

December 7, 2011

**STATEMENT OF JUSTIFICATION
ARBOR ROW (BLOCK A) – FINAL DEVELOPMENT PLAN
FDP 2011-PR-023-1**

Introduction and Location

Cityline Partners LLC (the "Applicant") seeks Final Development Plan ("FDP") approval for approximately 5.4 acres in Tysons Corner identified as Fairfax County Tax Map Parcel 29-4-((7))-10 (the "Property") and designated as "Block A" on the Conceptual Development Plan ("CDP") filed with the Arbor Row rezoning application. Home Properties Tysons, LLC, contract purchaser of Block A, seeks FDP approval to construct up to 744,800 square feet of gross floor area ("GFA") of high-rise and mid-rise multi-family residential use and ancillary retail use in an urban setting, as envisioned for the Property.

The Property currently is occupied by the 40-year old, six-story "Frederick" office building and a large surface parking lot. Located within a one-half mile walk from the future Tysons Central 123 Metrorail Station, the Property lies on the south side of Westpark Drive, between Westbranch Drive on the east and the PDH-30-zoned Avalon Crescent residential community on the west, at the western end of Arbor Row. Adjacent, vacant land located up a steep hill to the south is part of the PDC-zoned Tysons II project and designated as open space. Across Westpark Drive from the Property to the northwest is the six-story "Russell" office building with its three-level parking garage, and directly to the north is the mid-rise "Warren" office building with its two-level parking structure. Both buildings are on land zoned C-3 and are part of the West*Park development.

Concurrent Applications

This FDP has been filed concurrently with the pending Rezoning/Conceptual Development Plan ("CDP") Application RZ/CDP 2011-PR-023 for Arbor Row and Proffered Condition Amendment Application PCA 88-D-005-7 for West*Park. In the concurrent rezoning application, Cityline Partners seeks to rezone approximately 19.32 acres, including the Property, from the existing C-3 District to the new Planned Tysons Corner Urban ("PTC") District to replace aging, suburban office buildings and surface parking lots with a transit-oriented community within walking distance of Metro. This FDP Application is the first of a series of FDPs which will be filed for Arbor Row, where a mix of office, residential, hotel and ground floor support retail and service uses are being proposed at a maximum total floor area of approximately 2.6 million square feet of GFA and an overall 3.10 floor area ratio ("FAR"). In the concurrent PCA Application, Cityline Partners seeks to remove the approximately 19.32 acres (including the Property and an additional eight-acre Hanover Parcel B2 off-site dedication area) from the West*Park proffered development plans to enable redevelopment of Arbor Row in conformance with the Tysons Corner Urban Center Plan (the "Tysons Plan") and in compliance with the PTC District zoning regulations.

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Comprehensive Plan

The Property is designated in the Tysons Plan as part of the large "Tysons Central 123 District" and is recommended for "transit-station mixed-use development" (Tysons Plan, Map 14 on page 138). All but a sliver of the Property lies within one-half mile walking distance from the Tysons Central 123 Metrorail Station as measured generally from the base of the escalator at the northern entrance. The walk between the Metrorail Station and the proposed residential buildings has been designed to be "convenient, safe, and pleasant" as set forth in the recommendations on page 24 of the Tysons Plan. Additional Tysons Plan guidance is found in the "Areawide Recommendations" and more specifically in the "Subarea 2: South West Park Redevelopment Option" recommendations on pages 141-142, which state that the "vision for this subarea is to redevelop primarily with mixed use with an urban character at a substantially higher intensity" than what is currently there now to include ground-floor retail uses, with intensification contingent upon integration with Tysons II through pedestrian and vehicular linkages.

The Arbor Row CDP conforms with the land use and intensity guidance on pages 24 through 28 of the Tysons Plan. As depicted on FDP Sheet C3.0, the Property is within the one-half mile radius of the Metrorail Station, and, therefore, is planned for a 2.0 FAR, exclusive of bonus intensity for workforce housing and public facility site dedication. The Tysons Plan encourages more intensive residential densities within the transit-oriented development ("TOD") areas such as this. In proposing dedication to the County of the eight-acre "Hanover" Parcel B2 for an elementary school site and athletic fields, Cityline Partners has incorporated bonus intensity into Block A in the concurrent rezoning application to accommodate the density reflected on the FDP for the Property. This bonus intensity for superlative contributions toward public facilities in the concurrent rezoning application conforms with a fundamental tenant of the new Tysons Plan, as described specifically on page 28. Detailed computations demonstrating conformance with the bonus density recommendations are presented on FDP Sheet C2.0.

Proposed Final Development Plan

The FDP dated December 7, 2011 has been prepared by Bowman Consulting Group Ltd., Shalom Baranes Associates, P.C. and Parker Rodriguez Inc. and consists of a total of 41 sheets. The FDP conforms with the proposed CDP and draft proffers submitted in conjunction with the concurrent rezoning application. Home Properties Tysons LLC, the contract purchaser for Block A, proposes to construct this residential Block in two phases – A1 and A2 – for up to a total of 744,800 gross square feet of residential use consisting of approximately 669 multi-family dwelling units. Up to 8,600 square feet of ground-floor retail along the western side of the Westbranch Drive streetscape is proposed for Block A2. Access to the Property is proposed off Westpark Drive and Westbranch Drive.

