the sidewalk zone (to the best extent possible) and should be flush with adjacent paving, slip resistant, and incorporated with the design of the streetscape.
- Paving at driveway and service entrance locations should be consistent with adjacent streetscape zones to minimize the appearance of the service entrance and to emphasize continuity of the pedestrian flow in the sidewalk. Driveway entrances should be outlined attractively with accent paving to give pedestrians clues about entering and exiting vehicles.
- ADA compliant ramps and pavement treatments shall be installed as required and as specified by current ADA standards.



Above: example images of paving patterns, fields, and accents.

Text taken from the Tysons Corner Urban design Guidelines DRAFT (dated October 3, 2011) and is illustrative of the acceptable paving for the Capital One-Tysons East Development. Please refer back to the Tysons Corner Urban design Guidelines DRAFT (dated October 3, 2011) for more information.

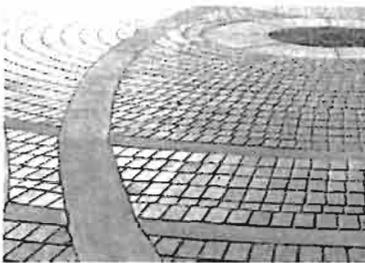
Streetscape Design - Paving



FIELD PAVING - Poured in Place Concrete
 Location: Building Zone, Sidewalk
 Product Description: Poured in Place Concrete
 Color: Cool Grey, Limestone Grey, and Buff (meet Solar Reflective Index of 29 or better)
 Suggested Scoring Patterns: 3' x 3' square or 2' x 3' rectangular London Bond. Creative scoring patterns used to highlight building entrances or other streetscape elements are encouraged.



FIELD PAVING - Unit Pavers
 Location: Landscape amenity panel, sidewalk, building zone.
 Product Description: 2' x 2' x 2" min. precast concrete, stone pavers, or permeable pavers. Must meet ADA, and provide non-slip finish.
 Color: Limestone Grey or Limestone grey with black aggregate (should meet Solar Reflective Index of 29 or better).



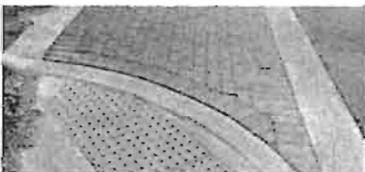
ACCENT PAVING - Small Unit Pavers
 Location: Landscape amenity panel, building zone, Select accents that make up no more than 25% of the streetscape.
 Product Description: Brick, Concrete, Stone, or Permeable Pavers (or unit pavers set in pervious setting bed) with Non-slip finish.
 Color: Cool Grey, Warm Grey, and Buff (should meet Solar Reflective Index of 29 if possible)



Tree Grates
 Location: Landscape amenity panel, building zone (not in sidewalk zones)
 Product Description: Cast iron, or bronze. Set on frame. Grates must be 2 feet minimum clear from any tree trunk.



ADA Accessible Ramp Paving
 Location: ADA Curb Ramps
 Product Description: Pre-cast detectable warning pavers Charcoal grey suggested but color to be determined by project such that ADA requirements are met.



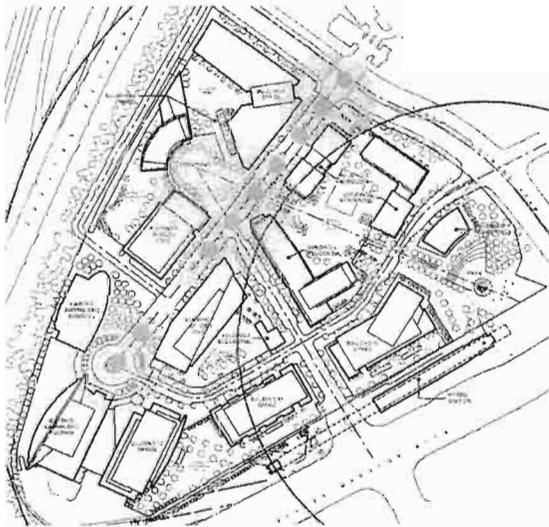
Crosswalk Paving
Masonry Unit Pavers
 Location: Local Street Crosswalks at primary pedestrian zones and mid block crossings.
 Product Description: Pre-cast concrete or stone unit pavers or paver sets.



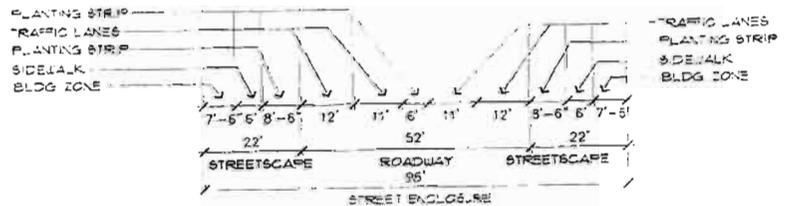
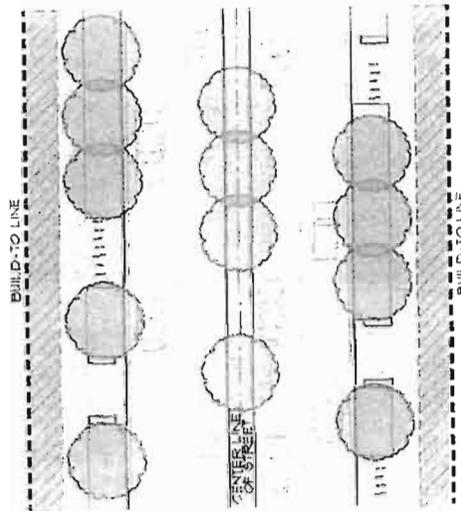
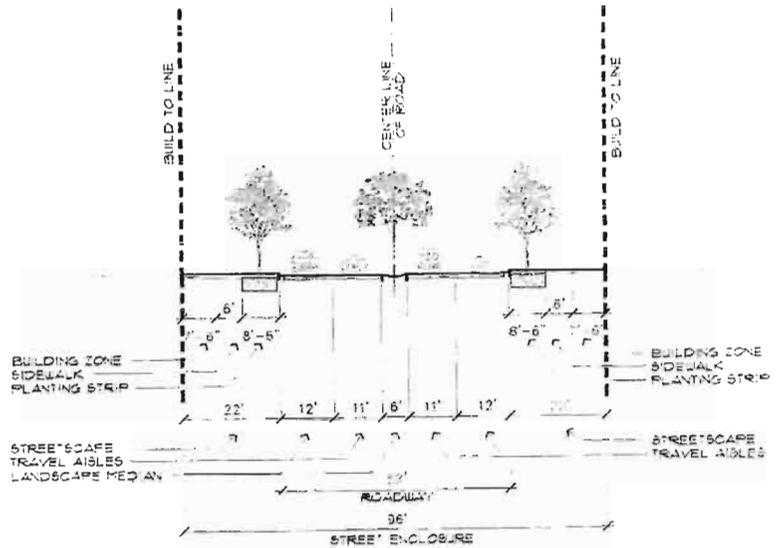
Stamped Concrete (only under review of Architectural Review Board)
 Location: Local Street Crosswalks at primary pedestrian zones and mid block crossings.
 Product Description: Stamped and colored concrete.

Capital One Drive Experience

Intended to be grand in scale and character, Capital One Drive is a divided, straight two-lane road connecting the Scott's Crossing Road campus entrance to the Capital One business district and traffic circle. Five tall buildings flank and frame the drive. Although there will be some retail shopping frontage, the drive functions primarily as a non-retail drive serving pedestrians and vehicles moving to and from workplaces and other destinations within the campus. Deciduous shade trees growing in continuous planting strips shall rhythmically line the roadway and its generously wide sidewalks. A median planted with shrubs and other vegetation runs along the centerline of the drive for its entire length. Curbside parking is provided, as are dedicated peak-hour turn lanes in the more heavily traveled eastern segment. The most publicly activated part of the drive occurs where it traverses the spatially vibrant node created by the hardscaped Civic Plaza, the axial pedestrian pathway linking the plaza to the elevated Common Green and Metro Park, and Old Meadow Road, the campus' primary retail shopping street.

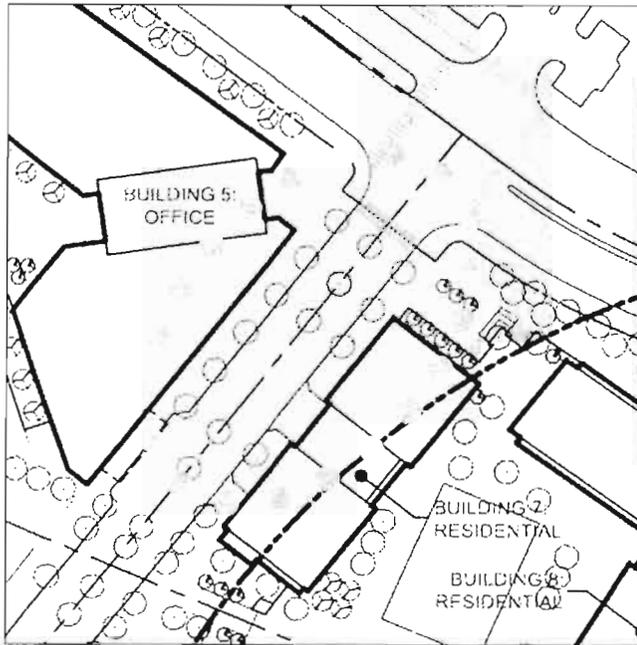


CAPITAL ONE DRIVE EXPERIENCE



Note: Street sections here show general standards for the noted location; final street sections in approved Conceptual Development Plans and Final Development Plans govern approved development.

Capital One Drive Experience: Scott's Run Intersection - Residential + Commercial Districts



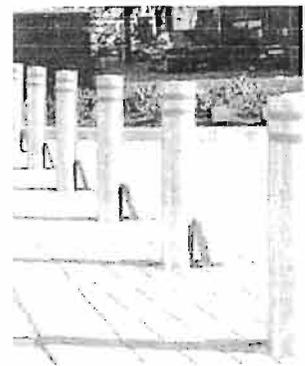
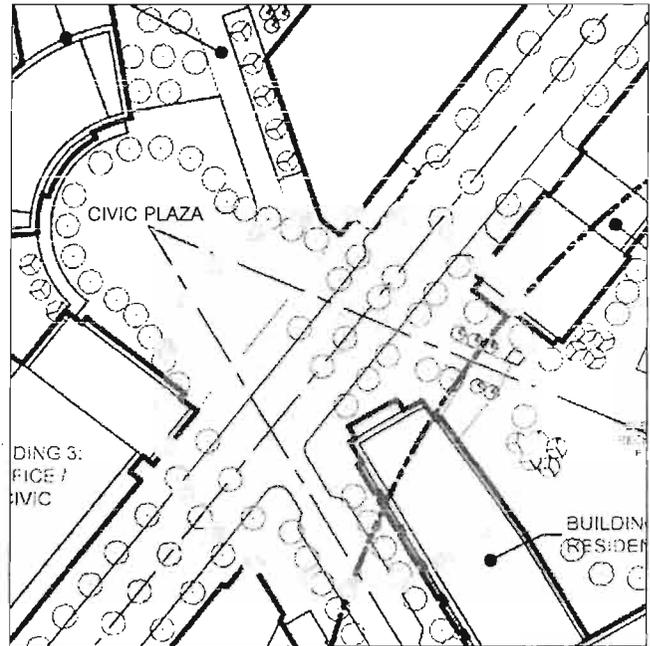
This tree-lined campus entry and arrival portion of Capital One Drive is flanked on the east by a residential building and on the west by an office and hotel building. Hardscaped areas at both corners help enunciate the entry - a campus identification sign could be installed at the northern corner - and serve as transition spaces leading pedestrians to and from adjoining buildings. One or both of these spaces also are potentially suitable locations for installation of fixed, outdoor artwork. Well offset from the intersection, a single curb cut provides vehicular access for the residential building's parking garage, and a lay-by provides a hotel drop-off area on the opposite side of the drive.



Above: Image of the entrance to the Carlyle Development in Alexandria, VA, depicting a material change in the pavement at the crosswalk (giving importance to the pedestrian right-of-way) as well as the planted curbsides and median. The overall goal is to slow cars upon entering the Capital One site and create a very different feel from the large traffic viaducts of Dolly Madison Blvd and Scott's Run Crossing. The change in paving materials and increase in planted material will make the entrance a distinct zone within the Tysons area and frame the view down Capital One Drive towards the original Capital One Headquarters Building.

Capital One Drive Experience: Old Meadow Road Intersection - Civic Plaza

This node will feel like, and be perceived as, the most urban space within the campus. Sidewalks and intersection crosswalks will be paved with materials that visually tie together the ground planes of the node's four distinct components: the drive, the plaza, the axial promenade and Old Meadow Road. Traffic control signals at intersections shall ensure safety both for vehicles and for pedestrians. Street trees and street lighting shall define streets edges and the two organizing axes traversing the node. Bollards, benches, bicycle racks, waste receptacles, street lighting and signs, plus a bus stop, shall be deployed in accordance with applicable plans, and as approved by the CODRB.

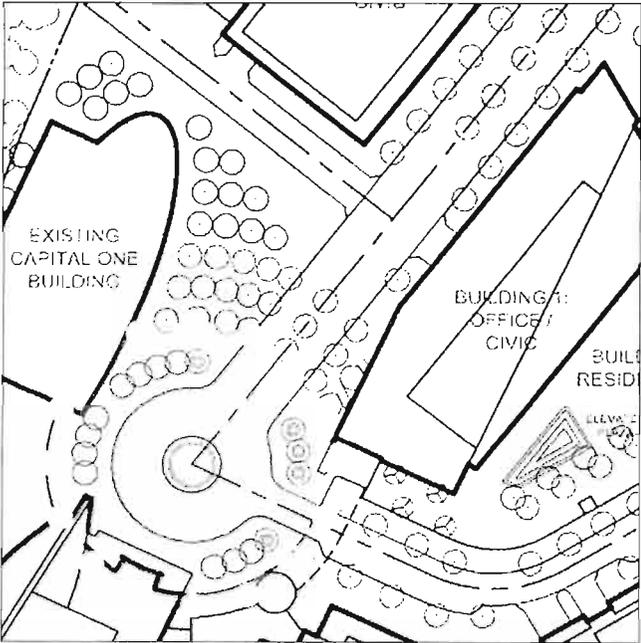


NOTE: The above images are intended for illustrative purposes only and do not represent any finalized design. Descriptive images show an open plan plaza and edge delineation by bollards as well as unique paving and public art. This intersection is one of the main foci of the site and is the intersection of various pathways through this development. Cap One drive and the civic plaza shall be at the same elevation (no curb) to facilitate pedestrian flow and allow plaza activity to seep into surrounding areas. Being on the same level, bollards will need to be used for pedestrian safety and to ensure vehicle access is limited to emergency vehicles only. The plaza paving and/or artwork should also extend into the surrounding streetscape to increase visibility of the plaza activity and encourage pedestrian patronage.

Capital One Drive Experience:

Terminus - Business District

Integral to Capital One's headquarters domain, the traffic circle terminating Capital One Drive shall be developed with roadway paving, sidewalk and crosswalk paving, and planting details around the circle perimeter generally matching Capital One Drive and Springhouse Road details. Also to be deployed around the circle shall be bollards, bicycle racks, waste receptacles, street lighting and signage in accordance with applicable plans, and as approved by the CODRB. Landscaping of the circular island at the center of the circle, similar to the drive's median landscaping, may incorporate a fixed artwork or fountain, along with appropriate nighttime illumination.



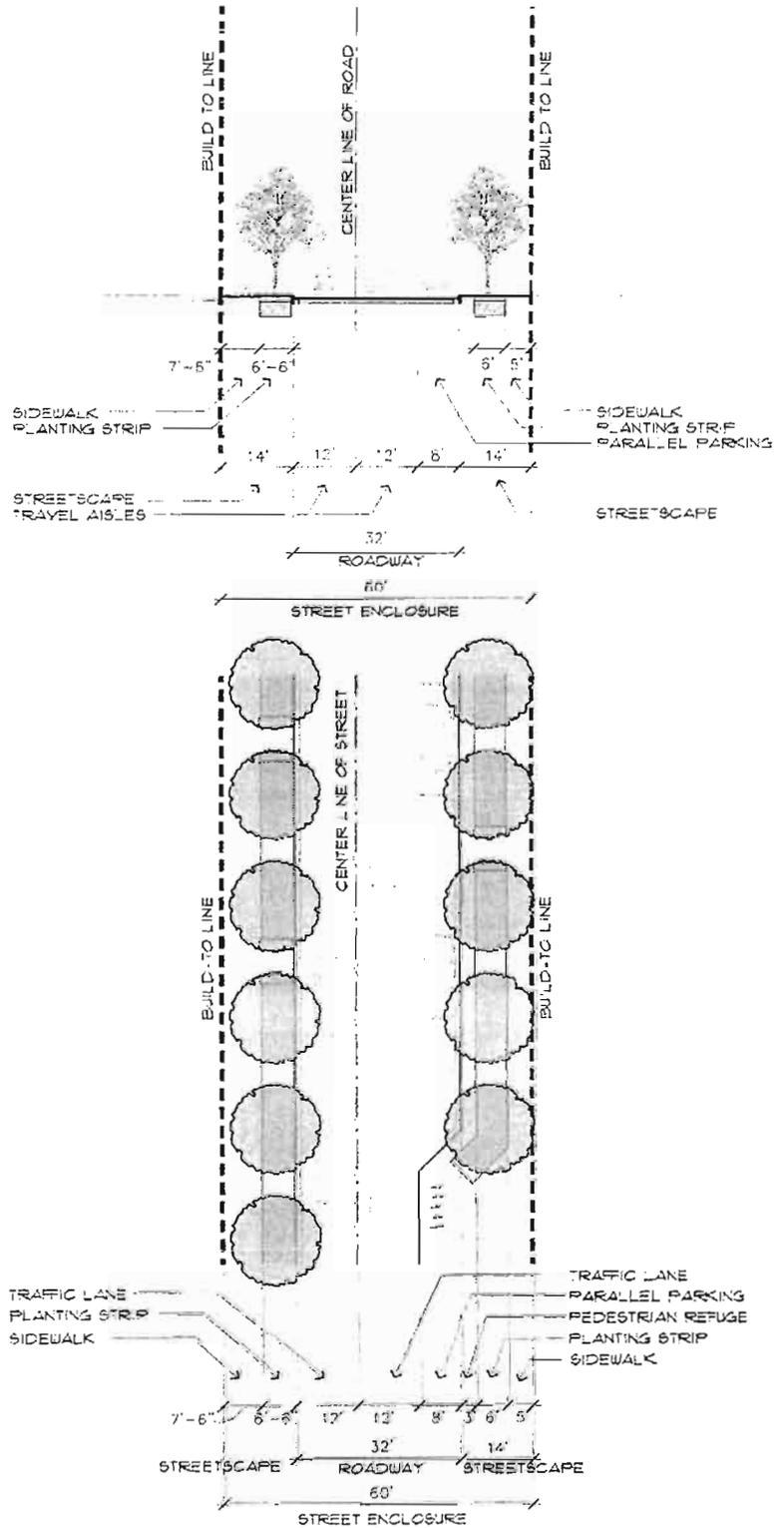
Left, top: Image depicting the corporate park that will occupy much of the existing space in front of the existing Capital One Auditorium. This pocket park (refer to section of guidelines on pocket parks) is to bleed into the streetscape. This designates the roundabout and surrounding commercial structures as a different zone from the rest of Capital One Drive.

Left, bottom: image of an urban traffic circle illustrating the nature of the Capital One Drive circle. Since pedestrian activity is kept to the perimeter of the circle, the circle's center is to be largely ornamental (non-occupied). As such, planting, public artwork, water features, etc. may be used to emphasize the terminus.



Old Springhouse Road Experience

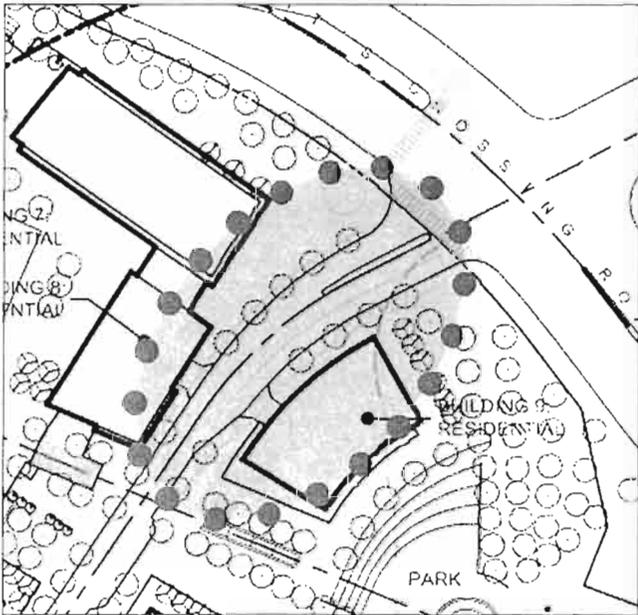
Old Springhouse Road intersects Scott's Crossing Road to create a second northerly entrance to the Capital One campus. Terminating at the Capital One traffic circle and business district, the curving road is narrower than Capital One Drive and more service-oriented. Flanking the road are seven residential and commercial office buildings, including some retail frontage at street level. The road will accommodate cars and trucks moving to and from various buildings within the campus, but it also will serve pedestrians who walk to and from the Metro station, and who live or work within the campus. Deciduous shade trees growing in continuous planting strips rhythmically line the road and its wide sidewalks. Curbside parking is provided. The most publicly animated part of the road occurs where it intersects Pocket Park B and the axial pedestrian pathway linking Metro Park to the elevated Common Green.



Note: Street sections here show general standards for the noted location; final street sections in approved Conceptual Development Plans and Final Development Plans govern approved development.

Old Springhouse Road Experience:

Scott's Run Intersection - Residential District



This campus entry and arrival portion of Old Springhouse Road is flanked on both sides by two tall residential buildings. Mostly softscaped Pocket Park A occupies the north corner of the Scott's Run intersection, and a small hardscaped area framed by trees and ground plane vegetation occupies the south corner. The two landscaped corners help announce the campus roadway entry, and either space is suitable for installation of artwork. Well offset from the intersection, single curb cuts across from each other provide vehicular access for the residential parking garages below each building. Traffic control signals and accentuated crosswalks at the Scott's Run intersection shall ensure safety both for vehicles and for pedestrians. Street trees and planting strips shall define the edges of the roadway and sidewalks, the latter to be used mostly by resident pedestrians. Benches, bicycle racks, waste receptacles, street lighting and signs shall be deployed in accordance with applicable



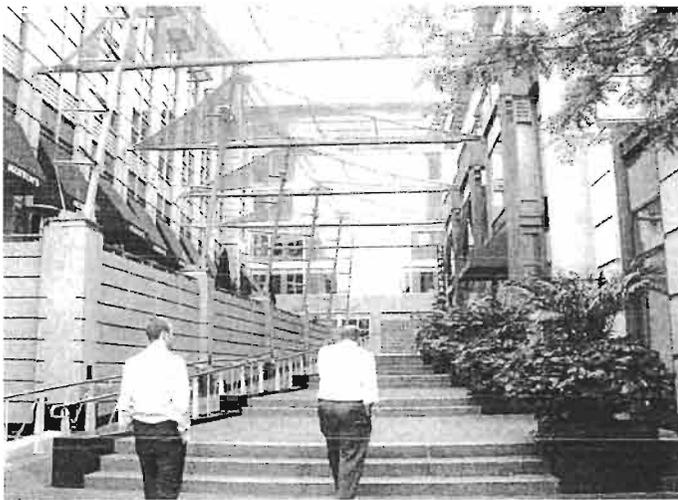
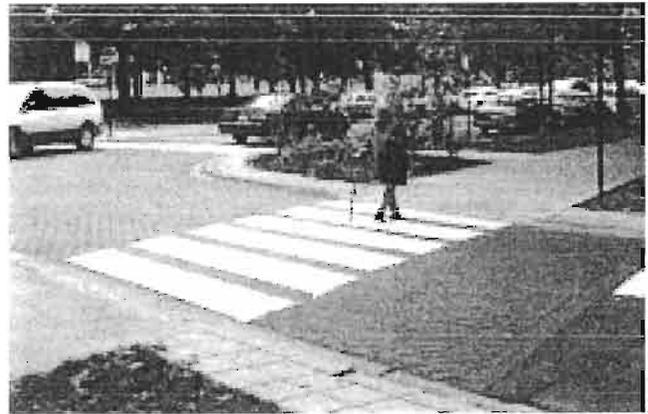
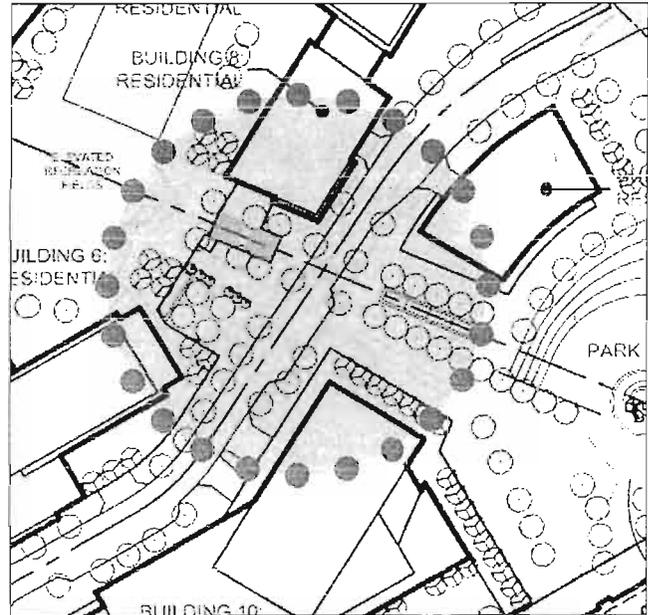
Above images: The residential portion of Old Springhouse Road is more low scale, low-volume than other campus streets. With residential frontage at ground level (see architectural articulation guidelines), less of the setback may be devoted to the public sidewalk and more of it given to the residential frontage or for additional streetscape planting. Allowing residential units to occupy some of the streetscape encourages residents to activate and take ownership of Old Springhouse Road.

Old Springhouse Road Experience:

Mid-Block Crossing - Pedestrian Axis

This spatial node along Old Springhouse Road, like the node along Campus One Drive, will be among the most animated places within the urban campus, given its relationship to the Metro station, Metro Park and the adjacent residential block. At the crossing, the road's sidewalks and crosswalks will be paved with materials visually tying together the ground planes of the node's components: the road, the axial promenade on both sides of the road; and Pocket Park B facing the road and abutting the promenade and promenade stairway leading to the elevated Common Green.

Since the recreation-focused park is situated on top of a parking garage, there is a significant grade change between the streetscape of Old Springhouse Road and the public amenities within the residential block. This poses design and pedestrian way-finding challenges. Effort must be made to enhance the vertical connection between the two spaces so that pedestrians are encouraged to make use of the unique access. Street trees shall line street edges and, along with other vegetation, define the axial promenade traversing the node. The pedestrian axis shall be further reinforced and celebrated by a narrow channel in which water will flow slowly down into Metro Park. Benches, bicycle racks, waste receptacles, street lighting and signs, plus a bus stop, shall be deployed along the road in accordance with applicable plans, and as approved by the CODRB.



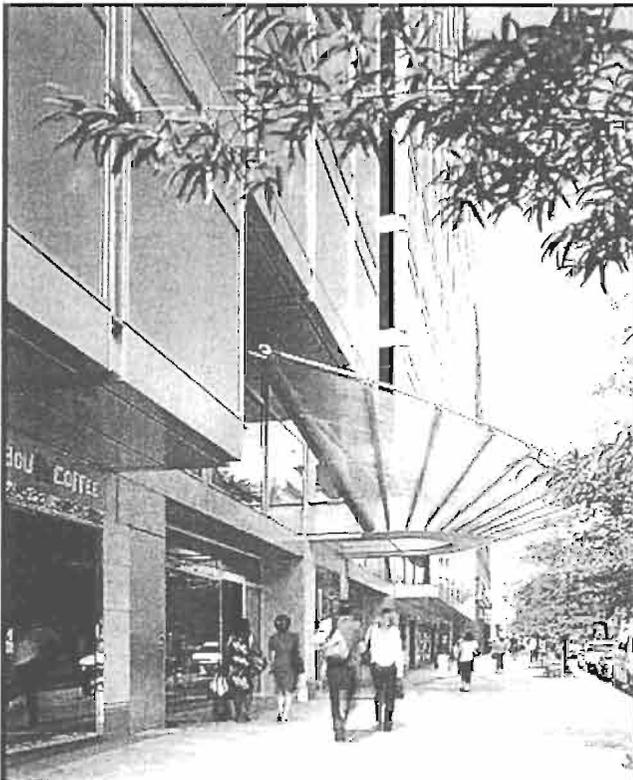
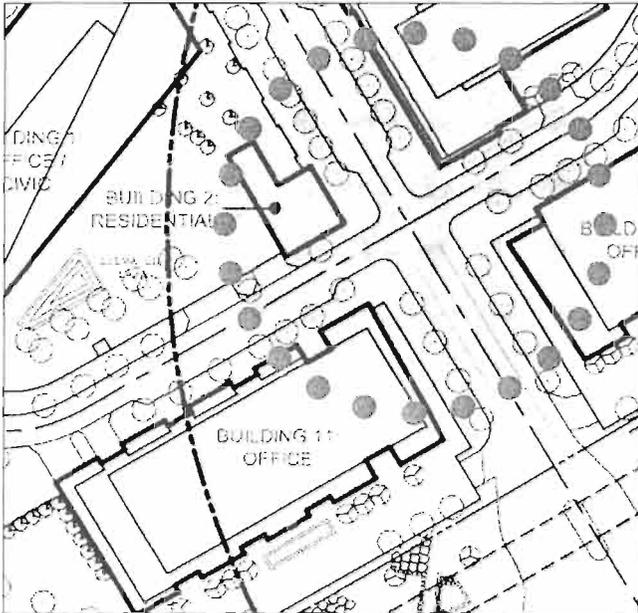
Above Image: As seen in Reston town Center, stairs are lined with special planting beds, lighting, and awning/sculptural elements that create visual interest and draw the visitor through the site.

Right Images: The mid-block crossing spans Old Springhouse Road and is the pedestrian link (along the major pedestrian/view axis) between two of the main open spaces in the master plan. As a mid-block crossing, it is important to have design elements that slow vehicular traffic such as a traffic hump/raised crosswalk and a change in paving materials. The location also has a unique confluence of open spaces, being at the intersection of the recreation park, the common green and one of the pocket parks. Streetscape planting should reflect and accentuate the existing axes and geometries.

Old Springhouse Road Experience:

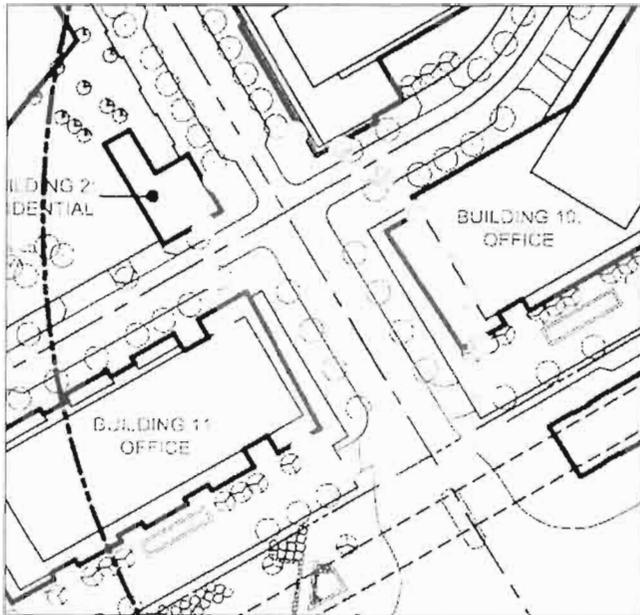
Old Meadow Rd Intersection - Retail + Business Districts

This could be the busiest, most visually vibrant intersection within the Capital One campus. It is the primary point of convergence for most commuters walking to and from Metro, and for vehicles using the Old Meadow Road - Route 123 intersection to access the campus' commercial and residential buildings. Equally important, it is the gateway to the Old Meadow Road retail shopping area. The design and materials of this streetscape node shall be the same as the rest of Old Springhouse Road, as specified above. However, of special importance here are the Architectural Design Guidelines that address: the vertical massing and facade expression of the corners of the four buildings framing the intersection, where all four street-level corners of the intersection are occupied by retail uses; facade composition of multi-level garages facing Old Springhouse Road above the retail level; visibility and legibility of retail signage; storefront colors and illumination along Old Meadow Road; and wayfind-



Above Images: examples of office and retail streetscapes.





Old Meadow Road Experience: VA 123 - Old Springhouse Rd Intersection - Retail + Commercial Districts

After passing under the Metro viaduct, Old Meadow Road is flanked by a pair of tall office buildings atop multi-level garages. Also just beyond the viaduct are curb cuts on each side of the road providing vehicular access for the office building parking garages. This busy road segment leads to the Old Meadow Road - Old Springhouse Road intersection, the primary point of convergence for most commuters walking to and from Metro, and for vehicles using the Old Meadow Road - Route 123 intersection. The design and materials of this activated streetscape segment shall match Old Springhouse Road, as specified above, including wayfinding signage below the viaduct. Of special importance is provision of adequate nighttime lighting below the viaduct (see Edge Conditions).

Since much of the loading for the adjacent blocks crosses the sidewalks close to the site entrance at Dolley Madison Blvd, the design of the streetscape here should focus on pedestrian safety and wayfinding. Signage should clearly indicate to visitors the driveways and their accessibility while every effort must be made to have pedestrian continuity (i.e., continue materials, delineation, etc across driveway entrances). At the corner intersection with Old Springhouse Road, activity (cafe seating, displays, etc) is allowed in the building zone to draw pedestrian traffic and enhance street life.

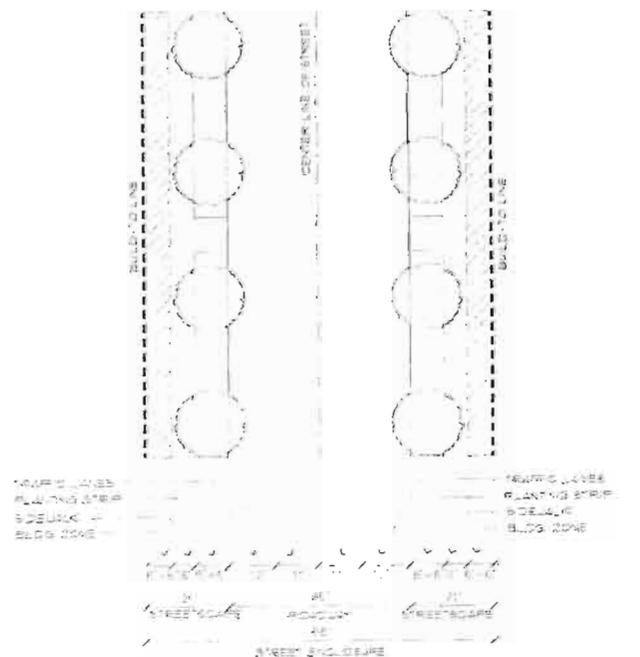
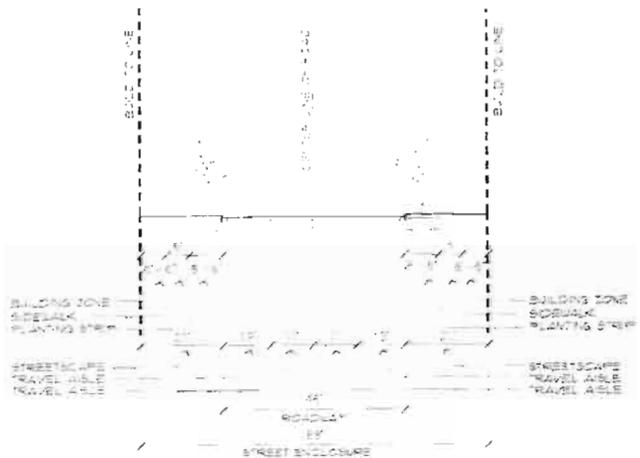


Image: example of service access through the pedestrian right-of-way

Old Meadow Road Experience:
Mid-Block Crossing - Retail + Residential Districts

Old Meadow Road between Old Springhouse Road and Capital One Drive is the Capital One urban campus' primary shopping street. Behind porous, street-level building facades, retail stores and eateries shall continuously line both sides of the street. Fully glazed storefront windows and doors, colorful canopies and awnings, and lighted retail identification and advertising signage shall define the street's pedestrian character. Limbed (high canopy) shade trees growing in continuous planting strips shall rhythmically line the street and its extra wide sidewalks, where restaurants and cafes can deploy outdoor tables and chairs for fair weather dining. Design details concerning paving, planting, street lighting and street furnishings of this activated streetscape segment shall match the other campus streets, as specified above. Pedestrian directional signage shall be provided, and a midblock pedestrian crosswalk shall be built to allow people to cross Old Meadow Road other than at street intersections.

