



APPLICATION ACCEPTED: July 10, 2009
PLANNING COMMISSION: March 25, 2010
PLANNING COMMISSION DECISION: April 22, 2010
BOARD OF SUPERVISORS: April 27, 2010 @ 3:30 PM

County of Fairfax, Virginia

April 21, 2010

STAFF REPORT ADDENDUM

RZ/ FDP 2009-HM-019
(Concurrent with DPWES Waiver #2615-WPFM-002-1)

HUNTER MILL DISTRICT

APPLICANT: Comstock Reston Station Holdings, LC

PRESENT ZONING: I-4

REQUESTED ZONING: PDC

PARCEL(S)/ ACREAGE: 17-4 ((24)) 3 (Comstock Parcel): 3.48 acres
17-4 ((1A)) 17A (County Parcel): 8.99 acres
12.47 acres total

FAR: 17-4 ((24)) 3 (Comstock Parcel): 2.0 FAR
17-4 ((1A)) 17A (County Parcel): 2.5 FAR

Overall 2.5 FAR excluding bonus density associated with Workforce Housing Units (WHU)

OPEN SPACE: 20%

PLAN MAP: Mixed Use

RZ PROPOSAL: The applicant seeks to rezone 12.47 acres from the I-4 District to the PDC District to permit transit-oriented mixed use development near the Reston Metro Station at Wiehle Avenue in the Hunter Mill District. The proposed Transit-Oriented Development (TOD) would consist of 1.28 million square feet of development without bonus density and 1.34 million square feet with bonus density resulting from the provision of 12% workforce housing, which includes residential, office, hotel, and retail uses integrated with metro rail facilities.

William O'Donnell

Department of Planning and Zoning
Zoning Evaluation Division
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5509
Phone 703-324-1290 FAX 703-324-3924
www.fairfaxcounty.gov/dpz/



Staff recommends approval of RZ 2009-HM-019 subject to the execution of proffers consistent with those contained in Attachment 1.

Staff recommends approval of CDP 2009-HM-019 only subject to imposition of the development conditions contained in Attachment 2.

Staff recommends approval FDP 2009-HM-019.

Staff recommends approval of a waiver of the 75' setback requirements for non-residential uses abutting principal arterial highways as required by Section 2-414.1.B of the Fairfax County Zoning Ordinance. (The commercial uses impacted by this restriction are office and retail uses located above the County owned garage and located approximately 30 feet from the Dulles Airport Access Road and Toll Road.)

Staff recommends approval of a modification of the loading requirement in favor of the loading spaces depicted on the CDP/ FDP.

Staff recommends approval of a waiver to locate underground stormwater management facilities in a residential area (PFM Section 6-0303.8), subject to Waiver #2615-WPFM 002-1 Conditions dated February 12, 2010.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

The approval of this rezoning does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application. For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290.

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Americans with Disabilities Act (ADA): Reasonable accommodation is available upon 7 days advance notice. For additional information on ADA call (703) 324-1334 or TTY 711 (Virginia Relay Center).

Rezoning Application

RZ 2009-HM-019

Applicant: COMSTOCK RESTON STATION HOLDINGS, LC
Accepted: 07/10/2009
Proposed: MIXED-USE DEVELOPMENT
Area: 12.47 AC OF LAND; DISTRICT - HUNTER MILL

Zoning Dist Sect:
Located: SOUTH SIDE OF SUNSET HILLS ROAD APPROXIMATELY 1,300 FEET FROM ITS INTERSECTION WITH WIEHLE AVENUE AND NORTHWEST QUADRANT OF THE INTERSECTION WIEHLE AVENUE AND DULLES AIRPORT ACCESS ROAD

Zoning: FROM I-4 TO PDC
Overlay Dist:
Map Ref Num: 017-4- /01/ /0017A /24/ /0003

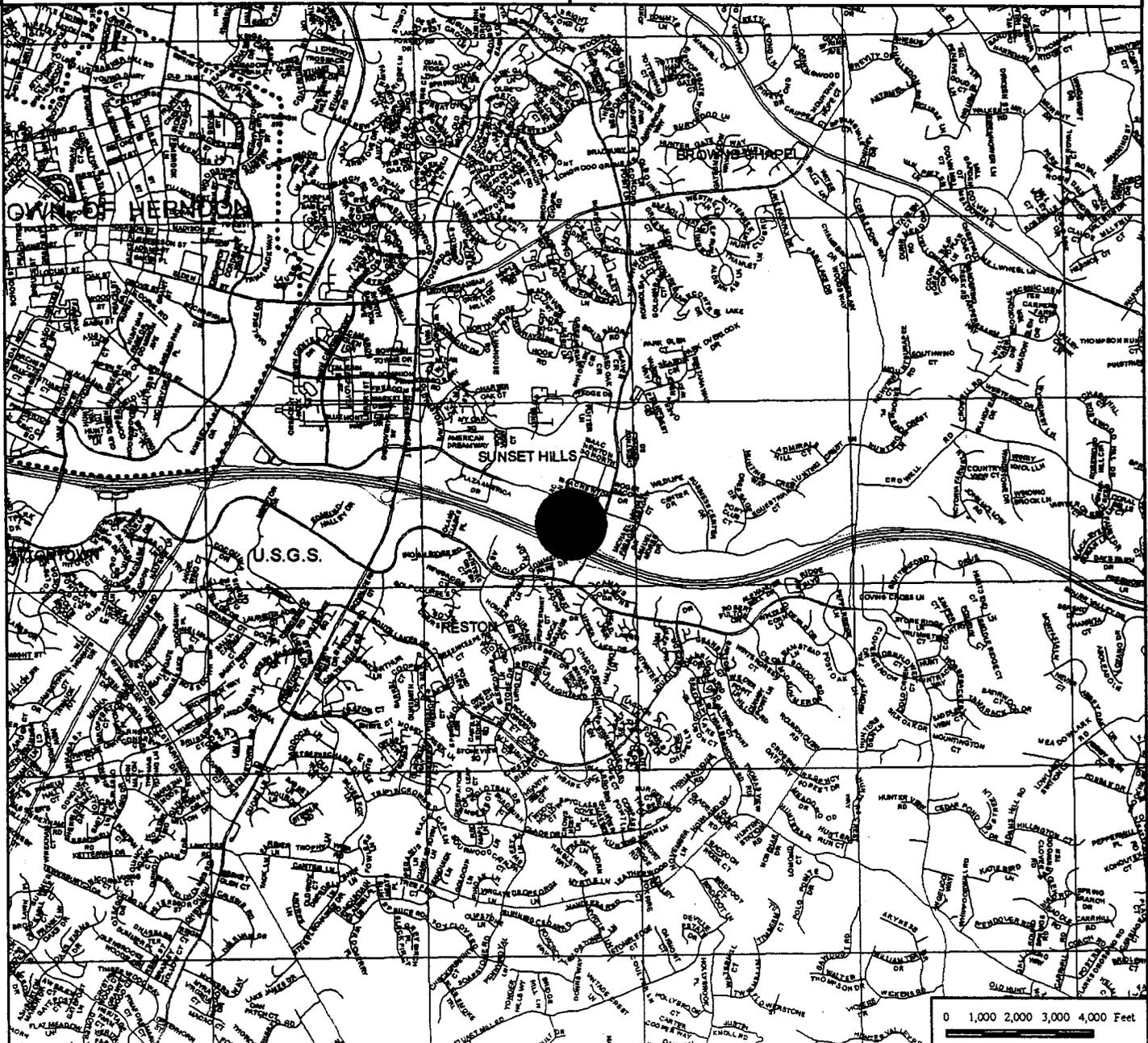
Final Development Plan

FDP 2009-HM-019

Applicant: COMSTOCK RESTON STATION HOLDINGS, LC
Accepted: 07/10/2009
Proposed: MIXED-USE DEVELOPMENT
Area: 12.47 AC OF LAND; DISTRICT - HUNTER MILL

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Zoning: PDC
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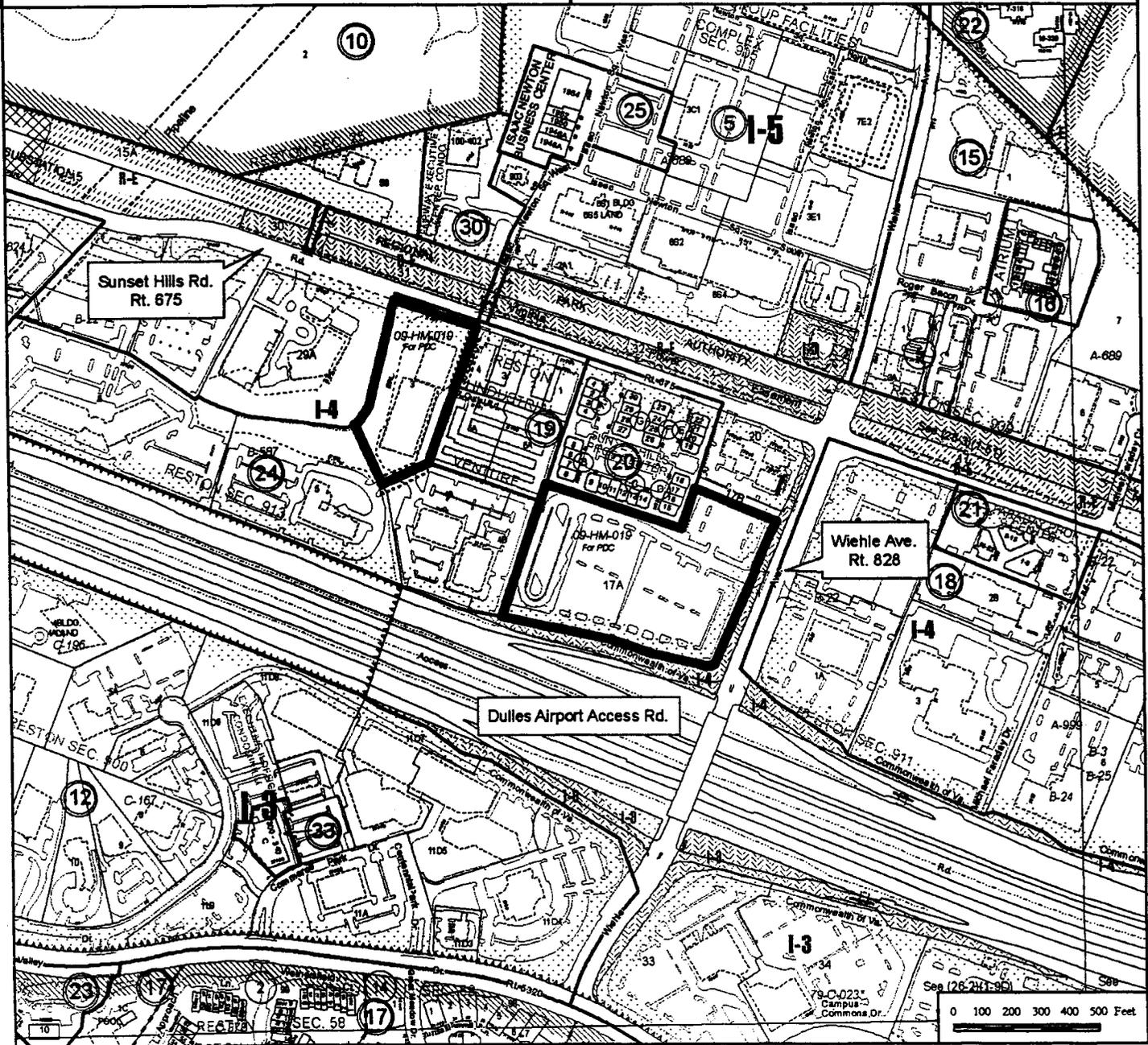
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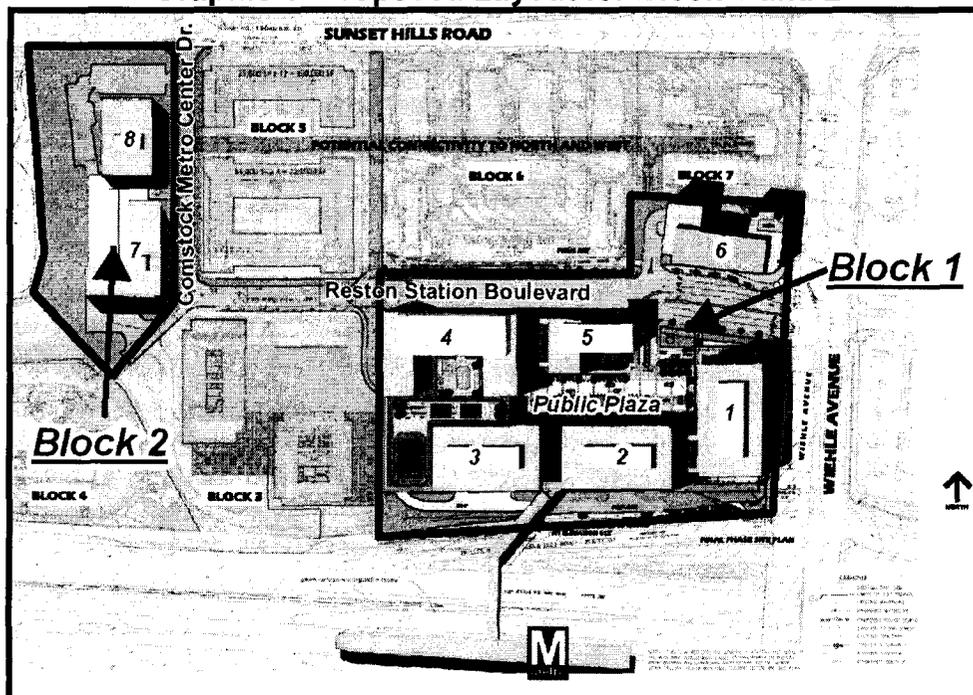
SUMMARY OF APPLICATIONS

The applicant, Comstock Reston Station Holdings, LC, has filed two concurrent applications (RZ 2009-HM-019 and FDP 2009-HM-019) on Tax Map Parcels 17-4 ((24)) 3 (Comstock Parcel) and 17-4 ((1A)) 17A (County Parcel), to rezone 12.47 acres from the I-4 District to the PDC District to permit a Transit-Oriented Development (TOD) within a ¼ mile of the Reston Station at Wiehle Avenue in the Hunter Mill District. A map of these tax map parcels is located in the front of this Staff Report Addendum.

The proposed Transit-Oriented Development (TOD) development would consist of residential, office, hotel, and retail uses integrated with Metrorail facilities including a public plaza; a 2,300 space (above and below grade) County owned public parking garage; 12 bus bays; a 45 parking space Kiss and Ride area; and secure bicycle storage facilities for approximately 150 bikes. The overall development would occur in phases and would include 1.28 million square feet of development (without bonus density) and 1.34 million square feet (with bonus density) resulting from the provision of 12% workforce housing (WFH). The development would occur in two blocks, with several development options. Block 1 is comprised of the County Parcel which consists of approximately 979,096 square feet of mixed use development; Block 2 is comprised of the Comstock Parcel and consists of approximately 305,518 square feet of mixed use development. Approximately 61,565 square feet of bonus density associated with workforce housing would also be located on Block 1. The overall FAR on both blocks would be 2.5 excluding bonus density associated with 12% workforce housing.

Blocks 1 and 2 are proposed to be connected by two new streets, Reston Station Boulevard (east/west) and Comstock Metro Center Drive (north/south). Graphic 1 below shows the proposed layouts for Blocks 1 and 2 and the proposed new roads and access points.

Graphic 1: Proposed Layout for Block 1 and 2



As shown in Graphic 1, Block 1 includes six proposed buildings and a public plaza. The public plaza and Buildings 1 through 5 would be located to the south of Reston Station Boulevard and constructed above a large platform/parking garage. Four vehicle access points would be provided to this platform from Reston Station Boulevard consisting of entrances to the proposed public plaza, bus bays, commercial and County garages. Pedestrian access to the Metrorail Station would be provided on the public plaza between Buildings 2 and 3. Building 6 would be constructed as a freestanding building located to the north of Reston Station Boulevard; one access point from Reston Station Boulevard would serve this building.

Block 2 includes one proposed building and one existing building (Buildings 7 and 8 respectively) located to the west of Comstock Metro Center Drive. Four development options are proposed for Buildings 7 and 8; two options include office uses with support retail; one option includes office and residential uses with support retail; and one option includes a transfer of density from Building 7 to Building 6 on Block 1. Three vehicle access points from Comstock Metro Center Drive are proposed to serve these buildings.

The Staff Report, recommending denial of this application, was published on March 11, 2010, based primarily on the following issues:

- The failure to adequately address the Board's Green Building Policy.
- The need to strengthen the proposed TDM commitments to provide for effective penalties in the event that the development fails to achieve the TDM targets.
- The need for stronger/more specific restrictions on vehicular access to the public plaza, as well as a clear definition of where access can and will be restricted during special events.

On March 25, 2010, the Planning Commission held a public hearing for the subject applications and the decision was deferred until April 22, 2010, to allow time for the applicant to revise their submissions to address the concerns identified at the hearing and in the Staff Report. Since the public hearing, the applicant has continued to work with staff to modify their application and has proposed several proffer changes, which are included in Attachment 1 (with changes black-lined from proffers included in the original Staff Report.) The applicant also revised the CDP/FDP, which is contained in Attachment 3 and now dated June 2009 as revised through April 8, 2010. Proposed development conditions are included in Attachment 2. A more detailed analysis of the changes follows.

ANALYSIS

Green Buildings (Attachment 4)

The Green Building proffer (Proffer 29C) has been revised to include the following specific commitments:

- The proffers now reference the “most current” version of LEED for new construction rather than a specific version that may become obsolete and out of date over time;
- An option has been provided (with the County’s approval) to use a LEED rating system other than New Construction;
- A commitment has now been provided for independent USGBC review of design related credits;
- A green building escrow is now provided for each residential and hotel building targeted for basic LEED certification prior to site plan approval, (which will be released after the submission of documentation of LEED certification); and
- A provision has been made for the release of the proposed green building escrow into a County fund supporting implementation of environmental initiatives, rather than back into the project, if the development fails to attain LEED certification.

With these changes, staff finds that the proposal is now in general conformance with the green buildings guidance of the Comprehensive Plan and consistent with other approved developments.

Traffic Generated Noise (Attachment 4)

The noise attenuation proffer (Proffer 42) has been revised to include the following commitments:

- A refined acoustical analyses for all residential and hotel buildings will be provided based on final site topography and site conditions;
- A refined acoustical analyses of site plans and cross-section views at measurable scales of the source of the noise in relationship to affected structures, residential units, hotel rooms, office spaces and outdoor recreation areas, will be provided and will require approval by the Department of Public Works and Environmental Services and the Department of Planning and Zoning;
- Additional commitments which ensure that third-party consultant recommendations for appropriate noise attenuation measures will be used in each refined acoustical analysis;
- Noise attenuation measures have been provided to ensure that outdoor recreation areas do not to exceed 65 dBa Ldn, in accordance with Policy Plan guidance;
- Specific noise attenuation measures using Sound Transmission Class ratings for exterior walls, glazing and doors have been deleted.

In addition, the revised CDP/FDP dated March 30, 2010, now depicts the general location of a potential noise attenuation wall on Sheet 9, in the event that such a wall is determined to be necessary to achieve acceptable noise levels in accordance with Policy Plan guidance and the proffers. With these changes, staff finds that the proposal is now in general conformance with noise attenuation guidance of the Policy Plan.

Transportation (Attachment 5)

The Fairfax County Department of Transportation (FCDOT) has reviewed the revised proffers and CDP/FDP and indicated that the applicant has adequately addressed all of the outstanding transportation issues identified in the Staff Report (except for the vehicular access restrictions to the proposed public plaza as discussed in the following design analysis.) The applicant revised the TDM commitments as recommended by Staff to provide for effective penalties in the event that the development fails to achieve the TDM targets. The applicant also provided additional commitments to better address the street environment concerns raised in the Staff Report and to design the above and below grade parking structure in Block 1 not to preclude pedestrian bridge connections from the west and north at the same level as the Metrorail station entrance.

Other proffer revisions include:

- Clarifications to Proffer 12C regarding inter-parcel access near Building 6. If access is established to the north and west of Building 6, the applicant has now committed to enter into an agreement reasonably acceptable to all property owners to allow vehicular and pedestrian access through those parcels. In the event that this access is provided, the applicant has agreed to re-evaluate the need for the proposed direct access to Reston Station Boulevard.
- Clarification of Proffers 13A and B, Proffer 14 and Exhibit A of the proffers to remove any reference to record of decision or additional transportation improvement classifications. All transportation improvements are listed in Exhibit A and referenced in the proffers accordingly.

In addition, the applicant submitted a revised traffic impact study on January 26, 2010. The Virginia Department of Transportation (VDOT) reviewed that study and indicated that their traffic impact assessment was acceptable (please see Attachment 6 for a copy of VDOT's analysis); specific comments will be addressed during Site Plan Review.

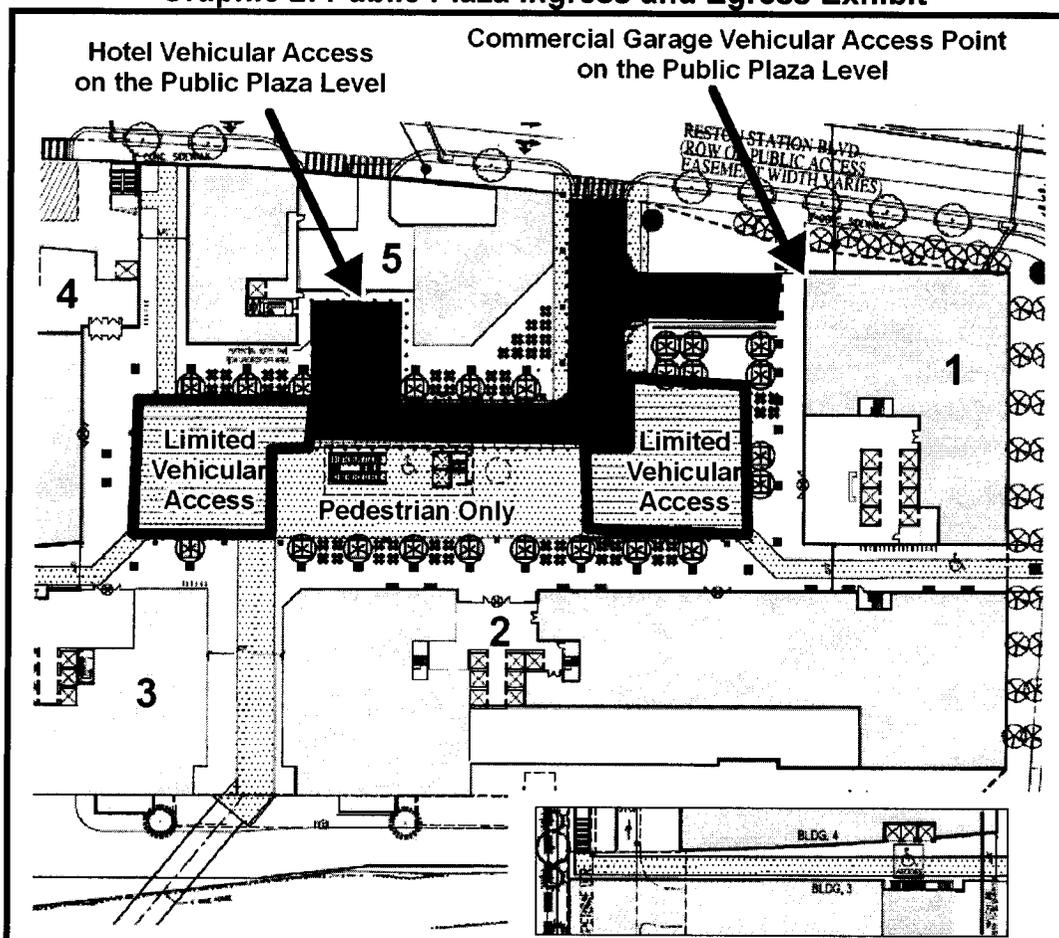
Functionality of the Public Plaza

The public plaza is intended to serve as the visual and functional focal point of the Reston Station at Wiehle Avenue development. It serves as the formal entrance for the proposed uses located around it and is also intended to provide a comfortable and convenient environment for pedestrians accessing the Metrorail station facilities. In addition, the public plaza is intended to serve as a

significant amenity for the larger surrounding community by providing both a gathering place and a passive recreational opportunity for the general public. Due to the importance of this feature, staff expressed significant concerns about vehicular access in the Staff Report. Staff felt that there was a need for stronger/more specific restrictions on vehicular access to the public plaza, as well as a clear definition of where access can and will be restricted during different times of day and special events. Without adequate restrictions on vehicular access, staff believes that the function and public benefit of this area as a gathering place and passive recreational opportunity for the public will be greatly diminished, if not destroyed.

In response to these concerns, the applicant has revised Sheets 11A and 11B of the CDP/FDP (the proposed plaza ingress and egress exhibit for the initial phase and the build-out phase) to show: areas on the public plaza that would be closed to non-emergency vehicles during public events; a restricted access to the commercial garage on the public plaza (with a right in/ right out only on the northeast side of Building 1); and vehicle access, including two potential taxi stands at the drop off area on the south side of Building 5 (proposed to be a hotel building). Graphic 2 shows these areas for the build-out phase. (The same general areas are proposed to be closed to non-emergency vehicles during the initial phase.)

Graphic 2: Public Plaza Ingress and Egress Exhibit



As shown in Graphic 2, a portion of the public plaza (highlighted in black) is proposed to remain fully open to vehicles during most public events. Two portions of the public plaza located to the west and east of the hotel drop-off area are proposed to have limited vehicular access during public events. The remaining areas on the public plaza would be pedestrian only at all times.

In addition, the applicant revised Proffer 40C, which now commits to the creation of a Plaza Management Plan, commencing with the initial phase of development, to restrict and/or control vehicular access to the public plaza; this plan would be submitted and approved by Fairfax County Department of Transportation (FCDOT) and the Zoning Administrator.

Language has also been added to the Design Guidelines to reiterate the parameters of the proffered Plaza Management Plan. According to the Design Guidelines, vehicular access on the Public plaza would be: 1) prohibited for the office workers on weekdays between the hours of 8 p.m. and 5 a.m. (and potentially on weekends and federal holidays); 2) completely closed for a minimum of 12 community events each year, and potentially other additional events occurring throughout the year, (particularly on weekends); and 3) prohibited to the west of the hotel drop-off (as depicted on CDP/FDP Sheet 11B and in Graphic 2) for additional smaller-scale public events such as concert series or "movies on the Plaza", should those activities take place on the western end of the public plaza. Commercial deliveries and loading functions would be restricted and retail deliveries would be limited during the day, and would be prohibited during the hours of 6:30 a.m. to 9:00 a.m. weekdays.

Staff believes that these commitments and revisions begin to address some of the peripheral concerns expressed in the Staff Report, but continues to feel strongly that the commitments are minimal and inadequate to ensure that the function of the public plaza is optimized for pedestrians. Staff also continues to feel that the proposed vehicular access would enable drivers to use the public plaza as a convenient alternative kiss-n-ride drop-off. Although the applicant has committed to create a Plaza Management Plan at the initial phase of the development, staff feels that the parameters included in the Design Guidelines are not strict enough to ensure that the public benefits of the plaza would be achieved. Staff feels that, at a minimum, access for **all vehicles** on the public plaza must be prohibited during the weekday peak hours of the Metrorail station to ensure that the public plaza functions as a comfortable and convenient environment for pedestrians accessing the Metrorail station facilities by eliminating conflicts with vehicular traffic. Staff further believes that vehicular access should be limited in certain locations and deliveries restricted after core business hours during the week; on weekends; and federal holidays to ensure that the plaza functions optimally as a community gathering place and public venue.

Development conditions have been included in Attachment 2 to address these concerns. Staff feels that only with the imposition of these proposed conditions will the plaza be able to fulfill its intended public benefit, rather than simply to serve as a private entrance feature for the development.

In addition, the original Staff Report identified concerns with the proposed temporary treatments along the public plaza and walkways to the Metrorail station during the initial phase of development and shadows on the public plaza. The applicant has revised the Design Guidelines to include performance standards that address these concerns. During the initial phase, the public plaza is proposed to be framed with interim retail/civic uses, landscaping, and screening. A screening wall would be used to shield construction zones from the pedestrian view from the public plaza and to potentially include provision of public art. The applicant also indicated that a critical function of the screening wall would be to provide for the safety of pedestrians and motorists. Staff feels that these revisions have improved the pedestrian experience on the public plaza during the initial phase.

The applicant has also revised the Design Guidelines to help address concerns about shadows on the public plaza by providing performance standards for the pedestrian arcades along all of the building facades facing the public plaza (and facing Wiehle Avenue and Reston Station Boulevard) to incorporate artificial lighting in the public plaza area to enliven this space. A glass pavilion covering the escalators and elevators to the Metrorail garage is also proposed to help reflect and attract light on the public plaza. Additional provisions for lighting design that emphasize pedestrian movement and highlight special design features and major walkways are also now provided in the Design Guidelines. Staff feels that these revisions, as well as the provision of Building Typologies which outline the utilization of architectural forms, materials and techniques have made significant improvements and progress in addressing the impacts of shadows on the public plaza and other design concerns.

Parks

In addition to the denial issues described in the Staff Report, staff indicated that it is highly desirable for the applicant to address County policy to offset a development's impact on parks and recreation through a "Fair Share" contribution which has been established as \$0.27 per square foot of non-residential plus a per unit contribution for residential development. The applicant has now proffered to contribute \$0.27 per square foot of gross floor area of office development to the Board of Supervisors for transfer to the Fairfax County Park Authority, with such sum to escalate from the date of rezoning approval to the date of payment by the increase in the Consumer Price Index (CPI). The contribution would be paid in installments equal to the number of square feet of office gross floor area within a building prior to issuance of the first non residential use permit for such office building. The applicant has also committed to negotiate in good faith with the Reston Association and to join the proposed residential units with the Reston Association. This commitment would allow future residents to use Reston Association's amenities with payment of

appropriate dues. While staff recognizes the value of this commitment to the Reston Association, this commitment does not meet the intention of the County Policy to offset a new development's impact on public parks and recreation facilities and services through fair share contributions. Staff strongly believes that it is appropriate for all proposed uses to contribute their fair share for use of County parks, and that this commitment should not be diminished by additional contributions to private community associations which do not serve the same needs or demographics.

CONCLUSIONS AND RECOMMENDATION

Staff Conclusions

Staff feels that the applicant has now adequately addressed the Environmental and Transportation issues outlined in the original Staff Report. The applicant has attempted to revise the CDP/FDP, Proffers and the Design Guidelines to address Staff's concerns about vehicular access to the public plaza. However, staff continues to feel that current commitments are inadequate to ensure that the plaza is optimized as a public amenity. Stronger and more specific restrictions for vehicular access to the public plaza must be provided. Without adequate restrictions for vehicular access on the public plaza, staff continues to feel that the function of this area as a public gathering space and passive recreational opportunity for the public is greatly diminished, if not destroyed. Staff has written development conditions included in Attachment 2 to address this issue. Only with imposition of these development conditions, does staff feel that the proposed applications are in harmony with the recommendations of the Comprehensive Plan and in conformance with the applicable Zoning Ordinance provisions.

Staff Recommendations

Staff recommends approval of RZ 2009-HM-019 subject to the execution of proffers consistent with those contained in Attachment 1.

Staff recommends approval of CDP 2009-HM-019, only subject to the imposition of the development conditions contained in Attachment 2.

Staff recommends approval FDP 2009-HM-019.

Staff recommends approval of a waiver of the 75' setback requirements for non residential uses abutting principal arterial highways as required by Section 2-414.1.B of the Fairfax County Zoning Ordinance. (The commercial uses impacted by this restriction are office and retail uses located above the County owned garage and located approximately 30 feet from the Dulles Airport Access Road and Toll Road.)

Staff recommends approval of a modification of the loading requirement in favor of the loading spaces depicted on the CDP/ FDP.

Staff recommends approval of a waiver to locate underground stormwater management facilities in a residential area (PFM Section 6-0303.8), subject to Waiver #2615-WPFM 002-1 Conditions dated February 12, 2010.

It should be noted that it is not the intent of staff to recommend that the Planning Commission, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

The approval of this rezoning does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application.

It should be further noted that the content of this report reflects the analysis and recommendations of staff; it does not reflect the position of the Planning Commission.

ATTACHMENTS

1. Proposed Proffers
2. Proposed Development Conditions
3. Revised CDP/ FDP
4. Environmental Analysis Addendum
5. FCDOT Analysis Addendum
6. VDOT Analysis Addendum
7. Revised RZ/FDP 2009-HM-019 Affidavit

Board of Supervisors of Fairfax County;
 11465 SH I, LC
 RZ 2009-HM-019
 Tax Map 17-4((01))-17A and 17-4-((24))-3

PROFFER STATEMENT

September 30, 2009
 November 10, 2009
 December 3, 2009
 January 14, 2010
 January 28, 2010
 February 1, 2010
 February 15, 2010
 March 2, 2010
March 18, 2010
March 29, 2010
April 7, 2010
April 12, 2010
April 21, 2010

Pursuant to Section 15.2-2303A of the Code of Virginia, 1950, as amended, and Section 18-204 of the Zoning Ordinance of the County of Fairfax (1978, as amended) ("Ordinance"), subject to the Board of Supervisors' approval of the requested Rezoning Application ("Rezoning") and Conceptual Development Plan ("CDP"), the "Owners" (as defined in Paragraph 1 below), for themselves and their successors and assigns hereby proffer the following conditions ("Proffers"). The "Property" that is the subject of these Proffers is identified on the Fairfax County Tax Maps as 17-4-((01))-17A and 17-4-((24))-3. These Proffers, if accepted by the Board of Supervisors, supersede all prior proffers applicable to the Property.

PREAMBLE

1. Overview of Proposed Development. The Property includes (i) an existing park and ride lot owned by the Board of Supervisors of Fairfax County, Virginia, a body corporate and politic, in its proprietary capacity and not in its governmental or regulatory capacity (the "County Parcel Owner") consisting of 8.99078 acres of land and identified as Tax Map 17-4((01))-17A (the "County Parcel") and (ii) a parcel improved with an office building and associated structure parking owned by 11465 SH 1, LC ("Comstock Parcel Owner") consisting of 3.48391 acres of land and identified as Tax Map 17-4((24))-3 (the "Comstock Parcel"). Comstock Reston Station Holdings, LC ("Comstock Reston Station") has leased the County Parcel from the County Parcel Owner pursuant to that certain Deed of Lease dated June 1, 2009 (the "Comstock/County Lease"). The County Parcel Owner, Comstock Reston Station (in its capacity as a long term ground lessee) and Comstock Parcel Owner are hereinafter referred to collectively as the "Owners".

Additionally CRS Construction Services, LC (“CRS”) and the County Parcel Owner have entered into a Metrostation Facilities Development Agreement dated June 1, 2009 (as it may be amended from time to time with the consent of the County Parcel Owner, the “Development Agreement”) pursuant to which CRS will construct for the County Parcel Owner a structured public parking garage, including approximately 2,300 parking spaces and 8 motorcycle spaces (the “Parking Facilities”), at least a 45 parking space kiss and ride facility (the “Kiss and Ride Facilities”), bus facilities (including approximately 10 bus bays and associated facilities) (the “Bus Facilities”), and secure bicycle storage facilities for approximately 150 bikes and associated amenities (the “Bicycle Storage Facilities”). The Parking Facilities, Kiss and Ride Facilities, Bus Facilities and Bicycle Storage Facilities, together with the other elements comprising the Metrostation Facilities to be designed, developed and constructed in accordance with the Development Agreement, are sometimes collectively referred to as “Metrostation Facilities”.

Pursuant to the Deed of Lease it is intended that Comstock Reston Station ~~shall~~ may have the right to develop a mixed use development on the County Parcel above the Metrostation Facilities which development may include office, multi-family residential, retail and hotel.

I. CONCEPTUAL DEVELOPMENT PLAN/FINAL DEVELOPMENT PLAN

2. Substantial Conformance. Development of the Property shall be in substantial conformance with the Conceptual/Final Development Plan entitled “Conceptual Development Plan/Final Development Plan for Reston Station” prepared by Urban, Ltd. dated June, 2009, last revised ~~March 2~~ April 8, 2010 (“CDP/FDP”). The County Parcel is designated as Block 1 on the CDP/FDP and the Comstock Parcel is designated as Block 2 on the CDP/FDP. Development of the Metrostation Facilities in accordance with the Development Agreement shall be deemed to be in substantial conformance with the CDP/FDP and in the event of any conflict between the Metrostation Facilities as shown on the CDP/FDP and those approved by the County Parcel Owner under the Development Agreement, the Development Agreement shall control, provided the height, points of access and setbacks from peripheral lot lines of the Metrostation Facilities are in substantial conformance with the CDP/FDP.
3. Elements of CDP. Notwithstanding the fact that the Conceptual Development Plan and Final Development Plan are presented on the same plan, the elements that are components of the Conceptual Development Plan are limited to the points of access, ~~the general location of the buildings, public and other uses, public access easements, building heights, and percent of open space areas, limits of clearing and grading, and setbacks from peripheral lot lines~~ and only a future amendment to such elements shall require a subsequent Conceptual Development Plan Amendment (“CDPA”).

4. Modifications. Minor modifications to the CDP/FDP may be permitted pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, including the right to (i) alter building envelopes sizes within the platform of the parking structures or areas that are currently covered with impervious surface in Blocks 1 and 2, (ii) make minor modifications to the plaza provided the overall character and general location of such plaza is generally as set forth on Sheets 5 and 11 of the CDP/FDP, and (iii) adjust pedestrian and vehicular circulation areas provided the overall character, functionality, major entrance and exit points and general location of such areas are generally as shown on Sheets 12, 20 and 20A of the CDP/FDP, and provided following any of the modifications set forth in (i), (ii) or (iii) above, the minimum open space shown on Sheet 2 of the CDP/FDP is provided.

5. Land Uses, Gross Floor Area and Building Heights.
 - A. Land uses, gross floor area and building heights shall be in accordance with the "Building Data Chart" below, which also appears on Sheet 2 of the CDP/FDP. The Owners, in their sole discretion, shall determine the final use, gross floor area and building height of a building in accordance with the limitations set forth in the following chart.

BUILDING DATA CHART

Building Number	Preliminary Individual Average Grade	Max Building Height	Min Height above Plaza	Primary Uses	Primary Use Max GFA	Primary Use Min GFA	Approx. Lobby GFA	Secondary Use **	Secondary Use Max GFA	Secondary Use Min GFA	Building Maximum Total	Building Minimum TOTAL
Block 1:												
1	n/a	<u>*205'20</u> <u>5'</u>	<u>135.0'0'</u>	Office	330,000	180,000	3,000	Retail	25,000	10,000	358,000	193,000
2	n/a	<u>*205'20</u> <u>5'</u>	<u>50.0'0'</u>	Office	275,000	150,000	3,000	Retail	23,000	10,000	301,000	163,000
3	n/a	<u>*205'20</u> <u>5'</u>	<u>135.0'0'</u>	Office	275,000	150,000	3,000	Retail	12,000	5,000	290,000	158,000
4	n/a	<u>*205'20</u> <u>5'</u>	<u>150.0'0'</u>	Residential	435,000	320,000	5,000	Retail	55,000	5,000	495,000	330,000
5	n/a	<u>*205'20</u> <u>5'</u>	<u>50.0'0'</u>	Hotel/ Residential	168,000	-	3,000	Retail	35,000	15,000	206,000	18,000
6	<u>398.0'0'</u>	<u>140'140'</u>	n/a	Residential	240,000	80,000	3,000	Retail	17,000	3,500	260,000	86,500
Block 2:												
7	<u>361.0'0'</u>	<u>140'140'</u>	n/a	Office/ Residential	180,000	-	3,000	Retail	10,000	4,500	193,000	-
8	<u>363.0'0'</u>	<u>140'140'</u>	n/a	Office	155,000	75,000	existing	Retail	15,000	5,000	170,000	75,000
Notes												

*_Above Plaza, all other buildings measured from average grade plane

** Retail designation includes all Non-Principal uses as defined in Proffer 8 Elevation

** Retail designation includes all Non-Principal uses as defined in Proffer 9

*** Option of Block 2 Owner to transfer up to 228,000 gross square feet from Block 2 to Block 1

- B. Any bonus density associated with the provision of workforce dwelling units in accordance with Proffer 41 may be allocated to any use category. If such bonus density is applied to residential use, the Owners shall be entitled to one bonus market rate unit for each unit of work force housing provided. If such bonus density is applied to non-residential use, the Owners shall be entitled to one bonus square foot of gross floor area for every square foot of work force housing provided.
- C. If at any time a site plan is approved by the County for a hotel within 1/2 mile radius of the Property as such radius is shown on Exhibit D, or at any time after ten (10) years following the approval of this rezoning application by the Board of Supervisors, the Owners may convert Building 5 to residential or allocate any of the undeveloped Building 5 square footage as permitted on the chart above and on Sheet 2 of the CDP/FDP, provided it results in no more than 50% of the total permitted gross floor area on the Property being devoted to office use.
6. Maximum Density. The maximum gross floor area (“GFA”) that may be constructed on the Property shall be 1,282,614, exclusive of any bonus density associated with providing workforce housing. The Owners reserve the right to construct a lesser amount of GFA provided that when all the buildings depicted on the CDP/FDP are constructed at least thirty seven and one-half percent (37.5%) of the GFA within Block 1 and Block 2 must be residential, provided in the event the Block 1 parcel north of Reston Station Boulevard (Building 6) is severed from these Proffers pursuant to a subsequent legislative action by the Board of Supervisors, such 37.5% residential minimum shall be reduced to 28%. Notwithstanding anything set forth in the Building Data Chart in no event may more than 50% of the total permitted gross floor area be used for office use provided in the event the Block 1 parcel north of Reston Station Boulevard (Building 6) is severed from these Proffers pursuant to a subsequent legislative action by the Board of Supervisors, such 50% office maximum shall be increased to 59.5%. Each site plan for the Property submitted to the County shall include a tabulation setting forth the total GFA for which site plans have been previously approved on the Property and the uses comprising such GFA.
7. Building Heights. Building heights for each building shall not exceed the maximum or be less than the minimum building heights shown in the “Building Data Chart” set forth in Proffer 5.A. and on Sheet 2 of the CDP/FDP as “Maximum Zoning Height”, except in connection with the use of residential bonus density which would permit additional building height to accommodate such residential bonus units. The building heights for Buildings 1 through 5 as permitted and shown on the Building Data Chart shall be measured from the Plaza elevation, which is approximately 412 feet above sea level. Building Heights 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 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. Notwithstanding the foregoing, however, nothing shall preclude the ~~Applicant~~Owners from constructing temporary buildings to a lesser building height than that which is represented on the Building Data Chart, such as those temporary buildings permitted on the Plaza and on the parcel in Block 1 north of Reston Station Boulevard.

8. Phasing.

- A. Build-out of the Property may proceed in phases. The FAR and percentage of use constructed within a respective phase of the project may exceed the maximum density and percentage of use limitations set forth in Proffer 5 above so long as (i) such maximum density limitations are not exceeded over the entirety of the Property and (ii) such maximum percentage of use limitations are not exceeded at full buildout of the property. The creation of the Plaza (as defined in Proffer 3940 herein), open space areas and associated improvements may occur in phases, concurrent with the phasing of development/construction on the Property. As such, the total area of open space provided at any given phase of development shall not be required to be equivalent to the twenty percent (20%) overall open space required at project completion; provided that the total combined open space at the completion of all development shall satisfy the overall open space requirement as shown on the CDP/FDP. The timing for the construction of the Metrostation Facilities is as set forth in the Development Agreement. Attached as Exhibit C to the Proffers is an illustrative phasing plan for the buildings and associated parking that shows how the buildings and associated parking might develop over time. Such illustrative phasing plan is subject to modification by the Owners and the Owners reserve the right to develop the buildings and associated parking in any order.
- B. Interim Use of Building 6 Parcel. The portion of Block 1 located north of Reston Station Boulevard may be used for construction staging, construction and interim parking and construction/marketing/leasing offices prior to the construction of Building 6 as depicted on the CDP/FDP (the "Interim Uses"). During periods when such parcel will not be used for such Interim Uses for a period of two (2) years or more, the Owners agree to restore such areas, including reseeding any pervious surfaces, as appropriate and to maintain any impervious surfaces in a safe, clean and attractive manner, with screening surrounding all construction staging

areas to screen Reston Station Boulevard and Wiehle Avenue to the extent permitted by the Zoning Ordinance.

9. Retail and Non Principal Space. The Owners shall design and construct the Plaza level of the buildings to accommodate at least the minimum gross floor area of permitted principal and secondary uses other than the principal use of the building set forth in the Building Data Chart, including, but not limited, to business service and supply establishments, eating establishments, personal service establishments, financial institutions, retail sales (including grocery), pharmacies, health clubs, professional offices (including medical, insurance, financial services and similar professional offices) garment cleaning establishments, public uses, etc. (the “Non Principal Uses”), to have a floor to floor height of thirteen feet or greater and glass store fronts. In the event the Owners are unsuccessful in leasing such space for Non Principal Uses, the Zoning Administrator will permit such space to be utilized for the other Permitted Uses (set forth in Proffer 11), including the Principal Use in such building without requiring a PCA upon demonstration acceptable to the Zoning Administrator of good faith reasonable efforts to lease such space for Non Principal Uses. Subject to the total cap on retail gross floor area (including any permitted reallocation), Owners may develop retail and other Non Principal Uses on the Plaza level, along the travel ways (including Reston Station Boulevard, Wiehle Avenue, Reston Metro Center Drive, Comstock Metro Center Drive, Sunset Hills Road and the Dulles Airport Access/Toll Road), and the first two occupied floors of any building above its associated parking structure and on the top floor of any building.
10. Density Credit. Density credit shall be reserved for the Property as provided by Section 2-308 of the Zoning Ordinance for all dedications described herein and/or as shown on the CDP/FDP or as subsequently made at the time of site plan approval or otherwise.

II. PERMITTED USES

11. Permitted Uses.
 - A. The principal and secondary uses which shall be permitted are all of the principal and secondary uses allowed in the PDC District, except as set forth in paragraph B below.
 - B. The following uses shall not be permitted: (i) commercial outdoor swimming pools, tennis courts and similar courts (provided non-commercial pools and courts that are accessory to a permitted use are permitted) and (ii) single family attached dwellings. The following uses shall not be permitted unless an FDPA or Special Exception is obtained: (i) child care centers and nursery schools (ii) private schools of general

education and (iii) churches, chapels, temples, synagogues and other such places of worship with a child care center or nursery school.

- C. The permitted principal and secondary uses shall not result in any additional buildings beyond those represented on the CDP/FDP. However, the Owners reserve the right to (i) establish Group 8 Temporary Uses, including the hosting of special events on the Plaza and construction and sales/marketing trailers, in Blocks 1 and 2 of the CDP/FDP on an interim basis all without the necessity of an amendment to the CDP/FDP or Proffers if such do not alter the limits of clearing and grading including, but not limited to, as contemplated in Proffer 11.D. below.
- D. PDC “Temporary Uses” Permitted Without a Temporary Special Permit.
- Festivals, fairs or similar activities, as defined in Paragraph E below
 - Farmers’ Markets
 - Promotional activities of retail merchants, hotel operators and office tenants, both on an individual and collective basis
 - Sales, marketing and rental offices
- E. Festivals, Fairs or Similar Activities. The Owners shall be permitted to provide on the subject Property festivals, fairs, contests, sports events, music, theatrical and other performances, public gathering functions or similar activities including, without limitation, farmers’ markets, without the need for issuance or approval of a “Temporary Special Permit” in accordance with the following provisions:
- i. Maximum of 104 events per year;
 - ii. May be provided with or without admission or other fees provided at least ten percent (10%) of any fees received by the Owners shall be donated to the Institute for Public Art in Reston (“IPAR”) or a similar non profit, community based or charitable organization as determined by the Owner receiving such fees and provided no such restricted admission events shall prevent or ~~unreasonably~~ inhibit, as determined by the Zoning Administrator, access to and from the Metrostation Facilities from the Plaza;
 - iii. Sponsored by the Owners, or their designee, a civic organization, public entity including the Fairfax County Park Authority (“FPCA”), local chamber of commerce, charitable organization, service club, non-profit, or similar entity;
 - iv. Complies with all Health Department regulations;

- v. The Owners reserve the right to periodically close the Plaza to non-emergency vehicular traffic, provided no such closure shall prevent or ~~unreasonably~~ inhibit access to and from the Metrostation Facilities from the Plaza as determined by the Zoning Administrator.

- F. Unmanned Freestanding Automatic Teller Machines. The Owners shall be permitted to install up to five free-standing, unmanned bank teller (aka "ATM") machines on the Property; the footprint of each such ATM shall not exceed sixteen (16) square feet or any larger industry standard size in the event industry standard sizes change. ATMs shall NOT be counted toward the maximum amount of retail or non-residential GFA permitted on the Property referenced below. ATMs may be located in kiosks or in building facades in a manner that does not interfere with pedestrian movements or safety. This limitation on free standing ATMs shall not preclude additional ATMs within buildings or on building facades.

- G. Retail Kiosks/Movable Carts. The Owners shall be permitted to operate movable carts, which shall be defined as temporary, transportable kiosks that serve a retail purpose, provided the first ten (10) kiosks shall not be counted toward the maximum amount of retail or non-residential GFA permitted on the Property referenced below. Each kiosk/cart shall be no more than 120 square feet. One newsstand shall be permitted to be up to 1,500 square feet maximum size, which, if not portable, shall, notwithstanding the first sentence of this Proffer 11.G., be counted against the maximum amount of retail or non-residential GFA permitted on the Property, generally as shown on the CDP/FDP. Said carts may be located within plaza areas and garage areas, as determined by the Owners, provided that, cumulatively, said carts do not negatively impact streetscape views, do not interfere with pedestrian movements or safety and conform with the standards set forth in the "Design Guidelines", as described below.

- H. Cellar Space. The Owners reserve the right to utilize ~~cellar space~~ Cellar Space constructed as part of the proposed development for all permitted uses; provided, however, that the Owners shall be required to provide parking for the Cellar Space in accordance with the requirements of Article 11 of the Zoning Ordinance, as qualified by these Proffers. Any Cellar Space in the buildings shall not contain habitable residential units.

III. TRANSPORTATION

- 12. Dedication/Reservation of Right-of Way/Interparcel Access/Public Access Easements/Phasing.

