

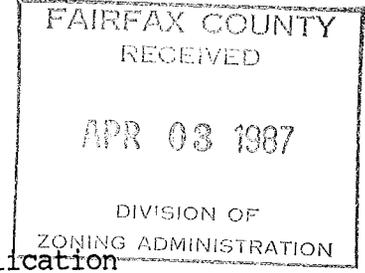
Knowlton



COMMONWEALTH OF VIRGINIA
COUNTY OF FAIRFAX
4100 CHAIN BRIDGE ROAD
FAIRFAX, VIRGINIA 22030



March 25, 1987



E. A. Prichard, Esquire
Boothe, Prichard and Dudley
8280 Greensboro Drive - Suite 900
McLean, Virginia 22101

Re: Rezoning Application
Number RZ 85-C-088
(Concurrent with RZ 86-C-118,
RZ 86-C-121 and RZ 86-C-119)

Dear Mr. Prichard:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on March 9, 1987, granting, as proffered, Rezoning Application RZ 85-C-088 in the name of Reston Land Corporation, to rezone certain property in the Centreville District from the R-1 and R-E Districts to the PRC District on subject parcels 17-1 ((1)) pt. 3 and 17-2 ((1)) pt. 11 consisting of approximately 84.37 acres.

The Board also imposed a development condition which clarifies Proffer Numbers Nineteen and Twenty-Two, under Part B. Transportation System, which states:

"That the Phase One and Phase Two Comprehensive Traffic studies which are to be prepared by the applicant shall be submitted to the Fairfax County Board of Supervisors and Fairfax County Office of Transportation for administrative review and approval".

Very truly yours,

Ethel W. Register, CMC, Agency Director
Office of The Clerk to the Board

EWR:ns

- cc: Lurty C. Houff Jr.
Real Estate Division
- Gilbert R. Knowlton, Deputy
Zoning Administrator
- Barbara A. Byron, Director
Zoning Evaluation Division
- Fred R. Beales, Supervisor
Base Property Mapping/Overlay

At a regular meeting of the Board of Supervisors of Fairfax County, Virginia, held in the Board Room in the Massey Building at Fairfax, Virginia, on the 9th day of March, 1987, the following ordinance was adopted:

AN ORDINANCE AMENDING THE ZONING ORDINANCE
PROPOSAL NO. RZ 85-C-088
(CONCURRENT WITH RZ 86-C-118, RZ 86-C-121 and RZ 86-C-119)

WHEREAS, Reston Lan Corporation, filed in the proper form, an application requesting the zoning of a certain parcel of land hereinafter described, from the R-1 and R-E Districts to the PRC District, and

WHEREAS, at a duly called public hearing the Planning Commission considered the application and the propriety of amending the Zoning Ordinance in accordance therewith, and thereafter did submit to this Board its recommendation, and

WHEREAS, this Board has today held a duly called public hearing and after due consideration of the reports, recommendation, testimony and facts pertinent to the proposed amendment, the Board is of the opinion that the Ordinance should be amended,

NOW, THEREFORE, BE IT ORDAINED, that that certain parcel of land situated in the Centreville District, and more particularly described as follows (see attached legal description):

Be, and hereby is, zoned to the PRC District, and said property is subject to the use regulations of said PRC District, and further restricted by the conditions proffered and accepted pursuant to Va. Code Ann., §15.1-491(a), which conditions are incorporated into the Zoning Ordinance as it affects said parcel, and

BE IT FURTHER ENACTED, that the boundaries of the Zoning Map heretofore adopted as a part of the Zoning Ordinance be, and they hereby are, amended in accordance with this enactment, and that said zoning map shall annotate and incorporate by reference the additional conditions governing said parcels.

GIVEN under my hand this 9th day of March, 1987.


Ethel W. Register, CMC Agency Director
Office of The Clerk to the Board

RESTON LAND CORPORATION

Reston Town Center Rezoning

- A. RZ 85-C-088 (Property A)
- B. RZ 86-C-121 (Property B)
- C. RZ 86-C-118 (Property C)

Revised February 27, 1987

Pursuant to Section 15.1-491 (a) of the Code of Virginia (1950, as amended) and Section 18-203 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and Applicant, for itself and its successors or assigns (hereinafter collectively referred to as the "Applicant") proffer that the development of the parcels under consideration, (a) shown on Fairfax County Tax Map 17-1-((1))-3 and 17-2-((1))-11 (hereinafter collectively referred to as "Property A"), (b) shown on Fairfax County Tax Map 17-1-((1)) -3, 17-2 ((1))-11 (Part 13), 17-1-((1))-3 (Part 6), 17-3-((1))-1, 2, 3, 17-3-((1))-4, 5, 5C, 5D, 5G, 6, 14, 15 and 17-4 ((1))-7 (hereinafter collectively referred to as "Property B"); and (c) shown on Fairfax County Tax Map 17-1-((1))-3 (hereinafter collectively referred to as "Property C"); will be in accordance with the following conditions. These proffered conditions will be effective only if the Property is rezoned in accordance with the Applicant's request, provided however Applicant will accept I-3 rezoning on Property C in lieu of I-5.

A. DEFINITIONS

TOWN CENTER: - The 530.74 acre land area described in Appendix A.; the land area owned by Applicant in February 1982 plus land owned by others within the general boundaries of the Dulles Airport Access Road on the south, the proposed Fairfax Parkway on the west, Stevenage Drive on the north and Reston Avenue on the east with some land (as shown on plats filed with this Application) also east of Reston Avenue.