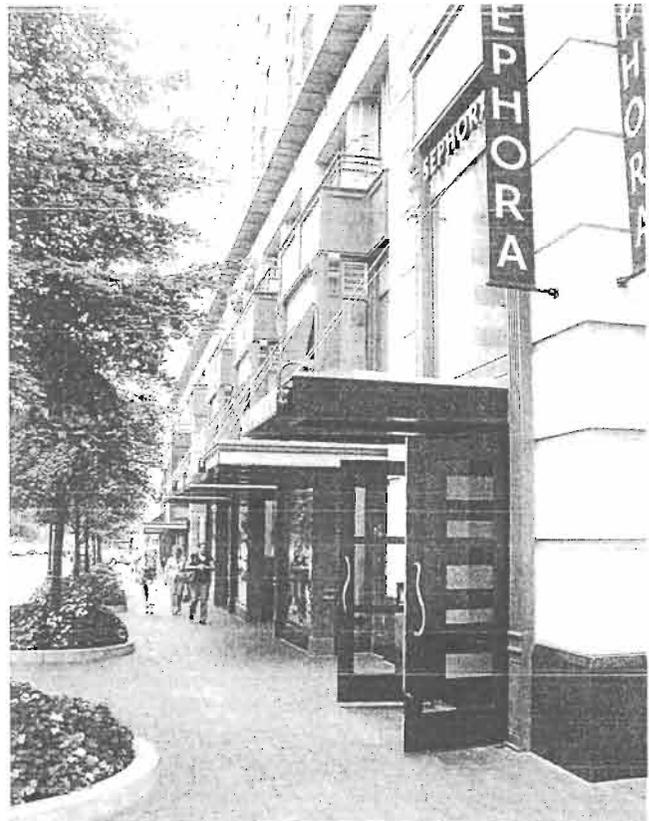
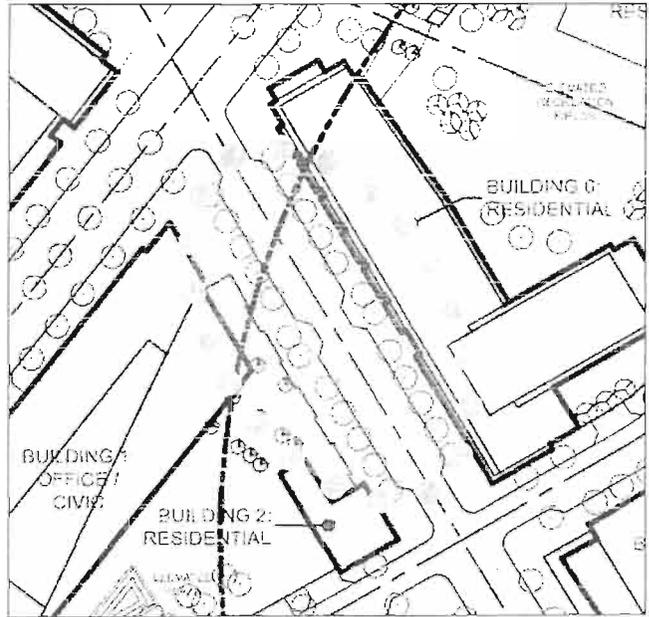


Image Above: Along the retail street portion of Old Meadow Road, significant space is designated for planting. Shade trees should be selected so that visibility of storefronts from passing vehicles is not impinged. Trees should be limbed to create a street canopy, to lower the scale of the street and to slow traffic

Images Left: The mid-block crossing is to be clearly visible to vehicular traffic and may be a raised hump of the same material as the sidewalks. Space should be left between tree boxes/planting beds for temporary vendors.

Edge Conditions - VA 123

Route 123, Dolley Madison Boulevard, is an eight-lane arterial highway, one of the three major regional highways serving Tysons Corner. Every day tens of thousands of motorists using this road will spend many seconds - and several minutes in rush hour congestion - driving by Capital One's campus and seeing the entire, quarter-mile-long southeastern campus edge. Visually prominent along this edge are: the elevated Metrorail line and Metro station that will cast shadows and generate noise; three large office buildings with seven-level parking garages constituting their base; and Scott's Run Stream Valley Park and Metro Park. Also the only vehicular entry into the campus directly from Route 123 is its intersection with Old Meadow Road, which is situated below the Metro viaduct and passes between the two flanking office buildings. Every weekday thousands of Metro riders will experience the campus edge as pedestrians when they go to and from the Metro Station using the Route 123 and Old Meadow Road sidewalks. Consequently, the goal of these edge condition guidelines is to make this edge of the campus attractive.

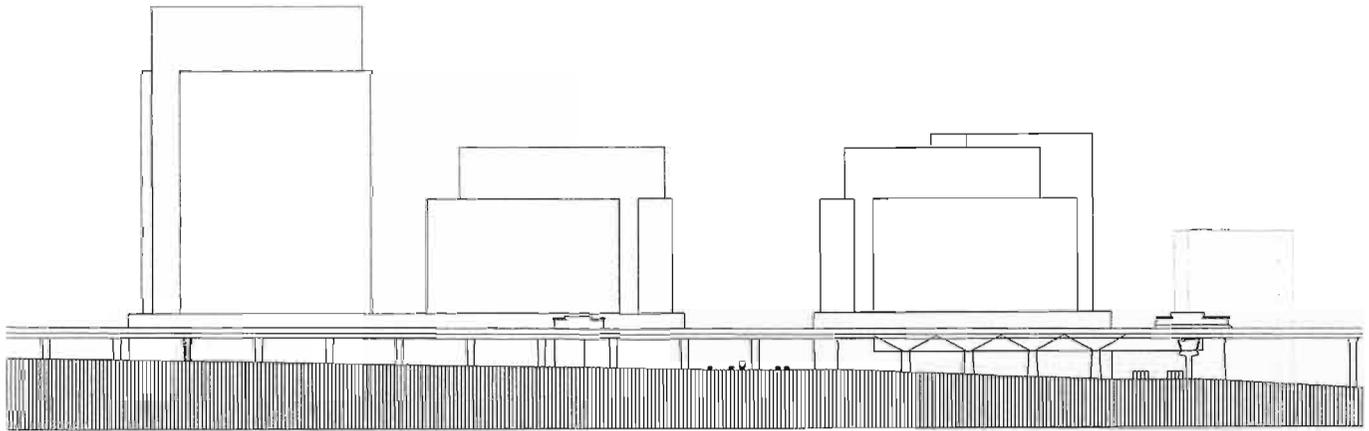
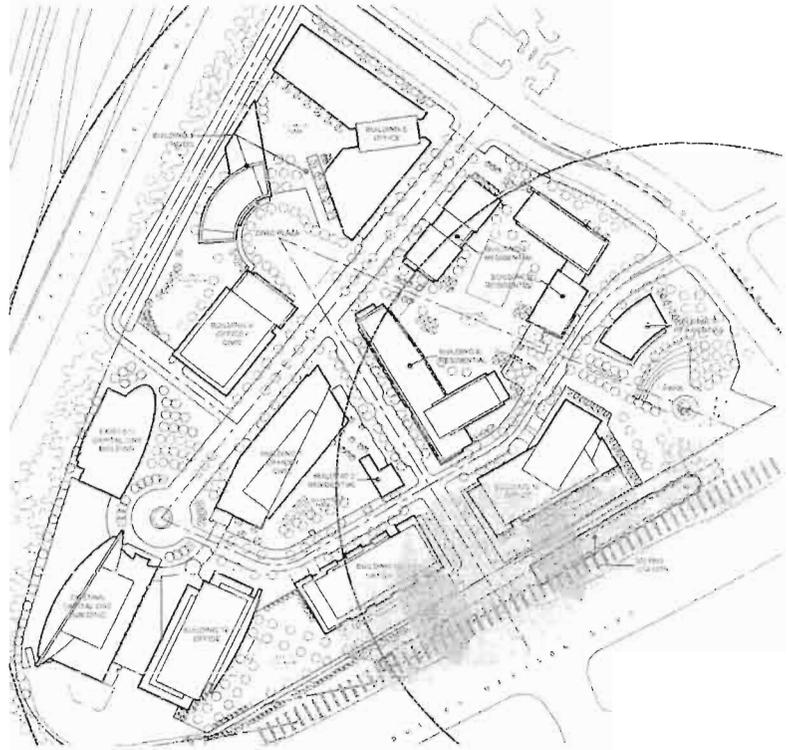
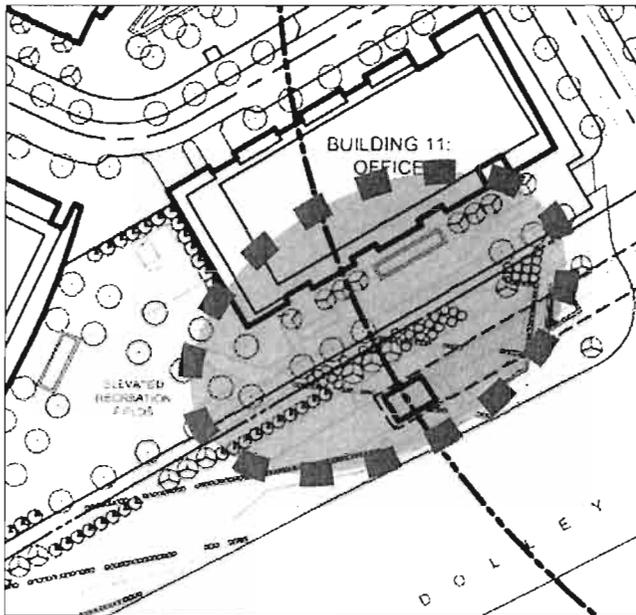


Image Right: Silver Spring, MD elevated METRO crossing over street. The entire Route 123 (Dolley Madison Blvd.) edge of the site is blocked by the elevated METRO line that will be close to at-grade on the SW side and 3 stories in the air on the SE side (refer to elevation).

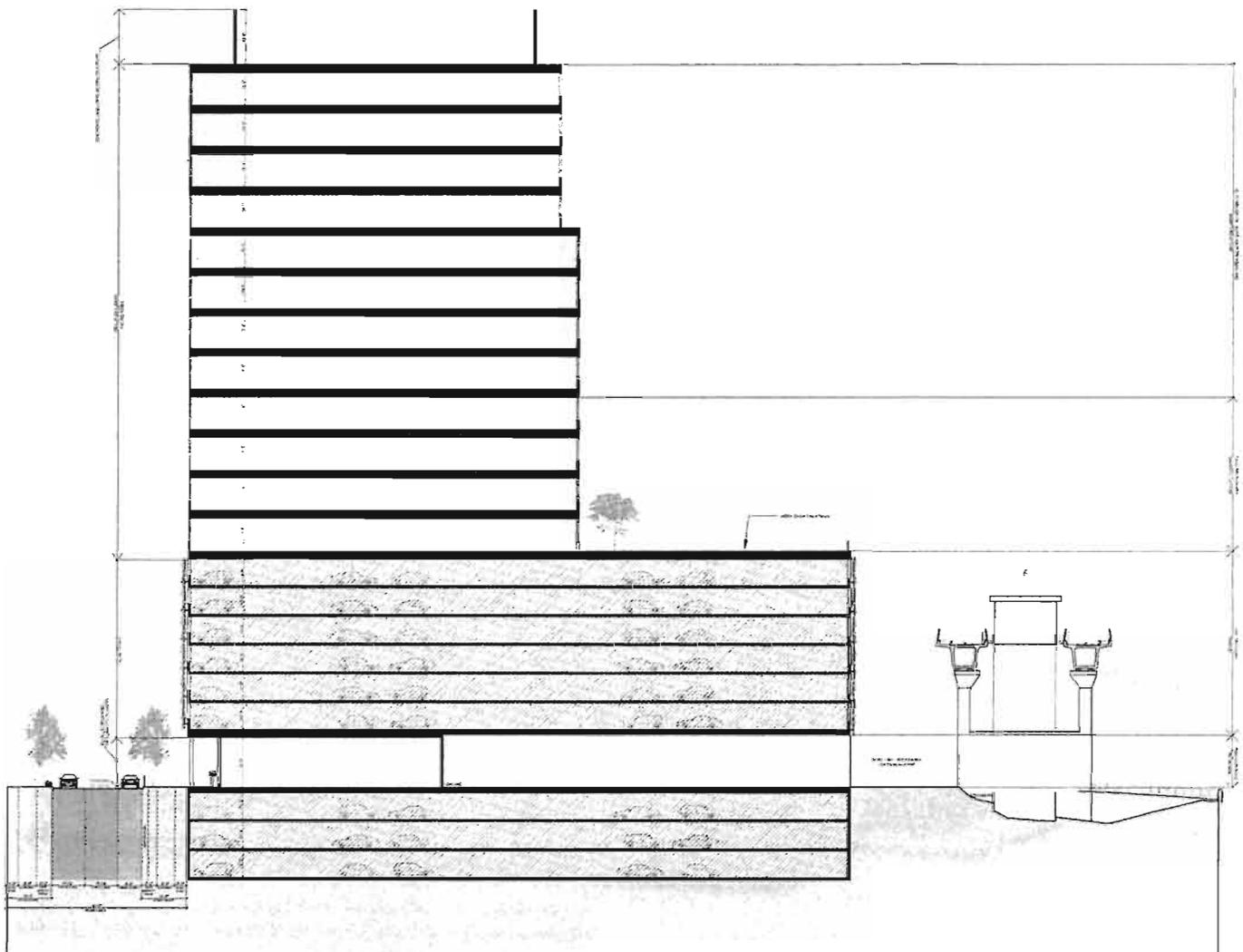


Edge Condition - VA 123:

Business District



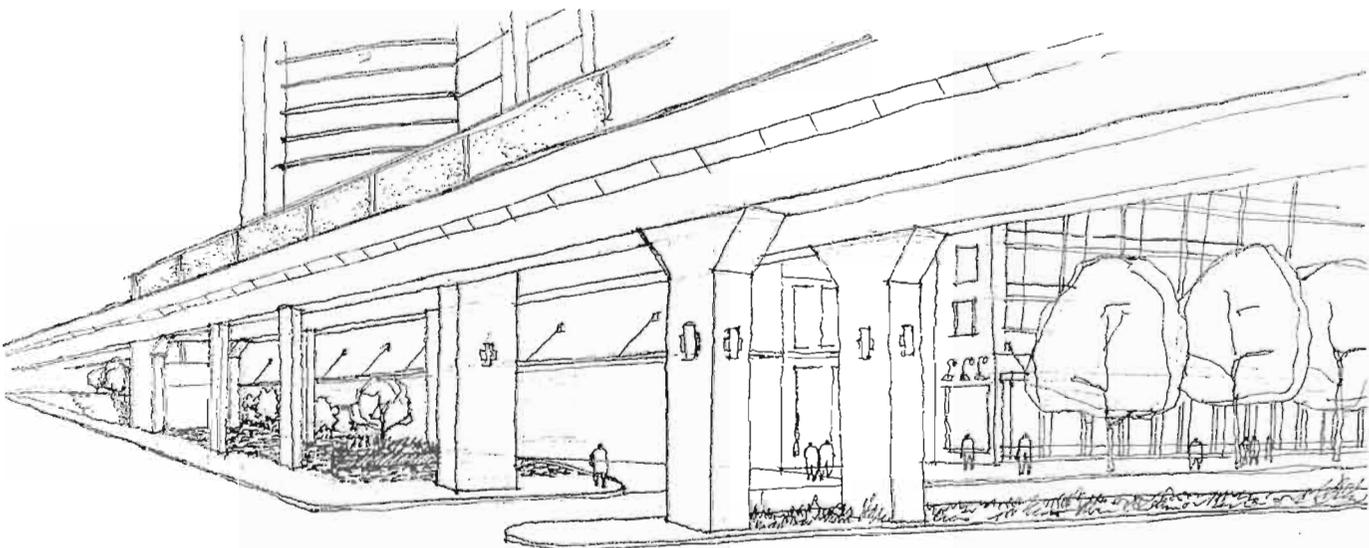
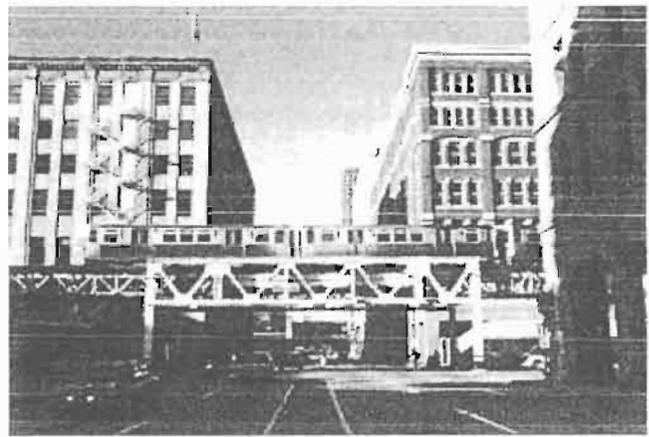
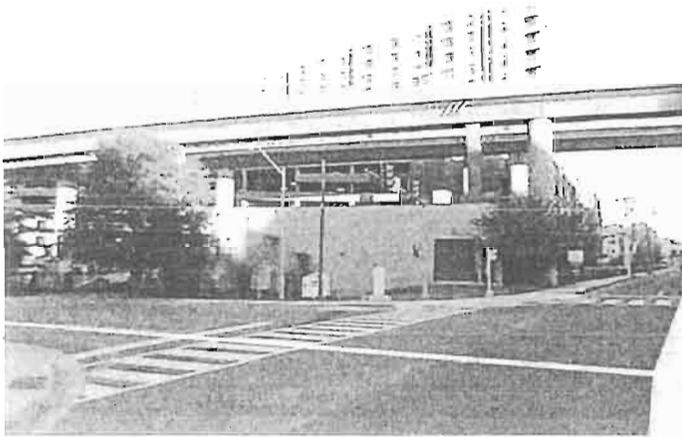
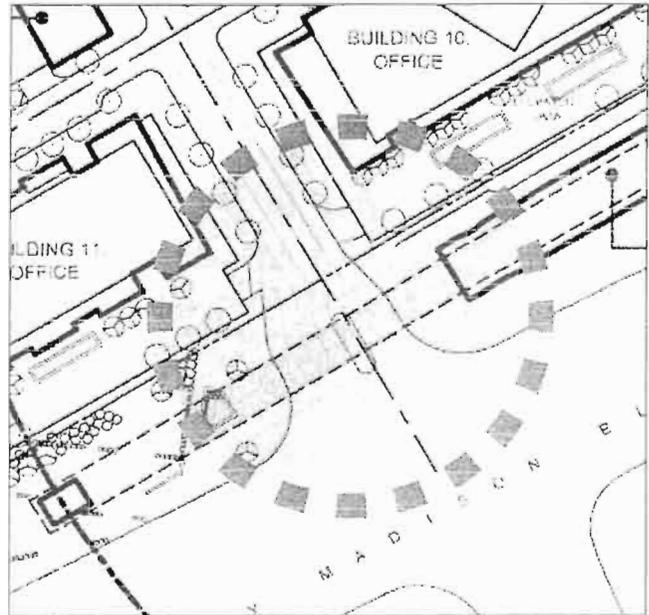
The edge design strategy has two components. One concerns the facades of the multi-level garages comprising the base of the office buildings. The architectural design guidelines call for the facade of each garage to be composed integrally with the entire building facade, in effect artfully disguising the garage and masking parked cars. The other component of the edge design strategy calls for the streetscape to be landscaped as shown on the Conceptual Master Plan and the design guideline drawings. Landscaping shall be comprised of native species of deciduous shade trees, ornamental trees, evergreen trees and shrubs, along with vegetated planting beds. Sidewalks and hardscaped areas shall be constructed with pervious paving. Note that the feasibility of landscaping shown below the Metro viaduct is contingent on the approval of WMATA.



Edge Condition - VA 123:

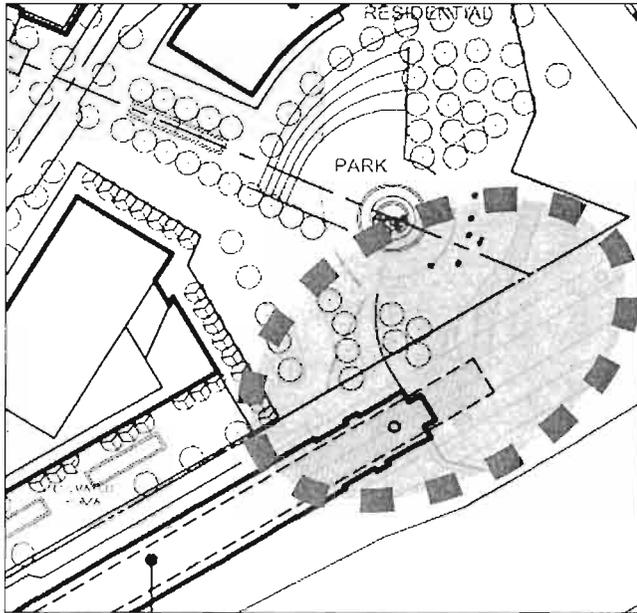
Campus Entrance

Streetscape design guidelines at the Old Meadow Road-Route 123 intersection, which will have traffic control signals, shall match "Route 123 - Business District Edge" design guidelines. A crosswalk, aligned with the Route 123 sidewalk, shall traverse the entry. To ensure good visibility and to enhance safety, ample nighttime lighting shall be installed to illuminate the streetscape, viaduct columns and Metro guideway underside. A low, illuminated Capital One Urban Campus identification sign shall be placed at the entrance, below the Metro viaduct, in a location ensuring sign visibility both for motorists and for pedestrians. Additionally, a vehicular wayfinding sign and a pedestrian orientation sign (see signage design guidelines) shall be placed along Old Meadow Road, west of the two parking garage entries.

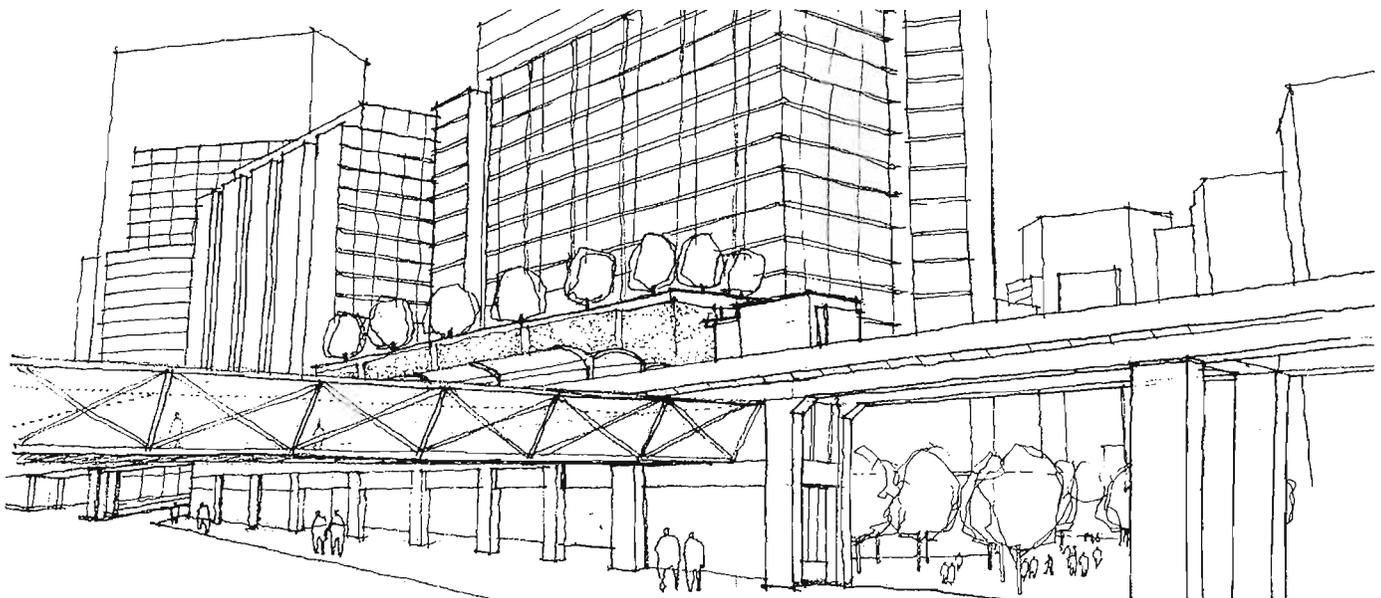


Images Above: The elevated METRO tracks cross over one of the major site entrances cutting it off from natural light and creating an inhospitable environment. Use of public art, lighting, and visual attractions as well as ample signage is extremely important to ensure comfortable use of this entrance by pedestrians and general vehicular traffic.

Edge Condition - VA 123:
Park + Metro



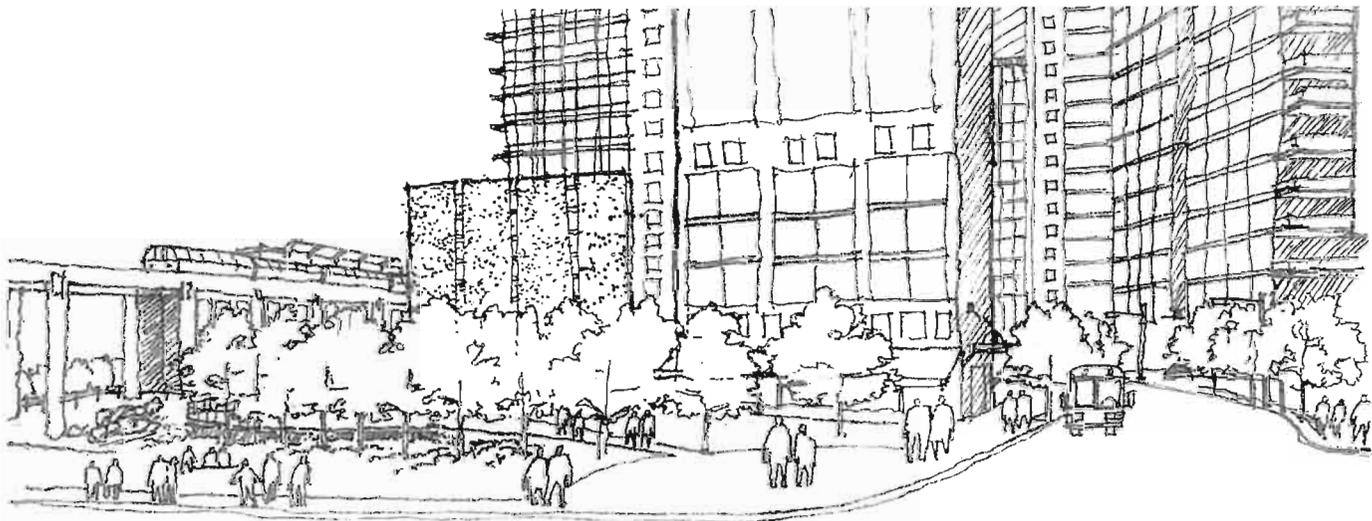
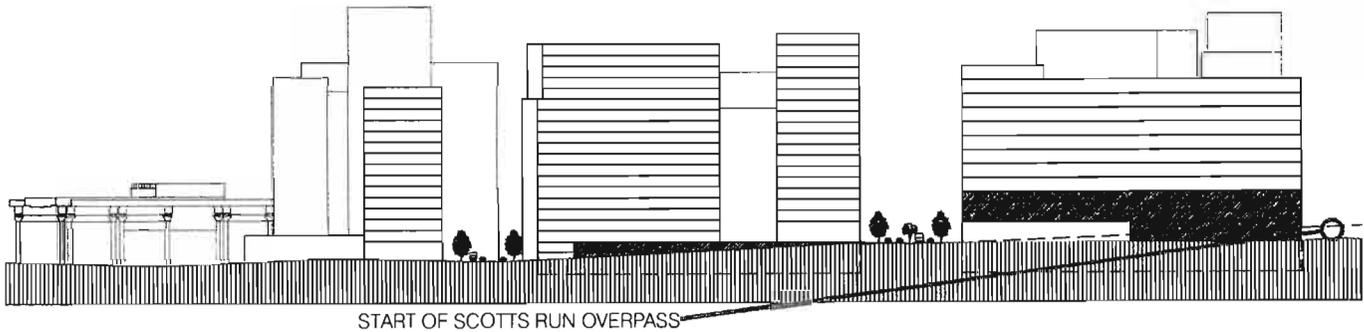
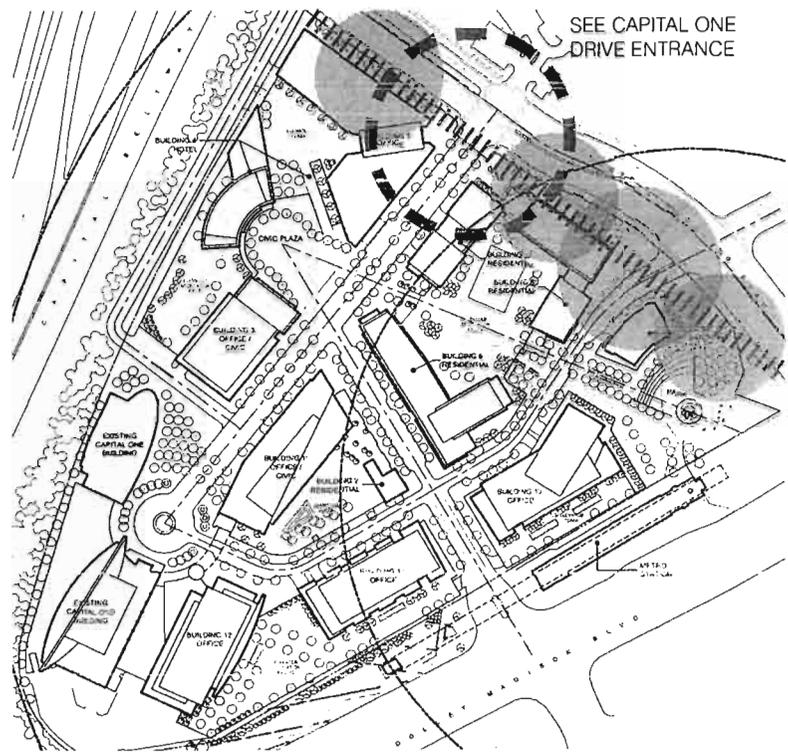
Metro Park edge design guidelines adjacent to Metro Park shall match "Campus Entrance at Route 123" design guidelines pertaining to streetscape landscaping and lighting. An illuminated Capital One Urban Campus identification sign and pedestrian orientation sign (see signage design guidelines) shall be placed at the Metro Park entrance immediately west of the Metro station. Signage, plus hardscaped walkways and landscaping, shall be designed to lead pedestrians toward various destinations: Scott's Run Park and Metropark; Old Springhouse Road; the Common Green and Civic Plaza; Old Meadow Road and retail; and Capital One Headquarters.

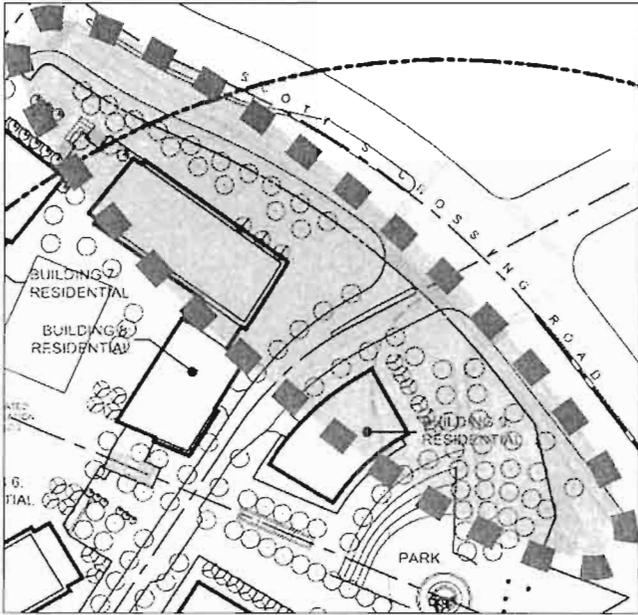


Images above: At the eastern corner of the site, the METRO is elevated at least 30 feet above grade, supported by large concrete piers. The common green (Metro Park) must be designed to still interact with this edge, minimize METRO's impact, and attract attention from Route 123.

Edge Conditions - Scotts Crossing Road

Abutting the Capital One campus northern edge, Scotts Crossing Road will be built as an eight-lane, sub-regional road serving Tysons Corner areas on both sides of I-495. To pass over I-495, the road rises steadily from east to west along the campus edge. Two of the three vehicular entries into the campus, both with traffic control signals, are along this road. As on I-495 and Route 123, drivers using Scott's Crossing Road will pass by and see the campus' entire northern edge, whether or not the campus is their destination. Visually prominent along this edge are Scotts Run Stream Valley Park and Metro Park; three tall residential buildings; and a fourth office and hotel building at the northernmost corner with a parking garage at its base. Each of the two campus entry roads, Old Springhouse Road and Capital One Drive, are flanked and framed by a pair of buildings (see drawing). The Scotts Crossing Road overpass poses an especially unique and challenging condition as it slopes upward above the level of the sidewalk adjacent to three of the four buildings.





Edge Condition - Scotts Crossing Road: Park + Old Springhouse Road Entrance + Residential District

Landscaping shall be comprised of native species of deciduous shade trees, ornamental trees, evergreen trees and shrubs, along with vegetated planting beds, as shown on Open Space and Streetscape plans. The sidewalk and hardscaped areas shall be constructed with pervious paving. A crosswalk aligned with the sidewalk shall traverse the Old Springhouse Road and Capital One Drive entries and medians. A vehicular wayfinding sign and a pedestrian orientation sign (see signage design guidelines) shall be placed on the inbound side of the road entrances. Additionally an illuminated, low Capital One Urban Campus identification sign may be placed adjacent to each road entrance in a location ensuring sign visibility both for motorists and for pedestrians.



Image Above: Scotts Run Crossing has been designed to handle heavy traffic, as it is expected that vehicular movement at the Capital One Drive entrance of the site will be high. The sidewalks and building zone at this portion of the Scotts Run edge are wider than the other sidewalks on the site to accommodate the road curve. This provides ample opportunity for a buffer zone between the vehicular traffic and the pedestrian traffic as well as the adjacent residential buildings. This should be accomplished with heavy use of landscaping and other softscape media to absorb sound and pollution. In addition, there is ample space for signage and wayfinding design elements to announce and direct traffic towards the main site entrance at Capital One Drive.

Image Left: The southern end of Scott's Run Crossing edges the common green park. The street landscaping should therefore reflect the landscaping of the park (see open space guidelines) as well as connect across the street to the Scott's Run linear park. This edge must act as a kind of billboard for the site and reflect the vibrant streetscape of the campus.

Edge Condition - Scotts Crossing Road:

I-495 Flyover + Commercial District

The Commercial Edge/I-495 Flyover design guidelines shall match "Residential Edge Condition" design guidelines pertaining to streetscape landscaping, as shown on Open Space and Streetscape plans. The grade adjacent to Building 5 shall be raised to match the VDOT retaining wall supporting the edge of the Scotts Crossing Road flyover as it ramps up. Entrances shall open onto the streetscape here where possible as the steep grade change intersects with floor levels within Building 5. Owing to the unique juxtaposition of VDOT Jones Branch Crossing R.O.W to Building 5 in this location, the streetscape will be narrower than normally permitted for this road classification (10' building zone with a 12' public R.O.W. streetscape), with the 12' public R.O.W. streetscape continuing across the I-495 bridge.

