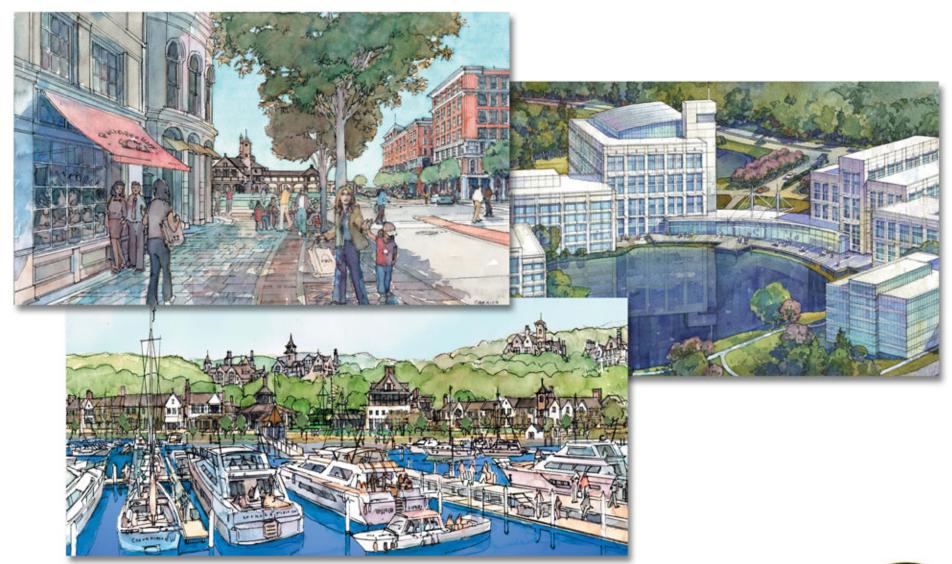
Harbor + Station



Highlights of a New Community

Harbor Station is a mixed-use waterfront community currently being developed by KSI Services, Inc. along the Potomac River in eastern Prince William County. Features of the development include:

- A neotraditional Town Center, including a luxury hotel and conference/executive meeting center, civic and commercial space, and a Virginia Railway Express (VRE) station
- · An 18-hole Jack Nicklaus Signature golf course
- A mix of residential unit types
- · Open space encompassing over half of the site

Development is underway in "Harbor Station North" for the golf course, residential areas, and infrastructure to serve the hotel/conference center. A recently approved funding mechanism for critical transportation improvements will facilitate the construction of the VRE station and commuter parking at the Town Center as well as enhancements to the Route 234/Route 1 intersection.

KSI has filed a Comprehensive Plan Amendment for "Harbor Station South" which includes the balance of the Harbor Station property plus 235 acres of recently acquired land. The Plan Amendment deals only with the Harbor Station South area and does not affect Harbor Station North.

The Comprehensive Plan Amendment provides the opportunity to:

- Consolidate acreage to meet the needs of a large employer seeking a secure campus environment
- Develop a mixed-use "marina village" at water's edge with a marina and public day pier
- Retain substantial open space by shifting planned residential development to the east, in proximity to the Town Center and the VRE commuter rail station
- Concentrate over half of the proposed new residential development in an age-restricted retirement community
- Open the Potomac riverfront to public use and enjoyment through public parks, a public pier, and anticipated restaurant/retail amenities
- Preserve a Civil War battery site
- Modify the transportation network to improve access within the Cherry Hill Peninsula

This proposal responds to a number of objectives as set forth in Prince William County's Cherry Hill Sector Plan and the Potomac Communities Revitalization Plan. The reconfigured Harbor Station South land plan, for instance, consolidates separate, commercially planned areas into a 157 acre land bay that would be attractive to a large corporate entity, government agency, or government services contractor seeking a secure employment campus environment.

The proposed number of new residential units to be added to Harbor Station is approximately 1,487, over 70% of which will be age-restricted. Development is concentrated to the east of Harbor Station Parkway and south of the Town Center so that substantial acreage west of the Parkway on either side of Cherry Hill Road can be left as undeveloped open space to complement the existing low density residential nature of the area. The total number of residential units proposed for the entire Harbor Station development inclusive of new acreage is approximately 3,987, well within the current Cherry Hill Sector Plan cap of 4,418 units.

