RESTON INN AND CONFERENCE CENTER LIMITED PARTNERSHIP
PROFFER STATEMENT
FAIRFAX COUNTY
TAX MAP 17-3((3))1
PCA/DPA B-846

January 8, 1998

Pursuant to Sect. 15.2-2303A of the Code of Virginia (1950 as amended) and Sect. 18-204 of the Fairfax County Zoning Ordinance (the "Ordinance"), Reston Inn and Conference Center Limited Partnership, the property owner and Applicant, for itself and its successors and assigns (hereinafter collectively referred to as the "Applicant"), proffers that the development of Tax Map Parcel 17-3 ((3))1, hereinafter referred to as the "Property" will be developed in substantial conformance with the following proffers if; and only if, PCA/DPA B-846 is granted by the Board of Supervisors ("Board"). In the event said PCA/DPA B-846 application is denied, these proffers will immediately be null and void and of no further force or effect. These proffered conditions, if accepted, supersede all other proffers and/or development conditions existing on the Property. The proffered conditions are:

I. GENERAL

A. The Property shall be developed in substantial conformance with Sheets 2-3 of the Development Plan Amendment (DPA) entitled "Gateway Plaza at International Center," prepared by Paciulli Simmons and Associates, Ltd. and dated June 26, 1997 as revised through December 9, 1997; and the schematic development plan dated February 28, 1997 and revised through October 21, 1997 (Sheet 3A) provided however, that minor modifications as defined in Section 16-203 of the Ordinance may be permitted when (1) necessitated by sound engineering or (2) which may become necessary as part of final site development and/or engineering pursuant to Sect. 16-203 of the Ordinance, further provided that the locations of the office building use and the new hotel use may be interchanged. Sheets 4-10 of the DPA and the attached booklet of architectural sketches entitled "Gateway Plaza at International Center" prepared by The Lukmire Partnership, Inc., architects for the Applicant ("Exhibit 1") are proffered only as expressly specified hereafter in this Proffer Statement.

B. Uses. The Property shall be designated as a Convention/Conference Center. The primary use of the Property shall be limited to hotel or motel, including facilities to accommodate conventions and/or large meetings, office and multiple family dwellings and an eating establishment/retail building. Other uses, which are to be included within the buildings or serve such buildings, may include the following as secondary uses: accessory service uses, home occupation or supplemental uses; eating establishments; business service and supply service establishments; financial institutions; personal service establishments; public uses, repair service establishments; fast food restaurants; quick service food stores; commercial recreation uses (Group 5); child care centers and nursery schools; private schools of general and special education (any size); colleges and universities; health clubs; cultural and civic centers and exhibition halls; private clubs and public benefit associations; theaters; swimming pools; tennis courts; radio and television broadcasting facilities; telecommunication and microwave facilities and satellite earth stations; retail sales establishments, (which may include pharmaceutical prescription establishments and the selling of pharmaceutical supplies).

C. Floor Area. A maximum overall Floor Area Ratio (FAR) of 1.07 shall be permitted. At no time shall the non-residential portion of the development exceed an FAR of 0.76. In addition to a 13,000 square foot expansion of the existing 212,000 square foot hotel, a maximum of 130,000 square feet of office, 120,000 square feet of hotel, and 21,500 square feet of retail shall be permitted and a minimum of 200,000 square feet of multiple family residential use upon total development of the Property; provided however, that the FAR limitations specified in this paragraph above shall not be exceeded.

D. High Density Residential. Pursuant to Par. 3 of Sect. 6-308 of the Zoning Ordinance, the proposed development shall be designated as a high density residential development in the PRC District.

E. Required Parking.. Notwithstanding the tabulations shown on Sheet 2 of the DPA, parking will be provided as specified in the Ordinance unless a parking reduction is approved by the Board or by DEM. The Applicant reserves the right at the time of site plan

approval to apply to the Board for a further reduction in required parking spaces, which would result in a lesser amount of required parking than that shown on Sheet 2 of the DPA, if county policy and ordinances at that time permit such lesser amount, and if such lesser amount is approved by the Board, to amend the DPA to provide not less than such approved lesser amount of parking spaces.

The majority of the parking will be provided in parking structures below grade generally as depicted in Sheet 4 of the DPA, be screened from Sunrise Valley Drive as specified in Proffer II.F, and at no time in the development process (except during the actual construction thereof) will large areas of structured parking or at-grade parking be visible from Sunrise Valley Drive.

