

PROFFERS
RZ 2008-HM-016/PCA 86-C-029-011
THI IV Dulles Airport LLC
December 15, 2008
Revised March 5, 2009
Revised March 19, 2009

Pursuant to Section 2-2301(a), *Code of Virginia*, 1950 as amended, and subject to the Board of Supervisors approval of the requested Rezoning on property identified as Tax Map 15-2 ((2)) 1 (hereinafter referred to as the "Hotel Property"), the Applicant/Owner for itself, its successors and assigns, (hereinafter referred to as the "Applicant") hereby proffer that development of the Hotel Property shall be in accordance with the following conditions provided that Rezoning application 2008-HM-016 is granted. These proffers supersede all previous proffers for the Hotel Property.

A. GENERAL

1. Conceptual/Final Development Plan. The Hotel Property shall be developed in accordance with the combined Conceptual Development Plan/Final Development Plan (the "CDP/FDP"), prepared by William H. Gordon Associates, Inc., consisting of a total of 7 sheets, dated August 7, 2008, as revised through February 27, 2009.
2. Minor Modifications. Minor modifications from what is shown on the CDP/FDP and these Proffers due to the final site design or engineering may be permitted pursuant to Section 16-403 (4) of the Zoning Ordinance. The building footprint may be adjusted within the proposed building envelope as shown on the CDP/FDP so long as the minimum open space identified on the CDP/FDP tabulations and the minimum dimensions to the lot lines are not diminished.
3. Maximum Intensity. A maximum of 317 hotel guest rooms, and total of 247,380 square feet of gross floor area, inclusive of the proposed 19,000 square foot addition (the "Expansion Area"), shall be permitted on the Hotel Property. The maximum total floor area ratio on the Hotel Property shall not exceed 0.89 FAR as provided on the CDP/FDP.
4. Uses. The Principal Use shall be hotel. Secondary Uses, which shall be accessory to the hotel use, may include, but not be limited to, the following: eating establishments; office; personal service establishments; retail sales; bank teller machines (unmanned); fast food restaurants (without drive-through); vehicle rental establishments; health clubs; and

telecommunication facilities limited to those that are mounted on the rooftop, mounted to the penthouse, or located within the building.

5. Architectural Compliance. The architectural design of the Expansion Area shall be in substantial conformance with the character of the elevations shown on Sheet 7 of the CDP/FDP. Modifications may be made to the final architectural designs if in substantial conformance with the elevations shown on the CDP/FDP.

B. TRANSPORTATION

6. Shared Parking Study/Parking Reduction Study. Prior to the issuance of a Non-Residential Use Permit (Non-RUP) for the Expansion Area, a revised shared parking study and/or parking reduction study shall be submitted and approved in accordance with the Zoning Ordinance that demonstrates that adequate parking is available to allow an expansion of the hotel use. If it is determined in review of the revised shared parking and/or parking reduction study that parking is not adequate for the Expansion Area, the Applicant shall be permitted to augment the Transportation Demand Management ("TDM") strategies and shall also be permitted to provide additional parking spaces on the Hotel Property without a proffered condition amendment, provided that open space is not reduced. In the event that it cannot be demonstrated that there is adequate parking, the size of the Expansion Area shall be limited to a size that provides sufficient parking, as determined by the review and approval of the parking study. A copy of the approved parking study shall be distributed to the Zoning Evaluation Division, Department of Planning and Zoning.
7. Transportation Demand Management Program. This Proffer sets forth a program for a Transportation Demand Management plan (the "TDM Plan") that shall be implemented by the Applicant, and, subsequently the Hotel Property to encourage the use of transit (Metrorail and bus), other high-occupancy vehicle commuting modes, walking and biking all in order to reduce automobile trips generated by the Property. The Applicant, and subsequently the Hotel Property, will include the office building on Parcel 2 in its marketing and surveys. However, the existing office building on Parcel 2 will not be subject to the monitoring provisions set forth below.
 - a. Program Manager. Prior to the approval of the Site Plan for the Expansion Area, the Applicant shall designate an individual to act as the Program Manager ("PM") for the Hotel, whose responsibility will be to implement the TDM strategies. The duties of the PM may be part of other duties assigned to the individual(s). The Applicant shall participate in available Dulles area wide TDM Programs, activities and transportation improvement endeavors

provided by Fairfax County and the various stakeholders in the Dulles Area Transportation Association (“DATA”), and shall join groups such as DATA.