- A. Dedication. The Owners shall dedicate to the Board of Supervisors fee simple right-of-way and/or grant easements necessary within 60 days following demand by FCDOT to allow for the construction of that portion of the improvements required in Proffers 14 and 15 to be constructed on the Property, as, and to the extent, shown on Sheet 20 of the CDP/FDP. If, at the time of site plan approval for Reston Station Boulevard and/or Comstock Metro Center Drive, VDOT has determined that all or any portion of such roads satisfy VDOT criteria to be accepted into the state system as a public street, then such portion of those roads that meet such criteria shall be dedicated to the Board of Supervisors. Such dedication shall occur as part of the respective site plan approval that proposes such improvements. Should a road project in general conformance with these proffered improvements be constructed by the County or others in advance of such a site plan, the Owners shall dedicate fee simple right-of-way and/or easements from the Property upon demand of the County and/or VDOT as, and to the extent, shown on Sheet 20 of the CDP/FDP.
- B. Reservation. The Owners shall reserve for the future widening of Sunset Hills Road the right-of-way shown on Sheet 20 of the CDP/FDP as well as any ancillary easements reasonably necessary to accommodate the road section shown on Sheet 20 at no additional cost to the County. Dedication of such right-of-way in fee simple and grant of such easements shall ~~occur~~ be provided upon demand of FCDOT at such time as the necessary engineering, funding and right-of-way and easements exist to permit the construction of ~~Sunset Hills as a six (6) lane roadway with turn lanes from American Dream Way to Wiehle Avenue.~~ the project for which the right-of-way or easements are needed.
- C. Interparcel Access. The Owners shall permit interparcel access between the portion of Block 1 located north of Reston Station Boulevard (Building 6) and the ~~parcel~~ parcels immediately to the north and west of such property (~~tax parcel 17-4-(01)-17B~~) as shown on Sheet 20 of the CDP/FDP, subject to the ~~owner~~ owners of such northerly ~~parcel~~ and westerly parcels entering into a ~~construction, maintenance and indemnity~~ an agreement reasonably acceptable to the Owners and consistent with the Development Agreement and any maintenance agreements associated therewith. Such interparcel access easement shall be subject to a public access easement. Should access be established to the north and west, the Owners shall enter into an agreement reasonably acceptable to all property owners to allow vehicular and pedestrian access through those parcels. The Owners agree to provide the necessary right-of-way or easement across the frontage of the Building 6 parcel to accommodate a right turn lane with construction by others. Should interparcel access to parcels north and west be feasible prior to the development of Building 6, the Owners shall re-evaluate the need for

direct access to Reston Station Boulevard in lieu of access via the interparcel easement.

- D. Public Access Easements. The Owners shall grant public access easements for vehicles and pedestrians over any portion of Reston Station Boulevard, Comstock Metro Center Drive and Reston Metro Center Drive that are not publicly dedicated rights-of-way. Additionally, the Owners shall grant a public access easement over the travelways on the Plaza for both vehicular and pedestrian traffic and over certain other portions of the Plaza for pedestrian traffic including access to the bridge connecting to the metro station. The areas to be subject to the public access easements and the purpose of such public access easements shall be generally as shown on ~~sheet-sheets~~ 11A and 11B, 14 and 15 of the CDP/FDP and shall include both travelways and the adjacent sidewalks. The form of such public access easements shall be ~~reasonably~~ acceptable to the County Attorney. Such public access easement shall expressly permit (i) the temporary closure of ~~all or~~ a portion of the Plaza in connection with construction and special events and (ii) the uses contemplated on the Plaza pursuant to these Proffers and the CDP/FDP, including such uses as special events, public art, outdoor seating (including outdoor seating associated with restaurants), kiosks, etc., provided at all times (including during periods of temporary closure) access to the station platform is maintained. Any public access easements for pedestrians access that are underneath a building or garage shall be limited vertically in scope to the actual upper and lower area of such breezeway or similar pass through.
- E. Transportation Phasing. The transportation improvements provided for in these Proffers shall be constructed in two phases, as such phases are indicated on Exhibit A as Phase I and Phase II. The Phase I Transportation Improvements shall be substantially complete and open to the public prior to the issuance of the Non RUP for the Metrostation Facilities, unless otherwise provided for in the Development Agreement or agreed to by the County. The Phase II Transportation Improvements shall be substantially complete and open to the public prior to the issuance of either a RUP or Non RUP for the first to occur of more than (i) 380,000 square feet of non residential uses, (ii) 575 residential units or (iii) a combination of 205,000 square feet of non residential uses and 275 residential units.

13. Right of Way Acquisition/Condemnation

- A. ~~The Metropolitan Washington Airports Authority (“MWAA”) and/or County Owners~~ are responsible, at their sole cost and expense, for timely acquiring all off-site right of way and easements necessary for the construction of the “Record of Decision Transportation Improvements”, as such improvements are set forth in Proffer 14 below.
- B. ~~Pursuant to the Development Agreement, the County, at its sole cost and expense, shall be responsible for timely acquiring all offsite right of way and easements necessary for the construction of (i) the “Additional Improvements”, as such improvements are set in Proffer 15 below and (ii) the pedestrian improvements as such improvements are set forth in Proffer 17.~~
- CB. For any of the Additional Transportation Improvements or pedestrian improvements for which off-site right of way and/or easements are required, if, ~~six (6) months subsequent to the initial request by the Owners to obtain the necessary right of way and easements (or such lesser time as the County may agree), the County, as and to the extent required by the Development Agreement, or the Commonwealth of Virginia~~ are unable to bring about the dedication by others ~~and of~~ the necessary right-of-way and easements, or to acquire by purchase the right-of-way or easements, then the Owners’ obligation to make such improvements shall be suspended provided such inability to construct such improvements shall not result in the suspension of or prevent the Owners’ ability to develop the property.

In the event the ~~County or the Commonwealth of Virginia~~ Owners are subsequently successful in acquiring the off-site right-of-way or easement, then the Owners shall construct the improvement(s) for which right-of-way or easements are available. It is expressly understood that in the event the ~~County or the Commonwealth of Virginia~~ abandons Owners abandon efforts or does not acquire the aforesaid right-of-way and/or easements by the date when the applicable improvement is to be substantially complete pursuant to Proffer 12.E. or 17.B as applicable, the Owners are relieved of any responsibility under this proffer to construct any off-site portion of the aforesaid transportation improvements specifically affected by the unavailability of the easements or right-of-way (with all associated bonds released) and the Owners shall escrow an amount (including required utility relocation costs if the project were undertaken as a public project) determined by DPWES, as appropriate, for any uncompleted portions of the transportation improvements. Such escrow to be posted when the applicable improvements are required to be built pursuant to the phasing set forth in Proffer 12.E. or Proffer 17.B. Such escrow shall be used ~~by the Owners~~ to construct transportation improvements, including pedestrian improvements, servin in the vicinity

of the Property as determined by the Owners, County, and VDOT (to the extent VDOT approval is required).

14. Construction of ~~Record of Decision~~ Transportation Improvements and Reston Metro Center Drive.

A. ~~Record of Decision~~ Transportation Improvements.

(i) The Owners shall construct (i) the Reston Station Boulevard and Comstock Metro Center Drive improvements as shown on Sheet 20 of the CDP/FDP and (ii) the other ~~Record of Decision~~ Decision Transportation Improvements, as such improvements are set forth on Exhibit A as the "~~Record of Decision~~ Decision Transportation Improvements", as contemplated in the Development Agreement and as such improvements may be modified by agreement of the Owners, MWAA and the County. The agreed upon scope of the ~~Record of Decision~~ Decision Transportation Improvements (except item 6 on Exhibit A which is Phase II Transportation Improvements) shall be substantially complete and open to the public prior to the issuance of the Non RUP for the Metrostation Facilities, unless otherwise provided for in the Development Agreement or agreed to by the County.

(ii) The ~~Record of Decision~~ Decision Transportation Improvements expressly include the traffic signals on Reston Station Boulevard and Reston Metro Center Drive. The Owners shall install the traffic signals on Reston Station Boulevard and Reston Metro Center Drive as shown on Exhibit A and shall modify the traffic signals at (i) Reston Station Boulevard and Wiehle Avenue and (ii) Comstock Metro Center Drive and Sunset Hills Road to accommodate the tie in of Reston Station Boulevard and Comstock Metro Center Drive, including new and/or updated traffic control equipment, all as determined and approved by VDOT. The Owners shall provide necessary easements for signal control equipment over the Property. The ~~County or MWAA~~ Owners, in accordance with the Development Agreement, shall be required to ~~provide~~ obtain any offsite easements necessary for signal control equipment, ~~at the County's or MWAA's expense~~, as contemplated in Proffer 13.A and 13.B. If Reston Station Boulevard is to be privately maintained, then the Road Maintenance Agreement described in Proffer 14.C. shall include maintenance of the signals installed on Reston Station Boulevard and such signals shall still be installed in accordance with VDOT standards to the extent practical. Following the installations of the signals at Reston Station Boulevard and Reston Metro Center Drive, the Owners shall, with each site plan for a new building in Block 1, analyze the signals on Reston Station Boulevard and Reston Metro Center Drive to

evaluate the operation of these roadways and entrances. The purpose of this evaluation is to ensure that signal timing facilitates reasonable access to all of the uses in Block 1. If it is determined that changes to signal timing are necessary, the Owners shall implement such changes.

- B. Public Road Option for Reston Station Boulevard and Comstock Metro Center Drive. Sheet 20 of the CDP/FDP shows Reston Station Boulevard and Comstock Metro Center Drive designed to VDOT public road standards (the “Public Road Option”). The Owners shall use good faith efforts to pursue the Public Road Option. In the event (i) VDOT indicates that the roads do not satisfy the VDOT criteria to be accepted into the state system as a public street, or (ii) if otherwise agreed to by the County, the Owners may design and construct Reston Station Boulevard and Comstock Metro Center Drive as a private road as shown on Sheet 20 (the “Private Road Option”). Modifications to the Public Road Option and the Private Road Option may be permitted by the County, including as contemplated by the Development Agreement, and the CDP/FDP need not be amended to reflect these changes. If the Private Road Option is developed, the Owners shall coordinate with the County to design such road, to the extent practical, in a manner that would not preclude its acceptance as a public road as parcels adjacent to the Property are developed and those adjacent parcels provide necessary right-of-way for a public road.
- C. Road Maintenance Agreement. In the event Reston Station Boulevard and Comstock Metro Center Drive, or either, are to be maintained (i.e., are not accepted into the public road system) as private roads, such private road(s) shall be maintained pursuant to a separate maintenance agreement to be entered into between the Owners and, at the Owners’ option, the Community Association (the “Road Maintenance Agreement”). The form and content of the Road Maintenance Agreement shall be subject to approval by the County Attorney’s office.
- D. Reston Metro Center Drive. Owners shall construct the Reston Metro Center Drive improvements as a private road (but subject to a public access easement) as shown on Sheet 20 of the CDP/FDP, as the same may be modified by agreement of the Owners and the County. At Owners’ option, the Owners may construct the “Alternate Reston Metro Center Drive Option” improvements as shown on Sheet 20 of the CDP/FDP, provided that the owner of tax parcel 17-4-(24)-4B grants to the County the necessary public access easement over the portions of the travelway located on its parcel and the affected parcel owners agree to a construction cost and maintenance cost reimbursement agreement acceptable to the Owners. Reston Metro Center Drive or Alternate Reston Metro Center Drive, as applicable, shall be substantially complete and open to the public prior to the issuance of the Non-RUP for the Metrostation Facilities,

unless otherwise agreed to by the County. The Owners reserve the right, subject to obtaining any required governmental approvals to extend Reston Metro Center Drive to connect with the Dulles Airport Access/Toll Road and such extension shall not require an amendment to these proffers or the CDP/FDP.

15. ~~Construction of Additional Transportation Improvements.~~

15. A. ~~Owners shall construct the additional transportation improvements and make the signal modifications set forth on Exhibit A as the "Additional Transportation Improvements" as the scope of such Additional Transportation Improvements may be modified by agreement of the Owners and the County. Site Plan for Comstock Metro Center Drive.~~

~~The Additional Transportation Improvements shall be installed in the timeframes set forth in Proffer 12.E.~~

- B. ~~The site plan for Comstock Metro Center Drive shall include the improvements north of the Sunset Hills Road/Isaac Newton intersection. Intersection.~~

16. Construction of Sunset Hills Road Improvements adjacent to the Comstock Parcel/Modification of Building Entrance.

- A. At such time as funding and right-of-way exist for the construction of Sunset Hills Road as a six (6) lane roadway with turn lanes ~~from American Dream Way to Wiehle Avenue~~, the Owners shall construct its one-half (1/2) section along its frontage of the Sunset Hills Road improvements as shown as "Sunset Hills Ultimate Six Lane configuration" on Sheet 20 of the CDP/FDP or, at the Owners' option, Owners may contribute the cost of such improvements (including required utility relocation costs if the project were under taken as a public project) to the County in lieu of construction. If at any time prior to such construction, the Comprehensive Plan is amended so that Sunset Hills is no longer shown as a six (6) lane roadway adjacent to the Comstock Parcel, then Owners' obligations under Proffer 12.B and this Proffer 16 shall terminate.

- B. If Building 8 in Block 2 is expanded as shown on the CDP/FDP, the Owners agree to coordinate with Fairfax County ~~Office~~Department of Transportation (and if Comstock Metro Center Drive is public, with VDOT) to modify the entrance to Building 8 as such modified entrance is shown on Sheet 5.A. of the CDP/FDP.

17. Installation of Streetscape and Pedestrian Improvements.

- A. Reston Station Boulevard, Comstock Metro Center Drive, Reston Metro Center Drive and Wiehle Avenue. The Owners shall install along and adjacent to (i) Reston Station Boulevard, (ii) Comstock Metro Center Drive, (iii) Reston Metro Center Drive, (iv) Wiehle Avenue (adjacent to the Property) and (v) north of the Sunset Hills Road/Isaac Newton intersection and (vi) within the Property, pedestrian improvements generally as shown on Sheets 12 (Pedestrian Circulation), 13 (Pedestrian Vertical Circulation), 14 (Site Section Exhibits) and 15 (Site Section Exhibits) of the CDP/FDP. Owners agree, that (i) Owners or the Community Association contemplated in Proffer 43 herein shall maintain any of such improvements that are not in the public right-of-way and shall maintain such improvements that are in the public right-of-way that VDOT will not accept for maintenance and the terms of such maintenance shall be set forth in the Road Maintenance Agreement or (ii) for any improvements to be located in the public right-of-way the Owners will use materials acceptable to VDOT if VDOT will not consent to such maintenance by the Owners. The Community Association documents shall disclose the existence of such maintenance obligation, if applicable. Such enhancements shall be shown on the public improvement or site plans for Reston Station Boulevard, Comstock Metro Center Drive, Reston Metro Center Drive, Wiehle Avenue and Building 6 (or applicable portion thereof). The site plan for Comstock Metro Center Drive shall include the improvements north of the Sunset Hills Road/Isaac Newton intersection.
- B. Streetscape and Pedestrian Improvements. The streetscape and pedestrian improvements shown on Sheets 12, 13, 14 and 15 of the CDP/FDP shall be installed prior to the final RUP and/or Non RUP ~~for associated with the~~ public improvement plan or site plan that includes such improvements, subject to the availability of the necessary right-of-way or easements, with any off-site right-of-way or easements to be provided by the County Owners as, and to the extent, provided for in the Development Agreement, and in Proffer 13.C. Notwithstanding the above, the streetscape and pedestrian improvements on the Property north of Reston Station Boulevard (Building 6) that front on Reston Station Boulevard need not be installed until Building 6 is constructed and shall be part of the Building 6 site plan, provided such parcel shall be screened as provided for in Proffer 8.B.
- C. Above Grade Pedestrian Connections to the North and West.
- (i) Should the owner of the parcels immediately to the north of the pedestrian connection from Reston Station Boulevard to the Plaza between Buildings 4 and 5 (Tax Parcel 17-4-((20))-1 through 30, inclusive) desire to make an above grade connection to the Plaza, the Owners shall permit such connection, including the grant of

necessary easements, subject to such owner to the north entering into a construction, maintenance and indemnity agreement reasonably acceptable to the Owners and subject to VDOT approval, if applicable. The Plaza and Metrostation Facilities shall include the structural supports to accommodate the landing of such above grade connection.

- (ii) Should the owner of the parcel immediately to the west of the pedestrian connection to the Plaza between Buildings 3 and 4 (Tax Parcel 17-4-((24))-4B) desire to make an above grade connection to the Plaza, the Owners shall permit such connection, including the grant of necessary easements, subject to such owner to the west entering into a construction, maintenance and indemnity agreement reasonably acceptable to the Owners. The Plaza and Metrostation Facilities shall include the structural supports to accommodate the landing of such above grade connection.

18. Required Approvals/Delays

- A. The transportation improvements to be constructed pursuant to these Proffers shall be subject to approval, to the extent such approval is required, of the Virginia Department of Transportation (“VDOT”), Fairfax County Department of Transportation and DPWES. “Substantially complete” in this Section III shall mean such road is base paved and open and available for use by the public, but not necessarily accepted by VDOT into the State secondary road system for maintenance.
- B. Upon demonstration by the Owners that, despite diligent efforts by the Owners and due to factors beyond the Owners’ reasonable control, provisions of the improvements to be made under this Section III have been delayed by others, the Zoning Administrator ~~shall~~ may agree to a later date for the completion of the improvement in question without requiring a PCA.

19. Scope, Location and Timing of Bus Facilities, Kiss and Ride Facilities and Bicycle Storage Facilities. The scope and location of the Bus Facilities, Kiss and Ride Facilities and Bicycle Storage Facilities shall be generally as set forth on Sheet 7 and 8 of the CDP/FDP and in conformance with the terms of the Development Agreement, unless otherwise agreed to by the County Parcel Owner. Such facilities shall be substantially complete and open to the public at the same time as the rest of the Metrostation Facilities, unless otherwise agreed to by the County Parcel Owner under the Development Agreement.

20. Additional Bike Storage Facilities. At the time of each site plan for a building, the Owners shall designate on such site plan and install a minimum of one (1) bicycle storage space per 7,500 square feet of commercial gross floor area and

one (1) bicycle storage space per 20 residential units in the associated parking garage that serves such building and/or a central bicycle storage area, which central bicycle storage area is in addition to the bicycle storage area to be developed as part of the Metrostation Facilities. Additionally, at time of site plan for buildings 1, 3 and 4 in Block 1 located on the Plaza, the Owners shall install on the Plaza the bicycle racks shown adjacent to such buildings generally in the locations shown on Sheet 11 of the CDP/FDP or such other locations as approved by FCDOT. The final location of all bicycle facilities for development on Blocks 1 and 2 are subject to approval by FCDOT. All such facilities designated on a site plan shall be installed prior to the issuance of the first RUP or Non-RUP for the building shown on such site plan.

21. Taxi Stands. The plaza may include a taxi stand waiting area that accommodates two (2) standard taxis, provided such taxi stand shall be located ~~proximate to~~ with the hotel use as shown on Sheet 11.B of the CDP/FDP.

IV. TRANSPORTATION DEMAND MANAGEMENT (excluding Metrostation Facilities).

22. Building Transportation Demand Management. This Proffer sets forth the programmatic elements of a transportation demand management plan that shall be implemented by the Community Association (as defined in Proffer 43) and/or one or more individual COAs (as defined in Proffer 43) (as applicable, the “TDM Operator”), to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the office and residential uses constructed on the Property (the “TDM Plan”). The TDM Plan shall complement the synergies already expected from the proposed development depicted on the CDP/FDP (including the construction of office, residential and hotel uses adjacent to a transit station) and the improvements referenced elsewhere in these Proffers. Neither this proffer 22 nor the obligations and responsibilities thereunder shall apply to the County’s operation of the Metro Station Facilities.

A. Definitions:

- i. Full Occupation. For purposes of this Proffer, “Full Occupation” of the proposed development shall be deemed to occur upon the issuance of (a) 95% of all RUPs for the residential buildings and (b) 95 percent (95%) of all Non-RUPs for the office buildings permitted within the proposed development.
- ii. Peak Hours. For purposes of this Proffer, the relevant weekday “Peak Hours” shall be that 60-minute period during which the highest weekday volume of mainline trips occurs between 6:00 to 9:00 AM and 4:00 to 7:00 PM, as determined by mechanical traffic counts conducted at two

select locations abutting the Property as approved in consultation with FCDOT. To determine the Peak Hour, such counts shall be collected beginning on a Monday at 24:00 hours and continuing to the following Thursday at 24:00 hours at a time of year that reflects typical travel demand conditions (e.g. September to May, not during a holiday week or when public schools are not in session). The relevant Peak Hours shall be defined in conjunction with each of the Trip Counts (as defined herein) required pursuant to this Proffer. The methodology for determining the Peak Hours may be modified subject to approval of FCDOT, but without requiring an amendment to these Proffers, in order to respond to technological and/or other improvements in trip counting.

- iii. TDM Program Manager. The TDM Program Manager (“PM”) shall be a qualified or trained TDM professional appointed by the TDM Operator to oversee all elements of the TDM Plan and act as the liaison between the TDM Operator. The PM may be employed either directly by the TDM Operator, or be employed through a property management company contracted by the TDM Operator.
- iv. TDM Account. The TDM Account shall be an account established by the TDM Operator and used by the PM each year to implement the TDM Plan in accordance with the TDM Budget.
- v. TDM Budget. The “TDM Budget” means the budget sufficient to implement the TDM Plan in a given year and shall include a contingency (the “TDM Budget Contingency”) equivalent to a minimum of 10% of the amount of the TDM Budget.
- vi. TDM Penalty Fund. The “TDM Penalty Fund” is an account into which the TDM Operator will deposit penalty payments as may be required to be paid pursuant to this Proffer.
- vii. TDM Remedy Fund. The TDM Remedy Fund shall be an account established by the TDM Operator and used to supplement the TDM Account in support of additional TDM strategies that may be determined to be necessary following any of the Trip Counts for which insufficient funding is not immediately available via the then-existing TDM Account.

B. TDM Components. The TDM Plan shall include the following components:

- i. General. The objective of the TDM Plan shall be the phased reduction of the number of vehicle trips generated by the new office and residential uses to be developed on the Property during the weekday Peak Hours (as determined based on ITE, 8th edition, Trip Generation rates and/or equations).
- ii. Employee/Tenant Trip Reduction Goals. Prior to the issuance of the first RUP or Non-RUP for the first new building or expansion on the Property

adding more than 100,000 square feet of GFA, the TDM Operator shall implement TDM strategies designed to achieve the trip reduction goals set forth in Proffer 22.B.v. In consultation with Fairfax County DOT, the TDM Operator will develop a survey targeted at measuring how the office employees and residential tenants achieve the trip reduction goals. This survey will credit all non single occupancy vehicle (SOV) modes toward the trip reduction goal.

~~iii. Intentionally Deleted.~~

~~iv.~~iii. The baseline number of vehicle trips against which the TDM Goals (as defined herein) will be measured shall be 1052 AM Peak Hour trips and 1030 PM Peak Hour trips (the “Baseline Trips”), which is based on 444 multifamily Residential Units and 641,000 square feet of Office Uses that may be constructed on the Property as part of the proposed development and using the trip generation rates/equations applicable to such uses and densities as set forth in the Institute of Transportation Engineers, Trip Generation, 8th Edition. In the event the Owners construct fewer than 444 multifamily Residential Units or 641,000 square feet of Office Uses as part of the proposed development, then the Baseline Trip generation numbers applicable upon Full Occupation shall be calculated as if the 444 multifamily Residential Units and 641,000 square feet of Office uses in the proposed development had actually been constructed as reflected on the CDP/FDP.

~~v.~~iv. TDM Goals. The “TDM Goals” shall be phased in accordance with the issuance of the RUPs for the Residential Units and the Non-RUPs for the

Office Uses in accordance with the following tables:

Residential Trip Reductions

AM Peak Hour

TDM Phase	Residential Use Permits (RUP)	Max. ITE Projected Trips	Target Peak Hour Trip Reduction Percentage	TDM Trip Reduction Goal
I (≤65% total RUPs)	1 to 289	144	30%	101
II (≥65% RUPs)	290 to 444	222	35%	144

PM Peak Hour

TDM Phase	Residential Use Permits (RUP)	ITE Projected Trips	Target Peak Hour Trip Reduction Percentage	TDM Trip Reduction Goal
I (≤65% total RUPs)	1 to 289	170	30%	119
II (≥65% RUPs)	290 to 444	262	35%	170

Office Trip Reductions

AM Peak Hour

TDM Phase	Non-Residential Use Permits (Non-RUP)	ITE Projected Trips	Target Peak Hour Trip Reduction Percentage	TDM Trip Reduction Goal
I (≤85% total Non-RUPs)	0 – 641,000 s.f.	706	25%	530
II (≥ 85% Non-RUPs)	+ 641,000 s.f.	830	35%	540

PM Peak Hour

TDM Phase	Non-Residential Use Permits (Non-RUP)	ITE Projected Trips	Target Peak Hour Trip Reduction Percentage	TDM Trip Reduction Goal
I (≤85% total Non-RUPs)	0 – 641,000 s.f.	677	25%	508
II (≥ 85% Non-RUPs)	+ 641,000 s.f.	797	35%	518

Total Trips Anticipated if Goals Achieved

TDM Phase	AM Peak Hour	PM Peak Hour
I	631	627
II	684	688

v. In addition to the levels of achievement charted in 22.B.iv. the office development is also structured to allow growth from Phase I in minimal increments of 1% per annum until the Phase II goal of 35% is achieved. The Owners shall demonstrate by annual surveys or trip counts as applicable that an annual increase of ≥1% is occurring.

C. TDM Plan. In order to meet the TDM Trip Reduction Goals (“TDM Goals”) set forth in this Proffer, the TDM Operator shall implement the TDM Plan. Because the TDM Plan represents the strategy to be employed by the PM to meet the TDM Goal(s), the TDM Plan may be amended from time to time in coordination with the Fairfax County Department of Transportation, without the requirement to secure an amendment to the Proffers; provided, however, that the TDM Goal(s) shall not be amended, and the amended TDM Plan shall include provisions for the following with respect to the proposed development:

i. Prior to the issuance of the first RUP for each Residential Building to be constructed as part of the proposed development, the TDM Operator shall make a one time contribution of \$50.00/unit in that building to a segregated sub-account in the TDM Account to fund a transit incentive program for initial purchasers and/or lessees of Residential Units in such building. Such program shall be prepared by the TDM Operator, in coordination with FCDOT, and shall include consideration for fare media

distribution and value loading, financing incentives, and alternative incentives (such as grocery delivery) tailored to residents that are not likely to make use of alternative commute option benefits.

- ii. A targeted marketing program for residential sales/leases that encourages and attracts TDM-oriented residents, such as bicyclists, one or no-car individuals/families and employees of nearby employers 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;
- iii. Integration of transportation information and education materials into office leases and residential sales/rental kits;
- iv. Establishment of a site-specific project website that includes multimodal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links;
- v. A parking management plan for the Residential Buildings and the Office Uses.
- vi. Distribution of fare media or other incentives, at least one time, to all initial residents of driving age, as well as on select occasions as an incentive;
- vii. Subject to agreement with third-party vendor(s) use of car sharing program(s) (such as ZipCar);
- viii. Establishment of a phasing strategy, coordinated with FCDOT as provided herein, to address which TDM strategies are implemented at what time; and
- ix. Participate in the existing LINK program that markets transit service in the Reston area, including the transit hub;
- x. Distribute an employee benefits package to new tenants, including site-specific transit-related information referencing the nearest Metro station and bus routes, and encouraging all employees to use Metrorail, bus service, shuttle service, carpool/vanpool, bicycling or walking;
- xi. Distribute to retail tenants and hotel management site-specific transit-related information referencing the nearest Metro station and bus routes, and encouraging retail and hotel employees to use Metrorail, bus service, shuttle service, carpool/vanpool, bicycling or walking;
- xii. Provide a sidewalk system designed to encourage/facilitate pedestrian circulation as set forth in the CDP/FDP;
- xiii. Provide bus facilities as set forth in the CDP/FDP; and
- xiv. Hold an annual, on-site Bike-to-Work event conducted in coordination with FCDOT.

- xv. Ridematching and Guaranteed Ride Home. The TDM Operator shall encourage and agree to coordinate office building space tenants and their employees participation in the Washington Council of ~~Government's~~ Government's ridematching and guaranteed ride home programs.
- xvi. The TDM Operator shall encourage office building space tenants to provide financial incentives to their employees to travel other than by single occupancy vehicles.
- xvii. The Owners shall, as part of the execution of each building space lease, advise each building space tenant that a private TDM program exists and encourage them to participate and contact the PM or FCDOT for participation opportunities.
- xviii. Preferential Parking for Car and Vanpools. In any office building, the Owners shall reserve three parking spaces per building convenient to parking garage entrance and exit points for car and vanpools and such spaces will be clearly identified as so reserved.
- xix. Residential buildings shall be hardwired to provide high capacity, high bandwidth communications lines, or the equivalent wireless access.
- xx. Intentionally deleted.
- xxi. Building Space Tenants/Employer Occupants in the office buildings shall be encouraged to offer employee benefit options including pre-tax/payroll subsidies for transit and van pool fares, flex time and alternative work schedule programs, live-near work incentives and telework programs.

D. TDM Program Manager (PM). Prior to the issuance of the first occupancy permit for new building development on the Property (excluding any interim buildings or buildings constructed on the Plaza as part of Phase 1 as set forth on Exhibit C-1), the TDM Operator shall develop a position description for and appoint the PM for the project, whose duties shall be to further develop, implement and monitor the various components of the TDM Plan, provided that the PM also may have other duties beyond implementation of the TDM Plan. The TDM Operator shall provide written notice to FCDOT of the appointment of the PM within thirty (30) days of such appointment, along with the position description prepared by the Owners and evidence of such PM's qualifications, and, thereafter, within ten (10) days of any change in such appointment. Following the initial appointment of the PM, the TDM Operator, as applicable, thereafter shall continuously employ, or cause to be employed, a PM for the proposed development.

E. TDM Budget. Within sixty (60) days following the issuance of the first occupancy permit for new building development on the Property (excluding any interim buildings or buildings constructed on the Plaza as part of Phase 1 as set forth on Exhibit C-1), the Owners, through the PM, shall formulate the TDM Budget sufficient to implement the TDM Plan for the remainder of the year and

for the next calendar year, which amount shall be \$25,000 initially and increased to \$50,000 following the issuance of occupancy permits for more than 250,000 square feet of development, adjusted annually based on the CPI (as defined in Proffer 47) and subject to reduction during periods when the TDM or trip reductions goals are met based on the CPI. In conjunction with annual monitoring of TDM strategies as provided in Proffer 22.I below, the PM shall re-establish the TDM Budget each year for the forthcoming year.

- F. TDM Account. Within ninety (90) days following the issuance of the first occupancy permit for new building development on the Property (excluding any interim buildings or buildings constructed on the Plaza as part of Phase 1 as set forth on Exhibit C-1), the TDM Operator shall establish and fund the TDM Account in an amount equal to the initial TDM Budget for the TDM Plan and including the TDM Budget Contingency. The PM shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within fourteen (14) days of its establishment. As provided in Proffer 22.I below, the PM shall provide an annual report of the TDM Account to FCDOT, and such report shall include demonstration that the applicable strategies of the TDM Plan were implemented and sufficiently funded that year.
- i. Annual Funding. The TDM Account shall be replenished annually based on the forthcoming year's estimated TDM Budget and any transfer of funds to the TDM Remedy Fund as provided in Proffer 22.G below.
 - ii. Management of TDM Account. The TDM Account shall be managed by the TDM Operator. A line item for the TDM Account shall be included in the Community Association and/or applicable COA budget upon the establishment of the Community Association and/or applicable COA. The association documents that establish and control the Community Association and/or applicable COA shall provide that the TDM Account shall not be eliminated as a line item in the Community Association and/or applicable COA budget, and that funds in the TDM Account shall not be utilized for purposes other than to fund the TDM Plan.
- G. TDM Remedy Fund. Concurrent with the establishment and funding of the TDM Account, the TDM Operator shall establish a separate, interest-bearing account referred to herein as the "TDM Remedy Fund." All interest earned on moneys deposited in the TDM Remedy Fund shall be added to the principal of the TDM Remedy Fund and used for TDM Remedy Fund purposes. Prior to the issuance of the first RUP or Non-RUP for new building development that raises the total development on the Property above 250,000 square feet, the TDM Operator shall contribute to the TDM Remedy Fund moneys in an amount necessary for the TDM Remedy Fund to achieve a \$100,000.00 balance. Moneys from the TDM Remedy Fund shall be drawn on by the Community Association and/or applicable COA only for purposes of immediate need of TDM funding. The revenues transferred from the TDM Remedy Fund to the TDM Account thereafter shall be repaid to the TDM Remedy Fund through the transfer of subsequent surpluses, if

any, in the TDM Account, as provided in subparagraph 22Gi below. The TDM Operator shall continue to replenish the TDM Remedy Fund as necessary to maintain a balance of \$100,000.00.

- i. Excess Funds in TDM Account. Until such time as the Phase II TDM Goal is met, any funds remaining in the TDM Account at the end of any given year shall be transferred to the TDM Remedy Fund until such time as the TDM Remedy Fund has achieved a balance of \$100,000.00, as adjusted based on inflation from the date of the initial deposit into the TDM Remedy Fund to the last day of such year. Once the TDM Remedy Fund achieves a balance of \$100,000.00, then any funds remaining in the TDM Account at the end of any given year shall remain in the TDM Account to be utilized for the next calendar year's TDM Budget. In the event that the TDM Remedy Fund is drawn upon, then the TDM Remedy Fund shall be replenished during the next TDM Budget cycle (and repeated for multiple TDM Budget cycles, if necessary) until the TDM Remedy Fund achieves a balance of \$100,000.00, as adjusted for CPI.

H. Intentionally Deleted.

I. TDM Monitoring and Reporting.

- i. Annual Surveys. Every other September, the PM shall conduct a survey of residents and office tenants (the "~~Bi~~-Annual Survey") designed to evaluate the effectiveness of the TDM Plan in meeting the TDM Goals applicable at that time and to evaluate the need for changes to the TDM Plan. The PM shall coordinate the draft ~~Bi~~-Annual Survey materials and the methodology for validating Survey results with FCDOT prior to each ~~Bi~~-Annual Survey. If a ~~Bi~~-Annual Survey reveals that changes to the TDM Plan are needed or advisable, then the PM shall coordinate such changes with FCDOT and, as necessary, adjust the TDM Budget (subject to the cap set forth in Proffer 22.E.) and implement the revisions. The PM shall submit as part of each ~~Bi~~-Annual Report (defined below) an analysis of the ~~Bi~~-Annual Survey, if conducted that year, to FCDOT. Such analysis shall include at a minimum:
 - a. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;
 - b. The number of people surveyed and the number of people who responded;
 - c. The results of the surveys taken during the survey period;
 - d. The number of residents, employees and/or others participating in the TDM programs, displayed by category and mode of use;

- e. An evaluation of the effectiveness of the TDM program elements in place, including their effectiveness at achieving the TDM Goals, and, if necessary, proposed modifications;
 - f. A description of the uses constructed and occupied on the Property at the time the Survey was conducted.
- ii. Annual Report. The PM shall report bi-annually to FCDOT on the TDM Plan no later than ninety (90) days after completion of the Bi-Annual Survey and, as required, the annual Trip Count (the “Bi-Annual Report”). The Bi-Annual Report shall include (a) a description of the prior years TDM strategic efforts, including, as applicable, sample marketing materials; (b) a financial statement that includes the TDM Budgets and TDM Account revenues and expenditures for the preceding two years; (c) an analysis of the Bi-Annual Survey, as applicable, for the preceding years; (d) a compilation and analysis of any Trip Counts that were conducted during the preceding years; (e) discussion of any changes to the TDM Plan for the upcoming two years; and (f) the TDM Budget for the upcoming two years. The PM also shall post copies of the Annual Report, including the Bi-Annual Survey, on the TDM website required in Proffer 22.C above.
- iii. Adjustments to Calendar and Due Dates. Upon mutual agreement between FCDOT and the PM, the due dates for the delivery of the Bi-Annual Report may be extended by up to sixty (60) days if changes have occurred, or appear to have occurred, in trip characteristics resulting from events such as the opening of an additional phase of development or changes to the TDM Plan that are not yet fully implemented as of the due date for the Annual Report.
- iv. Meetings with FCDOT. The PM shall meet with FCDOT annually to discuss the results of the Trip Counts, the Bi-Annual Survey, the Bi-Annual Report and the TDM Plan.

J. Trip Counts.

- i. Annual Trip Counts. If, based on the survey data, the Property is not achieving the Trip Reduction Goals, PM shall conduct a Trip Count between eight (8) and twelve (12) months after the Bi-Annual Survey indicating non achievement to measure the actual vehicle trips generated by the residential/office uses constructed on the Property as of the date the Trip Count is completed and to evaluate whether such vehicle trips are less than, equal to or greater than the applicable phased TDM Goal (which is determined by the number of residential units or square footage, respectively, for which RUPs or Non-RUPs have been issued) set forth in Proffer 22B above. Trip Counts provided to FCDOT shall include

information on the percentage of RUPs and Non-RUPs issued for the proposed development as of the date of the Trip Count.

- ii. Methods. For purposes of this Proffer, Trip Counts shall be measured on three (3) consecutive days over a maximum two-week period (but not including a week containing a federal holiday or when public schools are not in session) between September 1 and October 31 of each calendar year, or such other time as the PM and FCDOT shall mutually determine. The Trip Counts shall include Peak Hour counts of vehicles entering and exiting driveways to buildings within the proposed development, as well as intersection turning movement counts at those street connections to/from the Property, but excluding cut-through trips, retail trips, trips associated with the County owned and operated garage, bus loop and kiss and ride facilities, as coordinated with and approved by FCDOT. The Trip Counts shall be conducted so that only trips generated by the residential and office uses on the Property shall be counted (i.e. cut-through trips, retail trips, and trips associated with the County owned and operated garage, bus loop and kiss and ride facilities, etc., shall be excluded). Values will be provided for each residential building and office building included in the proposed development, and a sum of vehicle trips generated by such buildings will be calculated.

- iii. Frequency of Trip Counts. Once initiated, the PM shall conduct Trip Counts ~~bi~~-annually until such time as the earlier of (A) the Property is achieving the Trip Reduction Goals for two (2) consecutive years or (B) two (2) consecutive ~~bi~~-annual Trip Counts conducted starting at least one (1) full calendar year after the proposed development reaches Full Occupation show that vehicle trips generated by the residential and office uses in the proposed development are less than or equal to the Phase II TDM Goal. If the results of two (2) consecutive Trip Counts reveal that the Phase II TDM Goal has been met (the "Success Event"), then the Letter of Credit (as defined in Proffer 22.K herein) (or cash, as applicable) shall be returned to the entity that posted it (or its assigns). Notwithstanding the provisions of this paragraph, FCDOT may request Trip Counts be undertaken at any time to validate traffic data, but not more frequently than once per calendar year. If such requests are made by FCDOT, the PM shall conduct the requested Trip Counts.

- iv. Evaluation. The results of each Trip Count shall be compared to the maximum number of trips allowed under Proffer 22.B. above for the then-applicable phase of the proposed development to determine whether actual traffic counts are equal to, less than or greater than the maximum allowed trips for the then-applicable TDM Goal.

a.i. Compliance. In the event the trips generated by the residential and office buildings constructed at the time the Trip Count is conducted are equal to or less than the maximum allowed

trips set forth in Proffer 22.B as determined by the then-applicable phase of the proposed development and the office trip reduction percentage is greater than 25% and greater than the trip reduction percentage from the most recent annual Trip Count as set forth in Proffer 22.B.iv., then (i) no penalty is owed, and (ii) the TDM Operator shall continue to administer the TDM Plan in the ordinary course, in accordance with the provisions of these Proffers until the Phase II TDM Goal has been met for two (2) consecutive Trip Counts after which Proffer 22.I.v below shall apply. ~~In the event that the trips generated by the office buildings are greater than the maximum allowed trips as set forth in Proffer 22.B as determined by the then applicable phase of the proposed development the TDM plan shall still be in compliance if the following conditions are met:~~

i. ~~— The office trip reduction percentage is greater than 25% and greater than the trip reduction percentage from the most recent annual Trip Count.~~

b. Out of Compliance. In the event the trips generated by the Residential and Office Buildings constructed at the time the Trip Count is conducted are greater than the maximum allowed trips as determined by the then-applicable phase of the proposed development so that the TDM plan is not in compliance pursuant to 22.J.iv.a above, then the PM shall convene a meeting with FCDOT within forty-five (45) days of the completion of the Trip Count to review the results of that Trip Count and the TDM Plan then in place and to develop modifications to the TDM Plan and the TDM Budget to address the surplus of trips. The PM shall submit any revisions to the TDM Plan and TDM Budget to FCDOT within forty-five (45) days following this meeting. If no written response is provided by FCDOT within seventy-five (75) days, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget, the PM shall (a) draw down on the TDM Remedy Fund, as needed; (b) increase the TDM Account with TDM Remedy Funds, if necessary, in order to cover any proportional additional costs to implement the updated TDM Budget; and (c) implement the provisions of the revised TDM Plan as developed in consultation with FCDOT.

v. Ongoing Implementation of TDM Plan. Once the Success Event has occurred, the Letter of Credit/Cash (as defined in this Proffer 22.k) (as then-valued) shall be returned to the entity who posted it (or their assignee). The PM shall conduct additional Trip Counts at five (5) year intervals to determine whether the Phase II TDM Goal continues to be met. In the event that a Bi-Annual Report submitted by the PM

demonstrates through trend analysis that a change in commuting patterns has occurred that is significant enough to reasonably call in to question whether the Phase II TDM Goal continues to be met, as determined by FCDOT, then FCDOT may require the PM to conduct additional Trip Counts on a more frequent basis (but not more frequently than once per year) to determine whether, in fact, the Phase II TDM Goal is being met.

- a. Continuation of TDM Plan. In the event subsequent Trip Counts conducted after the Success Event reveal that the actual trips generated remain equal to or less than the maximum number of trips permitted under Phase II TDM Goal, then the PM shall continue to implement the TDM Plan and to make ~~Bi~~-Annual Reports to FCDOT, provided the TDM Budget and TDM Remedy Fund may be reduced to the amount reasonably estimated to be necessary to maintain compliance with the TDM Goals in consultation with FCDOT.
- b. Further Revisions to TDM Plan. In the event subsequent Trip Counts conducted after the Success Event expires reveal that the actual number of trips generated by the proposed development are greater than the maximum number of trips permitted under the Phase II TDM Goal, then the PM shall convene a meeting with FCDOT within thirty (30) days of the completion of the Trip Count to review the results of the Trip Count and the TDM Plan then in place and to develop modifications to the TDM Plan and the TDM Budget to address the surplus of trips. The PM shall submit any revisions to the TDM Plan and TDM Budget to FCDOT within thirty (30) days following this meeting. If no written response is provided by FCDOT within sixty (60) days, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget, the PM shall (a) draw down on the TDM Remedy Fund, as needed; (b) increase the TDM Account with TDM Remedy Funds, if necessary, in order to cover any proportional additional costs to implement the updated TDM Budget; and (c) implement the provisions of the revised TDM Plan as developed in consultation with FCDOT. The PM shall repeat the process above (including additional adjustments to the TDM Plan, additional funding and additional monitoring) until the Phase II TDM Goal again has been met for two (2) consecutive years, whereupon the PM shall then be required to conduct Trip Counts only at five (5) year intervals, as described above.

- K. TDM Penalty Fund. Concurrent with the funding of the TDM Remedy Account, the TDM Operator shall (a) establish the TDM Penalty Fund and (b) deliver to the County (i) \$200,000.00 cash or (ii) an irrevocable letter of credit in the stated amount of \$200,000.00 issued by a banking institution approved by the County to

secure the TDM Operator's obligations to make payments into the TDM Penalty Fund as described below (collectively, the "Letter of Credit/Cash"). If a letter of credit is used to secure the TDM Penalty Fund, then it shall name the County as the beneficiary and shall permit partial draws or a full draw.

- i. Establishment of TDM Penalty Fund; Letter of Credit. Prior to the Success Event, if the results of the ~~bi-annual~~Annual Trip Count conducted starting at least one (1) full calendar year after the proposed development reaches Full Occupation reveal that the actual vehicle trips generated by the proposed development exceed the maximum number of trips permitted under the Phase II TDM Goal, and after an appropriate payment has been made from the Remedy Fund to enhance the TDM Plan and 12 calendar months have passed and a follow up trip reduction survey reveals that the trip reduction goals have not been met and a subsequent trip reduction survey reveals that the maximum allowable trips have been exceeded and the TDM plan is not in compliance then the TDM Operator shall pay into the TDM Penalty Fund the amounts specified below. FCDOT may thereafter withdraw funds from the TDM Penalty Fund. If the TDM Operator fails to pay what is due to the TDM Penalty Fund, then, upon thirty (30) days written demand, FCDOT may draw against the Letter of Credit/Cash in the amount then due and owing. FCDOT may apply funds withdrawn from the TDM Penalty Fund, or drawn under the Letter of Credit/Cash to transit subsidies at the Property. The maximum aggregate amount of all penalties to be paid under Proffer 22 is \$200,000.00 and once such sum has been paid, the Letter of Credit/Cash shall be returned to the entity who posted it (or their assigns) and no further penalties shall be due under this Section 22. No penalties shall be imposed while the Phase I TDM Goal is applicable.
 - a. Failure up to 5%. A failure in the reduction of trips in either or both of the Peak Hours by five percent (5%) or less requires the TDM Operator to make a payment to the TDM Penalty Fund of \$1,000.00 per vehicle trip for each trip that exceeds the Phase II TDM Goal for the applicable Peak Hour.
 - b. Failure greater than 5% but less than or equal to 10%. A failure in the reduction of trips in either or both of the Peak Hours by more than five percent (5%) but less than or equal to ten percent (10%) requires the TDM Operator to make a payment into the TDM Penalty Fund of \$1,500.00 per vehicle trip for each trip that exceeds the Phase II TDM Goal for the applicable Peak Hour
 - c. Failure Greater than 10%. A failure in the reduction of trips in either or both of the Peak Hours by an amount greater than 5% requires the TDM Operator to make a payment into the TDM Penalty Fund of \$2,000.00 per vehicle trip for each trip that exceeds the Phase II TDM Goal for the applicable Peak Hour.

Enforcement. If the PM fails to timely submit the ~~Bi~~-Annual Report to FCDOT as required by this Proffer, the County may thereafter issue the PM a notice stating that the PM has violated the terms of Proffer 22.I and providing the PM ninety (90) days within which to cure such violation. If after such ninety (90) day period the PM has not submitted the delinquent ~~Bi~~-Annual Report, then the TDM Operator shall be subject to a penalty of \$100.00 per day payable to Fairfax County from the TDM Penalty Fund to be used for transit subsidies at the Property until such time as the report is submitted to FCDOT.

IV. STORMWATER MANAGEMENT AND BEST MANAGEMENT PRACTICES

23. Storm Water Management Plan. Unless otherwise waived by the County or permitted to be developed off-site, stormwater management and BMPs will be provided on site in accordance with the Public Facilities Manual in ~~effect~~ effect as of the date of these Proffers. Any onsite stormwater management facilities shall be maintained by the Owners and/or the Community Association, provided, in the event any of the residential buildings are developed as, or later converted to, individual for sale condominium units, no residential condominium association and no individual residential unit owner, will have any requirement to contribute to the maintenance or replacement of such facilities.

VI. PARKING (EXCLUDING METROSTATION FACILITIES)

24. Structured Parking. Parking for the buildings shown on the CDP/FDP shall be in parking structures generally as shown on sheets 8, 16, 16A and 16B of the CDP/FDP. The Owners reserve the right to modify the parking layout in Block 1 as contemplated by the Development Agreement without requiring a PCA and/or CDPA/FDPA, provided the parking for the uses, excluding the Metrostation Facilities, is in compliance with Article 11 of the Zoning Ordinance. Notwithstanding any modification of layout, the number of parking spaces (excluding the Metrostation Facilities) shall be as set forth in Proffer 25 below.
25. Parking Spaces. Development is to occur in multiple phases for Buildings 1 through 8 as shown on the CDP/FDP as contemplated by Proffer 8. Parking for Block 1 will be constructed in phases as buildings are developed. As development and parking construction is phased, the Owners reserve the right to provide parking in excess of the minimum required per Ordinance provided (i) upon the completion of all buildings shown on Block 1 on the CDP/FDP, parking does not exceed the minimum number required by Article 11 of the Ordinance as it exists today and (ii) upon completion of all buildings shown in Block 2 on the CDP/FDP, parking for all new buildings or additions to buildings does not exceed the minimum number required by Article 11 of the Ordinance as it exists today. The parking supply shall be phased as follows: The first building of office development shown on a site plan for Block 1 shall not exceed 3.5 spaces per 1,000 square feet of gross floor area for such building and the second building of office development shown on a site plan for Block 1 shall not exceed

3.0 spaces per 1,000 square feet of gross floor area for such building. The third building of office development constructed on Block 1 shall, subject to DPWES approval, have a parking supply that is below current code requirements. Buildings 4 (Residential) and 5 (Hotel/Residential) shall have parking at the minimum requirement per Article 11 of the Ordinance as it exists today. The intent upon completion of the development of Buildings 1 through 5 on Block 1 is that the cumulative parking supply does not exceed the minimum code requirement in effect on the date of approval of this application.

26. Parking Demand Study. Prior to site plan approval for the first office building in Block 1, the Owners shall complete a parking demand study for submittal to FCDOT. The scope of the study shall be approved by FCDOT and shall use the guidelines promulgated in 'Shared Parking' by the Urban Land Institute (ULI), which guidelines are published in the ULI, Shared Parking, 2nd Edition, 2006.
27. Future Parking Reduction. Subsequent to obtaining the Parking Demand Study, the Owners shall submit and pursue approval ~~by~~from the Board of Supervisors of a parking supply reduction prior to site plan approval for the third office building in Block 1. A target reduction of 20% from the number of parking spaces required in Article 11 of the Ordinance is desired, but the actual reduction pursued will be based on the Parking Demand Study. Any modification to the parking requirement or layout resulting from a reduction approved by the County shall not require a PCA and/or CDPA/FDPA. The Owners shall have no further obligation under this Proffer 27 if the Board of Supervisors does not approve a parking reduction.
28. Parking During Construction. At time of each site plan following the establishment of the first use, the Owners shall demonstrate how the parking requirement for the existing uses will be satisfied during construction, and the Owners shall be permitted to use valet, stacked and off-site parking arrangements during such periods of construction, as reasonably approved by the Fairfax County Department of Transportation. Notwithstanding the maximum parking limitations contained in Proffer 25 above, the Owners shall be permitted to provide parking to accommodate construction workers during build out of the project.

VII. DESIGN

29. Design ~~Concepts~~ Guidelines.
 - A. Character of Development. The architectural guidelines for the Property with respect to building scale and massing, building siting, screening of parking structures, the design of the Plaza, and streetscape are set forth in the Design Guidelines attached as Exhibit B (the "Design ~~Concepts~~ Guidelines"). These Design ~~Concepts~~ Guidelines are intended to be illustrative of the general quality and character of the development. Modifications to these elements as shown in the Design

~~Concepts~~Guidelines shall not require an amendment to the Proffers or CDP/FDP, and are permitted provided the changes are in substantial conformance with the general character and quality of the Design ~~Concepts~~Guidelines, as determined by the Zoning Administrator, and that such changes are uniform throughout a Block so that the buildings and improvements within a block have a complimentary design theme. The foregoing is not intended to prohibit each building having its own distinctive architectural character.

