



County of Fairfax, Virginia

To protect and enrich the quality of life for the people, neighborhoods and diverse communities of Fairfax County

May 26, 2010

Benjamin F. Tompkins
Reed Smith LLP
3110 Fairview Park Drive
Suite 1400
Falls Church, VA 22042

RE: Rezoning Application RZ 2009-HM-019

Dear Mr. Tompkins:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on May 25, 2010, granting Rezoning Application RZ 2009-HM-019 in the name of Comstock Reston Station Holdings, LC. The Board's action rezones certain property in the Hunter Mill District from the I-4 District to the PDC District to permit transit-oriented mixed use development with an overall Floor Area Ratio (FAR) of 2.5 excluding ADU, WFH and bonus density in two blocks. Block 2 of the subject property is located on the S.W. quadrant of the intersection of Sunset Hills Road with Isaac Newton Square west and Block 1 is located in the northwest quadrant of the intersection of Wiehle Avenue and Dulles Airport Access Road on approximately 12.47 acres of land [Tax Map 17-4 ((1)) 17A and 17-4 ((24)) 3] and is subject to the proffers dated May 17, 2010.

(Please note that on April 29, 2010, the Planning Commission approved Final Development Plan Application FDP 2009-HM-019.)

The Board also:

- Approved Conceptual Development Plan Application CDP 2009-HM-019, subject to 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-two sheets dated June 15, 2009 as revised through May 17, 2010.

Office of the Clerk to the Board of Supervisors
12000 Government Center Parkway, Suite 533
Fairfax, Virginia 22035

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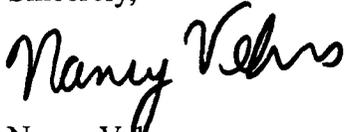
2. The Metrorail facilities may be subject to the Design Guidelines attached as Exhibit B of the proffers as they pertain to the provision of accessory uses, structures, public art and other amenities.
3. Underground stormwater detention shall be provided in conformance with the DPWES Waiver #2615-WPFM-002-1 Conditions dated February 12, 2010 and attached as Exhibit A.
4. Buildings 1 through 5 in Block 1 shall each include a fully accessible space within the garage located above and/or below the public plaza level. At a minimum, this space shall be fully conditioned, well-lit, and shall contain seating, to accommodate pick-up and drop-off of individuals with ADA disabilities. Adequate signage to direct individuals to the below public plaza level access shall be provided within each building and throughout the public plaza level.
5. Where feasible, the applicant will provide additional bicycle racks and storage in the commercial garage or in buildings for use by the patrons of the private development by demand. Locations for these facilities shall be determined jointly by the applicant and the County's Department of Transportation at the time of site plan submittals for the proposed phases of development.*
6. A minimum of one male and one female shower facility shall be provided in each office building.*
7. A minimum of 20% of all workforce units shall consist of two bedrooms or more.*

Development conditions marked with an asterisk (*) were added during the regular public meeting.

- Waived the 75-foot setback requirement for nonresidential uses abutting principal arterial highways, as required in Section 2-414.1.B of the Fairfax County Zoning Ordinance.
- Modified the loading requirement in favor of the loading spaces depicted on the CDP/FDP.
- Approved a waiver of Section 6-0303.8 of the Public Facilities Manual to locate underground stormwater management facilities in a residential area, subject to Waiver Number 2615-WPFM 002-1 conditions, dated February 12, 2010.

- Modified the transitional screening requirements and waiver of the barrier requirements, in favor of that shown on the CDP/FDP.
- Modified Section 17-201.4 of the Zoning Ordinance for the widening of Sunset Hills Road, in favor of that shown on the CDP/FDP and in the proffers.
- Modified Section 16-102.1 of the Zoning Ordinance for yard regulations, setbacks, bulk regulations, and building heights in favor of that shown on the CDP/FDP.

Sincerely,

A handwritten signature in black ink that reads "Nancy Vehrs". The signature is written in a cursive, flowing style.

Nancy Vehrs
Clerk to the Board of Supervisors
NV/ph
Enclosure

Cc: Chairman Sharon Bulova
Supervisor Catherine Hudgins, Hunter Mill District
Janet Coldsmith, Director, Real Estate Division, Dept. of Tax Administration
Regina Coyle, Director, Zoning Evaluation Division, DPZ
Diane Johnson-Quinn, Deputy Zoning Administrator, Dept. of Planning and Zoning
Thomas Conry, Dept. Manager. – GIS - Mapping/Overlay
Angela K. Rodeheaver, Section Chief, Transportation, Planning Division
Eric Teitelman, Capital Projects and Operations Div., Dept. of Transportation
Ken Williams, Plans & Document Control, ESRD, DPWES
Department of Highways-VDOT
Sandy Stallman, Park Planning Branch Manager, FCPA
Charlene Fuhrman-Schulz, Development Officer, DHCD/Design Development Division
District Planning Commissioner
Denise James, Office of Capital Facilities/Fairfax County Public Schools
Karyn Moreland, Chief Capital Projects Sections, Dept. of Transportation

DEVELOPMENT PLAN CONDITIONS

CDP 2009-HM-019

**May 25, 2010 as approved by
the Board of Supervisors**

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-two sheets dated June 15, 2009 as revised through May 17, 2010.
2. 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.
3. 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.
4. Buildings 1 through 5 in Block 1 shall each include a fully accessible space within the garage located above and/or below the public plaza level. At a minimum, this space shall be fully conditioned, well-lit, and shall contain seating, to accommodate pick-up and drop-off of individuals with ADA disabilities. Adequate signage to direct individuals to the below public plaza level access shall be provided within each building and throughout the public plaza level.
5. Where feasible, the applicant will provide additional bicycle racks and storage in the commercial garage or in buildings for use by the patrons of the private development by demand. Locations for these facilities shall be determined jointly by the applicant and the County's Department of Transportation at the time of site plan submittals for the proposed phases of development.
6. A minimum of one male and one female shower facility shall be provided in each office building.
7. A minimum of 20% of all workforce units shall consist of two bedrooms or more.

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

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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.



Board of Supervisors of Fairfax County;
11465 SH 1, 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
May 10, 2010
May 17, 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 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 May 17, 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, public and other uses, building heights and percent of open space, 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	*205'	135.0'	Office	330,000	180,000	3,000	Retail	25,000	10,000	358,000	193,000
2	n/a	*205'	50.0'	Office	275,000	150,000	3,000	Retail	23,000	10,000	301,000	163,000
3	n/a	*205'	135.0'	Office	275,000	150,000	3,000	Retail	12,000	5,000	290,000	158,000
4	n/a	*205'	150.0'	Residential	435,000	320,000	5,000	Retail	55,000	5,000	495,000	330,000
5	n/a	*205'	50.0'	Hotel/ Residential	168,000	-	3,000	Retail	35,000	15,000	206,000	18,000
6	398.0'	140'	n/a	Residential	240,000	80,000	3,000	Retail	17,000	3,500	260,000	86,500
Block 2:												
7	361.0'	140'	n/a	Office/ Residential	180,000	-	3,000	Retail	55,000	4,500	193,000	-
8	363.0'	140'	n/a	Office	155,000	75,000	existing	Retail	15,000	5,000	170,000	75,000
<u>Notes</u>												
*Above Plaza 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, and, subject to the height restrictions contained in the Building Data Chart, may be allocated to any building.
- 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 1,312,614, 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 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 40 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 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 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 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 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 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 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 parcels immediately to the north and west of such property as shown on Sheet 20 of the CDP/FDP, subject to the owners of such northerly and westerly parcels entering into 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 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 acceptable to the County Attorney. Such public access easement shall expressly permit (i) the temporary closure of a portion of the Plaza in connection with construction and special events and otherwise as permitted or required pursuant to an approved Plaza Access Management Plan in accordance with Proffer 40.C., 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 pedestrian 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 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 "Transportation Improvements", as such improvements are set forth in Proffer 14 below and the pedestrian improvements as such improvements are set forth in Proffer 17.
- B. For any of the Transportation Improvements or pedestrian improvements for which off-site right of way and/or easements are required, if the Owners are unable to bring about the dedication by others 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 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 Owners abandon efforts or do 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 to construct transportation improvements, including pedestrian improvements, in the vicinity of the Property as determined by the Owners, County, and VDOT (to the extent VDOT approval is required).

14. Construction of Transportation Improvements and Reston Metro Center Drive.

A. 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 Transportation Improvements, as such improvements are set forth on Exhibit A as the "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 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 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

Owners, in accordance with the Development Agreement, shall be required to obtain any offsite easements necessary for signal control equipment 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. Site Plan for Comstock Metro Center Drive.

The site plan for Comstock Metro Center Drive shall include the improvements north of the Sunset Hills Road/Isaac Newton 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, 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 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 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 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 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. Intentionally Deleted.

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 Metrostation 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. 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.
- 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 (\leq 65% total RUPs)	1 to 289	144	30%	101
II (\geq 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 (\leq 65% total RUPs)	1 to 289	170	30%	119
II (\geq 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 (\leq 85% total Non-RUPs)	0 – 641,000 s.f.	706	25%	530
II (\geq 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 (\leq 85% total Non-RUPs)	0 – 641,000 s.f.	677	25%	508
II (\geq 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 \geq 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 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 "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 Annual Survey materials and the methodology for validating Survey results with FCDOT prior to each Annual Survey. If a 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 Annual Report (defined below) an analysis of the 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 annually to FCDOT on the TDM Plan no later than ninety (90) days after completion of the Annual Survey and, as required, the annual Trip Count (the "Annual Report"). The 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 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 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 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 Annual Survey, the 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 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 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 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. 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.
- 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 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 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 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.

- L. Enforcement. If the PM fails to timely submit the 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 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.

V. 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 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.
- A. 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.
 - B. If the existing parking structure on Block 2 is retained in whole or in part as part of any option for redevelopment of Block 2, then any exposed garage façade along Comstock Metro Center Drive shall be faced in accordance with these Proffers and the Design Guidelines prior to the issuance of a Non-RUP for the first site plan for new development in Block 2 or, if a density transfer is selected to transfer gross floor area from Block 2 to Block 1, then prior to the issuance of the Non-RUP for the building to which the gross floor area is transferred.
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 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 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 Guidelines").

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, 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 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 Owners anticipate attaining. At least one principal participant of the 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 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 any documentation or paperwork.

- (iii) Prior to building plan approval for each office building to be constructed, the 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 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 U.S. Green Building Council's review of design-oriented credits indicates that 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 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 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 escrow will be released to Fairfax County and will 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 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 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.

- (ix) Prior to site plan review, the 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.

IX. 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.

X. PUBLIC FACILITIES CONTRIBUTION

38. Schools Contribution
- A. The Owners shall contribute \$910.00 per multi-family unit to 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 in installments equal to the number of units within a building prior to issuance of the first RUP for such residential building.

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).
- B. The Owners shall contribute \$1,764 per residential unit and \$0.27 per square foot of gross floor area of office development to the Fairfax County Park Authority, for public parks, except that 33% (up to a maximum of \$300,000) of the total residential portion of the contribution shall be payable directly to the Reston Association. The public parks contribution shall escalate from the date of rezoning approval to the date of payment consistent with the Code of Virginia and based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) ("CPI-U"). The contribution shall be paid in installments equal to the number of residential units or number of square feet within a building prior to the issuance of the first residential use permit or non residential use permit, as applicable, for such 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 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; (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 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.

C. Plaza Access Management Plan. Prior to the issuance of the Non-RUP for the Metrostation Facilities, the Owners will implement a Plaza Access Management Plan to provide safe access and use of the Plaza to all persons by seeking to minimize the number of vehicles on the Plaza while preserving vehicular access to the "front doors" of Buildings 1 through 5. The plan shall be submitted to by FCDOT and the Zoning Administrator for their approval consistent with the parameters set forth in this Proffer 40.C.

- i. Definitions. For purposes of this Proffer 40.C., the following definitions apply: The "Plaza Level Access Drive" means the access driveway from Reston Station Boulevard and the areas south and east of this access driveway, which will contain not more than 13,000 sf, as generally depicted on Sheet 11B of the CDP/FDP. The "Main Plaza" is the portion of the Plaza to the west of the Plaza Level Access Drive, which will contain a minimum of 21,000 sf, as generally depicted on Sheet 11B of the CDP/FDP.
- ii. Plaza Level Access Drive. The Plaza Level Access Drive will remain open and accessible to vehicles at all times, with the exception of closure for special events, repairs and maintenance and as may be determined by the Owner.
- iii. Restrictions on Vehicular Access. Vehicular use of the Main Plaza shall be restricted during the following times:
 - Weekdays 6:00 a.m. through 8:00 a.m. and 4:00 p.m. through 6:00 p.m.;

- Saturday 12:00 a.m. through Monday 6:00 a.m.;
- Federal holidays;
- Memorial Day 12:00 a.m. through 8:00 a.m. on the Tuesday after Labor Day; and
- At such other times as the Owners may elect, including without limitation in connection with any special/community events occurring on the Main Plaza.

During the regularly scheduled periods of restricted access (other than when events are being staged on the Main Plaza), vehicles are generally prohibited from the Main Plaza. Only vehicles carrying disabled individuals (as defined under the Americans with Disabilities Act) needing direct access to the “front door” of a building will be permitted to drive across the travelways of the Main Plaza.

During periods of restricted access or closure in connection with special/community events, vehicles involved with the event may access all portions of the Main Plaza. All such vehicles will be clear of the area prior to the event start time and shall not reenter until the event has closed.

iv. Means of Enforcing Restrictions. Restrictions on accessing the Main Plaza are to be enforced by the deployment of physical barriers and/or on-site personnel.

- Physical barriers will consist of any combination of the following (or new technology as it becomes available): removable bollards, retractable bollards, temporary barriers, stanchions and gates, as discussed and illustrated in Exhibit B - Design Guidelines.
- On-site personnel will be deployed when access to the Main Plaza is restricted, except during times when it completely closed through the use of physical barriers (as described above). When deployed, the on-site personnel will be readily visible to those trying to access the Main Plaza. The on-site personnel will be provided heat/shelter during times of inclement weather, to ensure that they are able to remain in appropriate position to manage traffic accessing the Main Plaza. The shelter will be provided consistent with the high quality image the Owners will deliver at Reston Station, as demonstrated in Exhibit B - Design Guidelines, and may be permanent or moveable.

v. Other Means of Minimizing Vehicular Use of the Plaza. In addition to the foregoing restrictions on access, the Owners will employ other

means to minimize the number of vehicles on the Plaza, which may include, without limitation, the following:

- **Alternate Access.** Each of Buildings 1-5 on Block 1 shall be designed with at least one vehicle-accessible lobby or point of egress other than a primary, “front door” entrance on the Plaza. The additional lobby may be located in a garage, on a side of the Building other than that fronting on the Plaza or elsewhere within the project. It shall provide an attractive and easily identified (i.e., well-signed and well-lit) alternative location for vehicles to pick up/drop off persons without having to drive upon the Plaza. Each additional lobby will be furnished with appropriate seating and lighting consistent with the overall themes of the Design Guidelines to provide a comfortable, welcoming environment for its users.
 - **Signage.** Signage on Block 1 for Buildings 1 – 5 will address Plaza access, as appropriate, will be easily seen and informative and will be consistent with the design in any subsequently-approved Comprehensive Sign Plan.
 - **Communications.** Regular communications to residents and tenants of Buildings 1 - 5 regarding upcoming events and temporary closures will be provided via temporary signage, fliers, website postings, social media tools and other messaging tools located within Reston Station.
 - **Publication of the Plaza Access Management Plan.** The plan will be provided as a supplement to office and retail leases and to residential/rental materials and will be posted on the Reston Station website. The Plaza Access Management Plan will be included in the packages of informational materials referenced in the TDM Plan described in Section IV.22.C(x), (xi) and (xvii) of the Proffers.
- vi. **Deliveries.** The following shall apply to Buildings 1 – 5:
- Regularly scheduled deliveries shall be directed to the designated service loading and receiving locations elsewhere on the project, other than the Plaza.
 - Delivery vehicles not larger than two axle, panel trucks are allowed, within stated limits, on the Plaza. All others will be prohibited, except in unique circumstances, such as may be required by a special event.

- The Owners will work with tenants, to the maximum extent practicable, to seek to ensure that the number of delivery trucks on the Plaza at any one time will be no more than five.
- Except for small parcel packages delivered by overnight services, no delivery vehicles will be permitted on the Plaza on weekdays from 6:00 a.m. to 8:00 a.m. and 4:00 p.m. to 6:00 p.m.
- Except for small parcel packages delivered by overnight services and as otherwise permitted, no deliveries will be permitted at any time through the Plaza entrances to the retail spaces, unless the space does not have a rear service door.
- All residential and office move-ins will be done through the garage loading docks.

vii. Exceptions.

- This will not preclude the Owners from operating small service vehicles or passenger jitneys which would be appropriate on a sidewalk or surface other than a travelway in the ordinary course of property management, including without limitation to ferry users around the Plaza.
- Subject to the requirements of any public access easement granted pursuant to Proffer 12.D., nothing in this Proffer 40.C. or the Plaza Access Management Plan will prohibit the Owners from providing greater access restrictions or from closing all or any portion of the Plaza on a temporary or periodic basis.

XII. WORKFORCE HOUSING

41. Workforce Dwelling Units ("WDUs"). The Owners shall provide WDUs on the Property in an amount equal to nineteen and one-half percent (19.5%) 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 (the "WDU Policy"), with the following modifications:

- 1) Income Tiers for Workforce Units:
- up to 120% of AMI – 25% of workforce units
 - up to 100% of AMI – 25% of workforce units
 - up to 80% of AMI – 25% of workforce units

- up to 70% of AMI – 13% of workforce units
 - up to 60% of AMI – 12% of workforce units
- 2) Average unit size of 600 square feet for all workforce units.
 - 3) Bonus density shall be allowed in accordance with the WDU Policy and may be applied to either residential and/or non-residential uses as determined by the Owners.
 - 4) Annual contribution by property owners association of \$.10 per square foot of office development for which a Non-RUP has been issued paid to the Board of Supervisors for the duration of the Comstock/County Lease.

XIII. NOISE ATTENUATION MEASURES

42. To meet the noise limitations described in paragraphs A-C 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. At the time of submission of each site plan for each new residential building, each new office building and each new hotel, the Owners shall submit a refined acoustical analysis addressing the specific building shown on the 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 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 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 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 site plans and will be based on final site topography and conditions shown on the site plan 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, the affected residential units, hotel rooms, 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 between the hours of 8:30 a.m. and 5:30 p.m.

- 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 Owner Association documents.

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 obligations in these Proffers, including the maintenance, TDM, and notification obligations.

- B. 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 annual dues for such use consistent with those paid by existing members of the Reston Association.
- C. The Owners 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, the Board of Supervisors, in its sole discretion, reserves the right to develop the County parcel in substantial conformance with Special Exception SE 2008-HM-038 or as it may be 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 Owners shall provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that Owners intend to record condominium documents for that portion of the Property. Prior to recording the condominium documents, the 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.

[Signatures on next page]

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

May 17, 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

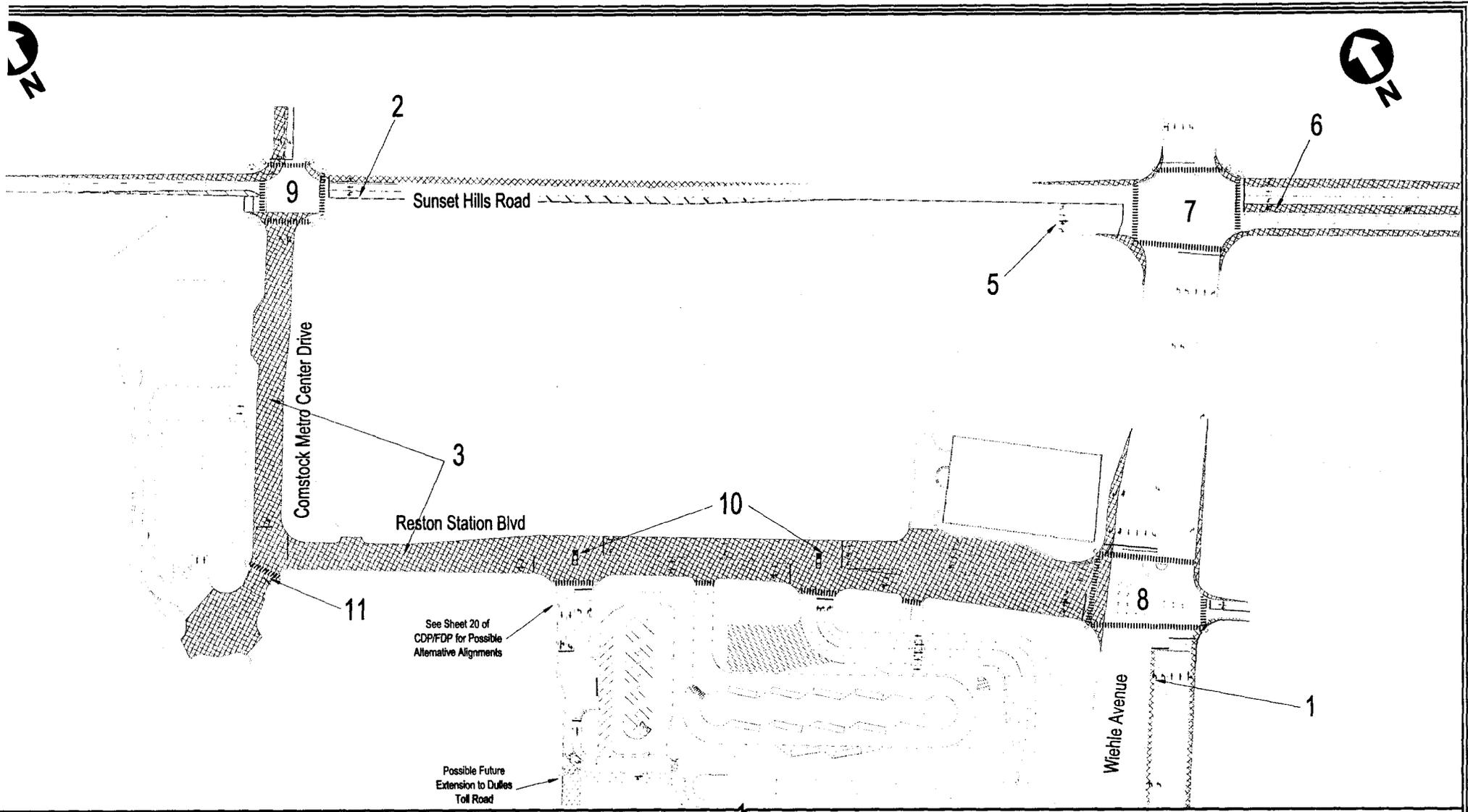
<p>6. <i>Wiehle Avenue and Sunset Hills Road:</i> Subject to VDOT review and approval, the applicant will submit plans and specifications and complete the necessary work to widen Sunset Hills Road to accommodate 2nd left turn bay in the westbound direction.</p>	<p>Phase II</p>
<p>7. <i>Wiehle Avenue 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.



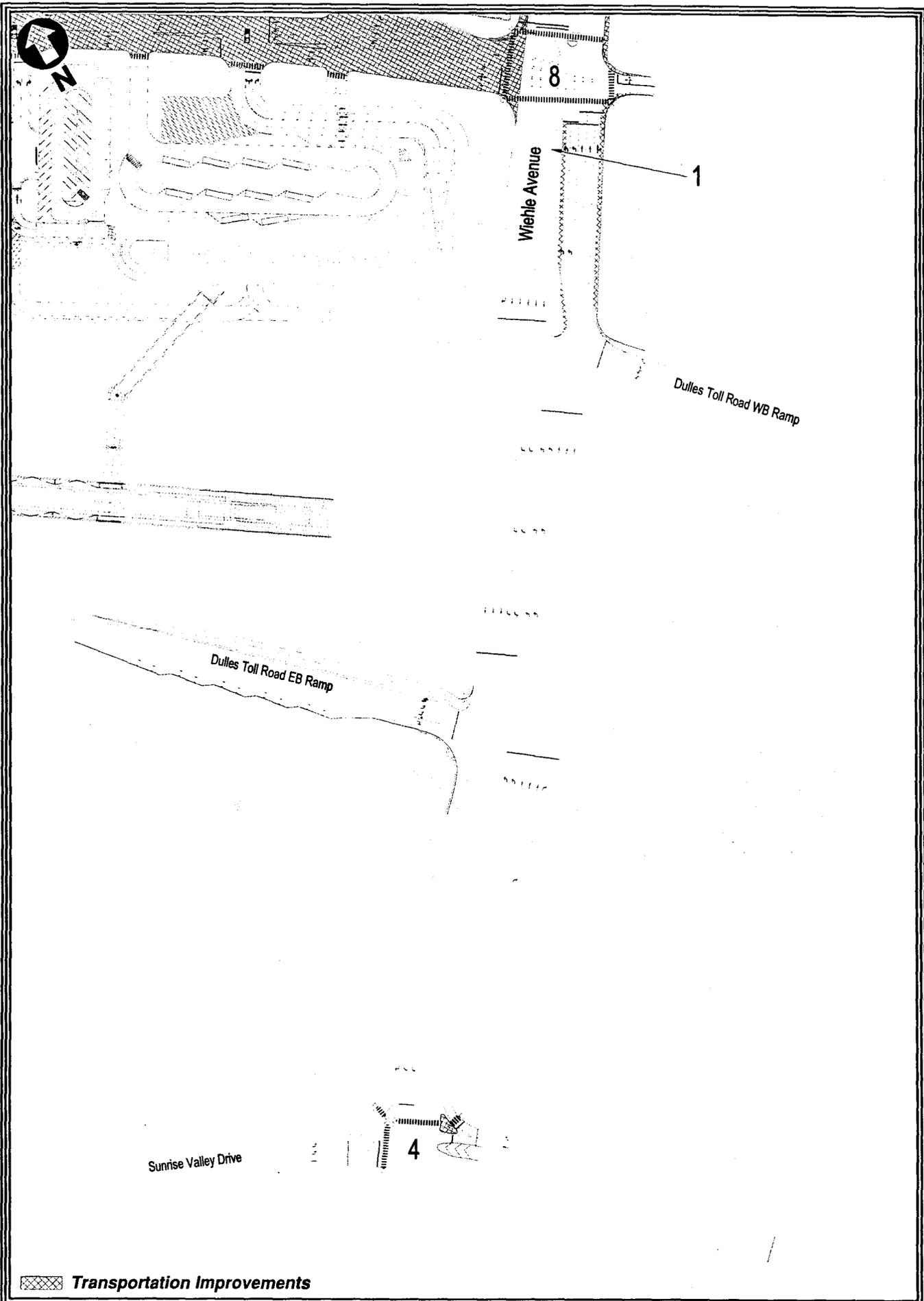
 **Transportation Improvements**

Reston Station

Exhibit A. Transportation Improvements

March 29, 2010
SCALE: 1"=60'

 **GOROVE / SLADE ASSOCIATES, Inc.**
TRANSPORTATION, TRAFFIC, and PARKING
1140 Connecticut Avenue NW / Suite 700 / Washington, DC 20036 / (202) 596-6825
2814 Chesapeake Road / Suite 200 / Chantilly, VA 20151 / (703) 787-6885



 **Transportation Improvements**

Reston Station

Exhibit A. Transportation Improvements

March 29, 2010

SCALE: 1"=60'



GOROVE / SLADE ASSOCIATES, Inc.
 TRANSPORTATION, TRAFFIC, and PARKING

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RESTON STATION

May 17, 2010



DESIGN GUIDELINES

Exhibit B

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Zoning Evaluation Division

RESTON STATION DESIGN GUIDELINES

FAIRFAX COUNTY, VIRGINIA – MAY 17, 2010

TABLE OF CONTENTS

I INTRODUCTION	
A. EXECUTIVE SUMMARY	3
B. PROJECT OVERVIEW	4
C. PROJECT MASTER PLAN	6
D. DEVELOPMENT GOALS	8
II DESIGN STANDARDS	
A. OVERVIEW	9
B. CIVIC PLAZA	11
1) Function	11
2) Phasing	12
3) Primary Design Features	17
▪ Arcades	18
▪ Pedestrian Shelter	19
▪ Public Art	20
▪ Focal Points and Gathering Spaces	21
▪ Newsstands and Kiosks	23
▪ Landscaping	25
▪ Functional Spaces	27
▪ Interim Use	29
▪ Seasonal Use	30
4) Access Management Plan	31
5) Screening Wall	33
III RESTON STATION PEDESTRIAN and BICYCLE CIRCULATION	
A. ACCESS FROM SURROUNDING NEIGHBORHOODS	40
B. BICYCLE AND PEDESTRIAN CONNECTION	42
C. STREETScape AND WALKWAY DESIGN	43
1) Reston Station Boulevard	43
2) Wiehle Avenue	45
3) Comstock Metro Center Drive	46
4) Reston Metro Station Drive	47
5) Access from the West	49
6) Access from Metro Station	50
D. CIVIC PLAZA PEDESTRIAN CIRCULATION	51
E. BICYCLE ACCESS AND PARKING	55
F. CROSSWALK TREATMENTS	57
IV BUILDING DEVELOPMENT GUIDELINES	
A. TYPOLOGIES	58
1) Residential	59
2) Office	60
3) Retail	61
4) Hotel	63
B. MASSING AND HEIGHT	64
C. LANDMARK FEATURE	65
D. ORIENTATION	66
E. BUILDING MATERIALS AND ARTICULATION	68
F. PARKING GARAGE SCREENING	70
G. LIGHTING, AWNINGS AND CANOPIES	71

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 -

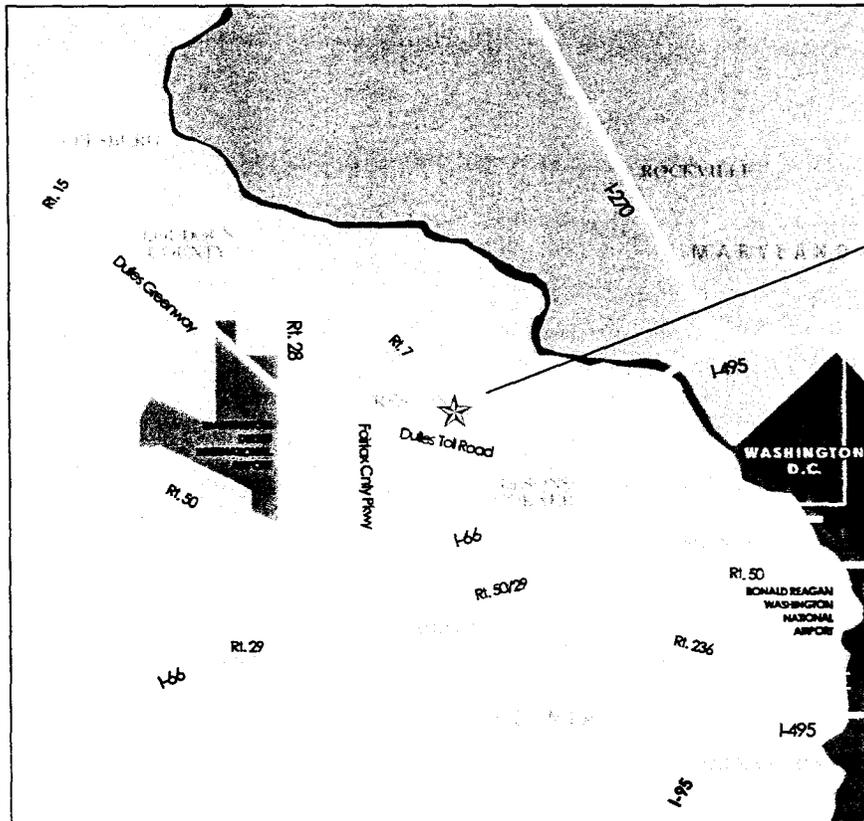
PROJECT OVERVIEW

**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.

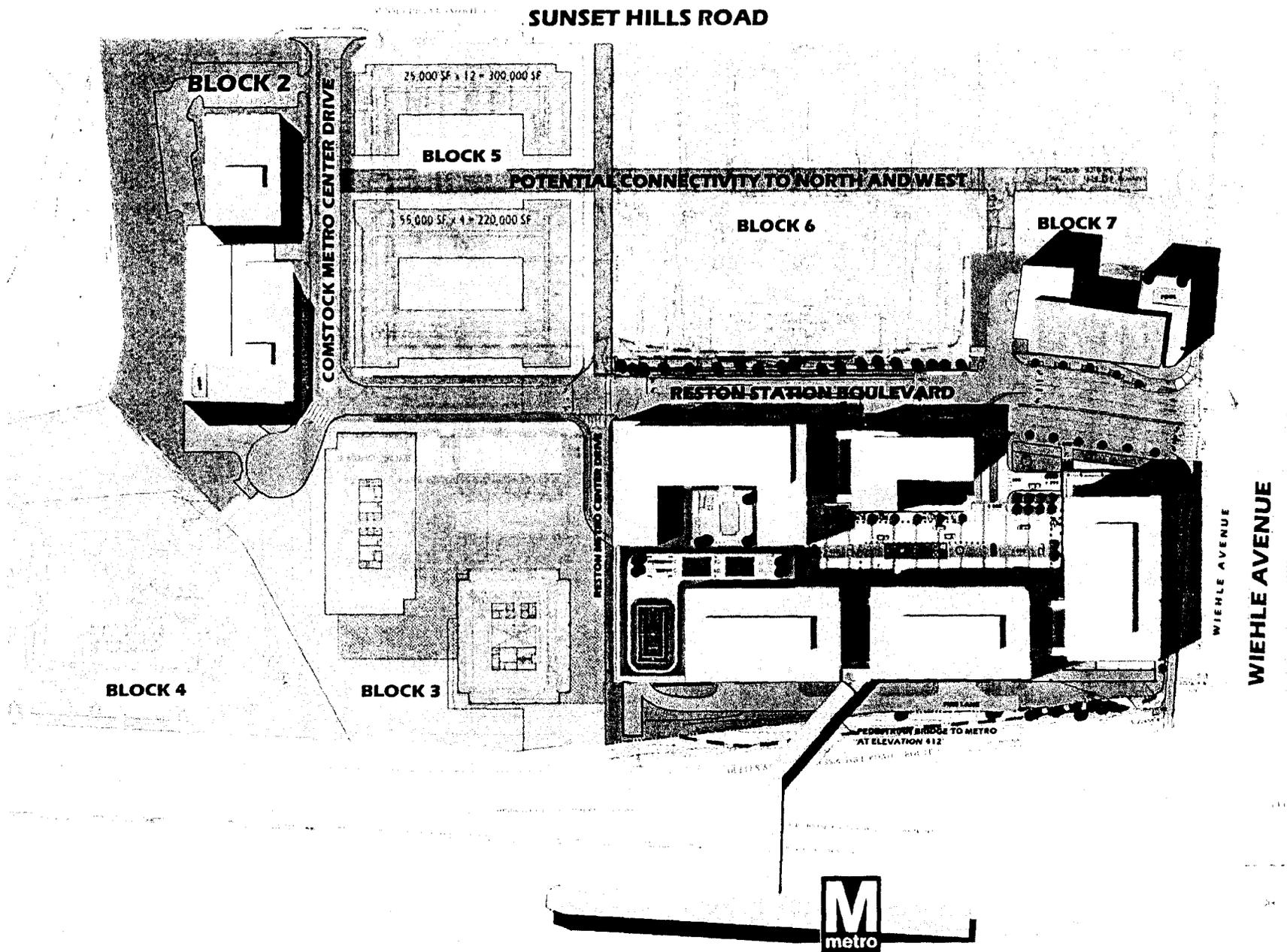
Overall, 1,282,614 square feet of development (exclusive of any bonus density which may be constructed) is permitted*. Up to eight buildings may be developed, and approved square footage may be transferred between Blocks 1 and 2 (see Proffers) so that Reston Station can develop in a manner that is responsive 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