II. LAND USE AND DESIGN

A. Building Envelopes. The building footprints may be modified from that depicted on the DPA provided that 1) the buildings do not exceed the maximum height or gross floor area tabulations depicted on Sheet 3 of the DPA and pursuant to Proffer II.B. below; 2) the minimum measured building setbacks depicted on the DPA from the peripheral lot lines are maintained; and 3) the overall amount and quality of open space and landscaping is not reduced. The locations of the office building use and the new hotel use may be interchanged as specified in Proffer I.A.

B. Building Height. In order to meet the Land Use and Design Elements of the Comprehensive Plan, the maximum building height (as defined in the Ordinance) shall not exceed 140 feet and the buildings located along Sunrise Valley Drive shall not exceed a height of 516.9 feet above sea level.

C. Architecture. The roof treatment, building facades and building materials shall be equivalent in general character and quality and scale to the architectural elevations prepared by The Lukmire Partnership, Inc., dated February 28, 1997 and revised through December 9, 1997 and contained as Sheets 7 - 10 of the DPA, as determined in the reasonable judgment of the Planning Commission. The facade of the residential/commercial building facing Sunrise Valley Drive (which includes a parking garage) shall be of similar quality of design

and materials as that depicted on the architectural sketch contained in the Sketch Booklet (Exhibit 1). As an indication of the quality of materials specified in this paragraph, the major building materials will be selected from a compatible range of high quality materials such as stone veneer, masonry, architectural precast, architectural metal panel, synthetic stone and/or curtain wall. Major roofs will be sloped metal roofs with secondary flat (parapet) roofs. While each building has its own composition and identity and while the selections of materials will be appropriate to the particular building function (i.e. office, hotel, residential and retail/restaurant), the commonality of the architectural language, coloration, and materials will allow the project to be seen as a unified whole.

D. Retail/Restaurant Building Along Sunrise Valley. The retail/restaurant building located along Sunrise Valley Drive on the DPA near the main entrance shall be constructed concurrently with or subsequent to the adjacent residential/commercial building located to the east.

E. Parking/Tree Preservation/Stormwater Management. If the Applicant determines in its sole discretion that the area bounded by the existing hotel to the south, the existing parking area to the west and the proposed office building to the east, is needed to meet the minimum parking requirements or stormwater management requirements, then this area may be used for either surface and/or structured parking or storm water management best management practices, but if that area is not so needed, the Applicant will make reasonable efforts to preserve the existing trees in that area.

F. Landscaping. A landscaping plan shall be submitted to the Department of Environmental Management ("DEM") prior to site plan approval in order to preserve and enhance the environmental sensitivity of the site, to screen and shade improvements, to provide visual orientation, to compliment the architecture of proposed buildings, and to maximize the preservation of trees and other existing vegetation. The quality and quantity of the planting materials shall be equivalent to the general character of that depicted on Sheets 5 and 10 of the DPA as determined by the Urban Forester and as modified below. The minimum caliper of shade trees shall be 2.5 inches in diameter at breast height. In order to compensate for the loss of existing trees

along Sunrise Valley Drive and to meet the goals of the Comprehensive Plan, the Applicant shall develop a landscaping plan for the area along Sunrise Valley Drive which incorporates a variety of evergreen and deciduous trees and shrubs of differing sizes placed randomly. At least 25% of the shade trees in this area shall have a minimum caliper of 3.0 inches in diameter at breast height.

G. Citizen Review. All site plans, PRC Plans, architectural renderings, landscaping plans and the Comprehensive Sign Plan specified in Proffer II.K shall be submitted for review and comment by the Reston Design Review Board and to the Reston Citizens' Association Planning and Zoning Committee (or its successor in function) prior to County approval. The Applicant may also distribute copies of such plans to other community organizations.

H. Telecommunications Equipment. The Applicant shall screen all satellite dishes and associated equipment cabinets from ground view as seen from adjacent residential neighborhoods (Hunters Green Cluster). Whip antennae and panel antennae which cannot be fully screened, shall be of similar materials and color as the building on which they are placed, in order to reduce the visual impacts as seen from the adjacent residential neighborhoods (Hunters Green Cluster), when viewed from the ground.