TOWN CENTER STUDY AREA: - The 448.96 acre land area described in Appendix A; the land area in Town Center owned by Applicant in February 1982 (excluding land owned by others but including land already zoned).

TOWN CENTER CORE AREA: - Property "A", 84.25 acres of the Town Center included in RZ 85-C-088.

MAXIMUM DEVELOPMENT PROGRAM: - The maximum amount of development which will be allowed in the Town Center Study Area (448.96 acres including those areas already zoned) to a commercial floor area ratio of .43 (calculated based on the aforesaid gross acreage) including the following elements:

Commercial

Office/Research and Development	7,100,000 sq. ft.
Retail	315,000 sq. ft.
Hotel	1,000,000 sq. ft.
Total Commercial	8,415,000 sq. ft.
Commercial Floor Area Ratio	.43

Housing Units

1,400 dwelling units
(minimum)

Hospital

127 beds (minimum)

Since the Town Center Study Area includes land which is not part of the four rezoning applications under consideration, the amount of development which will be allowed on Properties A, B, C and the land included in RZ-C-119 hereinafter referred to as Property D, will be the amount which remains after deducting the amount of commercial development which occurs on those portions of the Town Center Study Area not presently under consideration.

MINIMUM DEVELOPMENT PROGRAM: - The minimum amount of development that will be allowed based on Applicant's proposed transportation plan is as follows:

Commercial

Office/Research and Development	5,500,000 sq. ft.
Retail	315,000 sq. ft.
Hotel	1,000,000 sq. ft.
Total Commercial	6,815,000 sq. ft.
Commercial Floor Area Ratio	.35

Housing Units

1,400 dwelling units
(minimum)

Hospital

127 beds (minimum)

PHASING: - The development programs assume that the only variable is the office/research and development (hereinafter referred to as R&D) component. The phasing is therefore related to the amount of office/R&D space constructed. The phasing is:

<u>Phase</u>	<u>Cumulative Office/Research &Development</u>
Phase I-A	2,300,000 square feet
Phase I-B	4,300,000 square feet
Phase I-C	5,500,000 square feet
Phase II	6,300,000 square feet
Phase III	7,105,000 square feet

SUPERBLOCK The land included within the boundary of Reston Avenue, Baron Cameron Avenue, proposed Fairfax Parkway and the Dulles Toll Road.

TRANSPORTATION PLAN: - The transportation plan dated July, 1986 was prepared for Applicant by JHK and Associates. The transportation plan is a comprehensive regional analysis which includes Property A, Property B, Property C, Property D and those other properties, as defined in Appendix A as the Town Center Study Area, as internal traffic generators. The balance of Properties in the Town Center Area, including the Fairfax County North Governmental Center, have been included in the regional growth predictions and are included as part of the background traffic.

TRANSPORTATION COORDINATOR: - A Transportation Coordinator will be employed within sixty days of the issuance of the first building permit on Property A or of the issuance of the first building permit in the Town Center Study Area which will bring the cumulative commercial development up to one million square feet pursuant to this application, whichever event occurs first. The Coordinator will be responsible for working with public and private transportation agencies and for developing the Transportation System Management (TSM) program for the Town Center.

TRANSPORTATION COORDINATION COMMITTEE: - A TSM Coordinating Committee for Reston will be initiated by Applicant. Employers in Reston will be represented on the committee. The committee will meet regularly and will promote the TSM programs. The committee will work with local transportation committees and to the extent possible coordinate activities.

TRANSPORTATION SYSTEM MANAGEMENT: - A program designed to reduce vehicular trips upon maximum build-out of the Town Center Study Area by approximately 25% below the office related trip generation rates, defined in the ITE Trip Generation Manual 3rd Ed. dated 1982. Table 1, attached hereto, shows the PM office trip generation rates and the targeted levels of reduction for each phase.

INTERNAL TRAFFIC STUDY: - The traffic studies to be conducted at the completion of construction of Phases I-A and I-B to determine Applicant's performance of its trip generation rate goals for the purpose of adjusting the TSM programs. The methodology for these studies is defined in Appendix B.

COMPREHENSIVE TRAFFIC STUDY: - The traffic study to be conducted at the completion of construction of Phase I-C, Phase II, and if desired by Applicant, at completion of construction of Phase III to measure both the internal trip generations as well as the growth in the external traffic via cordon line counts as defined herein. This will be the basis for determining the actual development levels for Phases II and III. The methodology for these studies is defined in Appendix B.

CORDON LINE: - The imaginary line immediately outside the Superblock where traffic will be counted to measure total traffic volume. The cordon line counts will be taken immediately outside the boundaries of the superblock; north of Baron Cameron, east of Reston Avenue, south of Sunset Hills Road and west of the proposed Fairfax Parkway. The intersections at which the cordon line counts will be taken are: (a) Baron Cameron Avenue/Reston Avenue, (b) Reston Avenue/Temporary Road, (c) Reston Avenue/Sunset Hills Road, (d) Sunset Hills Road/Fairfax Parkway, (e) Fairfax Parkway/Baron Cameron Avenue, (f) Baron Cameron Avenue/Bennington Woods Road and (g) Baron Cameron Avenue/Bracknell Drive.

FDOT: - Fairfax County Office of Transportation

VDOT: - Virginia Department of Transportation or its successor.

