

**County of Fairfax, Virginia**  
**Planning Commission Meeting**  
**November 1, 2018**  
**Verbatim Excerpt**

*RZ/FDP 2016-HM-024 – JBG/1831 WIEHLE, LLC & EYA DEVELOPMENT, LLC – Appls. to rezone from I-4 to PRM to permit mixed use development with an overall Floor Area Ratio (FAR) of 2.5 and approval of the conceptual and final development plan. Located in the N. side of Dulles Toll Rd., E. side of Wiehle Ave., S. side of Sunset Hills Rd. and W. side of Michael Faraday Dr. on approx. 17.50 ac. of land. Comp. Plan Rec: Transit Station mixed use and Residential mixed use. Tax Map 17-4 ((18)) 1A, 1B, 2B and 3. (Hunter Mill District)*

Decision Only During Commission Matters  
(Public Hearing held on September 13, 2018)

Commissioner Carter: This is Midline. The public hearing for Midline was held and the action deferred to today. Midline has several features that make it different from other projects in the Hunter Mill District, including compact development within a four-block area across the street from the Wiehle Metro Station. Complete community with a mix of residentials in a low-rise, high density form that has often been missing in recent projects in Reston. It includes three types of ownership townhouses, two types of low-rise multi-family units, independent housing for seniors, and assisted living units. It also includes local-serving retail and office space in close proximity to the Metro Station. The applicant and staff have tried to address the comments from the public hearing including the following: WDUs and ADUs Agreement –the applicant has agreed to integrate and disperse these units throughout the development and share some of the services from independent living units with units in other multi-family buildings – parking for WDUs at 70 percent of market-rate units. Because of the unique location and mix of unit types, the proposals in this development are not meant as precedents for future developments.

Townhouses – three types of townhouses are proposed - this is a change from the public hearing - they're full-size townhouses. There are two smaller rate – smaller market-rate townhouses, and there are two townhouses with ADUs. With the remaining ADUs located as three-bedroom units in the adjacent multi-family units. This could be for anyway, from 1 to 5 units and these would be three-bedroom units. Multi-family units – two types are proposed, multi-family over retail and parking; multi-family and a podium format. There will be lower tiers for the WDUs 70, 80, and 100 percent of AMI instead of the normal 80, 100, and 120. Independent Living Development – this project proposed to locate the WDUs as 80 percent of the AMI for the independent senior housing in the adjacent multi-family building with access to some of the services provided in the independent living. If you remember, that was a discussion at the public hearing. Improved open spaces – dog parks have been adding for – added for each multi-family building and within each block of townhouses. Child play areas have been added – a variety of sizes and activities are proposed. Loading and services – service areas –s one full-size loading space per building, two spaces for smaller trucks and vans within the parking garage, at least one space near the front entrance for each building, as on-street parking. I want to add a proffer that would ask for coordination of streetscape and wayfinding signs. This would be an agreement to work with the other applications along Reston Station Boulevard to coordinate the street trees, street lights, and my favorite curbs and wayfind signage, subject to agreement from VDOT - that would be added. So with that, it's in conformance with the Comprehensive Plan; has the right mix of units; full contribution to the road fund, housing fund, public facilities, and athletic fields; full commitment for school funding; meets the requirements for funding for park and recreational facilities on-site; transportation – Reston Station Boulevard will be extended through the site. this would allow all the parcels access to a public street. Then we know there – that public street is

augmented by a grid system of private streets. On-street parking provided throughout the projects, bikeways will be provided. Wide sidewalks will be provided with closely spaced street trees, street lighting, and street furniture. A pedestrian connection to the W&OD Trail will be provided along Wiehle Avenue with wayfinding signs. And four – funding of four preemption devices for traffic signals will be provided. Public recreation facilities and open space – there's a front porch park with a large one, four other open space areas. The Weihle Avenue Promenade that gives you the connection to the W&OD Trail and there are private amenity spaces within the buildings. Environment – tree canopy has been provided as required. Stormwater Management including: best management practices, green roof areas, bio-retention areas are – proposed to meet the stormwater. Green buildings are also – have been provided. So, with that, I'd to thank the design team, EYA with McLean Quinn and JBG with Brady – Bailey Edelson, for their outstanding work in providing a diversity of low-rise high density housing types, and their coordination with the adjacent parcels. Again, thanks to Mary Ann and staff and the Planning and Zoning Committee for the constructive comments and suggestions that resulted in a 9to-1 approval. So, with no comments, I'm prepared to make a motion.