I. Lighting. In order to reduce off-site glare impacts, all outdoor lighting including lights illuminating the facades of buildings shall be directed away and shielded from adjacent properties; provided that such lighting may be visible from the Reston International Center.

J. Active Recreational Facility. The DPA depicts a possible recreation area on the southeast corner of the property and a second possible recreation area located between the hotel and the eastern boundary. At minimum, one of these sites shall be developed with an active recreation facility which may include swimming pool/clubhouses, tennis courts or multi-purpose courts. A clubhouse structure, if included, will not exceed a building footprint of five thousand (5,000) square feet.

K. Signage. Prior to site plan approval, the Applicant shall submit and thereafter diligently pursue and implement a Comprehensive Sign Plan ("CSP") which shall be incorporated by reference in commercial leases. A common sign design theme shall be provided for the entire site (including the existing hotel) which shall include size, style, material, color and lighting. The CSP shall incorporate adequate on-site directional signage to guide residents, visitors and service vehicles throughout the site. With the exception of the signage for the retail/restaurant structure, all of the signage for the plaza retail uses shall face the plaza and be visible only from uses around the plaza and adjacent commercial properties (which may include the Reston International Center). No pole signs shall be constructed on the Property. For purposes of this proffer, a pole sign is defined as (i) a freestanding sign more than twelve (12) feet in height above the ground or other base of support for the sign with the space between the ground or other base of support being more than four (4) feet, and (ii) where the width of the sign is broader or wider than its support on the ground or other base, provided, however, the definition and exclusion of a pole sign may be further addressed in the CSP.

L. Loading and Trash Collection Facilities. All loading areas and trash dumpsters as seen from Sunrise Valley Drive and the Dulles Toll Road and the eastern boundary of the Property shall be fully screened through the use of walls, doors and landscaping as determined by DEM.

M. Plaza. The outdoor furniture, lighting, landscaping, paving and walkway design and construction in the plaza will be of similar or equivalent quality to that depicted on the two streetscape sketches contained in Exhibit 1.

III. ENVIRONMENTAL

A. Stormwater Management. If a waiver of the on-site stormwater detention requirements is not granted by DEM, the Applicant shall either provide on-site stormwater detention/best management practices facilities in the area specified in Proffer II.E. or in the northeast corner of the Property or apply for a PCA/DPA in order to accommodate on-site stormwater detention/best management practices facilities elsewhere on the Property.

B. Noise Attenuation.

1. Residential. In order to achieve a maximum interior noise level of 45 dBA Ldn for all dwelling units that are impacted by highway noise from the Dulles Toll Road (between 400 and 875 feet from centerline) having noise levels between 70 and 75 dBA Ldn, the following acoustical measures shall be provided for each exposed building facade having windows and/or doors and lacking another building, topographic and/or other condition which blocks the noise source, as determined by DEM:

   a. Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 45.

   b. Doors and windows shall have a laboratory STC rating of at least 37. If windows constitute more than 20% of the facade they should have the same laboratory STC rating as walls.

   c. Adequate measures to seal and caulk between surfaces shall be provided and shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

2. Non-Residential. 70 - 75 dBA Ldn. In order to achieve a maximum interior noise level of 45 dBA Ldn for all office and hotel uses that are impacted by highway noise from the Dulles Toll Road (between 400 and 875 feet from centerline) having noise levels between 70 and 75 dBA Ldn, the following acoustical measures shall be provided for each exposed building facade having windows and/or doors and lacking another building, topographic and/or other condition which blocks the noise source, as determined by DEM:

   a. Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39.

   b. Doors and windows shall have a laboratory STC rating of at least 28. If windows function as walls they should have the same laboratory STC rating as walls.

c. Adequate measures to seal and caulk between surfaces shall be provided and shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

3. Nonresidential, 75+ dBA Ldn. In order to achieve a maximum interior noise level of 50 dBA Ldn for the office building and hotel which are impacted by highway noise from the Dulles Toll Road (within 400 feet from centerline) having noise levels greater than 75 dBA Ldn, the following acoustical measures shall be provided for each exposed building facade having windows and/or doors and lacking another building, topographic and/or other condition which blocks the noise source, as determined by DEM:

   a. Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 45.

   b. Doors and windows shall have a laboratory STC rating of at least 37. If windows function as wall they should have the same laboratory STC rating as walls.

   c. Adequate measures to seal and caulk between surfaces shall be provided and shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