RESTON STATION MASTER PLAN

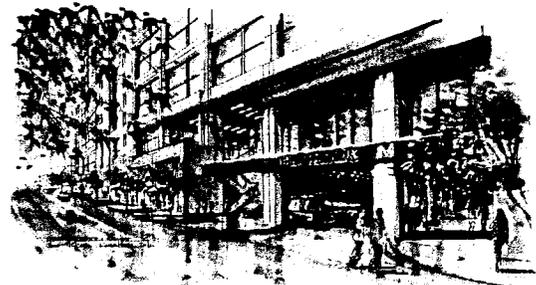
- INTRODUCTION -

DEVELOPMENT GOALS

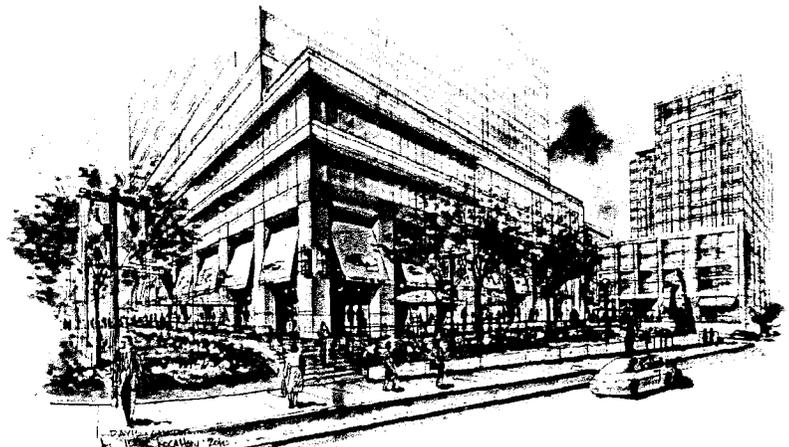
The development of Reston Station will accomplish the following goals:

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

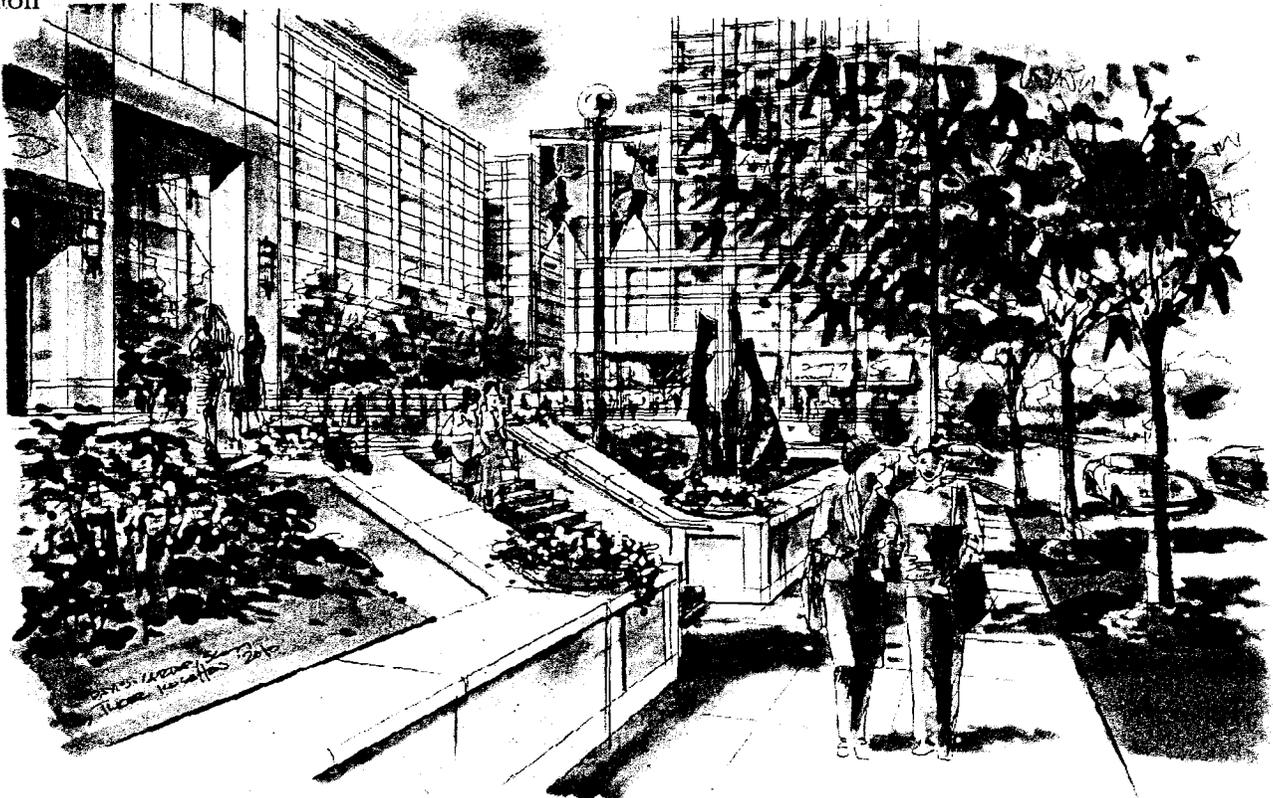
DESIGN STANDARDS OVERVIEW

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

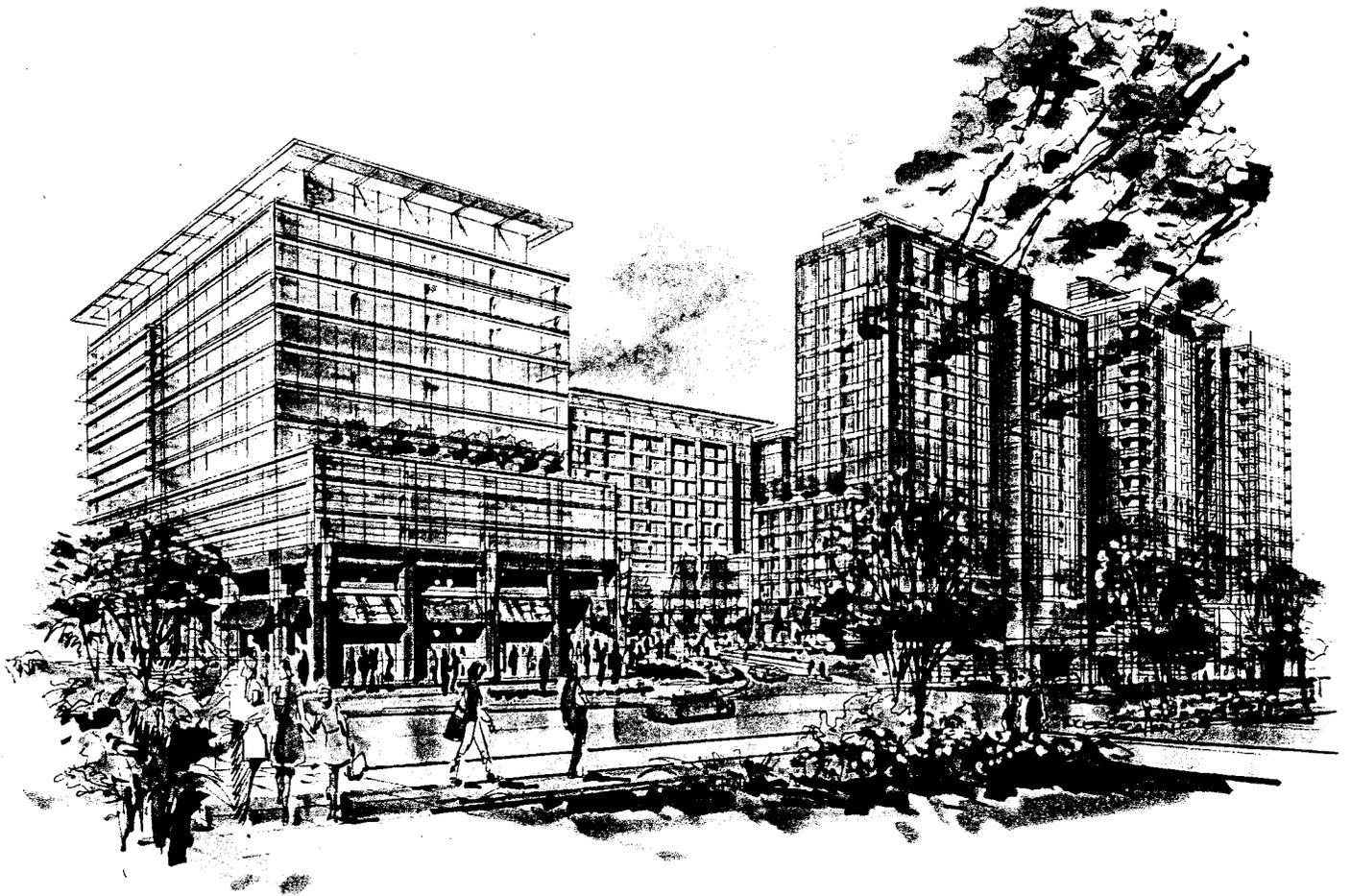


Westward View Down Reston Station Boulevard

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.



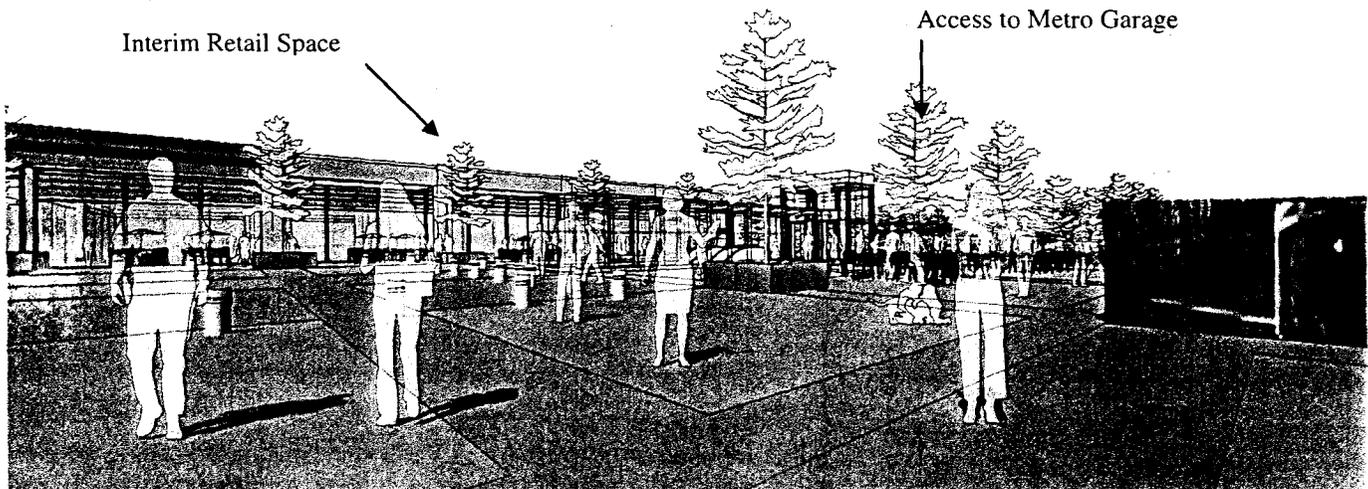
- DESIGN STANDARDS -

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

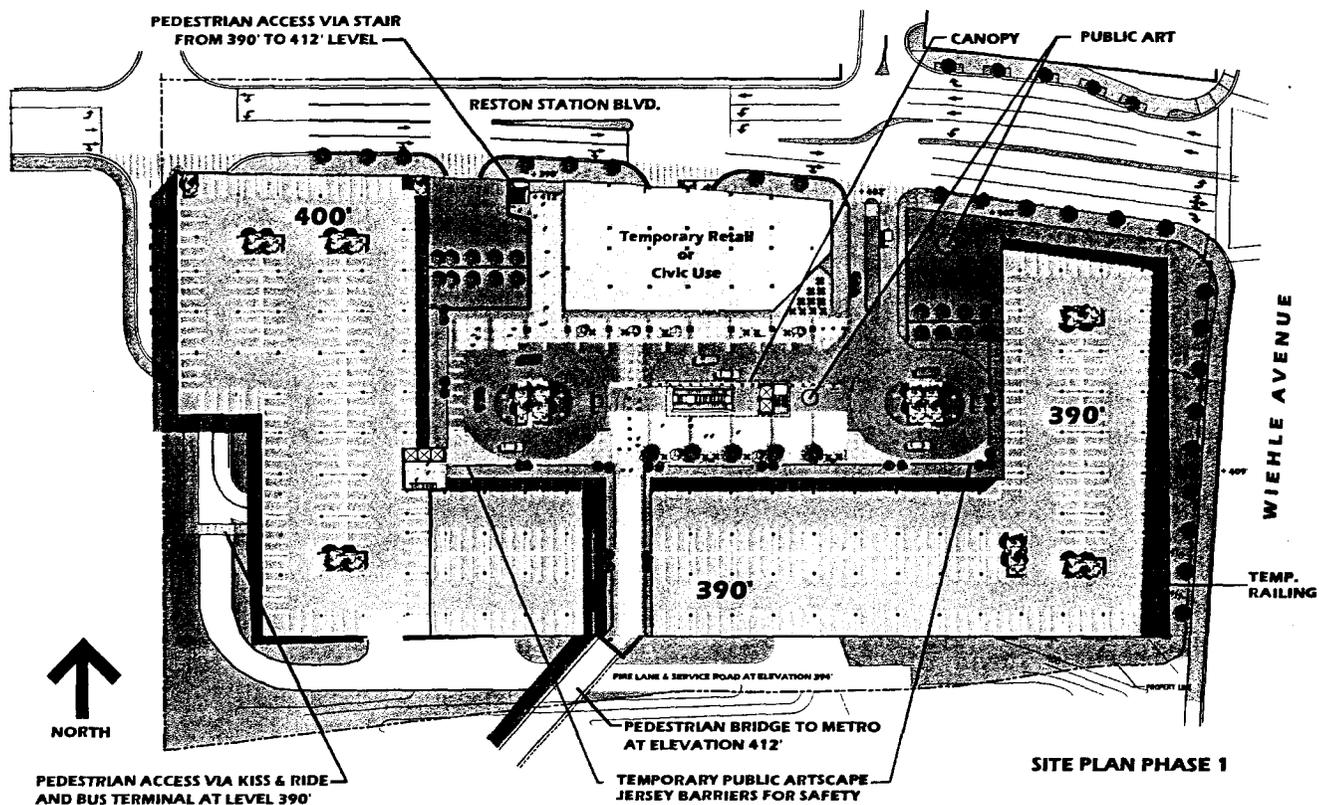


Project View – The Civic Plaza at Phase 1

- 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.

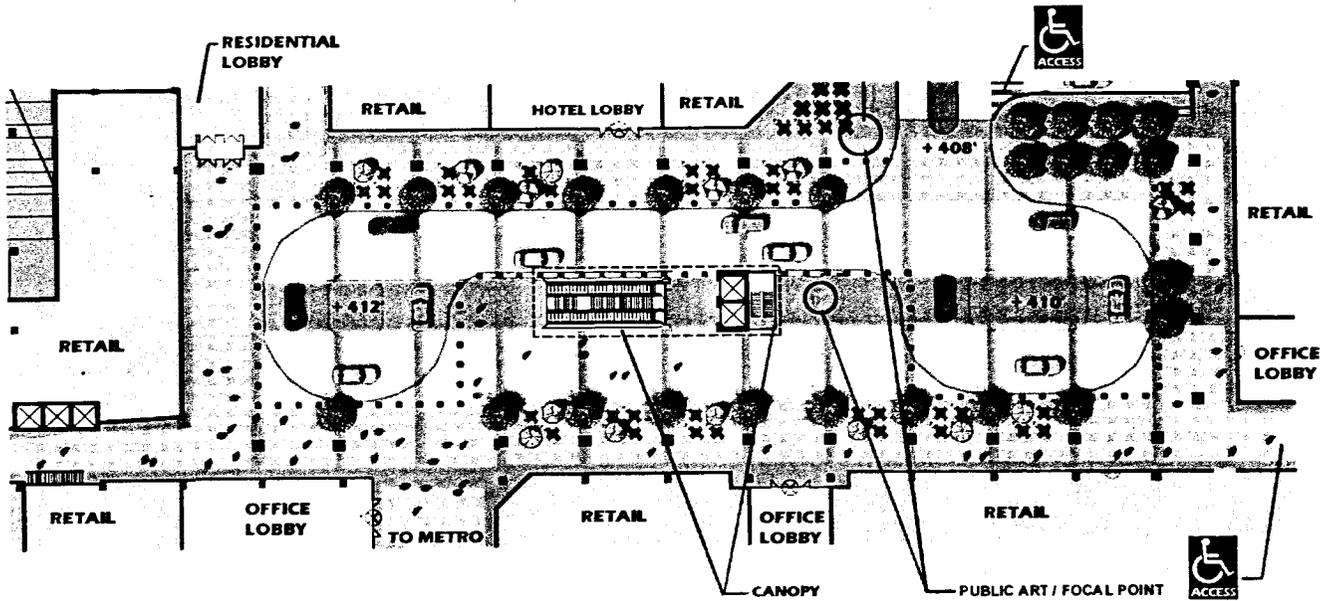
TABLE 2: CHANGES IN LANDSCAPING DURING PHASING

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.

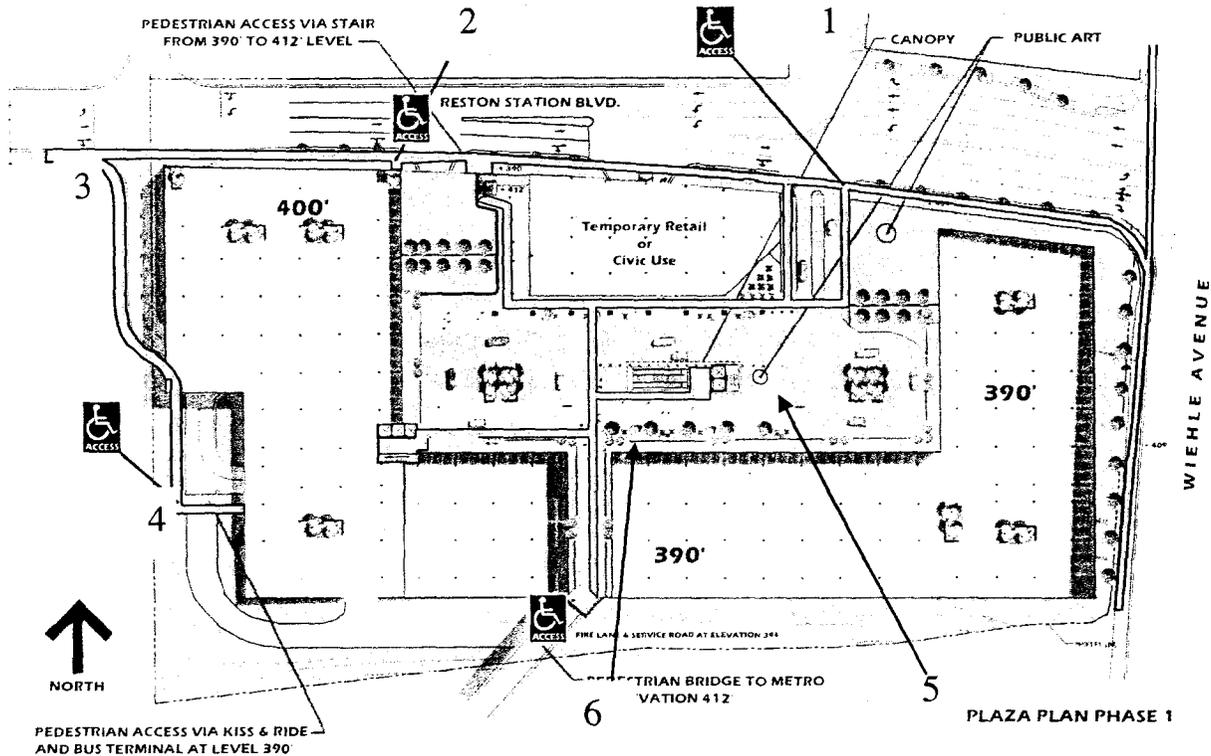


Arial View of Civic Plaza at Project Buildout

- 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 -

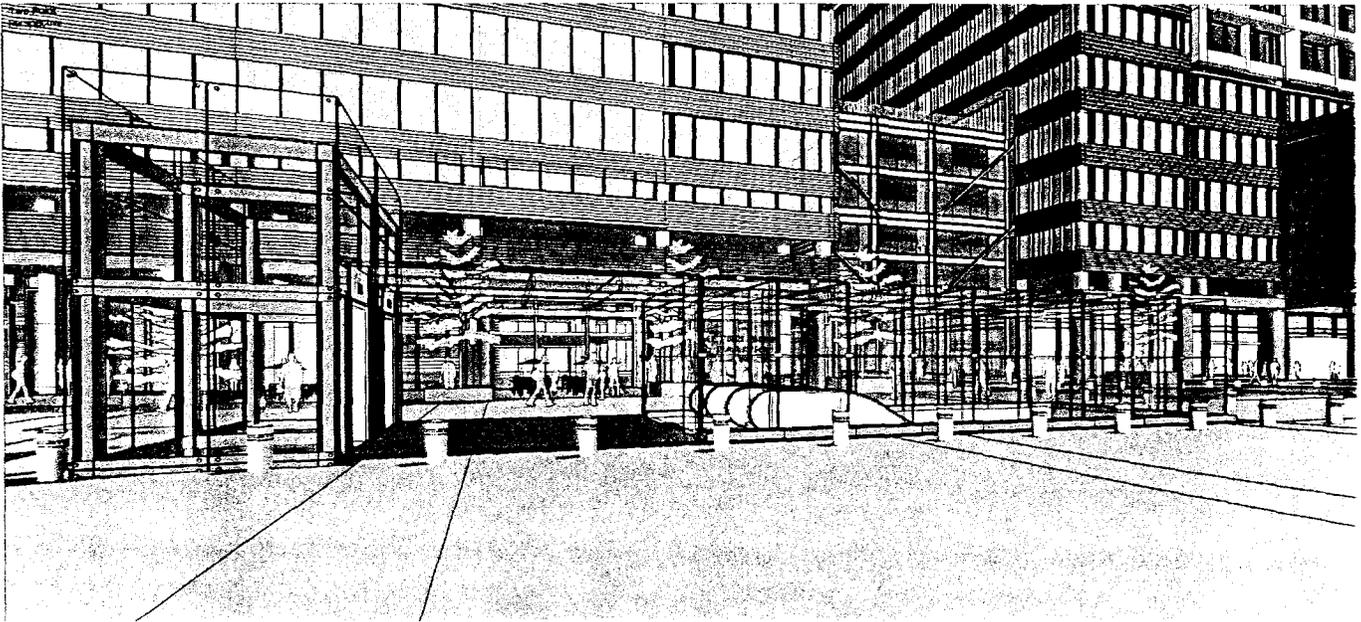
THE CIVIC PLAZA

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 façades
 - Design Competitions



Example of Public Art – Google Earth on Metro Access Walkway

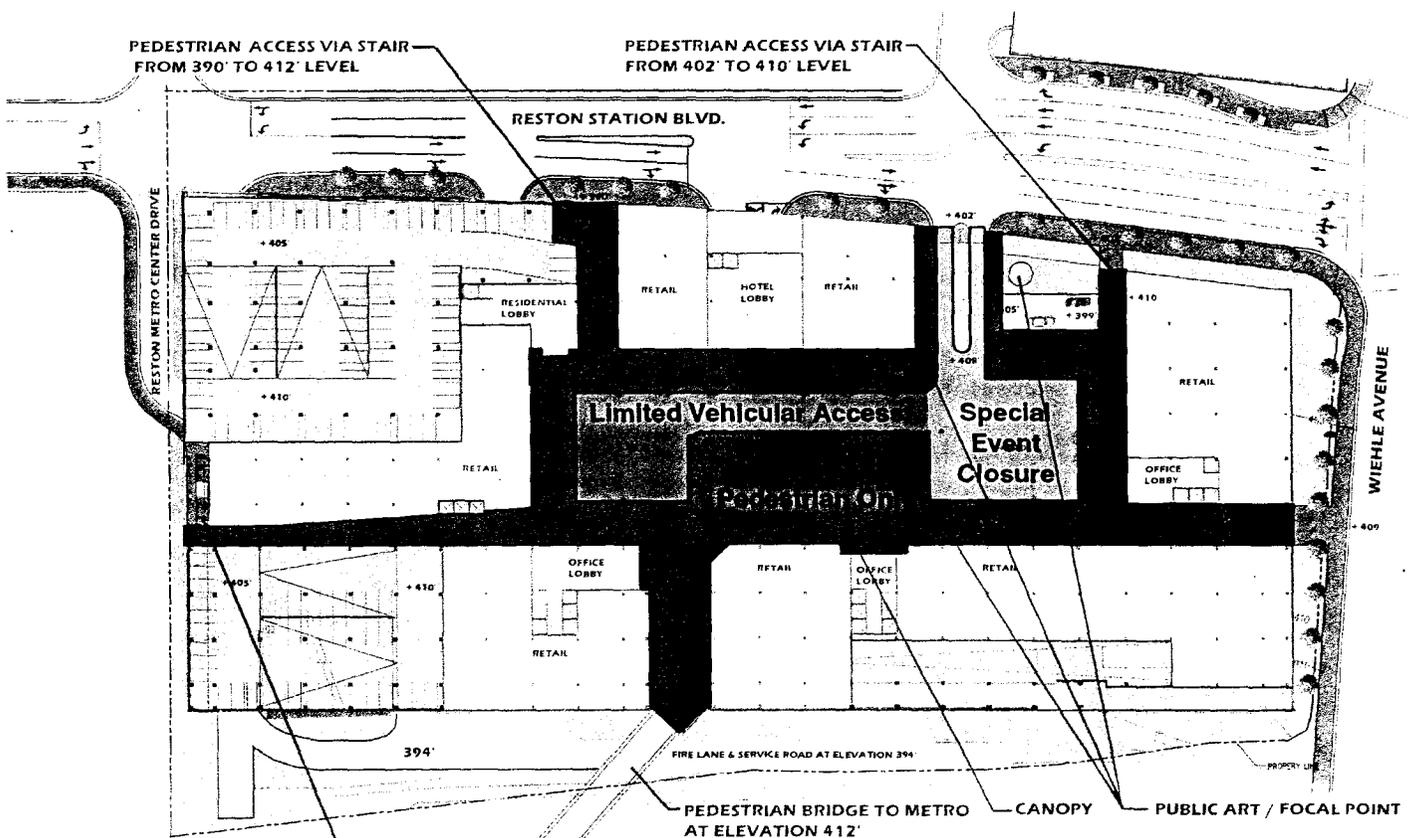
- DESIGN STANDARDS -

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 -

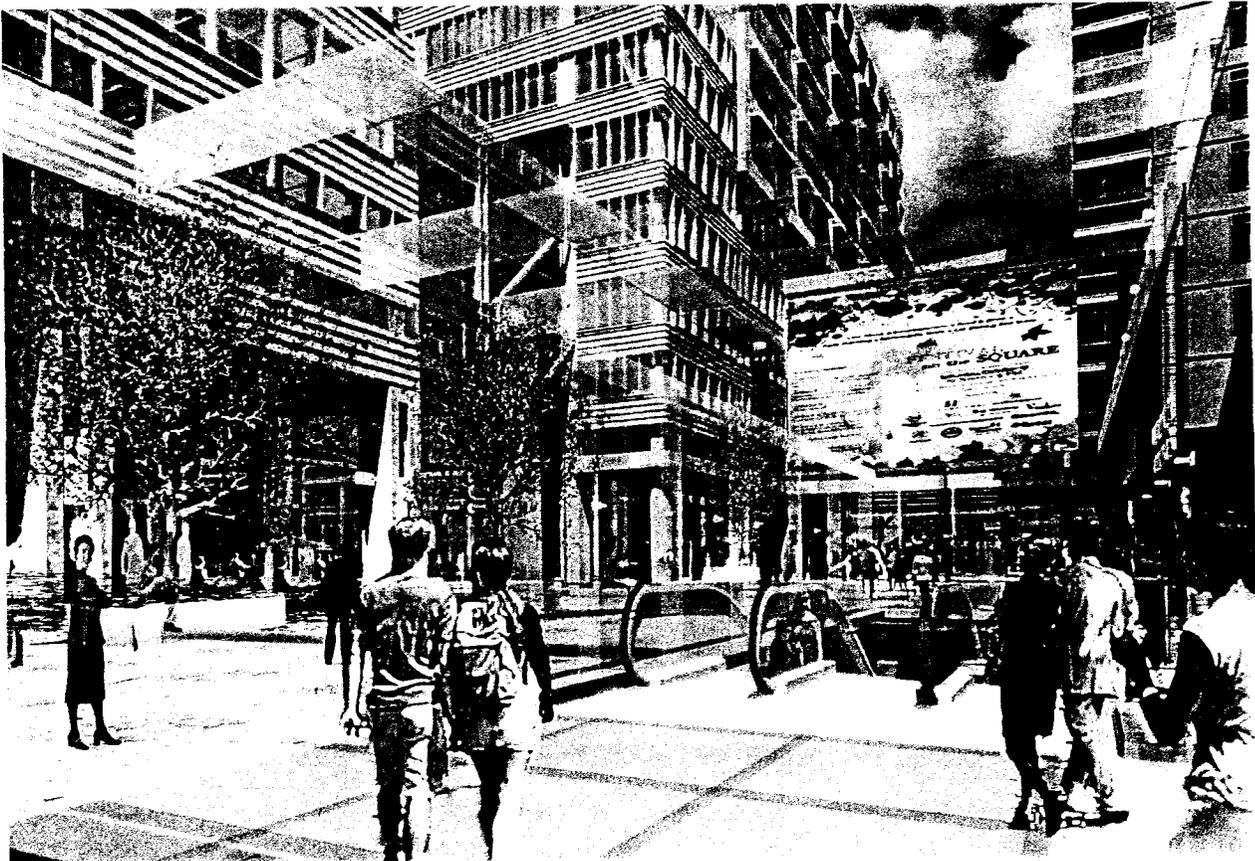
THE CIVIC PLAZA

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.



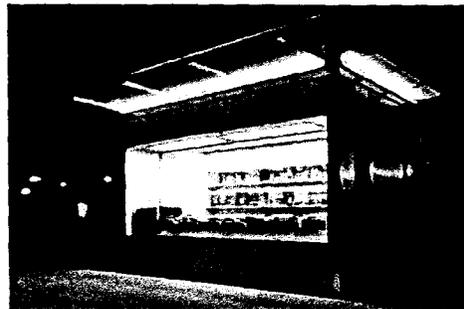
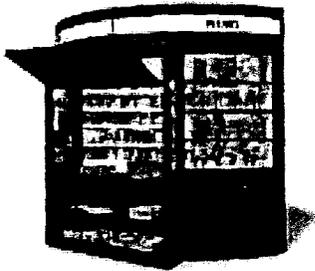
Potential Civic Plaza Focal Point – Large Screen

- 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.

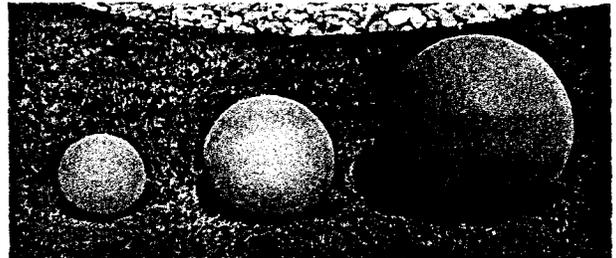
Smartly designed Civic Plaza landscaping, in a variety of decorative planters and planting walls, shall be incorporated into the Plaza design to help accomplish the following design goals:

❖ 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:

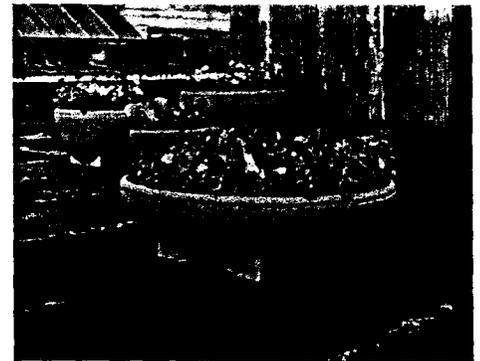
- Groupings of planters.
- Topiaries.
- Trellises.
- Fanciful bollards or statuary in combination with plantings.
- Combinations of elements to visually and physically demarcate large, pedestrian-only areas.



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.)

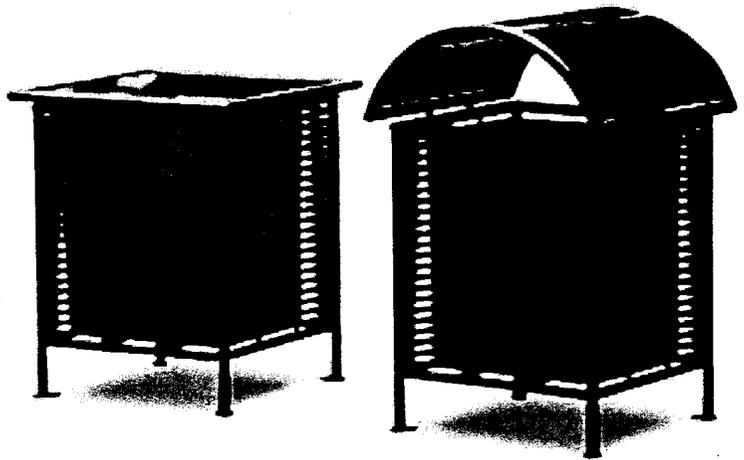


Thematic Planters of Varying Sizes

- 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 at various times as provided for in Proffer 40.C. to enhance the Plaza as a gathering place for things such as informal meetings, relaxation, and casual recreation.

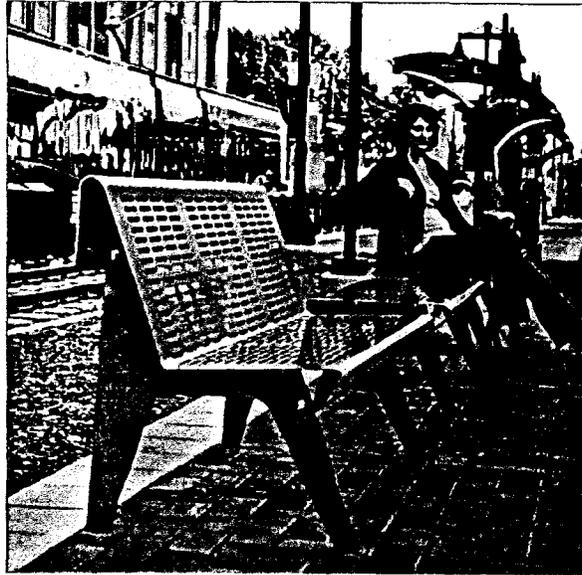


Al Fresco Dining near Entrance

- 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

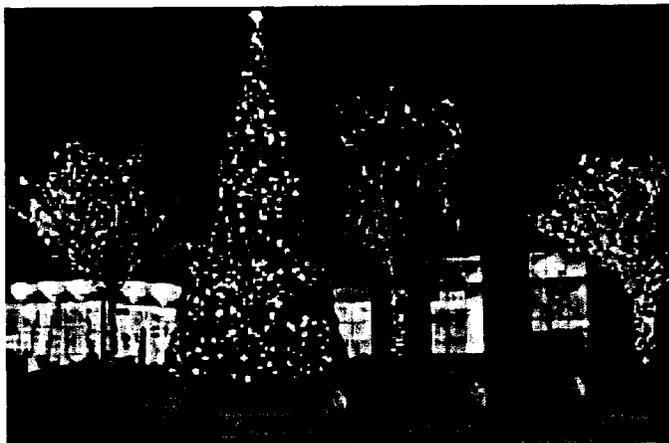
SPECIAL EVENTS.

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 Plaza Access 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

PLAZA ACCESS 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 Access 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 Access 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 Access Management Plan (as offered in Proffer 40.C. and shown on CDP/FDP Sheet 11B.)

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

❖ Access:

- Prohibit vehicular access to the Plaza as provided for in Proffer 40.C.

❖ Deliveries:

- In order to minimize conflict on the Plaza, commercial deliveries will be restricted as provided for in Proffer 40.C.

- DESIGN STANDARDS - THE CIVIC PLAZA

PLAZA ACCESS 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.

