



**COUNTY OF FAIRFAX  
PLANNING COMMISSION OFFICE**

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**2008 PLANNING COMMISSION**

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May 22, 2008

Mark Looney, Esquire  
Cooley Godward LLP  
11951 Freedom Drive  
Reston, Virginia 20190

**RE: CPA-86-C-121-2-3 – Reston Spectrum, LLLP  
Hunter Mill District**

Dear Mr. Looney:

The purpose of this letter is to formally advise you, as the agent for the applicant, that on Wednesday, May 21, 2008, the Planning Commission voted unanimously (Commissioners Litzenberger and Lusk absent from the meeting) to approve CPA-86-C-121-2-3, subject to the conceptual plan notes dated May 5, 2008.

Enclosed is a copy of the verbatim of the Commission's action on this matter. If you need additional information, please let me know.

Sincerely,

*Barbara J. Lipps*

Barbara J. Lipps  
Executive Director

Enclosure (a/s)

cc: Cathy Hudgins, Supervisor, Hunter Mill District  
Frank de la Fe, Commissioner, Hunter Mill District  
Cathy Lewis, Branch Chief, ZED, DPZ  
May 21, 2008 Date File  
O-8 c File

Planning Commission Meeting  
May 21, 2008  
Verbatim Excerpt

CPA 86-C-121-2-3 – RESTON SPECTRUM, LLLP

After Close of the Public Hearing

Chairman Murphy: The public hearing is closed; recognize Mr. de la Fe.

Commissioner de la Fe: Thank you, Mr. Chairman. I want to thank everyone for coming out. And actually this discussion, I think, has been educational for all of us. The public hearing we have just held is a step in the process whose latest phase began two years ago. However, some of us link the start of this process back almost 15 years when the first concept plan for Spectrum was approved by the Planning Commission after a rather spirited community dialogue. At that public hearing, there were 17 speakers. Though there were a variety of issues involved, the most fundamental one was that the concept at that time was almost exclusively retail rather than mixed use. That plan was approved and the current existing development has by most accounts been quite successful. The concept plan before us tonight is different from what exists. In many respects it mirrors what many of the speakers wanted to see 15 years ago. In fact, some of those speakers – some of those folks on the speakers list at that public hearing have told me that we are considering – what we are considering tonight is in many ways, indeed, what they were looking for back then. Somewhat ironically, the major questions that I have heard from the community concerning the proposed concept plan relates to the ability of existing major retailers to remain after redevelopment. And I think that we are going to try to accomplish that. When the concept plan before us tonight was first proposed in the spring of 2006, it was significantly different. It was mixed use, but its orientation was inward. Through community dialogue it has become more open and inviting to pedestrians. Fountain Drive is designed as an axis that welcomes folks, the folk that live and work in the urban core of Reston Town Center, and is envisioned to function in a similar fashion as Market Street. The plan included – the original plan included only one owner's property. Now it includes both owners of the land developed, subject to the original concept plan. There is a provision for pedestrian circulation not only along the periphery but also through the development itself. There is improved site access and egress as well as enhanced inducements for public transit use. There are plazas and open areas. The open space is double the original amount. There is a commitment to workforce housing units with the stipulation that if the type of construction eventually used for residential – for the residential portions is of a nature that would generate affordable housing requirements under the Ordinance, the workforce units committed to by the notes would be in addition to any Ordinance requirements. The Reston Planning and Zoning Committee has reviewed the plan extensively. A quick review of the Committee's minutes show that at least four occasions – show at least four occasions on which the plan was analyzed. The concept plan we are considering tonight reflects the Committee's input throughout that process. At its April 9<sup>th</sup>, 2008 meeting, the Committee, with one abstention, recommended approval, subject to the applicant and staff reconciling any outstanding differences and the applicant successfully addressing pedestrian mobility issues within the development. Mr. Chairman, I believe that this Town Center concept plan, including the notes dated May 5<sup>th</sup>, 2008, has reached a point that merits moving forward. Under the Reston Town Center proffers and the PRC Ordinance requirements at the time of their adoption, the Planning Commission has the

final say in Town Center concept plans. And after PC action on a concept plan, further development actions would be purely administrative. However, under the PRC Ordinance change adopted last year, PRC plans developed under – to implement the Town Center concept plans are subject to public hearings and action by both the Planning Commission and the Board of Supervisors. So we will see this again. At the PRC Plan stage, we will get the opportunity to dot the I's and cross the T's on this redevelopment. Therefore, Mr. Chairman, I MOVE THAT THE PLANNING COMMISSION APPROVE CPA 86-C-121-2-3.

Commissioners Alcorn and Lawrence: Second.

Chairman Murphy: Seconded by Mr. Lawrence and Mr. Alcorn. Is there a discussion of the motion? All those in favor of the motion to approve CPA 86-C-121-2-3, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed? Motion carries.

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(The motion carried unanimously with Commissioners Litzenberger and Lusk absent from the meeting.)

JP

Spectrum at Reston Town Center

**CPA 86-C-121-3**

February 16, 2007  
 Revised June 13, 2007  
 Revised August 10, 2007  
 Revised October 9, 2007  
 Revised October 26, 2007  
 Revised November 15, 2007  
 Revised November 26, 2007  
 Revised February 28, 2008  
 Revised March 20, 2008  
 Revised April 7, 2008  
 Revised April 15, 2008  
 Revised May 5, 2008

Pursuant to Proffer D(1) of the Reston Town Center rezoning application RZ 86-C-121, accepted and approved by the Fairfax County Board of Supervisors on March 9, 1987, as subsequently amended by PCA 86-C-121-1, PCA 86-C-121-2 and PCA 86-C-121-3 (the “Zoning Approvals”), Reston Spectrum LLLP (“Reston Spectrum”), the owner of Fairfax County Tax Map #Map 17-1 ((1)) 3K and 3P (the “Spectrum Property”) and Harris Teeter Properties LLC (“Harris Teeter”), the owner of Fairfax County Tax Map # Map 17-1 ((1)) 3Q (the “Harris Teeter Property”) (collectively, the Spectrum Property and the Harris Teeter Property are the “Property”), on behalf of their successors and assigns (collectively, the “Applicant”), hereby offer these plan notes (the “Notes”) in furtherance of this Town Center Concept Plan Amendment (the “Amendment”). These Notes, if accepted, supersede the plan notes dated June 6, 1994 and accepted in conjunction with CP 86-C-121-2 (the “Original Concept Plan”).

GENERAL

1. The areas that are the subject of this Amendment are known as Section 91 and Section 87, Blocks 2 and 3, Reston. The present total acreage for the Property, exclusive of prior dedications to Fairfax County for public street purposes of approximately 2.20 acres, is approximately as follows:

Section 91 (southern parcel)	–	8.88 acres
<u>Section 87 (northern parcel)</u>	–	<u>15.41 acres</u>
Total		24.29 acres

2. The Property shall be developed in substantial conformance with this Town Center Concept Plan, initially dated June 19, 2006 as revised through May 5, 2008 (consisting of 37 sheets) (the “Concept Plan”), prepared by Urban Ltd., and these Notes. Pursuant to Section 16-203(13) of the Fairfax County Zoning Ordinance (the “Zoning Ordinance”), minor modifications to the Concept Plan may be permitted when necessitated by sound engineering or that may become necessary as part of final site design or engineering.

Building envelopes may be decreased in size and the number of Residential Units (as defined herein) and square footage of Non-Residential Uses (as defined herein) within each building envelope (and corresponding reductions in required parking) may be adjusted, so long as (a) the minimum square footage of Non-Residential Uses are provided; (b) the minimum open space tabulation provided on Sheet 3 of the Concept Plan for each Land Bay (as defined in Note 9 herein) in the Proposed Development is not reduced; (c) the building heights for each building are not increased beyond the heights identified in Note 5 herein; and (d) the development otherwise is in substantial conformance with these Notes and the Concept Plan.

A. In recognition of existing leases on the Property requiring the Applicant to rebuild leased space following a casualty, and pursuant to Section 15-103(6) of the Zoning Ordinance, any building or structure existing as of the date this Amendment is approved that later is destroyed or damaged by any casualty to an extent not exceeding fifty (50) percent of its then-appraised value according to the records of the Department of Tax Administration, exclusive of foundations, may be restored within two (2) years after such destruction or damage in accordance with Sheet 6 herein.