4. Outdoor Recreational Area. At the time of the construction of either of the two outdoor recreational areas shown on Sheet 3 of the DPA, and of the lawn areas bordering the plaza as shown on that Sheet, the Applicant will construct an acoustical fence, wall or intervening building or other noise reduction features between the outdoor recreation area or areas and the Dulles Airport Access Road. If acoustical fencing or walls are used, they shall be architecturally solid from the ground up with no gaps or openings. Screening of the outdoor recreational areas shall be an integral part of the project's architecture and be compatible in color and material with the adjacent buildings. The structure employed shall be of sufficient height to adequately shield the outdoor

recreation area from the Dulles Airport Access Road.

5. Alternative Mitigation. In the alternative to III.B.1. through III.B.4. above, the Applicant may have a refined acoustical analysis performed to determine which buildings may have sufficient shielding to permit a reduction in the mitigation measures prescribed above. Said acoustical analysis shall be performed to the satisfaction of DEM and implemented in accordance with the approved analysis.

IV. TRANSPORTATION

A. Frontage improvements. Prior to issuance of any Non-Residential Use Permits (NONRUP) or Residential Use Permits (RUP)for any new structure on the property, other than renovations or additions to the existing hotel, the Applicant shall construct the improvements listed below as determined by DEM and/or VDOT:

1. A right turn deceleration lane and a left turn lane into the project's main entrance from Sunrise Valley Drive.

2. A right turn deceleration lane into the eastern project entrance from Sunrise Valley Drive. Landscaping will be provided as a part of this construction to create a visual buffer, consistent with traffic and pedestrian safety considerations, to help screen the above-grade residential/commercial structure from Sunrise Valley Drive when approaching from the east. In order to maintain if possible the existing landscaped buffer on the adjacent property located to the east, the Applicant shall request during site plan review that VDOT either eliminate or shorten this deceleration lane. In the event a deceleration lane is required, the Applicant shall make every reasonable effort to replace the vegetation that must be removed for the construction of the deceleration lane without impeding traffic or pedestrian safety as determined by DEM/VDOT.

B. Right Turn Lane on Sunrise Valley Drive. Prior to the issuance of any RUP or NONRUP for any development other than renovation or expansion of the existing hotel, the

Applicant shall provide an additional westbound lane on Sunrise Valley Drive between Colts Neck Drive and Reston Parkway through the construction of a new right turn lane and the conversion of the existing right turn lane to a through lane as determined by DEM and/or VDOT.

C. Condemnation. The Applicant shall use best efforts to acquire right-of-way and/or easements which may be necessary for the improvements required in Proffers IV.A.2. and IV.B. above. The applicant shall pay the cost of any additional right-of-way and/or easements. In the event the Applicant is unable to acquire needed right-of-way and/or easements, the Applicant shall at or prior to the time of site plan approval request that the County acquire the right-of-way and/or easements by means of its condemnation powers at the Applicant's expense. It is understood that the County is under no obligation to do so. It is further understood that the Applicant's request shall not be considered until it is forwarded in writing, to the Director of Land Acquisition accompanied by: (1) plats, plans and profiles showing the necessary right-of-way and/or easements property; (2) an independent appraisal, by an appraiser not an employee of the County, of the value of the land taken; (3) a sixty (60) year title search certificate of the right-of-way to be acquired (30 year title search for easements); and (4) a Letter of Credit equal to (1) the appraised value of the right-of-way and/or easements to be acquired, including damages and (2) the cost of the acquisition including attorney's fees, which can be drawn upon by the County. It is also understood that in the event the property owner of the right-of-way and/or easement property to be acquired is awarded more than the appraised value of the land, in a condemnation suit, the amount of the award in excess of the Letter of Credit shall be paid to the County by the Applicant within thirty (30) days of said award. If (i) the County does not elect to initiate the use of its power of eminent domain to acquire right-of-way or easements that are required for a given road improvement (including those specified in Proffers IV.A.2. and IV.B. above) by authorizing negotiation and acquisition of such rights-of-way and/or easements within one hundred twenty (120) days of submission of the Applicant's request with the accompanying documents specified above; or (ii) if the County later should fail to complete the necessary acquisition, the Applicant's proffered obligation for construction of

said road improvement shall be deemed satisfied when the applicant posts funds in escrow for the acquisition of said right-of-way and/or easements as provided herein above. The amount for such acquisition shall be determined at the time of posting by an appraiser approved by the Director of Land Acquisition and the County Executive, or his designee and the amount of funds for the cost of construction of said improvements shall be determined at the time of posting by a construction cost estimator approved by the County Executive or his designee. The above appraisal and estimate shall be at the applicant's expense. The development of the Property shall not be delayed because of such election by the County or the County's failure to complete the necessary acquisition. In the event that the amount of funds posted in escrow for such acquisition and the cost of construction of the said improvements shall prove to be more than required therefor, the balance shall be returned to the Applicant or its successor or assign.