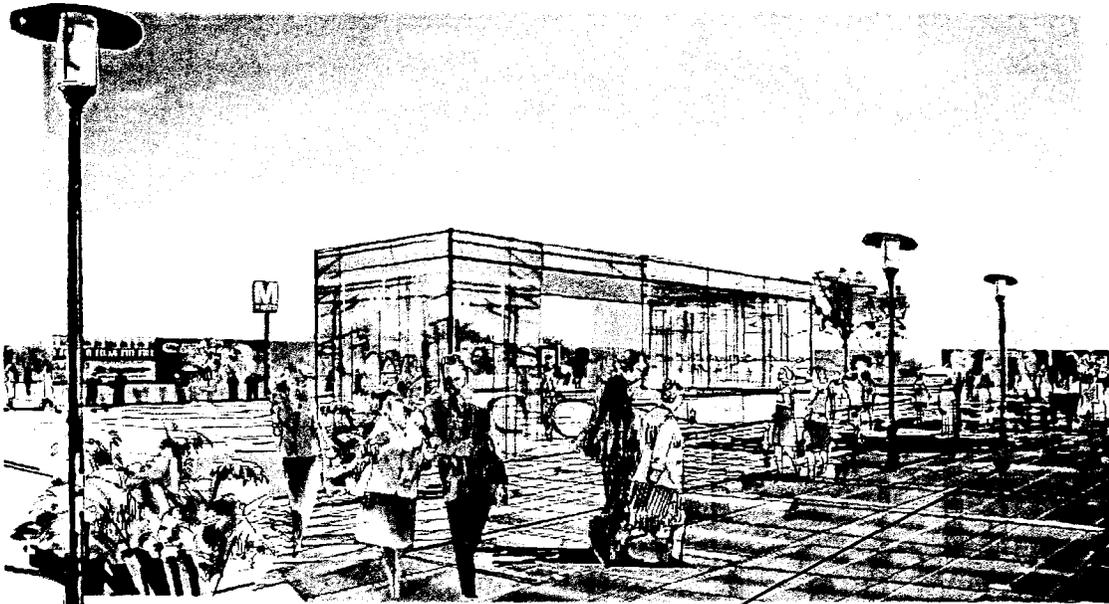


Examples of Bollards and Automatic Retractable Bollards

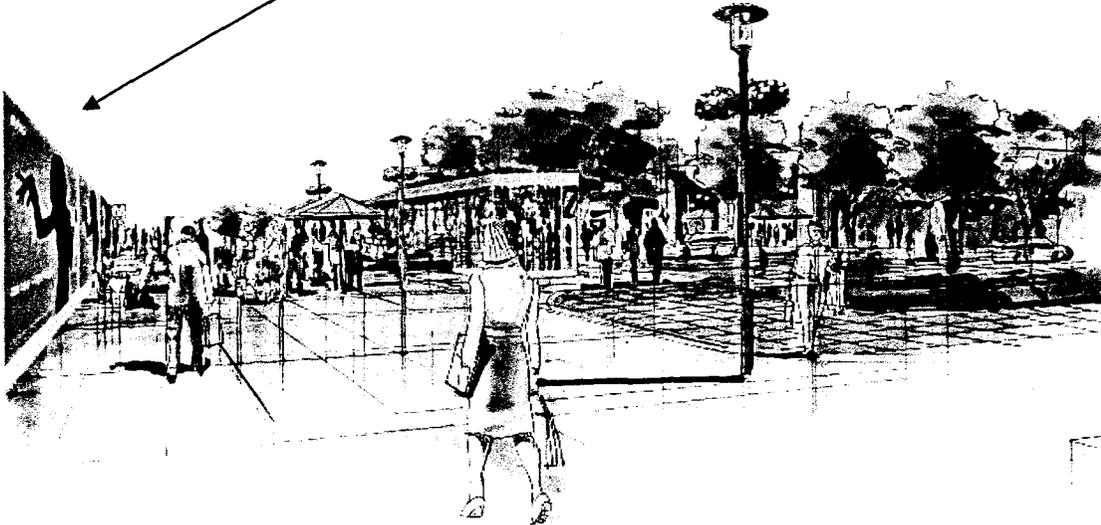
- DESIGN STANDARDS - THE CIVIC PLAZA

CIVIC PLAZA SCREENING WALLS.

Instead of being framed by buildings, the Civic Plaza at Phase 1 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

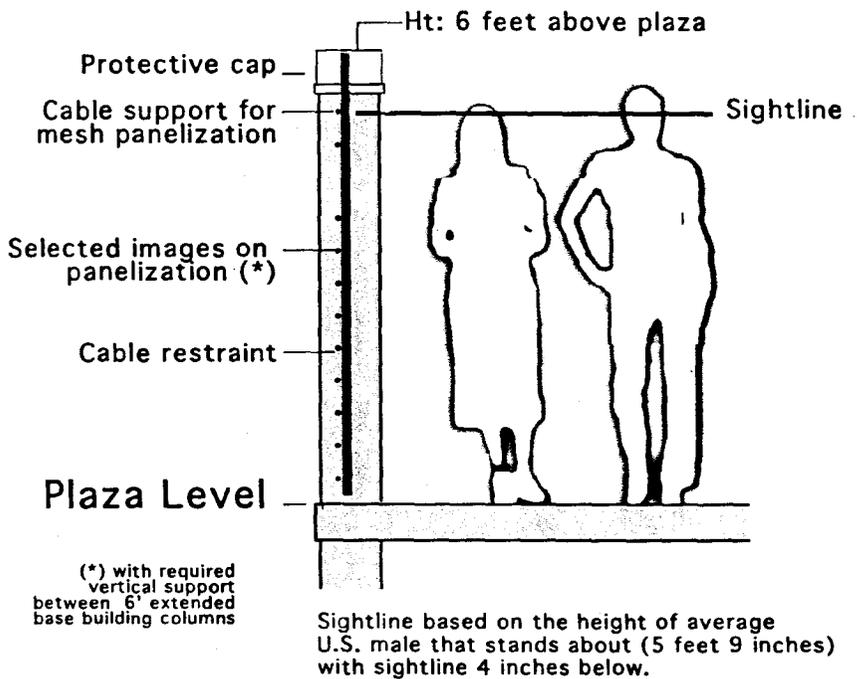
- DESIGN STANDARDS - THE CIVIC PLAZA

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.)



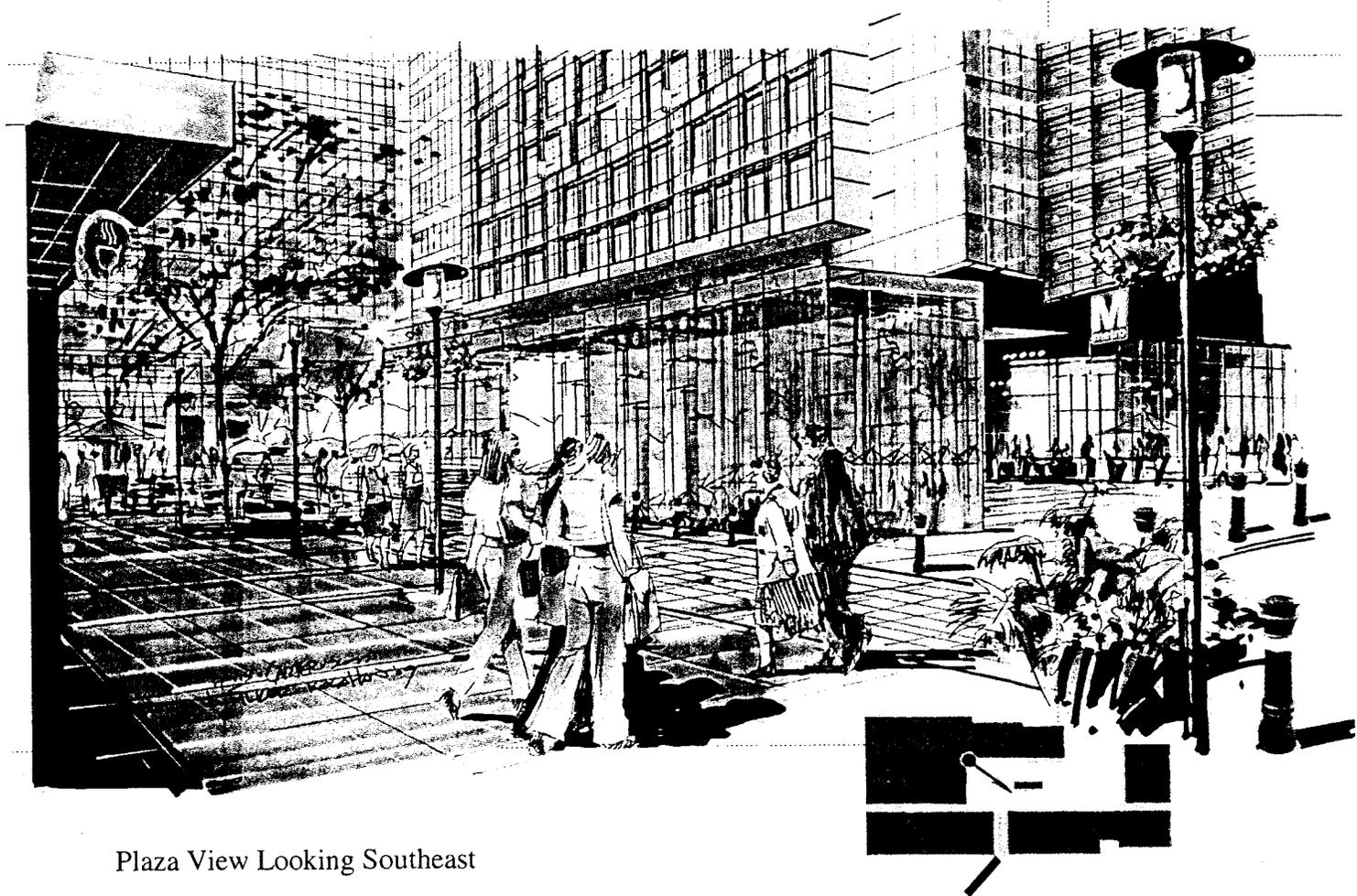
Possible Design Concept for Screening Wall

- DESIGN STANDARDS -

THE CIVIC PLAZA

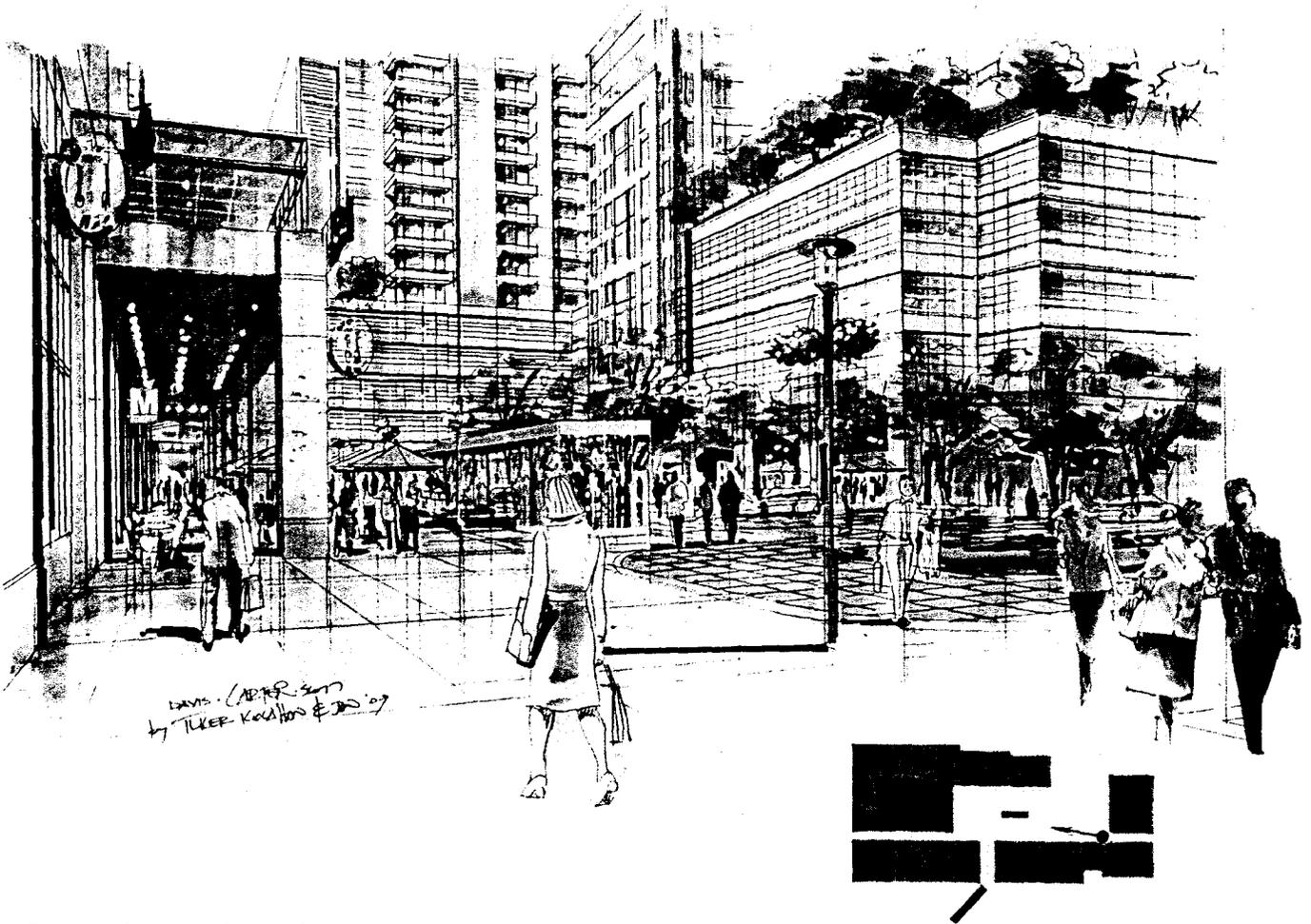
THE CIVIC PLAZA AT BUILDOUT.

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



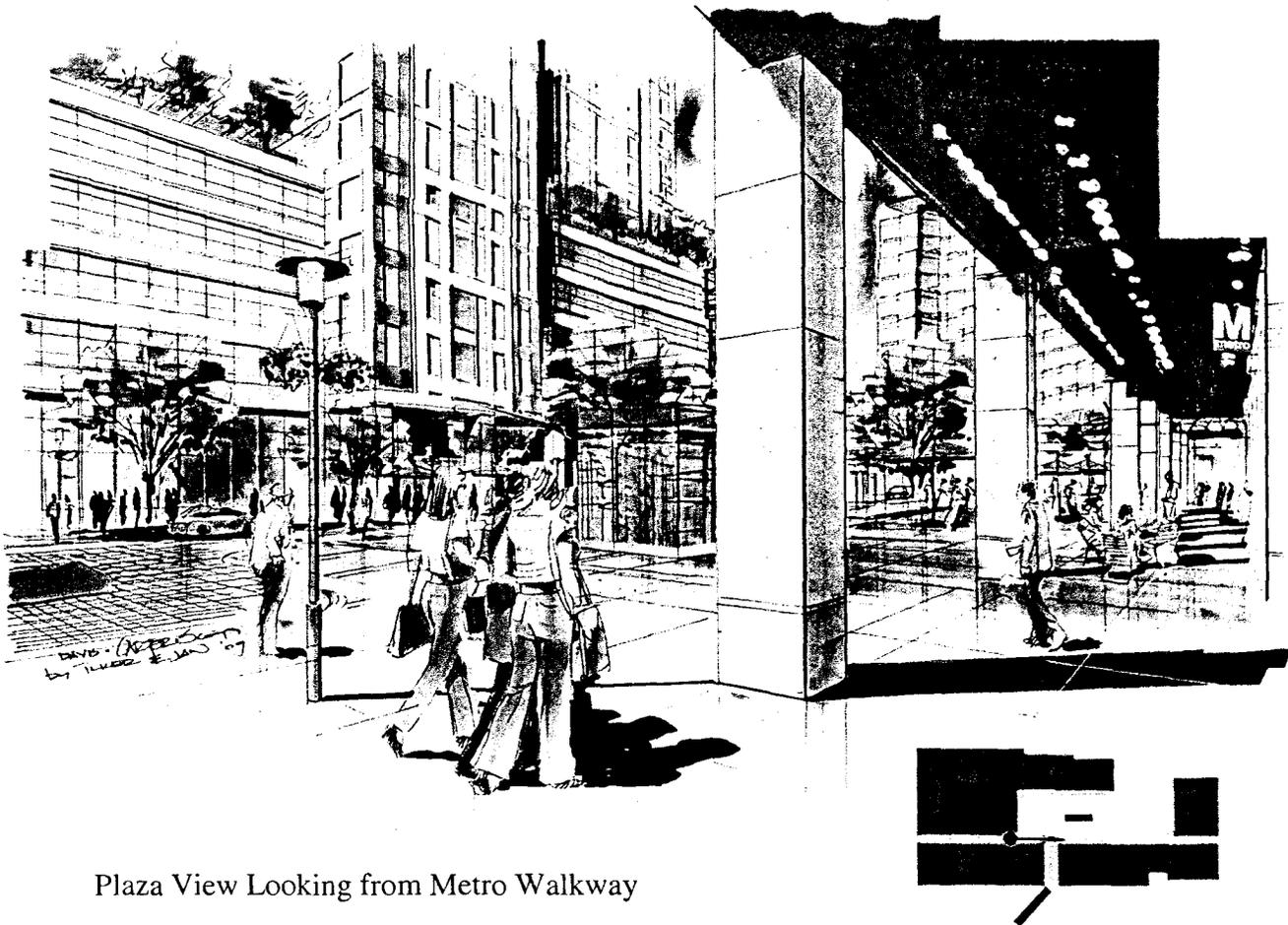
Plaza View Looking Northwest To Metro Garage Access

- DESIGN STANDARDS -
THE CIVIC PLAZA



Plaza View Looking South to Metro Walkway

- DESIGN STANDARDS -
THE CIVIC PLAZA

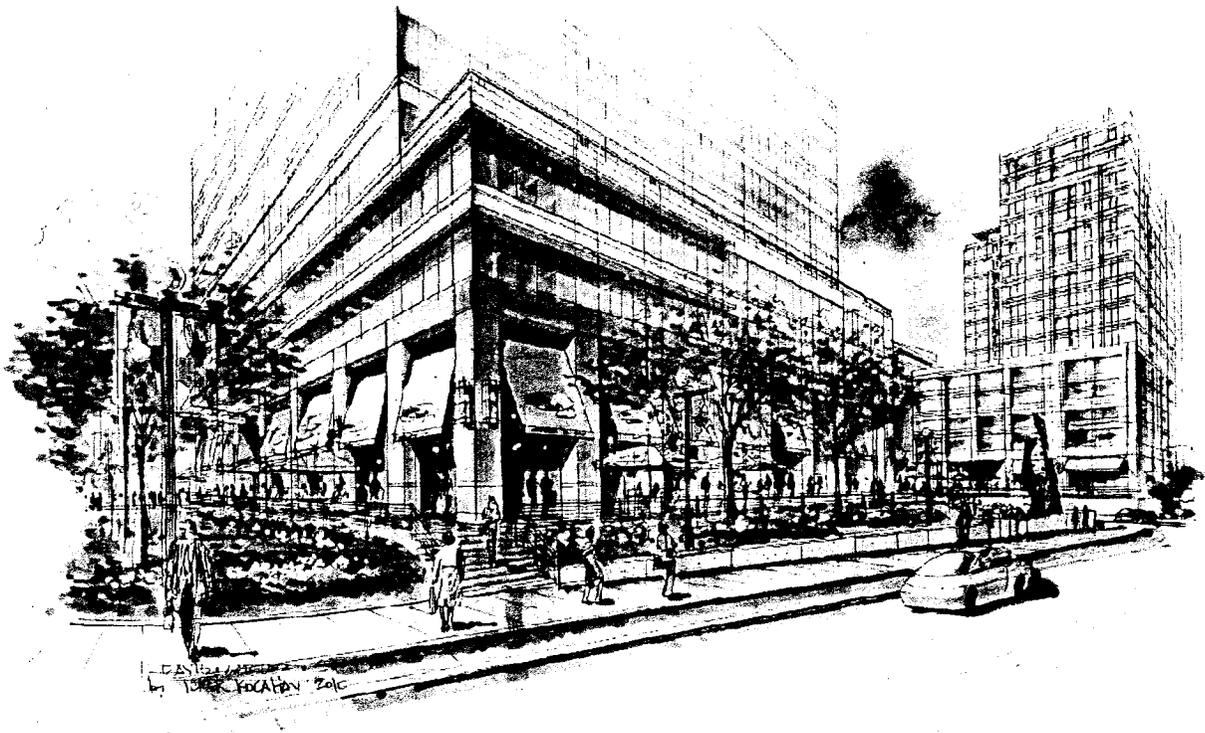


Plaza View Looking from Metro Walkway

- 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.

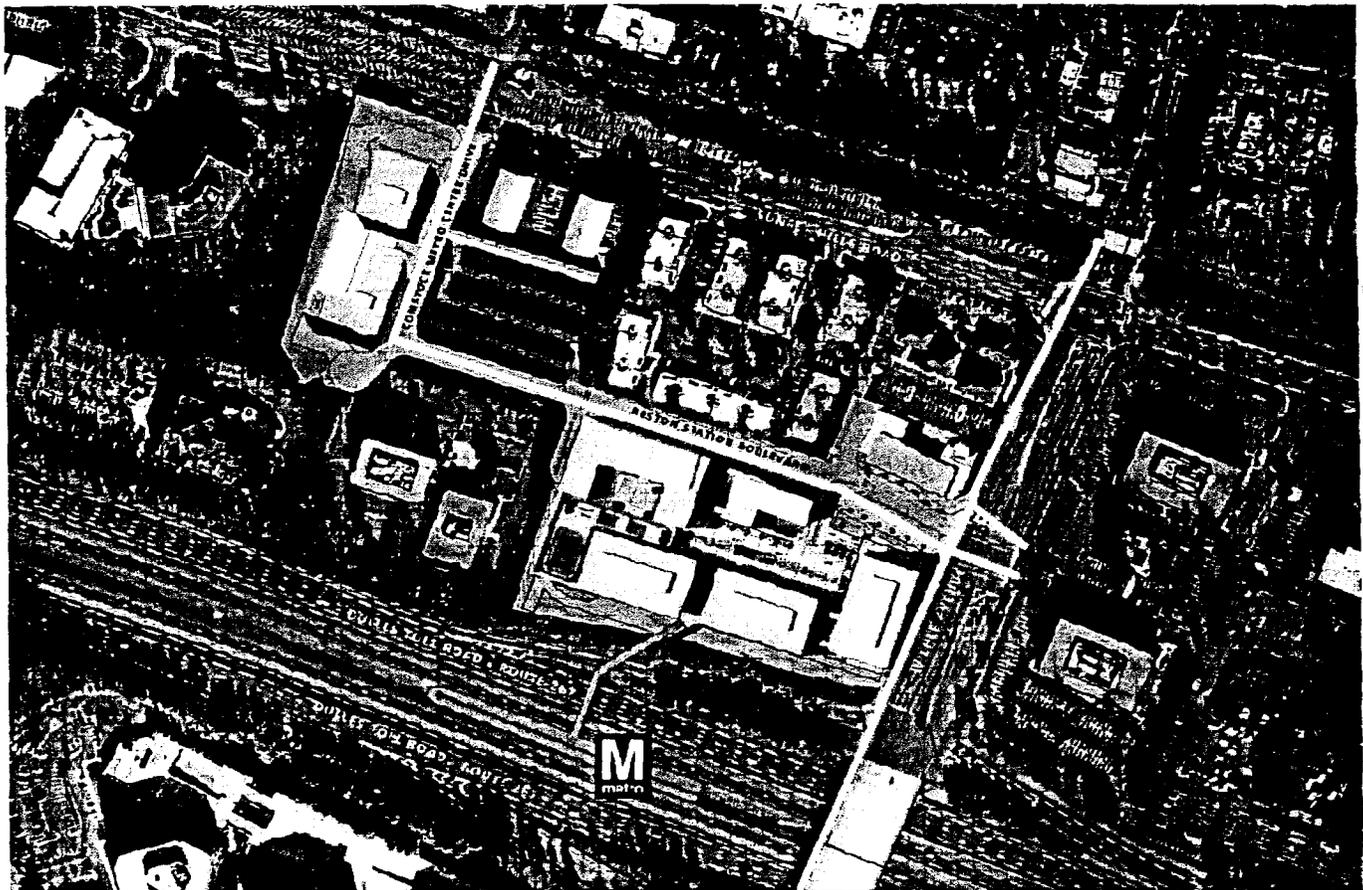
The primary pedestrian connection to the Plaza and Metro access will be the crosswalk at Wiehle Avenue and Reston Station Boulevard. The street corner and sidewalks will be designed to guide pedestrians to the appropriate crossing using varied building materials, signage and landscaping. The pedestrian 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.)

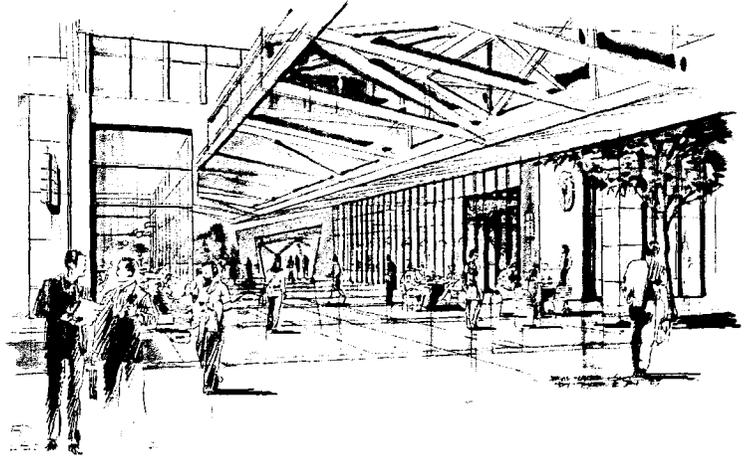
As allowed by VDOT and FCDOT, wayfinding signage will provide connectivity from/to Reston Station from/to the W&OD Trail, Sunset Hills Road, Wiehle Avenue and other roads. Signage will also be provided within Reston Station.



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

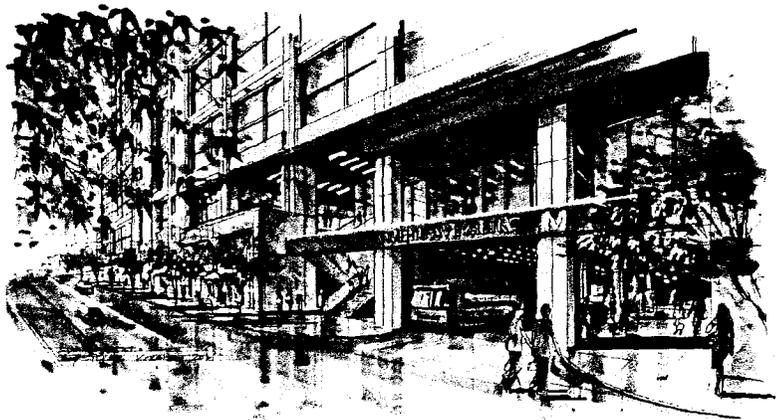
- ❖ Well-landscaped sidewalks.
- ❖ Aesthetically pleasing street furniture.
- ❖ A focus on pedestrian mobility and safety.

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.

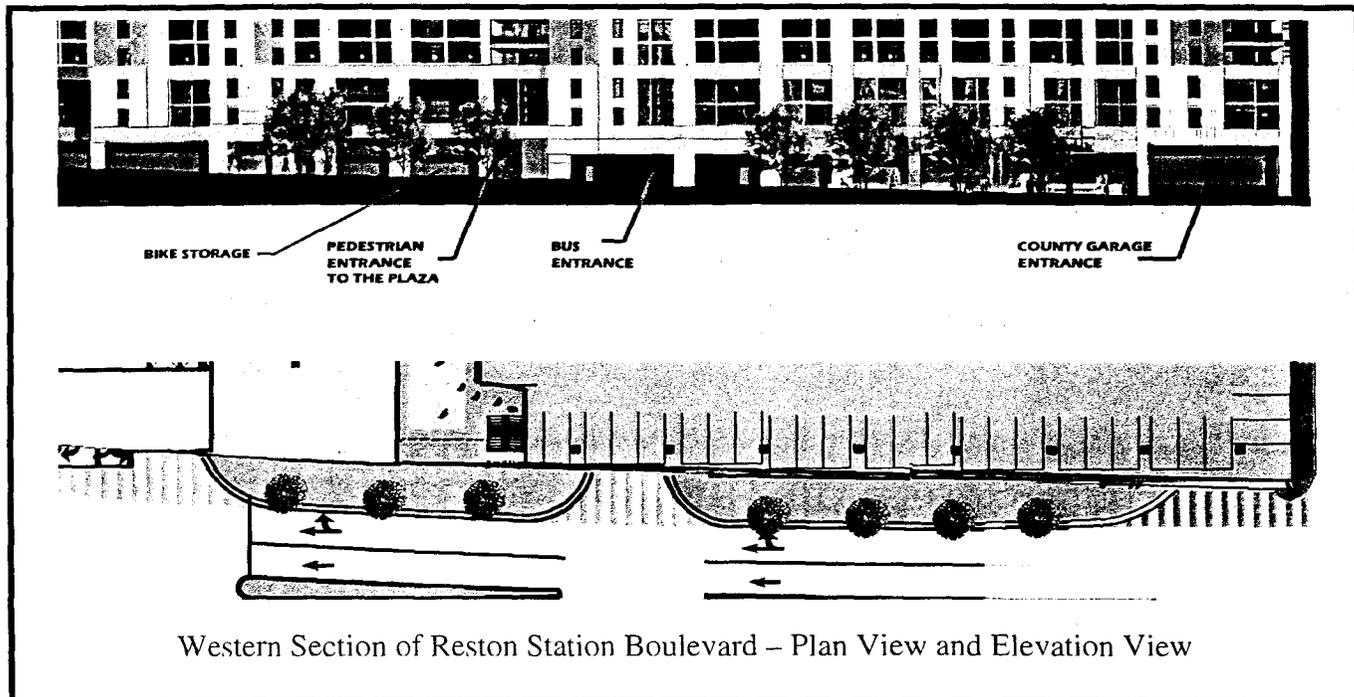
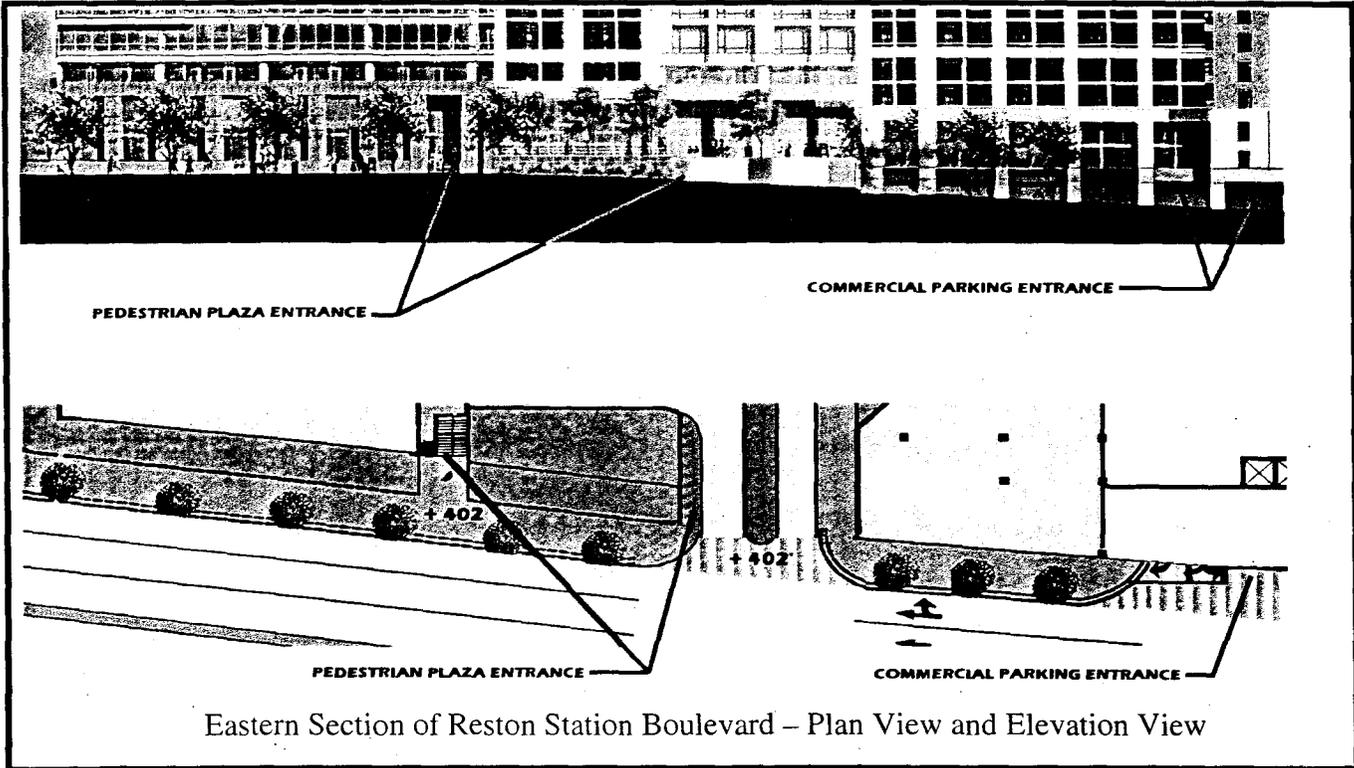
Access from Building 6 is provided along Reston Station Boulevard as well, with pedestrians being guided to the main crosswalk at the Wiehle/Reston Station Boulevard intersection.



Metro Garage Entrance from Reston Station Boulevard

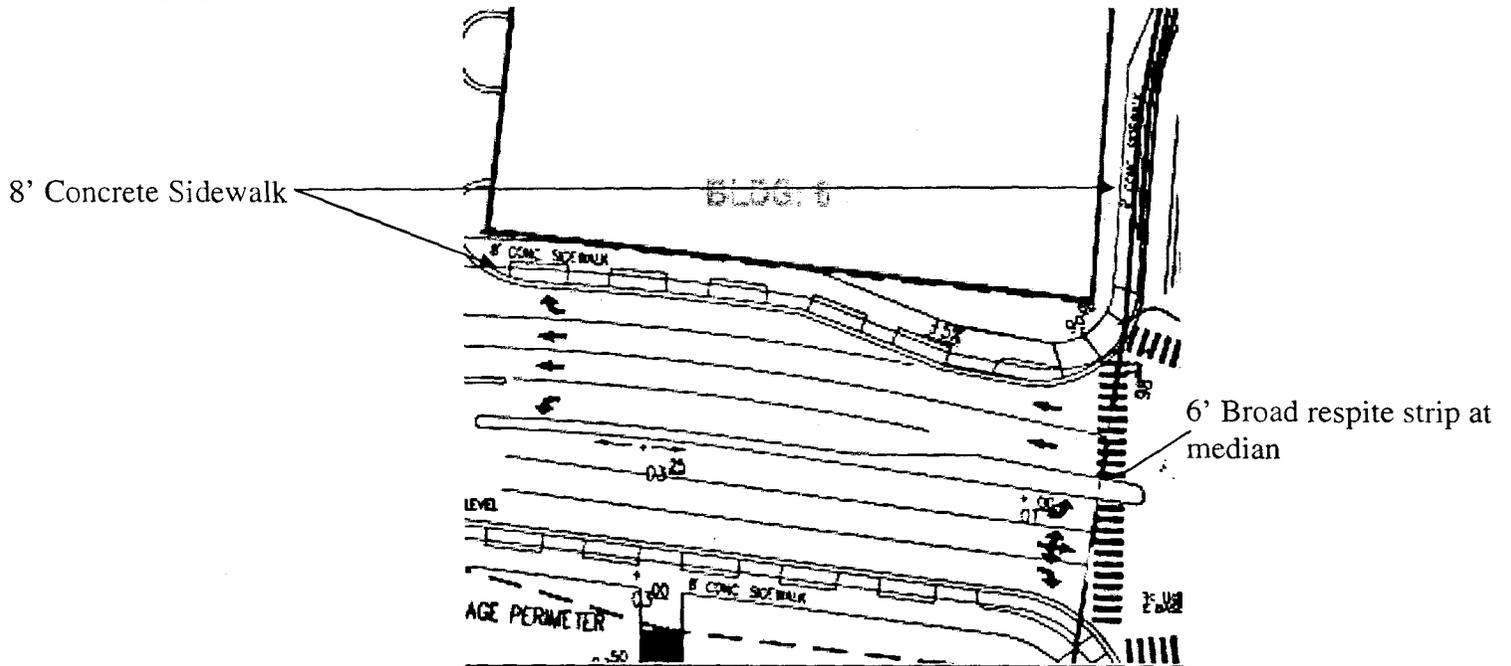
- PEDESTRIAN AND BICYCLE CIRCULATION -
STREETSCAPE & WALKWAY DESIGN

STREETSCAPE & WALKWAY DESIGN.