Chairman Murphy: Before you do that, I think the applicant should come forward. Please identify yourself for the record and re-affirm your agreement with the proffer that was introduced and anything else that you might like to add to this.

Brian Winterhalter, Applicant's Agent, Cooley LLP: Thank you Mr. Chairman, we don't have anything to add. I'm Brian Winterhalter with Cooley, on behalf of the applicant, we are in agreement with adding a proffer described by Commissioner Carter.

Chairman Murphy: Okay, thank you very much. Mr. Carter.

Commissioner Carter: Mr. Chairman, I request that the applicant confirm for the record agreement to the proposed development conditions dated October 25, 2018, which they have just done.

Chairman Murphy: You want to come back? I mean this is a - you just want more TV time? Is that...

Brian Winterhalter: Still Brian Winterhalter, we agree with the development conditions. Thank you.

Chairman Murphy: That's why I asked you to...

Commissioner Carter: Just making sure, just making sure.

Chairman Murphy: Okay.

Commissioner Carter: One, I MOVE THAT THE PLANNING COMMISSION RECOMMEND, RECOMMEND TO THE BOARD OF SUPERVISORS APPROVAL OF RZ 2016-HM-024 AND THE ASSOCIATED CONCEPTUAL DEVELOPMENT PLAN, SUBJECT TO THE EXECUTION OF PROFFERS CONSISTENT WITH THOSE DATED OCTOBER 17<sup>TH</sup>, 2018, WITH THE ONE AMENDMENT.

Commissioner Sargeant: Second

Chairman Murphy: Seconded Mr. Sargeant. Is there a discussion of the motion? All of those in favor of the – . oh, Ms. Hurley?

Commissioner Hurley: Overall I think this is a...a good application. I am continued to be concerned about the potentially precedent setting, although you said it wouldn't be precedent setting, the 70-percent rate for parking, how much parking should be facilitated close to metro, etcetera remains my concern. And, also, the reduce WDU tiers, which I believe should be go through a formal process through the housing authority etcetera So, because I don't want this to be precedent-seating, and we've seen it case after case coming from your district, I...I will abstain.

Commissioner Carter: Okay.

Chairman Murphy. All of those in favor of the motion, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed. Motion carries. One abstention.

Commissioner Carter: Okay, number two, I MOVE THAT THE PLANNING COMMISSION APPROVE FDP -, FDP 2016-HM-024, SUBJECT TO THE DEVELOPMENT CONDITIONS DATED OCTOBER 25<sup>TH</sup>, 2018, AND SUBJECT TO THE BOARD OF SUPERVISORS' APPROVAL OF RZ 2016-HM-024.

Commissioner Sargeant: Second.

Chairman Murphy: Seconded Mr. Sargeant. Is there a discussion of that motion? All of those in favor of the motion to approve FDP 2016-HM-024, subject to the Board's approval of the re-zoning and the conceptual development plan, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed? Motion carries.

Commissioner Carter: Number three, I MOVE THAT THE PLANNING COMMISSION RECOMMEND...

Chairman Murphy: One abstention?

Commissioner Hurley: No, I'll vote for....

Chairman Murphy: Will vote, okay.

Commissioner Carter: Okay. I MOVE THAT THE PLANNING COMMISSION RECOMMEND TO THE BOARD OF SUPERVISORS APPROVAL OF THE REQUESTED WAIVERS AND MODIFICATIONS CONTAINED IN THE HANDOUT DISTRIBUTED TO YOU THIS EVENING.

Commissioner Sargeant: Second.

Chairman Murphy: Second by Mr. Sargeant. Is there a discussion of that motion? All of those in favor of the motion, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed? Motion carries.

Commissioner Carter: And finally, I MOVE THAT THE PLANNING COMMISSION RECOMMEND TO THE BOARD OF SUPERVISORS APPROVAL OF PARKING REDUCTION #3729-PKS-007-03, SUBJECT TO THE CONDITIONS CONSISTENT WITH THOSE DATED SEPTEMBER 13, 2018, AS AMENDED.