3. Permitted Uses. Residential, hotel, office, retail and other commercial uses shall be the predominate uses on the Property; provided, however, that the Applicant reserves the right to establish any use permitted or which may be approved in a Town Center under Section 6-302 of the Zoning Ordinance, including those special exception and special permit uses set forth on the governing development plans for the Property approved with RZ 86-C-121, as amended, without the need to secure approval of a Concept Plan Amendment ("CPA"). Notwithstanding the foregoing, buildings labeled on Sheet 3 of the Concept Plan as "Non-Residential Uses" shall contain only non-residential uses, while buildings labeled as "Residential Uses" shall contain predominately residential uses, with non-residential uses permitted as secondary uses.

A. The Applicant reserves the right to apply in the future for any Special Permit or Special Exception uses not specifically enumerated on the governing development plans for the Property approved with RZ 86-C-121, as amended, but that otherwise are permissible under the Reston Town Center Proffers and/or the Zoning Ordinance.

B. The PRC Plan for each Land Bay of the Proposed Development shall show the percentage of street-level frontage along Fountain Drive, measured linearly along each development block and generally as depicted on Sheet 21 of the Concept Plan, that will be offered for lease or sale as Non-Residential Uses designed to meet the shopping and service needs of residents, office tenants and hotel guests within the Proposed Development and the larger Reston Town Center area and Reston generally (the "Support Commercial Uses"). Collectively, the PRC Plans for Land Bays A-C shall demonstrate that, upon completion of the Proposed Development, at least seventy-five percent (75%) of the street-level building

frontage along Fountain Drive shall be available for sale or lease as Support Commercial Uses.

- C. The existing drive-through bank located in Land Bay C at the corner of Fountain Drive and Baron Cameron Avenue shall be permitted to remain in operation as shown on the Concept Plan. No additional drive-through uses are proposed at this time. The Applicant may pursue a CPA(s) or, as necessary, a Special Exception application(s) to permit additional drive-through facilities as part of future applications.
4. For purposes of these Notes and the Concept Plan, the “Non-Residential Uses” are measured based on the floor area ratio (“FAR”) of the use or structure. “Residential Units” are measured based on the number of dwelling units per acre. The Proposed Development shall be developed in substantial conformance with the tabulations set forth on Sheet 3 of the Concept Plan, including the minimum and maximum square footage of Non-Residential Uses and the minimum and maximum number of Residential Units to be provided in each portion of the Property. Notwithstanding the foregoing, however, the Applicant reserves the right to reallocate the square footage of Non-Residential Uses and the number of Residential Units within the area of the Property, as applicable, among each building labeled on the Concept Plan for such uses, provided that (a) the minimum square footage of Non-Residential Uses and the minimum number of Residential Units are provided; (b) the square footage of Non-Residential Uses and the number of Residential Units shown on each PRC Plan collectively do not exceed the maximum total square footage of Non-Residential Uses and the maximum total number of Residential Units set forth on the Concept Plan; and (c) the Proposed Development otherwise is in substantial conformance with the approved proffers, the approved Development Plan, and the Concept Plan. The Applicant further reserves the right to reallocate the square footage of Non-Residential Uses within the area of the Property among retail uses and other Non-Residential Uses, provided that (a) the minimum square footage of retail uses are provided; (b) the square footage of Non-Residential Uses does not exceed the maximum total square footage of Non-Residential Uses set forth on the Concept Plan; and (c) the Proposed Development otherwise is in substantial conformance with the approved proffers, the approved Development Plan, and the Concept Plan.
  5. Building Heights. Building heights for each building or structure in the Proposed Development shall be in conformance with the range of building heights set forth on the Concept Plan, and the governing development plans for the Property approved with RZ 86-C-121, as amended, for each building. Actual building heights for each proposed building to be constructed on the Property shall be listed on the PRC Plan for each Land Bay of the Proposed Development submitted pursuant to Section 16-300 et seq., of the Zoning Ordinance and on all site plans submitted to the Department of Public Works and Environmental Services (“DPWES”) for approval. Building height shall be measured in accordance with the provisions of the Fairfax County Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as set forth in Section 2-506 of the Zoning Ordinance, including, for example, penthouses and other rooftop structures used for common amenity space, exercise rooms, meeting

rooms and similar facilities. Such penthouses and other rooftop structures permitted under Section 2-506 of the Zoning Ordinance may be constructed to a height twenty (20) feet from the roof level of the top residential floor of the building below to the top of the penthouse/rooftop structure roof. All building penthouses/rooftop structures shall be integrated into the architecture of the building below and shall not exceed twenty-five percent (25%) of the total roof area of the floor below.

6. There are no scenic or natural features on the Property deserving of protection.
7. Lighting. All on-site, outdoor and parking garage lighting shall comply with the Outdoor Lighting Standards of Section 14-900 of the Fairfax County Zoning Ordinance.
8. Parking. Parking for the Proposed Development shall comply with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance, as determined by DPWES, for the uses established within the Proposed Development. Irrespective of the parking tabulations set forth on Sheet 3 of the Concept Plan, however, as part of each PRC Plan and/or site plan for the Proposed Development, the Applicant reserves the right to reallocate parking spaces from one building to another within the Property, provided such reallocation otherwise is in substantial conformance with the Concept Plan and these Notes. The Applicant also reserves the right, subject to the minimums set forth on Sheet 3 of the Concept Plan, to request approval by the Board of Supervisors of a parking reduction or shared parking agreement to reduce the required number of parking spaces to serve the Proposed Development.
  - A. As more particularly described in Note 24 herein, the Applicant shall use architectural treatments and/or incorporate street-level Non-Residential Uses or Residential Units to screen a substantial portion of the above-grade portions of each parking structure(s) from view along Reston Parkway, New Dominion Parkway and Fountain Drive. Pursuant to Note 24 herein, as part of each PRC Plan submission for the Proposed Development, the Applicant shall submit architectural plans, including projected building materials, to the Planning Commission for review and comment demonstrating parking structure screening techniques, if any, and building façade treatments for all buildings included on each PRC Plan.
  - B. Subject to approval by the Virginia Department of Transportation (“VDOT”) and the Fairfax County Fire Marshal (“Fire Marshal”), in consultation with the Fairfax County Department of Transportation (“FCDOT”), the Applicant shall be permitted to establish parallel on-street parking on the newly constructed streets within each Land Bay and/or within the existing public rights-of-way along Fountain Drive by using the current outside northbound travel lane as a parking lane, as more particularly shown on Sheets 3 and 18 of the Concept Plan (the “Parallel Spaces”). The location of the proposed Parallel Spaces shall be shown, as applicable, on each PRC Plan and site plan submitted for the Proposed Development. The Parallel Spaces may be established in phases or at one time, as determined by the Applicant and VDOT, as required. The Parallel Spaces located

on public streets shall be in addition to the total number of required parking spaces to be provided with the Proposed Development under Article 11 of the Zoning Ordinance. For so long as the area of the proposed Parallel Spaces remains part of the public rights-of-way, the use/operation of such Parallel Spaces shall be governed by such rules and limitations as may be established by VDOT and/or FCDOT, including the placement of directional signage along Fountain Drive in the vicinity of the Parallel Spaces, either inside or outside of the right-of-way, containing information about the permitted use/operation of the Parallel Spaces. Such signage shall conform with VDOT requirements and be submitted to FCDOT and VDOT for review and approval as part of site plan approval for each Land Bay of the Proposed Development in which some or all of the Parallel Spaces are proposed. No on-street striping for the Parallel Spaces shall be permitted without approval by FCDOT and VDOT.

