DEVELOPMENT CONDITIONS

SEA 01-H-027-2

July 9, 2009

If it is the intent of the Board of Supervisors to approve SEA 01-H-027-2 located at 12000 and 12010 Sunrise Valley Drive, Tax Map 17-3 ((8)) 1A1 and 1B, previously approved for an increase in building height, to permit an increase land area, an increase in building height and an increase in FAR pursuant to Sects. 9-607 and 9-618 of the Fairfax County Zoning Ordinance, the staff recommends that the Board condition the approval by requiring conformance with the following development conditions, which supersede all previously approved conditions (those conditions carried forward from the previous approval are marked by an asterisk *):

1. This Special Exception Amendment is granted for and runs with the land indicated in this application and is not transferable to other land. *

2. This Special Exception Amendment is granted only for the purpose(s), structure(s) and/or use(s) indicated on the Special Exception Plat approved with the application, as qualified by these development conditions. *

3. This Special Exception Amendment is subject to the provisions of Article 17, Site Plans, as may be determined by the Director, Department of Public Works and Environmental Services (DPWES). Any plan submitted pursuant to this special exception shall be in substantial conformance with the approved Special Exception Plat entitled "SEA 01-H-027-2," prepared by Urban Ltd., and dated March 2008 as revised through June 24, 2009, and these conditions. Minor modifications to the approved special exception may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.

4. For the purposes of these conditions, "new" office building shall be those buildings labeled on the SEA Plat as Buildings C, D and E (which may be constructed in any order). Notwithstanding the height limitations shown on the SEA Plat, the heights of the buildings on the site shall be limited to the maximums in the following chart (exclusive of structures provided in accordance with Sect. 2-506 of the Zoning Ordinance).

	Height
Building 1	80 feet
Building 2	85 feet
Building C	115 feet
Building D	115 feet
Building E	130 feet

5. As depicted on the SE Plat, the Floor Area Ratio shall not exceed 0.7.

6. A landscape plan shall be submitted concurrent with each site plan submission which shall provide for the number, sizes and locations of trees and plantings consistent with that shown on the SEA plat and the additional requirements of these conditions. The landscape plan shall be subject to the review and approval of Urban Forest Management (UFM). Minor modifications to the size, type and location of trees and plantings may be permitted with approval by UFM, so long as the hatched area identified on the SEA Plat as "Tree Preservation Area" is preserved.

7. The two landscaped open space areas designated on the SE Plat as the Central Green and the Lower Central Green may be utilized for temporary parking during construction of each new office building with the following conditions:

   A. Prior to issuance of a Non-RUP for the first new office building, curb and gutter, perimeter sidewalks, and trees within a planting area a minimum of eight feet in width (or a lesser width if approved by UFM), shall be installed around the outside edge of each area to create the outlines of the Central Green and the Lower Central Green. Trees may be spaced to allow for temporary vehicular access to the temporary parking. When those areas are not being used for temporary parking, grass (or other landscaping materials) and temporary pathways and seating areas shall be installed to permit use of the Central Green and the Lower Central Green as open space.

   B. During construction of the second new office building, the temporary facilities and landscaping in the interior of the Central Green and the Lower Central Green may be removed and the areas used for temporary surface parking and construction staging. The perimeter landscaping and pedestrian features installed pursuant to Par. A above shall be maintained. Upon completion of construction of the second new office building, temporary seating and removable landscaping shall be restored in the Central Green and permanent landscaping and hardscape shall be installed in the Lower Central Green, as shown on the SEA Plat.

   C. During construction of the third and final new office building, the temporary facilities and landscaping in the interior of the Central Green may be removed and the area used for temporary surface parking and construction staging. The perimeter landscaping and pedestrian features installed pursuant to Par. A above shall be maintained. Upon completion of construction of the third and final new office building, permanent landscaping, hardscape and amenities shall be installed in the Central Green, as shown on the SEA Plat

8. All lighting shall be in conformance with Part 9 of Article 14 of the Zoning Ordinance.

9. All signage shall be in conformance with Article 12 of the Zoning Ordinance.

10. An application for certification under the U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design ("LEED") Green Building Rating System shall be filed for each new office building constructed on the Property.

    A. Prior to building plan review for each new office building, an agreement shall be executed and a bond posted, as a "Green Building Escrow," in the form of cash or a letter of credit from an institution acceptable to DPWES in an amount equal to $2.00 per square foot of development, to be held in an escrow account by the County to ensure compliance with this Development Condition. This escrow shall be in addition to, and separate from, other bond requirements and shall be released to the Applicant upon the applicable building's certification under the LEED rating system by the USGBC. A letter or other documentation from the USGBC stating that the building has obtained LEED certification shall be sufficient to demonstrate compliance with this Development Condition. In the event documentation of the Property's certification under the LEED rating system is not produced within one year following the issuance of the first Non-RUP for the office building for which such escrow was posted, then the escrow shall be released to Fairfax County as the sole remedy available for the building's failure to secure LEED certification under this Development Condition and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.