- B. Review of Site Plans and Building Plans. At the time of each site plan and building plan submission, a copy of such plans shall also be submitted to the Hunter Mill District Supervisor and Planning Commissioner for review and comment, with copies of such plans also provided to the Reston Planning and Zoning Committee.
- C. Environmental Design Practices (excluding Metrostation Facilities).

OFFICE: Target of LEED Silver Certification

- (i) The Owners will include as part of each site plan and building plan submissions, a list of specific credits within ~~Version 3.0~~the most current version of the U.S. Green Building Council's Leadership in Energy and Environmental Design — New Construction (LEED-NC) rating system, or, at the Owner's option, other LEED rating system determined to be applicable to each new building by the U.S. Green Building Council (USGBC) and approved by the Environment and Development Review Branch of the Department of Planning and Zoning (DPZ) that the ~~Applicant~~anticipates Owners anticipate attaining. At least one principal participant of the ~~Owner's~~Owners' project team shall be a LEED Accredited Professional, who is also a professional engineer or architect licensed to practice in the Commonwealth of Virginia and will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list are expected to meet at least the minimum number of credits necessary to attain LEED Silver certification for each new office building.
- (ii) Prior to site plan approval, the ~~Applicant~~Owners will designate the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify ~~and~~any documentation or paperwork.

- (iii) Prior to building plan approval for each office building to be constructed, the ~~Applicant~~Owners will submit documentation, to the Environment and Development Review Branch of DPZ, regarding the U.S. Green Building Council's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Prior to release of the bond for the respective building, the ~~Applicant~~Owners shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating the status of attainment of LEED Certification from the U.S. Green Building Council for the building to which the bond relates.
- (iv) As an alternative to the actions outlined in, and in lieu of the requirements of, paragraphs (i) through (iii) above, or if the ~~project architect's or~~ U.S. Green Building Council's review of design-oriented credits indicates that ~~a~~the specific office building is not anticipated to attain a sufficient number of design-related credits, along with the anticipated construction-related credits, to support attainment of the required level of LEED Silver certification, prior to building plan approval, the Owners will execute a separate agreement and post a "green building escrow" in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$2.00 per gross square foot for the respective building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification by the U.S. Green Building Council under ~~Version 3.0~~the most current version of the LEED-NC rating system or, at the Owner's option, other LEED rating system determined, by the U.S. Green Building Council and approved by the Environment and Development Review Branch of DPZ, to be applicable to each building. The provision to the Environment and Development Review Branch of DPZ of documentation from the U.S. Green Building Council that each building has attained LEED certification will be sufficient to satisfy this commitment. If the ~~Applicant fails~~Owners fail to provide documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of ~~LEED~~ certification within two (2) years of issuance of the final RUP/non-RUP for the building, the ~~Owners will cooperate with the~~escrow will be released to Fairfax County to agree on certain enhancements to be made to the building with the escrowed funds that ~~and will achieve the goal of environmentally sustainable design, including energy efficiency~~

enhancements be posted to a fund within the county budget supporting implementation of county environmental initiatives.

RESIDENTIAL and HOTEL: Target of LEED certification

- (v) Prior to site plan approval for each building, the Owners will, if the certifications required below have not been obtained, execute a separate agreement and post for that building, a “green building escrow,” in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$2.00 per gross square foot for the respective building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification, by the U.S. Green Building Council, under the most current version of the U.S. Green Building Council’s Leadership in Energy and Environmental Design-New Construction (LEED®NC) rating system, or at the Owners’ option, other LEED rating system determined to be applicable to the building(s) by the U.S. Green Building Council and approved by the Environment and Development Review Branch of DPZ. The provision to the Environment and Development Review Branch of DPZ of documentation from the U.S. Green Building Council that each building has attained LEED certification will be sufficient to satisfy this commitment. If the Owners fail to provide documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED certification within two (2) years of issuance of the RUP/non-RUP for the building, the escrow will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.
- (vi) The Owners will include, as part of each site plan submission, a statement certifying that a LEED®-accredited professional who is also a professional engineer or architect licensed to practice in the Commonwealth of Virginia is a member of the design team, and that the LEED-accredited professional is working with the team to incorporate sustainable design elements and innovative technologies into the project with a goal of having the project attain LEED certification.
- (vii) The Owners will include, as part of each site plan/subdivision plan submission and building plan submission for each building, a list of specific credits within ~~Version 3.0~~the most current version of the U.S. Green Building Council’s Leadership in Energy and Environmental Design—New Construction (LEED®-NC) rating

system, or, at the Owners' option, other LEED rating system determined to be applicable to the building(s) by the U.S. Green Building Council, and approved by the Environment and Development Review Branch of DPZ that the applicant anticipates Owners anticipate attaining.- A professional engineer or architect licensed to practice in the Commonwealth of Virginia will provide certification statements at both the time of site plan/subdivision plan review and the time of building plan review confirming that the items on the list will, to the best of its knowledge, meet at least the minimum number of credits necessary to attain LEED certification of the building in question.

(viii) Prior to issuance of RUPs for any residential building and non-RUP for the hotel, the Owners will provide to the Environment and Development Review Branch of DPZ a letter from a LEED®-accredited professional certifying that a green building maintenance reference manual has been prepared for use by future building occupants (including tenants of properties to be rented or leased), that this manual has been written by a LEED-accredited professional, that copies of this manual will be provided electronically to all future building occupants and that this manual:

- provides a narrative description of each green building component, including a description of the environmental benefits of that component and including information regarding the importance of maintenance and operation in retaining the attributes of a green building;
- provides, where applicable, product manufacturer's manuals or other instructions regarding operations and maintenance needs for each green building component, including operational practices that can enhance energy and water conservation;
- provides, as applicable, either or both of the following: (1) a maintenance staff notification process for improperly functioning equipment; or (2) a list of local service providers that offer regularly scheduled service and maintenance contracts to assure proper performance of green building-related equipment and the structure, to include, where applicable, the HVAC system, water heating equipment, water conservation features, sealants, and caulks; and
- provides contact information that building occupants can use to obtain further guidance on each green building component.
- Prior to approval of non-RUPs/RUPs, the Owners will provide an electronic copy of the manual in pdf format to the Environment and Development Review Branch of the Department of Planning and Zoning.

~~(viii) As an alternative to the actions outlined in and in lieu of the requirements of paragraphs (v) through (vii) above, or if the project architect or U.S. Green Building Council's review of design-oriented credits indicates that a specific building is not anticipated to attain a sufficient number of design-related credits, along with the anticipated construction-related credits, to support attainment of the required level of LEED certification, prior to building plan approval, the Owners will execute a separate agreement and post a "green building escrow" in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$2.00 per gross square foot for the respective building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification by the U.S. Green Building Council under Version 3.0 of the LEED-NC rating system or, at the Owner's option, other LEED rating system determined, by the U.S. Green Building Council, to be applicable to each building. The provision to the Environment and Development Review Branch of DPZ of documentation from the U.S. Green Building Council that each building has attained LEED certification will be sufficient to satisfy this commitment. If the Applicant fails to provide documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED certification within two (2) years of issuance of the final RUP/non-RUP for the building, the Owners will cooperate with the County to agree on certain enhancements to be made to the building with the escrowed funds that will achieve the goal of environmentally sustainable design, including energy efficiency enhancements.~~

- (ix) ~~applicant reserves~~ Owners reserve the right to offer a comparable, green building rating system with third party review which is equivalent to the USGBC and which is acceptable to and approved by the Department of Planning and Zoning as an alternative to the USGBC.
- (x) Parking structures are not required to achieve LEED certification or equivalent.

30. Additional Design. All buildings and parking structures (excluding the Metrostation Facilities) and the Metrostation Facilities where they front on Reston Station Boulevard and Reston Metro Center Drive shall be architecturally finished (all four (4) sides) with compatible materials, detailing and features, provided such facades (including the facades of garages associated with a

building) need not be identical. Garage facades shall be designed to screen the view of vehicles from the surrounding area and shall include materials consistent with those materials used on the associated building and/or incorporate innovative design techniques such as incorporation of public art, vegetative screens or other screening techniques, provided such facade treatments are consistent with the standards set forth in the Design Guidelines, and need not have facades identical to the associated building. Notwithstanding the above, the façade treatment of the Metrostation Facilities along Reston Metro Center Drive may be temporary in nature since such garage may in the future connect to the parcel to the west.

31. Signage.

All signage provided on the Property shall comply with Article 12 of the Zoning Ordinance. Any permanent freestanding signs shall be monument type with a maximum height of 12 feet (except as otherwise provided in any Comprehensive Sign Plan that may be approved) and shall be generally located as shown on the CDP/FDP. All directional and way finding signage shall be consistent, both in terms of materials and design, throughout the development. The Owners reserve the right to obtain approval of a Comprehensive Sign Plan at any time that would permit modifications to the provisions of Article 12 without obtaining a PCA or CDPA/FDPA. The Owners shall cooperate with the Washington Metropolitan Area Transit Authority (“WMATA”) to identify locations for directional signage to the metro station platform.

32. Lighting.

All outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance. Fixtures used to illuminate streets, parking areas and walkways shall not exceed thirty (30) feet in height, measured from their base to the top of the light standard, shall be of low intensity design and shall utilize full cut-off fixtures which shall focus directly on the Property. All upper level parking deck lighting fixtures shall not exceed a height of seventeen (17) feet measured from their base to the top of the light standard and shall be uniform in design, whether temporary or permanent. Lighting within the private parking decks shall be installed between the ceiling beams to reduce glare unless such lighting is otherwise screened by the parking structure design.

Notwithstanding the restrictions provided in the previous paragraph, the Owners reserve the right to provide architectural lighting and up lighting associated with the buildings and plaza consistent with the Design Guidelines provided as Exhibit B attached hereto.

VIII. LANDSCAPING

33. Limits of Clearing and Grading. The Owners shall conform to the limits of clearing and grading as shown on the CDP/FDP Plat, subject to allowances for the installation of fences, utilities (including storm water management and BMP facilities), and/or trails, which shall be located in the least disruptive manner necessary as determined by the Urban Forest Management Division of DPWES (“UFMD”). A replanting plan shall be developed and implemented, subject to approval by UFMD, for any areas protected by the limits of clearing and grading that must be disturbed.
34. Landscaping and Open Space. Site plans submitted for the respective phases of development shall include a landscape plan for that phase of development as generally shown on Sheet 10 of the CDP/FDP. The Owners shall maintain such landscaping. The species and initial planting site of such landscaping is set forth on Sheet 10 of the CDP/FDP, subject to revision as may be approved by UFMD. Trees proposed on the Plaza and other areas located over structured parking will be in conformance with standard PFM (Plate 5-12) Deck Planter detail with minimum open surface width of 8’ and applicable minimum planting area per PFM Table 12.9. For street trees and other trees proposed on-grade, the Owners shall use structural cells or other solutions acceptable to the UFMD, with planting sites meeting the following specifications:
- A minimum of 6 feet open surface width and 80 square feet open surface area.
 - Rooting area a minimum of 8 feet wide.
 - Soil volume for Category III or IV trees (as indicated in Table 12.19 of the Public Facilities Manual) shall be a minimum of 750 cubic feet per tree for single trees. For two trees planted in a contiguous planting area, a total soil volume of at least 1200 cubic feet shall be provided. For three trees or more planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree.
 - Soil in planting sites shall be as specified in planting notes to be included in site plans reviewed and approved by Urban Forest Management.
35. Location of Utilities/Sight Distance Easements. Utility lines shall be generally located so as to not interfere with the landscaping concepts shown on the CDP/FDP. The Owners reserve the right to make minor modifications to such landscaping to reasonably accommodate utility lines and/or required sight distance easements, provided such modified landscaping shall retain a generally equivalent number of plantings and continues to reflect the concepts illustrated on the CDP/FDP. For all other areas of the Property, in the event that during the process of site plan review any landscaping shown on the CDP/FDP cannot be installed in order to locate utility lines and/or required sight distance easements, as determined by DPWES, then an area of additional landscaping generally

consistent with that displaced shall be substituted at an alternate location on the Property, subject to approval by UFM.

36. Parking Deck Landscaping and Amenities. The Owners shall provide planting areas, landscaping and amenities on the top level of any parking garages (where no additional structures are to be built above) as shown on the CDP/FDP in accordance with requirements of the Public Facilities Manual (PFM). Such landscaping at a minimum shall include adequately sized planters.

VIII.

PRIVATE STREETS

37. Private Streets. All streets and travel ways on the Property other than Reston Station Boulevard and Comstock Metro Center Drive shall be private and shall be maintained by the Owner on whose property the private road is located or the Community Association as contemplated in Proffer 43 and, if applicable, such maintenance obligation shall be disclosed in the Community Association documents. As provided for in Proffer 14.B., Reston Station Boulevard and Comstock Metro Center Drive may be private, in whole or in part, and if private shall be maintained by the Owners in accordance with a Road Maintenance Agreement. All such private streets shall be subject to a public access easement in a form acceptable to the County Attorney.

IX. PUBLIC FACILITIES CONTRIBUTION

38. Schools Contribution

- A. The Owners shall contribute \$910.00 per multi-family unit to ~~DPWES~~the Board of Supervisors for transfer to the Fairfax County School Board as its public school contribution for this rezoning application, with such sum to escalate from the date of rezoning approval to the date of payment by the increase in the CPI.
- B. The contribution shall be paid ~~on a residential-in installments equal to the number of units within a building by residential building basis as a prerequisite prior to the issuance of the first residential use permit for the such residential building-in question.~~

39. Amenities and Facilities for Residents-/Parks Contribution.

- A. The Owners shall provide as part of any residential buildings facilities designed to meet the onsite recreational needs of the future residents of such buildings. Pursuant to Paragraph 2 of Section 6-110 and Paragraph 2 of Section 16-404 of the Zoning Ordinance regarding developed recreational facilities, the Owners shall expend a minimum of \$1500.00 per market-rate residential unit on such recreation facilities. Prior to final bond release for any site plan including a residential building, the balance

of any funds not expended on-site shall be contributed to the Fairfax County Park Authority for the provision of recreation facilities located in proximity to the Property. The residential buildings located in Block 1 and Block 2 shall include amenities of the general character and extent set forth on Sheet 9 of the CDP/FDP, including a swimming pool, an activity court and a jogging trail or alternate facilities of comparable quality and purpose as indicated on Sheet 9 of the CDP/FDP, and shall also include a club room and a fitness room-- (including facilities with a minimum cost of \$25,000.00).

XB. The Owner shall contribute \$0.27 per square foot of gross floor area of office development to the Board of Supervisors for transfer to the Fairfax County Park Authority as its public parks contribution, with such sum to escalate from the date of rezoning approval to the date of payment by the increase in the CPI. The contribution shall be paid in installments equal to the number of square feet of office gross floor area within a building prior to issuance of the first non residential use permit for such office building.

XI. PUBLIC PLAZA AND PLAZA AMENITIES

40. Community Plaza and Plaza Amenities.

A. The Owners shall provide the "Plaza" and associated amenities generally as depicted on Sheet 11 of the CDP/FDP and as described in the Design Guidelines. The exact elements that comprise such amenities shall be determined at time of site plan review for the buildings adjacent to such amenities and such amenities shall be constructed in accordance with the Phasing Plan attached as Exhibit C. Such amenities may include such furniture, fixtures and finishes consistent with the creation of a hardscape public park or gathering space and consistent with the Design Guidelines including paving, furniture, screening walls, pedestrian ways, focal points, landscaping/planters, public art, and performance/demonstration space consistent with an urban park. Additional site amenities may be provided at time of site plan review provided they are of the quality and character of those set forth on Sheet 11 of the CDP/FDP. The Plaza shall also include a focal point feature(s) to be selected by the Owners such as a fountain, public art or similar amenity that will serve as a defining feature of the development. The Owners shall expend a minimum \$125,000 for permanent public art in the Plaza. The Owners shall install public art in the locations and at the time shown on Exhibit C-1, with the full expenditure of \$125,000 for public art to be installed prior to the first RUP or Non RUP for the third building to be constructed in Block 1. The Owners agree to consult with the Initiative for Public Art in Reston ("IPAR") or a similar community arts organization to identify the locations (in addition to those shown on Exhibit C-1) and type of such public art to be constructed in Block 1. Additionally, the Owners shall be

permitted to have temporary public art displays without the necessity of a special permit, PCA, CDPA or FDPA. The Plaza shall be subject to a public access easement in favor of the County as set forth in Proffer 12.D in a form acceptable to the County Attorney. Such public access easement shall expressly permit the uses contemplated on the Plaza pursuant to these Proffers and the CDP/FDP, including such uses as special events, public art, outdoor seating (including outdoor seating associated with restaurants), kiosks, etc. Uses in buildings shall be permitted to have outdoor seating areas in the Plaza to promote pedestrian activity as long as public access to the Metro station is not adversely impacted. Additionally, outdoor seating shall be provided in the Plaza that is not associated with any particular building use. The Owners reserve the right to install temporary or permanent canopies in the Plaza of a character consistent with the Design Guidelines, which areas covered by the canopies shall not be counted against GFA and such installation shall not require a PCA, CDPA or FDPA.

- B. Plaza Phasing. The Plaza in Block 1 as shown on Sheet 11 of the CDP/FDP shall be constructed in phases as generally shown on Exhibit C-1 and in the Design Guidelines. The applicable phased portion shall be substantially completed, i.e., open to the public and available for its intended purpose, prior to the issuance of the final Non RUP for the Metrostation Facilities for the improvements shown to be constructed with the Metrostation Facilities and prior to the issuance of the final RUP or Non RUP, as applicable, for the first building shown on the site plan that includes the applicable phase of improvements. The Owners reserve the right to modify the Plaza phasing plan provided the general character of the improvements associated with a particular phase/building are provided and that at all times there is a pedestrian connection from the Plaza (i) to the Metrostation Facilities ~~as, and to the extent, required by the Development Agreement~~; (ii) to Reston Station Boulevard and (iii) to Reston Metro Center Drive. The general location of the pedestrian connections to the Plaza associated with a particular phase/building ~~are~~ is as set forth on Exhibit C-1. The Plaza shall include the type of program elements set forth on Exhibit C-2 entitled "Phasing Plan Stage 1" at the time the Metrostation Facilities are opened to the public. Although the program elements are conceptual, at a minimum, the Phase 1 Plaza shall include (i) a temporary approximately 10,000 square foot pavilion and/or enclosed structure (of which a minimum of 5,000 square feet must be enclosed climate controlled space) that could house interim retail/office uses, public uses, sales and marketing uses, provided such temporary structure may be incorporated into the building to be constructed above it and (ii) landscaping and/or other design elements designed to screen the parking on the levels below plaza level. Any temporary structures set forth on Exhibit C-2 may be used for any of the uses permitted pursuant to Proffer 11. The program elements that are located within or immediately

adjacent to a future building shall be deemed temporary and may be removed at the Owners' discretion at time of construction of the building in question.

XIC. Additionally, the Owners will implement a Plaza Management Plan prior to the issuance of the Non-RUP for the Metrostation Facilities to restrict and/or control vehicular access to the Plaza. Such plan may include items such as signage, traffic access/control gates and site personnel and shall be approved by FCDOT and the Zoning Administrator, consistent with the parameters in the Design Guidelines.

XII. WORKFORCE HOUSING

41. Workforce Dwelling Units ("WDUs"). The ~~applicant~~ Owners shall provide WDUs on the Property in an amount equal to twelve percent (12%) of all dwelling units to be constructed on the Property to provide housing opportunities to households whose income does not exceed one hundred twenty percent (120%) of the Area Median Income (AMI) for the Washington Standard Metropolitan Statistical Area, as specified annually by the Department of Housing and Urban Development (HUD). The WDUs shall be administered as set forth in the Board of Supervisors' Workforce Dwelling Unit Administrative Policy Guidelines dated October 15, 2007.

XIII. NOISE ATTENUATION MEASURES

~~42. To seek to meet the noise limitations described in paragraphs A-EC below, the Owners shall provide appropriate noise attenuation measures as identified on future site plans and as described in the "Noise Study," determined necessary based on the proposed refined acoustical analyses required below to demonstrate that the performance standards set forth below should be achieved.~~

42. At the time of submission of each site plan for each new residential building plans for new, each new office building construction for Buildings 1 through 5 in Block 1 (and specifically excluding any temporary structures) and each new hotel, the Owners shall submit a refined acoustical analysis addressing the buildingsspecific building shown on the plans ("site plan ("Noise Study")) to the Department of Planning and Zoning (("DPZ")) and the Department of Public Works and Environmental Services (("DPWES")) for review and comment approval.

— The Noise Study shall indicate the traffic and transit-related noise anticipated from the Property, the Dulles Airport Access Toll Road (DAATR), including transit related noise due to the Wiehle Avenue Metro Station Metrostation and the associated bus facilities, Sunset Hills Road, Wiehle Avenue and the ingress and egress ramps to and from westbound DAATR located at Wiehle Avenue (but shall exclude noise associated with aviation- noise). The methodology of the Noise Study, including any noise measurement

locations that may be required, shall be subject to the approval of DPZ and DPWES. The Noise Study shall include projected noise levels in the residential units, hotel rooms and office space shown on the submitted buildingsite plans and will be based on final site topography and conditions shown on the site plan to which the building plans relate rather than existing topography/conditions. The following information shall be included in this noise study: site plan and cross section views of the source of the noise in relationship to the affected buildings and, the affected residential units, hotel rooms and/or, office spaces (occupied spaces) and the affected outdoor recreation areas (depicted at a measurable scale); and the consultant's recommendation for appropriate noise attenuation measures to ensure that the affected areas meet the standards outlined below. A copy of the applicable Noise Study shall be included with the submission of the building plans for the construction of each building on the site. The building plan shall identify the affected occupied spaces and the noise attenuation measures, including materials, to be provided to ensure that each such affected occupied space meets the standards outlined below. Supporting information that documents that the proposed noise attenuation measures will be sufficient to attain the interior noise standards shall also be provided. The Owners shall not obtain building permits until such time as the County has approved the study and the noise attenuation measures for each building.

A. Outdoor Recreation Areas. The Owners shall provide noise attenuation measures as determined necessary by the refined Noise Study as approved by DPWES and DPZ to ensure that traffic-related noise in the outdoor recreation areas does not exceed 65 dBA Ldn. The proposed noise attenuation measures shall be in substantial conformance with the CDP/FDP and may be permitted subject to the approval of DPZ, to ensure that the noise attenuation measures provide the necessary noise attenuation. The Owners may be permitted, without a PCA or CDPA/FDPA, to install sound walls, bubbles and other noise dampening devices to achieve the noise attenuation goal or to relocate, on a permanent or temporary basis, the outdoor recreational facilities, including relocating such facilities into a building provided with respect to any relocation of such facilities into a building, such relocation is determined to be in substantial conformance with the CDP/FDP and the intent of the Proffers. Relocation into a building may not require that such outdoor facilities be replaced on a square foot for square foot basis provided such replacement facilities provide a comparable fitness experience as determined by Zoning Administrator.

B. Noise Levels within Residential Units, Hotel Rooms and the Office Buildings. The Owners shall provide noise attenuation measures in order to reduce interior noise in all residential units and hotel rooms to approximately 45 dBA Ldn or less. The Owners shall provide noise attenuation measures to reduce interior noise in the office buildings to

approximately 50 dBA Ldn or less ~~during~~between the hours of 8:30 a.m. to ~~and~~ 5:30 p.m. Monday through Friday.

~~B.C.~~ Identification of Affected Buildings and Units. The buildings in which noise attenuation measures are required for some or all of the residential units, hotel rooms or office space contained therein shall be identified on the site plans. The specific units or areas requiring such attenuation, and the proposed measures to attenuate the noise, shall be indicated on the appropriate building plans, as determined by DPWES. This information shall also be disclosed in the Community Owner Association and COA documents.

~~XIII~~XIV. COMMUNITY ASSOCIATION / RESTON ASSOCIATION

43. A. Prior to issuance of the first RUP or Non-RUP for a new permanent building for Block 1 (excluding the Metrostation Facilities) or Block 2, the Owners shall establish a "Community Association" in accordance with Virginia law. Such Community Association may consist of an umbrella owners association for the entire Property as well as individual sub associations or condominium owners' associations ("COAs") formed for specific buildings or groups of buildings. At a minimum, each COA, all owners of residential units (unless represented by and included in a COA) and the owners of each multi family, office and/or hotel building shall be members of the Community Association. The COA shall be responsible for the obligations specifically identified as its ~~obligators~~obligations in these proffers, including the maintenance, TDM, and notification obligations.

XIVB. The Owners shall negotiate in good faith with the Reston Association to pursue the joinder of the individual residential units into the Reston Association with respect to the use of the Reston Association amenities and the payment of appropriate dues for such use. The Owner shall also negotiate with the Reston Association with respect to the establishment of an Urban Redevelopment Review Panel. The Community Association and the Urban Redevelopment Review Panel shall administer the Design Guidelines attached as Exhibit "B" in a manner to be agreed upon by the Owners and the Reston Association.

XV. MISCELLANEOUS

44. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed shall be deemed an original and all of which when taken together shall constitute but one and the same instrument.

45. Severability. Pursuant to Section 18-204 of the Zoning Ordinance, any portion of the Property may be the subject of a future PCA, CDPA, Final Development Plan Amendment (“FDPA”), Special Exception (“SE”), and/or Special Permit (“SP”) application without joinder and/or consent of the owners of the other portions of the Property provided the modification proposed by such application do not materially adversely impact the portions of the Property not included in the application. Further, any portion of the Property may be added to any rezoning or similar application on any adjacent parcel, without the joinder and/or consent of the owners of the other portions of the Property provided (i) the severance of such parcel does not materially adversely impact the portions of the Property not included in such application, and (ii) the amount of gross floor area allocated to such parcel and transferred to such adjacent parcel does not exceed the maximum gross floor area allocated to such parcel in the Building Data Chart in Proffer 5.A.
46. Future Additions. Certain adjacent parcels to the Property may be the subject of zoning applications that propose to incorporate such parcels into and, thereby expand the proposed development subject to these Proffers through a future rezoning actions and amendments to these Proffers, including a CDPA/FDPA (a “Rezoning/Zoning Amendment”). To facilitate such Rezoning/Zoning Amendments, the Owners may elect to submit zoning applications only for the portion of the Property into which the adjacent parcel is to be incorporated and may do so without the joinder and/or consent of the owners of the Property not included in the application provided such application does not materially adversely impact the portions of the Property not included in the application.
47. Consumer Price Index: CPI shall mean the index now known as “United States Department of Labor Bureau of Labor Statistics, Consumer Price index. All Items and Major Group Figures for Urban Wage Earners and Clerical Workers,” (“CPI-U”) for Washington, D.C.-MD-VA (1982-1984 = 100). Except for the amount to be contributed to the TDM Penalty Fund or LEED Escrow, all proffers specifying contribution amounts or budgets for operational expenses, including but not limited to, Proffer 22 (Transportation Demand Management), the contribution and/or budget amount shall escalate on a yearly basis from the base year of 2010 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) (“CPI-U”), as permitted by Virginia State Code Section 15.2-2303.3.
48. Development Pursuant to Approved Special Exception. ~~Notwithstanding anything to the contrary contained herein to the contrary, until execution of the GC Contract (as defined in the Development Agreement), the County Parcel Owner, the Board of Supervisors, in its sole discretion, reserves the right to develop the County Parcel parcel in substantial conformance with Special Exception SE 2008-HM-038 approved by the Board of Supervisors (the “County Garage Special Exception”) and the Development Conditions associated therewith, provided that the County, or as owner under the Development Agreement and as landlord under the Lease, properly and timely terminates,~~

~~pursuant to a valid termination right contained therein, the (i) Development Agreement in accordance with Article 6 of the Development Agreement and (ii) Lease under Section 2.05(a) of the Lease. In the event of such a termination the development of the County Parcel in accordance with the County Garage Special Exception shall not require an amendment to these Proffers or the CDP/FDP and in such event this Rezoning, the Proffers and the CDP/FDP shall be null and void and the Property shall it may be zoned 1-4, with no proffers or development conditions. The Owners shall have no obligations under these Proffers or the CDP/FDP until the earlier of (i) execution of the GC Contract or (ii) the delivery by the County, in its capacity as the owner of the County Parcel, that it relinquishes its right to develop the County Parcel in accordance with the County Garage Special Exception. The terms of this Paragraph 47 do not and shall not be construed to amend, modify or change any of the terms of the Development Agreement or Lease amended.~~

49. Dulles Rail Phase 1 Transportation Improvement District Buyout for Certain Residential Uses. At least sixty (60) days prior to recording residential condominium documents for any portion of the Property located within the Phase 1 Dulles Rail Transportation Improvement District (the "Phase 1 District"), the ~~Applicants~~Owners shall provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that ~~Applicants~~Owners intend to record condominium documents for that portion of the Property. Prior to recording the condominium documents, the ~~Applicants~~Owners shall pay to Fairfax County a sum equal to the present value of Phase 1 District taxes that will be lost as a result of the parcel being removed from the tax district as required by Virginia Code Section 33.1 – 437.B.

OWNER:
(TAX PARCEL 17-4-((01))-17A):

BOARD OF SUPERVISORS OF FAIRFAX
COUNTY

By: _____

Its: _____

OWNER, in its capacity as
GROUND LESSEE:
(TAX PARCEL 17-4-((01))-17A):

COMSTOCK RESTON STATION
HOLDINGS, LC

By: _____

Its: _____

OWNER-:
(TAX PARCEL 17-4-((24))-3):

11465 SH I, LC

By: _____

Its: _____

EXHIBITS

Exhibit A	Transportation Improvements
Exhibit B	Design Guidelines
Exhibit C	Conceptual Phasing Plan
Exhibit C-1	Conceptual Plaza Pedestrian Connection Phasing Plan
Exhibit C-2	Phase I Plaza Program Elements
Exhibit D	1/2 Mile Radius of Property re Proffer 5.C.

RESTON STATION

PROFFERS

EXHIBIT A

March 30, 2010

Transportation Improvement	Phase I/ Phase II
<p>1. <i>Park and Ride Entrance (Reston Station Boulevard) and Wiehle Avenue:</i> Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to widen Wiehle Avenue to accommodate a 2nd left turn bay in the northbound direction and modify the existing traffic signal in accordance with VDOT standards to accommodate additional lanes and appropriate retiming of the signal controller.</p>	Phase I
<p>2. <i>Sunset Hills Road and Isaac Newton Square:</i> Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to widen Sunset Hills Road to the north to accommodate a westbound left turn bay and modify the existing traffic signal in accordance with VDOT standards to accommodate additional lanes and appropriate retiming of the signal controller.</p>	Phase I
<p>3. <i>Widen Private Roadway:</i> Extend the existing Park and Ride Entrance from Wiehle Avenue to Sunset Hills Rd (Identified on CDP/FDP as Reston Station Boulevard and Comstock Metro Center Drive).</p>	Phase I
<p>4. <i>Sunrise Valley Drive and Wiehle Avenue:</i> Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to modify the intersection to include a pedestrian refuge in the northeast corner of the intersection creating a two stage pedestrian crossing of Wiehle Avenue. These plans will provide pedestrian improvements to the intersection to accommodate new pedestrian travel patterns including ADA ramps, high visibility pedestrian crossing markings, and pedestrian countdown signals and modify the existing traffic signal per VDOT standards to accommodate lane alignment mediations and pedestrian and vehicle controller timing changes.</p>	Phase I
<p>5. <i>Sunset Hills Road and Wiehle Avenue:</i> Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to restripe the eastbound approach to include a right turn bay, through/right turn lane, through lane and a left turn lane. Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to modify the existing traffic signal per VDOT standards to accommodate lane restriping and retime signal timing controller.</p>	Phase I

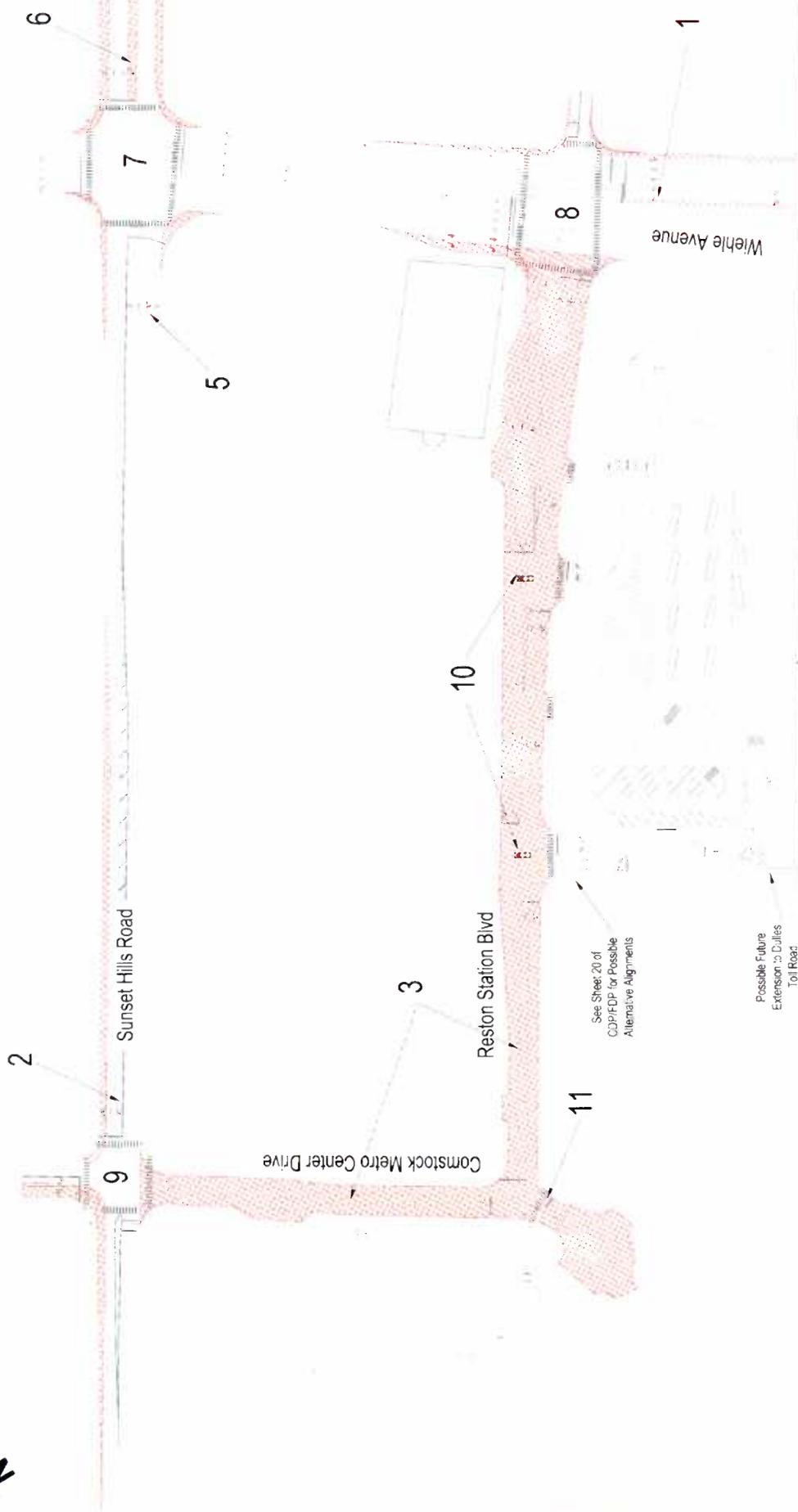
<p>6. <i>Wiehle Avenue and Sunset Hills Road</i>: Subject to VDOT review and approval, the applicant will submit plans and specifications and complete the necessary work to widen Sunset Hills Road to accommodate 2nd left turn bay in the westbound direction.</p>	<p>Phase II</p>
<p>7. <i>Wiehle Avenue and Sunset Hills Road</i>: Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to provide Pedestrian Enhancements as follows: Decrease right turn radius on southbound, northbound and eastbound approaches; upgrade curb ramps, re-align crosswalks, provide pedestrian countdown signals and provide high visibility crosswalks on all four approaches where not already in place.</p>	<p>Phase I</p>
<p>8. <i>Wiehle Avenue and Reston Station Boulevard</i>: Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to add a southbound right turn bay and restripe the southbound approach to include a left turn lane, 4 through lanes and a right turn lane. Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to modify the existing traffic signal in accordance with VDOT standards to accommodate lane restriping and signal timing controller changes. Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to provide Pedestrian Enhancements as follows: extend median to include pedestrian refuge on southbound approach; extend median as much as possible on northbound approach; upgrade curb ramps, re-align crosswalks, provide pedestrian countdown signals and high visibility crosswalks on all four approaches where not already in place.</p>	<p>Phase I</p>
<p>9. <i>Sunset Hills Road and Comstock Metro Center Drive/ Isaac Newton Square</i>: Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to widen the southbound approach to include a left turn lane and through right turn lane. Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to modify the existing traffic signal per VDOT standards to accommodate additional lanes and retime the signal timing controller. Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to provide Pedestrian Enhancements as follows: decrease right turn radius on</p>	<p>Phase I</p>

<p>southbound and westbound approaches. Upgrade curb ramps, re-align crosswalks, provide pedestrian countdown signals and high visibility crosswalks on all four approaches where not already in place.</p>	
<p>10. <i>Reston Station Boulevard</i>: Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to provide traffic signalization at the internal site intersections serving the entrances to the commercial parking garage and the roadway on the western boundary of the property. In addition to the traffic signalization, provide pedestrian accommodations including curb ramps, countdown pedestrian heads and high visibility crosswalks consistent with planned streetscape improvements along the projects frontage.</p>	<p>Phase I</p>
<p>11. <i>Reston Station Boulevard</i>: Subject to VDOT review and approval the applicant will submit plans and specifications and complete the necessary work to provide 3-way stop signs and stop bars at the intersection of Reston Station Boulevard and Comstock Metro Center Drive. Include curb ramps and high visibility crosswalks to provide for an east west crossing on the southern leg of the intersection consistent with the planned streetscape improvements in this area.</p>	<p>Phase I</p>

Phase I – The agreed upon scope of the these Improvements shall be substantially complete and open to the public prior to the issuance of the Non RUP for the Metrostation Facilities, unless otherwise provided for in the Development Agreement or agreed to by the County.

Upon demonstration by the Owners that, despite diligent efforts by the Owners and due to factors beyond the Owners' reasonable control, provisions of the improvements to be made in Phase I have been delayed by others, the Zoning Administrator may agree to a later date for the completion of the improvement in question without requiring a PCA.

Phase II – Phase II improvements shall be constructed prior to the issuance of either a RUP or Non RUP for more than (i) 380,000 SF of non-residential uses, or (ii) 610 residential units or (iii) a combination of 205,000 SF of non-residential uses and 275 residential units.



Transportation Improvements

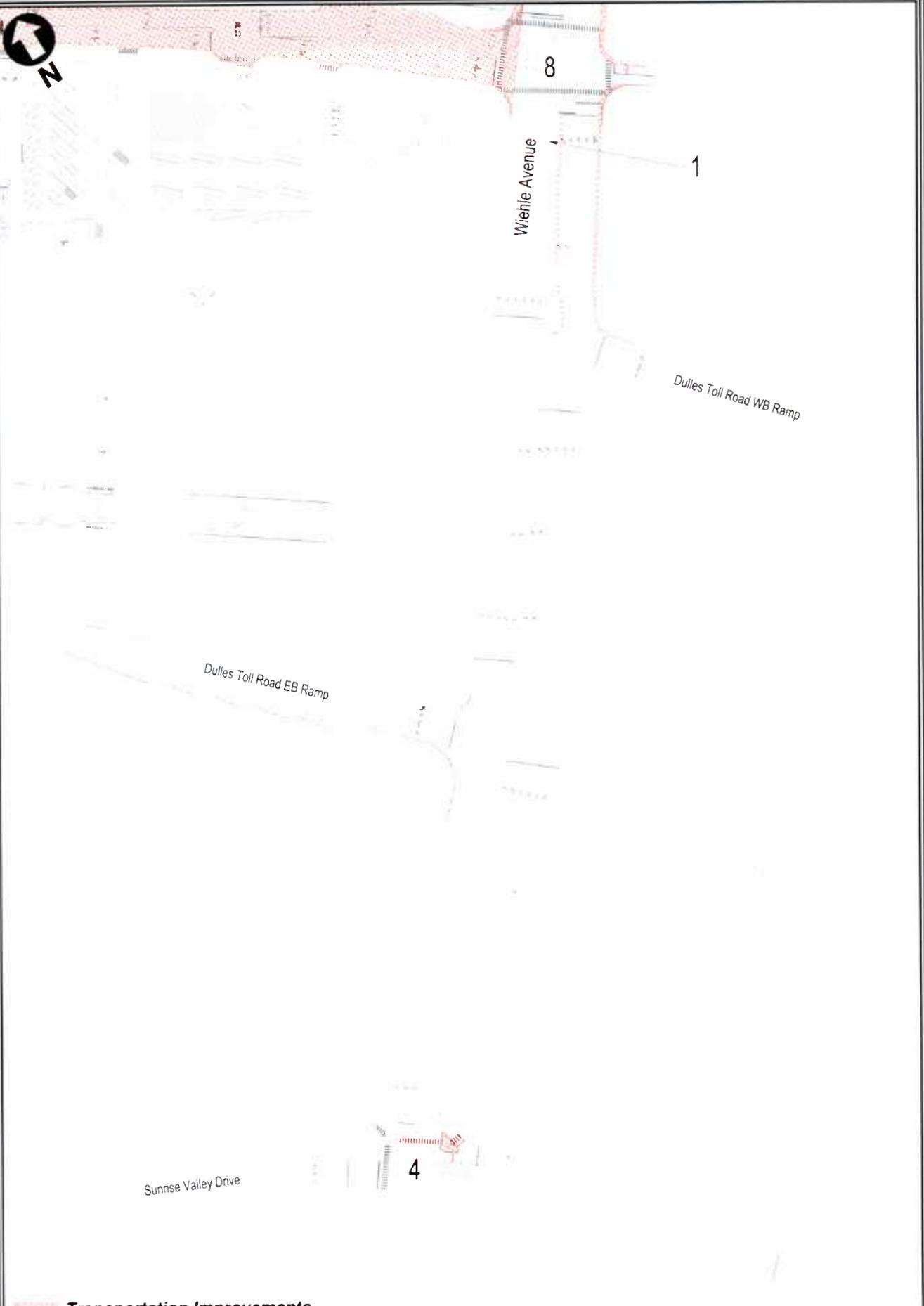
Reston Station

Exhibit A. Transportation Improvements

March 29, 2010
SCALE: 1"=60'



GOROVE / SLADE ASSOCIATES, Inc.
TRANSPORTATION, TRAFFIC, and PARKING
1142 Connecticut Avenue NW, Suite 100, Washington, DC 20005 (202) 796-4027
400 28th Century Road, Suite 300, Chantilly, VA 20151 (703) 797-9999



 Transportation Improvements

Reston Station

Exhibit A. Transportation Improvements

March 29, 2010

SCALE: 1"=60'



GOROVE / SLADE ASSOCIATES, Inc.
TRANSPORTATION, TRAFFIC, and PARKING
1340 Connecticut Avenue, NW, Suite 700, Washington, DC 20004-1127, (202) 462-8600
3614 Cartersville Road, Suite 330, Chesley, VA 20151-1703, (703) 781-8500

RESTON STATION

April 19, 2010



DESIGN GUIDELINES

Exhibit B

RECEIVED
Department of Planning & Zoning
APR 19 2010
Zoning Evaluation Div.

RESTON STATION DESIGN GUIDELINES

FAIRFAX COUNTY, VIRGINIA - APRIL 19, 2010

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RESTON STATION DESIGN GUIDELINES

INTRODUCTION

EXECUTIVE SUMMARY

VISION - Reston Station is intended to develop as a Class A, transit-oriented development, providing a walkable, mixed use neighborhood along Metro's new Silver Line. High quality amenities and 18-hour per day activity will characterize this unique community.

The primary organizing element of Reston Station is the central Plaza, which physically connects all buildings in the area adjacent to the Metro Station. The Plaza provides a unique and gracious point of access for all buildings as well as the Metro Station.

The Plaza will provide a focal point for the Reston Station development as well as the surrounding community. It is to serve as a venue for a multitude of activities for the residential, hotel, retail and office users. In conjunction with active recreational facilities provided throughout the project, the Plaza ensures that Reston Station is defined by its integral amenities and public spaces from the earliest phase.

All aspects of the built environment at Reston Station should demonstrate a commitment to high quality of design, materials, workmanship, durability, and maintainability.

Pedestrian level elements, street paving, landscaping, public art and architecture ought to provide a vibrant environment for residents and visitors. Buildings, while expressing their individual function and character, should demonstrate harmony with their surroundings and reflect the discipline of a tightly knit environment. Materials and colors should reflect a respect for the overall context within which they are located.

GOALS - Each block supports this vision by implementing distinct goals –

Block 1 provides a vertically mixed-use community focused on the pedestrian experience that seamlessly integrates Metro facilities into the form and function of the Plaza and surrounding buildings.

Building 6 is located to the north of Reston Station Boulevard. It will accommodate a primarily residential use with ground floor retail.

Block 2 (already partially developed with office use), connects Reston Station to Sunset Hills Road, supporting an urban development pattern in the community and enhancing access to the Metro from the west, including from the W&OD Trail.

These Design Guidelines are intended to be illustrative of the general quality and character of the development. Modifications to these elements as shown in the Design Guidelines shall not require an amendment to the Proffers or CDP/FDP, and are permitted provided the changes are in substantial conformance with the general character and quality of the Design Guidelines, as determined by the Zoning Administrator.

- INTRODUCTION -

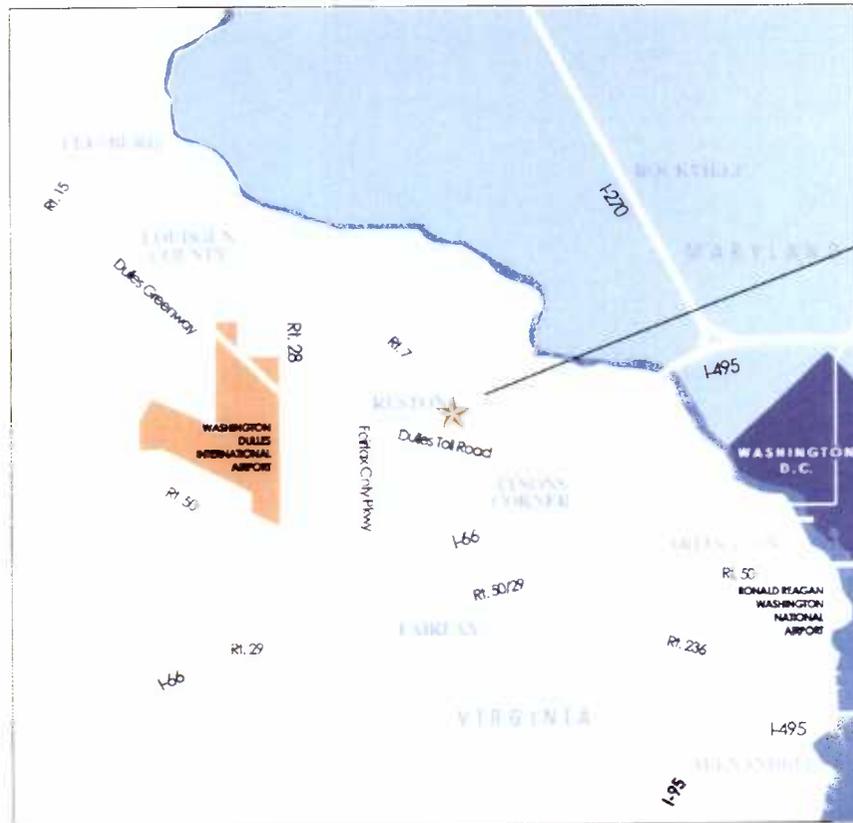
PROJECT OVERVIEW

THE VISION FOR RESTON STATION AT WIEHLE AVENUE – A TRANSIT-ORIENTED DEVELOPMENT

Reston Station is planned to be a transit-oriented development providing a richly built environment directly accessing the new Silver Line Metro Station approved for construction at the intersection of Wiehle Avenue and the Dulles Toll Road/Dulles Airport Access Road. With easy access from many parts of Reston via area roadways, the W&OD trail, sidewalks and well served by bus service, Reston Station will develop as a vibrant community with strong functional and physical connections to the balance of Reston.

Reston Station is comprised of two parcels which will anchor the area around the Metro Station at Wiehle Avenue (designated by the Fairfax County Comprehensive Plan as “Subarea G-4”), creating a live/work/play environment at the new Metro Station and establishing a strong, urban development pattern to guide future investments. The larger parcel, currently the location of the Wiehle Avenue Park and Ride, is owned by Fairfax County with a long term lease to a Comstock Partner’s affiliate. An affiliate of Comstock Partners, L.C. is the owner of the second parcel included in the project. The development of Reston Station is a public/private partnership which will develop both parcels into a vibrant Transit-Oriented Development which will both support and leverage the federal, state and local investment in creation of the Metro Silver Line. Reston Station will include:

- ❖ A 2300-space, county-owned garage to serve the Metro Station.
- ❖ A 45-space Kiss and Ride facility.
- ❖ A bus terminal with 10 bus bays.
- ❖ Numerous points of bicycle/pedestrian access (including ADA accessibility) to the development and the Metro Station.
- ❖ Development of a vibrant mixed use community above the garage structure and on the related Comstock parcel.
- ❖ A sophisticated plaza design constructed with premium quality materials to serve as the community’s focal point.
- ❖ A space to serve as a venue for programmed public events as well as a formal and informal gathering space for the broader community.
- ❖ An ever-changing public art venue.



RESTON STATION

RESTON VICINITY MAP

- INTRODUCTION -

PROJECT MASTER PLAN

Reston Station contains two distinct Blocks – 1 and 2 – and an additional building (Building 6) which will be connected by the future Reston Station Boulevard and Comstock Metro Center Drive.

Block 1 is comprised of two distinct areas. Abutting the Metro Station is the central Civic Plaza framed by five buildings. The Civic Plaza will be the heart of the development. Block 1 is bisected by Reston Station Boulevard and a sixth building is proposed on the north side of the boulevard.

Building 6 is located to the north of Reston Station Boulevard. It will accommodate a primarily residential use with ground floor retail.

Block 2, adjacent to Sunset Hills Road, will help establish a critical connection from the W&OD trail, immediately to the north. Development will include expansion of the existing office building, along with potential introduction of an additional residential or office building with structured parking and easy access to the Metro Station.

Overall, 1,282,614 square feet of development (exclusive of any bonus density which may be constructed) is permitted*. Up to eight buildings may be developed, and approved square footage may be transferred between Blocks 1 and 2 (see Proffers) so that Reston Station can develop in a manner that is responsive to evolving market demand. While embracing flexibility, the proffers and Concept Development Plan (CDP/FDP) also ensure a balanced community with a development framework that embraces the following strategies:

BUILDING USE. Each building has a designated primary use – office, hotel or residential. Two of the eight buildings are identified as having two alternative development scenarios.