As a non-preferred alternative, a properly engineered retaining wall faced with durable, high-quality stone, brick or patterned concrete may be constructed along the outer edge of the building zone adjacent to Building 5 to support the edge of the Scotts Run Road flyover as it ramps up. Within and above the space between the retaining wall and the building facade, ample lighting shall be provided to illuminate the retaining wall surface, the sidewalk and the lower portion of the building facade, thus ensuring good visibility day and night and enhancing safety.

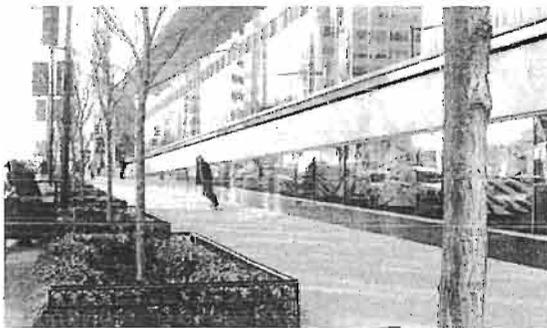
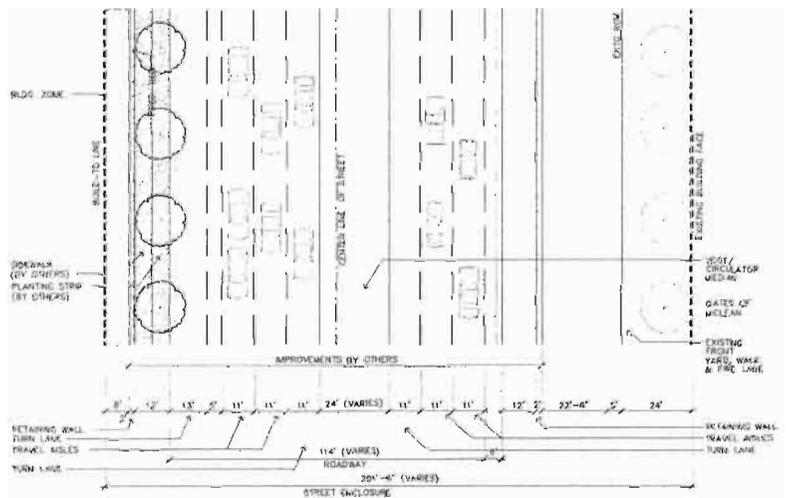
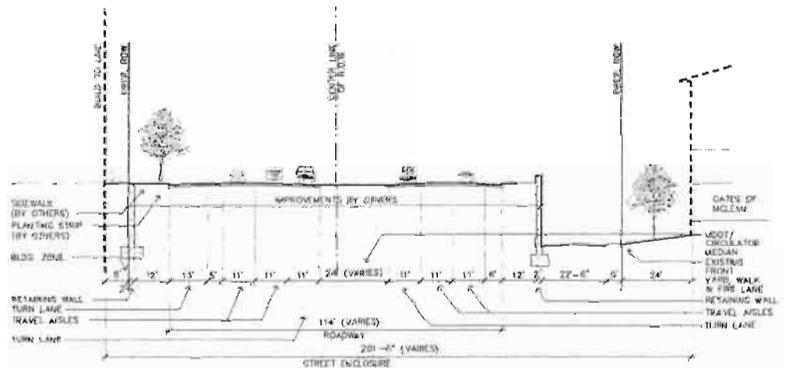
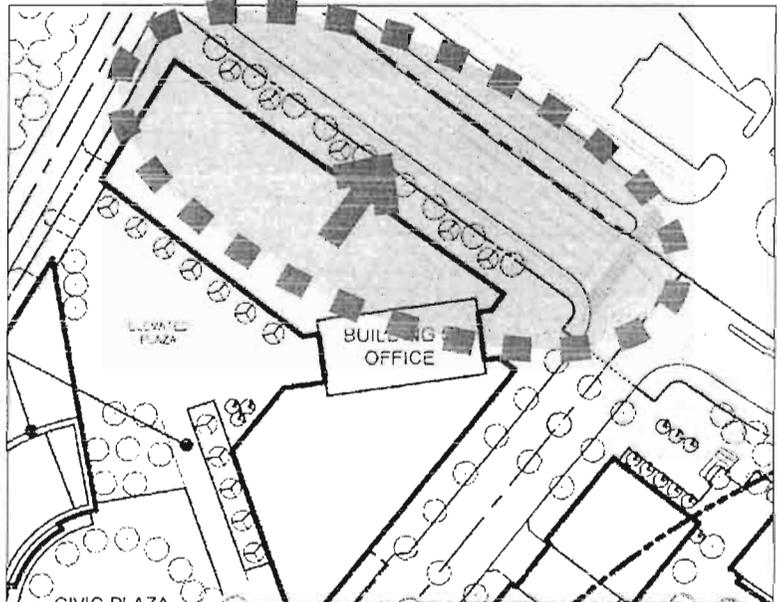


Image Above: Example of streetscape with ramped road adjacent. Building zone grading creates a seamless streetscape, maintaining porosity throughout the length of the building streetfront.

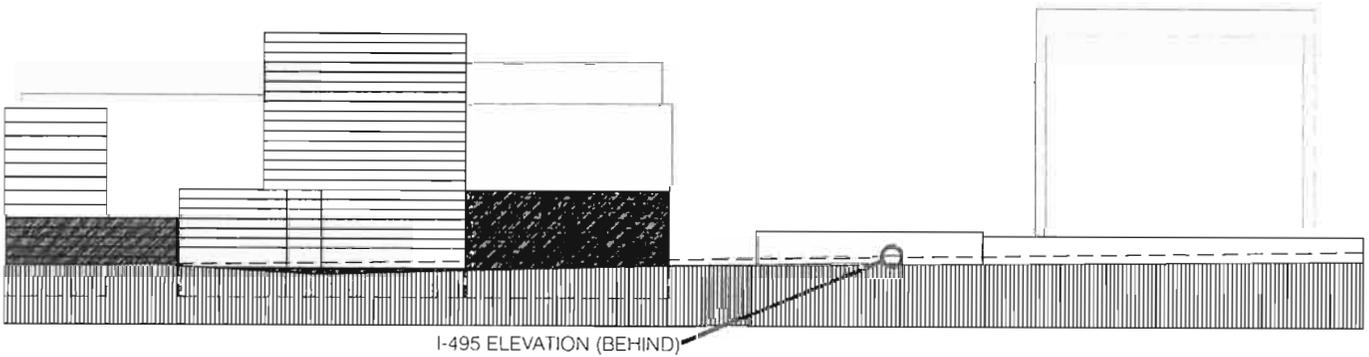


Note: Street sections here show general standards for the noted location; final street sections in approved Conceptual Development Plans and Final Development Plans govern approved development.

Edge Conditions - I-495



The western edge of Capital One's urban campus borders the Capital Beltway, I-495, the Washington metropolitan area's most intensely used and frequently congested highway. Also a national highway carrying interstate traffic, I-495 connects with all three major regional highways serving Tysons Corner. Consequently hundreds of thousands of beltway motorists will drive by Capital One's campus daily, traveling both north and south, and see the entire, quarter-mile-long western campus edge. In addition to Capital One's landmark headquarters building overlooking the beltway at the southern end of the campus, drivers will see three relatively tall office and hotel buildings within the northern campus sector overlooking the beltway. As with other campus buildings, part of the bases of these three buildings will be parking garages. Drivers also may catch a glimpse of the narrow service road to be built along the northern half of the western campus edge. But because the elevation of the beltway is above the ground level of Capital One's campus, beltway views of the campus will consist primarily of architecture and vegetation planted along the edge.



I-495 ELEVATION (BEHIND)

Edge Condition - I-495:

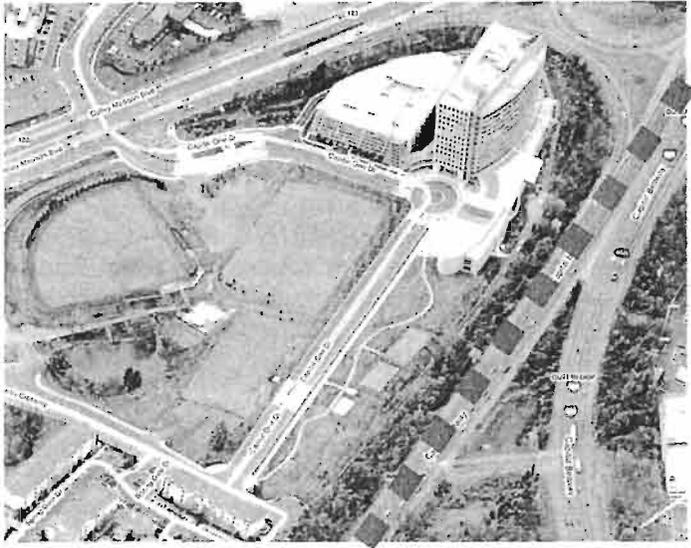
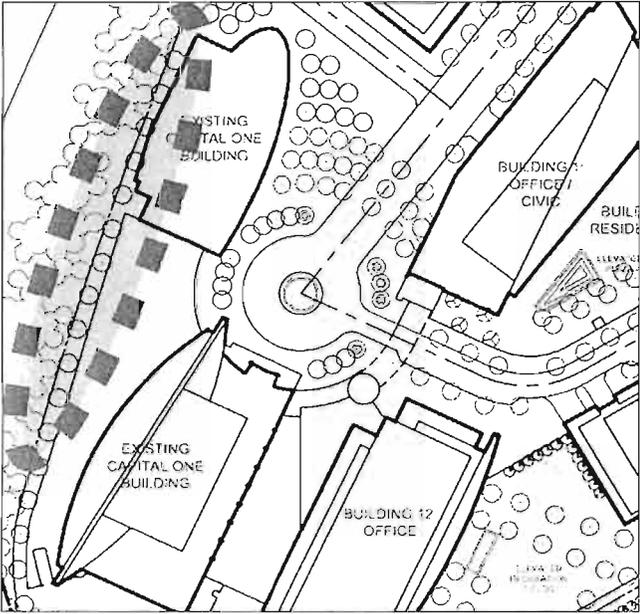
Commercial Edge Condition

The architectural design guidelines apply to buildings adjacent to the beltway. Each building's garage facade must be composed integrally with the entire building facade to artfully disguise the garage and mask parked cars. In addition, trees shall be planted continuously all along the highest grade elevation of the campus I-495 boundary to create a visual screen and, secondarily, to serve as an acoustic buffer. Trees shall be drought-resistant evergreens characterized by dense foliage, native to this region and climate, and well suited for this location adjacent to a busy highway.



Above Image: Freeway adjacent to the Dallas, TX, downtown area shows use of "icon" building types (easily recognizable and attention grabbing at high speeds) as well as the use of landscaping as a buffer.

I-495 - Existing Commercial Edge Condition



Tysons East Site-wide Signage

Statement of Intent

The purpose of these Signage Guidelines is to ensure that the signage throughout the Capital One urban campus development is of a type, size and scale appropriate to its location on and around the individual buildings and site. The guidelines intend to provide aesthetic order by requiring consistency in signage placement and arrangement, which reinforces neighborhood character. Coordinated color schemes, suitable shapes and sizes, and appropriate lighting create a pleasant and cohesive environment. Well designed signage will inform and guide visitors and users throughout the campus.

These guidelines identify and describe exact conditions, sizes, and types of signage. All signage must comply with these guidelines and applicable Fairfax County Zoning Ordinance sign requirements, including, if applicable, a county-approved Comprehensive Sign Plan (CSP).



Above Images: Thoughtful sign placement and arrangement enrich the urban community. Integrated signage and coordinated color schemes enhance neighborhood character.

General Signage Design Guidelines

All signs shall meet the following general guidelines:

A. Size (Sign Measurements)

The Fairfax County Zoning Ordinance, Article 12-105 Sign Measurements, regulates the size of individual signs. It states:

"The area of a sign shall mean and shall be computed as the entire area within a continuous rectilinear perimeter of not more than eight straight lines enclosing the extreme limits of writing, representation, emblems or a figure of similar character together with all material, color or lighting forming an integral part of the display or used to differentiate the sign from the background against which it is placed."

B. Materials

Sign materials shall complement the exterior architectural materials of the individual building, streetscape or landscape.

C. Colors

Sign colors shall harmonize with or complement building design and colors. Retail signs may be more colorful in order to increase visibility and recognition.

D. Lighting

Building Mounted Signs shall be internally illuminated or 'halo' illuminated. Any lighting of relief letter signs shall light the face of the building so as to 'back light' the message. Where such illumination is not possible or appropriate, the Capital One Design Review Board (CODRB) may approve external illumination. Any such external light fixtures must be permanently mounted and the light source directed so as to prevent glare or excessive brightness.

For all illuminated signage, the CODRB may require the applicant, tenant, or building owner to reduce the intensity of sign illumination if the CODRB determines that the signage is too bright or produces excessive glare. Illuminated signs shall not disturb nearby uses, particularly residential uses.

Lighting fixture styles shall complement the architectural style of the building.

Building mounted sign conduits, raceways, transformers, and junction boxes, etc., shall be concealed or painted so as to make them inconspicuous.

High-pressure sodium (yellow-orange) lighting is prohibited.

Ground mounted lighting of signs is not permitted, but such lighting used to illuminate building facades may be permitted where appropriate, and where it does not produce unwanted glare or obstruct pedestrian movement.

In all cases, designs should endeavor to specify high-efficiency and sustainable lamps and fixtures wherever possible.

E. Messages and Nomenclature

Sign text shall be appropriate to the purpose of the sign, such as primary project and building identification and primary tenant signs. Text shall be simply stated. Window and other pedestrian oriented signs may have more message content. Signs shall be limited to identifying or advertising the property, the individual enterprises, the products, services or the entertainment available on the same property where the sign is located.

F. Letter Style and Size

Lettering shall convey a message with clarity and complement adjacent signs and the project's overall design. Lettering style should be simple and straightforward, with the letter size on signs scaled to be legible to pedestrians and motorists most likely to see the signs.

G. Sign Location

Sign Location Plans show designated locations of gateway project identification, building mounted primary tenant identification, vehicular directionals, pedestrian wayfinding signage and retail signage.

Freestanding signs shall be located so as to not obstruct driver visibility or limit vehicular sight distance, and shall have a low profile with landscaping provided around the base.



Above Image: Colorful awnings and simple branding statements enliven storefronts.

Types of Signs

A. Primary Project Identification, Gateway

Major gateway signs will serve to enhance the project's image and identity. The sign areas should incorporate both landscaping and lighting elements, setting the tone for the remaining public signs in terms of color, materials, and architectural style.

Major gateway signs are at the primary entry drive on Route 123 and Old Meadow Road; at the pedestrian entrance on the west side of the Metro station; and near the Capital One Conference Center. The gateway signs shall reflect the district's architectural character and shall be constructed of high quality materials such as masonry, stone, or metal subject to the approval of the CODRB.

B. Primary Building Identification, Freestanding

Signs that identify specific buildings within the development shall be placed at or near their main entry points. Generally, there shall no more than one (1) such sign for each building.

A freestanding, or monument style, building identification pylon sign should be designed to be an integral part of the site landscaping, of similar style and materials as either the gateway signs or the architecture of the building. External light fixtures for freestanding monument signs shall be concealed or screened by landscaping. High-pressure sodium (yellow orange) lighting is prohibited. The sign should be located so that it serves to guide and orient pedestrian and vehicular traffic going to the building.

For a single building, a freestanding identification sign at the building's main entrance may be permitted if it meets the following criteria:

(1). The sign message shall be limited to the name of the building and/or the individual enterprises located therein; the address; trademark or identifying symbol; or any combination thereof.

(2). A freestanding sign shall not exceed twenty (20) square feet in area or eight (8) feet in height.

(3). Freestanding signs shall not project beyond any property line or be within five (5) feet of the curb line of a service drive, travel lane or adjoining street. When located on a corner lot, a freestanding sign shall be subject to the provisions of Fairfax County Zoning Ordinance, Section 2-505, Use Limitations on Corner Lots.



Above Image: Gateway signs should incorporate both landscaping and lighting elements.

C. Tenant Identification, Building Mounted

(1). Primary Tenant or 'Signature' User Sign

Generally, one building Primary Tenant or 'Signature' User sign is permitted on the top facade portion of any one building. A second, either identical or different 'Signature' User sign may be permitted on the top facade portion of the building at the discretion of the CODRB. This second sign should be located on the opposite side of the building so that both signs are not visible at the same time. If the signs are on adjacent sides, they should be as far apart as possible.

A sign may be mounted flat against a rooftop penthouse wall or rooftop-screening wall that is an integral architectural element of the building through the continuation of materials, color, and design exhibited by the main portion of the building. No part of the sign shall extend above or beyond the perimeter of the penthouse wall or screening wall to which it is attached or project outward from the penthouse wall or screening wall.

Primary Tenant or "Signature" User signs shall consist of individual, pin-mounted letters (illuminated or non-illuminated). Letters mounted on raceways or 'box-type' signs are permitted only with approval by the CODRB.

In general, Primary Tenant signs may have letter or logo heights of up to 36 inches. The CODRB may allow larger letter or logo sizes depending on the sign's length, design, color, location, visibility and location. A maximum area of 200 square feet per sign is permitted.

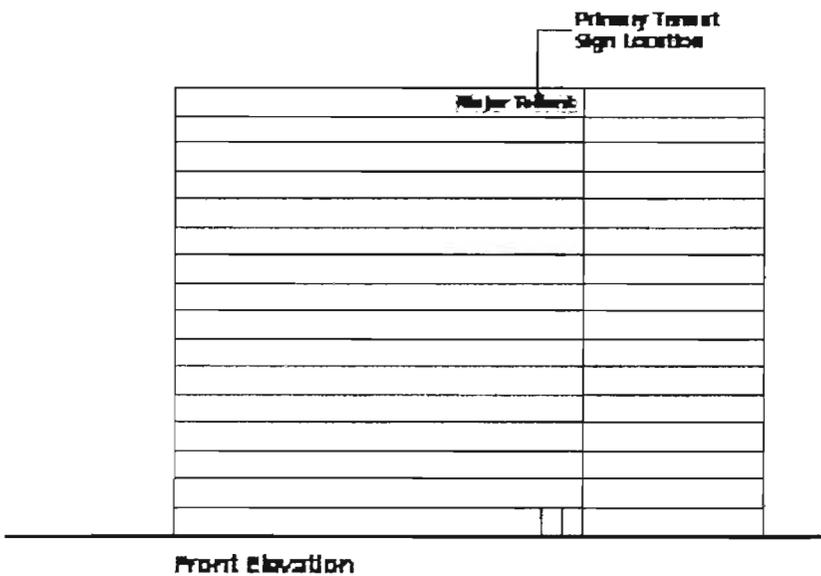
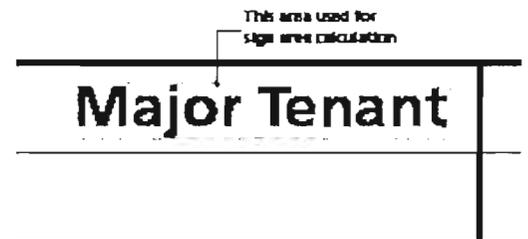
(2). Secondary or Office Tenant Sign

Before individual Office Tenant signs can be approved, the building owner or manager shall submit a comprehensive tenant signage system for the building to the CODRB for review and approval. Generally, no more than one identification sign per tenant is permitted unless specifically approved by the CODRB.

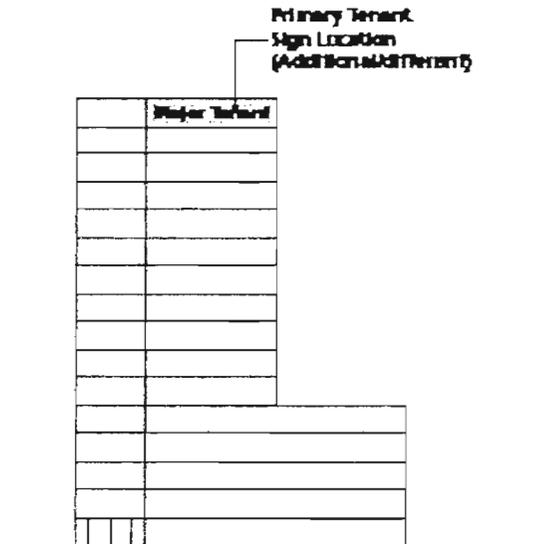
Tenant signs other than the building Primary Tenant or 'Signature' User signs are generally permitted only on the first level or ground level of a building. At the discretion of the CODRB, tenant signs may be allowed on the second level of a building in cases where a suitable signage area has been provided as part of the architectural design and where visibility of the sign is a significant issue.

The style and height of the letters should be standardized and should relate to the size of the area to which the sign will be attached. Generally, a height of 8 to 14 inches is appropriate. The CODRB may approve signs or logos with larger letters or characters depending upon factors such as the sign's overall length, height, location, visibility, color, illumination, etc.

First level window signs may be permitted depending upon their size or location. Signage is prohibited in windows above the first level of the building.



Front Elevation



Side Elevation

D. Retail Tenant Signs

An effective retail sign package should consist of several levels of signs, used in combination. These sign styles could include wall-mounted signs, pin mounted letters, awnings, projecting signs, blade signs, interior signage, window applied graphics and digital signs. Tenants should take maximum advantage of store logos, specialty letter styles, and graphics enhancements. Tenant signs shall be designed for integration with the architectural character of the storefront elements.

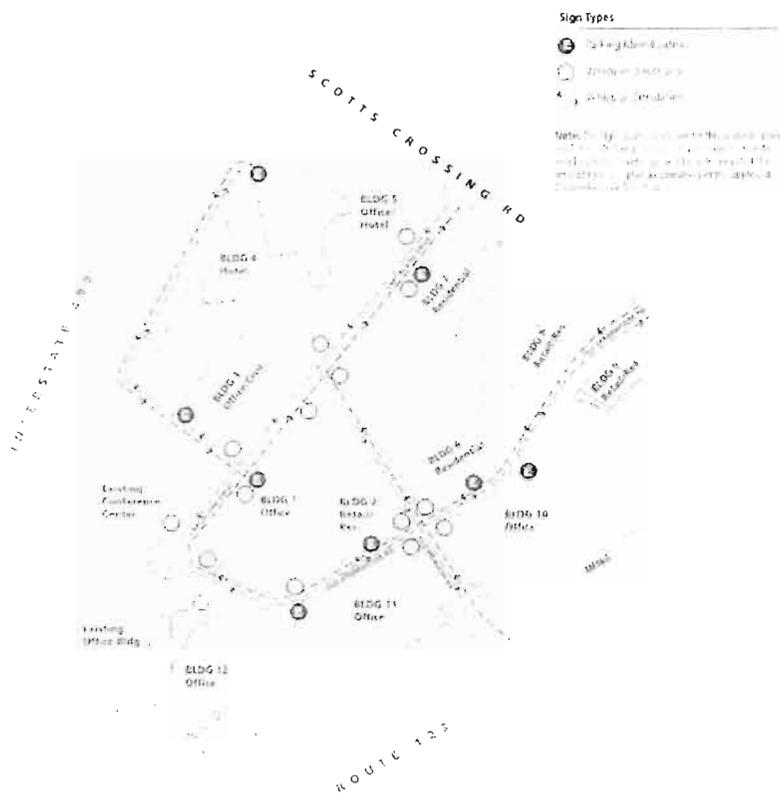
Creative uniquely designed signs and storefronts are encouraged to provide color and interest to the streetscape. Wall mounted letters/logos are permitted on the fascia above the storefront or on a signage bulkhead designed to be part of the overall storefront design. Signs are also permitted on glass display windows. The length of the sign and the height of the letters must be appropriate to the size of the area where the sign is to be mounted and the general size of the storefront. Internally illuminated sign "boxes" are prohibited.

Placement of retail tenant signs shall not be permitted higher than the fascia above the first floor level of the building exterior, unless the building includes a multi-floor interior retail tenant. In this case, retail tenant signage may be permitted on the exterior of the building in locations corresponding to the interior retail floors, providing that the exterior retail tenant signs are not located above 35 feet. Acceptable sign sizes will be determined by a CODRB approved Comprehensive Sign Plan for individual buildings.

Projecting signs and/or awnings are encouraged. Awning colors and graphics shall not only complement the architectural character of the façade, but also provide contrast between individual shop fronts. Graphics and lettering on awnings and canopies shall be approved by the CODRB per the approved Comprehensive Sign Plan. Multiple or repetitive awning signage, logos, and/or advertising are generally not permitted.

Window signs and graphics shall be consistent with other retail signage applications. These signs can be applied directly to the inside face of the window. They are primarily intended to provide additional information to the pedestrian and to complement the overall window display. Window signs shall not exceed more than 20% of the window area and shall be permanent in nature.





E. Parking Structure Identification

A maximum of one (1) sign is permitted at each public vehicular entry location, and, shall be placed directly above the vehicular entry. The maximum size of a parking structure identification sign shall be 20 square feet.

F. Directional Signs

Specifically designed directional signs shall be placed along the three streets to direct motorists, pedestrians and bicyclists to key destinations. A graphically unified system of directional signs within the project is required.

Directional Signs shall include standardized messages such as: building names and address numbers; "entrance and exit;" "parking;" "hotel;" "civic plaza;" "Metropark;" "Metro Station;" "Route 123;" "Scott's Crossing;" and other destinations. They have no message other than the type of wording listed above, and the message may contain an arrow.

Directional signs with specific retail or office tenant names, and mixed message directional signs that contain Standardized Directional Speech are discouraged. No commercial symbols or logotypes will be permitted.

Colors, shapes and styles used for directional signs shall be standardized within the Capital One Development Plan. The use of simple letterforms and graphic symbols is strongly encouraged.



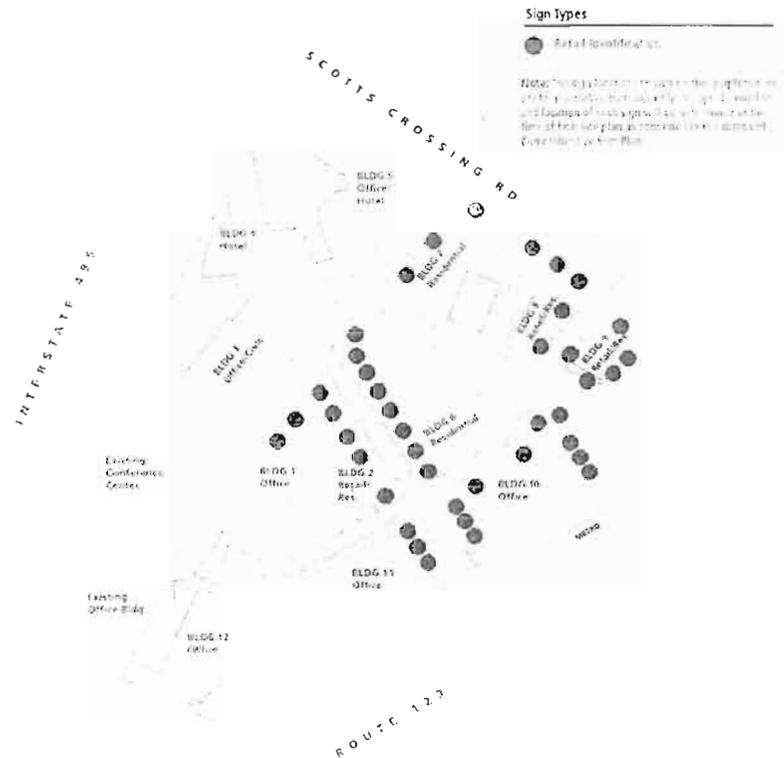
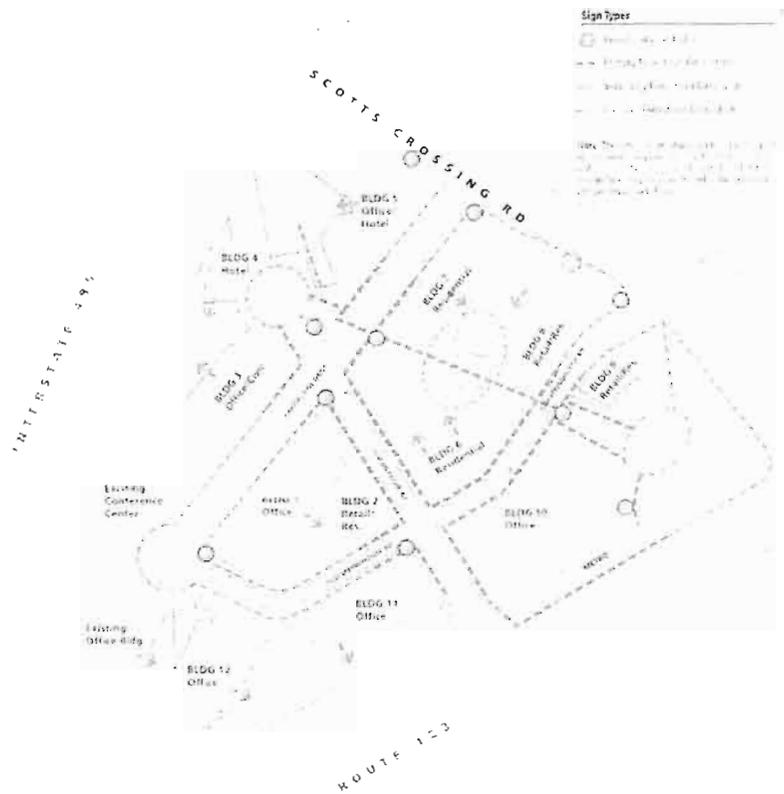
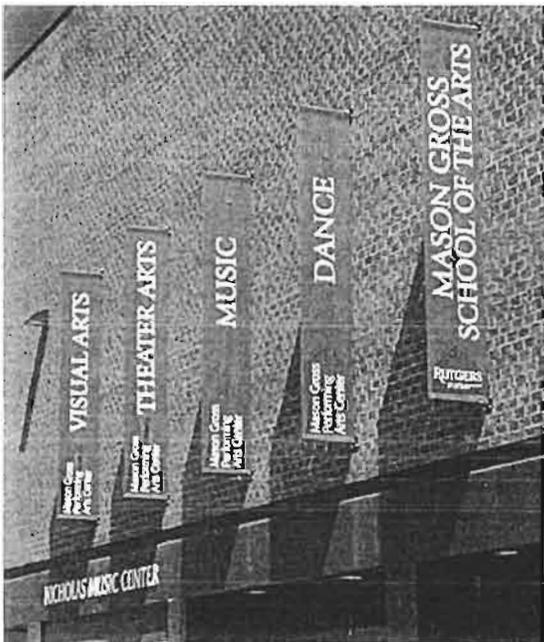
G. Banners, Decorative Panels and other Graphic Treatments

Other types of signs, such as decorative banners, may be approved as part of the approved Comprehensive Sign Plan.

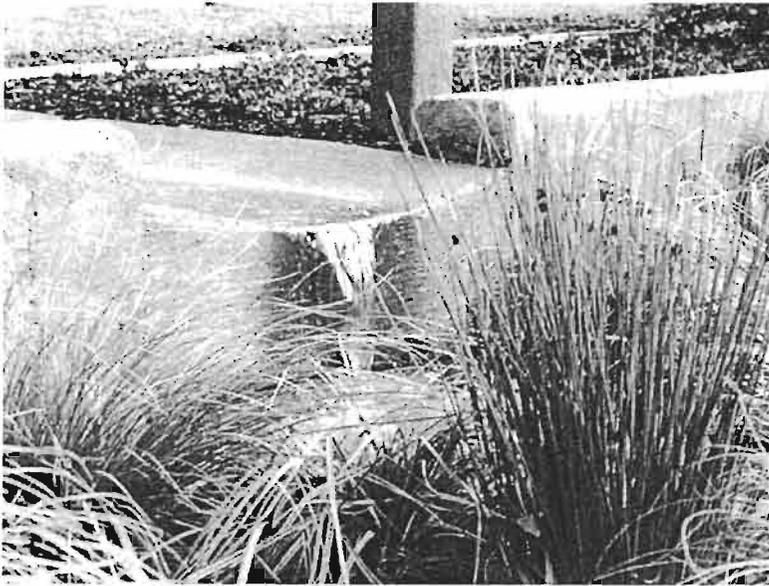
Banners can unify a project or development through repetition. Banners used on an area wide basis can graphically portray overall project identity or specific areas of importance, such as retail concentrations, major plazas, etc. Banners can celebrate seasonal or project specific events.

The size and development of banners shall be tasteful and in keeping with the ambiance of the Capital One development. Banners shall only advertise activities such as special events, festivals, holidays, concerts, etc., and shall be mounted only at locations within the project approved by the CODRB. Attachment to trees, street signs, or vehicles is not permitted. Banners shall be professionally fabricated of durable, weather-resistant material. Care must be taken to prevent fastenings from damaging any buildings or structures.

Banners for seasonal or recurring events may be displayed on a regular basis with review and approval by the CODRB. Individual retail or office business identification names or promotions are not permitted.



Sitewide Design + Sustainability



Following is the menu of streetscape design elements, described graphically and specifically in the accompanying photos, drawings, diagrams and schedules.

- Hardscape: cartway paving; curb and gutter materials; medians; sidewalk paving materials and patterns; bollards
- Softscape: planting beds and bed edging; ground covers; ornamental perennial and annual shrubs; soils; mulch and fertilizer; irrigation systems
- Street Trees: tree types - deciduous/shade, deciduous/ornamental, evergreens - and sizes; tree placement and spacing; tree grates and planting boxes; mulch and fertilizer; irrigation systems
- Street Furniture: benches; tables and chairs (for outdoor dining); bicycle racks; waste receptacles; information display kiosks
- Street Lighting: standardized energy-efficient light fixtures and poles for ambient light; specialized lighting for designated areas
- Street Signage: place identification signs; navigation and directional signs



Achieving urban design sustainability goals means making streetscapes as green as possible. Therefore the guidelines specify streetscape design tactics aimed at sustainably managing stormwater and reducing heat-island effects caused by hot paved surfaces.

- Pervious sidewalk and plaza paving - instead of rapidly running off, stormwater infiltrates substrates below the paving where it is retained and reabsorbed into soil, or filtered naturally before draining into catch basins, cisterns or pipes.
- High-albedo sidewalk paving to reflect much of the incident solar radiation
- Vegetated bio-swales in street medians, or adjacent to curbs and sidewalks, to slow down, retain and absorb stormwater runoff
- Deciduous trees lining streets and sidewalks with broad canopies providing shade that cools both the paving and the streetscape environment



OPEN SPACE DESIGN



Urban Park Standards

Fairfax County has rightfully observed that all healthy, prosperous cities need well designed parks and civic open spaces. If a future Tysons Corner in particular is to fulfill the county's comprehensive, long-range planning vision and truly become city-like, it must have a well functioning system of strategically located, purposeful urban parks that vary in size and type.

Consequently, the Tysons Comprehensive Plan departs from the county's prevalent, more suburban park policies and instead proposes city park typologies appropriate for urban environments. Because the public realm in Tysons - streetscapes and open spaces around buildings - will be a relatively small percentage of Tysons land area, parks and civic open spaces must be especially well situated and carefully designed to successfully serve workers, residents and visitors, and to achieve sustainability goals. Such public parks and spaces must pleasantly accommodate pedestrian movement, recreation, programmed activities, rest and relaxation.

The Tysons Comprehensive Plan relates urban parkland area requirements to anticipated future population of Tysons residents and workers. Area calculations are based on gross floor area (GFA) of office space, and on the number of people living and working in a particular development. While in the aggregate the quantitative urban parkland standards are 1.5 acres per 1,000 residents and 1 acre per 1,000 employees, these standards can vary substantially within individual properties.

The Comprehensive Plan's new Urban Park Typology identifies and defines four park types suitable for Tysons: the pocket park; the common green; the civic plaza; and the recreation focused park. The design of each type depends on location, size, overall configuration, and relation to adjacent land uses, buildings and environmental resources.

Pocket Park: "A pocket park is small, usually less than one acre, centrally located, and adjacent to high-volume pedestrian traffic. Intimate pocket parks act as tiny sanctuaries within the urban environment. They can offer play space for children, places to eat lunch in the shade or read the paper next to a fountain, or opportunities for social interaction. They are easily seen and accessed from the streetscape and are framed by buildings and active uses. Each pocket park should have its own identity and be integrated into the neighborhood around it. Planting, lawn areas, hardscape, fountains, seating, art, and play equipment could all be appropriate in a pocket park."