    If the Applicant provides documentation from the U.S. Green Building Council (USGBC) demonstrating, to the satisfaction of the Environment and Development Review Branch of the Department of Planning and Zoning (EDRB), that USGBC completion of the review of the LEED Certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the Zoning Administrator may agree to a later date for documentation from the USGBC stating that the applicable building has obtained LEED certification. No release of escrowed funds shall be made to the Applicant or the County during this time extension unless the Applicant provides documentation from the USGBC to EDRB regarding the completion of the review of the LEED Certification application and any appeals.

    B. The applicant shall include a LEED-accredited professional as a member of the design team.

    C. As part of the project's site plan and building plan submissions, a list of specific credits that the applicant anticipates attaining within the most current version of the USGBC LEED rating system shall be provided.

    D. The applicant shall prepare a green building maintenance reference manual for distribution to future building owners/operators and occupants.

11. Option for LEED Silver Designation: Notwithstanding Condition #10, an application for a LEED Silver designation of each new office building may be filed in lieu of an

application for base certification. If the applicant commits to meeting the LEED Silver precertification requirements, and provides documentation of attainment of precertification from the USGBC to the Environment and Development Review Branch of the Department of Planning and Zoning prior to building plan approval for each building, no Green Building Escrow shall be required for that building. The decision to apply for a LEED Silver designation of each new office building instead of base certification shall be made by the Applicant, in its discretion, prior to submission of a building permit application for that building. If LEED Silver certification is sought, the applicant shall designate the Chief of EDRB as a team member in the USGBC's LEED Online system, with privileges to review the project status and monitor the progress of all documents submitted by the project team only. This team member will not be assigned responsibility for any LEED credits, and will not be provided with the authority to modify any documentation or paperwork.

12. Road Improvements:

A. Reston Parkway/Sunrise Valley Drive. The eastbound approach of Sunrise Valley Drive at Reston Parkway shall be widened to provide dual left-turn lanes, an exclusive through lane, and a shared through/right-turn lane, subject to Virginia Department of Transportation ("VDOT") approval, prior to final bond release for the first new office building constructed on the property, or issuance of the first Non-RUP for the second new office building constructed on the property, whichever comes first. In conjunction with the improvements to the eastbound approach, the westbound approach of Sunrise Valley Drive at Reston Parkway shall be re-striped to provide dual left-turn lanes, an exclusive through lane, and an exclusive right-turn lane, subject to VDOT approval. If VDOT does not approve the intersection improvements indicated in this Condition, an escrow, equivalent to the cost of the improvements, including any utility relocations, as determined by DPWES, shall be contributed prior to final bond release for the second new office building constructed on the property towards future improvements at this intersection, or other transportation improvements in the vicinity of the property. Funds escrowed with the County for construction of this improvement may be accessed by the Applicant or reimbursed to the Applicant for the cost of this improvement.

B. Right-Turn Lane on Reston Parkway. Prior to the issuance of the first Non-RUP for the third new office building constructed on the property, the pork chop island at the right in/right out driveway on Reston Parkway (the "Right-In/Right-Out") shall be removed, the existing right-turn lane into the Property shall be connected with the existing right-turn lane on southbound Reston Parkway to westbound Sunrise Valley Drive and a new southbound right-turn lane on Reston Parkway into the Property shall be constructed along the Property's frontage on Reston Parkway, subject to VDOT approval. Any additional right-of-way necessary for the improvement shall be dedicated to the Board of Supervisors in fee simple. Funds escrowed with the County for construction of this improvement may be

accessed by (or reimbursed to) the applicant to be applied to the cost of this improvement. In the event that this improvement is constructed by others, the applicant shall dedicate to the Board of Supervisors in fee simple (if not previously dedicated) sufficient right-of-way to accommodate the improvement, as well as any grading and temporary construction easements necessary. Such dedications shall be made within 90 days of written request from Fairfax County.

C. Signage for Eastbound Sunrise Valley Drive. Prior to issuance of the first Non-RUP for the first new office building constructed on the Property, signage shall be installed on the Property to direct motorists exiting the Property toward northbound Reston Parkway to use eastbound Sunrise Valley Drive via the signalized driveway on Sunrise Valley Drive.