D. Traffic Signal. When determined warranted by VDOT, the Applicant shall provide a traffic signal at the new main entrance to the development on Sunrise Valley Drive and shall pay the cost of coordinating the timing of the existing traffic signal located at the intersection of Sunrise Valley Drive and Colt's Neck Drive with the new traffic signal.

E. Contribution. Prior to the issuance of any Building Permit for any new construction, the Applicant shall make a contribution of $906 for each dwelling unit and $4.08 per square foot of new nonresidential building area (other than the existing hotel) to the Board of Supervisors for a public mass transit system with its own dedicated right-of-way and fixed station located within one-half mile of the Property but not to exceed a maximum total of Five Hundred Thousand Dollars ($500,000.00). The amount of contribution or pro-rated portion thereof and the maximum limit shall be adjusted from the time of the approval of the PCA/DPA application for adjustments to the Consumer Price Index (CPI) with the year of the approval of this PCA/DPA being the base year. All contributions made by the Applicant pursuant to this Proffer IV.E. shall be maintained by the Board in an interest bearing account for funds for construction of a public mass transit facility serving Reston located within one-half mile of the Property adjacent to the Dulles Airport Access

Road. The contribution specified in this paragraph may be prepaid at any time following approval of this Proffer Condition Amendment.

F. Traffic System Management. The Applicant shall implement a Traffic System Management (TSM) program on the property which, at a minimum, will include the following elements and shall be coordinated with the Office of Transportation:

1. Establishment of a car pool/van pool program that will be available to workers in the subject property, the International Center and other adjacent properties. A car pool/van pool coordinator shall be appointed to coordinate the car pool/van pool program.

2. A bus schedule and bus route information shall be provided in a display which is clearly visible in both the hotel and office building.

3. A shuttle service shall be provided between the subject property and Dulles Airport, the Reston Town Center and the Wiehle Avenue Park and Ride Facility and any public mass transit station located in Reston. This shuttle system shall be available 24 hours each day.

4. If a suitable location can be found, a bus stop/pull out shall be provided on-site or along the Sunrise Valley Drive frontage as determined by Applicant, VDOT, DEM, and the Office of Transportation; however, the landscape buffer provided for in Proffer II.F along Sunrise Valley Drive shall be maintained.

G. Pedestrian Walk/Trail Connection. Notwithstanding the contribution specified in Proffer IV.E above and in addition thereto, when a public mass transit system with its own dedicated right-of-way and with a fixed station with a pedestrian entrance to such station located within one-half mile of the Property is programmed for construction, the Applicant will construct an on-site pedestrian walkway or trail providing a connection to such station in a location approved by DEM.

H. One-Way Ramp into Property. If at the time of application for site plan approval, VDOT and the

Metropolitan-Washington Airports Authority should confirm in writing in response to Applicant's inquiry that their policies permit the construction of a one-way, right turn only, at-grade, entrance ramp directly into the Property from Reston Parkway or from the Dulles Access and Toll Road (Route 267), the Applicant will request approval of such a ramp, and if approved, construct the same which may require revision of internal site and parking design.

V. MISCELLANEOUS

A. Public Meeting Spaces. Applicant shall make available to community groups for meetings and activities, a public meeting room of at least 1,000 square feet in floor area within one of the buildings on the Property and/or the outdoor plaza. The use of the public meeting spaces shall be subject to regulation by the Applicant; provided that these spaces shall be available during a substantial part of the year and at a minimal cost to the user for such costs as janitorial and utility services. At no time shall there be any covenants and/or deed restrictions which prohibit public access to the outdoor plaza.

