

**Capital One  
Tysons Corner Final Development Plan  
Capital One Headquarters Expansion Phase  
June 30, 2011**

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Department of Planning & Zoning  
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**I. Introduction**

Capital One Bank (USA), National Association ("Capital One") is the title owner of 26.2 acres of land in Tysons Corner, Fairfax County's business center. The property is located southeast of the Capital Beltway (I-495), north of Dolley Madison Boulevard (Route 123) and west of Scotts Crossing Road. The site for the proposed Final Development Plan ("FDP") is more specifically identified as a 12.77-acre portion of Fairfax County Tax Map 29-4 ((5)), Parcel A2 (the "FDP Property" or the "Property"). Within the FDP Property is the existing 14-story, 479,500 square-foot iconic office building that serves as Capital One's corporate headquarters, an associated 24,500 square-foot conference facility and an adjacent nine-level structured parking garage.

The FDP is submitted pursuant to RZ 2010-PR-021, the Capital One Master Plan (the "Master Plan"), which is still pending. The FDP includes construction of the initial phase of the Master Plan, which is identified as the Capital One Headquarters Expansion Phase ("Phase 1") of the Master Plan.

**II. Background**

Capital One was founded in 1988 by Richard Fairbank, based on his belief that the power of information, technology, and testing could be harnessed to bring highly customized financial products directly to consumers. Headquartered in Tysons Corner, Capital One is positioned to be the 5<sup>th</sup> largest bank by deposits in the United States and the largest online bank, offering a broad spectrum of financial products and services to consumers, small businesses, and commercial clients. With the acquisition of Chevy Chase Bank, Capital One has added approximately 1,000 branch locations in Virginia, Maryland, and the District of Columbia, as well as in New York, New Jersey, Louisiana, and Texas. Capital One also has international businesses in the United Kingdom and Canada, and recently announced it would seek to acquire online bank ING Direct.

Capital One has been widely recognized for its entrepreneurial culture, progressive workplace, and community engagement. The company was named to *Fortune Magazine's* list of "Top Companies for Leaders," ranking second in North America and fifth globally. In addition, Capital One has been named to *Fortune's* "100 Best Companies to Work For" and "20 Great Employers for New Grads." In addition, Capital One was named to *Business Week's* "Best Places to Launch a Career," *Working Mother's* "100 Best Companies" and *DiversityInc's* "Top 50 Companies for Diversity."

Among its many community initiatives, Capital One has been recognized for its partnership with the Fairfax County Public Schools and Junior Achievement in the "Finance

Park” program, which teaches middle school students the tenets of money management. To date, the program has served 33,000 students. After hosting the program for several years at its own headquarters, Capital One contributed toward the costs associated with constructing a permanent 20,000 square-foot financial literacy center in Fairfax, which was recently completed and will serve 14,000 students per year. Capital One has also voluntarily maintained temporary athletic fields on its campus that benefit youth athletic leagues, including McLean Youth Soccer, Vienna Youth Soccer, and the Northern Virginia Travel League.

According to the *Washington Business Journal*, Capital One is the largest company in Tysons Corner by revenue, and the eighth largest company in the region, where it employs more than 2,000 people. Capital One employs 28,000 worldwide.

For several years after its construction, Capital One’s Tysons Corner headquarters operated well below its designed capacity. Since 2010, due in part to the company’s acquisitions of Chevy Chase Bank and North Fork Bank, and more recently the proposed acquisition of ING Direct, Capital One has moved several hundred additional employees to its headquarters, which now includes over 1,000 employees. With these expansions, the headquarters building has reached capacity as steady growth continues throughout Capital One’s core businesses. This healthy growth has led Capital One to accelerate development of the Capital One Headquarters Expansion Phase, as shown on the pending Master Plan, which includes additional office space, a residential building, retail and civic space.

### **III. Proposed Development**

Phase 1 consists of two separate buildings connected to a single parking structure that is partially above-grade and partially below-grade. The existing Capital One headquarters building and associated parking structure are shown as part of the FDP Property and will be retained (the parking structure will be removed as part of a future FDP).