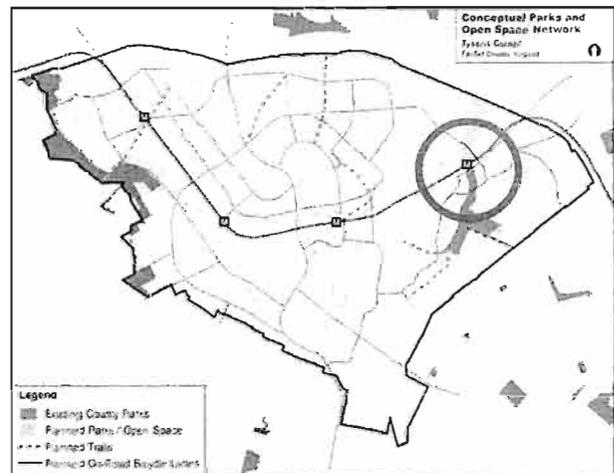
Common Green: "A Common Green is a larger park, usually more than one acre, that can range in size and function but is always centrally located and easily accessed from both commercial and residential uses. It should include a large, flexible lawn area that can be used for gatherings or for informal recreation such as Frisbee, pick-up football, or cricket. In addition to its lawn, a common green should offer a variety of

other spaces such as smaller garden spaces, or rooms, suitable for small gatherings or individual enjoyment. A common green can be used for civic functions such as performances, markets, and festivals. Common greens can be well planted with trees, shrubs and perennials, as well as lawn areas, but may also contain hardscape elements."

Civic Plaza: "The civic plaza is a gathering space close to public transit, important intersections, cultural and civic uses, and integrated with the urban street network. It can include planted space but should be largely a hardscaped park, possibly including seat walls and fountains. It should encompass an unencumbered space suitable for large gatherings of many kinds - concerts, festivals, arts and crafts shows, farmers' markets. It should be flexibly designed so that when a large gathering or event is not scheduled, the civic plaza still offers a variety of places such as shaded and sunny space, and small intimate spaces for small groups and individuals to enjoy. Civic plazas are usually a minimum of one acre and may or may not include flexible space to accommodate athletic activities."

Recreation-Focused Park: "This type of park's primary function is providing active recreation facilities for nearby residents and workers, including playing fields, hard-surface courts and skate parks. If space allows, Common Green or Civic Plaza elements can provide other amenities. Athletic fields should have synthetic turf and night-time lighting to maximize use. Trails, seating, tot lots, shade structures, water features, picnic areas, restrooms, landscaping or hardscape should be provided to complement and support the recreational component. Parking should be addressed through shared parking agreements with adjacent developments. The size of the park should be sufficient to accommodate the active recreation facilities and support amenities."

Parks of all types help make urban environments more sustainable by reducing urban heat island effects, capturing and retaining stormwater, and utilizing vegetation and plant biodiversity as much as practicable to enhance microclimate quality. Accordingly the Tysons Comprehensive Plan calls for achieving these park attributes.



Open Space Design

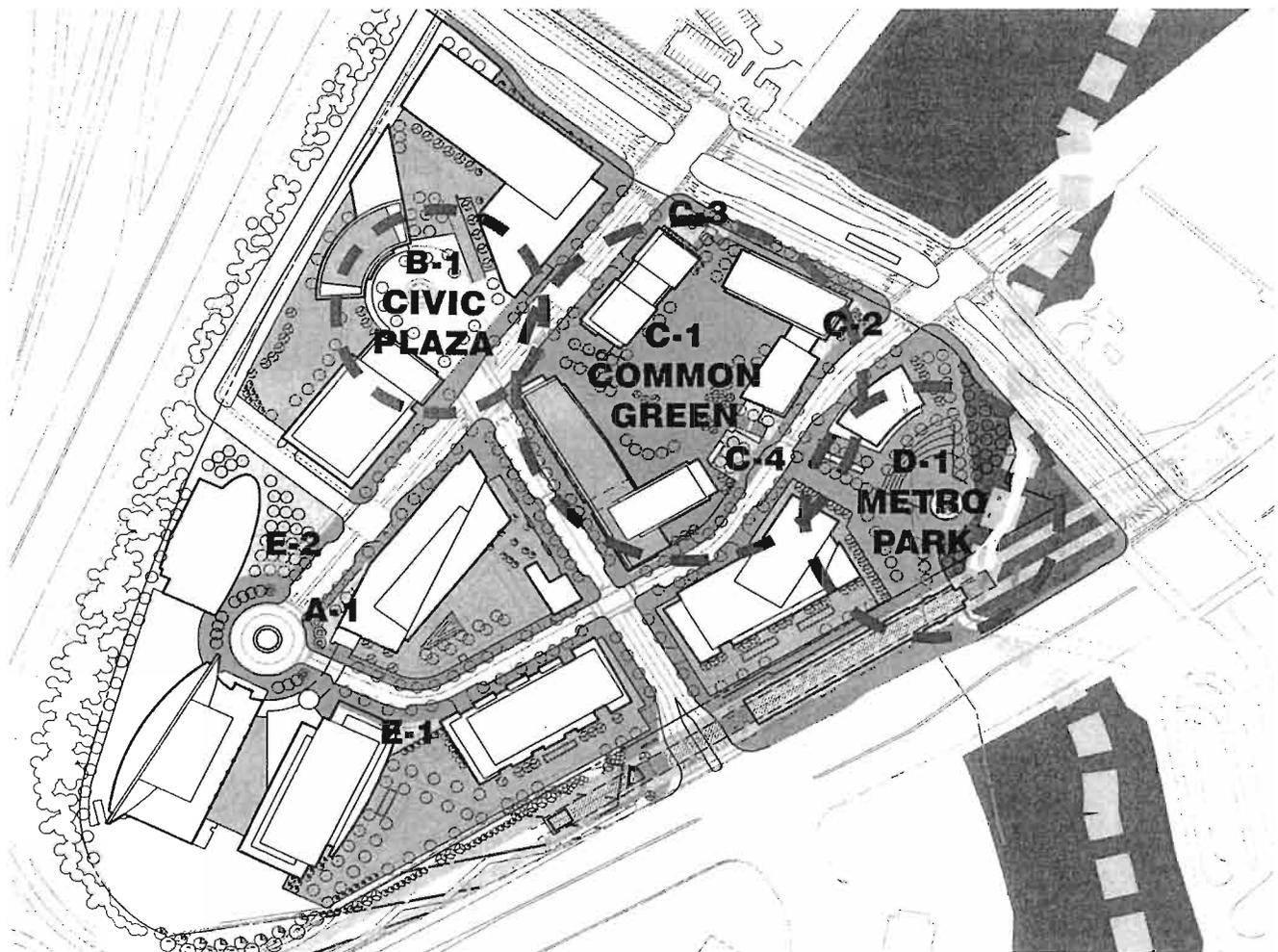
The Capital One campus contains most of the urban park typologies: several distinct pocket parks; a civic plaza; and two different common greens, one adjoining a stream valley park and Metro, and another more residential in nature and containing some recreational attributes. The design of each park responds to its specific site conditions and incorporates vital elements and attributes identified by Fairfax County as indispensable for successful place-making.

- Context: park location, size, configuration, type, function and design must all relate to the surrounding context - uses, movement, structures and microclimate.
- Access and Visibility: parks must be publicly visible and ADA-accessible with multiple points of access to and from the surrounding streetscape.
- Function: successful parks must be purposeful and, like rooms in buildings, designed to accommodate specific passive or active functions.
- Amenities: parks should include physical features - fountains, seating, tables, gardens, lawns, sport facilities, pavilions, cafes, outdoor lighting, utilities (water and electricity) - necessary to support intended purpose and functions.
- Visual Form: overall park form depends on, and is deter-

mined by streetscape geometry, internal spatial composition, built focal points, construction materials, trees and vegetation.

- Programmability: certain parks must provide programmable space for public and semi-public events - performances, ceremonies, exhibitions, fairs, markets - and also provide necessary service spaces for loading, staging and storage.
- Maintenance: regular, systematic maintenance is crucial to ensure that parks remain clean, safe, functional and attractive - necessary maintenance plans and protocols include plant care and irrigation, trash pickup, repairs and replacement.

LEGEND	
[Pattern]	METRO PARK
[Pattern]	SCOTT'S RUN STREAM VALLEY PARK
[Pattern]	COMMON GREEN
[Pattern]	CIVIC PLAZA
[Pattern]	ELEVATED PLAZA/ROOFTOP RECREATION
[Pattern]	POCKET PARK
[Pattern]	ENHANCED STREETSCAPE

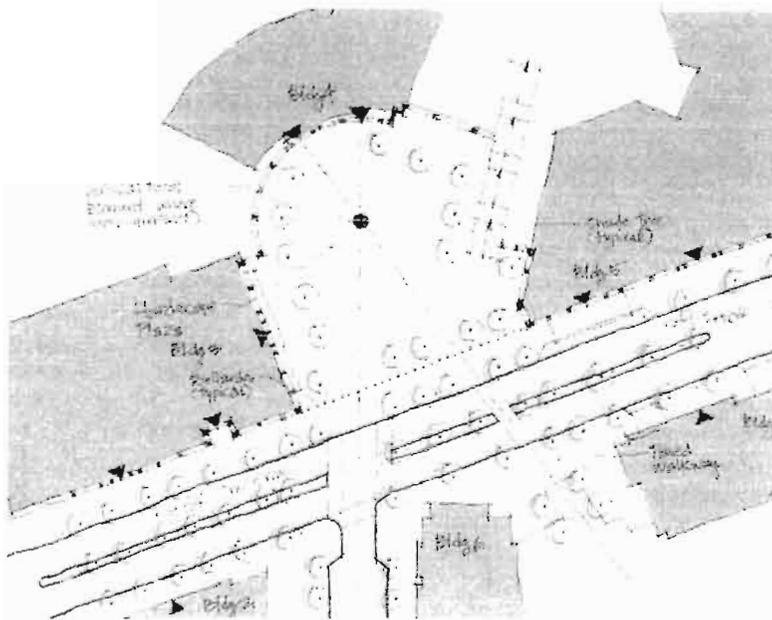


Civic Plaza Design

Serving the entire Capital One urban campus will be a large, pedestrian-oriented Civic Plaza (B-1) abutting Capital One Drive. Definitively shaped and framed by a hotel, office buildings and a civic facility, the plaza shall be a functionally flexible space accommodating a wide variety of spontaneous and scheduled, pre-programmed uses: informal gathering and socializing; outdoor dining; live performances such as concerts and theatrical events; themed festivals; arts and crafts shows; and farmers' markets.

To optimize functional flexibility, the Civic Plaza design concept is simple yet compelling. The space shall be primarily hardscaped, in the tradition of Italian piazzas, with pervious but durable paving. The plaza periphery shall be lined by large shade trees, with trees and bollards along the street edge. Furnished with benches, tables and chairs, plus appropriate nighttime lighting, most of the plaza surface shall remain substantially unencumbered. A three-dimensional element yet to be determined shall occupy and mark the point where the Old Meadow Road axis and the axis of the pedestrian pathway from Metro Park visually intersect. Appropriate portions of the facade of building 4, as shown in the plan, shall be designed to visually terminate the two axes. Except for emergencies, vehicles shall not be permitted to enter the plaza. All plaza-level facades of the surrounding buildings shall be maximally porous, with windows and doors facilitating visual connectivity and direct physical access to the plaza.

Appropriately deployed utilities and technical systems sufficient to support future plaza activities shall be provided. These shall include: electric power sources; cold water sources; irrigation for trees and other vegetation; and telecommunication equipment and network connectivity, both wired and wireless. Prior to design and installation of plaza support systems, designers shall estimate the plaza's probable future, use-related demand to ensure that systems have adequate load capacity.



Above Image: example of a civic plaza in an urban setting. These spaces are characterized by their large open hardscape plans which create platforms for varying public activities.

Common Green Design

Block C encompasses a Common Green (C-1) framed and overlooked by three residential buildings. The green serves a twofold purpose. First, it is an integral part of the spatial landscape experience for pedestrians moving along the walkway axially linking Metro Park and the Civic Plaza. Second, the green provides a large, open, flexible lawn area surrounded by contiguous, intimate outdoor spaces for rest and relaxation, spontaneous gatherings or picnics. The lawn will accommodate informal recreation, such as volley ball, catch, Frisbee or pick-up football, as well as the potential for scheduled civic functions such as performances and festivals. A smaller section will accommodate a children's playground for surrounding residential development. In addition to the open lawn, the Common Green and spaces leading into the green contain trees, shrubs, perennials and annual planting beds, plus hardscaped areas. Although the green will be used mostly by residents of the adjacent residential buildings, it will be accessible to the public.

Seating shall be provided in hardscaped peripheral areas, and all paving shall be pervious. Appropriately deployed night-time, glare-proof lighting shall be installed to avoid light spillage into apartment windows. Utilities in the Common Green to support recreational and civic activities shall include: electric power sources, cold water sources and irrigation for vegetation. Prior to installing support systems, designers shall identify probable future uses of the Common Green and estimate demand to ensure adequate load capacity.



Above Images: examples of recreation parks in urban settings. These spaces are characterized by their large landscaped fields which create platforms for varying recreation activities. Landscaping should be largely ground cover (steppables) with other vegetation (flowers, bushes, trees) kept to the perimeter of the space in order to allow ample space for play.

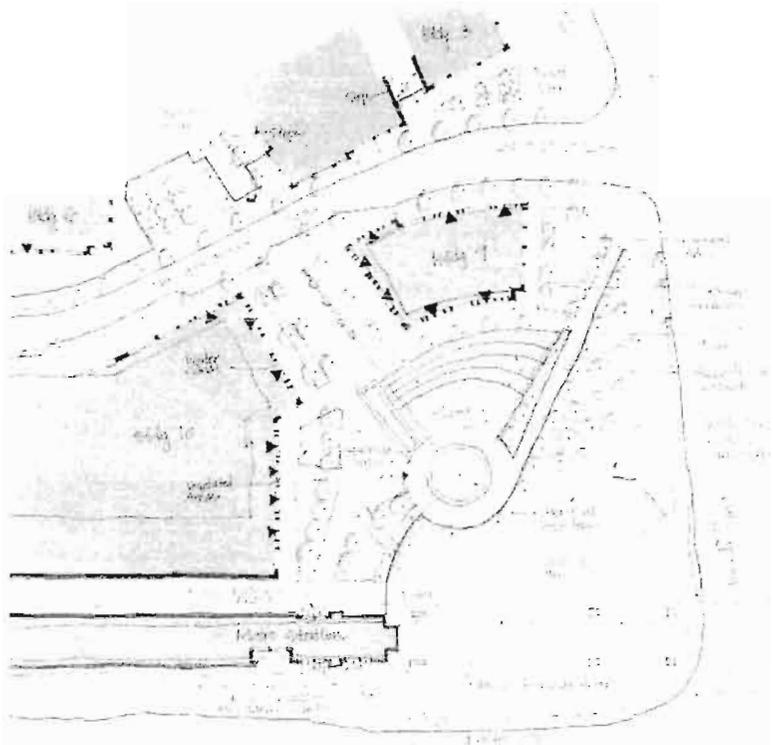
Metro Park Design

Directly abutting and downslope from the Metro Park common green (D-1) is the Scotts Run Stream Valley Park, which traverses the northeast corner of the Capital One property and is adjacent to the Metro station. This unique ecological resource greatly enhances the Capital One park system. Metro Park's common green serves as a transition and threshold to the stream valley park. After it has been restored and protected, the accessible Scotts Run landscape will be a place where people can observe and freely explore natural features. It also will interconnect with and be part of the extensive linear park network and planned trail system serving all of Tysons. The stream valley park can contain interpretive signage, ADA accessible hiker-biker trails, seating areas for stopping and resting, and vista overlooks.

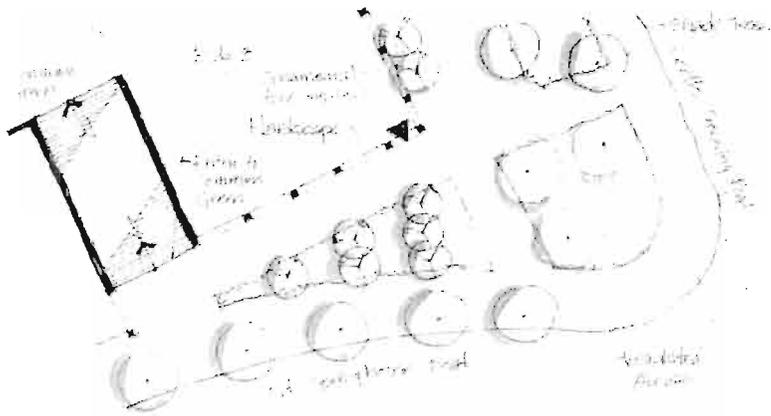
Metro Park's common green above the stream valley park is framed on the west by a tall residential tower and on the south by a large office building adjacent to the Metro station. Leading from the Metro station past the office and apartment buildings are hardscaped terraces and walkways flanked by rows of various species of deciduous shade and ornamental trees. Planting beds, a wedge-shaped lawn and water-filled canal, pool and fountain animate and complete the landscape ensemble. Abutting the two building facades are terraces, composed of pervious paving. Because retail spaces, possibly including a restaurant, occupy the at-grade terrace levels of the two buildings, terrace-level facades facing the park shall be maximally porous, with storefront windows and doors providing direct visual and physical access to the park.

Appropriately deployed night-time, glare-proof lighting shall be installed to avoid light spillage into residential tower windows. Terraces shall be furnished with tables and chairs. Utilities to support Metro Park activities shall include: electric power sources; cold water sources; underground vault to house water pumps and filters; and irrigation for trees and vegetation. Prior to installing support systems, designers shall identify probable future uses of the park and estimate demand to ensure adequate load capacity.

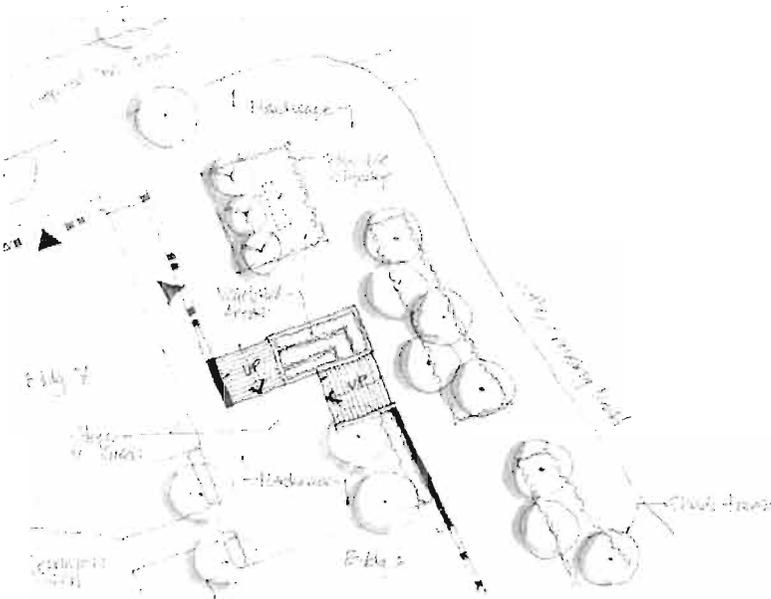
Images Right: examples of public parks characterized by their decorative mix of hardscape, landscape, and vegetation. In the case of the Metro Park, trees should be used to shade the activity "zones" while also protecting them from noise pollution. Spaces should be designed to be flexible in use, but are more landscape driven than the civic plaza.



Pocket Park C-2/C-3 Design



POCKET PARK C-2



POCKET PARK C-3

Pocket Parks C-2 and C-3 help define the Capital One urban campus pedestrian and vehicular entry experience from Scott's Crossing Road with its high-volume vehicular traffic. Rather than being intimate pocket parks and urban sanctuaries, these highly visible pocket parks are spatial "anterooms" related both to the adjacent residential buildings and the two main campus roads, Capital One Drive and Old Springhouse Road. Given their respective locations, Pocket Park C-2 shall be primarily a visual amenity for drivers while Pocket Park C-3 will be both a visual amenity and a pedestrian passageway linking the intersection and the elevated common green.

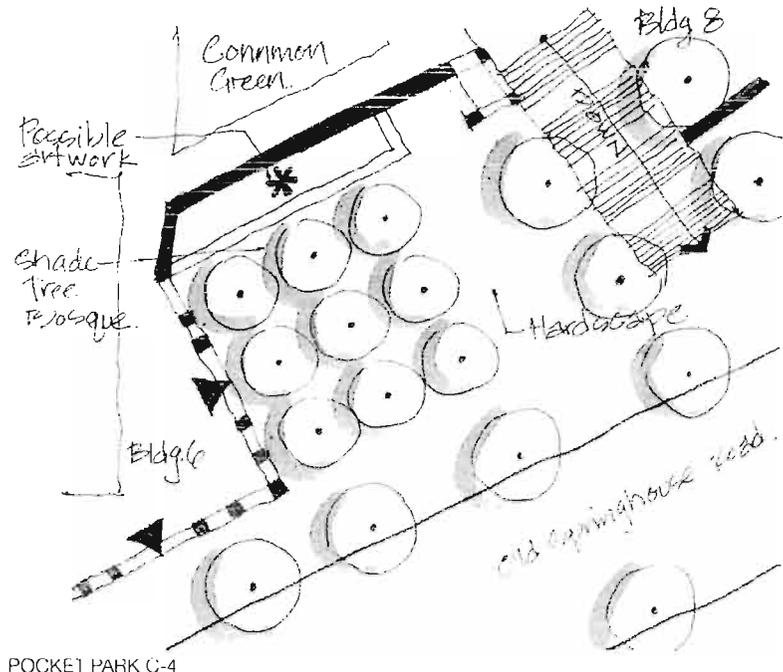
The landscape of Pocket Park C-2 shall be comprised of a small amount of pervious hardscape and low masonry walls; planting beds with ground covers, perennials and annuals; shade and ornamental deciduous trees; evergreen shrubs and trees; and possibly a project identification sign. Pocket Park C-3 shall contain similar elements but with considerably more hardscape area to accommodate pedestrian traffic. It shall not contain a project identification sign. Both pocket parks shall contain fixed bench or wall seating, nighttime lighting, and provisions for irrigating vegetation. A suitable outdoor artwork may be installed in one or



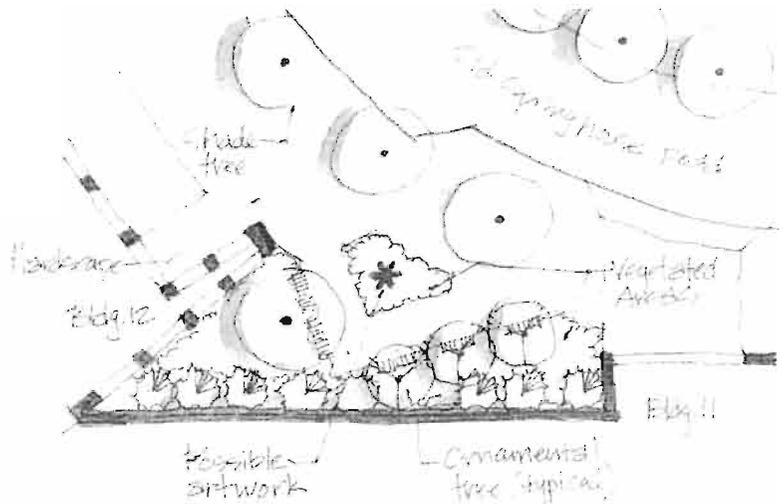
Images Above: example of a pocket park that also must act as through-ways for pedestrian traffic. These spaces should offer a respite from the paved streetscape yet offer ample space for foot traffic through the park and access to the adjacent buildings.

Pocket Park C-4/E-1 Design

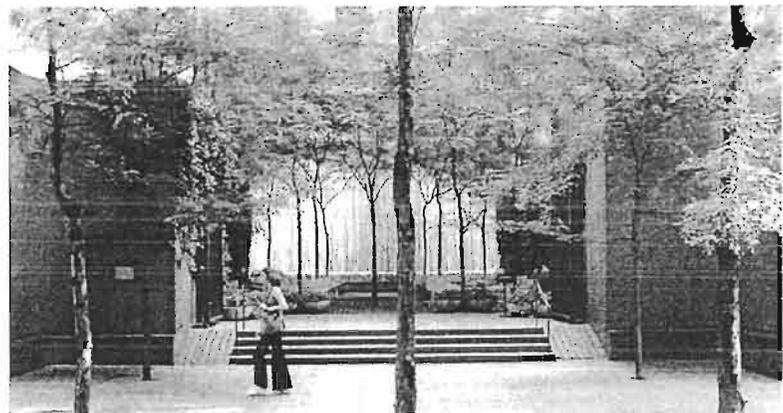
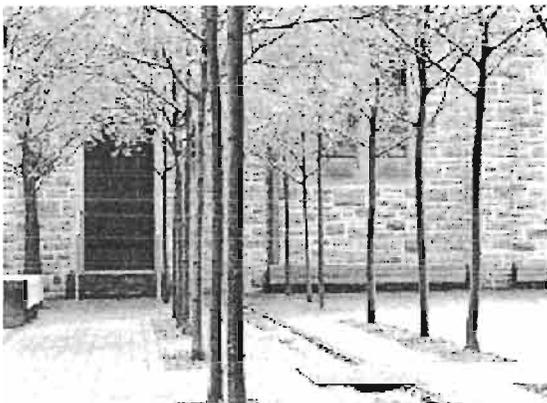
Pocket Parks C-4 and E-1 along Old Springhouse Road are intimate urban sanctuaries surrounded and overlooked by adjacent, tall buildings. Because neither pocket park serves as a passageway into a building or into a public space, they function essentially as enclosed spatial destinations providing visual relief and repose for passersby. They will be quiet, restful places where people can informally meet and gather, sit reading a newspaper or book, or just watch others passing by. Each pocket park landscape shall be comprised of a pervious hardscaped area and low masonry walls; planting beds with ground covers, perennials and annuals; shade and ornamental deciduous trees; and evergreen shrubs and trees. Both pocket parks shall contain fixed bench or wall seating, nighttime lighting, and provisions for irrigating vegetation. A suitable outdoor artwork may be installed in one or both parks. Pocket Park C-4 may also integrate a distinctive bus shelter for an adjacent bus pull-off.



POCKET PARK C-4



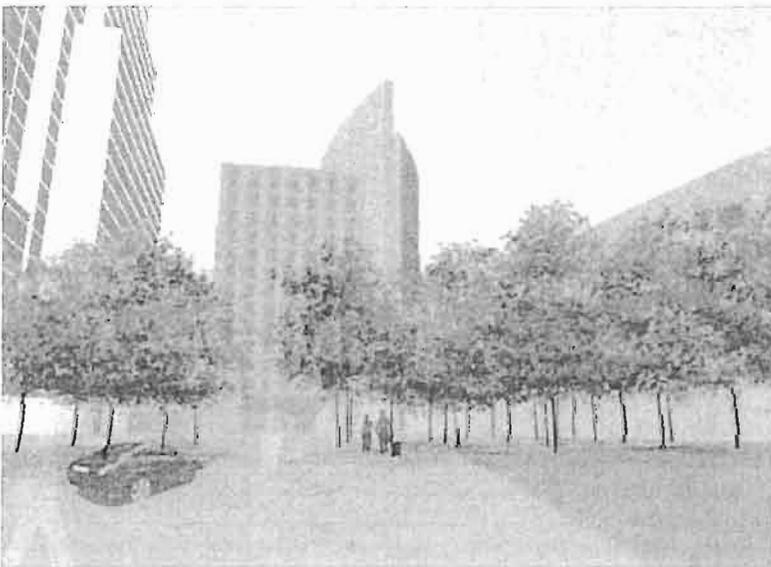
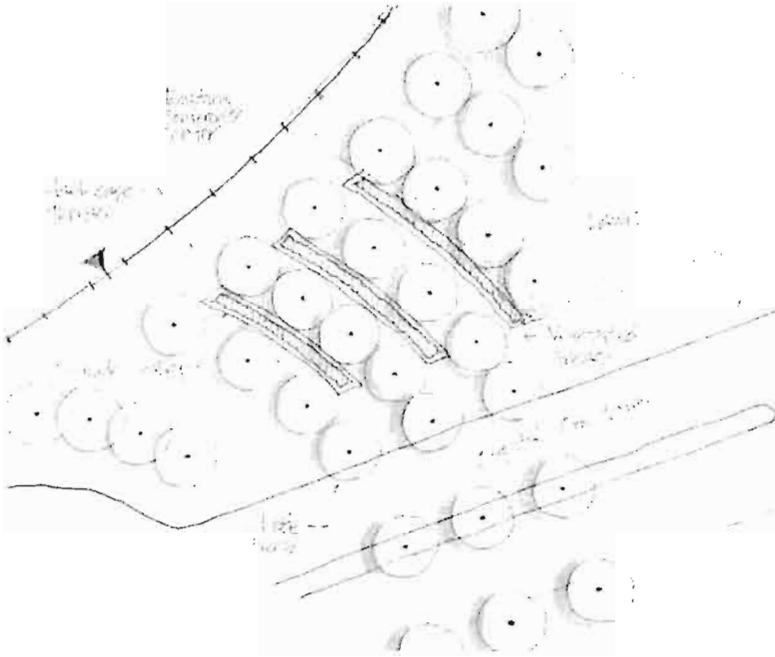
POCKET PARK E-1



Images: examples of pocket parks designed to be shaded and quiet with a kind of "hidden" feel. In Pocket Park C-4, a bosque of trees shades the entire site and creates a low and quieter scale than the surrounding community. Public art may be used as a local point and attraction. Pocket Park E-1 should be largely planted with some seating available.

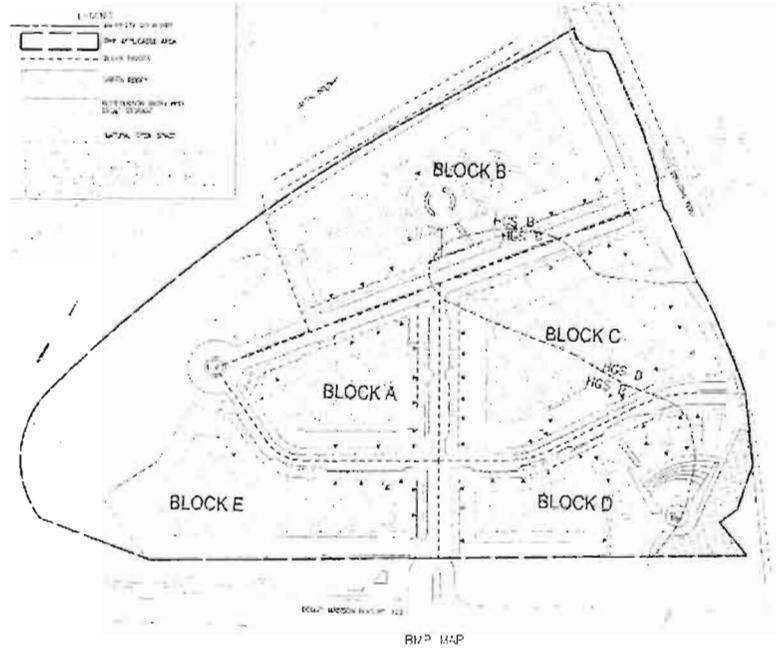
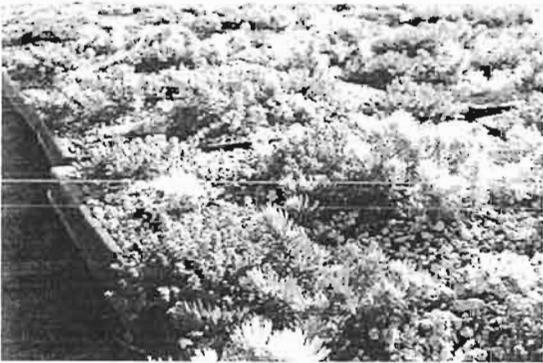
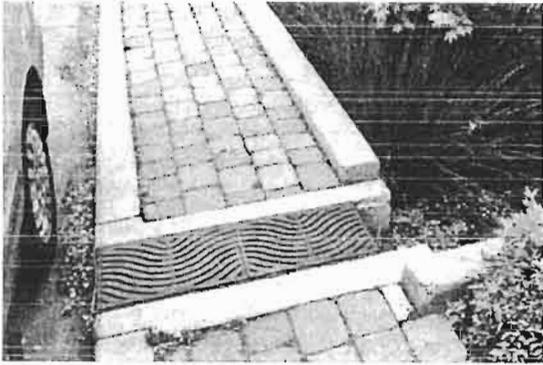
Pocket Park E-2 Design

Adjacent to Capital One Drive and its terminating traffic circle, Pocket Park E-2 marks the Capital One headquarters arrival zone and is also a front yard, although not a passageway, for the low-rise Capital One conference building set back from the drive. Unlike other campus pocket parks, Pocket Park E-2 is larger, more open and less pocket-like. Nevertheless, in addition to being a visual amenity, it can provide places for Capital One staff members to eat lunch in the shade, relax and read, or interact socially. Its landscape shall consist primarily of lawn, ground covers and a grove of deciduous shade trees. Pocket Park E-2 shall have appropriate nighttime lighting and provisions for irrigation. It may contain a Capital One identification sign and limited bench or low masonry wall seating. Suitable outdoor artwork also could be installed in the park.



Images: examples of pocket parks used primarily as an attraction or identifying element in streetscape design. Pocket Park E-2 marks the entrance to the Capital One/business portion of the site and will be used as a gateway of sorts while also providing occupiable outdoor space primarily intended for business employees and visitors to the commercial district.

Open Space - Sustainability



Above Image: Master Plan's site-wide Stormwater Management Plan highlighting the use of the greenroofs, pocket parks and public parks as zones that can collect stormwater runoff from the site and allow it to naturally filter back into the aquifer.

Storm water collection and retention:

- bio-swale street gardens (collection of building and street runoff)
- rain gardens/xeriscaping (native plant selection, drought tolerant plants)
- reduction of impervious hardscape where possible
- reduction of lawns (areas of low water absorption)
- water conservation and reuse (irrigation, water feature, etc)

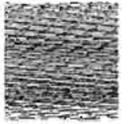
Green roofs

- reduce stormwater runoff
- prevent heat-island effect

Tree canopy

- Fairfax Comprehensive plan requires 10% tree cover onsite (for each individual building or block)
- deciduous trees: shade and minimize heat-island effect in summer while allowing natural lighting and solar heat gain in winter
- enhancement of pedestrian pathways

ARCHITECTURAL DESIGN GUIDELINES



Architectural Design Guidelines

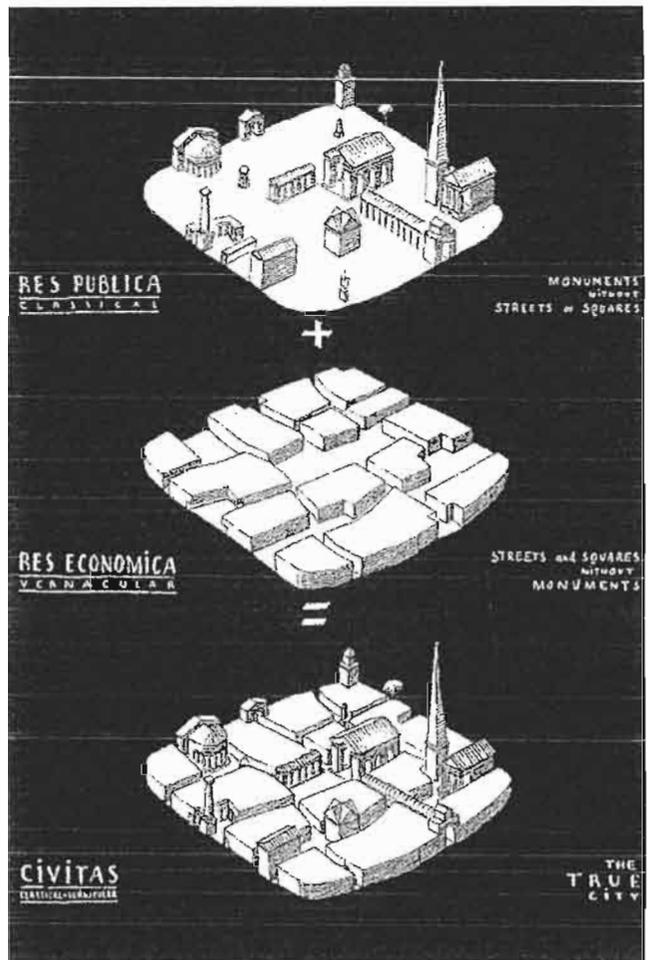
An essential part of Capital One's vision and aspirations for development of its property is creation of architecturally distinguished buildings. Thus architectural design excellence is the goal of these guidelines. The guidelines explicitly seek design excellence by focusing on what is visible and addressing a broad range of critical design issues: overall aesthetic character and conceptual intent; massing, geometry, height and setbacks; orientation to sun and views; facade composition and expression defined by patterns, materials, colors and details; relationships to adjacent buildings and to surrounding streetscapes and open space; building services - parking, loading, trash removal; and sustainability.