B. Trail/Sidewalk. In order to accomplish all necessary grading, drainage, utility location and landscaping for the proposed development, the sidewalk and trails along Sunrise Valley Drive may be located either within or outside of the road right-of-way subject to VDOT and/or DEM approval and shall be integrated with and constructed in a design compatible with the Reston trail and walkway systems in accordance with the modification requested in note 9 on Sheet 2 of the DPA.

C. Severability. Any of the portions of the Property utilized for the existing hotel or proposed new hotel, office, restaurant/retail, plaza, garage or residential purposes may be subject to a Proffered Condition Amendment (PCA) or a Development Plan Amendment (DPA) without joinder and/or consent of the owner or owners of other portions of the Property, if such PCA or DPA does not affect any other portions. Previously approved proffered conditions applicable to the portions which are not the subject of such a PCA or DPA shall remain in full force and effect.

RESTON INN AND CONFERENCE
CENTER LIMITED PARTNERSHIP
a Virginia limited partnership

By: _____
Name: DANIEL M. ROSS
Title: General Partner

STATE OF MARYLAND

to wit:

COUNTY OF ~~MONTGOMERY~~ Prince George's

I hereby certify that Daniel M. Ross appeared before me this 14th day of January 1998 on behalf of RESTON INN AND CONFERENCE CENTER LIMITED PARTNERSHIP, a Virginia limited partnership and acknowledged his signature on the foregoing instrument on behalf of that partnership.

_____
Notary Public

My Commission Expires: August 1, 2001

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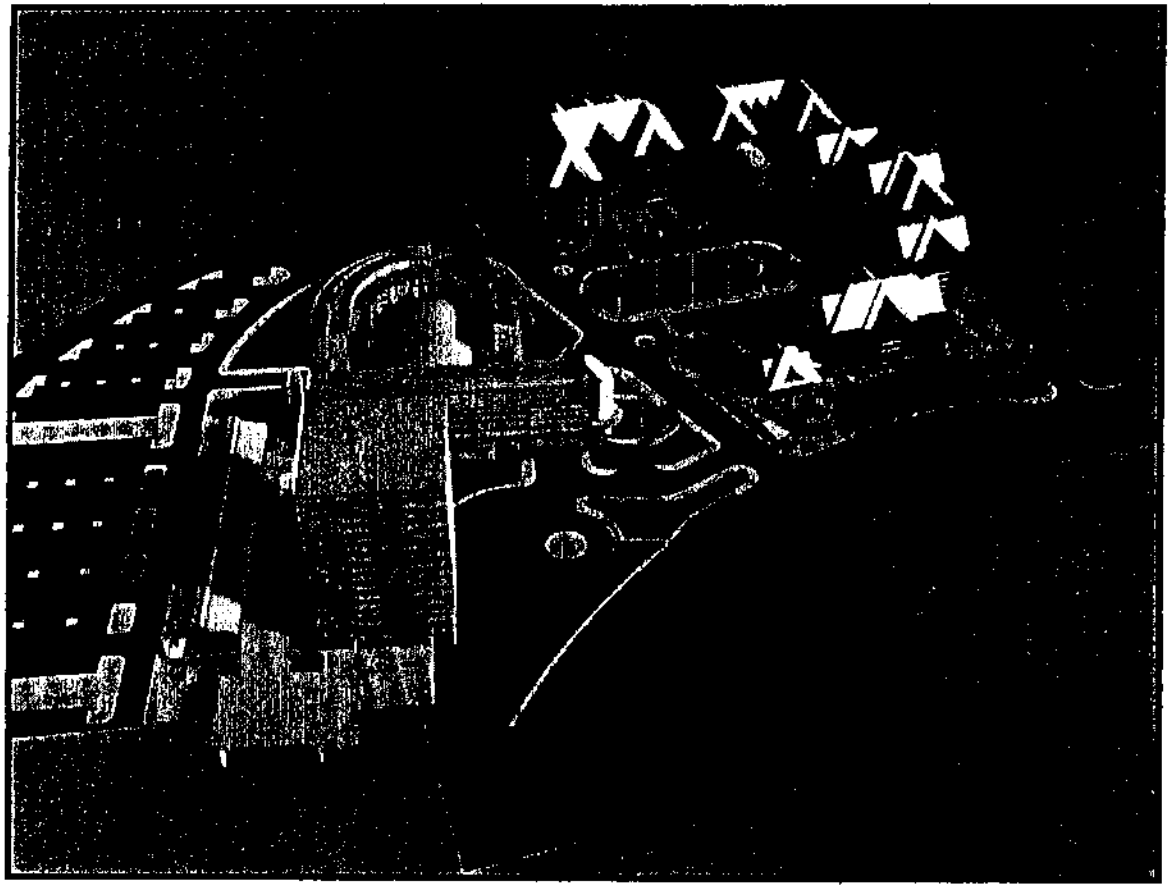
Exhibit