Building 1 is a 511,112 square-foot office building that will nearly double the size of Capital One’s headquarters campus. The new building is anticipated to solidify Capital One’s presence in Tysons Corner. Due to Capital One’s anticipated space needs, the new building is proposed to be a maximum height of 266 feet, making the new building taller than the existing building.

Contained within the 511,112 square-foot office building is 43,737 square feet of civic space that will likely be utilized by a local college, university, or non-profit organization.

Building 2 is a residential structure that will provide approximately 67 market-rate housing units. This residential building, which is currently intended to serve as corporate residences for Capital One employees, will likely be constructed after the new office building, which is the most immediate need. Up to 6,314 square feet of retail space has also been reserved in the ground floor of Building 2.

Consistent with federal banking regulations, Capital One is required to maintain a publicly-accessible bank branch at its headquarters. As such, Capital One has designed a drive-in branch that will be located on the southeast corner of Building 2, with vehicular circulation and stacking to take place within the associated parking deck.

#### **IV. Zoning Ordinance Criteria**

As part of a rezoning application to the PTC zoning district, an applicant is required to 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 Plan and contributing to workforce and affordable housing policies. The FDP submission, which adheres to the development program set forth in Capital One's pending Master Plan, furthers the vision for Tysons Corner by contributing to each of these critical elements.

##### **A. Tiered Development Intensity**

The Master Plan furthers the Comprehensive Plan recommendation that the highest intensities should be concentrated closest to the four Tysons transit stations, with certain exceptions. The FDP Property is located partially within 1/8 mile and partially within ¼ mile of the Tysons-McLean Transit Station. Building 1 will be a maximum of 266 feet in height, and Building 2 will be a maximum of 96 feet in height.

Capital One understands the County's preference to locate residential development away from the Capital Beltway and as a result has chosen to place the residential development associated with the Proposed Master Plan completely outside of the required 200-foot buffer, which places the residential development closer to the Tysons-McLean station. As such, some of the taller office buildings, including the office building associated with Phase 1, have instead been located within ¼ mile of the Tysons-McLean station. The Comprehensive Plan specifically permits such an arrangement within the Scotts Run Crossing Subdistrict because of the extensive elevated rights-of-way surrounding the Property, giving it an average grade of 25 to 35 feet below the Capital Beltway, the Dulles Rail Line, and the proposed Scotts Crossing extension.

##### **B. Open Space and Urban Parks**

Open space and urban parks are a very important component of the Master Plan. Phase 1 includes a small urban pocket park that will be located between the existing Capital One building and the Phase 1 facilities. Also as part of Phase 1, Capital One anticipates leaving the remainder of the property (including the property not associated with the FDP) as open space. The existing diamond athletic field, the smaller rectangle field, and the sport courts will remain.

### C. Environmental Stewardship

Capital One is fully committed to the environment in every facet of its corporate operations. The existing development already benefits from several low-impact development techniques, including an innovative green roof on its conference center and a system designed to re-use rainwater for on-site irrigation. Phase 1 will continue a similar commitment to the natural environment by incorporating substantial commitments to environmental stewardship.

Consistent with the emphasis that Capital One has historically placed on protecting natural resources, the Phase 1 facilities contain extensive commitments to the environment. In 2005, Capital One installed one of the first vegetated or "green" roofs in Fairfax County on the existing conference center. The office building on Phase 1 similarly proposes an extensive green roof, as well as LEED Silver certification. The residential building will be LEED certified as well.

### D. Urban Grid of Streets

An urban grid of streets is an integral part of any urban design and is of particular importance in the redevelopment of Tysons Corner, where the current suburban design includes long blocks and wide streets that create barriers to the free movement of pedestrians and give motorists fewer options to move around congested roadways.