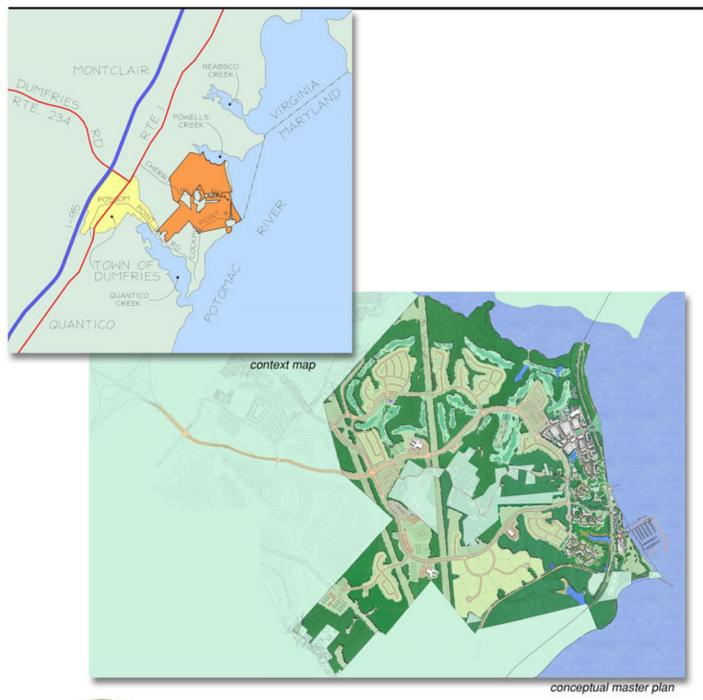
A modified transportation network that is part of this Comprehensive Plan Amendment maintains a Level of Service "D" standard as established with the previously approved rezoning. The proposed network improves access to the Cherry Hill Peninsula in general, and provides particular benefit for the secure employment campus and mixed-use development within Harbor Station South. Highlights of the new network include:

- Accelerated construction of the planned grade-separated intersection at Route 1/Route 234 in conjunction with the newly approved development
- Enhanced access to the proposed secure employment campus. Redesign of New Cherry Hill Road as a four-lane facility provides an uninterrupted connection between one end of Harbor Station Parkway and the other
- Changes to Congressional Way resulting in a two-lane roadway that ends in a cul-de-sac at Harbor Station's southwestern border instead of potentially connecting to the adjacent Wayside Village neighborhood
- Replacement of the existing at-grade railroad crossing at the terminus of Cherry Hill Road with a safer public road and bridge over the railroad tracks

A zoning application for Harbor Station South has been filed and will be reviewed concurrently with the Comprehensive Plan Amendment. Public hearings are currently scheduled for October 4, 2006 before the Planning Commission and November 21, 2006 before The Board of the County Supervisors.



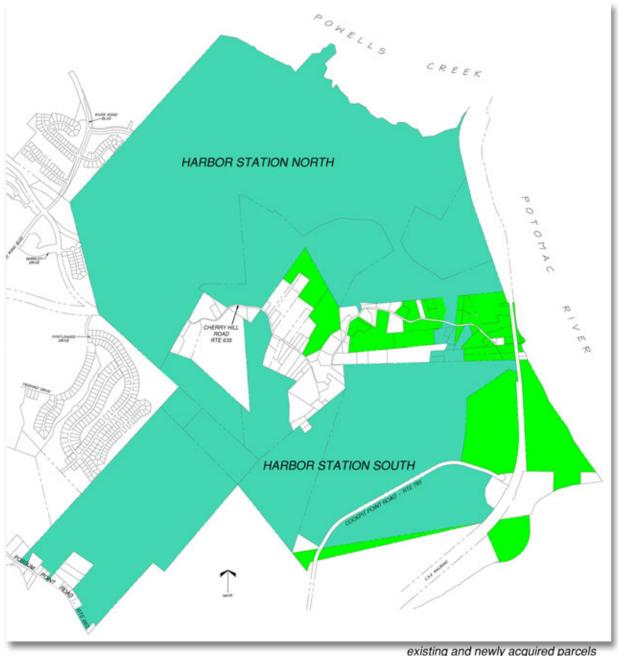
-Harbor+Station-



The Cherry Hill Sector Plan was adopted by the Prince William County Board of Supervisiors in 1992. This plan established a residential cap of 4,418 units for the area. The subsequent Southbridge rezoning action in 2001 established a development program for approximately 1,736 acres of the total 2,280 acre Sector Plan area.

The approved Southbridge zoning provided for a total of 2,500 residential units, 2 million square feet of office, and a minimum of 45% open space. Other features included a mixed-use Town Center, hotel, 18-hole golf course and access to a Virginia Railway Express (VRE) commuter station.

Today, this property is identified as Harbor Station and it retains the same key components. An additional 235 acres have been acquired and a proposal is pending to incorporate the new land into the plan for the southern portion of the development.



Existing and Newly Acquired Harbor Station Parcels

Harbor Station is located along the Potomac River in the eastern portion of the County, generally between Powells Creek to the north and Quantico Creek to the south. Existing communities of Southbridge and River Oaks form the development's western boundary.