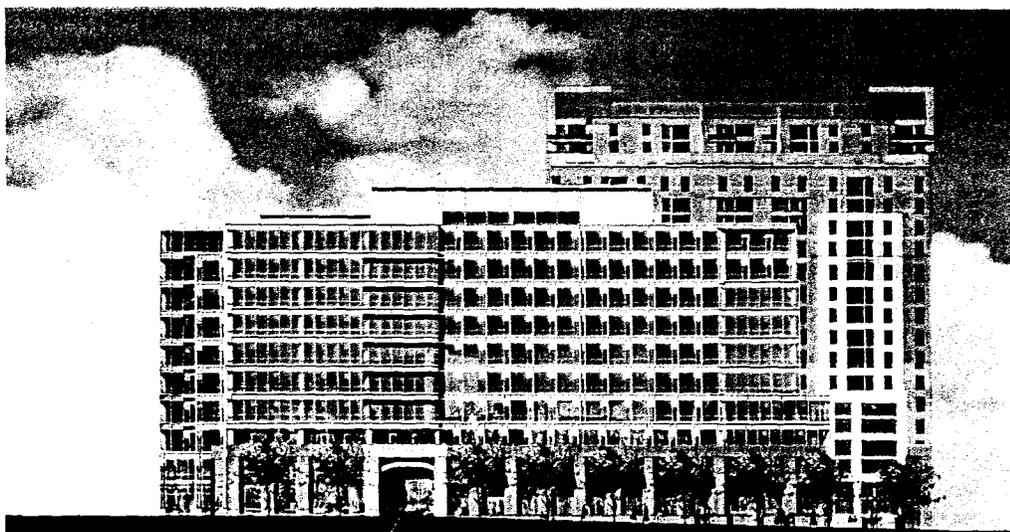


- PEDESTRIAN AND BICYCLE CIRCULATION - STREETSCAPE & WALKWAY DESIGN

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

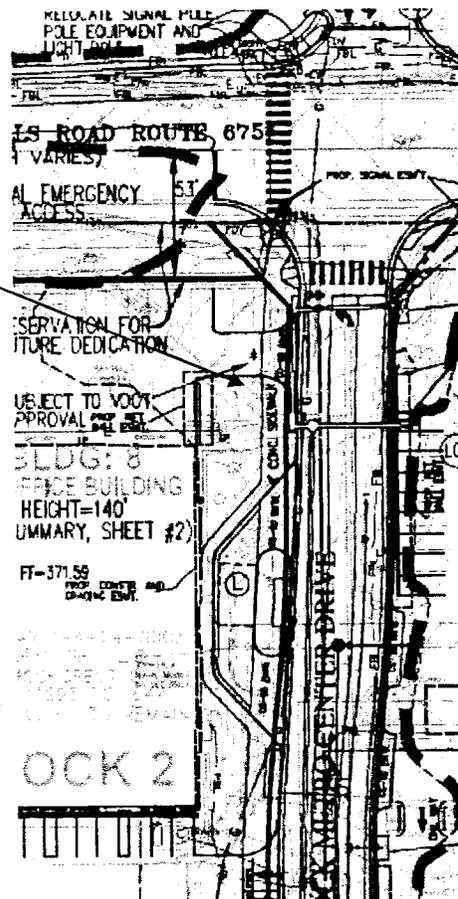


Pedestrian Access to Plaza from Wiehle Avenue

- 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

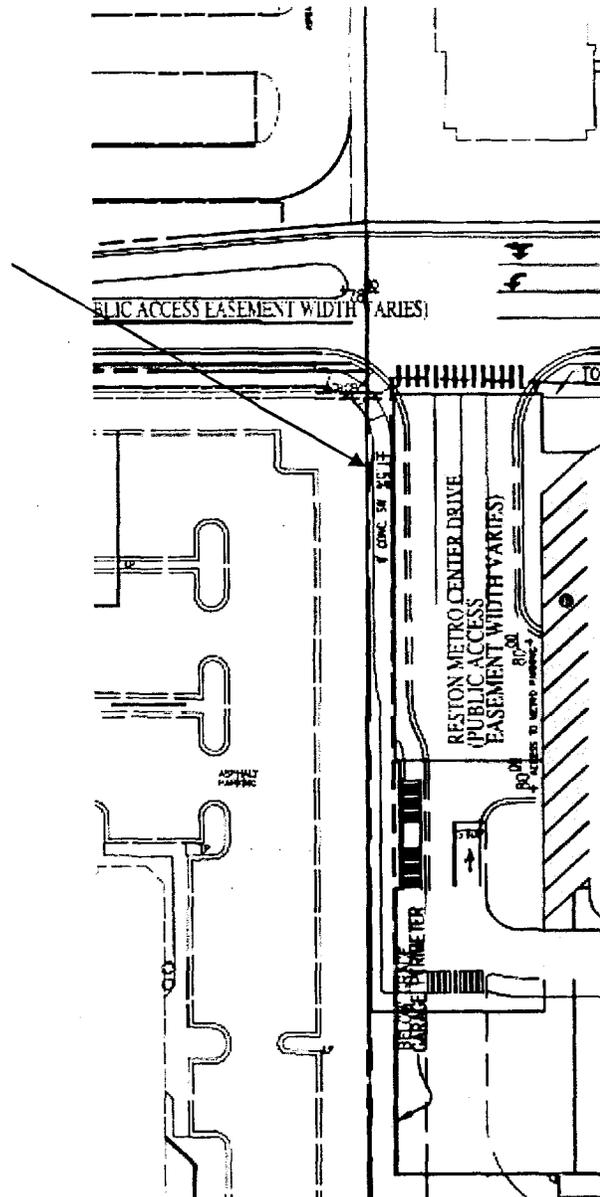


Sidewalk serving Comstock Metro Center Drive

- PEDESTRIAN AND BICYCLE CIRCULATION - STREETSCAPE & WALKWAY DESIGN

RESTON METRO CENTER DRIVE.

8' Concrete Sidewalk



Sidewalk serving Reston Metro Center Drive

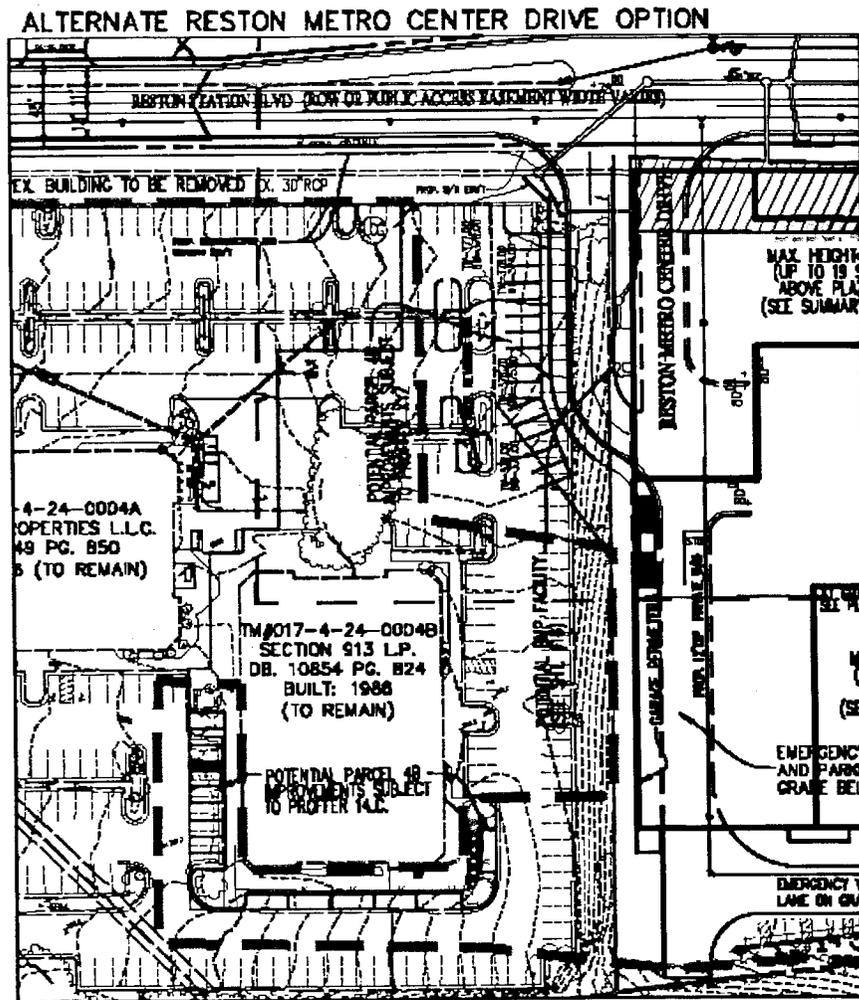
Reston Metro Center Drive.

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.



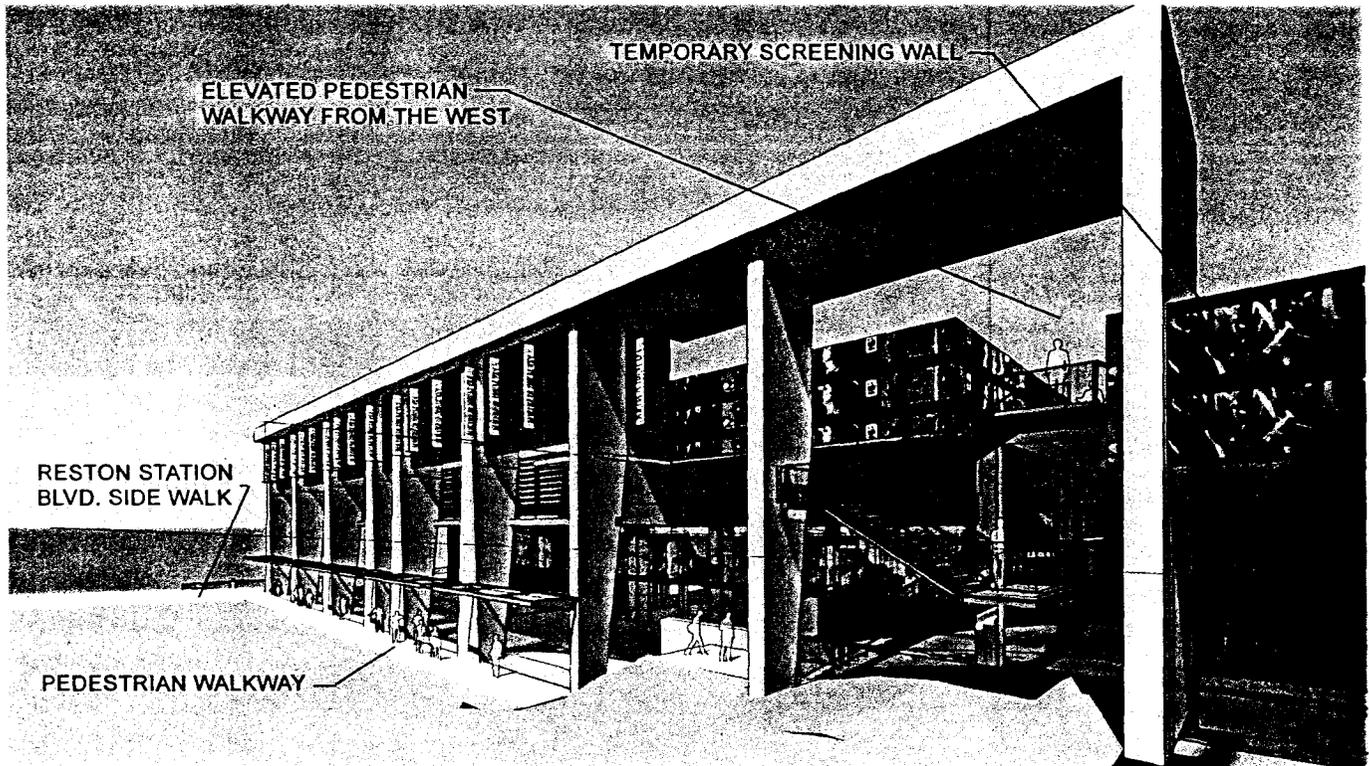
Alternative Placement - Reston Metro Center Drive

- 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 additional pedestrian access to the Plaza. It will incorporate the following elements:

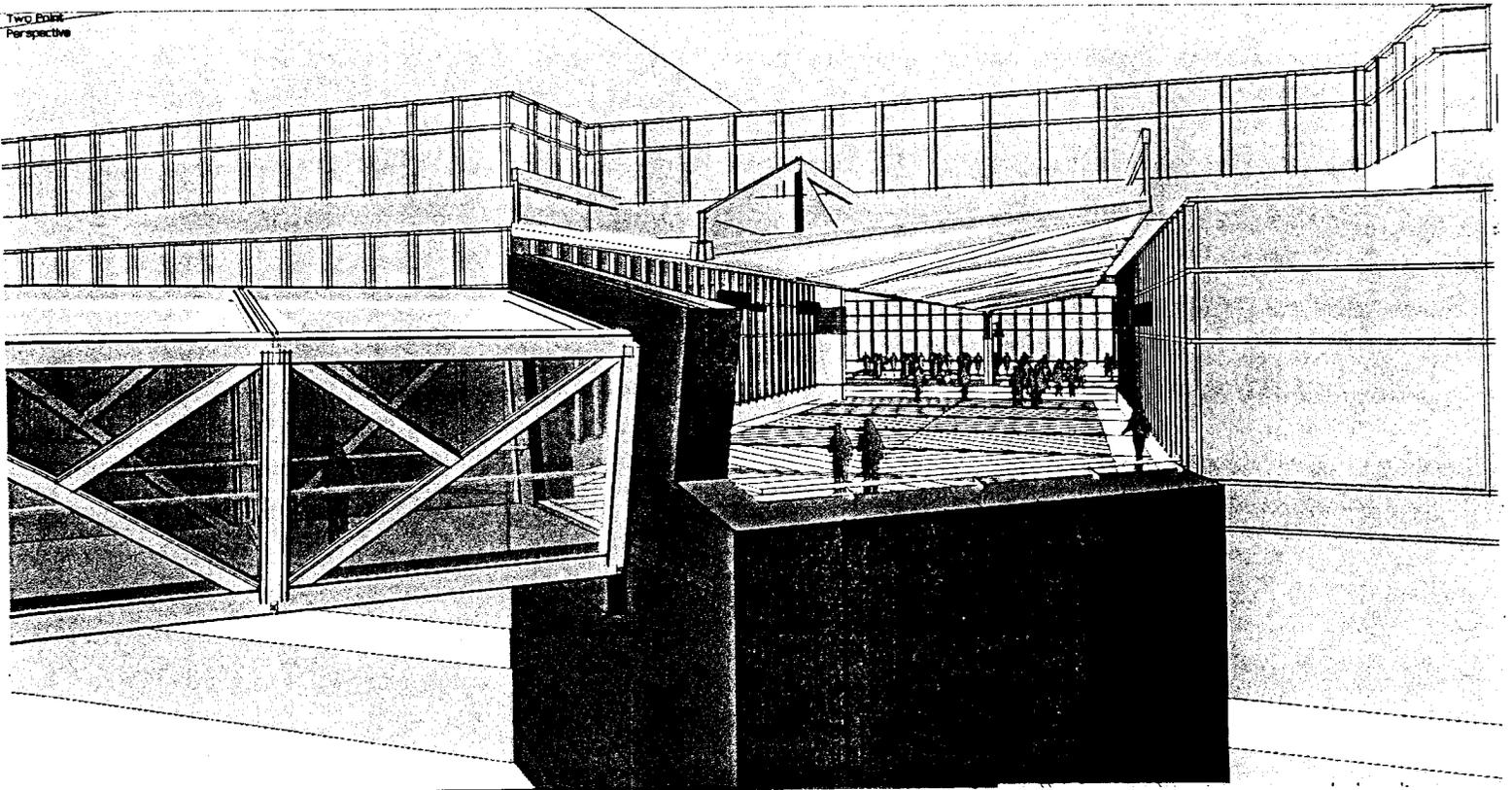
- ❖ A covered pedestrian walkway from Reston Station Boulevard to the Bus Loop as well as vertical access to the Plaza
- ❖ Screened garage and plaza circumference
- ❖ Intriguing artwork, information signage, banners



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.)

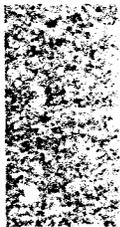
- PEDESTRIAN AND BICYCLE CIRCULATION - CIVIC PLAZA PEDESTRIAN CIRCULATION

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



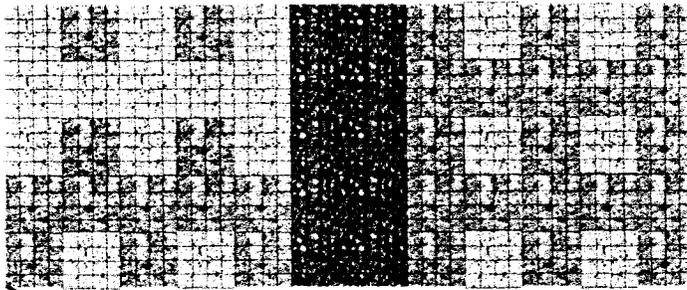
Matrix #1111



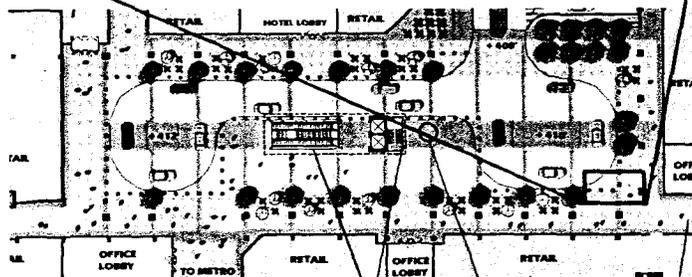
Matrix #1930



Glacier White



PAVING PATTERN DETAIL



PLAZA PAVING PLAN

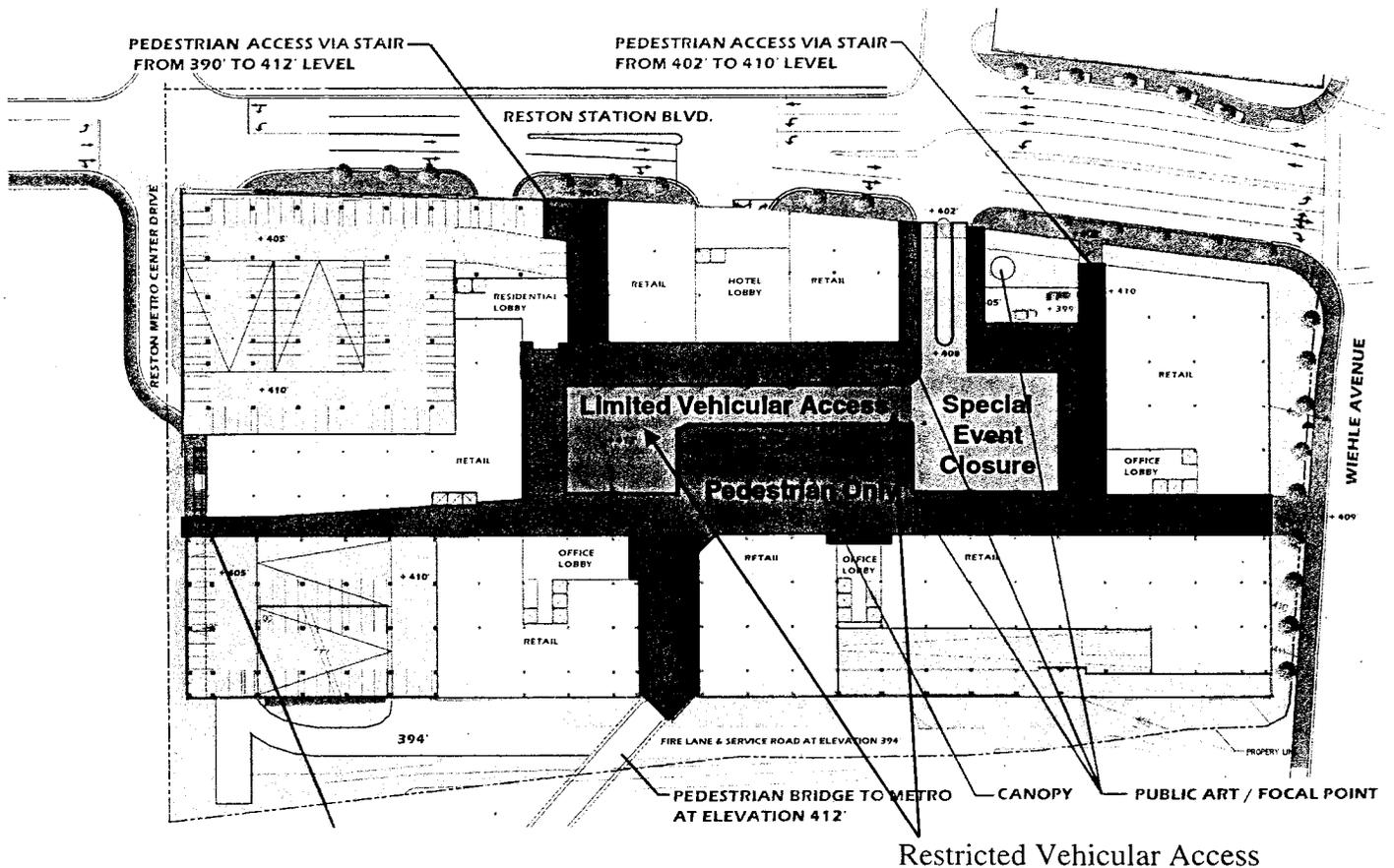
Most of the Civic Plaza is only accessible by pedestrians. Pedestrians may enter the plaza from six different locations – four points of entry from the perimeter of Block 1, one point of entry from/to the Metro and a second, central vertical point of entry (provided by escalator/elevator) from the bus 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.

surfed 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.

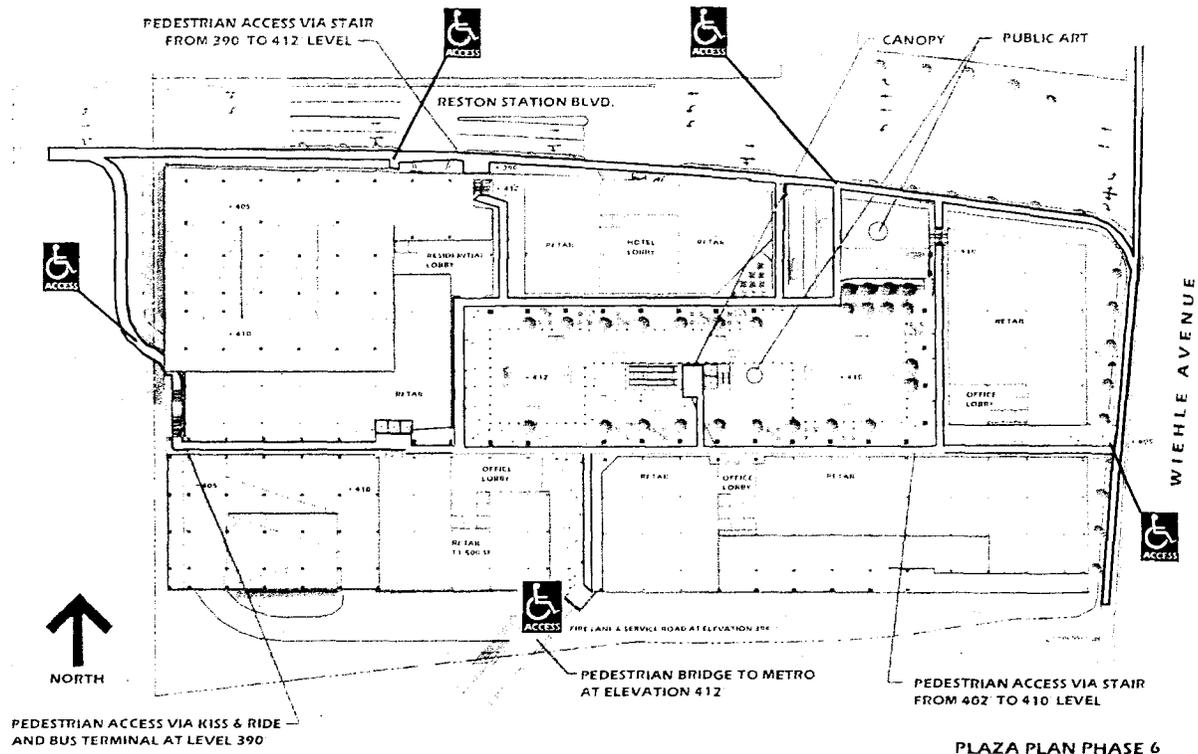
- PEDESTRIAN AND BICYCLE CIRCULATION - CIVIC PLAZA PEDESTRIAN CIRCULATION

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

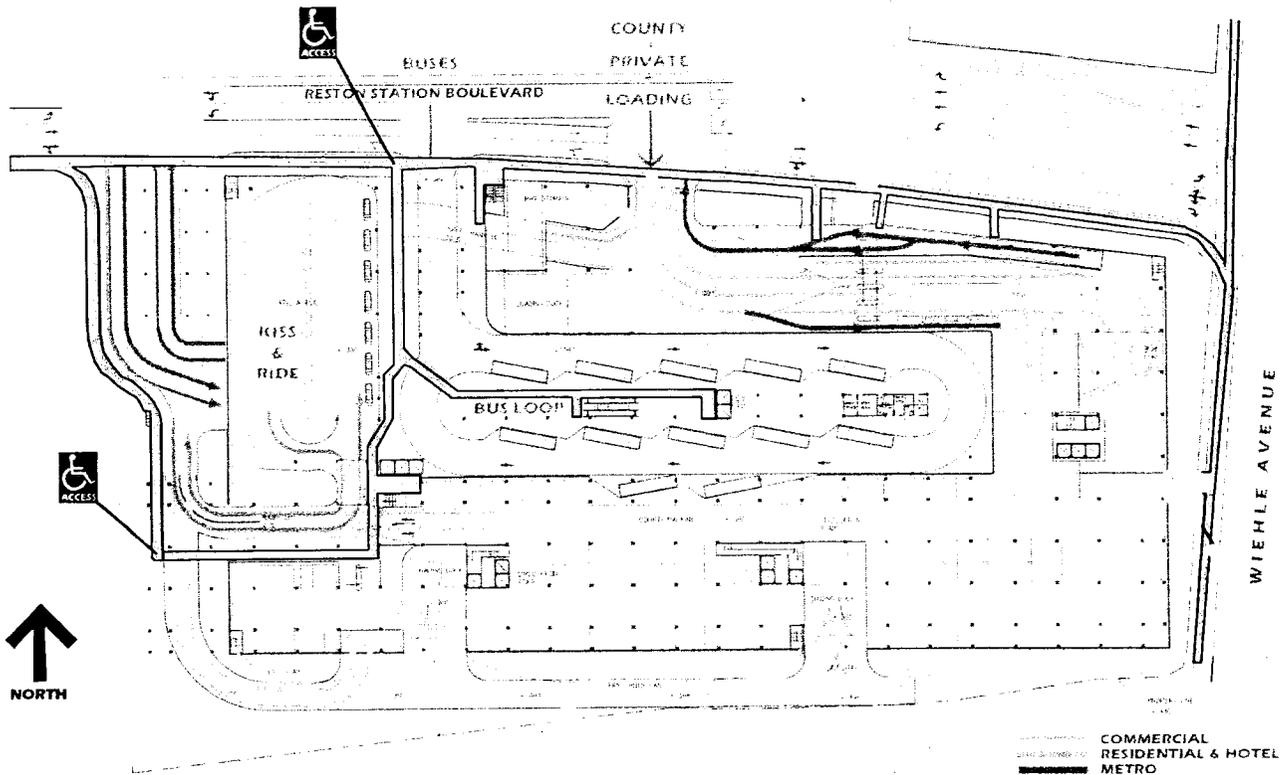
Passageways bringing pedestrians to the Civic Plaza from perimeter roadways will:

- ❖ 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.

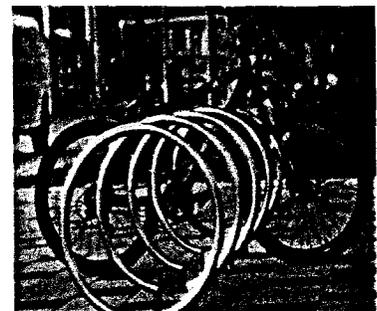
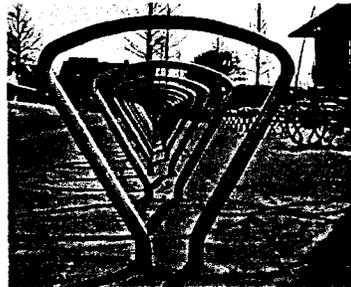
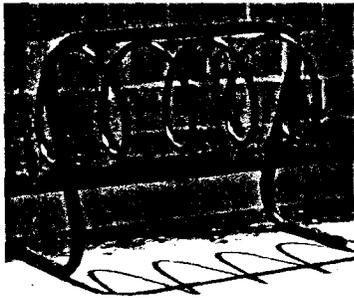


Bus Loop Level Pedestrian Circulation

- 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.)

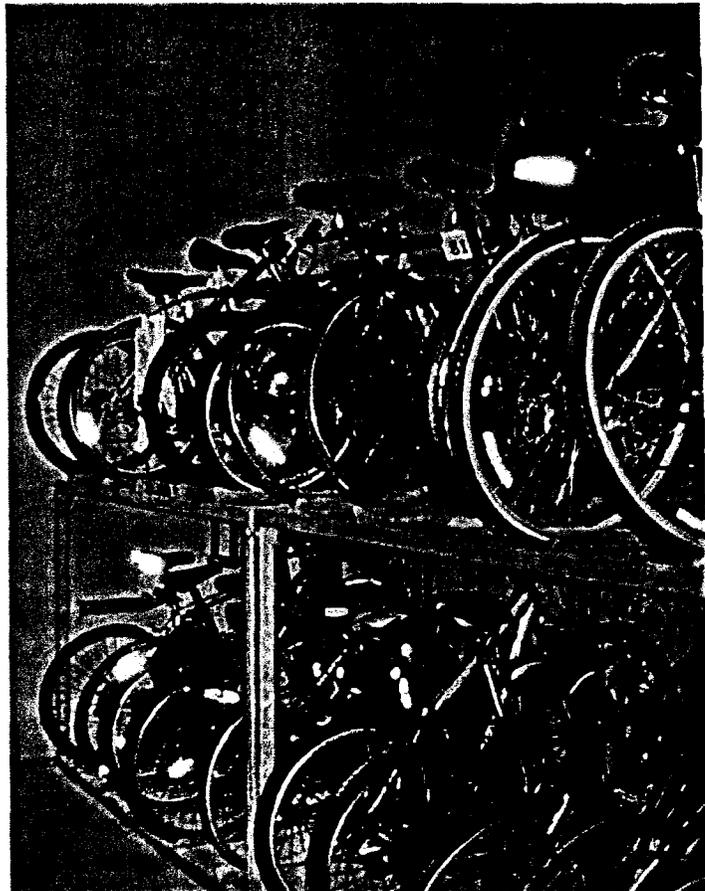


Potential Bicycle Stand Styles

- 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

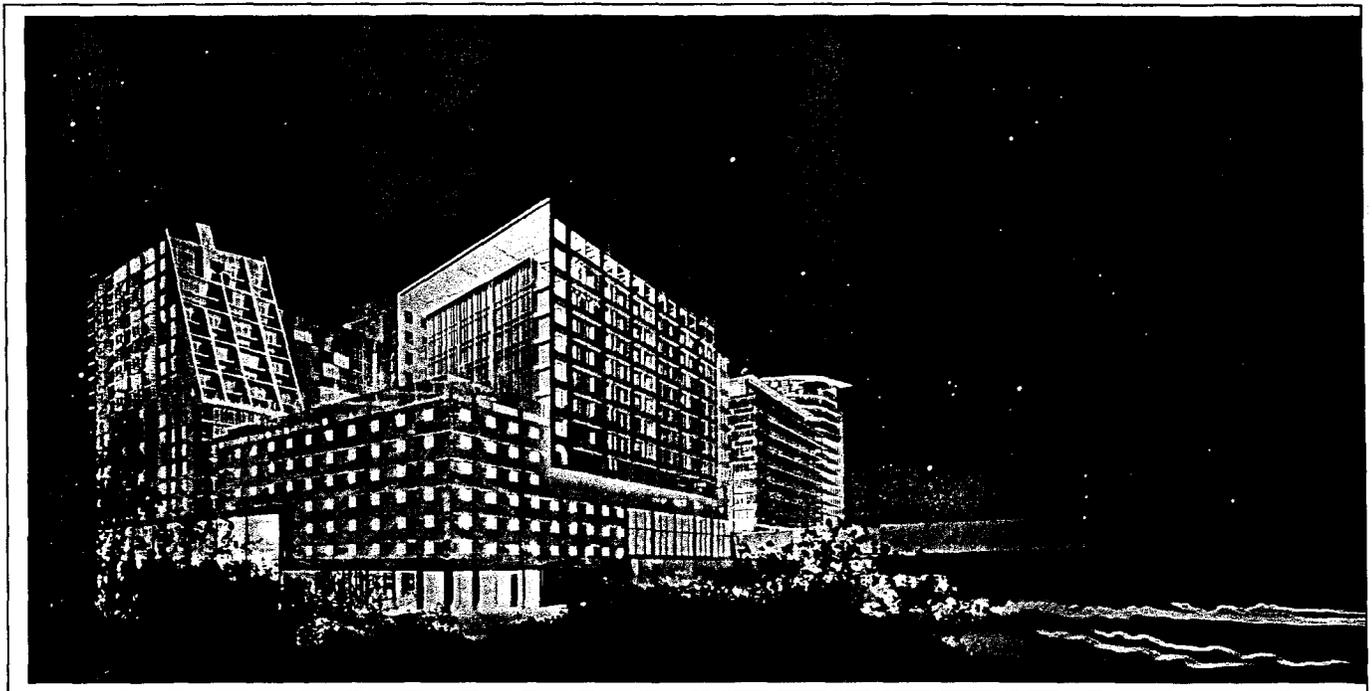


Public Art as Bicycle Crosswalk

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

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.

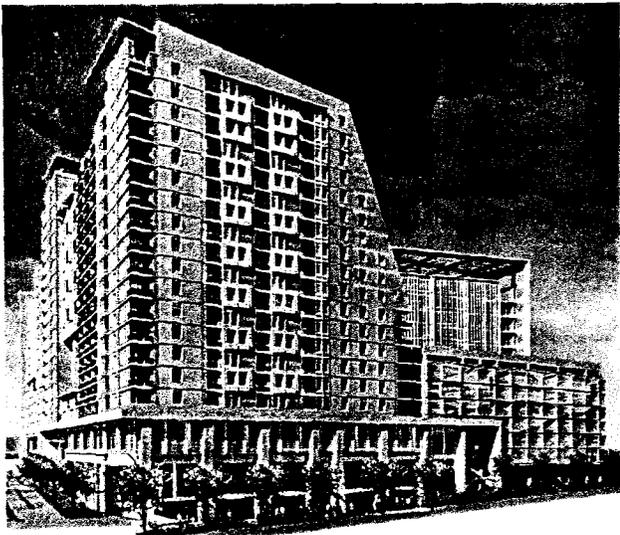


Conceptual Night View

- 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 - T Y P O L O G I E S

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.

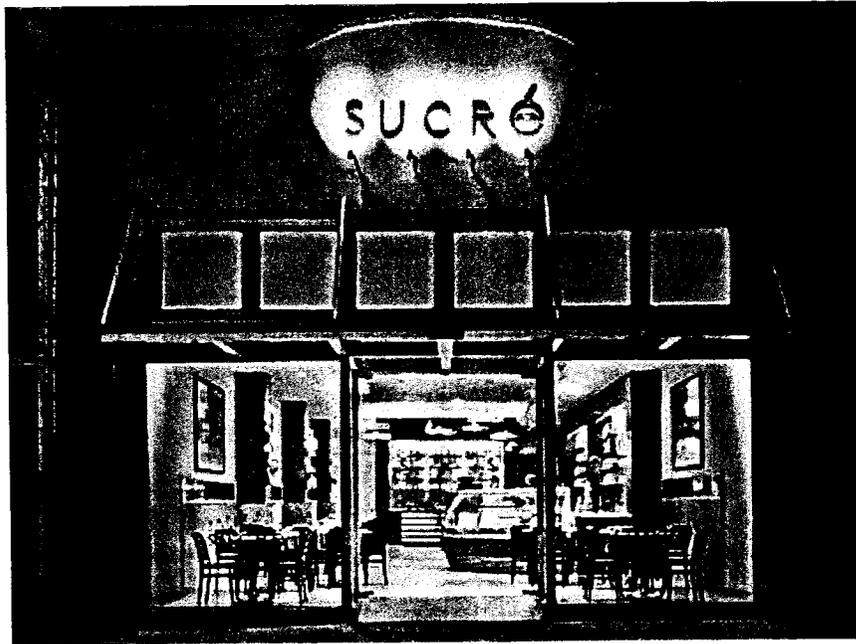
Retail design will include:

- ❖ 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.