The FDP implements the first phase of the enhanced grid of streets envisioned in the Capital One Master Plan by constructing a portion of Old Meadow Road on the northern boundary of the FDP Property. Old Meadow Road will connect the two sides of existing Capital One Drive, which will remain unchanged in this phase. In future phases, the portion of Capital One Drive on the eastern boundary of the FDP Property will be relocated and will become Old Springhouse Road. Old Meadow Road will then be extended and realigned, intersecting Dolley Madison Boulevard at the present location of Capital One Drive. The portion of Capital One Drive on the western boundary of the FDP Property will also be relocated closer to Building 1 in future phases.

For a multitude of reasons, Capital One envisions that the grid of streets within the FDP Property, including the proposed section of Old Meadow Road, will be maintained privately, rather than being turned over to VDOT for public maintenance. First, such an arrangement permits additional flexibility and creativity for future development, permitting changes to the street grid without requiring concurrence from VDOT to vacate public streets. Second, VDOT's maintenance of public streets throughout Northern Virginia is widely considered to be sub-par, given its budgetary constraints. Private street maintenance can eliminate these budgetary pressures and provide much more satisfactory maintenance. These factors, combined with the fact that many urban developments (such as Reston Town Center) continue to maintain private streets, argue in favor of permitting private streets within the Capital One property, subject to appropriate maintenance standards and public access easements.

#### E. Transportation Demand Management

The Capital One Property has an existing transportation demand management program in place for the existing Capital One headquarters building that will continue for all of the Phase 1 facilities.

#### F. Public Facilities Contributions

Phase 1 of the Master Plan provides nearly 45,000 square feet of civic space within Building 1 to be utilized indefinitely by a local college, university, or non-profit organization. Rental rates and other terms for use of the space are still under discussion.

#### G. Streetscape and Urban Design Guidelines

The Master Plan embraces the urban design criteria in the Comprehensive Plan and in Capital One's own Urban Design Guidelines. In doing so, it will create a sense of place and identity for the Tysons East neighborhood that is both vibrant and pedestrian-oriented, while also of appropriate urban scale for a transit-oriented development. A reconfigured street grid will accommodate a variety of engaging and integrated streetscapes. When completed, the grid of streets will encourage pedestrian-friendly activity in both the office and residential blocks by carefully locating parking and loading entrances to minimize curb cuts. Consistent street walls at build-to lines establish discrete urban blocks throughout the property, with ground floors devoted to visually and physically accessible community retail, restaurants, civic uses and lobbies. Building massing has been articulated appropriate to each building's use, with residential blocks utilizing lower ground floor platforms and carefully proportioned towers lining retail streets and green courtyards. Office towers are largely pushed to the site's periphery along the Capital Beltway and will help screen the elevated guideway for the Metro extension and the elevated Scotts Crossing overpass.

Parking is primarily located in below grade garages and in above-grade platforms for the office towers. Ground floor retail, civic uses, hotel space, single-loaded residential uses and extensive green screens wrap the above-grade parking along the major pedestrian streets to visually remove parking from the pedestrian environment.

For Phase 1, the urban streetscape begins to take form with the construction a portion of Old Meadow Road. Capital One Drive will remain in its same alignment until future phases, but Capital One plans to create usable urban open spaces between Building 1 and the existing Conference Center. An elevated pedestrian walkway will create easy access between the two office buildings and will enhance the security and privacy of Capital One's critical operations.

#### H. Workforce and Affordable Housing

Because the residential buildings on the Capital One property are expected to be high-rise multi-family dwellings, they are specifically excluded from the County's

Affordable Dwelling Unit ordinance. However, the recommendations for workforce housing in the Comprehensive Plan apply and Capital One will provide the recommended 20% workforce housing requirement on-site. Because the residential building associated with Phase 1 is primarily intended for use by Capital One, no workforce housing is anticipated. Additional workforce housing will be provided in future phases.

## **VI. Tysons Comprehensive Plan - Major Elements**

Successful execution of the Tysons Corner Comprehensive Plan depends on the achievement of its necessary elements, including compliance with the prescribed mix and arrangement of uses, provision of affordable and workforce housing, incorporation of green-building and stormwater management objectives, consolidation of properties, construction of transportation improvements, consideration of urban design guidelines, provision of urban parks, active recreation facilities and public facilities. As Tysons will develop in phases over many years, it is also important that each project not preclude development on adjacent properties. Capital One's Master Plan embodies the vision for Tysons Corner by carefully and comprehensively addressing each of these critical components. The development of Phase 1 incrementally advances each of these goals.