### LAND BAYS

9. PRC Plans. The Applicant shall submit a PRC Plan for each of the three (3) land bays of the Proposed Development as set forth on Sheet 18 of the Concept Plan (each a “Land Bay”) that, among other things, delineates the uses, buildings, parking, open space and other site features proposed for development within such Land Bay. Each PRC Plan also shall demonstrate that, upon substantial completion of development within the applicable Land Bay, the overall percentage of open space and the total number of parking spaces and loading spaces provided within each such Land Bay shall conform to the tabulations set forth on Sheet 3 of the Concept Plan.
  - A. Relationship to Other Land Bays. As part of each PRC Plan submission, the Applicant shall include an exhibit that depicts the integration of the pedestrian and vehicular circulation system within the Land Bay that is the subject of the PRC Plan and in relation to the pedestrian and vehicular circulation system of property not included in the subject PRC Plan to ensure adequate pedestrian and vehicular circulation throughout the buildout of the Land Bay. Concurrent with its preparation of the initial PRC Plan for each Land Bay, the Applicant shall consider the economic and engineering feasibility of incorporating elevated pedestrian connections, such as bridges or walkways, linking buildings or structures within a single Land Bay and/or linking buildings or structures in an abutting Land Bay. To the extent the Applicant elects not to provide elevated pedestrian connections between buildings and structures as set forth in this Note, the Applicant shall include an explanation of its reasons therefore as part of its initial PRC Plan submission for the affected Land Bay.
  - B. Integration Plans. As part of each PRC Plan submission, the Applicant shall include an exhibit or plan that depicts the mitigation efforts to be employed by the Applicant to minimize disruption of the existing buildings and uses then-operating within the applicable Land Bay that may be affected by the phased construction of the uses and structures included on the PRC Plan, as more particularly set forth below (each an “Integration Plan”).

- i. Land Bay A – The Integration Plan for Land Bay A shall address the potential development of either Buildings A1 or A2 in advance of the other and in advance of Buildings A3 and A4, as well as the construction of Buildings A3/A4 in advance of Buildings A1 or A2.
  - ii. Land Bay B – The Integration Plan for Land Bay B shall address the potential development of either Buildings B1/B2 or Buildings B3/B4 in advance of the other.
  - iii. Land Bay C – The Integration Plan for Land Bay C shall address the potential development of Buildings C1/C2 in advance of Buildings C3/C4.
- C. All Integration Plans submitted as part of a PRC Plan shall address the following elements:
- i. Demonstrate that the uses/structures that are to remain undisturbed during construction of a building(s) shall have sufficient parking and/or loading spaces available either onsite through temporary relocation of some or all of the existing parking/loading spaces elsewhere within the Land Bay or at one or more locations offsite (including another Land Bay) as determined by the Applicant and approved by DPWES and FCDOT (the “Temporary Spaces”) without further approval by the Planning Commission or Board of Supervisors.
  - ii. Demonstrate and provide information concerning the phased implementation of pedestrian plazas, open space, screening and/or buffering, as appropriate, between proposed new buildings/uses and those buildings/uses that are to remain;
  - iii. Demonstrate and provide asphalt trails and/or concrete sidewalks and other pedestrian amenities, such as benches, and bicycle racks within the Land Bay to permit integrated pedestrian/bicycle access to the existing and proposed uses, recreation amenities, the off-site pedestrian network and off-site uses; and
  - iv. Demonstrate and establish an integrated vehicular circulation network that provides well-planned and integrated vehicular access to parking areas and to public and private streets in order to serve the existing and proposed uses.

## LANDSCAPING

10. Landscape Plan. The Applicant shall implement a landscaping plan in general conformance with the landscaping plan shown on Sheet 22 of the Concept Plan.

- A. As part of each PRC Plan submission and each subsequent PRC Plan and/or site plan submission for the Proposed Development, the Applicant shall provide a detailed landscape plan (the "Landscape Plan") for review and approval by the Urban Forest Management Division ("UFM") of DPWES. The Landscape Plan shall maintain or improve the quality and quantity of plantings and materials shown on the Concept Plan and shall include the use of additional shade trees as determined by the Applicant in conjunction with UFM and DPWES. Adjustments to the type and location of vegetation and the design of the plazas, courtyard areas and streetscape improvements and plantings shall be permitted as part of each PRC Plan approval, provided such changes otherwise are in general conformance with the Concept Plan. The Landscape Plan shall include, among other things:
- i. Detailed planting schedule for the portion of the Proposed Development under review, including the size, type and arrangement of proposed plantings;
  - ii. Irrigation information;
  - iii. Design details for tree wells and other areas above structures and along streets where trees are proposed in restricted planting areas;
  - iv. Composition of the planting materials and/or specifications for structural cells used where plantings are to be located on top of structures or within planting areas restricted by curbs or paving, and other methods to be used to insure the viability of the proposed plantings;
  - v. Other information that may be requested by the UFM; and
  - vi. The use of structural cells to improve the survival potential for any trees planted within an area that is less than eight feet in width, as determined by UFM. In all cases where planting areas are modified, exposed surface area of planting beds shall not be less than six feet in width. Planting areas shall be contiguous to the fullest extent possible. Soil in areas previously compacted shall be tilled and amended as necessary, based on soil reports for fertility and compaction, to a depth of eighteen inches (18"). At the time of issuance of the first RUP or Non-RUP, the Applicant shall provide documentation, including written confirmation from a certified arborist or landscape architect, verifying installation of trees consistent with this commitment.
  - vii. Landscape designs shall incorporate diversity that will allow for flexibility in replacing trees in the event that a particular tree species comes under pressure from pests or disease, or otherwise proves unsuitable for specific environmental conditions on the site.
- B. The Applicant shall install and maintain plantings and other landscape materials on the top deck of the parking structures. As part of each Landscape Plan

submitted with each PRC Plan and all subsequent site plans, the Applicant shall demonstrate how such plantings shall be installed and maintained, as reviewed and approved by UFM. Such installation and maintenance may include a natural soil matrix over an under-drain system or another method approved by UFM.

- C. The Applicant shall install street trees and planting areas along all public and private streets consistent with the streetscape plans included on Sheet 22 of the Concept Plan. Street trees generally should be planted in raised beds at least eight (8) feet in width and shall be located between the vehicle travel lanes and the sidewalk subject to the review and approval of UFM.
  - D. As part of each PRC Plan for the Proposed Development, the Applicant may request a waiver or modification of PFM standards for trees not planted within an 8-foot wide minimum planting area or that otherwise do not meet the minimum planting area required by the PFM.
  - F. Streetscape improvements and plantings shall be provided as indicated on Sheet 22 of the Concept Plan. Streetscape improvements for the entire length of Reston Parkway shall be depicted in detail on the first PRC Plan submitted for the Proposed Development. Notwithstanding the foregoing, the Applicant reserves the right, as part of each PRC Plan and/or site plan approval for the Proposed Development, to shift the location of street trees along Fountain Drive and Bowman Towne Drive to accommodate VDOT or Fire Marshal requirements, as well as final architectural design, utilities and layout considerations.
11. Plazas. The Applicant shall design the plazas described in this Note 11 to include, where and as appropriate, both public and private spaces accessible by residents, employees and visitors of the Proposed Development. Each plaza should, but is not required, to include formal and informal seating areas, pathways, active or passive recreation areas or other features designed to create a sense of place. The Applicant should strive to design each plaza and/or the plaza levels of the building(s) that frame it in a manner that activates all or portions of each plaza, such as by providing secondary access to ground-floor retail uses through the plaza or the location of residential amenities on the same level as the plaza area. Each of the plazas generally should be accessible to visitors to and guests of the Proposed Development between the hours of 7:00 a.m. and 11:00 p.m., provided that nothing herein shall prevent the Applicant from installing security features such as fences, gates or similar facilities to separate quasi-public areas from private resident amenities (e.g. swimming pools, etc.).
- A. Plaza 1 shall be constructed in accordance with the illustrations provided on Sheet 24 of the Concept Plan and shall include landscaping, hardscape areas (such as concrete walkways with brick pavers, stonework, etc.), benches, seating areas and similar passive recreation amenities, provided that at least fifty percent (50%) of the surface area of Plaza 1 shall be comprised of pervious or porous materials. Plaza 1 also shall include a focal point feature to be selected by the Applicant, such as a fountain, public art or similar amenity that will serve as a defining entry feature for the development. The Applicant shall construct Plaza 1 in accordance

with the phasing set forth on the Integration Plan for Land Bay A as approved pursuant to Note 9 herein.