MIXED-USE CHARACTER. A minimum and maximum amount of retail space is specified for most buildings to ensure a dynamic ground floor interaction with the Plaza and/or streetscape. In addition, to ensure a mix of uses project-wide, the proffers set forth the minimum proportion of the project that must be residential and the maximum that may develop as office.

MASSING AND SCALE. The general massing and scale for each permitted building is specified by provision of a minimum and maximum height and gross square footage.

* See Sheet 2 of the Concept Development Plan for detailed Building Data Chart

SUNSET HILLS ROAD

BLOCK 2

COMSTOCK METRO CENTER DRIVE

BLOCK 5

POTENTIAL CONNECTIVITY TO NORTH AND WEST

BLOCK 6

BLOCK 7

RESTON STATION BOULEVARD

RESTON METRO CENTER DRIVE

BLOCK 4

BLOCK 3

PROPOSED OFFICE TO METRO
AT ELEVATION 412

WIEHLE AVENUE

WIEHLE AVENUE



RESTON STATION MASTER PLAN

- INTRODUCTION -

DEVELOPMENT GOALS

The development of Reston Station will accomplish the following goals:

Establish a new “place” where residents, guests, workers, commuters, shoppers and diners can interact in a vibrant plaza venue and gain access directly to the Metro Station at Wiehle Avenue.

- ❖ Provide an interconnected network of pedestrian walkways and a public gathering space that serves as a gateway for the surrounding neighborhoods to access amenities – private and civic – and the public transit system.
- ❖ Provide a well-designed mixed-use community, centered on a gracious public plaza which prioritizes people and their different means of accessing Reston Station and the Metro system.
- ❖ Provide programmable space that can serve as a dynamic venue for a variety of events and public uses.
- ❖ Promote a walkable community connecting Sunset Hills Road and Wiehle Avenue to Reston Station.
- ❖ Create a scalable, multi-modal development grid for Land Unit G-4 into which future development may be integrated.
- ❖ Rely on modern classic architectural design features resulting in a varied and interesting skyline as well as a street level that is transformed from its current light industrial character to an inviting, urban environment.



Bus Entrance into Metro Station Garage



**Streetscape from Reston Station Boulevard and
Wiehle Avenue**

DESIGN STANDARDS OVERVIEW

Within an overarching development framework, the Reston Station Design Guidelines address the desired character and quality of the project. The Conceptual/Final Development Plan (CDP/FDP) and associated proffers provide a development framework for Reston Station defining the general use, massing and scale for all buildings, the Civic Plaza and the garage. The Design Guidelines further define the character desired for Blocks 1 and 2, as well as the area connecting these portions of Reston Station.

Block 1 is bisected by Reston Station Boulevard and is comprised of two elements:

- ❖ The Metro garage, Plaza and up to five Civic Plaza-level buildings. This is the portion of Reston Station immediately adjacent to the Metro Station.
- ❖ Building 6, predominately residential, located on the north side of Reston Station Boulevard.

Anchoring the development to the northwest is Block 2. Block 2 is a 3 ½ acre parcel currently housing a mid-rise office building. Potential development may include expansion of the existing building, and additional office building or a residential building, both with structured parking and easy access to the Metro Station



Westward View Down Reston Station Boulevard

DESIGN STANDARDS OVERVIEW

OVERVIEW - CONTINUED.

The Design Standards address the desired character and functionality of Reston Station. Detailed treatment is provided for the functional “heart” of the overall development, the Civic Plaza, which connects five buildings and the Metro Station and substantially defines the sense of place of Reston Station.



- DESIGN STANDARDS -

THE CIVIC PLAZA

FUNCTION.

A transit-oriented development is *by definition* shaped by the multi-modal circulation needs of pedestrians, bicyclists, vehicles (all modes by which people access the Metro) and the transit system itself. Reston Station prioritizes pedestrian use of and access to the project through establishment of a central Civic Plaza which will serve as the primary organizing element. The Civic Plaza design integrates pedestrian access to the Metro and five multi-function, class "A" buildings in contrast to typical office parks with separate building entries. Reston Station is served by structured parking, below and above the plaza, reserving the Civic Plaza primarily for pedestrians.

Two Point
Perspective

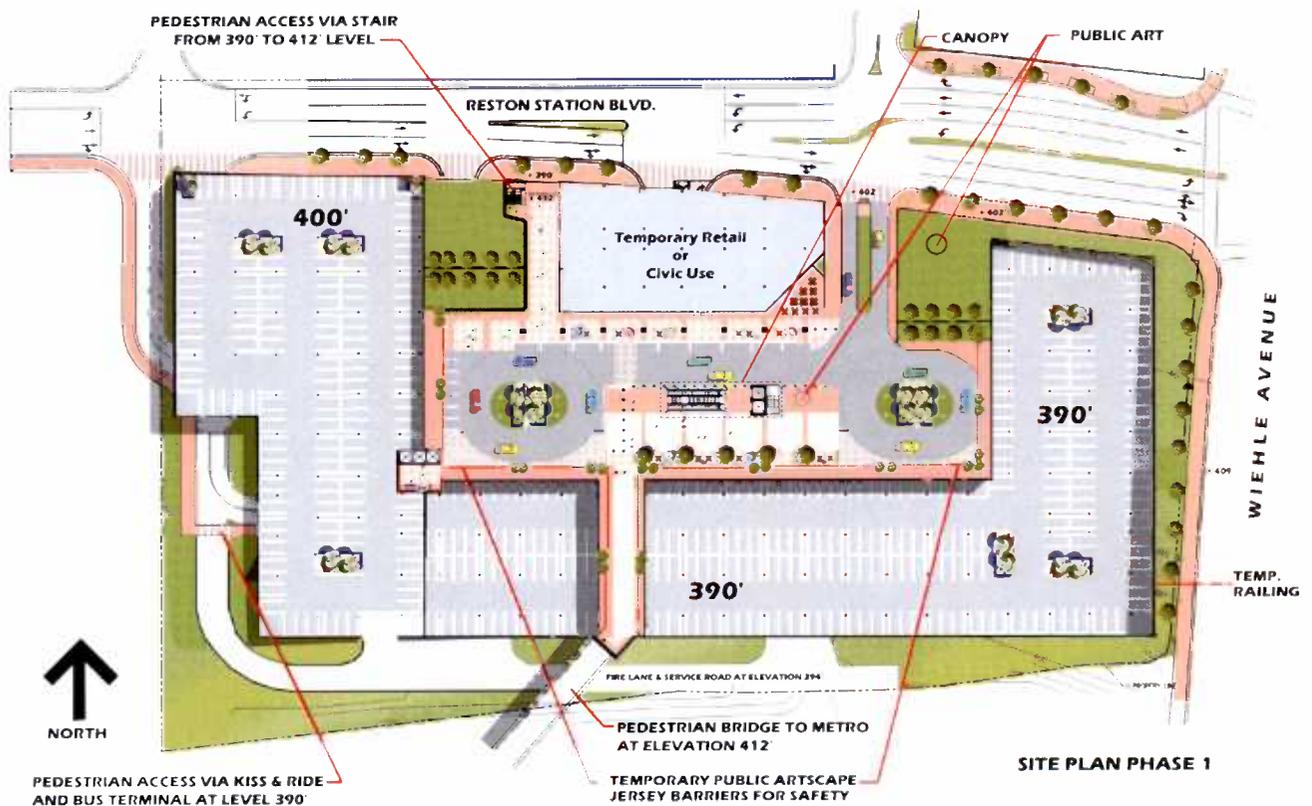


Project View – The Civic Plaza at Phase 1

- DESIGN STANDARDS - THE CIVIC PLAZA

PLAZA PHASING.

The Civic Plaza will advance in community and character with the addition of the new buildings that shape it, and the first phase – Civic Plaza only – is quite distinct from all building phases. The primary function of the Civic Plaza in Phase 1 is to provide access to the Metro. The primary challenge at Phase 1 is to provide inviting public spaces when few, if any, of the Civic Plaza-level buildings are constructed. To ensure a vibrant Civic Plaza at Phase 1, an interim retail / civic use will be constructed to provide transit users access to amenities from the project's inception. (See Section Civic Plaza – Primary Design Features – Interim Space for additional guidance.)



Plan View of Civic Plaza at Phase 1

- DESIGN STANDARDS -

THE CIVIC PLAZA

PLAZA PHASING - LANDSCAPING DURING PHASES.

Reston Station will be richly landscaped at all stages of the project. Variations in the landscape design are depicted in the following table. For a detailed description of landscaping, please see the CDP/FDP Sheet 10. Additional details are contained in this document in later in this section.

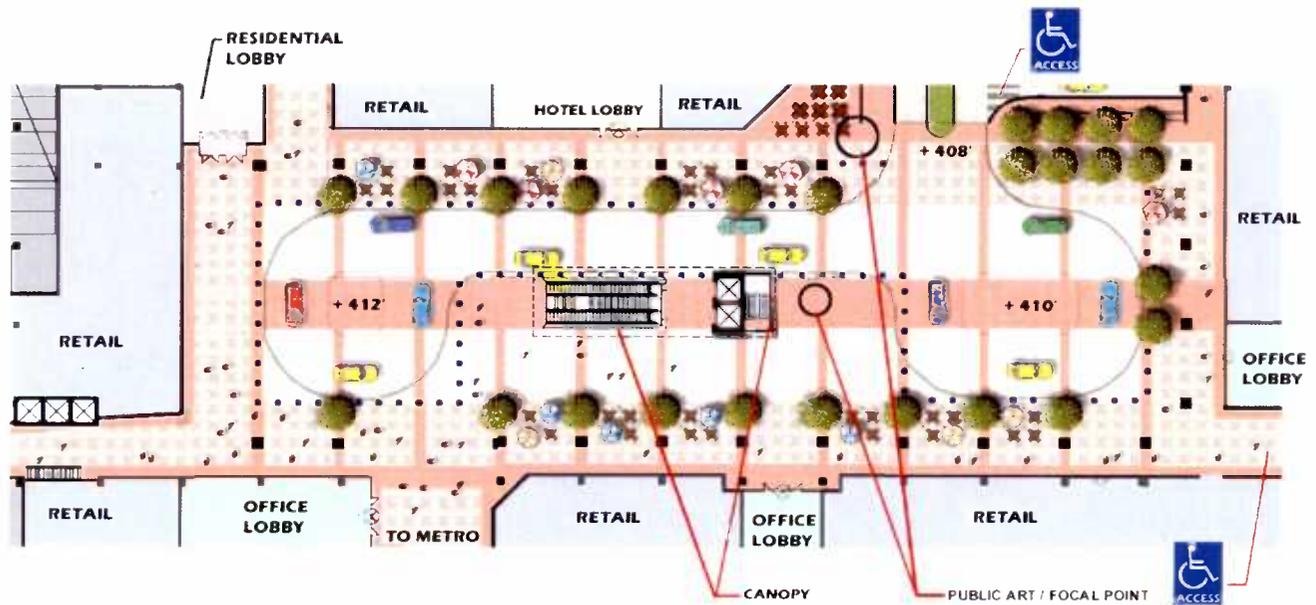
TABLE 2: CHANGES IN LANDSCAPING DURING PHASING

Civic Plaza-only Phase	Building Phase
<ul style="list-style-type: none"> • Decorative planters and planter walls will be used throughout the Civic Plaza to define spaces, as well as provide color and texture to the Civic Plaza experience. • A combination of decorative fencing (with two-sided public art and information) and planters shall provide a screening barrier for the portion of the Civic Plaza facing parking areas or the Metro Station. • Access to the Metro walkway shall be fully lined with a similar screening barrier. • During construction of the five buildings on the Civic Plaza, stamped asphalt will be used and replaced as required due to the effects of staging and construction. • The pedestrian-only area shall use pavers as described in the section – Pedestrian Circulation. • During construction of Building 6, adjacent screening will be provided along Wiehle Avenue and will be attractive and designed to protect pedestrians accessing the Civic Plaza area and ensure a pleasant entrance to the project. 	<ul style="list-style-type: none"> • Decorative planters and planter walls will be used throughout the Civic Plaza to define spaces, as well as provide color and texture to the Civic Plaza experience. • Screening barrier will be replaced by buildings as Reston Station matures. • Access to the Metro walkway shall be fully lined with a similar screening barrier. (Greater detail is provided throughout this document.) • During construction of the five buildings on the Civic Plaza, stamped asphalt will be used and replaced as required due to the effects of staging and construction. • During construction of Building 6, adjacent screening will be provided along Wiehle Avenue and will be attractive and designed to protect pedestrians accessing the Civic Plaza area and ensure a pleasant entrance to the project.

- DESIGN STANDARDS - THE CIVIC PLAZA

PLAZA PHASING - PLAZA AT FULL BUILDOUT.

At full buildout, the Civic Plaza will be the center of a vibrant, urban community. The strong sense of place will feature ground floor retail space with 20' ceiling heights, all screening walls removed, well lit and interesting walkways between buildings and dynamic programming on the Plaza. It will offer a warm welcome to those Metro travelers new to Reston, and will graciously hosts its residents, office tenants and the community at large.



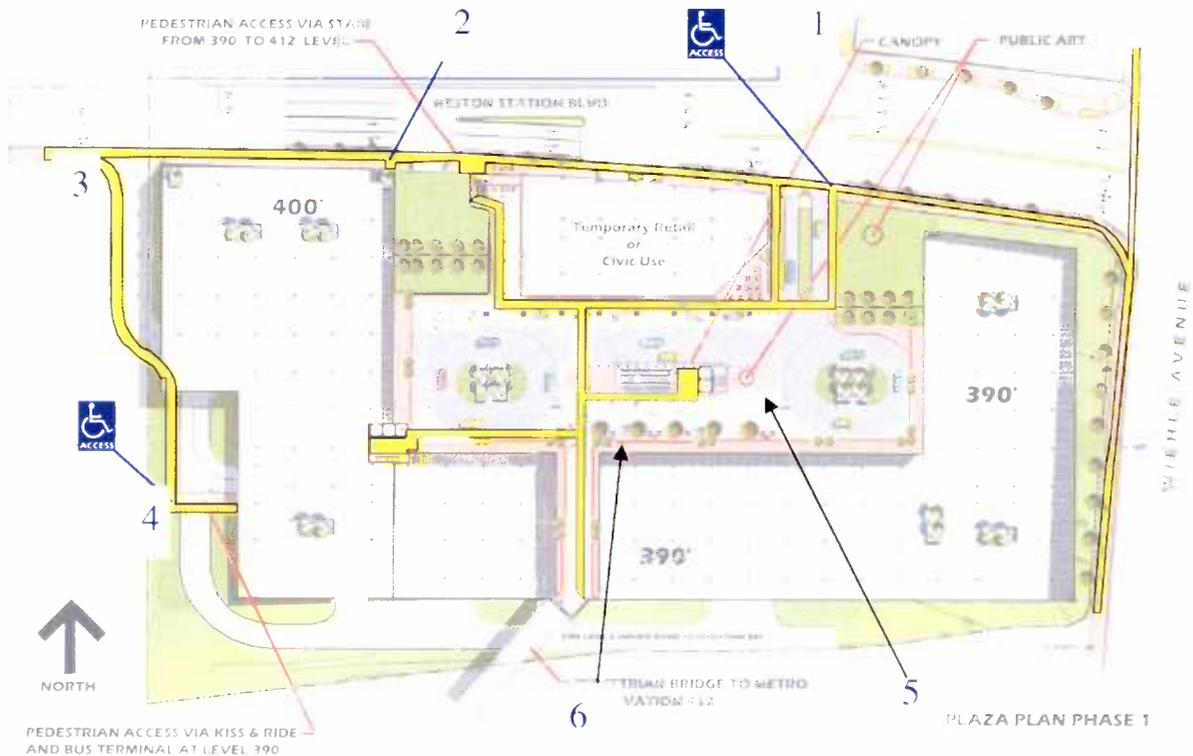
Arial View of Civic Plaza at Project Buildout

- DESIGN STANDARDS -

THE CIVIC PLAZA

PLAZA PHASING - PEDESTRIAN CIRCULATION IN PHASE 1.

Pedestrian circulation on the Civic Plaza at Phase 1 will be fully functional in relation to Metro Station access.



Phase 1 Pedestrian Circulation

While the Civic Plaza is delivered at Phase 1, additional pedestrian access points and buildings will enhance the functionality of the Civic Plaza space over time. The table in this section provides a comparison of the overall Civic Plaza pedestrian circulation at Phase 1 and at buildout. When complete, there will be six broad entrance points to the Civic Plaza, which will add usable space and functionality:

- ❖ 3 entrances from Reston Station Boulevard
- ❖ 1 entrance from the western elevation of Block 1
- ❖ 1 45' wide entrance corridor to the Metro Station
- ❖ 1 vertical connection to the Bus Loop at G2

- DESIGN STANDARDS -
THE CIVIC PLAZA

PLAZA PHASING - PEDESTRIAN CIRCULATION IN PHASE 1 – CONTINUED.

Table 1: Changes in Pedestrian Circulation and Access

Civic Plaza-only Phase	Building Phase
<ul style="list-style-type: none"> • 3 points of access from block perimeter to Metro. • Access from 400'-level parking level to Civic Plaza. • Pedestrian-only spaces delineated, as defined in the section on Focal Points. 	<ul style="list-style-type: none"> • 4 points of access from block perimeter to Metro. • As buildings are constructed, arcades are created to provide covered pedestrian through the Plaza to the Metro. • Pedestrian-only spaces delineated, as defined in the section on Focal Points.

- DESIGN STANDARDS -

THE CIVIC PLAZA

PRIMARY DESIGN FEATURES.

Approximately 385' by 125', the Plaza provides over an acre of well-designed urban hardscape, oriented to the front entrances of all buildings. The following design features characterize the Civic Plaza:

- ❖ Arcades
- ❖ Pedestrian Shelter
- ❖ Public Art
- ❖ Focal Points and Gathering Spaces
- ❖ Newsstand and Kiosks
- ❖ Landscaping
- ❖ Functional Space
- ❖ Interim Use
- ❖ Season Use
- ❖ Screening Wall

ARCADES – BUILDING FRONTAGES.

The buildings – the architecture, the functionality and the relation to the ground plane - will be designed to foster active use of the plaza. The building arcades are a unique design feature of the Reston Station Civic Plaza. The arcades are building overhangs. They will:

- ❖ Be 12-20' in width sheltering a vertical space of approximately 15 to 25'.
- ❖ Provide a broad sheltered zone to the perimeter of the Plaza.
- ❖ Support dynamic building entrances.
- ❖ Provide outdoor, sheltered eating spaces.

- DESIGN STANDARDS -

THE CIVIC PLAZA

PRIMARY DESIGN FEATURES.

ARCADES – BUILDING FRONTAGES - CONTINUED.

- ❖ Allow for creative retail frontages.
- ❖ Improve usability of the Plaza space through all seasons.
- ❖ Incorporate creative lighting design that offers well-lit and attractive spaces. (For further detail see Building Development Guidelines – Lighting.)



Arcade Feature

- ❖ Place furniture and landscaping to support retail uses such that pedestrian circulation is not obstructed.
- ❖ Provide primarily glazed retail venues.
- ❖ Incorporate strategic placement of public art.
- ❖ Accommodate installation of awnings or other entryway details, and use signage to enhance the arcade experience, denote locations of retailers and communicate project and Metro related information to pedestrians.
- ❖ Create an active and unifying framework for the entire Civic Plaza.

- DESIGN STANDARDS -
THE CIVIC PLAZA

PEDESTRIAN SHELTER.

The Civic Plaza provides a great deal of sheltered space for pedestrians. The primary shelters are the arcades (mentioned above) and the enclosure of the vertical access to/from the Civic Plaza/Metro garage.

- ❖ A cover will be provided over the portion of the Civic Plaza where the escalator, stairs and elevator provide a vertical connection to the bus loop level below.
- ❖ While the design of this canopy may change to respond to the building design, the purpose is to protect pedestrians from the weather when entering/leaving the Civic Plaza/Metro Garage.
- ❖ Augment the arcade provided along perimeter of the Civic Plaza.

Please note: while the central escalators and elevators serving the Metro garage will be covered by the clear enclosure, the area between that access and the arcades will be open to the sky.



Plaza View Showing Enclosed Escalator/Elevator Access from G1 Level

- DESIGN STANDARDS -

THE CIVIC PLAZA

PUBLIC ART.

Diverse temporary and permanent artwork, including sculpture, should be appropriately integrated into the design of buildings, public spaces, landscapes and community infrastructure. The selection and placement of works of art provides an opportunity to interact with the community and contribute to the sense that the new development is part of Reston. This arts initiative will:

- ❖ Encourage artist-led projects that engage the community.
- ❖ Regularly consult with community arts organizations, such as Initiative for Public Art Reston (IPAR), to provide a dynamic public art program.
- ❖ Offer opportunities for placement of public art which will change as the development evolves, but which will be provided during all phases of development.
- ❖ It may include such things as:
 - An Artists Atelier
 - Juried Shows
 - Large scale exposure on Civic Plaza and garage facades
 - Design Competitions



Example of Public Art – Google Earth on Metro Access Walkway

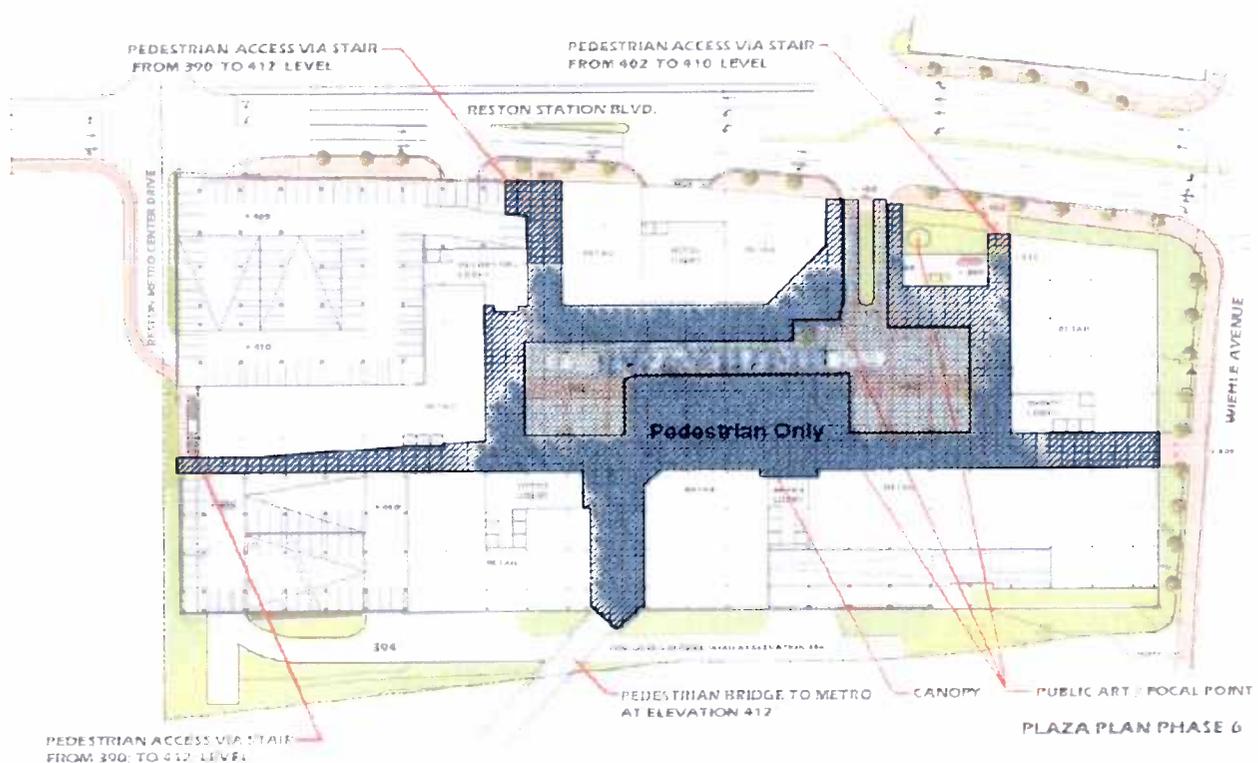
- DESIGN STANDARDS -

THE CIVIC PLAZA

FOCAL POINTS/ GATHERING SPACES.

The Plaza will offer a minimum of two locations within the pedestrian-only portions of the Civic Plaza to provide areas suitable for performance, temporary displays, sculpture and other artwork and seasonal uses.

- ❖ One area is in the pedestrian-only zone located in the center of the Civic Plaza.
- ❖ An additional focal point will be provided at the southeast corner of Building 5 and will be more passive in nature. It will likely incorporate a combination of seating, artwork and/or plantings.



- DESIGN STANDARDS -

THE CIVIC PLAZA

FOCAL POINTS/ GATHERING SPACES – CONTINUED.

Central to the Plaza, outdoor screen(s) and related infrastructure for digital moving images will be utilized and broadened with cultural content to contribute to a lively urban environment. The integration of information technologies supports the development of a new integrated digital layer of the city to help define public spaces with digital moving images.

Such content will:

- ❖ Include artistic and architectural images.
- ❖ Enhance the context of the space.
- ❖ Help create local identity.
- ❖ Engage the users of the Plaza.
- ❖ Include advertising and marketing but will not be comprised primarily of that content.



Potential Civic Plaza Focal Point – Large Screen

- DESIGN STANDARDS -

THE CIVIC PLAZA

NEWSSTAND AND KIOSKS.

The Civic Plaza or the Bus Loop Level (G2) will host a permanent newsstand situated to provide the commuter with easy access to reading material while en route to the Metro. It will:

- ❖ Be not more than 1,500 square feet.
- ❖ Be in one of three locations (noted on Sheet 11 of the CDP/FDP).
- ❖ Be attractive and convenient.
- ❖ Allow for the Metro Station entrance to have a passage width of a minimum of 25 feet.
- ❖ Be fixed in location.



Different Newsstand Models

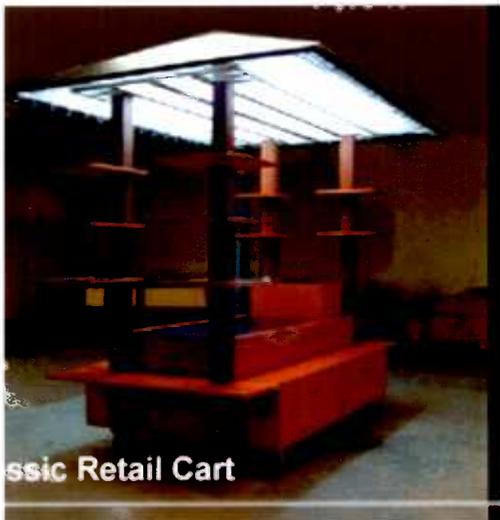
- DESIGN STANDARDS -

THE CIVIC PLAZA

NEWSSTAND AND KIOSKS – CONTINUED.

The Plaza will also host not more than 10 kiosks, intended to enhance the vitality of the Plaza. These convenient, accessible retail spaces will be attractive and complimentary of the architectural design style of Reston Station. They will:

- ❖ Be a maximum of 120 square feet.
- ❖ Serve as temporary retail space.
- ❖ Offer high quality goods.
- ❖ Compliment the permanent retail establishments to provide the tenant or visitor will a full range of retail experience.
- ❖ Enhance the pedestrian experience, not impede flow.
- ❖ Be moveable to maximize usable space for programmed events on the Plaza.



Retail Kiosks

- DESIGN STANDARDS -

THE CIVIC PLAZA

LANDSCAPING.

Smartly designed Civic Plaza landscaping, in a variety of decorative planters and planting walls, shall be incorporated into the Plaza design to help accomplish the following design goals:

- ❖ Enhance the Civic Plaza experience with ornamental plant stock. Such ornamental plant stock will:
 - ❖ Provide seasonal visual interest.
 - ❖ Provide a sense of enclosure to make the pedestrian space dynamic.
 - ❖ Utilize a variety of flowering plants, trees, evergreens and attractive shrubs.
 - ❖ Soften the Plaza environment and provide ongoing visual interest.
 - ❖ Punctuate the spacious entrance area which the Civic Plaza provides for each building by using special landscape treatments to define primary building entry zones. (See Section – Building Typologies for more information on entryways.) Such treatments may include:
 - Groupings of planters.
 - Topiaries.
 - Trellises.
 - Fanciful bollards or statuary in combination with plantings.
 - Combinations of elements to visually and physically demarcate large, pedestrian-only areas.



Example of Fanciful Concrete Bollards

General techniques to be used:

- ❖ Use planters of various sizes to define spaces and provide a sense of enclosure.
- ❖ Furnishings such as moveable chairs/tables so that spaces may be created for events such as film presentations utilizing the outdoor screen(s), art fairs and other such events. (See Sections on Plaza Management, Interim Use, Seasonal Use for more information on Civic Plaza Programming.)



Thematic Planters of Varying Sizes

- DESIGN STANDARDS -
THE CIVIC PLAZA

LANDSCAPING- CONTINUED.

- ❖ Include attractive yet highly functional and moveable trash receptacles placed appropriately throughout the Plaza.



Waste Receptacles

- DESIGN STANDARDS -

THE CIVIC PLAZA

A VARIETY OF FUNCTIONAL SPACES.

At all phases, the Civic Plaza is to provide a pedestrian-oriented focal point for the project as well as gathering spaces related to each use and well designed access to the Metro Station. As noted above, because building overhangs shelter a significant portion of the Civic Plaza edge, and because the Civic Plaza serves many functions, a variety of unique spaces are provided.



Farmers' Market

Flexible performance / demonstration space.

- ❖ An area suitable for performance, temporary displays, sculpture, etc will be provided in the pedestrian-only zone located in the center of the Civic Plaza (See Section Focal Points and Gathering Places).
- ❖ Prior to full buildout and during special events, other portions of the Civic Plaza such as areas closer to the Interim Retail/Civic Space (See next section – Interim Use) may be used to provide performance and demonstration space. Examples of anticipated uses of such a space include farmers' markets, art fairs, concerts, theaters and holiday festivities.

- ❖ Seating areas shall be provided throughout the plaza, oriented toward restaurants with outdoor seating needs as well as office building entrances and other locations where seating would be convenient for broader public use.
- ❖ Seating may be provided both under the arcade as well as in open air to provide a variety of choices.
- ❖ Vehicular access will be restricted during evening hours to enhance the Plaza as a gathering place for things such as informal meetings, relaxation, and casual recreation.



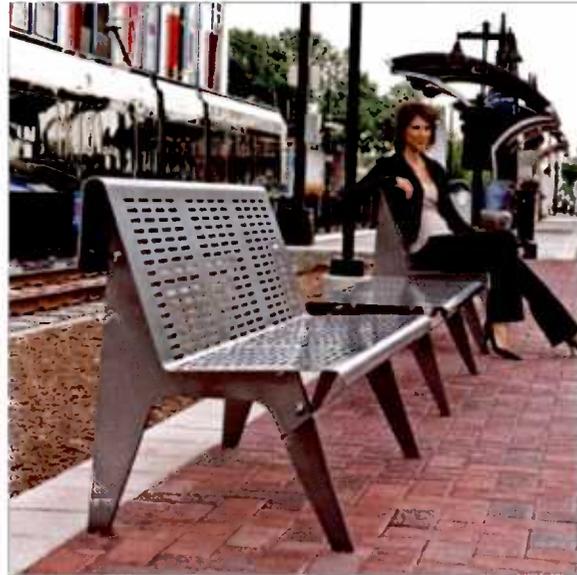
Al Fresco Dining near Entrance

- DESIGN STANDARDS -

THE CIVIC PLAZA

A VARIETY OF FUNCTIONAL SPACES - CONTINUED.

- ❖ Both permanent and temporary seating will be provided, although seating on the Civic Plaza shall be balanced with the provision of open areas, to protect smooth circulation on the Civic Plaza as well as the desired open character.
- ❖ Benches, planter walls and other types of seating which are not oriented toward dining will be provided on the Civic Plaza. Such seating will be designed and sited to ensure that the Civic Plaza is welcoming, and supports the needs of Metro users as well as employees and shoppers.



Contemporary Bench Design

- DESIGN STANDARDS -

THE CIVIC PLAZA

INTERIM USE.

In Phase 1, interim retail/civic uses will be provided on the Civic Plaza. This space, which will include a minimum 10,000 square foot pavilion, (of which a minimum of 5,000 square feet shall be conditioned, interior space), and will be interspersed or flanked with landscaped open areas. Such areas should be easily accessible from other parts of the Civic Plaza and allow for seating to support potential restaurant uses in the interim retail space.

The interim retail/civic use space is provided in Phase 1 to activate the Civic Plaza and serve the needs of pedestrians at different stages of development of Reston Station. As such, the design, use and programming of the space may evolve to complement the balance of the project until it is replaced by permanent buildings.

Such interim use will incorporate the following design features:

- ❖ Both structures (a minimum of 5,000 square feet of conditioned, interior space) and landscaped exterior spaces shall be established on the Plaza as part of the interim use.
- ❖ If multiple structures are developed as an interim use, they will employ similar architectural features and avoid conflicting styles. All construction shall exhibit an internally consistent design and shall relate to the design vision for Reston Station through the use of:
 - Similar elements.
 - Similar color palettes.
 - A manifestation of the same “sense of place.”
 - Building materials of perceived similar nature.
- ❖ Exhibiting a sense of permanence, despite its temporary nature and implementing efficient construction rich in appearance and feel to provide a sense of permanence.
- ❖ Storefronts primarily glazed to facilitate active engagement of any interim uses.

- DESIGN STANDARDS -

THE CIVIC PLAZA

SPECIAL EVENTS.

The Civic Plaza will:

- ❖ Host activities such as open-air farmers' markets, art fairs, concerts, theaters, contests, holiday festivities and the like. It will:
- ❖ Be closed to non-emergency vehicular circulation during programmed events (Please see Civic Plaza Management Plan).
- ❖ Provide access ways for pedestrians and emergency vehicles that shall be maintained at all times.



A Holiday Market



A Festival of Trees

- DESIGN STANDARDS -

THE CIVIC PLAZA

CIVIC PLAZA MANAGEMENT PLAN.

The Civic Plaza is the heart of Reston Station. It will be a vibrant gathering place for its residents, tenants and the community. Due to its importance to the project, and because of its multimodal nature and the varied opportunities for functional spaces, a Plaza Management Plan will be created to guide programming and to insure that this unique space is available and usable as a public space. As the project develops, different approaches to access management will be employed. In summary, the Plaza Management Plan will manage access in order to achieve optimal use of the Plaza.

Vehicular access to the Plaza will be restricted at peak hours. The plan will limit vehicular access to designated areas at all times and eliminate vehicular access to some or all of the Plaza at certain times. Different rules will apply at different times and will be defined in the forthcoming Plaza Management Plan (as offered in Proffer 40.C. and shown on CDP/FDP Sheet 11B.)

The Plaza Management Plan will manage vehicular access, deliveries and pedestrian circulation as follows:

❖ Access:

- Prohibit vehicular access to the Plaza to Office workers/guests on weekdays between the hours of 8 p.m. and 5 a.m., and potentially on weekends and federal holidays.
- Completely close the Plaza to vehicular traffic (with the exclusion of emergency vehicles) for a minimum of 12 community events each year, and other additional events occurring throughout the year, particularly on weekends. Events above and beyond the minimum major community events have the option of full closure of the Plaza or closure which allows for vehicular access to the hotel building only as warranted by the nature of the event.
- Prohibit traffic on the Plaza west of the hotel drop-off (as depicted on CDP/FDP Sheet 11B) for additional smaller-scale public events such as concert series' or "movies on the Plaza", should those activities take place on the western end of the Plaza.

❖ Deliveries:

- In order to minimize conflict on the Plaza, commercial deliveries will be restricted.
- Retail deliveries will be limited during the day, and will be prohibited during the hours of 6:30 a.m. to 9:00 a.m. weekdays.
- All other deliveries, including residential move-ins, will be encouraged to use loading docks in the garage.

- DESIGN STANDARDS -

THE CIVIC PLAZA

CIVIC PLAZA MANAGEMENT PLAN - CONTINUED.

Circulation:

- Vehicles will be allowed to circulate on the Plaza in limited, designated locations to ensure easy visitor access deemed essential for the operation of Class A buildings.
- Vehicular circulation will be defined by a combination of bollards and planters and will be supplemented by the use of pavers of varying texture and color.
- Other methods to control circulation may include temporary stanchions, gates or security fencing and personnel such as security staff, hotel staff and porters.



Examples of Bollards and Automatic Retractable Bollards

- DESIGN STANDARDS -

THE CIVIC PLAZA

CIVIC PLAZA SCREENING WALLS.

Instead of being framed by buildings, the Civic Plaza at Phase I will be framed by a combination of interim retail/civic uses, landscaping and screenings. The screening walls will serve multiple functions – insuring public safety, providing a creative canvas, and creating a sense of place throughout the evolutionary stages of the development process.



SCREENING WALLS



- DESIGN STANDARDS - THE CIVIC PLAZA

CIVIC PLAZA SCREENING WALLS – CONTINUED.

Serving these multiple objectives, it will:

- ❖ Make provision for displaying lifestyle and other images of the proposed development in order to familiarize the public with what is planned at Reston Station.
- ❖ Market components of Reston Station.
- ❖ Offer educational displays (for example: exhibit a pictorial history of the site using a series of photographs taken over the past one hundred years.)
- ❖ Allow artists to display work.
- ❖ Incorporate lighting techniques to provide depth, interest, liveliness in addition to illumination.
- ❖ Be treated with quality exterior finishes.
- ❖ Not be constructed of untreated plywood or similar temporary finish.
- ❖ Only employ jersey barriers as temporary safety features during specific construction phases.
- ❖ Prevent unauthorized access to construction sites.
- ❖ Provide a safe yet inviting environment for all users.
- ❖ Provide a sense of permanence and place within a temporary construction environment.



Example of an Illuminated Screening Technique

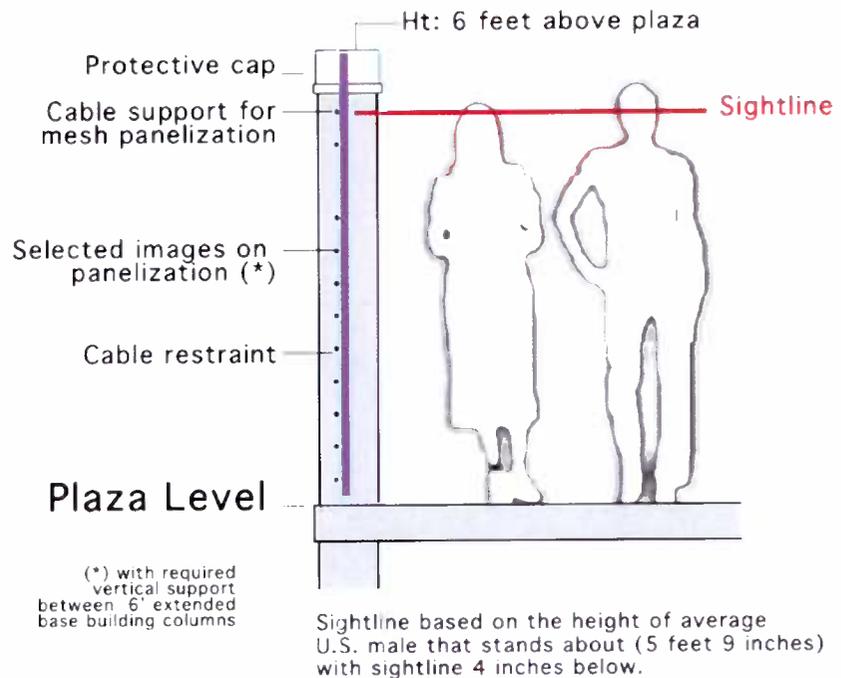
- DESIGN STANDARDS -
THE CIVIC PLAZA

DESIGN CONCEPTS FOR THE SCREENING WALL

The functional and aesthetic criteria of the design standards for Reston Station demand a high quality, attractive screening wall. The screening wall will be:

- ❖ Installed flush to the floor.
- ❖ Of a height sufficient to obstruct view of the garage or construction.
- ❖ Incorporate additional landscaping to ensure an attractive appearance from within and without the Civic Plaza as Reston Station evolves.

One possible design concept would be to extend the columns (along certain expanses) of the garage (which will eventually be lengthened to support the planned private development) to a height above the plane of the plaza. Attaching steel cables between the columns would provide the necessary safety measures as well as allow the attachment of panels of artwork, signage and other displays made from high quality and durable materials. (Using this or a similarly safe method has a number of advantages. The height and depth of the panels could be varied, avoiding the wall being a single plane stretching several hundred feet. Replacement of individual artwork or other images would also be facilitated.)



Possible Design Concept for Screening Wall

- DESIGN STANDARDS -

THE CIVIC PLAZA

THE CIVIC PLAZA AT BUILDOUT.

Below are artist renderings of the Civic Plaza at full buildout. As shown in these illustrations, the Plaza will be a vibrant place to dine, work, relax, shop or connect to the Metro. It will contain exciting art, lighting, landscaping. Large entryways to the office building, hotel and inviting walkways to areas outside of the Plaza will be welcoming.



Plaza View Looking Southeast

- DESIGN STANDARDS -
THE CIVIC PLAZA



Plaza View Looking Northwest To Metro Garage Access

- DESIGN STANDARDS -
THE CIVIC PLAZA



Plaza View Looking South to Metro Walkway

- DESIGN STANDARDS -
THE CIVIC PLAZA



Plaza View Looking from Metro Walkway

- PEDESTRIAN AND BICYCLE CIRCULATION - ACCESS FROM SURROUNDING NEIGHBORHOOD

Pedestrian access to the Plaza is provided from all directions. Primary entrances are provided from Reston Station Boulevard, from Wiehle Avenue and from the western elevation. The bridge to/from the Metro Station provides pedestrian access facing the Dulles Toll Road and vertical access to the Plaza is provided via escalator/elevator as well as stairs from the garage/bus loop. Each point of access is well-defined, and passageways through and between buildings are to be well-lit and enhanced with artwork, creative façade design, signage and/or entrances to retail locations.

With the exception of the escalator/elevator access to the Plaza from the bus level (which will be in place at Phase 1), each entrance will evolve as Reston Station matures.



Streetscape View from Wiehle Avenue

- P E D E S T R I A N A N D B I C Y C L E C I R C U L A T I O N - A C C E S S F R O M S U R R O U N D I N G N E I G H B O R H O O D - C O N T .

MAJOR ACCESS POINTS TO RESTON STATION.

Major entrances from the community into Reston Station will be provided at the following locations (design features and additional information on each entrances follows below):

- ❖ **Reston Station Boulevard.** Multiple entrances are provided – the primary entrance to the Plaza includes a vehicular entrance as well as an adjacent sidewalk (west side) and a separate pedestrian entrance (east side).
- ❖ **Wiehle Avenue.** Pedestrian entrance to the Plaza is provided from Wiehle Avenue. A wide passage through office buildings provides opportunities for bicycle parking.
- ❖ **Reston Metro Center Drive.** Pedestrian access to the plaza from the western entrance will change through the development of the project. In early phases, pedestrians will access the project along a wide sidewalk through the G-2 level to elevators or the escalator to the Plaza. In later phases, stairs from the sidewalk will provide a grade-separated point of access over the driveway entrance to the G-2 level directly onto the Plaza.

The primary pedestrian connection to the Plaza and Metro access will be the crosswalk at Wiehle Avenue and Reston Station Boulevard. The street corner and sidewalks will be designed to guide pedestrians to the appropriate crossing using varied building materials, signage and landscaping. The pedestrian connectivity and the Building Development guidelines (see Section V) work together to ensure that Building 6 is well integrated into the design of Block 1, notwithstanding the timeframe of the buildout of Reston Station.

During the development of the project, screening walls will be installed along the Building 6 site to protect the views and experience of pedestrians walking along Wiehle Avenue and / or Reston Station Boulevard. The screening walls along Wiehle and the north side of Reston Station Boulevard serve a safety function as well as provide an attractive opportunity for a variety of graphic displays associated with the project. (See Section Civic Plaza Screening Wall for additional information.)

- PEDESTRIAN AND BICYCLE CIRCULATION - BICYCLE AND PEDESTRIAN CONNECTION

The connection between Blocks 1 and 2 is a key element of providing bicycle and pedestrian access from the W&OD trail, Reston Town Center and other surrounding neighborhoods to the Metro Station. A 14'-wide streetscape, consisting of 8'-wide sidewalk and 6'-wide landscape band will be provided along Reston Station Boulevard adjacent to Block 1, transitioning to a 8' sidewalk toward Block 2. Adjacent to Block 2, the sidewalk continues at 8' in width. Bicycle traffic anticipated from the W&OD trail is likely to utilize lanes adjacent to the sidewalk to access the entrance to bicycle parking at Block 1. (For greater detail, see Sheet 12 of the CDP/FDP.)

As allowed by VDOT and FCDOT, wayfinding signage will provide connectivity from/to Reston Station from/to the W&OD Trail, Sunset Hills Road, Wiehle Avenue and other roads. Signage will also be provided within Reston Station.



Arial Map Showing Pedestrian and Bicycle Connections

PEDESTRIAN AND BICYCLE CIRCULATION - STREETSCAPE & WALKWAY DESIGN

- ❖ The design of streets, sidewalks and parking areas will both ensure efficient vehicular circulation within Sub-Area G-4 as well as create a pedestrian-friendly environment. Pedestrian comfort shall be a primary consideration of the street design and any potential design conflict between vehicular and pedestrian movement will generally be decided in favor of the pedestrian. Adjacent streets, where appropriate and approved by VDOT, will be characterized by the following:



View from Arcade to Metro Pedestrian Bridge

- ❖ Well-landscaped sidewalks.
- ❖ Aesthetically pleasing street furniture.
- ❖ A focus on pedestrian mobility and safety.

The streetscapes are outlined in the Proffers and on the CDP/FDP Sheet 10, and include the following standards:

- ❖ **Reston Station Boulevard.**

The walkway adjacent to Block 1 along Reston Station Boulevard is 14' wide, with regularly spaced street trees (a consistent 8' wide clear zone is provided the length of the frontage). Distinctive and coordinated crosswalks will be used at all driveway crossings and intersections.

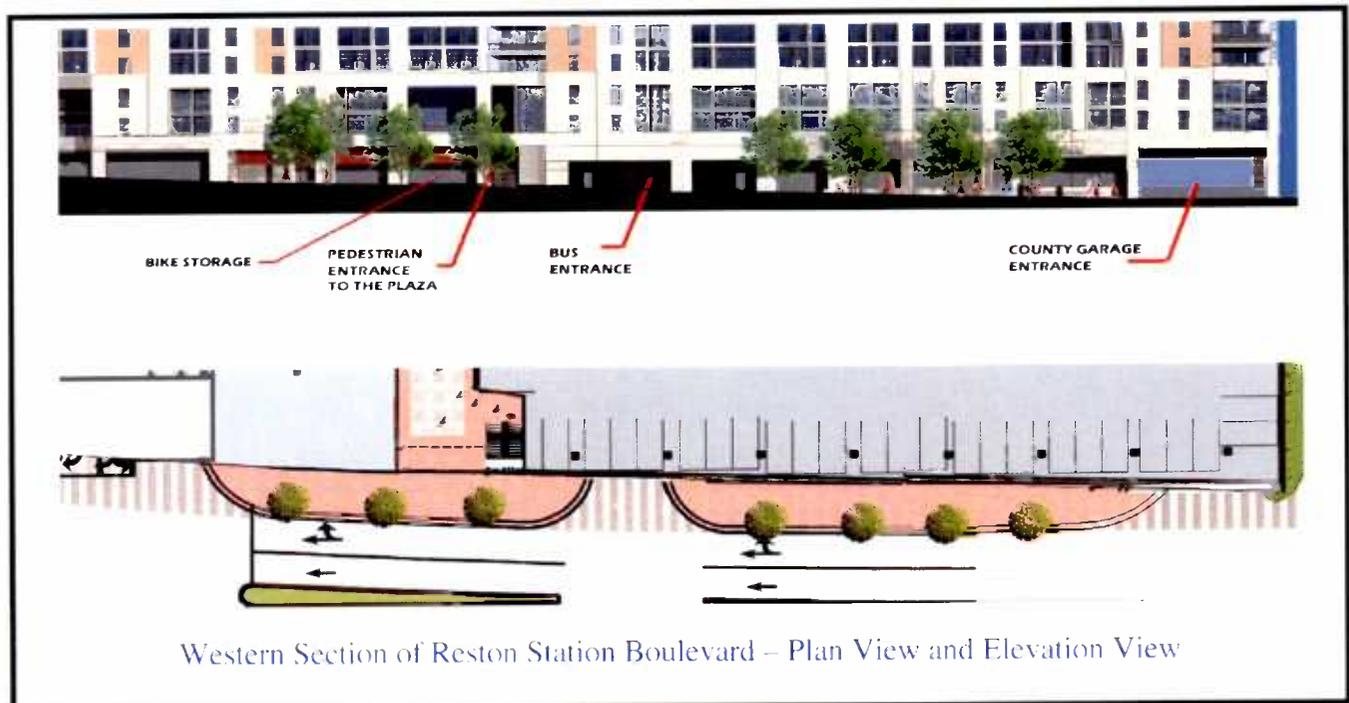
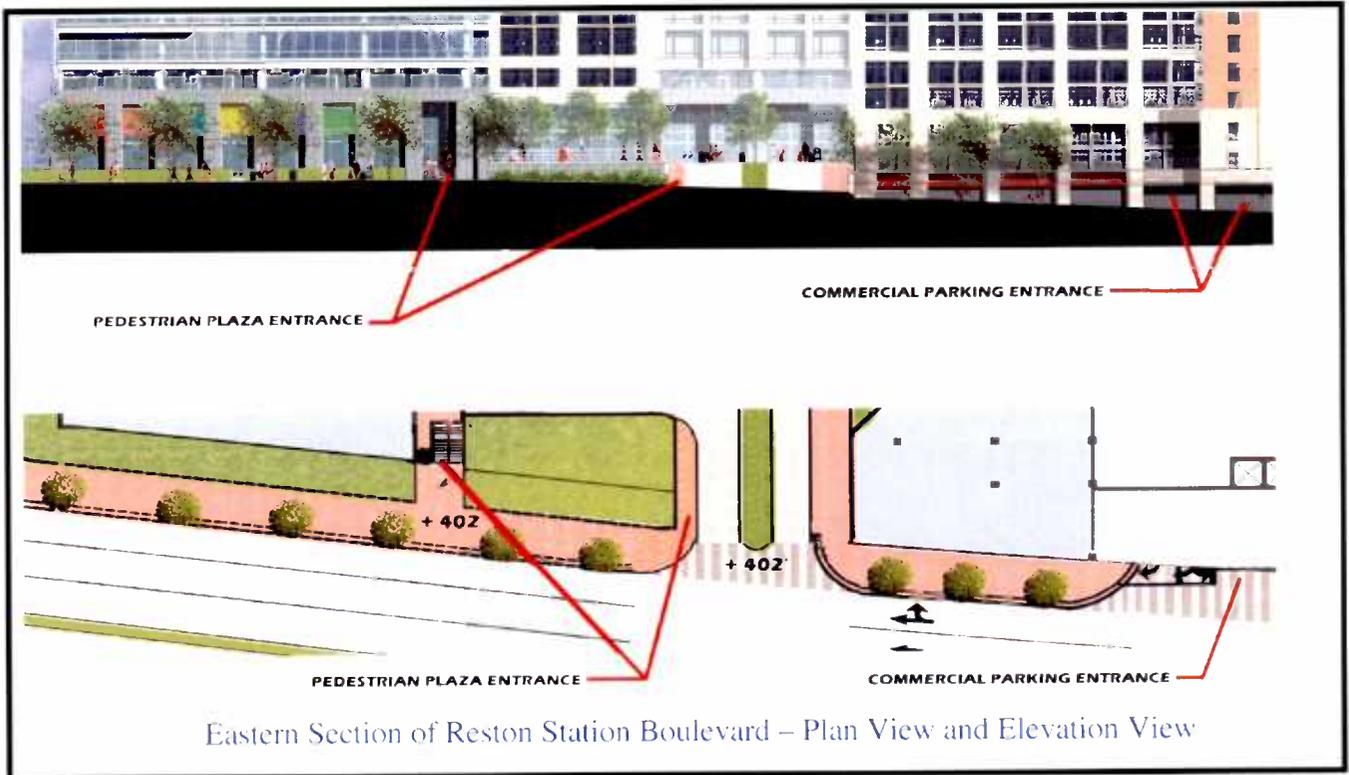
Access from Building 6 is provided along Reston Station Boulevard as well, with pedestrians being guided to the main crosswalk at the Wiehle/Reston Station Boulevard intersection.