Commissioner Sargeant: Second.

Chairman Murphy: Seconded by Mr. Sargeant. Discussion? All of those in favor of that motion, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed? Motion carries.

Commissioner Hurley: I abstain the vote.

Chairman Murphy: And Mrs. Hurley abstains on that one. Okay.

The first and third motions carried by a vote of 10-0-1. Commissioner Hurley abstained. Commissioner Hart was absent from the meeting.

The second and fourth motions carried by a vote of 11-0. Commissioner Hart was absent from the meeting.

KAS

**MIDLINE  
PROFFER STATEMENT  
RZ/FDP 2016-HM-024**

**April 27, 2017  
Revised October 17, 2018**

Pursuant to Section 15.2-2303 (A) of the Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended) (the “Zoning Ordinance”), the property owners and applicants, for themselves and their successors and assigns (collectively, the “Applicant”), in this rezoning application proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Map as parcels 17-4 ((18)) 1A (“Parcel 1A”), 17-4 ((18)) 1B (“Parcel 1B”), 17-4 ((18)) 2B (“Parcel 2B”), and 17-4 ((18)) 3 (“Parcel 3”) (collectively referred to as the “Property”) will be in accordance with the following conditions (“Proffers”) if, and only if, RZ/FDP 2016-HM-024 (the “Application”) is granted to rezone the Property from the I-4 to the PRM District. In the event that this Application is denied, these Proffers will be immediately null and void and of no further force or effect.

**GENERAL**

1. Conceptual Development Plan/Final Development Plan. The Property will be developed in substantial conformance with the Conceptual Development Plan/Final Development Plan (“CDP/FDP”) dated July 29, 2016, and revised through October 17, 2018, prepared by VIKA Virginia, LLC, and consisting of 97 sheets, as further described below.
2. CDP Elements. Notwithstanding that the Conceptual Development Plan and the Final Development Plan are presented on the same sheets and defined as the CDP/FDP in Proffer 1, it will be understood that the CDP consists of (i) the maximum square footage of permitted development on the Property, including the proposed mix and locations of uses as set forth on the CDP/FDP and as qualified under Proffer 5; (ii) the minimum proposed open space; (iii) the general location and arrangement, minimum setbacks, and maximum building height of the buildings on the Property as shown on the CDP/FDP; and (iv) the points of access to the Property and accompanying pedestrian and vehicular circulation routes through the Property as shown on the CDP/FDP (collectively, the “CDP Elements”). The Applicant reserves the right to request approval from the Planning Commission of a Final Development Plan Amendment (“FDPA”) pursuant to Section 16-402 of the Zoning Ordinance for elements other than the CDP Elements for all or a portion of the Property and the CDP/FDP, provided such FDPA is in substantial conformance with these Proffers.
3. Minor Modifications and Minor Variations. Minor modifications to the CDP/FDP may be permitted by the Zoning Administrator pursuant to Section 16-403(4) of the Zoning Ordinance when necessitated by sound engineering or when necessary as part of final site design or engineering. Minor modifications to the Proffers may be permitted by the Zoning Administrator pursuant to Section 18-204 of the Zoning Ordinance. Minor variations to the CDP/FDP and/or Proffers may be permitted by approval of the Board of Supervisors with public notice, and may not need a public hearing or a CDPA, FDPA, or PCA, pursuant to Section 18-204 of the Zoning Ordinance.

4. Future Applications. Any portion of the Property may be the subject of a Conceptual Development Plan Amendment (“CDPA”), FDP, Proffered Condition Amendment (“PCA”), Rezoning (“RZ”), Special Exception (“SE”), Comprehensive Sign Plan (“CSP”), Special Permit (“SP”), Variance or other zoning action without the joinder and/or consent of the owners of the other land areas, provided that such application complies with Section 18-204 of the Zoning Ordinance and Section 15.2-2302 of the Code of Virginia, as applicable. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property that are not the subject of such an application will remain in full force and effect.