While no particular architectural style is mandated, Capital One and its design guidelines team seek to create a decidedly contemporary architectural expression across the site. Accordingly, the CODRB will reject designs that replicate historicist buildings or styles (e.g., neoclassicism).

Some guidelines are prescriptive and mandatory, generally limited to those parts of buildings that frame, shape and directly affect the aesthetic quality, functionality and animation of the public realm. Some define specific design themes or repetitive motifs established and fixed at the outset by Capital One. A few mandatory guidelines prescribe design options. Many others are recommendations, not requirements.

The design of all projects on the Capital One parcel are subject to review and approval by the Capital One Design Review Board. Part of the CODRB review will be to ascertain conformance with these guidelines, as well as to judge each project's aesthetic merits. Yet achievement of design excellence, no matter how effective these guidelines are or how rigorously design review is conducted, will still depend to a considerable extent on the creativity, talent and sensitivity of each building's architect.

Following are design guidelines generally applicable to all twelve buildings shown in the Capital One Master Plan. Each building design shall be subject to review and approval by the CODRB and must meet all applicable Fairfax County building code requirements.





General Design Guidelines

Building Massing + Setbacks

GDG1.1. No building shall encroach upon or reduce the amount of public and private open spaces, including streets and parks, designated in the Master Plan. However, appropriately designed architectural elements - canopies, signs, balconies, ornamental features - projecting outward from building facades above ground floor level and over designated open space are permitted, subject to approval by the CODRB.

GDG1.2. Building massing and volumetric articulation may differ from massing shown in Master Plan illustrative drawings and diagrams but must reasonably conform to building heights and setbacks shown in the Master Plan.



SECTION A



SECTION B



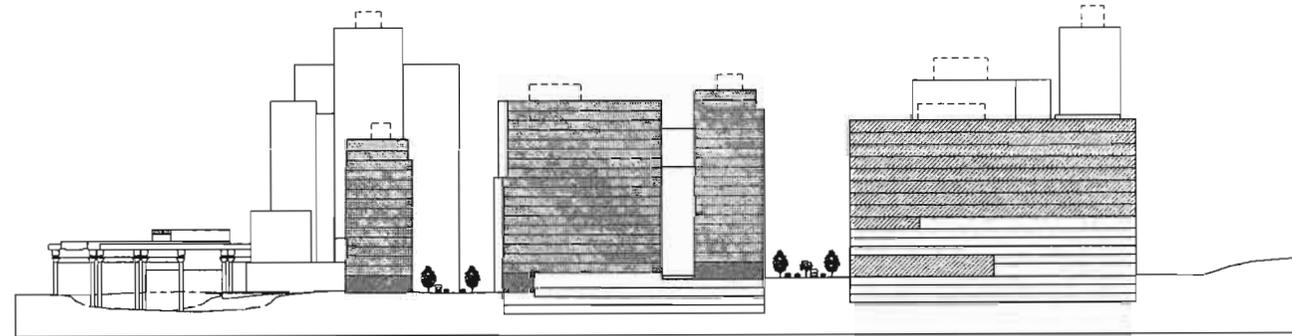
SECTION C



SECTION D

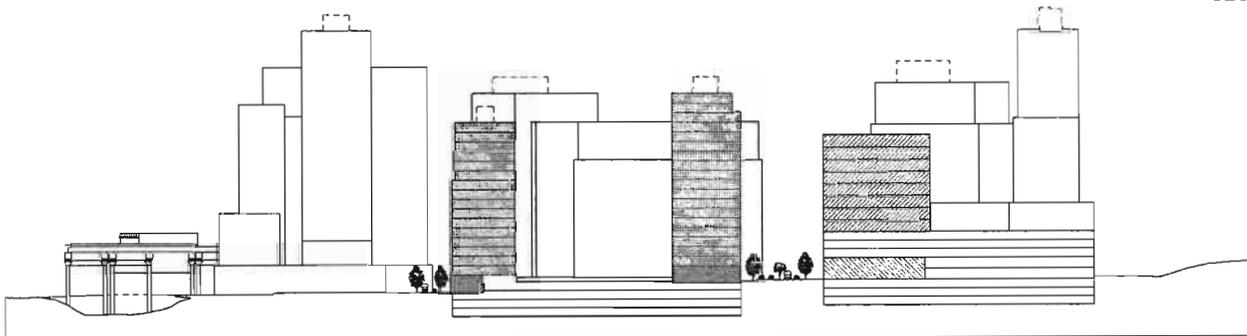


SECTION E



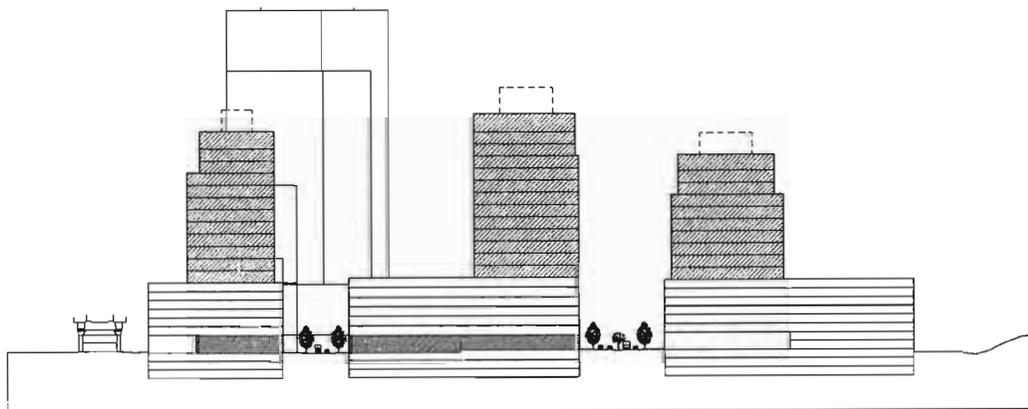
RTE. 123 TYSONS-MCLEAN METRO METRO PARK BUILDING 9 HEIGHT: 174' ROOF ELEV.: 497' OLD SPRINGHOUSE ROAD BUILDING 8 HEIGHT: 218' ROOF ELEV.: 534' BUILDING 7 HEIGHT: 218' ROOF ELEV.: 548' CAPITAL ONE DRIVE BUILDING 5 HEIGHT: 182' ROOF ELEV.: 514' CAPITAL BELTWAY

SECTION A



RTE. 123 TYSONS-MCLEAN METRO METRO PARK OLD SPRINGHOUSE ROAD BUILDING 8 HEIGHT: 198' ROOF ELEV.: 512' COMMON GREEN BUILDING 7 HEIGHT: 218' ROOF ELEV.: 548' CAPITAL ONE DRIVE BUILDING 5 HEIGHT: 168' ROOF ELEV.: 508' CAPITAL BELTWAY

SECTION B



RTE. 123 TYSONS-MCLEAN METRO BUILDING 11 HEIGHT: 252' ROOF ELEV.: 385' OLD SPRINGHOUSE ROAD BUILDING 1 HEIGHT: 268' ROOF ELEV.: 652' CAPITAL ONE DRIVE BUILDING 3 HEIGHT: 224' ROOF ELEV.: 357' CAPITAL BELTWAY

SECTION C

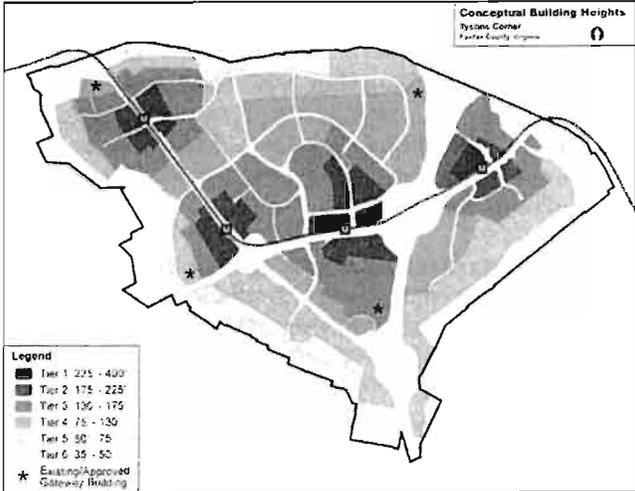
Building Heights

GDG1.3. Building heights shown in the accompanying diagrams, and in the Master Plan, are represented and measured by numbers of stories, not numbers of feet. Because floor-to-floor dimensions depend on building type and structural system, and because they can vary between and within individual buildings, there is necessarily dimensional latitude in allowable building heights measured vertically in feet.

GDG1.4. Penthouses for mechanical equipment, not shown in the diagrams, are in addition to the number of allowable stories. If provided, each building's penthouse shall:

- a) be designed conjointly and integrally with the building's overall massing and articulation to avoid appearing to be an afterthought or aesthetically independent add-on;
- b) have exterior cladding composed with appropriate materials and patterns that match or harmonize visually with the building's facades.

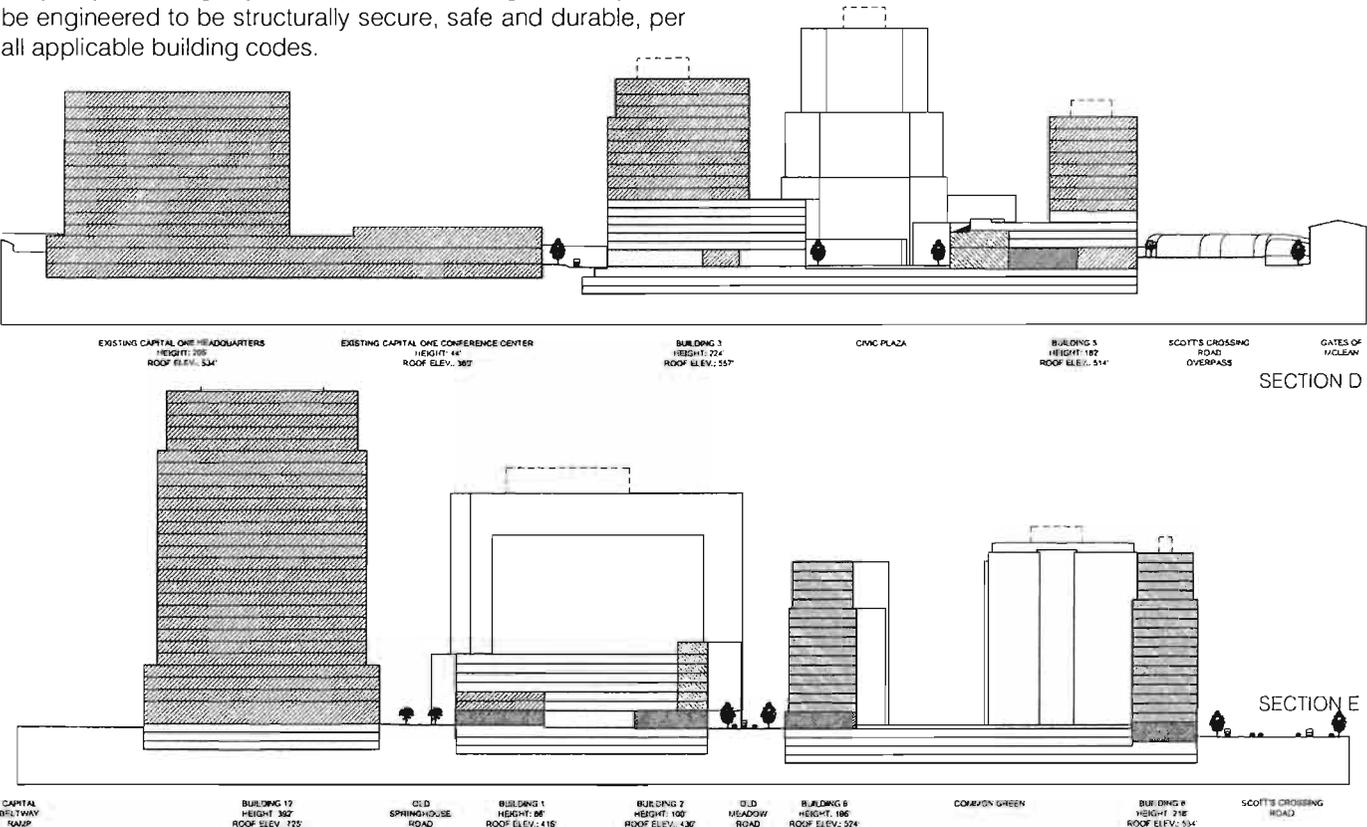
GDG1.5. In addition to Penthouses, other elements may extend vertically above the roof of a building's top story, subject to review and approval by the CODRB. These include parapets or guardrails, at or near the roof perimeter; ornamental elements such as free-standing walls, columns, sculptures, flag poles, cupolas or spires; and functional elements such as antennas, telecommunication towers and lightning protection devices. Like penthouses, any and all such elements shall be designed conjointly and integrally with the overall building, and they shall be engineered to be structurally secure, safe and durable, per all applicable building codes.



FAIRFAX COUNTY COMPREHENSIVE PLAN HEIGHT DIAGRAM

Opposite and below: site sections through the Capital One - Tysons East property showing overall massing, setback, and height considerations. Please reference the key plans (on opposite page) for section locations.

Note: Site sections shown here are general concepts for the noted location; final site sections in approved Conceptual Development Plans and Final Development Plans govern approved development.



General Design Guidelines

Facade Articulation: Porosity and Streetscape Integration

GDG2.1. Main public entrances to buildings shall directly face streets and sidewalks, shall be clearly expressed and visible, and shall be appropriately scaled for each building. Entry doorway canopies projecting over the sidewalk are permissible and strongly recommended.

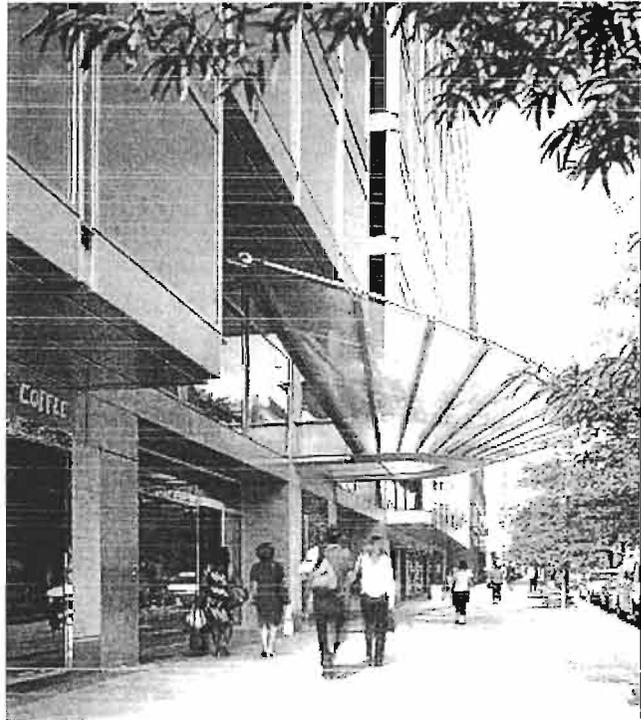
GDG2.2. The ground floor of buildings with retail, commercial, civic or other publicly accessible functions shall be as visually porous as possible and shall have: a) a minimum floor-to-floor height of 18 feet; b) highly transparent sidewalk-facing facades composed with openings - storefront systems, glazed windows and doors - occupying no less than seventy-five percent (75%) of the sidewalk-facing frontage; and c) storefront sills or other window sills no higher than forty inches (40") above the adjacent sidewalk.

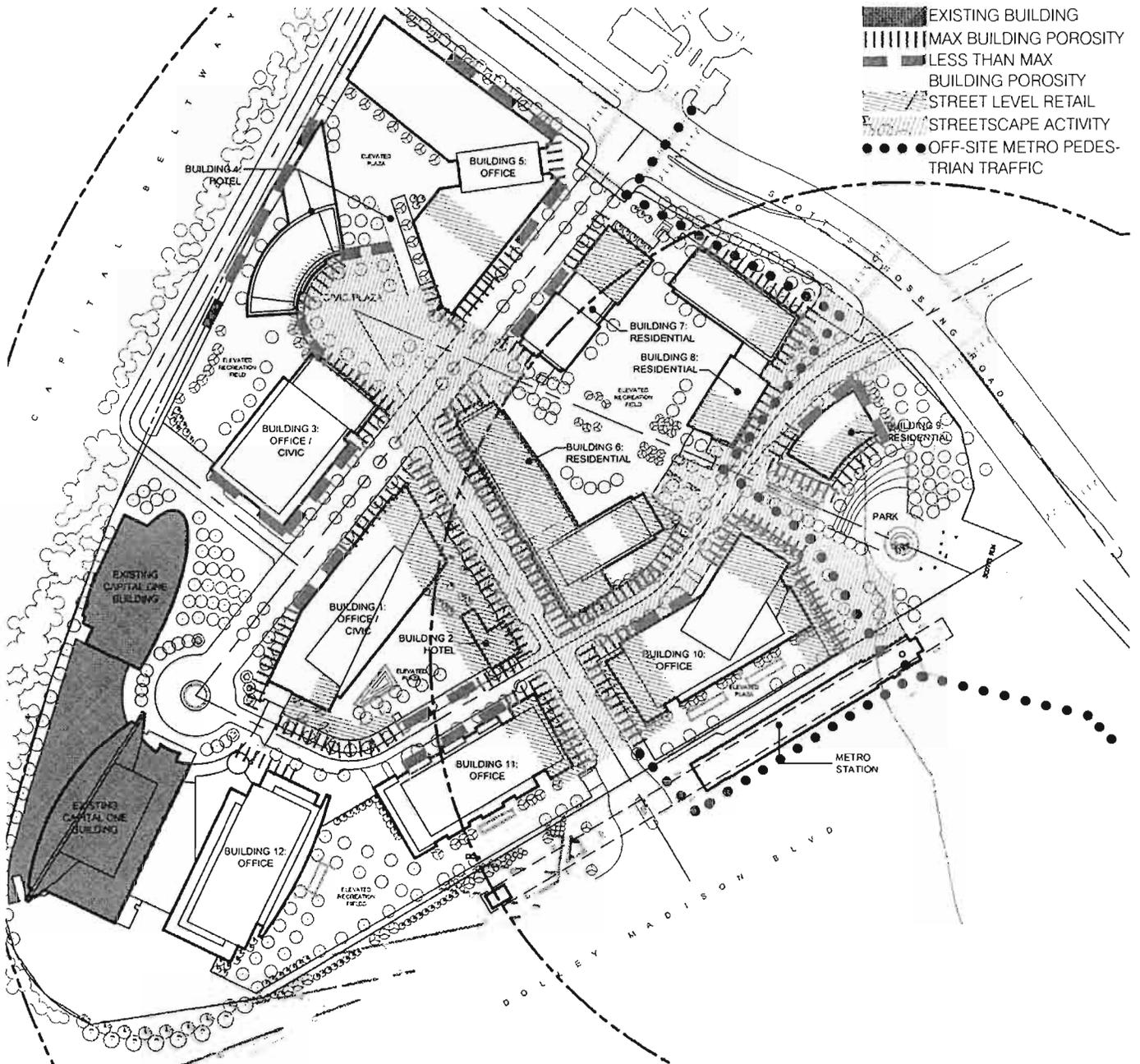
GDG2.3. Permanent, retractable or removable canopies are recommended above storefront windows, especially those facing south, and above sidewalk-level or plaza-level windows and entrance doorways. If canopies are installed, they shall be designed to harmonize compositionally with the building facade and shall be fabricated with high-quality, durable materials.

GDG2.4. On upper portions of ground floor retail facades or facades of other publicly accessible spaces, a signage zone shall be provided within the facade composition, above canopies. The exact placement and proportions - length and height - of signage zones shall be shown in drawings during schematic design and/or design development, including provisions for electric power to light signs.

GDG2.5. Arcades are permitted over designated sidewalks only if the arcade: a) encompasses the entire walking area of the sidewalk; b) is equal to or greater than the height of the adjacent ground floor; and c) faces southeast, south or southwest. Appropriately designed arcades are also permitted on facades facing elevated plazas.

GDG2.6. All facade glazing on ground-level, street-facing retail, commercial, civic or other publicly accessible functions shall be transparent. Glazing of facade openings at elevated plaza floor levels shall also be transparent.





This plan specifies locations and differences in required street-level building facade porosity. Maximum porosity is shown on facades associated with retail uses and storefronts. These in turn are linked to the most animated streetscapes and public spaces where pedestrian movement and activity, such as sidewalk cafes, prevail.

General Design Guidelines

Facade Articulation - Upper Floor Facades

GDG4.1. Building facade composition - patterns, materials, colors, details - and aesthetic expression at upper floors shall relate to and be interwoven with facade composition and expression at lower floors.

GDG4.2. Different facades of a single building shall be designed to respond to and take advantage of differences in solar orientation and exposure to views.

GDG4.3. Curtain wall assemblies comprised of glass, metals, masonry, concrete and synthetic materials (e.g., plastics, sealants) shall be designed to: a) be as non-reflective as possible to minimize unwanted glare; b) maximize harvesting and penetration of daylight into interiors to reduce electric lighting usage and energy consumption; and c) make optimum use of recycled and renewable materials that are structurally stable and durable.

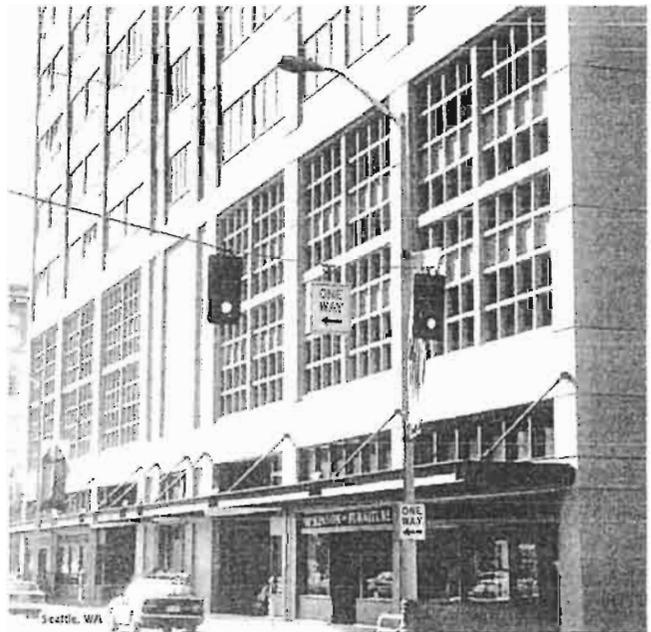
GDG5.1. Particular design attention shall be paid to shaping the profiles of buildings - how they meet the sky - in particular to avoid the appearance of being merely a vertical box with a dead-flat whose top.

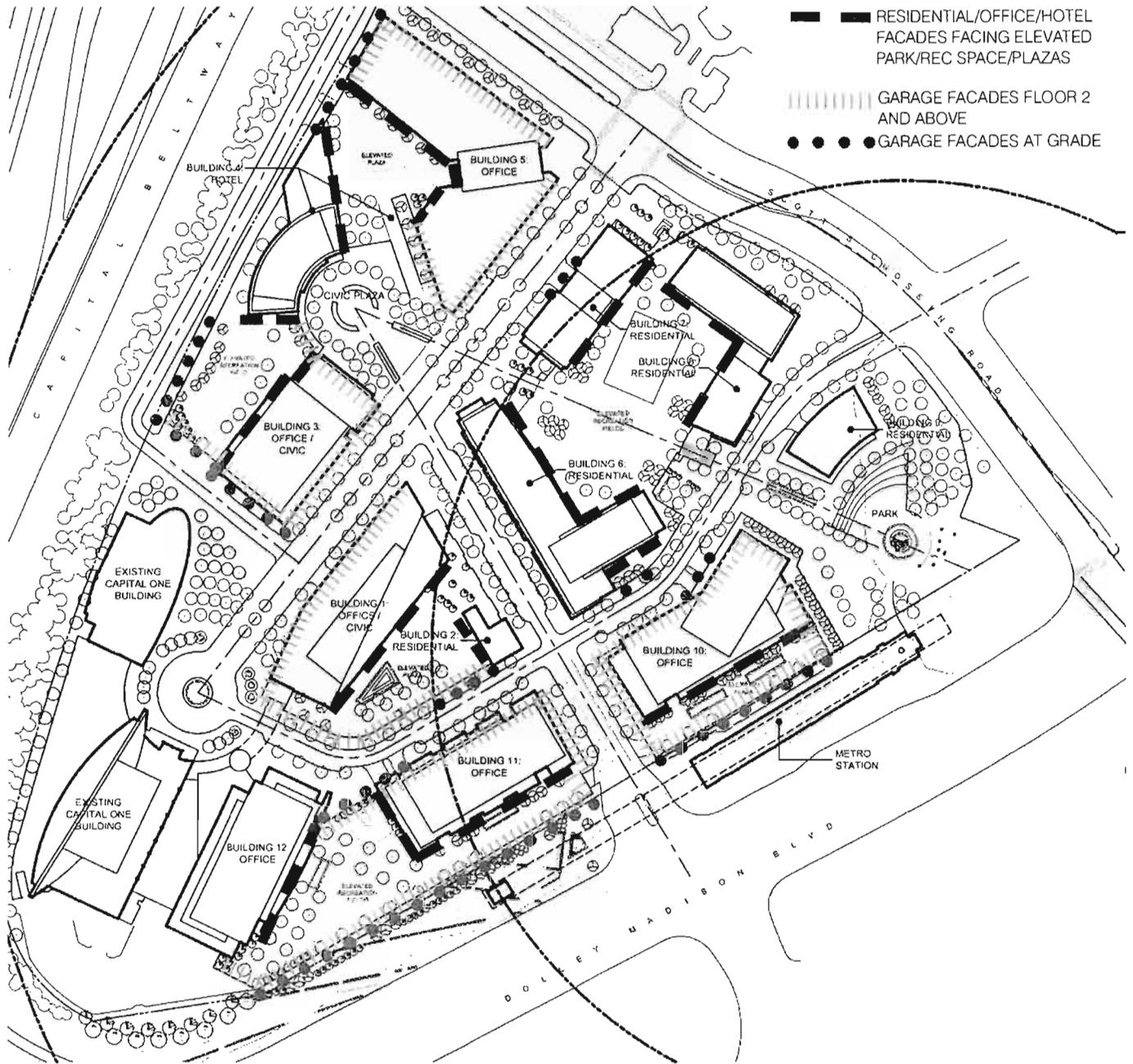
GDG5.2. Roof parapets shall be integral to and interwoven with facades below, rather than appearing as add-ons or afterthoughts.

GDG5.3. If and where appropriate, provisions should be made for exterior lighting to illuminate portions of facades, and for approved signage at top of building.

GDG5.4. Permanent, roof-perimeter window-washing systems shall be installed.

GDG5.5. Wherever feasible, green roofs shall be provided to: a) retain, filter and slow down rainwater before it drains off roof; b) increase the thermal insulation value of roofs; and c) reduce somewhat the "heat island" effect of roofs. Green roof locations and types, including vegetation, shall be specified by each building's architect.





This plan shows publicly visible segments of building facades directly behind which are parking garage floors and parked cars. It differentiates between garage floors at or near streetscape levels, and garage floors at and above second story building levels, typically over ground floor retail spaces. Also shown are office, residential and hotel facades that overlook parks, plazas and recreational areas. Each of these diverse facade conditions necessitates careful, creative design to effectively "camouflage" parking and to relate appropriately to adjacent public open space.

Block/Building Specific Design Guidelines

Building-specific guidelines reflect not only the unique spatial and functional role each building plays within the overall Capital One campus and urban ensemble, but also each building's unique site conditions, orientation and configuration, as shown on the master plan. For each building, guidelines address six sets of design issues, which are presented and explained primarily through graphic means - annotated diagrams, sketches and illustrative photographs.

Aesthetic character and conceptual intent. This concerns the importance and necessity of establishing a visually memorable, architecturally potent building image appropriate for the building's often strategic location and function.

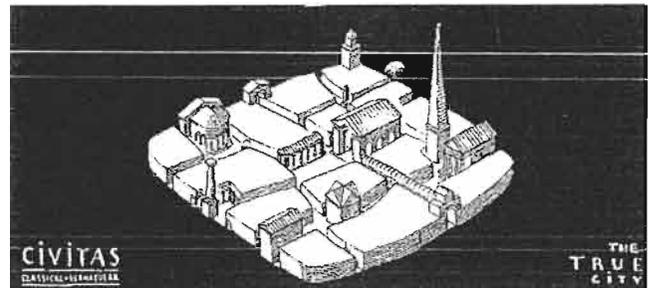
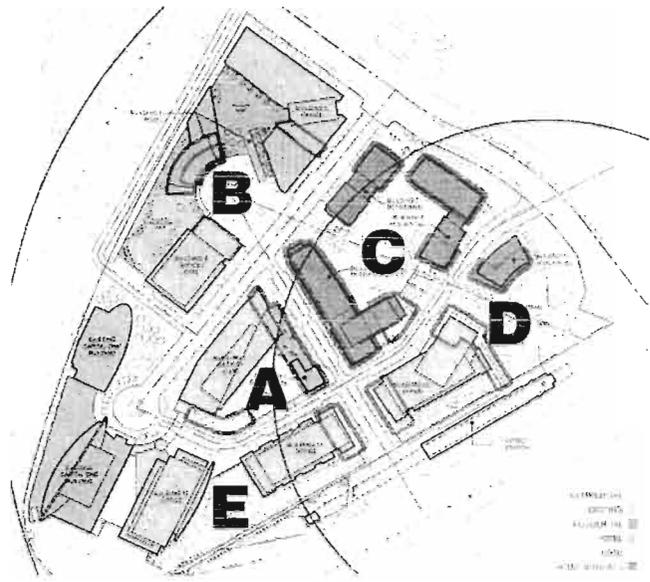
Massing, geometry, height and setbacks. These attributes are shown diagrammatically in the master plan and in the accompanying guideline graphics. Along with facades, they affect the profile, scale and character of each building.

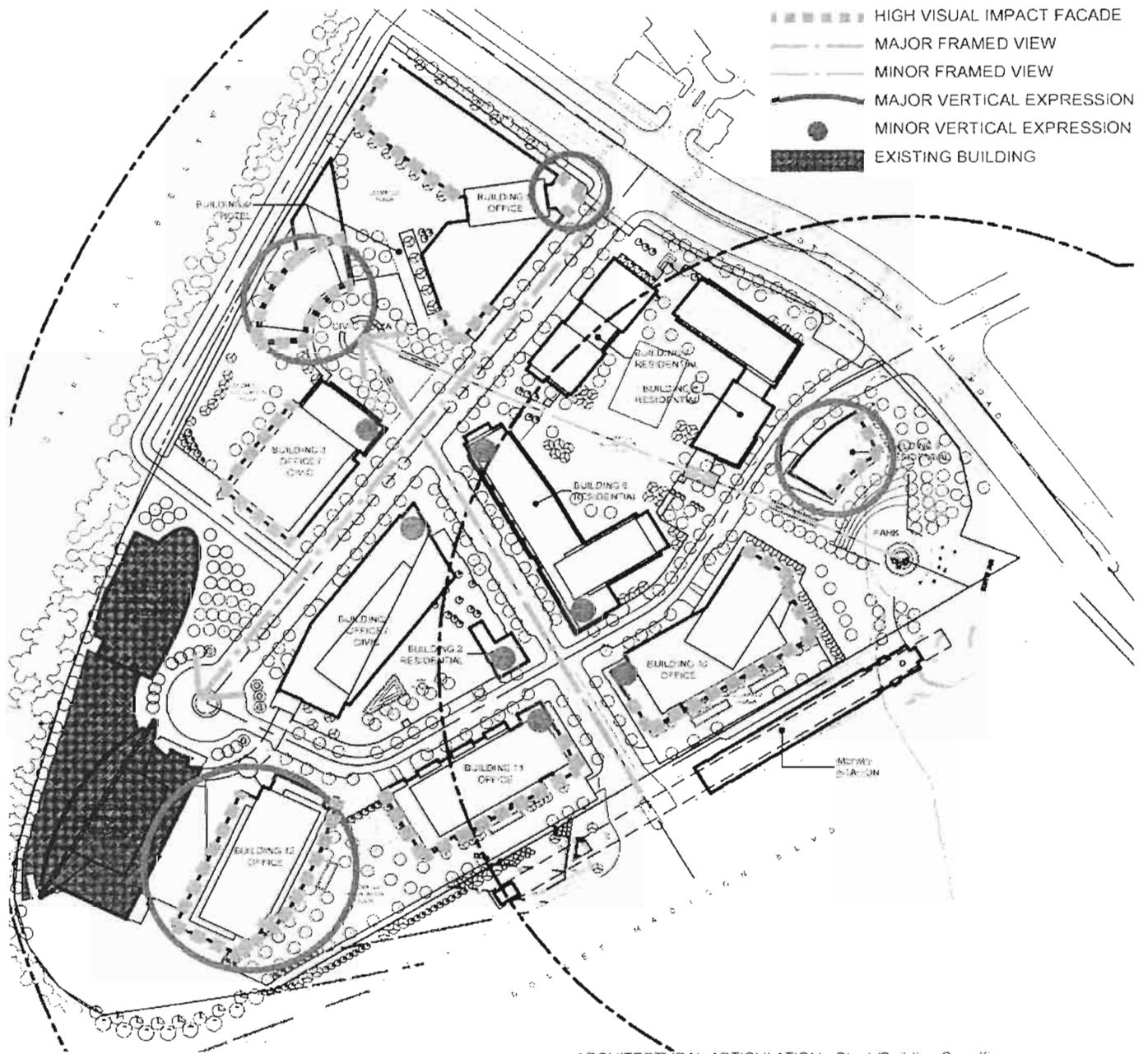
Facade composition, expression, patterns, materials, colors and details. Like massing, geometry and height, two and three-dimensional facade patterns, material and color choices, and facade details create and define each building's character, scale and imagery. Especially critical are guidelines for treating the lower floors of buildings where they meet sidewalks and streets, and the tops of buildings where they meet the sky.

Relationships to adjacent buildings and surroundings. Because buildings interact visually with each other and with surrounding streetscapes and open spaces, these guidelines establish design objectives to enhance those interactions.

Building services. Each building must have street-level access to loading areas and parking garage ramps. This entails large-scale openings in building facades, with trucks periodically driving across sidewalks. Consequently guidelines suggest or stipulate locations and treatments of service areas to ensure pedestrian safety and avoid compromising the quality of streetscapes and architecture.

Sustainability. In addition to facade and roof design tactics to achieve sustainability, the guidelines for individual buildings recommend additional measures that might be appropriate, such as gray-water recycling or stormwater storage and reuse.