B. TRANSPORTATION SYSTEM

1. Applicant proffers to implement a TSM program which is intended to reduce by approximately 25 percent office related trips as defined in the ITE Trip Generation Manual. The program shall be designed to produce a 5 percent reduction at the completion of construction of Phase I-A, a 15 percent reduction at the completion of Phase I-B, a 19.4 percent reduction at the completion of construction of Phase I (A, B, & C), a 22.2 percent reduction at the completion in Phase II and a 25 percent reduction at the completion of Phase III. For Phases I-A and I-B, Applicant will be considered as having reached its TSM Goal if the rate is within 2 percent of the targeted reduction. For Phases I-C, II and III, Applicant will be considered as having obtained its TSM Goal if it is within 3 percent of its target. The TSM program components are listed in Appendix D.
2. Upon completion of construction of Phase I-A the Applicant will cause to be prepared and submitted to the FDOT an internal traffic study which will fully describe the traffic characteristics of the developed portions of the Town Center Study Area. The method for conducting this traffic study shall be as described in Appendix B attached hereto. Following review of the traffic study the TSM program for Phase I-B will be adjusted and approved by the FDOT.
3. Upon completion of construction of Phase I-B the Applicant will conduct another internal traffic study. Following review by the FDOT, the TSM program for Phase I-C will be further adjusted as approved by FDOT.
4. Phase I (A, B, and C) will not exceed 5.5 million square feet of office and/or R&D uses. Subject to the results of comprehensive traffic studies, Phase II may increase the total office/R&D use to 6.3 million square feet.

Subject to the results of a second comprehensive traffic study, Phase III may increase the total office/R&D use to 7.1 million square feet. The TSM program in its entirety will be continued after the Town Center build-out notwithstanding that Phases II and/or III may not be completely developed (i.e. if the buildout is 5.5 million square feet, the TSM programs will target a goal of a 19.4 percent reduction.) Applicant will perpetuate the TSM programs by appropriate written agreements with third parties to and including but not limited to lease agreements, covenants and/or operation and management of same by the Property Owners Association to be created per Section C, Paragraph 8.6 on page 17 of these proffers. Applicant may further adjust the TSM programs to find the most cost-effective solutions as long as the trip generation reductions are maintained, subject to FDOT approvals. In the event that following buildout of 7.1 million square feet of office and/or R&D Applicant fails to continue the TSM programs as previously approved by FDOT and Applicant's trip generation reductions are no longer met, Fairfax County may issue no further non-residential use permits until the TSM programs are again successfully implemented.

5. Cordon Analysis. Applicant will conduct a comprehensive traffic study upon completion of construction of Phase I-C, which will include detailed surveys of individual development sites to determine trip generation characteristics, as well as traffic counts at a cordon line immediately surrounding the Superblock. For study purposes, an imaginary cordon line will be established immediately outside the Superblock for the purpose of counting traffic which is generated by or passes through the Superblock. Traffic counts will consist of the outbound PM traffic movements counted at the public street intersections within the cordon line surrounding the Superblock. These are: (a) Baron Cameron Avenue/Reston Avenue, (b) Reston Avenue/Temporary Road, (c) Reston Avenue/Sunset Hills Road, (d) Sunset Hills Road/Fairfax Parkway, (e) Fairfax Parkway/Baron Cameron Avenue, (f) Baron Cameron Avenue/Bennington Woods Road and (g) Baron Cameron Avenue/Bracknell Drive. Traffic counts will be compared to the numbers as forecast in Table 4.

6. The cordon analysis will be submitted to the Fairfax County Board of Supervisors and FDOT for administrative review and approval. The volume of

traffic counted crossing the cordon will be compared with the number of trips estimated for that time period. The methodology for determining the estimated number of trips at any time is described in Appendix C. If the actual and estimated number of trips counted is within five percent of the forecast number, Applicant will be permitted to complete the buildout of Phase II of Town Center Study Area. If the actual number of trips exceeds the forecast number by more than five percent, Applicant proffers to reduce the development in Phase II by an amount of development equivalent to the difference between the actual number and estimated number of trips divided by the difference between 14,885 trips and the estimated number of trips multiplied by 800,000 square feet as adjusted below. If the actual number of trips exceeds the estimated number by more than five percent and if the traffic studies show that Applicant has met its estimates for trip generation, then the Applicant will be allowed to discount half of the effect of the increased external traffic in the above calculations. (An example of the applications of this formula is shown in Table 2. attached hereto. The method for determining the estimated number of trips at any time is defined in Appendix C.) If the actual number of trips crossing the cordon line exceeds the estimated number (14,885) by more than five percent and the traffic studies show Applicant has not met its estimates for trip generation, Applicant will not be issued any additional building permits for office and/or R&D use so long as the actual number of trips crossing the cordon line exceeds the estimated number (14,885) by more than five percent and the estimates for trip generation have not been met.

7. Upon completion of construction of Phase II (as adjusted), Applicant will conduct another comprehensive traffic study including a cordon analysis. Following review of this study by the FDOT and a comparison of the number of trips counted at the Cordon Line with the estimated number of trips, the proportion of remaining development that can be completed will be calculated. Should this procedure result in permitting less than the number of square feet proposed by Applicant at build-out, the Applicant may supply additional transportation improvements, not previously proffered which would provide sufficient capacity to accommodate additional development. The capacity of such additional improvements would be determined using standard

transportation planning techniques as approved by the FDOT. Applicant may also conduct additional traffic surveys including cordon analyses at any time prior to reaching a build-out and, depending upon the results, Applicant may propose additional TSM actions and improvements which will allow for continued development not exceeding the maximum development program subject to FDOT approval. For purposes of this section, the additional capacity provided by a single arterial lane equals 1,000 vehicles per hour at the PM peak hours.