## **PROPOSED DEVELOPMENT**

5. Proposed Development. The development proposed with this Application includes the following uses on Block A, Block B, Block C, and Block D as depicted on the CDP/FDP:

A. Development on Block A and Block B. The development proposed with this Application for Block A and Block B includes the following uses:

- i. Building A1. An independent living facility consisting of up to 160,000 square feet of gross floor area and up to 127 independent living units (the “Independent Living Units”), an assisted living facility consisting of up to 25,000 square feet of gross floor area and up to 33 assisted living beds/units (the “Assisted Living Units”), and up to 21,950 square feet of gross floor area of non-office, non-residential secondary uses as permitted under Section 6-403 of the Zoning Ordinance (“Secondary Uses”) within the building identified as Building A1 on the CDP/FDP (“Building A1”).
- ii. Building A2. A multi-family residential building consisting of up to 297,002 square feet of gross floor area and up to 325 dwelling units with up to 81,920 square feet of gross floor area of Secondary Uses within the building identified as Building A2 on the CDP/FDP (“Building A2”).
- iii. Building B1. A multi-family residential building consisting of up to 265,000 square feet of gross floor area and up to 225 dwelling units with up to 60,800 square feet of gross floor area of Secondary Uses within the building identified as Building B1 on the CDP/FDP (“Building B1”).
- iv. Building B2. An office building consisting of up to 259,845 square feet of gross floor area of office uses and/or college/university uses (collectively the “Office Uses”) within the building identified as Building B2 on the CDP/FDP (“Building B2”).

B. Development on Block C and Block D. The development proposed with this Application for Block C and Block D includes two development options as described below. The Applicant will have the right to select, in its sole discretion, which of the two options it will implement with the development of the Property, as follows:

- i. Development Plan: The “Development Plan” for Blocks C and D consists of the following uses:
  - a. Building C1: A multi-family residential building consisting of up to 229,300 square feet of gross floor area and up to 218 dwelling units with up to 15,480 square feet of gross floor area of Secondary Uses within the building identified as Building C1 on the CDP/FDP (“Building C1”).
  - b. Building C2. A multi-family residential building consisting of up to 83,000 square feet of gross floor area and up to 39 dwelling units with up to 40,000 square feet of gross floor area of Secondary Uses within the building identified as Building C2 on the CDP/FDP (“Building C2”).
  - c. Building D1. A multi-family residential building consisting of up to 144,450 square feet of gross floor area and up to 70 dwelling units with up to 31,000 square feet of gross floor area of Secondary Uses within the building identified as Building D1 on the CDP/FDP (“Building D1”).
  - d. Block D2. A block of single-family attached residential consisting of up to 128,039 square feet of gross floor area and up to 56 dwelling units within the block identified as Block D2 on the CDP/FDP (“Block D2”).
- ii. Alternate Plan: The “Alternate Plan” for Blocks C and D consists of the following uses:
  - a. Building C1: A multi-family residential building consisting of up to 229,300 square feet of gross floor area and up to 218 dwelling units with up to 15,480 square feet of gross floor area of Secondary Uses within the building identified as Building C1 on the CDP/FDP (“Building C1”).
  - b. Block C2A. A block of single-family attached residential consisting of up to 77,410 square feet of gross floor area and up to 35 dwelling units within the block identified as Block C2A on the CDP/FDP (“Block C2A”).
  - c. Building D1A. A multi-family residential building consisting of up to 126,000 square feet of gross floor area and up to 90 dwelling units with up to 7,600 square feet of gross floor area of Secondary Uses within the building identified as Building D1A on the CDP/FDP (“Building D1A”).
  - d. Block D1B. A block of single-family attached residential consisting of up to 58,957 square feet of gross floor area and up to

24 dwelling units within the block identified as Block D1B on the CDP/FDP (“Block D1B”).

- e. Block D2. A block of single-family attached residential consisting of up to 128,039 square feet of gross floor area and up to 56 dwelling units within the block identified as Block D2 on the CDP/FDP (“Block D2”).
- iii. Notwithstanding the Development Plan and Alternate Plan described above for Blocks C and D, the Applicant reserves the right to develop Block C under either the Development Plan option or the Alternate Plan option independent of the option the Applicant selects for Block D. If the Applicant should develop Block C under the Development Plan and Block D under the Alternate Plan, the Applicant will provide an additional 0.03 acres of urban parkland to meet the urban parkland recommendations for the Property under the Comprehensive Plan.