Metro Garage Entrance from Reston Station Boulevard

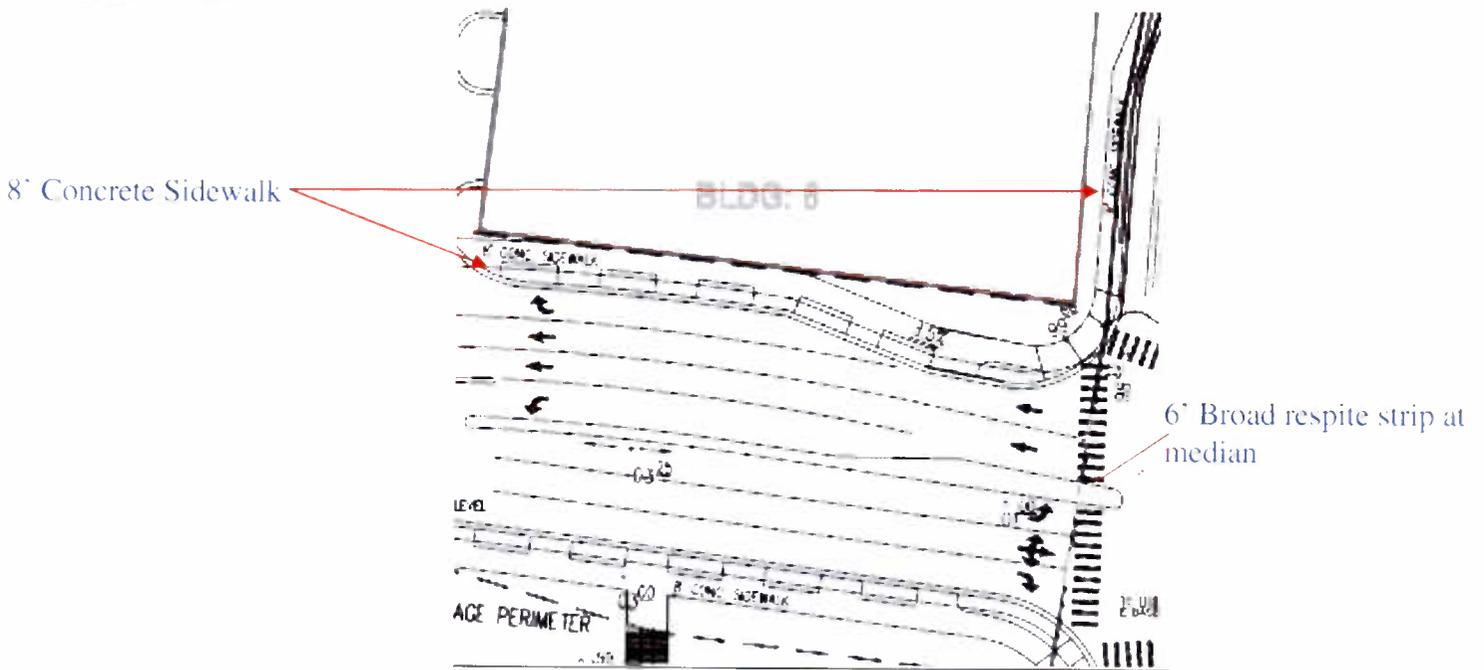
- PEDESTRIAN AND BICYCLE CIRCULATION - STREETSCAPE & WALKWAY DESIGN

STREETSCAPE & WALKWAY DESIGN.



- PEDESTRIAN AND BICYCLE CIRCULATION - STREETSCAPE & WALKWAY DESIGN

Wiehle Avenue An 8'-wide concrete sidewalk will be provided along Wiehle Avenue with 2 points of access into Block 1. A pedestrian entrance is provided mid-block through a walkway created through one building, and a separate pedestrian entrance will be constructed adjacent to the driveway entrance to the Plaza.



Pedestrian facilities serving intersection of Wiehle Avenue and Reston Station Boulevard

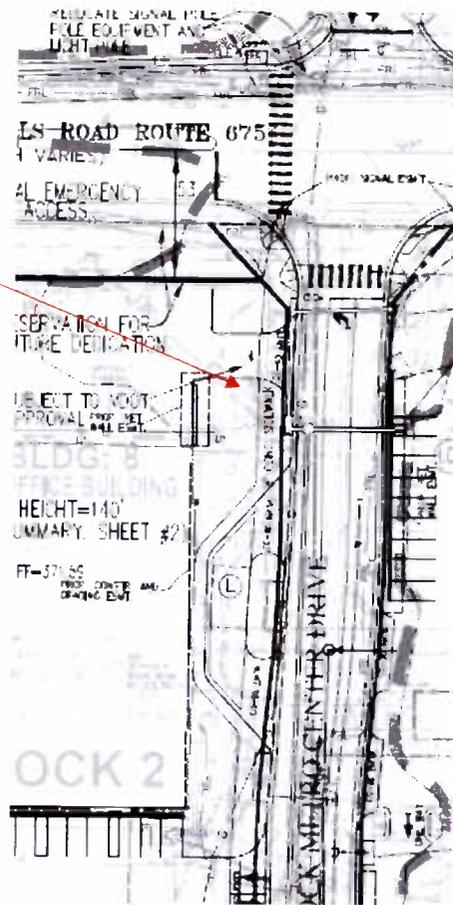


Pedestrian Access to Plaza from Wiehle Avenue

- PEDESTRIAN AND BICYCLE CIRCULATION - STREETSCAPE & WALKWAY DESIGN

Comstock Metro Center Drive. The streetscape adjacent to Block 2 will include an 8' wide sidewalk treatment, similar to that along Reston Station Boulevard. The 8' wide sidewalk will be integrated into the entrance feature for the existing office building to facilitate pedestrian circulation from Sunset Hills Road as well as the W&OD trail to the Metro Station. A 6' wide sidewalk will be provided to connect to the W&OD trail on the north side of Sunset Hills Road.

8' Concrete Sidewalk

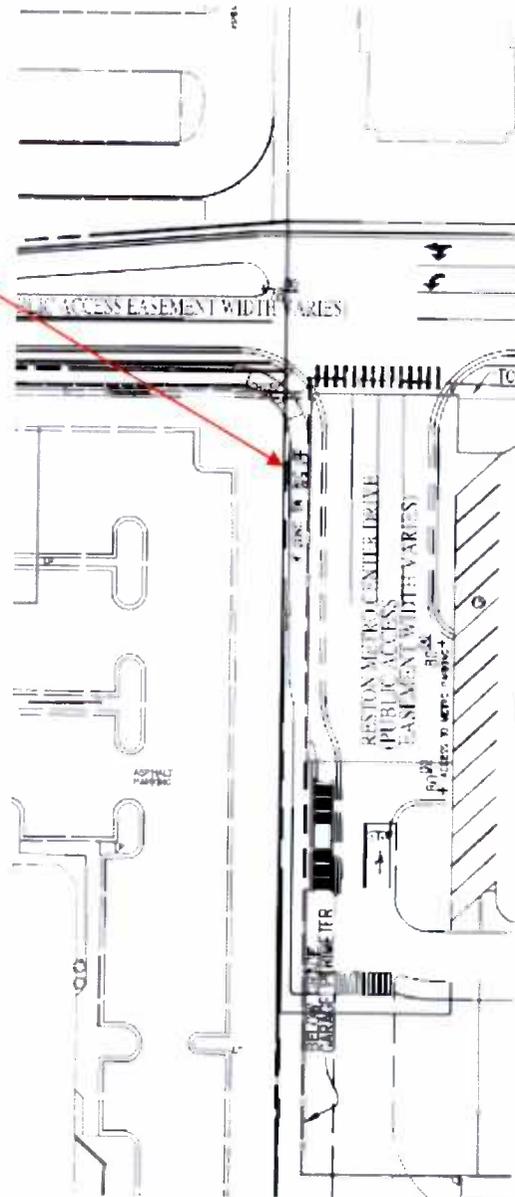


Sidewalk serving Comstock Metro Center Drive

- PEDESTRIAN AND BICYCLE CIRCULATION - STREETSCAPE & WALKWAY DESIGN

RESTON METRO CENTER DRIVE

8' Concrete Sidewalk



Sidewalk serving Reston Metro Center Drive

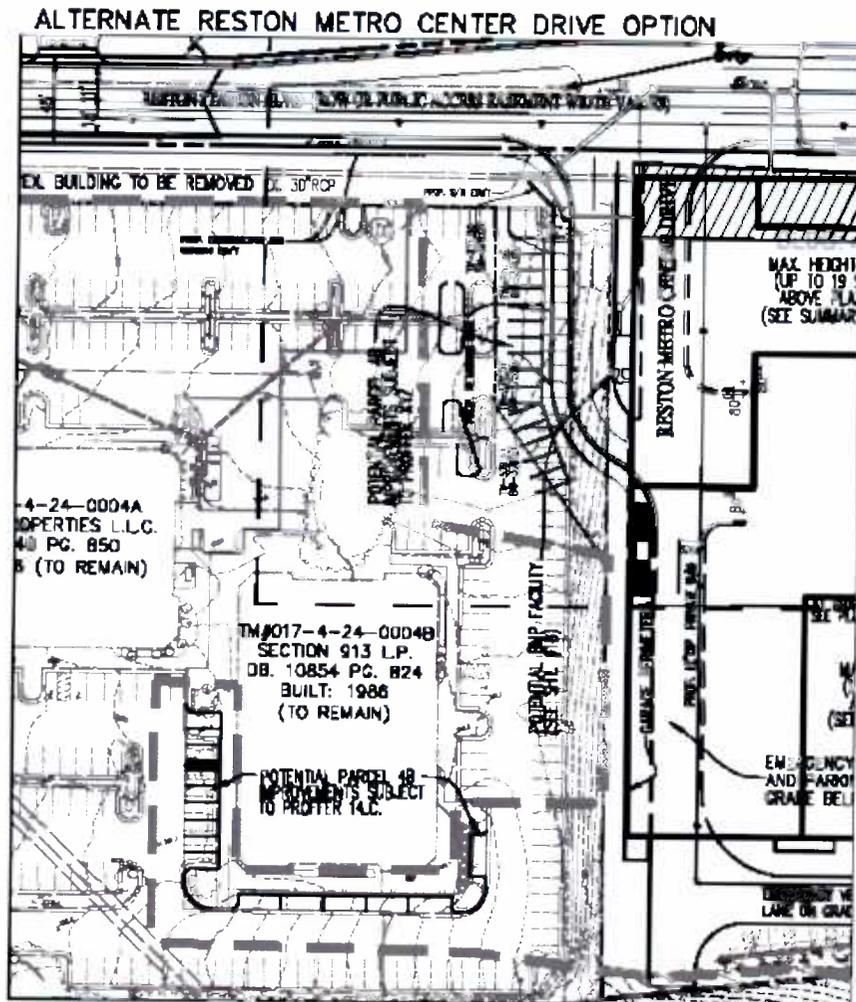
Reston Metro Center Drive

From Reston Station Boulevard, pedestrians will be able to traverse a wide sidewalk to access the Bus Loop / Kiss and Ride level from the beginning of the project. A pedestrian walkway connects to an internal elevator as well as the stair/elevator/escalator in the center of the Bus Loop

- PEDESTRIAN AND BICYCLE CIRCULATION - STREETSCAPE & WALKWAY DESIGN

❖ ALTERNATE LOCATION OF METRO CENTER DRIVE

To better align the ultimate road network and maximize the use of the existing infrastructure this option may be employed subject to agreement with the neighboring property owners. Both neighboring properties, as well as the community, would benefit from this optimal alignment.



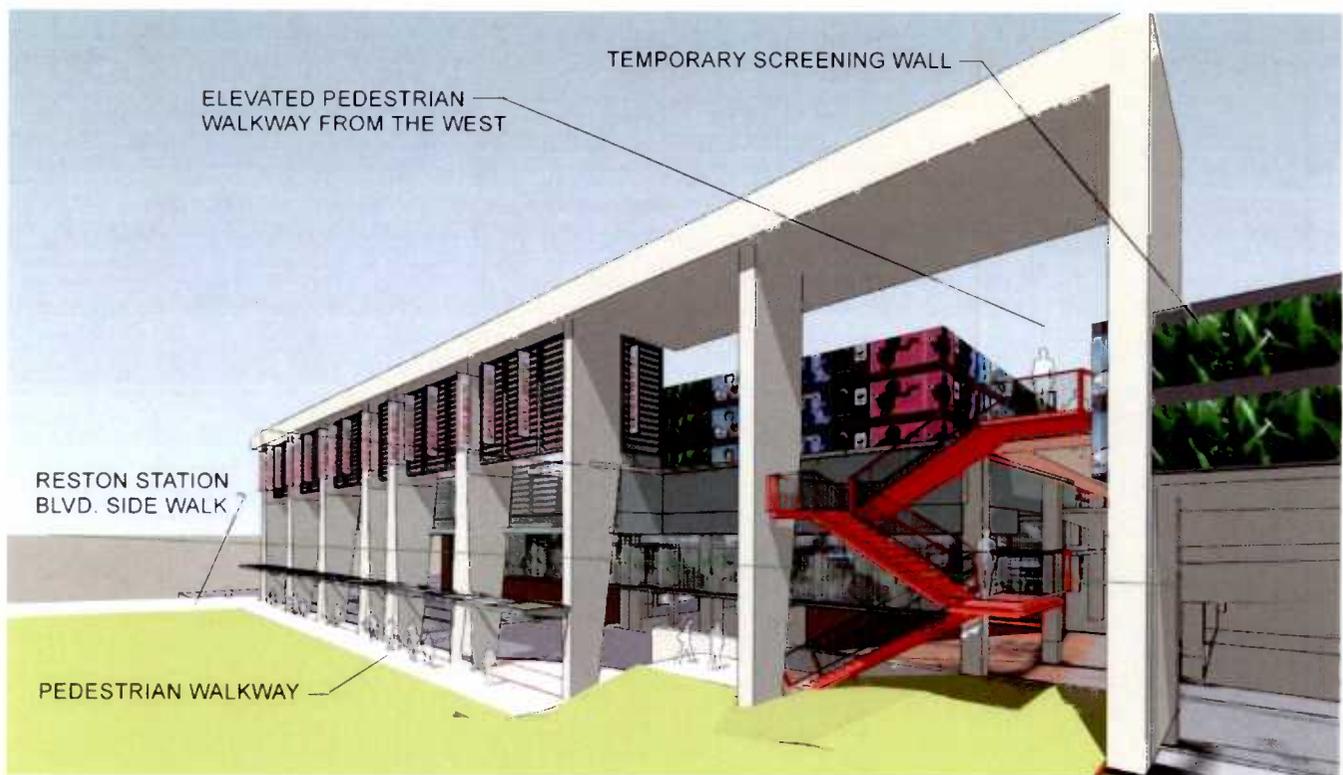
Alternative Placement - Reston Metro Center Drive

- PEDESTRIAN AND BICYCLE CIRCULATION - STREETSCAPE & WALKWAY DESIGN

❖ Access from the West.

When buildings are developed on the Plaza, an additional stairway with a grade separated crossing of the vehicle entrances to the garage will be added on the western elevation to provide an addition pedestrian access to the Plaza. It will incorporate the following elements:

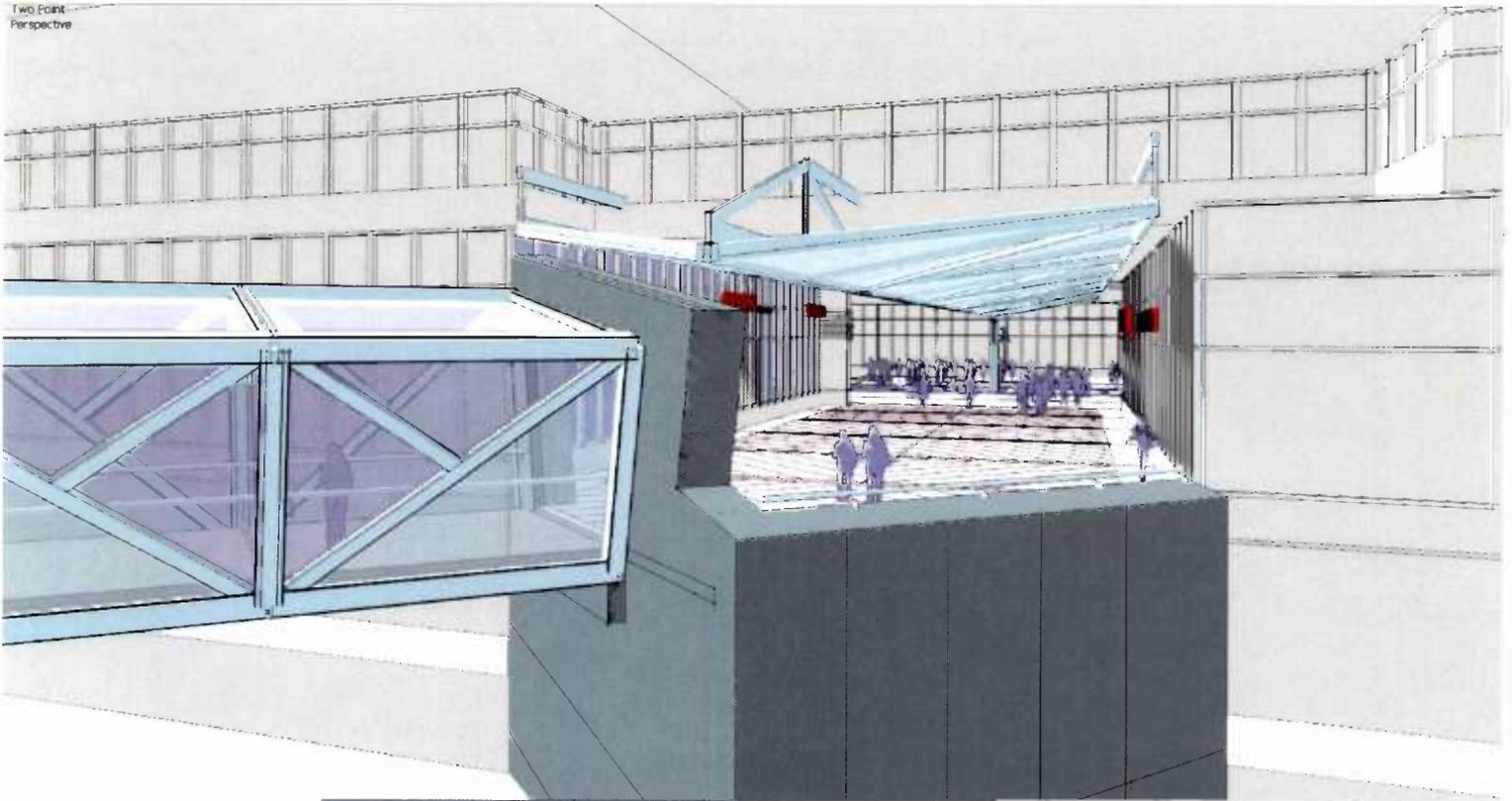
- ❖ A covered pedestrian walkway from Reston Station Boulevard to the Bus Loop as well as vertical access to the Plaza
- ❖ Screened garage and plaza circumference
- ❖ Intriguing artwork, information signage, banners



Elevation View of Pedestrian Access from the West

- PEDESTRIAN AND BICYCLE CIRCULATION - STREETSCAPE & WALKWAY DESIGN

ACCESS FROM METRO STATION VIA WALKWAY



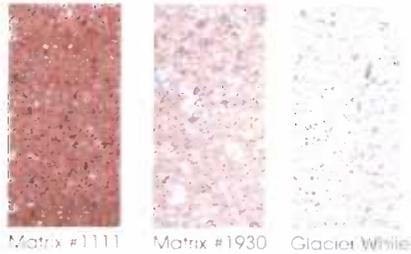
ACCESS FROM METRO STATION VIA WALKWAY – A COVERED WALKWAY FROM THE METRO ARCADE LINED WITH RETAIL ON BOTH SIDES

(SEE SECTION CIVIC PLAZA PEDESTRIAN CIRCULATION FOR FURTHER DETAIL.)

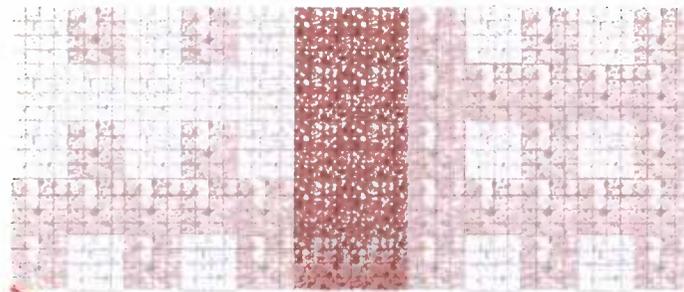
- PEDESTRIAN AND BICYCLE CIRCULATION - CIVIC PLAZA PEDESTRIAN CIRCULATION

The Civic Plaza prioritizes pedestrian circulation, welcoming bicyclists and pedestrians from all directions to a protected space that provides access to office, residential and retail uses of each building as well as the Metro Station. The retail component of each building and the Metro entrance create a public venue and community focus that is truly oriented to pedestrian use and access.

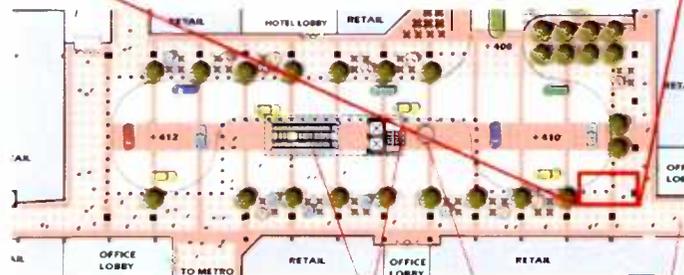
CONCRETE PRESSED PAVERS 8" x 8" x 2" Exposed aggregates with 'granite like' appearance



Matrix #1111 Matrix #1930 Glacier White



PAVING PATTERN DETAIL



PLAZA PAVING PLAN

Most of the Civic Plaza is only accessible by pedestrians. Pedestrians may enter the plaza from six different locations – four points of entry from the perimeter of Block 1, one point of entry from/to the Metro and a second, central vertical point of entry (provided by escalator/elevator) from the bus loop/kiss and ride level. Upon entering the Civic Plaza, pedestrians have the option of being under an arcade or other roof structure for much of their walk to the Metro or other destination on the Civic Plaza. At buildout, the ground plane of the Civic Plaza is treated with stone pavers and other high quality materials that provide a mixture of color and texture that can be used to define particular gathering venues and to guide circulation through the Civic Plaza.

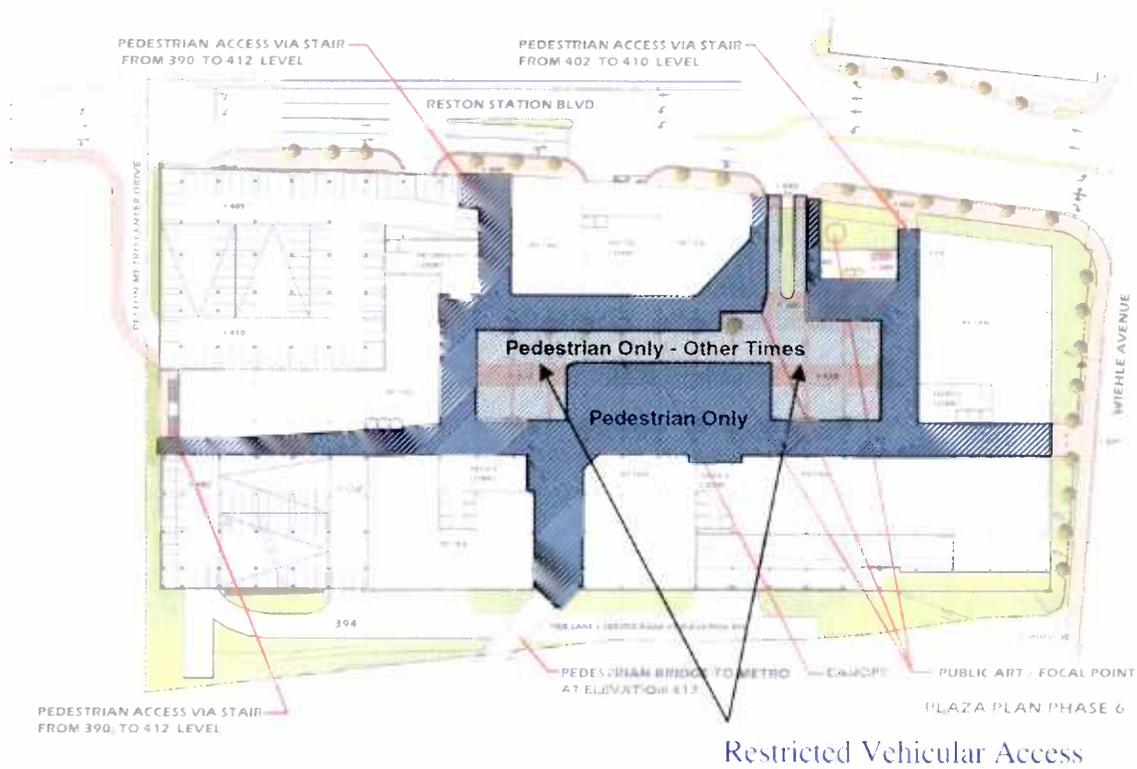
- ❖ The pedestrian-only area of the Civic Plaza in and around the escalator/elevator space and the connection to the Metro will be surfaced with high quality pavers during all phases.

- ❖ The areas subject to damage from construction traffic will be

surfaced with high quality stamped asphalt and will be of a high quality appearance. Permanent surfaces will be applied when construction traffic in said area has been completed.

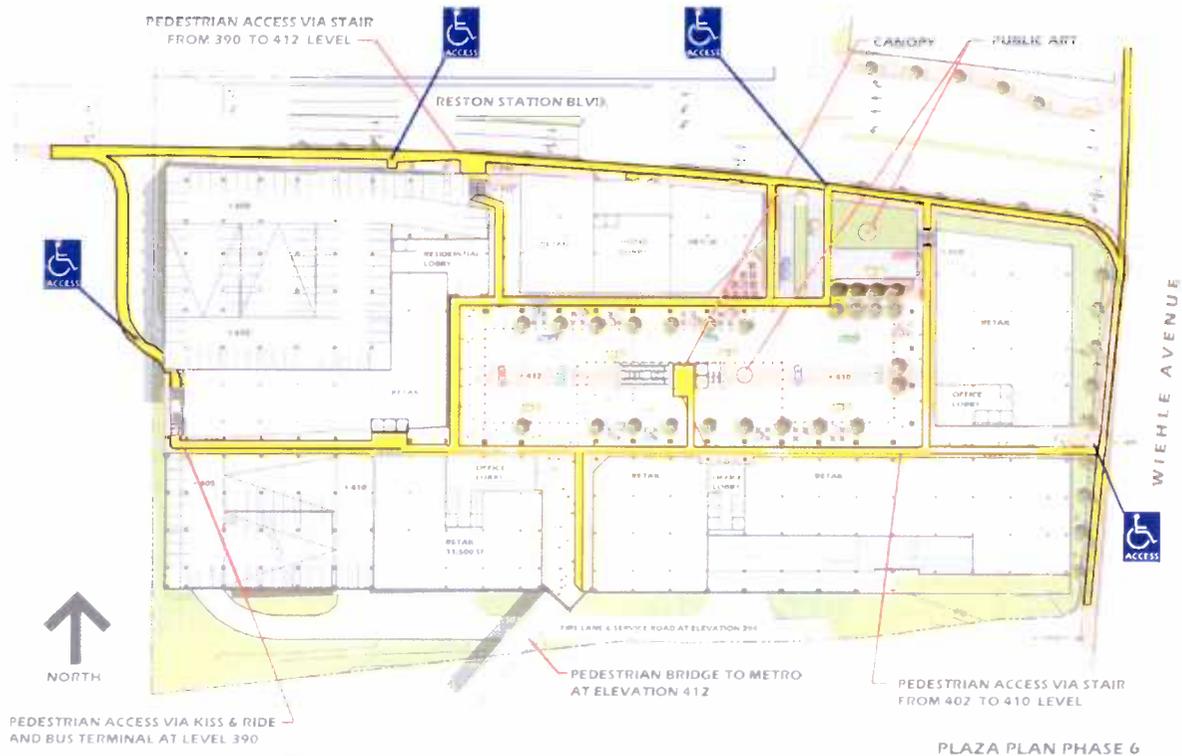
PEDESTRIAN AND BICYCLE CIRCULATION - CIVIC PLAZA PEDESTRIAN CIRCULATION

The use of varying paver colors and design is illustrated above to show the value of this design strategy for guiding circulation through the Civic Plaza while maintaining a level and open surface that enhances the accessibility of the space for pedestrian use.



Pedestrian-only portions of the Plaza

- PEDESTRIAN AND BICYCLE CIRCULATION - CIVIC PLAZA PEDESTRIAN CIRCULATION



Pedestrian circulation to and within the Plaza

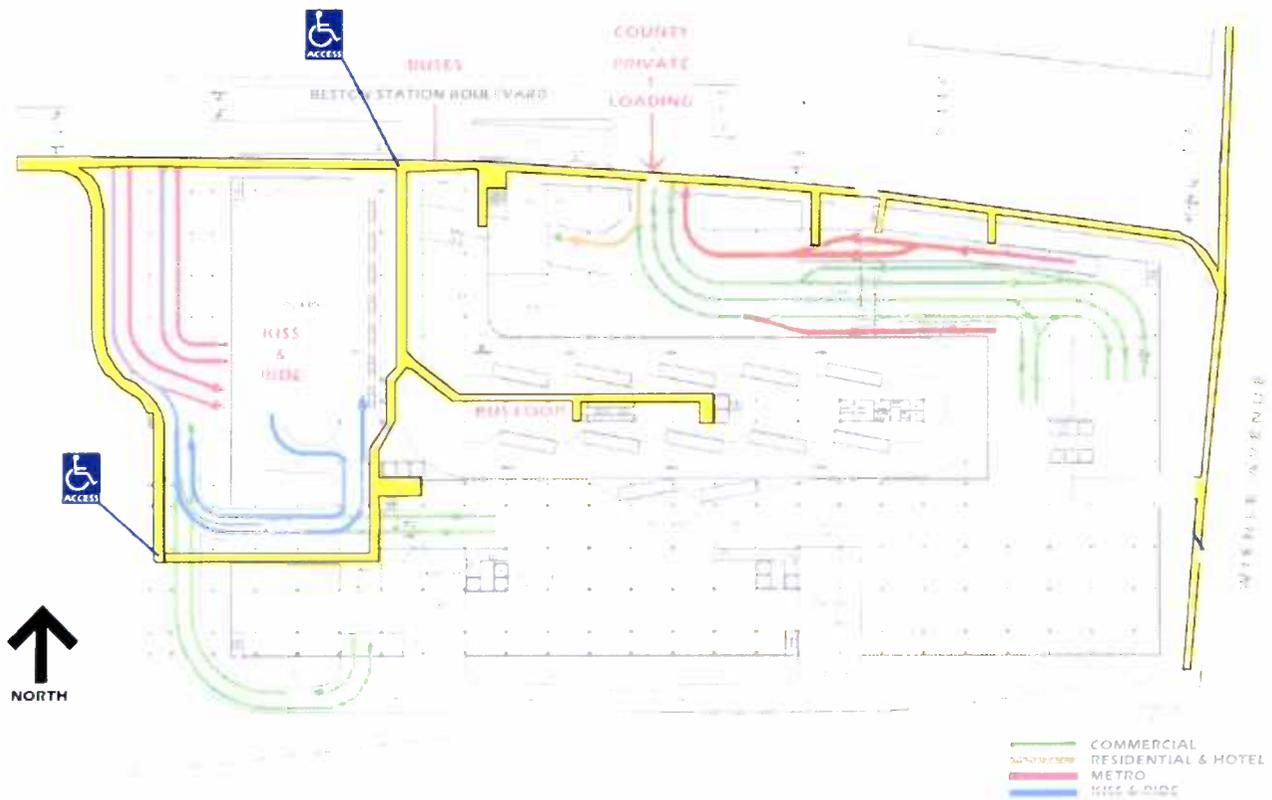
Passageways bringing pedestrians to the Civic Plaza from perimeter roadways will:

- ❖ Be of a significant scale to ensure a sense of openness.
- ❖ Be faced with retail storefront and glazing and / or building entrances.
- ❖ Be lined with artwork, informational signage, directional signage (e.g. Metro related), potentially through an electronic medium.
- ❖ Employ architectural treatments and other features to avoid any long expanses of blank walls.
- ❖ Be well lit.
- ❖ Be designed so that passageways open up when reaching the Plaza to soften the distinction between Civic Plaza and the entrance passageway

The pedestrian bridge connecting the Plaza to Metro will be provided by the Washington Metropolitan Area Transit Authority (WMATA) and is to be enclosed as determined by WMATA to provide all-weather pedestrian access. The connection of the pedestrian bridge to the Plaza landing will be covered or enclosed. In the event that the connection elements are covered but not enclosed, they will be constructed such that any potential “wind tunnel” effect will be minimized.

- PEDESTRIAN AND BICYCLE CIRCULATION - CIVIC PLAZA PEDESTRIAN CIRCULATION

The illustration below outlines the pedestrian circulation on the Bus Loop Level of the Civic Plaza.



Bus Loop Level Pedestrian Circulation

- PEDESTRIAN AND BICYCLE CIRCULATION - BICYCLE ACCESS AND PARKING

Because of Reston Station's role as a gateway to the Metro system and proximity to the W&OD Trail, particular attention has been paid to the provision and placement of bicycle parking. To serve the public garage and other buildings:

- ❖ Bicycle parking to securely and safely accommodate a minimum of 150 bicycles will be located on the same level as the bus loop / Kiss and Ride level of the project, adjacent to a stairway and pedestrian-only entrance to the Plaza (see CDP/FDP, Sheet 7).
- ❖ Bicyclists will be able to easily access the Plaza via stairs or the escalator/elevators connecting the Plaza and bus loop levels.
- ❖ In addition, extensive bicycle parking in close proximity to the Plaza from Reston Station Boulevard and Metro access will be provided. (Please see the Proffers and the CDP/FDP Sheet 11 for more information on bicycle storage.)



Potential Bicycle Stand Styles

- PEDESTRIAN AND BICYCLE CIRCULATION - BICYCLE ACCESS AND PARKING

As the project develops, bicycle racks shall be placed in the portions of the garage(s) that serve the Reston Station office, hotel and residential buildings. To serve bicyclists arriving from the east (Wiehle Avenue), racks will be placed proximate to the pedestrian-only entrance from Wiehle Avenue, in a covered location, as generally shown on the CDP/FDP. Similarly, bicycle parking will be provided to serve Block 2 and Building 6.

Potential Bicycle Stand Style



- PEDESTRIAN AND BICYCLE CIRCULATION - CROSSWALK TREATMENTS

The primary form of access and circulation on the Plaza will be pedestrian. In the locations where pedestrians must cross vehicular traffic in and around Reston Station, crosswalks with visually and, where appropriate, texturally distinct treatments are desirable. Several approaches are used:

- ❖ On the Plaza. Vehicular crossing of pedestrian areas will be denoted with variable paving treatments, (or, if required by Fairfax County and/or VDOT) painted crosswalks, and further demarked with bollards, planters and other physical design elements.
- ❖ Reston Station Boulevard. The sidewalk will cross driveways and intersections in a number of locations. Crosswalks may be provided as minimum 8'-wide painted crossings (or, if acceptable to Fairfax County and/or VDOT) and where appropriate, crosswalks may be provided by extending the sidewalk paving pattern across entrances.
- ❖ Traffic signals that address pedestrian as well as vehicular movements are anticipated and will be properly timed to support pedestrian crossings.
- ❖ Pedestrian countdown signals will be provided.
- ❖ Respite strips will be provided within medians where appropriate.



Pavers as Wayfinding at Crosswalk



Public Art as Bicycle Crosswalk

- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

Discussed below are the classification of and standards of performance for each of the building types planned for the mixed use development, Reston Station. Also included in this section are the massing and scale guidelines.

Development standards set forth herein will ensure that all buildings (up to 8 may be constructed) on Blocks 1 and 2 meet consistent design criteria. In particular, it is important that all buildings be designed to be oriented to pedestrian needs with clearly defined entrances, human scaled massing, building articulation (to allow pedestrians to relate to building scale), and features designed to assure pedestrian comfort. This pedestrian experience will be woven into the overarching goal of achieving a high quality mixed use project, the Civic Plaza's objectives and each building's program.



Conceptual Night View

- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

RESIDENTIAL.

- ❖ Residential buildings should possess a clear residential identity, created through the use of vertical window openings, balconies (optional), façade detailing and other architectural features.
- ❖ Building entrance(s) on the Civic Plaza will be framed with architectural treatments and landscaping elements to define a comfortable pedestrian zone at the western end of the plaza, yet provide a clear division between public and private spaces. Similarly, the entrance to Building 6 (if constructed as residential) will provide a protected pedestrian zone.
- ❖ Parking will be provided within the mass of the building and should be an integral part of the overall design.



- ❖ Retail uses within the residential building located on the Civic Plaza level can further enhance an active pedestrian zone at the western end of the plaza.
 - ❖ Retail space will be twenty feet in height, thus allowing for extensive transparency with windows and doors.
 - ❖ Entrance features where retail is located will be designed to soften the division of interior and exterior spaces, and where appropriate, with seating, plantings, hardscapes and information/directional signage.
-
- ❖ Residential Buildings will incorporate:
 - ❖ Vertical window openings
 - ❖ Options for balconies
 - ❖ Façade detailing, such as insignias, friezes, cornices, etc...
 - ❖ Other distinguishing architectural features

- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

OFFICE.

Office buildings will be the dominant building type along the Dulles Toll Road serving as the Civic Plaza's visual and noise "screen." Their design shall articulate Class "A" office design.

- ❖ Retail will generally be located at the plaza level of office buildings, so plaza level facades shall exhibit a strong retail identity while still clearly denoting the location of the office building entrances and lobbies.
- ❖ Office parking areas will be skinned with complimentary architectural materials and incorporate opportunities on the parking façade to present public art.

The office buildings will be visually interesting by incorporating such techniques as:

- ❖ Special features such as articulated building tops.
- ❖ Step backs.
- ❖ Changes in plane.
- ❖ Changes in materials or color tones.
- ❖ The type, shape or grouping of windows.
- ❖ Use of cornices.
- ❖ Changes in scale.
- ❖ Geometric elements or surface textures.
- ❖ Highly designed entrances with notable lobbies.



- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

RETAIL.

Reston Station will strive to offer variation in storefront design. Retailers will be encouraged to help create a dynamic streetscape. It is crucial to the success of Reston Station and the individual retailers that there is a strong retail identity on all retail frontages.

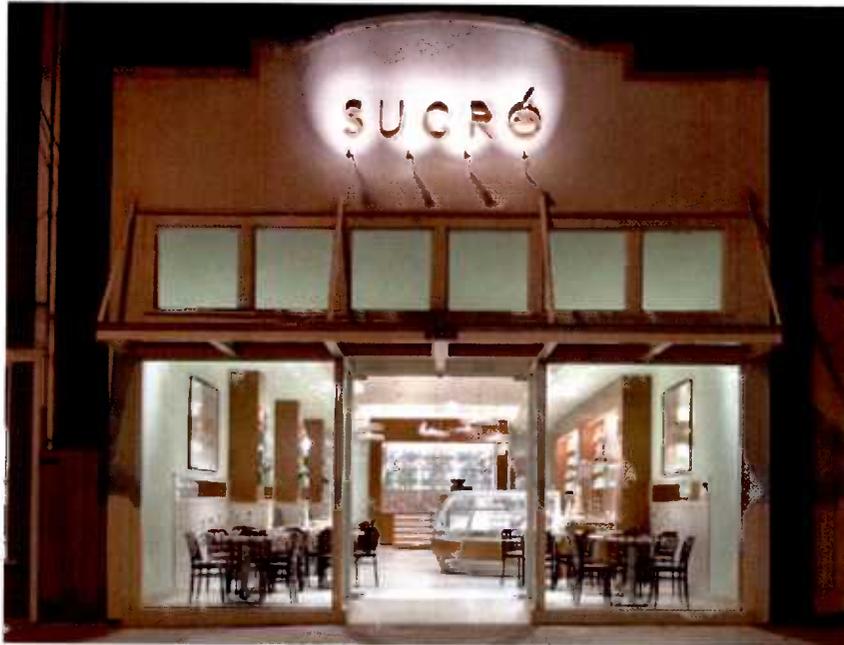
Retail design will include:

- ❖ Building facades (facing the completed Civic Plaza) that are primarily glazed, consistent with the building program set forth in the CDP/FDP.
- ❖ Building overhangs that are a minimum of 12-15' in depth, (creating a unique opportunity to provide highly-designed entrances, with seating and planting areas, which are protected from weather).
- ❖ Pedestrian zones at the base of the buildings that are particularly well detailed and contain a richness of materials, light and color to make for a comfortable and urbane environment. (This is especially true for the arcades.)
- ❖ Specific goals include:
 - Locations in the lower floors of all buildings – office, residential or hotel.
 - Outdoor seating areas for restaurants and cafes.
 - Removable/moveable walls/doors to blur the line between inside and outside (taking advantage of the building's overhangs).
 - Creative but complimentary signage per code.
 - Continuity with the Reston Station kiosks.
 - Consistent, themed planters at entryways.
 - Retail wrapped around corners where possible.



- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

RETAIL – CONTINUED.



Storefront Appearing as Open Air



Thematic Planters



Restaurant with Moveable Glass Walls

- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

HOTEL.

- ❖ A hotel building will possess its own unique architectural identity (which will be informed to some degree by the hotelier occupying the space.)
- ❖ The hotel design will be harmonious with the overall design of the Civic Plaza and the Design Guidelines.
- ❖ It will welcome pedestrian traffic and will offer various amenities to the public.
- ❖ Hotel parking is accessed through the garage, and signage will be provided to guide patrons to the appropriate parking location.
- ❖ Vehicle drop-off by patrons and valet services may be provided on the Plaza.
- ❖ All hotel guest parking is accommodated off the Plaza in the structured parking area.
- ❖ Use of hotel staff, porters and Reston Station security in concert with the Plaza Management Plan will provide its customers and the Civic Plaza visitors excellent and safe access/egress to the hotel for its visitors.



- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

MASSING / HEIGHT.

A range of heights and square footages for all buildings is provided on the CDP/FDP. For each building use, a minimum and maximum height and a minimum and maximum gross square footage are provided. The overall massing of Reston Station will be influenced by varying the height of individual buildings relative to one another as well as providing each building with an unique footprint that will create a lively rhythm between the individual structures.

In addition to the requirements of the CDP/FDP, the following design criteria apply to all buildings:

- ❖ the overall composition should be harmonious and readily identifiable as a single entity,
- ❖ The introduction of variations in building materials and their applications such as use of commonly themed materials and design elements but sometimes in a strikingly different manner from building to building and employing subtle, underlying proportional relationships.
- ❖ Creating the overall building composition from both horizontal and vertical vocabularies.
- ❖ Projecting signature features above the cornice or parapet line.
- ❖ Consideration of the human scale.
- ❖ Inclusion of horizontal elements especially at the pedestrian level.
- ❖ Layering of materials.
- ❖ Stepping back or moving forward portions of the building.
- ❖ Using horizontal or vertical projects such as strakes, light shelves and other devices.
- ❖ Introducing pronounced architectural features which project above the parapet line in key locations.



- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

LANDMARK FEATURE.

The building at the corner of Wiehle Avenue and the Dulles Toll Road will contain a landmark feature – one that serves as a project signature and offers unique identity. It is the largest of all of the proposed buildings, and will serve as a “gateway” to Reston. Its façade will be clad in high performance materials and glazing will be distinct and attractive to the eye. This unique building will be seen from all surrounding thoroughfares as well as the Plaza and the skyline.

The design intent of Reston Station is to create a harmonious yet dynamic environment. Other buildings will echo the landmark but not mirror it. The design direction will coordinate the varieties and colors of all of the buildings to maintain the overall aesthetic. Like DNA, the buildings maintain a family trait but slight deviations in color, texture and detail to allow each building to cultivate its own personality.



Potential Signature Office Building

- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

ORIENTATION.

Block 1.

Buildings create the Civic Plaza space and should be designed to not only demarcate the extent of the Civic Plaza at the ground plane but also to create walls and openings that are of visual interest. All major building entrances will be pedestrian-oriented and open directly onto the Civic Plaza, with the exception of Building 6, located on the north side of Reston Station Boulevard, which is accessed separately. Additional garage entrances may be provided but will be in addition to primary entrances from the Plaza.

Building 6.

The facades, including retail, of Building 6 facing Wiehle Avenue and Reston Station Boulevard will be designed to ensure that adjacent sidewalks are visually interesting pedestrian walkways – with landscaping and human-scale architectural features – and clearly guide people to pedestrian entrance(s) to Building 6 or to the crosswalk providing access to the Civic Plaza. Vehicular access will be provided to Building 6, and, in addition to sidewalks along the driveway, a separate pedestrian point of access will be provided from the Wiehle Avenue and/or Reston Station Boulevard sidewalks to enhance the visual and functional linkage of Building 6 to the Civic Plaza-level buildings in Block 1.



BUILDING 6 SOUTH ELEVATION



BUILDING 6 EAST ELEVATION

Potential Design for Building 6

- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

ORIENTATION - CONTINUED.

Block 2.

Entrances will be oriented to Comstock Metro Center Drive. The Sunset Hills Road facade and streetscape will be carefully addressed with the office addition or landscaping to facilitate the transition of Sunset Hills Road to a more urban section in this vicinity.



Block 2 – Lateral Expansion



Block 2 - Existing Office Building with Potential Lateral Addition

- BUILDING DEVELOPMENT GUIDELINES - T Y P O L O G I E S

BUILDING MATERIALS AND ARTICULATION.

As one of the first transit-oriented developments in Fairfax County, the architecture at Reston Station should distinguish itself from other projects in Fairfax County as a unique, urban-scale, mixed used development. Architectural forms and features should be bold and clear enough to make each building easily comprehensible and allow pedestrians to determine a sense of scale. As such, the greatest level of detail is required at the Civic Plaza and ground levels within close view of pedestrians.

Building materials should be attractive in appearance and durable with a sense of permanence. Design features such as belt courses, frieze panels, cornices, etc. should be employed to accomplish the following :

- ❖ Provide a sense of continuity from one adjoining building to another while providing each building with its own unique presence and design. Horizontal projections and other linear elements need not align precisely.
- ❖ Avoid long expanses of wall unrelieved by fenestration or architectural articulation. In addition, changes in fenestration as well as façade materials and their organization should be used to effectively reduce the mass of the buildings and to provide a heightened level of visual interest.
- ❖ The use of a varied but related pattern of materials and changes in architectural vocabulary both for individual buildings and the overall development is encouraged.

Example of a Finishes Palette –
The exhibit to the right shows how various finish materials can work together to create a varied but complimentary result.



FINISHES PALETTE

Brick | Precast | Glass | Metal



- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

BUILDING MATERIALS AND ARTICULATION – CONTINUED.

- ❖ Design vocabulary used for the individual buildings should reflect the principal use of the structure whether it is office, residential or hotel. (For example, residential buildings may incorporate balconies and similar functional architectural elements.)
- ❖ Retail spaces facing the Civic Plaza will be glazed to provide light, color and activity to frame the pedestrian experience.
- ❖ Articulation of building tops is encouraged in order to create a more interesting skyline and to reflect or portray the project signature for the overall development and to individual buildings. This may be accomplished in a number of ways including manipulation of the parapet wall, introduction of tower elements at entrances and/or strategic corners and use of setbacks in the upper building floors.
- ❖ Mechanical equipment, whether located on the top of buildings or ground mounted should be screened from view in an attractive yet unobtrusive manner.



Varied Building Tops and Screened Garages

- BUILDING DEVELOPMENT GUIDELINES -

TYPOLOGIES

PARKING GARAGE SCREENING.

- ❖ The bulk of the parking is provided in parking garages under the Civic Plaza and within the mass of each building.
- ❖ The façade of all parking structures will be clad with architectural treatments that ensure parking is screened and is compatible with the associated office, residential or hotel use.
- ❖ Façade treatment of parking garages may vary from building facade treatment and from building to building, but will contribute to the sense of unity throughout. (This includes whatever garage building option is decided upon for Block 2.)
- ❖ Specific techniques will be employed, such as:

- ❖ extending the façade treatment of the building over the parking garage
- ❖ using materials to convey an image of fenestration
- ❖ employing trellises and other devices to “green” the parking garage façade
- ❖ introducing large scale art work or graphics to both screen the garages and increase the visual image of the overall project



Contemporary Garage Screening

- ❖ Garage screening, particularly facing Reston Station Boulevard, will take advantage where possible of opportunities to use public art installations such as decorative grill work and metal sculpture to add interest and break up any long expanses of wall.
- ❖ The garage facing Comstock Metro Center Drive (existing building) will be similarly faced, regardless of which development opportunity is determined, as stated in Proffer 30. The garage façade of Block 2 will be consistent with the expectations of a Class A office building.

- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

LIGHTING, AWNINGS AND CANOPIES.