- B. Plaza 2 shall be constructed in accordance with the illustrations on Sheet 24 of the Concept Plan and shall be completed in accordance with the phasing set forth on the Integration Plan for Land Bay A as approved pursuant to Note 9 herein.
- C. Plaza 3 shall be constructed in accordance with the illustrations on Sheet 25 of the Concept Plan and shall be completed in accordance with the phasing set forth on the Integration Plan for Land Bay B as approved pursuant to Note 9 herein. As part of its design of Plaza 3, the Applicant shall explore the establishment of a secondary internal access point from Plaza 3 to the ground-floor Non-Residential Uses to be provided in Building B1 in order to encourage appropriate linkage between Fountain Drive while activating Plaza 3.
- D. Plazas 4 and 4A shall be constructed in accordance with the illustrations on Sheet 25 of the Concept Plan and shall be completed in accordance with the phasing set forth on the Integration Plan for Land Bay B as approved pursuant to Note 9 herein.
- E. Plazas 5, 5A and 6 shall be constructed in accordance with the illustrations on Sheet 25 of the Concept Plan and shall be completed in accordance with the phasing set forth on the Integration Plan for Land Bay C as approved pursuant to Note 9 herein.

#### PEDESTRIAN CIRCULATION, TRAILS AND SIDEWALKS

- 12. A comprehensive pedestrian circulation system shall be provided within the Property, generally as shown on Sheet 23 of the Concept Plan. Sidewalks shall be constructed concurrent with the phased development of the Property. All sidewalks located outside or partially within the public right-of-way shall be maintained by the Applicant and/or property owners association, as applicable, in accordance with VDOT policy concerning private sidewalks in public rights-of-way. Sidewalk improvements wholly located within existing or proposed rights-of-way shall be as approved by VDOT in consultation with FCDOT unless otherwise agreed to by the Applicant, FCDOT and VDOT as part of PRC Plan and/or site plan approval for each Land Bay of the Proposed Development.
  - A. Streetscape Improvements and Designs. – Fountain Drive, New Dominion Parkway and Bowman Towne Drive shall be designed with the streetscapes generally as shown on Sheet 22 of the Concept Plan, including retail doors that open directly to the street where possible. Specific details concerning the streetscape improvements and street frontage building design shall be included on each PRC Plan submitted for the Proposed Development, where applicable.
  - B. Reston Parkway Trail – Subject to VDOT approval and the need to secure any offsite easements, as applicable, the Applicant shall construct or upgrade the

existing asphalt trail along Reston Parkway to a Type I Asphalt Trail with a minimum width of ten feet (10') inside a twelve foot (12') access easement, as more particularly shown on Sheet 23 of the Concept Plan and labeled thereon as "Pedestrian and Bike Route." As part of each PRC Plan, the Applicant shall also depict how supplemental landscaping, benches and similar amenities will be provided to enhance the appearance of the Reston Parkway Trail through the Land Bay that is the subject of the PRC Plan. The Applicant shall install such supplemental landscaping, benches, and similar amenities prior to the issuance of the first RUP for the Land Bay that is the subject of the PRC Plan.

- C. Pedestrian Connection Through Spectrum Site. The Applicant shall construct a pedestrian pathway across or through each Land Bay of the Proposed Development linking New Dominion Parkway to Buildings C3 and C4, as more particularly shown on Sheet 23 of the Concept Plan (the "Pedestrian Pathway"). The Pedestrian Pathway shall provide pedestrian access to and across Plazas 3, 4 and 5 from the abutting streets or passageways via stairs and/or elevators. Archways or building arcades, such as those shown on Sheets \_\_\_ of the Concept Plan, shall be incorporated into the design of each building, where feasible and appropriate, through which the Pedestrian Pathway crosses to provide an inviting entry feature to/from each plaza and the street(s) below. The Pedestrian Pathway shall be a minimum five feet (5') in width and be constructed concurrent with each phase of the Proposed Development over which it crosses. The Applicant also shall appropriate signage, lighting and/or protections to encourage safe pedestrian passage through or between the structure(s). Details concerning the location, design and phased construction of the Pedestrian Pathway shall be included on PRC Plans and site plans for each Land Bay of the Proposed Development over/through which such pathway traverses.
- D. Pedestrian Crosswalks. Subject to VDOT approval, the Applicant shall provide signalized, un-signalized and/or striped pedestrian crosswalks on Fountain Drive in the general locations shown on Sheet 23 of the Concept Plan. Such signals and/or crosswalks shall be included on the PRC Plan and site plans for each Land Bay of the Proposed Development to which such crosswalk connects and installed, subject to VDOT approval, prior to the issuance of the first RUP or Non-RUP for the Land Bay to which the crosswalk connects.
- E. Pedestrian Crossings at Baron Cameron Avenue. As part of the first site plan approval for Land Bay C, the Applicant shall submit to VDOT an analysis of the existing and projected pedestrian and vehicular movements at the intersections of (a) Baron Cameron Avenue and Reston Parkway and (b) Baron Cameron Avenue and Fountain Drive to determine if modifications to the lane striping or pedestrian crosswalks/signals are warranted following completion of development in Land Bay C. In the event VDOT determines that modifications to the intersection striping, signal timing or pedestrian crossings are warranted, then the Applicant shall implement such modifications: (a) consistent with the findings of the transportation impact analysis for Land Bay C required under Note 14 herein, or

(b) prior to the issuance of the earlier of (i) the RUP representing more than fifty percent (50%) of the expected RUPs in Land Bay C or (ii) the Non-RUP representing more than fifty percent (50%) of the non-residential square footage in Land Bay C, whichever is later.

- F. Bike Racks – The Applicant shall provide secure bicycle storage in locations convenient to the office, multifamily residential and retail uses on the following basis: (i) one (1) bicycle parking space for the first 7,500 square feet or portion thereof of office gross floor area and one (1) additional bicycle parking space for each additional 20,000 square feet or portion thereof of office gross floor area in each building; (ii) one (1) bicycle parking space for the first five (5) multifamily residential units or portion thereof and one (1) additional bicycle parking space for each additional fifty (50) multifamily residential units or portion thereof; and (iii) two (2) bicycle parking spaces for every 10,000 square feet of portion thereof of the minimum 135,000 square feet of retail. The bicycle parking spaces for office and multifamily uses as required herein shall be located within a structure. The bicycle parking spaces for retail uses as required herein shall be installed at exterior locations that are visible from the retail uses and do not block sidewalks. The general location of all bicycle parking spaces and bicycle lockers shall be shown on each PRC Plan. The exact locations of the bicycle parking spaces and lockers to be provided in each Land Bay of the Proposed Development shall be determined by FCDOT at the time of site plan. The bicycle parking spaces and lockers shall be installed prior to the issuance of the first RUP or Non-RUP for the portion of the Proposed Development covered by the site plan on which the applicable bicycle parking spaces and lockers are shown. In addition, the Applicant shall provide one (1) shower per gender for every 50,000 square feet of office gross floor area, up to a maximum of three (3) showers per gender in each office building.
13. Reston Parkway Tunnel. Prior to the issuance of the first RUP or Non-RUP in Land Bay A of the Proposed Development, the Applicant shall, at its discretion following consultation with the Hunter Mill District Supervisor's office, Reston Association and FCDOT, either (a) construct structural, façade and/or lighting improvements having a cumulative total capital cost value of \$100,000.00 inside or at the exterior ends of the existing pedestrian tunnel located beneath Reston Parkway and connecting the Property with the Bowman Green Office Condominium development (Fairfax County Tax Map #17-2 ((30)) Parcels 1-26), or (b) contribute \$100,000.00 to the Reston Association to be used for such purposes. In the event the Hunter Mill District Supervisor's office, the Reston Association and FCDOT determine that such construction or contribution is no longer necessary due to construction or contributions by others, the Applicant shall instead contribute \$100,000.00 to FCDOT to be used for other transportation improvements in the vicinity of the Property, as determined by the Hunter Mill District Supervisor's office. The Applicant shall not locate ancillary or accessory improvements associated with the Proposed Development in a manner that negatively affects pedestrian safety or visibility at or immediately adjacent to the Reston Parkway Tunnel, such as the

location of large trash receptacles, trash compactors, or loading docks at the tunnel entrance.