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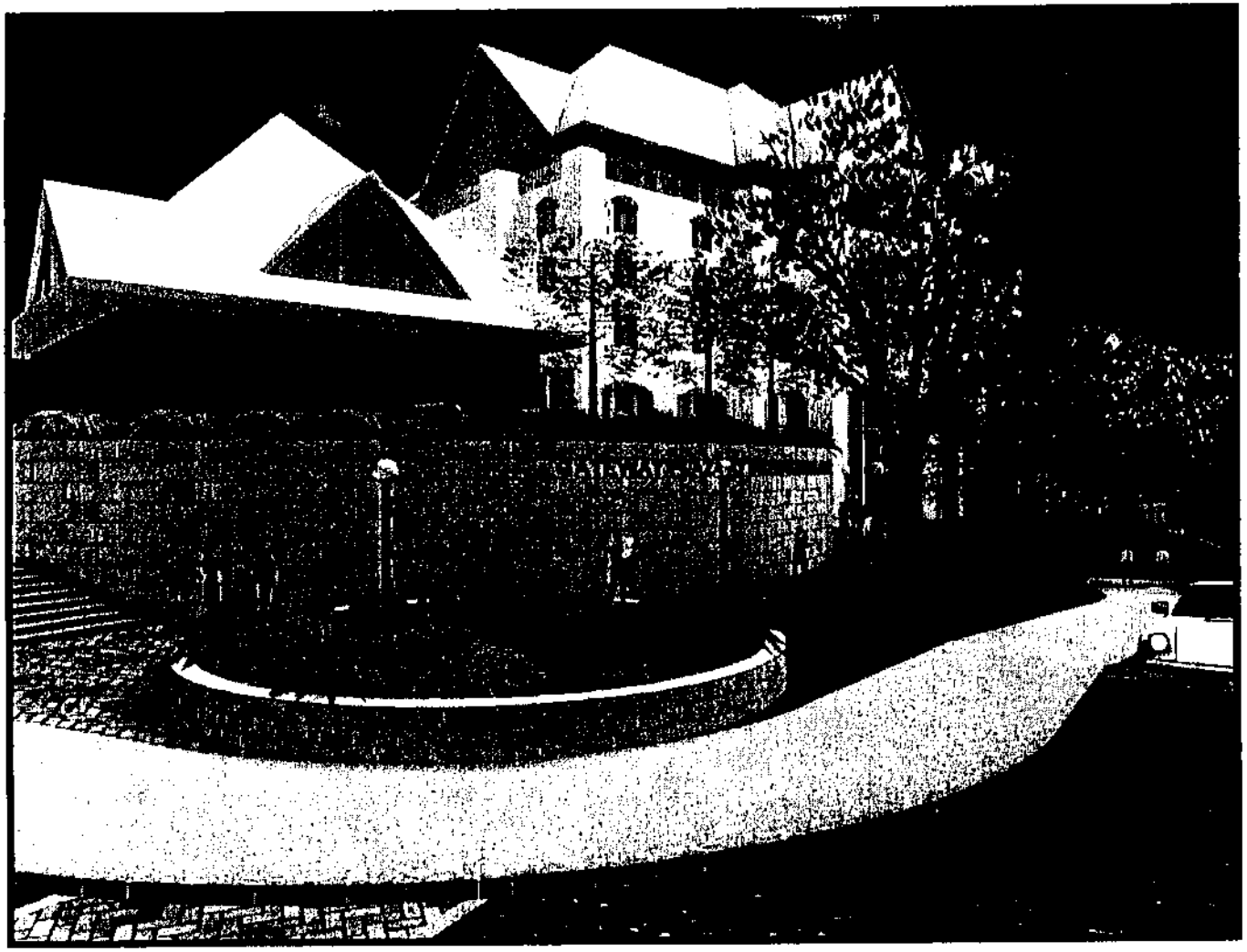
GATEWAY PLAZA AT INTERNATIONAL CENTER

Reston Inn and Conference Center L.P.