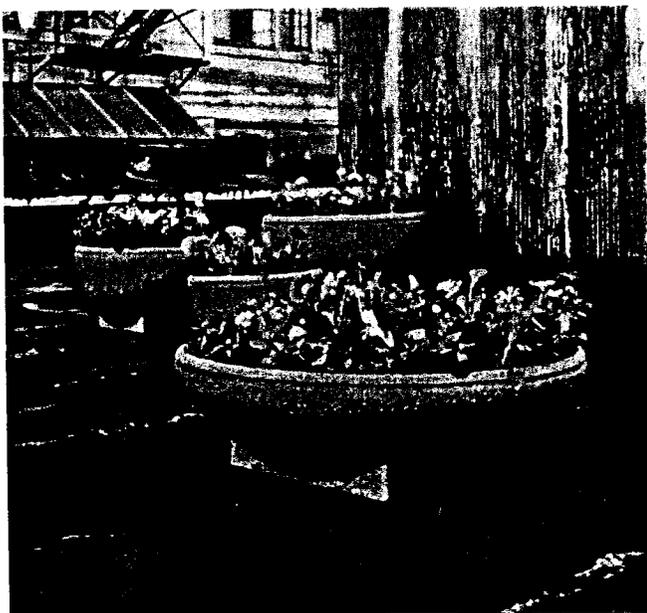


- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

RETAIL – CONTINUED.



Storefront Appearing as Open Air



Thematic Planters

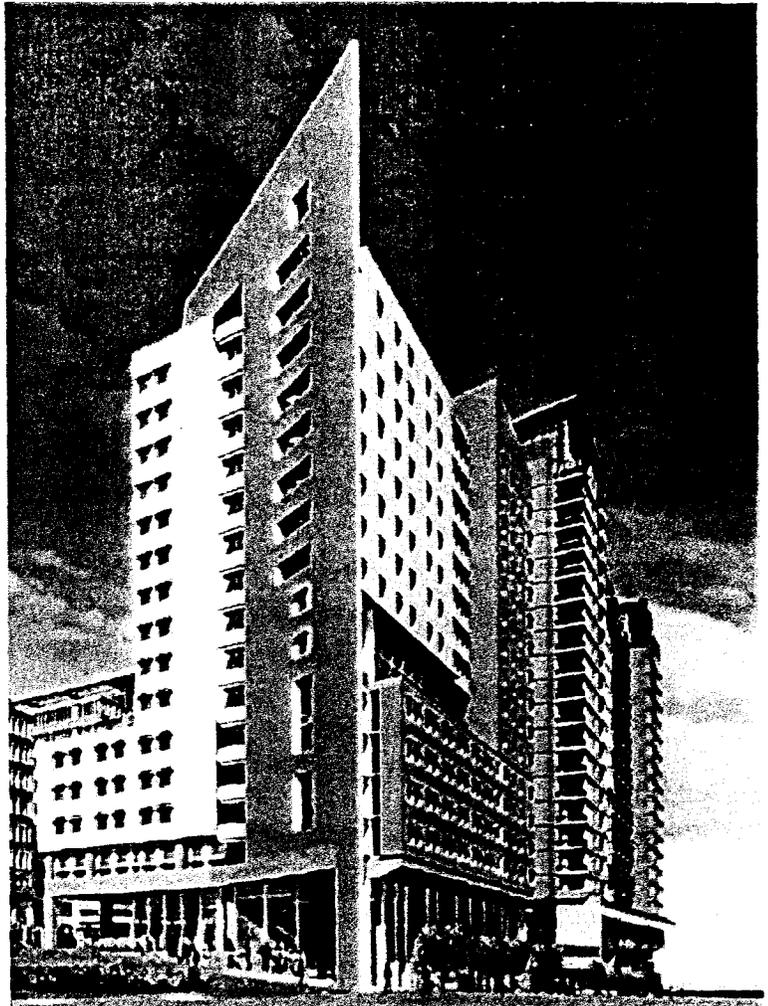


Restaurant with Moveable Glass Walls

- 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 Access Management Plan will provide its customers and the Civic Plaza visitors excellent and safe access/egress to the hotel for its visitors.



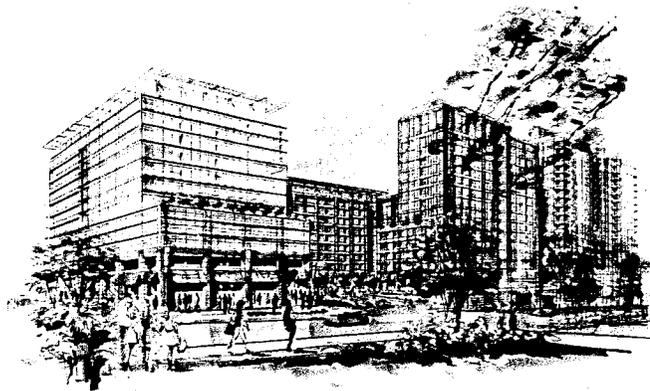
- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

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.

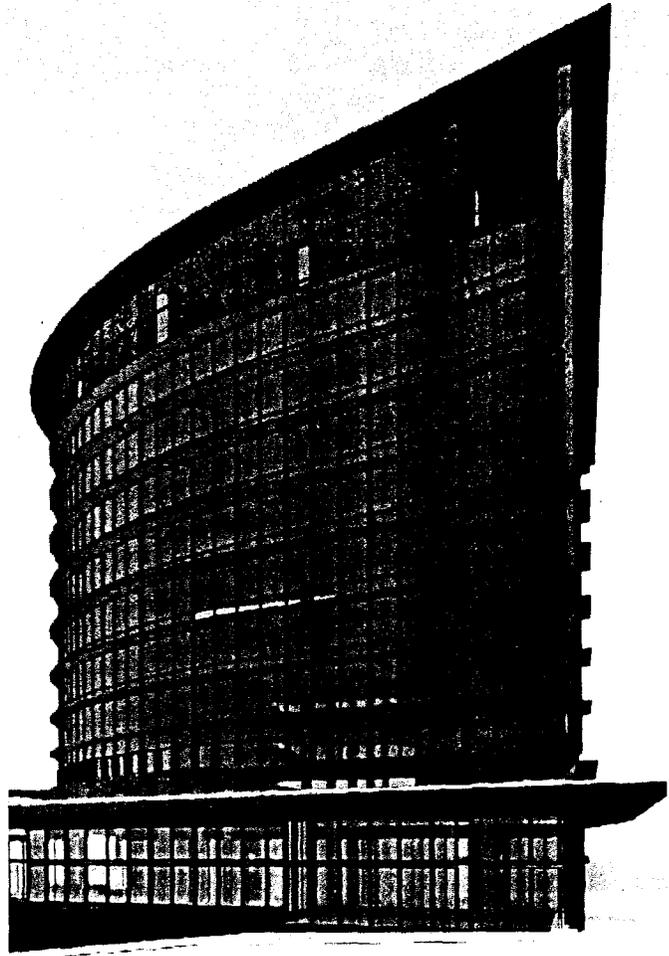


- BUILDING DEVELOPMENT GUIDELINES - TYPOLOGIES

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.

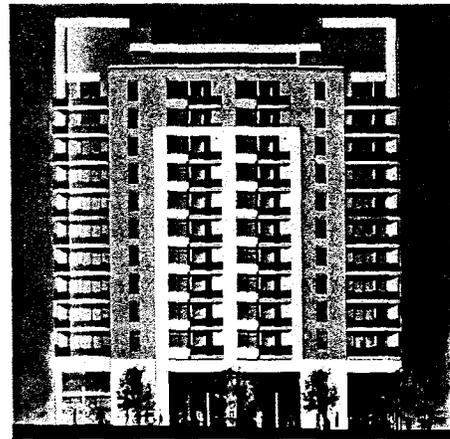
Buildings create the Civic Plaza space and should be designed to not only demarcate the extent of the Civic Plaza at the ground plane but also to create walls and openings that are of visual interest. All major building entrances will be pedestrian-oriented and open directly onto the Civic Plaza, with 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

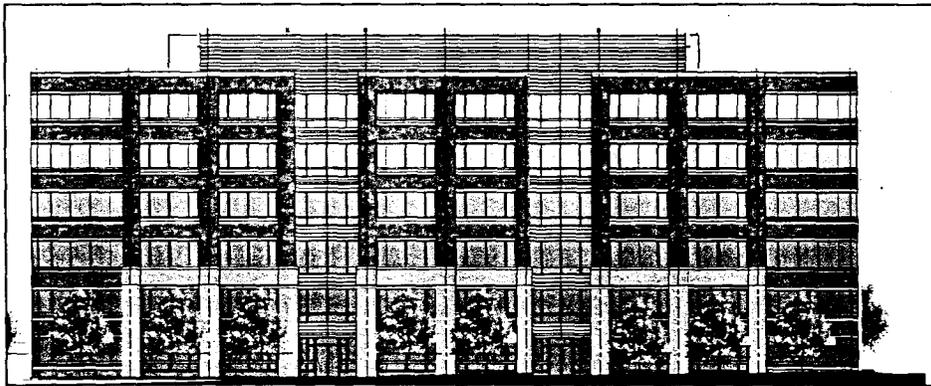
Potential Design for Building 6

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

ORIENTATION - CONTINUED.

Block 2.

Entrances will be oriented to Comstock Metro Center Drive. The Sunset Hills Road façade 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 - TYPOLOGIES

BUILDING MATERIALS AND ARTICULATION.

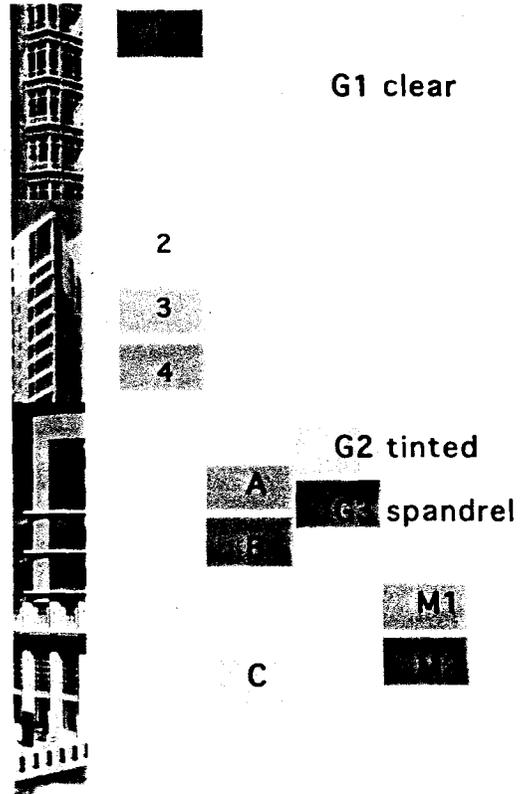
As one of the first transit-oriented developments in Fairfax County, the architecture at Reston Station should distinguish itself from other projects in Fairfax County as a unique, urban-scale, mixed used development. Architectural forms and features should be bold and clear enough to make each building 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.

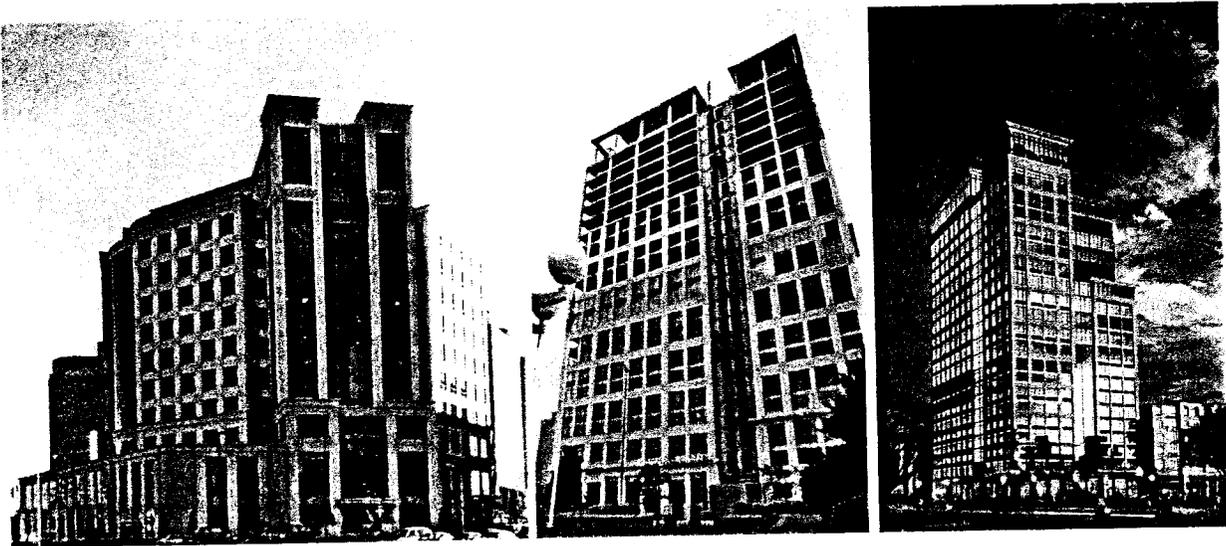
FINISHES PALETTE Brick | Precast | Glass | Metal



- 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

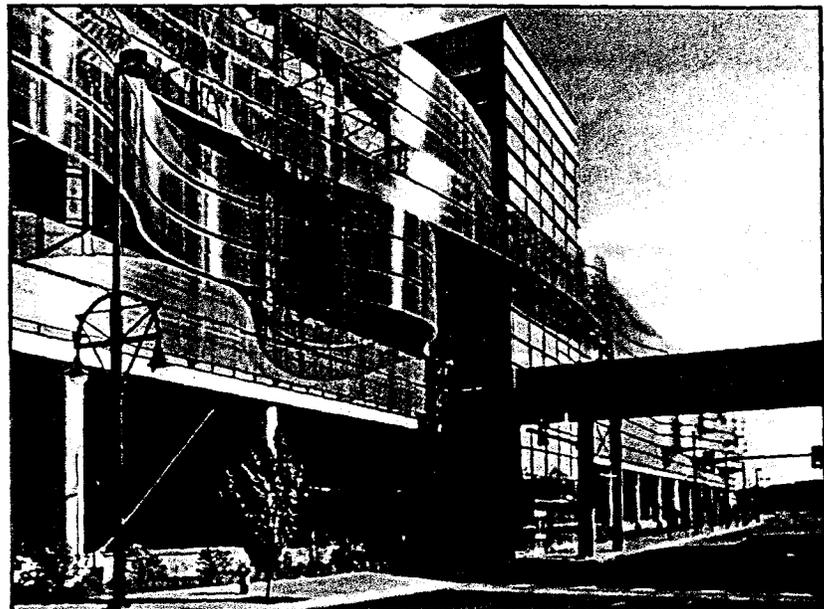
- BUILDING DEVELOPMENT GUIDELINES -

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.

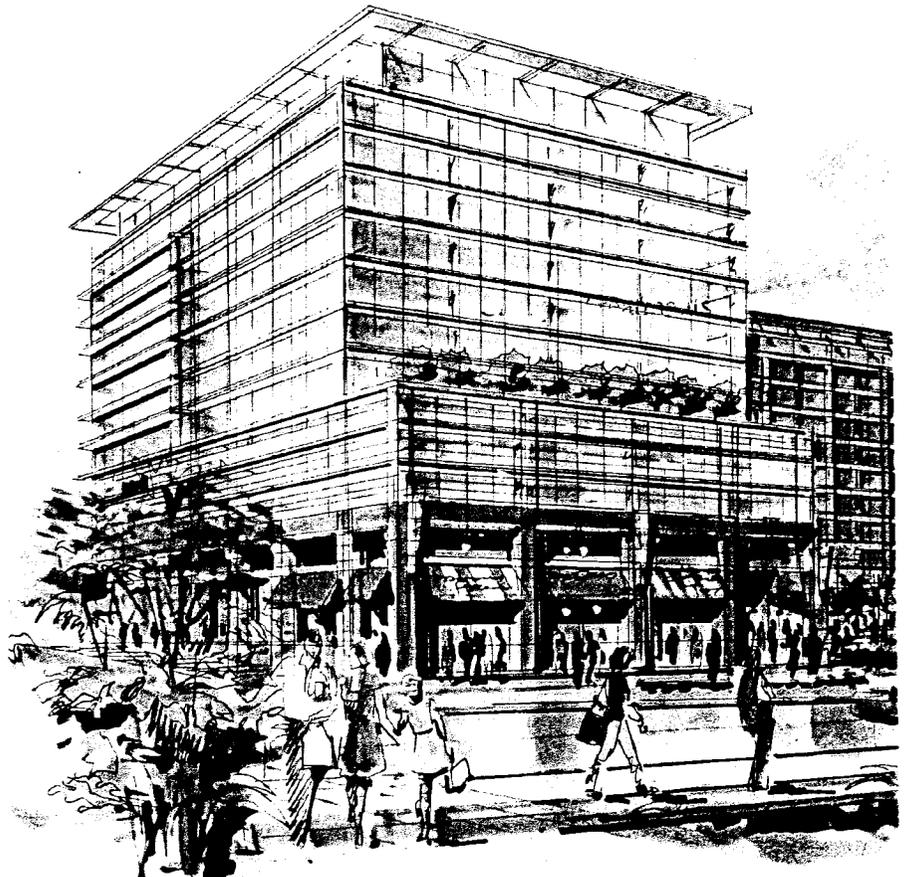


Artistic Lighting Implementation

- 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.