8. Fairfax Parkway (Springfield Bypass) Reservation - Subject to VDOT approval of the alignment of the Fairfax Parkway substantially consistent with the attached plats prepared by Reston Land Corporation and dated October, 1984. Applicant proffers to dedicate or convey to Fairfax County or VDOT a right-of-way 160 feet wide for the Fairfax Parkway through those portions of Reston shown on the plat. Applicant shall also reserve land at the northwest quadrant of the Fairfax Parkway and Sunset Hills Road for a northbound to westbound loop (the 4.1339 acre Parcel as shown on the attached plat as prepared by Gulf Reston, Inc., dated June 21, 1978 and numbered 84-025-5), land at the southeast quadrant of same intersection for a free flow slip ramp (in accordance with the Development Plans for RZ 86-C-121) and land at the southeast quadrant of the Fairfax Parkway and Baron Cameron for a standard diamond exit ramp (in accordance with the Development Plans for RZ 86-C-118). Applicant agrees, subject to final design approval by VDOT, to expand the reservation for the northbound to eastbound free flow slip ramp in the southeast quadrant of the Fairfax Parkway and Sunset Hills Road to conform to Byrd, Tallamy and MacDonald's design of this interchange with the Fairfax Parkway all as shown on sheets 44 and 45 of Project Number 000-029-249, PE 103 dated 3 February 1987. However, Applicant's obligation to construct any portion of the Fairfax Parkway pursuant to these proffers shall not include any grade-separated interchanges. Provided however that Applicant will cost-share with VDOT or Fairfax County the construction of grade-separated interchanges at Sunset Hills Road and/or Baron Cameron Avenue if such grade-separated improvements are made concurrent with Applicant's construction of the portions of the Fairfax Parkway which would contain the aforesaid interchanges. Applicant's

contribution to such cost-sharing shall be limited to and not exceed the cost if such intersections were built at-grade. Applicant will dedicate or convey such right-of-way within sixty days after request of the Board of Supervisors following a binding commitment of funds for construction of the segment for which right of way is requested in accordance with the attached plans.

9. Phased Transportation Improvements - Phase I. The phasing of transportation improvements will be tied to the amount of office/R&D space built in the Town Center Study Area in accordance with Table 3, attached hereto. Phase I-A shall include up to but not exceeding 2,300,000 square feet of office/R&D space in the Town Center Study Area. During development of Phase I-A, Applicant will construct, at Applicant's expense, the following road improvements: (as shown on Figure 11 of the Reston Town Center Transportation study dated July, 1986.)

- (a) a southbound to eastbound loop in the SW quadrant of Reston Avenue and the Dulles Access Road with relocation of the ramps in the SW and SE Quadrants, all subject to Federal Aviation Administration (FAA) and VDOT approval.
- (b) a northbound left turn lane across the Reston Avenue Bridge over the Dulles Access Road, subject to FAA and VDOT approval.
- (c) reconstruct Sunset Hills Road to a 4-lane divided section from Town Center Parkway to Herndon Town Line.
- (d) widen westbound approach of Sunset Hills Road to Reston Avenue from Old Reston Avenue.
- (e) East-West Connector Road as a 4-lane divided section from Reston Avenue to Alley Street and improve intersection with Reston Avenue.
- (f) Vail Avenue as a 4-lane section from Reston Avenue to Alley Street and improve intersection with Reston Avenue.

10. Applicant will make application to FAA (or its successors) for permission to construct those improvements which require FAA approval, concurrent with the site plan approval process for the first building in Property A but no later than December 31, 1987. These proffers are given with the expectation that FDOT and VDOT will use their best efforts to assist in obtaining such FAA approvals. Applicant shall use its best efforts to secure all required FAA approvals to and including but not limited to (1) timely filing of Final Plans (2) timely preparing and filing any Final Revisions to Final Plans and (3) timely application for all necessary construction and grading permits. If after applying for permission pursuant to the above and using its best efforts Applicant has not obtained FAA approvals within eighteen (18) months after initial application for all necessary construction and grading permits above, Applicant will inform FDOT that the approvals have not been received and then if FAA approvals are not received within the next six (6) months, Applicant will nevertheless be allowed to continue with the development of the Phase I.

11. All of the above described improvements ((except 9 (a) & 9 (b) if timely FAA approval is not received)) will be substantially completed and placed in service prior to the issuance of a non-residential use permit the which will raise the cumulative total of office and/or R&D space in the Town Center Study Area to 2.3 million square feet.

12. Applicant will conduct the Phase I-A internal traffic study no later than completion of 2.3 million square feet of office and/or R&D space.

13. Fairfax Parkway Construction - Within six months following the opening of Fairfax Parkway bridge over the Dulles Airport Access Road for traffic, Applicant will complete and place in service Fairfax Parkway as a 4-lane divided section between the north ramps of the Dulles Access road and Sunset Hills Road. Prior to the commencement of construction on this segment of the Parkway, Applicant will dedicate, or cause to be dedicated, the 160' right-of-way from Sunset Hills Road to the southern boundary of Reston as more particularly shown on the attached plats. As a part of the construction Applicant will also construct, at Applicant's expense, an at-grade signalized intersection at Sunset Hills Road and Fairfax Parkway.