D. Upon demonstration by the Applicant that, despite diligent efforts, the transportation improvements described herein have been delayed due to unforeseen circumstances, engineering and/or construction related issues, such as utility relocation, the Zoning Administrator may agree to a later date for the completion of the improvements.

13. Prior to issuance of a Non-RUP for the first new office building constructed on the property, the trail to the northwest corner of the Property shown on the SEA Plat shall be installed. The trail shall be a minimum of five feet in width, and shall be constructed to meet ADA standards. The trail shall be maintained and kept clear of hazardous conditions by the property owner.

14. Parking shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance and as generally shown on the SEA Plat. Parking may be reduced from that shown on the SEA Plat so long as the requirements of Article 11 are met.

15. A Transportation Demand Management Plan (TDM Plan) shall be implemented in order to reduce single occupant vehicle (SOV) trips generated by the site during peak hours associated with the adjacent street system. The TDM Plan will include the existing office buildings on-site (Buildings 1 and 2) in its marketing, surveys, trip counts and/or monitoring. However, the existing buildings will not be subject to the remedies or penalties described herein.

A. Transportation Coordinator. Prior to issuance of a building permit for the first new office building, an individual shall be designated to act as the Transportation Coordinator (TC) for the Property, whose responsibility will be to implement the TDM strategies with on-going coordination with Fairfax County Department of Transportation (FCDOT). Written notice shall be provided to FCDOT of the appointment of the TC within 30 days of such appointment, and thereafter, within 30 days of any change in such appointment. The duties of the TC may be part of other duties assigned to the individual.

B. TDM Plan. Ninety days after the appointment of the TC, a TDM Plan for the Property shall be submitted to FCDOT for review and approval. The TDM Plan and any amendments thereto shall include provisions for the following with respect to the office uses within the Property:

i. Information Dissemination. Transit maps and schedules, ridesharing and other relevant transit option information shall be made available to owners/tenants and employees in a common area of each office building; such as a central lobby;

ii. Ride Matching. Coordination and assistance with vanpool and carpool formation programs, ride matching services (including notification of the program to adjacent office developments), and established guaranteed ride home programs shall be provided to employees of the office buildings;

iii. Car Sharing Information. Information regarding the use of car sharing program(s) to tenants and employees (such as ZipCar/FlexCar) shall be made available to owners/tenants and employees in a common area of each office building;

iv. Bicycle Storage. Secure bicycle parking for employees shall be provided at each new building in accordance with the following formula: one bicycle parking space for every 7,500 square feet or portion thereof of office GFA in that building. Additionally, one visitor bicycle parking space shall be provided at each new building for every 20,000 square feet or portion thereof of office GFA in that building. The final location and design of the bicycle racks shall be subject to the review of FCDOT at the time of site plan submission.

v. Amenities for Bicyclists and Pedestrians. Shower facilities shall be installed in the first new office building to be constructed on the property. Access to at least one shower shall be provided for all employees (of both existing and new buildings) on the property; however, such facilities may be consolidated into one or more buildings.

vi. Bus Pads. Two pads and two bus shelters shall be built by the Applicant and shall generally be located as shown on the SEA Plat. The final design and locations of the bus pads and shelters shall be determined in coordination with FCDOT as part of site plan review for the first new building constructed. The pads and shelters shall be installed prior to final bond release for that building. Bus shelter easements as described in the County Attorney's omnibus deed, revised as of December, 2008, shall be granted as necessary. This condition shall not require the applicant to provide bus pull-out lanes.

vii. Preferential Parking. Preferential parking spaces for Zipcar and carpools/vanpools shall be provided within each new parking garage constructed, and these preferential parking spaces shall be in convenient and

desirable locations. If preferential parking for hybrid vehicles is provided, it will be independent from parking for carpools/vanpools.

viii. Traffic Management Area Program. Participation in a larger Traffic Management Area Program, such as membership in LINK, which is the transportation management association for the Reston Town Center, shall be encouraged in lease packages provided to tenants.

ix. Smart Trip Cards. For each new office building constructed on the property, $10,000 in preloaded Smart Trip Cards (or their equivalent), shall be made available to the tenants of that office building to disburse among their employees.

If FCDOT has not responded with any comments to the TC within 60 days of receipt of the TDM Plan, the TDM Plan shall be deemed approved, and shall be implemented as submitted.

C. Mode Split Goals. Mass transit, ride-sharing and other transportation strategies targeted to employees within the development shall be utilized to achieve a minimum 10% non-single occupancy vehicle (non-SOV) mode split for employee trips to and from the site during the AM and PM peak hours upon completion of the first new office building. A 12.5% non-SOV mode split for employee trips shall be achieved upon completion of the second new office building and a 15% non-SOV mode split shall be achieved upon completion of the third new office building.