Because a large portion of retail entrances and major office/residential lobby entrances will be under building overhangs, a unique and pedestrian-friendly environment is anticipated. Lighting, awnings and canopies should be carefully designed to complement this massing.

- ❖ Areas beneath building overhangs shall be well-lit with a lighting design that highlights pedestrian spaces and building/retail entrances.
- ❖ Lighting design will emphasize pedestrian movement and highlight special design features and major walkways.
- ❖ Where appropriate, lighting implementation will be considered as a mechanism for expanding the artistic feel of the project.
- ❖ Areas under the arcades will be lit to a level that is intermediary between the uncovered portions of the plaza and the interiors of facing retail and building entrances. This should be designed such that the intensity can be varied as light conditions change over the course of the day and evening.
- ❖ In addition to the ambient lighting created in the evening by the storefronts and arcades, sconces on arcade, building columns and building facades without arcades will provide additional light for walkways and travel lanes.
- ❖ Illuminated bollards can be used to not only define the interface between pedestrian and vehicular zones but also help provide additional lighting in an unobtrusive manner.



Artistic Lighting Implementation

- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

LIGHTING, AWNINGS AND CANOPIES – CONTINUED.

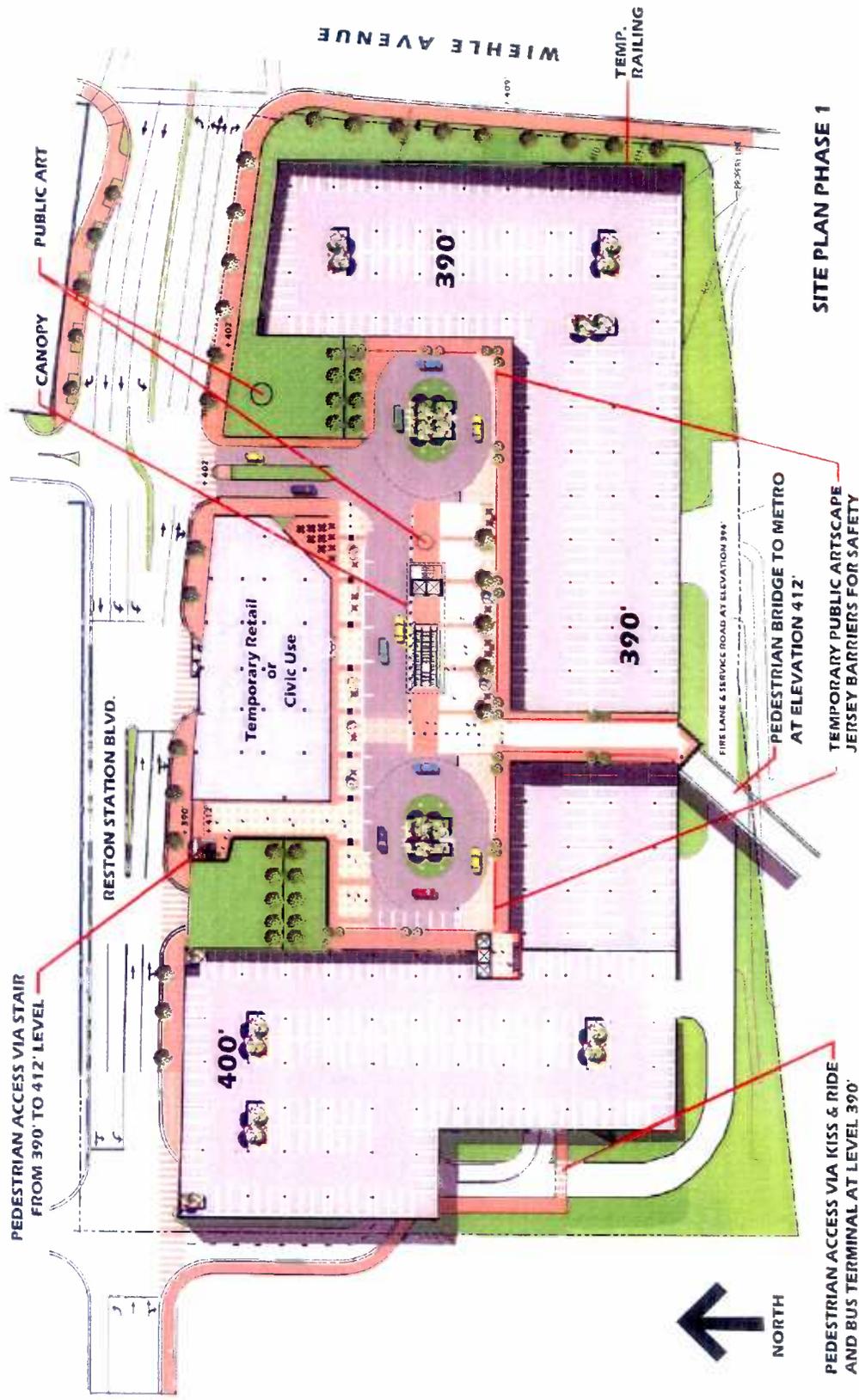
- ❖ Awnings and canopies may be used to enhance the composition of buildings. Such treatments may be used to identify building and retail entrances as well as to distinguish between the open portion of the Plaza and the area under the building overhang.
- ❖ The canopy covering the stairs, elevators and escalators to the parking levels is intended to be brightly lit and will also create additional ambient lighting for the Plaza.
- ❖ The design for lighting fixtures and standards will incorporate artistic elements.
- ❖ Use of different types of lighting to take advantage of new technologies. (Recent improvements in LED technology have made LED's available for large scale public spaces. In some instances, these lamps and fixtures have the ability to change color on a programmed basis over a broad spectrum.)
- ❖ Decorative lighting that illuminates specific architectural features such as spires, entrances, roof top elements, etc. should be employed where appropriate.



POTENTIAL PROJECT PHASING — EXHIBIT C

EXHIBIT C





PEDESTRIAN ACCESS VIA STAIR FROM 390' TO 412' LEVEL

CANOPY PUBLIC ART

RESTON STATION BLVD.

400'

Temporary Retail or Civic Use

390'

TEMP. RAILING

390'



NORTH

PEDESTRIAN ACCESS VIA KISS & RIDE AND BUS TERMINAL AT LEVEL 390'

PEDESTRIAN BRIDGE TO METRO AT ELEVATION 412'

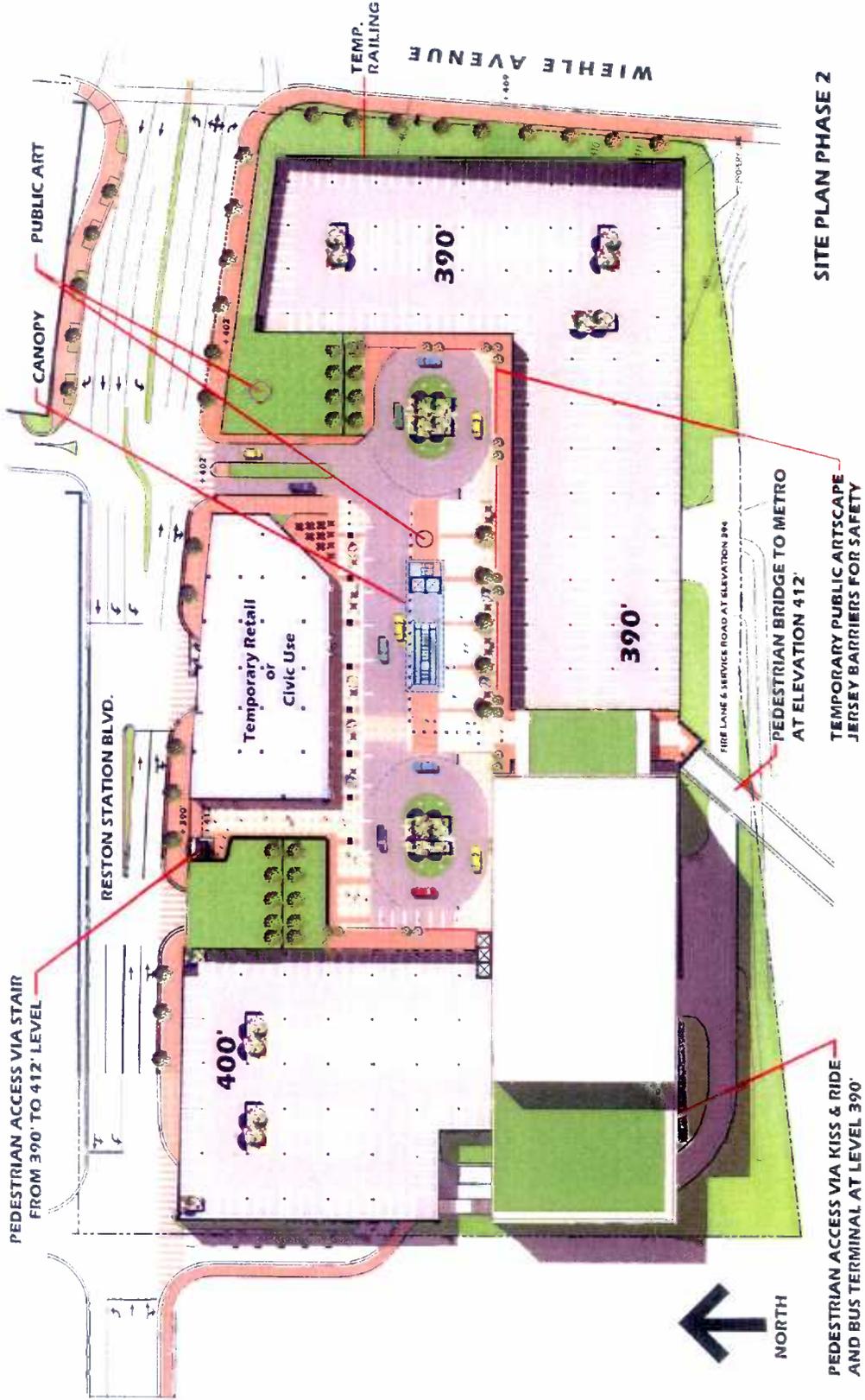
TEMPORARY PUBLIC ARTSCAPE JERSEY BARRIERS FOR SAFETY

SITE PLAN PHASE 1

EXHIBIT C



PHASE 1

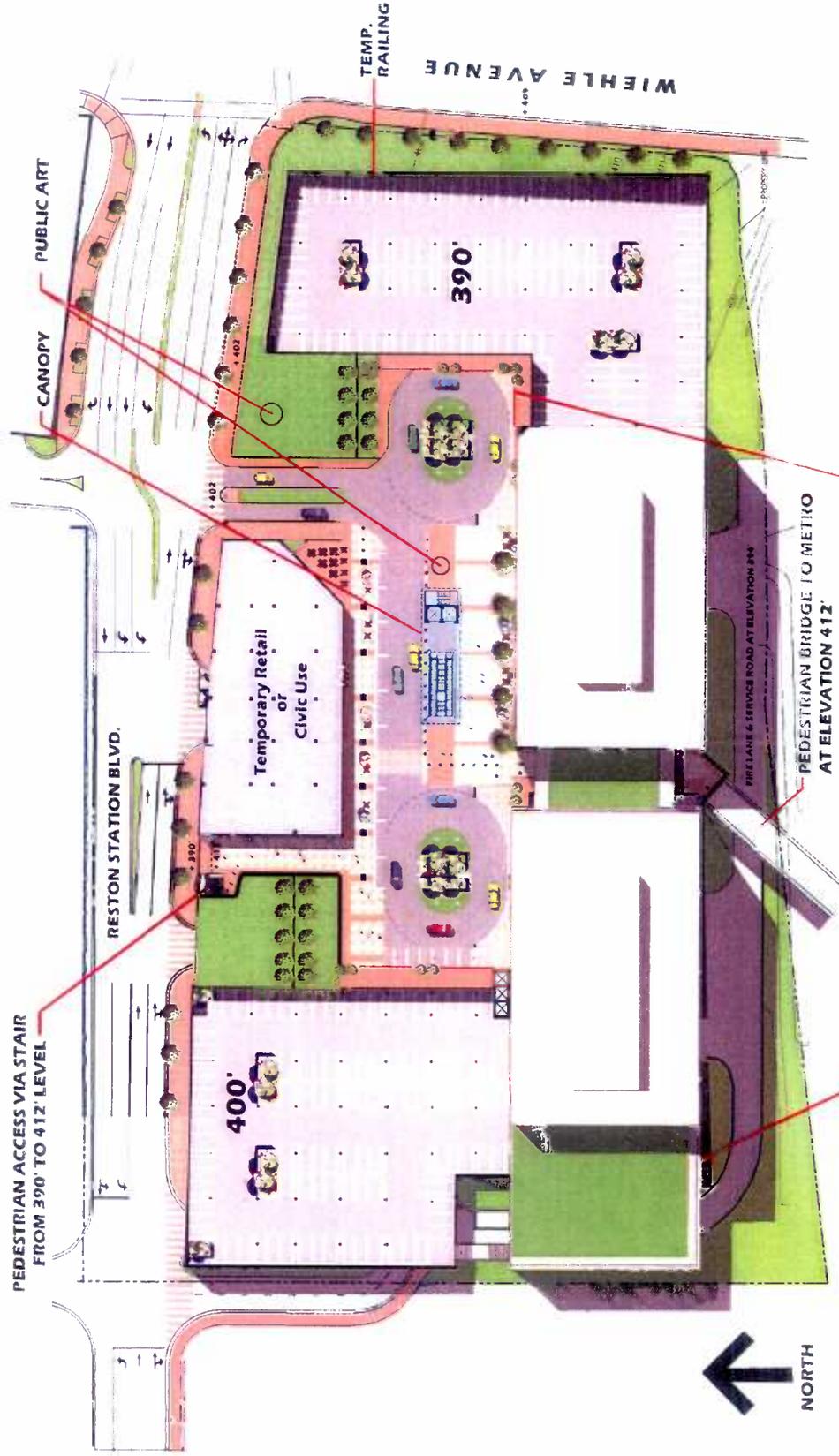


SITE PLAN PHASE 2

PHASE 2

EXHIBIT C





PEDESTRIAN ACCESS VIA STAIR FROM 390' TO 412' LEVEL

RESTON STATION BLVD.

CANOPY

PUBLIC ART

400'

Temporary Retail or Civic Use

390'

TEMP. RAILING

WIEHLE AVENUE



NORTH

PEDESTRIAN ACCESS VIA KISS & RIDE AND BUS TERMINAL AT LEVEL 390'

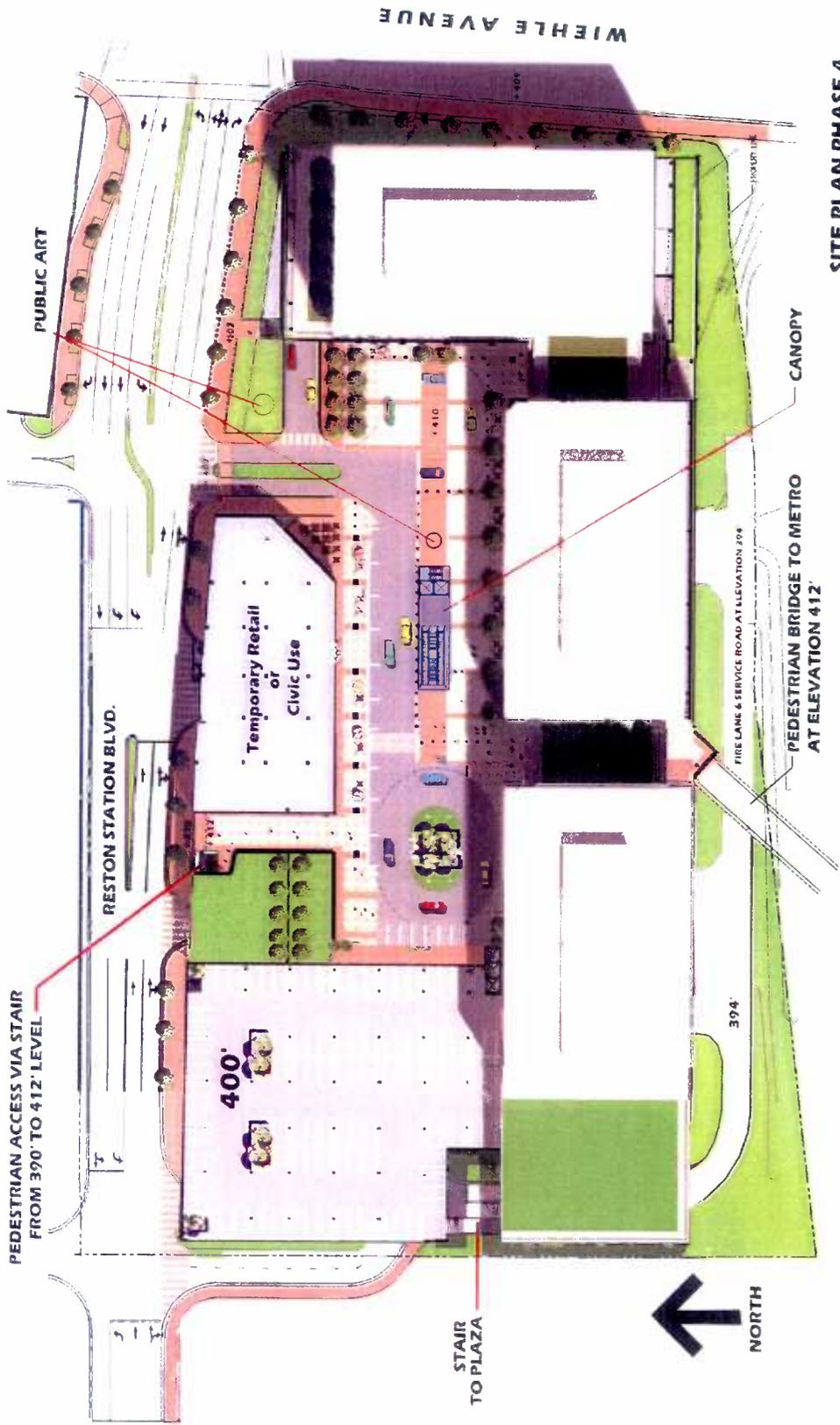
PEDESTRIAN BRIDGE TO METRO AT ELEVATION 412'

TEMPORARY PUBLIC ARTSCAPE JERSEY BARRIERS FOR SAFETY

SITE PLAN PHASE 3

PHASE 3





SITE PLAN PHASE 4

PHASE 4



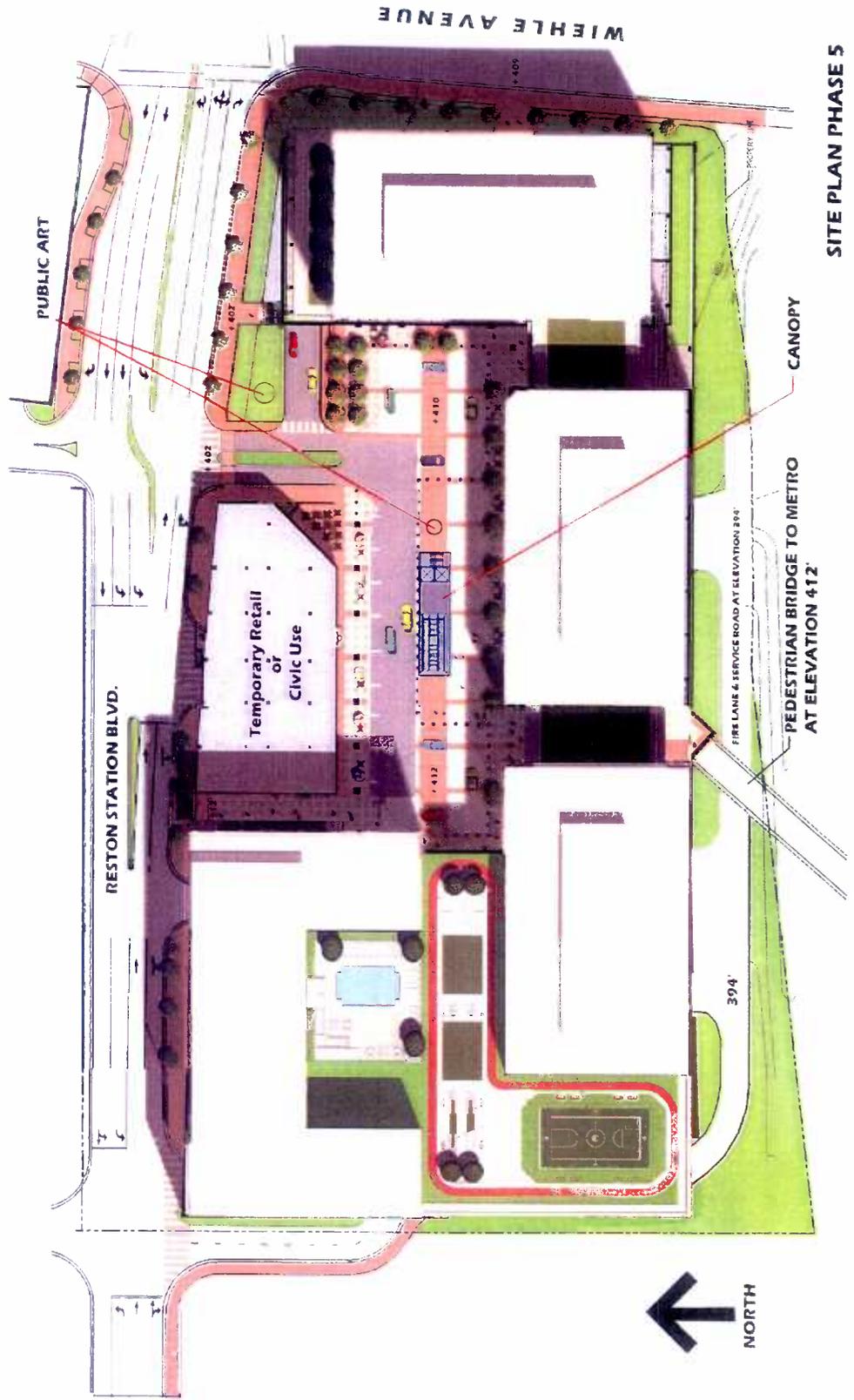
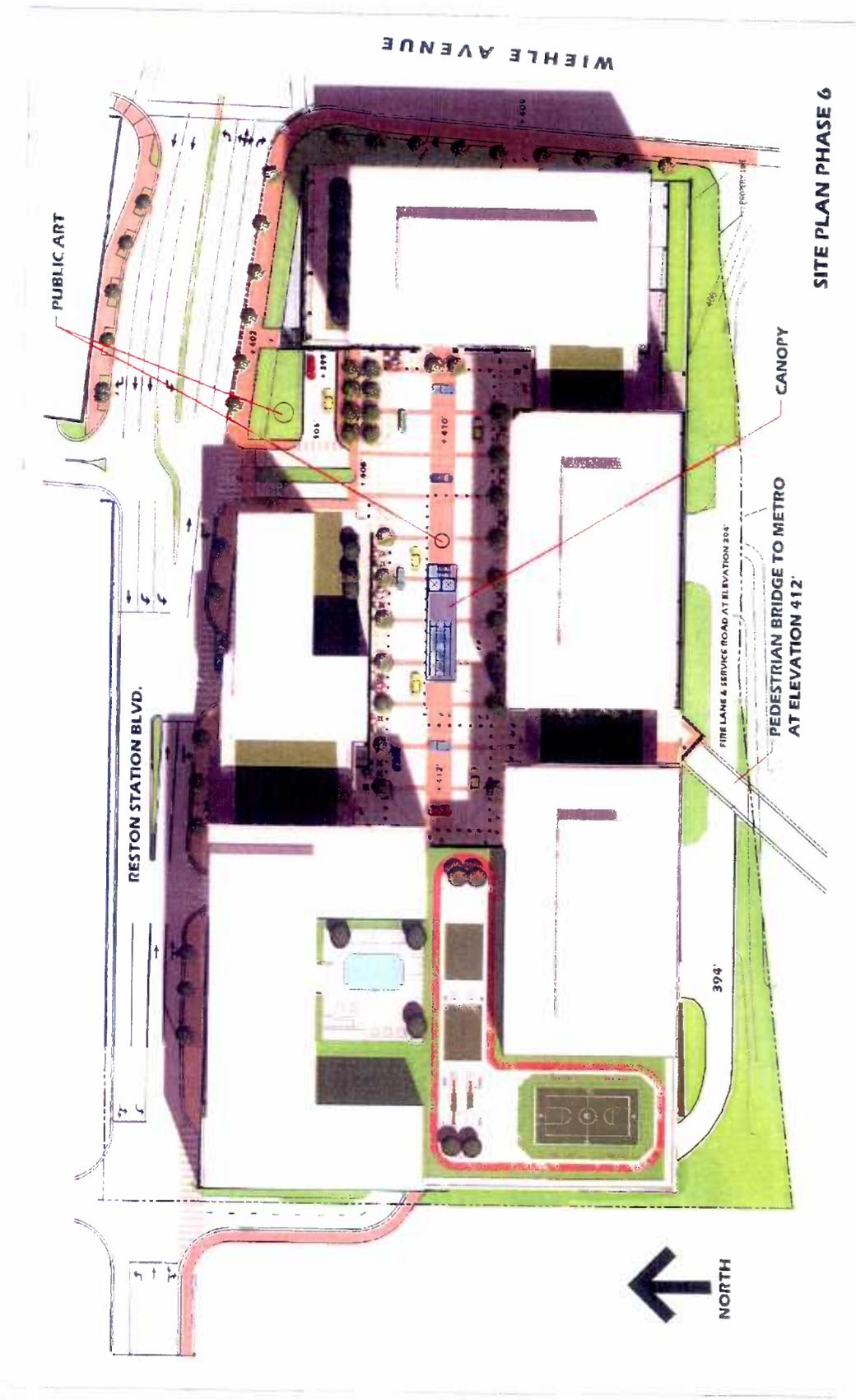


EXHIBIT C

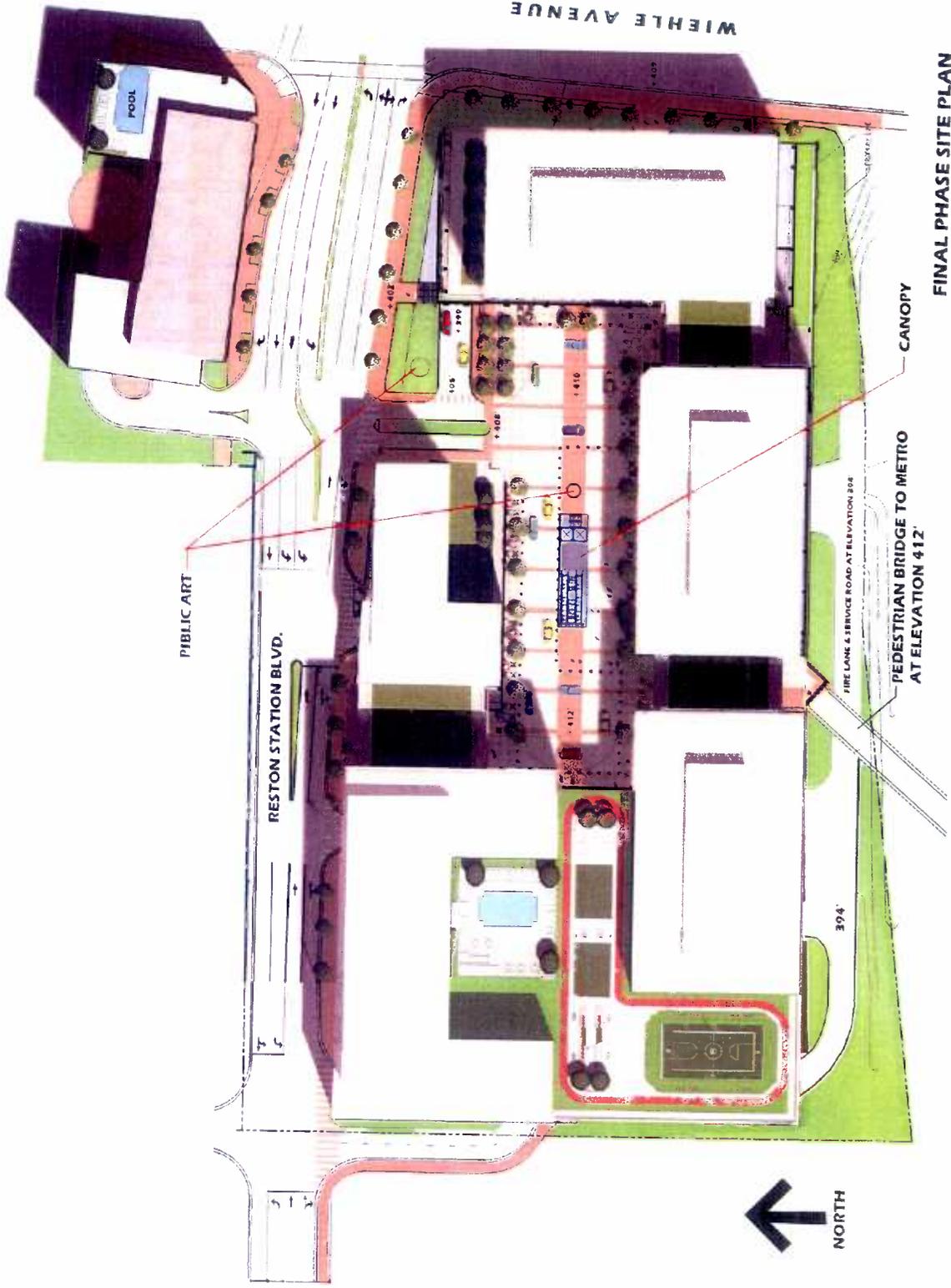




PHASE 6

EXHIBIT C





FINAL PHASE SITE PLAN

FINAL SITE PLAN



CONCEPTUAL PLAZA PEDESTRIAN CONNECTION PHASING PLAN EXHIBIT C-1

EXHIBIT C-1



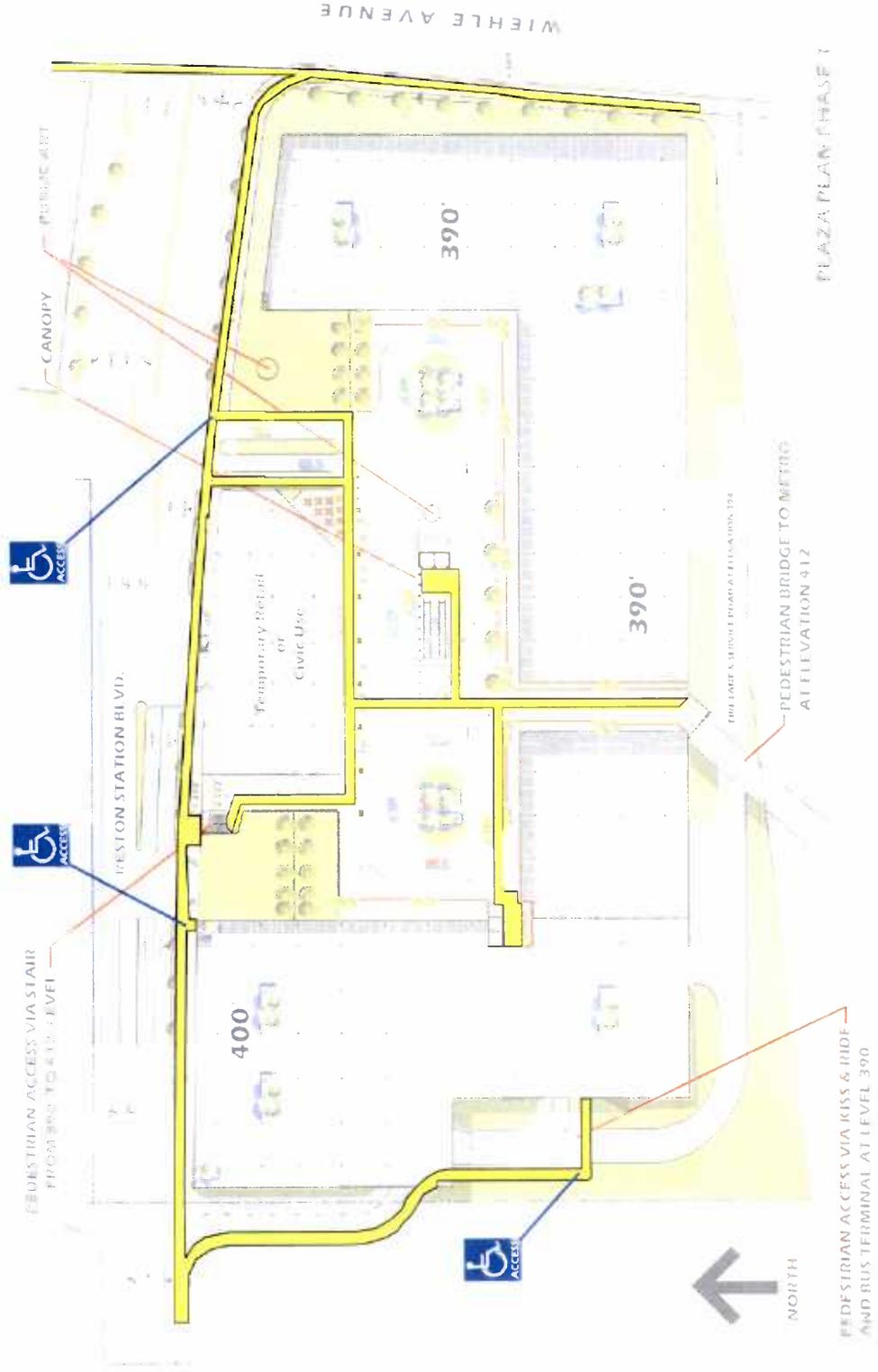
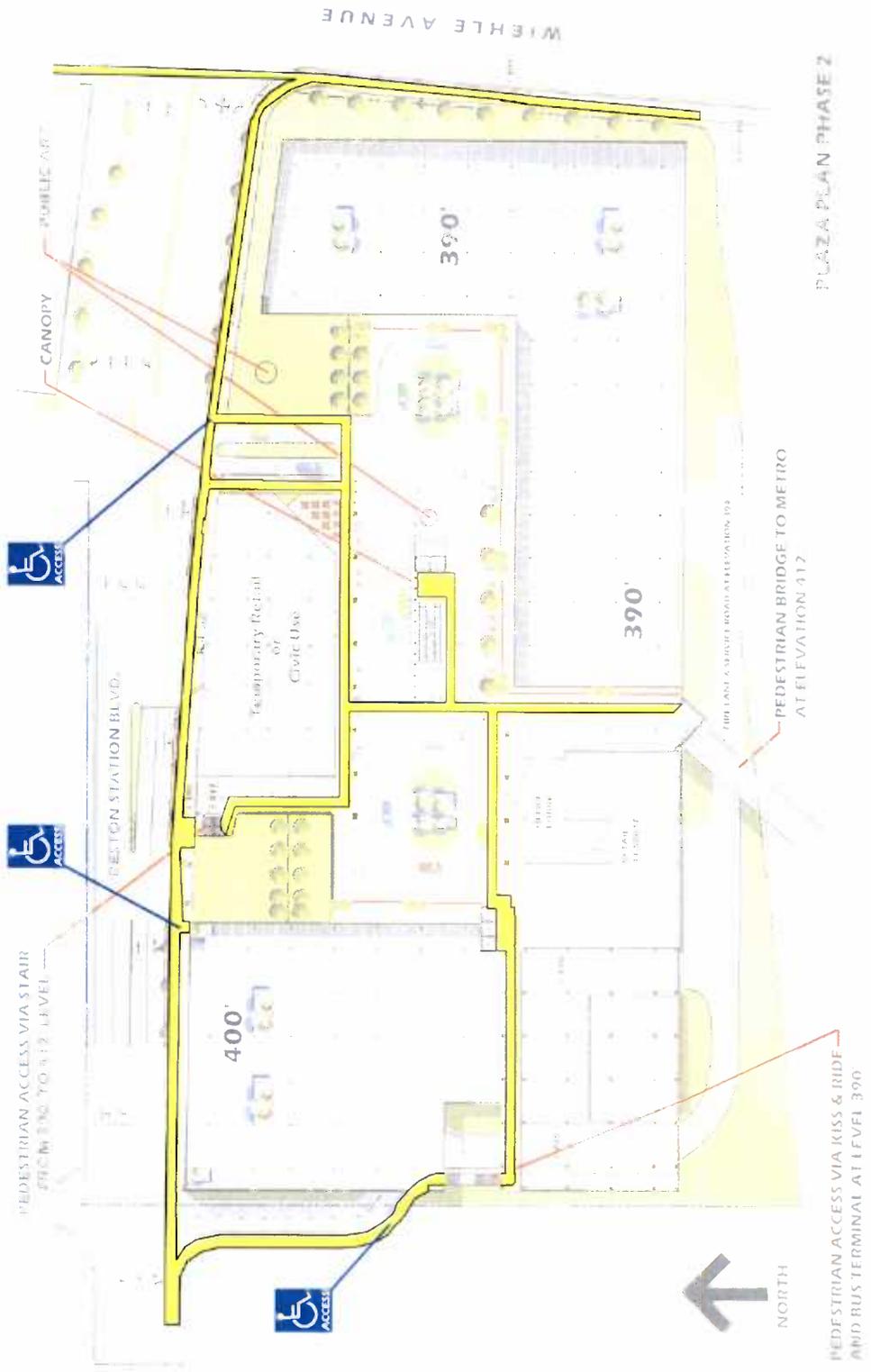


EXHIBIT C-1



PEDESTRIAN CIRCULATION PHASE I



PEDESTRIAN CIRCULATION PHASE 2



EXHIBIT C-1

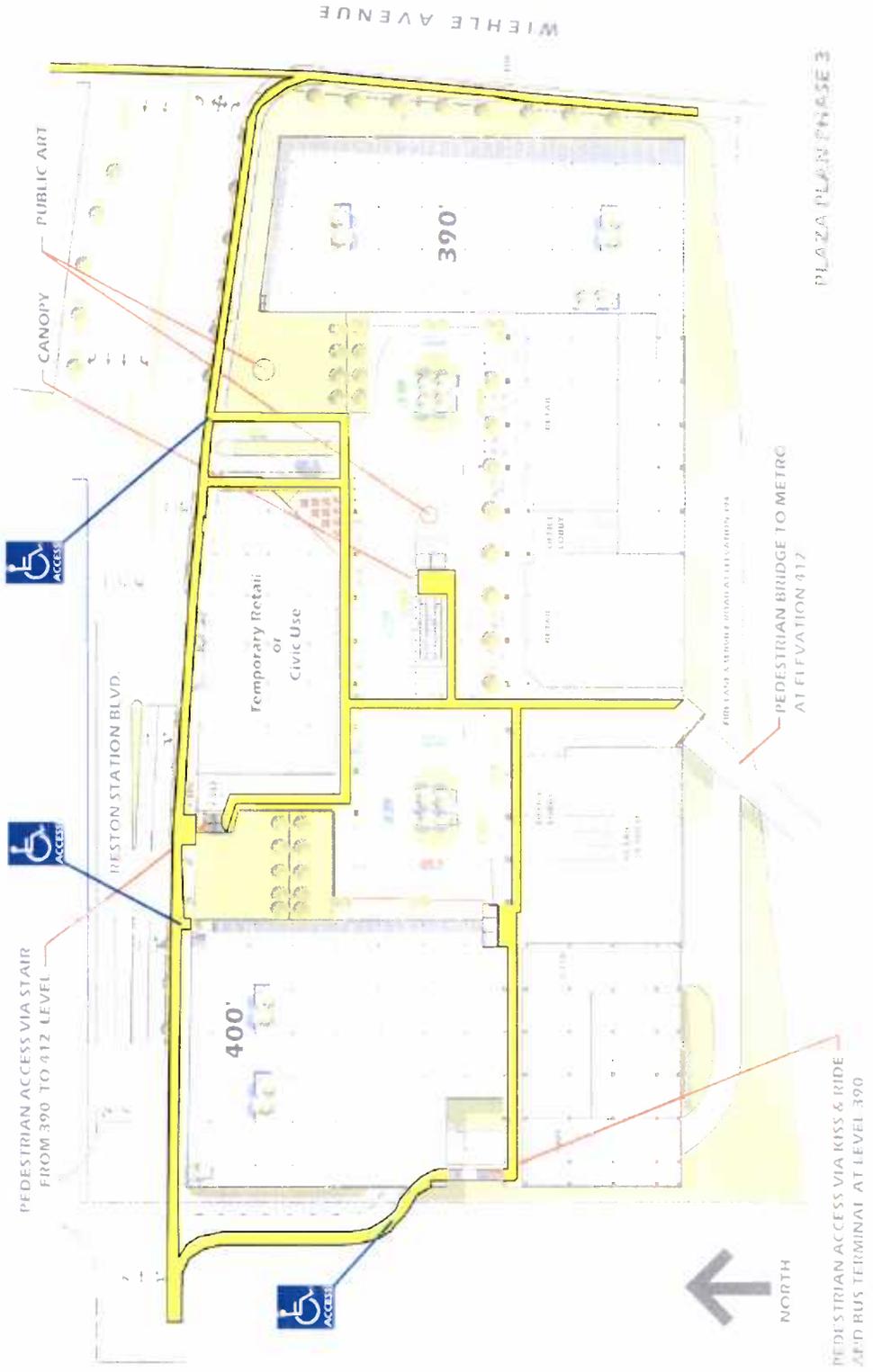
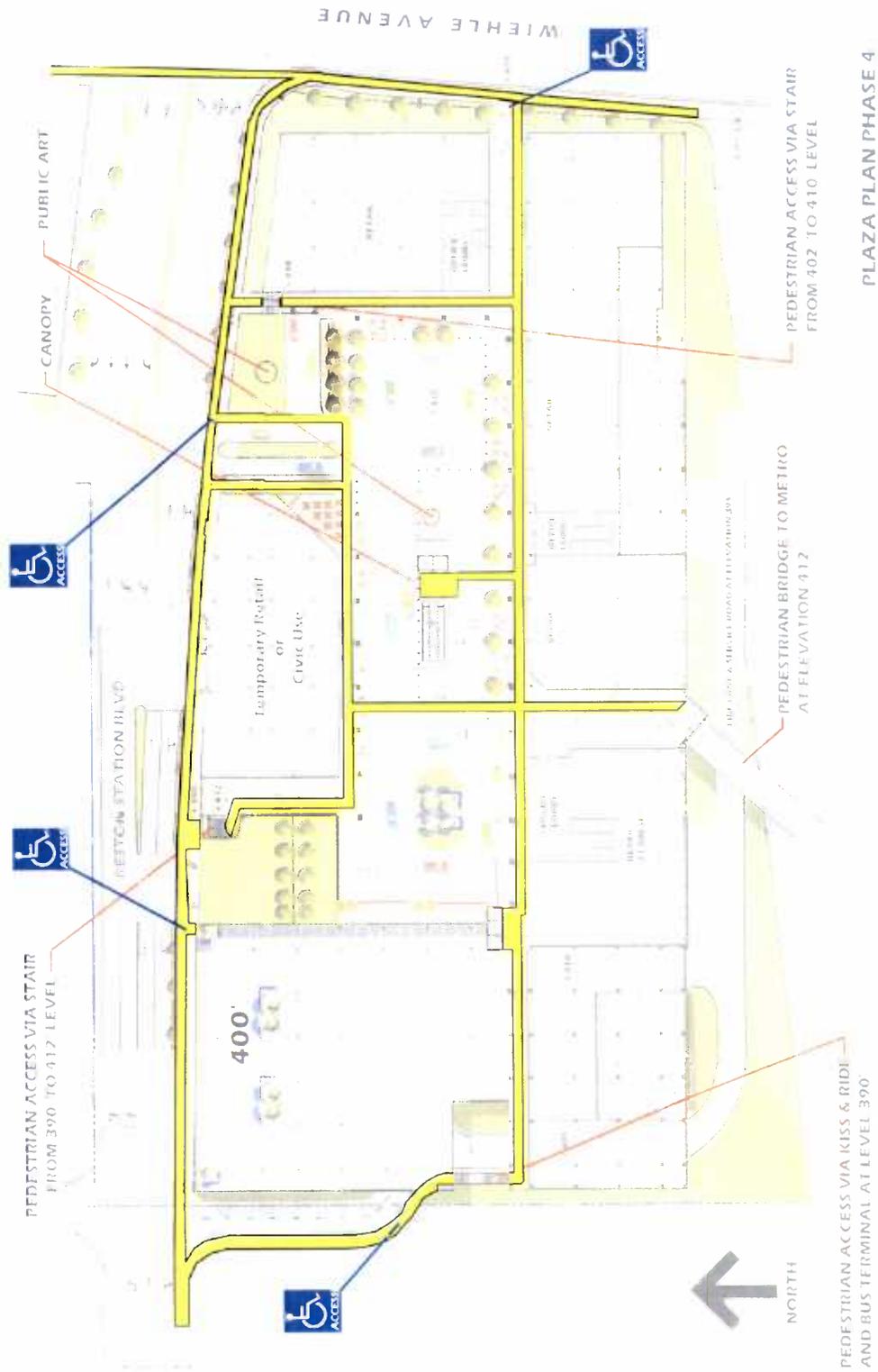