Acreage to be added to Harbor Station is concentrated along the river, south of Harbor Station Town Center, as well as in the central portion of the peninsula on either side of Cherry Hill Road.

New acreage located along the Potomac River is currently zoned primarily for industrial uses.

LEGEND

Originally zoned as Southbridge acreage

New acreage to be integrated into Harbor Station

Parcels not included in Harbor Station

not to scale major open space for existing and newly acquired parcels

Open Space, Preservation, Restoration & Recreation

LEGEND

Current Preservation/Restoration

Current & Proposed Active Recreation/

Open Space/Golf Course

Proposed Major Open Space







illustrative of the harbor station town center



illustrative view of the town center from the potomac river



golf course example

Town Center Amenities

- Hotel and conference/executive meeting center
- Approximately 100,000 square feet office and other non-residential uses
- Mixed-use residential
- · Town green open space
- · VRE station and parking
- Public library
- Telecommuting center
- Police substation

Jack Nicklaus Signature Golf Course

- · 18 hole premier golf facility
- · Public play available







illustrative of the area surrounding the hotel, conference/executive meeting center



Hotel and Conference/Executive **Meeting Center**

- 249,000+/- square foot hotel/conference facility
- 248 guest rooms
- Executive meeting center of 28,476+/- square feet
- Banquet hall
- Fine riverfront dining
- Private hotel guest villas
- Business center
- Spa and resort-style amenities

Amenities

- Formal gardens
- Potomac River views
- Proximity to VRE
- Golf course access



conceptual hotel/conference/executive meeting center elevation



illustrative station entrance

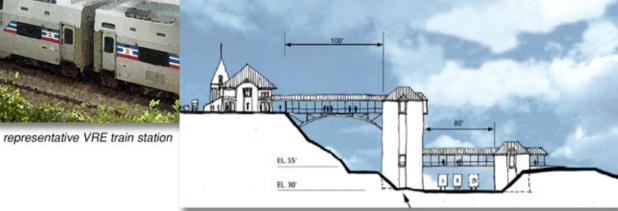


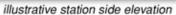


representative VRE train station

Virginia Railway Express Station

- Planned station advancing with private funds
- · Construction financed by Community Development Authority (CDA) funding
- 550 commuter parking spaces
- Direct access to Metro and Washington DC
- Commuter-serving retail









Harbor Station South incorporates an additional 235 acres of land, over 48% of which will be retained as undeveloped open space. Included is a historic Civil War battery that is to be dedicated to the County.

Land bays designated for employment use have been consolidated to attract a large corporate user, government agency, or government services contractor in need of a secure employment environment.

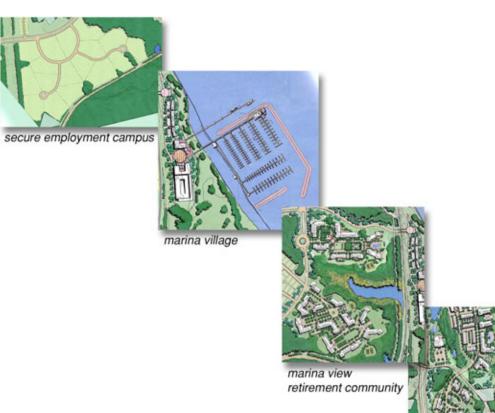
A mixed-use "marina village" at the water's edge will provide services and amenities for area residents and boaters along the river. A marina and public pier will be developed at the shoreline.

Parks along the bluff above the river, the marina village, and the public pier open the waterfront to public use and enjoyment.

An age-restricted retirement community with on-site amenities comprises over half of the total residential density envisioned for Harbor Station South. Convenient access to recreational, cultural, and shopping activities in the Town Center, and access to the VRE, marina, and golf course provide additional benefits.

Components of Harbor Station South

- Comprised of seven identifiable components
- Characteristics of each component make a unique contribution to the overall character and quality environment of Harbor Station



rivershore district

cherry hill preserve

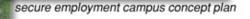




illustrative of secure employment campus entrance

Secure Employment Campus

- Approximately 157 acres have been consolidated to meet the needs of a large corporate employer, government agency, and/or government services contractor in need of a secure employment campus
 - Located in proximity to offices, restaurants, and other mixed-use development in the Town Center
- A future VRE commuter station will provide a transit option for employees
- Major roads have been redesigned to provide convenient access to I-95, and to limit impacts on existing residential neighborhoods to the west





illustrative aerial of secure employment campus



Harbor+Station



view from river and marina towards retirement community



proposed public pier and marina facilities

Marina Village

- Provides public access and recreational opportunities on the Potomac River
- Reclaims and redevelops the industrially used land for mixed-use development that is compatible with the surrounding Resource Protection Area
- Public day pier
- · Private marina