14. Phase I-B Development - During Phase I-B of development, which will include up to 2,000,000 additional feet of office and/or R&D space bringing the aggregate to 4,300,000 square feet, Applicant will construct the following road improvements at Applicant's expense:

- (a) reconstruct Reston Avenue by adding one lane in each direction, from the ramps north of Dulles Airport Access Road to Temporary Road.
- (b) the East-West Connector Road to a 4-lane divided section from Alley Street to Town Center Parkway.
- (c) Town Center Parkway to a 4-lane divided section from Bowman Towne Drive to East-West Connector Road.
- (d) reconstruct the intersection at Baron Cameron Avenue and Reston Avenue.
- (e) Fairfax Parkway to a 4-lane divided facility from Sunset Hills Road to the East-West Connector.
- (f) East-West Connector to a 4-lane divided facility from Town Center Parkway to the Fairfax Parkway.
- (g) First Street as a 2-lane section from the East-West Connector to Bowman Towne Drive.

15. Applicant will substantially complete and place in service all of the above improvements prior to the issuance of a non-residential use permit which will raise the cumulative total of office and/or R&D space in the Town Center Study Area to 4.3 million square feet.

16. Applicant will conduct the Phase I-A internal traffic study not later than completion of 4.3 million square feet of office and/or R&D space.

17. Phase I-C Development- During Phase I-C development, which will include up to 1,200,000 additional feet of office and/or R&D space bringing the aggregate to 5,500,000 square feet, Applicant will construct the following road improvements at Applicant's expense:

- (a) a southbound lane across the Reston Avenue Bridge over the Dulles Airport Access Road between the northern and southern ramps, subject to FAA approval

(b) a southbound auxilliary lane from Sunset Hills Road to the ramp north of the Dulles Access Road.

(c) Fairfax Parkway to a 4-lane divided section from the East-West Connector to Baron Cameron Avenue.

18. Applicant will substantially complete and place in service the above improvements prior to the issuance of a non-residential use permit which will raise the cumulative total of office and/or R&D space in the Town Center Study Area above 5.5 million square feet.

19. Applicant will conduct the Phase I comprehensive traffic study, including a cordon count, no later than the completion of construction of 5.5 million square feet of office and/or R&D space. Pursuant to the methodology in Appendix B, the comprehensive traffic study will be subject to FDOT approval. Applicant's ability to proceed with development of Phase II will be conditioned on the results of this study and its formula analysis as set forth in Table 2. The development capacity of Phase II will be set by said formula. However, once this development capacity has been determined, Applicant may elect at its sole discretion to cease development should the allowable development capacity defined by said formula not justify the additional transportation improvements.

20. Phase II Development - During Phase II development which will include up to 800,000 additional feet of office and/or R&D space bringing the aggregate to 6,300,000 square feet, Applicant will construct the following road improvements at Applicant's expense:

(a) Town Center Parkway as 4-lane divided section from East-West Connector to Sunset Hills Road.

b) two additional lanes of Reston Avenue, one in either direction, from the East-West Connector to Baron Cameron Avenue.

(c) complete Vail Avenue and remainder of core area streets.

21. Applicant will substantially complete and place in service the above listed improvements prior to the issuance of a non-residential use permit

which will raise the cumulative total of office and/or R&D space in the Town Center Study Area above 6.3 million square feet, as adjusted.

22. Applicant will conduct a Phase II comprehensive traffic study including a cordon count, no later than the completion of construction of 6.3 million square feet of office and/or R&D space. Pursuant to the methodology in Appendix B, the comprehensive traffic study will be subject to FDOT approval. Applicant's ability to proceed with development of Phase III shall be conditioned on the results of this study and the formula analysis as set forth in Table 2. The development capacity of Phase III will be set by said formula. However, once this development capacity has been determined, Applicant may elect at its sole discretion to cease development should the allowable development capacity defined by said formula in its opinion not justify the additional transportation improvements.

23. Phase III Development - During Phase III development which will include up to 805,000 square feet of office space bringing the aggregate to 7,105,000 square feet, Applicant will construct the following road improvements at Applicant's expense:

- (a) First Street from Vail Avenue to Sunset Hills Road as a two-lane section.
- (b) two additional lanes of the Fairfax Parkway, one in either direction from the Dulles Airport Access Road to the East-West Connector.

24. Transportation proffers are made by Applicant with the expectation and understanding that in the event right-of-way, construction or contributions toward construction of parts of the transportation improvements described in Table 3 are provided by others, Applicant will receive full benefit and credit of such contributions in furtherance of its requirements to perform under these proffers.

25. Applicant will construct at its own expense traffic signals throughout the Town Center Superblock at such time as such signals are warranted and approved by VDOT. Such signals shall be interconnected and shall provide for efficient movement of traffic within the Town Center Study Area.

26. Applicant will make best efforts to obtain right of way needed for street widening which is not owned by Applicant. In the event Applicant is unsuccessful, Applicant will request condemnation of the same by Fairfax County at Applicant's expense. This proffer (Section B, paragraph 26) shall become null and void should Fairfax County not use its condemnation powers.

27. Notwithstanding the above adjustments in office and/or R&D development, Applicant will have rights to develop the full 315,000 or more square feet of retail, 1,000,000 square feet of hotel and 1400 or more dwelling units.

28. Applicant proffers to construct intersections in the Town Center consistent with those shown on Figure 12, Page 43, of the Transportation Plan dated July, 1986, as attached hereto. Turn lanes will be provided at such time that the contiguous approach roadway is built or when the intersection warrants signalization. Detailed engineering studies will be conducted for each intersection and should engineering or environmental factors require design modification, Applicant reserves the right to provide the equivalent needed capacity at other locations subject to VDOT and FDOT approval.