RECEIVED
Department of Planning & Zoning
MAY 18 2010
Zoning Evaluation Division

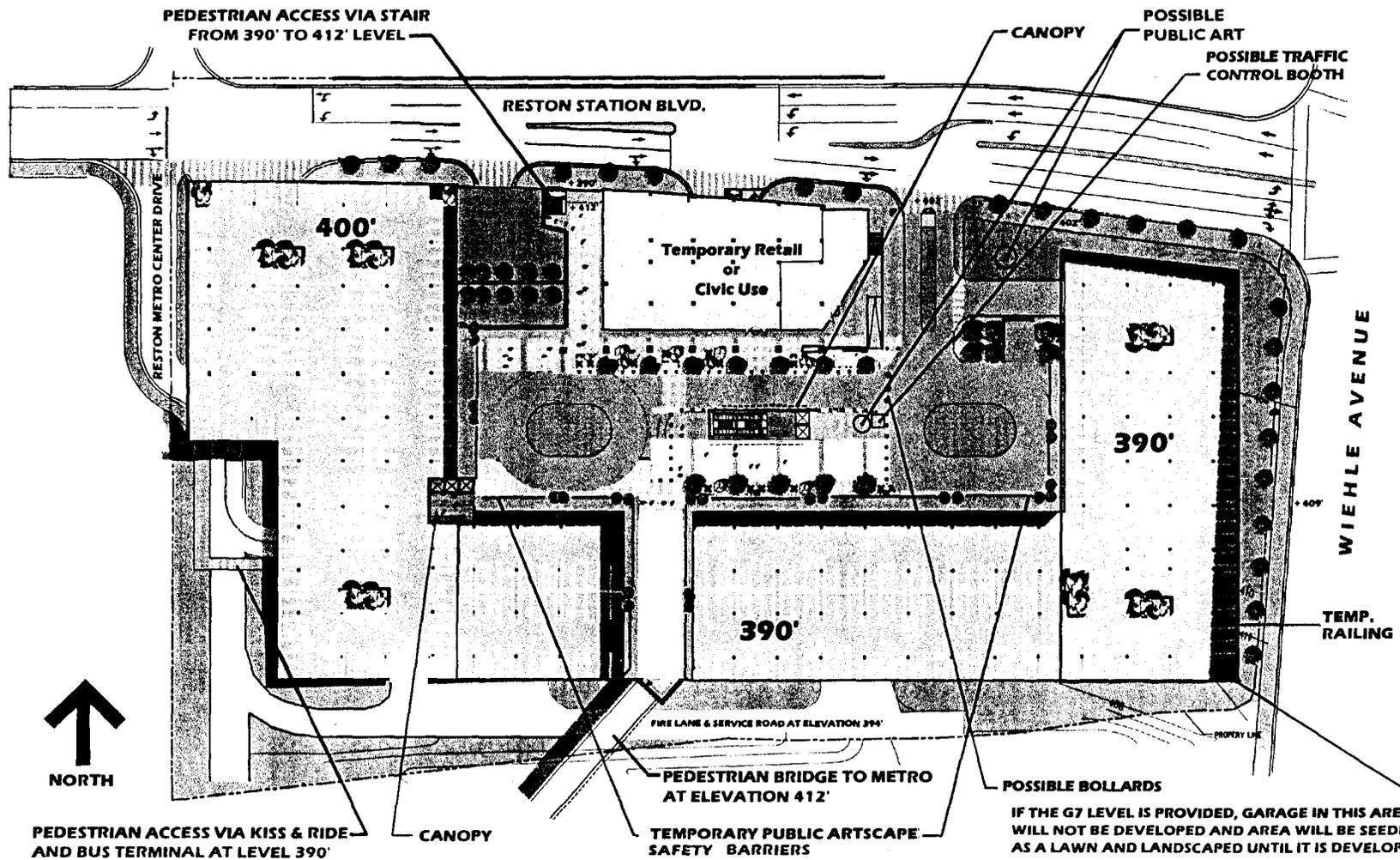
POTENTIAL PROJECT PHASING — EXHIBIT C

May 7, 2010



RESTON STATION / Proposed Transit Oriented Develop-

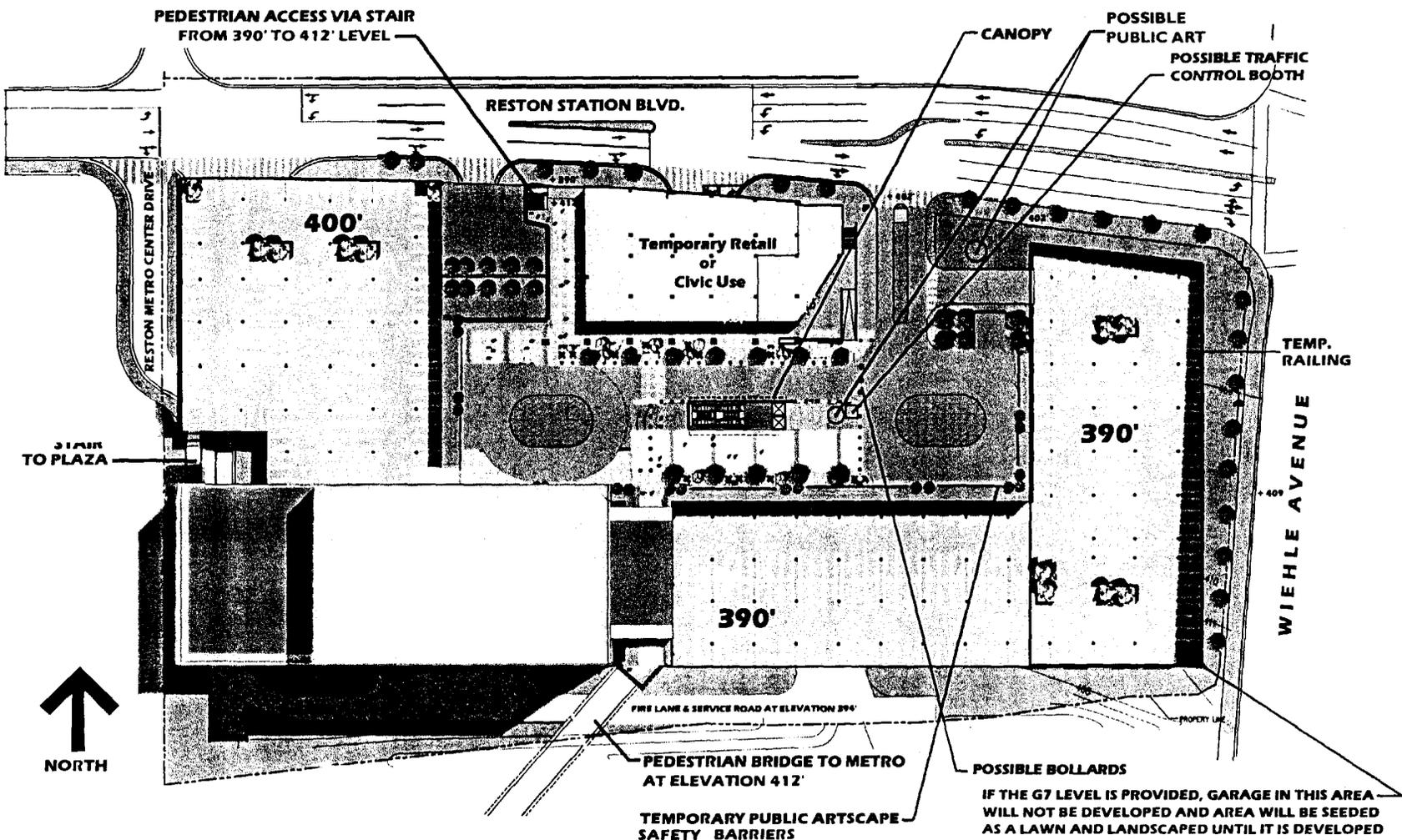
COMSTOCK
= PARTNERS =



PHASE 1

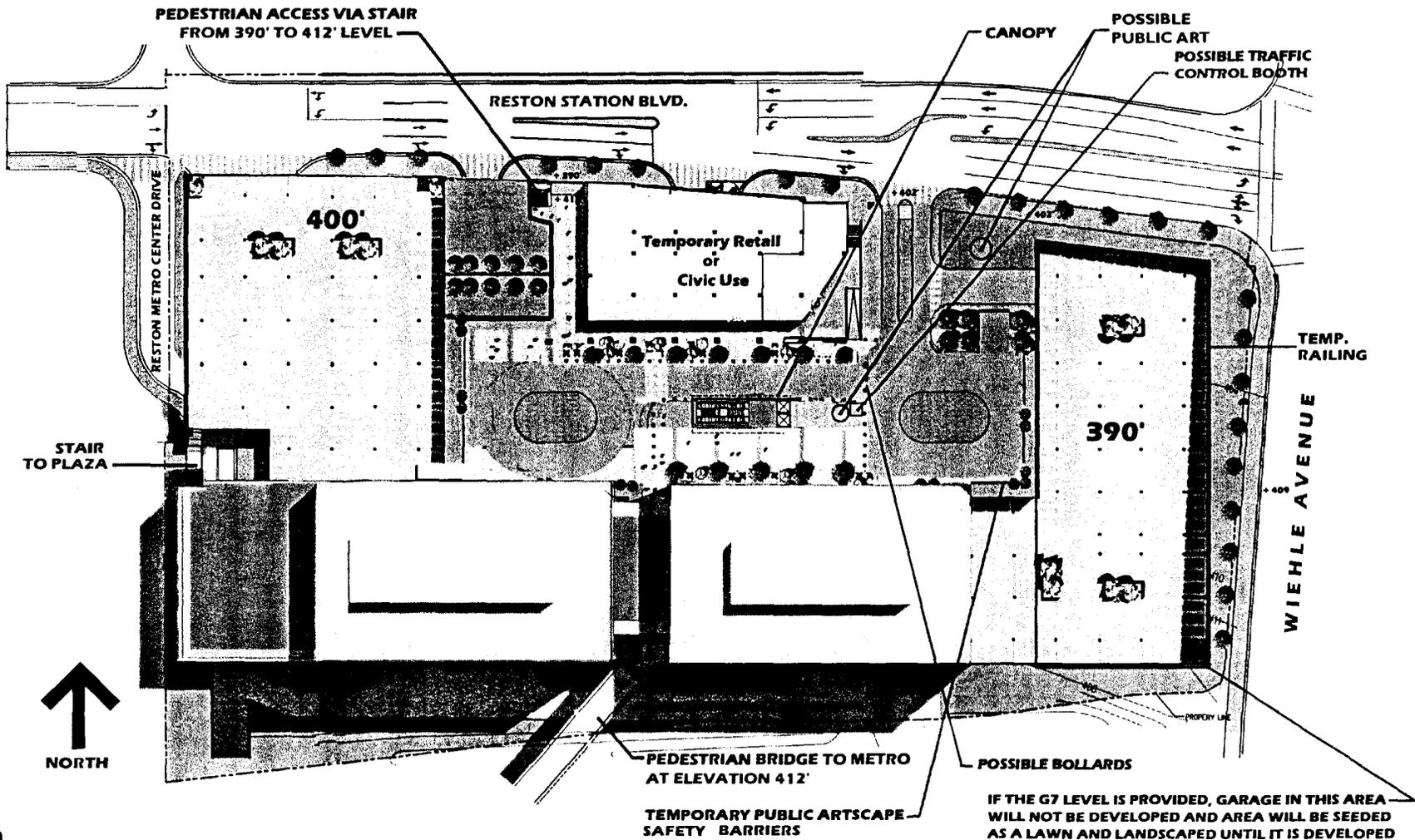
COMSTOCK
PARTNERS





PHASE 2

COMSTOCK PARTNERS

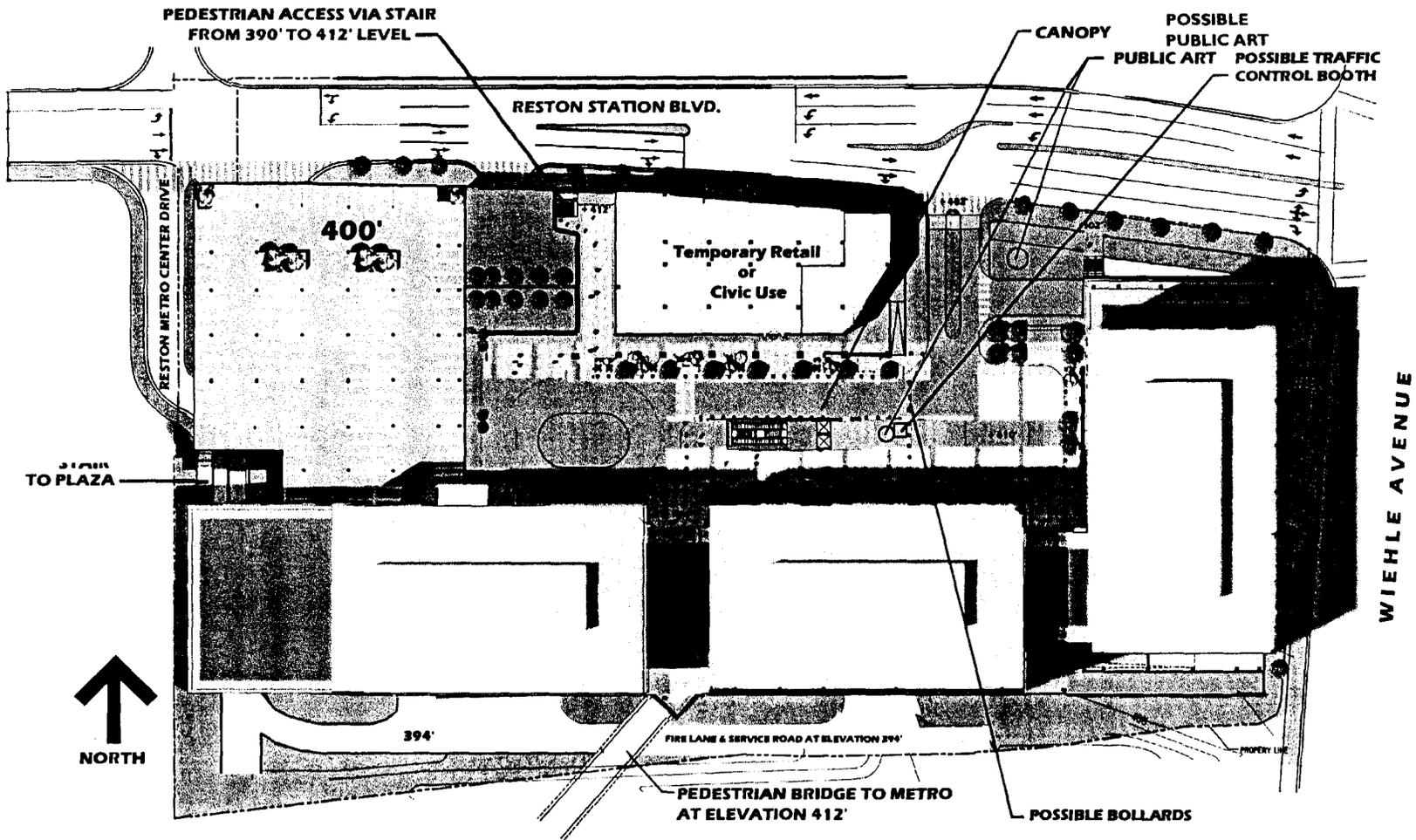


NORTH



PHASE 3

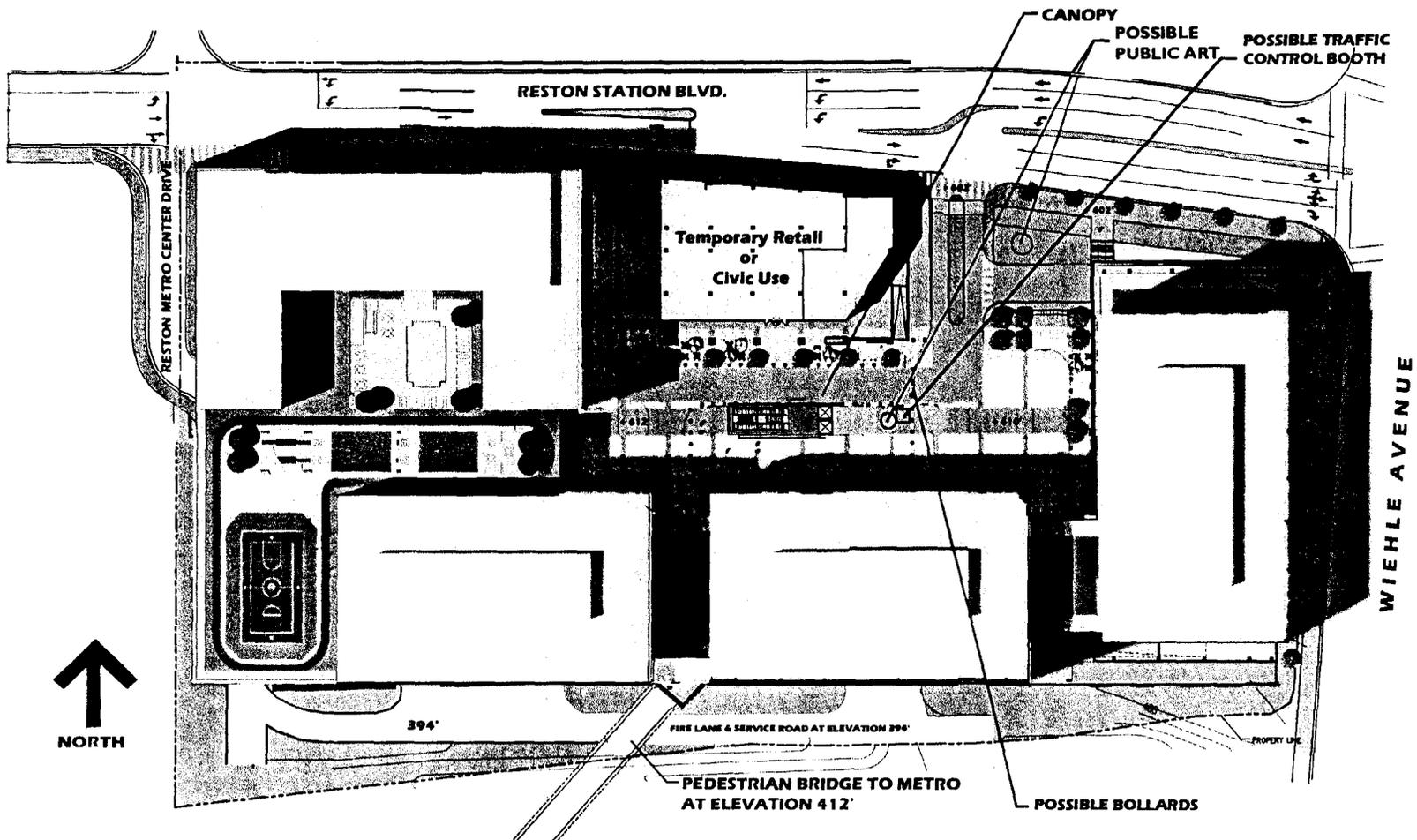
COMSTOCK PARTNERS



PHASE 4

COMSTOCK
PARTNERS

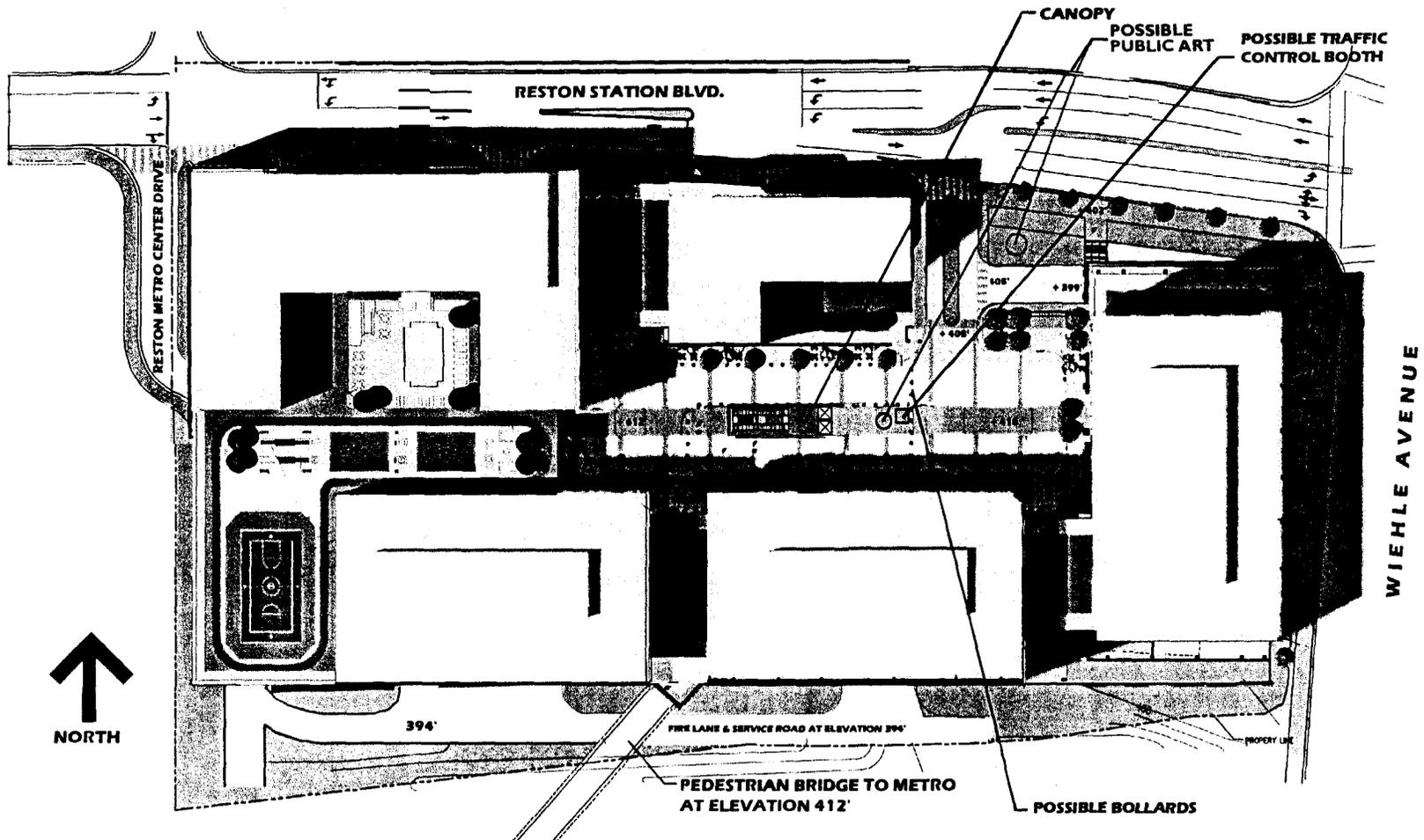




PHASE 5

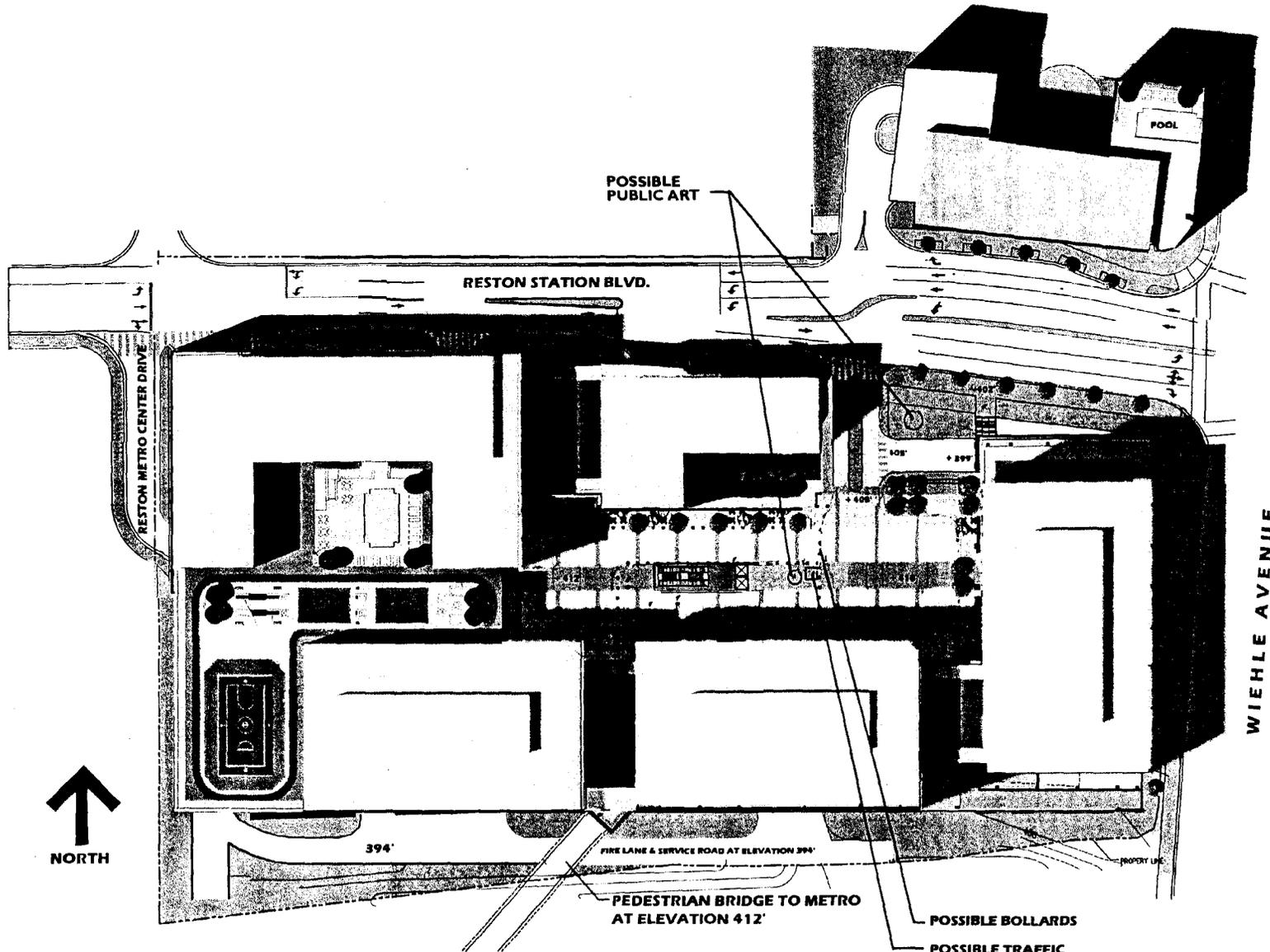
COMSTOCK
PARTNERS





PHASE 6

COMSTOCK
PARTNERS



FINAL SITE PLAN



CONCEPTUAL PLAZA PEDESTRIAN CONNECTION PHASING PLAN EXHIBIT C-1

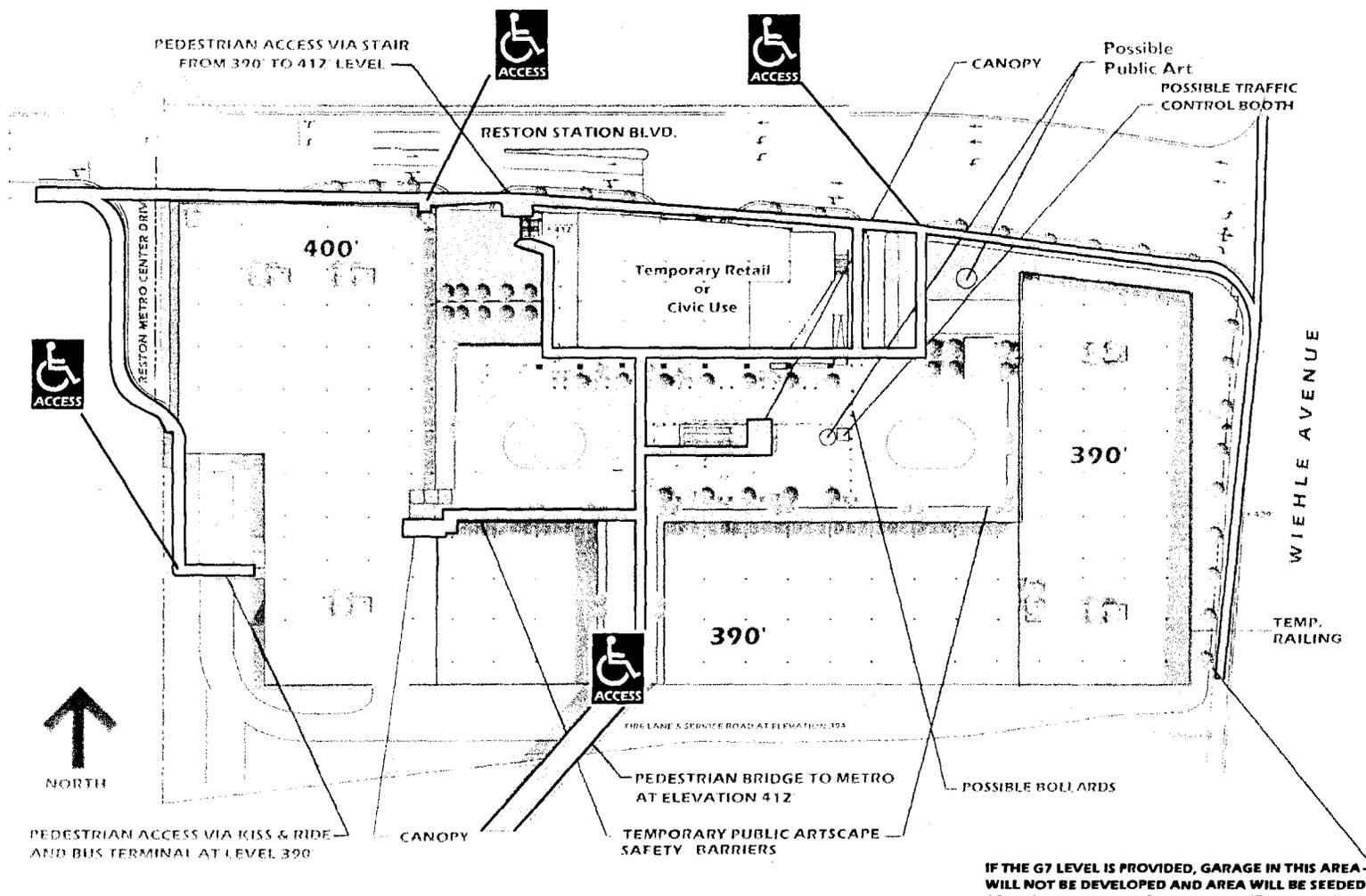
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Department of Planning & Zoning

MAY 18 2010

Zoning Evaluation Division

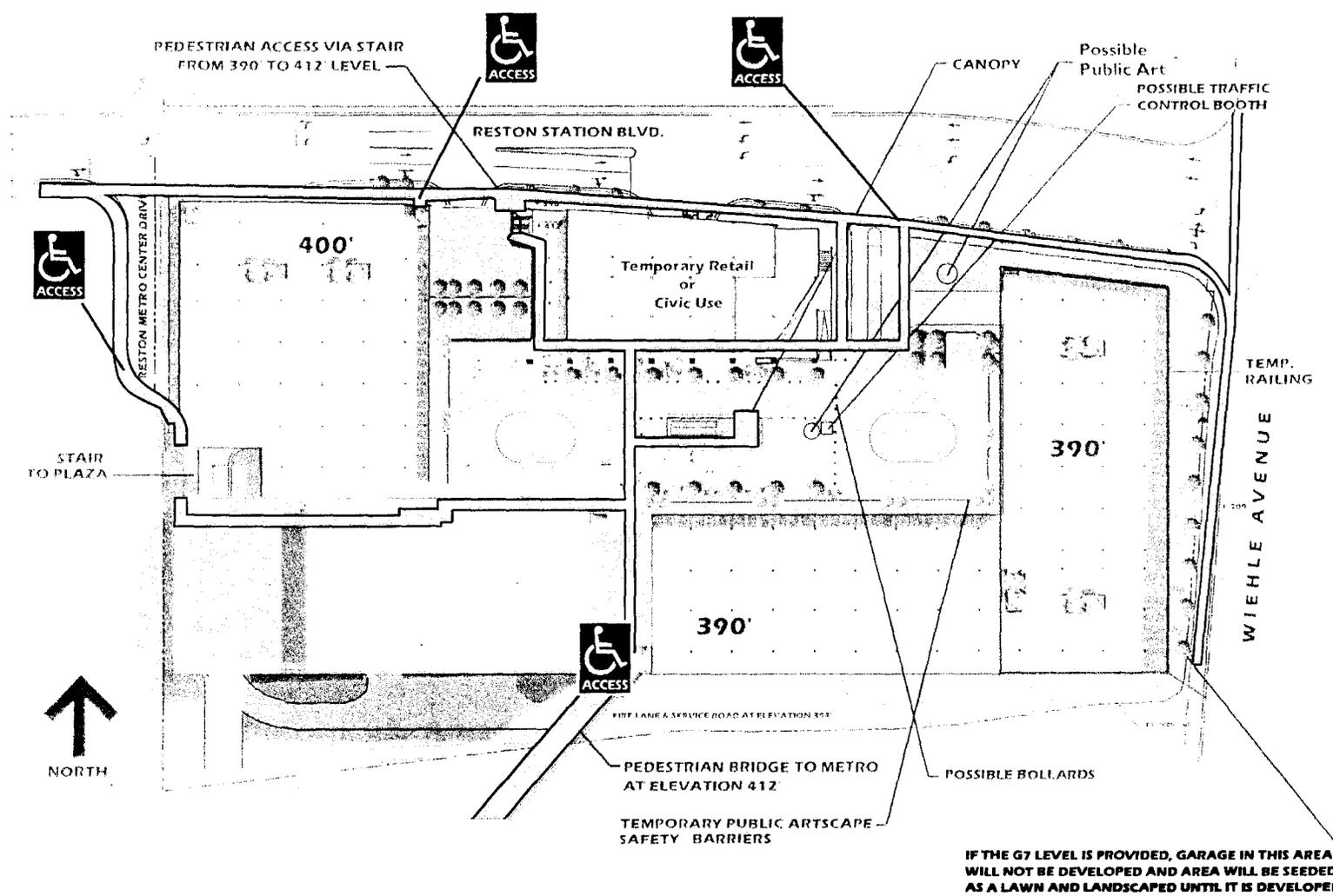


COMSTOCK
= PARTNERS =



PEDESTRIAN CIRCULATION PHASE 1

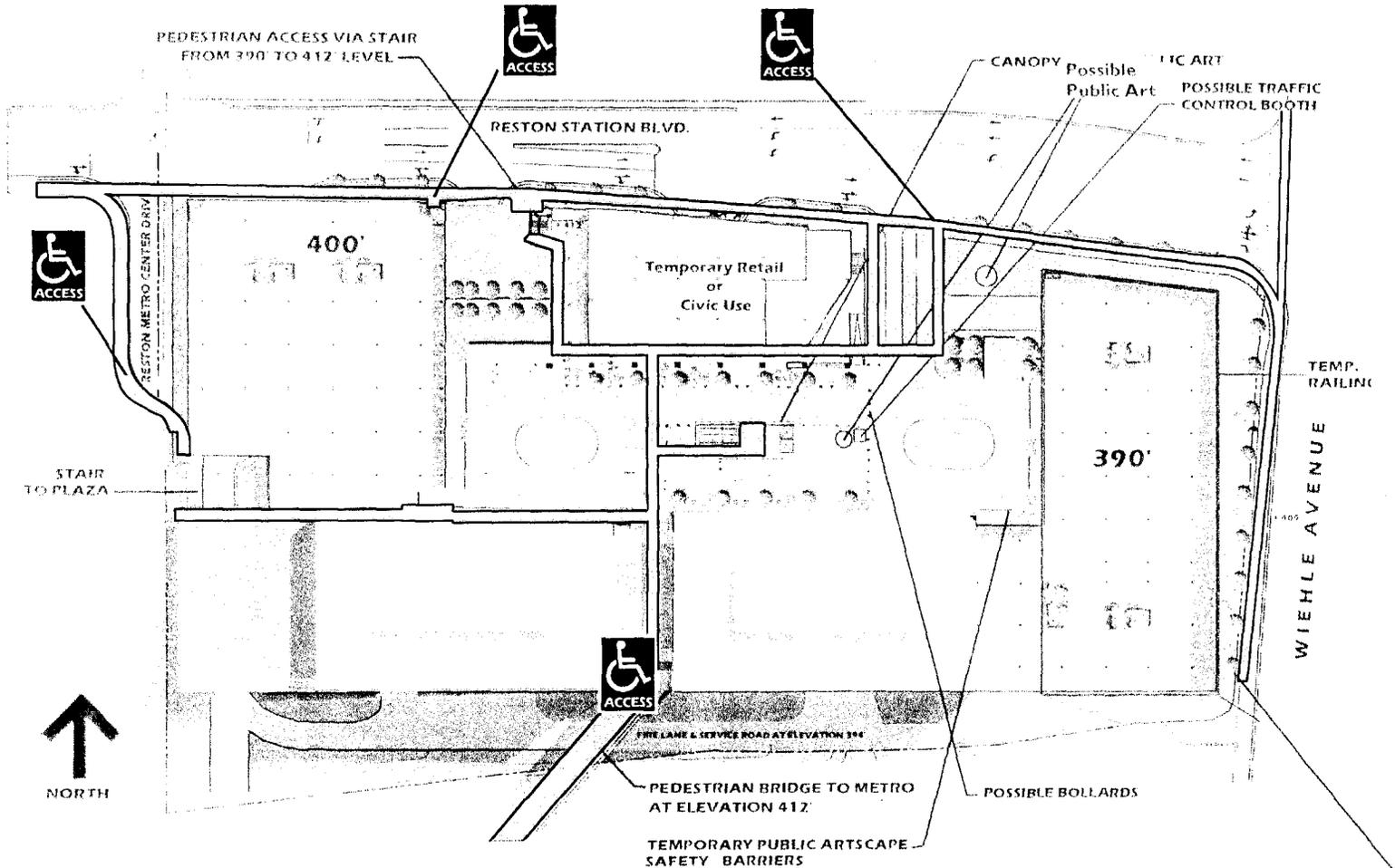
COMSTOCK
= PARTNERS =



PEDESTRIAN CIRCULATION PHASE 2

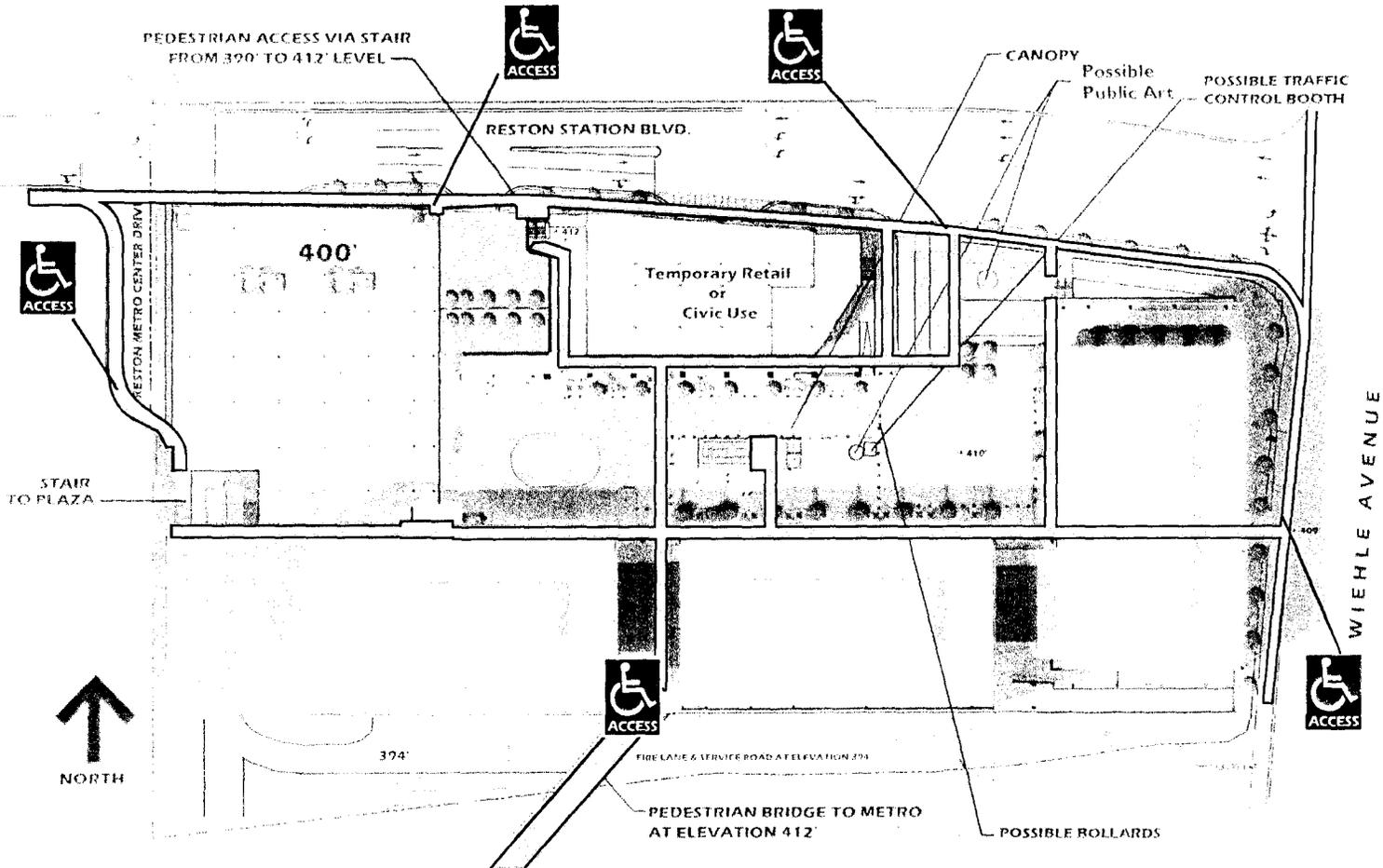
COMSTOCK
PARTNERS





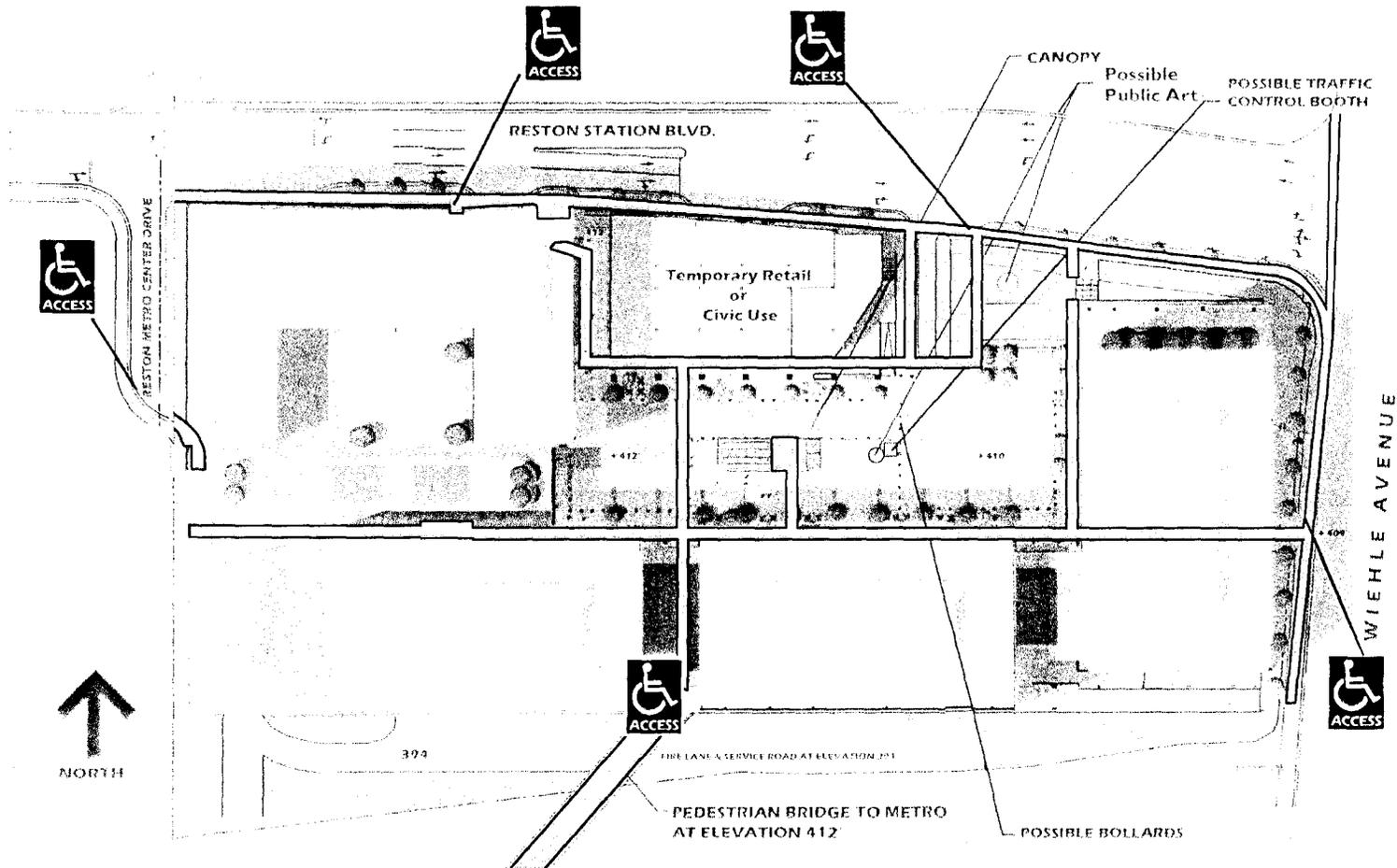
PEDESTRIAN CIRCULATION STAGE 3

COMSTOCK
PARTNERS



PEDESTRIAN CIRCULATION PHASE 4

COMSTOCK
= PARTNERS =

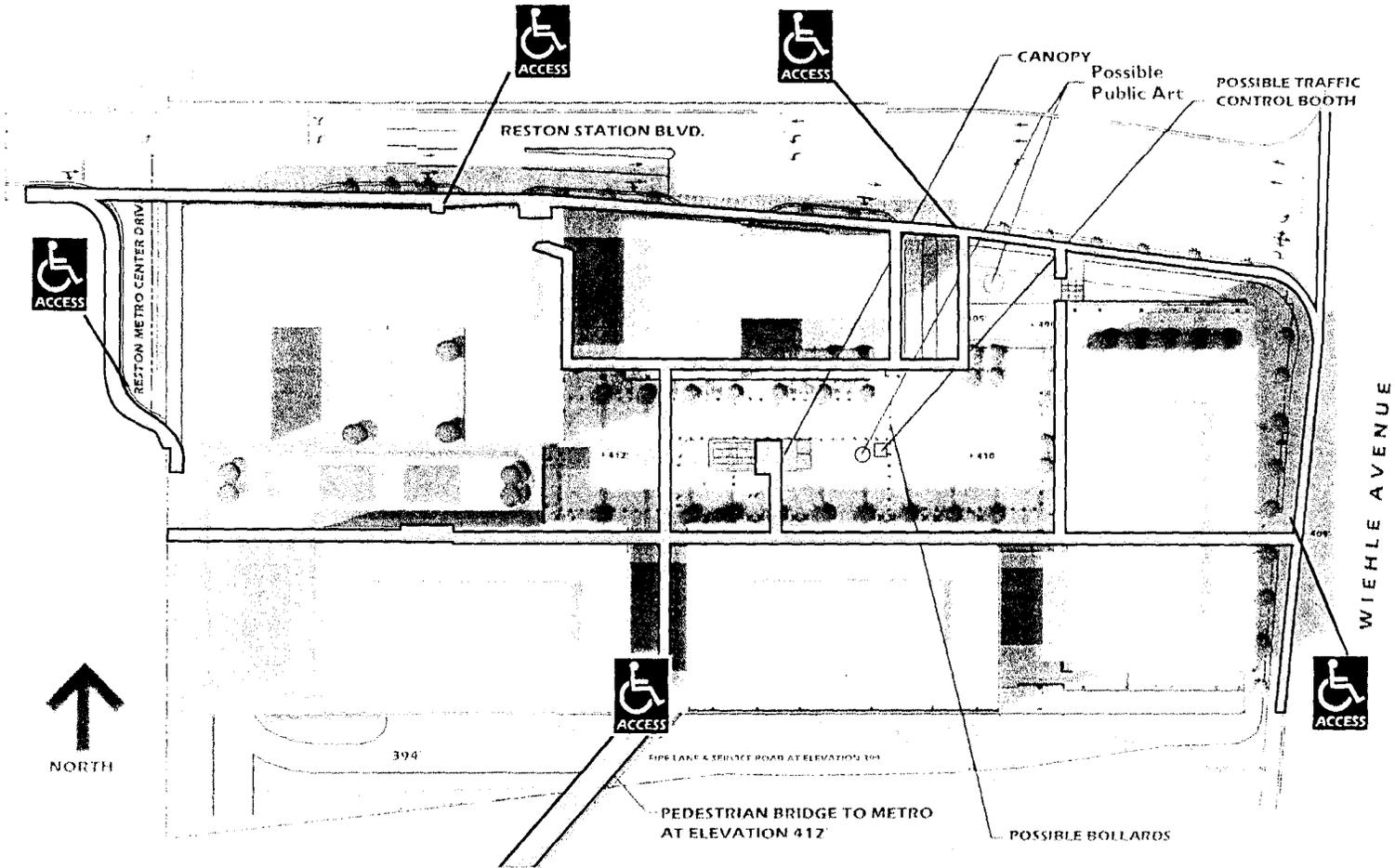


IF THE G7 LEVEL IS PROVIDED, GARAGE IN THIS AREA WILL NOT BE DEVELOPED AND AREA WILL BE SEED AS A LAWN AND LANDSCAPED UNTIL IT IS DEVELOPED



PEDESTRIAN CIRCULATION PHASE 5

COMSTOCK
PARTNERS

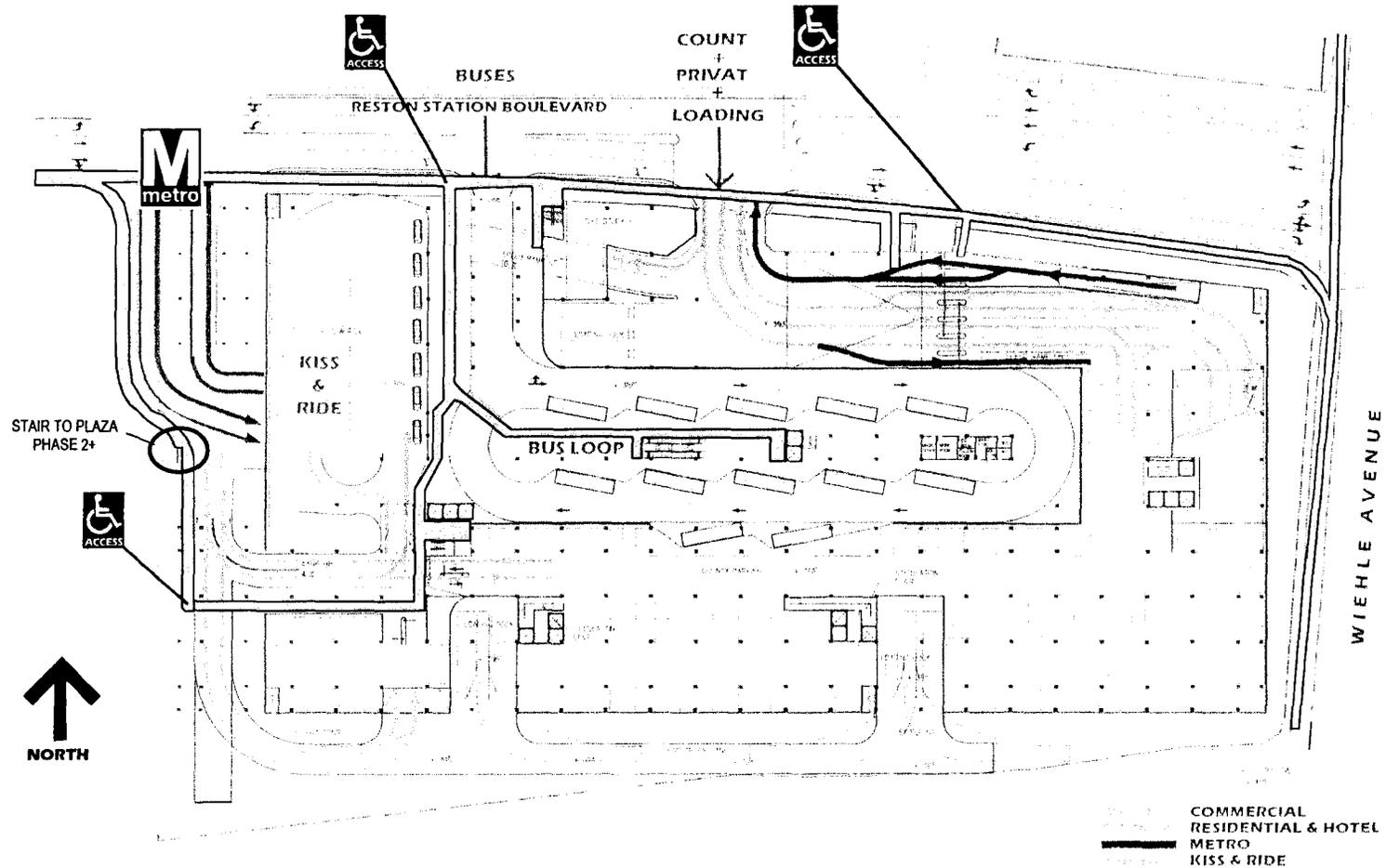


IF THE G7 LEVEL IS PROVIDED, GARAGE IN THIS AREA WILL NOT BE DEVELOPED AND AREA WILL BE SEEDED AS A LAWN AND LANDSCAPED UNTIL IT IS DEVELOPED