## TRANSPORTATION

14. Transportation Impact Analyses. Notwithstanding the requirement to complete traffic analyses as set forth in Part B of the proffers approved with RZ 86-C-121, as amended, the Applicant shall, as part of the first PRC Plan approval for each Land Bay, complete a transportation impact analysis analyzing the transportation impacts of the uses and structures included on the PRC Plan for such Land Bay (each a "TIA"). The TIA shall be completed in accordance with FCDOT and VDOT standards and submitted for review and comment within sixty (60) days of submission of the applicable PRC Plan. Irrespective of the results of any TIA completed pursuant to this Note 14, the Applicant shall be required to complete only those transportation improvements (a) set forth in Part B of the proffers approved with RZ 86-C-121, as amended, that may be triggered as a result of the development of the uses shown on the applicable PRC Plan or (b) set forth in these Notes.
15. Traffic Signal Warrants. As part of each site plan for a building(s) within a Land Bay that is the subject of an approved PRC Plan, the Applicant shall submit to VDOT a traffic signal warrant study for traffic signals at each public street intersection abutting the Land Bay in which the site plan property is located; provided, however, that if a signal already has been determined by VDOT as warranted at the subject intersection(s), then no such warrant study shall be required. Should the warrant study determine that a traffic signal at such location(s) will be warranted upon completion of the development shown on the approved PRC Plan for the subject Land Bay, then, prior to the issuance of the first RUP or Non-RUP, as applicable, for the building that triggers the requirement for such signal (and subject to timely VDOT approval of the signal construction plans), the Applicant shall design and install such signal, including audible (if approved by VDOT), pedestrian-activated countdown signals across all four (4) legs of the subject intersection. If, based on the warrant studies, VDOT determines that a traffic signal at the subject intersection(s) will not be warranted until a time subsequent to expected bond release for the development within the subject Land Bay, then the Applicant shall provide an escrow for the cost of such signal prior to final bond release for the last building in the Land Bay in lieu of construction in an amount to be determined by FCDOT. FCDOT shall be permitted to use such contribution amount for other transportation improvements serving the Property, as determined by FCDOT.
16. Reston Parkway.
  - A. Right Turn Lane at New Dominion Parkway. Subject to VDOT and FCDOT approval, the Applicant shall extend northward the existing right turn lane from southbound Reston Parkway onto westbound New Dominion Parkway in accordance with VDOT standards, as more particularly shown on the Concept Plan. These improvements shall be shown on all PRC Plans and site plans for development in Land Bay A and shall be completed (but not necessarily accepted

by VDOT for maintenance) prior to issuance of the earlier of (a) the RUP representing more than seventy-five percent (75%) of the minimum number of RUPs in Land Bay A or (b) the Non-RUP representing more than 150,000 square feet of Nonresidential Uses in Land Bay A, as shown on the approved PRC Plan for Land Bay A.

- B. Right Turn Lane From Baron Cameron Avenue. Subject to VDOT and FCDOT approval, the Applicant shall extend northward to Baron Cameron Avenue the existing right turn lane along southbound Reston Parkway onto the proposed private street to be located between Land Bays B and C as shown on the Concept Plan. The turn lane extension shall be shown on the PRC Plan and all site plans for development in Land Bay C and shall be completed (but not necessarily accepted by VDOT for maintenance) prior to issuance of the RUP representing more than seventy-five percent (75%) of the minimum number of RUPs in Land Bay C.
17. New Dominion Parkway. Subject to approval by VDOT and FCDOT, the Applicant shall convert the existing right-in-only entrance from New Dominion Parkway in Land Bay A to a right-in/right-out intersection, including, if approved by VDOT and FCDOT, a channelized left turn lane from westbound New Dominion Parkway onto southbound Fountain Drive (collectively, the “New Dominion Improvements”), as more particularly shown on the Concept Plan. If required by VDOT and/or FCDOT, the Applicant shall eliminate the proposed “pork chop” island included in the New Dominion Improvements and make other adjustments to the design of such improvements as may be requested by VDOT and/or FCDOT. The New Dominion Improvements shall be included on the PRC Plan and all site plans for Land Bay A of the Proposed Development and, if approved, shall be constructed and placed into operation (but not necessarily accepted into the VDOT system for maintenance) prior to the issuance of the earlier of (a) the RUP representing more than seventy-five percent (75%) of the minimum number of RUPs in Land Bay A or (b) the Non-RUP representing more than 200,000 square feet of Nonresidential Uses in Land Bay A. In the event VDOT does not approve or permit the installation of the New Dominion Improvements, then the Applicant may retain the existing right-in-only entrance from New Dominion Parkway as part of the Proposed Development.
18. Bowman Towne Drive. The Applicant shall, subject to VDOT approval, (a) remove the existing median treatments and stop signs along each approach to the subject intersection and (b) re-stripe Bowman Towne Drive as a four-lane undivided section between Reston Parkway and Fountain Drive.
19. Future Connection to Reston Parkway. At such time as the property located east of Land Bay B in the northwest corner of the intersection of Reston Parkway and Bowman Towne Drive (Tax Map 17-1 ((1)) 2C (the “Town Center Office Building”)) is redeveloped, and such redevelopment results in the permanent closure of the Town Center Office Building’s direct access to Reston Parkway, then the Applicant (or the owner of the Town Center Office Building, as applicable) shall be permitted to construct, subject to

VDOT approval, a new, shared or joint ingress/egress point on Reston Parkway through Land Bay B and abutting the Town Center Office Building, as more particularly shown on Sheet 14 and 15 of the Concept Plan and labeled thereon as "Possible Future Connection to Reston Parkway." Detailed engineering designs for the Possible Future Connection to Reston Parkway may be included on the PRC Plan and site plans for Land Bay B or on similar plans for the redevelopment of the Town Center Office Building. The Possible Future Connection to Reston Parkway may not be constructed except upon the permanent closure of the Town Center Office Building's direct access to Reston Parkway.

20. Fountain Drive Turn Lane. Prior to the submission of the PRC Plan for Land Bay C of the Proposed Development, the Applicant shall prepare and submit to FCDOT and VDOT a traffic study to determine whether, upon completion of Land Bay C of the Proposed Development, traffic volumes through the intersection of Fountain Drive and Baron Cameron Avenue would warrant the construction of one (1) additional turn lane or through lane from northbound Fountain Drive onto Baron Cameron Avenue. In the event that VDOT determines that such additional lane would be warranted, then, as part of site plan approval for the earlier of either Building C1 or C2, the Applicant shall dedicate in fee simple to the Board of Supervisors right-of-way for the construction of such additional lane, including appropriate tapers. Subject to FCDOT and VDOT approval, actual construction of the additional lane shall be completed prior to the issuance of the first RUP for Building C1 or Building C2, whichever is later, and shall include, as approved by FCDOT and VDOT, adjustments or upgrades to the existing traffic signal and pedestrian crosswalks as may be required to facilitate improved vehicle and pedestrian access through the intersection. As part of such improvement, the Applicant also shall be permitted, in accordance with Note 12(A) herein, to modify the streetscape section along Fountain Drive abutting the existing bank to accommodate the additional lane, provided such modification is approved as part of PRC Plan approval for the turn lane. In the event VDOT and/or FCDOT fails to approve the proposed turn lane set forth in this Note 20 prior to the final RUP or Non-RUP for the final building in Land Bay C of the development, the Applicant shall be forever relieved of its obligations to provide such improvement.
21. Final Signal Adjustments. Prior to the issuance of the final RUP or Non-RUP for the Proposed Development, the Applicant shall submit to VDOT an analysis of the existing and new traffic signals located along Fountain Drive and Reston Parkway that abut the Property, including (i) New Dominion Parkway, (ii) Bowman Towne Drive, (iii) Baron Cameron Avenue and (iv) any new entrances to the Property to determine whether adjustments to the signal timings of one or more of the studied traffic signals would improve or enhance circulation through the intersections analyzed. The signal timing study shall include updated traffic counts based on the occupancy of the Proposed Development as of the date of the study. In the event VDOT determines that adjustments to the signal timing are warranted, then the Applicant shall make such adjustments prior to bond release for the Proposed Development.

22. Transportation Demand Management Plan. All Nonresidential Uses in the Applicant’s Proposed Development shall participate in the LINK programs and activities in accordance with the proffers approved as part of RZ 86-C-121, as amended. Residential Uses in the Proposed Development shall adhere to the transportation demand management (“TDM”) strategy set forth in this Note.

A. TDM Plan. The Applicant and subsequently, as appropriate, the respective condominium association(s) shall develop and implement a plan to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking (collectively, the “TDM Plan”), in order to reduce automobile trips generated by the Residential Units in the Proposed Development. The TDM Goal (as defined in this Note) and TDM Plan shall not apply to the Nonresidential Uses in the Proposed Development, as the Non-Residential Uses are subject to a separate TDM requirement and program approved as part of RZ 86-C-121, as amended. Nevertheless, the Applicant shall use its best efforts to coordinate its TDM Plan for the Residential Units with the existing LINK program serving the Property and explore using a single PM (as defined in this Note) to provide TDM services and promote transit and other services for both the Nonresidential Uses and the Residential Units in the Proposed Development.