Redevelopment of this new residential Block has been designed in conformance with the detailed land use, urban design and transportation recommendations of the Tysons Plan to create a vibrant, urban "sense of place" with high quality architecture and a varied, interesting skyline. "Conceptual Aerial Views" are presented on Sheet A010 and more detailed "Site Perspectives" are presented on Sheets A301-303, demonstrating that proposed architecture will be high quality and urban in character, with diverse and articulated facades. Building elevations (Sheets A401-404), floor plans (Sheets A101-104) and roof top plans (Sheet A105) for Blocks A1 and A2 are

included with this FDP, as are east-west and north-south sections on Sheets A201-202. Residential units front on active streets, towers are sited at prominent corners, and the new street grid and ring road provide organizing elements. Varied, neighborhood-centered, tree-lined streetscapes create an interesting and safe pedestrian experience and parking and loading areas will be attractively screened from view. As shown on FDP Sheets L0.01, 02 and L1.03, approximately 58,000 square feet is proposed for high quality "Amenity Roof Terraces" for private use by residents in addition to three "pocket parks." On-site amenities will include facilities such as a clubroom, two fitness centers (one in each of sub-block A-1 and A-2), totaling approximately 3,000 square feet, conference room, theater, outdoor courtyards and pools. Landscape plans, both for Arbor Row in general and within Block A at street level and within amenity terraces, are presented on Sheets L0.01 through L3.01 of the FDP, including proposed planting details and schedules.

In Block A1 on the western end of Arbor Row adjacent to Avalon Crescent, the Applicant proposes approximately 268 mid-rise multi-family residential units in buildings varying in height from five, six and nine stories and oriented along the new street grid. Two-story townhomes, with three stories of apartments above, front on the new perpendicular street on the western end of Arbor Row adjoining Avalon Crescent. The nine story residential building is oriented along Westpark Drive and the six-story building along the new "Interior Street" located between the two Blocks. The lobby and leasing center in the ground level of the nine-story building have been sited to activate the corner of Westpark Drive and the Interior Street. An entry plaza is proposed at the north end of the Interior Street (Sheet L1.01) with a drop-off area in front of the entrances to the leasing center for A1 and A2. The Interior Street also will be activated with building entrances. Multi-family units in Block A1 will surround a private, high quality "West Courtyard" with a main "Amenity Roof Terrace" which is nearly one-half acre in size and includes a private pool and deck facility, private patios, special paving and seating areas and arbor structures (Sheet L1.3).

In adjacent Block A2, multi-family buildings are proposed to range from five to 22 stories in height with approximately 401 multi-family units, including the 22-story tower at the gateway corner of Westpark and Westbranch Drives. Proposed development within Block A2 has been designed with massing to reinforce the street edge, ground floor retail and orientation toward the central street between these two Blocks, all of which contribute toward establishing a sense of place at this important corner entrance into the north planning areas as envisioned in the Tysons Plan. As calculated on Sheet C2.0, the portion of the bonus intensity from the off-site Hanover Parcel B2 dedication will be constructed in Block A, enabling more Tysons Corner residents to live within convenient walking distance of the future Metro Station. Building A2 shows up to approximately 8,600 gross square feet of ground floor retail and service uses along Westbranch Drive. As presented in detail on Sheets L0.02 and L1.03, in Building A2 "Amenity Terraces" are proposed on levels 3 and 4, with a roof terrace on top of the 22-story tower building, for more than 36,800 square feet of significant private amenities including an outdoor pool. Detailed streetscape plans for the new streets surrounding and between Blocks A1 and A2 are depicted on Sheets L1.01 and 02. A paved drop-off area will be provided along Westpark Drive, with garage access from the Interior Street and Ring Road. Interim and ultimate improvements to the Westpark Drive frontage of this Block are depicted on Sheet C7.0

An overall Pedestrian Circulation Plan for the entire Arbor Row development is proposed as part of the concurrent RZ/CDP Application, with relevant elements reflected on the FDP. Block A will be linked to existing and proposed off-site trails and properties through the sidewalks and trails depicted on the landscape plans. It is anticipated that Block A2 will be the first of the two development phases for Block A.

A Resource Protection Area ("RPA") is mapped along the northwestern boundary of Block A. Proposed development within Block A would require encroachment into the RPA buffer for a site access lane, retaining wall, improvements along Westpark Drive and a small portion of the mid-rise multi-family building. Approximately 0.83 acre of the RPA buffer would be disturbed in conjunction with these proposed development activities, of which 0.59-acre is located within the FDP Application area. A Water Quality Impact Assessment ("WQIA") report prepared by Bowman Consulting Group, Ltd. is being submitted in conjunction with a General RPA Exception Request with the concurrent Arbor Row rezoning application.

Affordable Units

Approximately 134 rental Workforce Dwelling Units ("WDUs") are proposed to be located in Block A, within walking distance of the Metrorail Station. In addition to any affordable dwelling units ("ADUs") which may be required under the Zoning Ordinance, affordable and workforce housing within Block A will be provided in conformance the "Tysons Corner Urban Center Workforce Dwelling Unit Administrative Policy Guidelines" adopted by the Board on June 22, 2010. WDUs will be provided so 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 pursuant to this FDP. The 20% applies to the total number of dwelling units to be constructed on the Property, however, any units created with bonus floor area are excluded from the 20% WDU calculation as provided in the policy guidance. If ADUs are provided in this FDP, 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. The WDUs will consist of a mix of bedroom counts similar to the mix provided for the market rate units and the minimum unit size of WDUs will be consistent with the Board adopted Policy Guidelines referenced above.

Conclusion

This proposed FDP Application is in compliance with the proposed CDP and draft proffers and with all applicable regulations, ordinances and adopted standards, with the exception of the requested modifications listed on Sheet C2.0.



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