- b. TDM Plan. Ninety (90) days after the appointment of the PM, the PM shall submit to FCDOT for review and approval the TDM Plan to be implemented for the Property. The TDM Plan and any amendments thereto shall include, but not be limited to, provisions for the following with respect to the Property:
 - i. Information Dissemination. The PM shall make Metrorail and bus maps, schedules and forms, ridesharing and other relevant transit option information available to hotel employees, visitors and guests in a common area; such as the central lobby, community room, and/or hotel management office. The PM shall also make multi-modal transportation information available as part of in-room service guides or hotel information through the closed-circuit television system to its hotel guests.
 - ii. Ride Matching. The PM shall coordinate and assist with vanpool and carpool formation programs, ride matching services and established guaranteed ride home programs for employees.
 - iii. Teleworking. Encourage hotel guests to telework through the utilization of high capacity data/network connections available through their employers.
 - iv. Meeting Space. The Applicant shall provide a minimum of 400 square feet meeting space for use by hotel guests to meet with business associates on site. Such meeting space may include computers, modems and secure wireless connections for use by hotel patrons and their guests.
 - v. Car Sharing Information. The PM shall make information available regarding the availability of car sharing program(s) to hotel employees, visitors and guests (such as ZipCar).
 - vi. Preferential Parking. Applicant shall provide preferential office and hotel parking for car/van pools in all parking facilities within the Property.
 - vii. Shuttle Service. Applicant shall continue to provide or coordinate through other services the opportunity for both hotel guests and employees to utilize daily shuttle services

to Dulles International Airport and the future Metrorail stations located along the Dulles corridor, particularly during the AM and PM peak. For hotel guests, this shuttle service will be provided on a regular schedule.

- viii. Coordination. The PM shall work with FCDOT, and any other transportation management entities established in the local area of the development, to promote alternatives to single-occupant automobile commute trips.

- c. FCDOT Response. If FCDOT has not responded with any comments to the PM within ninety (90) days of receipt of the TDM Plan, the TDM Plan shall be deemed to be approved and the Applicant, through the PM, shall implement the TDM Plan.

- d. Vehicle Trip Objectives. The goal of the TDM Plan shall be to reduce the number of vehicle trips generated by the Hotel Property employees, visitors and guests by fifteen percent (15%) during the PM peak hour of the adjacent street as projected by using methods based on ITE's, 8th edition, Trip Generation rates and/or equations (the "ITE Trip Generation Rate") for Land Use Code 310 (Hotel) and a hotel of 317 rooms.

- e. Annual Surveys & Coordination with FCDOT. One (1) year following approval of the TDM program by FCDOT for the Hotel Property, the PM shall conduct an annual survey (the "Annual Survey") completed in September of each year and provided to FCDOT. The Annual Survey shall be conducted during a week without any holidays and when Fairfax County Public Schools are in session. The Annual Survey shall gather information on the effectiveness of the TDM Plan and shall be used by the PM to determine whether changes to the TDM Plan are needed to insure that the vehicle trips are within the Vehicle Trip Objectives targeted goal. If the Annual Survey reveals that changes to the TDM Plan are needed, the Applicant, through the PM shall coordinate such changes with FCDOT and implement and adjust the TDM Plan accordingly. The PM shall coordinate the preparation of the Annual Survey materials and the methodology for validating survey results with FCDOT at least thirty (30) days prior to completing each year's Annual Survey, and shall collect and analyze the results. Such analysis shall include at a minimum:
 - i. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;

- ii. The number of people surveyed and the number of people who responded on the Property;
 - iii. The results of any surveys taken during the survey period;
 - iv. The number of hotel employees and office tenants participating in the TDM programs displayed by category of participants and by mode of use;
 - v. An evaluation of the effectiveness of the TDM Plan and its program elements and, if necessary, proposed modifications to the plan and program elements; and
 - vi. A description of the uses of the Parcel 2 office building at the time the survey was conducted and levels of occupancy.
 - vii. Annual surveys shall be conducted unless and until the Applicant has demonstrated to FCDOT that it is meeting or exceeding the 15% trip reduction goal. After the goal has been met for three (3) consecutive years, the Applicant will reduce the surveys to bi-annually. If the Applicant demonstrates the goal has been met for two (2) consecutive bi-annual surveys, the Applicant may terminate the surveys, although it will continue this proffered TDM program.
- f. SmarTrip Cards. The Applicant shall acquire Five Thousand and No/100 Dollars (\$5,000.00) in SmarTrip cards for use by hotel employees prior to the issuance of a Non-RUP for the Expansion Area. Each card shall be for a minimum of Five Dollars (\$5.00) and distributed to hotel employees to encourage and incentivize the use of Metrorail or bus. The PM shall maintain records and ensure that each card has a minimum value of Five Dollars (\$5.00). After the initial distribution of SmarTrip Cards, the Applicant shall provide an additional Five Thousand and No/100 Dollars (\$5,000.00) in SmarTrip cards annually, for a period of four years, for use by hotel employees.