marina village conceptual plan



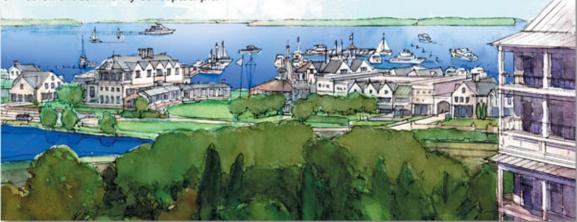




Marina View Retirement Community

- Age-restricted residential units comprise over 70% of newly proposed residential units
- Buildings are sited to take advantage of water views
- Proposed building design provides for large open space areas





illustrative view of potomac river and marina from the proposed retirement community





view of potomac river from proposed public park

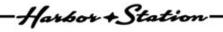


rivershore district conceptual plan

Rivershore District

- Transitional area between neo-traditional Town Center and Marina View Retirement Community
- Design and residential land use is compatible with the Town Center
- Proposed public and private uses extend to the river, reflecting a similar pattern of development within the Town Center
- Amenities attractive to young professionals
- Parkland with views of the Potomac River







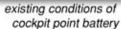
Cherry Hill Preserve

- Acreage west of Harbor Station Parkway to remain open space
- Protects character of existing low density residential development along Cherry Hill Road



cherry hill preserve conceptual plan







cockpit point battery



existing conditions of cockpit point battery

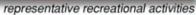
Cockpit Point Battery

- Historic Civil War battery site comprising approximately 16 acres to be dedicated to Prince William County
- Eligible for the National Register of Historic Places











representative recreational activities

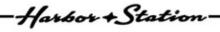


athletic fields conceptual plan

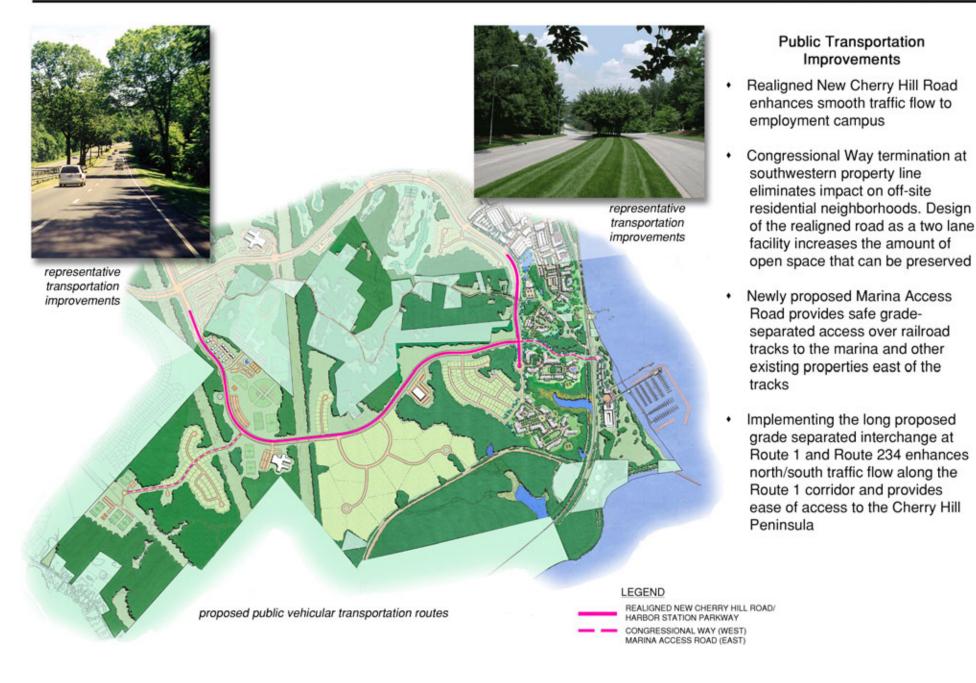
Recreation Areas

- Located in proximity to schools and residential areas
- Direct access along realigned New Cherry Hill Road and Congressional Way
- Consistent with original proffer commitments











This booklet portrays KSI's current proposal for Harbor Station. The proposal is subject to refinement and/or change in the future as a result of ongoing discussions with the community and with Prince William County. Listed below are members of the project team. For updates and additional information, feel free to visit us on the web at harborstation.com.

KSI Services, Inc.

Applied Technology + Management Inc.

christopher consultants, ltd.

Dewberry

HDR, Inc.

Hellmuth, Obata + Kassabaum, P.C.

Jack Nicklaus Design

Moffatt & Nichol

Patton, Harris, Rust & Associates

Urban Engineering

URS Corporation

Walsh, Colucci, Lubeley, Emrich & Terpak, PC