### **A. Mix and arrangement of uses**

The FDP property is located partially within 1/8 mile and partially within ¼ mile of the Tysons-McLean Metrorail Station. The entire Capital One property is designated as "Transit Station Mixed-Use" under the Comprehensive Plan. Phase 1 includes a mix of office, residential, civic and retail uses.

### **B. Affordable and workforce housing**

As noted above, Capital One expects to meet the workforce housing requirement by providing adequately-sized workforce housing units on-site, with a mix of bedrooms similar to the overall mix for the market units. Price controls will comply with the Board's Workforce Dwelling Unit Administrative Policy Guidelines. Construction of Workforce Dwelling Units is not envisioned for Phase 1, but is anticipated to take place during future phases.

### **C. Green building expectations**

Consistent with the emphasis that Capital One has historically placed on protecting natural resources, the Phase 1 facilities contain extensive commitments to the environment. In 2005, Capital One installed one of the first vegetated or "green" roofs in Fairfax County on the existing conference center. The office building on Phase 1 proposes an extensive green roof and LEED Silver certification. The residential building will be LEED certified as well.

#### D. Stormwater management

The FDP Property is within the Scotts Run Watershed. A prior site plan entitled "Capital One Phase I" (6385-SPV-04) modified the existing BMP pond and was approved for this site, providing a total drainage area of 27.5 ac with an associated C-Factor of 0.62. The existing on-site BMP facility was constructed with aforementioned site plan. The FDP site Property drains to the existing facility. The pond has a footprint area of 20,150 SF and an approximate storage volume of 90,000 CF. The existing BMP facility adequately serves the proposed improvements associated with the FDP.

The runoff curve number for existing condition of the FDP Property is 91 with 80% impervious area, and the runoff curve number for the proposed condition is 81 with 64% impervious area. The curve number and impervious percentage for the Phase 1 improvements are much lower than those for the existing condition. The PFM and LEED 3.0 requirements for stormwater quantity control have been achieved without any additional stormwater management facility. Although additional stormwater management facilities are not required for this application, the Applicant reserves the right to include underground stormwater management and if necessary, pump the stormwater to the site storm drainage system. The pump could be privately maintained.

The outfall area of this project beyond the onsite BMP facility includes a piped drainage system that outfalls into a SWM pond, which eventually outfalls into Scotts Run. At the confluence of the site's outfall and Scotts Run, the receiving watercourse exceeds 100 times the area of that portion of the FDP Property.

#### E. Consolidation performance objectives

The Areawide Guidance section of the Comprehensive Plan stresses the need to commit to a functioning grid of streets both on-site and off-site and to demonstrate how adjacent properties can be developed in conformance with the Comprehensive Plan. In the Scotts Run Crossing Sub-District of the Tysons East District, the goal for consolidation of parcels or coordinated development plans is 20 acres, which was easily met by the Master Plan for Capital One's 26.2-acre property. Furthermore, Capital One is bounded on all sides by regional transportation arteries, which creates natural boundaries for certain local streets.

Through Phase 1 and future phases, Capital One will continue to coordinate with all landowners within Tysons East, and particularly with those on the opposite side of Scotts Crossing Road: the Gates of McLean Condominium Association and the Cleveland site owned by Cityline Partners.

#### F. Transportation

A Traffic Impact Analysis ("TIA") was submitted earlier with the Proposed Master Plan. A separate TIA is not required for an FDP submission.