EXHIBIT C-1



PEDESTRIAN CIRCULATION STAGE 3



PLAZA PLAN PHASE 4

PEDESTRIAN CIRCULATION PHASE 4

EXHIBIT C-1



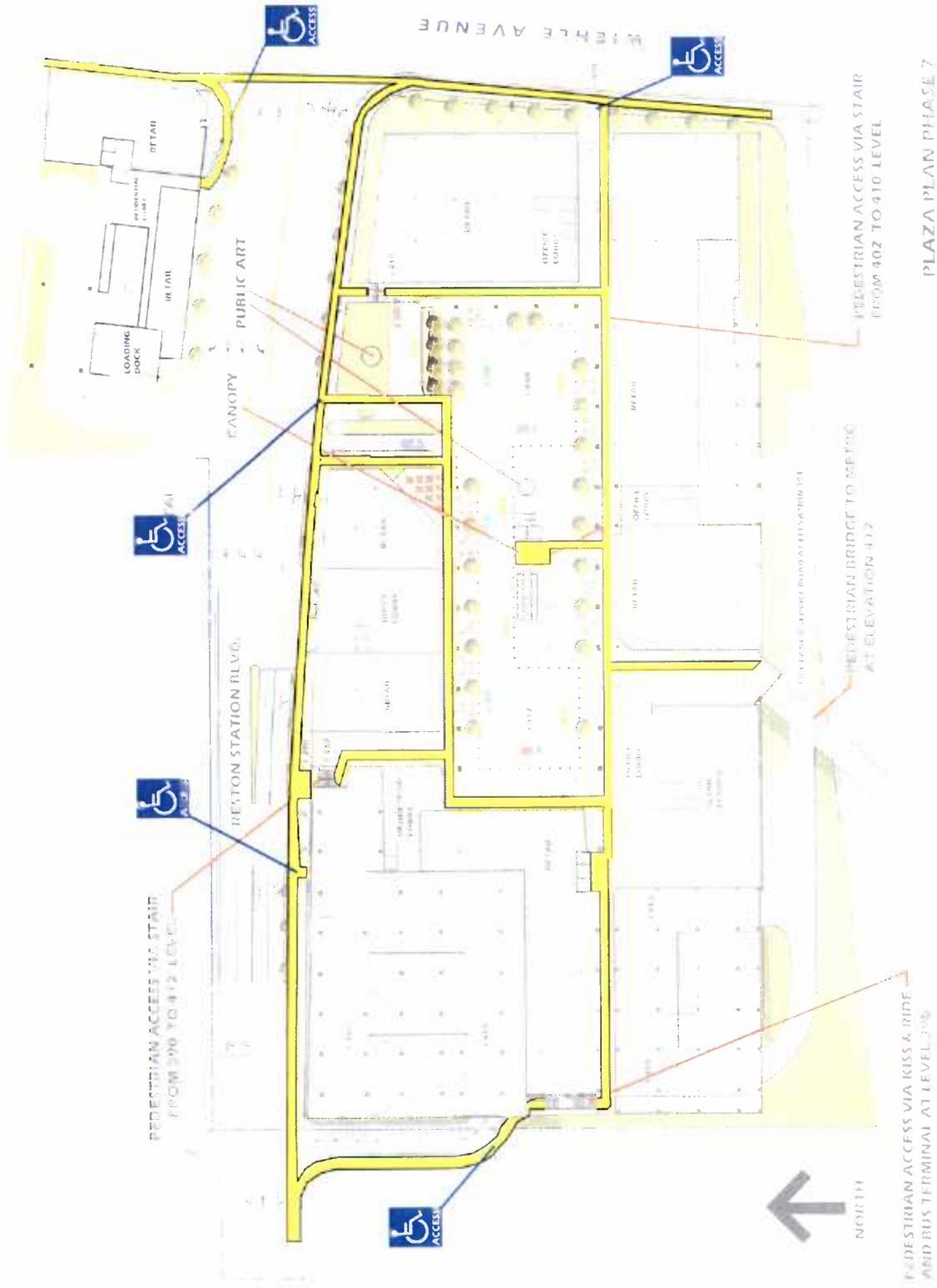


PLAZA PLAN PHASE 5

PEDESTRIAN CIRCULATION PHASE 5

EXHIBIT C-1





PLAZA PLAN PHASE 7

EXHIBIT C-1



PEDESTRIAN CIRCULATION FINAL PHASE

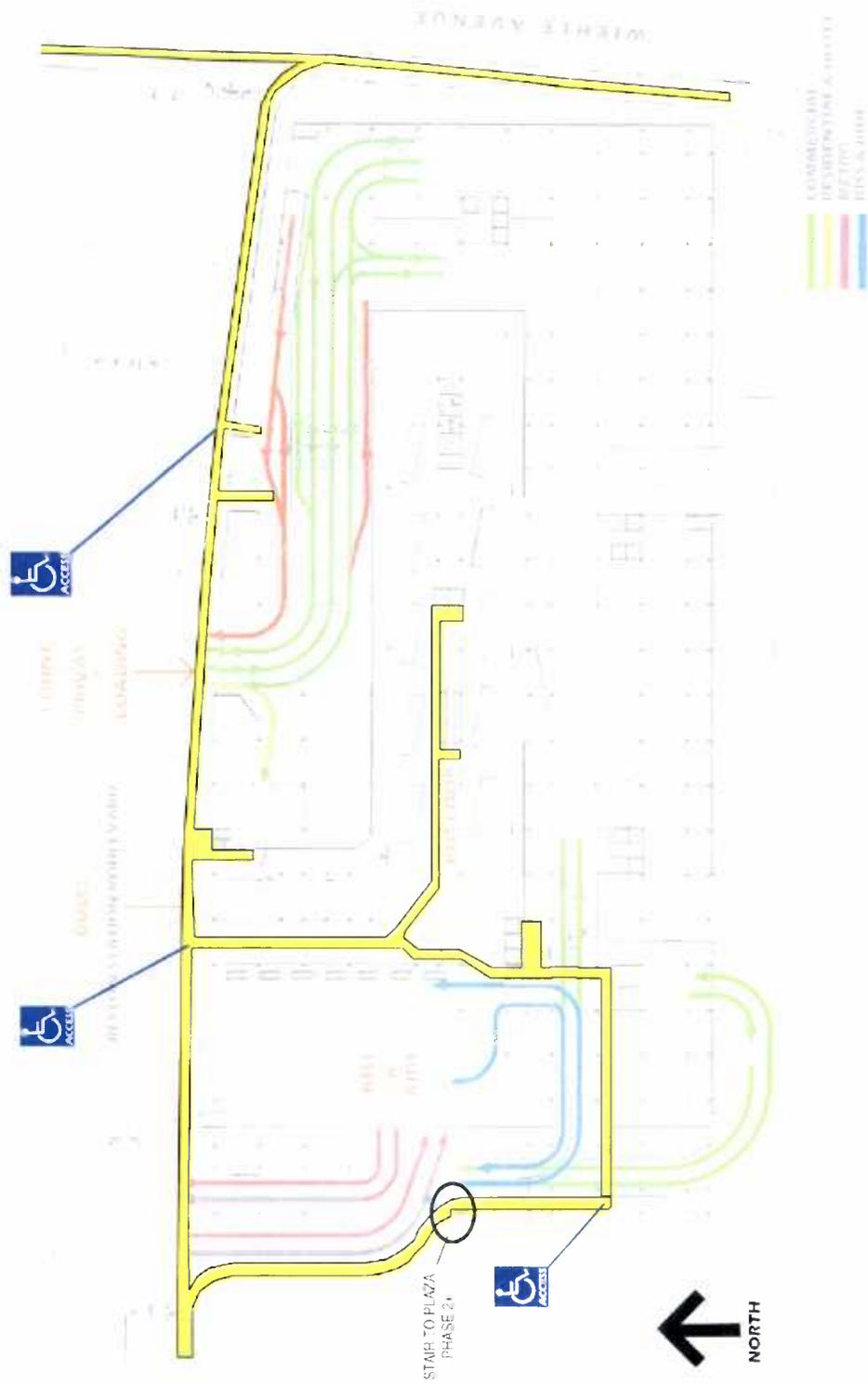


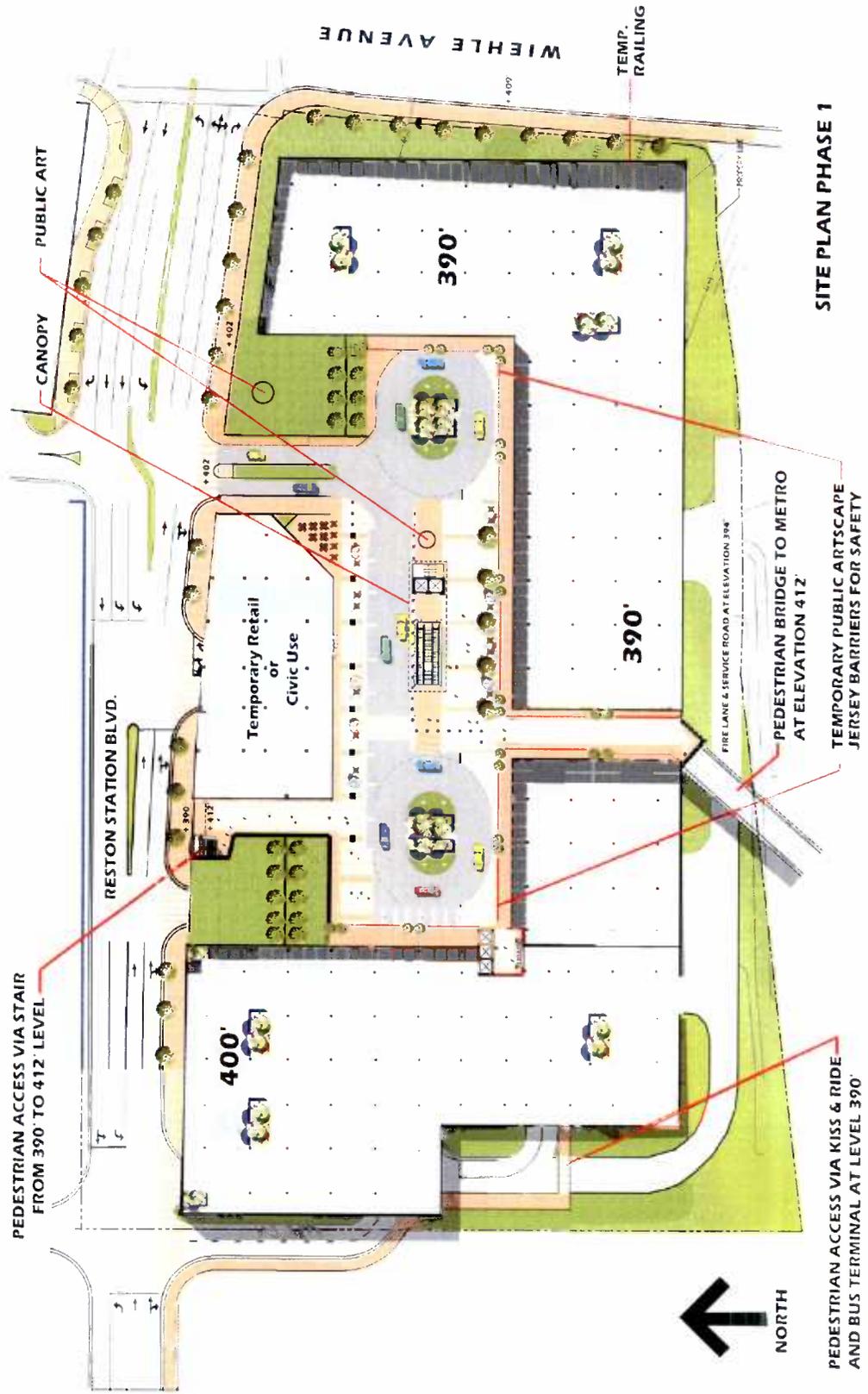
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BUS LOOP / KISS AND RIDE LEVEL PEDESTRIAN CIRCULATION—PHASE 1-3

PHASE 1 PLAZA PROGRAM ELEMENTS EXHIBIT C-2





PHASE I

Reston Station

Proffers

Exhibit D

March 2, 2010

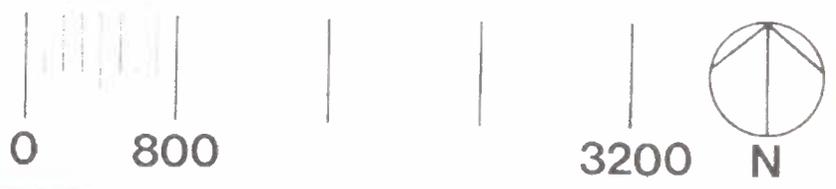
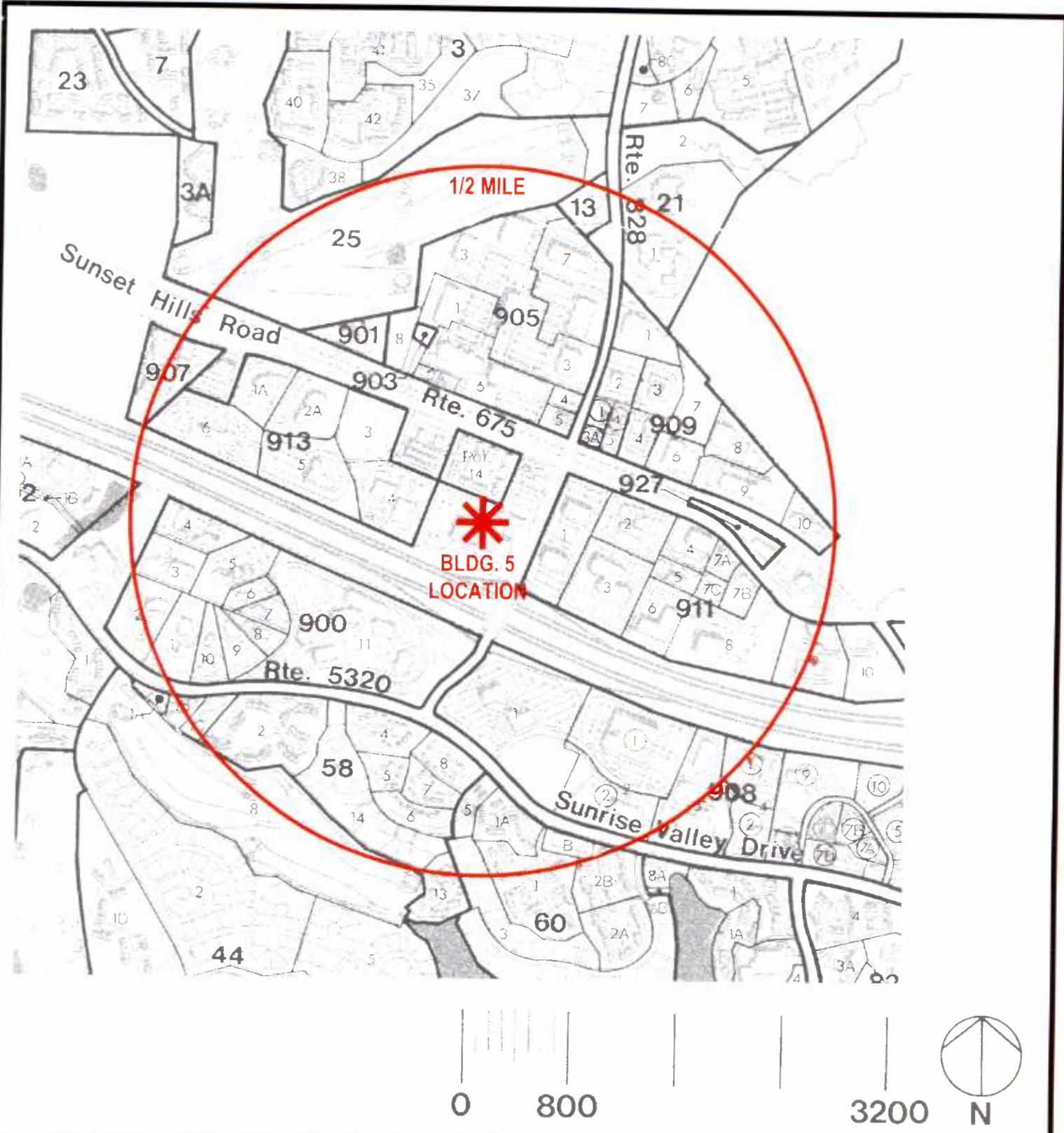
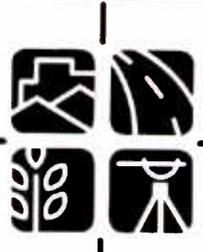


EXHIBIT D

DATE: 01-06-2010

SCALE: 1"=1000'

RZ/FDP 2009-HM-019
RESTON STATION
AT WIEHLE METRO
 HUNTER MILL DISTRICT
 FAIRFAX COUNTY, VIRGINIA



urban

Planners · Engineers · Landscape Architects · Land Surveyors

Urban, Ltd.
 7712 Little River Turnpike
 Annandale, Virginia 22003
 Tel. 703.642.8080
 www.urban-ltd.com

DEVELOPMENT PLAN CONDITIONS**CDP 2009-HM-019****April 21, 2010**

If it is the intent of the Board of Supervisors to approve Conceptual/Final Development Plan CDP/FDP 2009-HM-019 for a transit-oriented mixed use development integrating Metro related facilities located at Tax Map 45-17 ((24)) 3 and 17-4 ((1A)) 17A., staff recommends that the Board of Supervisors condition the approval by requiring conformance with the following development conditions.

1. Development of the property shall be in substantial conformance with the Final Development Plan entitled "Reston Station" prepared by Urban Ltd consisting of thirty-three sheets dated June 15, 2009 as revised through April 8, 2010.
2. If the existing parking structure on Block 2 (Comstock Parcel) is retained in whole or in part as part of any option for redevelopment of Block 2, any exposed garage façade shall be faced in accordance with the proffers and the Design Guidelines, prior to the issuance of a Non-Residential Use Permit (Non-RUP) for the first site plan for Block 2; or, if Option 4 (density transfer) is selected, prior to the implementation of said transfer.
3. During all phases of development, vehicular access to the public plaza shall be restricted as follows:
 - vehicular access will be prohibited from 6:30 am to 9:00 am and 4:00 pm to 6:00 pm on weekdays,
 - vehicular access may be provided between 8:00 pm and 1:00 am on weekdays, weekends and on federal holidays only to that area shown on Sheet 11A and Sheet 11B of the CDP/FDP as "area which may remain open to vehicles during public events." As an alternative to this location, vehicular access may be provided to an area defined by the plaza entrance from Reston Station Boulevard south to include the vehicle turnaround depicted on Sheets 11A and 11B. At no time shall both of these areas be open together.
 - no delivery vehicles will be permitted on the plaza between 8:00 pm and 1:00 am.

ATTACHMENT 2

4. The Metrorail facilities may be subject to the Design Guidelines attached as Exhibit B of the proffers as they pertain to the provision of accessory uses, structures, public art and other amenities.
5. Underground stormwater detention shall be provided in conformance with the DPWES Waiver #2615-WPFM-002-1 Conditions dated February 12, 2010 and attached as Exhibit A.

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

EXHIBIT A

Waiver #2615-WPFM-002-1 Conditions

Reston Station
Rezoning/Final Development Plan Application #RZ 2009-HM-019
February 12, 2010

1. The underground facilities shall be constructed in accordance with the development plan and these conditions as determined by the Director of the Department of Public Works and Environmental Services (DPWES).
2. To provide greater accessibility for maintenance purposes, the underground facilities shall have a minimum height of 72 inches.
3. The underground facilities shall be constructed of reinforced concrete products only and incorporate safety features, such as including locking manholes and doors, as determined by DPWES at the time of construction plan submission.
4. The underground facilities shall be privately maintained and shall not be located in a County storm drain easement.
5. A private maintenance agreement, as reviewed and approved by the Fairfax County Attorney's Office, shall be executed and recorded in the Land Records of the County. The private maintenance agreement shall be executed prior to final plan approval.

The private maintenance agreement shall address:

- County inspection and all other issues as may be necessary to insure that the facilities is maintained by the community association in good working condition acceptable to the County so as to control stormwater generated from the redevelopment of the site and to minimize the possibility of clogging events.
 - A condition that the community association and its successors or assigns shall not petition the County to assume maintenance of or to replace the underground facilities.
 - Establishment of procedures to facilitate inspection by the County, i.e. advance notice procedure, whom to contact, who has the access keys, etc.
 - A condition that the community association provide and continuously maintain liability insurance. The liability insurance amount shall be at least \$1,000,000 against claims associated with underground facilities.
 - A condition that all operation, inspection, maintenance, and replacement costs shall be the responsibility of the community association and no individual residential unit, or any residential condominium owners association which may be formed in the future, shall be responsible for these costs as described in Proffer IV.23.
 - A statement that Fairfax County shall be held harmless from any liability associated with the facilities.
6. Operation, inspection, and maintenance procedures associated with the underground facilities shall be incorporated into the site construction plan and private maintenance agreement which insure safe operation, inspection, and maintenance of the facilities.

REZONING PLAN (RZ)
 CONCEPTUAL DEVELOPMENT PLAN (CDP) AND FINAL DEVELOPMENT PLAN (FDP)
 (RZ# 2009-HM-019, FDP# 2009-HM-019)

FOR

RESTON STATION
 HUNTER MILL DISTRICT
 FAIRFAX COUNTY, VIRGINIA

OWNERS

C/M 012-1-01-0017A
 BOARD OF SUPERVISORS
 FAIRFAX COUNTY
 12000 GOVERNMENT CENTER PKWY
 SUITE 533
 FAIRFAX, VA 22035

C/M 017-1-14-0003
 1465 SH LLC
 1465 SHUNTER DR
 SUITE 301
 CHOCOCK REST GROUP
 CHANTILLY, VA 20151

GROUND LESSEE T.M. 07-4-40003
 COMSTOCK RESTON STATION HOLDINGS LLC
 11465 Sunset Hills Rd
 Reston, VA 20190
 703-883-1700

DEVELOPER

GRS CONSTRUCTION SERVICES, LC
 1465 Sunset Hills Rd
 Reston, VA 20190
 703-883-1700

CIVIL ENGINEER

URBAN, LLC
 7912 Lake River Parkway
 Annandale, VA 22003
 703-642-8080

LANDSCAPE ARCHITECT

URBAN, LLC
 7912 Lake River Parkway
 Annandale, VA 22003
 703-642-8080

ATTORNEY

Wood Smith LLP
 3110 Leesville Drive
 Suite 1400
 Falls Church, VA 22042
 703-641-4200

ARCHITECT

Davis, Carter, Scott Ltd
 1616 International Drive, Suite 500
 Alexandria, VA 22304
 703-556-9275



NO.	DATE	DESCRIPTION
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3	12/15/09	ISSUED FOR PERMITTING
4	12/15/09	ISSUED FOR PERMITTING
5	12/15/09	ISSUED FOR PERMITTING
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8	12/15/09	ISSUED FOR PERMITTING
9	12/15/09	ISSUED FOR PERMITTING
10	12/15/09	ISSUED FOR PERMITTING

THIS PROJECT HAS BEEN REVIEWED AND APPROVED FOR PERMITTING BY THE ENGINEER OF RECORD.

DATE: 11/11/09
 SCALE: 1" = 40'
 SHEET: 11
 TOTAL: 12

EXISTING CONDITIONS
 RESTON STATION

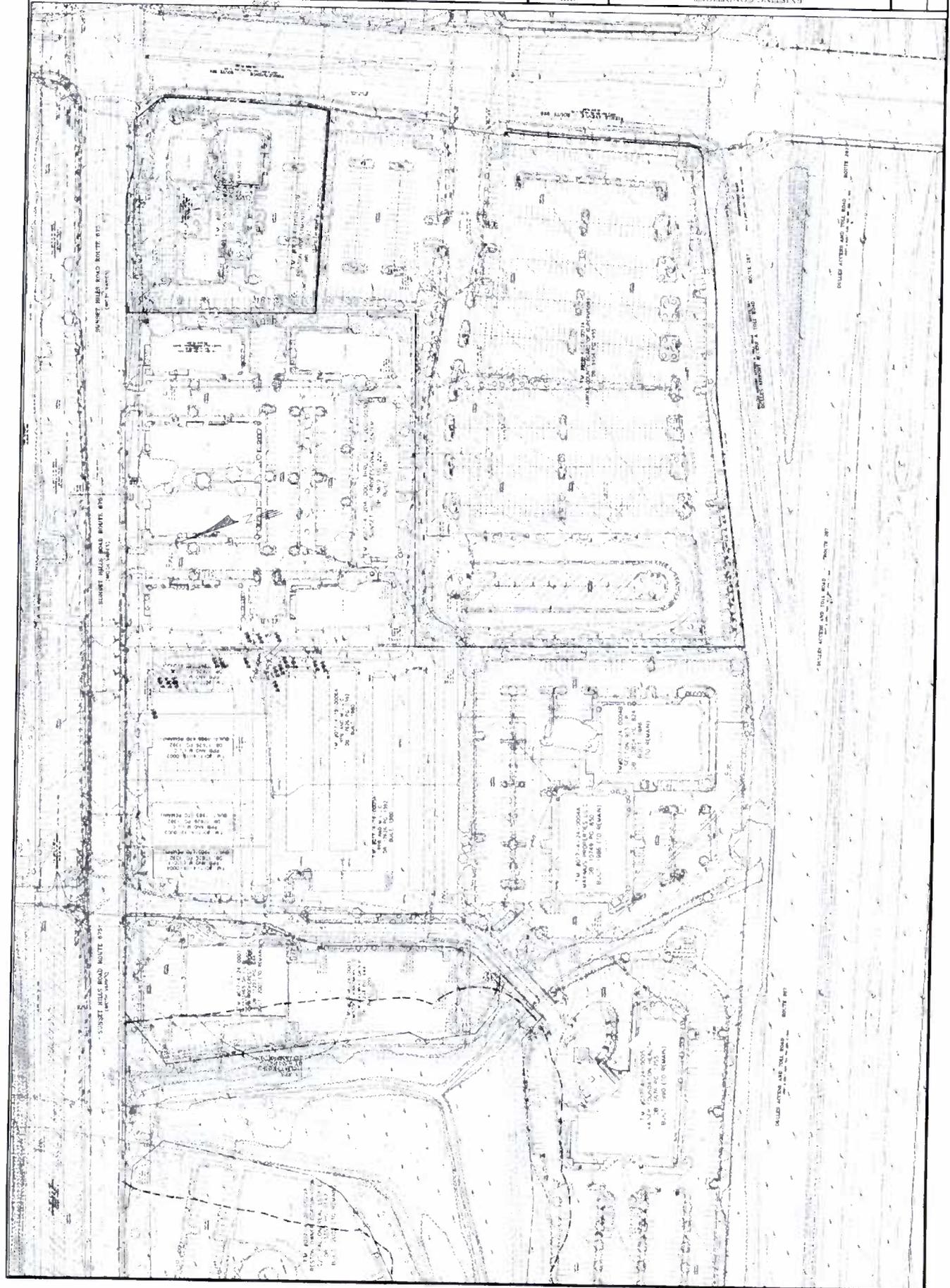
HUNTER MILL DISTRICT
 VIRGINIA COUNTY, VIRGINIA

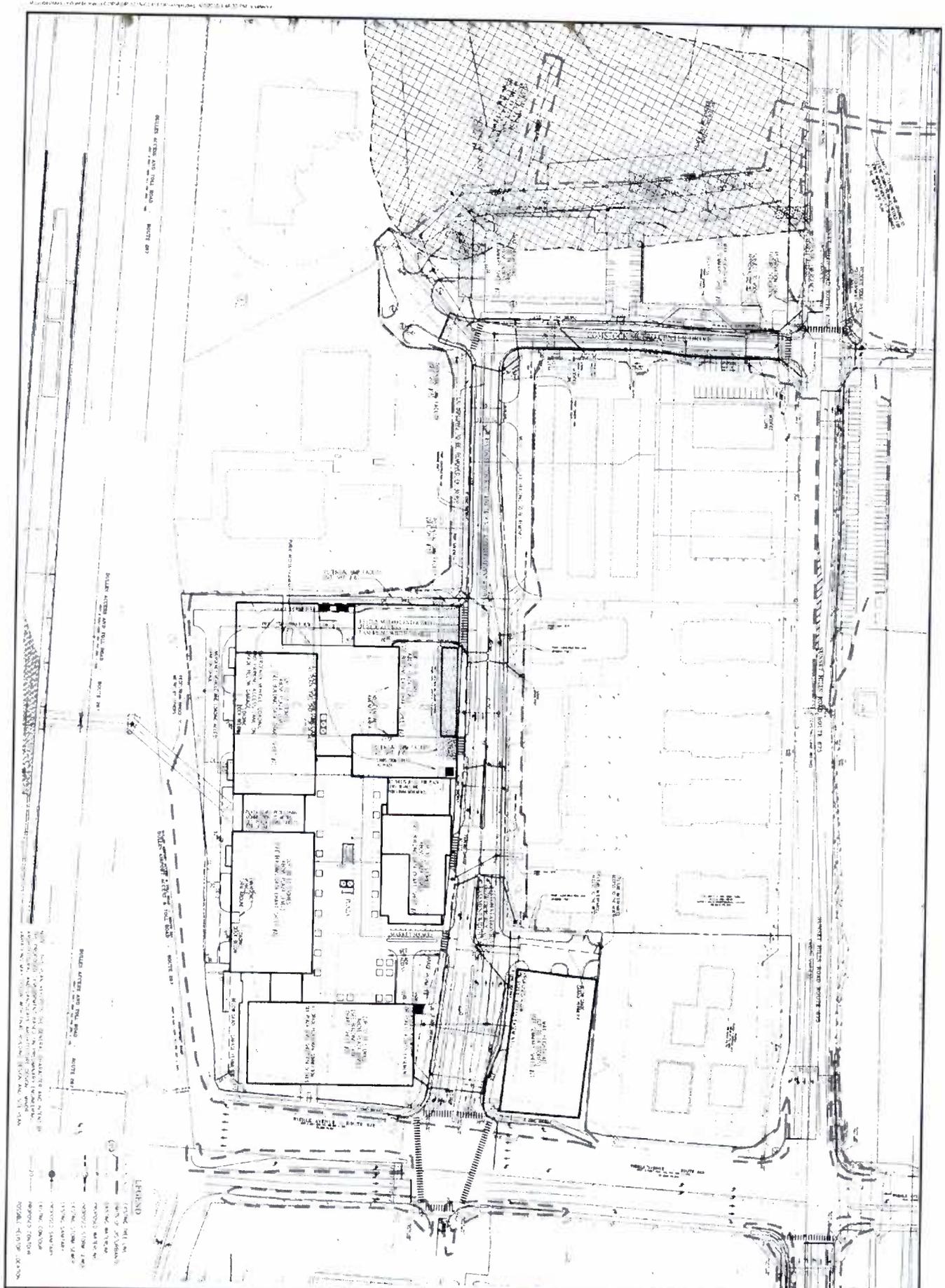


urban

DESIGNED BY: [Name]
 CHECKED BY: [Name]
 DATE: 11/11/09

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COMPILED WITH TOPO
RESTON STATION

HUNTER MILL DISTRICT
 VIRGINIA COUNTY, VIRGINIA

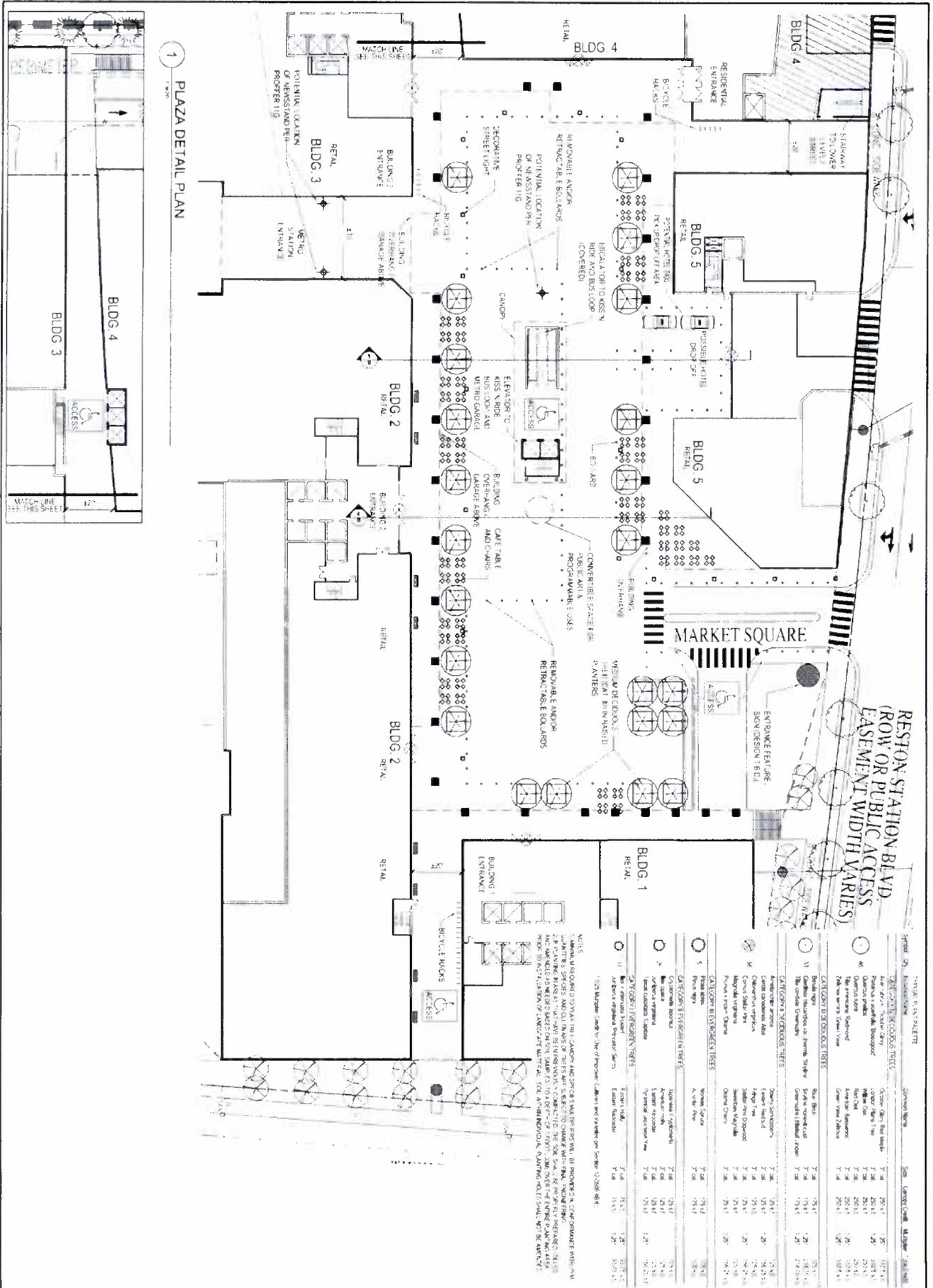
SCALE: 1"=40'



urban

Urban Engineers, Inc. - Landscape Architects - Fairfax, VA

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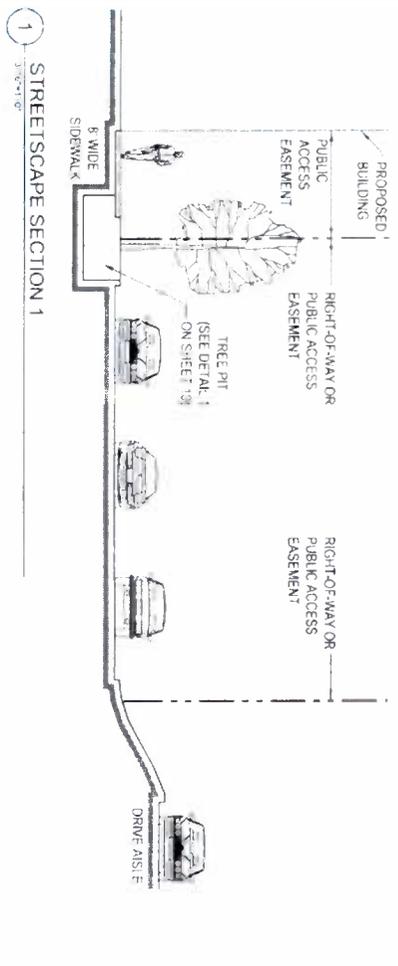


ILLUSTRATIVE PLAZA DETAIL PLAN
RESTON STATION
 HUNTER MILL DISTRICT
 VIRGINIA COUNTY, VIRGINIA

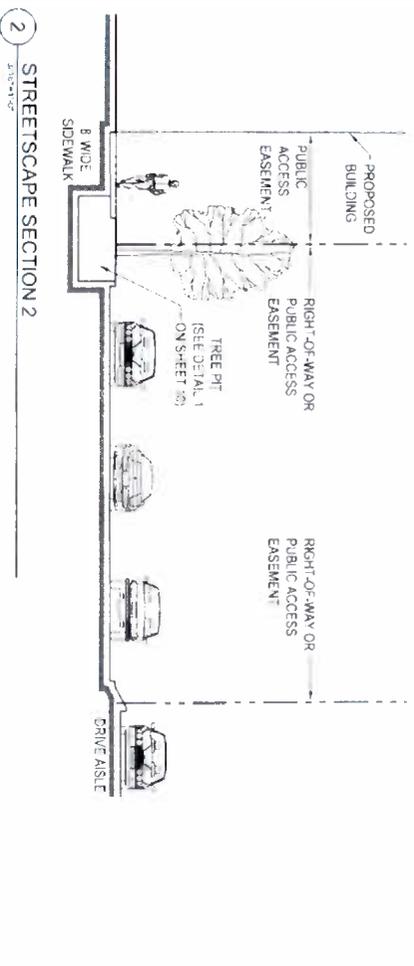
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Partners: Engineer, Landscape Architect, Law Services

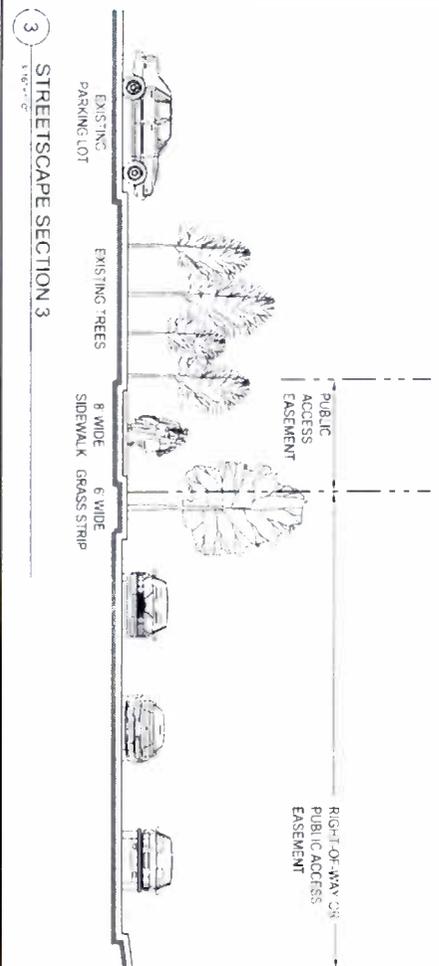
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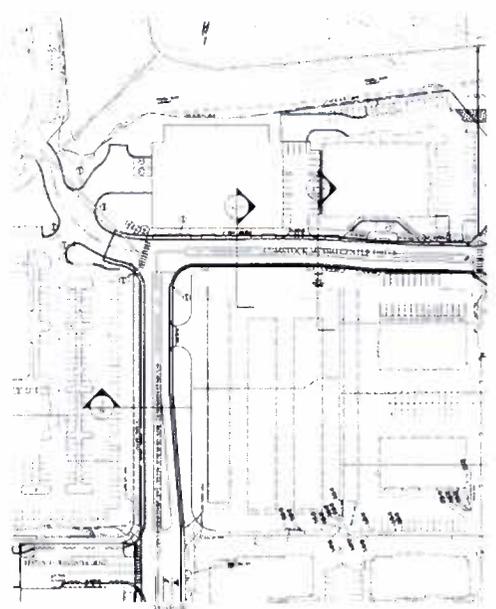
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STREETScape SECTION 1



2
STREETScape SECTION 2



3
STREETScape SECTION 3



KEY PLAN
Scale: 1"=100'

SITE SECTIONS EXHIBITS
RESTON STATION
 HUNTER MILL DISTRICT
 VIRGINIA COUNTY, VIRGINIA

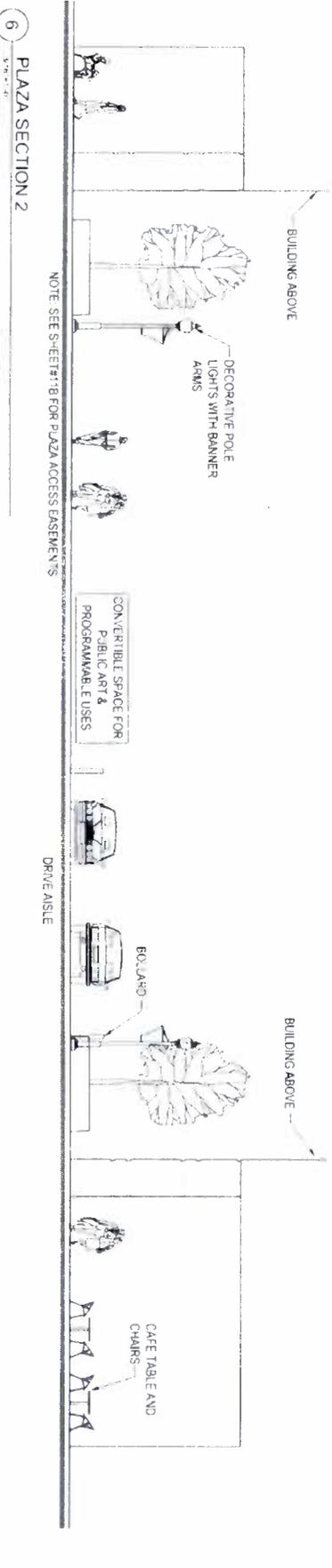
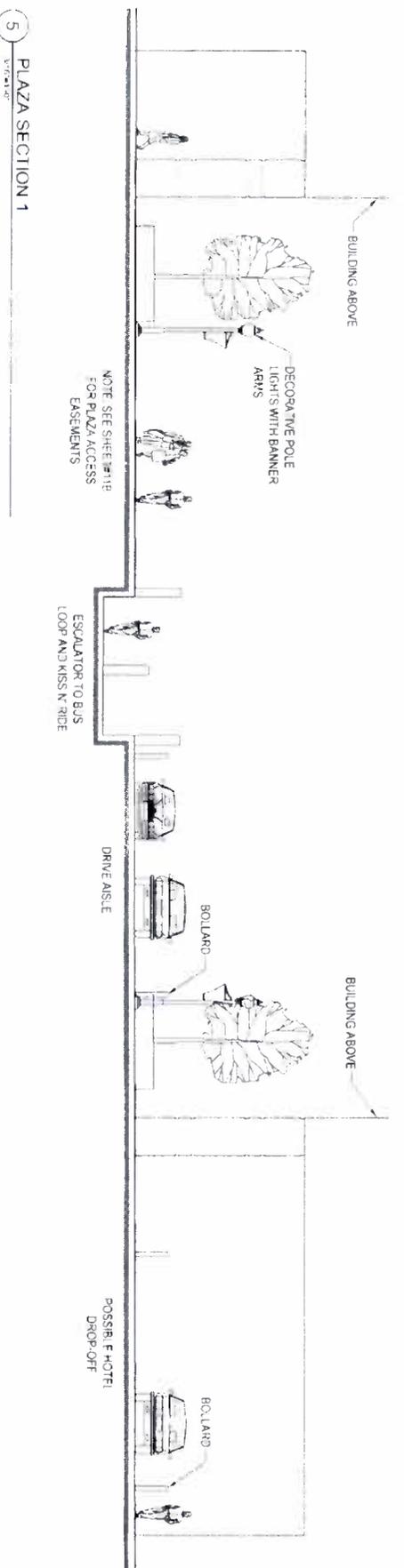
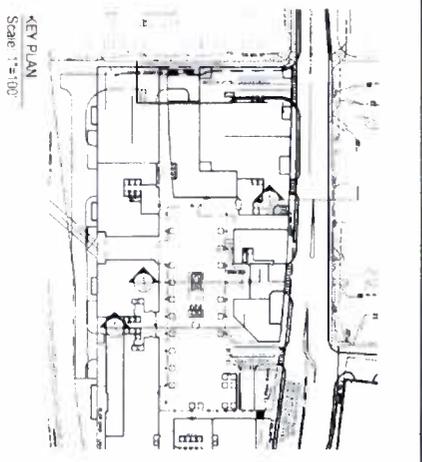
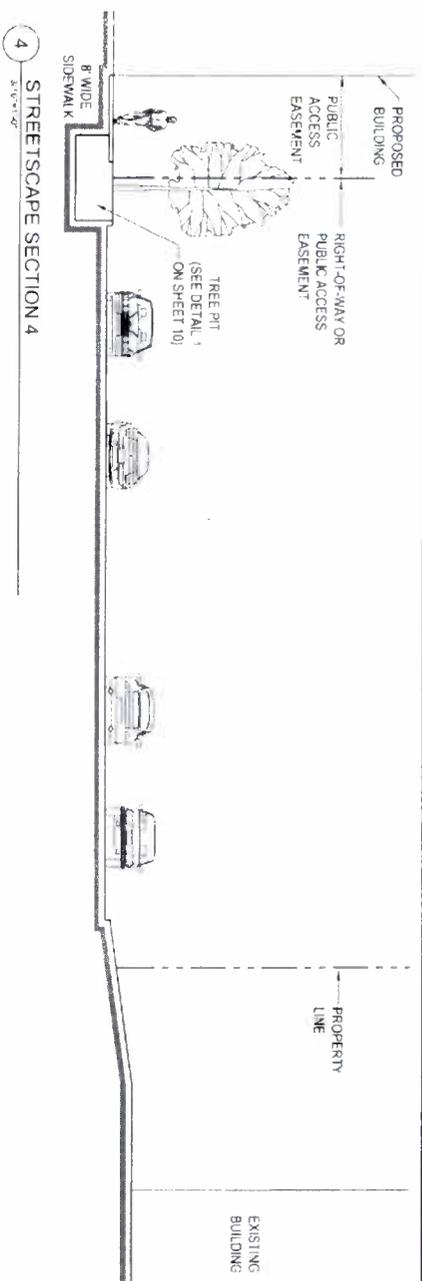
DATE: 08/01/2013



Urban
 Planning | Design | Construction | Land Services

NO.	DESCRIPTION	DATE
1	ISSUED FOR PERMITTING	08/01/2013
2	REVISED PER PERMITTING	08/01/2013
3	REVISED PER PERMITTING	08/01/2013
4	REVISED PER PERMITTING	08/01/2013
5	REVISED PER PERMITTING	08/01/2013
6	REVISED PER PERMITTING	08/01/2013
7	REVISED PER PERMITTING	08/01/2013
8	REVISED PER PERMITTING	08/01/2013
9	REVISED PER PERMITTING	08/01/2013
10	REVISED PER PERMITTING	08/01/2013

SEALON APPROVED BY DIVISION OF DESIGN REVIEW

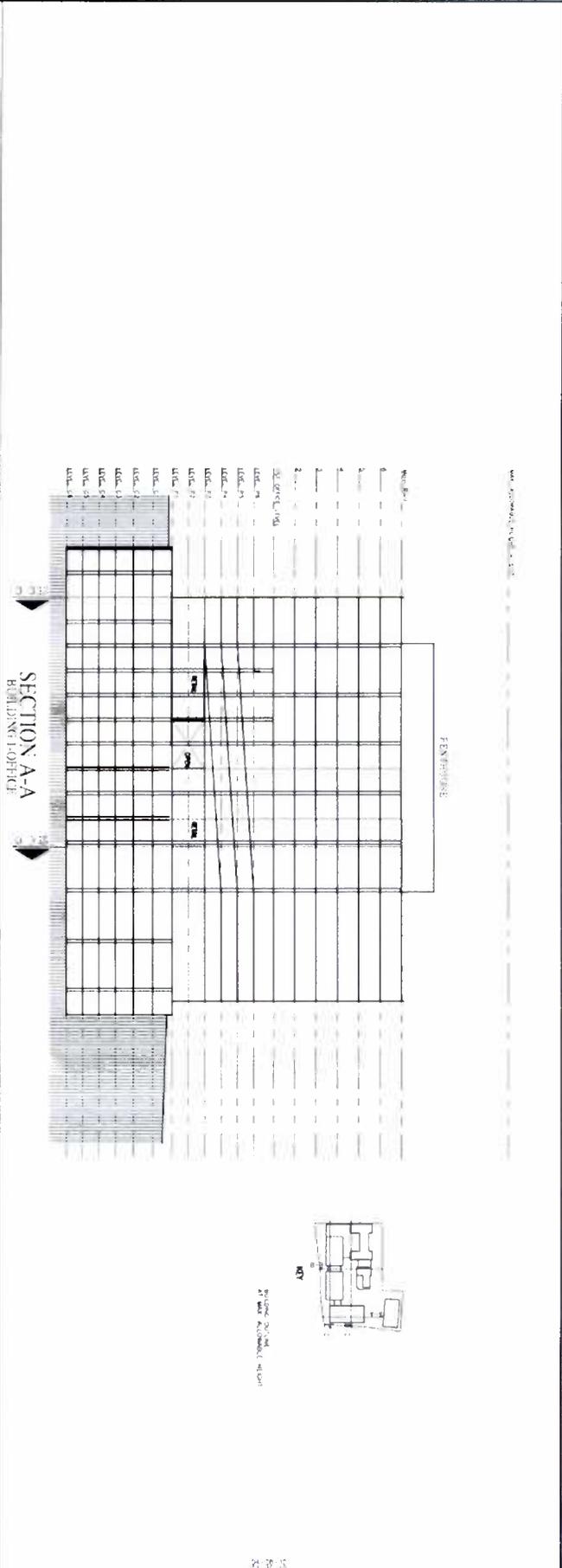
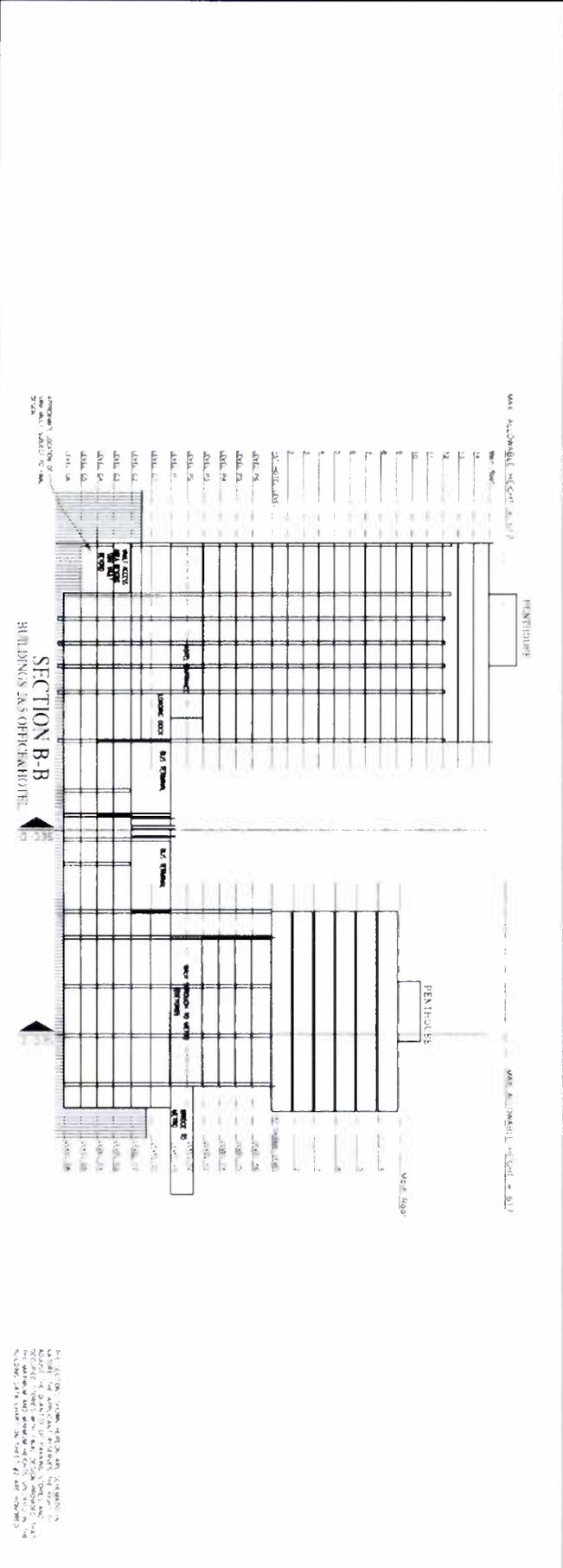


SITE SECTIONS EXHIBITS
RESTON STATION
BRANTER MILE DISTRICT
VIRGINIA COUNTY, VIRGINIA



DATE	DESCRIPTION

SCALE: AS SHOWN
DATE: 06/11/18



SECTION B-B
BUILDING'S AND OPERATIONS

SECTION A-A
BUILDING'S OFFICE

**BUILDING SECTION EXHIBITS
RESTON STATION**

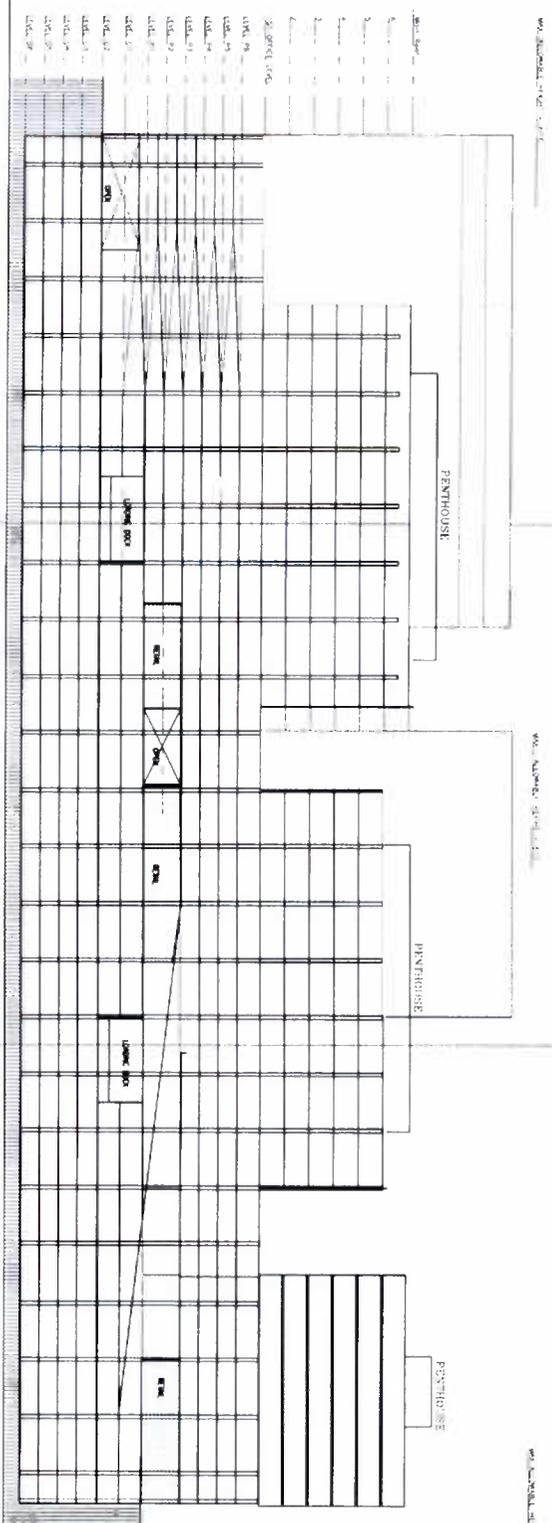
HUNTER MILL DISTRICT
VIRGINIA COUNTY, VIRGINIA

SCALE: N.T.S. CI # NA DATE: JUNE 2009

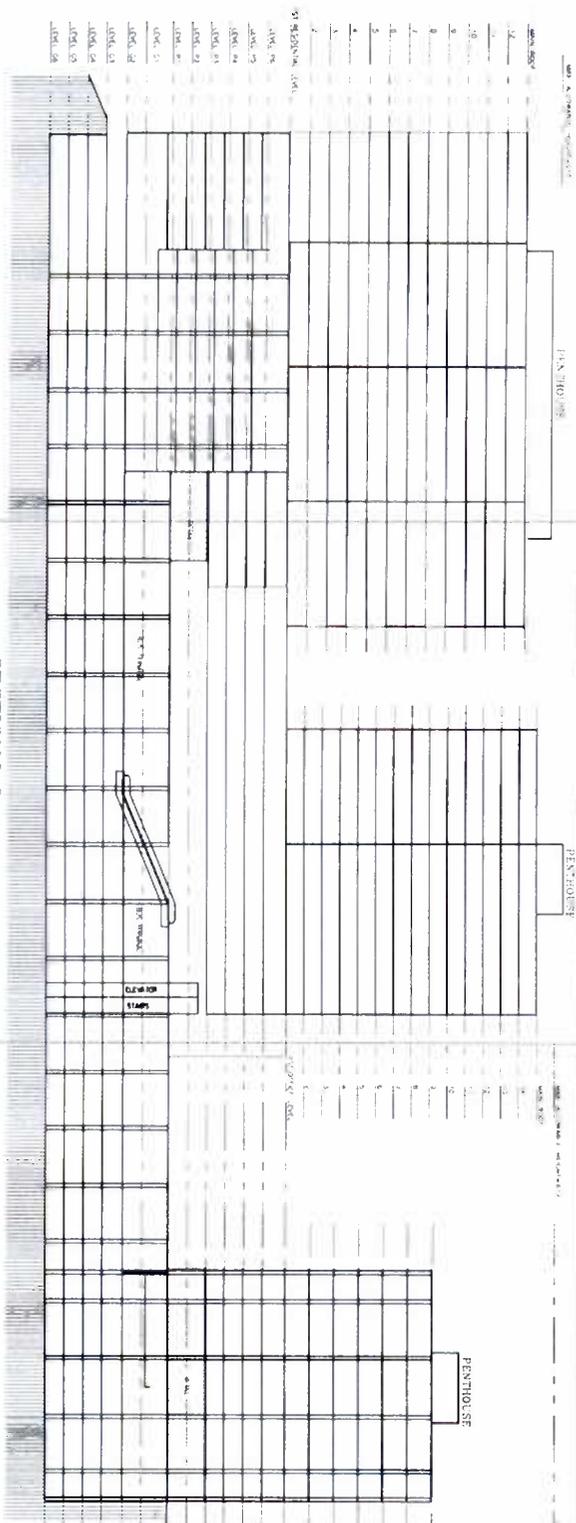


urban.
Planner, Engineer, Landscape Architect, Land Surveyor

NO.	DATE	REVISION	APPROVED BY	DATE



SECTION C-C
BUILDINGS 1A&3-OFFICE



SECTION D-D
BUILDINGS 1A&3-OFFICE, RESIDENTIAL & HOTEL



10' 0" = 1" (VERTICAL) 1" = 10' 0" (HORIZONTAL)	BUILDING SECTION EXHIBITS RESTON STATION HUNTER MILL DISTRICT VIRGINIA COUNTY, VIRGINIA			 Planners Engineers Architects Architects Landscape Architects	SHEET NO. 11 OF 11	DATE: 01/11/2019
	SCALE: 1/4" = 1'-0"	C1 * N4			DATE: 01/11/2019	REVISION APPROVED BY DIVISION OF DESIGN REVIEW

The subject application (RZ-2009-HM-019, FDP-2009-HM-019) for Reston Station at Wetle Metro) is located south of Sunset Hills Road (Route 675) and southwest of the intersection of Sunset Hills Road and Wetle Avenue (Route R28) in Fairfax County, Virginia.