ARCHITECTURAL ARTICULATION - Block/Building Specific

This diagram identifies buildings, plus portions of blocks and buildings, that are very visible and aesthetically prominent, and that deserve careful articulation. These include:

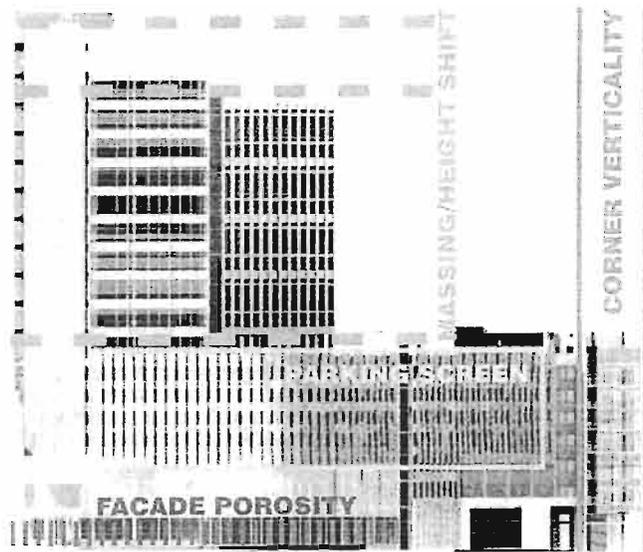
- especially tall buildings acting as visual focal points at the urban scale;
- high-impact facades, publicly visible from both near and far, that will be seen by millions of motorists, pedestrians and transit riders, and thus will determine the overall image and identity of the Capital One urban campus;
- visually strategic places on individual buildings - typically at building corners adjacent to and framing street intersections - where appropriate vertical facade expression can be perceived as neighborhood focal points and also create a desirable sense of portal and threshold from block to block.

Architects designing these buildings are expected to artfully compose all building facades, but special attention must be paid to the artful articulation of highlighted portions of building facades and building focal points. Accordingly the following block-by-block guidelines provide recommendations, generalized diagrams and illustrative photographs to show how the architecture can be developed.

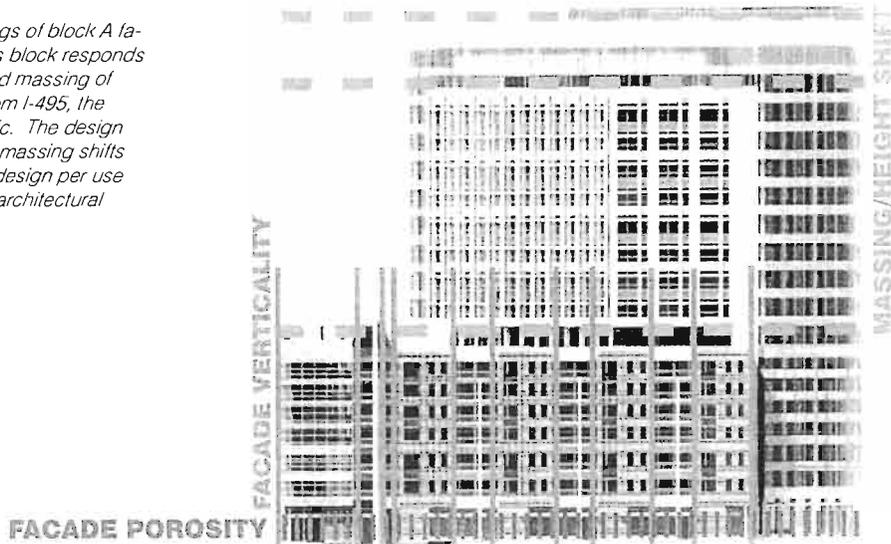
Architectural Articulation - Block A

Block A consists of two abutting buildings comprised of three distinctly expressed masses: an eight-story base with street-level retail, several levels of above-grade parking and a landscaped roof plaza; an office tower atop the base; and a shorter residential building attached to the base, also containing street-level retail. Plan diagrams on pages 67, 69 and 71 show the location of retail, various facade conditions and visual impact/focal points including minor, vertically expressive focal points at the two Block A corners where Old Meadow Road intersects Capital One Drive and Old Springhouse Road. Accordingly, the Block A massing and facade design guideline diagrams on this page illustrate conceptually how Block A facade conditions and articulation requirements should be approached.

Images Right: Proposed diagrammatic renderings of block A facade elevations. The schematic design of this block responds to the availability of natural light, the height and massing of the future surrounding blocks, and visibility from I-495, the future METRO line, and future pedestrian traffic. The design throughout the site emphasizes verticality and massing shifts to break down the facades, the unification of design per use within any given block, and adherence to the architectural articulation diagram.



SOUTHWEST ELEVATION



SOUTHEAST ELEVATION



NORTHWEST ELEVATION

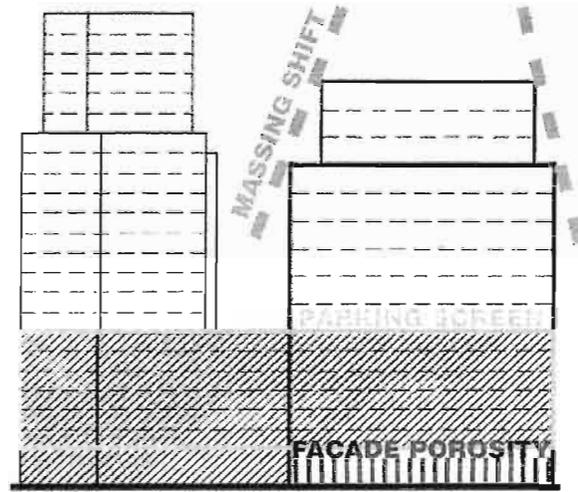


Proposed schematic renderings of block A buildings illustrating architectural articulation concepts (clockwise from top left): parking screen; massing/height shift; unified facade; corner verticality.

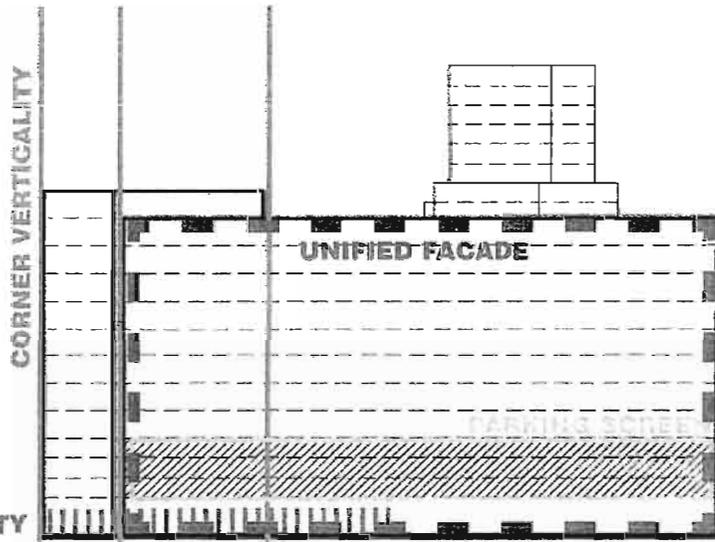
Architectural Articulation - Block B

Block B, the largest of the five blocks, consists of three conjoined buildings organized around and framing a civic plaza. Distinctly expressed architectural massing consists of a multi-story base interconnecting the three buildings and, rising above the base, a separate hotel tower and two separate, slightly less tall office towers. The base contains hotel-related facilities, several levels of above-grade parking and a civic facility at street level below one of the office towers. The roof of the base between the towers will be accessible and used for terrace and recreational areas.

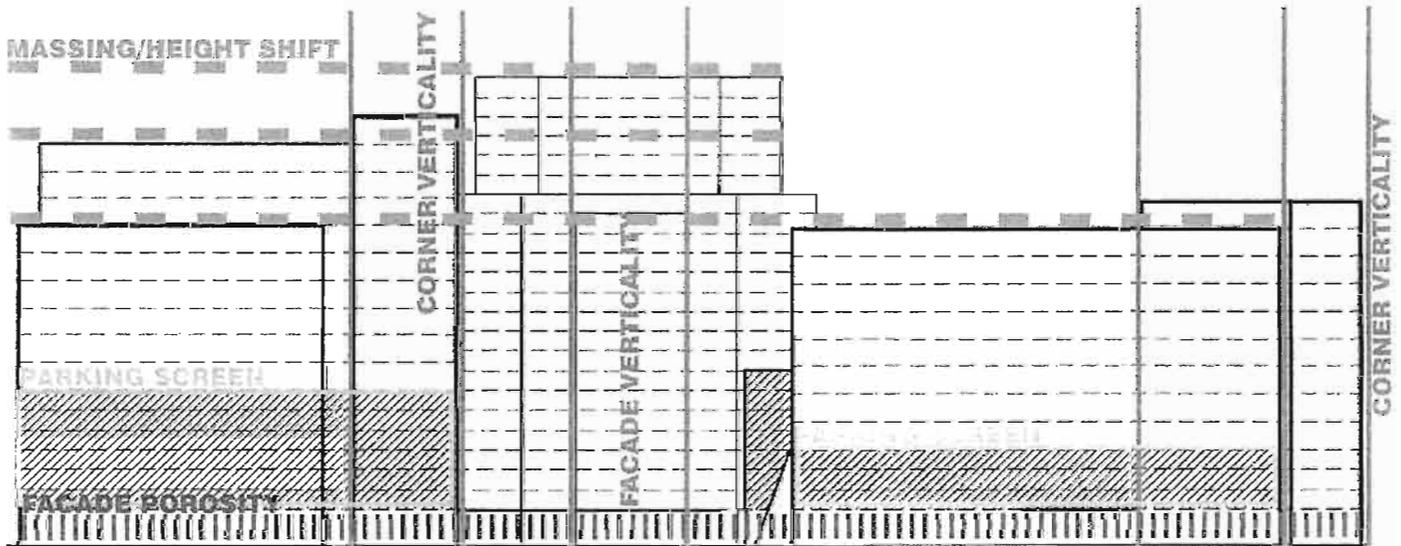
The previous plan diagrams show the location of various facade conditions and call for a vertically expressive, minor focal point at the corner of the office/civic building. They also identify the tallest tower, the center building of the three, as a major urban focal point. The western facades of Block B buildings are adjacent to and overlook the Capital Beltway, making them highly visible to millions of motorists and thus unavoidably architectural "representatives" of the Capital One urban campus. Likewise building facades around the civic plaza will be publicly prominent. Accordingly, especially artful design of Block B buildings and their diverse facades is essential. To that end, the Block B massing and facade design guideline diagrams on this page illustrate conceptually how Block B facade conditions and articulation requirements should be approached.



SOUTHWEST ELEVATION



NORTHEAST ELEVATION



SOUTHEAST ELEVATION

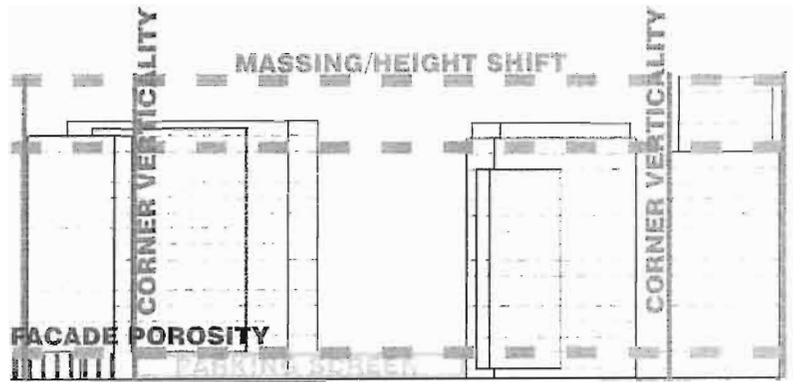


*Examples of architectural articulation concepts (clockwise from top left):
corner verticality; facade porosity; parking screen; facade verticality*

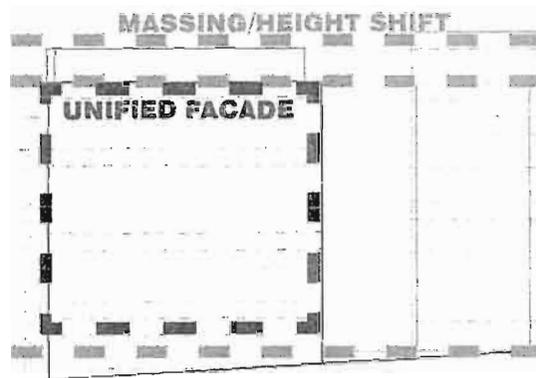
NOTE: The above images are intended for illustrative purposes only and do not represent any finalized design.

Architectural Articulation - Block C

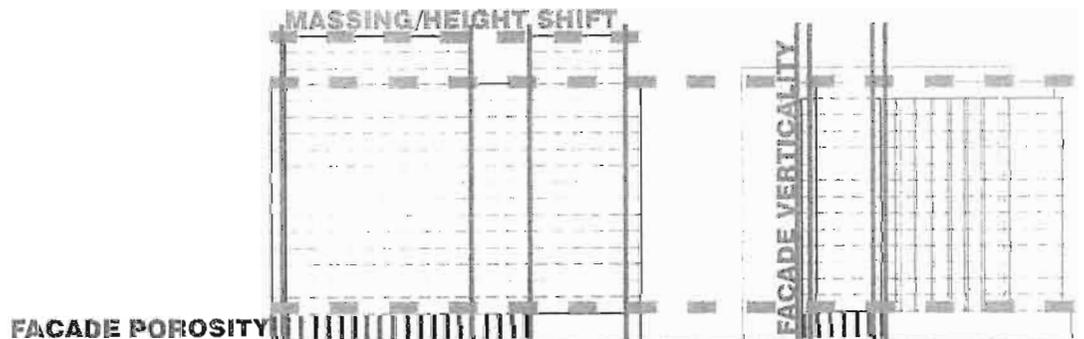
Three Block C residential buildings are arranged around the perimeter of a large elevated courtyard - a common green and recreational area - atop the roof of a base containing street-level retail and above-grade parking. The previous plan diagrams show the location of retail and various facade conditions facing surrounding streets as well as the common green. They also locate three minor, vertically expressive Block C focal points: two at the Block C corners where Old Meadow Road intersects Capital One Drive and Old Springhouse Road, the latter across from Block A, D and E vertical focal points; and at the Block C corner where Capital One Drive intersects Scotts Crossing Road. Accordingly, the Block C massing and facade design guideline diagrams on this page illustrate conceptually how Block C facade conditions and articulation requirements should be approached.



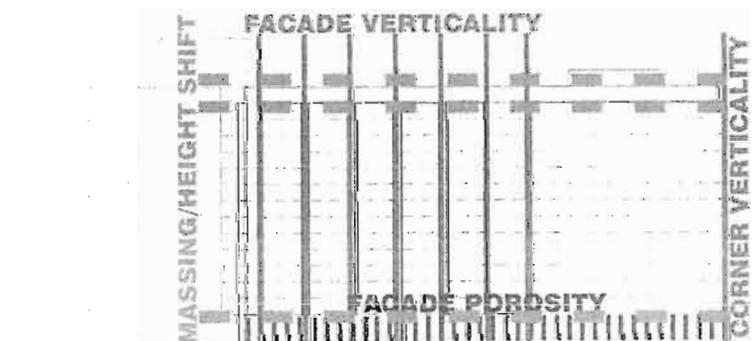
SOUTHEAST ELEVATION



NORTHEAST ELEVATION



NORTHWEST ELEVATION



SOUTHWEST ELEVATION

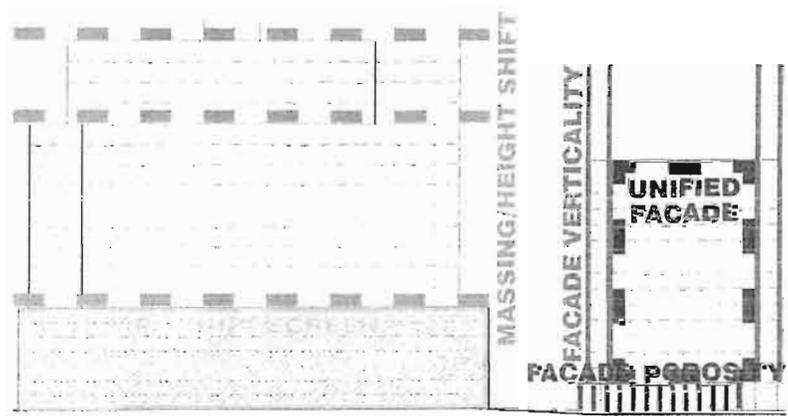


*Examples of architectural articulation concepts (clockwise from top left):
facade porosity; massing/height shift; corner verticality; unified facade.*

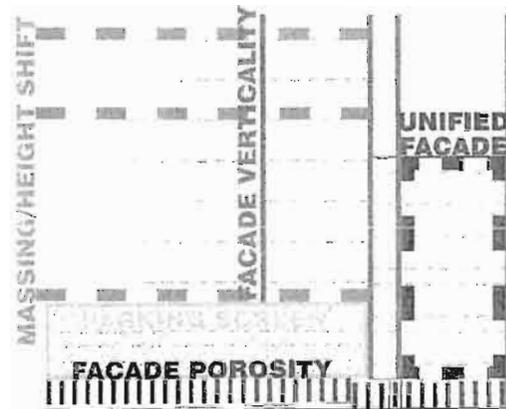
NOTE: The above images are intended for illustrative purposes only and do not represent any finalized design.

Architectural Articulation - Block D

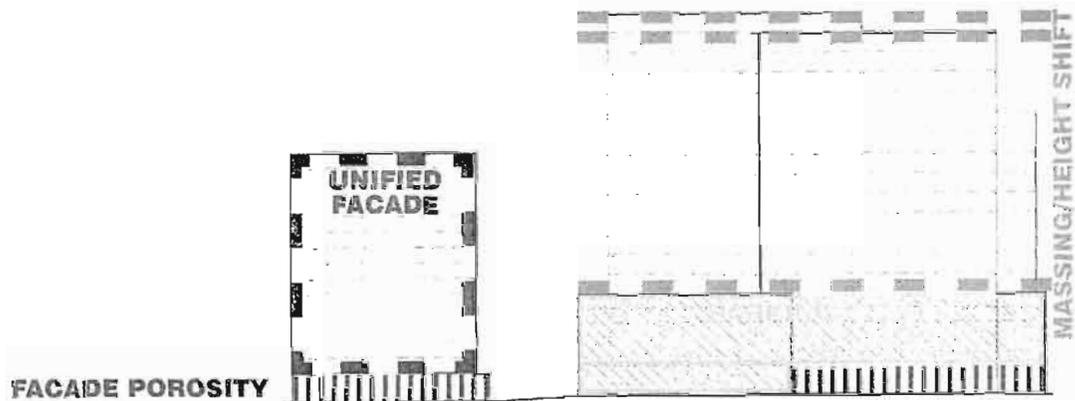
Block D contains two buildings, a potentially iconic, free-standing residential tower overlooking the Metro Park and two local streets; and an office tower atop a multi-story base directly adjacent to and overlooking the new Metro station along Route 123. The office tower base contains retail at park and street levels and includes several levels of above-grade parking and a rooftop terrace next to the Metro station. The previous plan diagrams showing the location of retail and various facade conditions locate a minor, vertically expressive focal point at the Block D corner where Old Meadow Road intersects Old Springhouse Road, across from Block A, C and E vertical focal points. Facing Route 123 and the park, both buildings have prominent, highly visible facades that need to be artfully designed. Accordingly, Block D massing and facade design guideline diagrams illustrate conceptually how Block D facade conditions and articulation requirements should be approached.



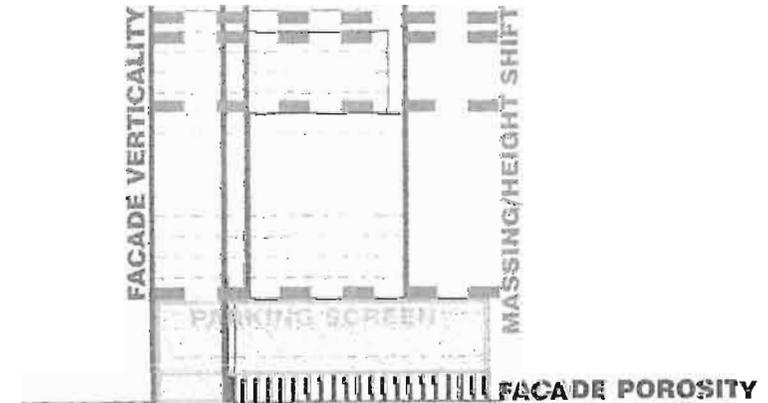
SOUTHEAST ELEVATION



NORTHEAST ELEVATION



NORTHWEST ELEVATION



SOUTHWEST ELEVATION

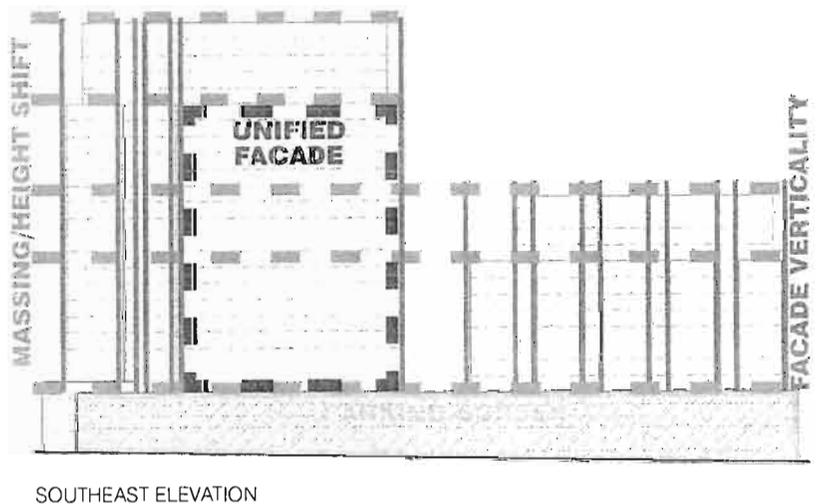
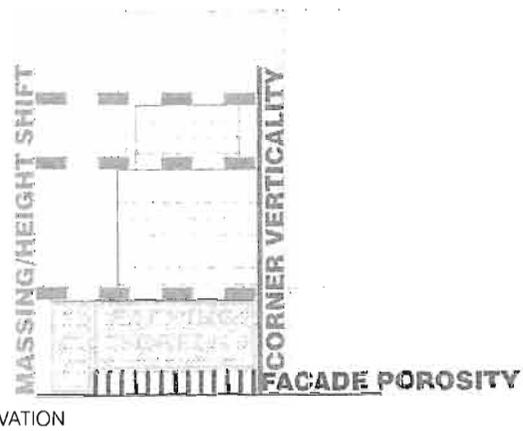
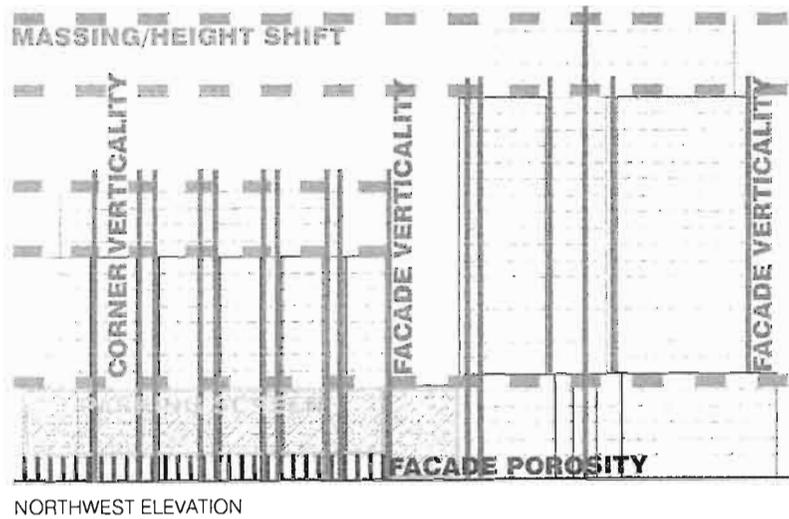


Examples of architectural articulation concepts (clockwise from top left): parking screen; facade verticality; massing/height shift; unified facade.

NOTE: The above images are intended for illustrative purposes only and do not represent any finalized design.

Architectural Articulation - Block E

Block E contains two office towers atop a multi-story base adjacent to and overlooking the new elevated Metro line along Route 123. The base has a bit of street-level retail but mostly houses several levels of above-grade parking and a terrace on the base rooftop between the two office towers. Plan diagrams showing the location of retail and various facade conditions locates a minor, vertically expressive focal point at the Block E corner where Old Meadow Road intersects Old Springhouse Road, across from Block A, C and D vertical focal points. Facing Route 123 and the park, both office towers have prominent, highly visible facades necessitating artful design. Accordingly, the Block E massing and facade design guideline diagrams below illustrate conceptually how Block E facade conditions and articulation requirements should be approached.



Sustainable Design

In addition to sustainable site and open space design strategies outlined elsewhere in the Design Guidelines, the architectural design of each building, project and phase shall endeavor to meet a high level of sustainable design excellence. All non-residential buildings shall be designed to achieve LEED-Silver certification, at the LEED Rating System version current at the time. All residential buildings will be designed to achieve LEED Certification or other comparable sustainable design certification for multi-family residential projects that may be sanctioned by Fairfax County current at the time.

Sustainable design charrettes at the outset of design for all projects will establish detailed and integrated sustainable strategies suited to the particular program and site conditions of each project. A checklist for LEED certification or comparable standard outlining strategies to be pursued will be produced as a primary result of this charrette.

Sustainable design strategies should not be focused solely on achieving a grocery list of LEED credits, but rather on an integrated performance-based design that will also achieve the desired level of LEED certification. Accordingly, specific sustainable design items cannot be predetermined prior to a comprehensive evaluation of the individual building program and conditions. However, specific items that should be considered in putting together the overall package of sustainable strategies include (but are not limited to):

- Incorporation of existing technologies for alternative and on-site energy systems, and/or accommodation for future implementation of new technologies in alternative energy generation
- High-performance building envelope design, including passive design techniques where applicable
- High-efficiency HVAC system selection and design
- Smart lighting and HVAC controls, including daylight harvesting, state-of-the-art high-efficiency lamping, occupancy sensors and programmed lighting/HVAC sweeps and a high level of lighting/HVAC controls and monitoring
- Basic and enhanced building commissioning
- Specification of Energy Star appliances and equipment wherever applicable
- Energy performance optimization, utilizing the ASHRAE Advanced Energy Design Guides. The specific benchmark for energy performance optimization will depend primarily on the combination of other energy-related strategies pursued, including (but not limited to) on-site energy generation, building envelope performance, mechanical system selection, lighting design/specifications, building design orientation and ongoing building operations.
- Water use efficiency, including high-efficiency low-flow fixtures and potential harvesting/reuse of stormwater and gray water
- Vegetated and/or high-albedo roofing, benefitting stormwater management quality/quantity, urban heat-island effect mediation, potable water use, habitat restoration and thermal envelope insulation

- Utilization of Low Impact Development (LID) techniques in site and streetscape design to enhance stormwater management and heat-island effect mediation
- Water- and energy-efficient site design, taking into consideration pervious paving in pedestrian hardscape, site lighting, deciduous tree canopy and native/adapted vegetation in landscape design
- Encouragement of alternative transportation, including bike facilities, provision for charging electric vehicles and/or accommodation for other new alternative vehicle technologies that may be developed
- Adherence to transit-oriented development principles in site and building design, emphasizing the energy and environmental benefits of high-density development encouraging a pedestrian-friendly neighborhood, multiple connections to public transit opportunities and a diverse mix of uses (residential, commercial, retail and civic)
- Provision for collection and removal of a broad array of recyclable materials, including applicable items that may be beyond county requirements
- Comprehensive construction waste management plans and specification of recycled, regionally-produced and rapidly renewable materials in building design
- Optimization of indoor air quality through specification of low-VOC, low-emitting materials and construction indoor air quality management protocols
- Development and implementation of sustainable building operation, maintenance and education plans for both commercial and residential occupants to facilitate an ongoing sustainable community



Appendix - GLOSSARY

ADA - Americans with Disabilities Act

ALBEDO - the proportion of the incident light or radiation that is reflected by a surface.

ARCADE - a covered passageway with arches along one or both sides; a covered walk with stores along one or both sides; a series of arches supporting a wall, or set along it.

BIO-SWALE - an urban landform used to convey surface water in order to enhance infiltration and reduce surface runoff.

FLYOVER - overpass: bridge formed by the upper level of a crossing of two highways at different levels.

GLAZING - the glass in a window.

GREEN ROOF - roof of a building which is partially or completely covered with plants. It may be a tended roof garden or a more self-maintaining ecology.

HARDSCAPE - elements added to a natural landscape, such as paving stones, gravel, walkways, irrigation systems, roads, retaining walls, sculpture, street amenities, fountains, and other mechanical features.

HEAT ISLAND EFFECT - a "dome" of elevated temperatures over an urban area caused by structural and pavement heat fluxes, and pollutant emissions.

LOW IMPACT DEVELOPMENT (LID) - an innovative storm-water management approach with a basic principle that is modeled after nature: manage rainfall at the source using uniformly distributed decentralized micro-scale controls.

MASSING - the expression of exterior or interior volume as form.

MICROCLIMATE - Localized climate conditions within an urban area or neighborhood.

NODE - a point at which lines or pathways intersect or branch; a central or connecting point.

OPEN SPACE - a relatively clear or forested area left untouched in or near a city. It may be active open space, such as a baseball field, or passive open space, such as an area of natural woodland.

PERVIOUS - (of a substance) allowing water to pass through; permeable.

POROSITY - a measure of the void spaces in a material, and is a fraction of the volume of voids over the total volume, between 0-1, or as a percentage between 0-100%.

SIGN - any writing work or numerical, pictorial presentation, illustration or decoration, emblem, device, symbol or trademark, flag, banner or pennant, or any other device, figure, or similar character which:

1. is used to announce, direct attention to, identify, advertise, or otherwise make anything known; and
2. is visible from the public right-of-way or from adjoining property.

SIGN AREA - the entire face of a sign including any non-structural embellishments but not including the supporting structure. In the case of a double-faced sign where the interior angle formed by the faces is 45 degrees or less or where the sign faces are parallel, only one sign face shall be used in calculating the area.

SIGN, BUILDING MOUNTED - a sign attached to and deriving its support from a building.

SIGN, CANOPY (AWNING) - a sign painted or printed on or attached flat against a canopy or awning.

SIGN FACE - the area of a sign used for visual communication.

SIGN, FREESTANDING - a nonmovable sign supported by a fence, retaining wall, or by upright structural members or braces on or in the ground and not attached to a building.

SIGN, HANGING - a sign suspended from braces, beams, or other supports, which may be either freestanding or building mounted.

SIGN, PORTABLE - any sign not permanently affixed to the ground nor to a building, including, but not limited to, a sign that is movable, such as a sandwich board sign, A-frame sign, gas or hot air-filled displays, balloons or banners.

SIGN, PROJECTING (BLADE) - a sign attached, generally perpendicular, to the wall of a building, or other structure not specifically designed to support the sign, including building mounted hanging signs.

SIGN, WINDOW - a sign attached to or applied upon the inside or outside surface of a window or transparent door or immediately adjacent, not to include window merchandise displays, and intended to be viewed from the outside.

STREETSCAPE - City passageways: streets, boulevards and alleyways; encompasses public spaces such as roadways and sidewalks, semi-private spaces such as residential front yards and commercial terraces, and include the street trees, flower-boxes and planters that enhance these spaces.

STORMWATER - any water that results from a storm —generally rainfall. Stormwater either enters the ground (absorption) and recharges groundwater, evaporates into the atmosphere, or flows over land to streams, lakes, rivers, and other water features.

TRANSIT ORIENTED DEVELOPMENT - A type of development that links land use and transit facilities to support the transit system and help reduce sprawl, traffic congestion and air pollution. It includes housing, along with complementary public uses (jobs, retail and services), located at a strategic point along a regional transit system, such as a rail hub.

WAYFINDING - how people orient themselves and navigate in a built environment.

VIADUCT - a long bridgelike structure, typically a series of arches, carrying a road or railroad across a valley or other low ground.

WMATA - Washington Metro Area Transportation Authority

Appendix - BIBLIOGRAPHY

GLOSSARY DEFINITION SOURCES

- Richmond Regional Planning District Commission, www.richmondregional.org, 07/27/11.
- U.S. Environmental Protection Agency, "Terms of Environment: Glossary, Abbreviations and Acronyms", www.epa.gov, 10/02/06.
- Sustainable City, "Definitions", www.sustainable-city.org.
- American Society of Landscape Architects Online, "Glossary", www.asla.org.
- City of Rockville, "Architecture Glossary", www.rockvillemd.gov.
- Metropolitan Transportation Commission Library, "Glossary", www.mtc.ca.gov, 03/03/09.

IMAGE SOURCES

- COVER: Rendering by Jeff McSwain
- PAGE A-2: Cartoon by Roger K. Lewis
- PAGE A-3: Cartoon by Roger K. Lewis
- PAGE B-2: Image by Urban Advantage
- PAGE B-3: Top image by Jeff McSwain, bottom photo by Alex MacLean
- PAGE C-2: Plan from the Tysons Corner Comprehensive Plan, 2011 ed.
- PAGE C-5: Image by Jeff McSwain
- PAGE E-3: Top photo and public art photos by Dhuru A. Thadani, bench photo by Nola Industrier (www.nola.se)
- PAGE E-5: Photo by Google Street View
- PAGE E-6: Photo by Marc LaRosa
- PAGE E-7: Roundabout photo by Norman Garrick
- PAGE E-9: Reston photo by Jim Crawford
- PAGE E-10: Paley Park photo by Tom Spencer, crosswalk image from the Federal Highway Administration (USDOT)
- PAGE E-11:
- PAGE E-13: Photo by Google Street View
- PAGE E-14:
- PAGE E-16: Photo by Google Street View
- PAGE E-18: Photo of Chicago El Overpass by Getty Images, Vienna METRO Station photo by Google Street View, Ravenna Underpass photo by Build, LLC
- PAGE E-19:
- PAGE E-21: Photo by Google Street View, San Diego park photo by Kathryn Becher
- PAGE E-22: Photo by Google Street View
- PAGE E-24: Photo by Google Street View
- PAGE E-25: aerial photo by Bing Maps, photo by Google Street View
- PAGE E-31: Convention Center sign by Calori & Vanden-Eynden
- PAGE E-32:
- PAGE E-33: Top photo by Kevin Robert Perry, middle photo by Linda Garrison, bottom photo by Hiromitsu Yajima
- PAGE F-2: Plan from Tysons Corner Comprehensive Plan, 2011 ed.
- PAGE F-5:
- PAGE F-6:
- PAGE F-7: Photo by Google Street View
- PAGE F-8: Paley Park photo by Tom Spencer
- PAGE F-9:
- PAGE F-10: Top photo by sitephocus, Middle photo by Olive8
- PAGE G-2: Top image by SmithGroup, bottom image by Leon Krier
- PAGE G-3: Top row images by SmithGroup
- PAGE G-5: Plan from Tysons Corner Comprehensive Plan, 2011 ed.
- PAGE G-6:
- PAGE G-8: Top image by SmithGroup, bottom photo by Google Street View
- PAGE G-10: Second and third row images by Leon Krier, bottom row photos by Dhuru A. Thadani

EXHIBIT C

Proffer 41: Transportation Demand Management Implementation Plan

CAPITAL ONE TRANSIT ORIENTED DEVELOPMENT
TRANSPORTATION DEMAND MANAGEMENT
STRATEGIC PLAN

PREPARED FOR CAPITAL ONE BY: **URBANTRANS**

DRAFT



July 9, 2012
Version 17



July 9, 2012
Version 17

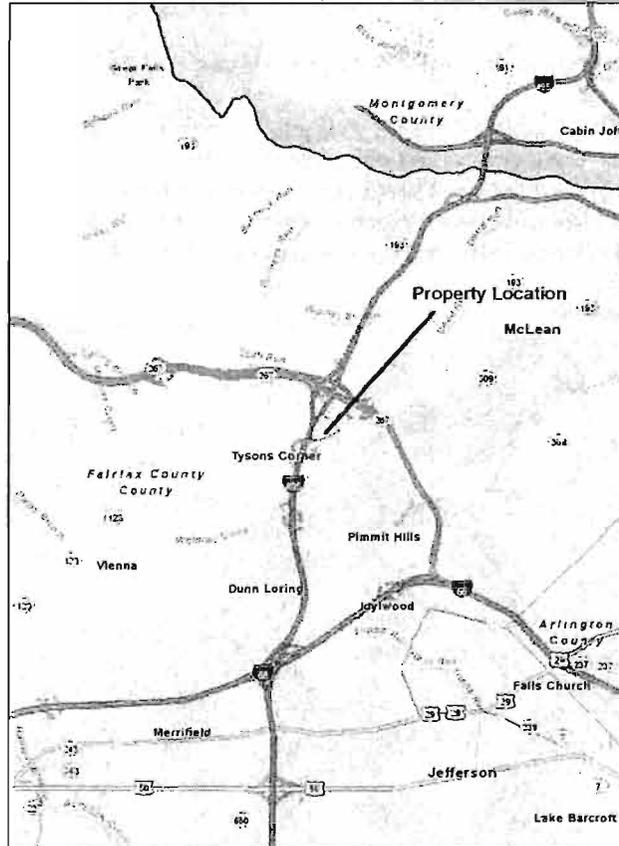
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1.0 | Background Summary

The Capital One Headquarters redevelopment project is a planned 4.9 million square foot transit oriented (TOD), mixed-use development located east of the Capital Beltway (I-495) and Route 123 (Figure 1). This site is immediately adjacent to the Tysons-McLean Metrorail Station, which is currently under construction along the south side of the site along Route 123.