29. Applicant will reserve up to 10 feet of right of way on the north boundary of Part 13 of RZ 86-C-121 for further dedication or conveyance to Fairfax County or VDOT for widening of Temporary Road as may be required by detailed engineering, geometric design, and traffic studies and subject to VDOT approval. Applicant will reconstruct Temporary Road from Old Reston Avenue to North Shore Drive to a four-lane undivided facility if required by VDOT consistent with this reservation and subject to future traffic studies. Should VDOT not require this widening by December 31, 2000, this reservation will expire and become null and void and of no further force and effect.

C. DEVELOPMENT PLAN FOR RZ 85 C-088

1. The Town Center Core Area (Property A) will be developed as a mixed use center in general conformity to the Development Plan. The Development Plan prepared by Reston Land Corporation dated February 26, 1986 and revised January 1987 consists of eight sheets of which six are described as follows:

a. Conceptual Plan - The Conceptual Plan shows the generalized location of the various buildings in the Town Center Core Area; their proposed uses, proposed building heights; and provides an overview of the interrelationship of all the components.

b. Master Plan - The Master Plan shows the generalized location of the various buildings in the Town Center Core Area and their proposed uses and provides an overview of the interrelationship of all the components.

c. Phase I Development Plan - The Phase I Development Plan shows the proposed surface parking for Phase I. As development proceeds, parking garages will be substituted for surface lots.

d. Landscape Plan - The Landscape Plan shows the location of the urban parks, the continuity of the urban streetscapes throughout the Urban Core and the increased intensity of landscaping proposed for the highly pedestrian "Market Street". (Although these plans do not reflect the revisions in building sites and to streets 1.a, 1.b, 1.c, and 1.e, they are representative of the quality and character of the Landscape Plan proposed.)

e. Pedestrian Circulation/Parking Garage Entrance-Exit Plan - The Pedestrian Circulation/Parking Garage Entrance-Exit Plan shows the primary and secondary circulation patterns, the pedestrian linkages to the surrounding area and the circulation from the parking structures to the buildings. It also shows the proposed entrances and exits from the parking structures. (Although these plans do not reflect the revisions in building sites and to streets 1.a, 1.b, 1.c and 1.e, they are representative of the quality and character of the Pedestrian Circulation/Parking Garage Entrance-Exit Plan proposed.)

f. Right of Way/Traffic Circulation Plan - The Urban Core shows the urban grid street pattern that will differentiate the Urban Core from the rest of Reston with its meandering streets.

2. The building locations, the height and bulk of buildings and their relationship to each other, the street network and the distribution of uses on the site will be in conformity to the Development Plan, except as modified in accordance with and subject to applicable Fairfax County ordinances.

3. No building in the Town Center Core Area (Property A) shall exceed 275 feet in height from the base elevation of the building.

4. The total floor area ratio for office and commercial buildings in the Town Center Core Area shall not exceed .95 floor area ratio or 3,465,000 square feet of the total commercial space of which approximately 315,000 square feet shall be retail commercial, approximately 2,150,000 square feet shall be office space, and approximately 1,000,000 square feet shall be hotels. The amount of retail in the Town Center Core Area shall be a minimum of 250,000 square feet. Should Applicant elect to increase the retail space in excess of 315,000 square feet, the amount of office and/or hotel shall be reduced by like amounts so as to maintain the maximum 3,465,000 square foot total. Applicant reserves the right to elect to consider ground floor retail in the hotel as either hotel or retail space.

5. The number of dwelling units in the Town Center Core Area (Property A) shall not be fewer than 600. The dwelling units in such core area shall be part of the commitment by Applicant to include at least 1400 dwelling units (excluding Jonathan's Keepe and Part 13 of RZ-86-C-121) in the Town Center Study Area. Such dwelling units may be on both a for-sale and rental basis but shall not be included as part of any FAR calculations.

6. Parking Garages - All parking garages shall be designed to include architectural features and building materials which will minimize the appearance of bulk. All set back areas shall be landscaped and all top decks will include planters for shrubs and flowers. All landscaping shall be submitted to the County Arborist for review and approval and shall be approved by an Architectural Review Board described in 8.a below. As shown on the Development Plan, entrances and exits will be so directed as not to impede traffic flows.

7. Architecture - Applicant will cause all commercial buildings and parking garages to be designed by skilled architects in keeping with the high architectural standards of the Reston community. Prior to submission of site plans, Applicant will cause architectural renderings to be prepared

for each building and approved by an Architectural Review Board described in 8.a below for the Town Center Core Area. Copies of all approved renderings shall be submitted to the Fairfax County Planning Commission for review and comment concurrent with site plan review.

8. Architectural Control - Prior to the commencement of construction of any building on Property A, Applicant will cause to be prepared and recorded a set of covenants running with the land which will:

a) create an Architectural Review Board of which at least two members shall be registered architects which will be empowered to approve or disapprove the external appearance, height and bulk of all commercial and residential buildings, including parking garages and all landscape plans and street furniture.

b) create a Property Owners Association which will be empowered to collect dues from property owners which will be sufficient in total to pay for the maintenance of private streets and ways, walkways, lighting, landscaping, street furniture, signs, fountains, ponds and the art cultural center to be constructed by Applicant.

c) require Architectural Review Board approval of all changes in the external appearance of buildings and landscaping.

9. Landscaping - The Town Center Core Area will be extensively landscaped as illustrated in the development plan. The plan is an illustration of the approximate location and quantity of planting. All landscape plans shall be approved by the County Arborist and the Architectural Review Board and shall be in general harmony throughout the Town Center Study Area and shall be submitted to Fairfax County Planning Commission for review and comment concurrent with site plan review.