## G. Urban design

The Master Plan embraces the urban design criteria in the Comprehensive Plan and in Capital One's own Urban Design Guidelines. In doing so, it will create a sense of place and identity for the Tysons East neighborhood that is both vibrant and pedestrian-oriented, while also of appropriate urban scale for a transit-oriented development. A reconfigured street grid will accommodate a variety of engaging and integrated streetscapes. When completed, the grid of streets will encourage pedestrian-friendly activity in both the office and residential blocks by carefully locating parking and loading entrances to minimize curb cuts. Consistent street walls at build-to lines establish discrete urban blocks throughout the property, with ground floors devoted to visually and physically accessible community retail, restaurants, civic uses and lobbies. Building massing has been articulated appropriate to each building's use, with residential blocks utilizing lower ground floor platforms and carefully proportioned towers lining retail streets and green courtyards. Office towers are largely pushed to the site's periphery along the Capital Beltway and will help screen the elevated guideway for the Metro extension and the elevated Scotts Crossing overpass.

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## H. Urban park standards

An urban pocket park of approximately 0.05 acres will be associated with the new development in Phase 1. The park will be installed between the existing conference center and the additional headquarters office building. As an urban pocket park, this area will be constructed with a combination of hardscape and softscape, creating a unique environment primarily designed for Capital One employees, residents, and other guests.

## I. Active recreation facilities

For over five years, Capital One has maintained temporary on-site athletic fields for the benefit of McLean Youth Soccer, Vienna Youth Soccer, and the Northern Virginia Travel League. Capital One continues to underwrite all expenses for construction and maintenance of these fields, and will continue to do so to the best of its ability until the fields are ultimately removed for construction of specific phases within the Proposed Master Plan. The Proposed Master Plan has been specifically designed with the idea that the majority of the temporary athletic fields may remain in place until their removal is

required by construction of certain phases. Construction of the Phase 1 facilities will require the removal of the existing large rectangular field. The diamond field, the smaller rectangular field and the sport courts will remain until its removal is necessitated by future phases of development.

#### J. Public facilities

Phase 1 of the Master Plan provides nearly 45,000 square feet of civic space within Building 1 to be utilized indefinitely by a local college, university, or non-profit organization. Rental rates and other terms for use of the space are still under discussion.

#### K. Harmony with other properties

The Capital One property is bounded by the Capital Beltway, Dolley Madison Boulevard, and Scotts Crossing Road. The Capital Beltway is an Interstate Highway that will soon have six lanes in each direction. Dolley Madison Boulevard is a primary road that already has four travel lanes in each direction, plus associated turn lanes. Scotts Crossing Road is planned to be partially elevated to travel over the Capital Beltway, where it will connect to Jones Branch Drive. The Tysons East Metrorail station and the surrounding tracks for the rail line run along Dolley Madison Boulevard and have a combined maximum height of approximately 50 feet above the prevailing grade. These existing and planned transportation nodes create natural boundaries for the Capital One Property and naturally limit its integration with surrounding properties.

The grid of local streets for the Capital One Property will meet these natural boundaries at the edges of its property. However, several key intersections will help form a street grid to serve adjacent properties; Capital One will continue to work with affected property owners to ensure these alignments meet their needs.

Due to the Scotts Crossing extension over the Capital Beltway, FCDOT's proposed improvements to Scotts Crossing Road will require a realignment of the current intersection at Capital One Drive. Capital One has proposed an alignment and spacing of intersections along Scotts Crossing Road that will allow it to accommodate future entrances to the Cleveland site and the Gates of McLean Condominiums.

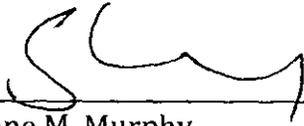
### **VII. Final Development Plan Criteria**

Exhibit A details each of the FDP criteria contained in the Fairfax County Zoning Ordinance, and provides details about how the application meets each of the required criteria.

### **VIII. Conclusion**

The Proposed Master Plan is entirely consistent with the Comprehensive Plan's transformative vision for Tysons Corner. It creates a harmonious balance of offices, street-level retail, civic space, and residences unified by an integrated multi-modal transportation

network and connected open spaces. Capital One respectfully requests favorable consideration of this exciting application.

 6.30.2011  
Shane M. Murphy Date  
Cooley LLP

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