PEDESTRIAN CIRCULATION PHASE 6

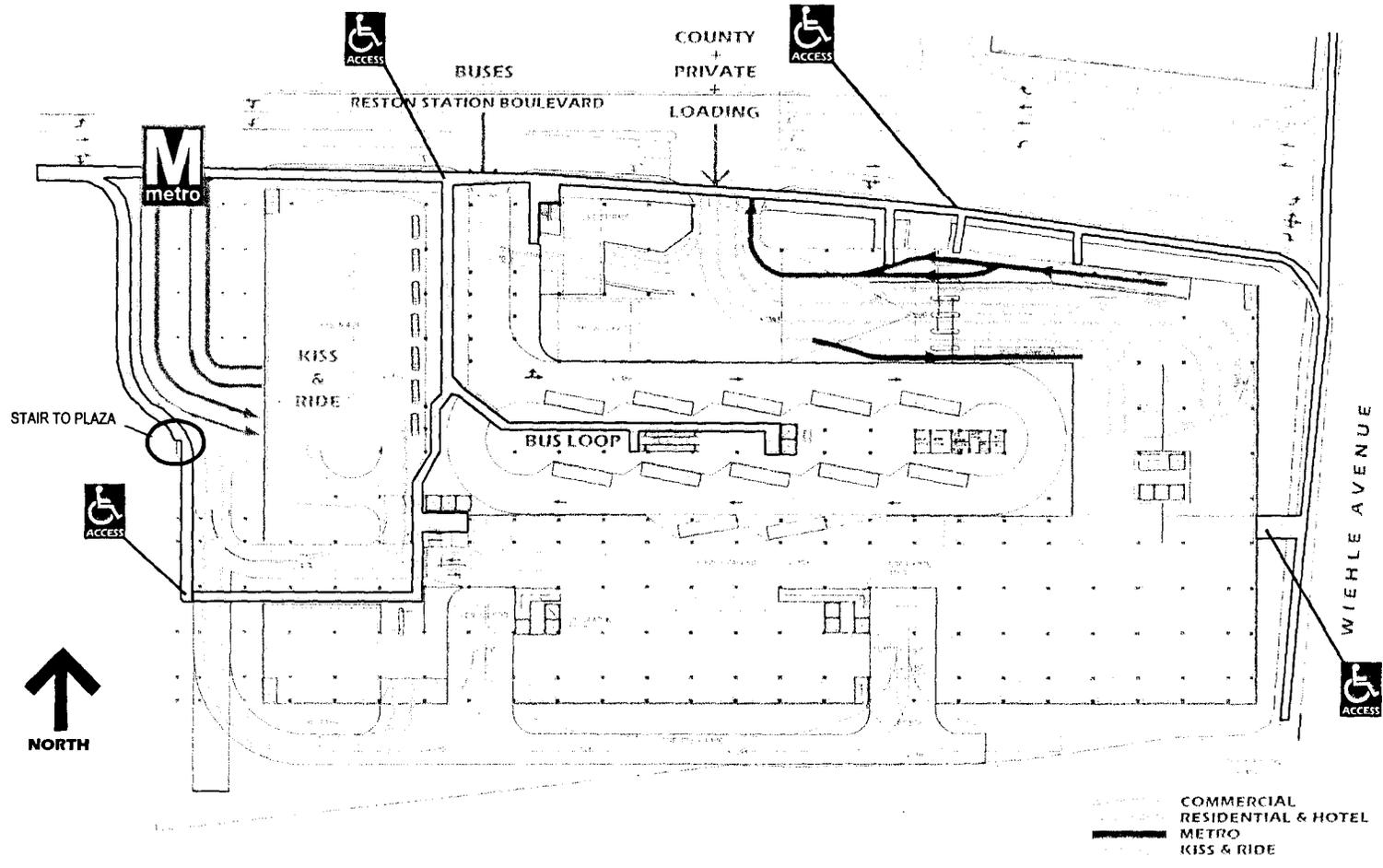
COMSTOCK
PARTNERS





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

COMSTOCK
PARTNERS



BUS LOOP / KISS AND RIDE LEVEL PEDESTRIAN CIRCULATION—PHASE 4-6

COMSTOCK
= PARTNERS =

PHASE 1 PLAZA
PROGRAM ELEMENTS
EXHIBIT C-2



RESTON STATION

PROFFERS

EXHIBIT D

May 17, 2010

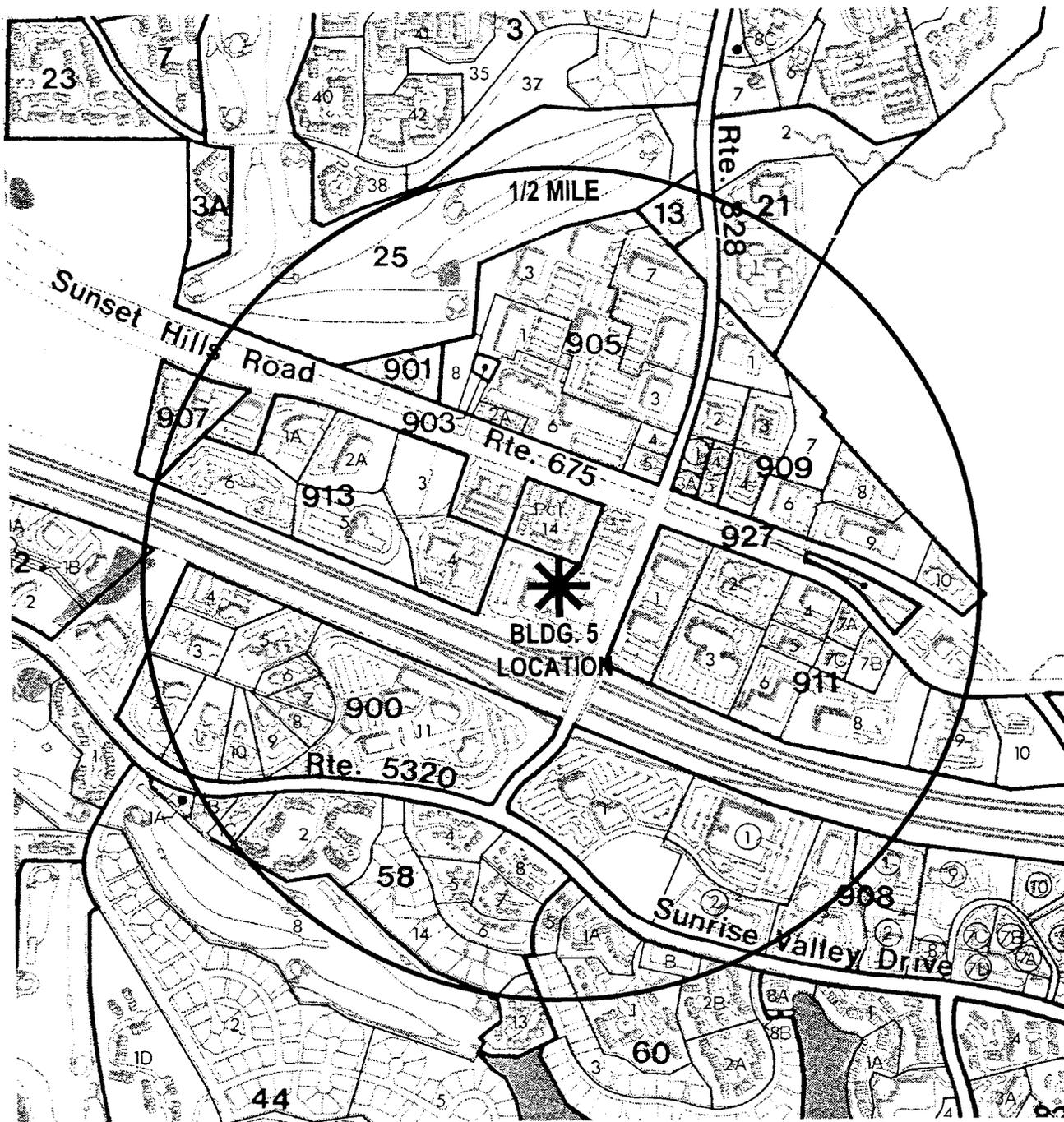


EXHIBIT D

DATE: 01-06-2010

SCALE: 1"=1000'

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



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 7712 Little River Turnpike
 Annandale, Virginia 22003
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GENERAL NOTES:

1. THE APPLICATION PROPERTIES DELINEATED HEREON ARE LOCATED ON FARFAX COUNTY TAX MAP NUMBERS 017-4-017A AND 017-4-017B AND ARE CURRENTLY ZONED I-4 (MEDIUM DENSITY INDUSTRIAL DISTRICT)

T.M. #017-4-24-0003 101,700 S.F. OR 2.34591 ACRES
 T.M. #017-4-01-0017A 381,038 S.F. OR 8.79978 ACRES

SUB-TOTAL 543,398 S.F. OR 12.47470 ACRES

LESS POTENTIAL RIGHT-OF-WAY DEDICATION FROM 017-4-01-0017A = 1.31 ACRES
 LESS POTENTIAL RIGHT-OF-WAY DEDICATION FROM 017-4-24-0003 = 0.23 ACRES

APPLICATION SITE AREA 10.9347 ACRES

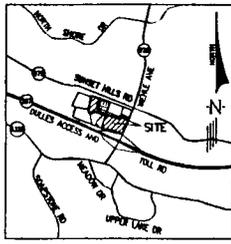
*APPLICANT HEREBY RESERVES DENSITY CREDIT FOR PUBLIC RIGHT-OF-WAY DEDICATION

ADDITIONAL PUBLIC RIGHT-OF-WAY POTENTIALLY REQUIRED:
 T.M. #017-4-19-0004 0.18 ACRES
 T.M. #017-4-19-0005-A 0.43 ACRES
 T.M. #017-4-19-0006-A 0.28 ACRES
 T.M. #017-4-24-0004-A 0.19 ACRES

PUBLIC RIGHT-OF-WAY RESERVATION FOR FUTURE DEDICATION:
 T.M. #017-4-24-0003 0.13 ACRES
 (53' FROM CENTERLINE OF SUNSET HILLS ROAD, SEE SHEET (5))

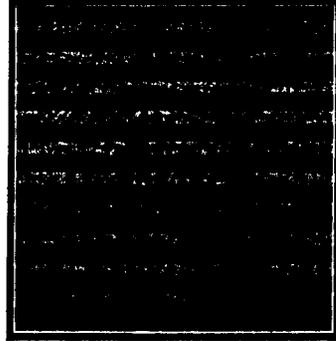
VICINITY MAP

SCALE: 1" = 2,000'



SOILS MAP

SCALE: 1" = 500'



SOIL I.D. NUMBERS	SERIES NAME	PROBLEM SOIL CLASS
1A+	MIXED ALLUVIAL	A
100A	OLENFLELO	B
5092	OLENFLELO	C
5052C	OLENFLELO	C

NOTE: SOIL INFORMATION IS PER THE LATEST FARFAX COUNTY SOILS MAP AND SOILS OF FARFAX, GENERAL RATINGS FOR URBAN DEVELOPMENT.

BUILDING DATA CHART

Building Number	Preliminary Individual Average	Max Building Height	Min Height above Plane	Primary Uses	Primary Use Max GFA	Primary Use Min GFA	Appx. Use Max Lobby GFA	Secondary Use**	Secondary Use Max GFA	Secondary Use Min GFA	Parking (Minimum)	Parking (Maximum)	TOTAL
Block 1:													
1	n/a	*205'	135.0'	Office	130,000	180,000	3,000	Retail	25,000	10,000	358,000	193,000	
2	n/a	*205'	30.0'	Office	275,000	150,000	3,000	Retail	23,000	10,000	301,000	163,000	
3	n/a	*205'	135.0'	Office	275,000	150,000	3,000	Retail	12,000	5,000	290,000	158,000	
4	n/a	*205'	150.0'	Residential	435,000	370,000	3,000	Retail	55,000	5,000	495,000	330,000	
5	n/a	*205'	30.0'	Hotel/Residential	168,000	-	3,000	Retail	35,000	15,000	206,000	18,000	
6	398.0'	140'	n/a	Residential	240,000	80,000	3,000	Retail	17,000	3,500	260,000	86,500	
Block 2:													
7	361.0'	140'	n/a	Office/Residential	180,000	-	3,000	Retail	55,000	4,500	193,000	-	
8	363.0'	140'	n/a	Office	155,000	75,000	existing	Retail	15,000	5,000	170,000	75,000	

N/A = Not Applicable
 * Above Plane Elevation
 ** Retail designation includes all Non-Principal uses as defined in Preffer 9
 *** Optics of Block 2 Owner to transfer up to 228,000 gross square feet from Block 2 to Block 1

SITE TABULATIONS:

EXISTING WITH DEVELOPMENT AREA:	124,710 AC. (943,308 S.F.)
EXISTING ZONE:	I-4
PROPOSED ZONE:	POC
OPEN SPACE REQUIRED (2% OF G.S.A.):	2.48 AC. (106,880 S.F.)
OPEN SPACE PROVIDED (2% OF G.S.A.):	2.49 AC. OR 206,906 (S.F. IS NOT MET SPECIFY)
PROPOSED BALDING GROSS FLOOR AREA:	SEE TABLE BELOW
MAXIMUM F.A.R.:	2.5 (243,398 + 2.5 = 1,206,995 S.F.)
PROPOSED F.A.R.:	2.50
BARBARAN ALLOWABLE BALDING HEIGHT:	NO REQUIREMENT
PROPOSED BALDING HEIGHT:	VARIES (SEE BALDING DATA CHART, THIS SHEET)
BALL PLANE REQUIREMENT:	NONE REQUIRED

PROPOSED DEVELOPMENT:

Development Program

Area (AC)	Block 1 (017-4-01-0017A)	Block 2 (017-4-01-0003)	Total
Proposed PDR	3,829.71	3,429.71	7,259.42
Proposed GFA	175,000	266,000	4,410,000
Existing GFA	0	23,000	23,000
Total GFA	175,000	289,000	4,433,000

Total Proposed Development Density = 13.028 GDF
 Proposed Gross Density (7% of Total GFA) = 61,086 GDF (subject to final building design, use Residential Gross Density)
 Total Proposed Development Density with Bonus = 13.71, 150 GDF

Use bonus density credit for the portion of total building GFA in accordance with Public Use of Land Use Ordinance. Total bonus density is subject to approval. All bonus density will be applied to the total GFA of the building. Bonus density credit will be applied to the portion of total building GFA that is subject to the bonus density credit. Bonus density credit will be applied to the portion of total building GFA that is subject to the bonus density credit.

Residential Use Area (R.U.A.):
 An R.U.A. shall be a minimum of 27.0% of the aggregate gross density shall be provided as Residential use.
 Minimum Residential Use Area = 37.3% (1,632,214 S.F.) = 37.3% of 4,433,000 S.F.

Office Use Area (O.U.A.):
 An O.U.A. shall be a minimum of 20% of the aggregate gross density shall be provided as Office use.
 Minimum Office Use Area = 88% (3,923,114 S.F.) = 88% of 4,458,000 S.F.

Potential Use Allocation Chart**

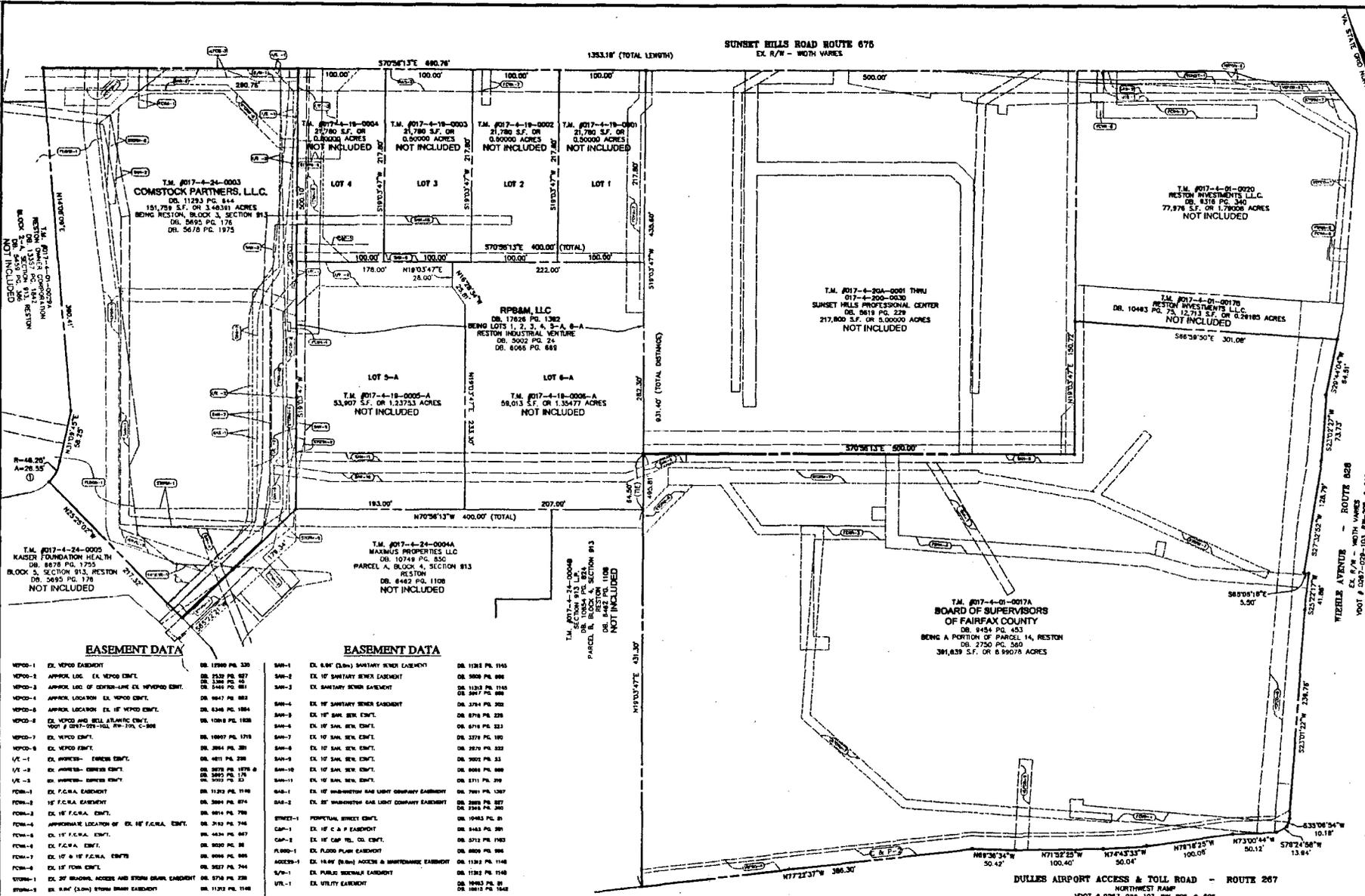
Development GFA	Block 1 (017-4-01-0017A)	Block 2 (017-4-01-0003)	Total
Residential GFA	398,000	140,000	538,000
Office GFA	130,000	0	130,000
Hotel GFA	168,000	0	168,000
Commercial GFA	31,000	0	31,000
Other GFA	0	0	0
Office GFA	130,134	140,000	270,134
Total	579,134	280,000	859,134

** Applicant reserves the flexibility to adjust the use allocation shown above to the extent permitted by the building code and the zoning ordinance. Additionally, the applicant shall be responsible for obtaining all necessary permits and approvals from the City of Fairfax. The applicant shall be responsible for obtaining all necessary permits and approvals from the City of Fairfax. The applicant shall be responsible for obtaining all necessary permits and approvals from the City of Fairfax.

Parking/Loading Computations***

Site for Vehicle Parking (V.P.) shall be in the form of building spaces:
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SUNSET HILLS ROAD ROUTE 675
EX. R/W - BOTH VARES



EASEMENT DATA

VEPO-1	EX. VEPO EASEMENT	DL 12890 PG. 320
VEPO-2	APPROX. LOC. EX. VEPO EMT.	DL 2532 PG. 827
VEPO-3	APPROX. LOC. OF CENTER-LINE EX. VEPO EMT.	DL 2328 PG. 825
VEPO-4	APPROX. LOCATION EX. VEPO EMT.	DL 6647 PG. 883
VEPO-5	APPROX. LOCATION EX. 16' VEPO EMT.	DL 6346 PG. 1884
VEPO-6	EX. VEPO AND WELL ALLOWANCE EMT. FROM 1' DIST. TO CENTERLINE OF C-308	DL 10818 PG. 1828
VEPO-7	EX. VEPO EMT.	DL 10907 PG. 1776
VEPO-8	EX. VEPO EMT.	DL 2864 PG. 281
VE-1	EX. IMPROVEMENTS - CONCRETE EMT.	DL 4811 PG. 238
VE-2	EX. IMPROVEMENTS - CONCRETE EMT.	DL 3878 PG. 1878
VE-3	EX. IMPROVEMENTS - CONCRETE EMT.	DL 5823 PG. 15
FOA-1	EX. F.C.R.A. EASEMENT	DL 11212 PG. 1140
FOA-2	EX. F.C.R.A. EASEMENT	DL 3864 PG. 874
FOA-3	EX. 16' F.C.R.A. EMT.	DL 6614 PG. 788
FOA-4	APPROXIMATE LOCATION OF EX. 16' F.C.R.A. EMT.	DL 3112 PG. 776
FOA-5	EX. 17' F.C.R.A. EMT.	DL 4424 PG. 843
FOA-6	EX. F.C.R.A. EMT.	DL 3630 PG. 81
FOA-7	EX. 16' F.C.R.A. EMT.	DL 6096 PG. 666
FOA-8	EX. 16' F.C.R.A. EMT.	DL 3827 PG. 744
STOR-1	EX. 20' BRUSH, ACCESS AND STORM DRAIN EASEMENT	DL 5716 PG. 228
STOR-2	EX. 16' (10') STORM DRAIN EASEMENT	DL 11212 PG. 1140
STOR-3	EX. STORM DRAIN EASEMENT	DL 6142 PG. 1788
STOR-4	EX. STORM DRAIN EASEMENT	DL 4481 PG. 776
STOR-5	EX. STORM DRAIN EASEMENT	DL 5816 PG. 843
STOR-6	EX. STORM DRAIN EASEMENT	DL 4773 PG. 1993
STOR-7	EX. STORM DRAIN EASEMENT	DL 3772 PG. 1028
STOR-8	EX. STORM DRAIN EASEMENT	DL 3772 PG. 1028

EASEMENT DATA

SAN-1	EX. 6.6' (6.6') SANITARY SEWER EASEMENT	DL 11212 PG. 1140
SAN-2	EX. 16' SANITARY SEWER EASEMENT	DL 1608 PG. 888
SAN-3	EX. SANITARY SEWER EASEMENT	DL 11212 PG. 1140
SAN-4	EX. 16' SANITARY SEWER EASEMENT	DL 2947 PG. 888
SAN-5	EX. 16' SANITARY SEWER EASEMENT	DL 374 PG. 302
SAN-6	EX. 16' SAN. SEW. EMT.	DL 6716 PG. 228
SAN-7	EX. 16' SAN. SEW. EMT.	DL 6716 PG. 228
SAN-8	EX. 16' SAN. SEW. EMT.	DL 3276 PG. 180
SAN-9	EX. 16' SAN. SEW. EMT.	DL 1676 PG. 322
SAN-10	EX. 16' SAN. SEW. EMT.	DL 9021 PG. 33
SAN-11	EX. 16' SAN. SEW. EMT.	DL 6088 PG. 688
SAN-12	EX. 16' SAN. SEW. EMT.	DL 3711 PG. 776
SAN-13	EX. 16' WASHINGTON GAS LIGHT COMPANY EASEMENT	DL 7861 PG. 1287
SAN-14	EX. 20' WASHINGTON GAS LIGHT COMPANY EASEMENT	DL 2889 PG. 827
SAN-15	EX. 20' WASHINGTON GAS LIGHT COMPANY EASEMENT	DL 1784 PG. 282
STRE-1	EX. 16' PAVEMENT STREET EMT.	DL 10483 PG. 81
CAP-1	EX. 16' C & P EASEMENT	DL 3443 PG. 381
CAP-2	EX. 16' C & P TEL. CO. EMT.	DL 2712 PG. 1803
FLU-1	EX. FLOOD PLAIN EASEMENT	DL 8800 PG. 886
ACCESS-1	EX. 16.6' (6.6') ACCESS & MAINTENANCE EASEMENT	DL 11212 PG. 1140
UP-1	EX. PUBLIC UTILITY EASEMENT	DL 11212 PG. 1140
UTE-1	EX. UTILITY EASEMENT	DL 1818 PG. 1648

AREA TABULATION

T.M. #017-4-24-0003	151,729 S.F. OR 3.44331 ACRES
T.M. #017-4-01-0017A	391,839 S.F. OR 8.99078 ACRES
TOTAL	543,568 S.F. OR 12.4341 ACRES

CURVE DATA

NO.	RADIUS	ARC	DELTA	TANGENT	CHORD	BEARING
1	45.25'	28.55'	32.2109°	13.61'	28.18'	N47.2°M.20°E

GRAPHIC SCALE
1 inch = 50 ft.

NOTES

- THE PROPERTIES DELINEATED HEREON ARE LOCATED ON FAIRFAX COUNTY TAX MAP NUMBERS, T.M. #017-4-24-0003 & T.M. #017-4-01-0017A AND ARE CURRENTLY ZONED I-4 (MEDIUM INTENSITY INDUSTRIAL DISTRICT).
- EASEMENTS SHOWN HEREON ARE TAKEN FROM AVAILABLE INFORMATION AND MAY NOT INCLUDE ALL EASEMENTS. THIS PLAT DOES NOT PURPORT TO INCLUDE ALL ENCUMBRANCES OR CIRCUMSTANCES AFFECTING THE PROPERTIES.
- BOUNDARY INFORMATION SHOWN HEREON IS TAKEN FROM A COMPOSITE OF DEEDS AND PLATS FROM AVAILABLE LAND RECORDS AND DOES NOT REPRESENT A FIELD RUN BOUNDARY SURVEY BY URBAN ENGINEERING & ASSOCIATES, INC. ON ALL PARCELS.

DATE: JUNE 2008
SCALE: 1"=50'

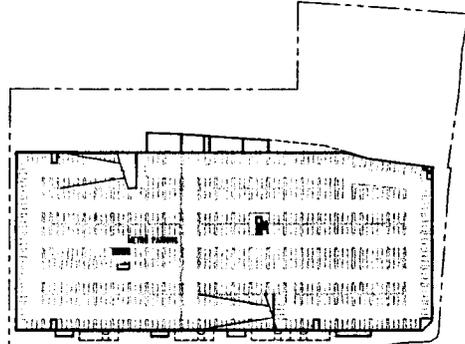
urban
Urban, Ltd.
Professional Engineers, Landscape Architects, Land Surveyors

CERTIFIED PLAT
RESTON STATION
HUNTER HILL DISTRICT
FAIRFAX COUNTY, VIRGINIA
CL-NA

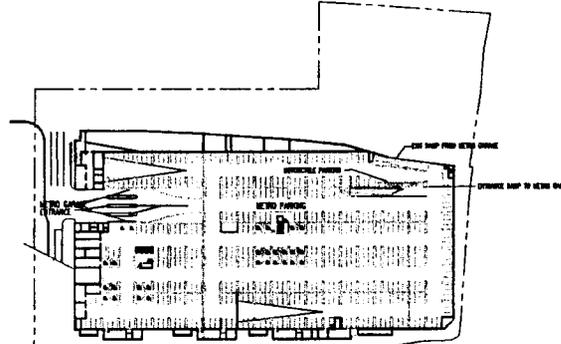
DATE: JUNE 2008
SHEET 4 OF 21
FILE NO: ZP-1715

REVISION APPROVED BY DIVISION OF DESIGN REVIEW

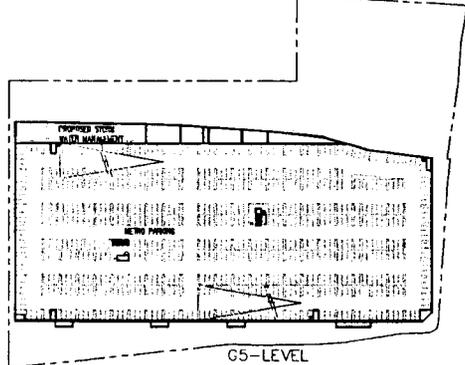
SCHEMATIC PARKING LEVELS



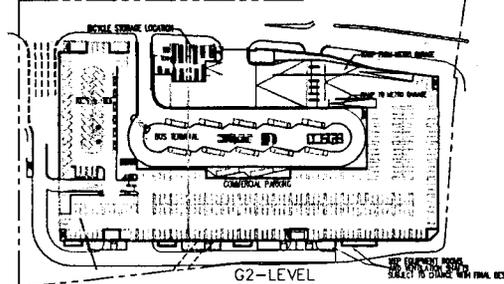
G6-LEVEL



G3-LEVEL



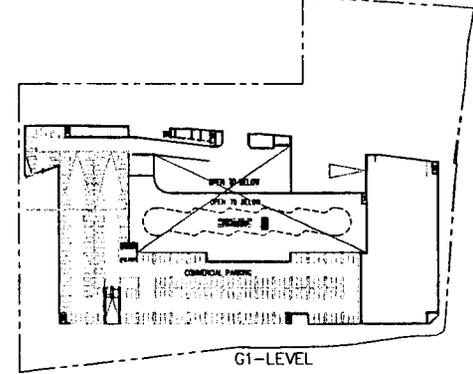
G5-LEVEL



G2-LEVEL



G4-LEVEL



G1-LEVEL

NOTE: PARKING SPACES WILL BE PROVIDED GENERALLY AS SHOWN. APPLICANT RESERVES THE RIGHT TO ADJUST THE NUMBER, NUMBER OF LEVELS (INCLUDING A LEVEL G7 AND G8) AND/OR LOCATION OF THE PARKING SPACES AT TIME OF FINAL SITE PLAN, AS LONG AS THE MINIMUM NUMBER OF SPACES IS PROVIDED IN ACCORDANCE WITH ARTICLE 11 OF THE FAIRFAX COUNTY ZONING ORDINANCE.

NO.	DATE	DESCRIPTION	DESIGNER	DATE
01	03-11-09	PRELIMINARY	URBAN	
02	04-14-09	REVISED	URBAN	
03	05-15-09	REVISED	URBAN	
04	06-18-09	REVISED	URBAN	
05	07-16-09	REVISED	URBAN	
06	08-13-09	REVISED	URBAN	
07	09-10-09	REVISED	URBAN	
08	10-08-09	REVISED	URBAN	
09	11-05-09	REVISED	URBAN	
10	12-02-09	REVISED	URBAN	

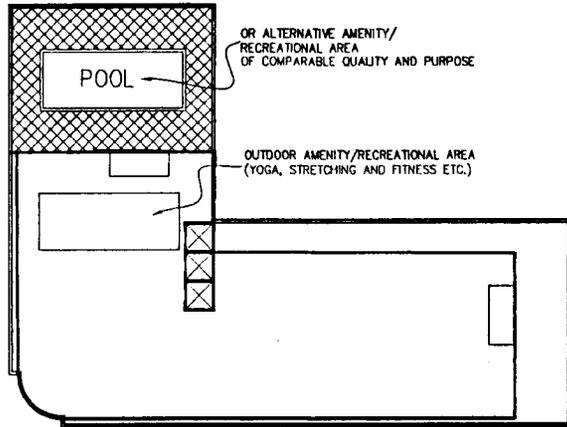
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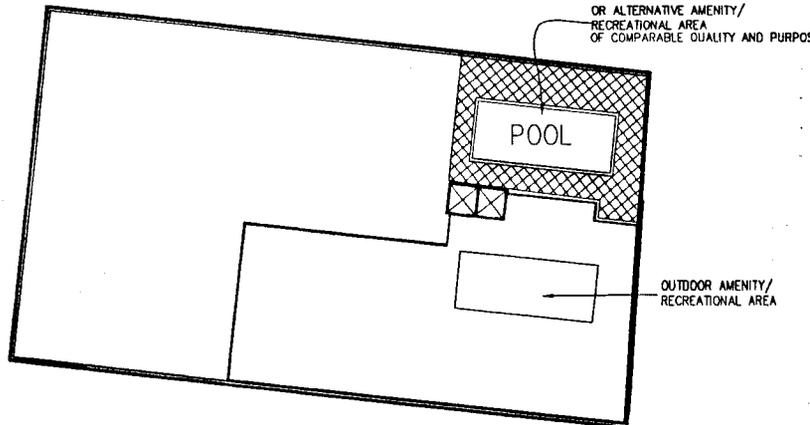
METRO AND COMMERCIAL GARAGE PLAN
RESTON STATION
AT WHEEL METRO
 HUNTER MILL DISTRICT
 VIRGINIA COUNTY, VIRGINIA
 C1 - WA
 DATE: JUNE, 2009
 SCALE: 1"=100'

SHEET	8
OF	21
FILE NO.	ZP-1715



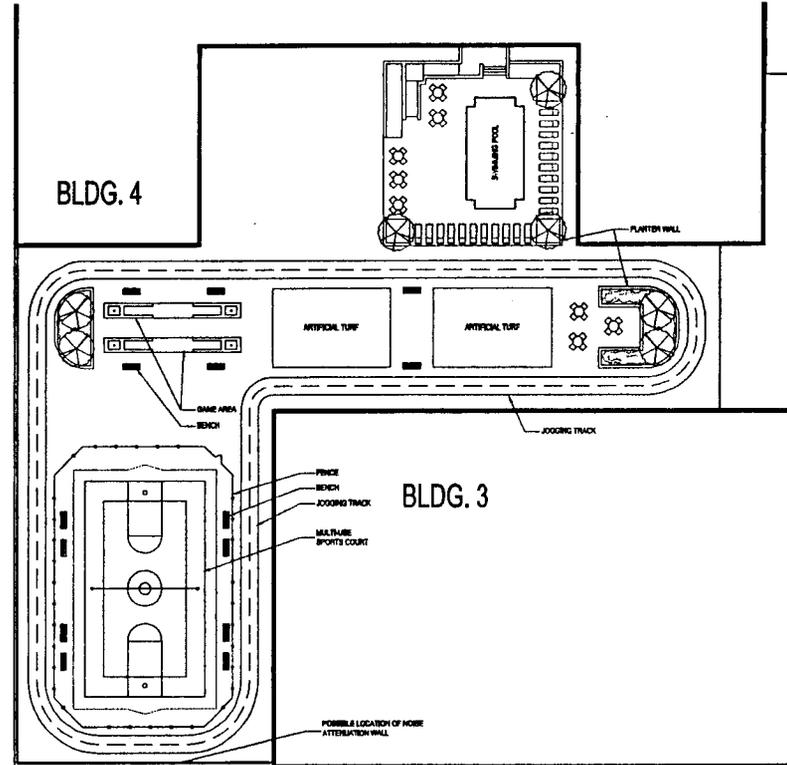
3 BLOCK 2 - RESIDENTIAL OPTION ROOF PLAN

Scale: 1"=20'



2 BUILDING 6 ROOF PLAN

Scale: 1"=20'



1 RESIDENTIAL AMENITY AREA DETAIL PLAN

Scale: 1"=20'

NOTE: THE OWNER RESERVES THE RIGHT TO INSTALL NOISE ATTENUATION WALLS INCLUDING BUT NOT LIMITED TO SOUND WALLS AND OTHER DEVICES NECESSARY TO PERMIT THE OWNER TO SATISFY THE NOISE ATTENUATION PROFFER. CONSISTENT WITH THE PROFFERS, THE OWNER RESERVES THE RIGHT TO RELOCATE THE EXTERIOR AMENITIES (EITHER TEMPORARILY OR PERMANENTLY) TO SATISFY THE NOISE ATTENUATION PROFFER.

NO.	DATE	REVISION	APPROVED BY	DATE
1	05-11-10			
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19	05-11-10			
20	05-11-10			

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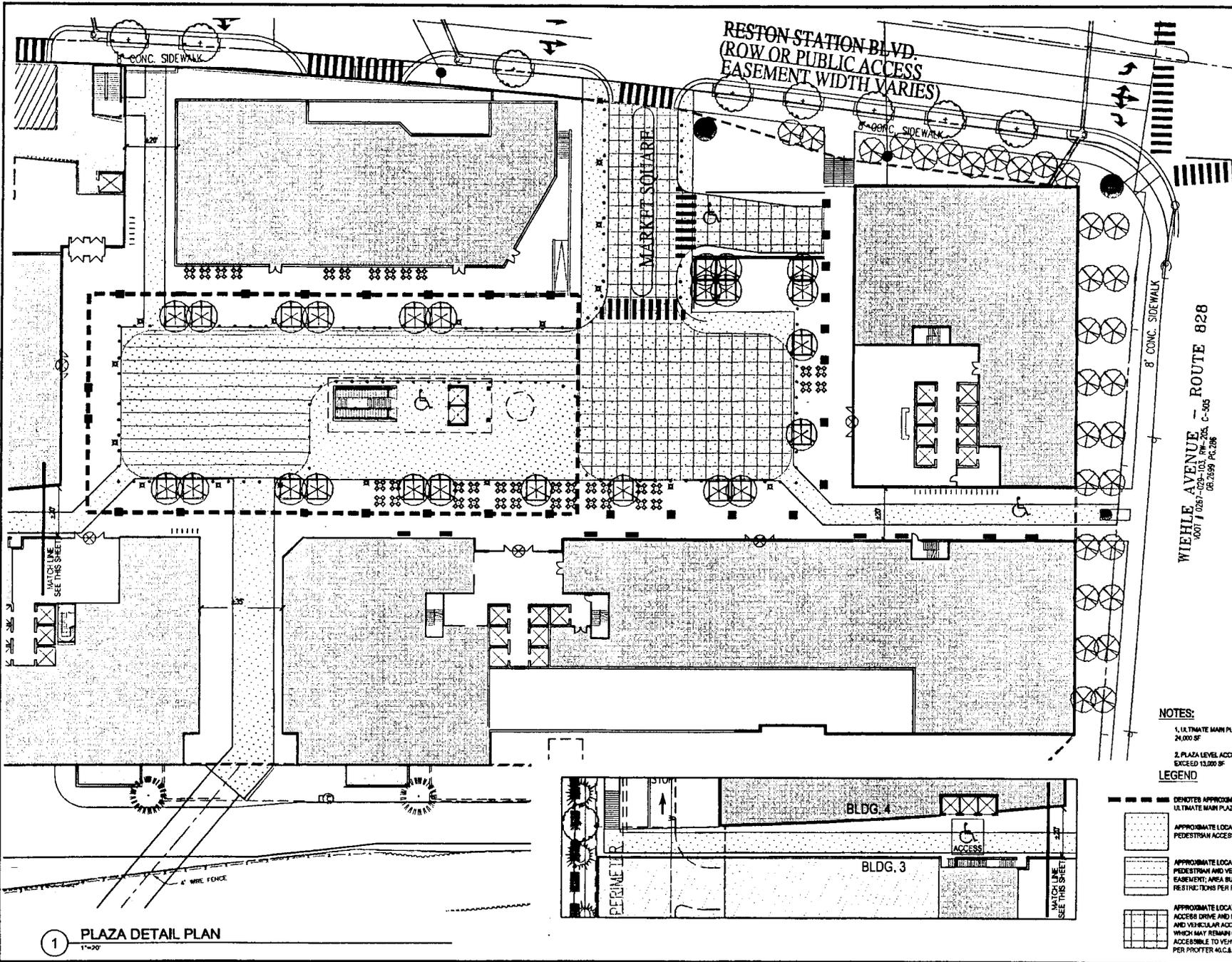


AMENITY LEVEL PLAN
RESTON STATION
HUNTER MILL DISTRICT
VIRGINIA COUNTY, VIRGINIA
CL# NVA

SCALE: 1"=100'
DATE: JUNE 2009
SHEET
9
OF
21
FILE NO.
ZP-1715

NOTE: ROOF TOP AMENITY SPACE SHOWN IS ILLUSTRATIVE IN NATURE AND IS SUBJECT TO CHANGE WITH FINAL ENGINEERING AND DESIGN.