Figure 1: Proposed Capital One Headquarters Redevelopment Project



The proposed build out is scheduled for completion in two phases. Phase 1 is planned for completion by 2020. Phase 2 includes the addition of a hotel and more office development by 2030. The land uses associated with the development plan are described in Table 1. These are preliminary development plans and are subject to change.

Table 1: Proposed Build-out (2020 and 2030)

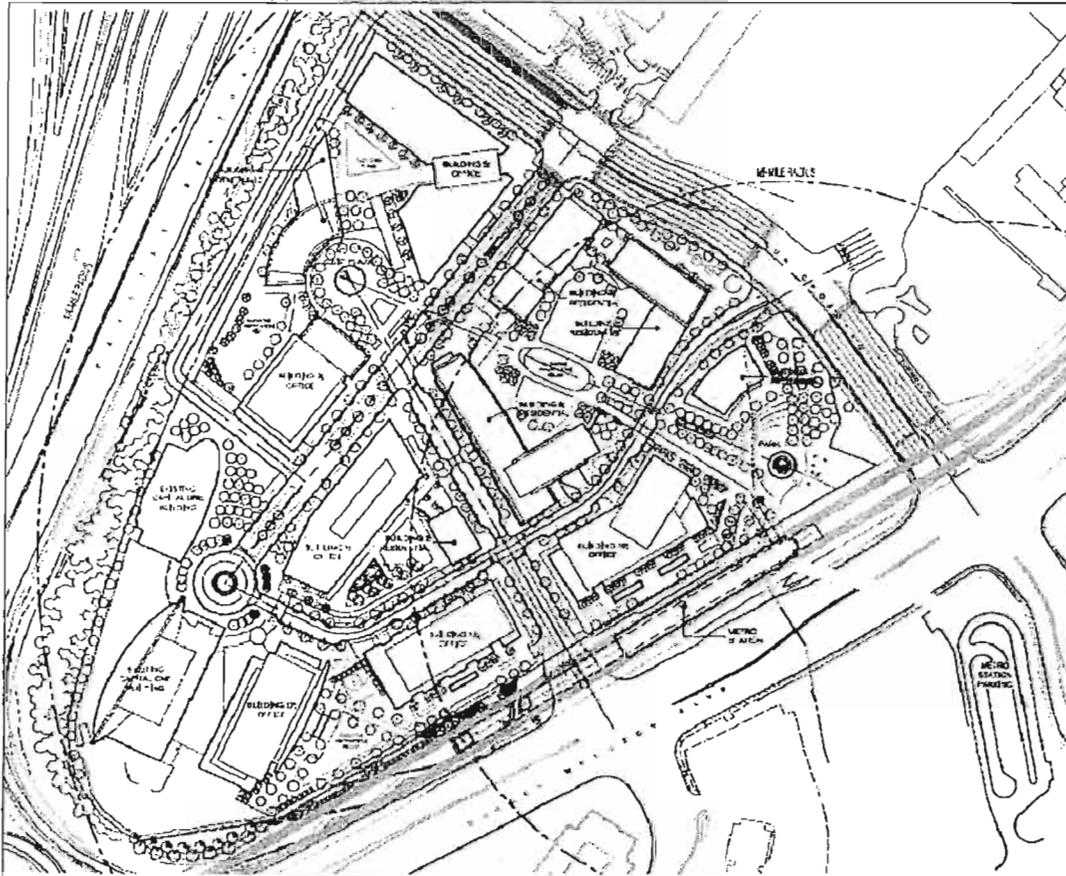
Land Use	Size	
	2020	2030
Office	843 kSF	2,709 kSF
Residential	1,230 DU	1,230 DU
Hotel	n/a	614 Rooms
Retail	77 kSF	91 kSF
Civic Space	55 kSF	55 kSF

It is important to understand multiple aspects of the proposed development in order to develop an effective TDM program for the Capital One site. With this understanding, TDM strategies will be specifically targeted to the types of travelers that will travel to the site on a daily basis, including employees, students, visitors, and residents. To gain an initial understanding of the proposed development, as well as future plans for the area, staff of UrbanTrans North America (UrbanTrans) completed the following:

- Reviewed all site development plans
- Reviewed aerials for the site and surrounding area
- Reviewed Fairfax County's comprehensive plan for the Tysons Corner sub-area
- Performed site visits
- Reviewed applicable TDM plans and best practices at similar sites

Once the site is developed, the Capital One property will combine a variety of uses including office, residential, hotel, retail, education and civic spaces. This mix of uses, combined with the rail transit service provided by the Metrorail Silver Line, will transform the existing site into a dense, mixed-use district with over 4.9 million developed square feet. The design of the project, as shown in Figure 2, will create a pedestrian friendly environment that links these uses together.

Figure 2: Proposed Capital One Master Plan



1.1 | Plan Process and Fairfax County Comprehensive Plan Consistency

In accordance with the Fairfax County Comprehensive Plan for the Tysons Corner Urban Center (as amended through 6-22-2010), this TDM strategic plan was developed to outline how the Capital One and the long-term property owners, will mitigate the effects of increased traffic generated by the site. Page 61 of the Comprehensive Plan describes the content desired for these plans. Table 2 below summarizes this desired content and where that content can be found in this planning document specific to the proposed Capital One TOD area.

Table 2: Fairfax County Comprehensive Plan Elements Covered in this TDM Plan

<i>Comprehensive Plan Element</i>	<i>TDM Plan Section</i>
Evaluations of potential TDM measures	Section 4
Listing of TDM measures to be provided	Section 2
Listing of alternate TDM measures that may be provided on a district-wide basis	Section 5
Phased site trip reduction goals	Section 4
Implementation budgets	Section 3
Monitoring agreements and associated remedial and contingency funds	Sections 3 and 4

The plan’s vehicle trip reductions summarized in Section 4.0 are based on the site's distance from the planned Tysons-McLean Metrorail station. These are based on the Comprehensive Plan's vehicle trip reductions based on overall development levels in Tysons, which are listed below in Table 3. The Capital One TOD development will comply with the vehicle trip reductions provided in Table 3 at build out and beyond.

Table 3: Fairfax County TDM Vehicle Trip Reduction Goals

Square Feet of GFA in Tysons	Distance from Metro Station			
	0 to 1/8 Mile	1/8 to 1/4 Mile	1/4 to 1/2 Mile	Beyond 1/2 Mile
	Trip Reduction Goal			
Up to 65,000,000	45%	35%	30%	25%
65,000,000	50%	40%	35%	30%
84,000,000	55%	45%	40%	35%
90,000,000	58%	48%	43%	38%
96,000,000	60%	50%	45%	40%
105,000,000	63%	53%	48%	43%
113,000,000+	65%	55%	50%	45%

2.0 | TDM Program Recommendations

The strategies recommended for the TDM program are detailed in this section. These strategies are intended to enhance the use of transportation alternatives to driving alone than would naturally occur at the Capital One TOD.

Fundamentally, TDM strategies strive to influence the mode of transportation a traveler chooses by controlling several influences. These influences include financial incentives, provision of accurate and accessible information, and time savings, as shown in Figure 3. Together, these influences will have a significant impact of the mode of travel used by travelers.

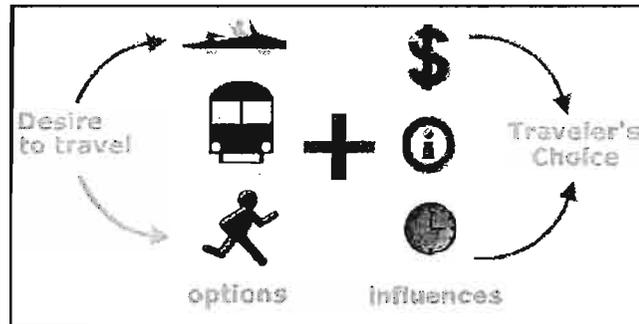


Figure 3: Influences on Travel Behavior

In addition to these primary influences, TDM program recommendations were formed using the results of a peer review of TODs with TDM programs as well as the characteristics of the proposed development. Specifically, the recommendations for the Capital One TOD were influenced heavily by:

1. **Metrorail "Silver" line service.** This new service under construction in the Tysons Corner area will connect travelers to the entire Metrorail system via the Orange line. As a transit-oriented development situated in a congested area, the Capital One TOD will draw a demographic in both its office and residential populations that will seek to utilize the train service accessible to the property.
2. **Proximity of the high occupancy vehicle (HOV) lanes.** The HOV/HOT lanes associated with the Dulles Toll Road, I-66, the Capital Beltway and other highways in this area are critical to encouraging the use of carpooling both for residents and employees at the Capital One site. These aspects were used to develop the TDM program recommendations for Capital One.
3. **Density, mix of uses and design of the proposed development.** The Capital One TOD will be composed of a dense mix of residential, employment, retail and service uses. These uses will have many different traveler types and trip purposes associated with them. Structuring a TDM program that can meet the needs of those different travelers and trips will be critical to its success.

The TDM program recommendations are divided into eight sections that cover the following TDM elements:

1. Infrastructure
2. Program Management
3. Rideshare and Carshare
4. Promotion and Marketing
5. Special Events Management
6. Incentives
7. Parking Management
8. Office-specific Programs

2.1 | Infrastructure

Bicycle Accommodations

At a minimum, a secure location will be provided where people can leave their bicycles outside. Outdoor racks will be designed to provide support at both a bicycle's wheel and frame (Figure 4). Racks will be placed near building entrances and in well-lit areas. The outdoor racks will largely serve as an amenity for visitors and will provide other access options for shoppers and diners.

Bicycle storage options that protect from weather and offer higher security will be offered for those who commute to work via bicycle and store their bicycle onsite for long time periods. These options will include indoor storage with access to lockers, changing rooms and showers.

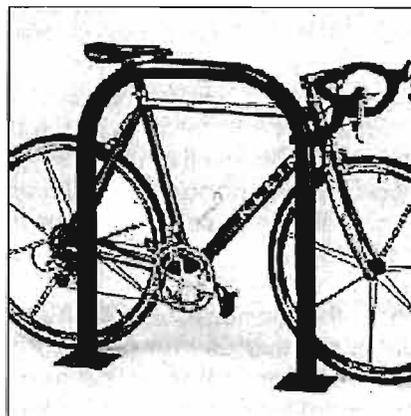


Figure 4

Within residential buildings on the property, secured, common storage areas will be provided within parking garages or other secure locations within the building. Bike racks will be provided outside of the buildings for visitor use. The Comprehensive Plan provides general guidance with regard to bicycle parking ratios for urban mixed-use centers. The amount and final location of bicycle racks/storage will be developed in coordination with the Department of Public Works & Environmental Services at the time of site plan submission(s).

Bike Share

Should a bike share program be created for the Tysons Corner area, the TDM program manager will work with FCDOT to identify and provide appropriate location(s) on the property for bike kiosks.

Information kiosks

Kiosks that provide information on Metrorail, carpooling, bicycling and other travel options will be installed in central locations throughout the TOD. These kiosks will display maps of area transit and bike routes, provide information on ridematching and onsite TDM programs, and list Web sites and phone numbers people can use to obtain additional information on travel alternatives. The kiosk should also contain contact information for the onsite Program Manager for traveler questions and comments. An example of an information kiosk from the Lloyd District in Portland, Oregon is displayed in Figure 5.

Figure 5: Information Kiosk (Lloyd District, Portland)



2.2 | Program Management

Property-wide TDM Program Management

TDM program management responsibilities should be designated to key property management staff at the Capital One site who will

also be responsible for site operations and maintenance. These individuals should serve as central points of contact and manage the TDM program. The staff will be employed either directly by the applicant or through an organization that represents the site's property owners, such as an umbrella owners' association (UOA). TDM staff will be located in a central area, the location of which shall be identified and made available to all residents, tenants and employees. TDM staff will be available for consultation during regular office hours.

The equivalent of 1.25 FTE will likely be necessary by full build-out of all twelve buildings to assure the successful implementation of the property-wide TDM program. In the initial phases of development (with less than three new buildings), 0.25 FTE is initially recommended to initiate the TDM program and manage development of the property-wide strategies such as program branding, Web site development, and other aspects of the property-wide TDM program described below.

In addition, the property-wide TDM program elements will be implemented with assistance from an advisory committee composed of property owners, residents and employers. The primary role of the advisory committee will be to guide implementation of the TDM program, help pursue and implement funding options for the program and guide monitoring and evaluation efforts.

Property-wide TDM Program Management responsibilities are:

- Available to answer employee, resident and guest questions about all aspects of the TDM program
- Lead an advisory committee of property owners, residents, employers and other representatives to guide implementation of the TDM program and the strategies described in this plan
- Manage a volunteer network of Transportation Coordinators composed of individual Transportation Coordinators located at residential and office/hotel buildings, provide these coordinators with materials and information to distribute about TDM program, and organize periodic meetings with these
- Recruit and engage participants (residential and office/hotel) for any outreach events or campaigns associated with the program over time
- Coordinate with Fairfax County's Employer Services program to conduct TDM outreach to employers located in office space at the site
- Coordinate with other county TDM providers including Tysons Partnership, TYTRAN, MWCOG and Telework! VA to avoid duplication of services and obtain support for program implementation
- Work with residential sales and leasing staff to train them on TDM programs and information so they can provide these materials to tenants as they move in
- Coordinate and manage IT efforts associated with the TDM program

The overall approach of the property-wide TDM program manager is likely to follow an individualized marketing framework. Individualized marketing is a TDM implementation and evaluation process that takes the principles of social marketing and customizes them to transportation programs focused on the individual traveler. The approach is simple: target customized information, training, and incentives to people who are open to changing the way they travel. Identifying people who are open to trying transportation alternatives is achieved through pre-surveys of the population to determine who uses transportation alternatives currently, who is interested in using them more, and who would never consider changing their travel behavior. The programs are implemented and the participants are then surveyed again to understand how their travel behavior changed. These evaluation surveys are described in more detail in Section 5.2.

2.3 | Rideshare and Carshare

Carpool Matching Program

Carpooling and vanpooling (i.e., “ridesharing”) are an important vehicle trip reduction strategy given the office development associated with the Capital One TOD and the current home locations of many workers who will be employed at the TOD. Most employees who currently work in Tysons Corner live to the west. Rail will not be a commute option for these individuals until final build out of the Silver Line. For this reason, a robust carpool-matching program will be implemented.

The challenge with ridesharing is matching riders and passengers. This process can be facilitated through online matching programs. The Capital One site will utilize and market the carpool-matching program operated by MWCOC. To maintain commitment, individuals who register in the carpool-matching program will be encouraged to participate in the Commute Rewards program described in Section 2.6

Carsharing Management

Carsharing refers to a short-term automobile rental service available to the general public and separate from any individual company fleet. Carsharing operators provide a small fleet of vehicles for a limited timeframe, typically only a few hours, to travelers. The cars can be used to run errands or attend meetings. Their presence makes it possible for employees to leave their cars at home when they need to attend mid-day meetings and allows residents to give up their cars. In addition to being an important TDM support strategy, a strategic carsharing program can reduce the need for fleet vehicles and thereby reduce some of the corresponding parking required for those vehicles.

If sufficient demand exists for a third party or parties to provide carshare service at the Capital One site, the developer will work with carshare agencies and FCDOT to provide strategically located parking spaces throughout the development. If opportunities exist to coordinate with other property owners in the vicinity then a joint effort will be pursued.

2.4 | Promotion and Marketing

Program Branding

An initial step in the promotion and marketing of the TDM Program is the development of a program brand. The brand should be used on TDM program marketing materials, which may include e-newsletters, the program Web site, print ads, television and radio advertising, brochures, flyers and news releases.

To be successful, a brand must offer a relevant, consistent message that resonates with current and potential customers. The graphic identity of a program brand, including a logo, taglines and a brand standards document should convey the program's ability to address the needs of the various types of employees and visitors that will travel to the campus. The brand should create a single point of reference for the employees and visitors that will access the site daily.

Transportation Program Web Site

The Capital One TOD will develop a central Web site to serve as a hub of transportation-related information for residents, employees and visitors. This site will contain links to area transit,

rideshare, and other relevant agencies for scheduling and route information as well as providing opportunities for users to learn more about transportation options at the TOD.

Local Access Guides

The Capital One TOD will provide a local access guide to residents, employees, hotel guests and visitors. The access guide will provide information on local services, transportation amenities and instructions on how to use transit and obtain additional information. The access guides will be provided to new residents as part of their move-in packet as well as to all new employees in office and retail space. They will also serve as useful tools during individualized marketing campaigns (described below).

Individualized Marketing Campaign

Individualized marketing campaigns will be implemented at the Capital One TOD. Individualized marketing takes the principles of social marketing and customizes them to transportation and individual travelers. The approach is simple: target customized information, training and incentives to people who are open to changing the way they travel. Identification of people open to trying transportation alternatives is achieved through pre-surveys of the population to determine who uses transportation alternatives currently, who is interested in using them more, and who is unlikely to consider changing their travel behavior. The programs are implemented and the participants are then surveyed again to understand how their travel behavior changed. Individualized marketing campaigns can serve as an umbrella strategy that incorporates existing transportation incentives, ride matching services, bicycle programs and outreach events.

Coordinate Outreach and Marketing Activities with TDM Providers

The Capital One TOD TDM program management will coordinate with area TDM providers, including TYTRAN, Fairfax County DOT Commuter Services, MWCOG and Telework!VA. These providers can help assist and implement TDM strategies such as:

- Online ridesharing
- Guaranteed Ride Home
- Employer consultation
- Telework program development

Promote Real-time Transit Information

WMATA now offers real-time transit information through its Web site and applications are available for smart phones that allow travelers to access real-time schedule information. Because real-time transit information has been found to decrease perceived wait times and increase rider satisfaction with transit systems, the Capital One TDM program will promote applications and Web sites that provide real-time travel information. In addition, the development will monitor new technologies that can be used to increase the use of non-SOV travel modes and implement those strategies when appropriate based on costs and potential benefits. The information provided will include, but not be limited to, the following:

- Traffic conditions, road hazards, construction work zones, and road detours
- Arrival times and delays on Metrorail, Tysons Circulator, and area bus routes
- Real-time parking conditions and guidance to current on-site parking vacancies

2.5 | Special Event Management

As the Capital One TOD evolves and the commercial uses are occupied, programs will be implemented to minimize the impact of vehicle trips during on-site special events. Potential programs include reduced parking fees for carpoolers, temporary bike stations where visitors can leave their bikes, temporary shuttle buses and coordination with event organizers to assure that attendees know about all of their travel options.

2.6 | Incentives

Adjusting the cost of travel is the most effective tool in TDM programs. Options include increasing the cost of undesirable actions, like driving alone, and decreasing the cost of desirable actions, such as taking transit. The most effective pricing and incentives strategies at a TOD the size of the Capital One development include:

- Subsidized Metrorail SmartTrip Cards for individuals trying transit for the first time
- Subsidized vanpool subscriptions
- A Commute Rewards program to reward long-term use of transit and other transportation options

These programs are described more below.

Metrorail SmartTrip Cards

Temporary transit subsidies have proven successful at encouraging individuals who normally drive alone to try and subsequently continue to use transit. The Capital One TDM program will distribute preloaded SmartTrip cards to select residents and employees that normally drive alone. The card distribution will be integrated with other TDM campaigns. Each year the program will distribute the equivalent of 250 cards to residents and 100 cards to employees loaded with enough funds to allow the recipients to make five round trips from the Tysons-McLean Metrorail station to central DC.



Figure 6: SmartTrip Card

The effectiveness of the campaigns will be measured using survey instruments. The manner in which the cards are distributed may vary from year-to-year based on current TDM marketing campaigns, demand and success of previous distribution methods. In addition, the value of each pass may differ from year-to-year, however, the total value of all passes distributed will remain equivalent to 350 passes with sufficient value to cover the cost of five round trips from Tysons-McLean to central DC.

More cards will generally be distributed to residents than employees because it is anticipated that many employers will choose to subsidize transit passes for their employees or provide options that allow their employees to purchase transit passes with pre-tax dollars.

Pretax Metrorail and Vanpool Benefit Programs

Employers can offer a federal tax break to employees who use transit, commute by vanpool, pay for commuter parking and even bike to work. Under the Internal Revenue Code, Section

132(f), Qualified Transportation Fringes, employees can pay for commuting to work by transit or van pools or bicycling with tax-free dollars. Employers have discretion in how they offer this benefit. They can subsidize their employees' commute, allow them to use pretax salary to pay for their commute or provide a combination of subsidy and pretax salary up to the federal monthly cap. In 2012, the monthly cap for the tax-free benefits is \$125 for transit or van pools, and \$240 for commuter parking. Employees who regularly bike to work can receive up to \$20/month as a tax-free subsidy, at the employer's discretion. The commuter tax benefit program saves employees significantly on their commuting costs. It even saves employers money by avoiding payroll taxes when the employee uses pretax salary to pay for commuting. The commuter tax benefit program can be a significant incentive to use transit, for example. Studies have shown that it can result in an 18% shift from driving alone to using transit.

The TDM program manager will work directly with employers to encourage them to offer this benefit to their employees

Commute Rewards Program

In addition to the provision of subsidies to try Metrorail and encouragement of pre-tax transit and vanpooling programs, an ongoing Commute Rewards program will be implemented. Employees and residents who commute using non-single-occupancy vehicles will be allowed to participate in the program.

Program participants will be asked to track their use of non-single-occupancy vehicle trips and in return will be eligible for prizes. Commute rewards programs encourage individuals who already commute via sustainable travel modes to continue using those modes and can encourage individuals who drive alone to change to a more sustainable travel option. The rewards program can also be easily integrated with other TDM programs and marketing plans.

The types of prizes and frequency of distribution will vary depending on current TDM marketing campaigns, resident and employee interests, and annual goals of the TDM plan. Potential rewards can include gift certificates to local merchants, donations to a preferred charity in that employee's name or cash payments. Marketing of the commute rewards program can be integrated with major events such as national car free day and bike to work month.

Live/Work/Play Marketing and Incentives

A live/work/play marketing program will be implemented to encourage tenants of the residential uses to work, shop and eat within the Tysons Urban Center. An advanced strategy will be implemented to encourage local employees to purchase or lease housing close to their worksites through a variety of financial incentives that shall be defined in the annual TDM Work Plan (TDMWP). These may include, but are not limited to, incentives like giving away, to individuals who both work and live in Tysons Corner, bicycles to encourage biking from home to work or SmarTrip Cards to encourage taking transit from home to work. The TDM Program Manager will also seek discounts or coupons from local retail and service establishments and distribute those items to residents to encourage them to shop locally. This marketing encourages residents to shop at, eat at and visit businesses that are within walking distance of their homes or accessible via transit.

2.7 | Parking Management

There are several parking management techniques that influence travel choice. The primary influence is charging a daily or monthly fee for parking; however, parking fees are not currently charged to travelers at the Capital One site and at this time there are no plans to charge for parking in the future for Capital One employees or designated guests. Outside of using parking fees as a disincentive to drive alone, there are several parking management techniques that are positive incentives to encourage people to not drive alone. The techniques include:

- Limiting the supply of parking
- Unbundled parking for residential and office space
- Parking permit controls
- Preferential parking for rideshare vehicles

Limiting the Supply of Parking

Fairfax County has acknowledged the current parking capacity in Tysons Corner far outweighs demand and is an inefficient use of land and resources. The Fairfax County Comprehensive Plan for the Tysons Corner Urban Center (as amended through 6-22-2010) recommends new parking ratios for TOD Districts. For example, all non-residential uses have no minimum parking requirements within the first ½ mile of Metrorail stations. Minimum parking requirements are reduced for all land uses located outside the ½ mile. The plan calls for significantly less parking in these areas than what has been built in the Tysons Corner area in the past. In fact, to avoid an oversupply of parking, minimum parking ratios have been established for all areas within Tysons Corner. These new regulations are intended to limit the supply of parking in TOD areas and support the TDM reduction goals by increasing the attractiveness of using Metrorail and other transportation options besides driving alone.

Parking for the land uses within each block shall be provided in accordance with the requirements set forth in the ordinance for the Planned Tysons Corner zoning district. The exact number of spaces for each building shall be determined with approval of the initial development plan based on the specific uses, amount of such uses and distance from the Tysons-McLean Metrorail Station. The applicant has committed in proffers to provide no more than the maximum rate of parking provided by the Ordinance at the time of full build-out of the development program.

Pricing and Unbundled Parking for Residential and Office Space

The first preference of the developer will be to lease all office and residential space exclusive of parking. This is referred to as unbundled parking and requires workers or employers to directly pay the cost of parking. In cases where the market dictates that parking be inclusive of lease costs, the cost of the parking will be presented to the lessee as a line item. In that situation the TDM program manager will provide the lessee with information on parking cash out programs in which employers provide their employees with a cash benefit rather than a parking space. These programs have been found to reduce employee parking and associated single-occupancy vehicle trips. As allowed by market conditions, residential rental units will also be leased exclusive of parking.

Parking Permit Controls

The Capital One development will create a parking permit system from the initial stages of the development to proactively manage parking supply. The main reason to develop this permitting system is to ensure that a convenient supply of parking is available for the appropriate travelers near their destinations, such as shoppers near the retail uses or residents near their apartments. However, this system also has positive attributes for ridesharing vehicles since they should also be granted preferential parking near building entrances (see the next section below entitled Preferential Parking for HOV).

Importantly, another reason to establish a permit system is to ensure that only residents, employees or customers park at the site and not commuters using Metrorail. Also, as the site grows, managers may find that one lot or structure is preferred by travelers over another due to location, access or other variables. If a permit system is already in place, parking demand for these areas can be shifted by allocating a certain number of permits to be issued for the capacity of the structure or lot, with the remainder of the demand permitted to seek parking elsewhere at the site.

Preferential Parking for HOV

The Capital One site will provide preferential carpool/vanpool parking within the parking structures planned for the TOD. An initial minimum of 40 parking spaces property-wide will be reserved for HOV use at the Capital One development. The demand for preferential parking will likely grow from these initial 40 spaces and will be assessed regularly and the number of spaces will be increased as needed throughout the life of the project. Signage will be installed to indicate where the spaces are located. The signs will provide a number that can be called to report violators. Carpool parking violations will be addressed in a manner consistent to how other, similar parking violations are handled throughout the property.



Figure 7: Preferential Parking Example

Designs for any parking garage or structures will allow enough clearance to accommodate even the largest vans used for vanpooling, typically 15 passenger vehicles. The minimum clearance in a parking structure is typically 7 feet, 2 inches. Additionally, drop-off points will be provided throughout the development for the boarding and alighting of vanpool and carpool passengers.

2.8 | Office-specific Programs

The following programs are designed specifically for travelers that will work at the Capital One development.

Guaranteed Ride Home Program

A Guaranteed Ride Home Program is a program that provides commuters who rideshare, take transit, bicycle or use other alternative modes with a way to get home or to another location in

the case of an emergency. Although the need for employees to use a guaranteed ride home is very rare, knowing it is available provides them with the assurance that their needs can be met. The industry standard for number of guaranteed rides home per individual is up to five per calendar year.

A Guaranteed Ride Home program is provided at no cost to employers in the metropolitan Washington region through the Washington Metropolitan Council of Governments (MWCOC) Commuter Connections Program.

Telework and Flextime

The Capital One TOD will likely employ individuals that can occasionally or frequently telework (e.g., work from home) or have considerable flexibility on when they can arrive at work. This type of corporate policy will be encouraged throughout the TOD with the expansion of Capital One offices as well as new tenants. Also, given that some of the employees will likely choose housing options greater than 15 to 20 miles from the TOD, promoting the option to telework or flex arrival time could become a significant recruitment and retention tool for employers.

Telework programs are composed to two fundamental elements: infrastructure and policy. The former, infrastructure, will likely be provided by the new facilities being constructed at the Capital One TOD and the server and networking infrastructure that will be installed. In addition to these infrastructure provisions, programs like Capital One's Flexible Work Solutions and its supporting policies should be established to protect the rights of all involved.

2.9 | Optional TDM Strategies for Current Capital One Employees

The existing tenants within the Capital One office buildings associated with this site currently implement a number of TDM strategies aimed at employee commuters, which have earned recognition as a Best Workplace for Commuters from the University of South Florida's Center for Urban Transportation Research. These strategies leverage several regional TDM strategies such as Commuter Connections' carpool ridematching and guaranteed ride home services that are available for free use by employers. Other strategies currently implemented which are anticipated, but not guaranteed, to continue in coordination with other properties in Solutions Plaza include:

- Transit Incentives – Including a free hourly shuttle from Dunn Loring MetroRail Station to Capital One's McLean campus. Incentives also include a \$120 monthly transit subsidy.
- Bicycle Incentives – Including providing bike racks and showers to all employees.
- Onsite Amenities - Including a cafeteria, fitness center, ATM and dry cleaning service as a means for employees to conduct errands without an automobile.
- Carpool Parking Spaces – Including 10 spaces close to the main employee entrance for employees that commute to work with 2 or more passengers.
- Car Share Services - Employees who arrive to work without an automobile but need one to get to an offsite meeting can utilize the Connect car share system provided by Hertz.
- Alternative Work Arrangements – Capital One currently has a Flexible Work Solutions policy that enables over 3,400 Capital One employees to telework or flex their arrival and departure time at the office.
- TMA Membership – Capital One is a member of TYTRAN, the local TMA for the Tysons Corner area, and provides a link to the regional carpool ridematching services of Commuter Connections.

- Tabling Events - Throughout the course of the year Capital One's onsite Transportation Coordinator organizes numerous transportation tabling events in its lobby to build awareness of commute choices to its employees. These include events to promote the Connect by Hertz carsharing program as well as other events with VDOT representatives promoting alternative transportation options like carpooling, vanpooling and the Tysons Express buses.

While the employers located within the existing buildings will be surveyed and vehicle trips counted as part of the overall Capital One TOD TDM project, such vehicle trips generated by these employees will not be subject to proffered remedies, contingencies and/or penalties.

2.10 | Optional TDM Strategies for Hotel and Retail Employees

Many of the TDM strategies that have been recommended are complementary strategies that can also be implemented with hotel and retail employees. The property-wide TDM Program Manager will market, as appropriate, the TDM programs previously outlined in this report to the hotel and retail employee market. Specific programs that have been found to work well with hotel and retail employees in Fairfax County and Tysons Corner include:

- Carpool Matching Program
- Metrorail Preloaded Pass Cards and Try Transit Campaign
- Pretax Metrorail, Vanpool, and Bicycle Benefit Programs
- Guaranteed Ride Home Program

While the TDM Program Manager will direct TDM services to hotel and retail employees, the vehicle trips generated by these employees are not subject to proffered remedies, contingencies, and/or penalties.

3.0 | Action Plan Implementation

The purpose of this action plan is to: (a) limit the number of vehicle trips generated by certain new uses constructed as part of the property and (b) encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking by employees, customers, and residents who work or live in the neighborhoods that comprise the property. The first steps of implementation of the TDM program through the first annual report are highlighted in Table 4. This table is consistent with the proffer to be submitted in support of the Capital One TOD. The timeline provided below is for construction of new buildings on the site.

Table 4: Proffered TDM Actions and Supporting Timeline

<i>Action</i>	<i>Timeline</i>	<i>County Notification Procedure</i>
Initiation of "Applicant Control Period" for TDM program	Immediately following approval of rezoning application	N/A
Appoint TDM Program Manager (Section 3.1)	60 days after issuance of a building permit for the first new residential or first new office building on the property	Written notice to FCDOT and Providence District Supervisor within 10 days of appoint
Initial Submission of TDM Work Plan (TDMWP) and Budget (Sections 3.2 and 3.3)	One year following issuance of first building permit for any new residential or first new office building on the property	If FCDOT does not respond w/in 60 days, the TDM Work Plan and Budget shall be deemed approved. If there are comments, see the procedure detailed in Section 3.2.
Establish TDM Accounting (Section 3.4)	Upon issuance of the first RUP or Non-RUP for the first new residential or first new office building on the site	Provide written documentation to FDOT w/in 10 days of establishing account
Establish TDM Remedy Fund (Section 3.5)	Upon issuance of the first RUP or Non-RUP for the first new residential or first new office building on the site	Provide written documentation w/in 10 days of establishing budget
Establish Penalty Fund	Upon issuance of the first RUP or Non-RUP for the first new residential or first new office building on the site.	Provide written documentation w/in 10 days of establishing account
Establish Incentive Fund	Upon issuance of the first RUP or Non-RIUP for the first new residential or first new office building on the site	Provide written documentation w/in 10 days of establishing account
Allocate Budget for TDM Account (Section 3.4)	Within 30 days of FCDOT approval of the TDMWP and Budget submission.	Provide written documentation demonstrating purchase w/in 10 days
Implement Monitoring (Section 4)	One year following issuance of last RUP or Non-RUP for the first new residential or office building on the property	Provide draft methodology 30 days before survey and/or traffic counts.
Submit Annual Report	No later than February 15 of each calendar year after the completion of monitoring	Summarize prior year's efforts, financial statement of TDM Budget expenditures, analysis of survey results, and plans/budget for future year

Consistent with the TDM proffer, the Capital One TOD site will begin implementation of many of the TDM strategies recommended in Section 2.0 starting with the initiation of the "Applicant Control Period," which typically ends after two consecutive annual trip counts are performed on the property at stabilization and reveal that the trip reduction goals are being met, as evidenced by the maximum trips after required reduction. Table 5 summarizes the TDM programs strategies that will be implemented as part of the applicant control period.

Table 5: TDM Program Strategies

<i>Strategy by Category</i>
Infrastructure
<i>Bicycle Accommodations</i>
<i>Information Kiosks</i>
<i>Bike Share</i>
Program Management
<i>Onsite TDM Program Management</i>
Rideshare and Carshare
<i>Carpool Matching Program</i>
<i>Carsharing Management</i>
Promotion and Marketing
<i>Program Branding</i>
<i>Transportation Program Web Site</i>
<i>Local Access Guides</i>
<i>Individualized Marketing campaign</i>
<i>Coordinate Outreach and Marketing Activities with TDM Providers</i>
<i>Promote Real-time Transit Information</i>
Special Event Management
Incentives
<i>Metrorail SmartTrip Cards</i>
<i>Pretax Metrorail and Vanpool Benefit Programs</i>
<i>Commuter Rewards Program</i>
<i>Live/Work/Play Marketing and Incentives</i>
Parking Management
<i>Limit the Supply of Parking</i>
<i>Pricing and Unbundling Parking for Residential and Office Space</i>
<i>Parking Permit Control</i>
<i>Preferential Parking for HOVs</i>
Office-specific Programs
<i>Guaranteed Ride Home</i>
<i>Telework and Flextime</i>

3.1 | TDM Program Manager (TPM)

The Applicant, and subsequently its equivalent as set forth in the Governance Documents (the "GD"), shall appoint a TDM Program Manager (TPM) for the overall property. The TPM may be a designated employee or contractor of the Applicant. The TPM's duties are described in general in Section 2.2 of this report and will be more fully detailed in the TDM Work Plan to be submitted in conjunction with the development of the property. The TPM will be initially appointed by the Applicant no later than sixty (60) days after the issuance of the first building permit for the first new office or residential building to be constructed on the property. During the initial stages of development, the TPM duties may be part of other duties associated with the appointee. The Applicant will then notify the Fairfax County Department of Transportation (FCDOT) in writing within 10 days of the appointment. Thereafter the Applicant shall do the same within ten (10) days of any change in such appointment. Following the initial appointment of the TPM, the Applicant, UOA, or its equivalent as applicable, shall continuously employ, or cause to be employed as specified a TPM for the property.