10. Open Space - The Town Center Core Area will contain at least 15% of open space, which shall include walkways, pedestrian plazas, minor parks and ponds.

11. Art and Cultural Center - Applicant will construct at Applicant's expense an art and cultural center having a floor area of approximately 8,000 square feet. It may be a separate building or within a larger building. As part of the 8,000 square feet commitment, a separate room not to exceed 800 square feet will be made available on a lease basis to Fairfax

County (at cost exclusive of land costs) for exhibition of Fairfax County art and artifacts. This room may or may not be part of the art and cultural center at the discretion of Applicant. Should Fairfax County elect not to lease such room, it will be utilized by Applicant for art and cultural uses.

D. DEVELOPMENT PLAN FOR RZ 86-C-121

1. Property B will be developed in accordance with the Development Plans dated November, 1986 and revised January, 1987. Prior to submission of a preliminary site plan to DEM for any part of Property B (144.64 acres included in RZ-C-121) Applicant proffers to cause to be prepared a conceptual plan to include:

- a vehicular traffic circulation plan including approximate location of entrances
- minor streets in approximate location
- pedestrian walkways and trails
- landscaping and screening
- open space
- recreation and community facilities
- location of a time-transfer transit hub
- floor area ratios
- height limits
- general location and type of housing units
- general location office and commercial buildings
- general location of parking structures

Applicant will afford members of the Reston community an opportunity to review and comment upon the conceptual plan prior to initial submission of the same to Fairfax County for review. Concurrent with the ongoing community input process, Applicant will submit the plan to the Fairfax County Office of Comprehensive Planning for review and the Fairfax County Planning Commission for review and approval. Once the overall preliminary site plan is approved, Applicant will submit preliminary and final site plans for review pursuant to Fairfax County Zoning Ordinances on a site by site basis.

E. DEVELOPMENT PLAN FOR RZ 86-C-118

1. Property C will be developed in accordance with the Development Plan dated November, 1986 and revised January, 1987. Prior to submission of

a site plan for review to DEM for any part of Property C (86.27 acres included in RZ-C-118) Applicant proffers to cause to be prepared a conceptual plan to include:

- a vehicular traffic circulation plan including approximate location of entrances
- minor streets in approximate location
- pedestrian walkways and trails
- landscaping and screening
- open space
- recreation and community facilities
- location of a time-transfer transit hub
- floor area ratios
- height limits
- general location and type of housing units
- general location office and commercial buildings
- general location of parking structures

Applicant will afford members of the Reston community an opportunity to review and comment upon the conceptual plan prior to initial submission of the same to Fairfax County for review. Concurrent with the ongoing community input process, Applicant will submit the plans to the Fairfax County Office of Comprehensive Planning for review and the Fairfax County Planning Commission for review and approval. Once the conceptual plan is approved, Applicant will submit site plans for review pursuant to Fairfax County Zoning Ordinances on a site by site basis.

F. DEVELOPMENT PLANS FOR ALL CASES
(RZ-85-C-988, RZ-86-C-121, RZ-86-C-118)

1) The total floor area ratio for office and commercial buildings in the Town Center Study Area shall not exceed .43 floor area ratio (calculated on the basis of 448.96 gross acres) or 8,415,000 square feet of the total commercial space of which approximately 315,000 square feet shall be retail commercial, approximately 7,105,000 square feet shall be office space, and approximately 1,000,000 square feet shall be hotels. The amount of retail in the Town Center Core Area shall be a minimum of 250,000 square feet. Should Applicant elect to increase the retail space in the Town Center Study Area in excess of 315,000 square feet, the amount of office and/or hotel shall be reduced by like amounts so as to maintain the maximum 8,415,000 square foot total. Applicant reserves the right to elect to consider ground floor retail in the hotel as either hotel or retail space.

2) The number of dwelling units in the Town Center Study Area (excluding Jonathan's Keepe and Part 13 of RZ 86-C-121) shall not be fewer than 1400. The 600 dwelling units in such core area shall be part of the commitment by Applicant to include at least 1400 dwelling units in the Town Center Study Area. Such dwelling units may be on both a for-sale and rental basis but shall not be included as part of any FAR calculations.

3) Applicant will use its best efforts to encourage and promote the development of residential dwelling units in the Town Center Study Area. Applicant anticipates that 150 dwelling units will be developed concurrent with the first 1,100,000 square feet of commercial space in the Town Center Core Area; 150 additional dwelling units with the next 1,100,000 square feet of commercial space in the Core Area; and 300 additional dwelling units with the buildout of the Core Area. Applicant will commit subject to obtaining building permits and all necessary governmental approvals, that a minimum of 500 dwelling units in addition to Jonathan's Keepe will be under construction by the later of 1993 or the completion of 5,500,000 million square feet of office and/or R&D space provided such commitment will not require such residential construction to be greater than 25% of the annual rate of residential construction in Reston after 1990. When Applicant has developed 5,500,000 square feet of office and/or R&D space Applicant will, prior to commencing any additional office/R&D, identify and designate sites for the balance of the minimum 1400 dwelling units uncommitted and proceed with diligence to plan and market the additional dwelling sites, all of which shall be offered for sale within 5 years from the date Applicant has completed 5,500,000 million square feet of office/R&D space.