Per Section 118-2-1 (b) of the Chesapeake Bay Preservation Ordinance (Ordinance "redemption" is an "Allowed Use" subject to compliance with the performance criteria of the Ordinance Article 3. Therefore, this WQIA has been incorporated into the subject application to document this compliance. A discussion of each of the required elements of this WQIA is provided as follows:

(a) Display the boundaries of the RPA:

Wetland Studies and Solutions, Inc. (WSSSI) performed a Waters of the U.S. (including Wetlands) delineation and Resource Protection Area (RPA) Evaluation for the project site and adjacent areas. As part of this evaluation, a field-verified RPA associated with an unnamed tributary in Cotton Run was determined to be present within the westernmost area of the subject application (specifically the westernmost portion of Tax Map 017-4-24-003). The field-verified RPA was approved by Fairfax County on November 16, 2009, as part of Plan Number 2615-RP-001-011. The limits of this field-verified RPA are as depicted within the subject application plan sheets.

(b) Display and describe the location and nature of the proposed encroachment into and/or impacts to the RPA, including any clearing, grading, impervious surfaces, structures, utilities, and sewage disposal systems:

The full limits of the field-verified RPA located within the project site have been previously described. This historical disturbance is the result of construction activity associated with two separate impervious projects including the Storm Drainage (Ditch) Improvement Grants for Reston Station 913 (Fairfax County Plan 2615-DR-001-4) approved December 12, 1980) and the Site Plan for Reston Station 913 (Fairfax County Plan 2615-SP-005-2) approved April 4, 2000). Under certain conditions, the existing impervious area within the field-verified RPA totals 27,300 square feet (240.63 acre). Specifically, portions of parcel (2) existing structures, including a multi-story office building and a existing Stormwater Management (SWM) facility are located within the field-verified RPA. Existing utility lines and their corresponding easement areas (including sanitary sewer, water, gas and electric, lines) are also located within the field-verified RPA.

The subject application's Conceptual Development Plan (CDP) (FDP) displays the proposed limits of clearing and grading and proposed improvements within the field-verified RPA. As depicted by the subject application, the existing SWM facility and the office building are to remain (along with a potential limited expansion of the office building) in addition, the existing parking structure is proposed to be demolished and replaced by a new residential building. A portion of the proposed (1.7-acre) residential building and its associated emergency vehicle, loading and parking access lane, as well as a limited segment of realigned sanitary sewer, are also located within the limits of the field-verified RPA. Under full development conditions, as depicted by the subject application, the proposed impervious area within the field-verified RPA totals 223,000 square feet (2.055 acre).

Thus, no net increase in impervious area within the field-verified RPA is proposed by the subject application. Specifically, a net decrease of 3,400 square feet of impervious area within the field-verified RPA is proposed by the redevelopment of the subject property.

(c) Provide justification for the proposed encroachment into and/or impacts to the RPA:

The overall RZ-2009-HM-019, FDP-2009-HM-019 project site, as well as Tax Map 017-4-24-003 by itself, are considered "redemption" as defined by Section 118-2-1(b) of the Chesapeake Bay Preservation Ordinance. The criteria for redevelopment of these parcels are satisfied because:

9) There is no net increase in the amount of impervious area within the RPA (i.e., a net decrease of 3,400 square feet of impervious area within the field-verified RPA) is proposed by the redevelopment of the subject property.

10) There is no further "encroachment" within the field-verified RPA (i.e., the historical disturbance is the result of construction activity associated with two separate impervious projects including the Storm Drainage (Ditch) Improvement Grants for Reston Station 913 (Fairfax County Plan 2615-DR-001-4) approved December 12, 1980) and the Site Plan for Reston Station 913 (Fairfax County Plan 2615-SP-005-2) approved April 4, 2000); and

11) There is no more than a 30% net increase in impervious area within the parcel's Resource Management Area (RMA) relative to conditions prior to the proposed redevelopment (i.e., the net increase in impervious area within the RMA is significantly less than 30% relative to conditions prior to the proposed redevelopment). A summary breakdown of the change in impervious areas within project areas (RMA) is as follows:

RZ-2009-HM-019, FDP-2009-HM-019
Breakdown of Impervious (Imp.) Area located within the Project Site's RMA

RMA Area	Ex. Imp. Area (sq ft)	Prop. Imp. Area (sq ft)	Net Increase (sq ft)	Net % Increase in Imp. Area (sq ft)
RZ-2009-HM-019, FDP-2009-HM-019	1,611,800	1,438,000	-173,800	-1.1%
Other RMA Areas	3,586,500	4,250,000	663,500	1.8%
Total	5,198,300	5,688,000	489,700	0.9%

Therefore, the proposed RPA encroachment is justified because the redevelopment project as proposed by RZ-2009-HM-019, FDP-2009-HM-019 is an allowed use within the RPA as provided under Section 118-2-1 subject to compliance with the performance criteria of Article 3 of the Ordinance as supported by this WQIA.

(d) Describe the extent and nature of any proposed disturbance or disruption of wetlands:

The boundaries of jurisdictional wetlands and other waters of the U.S. (WOTUS) on the project site were originally delineated and surveyed by WSSSI in August, 2009. The results of this delineation are described in WSSSI report dated September 4, 2009. The U.S. Army Corps of Engineers (COE) issued a jurisdictional determination (JD) (COE ANVO-2009-0244) on October 22, 2009 that confirmed the delineation. Subsequently, WSSSI reviewed selected "off-site" areas to document the absence of jurisdictional wetlands and other WOTUS within additional areas that were not investigated during the original study. Authorization of a revised JD from the COE is currently pending. Based on the subject application, there will be no proposed disturbance or disruption of wetlands or other WOTUS.

(e) Display and discuss the 15-practice and location of proposed best management practices to mitigate the proposed RPA encroachment and/or adverse impacts:

Stormwater Management and best management practice (BMP) measures shall be provided for the subject application either onsite or offsite, subject to ongoing discussions with Fairfax County Staff and the adjacent Dulles Transit Partners Metro Extension Projects. For the subject application, the final practices resulting from these ongoing discussions will be submitted by the applicant "HVY-00100" currently available under Section 118-2-1(d) of the Ordinance.

(f) Demonstrate the extent to which the proposed activity will comply with all applicable water quality criteria of this chapter and:

(1) **Demonstrate with General Performance Criteria and Additional Performance Criteria (per Sections 118-3-2 and 118-3-3, respectively) are summarized below:**
Analysis of compliance relative to Section 118-3-2 of the Ordinance (General Performance Criteria for RWAs and RPAs):

- a) *Example:* No more land shall be disturbed than is necessary to provide for the proposed use.
- b) *Example:* Judicious vegetation shall be preserved to the maximum extent practicable consistent with the proposed use.
- c) *Example:* Where the BMPs utilized require regular or periodic maintenance in order to continue their functions, such maintenance shall be ensured through a maintenance agreement with the owner or through some other mechanism or agreement that achieves an equal or better objective.
- d) *Example:* Onsite impervious cover is minimized consistent with the redevelopment project proposed.
- e) *Example:* The proposed land disturbing activity shall comply with Chapter 104 of the Fairfax County Code.
- f) *Example:* Stormwater runoff for the subject application shall be controlled by the use of BMPs. As noted above, Stormwater Management and BMP measures shall be provided for the subject application either onsite or offsite, subject to ongoing discussions with Fairfax County Staff and the adjacent Dulles Transit Partners Metro Extension Projects.
- g) *Example:* No disturbance or disruption of jurisdictional wetlands or other WOTUS.
- h) *Example:* Thus, no wetland or WOTUS permitting is required and/or maintained by the proposed redevelopment.
- i) *Example:* The subject application is not associated with any onsite sewage disposal system.
- j) *Example:* The subject application is not associated with agricultural activities.

Analysis of compliance relative to Section 118-3-3 of the Ordinance (Additional Performance Criteria for RPAs):

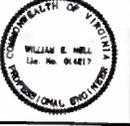
- a) *Example:* As required, the subject WQIA is submitted in conjunction with the processing of the subject application (RZ-2009-HM-019 and its proposed redevelopment).
- b) *Example:* The proposed improvement is considered as redevelopment, not development.
- c) *Example:* The subject redevelopment proposes to increase in impervious area, as well as no further encroachment within the field-verified RPA. Specifically, a net decrease of 3,400 square feet of impervious area within the RPA is proposed by the redevelopment of the subject property.
- d) *Example:* Notwithstanding the permitted redevelopment, the existing RPA buffer area (generally located within the westernmost area of the subject application and specifically the westernmost portion of Tax Map 017-4-24-003), will be retained and/or established to the extent practicable. As previously noted, a net decrease of 3,400 square feet of impervious area within the field-verified RPA is proposed by the redevelopment of the subject application. As a result, the site's effectiveness in retaining runoff, preventing erosion and filtering non-point source pollution from runoff within the field-verified RPA buffer is increased because of the corresponding proposed change (i.e., the transition from 3,400 of existing impervious area to pervious area).
- e) *Example:* The subject property is not agricultural lands.
- f) *Example:* No RPA buffer areas are to be established. As previously noted, a net decrease of 3,400 square feet of impervious area within the field-verified RPA is proposed by the redevelopment of the subject application. However, because of the proposed layout, in combination with the proximity of existing easement areas (including both sanitary sewer and electric lines), no practicable area for RPA buffer area establishment is available.

(g) Provide any other information deemed by the Director to be necessary to evaluate potential water quality impacts of the proposed activity:

All applicable information is included as part of the enclosed WQIA. No requests for additional information are anticipated.



Water Quality Impact Assessment (WQIA) Narrative
Reston Station
Fairfax County, Virginia



REVISIONS	
No.	Description
1	Initial
2	Final

DATE: December 2009
SCALE: N/A



County of Fairfax, Virginia

MEMORANDUM

DATE: March 31, 2010

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

FROM: Pamela G. Nee, Chief *PGN*
Environment and Development Review Branch, DPZ

SUBJECT: Environmental Assessment Addendum: RZ/FDP 2009-HM-019
Reston Station

This addendum to the environmental assessment is based on staff's review of the proposed development as depicted on the conceptual and final development plans dated June 2009 as revised through March 30, 2010 and proffers dated March 29, 2010.

Green Buildings

The Policy Plan incorporates guidance supporting the use of energy conservation, water conservation and other green building practices in the design and construction of new development and redevelopment projects.

The applicant is seeking to develop a mixed use development in conjunction with the future Reston Metro Station at Wiehle Avenue. The Policy Plan recommends that such developments, those which seek a change in use from what would be allowed as a permitted use under existing zoning and are located in designated areas, such as the Reston Herndon Suburban Center, attain basic Leadership in Energy and Environmental Design (LEED) certification through the U.S. Green Building Council (USGBC) or equivalent program with third party certification.

The proffers have been revised to address concerns raised in the staff report dated March 11, 2010 regarding green building commitments. These now include the following commitments:

- Use of the "most current" version of LEED for new construction rather than a specific version that may become obsolete and out of date over time;

- Allow an owners' option with the County's approval to use a LEED rating system other than New Construction;
- Allow only design-related review by independent USGBC instead of individual project architect;
- Post a green building escrow for each residential and hotel building targeted for basic LEED certification prior to site plan approval that is released after the submission of documentation of LEED certification;
- Provide for the release of green building escrow for failure of LEED certification to a County budget supporting implementation of environmental initiatives rather than the return to the Owners to use for environmental sustainable design enhancements for their building(s).

With these changes, staff finds that the proposal is in general conformance with the green buildings guidance of the Comprehensive Plan. All issues on green building commitments identified in the staff report dated March 11, 2010 have been resolved.

Transportation Generated Noise

The subject property will be affected by transportation generated noise. The revised proffer statement dated, March 29, 2010 addresses concerns raised in the staff report dated March 11, 2010 regarding noise attenuation commitments. The noise attenuation proffer has been revised to include the following commitments:

- Provision of a refined acoustical analyses for all residential and hotel buildings based on final site topography and site conditions;
- Inclusion in the refined acoustical analyses of site plans and cross-section views at measurable scale of the source of the noise in relationship to affected structures, residential units, hotel rooms, office spaces and outdoor recreation areas;
- Inclusion of consultant's recommendations for appropriate noise attenuation measures in each refined acoustical analysis;
- Provision of noise attenuation measures for outdoor recreation areas not to exceed 65 dBa Ldn in accordance with Policy Plan guidance; and
- Provision of approval by the Department of Public Works and Environmental Services and the Department of Planning and Zoning for each refined acoustical analysis.

The proffer has also been revised to delete specific identification of noise attenuation measures with Sound Transmission Class ratings for exterior walls, glazing and doors. As noted above, the consultant's recommendations for appropriate noise attenuation measures will now be identified during the refined acoustical analyses. In addition, the revised CDP/FDP dated March 30, 2010, depicts the general proposed location of a future noise attenuation wall on Sheet 9 in the event that such a wall is necessary to achieve acceptable noise levels in accordance with Policy Plan guidance.

With these changes, staff finds that the proposal is in general conformance with noise attenuation guidance of the Policy Plan. All issues on noise attenuation commitments identified in the staff report dated March 11, 2010 have been resolved.

PGN; MAW



County of Fairfax, Virginia

MEMORANDUM

DATE: March 31, 2010

TO: Regina Coyle, Director
Zoning Evaluation Division, DPZ

FROM: Angela Kadar Rodeheaver, Chief
Site Analysis Section, DOT

FILE: 3-4 (RZ 2009-HM-019)

SUBJECT: **ADDENDUM** - RZ 2009-HM-019 - 11465 SH I, LC & Fairfax County Board of Supervisors
Site - Reston Metro Station Joint Development
Land Identification Maps: 17-4 ((1)) 17A; 17-4 ((24)) 3

This department has reviewed the subject rezoning submittal including proffers dated September 30, 2009, revised through March 29, 2010, and development plans dated June 15, 2009, revised through March 30, 2010. We have the following comments on the application.

As detailed in the staff report drafted by the Department of Planning & Zoning, the subject application is a step in the process of securing final approval of a joint development proposal for the land area adjoining the future Reston Metro Station on the Silver Line extension of Metrorail. Prior to submittal of the subject zoning request, a Development Agreement was completed that defines the responsibilities of both the County and the developer to complete improvements at the station area, including a number of transportation improvements. This agreement figured prominently in the negotiations over proffered transportation commitments, particularly in defining the scope of road improvements. Because of the pre-negotiated agreement, certain constraints guided the negotiations undertaken with the subject application. Details such as responsibility for right-of-way acquisition were already defined. Further, expenditures for right-of-way acquisition were capped to the rail project budget. Given the complexity of the situation, a great deal of creativity was necessary to ensure that adequate improvements are constructed and committed for implementation. With the added constraint of bringing this development to rezoning approval within a specific project timeline, a significant amount of staff effort was involved to coordinate with multiple public and private parties to resolve design details and secure development commitments at this stage of the process.

A number of critical transportation issues were identified and addressed in the review of this application. These are summarized below.

- A Transportation Demand Management (TDM) program for the residential and commercial development proposed above the Metrorail garage
- Parking supply commensurate with development located at a Metrorail station

- Design and construction of public internal roadways
- Scope of offsite street improvements outlined in a Record of Decision (ROD) for construction of the Metrorail extension to Wiehle Avenue
- Integration of rail access facilities (parking, bus, kiss-n-ride) with development

TDM

Given the location of the development adjoining a Metrorail station, TDM is seen as an intrinsic measure to reduce single-occupant vehicle (SOV) trips. It is further critical to reducing the traffic impact of development on the already congested roadways nearby. These factors contribute to the need for a highly proactive approach to implement and administer a TDM program.

The developer has committed to a reduction of trips through TDM measures. The TDM program will be applied to residential and office development. A phased TDM program has been proffered that will set an initial Non-SOV mode split goal of 25% for all development. A goal of 35% will be set for the latter phases of development. The achievement of the 35% goal for office development is further incentivized from the initial 25% by a commitment to achieve an incremental minimum 1% increase per year for a 10 year period. If the 1% is not achieved it will be subject to added remedies and potential penalties.

Overall commitments to remedy potential failures have been made. A programmatic structure will be put in place that will apply with zoning. This program comprises strategies to influence achievement of Non-SOV share including the infusion of financial subsidies to enhance the TDM program.

Further, an agreement to proffer monetary penalties is proposed by the developer. The developer has agreed to establish a maximum cap of \$200,000 for penalties. They have also agreed to payments for possible failures within various ranges of non-attainment.

The proffers provide further details on the implementation and management of the TDM program.

Parking

Management of the parking supply is seen as a critical component of an effective TDM program. Limiting available parking influences employees to seek other means to travel to and from the site. Constrained residential parking has an influence on tenant mix, attracting residents who are less inclined to use vehicles for commuting or local trips. The immediate proximity of the Metrorail station is also a factor in reducing parking demand for the residential and commercial development proposed with the garage construction as this will be a convenient means for commuter trips. The County is seeking to aggressively reduce parking supply at transit-oriented development (TOD) areas where this development is located.

To address parking management, the developer has agreed to bring down the parking ratio as development phases are constructed such that they will meet the current minimum ratio of 2.6 spaces per 1000 square feet of office development when the final phases are constructed. The commitment to meet the minimum requirement is significant given the general practice of constructing parking well above requirements at suburban office sites; however additional parking efficiencies may be able to be achieved as development occurs. The developer has committed to undertake a parking utilization study prior to approval of a site plan for the first phase of development in conformance with Urban Land Institute (ULI) guidelines. The goal is an additional reduction of parking by 20%.

Internal roadways

The ROD approved for construction of a rail facility at Wiehle Avenue stipulates that a public road network be constructed for access to the facility. The designation of a public road implicitly indicates that VDOT will need to accept and maintain the roadways. A number of constraints and obstacles to securing acceptance of the road by VDOT were apparent with submission and review of the application. County staff, the applicant, and VDOT worked jointly to address the extensive array of design issues with the proposed Reston Station Boulevard and Comstock Metro Center Drive in the quest to secure public roads. Included in this effort was a goal to acknowledge urban design principles in the roadway cross-section. While some success was achieved, the design is not entirely expressive of the envisioned urban street.

VDOT staff reviewing the application has recently indicated that the roadway design is generally able to meet their approval; however there will be continued review of the design and engineering of the roads subsequent to rezoning approval. To address this contingency, the developer and County have agreed to allow the roadway to be maintained by the developer if it cannot be designed to acceptable standard for VDOT maintenance. The proffers and a separate road maintenance agreement detail the terms and conditions of maintenance and operation of the road.

Offsite roadway improvements

The developer and the County are responsible for a number of improvements on existing roadways discussed in the ROD. In addition, the traffic impact analysis (TIA) submitted by the applicant identified other improvements to address the impact of the development above the rail station garage. VDOT approval of the road improvements was sought in this review process. Some of the proposed improvements have presented design challenges due to right-of-way and physical constraints. Staff has gotten detailed feedback from VDOT to address these challenges and they are expected to be resolved as the garage construction and development continues to proceed. Exhibit 'A' in the proffer document details the road improvements to be completed by the developer.

Integration of rail access facilities

With a relatively constrained site available for joint development of a Metrorail garage beneath a mixed-use development approaching a density of 2.5 FAR, integration of access to the rail facilities and the development is complex. The location of the site adjoining the Dulles Access & Toll Road, a limited-access facility, also limits the means to

distribute site trips and entrances for the project. Therefore, all points of access are from the proposed Reston Station Boulevard.

Metrorail requires access to the proposed 2300 space garage for rail passengers, access to a kiss-n-ride facility, and access to the bus dropoff. In addition, the development needs access to its parking facilities, loading areas, and has maintained that other points of access are critical to their development. Locating the multiple points of access to ensure that safety and operation of the internal roadway is preserved was a primary focus of the review.

To address staff concerns, the developer and the County have agreed to relocate rail-related facilities as well as consolidate and limit some access to both reduce conflicting entrances and spread the highest volume entry points. Further, three intersections will be signalized to control the flow of traffic on Reston Station Boulevard and optimize exit and entry for multiple facilities.

Additional discussion

Additional Agreements - The developer and the County have indicated that agreements defining responsibilities for road maintenance should Reston Station Boulevard become a private roadway as well as allocation of proffer responsibilities between the developer and the County are necessary. Because these are critical to implementation of proffers and development, the agreements will need to be completed prior to final approval of the rezoning request by the Board of Supervisors.

Access to the Proposed Plaza - Throughout review of this application, we have expressed concerns about the design of the plaza area to allow vehicular access. We have felt that this access should be prevented or severely limited. Our concerns are based primarily on the location of access to the rail station at the plaza level and the convenience this will provide to drivers who we believe will use this as a convenient kiss-n-ride dropoff. Further, the developer intends to construct a garage access way from the plaza level.

We feel that vehicular traffic should not be encouraged in an area primarily designed for pedestrian use. The constraints of the building design and efforts to address pedestrian and passive uses in the area create little area to accommodate higher volumes of vehicle traffic.

The developer has made some modifications to the plaza area and Reston Station Boulevard to address our concerns including restricting left turns from the plaza entrance to Reston Station Boulevard and proposing construction of a median in the entry to prevent lefts into the garage. However, we have recommended that the entrance to Reston Station Boulevard be right-in/right-out only to further discourage traffic on the plaza. A design that further limits where vehicles can travel on the plaza has also been proposed to the developer.

Street Environment - We challenged the developer to create a streetscape on Reston Station Boulevard that will feel inviting and safe for pedestrians. We expressed concerns that the number of entrances, the narrow sidewalk that was initially proposed, and the garage face on this frontage would create an inhospitable walking environment. More

pedestrian traffic is expected as development occurs on other properties proximate to the site and creation of a positive walking environment is critical to encouraging this activity.

The developer has responded to the pedestrian environment concerns with several proposals. The number of entrances on Reston Station Boulevard has been reduced which reduces pedestrian/vehicle conflicts. A commitment to create a 14 foot wide area along Reston Station Boulevard that includes an 8 foot wide sidewalk and 6 foot wide planting strip has been committed in the CDP/FDP. Two pedestrian connections to the plaza level from the sidewalk are also planned, including a stairway between buildings from the street level to the plaza. The connections will help interrupt the walled environment on the street. The developer has also proposed constructing building curtainwall down to street level to disguise the garage behind it. This concept is depicted in the Project Illustrative which is proffered with the development plan.

The developer is committing to provide the means for above-grade pedestrian connectivity to adjoining development. The structure will be designed to accommodate pedestrian bridge connections from the west and north at the same grade level as the Metrorail entrance. As development occurs on parcels to the north and west, the developer has provided opportunities to establish access easements and construct bridges to enhance pedestrian access to Metro in the general area of the development.

AKR/MAD



COMMONWEALTH of VIRGINIA
DEPARTMENT OF TRANSPORTATION

GREGORY A. WHIRLEY
ACTING COMMISSIONER

14685 Avion Parkway
Chantilly, VA 20151
(703) 383-VDOT (8368)

March 24, 2010

Ms. Regina Coyle
Director of Planning and Zoning
Office of Comprehensive Planning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5511

Re: RZ/FDP 2009-HM-019 Reston Station at Wiehle Metro
Tax Map # 17-4((24))0003 & ((01))0001
Fairfax County

Dear Ms. Coyle:

In accordance with the Virginia Traffic Impact Analysis Regulations, 24 VAC 30-155, your proposed rezoning was submitted to the Virginia Department of Transportation (VDOT) for review on January 26, 2010, and received on February 1, 2010.

We have evaluated the rezoning and prepared comments on the results of our evaluation. The comments present our key findings as well as detailed comments on the future transportation improvements which will be needed to support the current and planned development in the study area.

Our comments are attached to assist the Planning Department, the Planning Commission and the Board of Supervisors in their decision making process regarding the rezoning.

Please arrange to have these comments included in the official public records, and to have both this letter and the VDOT comments placed in the official file for this rezoning. VDOT will make these documents available to the public through various means, and may post them to the VDOT website.

Please contact me if you have any further questions regarding these comments.

Sincerely,

Kevin Nelson
Transportation Engineer

cc: Ms. Angela Rodeheaver

527Infc2009-HM-019-r3RestonSta@WiehleMetro3-24-10RC



COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION

GREGORY A. WHIRLEY
ACTING COMMISSIONER

14685 Avion Parkway
Chantilly, VA 20151
(703) 383-VDOT (8368)

March 24, 2010

Ms. Regina Coyle
Director of Planning and Zoning
Office of Comprehensive Planning
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5511

Re: RZ/FDP 2009-HM-019 Reston Station at Wiehle Metro
Chapter 527 Comments
Tax Map # 17-4((24))0003 & ((01))0001
Fairfax County

Dear Ms. Coyle:

VDOT has reviewed the above plan and traffic impact study submitted on January 26, 2010, and received on February 1, 2010. The site is generally located north of Route 267 (Dulles Airport Access and Toll Road), south of Route 675 (Sunset Hills Road), east of Isaac Newton Square, and west of Route 828 (Wiehle Avenue). The subject site is proposing a mixed use development combining approximately 535,000 square feet of office, 60,350 square feet of specialty retail, 60,000 square feet of shopping center, a 200-room hotel, and approximately 444 residential dwelling units. The project is scheduled to be constructed in two phases. The first phase of the project scheduled to be completed in 2013, with full Build Out completed in 2015. The site currently consists of the Reston East Park & Ride Lot containing approximately 820 surface parking spaces and 8 bus terminals, and approximately 91,000 square feet of office space. Access to the proposed mixed use development will be provided along the existing Reston East Park & Ride Lot access and Isaac Newton Square. Phase I of the proposed plan will generate approximately 449 new vehicle trips in the weekday morning peak hour and approximately 655 new vehicle trips in the weekday afternoon peak hour. Phase I of the development will generate approximately 6,217 average weekday daily vehicle trips. At Build Out the proposed plan will generate approximately 854 new vehicle trips in the weekday morning peak hour and approximately 1,122 new vehicle trips in the weekday afternoon peak hour. The entire development will generate approximately 11,134 average weekday daily trips at completion. The revised report responded to previous comments, however a considerable amount of new material and analysis has been added to this report. The following comments are based on the new information included in the traffic impact analysis:

Accuracy of the Traffic Impact Analysis:

The revised report has responded to our comments on the previous submission.

Comments on the Recommended Improvements:

1. In regards to pedestrian related improvements, a) any count down signal installation would require modifications to existing signals, and b) any reduction to turning radii should be checked with the turning templates for trucks and buses using the turns.
2. Signal modifications of overlaps, etc., will need signal design plans for any changes at intersections #1, #2, #3 and #8.
3. The retiming of individual signals can be an option; however, the impact of such an action should be analyzed for entire corridor or network.
4. We do not agree with the recommendation of adopting the compact design for Reston Station Boulevard, in lieu of the Record of Decision Improvements. The Record of Decision Improvements are based on the various previous arrangements and studies for the projected traffic on the proposed Reston Station Boulevard. Therefore, reducing the roadway width from two westbound through lanes to one westbound through lane will have serious implications. Additionally, the study recommendation is based on the analysis of 2015 scenario only while the impact on the 2020 scenario is not discussed in the report. It is our understanding an additional westbound lane will be provided when the sites along the northern side of this roadway redevelop.

Additional VDOT Recommendations/Comments:

1. All locations where a signal appears to be warranted based on the analysis for projected traffic will require a signal warrant study be re-examined no earlier than one year prior to build out of the project. All signal warrant studies need to be provided in a separate booklet with alternatives other than a traffic signal provided in the study. As of July 1, 2009, all warrant studies should be signed and sealed by a professional engineer registered in the Commonwealth of Virginia.
2. A raised island should be constructed at the intersection of Market Square and Reston Station Boulevard (#13) to prevent all left turns in and out of the driveways. The study years 2013 and 2015 scenarios show the driveways will be blocked during the AM peak hour by the left turn queue at the Commercial Parking Access driveway (#12). If a westbound left is accepted, then a raised median treatment is needed similar to Figure 3-22 in Appendix G of VDOT's Access Management Design Standards.
3. If Reston Station Boulevard is proposed for transfer into the VDOT maintenance system, then it should meet all of the current design standards for that classification of street at the time it is designed. It is required to reduce the number of access points and meet the spacing requirements between signalized intersections.

RZ 2009-HM-019 Reston Station at Wiehle Avenue
Chapter 527 Comments
March 24, 2010
Page 3

In general, the TIA is found to be acceptable. Please contact me if you have any further questions regarding these comments.

Sincerely,

Kevin Nelson
Transportation Engineer

cc: Ms. Angela Rodeheaver

527Info2009-HM-019r23RestonSta@WiehleMetroComments3-24-10RC

REZONING AFFIDAVIT

DATE: April 14, 2010
 (enter date affidavit is notarized)

I, Benjamin F. Tompkins, do hereby state that I am an
 (enter name of applicant or authorized agent)

(check one) applicant
 applicant's authorized agent listed in Par. 1(a) below 105305d

in Application No.(s): RZ/FDP/ 2009-HM-019
 (enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,* and, if any of the foregoing is a **TRUSTEE,**** each **BENEFICIARY** of such trust, and all **ATTORNEYS** and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

(NOTE: All relationships to the application listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
11465 SH I, LC Agents: Christopher Clemente Lawrence Bergner J. Phillip London	11465 Sunset Hills Road, #400 Reston, VA 20190	Title Owner (T.M. 017-4-24-0003)
CRS Construction Services, LC Agents: Christopher Clemente Lawrence Bergner J. Phillip London Steven W. Schmitz	11465 Sunset Hills Road, #400 Reston, VA 20190	Agent for Applicant
Comstock Reston Station Holdings, LC Agents: Christopher Clemente Lawrence Bergner J. Phillip London	11465 Sunset Hills Road, #400 Reston, VA 20190	Applicant/Ground Lessee/Owner by virtue of 99 year lease (T.M. 017-4-01-0017A)

(check if applicable) There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Rezoning Attachment to Par. 1(a)

DATE: April 14, 2010
 (enter date affidavit is notarized)

105305d

for Application No. (s): RZ/FDP/ 2009-HM-019
 (enter County-assigned application number (s))

(NOTE): All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Board of Supervisors of Fairfax County, Virginia Agents: Anthony H. Griffin, County Executive Richard F. Stevens, Dulles Rail Manager/FCDOT Leonard P. Wales, County Debt Manager Hossein Raoof-Malayeri, Project Coordinator, DPWES	12000 Government Center Parkway Suite 530 Fairfax, VA 22035	Fee Simple Owner/Lessor (T.M. 017-4-01-0017A)
Davis, Carter, Scott Ltd Agents: Douglas N. Carter Ihab Sakla	1676 International Drive Suite 500 McLean, VA 22102	Architect/Agent
Urban Engineering & Associates, Inc. (t/a Urban, Ltd.) Agents: Matthew K. Koirtiyohann Eric S. Siegel Shawn H. Batterton	4200-D Technology Court Chantilly, VA 20151	Civil Engineer/Agent
Gorove/Slade Associates, Inc. Agents: Christopher M. Tacinelli Chad A. Baird Felice B. Brychta	3914 Centreville Road Suite 330 Chantilly, VA 20151	Traffic Engineer/Agent

check if applicable)

There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

Rezoning Attachment to Par. 1(a)

DATE: April 14, 2010
(enter date affidavit is notarized)

105205a

for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number (s))

(NOTE): All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Reed Smith LLP Agents: Benjamin F. Tompkins, Attorney/Agent Grayson P. Hanes, Attorney/Agent Robert A. Lawrence, Attorney/Agent Michael A. Banzhaf, Attorney/Agent Linda S. Broyhill, Attorney/Agent Sally V. Hankins, Attorney/Agent Ann Eberhart Goode, AICP, Planner/Agent	3110 Fairview Park Drive Suite 1400 Falls Church, VA 22042	Attorney/Agent for Applicant/Lessee

(check if applicable) There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

REZONING AFFIDAVIT

DATE: April 14, 2010
(enter date affidavit is notarized)

105305d

for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number(s))

1(b). The following constitutes a listing*** of the SHAREHOLDERS of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(NOTE: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
11465 SH I, LC
c/o Comstock Partners
11465 Sunset Hills Road, #400
Reston, VA 20190

DESCRIPTION OF CORPORATION: (check one statement)

- [X] There are 10 or less shareholders, and all of the shareholders are listed below.
[] There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
[] There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF SHAREHOLDERS: (enter first name, middle initial, and last name)

Christopher Clemente and Teresa A. Schar, Members
Schar Holdings, Inc., Member
Comstock Employee Ventures, LC, Member
Christopher Clemente, Manager

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. President, Vice President, Secretary, Treasurer, etc.)

(check if applicable) [X] There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Rezoning Attachment to Par. 1(b)

DATE: April 14, 2010
(enter date affidavit is notarized)

105305d

for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Schar Holdings, Inc.
c/o Caler, Donten Levin - Family Office
505 S. Flagler Drive, Suite 900
West Palm Beach, FL 33401

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Dwight Schar
Martha Schar
Stuart Schar
Spencer Schar

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

Dwight Schar, Director, President and Treasurer
Martha Schar, Secretary

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Comstock Employee Ventures, LC, c/o Comstock Partners
11465 Sunset Hills Road, #400
Reston, VA 20190

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Comstock Partners, LC, Class A Member and Manager

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: April 14, 2010
(enter date affidavit is notarized)

105305d

for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Comstock Partners, LC
11465 Sunset Hills Road, #400
Reston, VA 20190

DESCRIPTION OF CORPORATION: (check one statement)
 There are 10 or less shareholders, and all of the shareholders are listed below.
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
Clemente Investment Management, LLC, Member
Schar Holdings, LLC, Member
Christopher Clemente, Manager

=====
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

=====
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Clemente Investment Management, LLC, c/o Comstock Partners
11465 Sunset Hills Road, #400
Reston, VA 20190

DESCRIPTION OF CORPORATION: (check one statement)
 There are 10 or less shareholders, and all of the shareholders are listed below.
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
Christopher Clemente, Member and Manager
Teresa A. Schar, Member

=====
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: April 14, 2010
(enter date affidavit is notarized)

105 305 d

for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Schar Holdings, LLC
c/o Caler, Donten Levine - Family Office
505 S. Flagler Drive, Suite 900
West Palm Beach, FL 33401

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Dwight Schar, Member and Manager
Martha Schar, Member
Stuart Schar, Member
Spencer Schar, Member

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

CRS Construction Services, LC, c/o Comstock Partners
11465 Sunset Hills Road, # 400
Reston, VA 20190

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Comstock Partners, LC, Member
Comstock Employee Ventures, LC, Member
Comstock Management Services, LC, Manager

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: April 14, 2010
(enter date affidavit is notarized)

105 305 d

for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Comstock Management Services, LC
c/o Comstock Partners
11465 Sunset Hills Road, # 400
Reston, VA 20190

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Christopher Clemente, Member and Manager

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Board of Supervisors of Fairfax County, Virginia
12000 Government Center Parkway, Suite 530
Fairfax, VA 22035

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

A body corporate and politic with no shareholders.

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: April 14, 2010
(enter date affidavit is notarized)

105 305 d

for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Comstock Reston Station Holdings, LC
c/o Comstock Partners
11465 Sunset Hills Road, #400
Reston, VA 20190

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Comstock Partners, LC, Member
Comstock Employee Ventures, LC, Member
Comstock Management Services, LC, Manager

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Davis, Carter, Scott Ltd
1676 International Drive, Suite 500
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Patricia A. Appleton	Christine C. Garrity	• Douglas N. Carter
Claude Robert Atkinson	Christopher L. Garwood	• Lena I. Scott
Marcia K. Calhoun	Alan K. Houde	

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

Douglas N. Carter, President/Treasurer	Patricia A. Appleton, Vice President	Christopher L. Garwood, Vice President
Lena I. Scott, Executive Vice President/Secretary	Claude Robert Atkinson, Vice President	
	Christine C. Garrity, Vice President	

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: April 14, 2010
(enter date affidavit is notarized)

105305d

for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Urban Engineering & Associates, Inc. (t/a Urban, Ltd.)
7712 Little River Turnpike, Suite 503
Annandale, VA 22003

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
J. Edgar Sears, Jr.
Barry B. Smith
Brian A. Sears

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer,** etc.)
J. Edgar Sears, Jr., President and Treasurer
Barry B. Smith, Vice President and Secretary

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Gorove/Slade Associates, Inc.
1140 Connecticut Avenue, N.W., Suite 700
Washington, D.C. 20036

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
Christopher M. Tacinelli Erwin N. Andres
Chad A. Baird
Daniel B. Vanpelt

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer,** etc.)
Christopher M. Tacinelli, President
Chad A. Baird, Vice President and Treasurer
Daniel B. Vanpelt, Vice President and Secretary
Erwin N. Andres, Vice President

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

REZONING AFFIDAVIT

DATE: April 14, 2010
(enter date affidavit is notarized)

105305d

for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number(s))

1(c). The following constitutes a listing*** of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)

Reed Smith LLP
3110 Fairview Park Drive
Suite 1400
Falls Church, VA 22042

(check if applicable) [X] The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

- List of partner names including: Abbott, Kevin C.; Abdalla, Tarek F.; Allen, Thomas L.; Andrews, Alex T.; Arkebauer, J. Todd; Arnold, Roy W.; Atallah, Ana; Baker, Scott D.; Banzhaf, Michael A.; Barber, William James Gresham; Barnes, James J.; Bartfield, Arnold L.; Bastier, Ellen L.; Beale, Giles W.; Begley, Sara A.; Bernier, Maria N.; Bernstein, Leonard A.; Bevan, III, William; Bhattacharyya, Gautam; Bickham, J. David; Binis, Barbara R.; Birt, Steven James; Blasier, Peter C.; Blitch, Stephen G.; Bobo, Stephen T.; Bochner, Russell J.; Bolden, A. Scott; Bonessa, Dennis R.; Booker, Daniel I.; Borrowdale, Peter E.; Boutcher, David J.; Boven, Douglas G.; Bovich, John P.; Bowers, Kevin Richard; Bradley, Patrick E.; Brand, Mark A.; Bresch, Jeffrey J.; Brown, Andrew Kenneth; Brown, Charles A.; Brown, Michael K.; Buckley, Mike C.; Burroughs, Jr., Benton; Cameron, Douglas E.; Caplan, Gary S.; Carder, Elizabeth B.; Cardozo, Raymond A.; Casdagli, Emma Francis; Castro, Armando; Charot, Benoit; Cheung, Bo Chun Janet; Clark, II, Peter S.; Cobetto, Jack B.; Colen, Frederick H.; Colman, Abraham J.; Connoley, Mark F.; Connors, Eugene K.

(check if applicable) [X] There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Rezoning Attachment to Par. 1(c)DATE: April 14, 2010
(enter date affidavit is notarized)

105305d

for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Reed Smith LLP
3110 Fairview Park Drive
Suite 1400
Falls Church, VA 22042(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Convery, III, J. Ferd	Fritton, Karl A.	Ho, Delpha
Cooper, Steven	Gabbert, Dale	Honigberg, Carol C.
Cotler, Alan K.	Gallatin, Jr. James P.	Hooper, John P.
Davies, Colleen T.	Gallo, Frank J.	Howse, Christopher Guy
Davis, James M.	Garcia, Sergio	Hultquist, James T.
Demase, Lawrence A.	Gasparetti, Lorenzo E.	Husar, Linda S.
DeNinno, David L.	Gentile, Jr. Pasquale D.	Iino, John M.
Dermody, Debra H.	Gilbert, Jeffrey T.	Illouz, Stephane
DiFiore, Gerard S.	Gillard, Neil D.	Innamorato, Don A.
Dilling, Robert M.	Glatzer, Jeffrey L.	Jared, Cynthia
DiNome, John A.	Green, Terry R.	Jaskot, Paul J.
Dittoe, John E.	Greenblatt, Lewis B.	Jeffcott, Robin B.
Dolin, Stewart	Green-Kelly, Diane	Jenkinson, Andrew P.
Doran, William E.	Greeson, Thomas W.	Johnston, Paul F.
Drew, Jeffery	Grellet, Luc	Jong, Denise
Dubelier, Eric A.	Grignon, Margaret A.	Jordan, Gregory B.
Dumville, S. Miles	Grimes, David M.	Kabnick, Lisa D.
Duronio, Carolyn D.	Gross, Dodi Walker	Karides, Constantine
East, Lindsay T.	Guadagnino, Frank T.	Kaung, Alexander Wai Ming
Edwards, Stephen S.	Gwynne, Kurt F.	King, Robert A.
Eggert, Russell R.	Hackett, Mary J.	Kirkpatrick, Stephen A.
Ellison, John N.	Halbreich, David M.	Kleier, James P.
Epstein, Bette B.	Hardy, Peter	Klein, Murray J.
Eskilson, James R.	Hargreaves, Phillip M.	Kohn, Steven M.
Evagora, Kyri	Hartley, Simon P.	Kozlov, Herbert F.
Evans, David C.	Hartman, Ronald G.	Kramer, Ann V.
Fagelson, Ian B.	Hawley, Terence N.	Krebs-Markrich, Julia
Fagelson, Karen C.	Healy, Christopher W.	Kugler, Stefan L.
Flatley, Lawrence E.	Heffler, Curt L.	Kwong, Fung Ling Nanette
	Hemming, Seth M.	Kwuon, Janet H.
Fox, Thomas C.	Hewetson, Charles M.	Lacy, Jr., D. Patrick
Francis, Jr., Ronald L.	Hill, Robert J.	Lai, Ivy
Frank, Ronald W.	Hill, Thomas E.	Lasher, Lori L.
Freeman, Lynne P.	Hirsch, Austin L.	LeDonne, Eugene
Frenier, Diane M.	Hitt, Leo N.	Leech, Frederick C.

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)DATE: April 14, 2010
(enter date affidavit is notarized)

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for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Reed Smith LLP
3110 Fairview Park Drive
Suite 1400
Falls Church, VA 22042(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Leiderman, Harvey, L.	Nicholas, Robert A.	Rolfes, James A.
Lewis, Richard P.	Nicoll, Richard C.	Rosales, Rex K.
Li, Lianjun	Norman, David Michael	Rosen, Barry S.
Loepere, Carol C.	O'Brien, Kathyleen A.	Rosenbaum, Joseph I.
Lo Vallo, Michael A.	O'Neil, Mark T.	Rosenberg, Carolyn H.
Lowenstein, Michael E.	Opperman, Craig P.	Roth, Robert A.
Luchini, Joseph S.	Paisley, Belinda L.	Rubenstein, Donald P.
Lyons, III, Stephen M.	Parker, Roger J.	Rudolf, Joseph C.
Magera, George F.	Patterson, Lorin E.	Rydstrom, Kirsten R.
Mahone, Glenn R.	Pearman, Scott A.	Rymer, Philip R.
Maiden, Todd O.	Peck, Jr., Daniel F.	Sanders, James L.
Mantell, Nanette W.	Pedretti, Mark G.	Sanders, Michael
Martin, James C.	Pepper, Michael Ross David	Schaffer, Eric A.
Martini, John D.	Perfido, Ruth S.	Schaider, Joel R.
McAllister, David J.	Peterson, Kurt C.	Schatz, Gordon B.
McCarroll, James C.	Philipps, Richard P.	Schlecker, David M.
McDavid, George E.	Phillip, Hywel J.	Schlesinger, Matthew J.
McGarrigle, Thomas J.	Phillips, Robert D.	Schmarak, Bradley S.
McGough, Jr., W. Thomas	Pike, Jon R.	Schumacher, Jeffrey A.
McNichol, Jr., William J.	Poe, Alexandra	Scogin, Hugh T.
Mehfoud, Kathleen S.	Pollack, Michael B.	Scott, Michael T.
Melodia, Mark S.	Powell, David C.	Scudellari, Richard
Metro, Joseph W.	Quinn, Jonathan S.	Seaman, Charles H.
Meyers, Michael A.	Quinn, Tracy Zurzolo	Sedlack, Joseph M.
Miller, Edward S.	Radley, Lawrence J.	Shanus, Stuart A.
Miller, Steven A.	Rahl, J. Andrew	Sharma, Asha Rani
Moberg, Marilyn A.	Raju, Ajay K.	Shaw, Nick J.
Mok, Kar Chung	Rawles, Douglas C.	Shay-Byrne, Olivia
Morris, Robert K.	Raymond, Peter D.	Short, Carolyn P.
Morrison, Alexander David	Reed, W. Franklin	Shugrue, John D.
Munsch, Martha Hartle	Reid, Graham M.	Siev, Jordan W.
Napolitano, Perry A.	Reinke, Donald C.	Sigelko, Duane F.
Naugle, Louis A.	Ritchey, Patrick W.	Simons, Robert P.
Nelson, Jack R.	Roche, Brian D.	Singer, Paul M.
	Rofe, Douglas J.	Skrein, Michael P.

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: April 14, 2010
(enter date affidavit is notarized)

105305d

for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

Reed Smith LLP
3110 Fairview Park Drive
Suite 1400
Falls Church, VA 22042

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

- | | | |
|------------------------|-----------------------------|-------------------------|
| Slater, Phillip | Von Waldow, Arnd N. | Added 2-23-10: |
| Smersfelt, Kenneth N. | Wallis, Eric G. | |
| Smith, John Lynn | Warne, David G. | Dillon, Paul M. |
| Smith, Robert M. | Wasserman, Mark W. | Doron, Uri |
| Sollie, Kyle O. | Weissman, David L. | Hasselmann, Scot T. |
| Spafford, Richard A. | Weissman, Sonja S. | Lisi, David M. |
| Spaulding, Douglas K. | Weller, Charles G. | Greeting-Min, Catherina |
| Speed, Nicholas P. | Weyman, Mark L. | Olmer, Philip |
| Springer, Claudia Z. | Wilkinson, James F. | Robinson, Richard A. |
| Stanley, David E. | Wilkinson, John | Ryan, Catherine C. |
| Stephenson, Leon | Williams, Christopher James | Schwartz, Wendy H. |
| Stewart, II, George L. | Wilson, Stephanie | Smith, Michael A. |
| Subramaniam, Siva | Winter, Graham Paul | Yan, Betty |
| Suddath, Thomas H. | Wolff, Sarah R. | |
| Sussman, Allen Z. | Wood, Douglas J. | Added 3-15-10: |
| Swinburn, Richard G. | Wray, Richard K. | |
| Tabachnick, Gene A. | Yavitz, Judith A. | Dillon, Lee Ann |
| Tandler, James R. | Yoo, Thomas J. | |
| Taylor, Andrew D. | Zaimes, John P. | Added 4-14-10: |
| Taylor, Philip M. | Zhang, Jinshu | Quenby, Georgia M. |
| Terras, Alexander | Zoeller, Lee A. | Sauvage, Nicolas C. |
| Thallner, Jr., Karl A. | | Suss, Philipp |
| Thomas, Alexander Y. | | |
| Thomas, William G. | | |
| Thompson, Barry J. | | |
| Thompson, David A. | | |
| Thompson, Gary S. | | |
| Tillman, Eugene | | |
| Tocci, Gary M. | | |
| Todd, Thomas | | |
| Tompkins, Benjamin F. | | |
| Trevelise, Andrew J. | | |
| Unkovic, John C. | | |
| Vishneski, John S. | | |
| Vitsas, John L. | | |

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

REZONING AFFIDAVIT

DATE: April 14, 2010
(enter date affidavit is notarized)

105305d

for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on the line below.)

Note: Parcel 017-4-01-0017A is owned by the Board of Supervisors of Fairfax County.

(check if applicable) There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

DATE: April 14, 2010
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105305d

for Application No. (s): RZ/FDP/ 2009-HM-019
(enter County-assigned application number(s))

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line below.)

Martha Schar, Shareholder and Officer of Schar Holdings, Inc. and Member of Schar Holdings, LLC, made a donation to Friends of Pat Herrity in excess of \$100.00.

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) [] There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

[] Applicant

[x] Applicant's Authorized Agent

Benjamin F. Tompkins, Esq.

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 14th day of April 2010, in the State/Comm. of Virginia, County/City of Fairfax

My commission expires: August 31, 2011

Jaima L. Brown
Notary Public