For purposes of this Condition, completion of each new building shall be deemed to occur upon the issuance of the last initial Non-RUP for floor area representing at least 80% of full occupancy.

D. Annual Surveys & Coordination with FCDOT. Between September and November of each calendar year following completion of the first new office building, the TC shall conduct a survey of employees (the "Employee Survey") designed to evaluate the effectiveness of the TDM measures in meeting the applicable Mode Split Goal and to evaluate the need, if any, for changes to the TDM measures then in place. The TC shall coordinate the draft Employee Survey materials and the methodology for validating survey results with FCDOT at least 30 days prior to each year's Employee Survey. If FCDOT has not responded with any comments to the TC within 60 days of receipt of the draft Employee Survey materials and the proposed methodology, the draft Employee Survey materials and the proposed methodology shall be deemed acceptable. The TC shall submit the Employee Survey to FCDOT as part of its annual report to the County (as defined below). The survey analysis shall include at a minimum:

i. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;

ii. The number of people surveyed and the number of people who responded;

iii. The results of the surveys taken during the survey period;

iv. The number of employees participating in the TDM programs, displayed by category and mode of use;

v. An evaluation of the effectiveness of the TDM program elements in place, including their effectiveness at achieving the applicable Mode Split Goal, and, if necessary, proposed modifications. In calculating the effectiveness of the TDM program, the Applicant may consider employee telecommuting, non-peak arrivals/departures, and other programs or activities that contribute to achieving the goal; and

vi. A description of the uses constructed and occupied on the site at the time the survey was conducted.

E. Annual Report. The TC shall report annually to FCDOT on the TDM Plan no later than ninety days after completion of the Annual Survey and, as may be required, the Trip Count. The "Annual Report" shall include the following:

i. A description of the prior year's TDM strategic efforts, including, as applicable, sample marketing materials;

ii. an analysis of the annual survey (as outlined in D above) for the preceding year;

iii. a compilation of any trip counts conducted; and

iv. a discussion of any proposed changes to the TDM program.

F. Trip Counts. If the Employee Survey reveals either: (a) a Mode Split that is two or more percentage points lower than the then applicable Mode Split Goal; or (b) a survey response rate that is less than 20%, then the TC shall conduct site Trip Counts to further evaluate the effectiveness of the TDM program and to determine if the Mode Split Goal is being met. At least 30 days prior to conducting the Trip Counts, the TC shall meet with FCDOT to review and reach agreement on the counting dates and methodology for the Trip Counts, and the analysis to be done upon their completion to determine the relationship between the observed Trip Counts and the Mode Split Goal compliance, all of which is subject to approval by FCDOT. The Trip Counts may include driveway counts for the site (as further defined below) and/or other methods intended to evaluate employee travel behavior such as traffic counts at employee parking areas, employee vehicle occupancy counts, shuttle or metro bus passenger counts, and pedestrian and bicycle counts.

Results of the Trip Counts will be submitted to FCDOT within 30 days of completion.

Unless a different method is requested by the applicant and approved by FCDOT, the following methodology shall be used for Trip Counts:

i. Trip Counts shall be based on trip generation estimates calculated using the Institute of Transportation Engineer's Trip Generation, 8th Edition, Land Use Code 710 (General Office) for 596,068 gross square feet (GSF) of office upon completion of the first new building, 807,964 GSF of office upon completion of the second new building, and 1,109,608 GSF of office upon completion of the third new building. In the event the Applicant elects to construct less than the designated square footages listed above, then the baseline number of trips shall be calculated as if the designated square footages listed above were constructed on the Property; and

ii. The relevant weekday AM or PM "peak hour" shall be that 60-minute period during which the highest volume of mainline through volumes occurs between 6:00 and 9:00 AM and 4:00 to 7:00 PM, respectively, as determined by mechanical and/or manual traffic counts along Sunrise Valley Drive and/or Reston Parkway conducted by a qualified traffic engineering firm. To determine the peak hour, the Trip Counts shall be collected beginning on a Monday at 2400 hours and continuing to the following Thursday at 2400 hours during a week when public schools are in session that does not contain a federal holiday. The methodology for determining the peak hour may be modified, in agreement between the Applicant and FCDOT in order to respond to technological and/or other improvements in trip counting.