C. ENVIRONMENTAL

8. Stormwater Management/Water Quality/Low Impact Development. As shown on sheets 5 and 6 of the CDP/FDP, Stormwater Management (SWM) and Best Management Practices (BMP) shall be provided in an existing SWM/BMP facility located offsite, but within Dulles Corner. To the extent practicable, the Applicant shall incorporate one of the Low Impact Development (LID) features into the site design. Examples

include, but are not limited to the use of pervious pavers, pervious asphalt, pervious concrete, Filterras, or thermoplastic polyolefin membrane (TPO) roofing material with a Solar Reflectance Index (SRI) of greater than 0.50 which is the Energy Star standard.

9. Landscaping. Site Plan submissions shall include a landscape plan that is in substantial conformance with the approved CDP/FDP. The landscape plan shall incorporate native plant materials, as approved by UFM, to the extent practicable for planting trees, shrubs, and groundcovers, and shall minimize turf areas in order to reduce the need for mowing and its resulting air pollution.
10. Reduction of Width of Minimum Planting Area for Parking Lot Landscaping. In locations where trees are proposed in spaces less than 8 feet wide, or areas that do not meet the minimum planting area requirement, the Applicant shall seek a modification of the minimum planting area, provided the overall size, depth, soil composition and drainage of the planter or planting space is in keeping with that shown on sheet 4 of the CDP/FDP. No proposed planting area shall be less than six feet wide or provide less than 70% of the minimum surface planting area as indicated in the PFM. Special Soil mix may be used to increase rooting area where surface areas of root zones provide less than the minimum required planting area or where restrictive barriers are located within four feet of the trunks of trees unless otherwise approved by UFM. Where existing trees are located in spaces less than eight feet wide, or spaces below the minimum planting area, or locations within four feet of restrictive barriers, mulched areas shall be provided as indicated on the landscape plan to help create an environment that tree roots can more fully utilize.
11. Soils. If, during the Site Plan process, it is determined that soil in the planting areas has been previously compacted, the soil shall be properly prepared (tilled and amended as needed based on soil samples) to a depth of 1 foot (0.3 m) over the planting area prior to installation of new landscape material unless otherwise approved by UFM.
12. Energy Conservation/Green Building. The Applicant shall utilize green building practices for the proposed improvements to the hotel Expansion Area, including, but not limited to the following strategies:
 - (a) Consult a LEED accredited professional in the design of the addition;
 - (b) Provide space for storage of recyclables, including but not limited to, fluorescent light bulbs, paper, cardboard, aluminum, plastic, and glass, and for collection of recyclables within each building;

- (c) Prohibit smoking in the interior public areas of the building and provision of designated smoking areas away from entries and operable windows;
 - (d) Design the addition to use insulated low e glass, or equivalent functioning glass;
 - (e) Utilize Energy Star (or equivalent) appliances to the extent possible for the approximately 19,000 sf addition of the ground floor of the hotel.
 - (f) Provide the Environmental Development Review Branch (EDRB) of the Department of Planning and Zoning with evidence of satisfaction of the above five requirements prior to issuance of building permits for the proposed addition to the hotel.
13. Lighting. Any additional or replacement site lighting shall meet the requirements of Part 9 of Article 14 of the Zoning Ordinance.

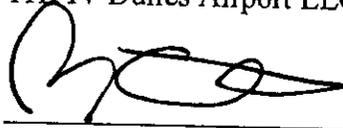
D. MISCELLANEOUS

14. Signage. As shown on the CDP/FDP, signage for the Hotel Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan ("CSP") approved by the Planning Commission. Any free-standing identification signage shall be provided in monument style, unless otherwise permitted with a CSP.
15. 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.

[SIGNATURES BEGIN ON THE NEXT PAGE]

TITLE OWNER OF TAX MAP 15-2 ((2)) 1

THI IV Dulles Airport LLC

A handwritten signature in black ink, appearing to read 'Bruce G. Wiles', written over a horizontal line.

By: Bruce G. Wiles
Its: President

DEVELOPMENT CONDITIONS

FDP 2008-HM-016

March 4, 2009

If it is the intent of the Planning Commission to add 19,000 square feet of meeting space to the ground floor of an existing 228,380 gross square foot hotel building, which results in a slight increase of floor area from 0.82 FAR to 0.89 FAR, located at Tax Map 15-2 ((2)) 1, staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions, which supersede all previously approved conditions as they pertain to this site.

1. Development of the property shall be in substantial conformance with the Final Development Plan Amendment entitled "Conceptual and Final Development Plan RZ/FDP 2008-HM-016 for Hyatt Dulles" prepared by William Gordon Associates Inc. consisting of seven sheets dated August 7, 2008 as revised through February 27, 2009.

The proposed conditions are staff recommendations and do not reflect the position of the Planning Commission unless and until adopted by that Commission.