- i. TDM Goal. TDM strategies, as detailed below, shall be utilized by the Applicant in order to reduce the P.M. peak hour trips by a minimum of twenty percent (20%) from the total number of vehicle trips that would be expected from the Full Occupation of the Proposed Development (the “Baseline Trips”) under the Institute of Traffic Engineers (ITE) Trip Generation Manual, 7<sup>th</sup> Edition (the “TDM Goal”). For purposes of this Note, “Full Occupation” of the Proposed Development shall be deemed to occur upon the issuance of (a) one hundred percent (100%) of all RUPs and (b) Non-RUPs representing fifty percent (50%) or more of the total ground-floor Nonresidential Uses approved on PRC Plans for the Proposed Development.
- ii. Because the reduction of trips depends, in part, on the synergy of uses created through implementation of the Proposed Development, the TDM Goal shall be phased in accordance with the issuance of RUPs and Non-RUPs for the Support Commercial Uses as follows:

TDM Phase	(RUP)	(Non-RUPs)	TDM Trip Reduction Goal
I	1 to 600	> 35%	15%
II	601 or more	< 35%	20%

- iii. In the event the Applicant constructs fewer than 1,442 Residential Units as part of the Proposed Development, then the Baseline Trips shall be calculated as if the full 1,442 Residential Units of the Proposed Development actually had been constructed as reflected on the Concept Plan. Residents of the Proposed Development shall be advised of the TDM Goal and the TDM strategies by the PM (as defined in this Note) through the annual dissemination of written materials summarizing the availability of the TDM strategies. Further, written materials will also be included in the respective sale, lease or condominium association documents for future residents.
- B. Program Manager. Within three (3) months following approval of the first building permit for the first Residential Unit, the Applicant (and thereafter, as applicable, the condominium association) shall designate an individual to act as the Program Manager ("PM") for the Property, whose responsibility will be to implement the TDM strategies, with on-going coordination with FCDOT. The PM's name and contact information will be filed with FCDOT within 30 days of this designation, and updated within 30 days if there are any changes in staffing or contact information. The PM duties may be a part of other duties assigned to the individual(s).
  - C. TDM Plan. In order to meet the TDM Goals set forth in this Note, the Applicant shall implement the TDM Plan. A draft copy of this plan, including information on how the TDM Plan will interact and be coordinated with the existing LINK program, shall be provided to FCDOT for review and comment prior to the issuance of the first building permit for the first Residential Unit on the Property. Should FCDOT seek modifications to the TDM Plan, the Applicant shall work in good faith with FCDOT and shall amend the TDM Plan as mutually agreed to by the Applicant and FCDOT. If FCDOT does not comment on the TDM Plan within sixty (60) days following its submission, the TDM Plan shall be deemed approved. Once the TDM Plan is approved by FCDOT, the Applicant shall implement the TDM Plan. Because the TDM Plan represents the strategy to be employed by the PM to meet the TDM Goal, the TDM Plan may be amended from time to time, subject to approval of FCDOT, without the requirement to secure a CPA; provided, however, that the TDM Goal shall not be amended absent approval of the Planning Commission. The TDM Plan and any amendments thereto shall include provisions for the following with respect to the Residential Units:
    - i. A targeted marketing program for residential sales/leases that encourages and attracts residents who are inclined to use transit services, such as one or no-car individuals/families to live in the Proposed Development; provided, however, that such marketing shall be completed on a non-discriminatory basis in conformance with the Fair Housing Act and all other applicable laws and regulations;

- ii. Integration of transportation information, including transit maps, schedules and forms, ride-sharing and other relevant transit option information into residential sales/rental kits;
- iii. Coordination/Assistance with vanpool and carpool formation programs, including Reston's LINK program, ride matching services, adjacent office buildings and homeowners associations, and established guaranteed ride home programs;
- iv. A parking management plan, which shall include (i) a unit sales/rental program/policy under which each residential unit is allocated on a non-exclusive basis one (1) parking space as part of the base purchase/rental price, and that additional parking spaces may be purchased/leased at market rates for the surrounding area; and (ii) dedicated preferential space for residential vanpools and car-sharing vendors not otherwise addressed herein;
- v. Distribution of fare media or other incentives, at least one time and in the amount of at least \$40.00, to all initial residents of driving age, including distribution of SmartTrip cards (or similar transit fare cards) to all new residents of the Proposed Development upon execution of their initial lease or at closing, as applicable, as well as on select occasions as an incentive;
- vi. Use of car sharing program(s), subject to agreement with third-party vendor(s) (such as ZipCar/FlexCar);
- vii. Establishment of a phasing strategy, coordinated with FCDOT as provided herein, to address which TDM strategies are implemented at what time;
- viii. The residential buildings of the Proposed Development shall be hardwired to provide high-capacity, high-bandwidth communication lines or the equivalent wireless access; and
- ix. "Personalized transportation advising" integrated into new unit walk-throughs, including appropriate training of sales/leasing agents.

D. TDM Account. Concurrent with the designation of the PM and each calendar year thereafter, the Applicant, through the PM, shall establish and fund a TDM account (the "TDM Account") sufficient to implement the TDM Plan for the remainder of the year and for the next calendar year, which initial amount shall not be less than \$100,000.00. Within sixty (60) days of the end of each calendar year thereafter, the PM shall re-establish the TDM Account for the forthcoming year, with review and comment by FCDOT, which thereafter shall be utilized by the PM each year to implement the TDM strategies and costs and expenses associated therewith. As applicable, a line item for continued funding of the TDM Account shall be included in the annual condominium association budget upon the establishment of the condominium association, as applicable. The

condominium association documents shall provide that the TDM Account shall not be eliminated as a line item in the condominium association budget, and that funds in the TDM Account shall not be utilized for purposes other than to fund implementation of the TDM Plan. The PM shall consult with FCDOT to develop and implement the initial TDM strategies. TDM strategies ii, iii, v, and viii set forth above shall be established prior to the issuance of the first RUP on the Property. All other TDM strategies shall be established concurrent with the issuance of the first RUP for each successive residential building constructed on the Property, as appropriate for each TDM strategy.

E. Monitoring.

- i. No later than one (1) calendar year following the issuance of the first RUP for each new residential building on the Property, the Applicant shall evaluate the effectiveness of the TDM Plan in meeting the phased TDM Goal using surveys and/or traffic counts prepared by the PM, as approved by FCDOT. The Applicant shall coordinate with FCDOT regarding the scope of the traffic counts. All costs exclusive of those of the PM, such as the employment of a traffic consultant, associated with undertaking the traffic study shall be funded outside the TDM Account. The Applicant shall submit the results of the surveys and traffic counts to FCDOT to permit the Applicant and FCDOT to determine if the TDM Goal has been met. If FCDOT has not responded to such submission within sixty (60) days, the survey and count data for that year shall be deemed approved. Such TDM surveys shall be conducted annually for two (2) years following the initial survey for each new residential building. If the TDM surveys show that the applicable TDM Goal is being met for two (2) consecutive years following initial occupancy of each new residential building, the Applicant shall proceed with the TDM strategies as implemented and not be required to conduct additional trip counts until the next residential building is constructed and RUPs issued therefore.
- ii. In the event any TDM survey and traffic count indicates that the applicable TDM Goal has not been met, the Applicant shall meet with FCDOT to review the strategies in place and to develop modifications to the TDM strategies, adopt additional TDM strategies and/or conduct additional traffic counts, as deemed appropriate by FCDOT, that will facilitate meeting the TDM Goal. If the TDM Goal is not met for two (2) consecutive surveys and traffic counts, then the Applicant, or the successor condominium association, shall contribute Fifty and No/Dollars (\$50.00) per residential unit constructed on the Property to the TDM account to be utilized on supplemental TDM strategies approved in cooperation with FCDOT. The TDM Goal, the TDM strategies and potential for such TDM penalty shall be disclosed in the condominium association documents.