G. Non-Attainment. If the Trip Counts determine that the Mode Split Goal is not achieved, the TC shall request a meeting with FCDOT within 30 days after the completion of the Trip Counts to review the results of that information and the TDM strategies then in place for the Property. The TC shall be responsible for designing and implementing a strategy, including use of TDM Remedy Fund monies as described in (i.) below, that is intended to achieve the Mode Split Goal. The Applicant shall submit any revisions to the TDM Plan to FCDOT within 30 days following this meeting. If FCDOT has not responded with any comments to the TC within 60 days of receipt of the revised TDM Plan, this TDM Plan shall be deemed approved.

If it is determined through any subsequent Trip Counts that the applicable Mode Split Goal is not met, implementation of additional strategies and penalties shall continue as applicable, until such time as two consecutive Employee Surveys or Trip Counts show that the Mode Split Goal has been met.

i. TDM Remedy Fund. The purpose of the TDM Remedy Fund shall be to fund additional TDM strategies, such as direct subsidies to employees for the use

of alternative transportation modes. If the Trip Counts determine that the Mode Split Goal is not met for a particular year, a TDM Remedy Fund shall be provided in an amount equal to $0.035 per square foot of office space which has been constructed in those office buildings designated as "new" with this application. Funds from the TDM Remedy Fund shall be drawn on only for purposes of remedying the non-attainment of the Mode Split Goal.

ii. TDM Penalty Fund. In the event Trip Counts conducted reveal that the applicable Mode Split Goal is not met for two consecutive years, penalties in addition to the TDM Remedy Fund shall be paid according to the following schedule:

a. At completion of First New Building: $500 for each one-tenth (1/10) of a percentage point less than the 10% mode split goal, to a maximum of $50,000
[10 – achieved non-SOV rate x 10 x $500 = Penalty
Example: 10% goal and 8.2% achieved. 10% – 8.2% = 1.8% below goal. 1.8% = 18 tenths. 18 x $500 = $9,000 penalty]

b. At completion of Second new Building – $750 for each one-tenth (1/10) of a percentage point less than the 12.5% mode split goal, to a maximum of $100,000
[12.5 – achieved non-SOV rate x 10 x $750 = Penalty
Example: 12.5% goal and 10% achieved. 12.5% – 10% = 2.5% below goal. 2.5% = 25 tenths. 25 x $750 = $18,750 penalty]

c. At completion of Third new Building – $1,000 for each one-tenth (1/10) of a percentage point less than the 15% mode split goal, to a maximum of $150,000
[15 – achieved non-SOV rate x 10 x $1,000 = Penalty
Example: 15% goal and 14% achieved. 15% – 14% = 1% below goal. 1% = 10 tenths. 10 x $1,000 = $10,000 penalty]

iii. Any penalty for non-attainment shall be paid to Fairfax County within 30 days of a determination by FCDOT that non-attainment has occurred. Penalty funds paid to the County shall be applied to transportation improvements in the vicinity of the Property at the County's sole discretion.

H. Termination. Employee Surveys shall be conducted annually following completion of each of the three new buildings until it can be demonstrated to FCDOT that the Mode Split Goal has been met for two consecutive survey periods. If it is demonstrated that the goal has been met for two consecutive years, the surveys may be terminated until such time as another new building is constructed, although the TDM Program will continue.

I. Vehicle Trip Objectives with Rail. At such time as Metrorail service is operational at the Reston Town Center Transit Station, the Mode Split Goals outlined in subparagraph (C) shall be uniformly increased to 25% non-SOV mode split.

At that time, the Annual Surveys and/or Trip Counts shall continue as previously described or, if they have been terminated in accordance with subparagraph (H), shall be reinstituted in conformance with subparagraph (D) to determine the effectiveness of meeting the 25% Non-SOV Mode Split Goal. Remedies and penalties for non-attainment shall continue to be based on Pre-Rail Mode Split Goals outlined in subparagraph (C), wherein the threshold range for implementing penalties is between 10% and 15% as applicable.

The above proposed conditions are staff recommendations and do not reflect the position of the Board of Supervisors unless and until adopted by that Board.

This approval, contingent on the above noted conditions, shall not relieve the applicant from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. The applicant shall be himself responsible for obtaining the required Non-Residential Use Permit through established procedures, and this Special Exception shall not be valid until this has been accomplished.

Pursuant to Section 9-015 of the Zoning Ordinance, this special exception shall automatically expire, without notice, thirty (30) months after the date of approval unless the use has been established or construction has commenced and been diligently prosecuted on at least one of the three proposed buildings. The Board of Supervisors may grant additional time to establish the use or to commence construction if a written request for additional time is filed with the Zoning Administrator prior to the date of expiration of the special exception. The request must specify the amount of additional time requested, the basis for the amount of time requested and an explanation of why additional time is required.