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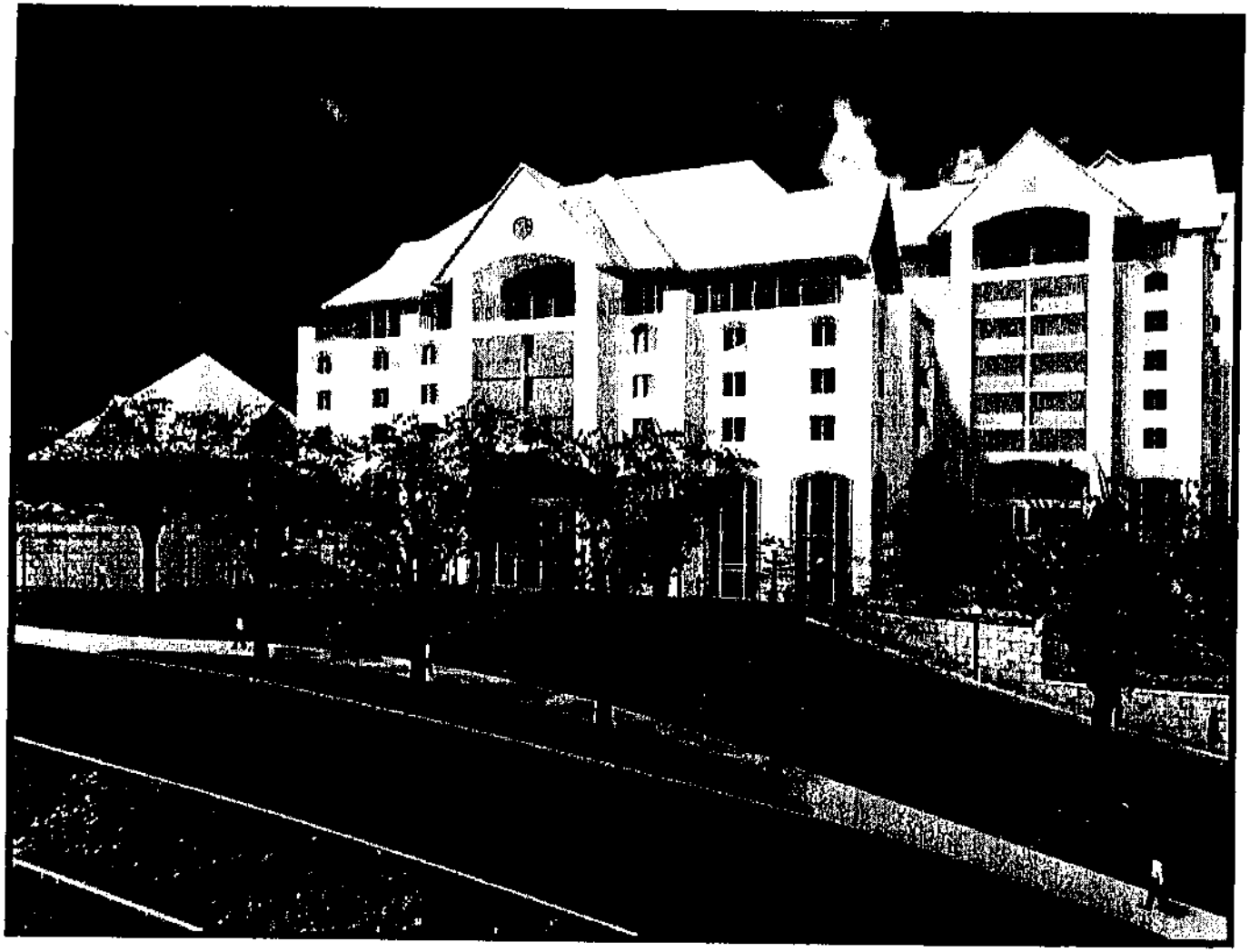
GATEWAY PLAZA AT INTERNATIONAL CENTER

Vignette of Sunrise Valley Drive Entrance



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GATEWAY PLAZA AT INTERNATIONAL CENTER

Vignette of Sunrise Valley Drive – Residential Buildings

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GATEWAY PLAZA AT INTERNATIONAL CENTER

Vignette of Sunrise Valley Drive – Southeast Entrance