L:\Users\Nancy\My Documents\urban\CDP\JDP1715\GMA02.dwg, 5/11/2010 2:16:28 PM, Johnson



1 PLAZA DETAIL PLAN
1"=30'

RESTON STATION BLVD.
(ROW OR PUBLIC ACCESS
EASEMENT WIDTH VARIES)

MARKET SQUARE

8' CONC. SIDEWALK

WIEHLE AVENUE - ROUTE 828
1007 / 0287 - 028-103 PK. SEC. C-305
OR 2659 PC.208

NOTES:

1. ULTIMATE MAIN PLAZA MINIMUM AREA IS 24,000 SF
2. PLAZA LEVEL ACCESS DRIVE NOT TO EXCEED 13,000 SF

LEGEND

- DENOTES APPROXIMATE LIMITS OF ULTIMATE MAIN PLAZA AREA
- [Pattern: Dotted] APPROXIMATE LOCATION OF PUBLIC PEDESTRIAN ACCESS EASEMENT
- [Pattern: Horizontal Lines] APPROXIMATE LOCATION OF PUBLIC PEDESTRIAN AND VEHICULAR ACCESS EASEMENT; AREA SUBJECT TO ACCESS RESTRICTIONS PER PROFFER 40.C.A.
- [Pattern: Grid] APPROXIMATE LOCATION OF PLAZA LEVEL ACCESS DRIVE AND PUBLIC PEDESTRIAN AND VEHICULAR ACCESS EASEMENT; AREA WHICH MAY REMAIN OPEN AND ACCESSIBLE TO VEHICLES AT ALL TIMES PER PROFFER 40.C.A.

NO.	DATE	REVISION	APPROVED BY
01	01-11-10	REVISED	
02	02-04-10		
03	02-05-10		
04	02-05-10		
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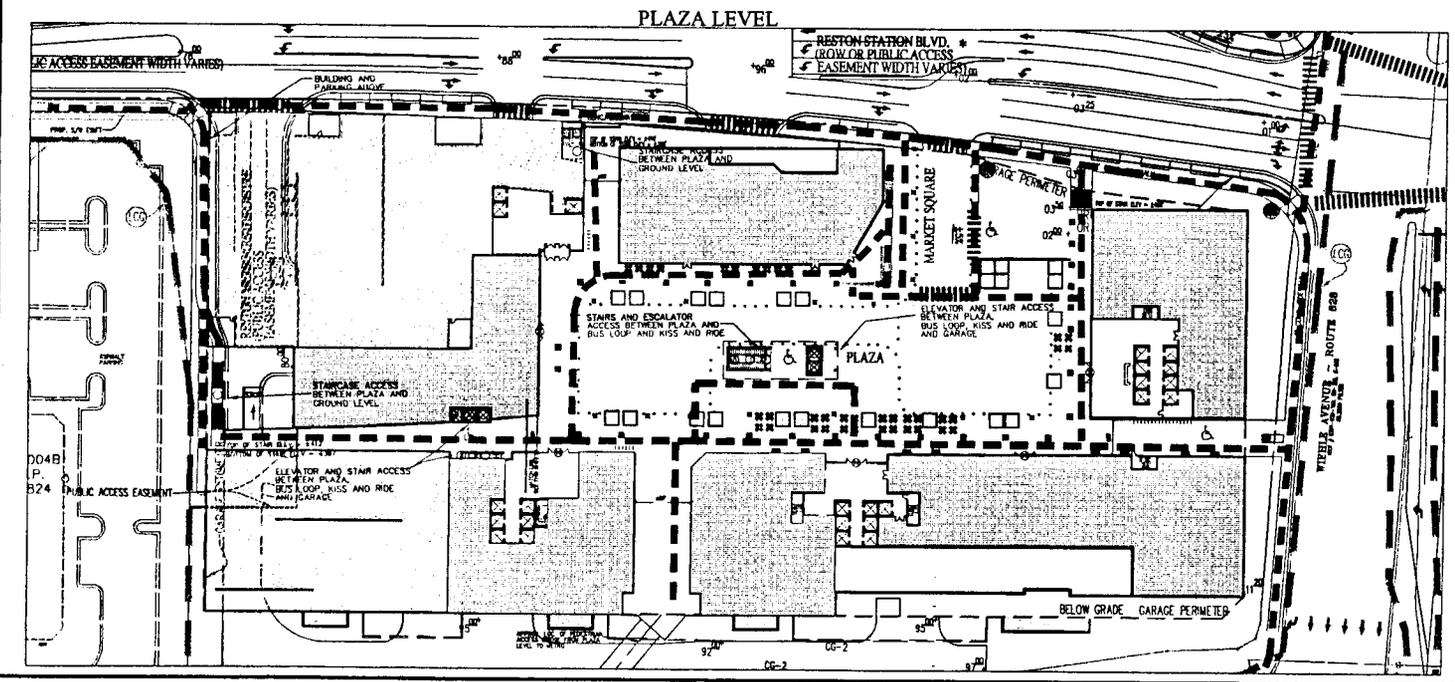
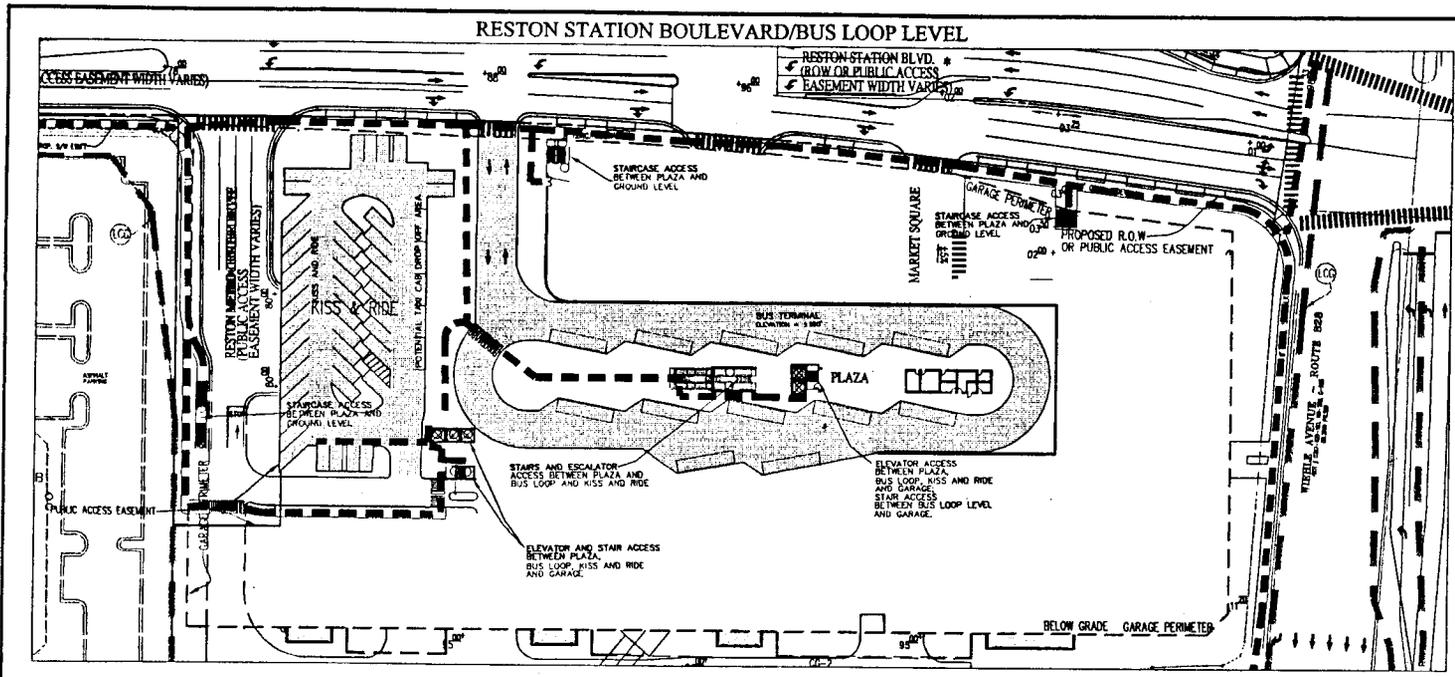
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PLAZA INGRESS/EGRESS EXHIBIT
RESTON STATION
WINTER MILL DISTRICT
VIRGINIA COUNTY, VIRGINIA
CL-1-N/A
DATE: JUNE 2009

SHEET
11B
OF
21
P.L.R. No.
23-1715



☛ PUBLIC ACCESS EASEMENT INCLUDES ALL SIDEWALKS NOT WITHIN RIGHT OF WAY.
 NOTE: THIS PLAN REFLECTS THE GENERAL CHARACTER AND INTENT OF THE PROPOSED DEVELOPMENT BASED ON PRELIMINARY ENGINEERING, ARCHITECTURAL AND LANDSCAPE ARCHITECTURE DESIGN. MINOR VARIATIONS MAY OCCUR WITH FINAL BUILDING DESIGN AND SITE PLAN.

- #### LEGEND
- EXISTING TREE LINE
 - LIMITS OF DISTURBANCE
 - EXISTING WATERLINE
 - PROPOSED WATERLINE
 - PROPOSED STORM SEWER
 - EXISTING STORM SEWER
 - EXISTING SANITARY
 - PROPOSED SANITARY
 - EXISTING CONTOUR
 - PROPOSED CONTOUR

NO.	DATE	DESCRIPTION	APPROVED BY
1	03-18-10	REVISED APPROVED	
2	03-18-10	REVISED APPROVED	

NO.	DATE	DESCRIPTION	APPROVED BY
1	03-18-10	REVISED APPROVED	
2	03-18-10	REVISED APPROVED	

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 Planner, Engineers, Landscape Architects, Lead Designer



PEDESTRIAN VERTICAL CIRCULATION PLAN
RESTON STATION
 HUNTER MILL DISTRICT
 VIRGINIA COUNTY, VIRGINIA
 DATE: JUNE, 2009
 SCALE: 1"=80'

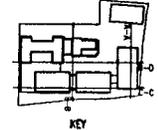
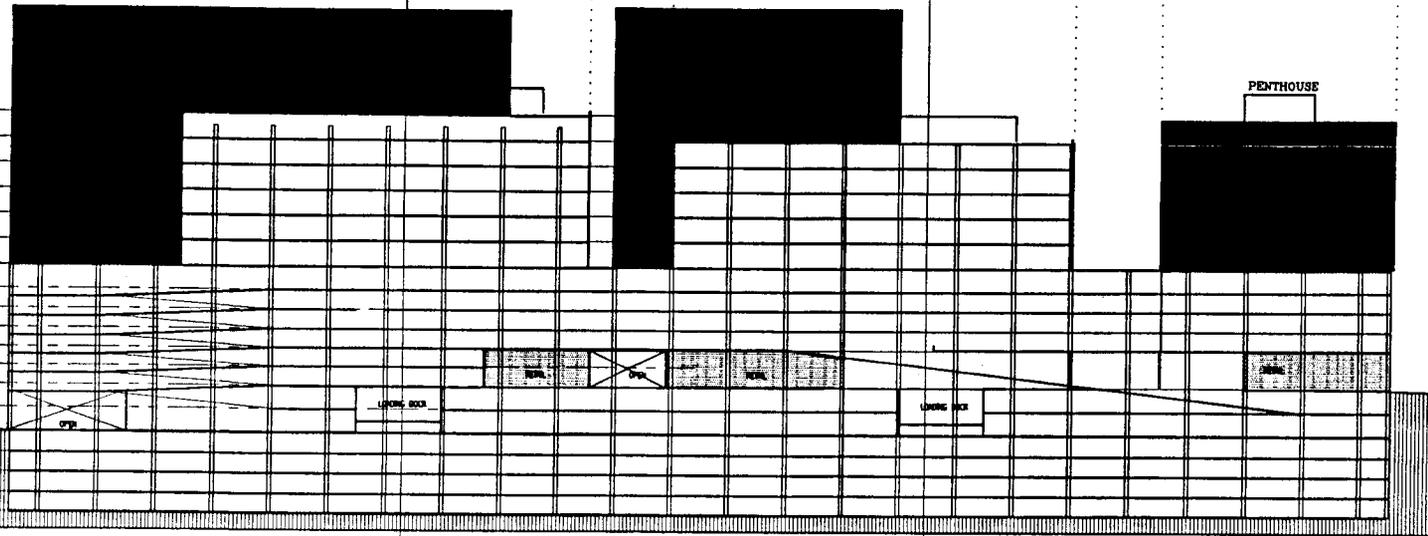
SHEET
 13
 OF
 21
 P.L.B. No.
 ZP-1715

MAX. ALLOWABLE HEIGHT = 817'

MAX. ALLOWABLE HEIGHT = 817'

MAX. ALLOWABLE HEIGHT = 817'

MAX. ROOF
8
7
6
5
4
3
2
1ST OFFICE LEVEL
LEVEL P4
LEVEL P3
LEVEL P2
LEVEL P1
LEVEL G1
LEVEL G2
LEVEL G3
LEVEL G4
LEVEL G5
LEVEL G6



BUILDING OUTLINE AT MAX. ALLOWABLE HEIGHT

9999
17-05-14
07/25/15

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SECTION C-C
BUILDINGS 1,2&3-OFFICE

MAX. ALLOWABLE HEIGHT=817'

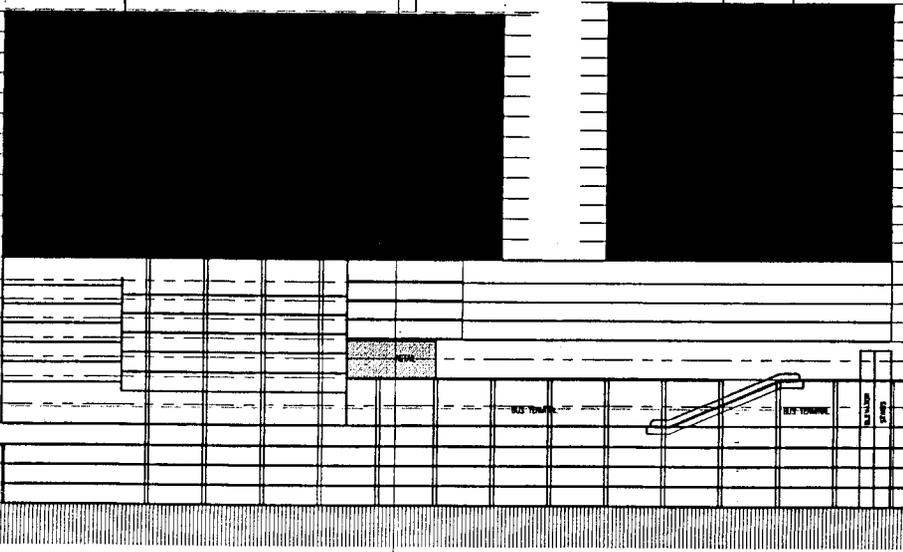
PENTHOUSE

PENTHOUSE

MAX. ALLOWABLE HEIGHT=817'

MAX. ALLOWABLE HEIGHT=817'

MAX. ROOF
12
11
10
9
8
7
6
5
4
3
2
1ST RESIDENTIAL LEVEL
LEVEL P4
LEVEL P3
LEVEL P2
LEVEL P1
LEVEL G1
LEVEL G2
LEVEL G3
LEVEL G4
LEVEL G5
LEVEL G6



MAX. ROOF
14
13
12
11
10
9
8
7
6
5
4
3
2
1ST OFFICE LEVEL

PENTHOUSE

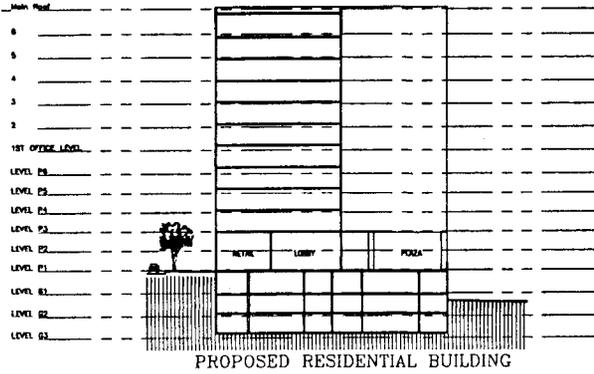
MAX. ROOF
8
7
6
5
4
3
2
1ST OFFICE LEVEL
LEVEL P4
LEVEL P3
LEVEL P2
LEVEL P1
LEVEL G1
LEVEL G2
LEVEL G3
LEVEL G4
LEVEL G5
LEVEL G6

SECTION D-D
BUILDINGS 1,4&5-OFFICE, RESIDENTIAL & HOTEL

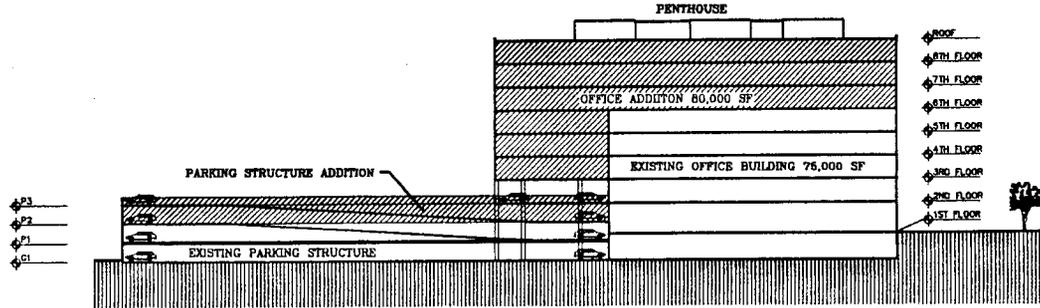
THE SECTIONS SHOWN HEREON ARE SCHEMATIC IN NATURE. THE APPLICANT RESERVES THE RIGHT TO ADJUST THE QUANTITY OF PARKING STORIES AND OCCUPIED STORIES WITH FINAL DESIGN PROVIDED THAT THE MAXIMUM AND MINIMUM HEIGHTS SPECIFIED IN THE BUILDING DATA SHEET ON SHEET #2 ARE MAINTAINED.

BUILDING SECTION EXHIBITS
RESTON STATION
HUNTER MILL DISTRICT
VIRGINIA COUNTY, VIRGINIA
CL # N/A

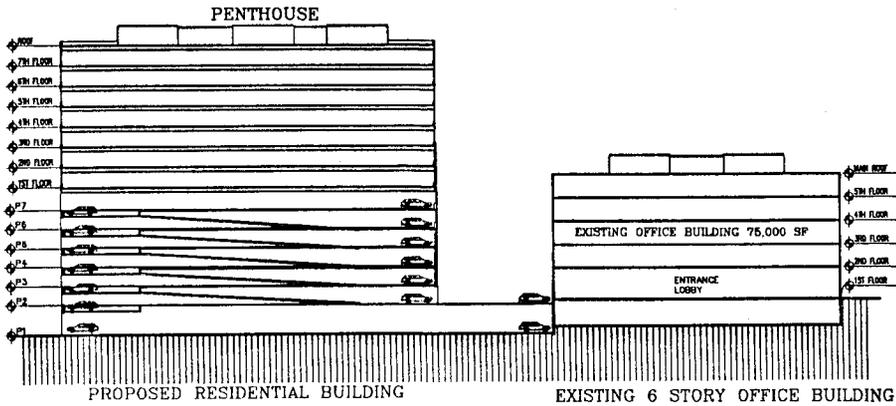
DATE: JUNE, 2009
SCALE: 1"=30'
SHEET 16A OF 21
FILE No. ZP-1715



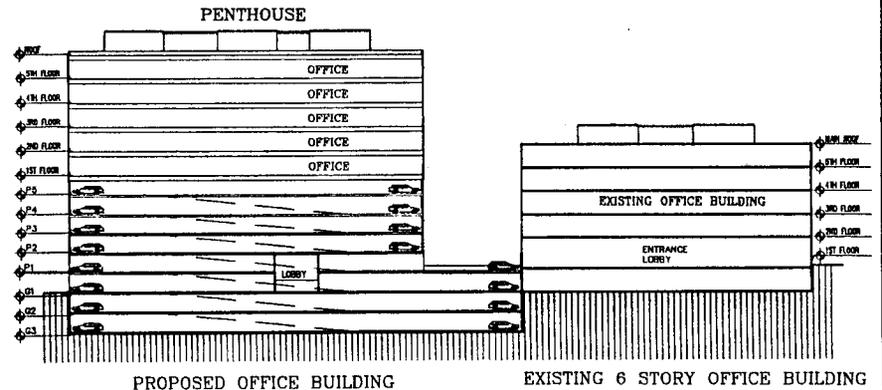
BUILDING 6



BLOCK 2 - OPTION 1



BLOCK 2 - OPTION 2



BLOCK 2 - OPTION 3

RESIDENTIAL OPTION NOTE: DUE TO THE ELEVATION OF THE ADJACENT 100 YEAR FLOODPLAIN AND THE ELEVATION OF THE EXISTING ON-GRADE PARKING SLAB (LABELED AS P1 ON THE SECTION ABOVE), AT THE TIME OF FINAL SITE PLAN, PARKING ON THE P1 LEVEL SHALL BE CONFIRMED AS PERMISSIBLE FOR THE COMMERCIAL USE AND/OR ADEQUATE SEPARATION FROM THE 100 YEAR FLOODPLAIN SHALL BE DEMONSTRATED BY MEANS OF A REVISED FLOODPLAIN STUDY OR STRUCTURAL IMPROVEMENTS.

THE SECTIONS SHOWN HEREON ARE SCHEMATIC IN NATURE. THE APPLICANT RESERVES THE RIGHT TO ADJUST THE QUANTITY OF PARKING SPACES AND OCCUPIED STORIES WITH FINAL DESIGN PROVIDED THAT THE MAXIMUM AND MINIMUM HEIGHTS SPECIFIED IN THE BUILDING DATA CHART ON SHEET #2 ARE HONORED.

NO.	DATE	DESCRIPTION	BY	APPROVED BY	DATE
1	11-14-18	DESIGN			
2	11-14-18	REVISION APPROVED BY DIVISION OF DESIGN REVIEW			

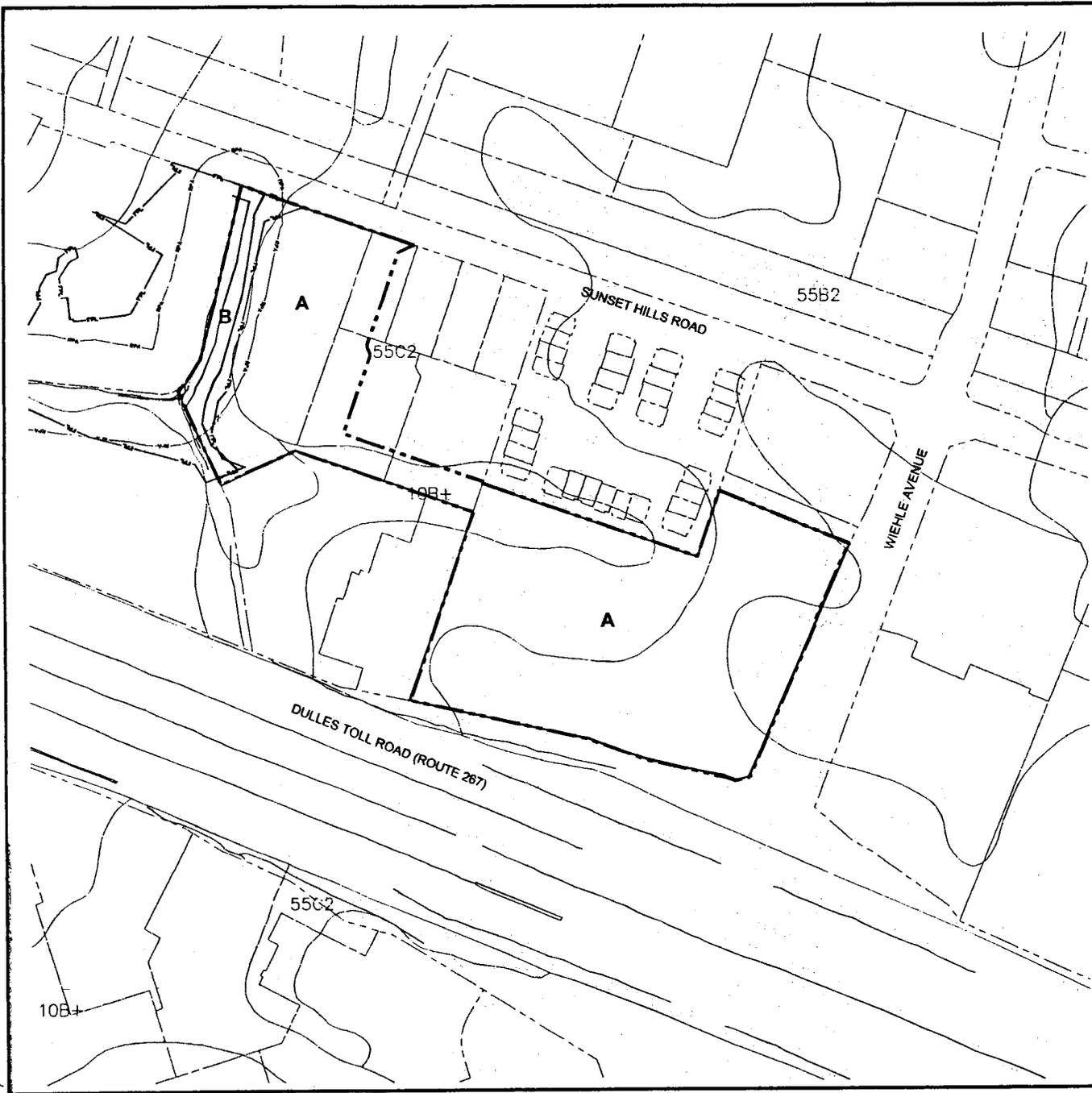
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 Charlottesville, Virginia
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 Fax: 703.641.8202
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Planner, Engineer, Landscape Architect, Land Surveyor



BUILDING SECTION EXHIBITS
 RESTON STATION
 HUNTER MILL DISTRICT
 VIRGINIA COUNTY, VIRGINIA
 CL - #NA
 DATE: JUNE 8, 2009
 SCALE: 1"=30'

SHEET
 17
 OF
 21
 FILE No.
 ZP-1715



LEGEND

- SITE BOUNDARY
- VEGETATION OBSCURITY BOUNDARY
- APPROXIMATE LOCATION OF INTERMITTENT STREAM (SEE NOTE 3)
- APPROXIMATE LOCATION OF WETLAND BOUNDARY (SEE NOTE 3)

NOTES:

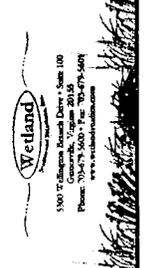
- This Existing Vegetation Map is based upon examination of background materials, such as the 1994 USGS Views VA-MD topographic quadrangle, existing topography, the Fairfax County Soils Map, the National Wetlands Inventory Map, and aerial photography, as well as a field verification performed by Jean M. Turfa, WFTF, of Wetland Studies and Solutions, Inc. (WSSI) on July 21, 2006.
- Topography and boundary information from Fairfax County Digital Data, and a Spring 2004 WSSI Inland Aerial Photograph, were used as the base for this exhibit.
- Waters of the U.S. delineation information shown herein, was performed by WSSI as described in a report dated April 23, 1999 (WSSI #6120), Jurisdictional Determination #99-N0738, issued April 6, 1999. Wetlands shown are taken from the 1999 delineation report and their approximate location is sketched on this attachment.

Cover Type	Primary Species	Successional Stage	Condition	Acres	Comments
A Developed Land	White Pine N. Red Oak Pin Oak	N/A	Good		See Condition Description
B Bottomland Forest	Red Maple Black Willow Bird Cherry Brookside Alder	Climax Bottomland Forest	Good	0.68	See Condition Description
TOTAL ACRES:					

***CONDITION DESCRIPTION:**

A. Area A is dominated by developed areas including buildings and parking lots. The area includes areas of maintained lawn and landscaping plants, dominated by white pine (*Pinus strobus*), northern red oak (*Quercus rubra*), and pin oak (*Quercus pinifolia*). Shrub species include hawthorn hedge (*Ilex* sp.), yew hedge (*Taxus* sp.), photinia (*Photinia* sp.), rhododendron (*Rhododendron* sp.), and fringe tree (*Chionochloa virginiana*). Most of the plantings are in good condition, with canopy trees measuring approximately 20-30 inches diameter at breast-height (dbh).

B. Area B is a climax bottomland forest in good condition. The canopy is dominated by red maple (*Acer rubrum*), black willow (*Salix nigra*), and bird cherry (*Prunus avium*). The dominant shrubs consist of brookside alder (*Alexis verticillata*), arrow-wood (*Viburnum dentatum*), and autumn olive (*Elaeagnus umbellata*). Herbaceous plants include sensitive fern (*Onoclea sensibilis*), poison ivy (*Toxicodendron radicans*), and bulge weed (*Lycopus* sp.). Vines include Japanese honeysuckle (*Lonicera japonica*) and wild grape (*Vitis* sp.). The trees are mixed age and the area experiences temporary flooding from stormwater run-off.



EXISTING VEGETATION MAP

Prepared For: **Comstock Asset Management**
Reston Station
 Fairfax County, Virginia

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REVISIONS	
No.	Description

SCALE: 1" = 100'

DATE: JUNE, 2009

Horizontal Datum: NAD83		
Vertical Datum: NGVD29		
Boundary and Topo Source: Fairfax County Digital Data		
Design	Draw	Approval
JMT	JMT	LARGMH
Sheet #		
19 of 21		
ZP-1715		
Comstock Asset Management Landscape Architecture		

The subject application (RZ#2009-HM-019, FDP#2009-HM-019 for Reston Station at Wiehle Metro) is located south of Sunset Hills Road (Route 675) and southwest of the intersection of Sunset Hills Road and Wiehle Avenue (Route 828) in Fairfax County, Virginia.

Per Section 118-2-1 (b) of the Chesapeake Bay Preservation Ordinance (Ordinance), "redevelopment" 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. (WSSI) 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 to Colvin 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). This field-verified RPA was approved by Fairfax County on November 16, 2009, as part of Plan Number 2615-RPA1-001-01-1. 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 disturbed. This historical disturbance is the result of construction activity associated with two separate improvement projects including the Storm Drainage Outfall Improvements for Reston Section 913 (Fairfax County Plan 2615-P1-001-4 approved December 12, 1980) and the Site Plan for Reston Section 913 Block 3 (Fairfax County Plan 2615-SP-005-2 approved April 4, 2000). Under current conditions, the existing impervious area within the field-verified RPA totals ±27,300 square feet (±0.63 acre). Specifically, portions of two (2) existing structures, including a multi-story office building and a 2-story structured parking facility, adjacent parking/travelway areas, as well as an 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/Final 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 (12+ story) 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 ±23,900 square feet (±0.55 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 "redevelopment" as defined by Section 118-1-6-v of the Chesapeake Bay Preservation Ordinance. The criteria for redevelopment of these parcel(s) are satisfied because:

- i) 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;
- ii) 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 improvement projects including the Storm Drainage Outfall Improvements for Reston Section 913 (Fairfax County Plan 2615-P1-001-4 approved December 12, 1980) and the Site Plan for Reston Section 913 Block 3 (Fairfax County Plan 2615-SP-005-2 approved April 4, 2000)); and
- iii) There is no more than a 20% 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 20% relative to conditions prior to the proposed redevelopment). A summary breakdown of the change in impervious areas within project area's 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 (sf)	Prop. Imp. Area (sf)	Net Increase in Imp. Area (sf)	Net % Increase in Imp. Area (%)
Tax Map (TM) 017-4-24-003 only	± 61,500	± 61,000	± 2,500	± 4.1%
RZ#2009-HM-019, FDP#2009-HM-019 (excluding TM: 017-4-24-003)	± 396,500	± 426,000	± 29,500	± 7.4%
RZ#2009-HM-019, FDP#2009-HM-019 (i.e., the full limits of application site)	± 158,000	± 190,000	± 32,000	± 7.0%

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. (WOUS) on the project site were originally delineated and survey-located by WSSI in August 2009. The results of this delineation are described in WSSI's report dated September 4, 2009. The U.S. Army Corps of Engineers (COE) issued a jurisdictional determination (JD) (COE #NAO-2009-02441) on October 22, 2009 that confirmed this delineation. Subsequently, WSSI revisited selected "offsite" areas to document the absence of jurisdictional wetlands and other WOUS 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 WOUS.

(e) Display and discuss the type 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 on-going discussions with Fairfax County Staff and the adjacent Dulles Transit Partners' Metro Extension Projects. For the subject application, the final measures resulting from these on-going discussions will be satisfied by the applicable "BMP option" currently available under Section 118-3-2 (f) of the Ordinance.

(f) Demonstrate the extent to which the proposed activity will comply with all applicable performance criteria of this Chapter; and

Compliance 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 RMAs and RPAs*:

- a) *Comply*: No more land shall be disturbed than is necessary to provide for the proposed use.
- b) *Comply*: Indigenous vegetation shall be preserved to the maximum extent practicable consistent with the proposed use.
- c) *Comply*: Where the BMP's utilized require regular or periodic maintenance in order to continue their functions, such maintenance shall be entered through a maintenance agreement with the owner or through some other mechanism or agreement that achieves an equivalent objective.
- d) *Comply*: Onsite impervious cover is minimized consistent with the redevelopment proposed.
- e) *Comply*: The proposed land disturbing activity shall comply with Chapter 104 of the Fairfax County Code.
- f) *Comply*: Stormwater runoff for the subject application shall be controlled by the use of BMP's. As noted above, Stormwater Management and BMP measures shall be provided for the subject application either onsite or offsite, subject to on-going discussions with Fairfax County Staff and the adjacent Dulles Transit Partners' Metro Extension Projects.
- g) *N/A*: No disturbance or disruption of jurisdictional wetlands or other WOUS are proposed. Thus, no wetland or WOUS permitting is required and/or warranted by the proposed redevelopment.
- h) *N/A*: The subject application is not associated with any on-site sewage disposal system.
- i) *N/A*: 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) *Comply*: As required, the subject WQIA is submitted in conjunction with the processing of the subject application (RZ#2009-HM-019, FDP#2009-HM-019 for Reston Station at Wiehle Metro) and its proposed redevelopment.
- b) *N/A*: The proposed improvement is considered as redevelopment, not development.
- c) *Comply*: The subject redevelopment proposes no 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) *Comply*: 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 retarding 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) *N/A*: The subject property is not agricultural lands.
- f) *N/A*: 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 at part of the enclosed WQIA. No requests for additional information are anticipated.

1000 Wetland Studies and Solutions, Inc.
 1300 Wetland Studies and Solutions, Inc. - Customer, VA 20115
 Phone 703 675 1000 - Fax 703 675 1001



RZ#2009-HM-019; FDP#2009-HM-019
 Water Quality Impact Assessment (WQIA) Narrative

Reston Station
 Fairfax County, Virginia



REVISIONS		SCALE: N/A	
No.	Description	Date	By

Horizontal Datum: N/A
 Vertical Datum: N/A
 Boundary and Topo Source: N/A
 N/A

YAV	YAV	WEN

 Date: December 2009
 Sheet #
 19A of 21
 Computer File Name:

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