The Applicant, and subsequently the UOA or its equivalent, shall provide a centrally located office for the TPM and space for TDM products, services and program materials to be offered to new residents, businesses, customers and visitors to the property at build out.

3.2 | TDM Work Plan (TDMWP)

No later than one year after issuance of the first building permit for the first new residential or office building on the property, the TPM shall prepare and submit a TDM Work Plan. This TDM Work Plan (TDMWP) shall include, at a minimum, (1) details as to the start-up components of the TDMWP that will be put into action effective with the first new residential or office building on the property; (2) identify the budget needed to implement the TDMWP for the remainder of that year (the "TDM Budget") and (3) outline the specific details associated with monitoring and reporting.

The TDMWP will be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission then the TDMWP will be deemed approved and the TDMWP will be implemented. If FCDOT responds with comments on the TDMWP, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter but in any event no later than thirty (30) days after the meeting, the TPM will submit such revisions to the TDMWP as discussed and agreed to with FCDOT and begin implementation of the approved program and establish the approved Budget. Thereafter the TPM, in conjunction with each annual report to be submitted no later than February 15th, shall update the TDMWP (and TDM Budget) for each calendar year to cover the costs of implementation of the TDMWP for such year (including the TDM Budget and Remedy Fund as follows).

3.3 | TDM Budget

The budget in Table 6 summarizes the total cost to initiate and implement the TDM program. The startup budget of \$54,250 represents the cost to purchase and develop software and install TDM supportive infrastructure. The startup costs will be spread throughout the construction of the development. The annual budget of \$174,150 represents the cost to implement the TDMWP upon stabilization of the development. The budget will be adjusted annually in accordance with the Consumer Price Index. Leading up to stabilization the annual, on-going budget will be prorated on a per building basis and not to exceed the amount shown in Table 7. The TDM budget necessary to implement the year's TDMWP is submitted in conjunction with the same and is reviewed and approved by FCDOT coincident with the TDMWP.

Table 6: TDM Program Budget

Recommendation	Startup Costs (\$2012)	Build-out Costs (\$2012)
Infrastructure		
Bicycle Racks or Lockers: \$300/item; 30 installations throughout TOD	\$9,000	\$0
Information Kiosks: \$500/item; 10 installations throughout TOD	\$5,000	\$0
95 Express Bus Loading Areas		
Bike Share	Unkown	Unknown
Program Management		
Onsite TDM Program Management: 1.25 FTE	\$0	\$97,500
Rideshare and Carshare		
Carpool Matching Program: provided by MWCOG	\$0	\$0
Carsharing Management: lost parking revenue; 8 spaces @ \$1,800/yr	\$0	\$14,400
Promotion and Marketing		
Program Branding	\$5,000	
Web Site Development	\$15,000	\$0
Web Site Maintenance	\$0	\$5,000
Local Access Guides	\$0	\$2,000
Marketing Campaigns (General, IM and Real-time Transit)	\$0	\$15,000
Incentives		
Metrorail SmartTrip Cards: \$35/participant; 350 participants	\$0	\$12,250
Commute Rewards Program: incentive costs	\$0	\$5,000
Live/Work/Play Marketing: marketing/printing	\$0	\$5,000
Parking Management		
Unbundled Parking	\$0	\$0
Parking Permit Control	\$0	\$0
Preferential Parking: startup 45 spots @ \$450; promotional materials	\$20,250	\$500
Office-specific Programs		
Guaranteed Ride Home: provided by MWCOG	\$0	\$0
95 Express Bus Service		
Telework and Flextime: part of marketing campaigns	\$0	\$0
Program Monitoring		
Survey and Trip Count		\$17,500
Total Expenses	\$54,250	\$174,150

Startup costs identified in Table 6 will be spent as appropriate during construction of the development. However, the full cost of initial Web site development and program branding will be spent in the first year of the TDM program.

Table 7 provides TDMWP budgets for years prior to stabilization. The interim budget numbers are based on the number of completed buildings for which RUPs and/or non-RUPs have been issued. The interim budget will be adjusted in accordance with the Consumer Price Index (CPI). The budget applies to all buildings constructed after construction of the already existing office building on the Capital One site. The budget numbers, once adjusted for the CPI, represent a not to exceed amount. Should additional funds be needed to meet trip reduction goals they will be drawn from the Remedy Fund.

Table 7: Interim TDM Budget

Buildings Completed	Annual Budget
1	\$41,350
2	\$46,150
3	\$71,250
4	\$75,550
5	\$100,650
6	\$104,450
7	\$130,050
8	\$133,850
9	\$139,450
10	\$165,050
11	\$169,600
12	\$174,150

3.4 | TDM Accounting

Generally Accepted Accounting Principles (GAAP) will be used to verify the funds spent on the implementation and sustainment of the TDM program outlined in Section 2 of this Implementation Plan. A budget, based on the amounts listed in Table 7 (adjusted based on the CPI), will be allocated annually to implement TDM strategies/programs and/or specific infrastructure needs as may be approved in consultation with FCDOT. The budget will be established and the applicant or its successor will notify FCDOT of the budget and verify the availability of funds in a timeline in accordance with Table 4. All funds spent on the implementation of the TDM program will be tracked using GAAP accounting and reported to FCDOT as part of the Annual Report process outlined in Table 4.

3.5 | TDM Remedy Fund

The TDM Remedy Fund is intended to assist in the achievement of goals established in Table 11. The TDM Remedy Fund is an account into which the Applicant will deposit payments as may be required to be paid pursuant to the TDM Proffer for non-attainment of trip reductions goals. To secure the Applicant's obligations to make payments into the TDM Penalty Fund, the Applicant will provide the County with a letter of credit or bond. Funds from the TDM Remedy Fund shall be drawn upon for purposes of immediate need for TDM funding. The amount of funds withdrawn and used by the Applicant, UOA, or its equivalent to reduce vehicle trips will be based on the

rates outlined in Table 8, which matches remedy amounts to levels by which trip reduction goals are exceeded on a percentage basis. The TDM Remedy Fund will be established and FCDOT notified of its establishment in a timeline in accordance with Table 4

Table 8 – Remedy Fund

Failure to Meet Trip Goals	Remedy
1% to 3%	1% of Remedy Fund
3.1% to 6%	2% of Remedy Fund
6.1% to 10%	4% of Remedy Fund
Over 10%	8% of Remedy Fund

Portions of the Remedy Fund will be released to the Applicant, UOA, or its equivalent on a building-by-building basis based on those buildings’ ability to achieve the goals outlined in Table 9 and using the vehicle trip measurement methodologies outlined in Section 4.

Table 9 – Remedy Fund Release

Square Feet of GFA in Tysons	Distance to Metro Station		Distance to Metro Station		Cumulative % Remedy Fund Returned
	0 to 1/8 Mile	1/8 to 1/4 Mile	0 to 1/8 Mile	1/8 to 1/4 Mile	
	Trip Reduction Goal		Goal Achieved		
Up to 65,000,000	45%	35%	50%	40%	75%
65,000,000	50%	40%	55%	45%	80%
84,000,000	55%	45%	60%	50%	85%
90,000,000	58%	48%	63%	53%	90%
96,000,000	60%	50%	65%	55%	100%
105,000,000	63%	53%	65%	55%	100%
113,000,000+	65%	55%	65%	55%	100%

3.6 | TDM Penalty Fund

The TDM Penalty Fund is posted by the Applicant to ensure continued efforts of the TDM Program meet the proffered goals. The TDM Penalty Fund is an account into which the Applicant will, through the TPM, deposit penalty payments as may be required to be paid pursuant to the TDM Proffer for non-attainment of trip reduction goals. The County may withdraw funds from the TDM Penalty Fund for the implementation of additional transportation demand management program elements/incentives and/or congestion management in the vicinity of the property, as described in Table 10, which matches penalty amounts to levels by which trip reduction goals are exceeded on a percentage basis. To secure the Applicant’s obligations to make payments into the TDM Penalty Fund, the Applicant will provide the County with a letter of credit or bond.

Table 10 – Penalty Fund

Failure to Meet Trip Goals	Penalty
1% to 3%	5% of Remedy Fund
3.1% to 6%	10% of Remedy Fund
6.1% to 10%	15% of Remedy Fund
Over 10%	20% of Remedy Fund

Any funds remaining in the Penalty Fund shall be released to the Applicant, UOA, or its equivalent upon conclusion of the Applicant Control Period.

3.7 | TDM Incentive Fund

The TDM Incentive Fund is posted by the Applicant to assist the applicant with implementation of its TDM programs and program evaluations. Funds from the Incentive Fund may be withdrawn as needed by the applicant for the purchase of incentives that encourage residents and employees to use non-drive alone travel modes and participate in person surveys as described in Section 4.2. Funds will be deposited into the Incentive Fund as outlined in the TDM Proffers.

3.8 | TMA Start-up Fund

The TMA Start-up Fund is posted by the Applicant to assist Fairfax County with the creation and implementation of a Tysons Area Transportation Management Association, which will work to reduce vehicle trips within the Tysons Area. Funds will be deposited in the TMA Start-up Fund as outlined in the TDM Proffers.

4.0 | Program Monitoring

Program monitoring is an important component of the successful implementation of the TDM program at the Capital One site. To ensure credibility and performance, the monitoring program must assess whether the development and implemented TDM strategies meet the forecasted peak hour vehicle trip reduction targets listed below in Table 11...

Table 11: Fairfax County TDM Trip Reduction Targets

Square Feet of GFA in Tysons	Distance from Metro Station			
	0 to 1/8 Mile	1/8 to 1/4 Mile	1/4 to 1/2 Mile	Beyond 1/2 Mile
	Trip Reduction Goal			
Up to 65,000,000	45%	35%	30%	25%
65,000,000	50%	40%	35%	30%
84,000,000	55%	45%	40%	35%
90,000,000	58%	48%	43%	38%
96,000,000	60%	50%	45%	40%
105,000,000	63%	53%	48%	43%
113,000,000+	65%	55%	50%	45%

Program monitoring, as described in Sections 5.1 through 5.4, is based on the following phases of development:

- Phase 1 Initial Development:** Initial development is defined as the year following issuance of the first initial RUP or Non-RUP for the first new residential building or first new office building constructed on the site. The initial development is anticipated to occur between 2012 and 2020. The percentage trip reduction goal associated with the first new residential or second new office building will be determined based on Table 11.
- Phase 2 Pre-stabilization:** Pre-stabilization is defined as the period between issuance of the last initial RUP or Non-RUP associated with the first new building constructed on-site and stabilization, as defined below. The percentage trip reduction goal associated with Pre-stabilization will be determined based on Table 11.
- Phase 3 Stabilization:** Stabilization is defined as the year following issuance of the first initial RUP or Non-RUP for the last new building constructed onsite. The percentage trip reduction goal associated with Stabilization will be determined based on Table 11.
- Phase 4 End of Applicant Control Period:** The Applicant Control Period ends upon issuance of the final RUP or NON-RUP for the last new building constructed onsite and successful compliance with vehicle trip reduction goals for two consecutive years as described in Section 4.3.

The following sections describe the trip monitoring process for the Capital One development.

4.1 | Annual Report

The Capital One TDM Program Management will summarize the results of the TDM program annually for submission to FCDOT no later than February 15 of each calendar year as set forth in the proffers. Typically these reports will detail when strategies were implemented, how many individuals participated, lessons learned on what strategies are most effective for the site and seem to be performing well, as well as a summary of monies available in the TDM Account, TDM Incentive Fund, TDM Remedy Fund and TDM Penalty Fund. On the years that surveys and traffic

counts are required (as specified in Sections 4.2 and 4.3 below), the annual report will contain a summary report of these monitoring results. All reports will be delivered to the Fairfax County Department of Transportation (FCDOT). On years when surveys and traffic counts are not required but requested by Fairfax County to validate the effectiveness of the annual report, Capital One will undertake no more than one survey and traffic count per calendar year.

If any of the reports show the site is not meeting the agreed upon trip reduction goal (the "Maximum Trips After Reduction"), the property-wide TPM will review the strategies in place and develop modifications to the TDM strategies, adopt additional TDM strategies, and/or conduct traffic counts as deemed appropriate in coordination with FCDOT staff. The Maximum Trips After Reduction thresholds will be established by proffer and at the time of the FDP approval.

4.2 | Person Survey

A primary tool for monitoring will be onsite surveys of all residents and employees that compose the Capital One site. Upon stabilization surveys will be conducted every three years until the results of three successive traffic counts (Section 4.3) show the maximum vehicle trip thresholds as proffered are not exceeded. Surveys will monitor the vehicle trip reduction goals as well as provide a qualitative understanding of how well the TDM program is working by asking residents and employees for their impression of the program and testing new ideas. Surveys will be performed by the TPM and with the following schedule (Table 12).

Table 12: Survey Schedule

<i>Survey Benchmarks</i>
The year following the issuance of the final initial RUP or Non-RUP for the first new office or residential building to be constructed on-site (Initial Development) and once every three years thereafter until Stabilization.
At Stabilization as described in Section 4.2 and once every three years thereafter until the end of the Applicant Control Period and as needed thereafter.

TDM program management will conduct surveys in the fall season of a given year (between September 15 and November 15). The survey will be completed during a week without any holidays and when area Fairfax County Public Schools are in session. The site TPM will work with the Fairfax County DOT to finalize an acceptable survey that meets county requirements. The TPM will meet annually with FCDOT within 45 days after submission of the annual report. Should the site fail to meet trip reduction targets, FCDOT may request that additional surveys be conducted in the years prior to the next scheduled survey.

4.3 | Traffic Counts

Traffic counts will be collected at building vehicular entries to complement person surveys of the site within the schedule set forth below. Upon stabilization traffic counts will be collected annually until the results of three successive counts show the vehicle trip thresholds as proffered are not exceeded. They will be conducted at the peak hours, AM and PM, as identified by a traffic engineering analysis. Vehicle counts are collected on typical weekdays and preferably at 15-minute intervals. Automated data collection may be supplemented with manual peak-hour

turning counts at select locations if necessary. The specifics of the traffic count collection and reporting formats will be coordinated with FCDOT.

Traffic counts will be performed by the TPM and timing will be consistent with the Person Surveys detailed in Section 4.2 through build out. They will be administered with the following schedule (Table 13).

Table 13: Traffic Count Schedule

<i>Traffic Count Trigger</i>
The year following the issuance of the final initial RUP or Non-RUP for the first new office or residential building to be constructed on-site (Initial Development) and annually thereafter until Stabilization.
At Stabilization and annually until the trip reduction goals associated with the same are met or exceeded for two consecutive years and the Applicant Control Period Ends.

Traffic counts are a very accurate snapshot of the real impact of a TDM program and provision of alternative modes and services. However, they do not provide insight on the overall effectiveness of a TDM program, such as employee perceptions and/or appreciation of transportation benefits, ridership on Tysons circulator services, or number of people biking, using the telework program, or traveling during off-periods. For these reasons the concurrent person survey detailed in Section 4.2 will also be implemented to evaluate the TDM Program through build out.

If the results of the person surveys in any given year differ from the results of the traffic count then the traffic count shall govern in determining whether and to what extent the goals are being met.

4.4 | Trip Thresholds

The objective of this IP and subsequent TDMWP shall be to limit the number of vehicle trips generated by the new on-site residential, office and hotel uses on the property during weekday peak hours (as determined using methods based on ITE, 8th edition, Trip Generation rates and/or equations) (the "ITE Trip Generation Rate"). The number of vehicle trips generated by the proposed residential, office and hotel uses shall be separately measured so that appropriate remedial actions may be undertaken as required to address any excess trips associated with a specific type of use. The types of actions that may be undertaken are generally described in this Implementation Plan and will be more specifically defined in subsequent TDMWP submissions as needed. Given the flexibility associated with the conceptual development plan (CDP) to provide for additional residential uses in lieu of all or a portion of the office uses, the maximum trips after reduction ("Maximum Trips After Reduction") associated with each phase of development will be determined upon approval of specific final development plans (FDPs) and/or at the time of rezoning approval. These trip thresholds will be based on the percentage reduction (Table 11) of total trips that would otherwise be generated by the property according to methods in the ITE Trip Generation Rate, as well as the mix of uses provided.

Traffic counts collected, as outlined in Section 4.3 above, will then be compared to the Maximum Trips After Reduction thresholds associated with the property. The trip reduction goals outlined in the Comprehensive Plan are predicated in part on the achievement of specific levels of development throughout Tysons. Prior to undertaking trip measurements, the TPM shall compile a list of existing and approved developments in Tysons in order to determine the applicable trip reduction as generally set forth in Table 11.

5.0 | TOD District-Wide TDM Program Recommendations (Tysons-McLean)

In the long term, many of the Section 2 TDM program recommendations should be migrated into a TOD district-wide TDM program (Tysons-McLean). As population increases in the Capital One TOD development as well as throughout the Tysons-McLean District, the economies of scale for many of the TDM programs will increase if they are implemented on a broader scale. Examples of programs likely to benefit from wider-scale implementation include parking management, carsharing management, and information resources like Web sites, program branding, and local access guides.

Guidance is offered below for the development of a district-wide program in the Tysons-McLean area, subject to adoption by Capital One and other property owners. This guidance is an assimilation of interviews and research conducted with the North Bethesda Transportation Management District (TMD) and the Lloyd District and Transportation Management Association (TMA) in Portland, Oregon. Key elements for TOD district-wide Tysons-McLean TDM program implementation are included below. While recommendations are made that a district-wide TDM program be implemented, Capital One cannot guarantee the participation of other developers and property owners and therefore cannot guarantee the creation of a district-wide TDM program.

Program Management

A formal organization formed by the property owners, developers, and residents of the TOD district is recommended for a TOD district-wide TDM program for several reasons:

- A Board or Advisory Committee composed of TOD district representatives who have a stake in the success of the TDM program, such as property owners and developers, will govern this organization. These representatives will ensure TDM funds are spent in cost effective ways to benefit their development in terms of vehicle trip reduction as well as increasing the marketability of the TOD.
- A diversity of funding methods can be pursued by the organization. Depending on how the organization is structured in the long term, staff will be eligible to apply for grants, contract with other organizations, and collect membership dues, fees for service, or other types of revenue efficiently.
- Low overhead and administration in comparison to forming a city or county sponsored special assessment district.

In the long-term the TDM program could consider registering as a formal non-profit organization. The advantages of incorporating as a non-profit will be the ability to pursue grants that a private corporation would otherwise be ineligible to receive.

Funding

An ongoing, permanent funding source(s) is key for the long-term health of the TDM program. Suggested funding opportunities used in other TOD districts include:

- Fees from parking revenues, particularly on-street meters. If parking fees are going to be charged in the long term for surface lot or structured parking, a part of this fee should also be considered for support of the TDM program.
- Commercial space assessments on an annual per square foot basis, periodically adjusted to account for inflation.
- Residential assessments on an annual per dwelling unit basis, periodically adjusted to account for inflation.
- Federal grants and state-wide grants or tax credit programs can help support TDM programs. For example, in the Lloyd District example, the State of Oregon allowed businesses in the district to contribute tax credits earned through the Business Energy Tax Credit program to the Lloyd District TMA. The TMA then sold these credits on behalf of the district and invested the revenue in a negotiated list of priority infrastructure.
- Transit agency grants and performance-based rewards. Since the TOD district will be actively promoting and marketing WMATA and Fairfax County transit services, the organization could work with these agencies to provide increased levels of service or discounted fare prices. Typically, these programs are based on a negotiated level of performance, such as a new bus route implemented for every 2,000 new transit passes sold in a district.

Vehicle Trip Reduction Goals and Monitoring

It makes logical sense that if a TDM program is implemented district-wide then the goals and monitoring of that program should be on a district-wide basis and not primarily on individual property owners. District-wide goals will encourage collaboration between developments and increase economies of scale in monitoring and reporting to FCDOT. Example performance measures at a district-wide level could include:

- Standard measures. These measures are typically proffered by individual applicants and subsequently monitored by Fairfax County Department of Transportation (FCDOT):
 - Vehicle trips reduced
 - Percentage of residents and/or employees using transit, ridesharing, bicycling, walking, or teleworking
 - Percentage of residents and/or employees driving alone to/from TOD
- Other measures. The following example measures will provide more information about the overall performance of the TDM program and why certain strategies are successful or not as successful. These types of measures will create the most insight into how to improve the effectiveness of the TDM program.
 - Number of WMATA transit pass products sold per month through employer pre-tax benefit programs.
 - Peak period bicycle counts. This count could either be the number of bicycles using TOD bicycle storage or manual counts performed on TOD bike lanes.
 - Average number of HOV parking spaces used on a typical workday.
 - Number of new recruits annually into the TDM program due to marketing efforts. Examples could be:
 - Number of participants in Try Transit campaigns
 - New registrants in online carpooling programs

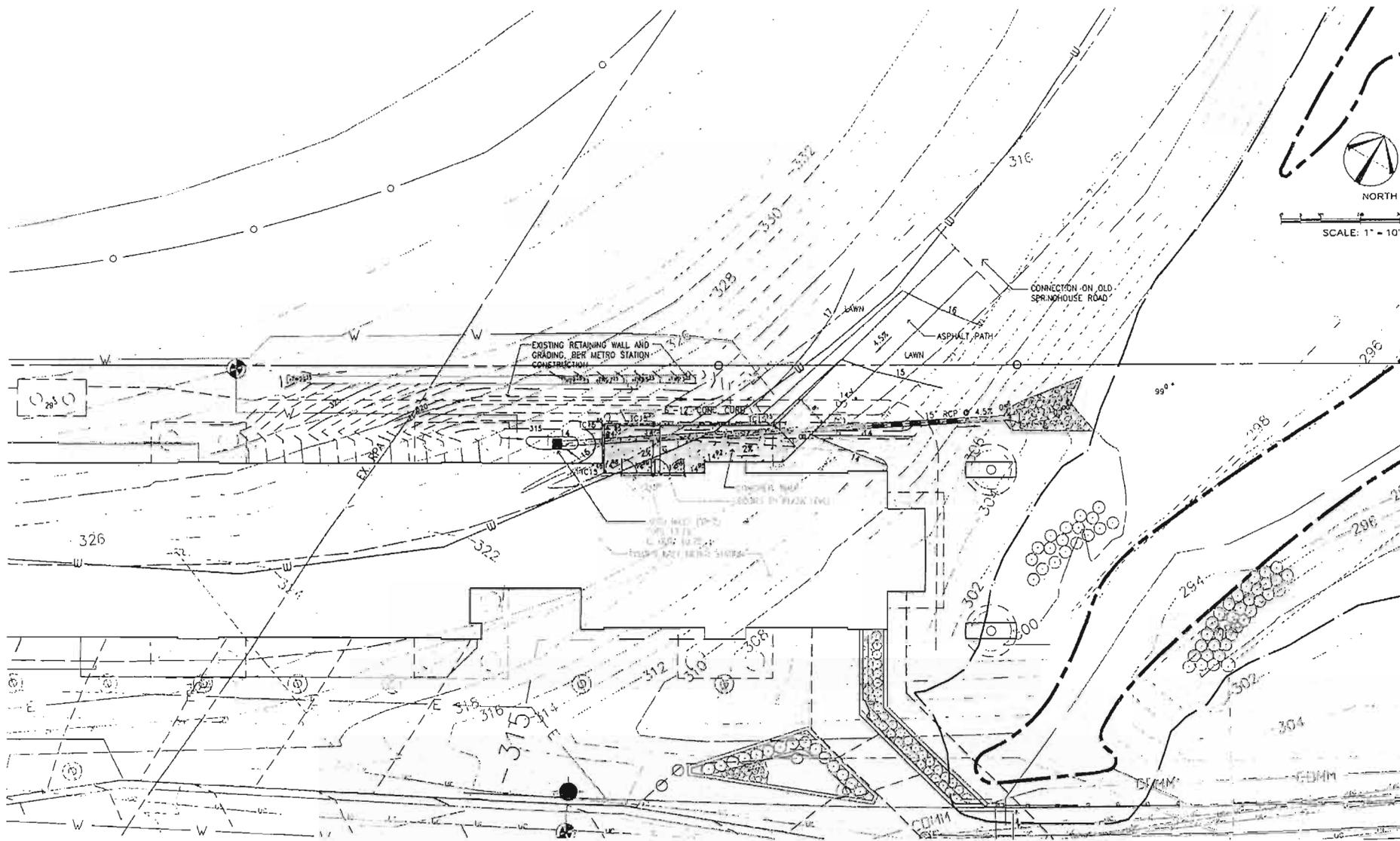
- Number of retained participants who are continuing to use transportation alternatives due to ongoing programs such as the property-wide web site, real-time transit information, carsharing, and parking management strategies.
- Number of events held each year in the TOD that promote the TDM program and transportation alternatives.

References

- Arrington, G.B and Cervero, R. Effects of TOD on Parking, Housing and Travel. Transit Cooperative Research Program Report No. 128. 2008.
- Federal Highway Administration. Mitigating Traffic Congestion: The Role of Demand-Side Strategies. Available at: http://ops.fhwa.dot.gov/publications/mitig_traf_cong/index.htm. 2004.
- Bianco, M. Effective Transportation Demand Management. Transportation Research Record No. 1711, pp. 46-54. 2000.
- Littman, T. Parking Management: Strategies, Evaluation, and Planning. Victoria Transport Policy Institute. 2006.
- Lund, H., R. Cervero, and R. Wilson. Travel Characteristics of Transit-Oriented Development in California. Caltrans Research Department. 2004.
- MELE Associates. Individualized Marketing Demonstration Program (IMDP) Final Report. Available at: http://www.fta.dot.gov/documents/IMDP_Final_Report.pdf. 2006.
- Renne, John. Transit Oriented Development: Measuring Benefits, Analyzing Trends, and Evaluating Policy. Dissertation Submitted to Graduate Program in Urban Planning and Policy Development, Rutgers University. 2005.
- Taylor, Christopher J., Linda K. Nozick, and Arnim H. Meyburg. Selection and Evaluation of Travel Demand Management Measures. Transportation Research Record 1598, pp. 49-60. 1997.
- Vaca, E., Kuzmyak, J. TCRP Report 95: Chapter 15 Land Use and Site Design. Transit Cooperative Research Program. 2003.
- Kuzmyak, J., Evans, J. and R. Pratt. TCRP Report 95: Chapter 19 Employer and Institutional TDM Strategies. Transit Cooperative Research Program. 2010.

EXHIBIT D

Proffer 46: Metrorail Station At-Grade Connection



August 17, 2012

CAPITAL ONE CAMPUS
McLean, Virginia

Entrance Improvements Plan

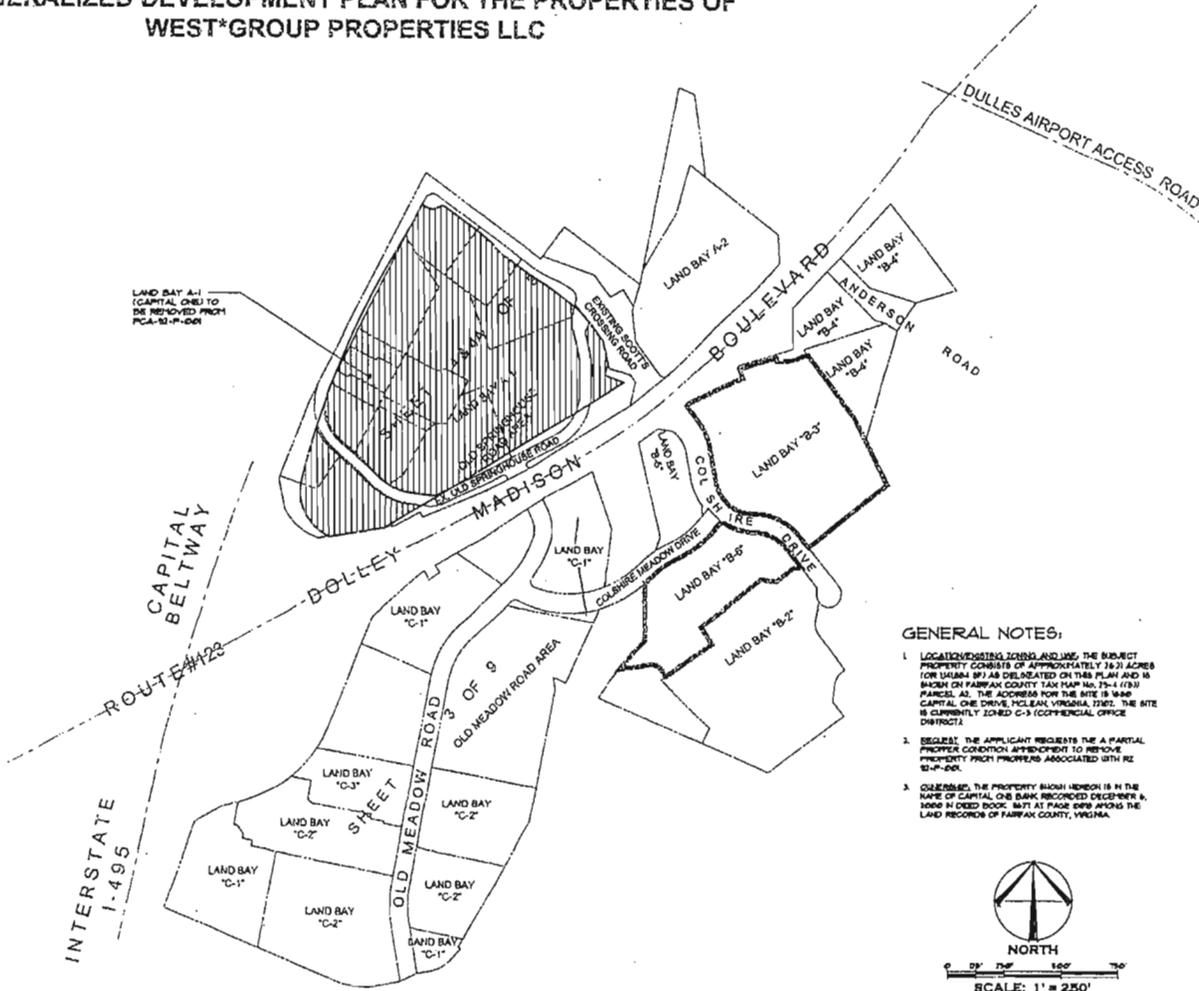
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WILLIAM J. GORDON ASSOCIATES, INC.
4501 Daly Drive Chantilly, VA 20175
703.263.1900 www.wjga.com

PROFFER CONDITION AMENDMENT PLAN
PCA-92-P-001-08
FOR
CAPITAL ONE BANK
PROVIDENCE MAGISTERIAL DISTRICT
FAIRFAX COUNTY, VIRGINIA

GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WEST*GROUP PROPERTIES LLC



GENERAL NOTES:

1. LOCATION, BOUNDARIES, SURVEY AND LAND THE SUBJECT PROPERTY CONSISTS OF APPROXIMATELY 18.21 ACRES (OR THEREABOUTS) AS DELINEATED ON THIS PLAN AND IS SHOWN ON FAIRFAX COUNTY TAX MAP NO. 75-4 (1991) PARCEL AS. THE ADDRESS FOR THE SITE IS 1400 CAPITAL ONE DRIVE, FOLEY, VIRGINIA 22021. THE SITE IS CURRENTLY ZONED C-3 (COMMERCIAL OFFICE DISTRICT).
2. REQUEST: THE APPLICANT REQUESTS THE A PARTIAL PROFFER CONDITION AMENDMENT TO REMOVE PREVIOUSLY APPROVED PROVISIONS ASSOCIATED WITH RE 92-P-001.
3. COMMENT: THE PROPERTY WHICH HEREON IS IN THE NAME OF CAPITAL ONE BANK RECORDED DEEDS A, 1000 IN DEED BOOK BATT AT PAGE 0998 AMONG THE LAND RECORDS OF FAIRFAX COUNTY, VIRGINIA.



SCALE: 1" = 250'

PROFFER CONDITION AMENDMENT FLOOR AREA RATIO TABULATION

NOTE: THESE TABULATIONS ARE PRESENTED HEREIN TO DELETE LAND BAY A-1 (CAPITAL ONE) FROM THE OVERALL SITE PROPERTY SITE AREA. THE TABULATIONS AND MAP PRESENTED HEREIN ARE TAKEN FROM SHEETS 1 AND 2 TITLED "COVER SHEET AND COMPUTATION TABULATION" DATED FROM PCA-92-P-001-08 GENERALIZED DEVELOPMENT PLAN FOR THE PROPERTIES OF WEST*GROUP PROPERTIES LLC PREPARED BY SOULFAI CONSULTING AND DATED JUNE 20TH 2010.

	SITE AREA ACRES	GROSS FLOOR AREA (EXCLUDING CELLARS)	FLOOR AREA RATIO (FAR)
Grand Total from previous PCA	110.6833	2,997,161	0.82

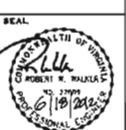
LAND BAY A - OLD SPRINGHOUSE ROAD AREA FLOOR AREA RATIO COMPUTATION			
LAND BAY	SITE AREA ACRES	GROSS FLOOR AREA (EXCLUDING CELLARS)	FLOOR AREA RATIO (FAR)
Part of LAND BAY A-1 (shown) (Does not include Capital One property as shown in shaded area highlighted in red on this plan)	24.71	1,100,000	0.88
DELETED LAND BAY A-1 (Capital One) from RE 92-P-001 WITH THIS PCA APPLICATION			
LAND BAY A-1 (revised) (1)	1.9191		
LAND BAY A-1 (shown) (Includes land reserved for VDOT and VMATA - density credit pursuant to Section 2.306 (D) of rules of dedication) (Density credit for dedication of Scotts Crossing Road ROW)	11.3608	128,228	
	2.2799		
OVER TOTAL (pursuant to RE 1998-PA-055) (2)	1.44		
TOTAL (1)	18.5785	128,228	0.17

LAND BAY A, B, C, COMBINED			
LAND BAY	SITE AREA ACRES	GROSS FLOOR AREA (EXCLUDING CELLARS)	FLOOR AREA RATIO (FAR)
SUBTOTAL FOR A,B,C (1)	85.9146	1,843,935	0.70
FAR BANK (from previous PCA)		48,336	
DELETED Part of LAND BAY A-1 (Capital One)	24.71	1,100,000	
GRAND TOTAL (2)	110.6833	2,997,161	0.82
GRAND TOTAL (1)	85.9146	1,843,935	0.49(1)

LAND BAY A, B, C, COMBINED			
LAND BAY	SITE AREA ACRES	GROSS FLOOR AREA (EXCLUDING CELLARS)	FLOOR AREA RATIO (FAR)
SUBTOTAL FOR A,B,C (1)	85.9146	1,843,935	0.70
FAR BANK (from previous PCA)		48,336	
DELETED Part of LAND BAY A-1 (Capital One)	24.71	1,100,000	
GRAND TOTAL (2)	110.6833	2,997,161	0.82
GRAND TOTAL (1)	85.9146	1,843,935	0.49(1)

(1) Does not include Land Bay A-1 (Capital One)
(2) Includes Land Bay A-1 (Capital One)
(3) Land area owned by Capital One (24.7106 acres) does not match land area for Land Bay A-1 (24.5498 acres) as permitted on previous PCA
(4) The FAR shown is the residual FAR from the removal of the Capital One land area with this PCA. See previously approved PCA for maximum FAR allowed
(5) FAR Calculated based on the original 70.21 Acres associated with Land Bay A-1
(6) 1.4432 acres is subject to AZ 1986-PA-042 and is part of Capital One's property. The land was previously a public road and was vacated subject to AZ 1998-PA-052

William H. Gordon Associates, Inc.
 12011
 Chesterfield, VA 23041
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 DIRECTORS - SURVEYORS - PLANNERS - LANDSCAPE ARCHITECTS



REVISIONS
 12-8-2010 City Comments
 12-20-2010 City Comments
 06-19-2012 City Comments

PCA EXHIBIT
CAPITAL ONE MASTERPLAN
 PCA-92-P-001-08
 PROVIDENCE DISTRICT - FAIRFAX COUNTY VIRGINIA

SCALE: N/A
 DATE: NOVEMBER 9, 2010
 DRAWN: OS
 CHECKED: RTV
 JOB #: 1795-1101
 CAD FILE: 1101P.NT.dwg
 SHEET #: 1 of 1