4) W&OD Trail Crossings - Subject to the approval of the Northern Virginia Regional Park Authority, the Applicant will construct at Applicant's expense grade-separated street crossings of the W&OD Trail at Reston Avenue, Town Center Parkway and South First Street. (South First Street only if Applicant develops Phase III per Table 3.) Applicant proffers to tunnel the W&OD Trail under Reston Avenue subject to Northern Virginia Regional Park Authority approval. Applicant understands and expects that VDOT and Fairfax County shall use their best efforts to assist in obtaining the necessary Park Authority approvals, but acknowledges and understands that it shall

have the sole obligation for obtaining same. Such crossings would be constructed concurrent with the improvements that create the crossings.

5) Parking Garages - All parking garages shall be designed to include architectural features and building materials which will minimize the appearance of bulk. All set back areas shall be landscaped and all top decks will include planters for shrubs and flowers. All landscaping shall be submitted to the County Arborist for review and approval and shall be approved by an Architectural Review Board as established for subject property. Entrances and exits will be so directed as not to impede traffic flows.

6) Parking - Parking will be provided in accordance with Fairfax County zoning ordinance requirements. Applicant may seek reductions in parking consistent with the zoning ordinance Applicant's TSM program and subject to the Board of Supervisors' approval. Applicant will comply with the zoning ordinance parking requirements during conversion of interim surface parking lots to decked parking and commercial buildings. Applicant will conduct studies of shared parking opportunities in concert with TSM programs and submit to Fairfax County for approval.

7) Architecture - Applicant will cause all commercial buildings and parking garages to be designed by skilled architects in keeping with the high architectural standards of the Reston community. Prior to submission of site plans, Applicant will cause architectural renderings to be prepared for each building and approved by an Architectural Review Board as established for subject property.

8) Landscaping - The Town Center Study Area will be extensively landscaped. All landscape plans shall be approved by the County Arborist and the Architectural Review Board and shall be in general harmony throughout the Town Center Study Area.

9) Open Space - The Town Center Study Area will contain at least 15 percent of open space, which shall include walkways, pedestrian plazas, parks and ponds.

10) Housing Mix - Consistent with Reston's original goals, Applicant will promote a variety of high density urban housing with a mix of housing styles, prices and ownership forms in the Town Center Study Area.

11) Day Care - Consistent with the Comprehensive Plan, Applicant will continue to make sites available in the Town Center Study Area on a for-sale basis at market rates for day care use. Applicant will make or cause others to make property available for 5,000 square feet of day care per every 1,000,000 square feet of office and R&D space developed. These day care centers may be freestanding or parts of larger structures and the property may be available on a for sale or for lease basis. There will be both profit and not-for-profit day cares in the Town Center Study Area, consistent with and proportionate to the ratio of profit to non-profit full time day care facilities which are currently in operation in Reston as of the date of these proffers. Land will be offered for sale at prices which account for the profit status of a particular facility. Applicant will adjust land values to encourage participation of both profit and non-profit facilities in the Fairfax County child care subsidy program. Applicant will utilize the results of a study to be conducted in 1987 by the Fairfax County Office of Children and will communicate with the Office of Children to continue to be informed of community child care needs.

12) Pedestrian Orientation - Applicant will promote and encourage easy pedestrian access to, from, and within the Properties. This will include direct linkages with nearby pathways and to the Northern Virginia Regional Trail. In addition, Applicant will facilitate pedestrian access across major roads through a variety of means including the creation of pedestrian crosswalks, the inclusion of pedestrian phases at signalized intersections and protected way stations in the medians where allowed by VDOT.

13) Community Uses - Applicant commits to either donate a parcel of land which will accommodate up to 10,000 square feet of gross building space or commit up to 10,000 square feet of gross building space for lease at cost,

to be used as community rooms and offices for Reston non-profit organizations. This at cost commitment is contingent on identification of needs and execution of leases or contract of purchase prior to December 31, 1995.

14) Sanitary Sewer - Applicant acknowledges that some of the sewer lines serving the Town Center Study Area may be inadequate to service the development proposed for the Study Area. Applicant further acknowledges that in order to obtain adequate service it may be necessary for Applicant to reconstruct portions of these sewer lines to increase the capacity to service Applicant's property. As Applicant commences its development, and such development, as determined by the Fairfax County Department of Public Works, necessitates the replacement and/or reconstruction of sewer lines servicing Applicant's development, Applicant shall upon request of Public Works proceed with such construction, replacement and/or reconstruction.

Reston Land Corporation

by Gregory J. Friess
Gregory J. Friess
Executive Vice President

Optionee

Pursuant to Section 15.1-491(a) of the Code of Virginia (1950, as amended) and Section 18-203 of the Zoning Ordinance of Fairfax County (1978, as amended), the undersigned optionee, for itself and its successors or assigns (hereinafter referred to as "Centennial") proffers that the development of that part of the parcels under consideration, of which Centennial is optionee, shown on Fairfax County Tax Map 17-1-((1))-3,

17-2((1))-11 (Part 13), 17-1((1))-3 (Part 6), 17-3-((1))-1, 2, 3, 17-3((1))-4, 5, 5C, 5D, 5G, 6, 14, 15 and 17-4((1))-7 (hereinafter collectively referred to as "Property B"); will be in accordance with the following conditions. These proffered conditions will be effective only if the Property is rezoned in accordance with Reston Land's request and Centennial completes its purchase.

Centennial will be bound by the proffers signed by Applicant in RZ 85-C-088, RZ 86-C-121 and RZ 86-C-118 revised February 27, 1987 (except those concerning Development Plan for RZ 85-C-088 and Development Plan for RZ 86-C-118) which affect in any way the parcel of which Centennial is optionee.

CENTENNIAL DEVELOPMENT CORPORATION

By. 

Pete T. Scamardo, President