- iii. If the TDM surveys show that the Phase II TDM Goal is being met for two (2) consecutive years following Full Occupancy of the Proposed Development, the Applicant shall proceed with the TDM strategies as implemented and not be required to conduct additional trip counts.
23. Bus Shelters. The Applicant shall relocate existing and/or construct a maximum total seven (7) bus shelters at locations along Fountain Drive, Bowman Towne Drive, or New Dominion Parkway, either on the Property or within the right-of-way, as mutually agreed by the Applicant and FCDOT. The precise locations of the bus shelters shall be determined in consultation with FCDOT and VDOT as part of PRC Plan and site plan approval(s) for each Land Bay of the Proposed Development. Each bus shelter installed shall be consistent with the design and quality of shelters installed by Fairfax County in the vicinity of the Property and shall be limited to installation of the concrete pad, the shelter itself, a trash can and improved ADA compliant connections to the existing pedestrian infrastructure. The bus shelters and trash cans shall be maintained by the Applicant or a property owners association, as applicable.

#### SITE DESIGN

24. Resident Amenities and Facilities. As part of its construction of residential buildings in the Proposed Development, the Applicant shall provide amenities and facilities designed to meet the needs of the occupants of such buildings. The Applicant shall expend a minimum of \$1,500.00 per market-rate Residential Unit (as adjusted for inflation from a base year of 2008 and based on the methods set forth in the Code of Virginia) on on-site recreation facilities and resident amenities to meet the needs of residents of the Proposed Development. Prior to final bond release for the Proposed Development, the balance of any funds not expended on-site shall be contributed to the Fairfax County Park Authority and used to support the provision of recreation facilities serving the Proposed Development.
- A. Buildings A2 and A3. The Applicant shall provide the following facilities or amenities in one or both of Buildings A2 and A3, provided that a substantially-comparable level of amenities are provided in each building or are shared between the buildings. The amenities proposed for each building shall be completed prior to the issuance of the RUP representing more than seventy-five percent (75%) of the total Residential Units to be constructed in such building as approved on the building permit(s) for such building:
- i. Indoor storage facilities;
  - ii. A media/entertainment center outfitted with large screen/projection TV(s), seating areas and stereo/sound equipment;
  - iii. A swimming pool generally as shown on the Concept Plan, including required changing facilities;

- iv. A fitness center that includes equipment such as stationary bikes, treadmills, weight machines, free weights, etc., having a total value of at least \$50,000.00 (as adjusted for inflation from base year 2008); and
- v. A business center, with broadband or high-speed data connections (including “secure” voice and/or data connections), computer and facsimile machine.

B. Buildings B2, B3 and B4. The Applicant shall provide the following facilities or amenities in one or all of Buildings B2, B3 and B4, provided that a substantially-comparable level of amenities are provided in each building or are shared between the buildings. The amenities proposed for each building shall be completed prior to the issuance of the RUP representing more than seventy-five percent (75%) of the total Residential Units to be constructed in such building as approved on the building permit(s) for such building:

- i. Indoor storage facilities, including bike racks;
- ii. A media/entertainment center outfitted with large screen/projection TV(s), seating areas and stereo/sound equipment;
- iii. A swimming pool with required changing facilities (except Building B2);
- iv. A fitness center that includes equipment such as stationary bikes, treadmills, weight machines, free weights, etc., having a total value of at least \$50,000.00 (as adjusted for inflation from base year 2008); and
- v. A business center, with broadband or high-speed data connections (including “secure” voice and/or data connections), computer and facsimile machine.

C. Buildings C1 and C2. The Applicant shall provide the following facilities or amenities in one or both of Buildings C1 and C2, provided that a substantially-comparable level of amenities are provided in each building or are shared between the buildings. The amenities proposed for each building shall be completed prior to the issuance of the RUP representing more than seventy-five (75%) of the total Residential Units to be constructed in such building as approved on the building permit(s) for such building:

- i. Indoor storage facilities, including bike racks;
- ii. A media/entertainment center outfitted with large screen/projection TV(s), seating areas and stereo/sound equipment;
- iii. A swimming pool with required changing facilities;

- iv. A fitness center that includes equipment such as stationary bikes, treadmills, weight machines, free weights, etc., having a total value of at least \$50,000 (as adjusted for inflation from base year 2008); and
- v. A business center, with broadband or high-speed data connections (including “secure” voice and/or data connections), computer and facsimile machine.

25. Building Architecture. The general architectural design of the Proposed Development is shown on Sheets 19 and 20 of the Concept Plan (the “Conceptual Elevations”). As part of PRC Plan approval for each Land Bay of the Proposed Development, the Applicant shall submit more detailed architectural plans that include, at a minimum, a proposed list of building materials, elevations showing the architectural style and façade treatment for each building, and, as applicable, the exterior treatments of ground-floor retail uses along Fountain Drive, as more particularly described in this Note.

- A. Ground-Floor Uses Fronting Public/Private Streets. As part of each PRC Plan, the Applicant shall demonstrate that ground-floor Support Commercial Uses or similar uses with frontage or entrances along public or through streets will create an activated building façade and pedestrian-oriented streetscape that provides interest to pedestrians and vehicles passing the Property, all as more particularly shown on Sheets 19, 20, 21 and 26 of the Concept Plan. Elements of this program may include, but need not be limited to, transparent exterior storefront facades and entries, landscaping, restaurant seating areas, benches, canopies and awnings, decorative light fixtures, brick pavers, shade elements and other techniques with similar effect.
- B. Interior Design of Retail Uses. As part of each PRC Plan, the Applicant shall demonstrate that the ground-floor retail areas of each building can accommodate a mix of different size tenants and uses in accordance with market demand. The planned location of all building entrances.
- C. Building Entrances. Building entrances to the Proposed Development shall be provided in the general locations show on the Concept Plan, provided, however, that the Applicant may modify such entrance locations and features (i) as permitted by the Zoning Ordinance, the Virginia Statewide Uniform Building Code or the Americans with Disabilities Act (“ADA”), (ii) in order to accommodate individual tenant needs, and (iii) as approved by the DRB.
- D. Comprehensive Sign Plan. The Applicant may design and submit a Comprehensive Sign Plan (subject to Planning Commission review and approval) to ensure that all signs (entrance, directional, traffic and building mounted signs) in the Proposed Development are coordinated and consistent with the quality of the architecture of the Proposed Development and the Reston Town Center generally.

26. Loading Spaces. Loading spaces for the various buildings may be provided in the general locations and quantities set forth on the Concept Plan and shall be included on each PRC Plan and site plan for the Proposed Development. In those locations where loading spaces are not provided internal to or beneath the buildings in the Proposed Development, the Applicant shall, to the extent possible, screen such loading spaces so that these facilities will blend harmoniously with the overall building design or not be visible from the street level of Fountain Drive, Bowman Towne Drive, Reston Parkway, or New Dominion Parkway. Among the screening techniques that may be employed are: truck enclosures, roll-up doors, berms, landscaping and/or screening walls.
27. Design Guidelines. The Property shall be developed in substantial conformance with the Reston Town Center Design Guidelines dated July 1998 and prepared by the DRB, as the same may be amended from time to time.
28. Building Materials. Building materials for the Proposed Development shall be selected from among the following: brick, aluminum (not aluminum siding), hardi-plank, wood, EIFS (principally for architectural accents), masonry/stone, glass, steel, split-face block and pre-cast panels, provided that final architectural details and accents may include other materials.
29. Noise Mitigation. The Applicant has submitted to the County a preliminary Environmental Noise Measurement and Noise Impact Assessment for Spectrum – Reston Parkway dated May 16, 2007, and prepared by Miller, Beam & Paganelli, Inc. (the “Noise Study”), detailing the projected noise impacts on the Proposed Development and proposed mitigation techniques. Based on the Noise Study, the Applicant commits to the following:
  - A. Refined Noise Impact Assessment. Concurrent with the submission of each site plan for Residential Units and/or hotel uses in the Proposed Development, the Applicant shall submit a revised Noise Study and/or provide the necessary mitigation measures to demonstrate that all affected interior areas of the residential buildings or hotels will have noise levels reduced to approximately 45 dBA Ldn or less based on future traffic conditions and final site conditions.
  - B. Noise Levels within Residential Units and Hotel Rooms.
    - i. Greater than 75 dBA Ldn. No space in any building that shall be occupied by a Residential Unit or hotel room shall be located in any area impacted currently or in the future by noise at a level of 75 dBA Ldn or greater.
    - ii. 70 dBA Ldn to 75 dBA Ldn. In order to reduce interior noise to a level of no more than 45 dBA Ldn for Residential Units or hotel rooms that are projected to be impacted by noise greater than 70 dBA Ldn (but not more than 75 dBA Ldn), the Applicant shall construct such units/rooms using the following acoustical measures:

- a. Exterior walls shall have a laboratory STC rating of at least 45;
  - b. Doors and glazing shall have a laboratory STC rating of at least 37 unless glazing constitutes more than twenty percent (20%) of any façade exposed to noise levels of Ldn 70 dBA or above;
  - c. If glazing constitutes more than twenty percent (20%) of an exposed façade, then the glazing shall have a laboratory STC rating of at least 45; and
  - d. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (“ASTM”) to minimize sound transmission.
- iii. 65 dBA Ldn to 70 dBA Ldn. In order to reduce interior noise to a level of no more than 45 dBA Ldn for Residential Units or hotel rooms that are projected to be impacted by noise projected greater than 65 dBA Ldn (but not more than 70 dBA Ldn), the Applicant shall construct such units/rooms using the following acoustical measures:
- a. Exterior walls shall have a laboratory sound transmission class (“STC”) rating of at least 39;
  - b. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than twenty percent (20%) of any façade exposed to noise levels of Ldn 70 dBA or above;
  - c. If glazing constitutes more than twenty percent (20%) of an exposed façade, then the glazing shall have a laboratory STC rating of at least 39; and
  - d. All surfaces shall be sealed and caulked in accordance with methods approved by the ASTM to minimize sound transmission.
- C. All site plans, building permit applications and building plans submitted to the County shall indicate whether such portion of the Proposed Development is required to include noise attenuation measures and, if so, the type of attenuation measure to be implemented. PRC Plans, building plans and site plans for each building and/or unit that is subject to noise mitigation as provided herein shall depict the final noise contours as determined by the Revised Noise Study.
- D. Exterior Noise. Concurrent with the submission of each site plan for Plazas 1-6 of the Proposed Development, the Applicant shall demonstrate that all proposed exterior courtyards and plazas will have noise levels reduced to approximately 65 dBA Ldn or less based on existing and future traffic conditions and final site conditions. All mitigation measures proposed to achieve these noise levels shall

be depicted on each PRC Plan and shall be integrated and designed to fit into the overall site design and complement the pedestrian streetscape.

30. Stormwater Management. Stormwater management for the Proposed Development shall be provided in the “Town Center Parkway” and “Reston Section 43” Storm Water Management Facilities (Site Plan Numbers 5734-PL-01 and 5978-PL-01), which is consistent with the approved development of the Reston Town Center.

#### TOWN CENTER CONCEPT PLAN AMENDMENTS

31. The Applicant reserves the right to file and have approved amendments to this Concept Plan on the Property or any part thereof, as permitted by the Zoning Approvals and the Fairfax County Zoning Ordinance.
32. Any portion of the Property may be the subject of a Town Center Concept Plan Amendment application without joinder and/or consent of the owners of the other land areas of the Property, provided that such Amendment does not materially affect the other land areas. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property that is/are not the subject of such an Amendment shall otherwise remain in full force and effect.

#### RESTON COMMUNITY

33. All PRC Plans for the Proposed Development shall be submitted to the Reston Association’s Planning & Zoning Committee for review and comment.
34. Affordable Housing.
  - A. Affordable Dwelling Units. Unless otherwise exempt pursuant to Section 2-803 of Part 8 of Article 2 of the Fairfax County Zoning Ordinance in effect as of the approval date for this Concept Plan (the “ADU Ordinance”), the Applicant shall provide Affordable Dwelling Units (“ADUs”) pursuant to the ADU Ordinance.
  - B. Workforce Dwelling Units. In order to preserve and expand the housing options available in the County to residents with a median household income below or near the Washington D.C. Standard Metropolitan Statistical Area median household income (“AMI”), the Applicant shall provide a minimum of fifty-five (55) Workforce Dwelling Units (“WDUs”). Such WDUs shall be in addition to any requirement to provide ADUs in accordance with the ADU Ordinance in effect as of the approval date of this Concept Plan.
    - i. Definitions. The following terms used in this Note shall be defined as follows, unless specifically modified:
      - a. Market-Rate Units. Residential Units approved on the Property to be sold/rented that are not subject to either the price restrictions of

Part 8 of Article 2 of the Fairfax County Zoning Ordinance or this Note 34.

- b. Workforce Dwelling Units. Dwelling units on the Property to be sold/rented that are to be made available through the Fairfax County Redevelopment and Housing Authority (“FCRHA”) on either a for-sale or rental basis to persons with an income of one hundred percent (100%) of AMI or below. WDU tenancy may be provided as rental or for-sale at the Applicant’s sole discretion and shall be of the same ratio as the tenancy of Market-Rate Units offered on the site.
- ii. Administration of Workforce Dwelling Units. WDUs shall be generally administered pursuant to the “Board of Supervisors’ Workforce Dwelling Unit Administrative Policy Guidelines” adopted October 15, 2007. Where this Note conflicts with the Policy Guidelines, this Note shall control.
- iii. Designation of Workforce Housing Units on Plans and Plats. Approved site plans, record subdivision plats and building plans shall designate the specific lots or units that are the WDUs and shall indicate the square footage and bedroom count of such units. If there is to be any change in the location of a WDU after the original approval of a subdivision and prior to the issuance of a RUP for the units, the Applicant shall file an amended record subdivision plat for the property. If there is to be any change in the location of a WDU after the original approval of a site plan, the Applicant shall submit a written request to the Fairfax County Zoning Administrator to request a change in the designation of the WDU prior to the issuance of a RUP for the newly designated unit. As appropriate, the Zoning Administrator shall facilitate the modification of the previously approved site plan to reflect the change in location of the WDU and shall notify the Applicant and appropriate County agencies of such change.
- iv. Feature Shown. WDUs provided pursuant to this Note that are included on approved site plans, recorded subdivision plats and/or building plans shall be deemed features shown for purposes of Section 15.2-2232 of the Code of Virginia and, as such, shall not require further approvals pursuant thereto in the event the Board shall acquire or lease such units.
- v. Phasing. The establishment of WDUs may occur in phases, concurrent with the phased development/construction of the Proposed Development, and in one or more buildings so long as the minimum number of WDUs is not reduced.
- vi. Unit Size and Features. The WDUs may be provided as efficiency and/or one bedroom units, as determined by the Applicant. Efficiency units shall be a minimum size of 450 square feet of gross floor area and one bedroom units shall be a minimum of 600 square feet of gross floor area. A

minimum of ten (10) WDUs required under this Note shall be designed and constructed as handicapped-accessible units. A minimum of ten (10) additional WDUs required under this Note shall be designed and constructed with Universal Design features to the extent feasible, as determined by the Applicant.

- vii. Alternative Administration. Notwithstanding the foregoing, the Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs following approval of this CPA. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this CPA. Neither the Board of Supervisors nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs shall be administered solely in accordance with such an agreement and the provisions of this Note shall become null and void. Such an agreement and any modifications thereto shall be recorded in the land records of Fairfax County.

35. Reston Town Center Shuttle. Prior to the issuance of the first RUP or Non-RUP for the Proposed Development, the Applicant shall arrange one or more meetings with FCDOT and representatives of the Reston Town Center Association (“RTCA”) to evaluate the establishment of a private shuttle service to serve the Property and the Reston Town Center in general. In the event that a privately-operated Reston Town Center Shuttle is established by the RTCA or others, then the Applicant (or successor association) shall participate in ongoing funding for such service in a manner determined by the RTCA, provided that (i) the Reston Town Center Shuttle provides reasonable and consistent peak-hour service to the Property and, if constructed, the future Reston Parkway Metrorail Transit Station, and (ii) such financial participation in the shuttle service is reasonably proportional to the actual usage of the shuttle by future residents/tenants/visitors and employees of the Proposed Development and to the participation of other users of the Reston Town Center Shuttle.

36. Reston Town Green Park. The Applicant shall contribute \$200.00 per Residential Unit constructed on the Property to the Board of Supervisors for transfer to the Fairfax County Park Authority to be used for the construction of improvements to the proposed Reston Town Green Park located across Fountain Drive from the Property, as determined by the Park Authority in consultation with the Hunter Mill District Supervisor. Said contribution shall be made prior to the issuance of each RUP in the Proposed Development for which the contribution is triggered.