Collectively, Building A1, Building A2, Building B1, Building C1, Building C2, Block C2A, Building D1, Building D1A, Block D1B, and Block D2 will be referred to herein as the “Residential Buildings” and the dwelling units within such buildings will be referred to herein as the “Residential Units.” Collectively, the Residential Units (inclusive of the Independent Living Units), Assisted Living Units, Office Uses, and Secondary Uses will be referred to herein as the “Proposed Development.”

- C. Minor Reallocation of Residential Uses. Notwithstanding the description of the Proposed Development above, the Applicant may reallocate the amount of gross floor area of residential uses and the number of dwelling units among the Residential Buildings without the need for a CDPA, FDPA, or PCA, provided: (a) each individual Residential Building does not exceed by more than five percent (5%) the gross floor area and number of dwelling units identified for each Residential Building in Proffer 5.A and 5.B above, (b) the total gross floor area of the Residential Units does not exceed 1,306,791 square feet in the Development Plan or 1,341,708 square feet in the Alternate Plan, (c) the total number of Residential Units does not exceed 1,060 dwelling units in the Development Plan or 1,100 dwelling units in the Alternate Plan, and (d) the Proposed Development otherwise is in substantial conformance with the CDP/FDP.
- D. Minor Reallocation of Secondary Uses. Notwithstanding the description of the Proposed Development above, the Applicant may reallocate the amount of gross floor area of Secondary Uses among Buildings A1, A2, B1, C1, C2, D1, and D1A without the need for a CDPA, FDPA, or PCA, provided: (a) the Secondary Uses in each individual Residential Building do not exceed by more than five percent (5%) the gross floor area of Secondary Uses identified for each Residential Building in Proffer 5.A and 5.B above, (b) the total gross floor area of the Secondary Uses does not exceed 251,150 square feet in the Development Plan or



187,750 square feet in the Alternate Plan, and (c) the Proposed Development otherwise is in substantial conformance with the CDP/FDP.

- E. Limited Conversion of Office to Secondary Uses. Notwithstanding the description of the Proposed Development above, the Applicant may convert up to 10,000 square feet of Office Uses in Building B2 to Secondary Uses, provided: (a) any such square footage of Office Uses converted to Secondary Uses is developed within Building B2, (b) the total gross floor area of Building B2 does not exceed 259,845 square feet, and (c) the Proposed Development otherwise is in substantial conformance with the CDP/FDP.

6. Secondary Uses. The Secondary Uses may be located in Buildings A1, A2, B1, C1, C2, D1, and D1A, and may include any non-office, non-residential uses as permitted under Section 6-403 of the Zoning Ordinance. The following Secondary Uses of carryout restaurants, quick-service food stores, billiard and pool halls, health clubs, child care centers and nursery schools (provided that if a usable outdoor recreation area is required, the Applicant will either make a demonstration of adequacy, as determined by the Zoning Administrator at the time of site plan approval, or obtain approval of a special exception), colleges and universities, cultural centers, museums, private clubs and public benefit associations, private schools of general education (provided that if a usable outdoor recreation area is required, the Applicant will either make a demonstration of adequacy, as determined by the Zoning Administrator at the time of site plan approval, or obtain approval of a special exception), and private schools of special education identified as a Group or Category use under Section 6-403 of the Zoning Ordinance will be permitted without the need for a separate SP, SE, CDPA, FDPA, or PCA. All other Secondary Uses identified as a Group or Category use under Section 6-403 of the Zoning Ordinance may be permitted through a separate SP or SE without the need for a CDPA, FDPA, or PCA, provided the use is in substantial conformance with the approved CDP/FDP. Notwithstanding the maximum square footage of Secondary Uses identified in Proffer 5, the Applicant may convert any square footage of Residential Units in Buildings A1, A2, B1, C1, C2, D1, and D1A to Secondary Uses, provided: (a) any such square footage of Residential Units converted to Secondary Uses is developed within the same Residential Building, (b) the square footage of Residential Units converted to Secondary Uses in any Residential Building does not exceed five percent (5%) of the gross floor area of Residential Units in such Residential Building, (c) the total gross floor area of the Residential Units and the Secondary Uses does not exceed 1,557,941 square feet in the Development Plan or 1,529,458 square feet in the Alternate Plan, (d) the Applicant provides a trip generation analysis to the Fairfax County Department of Transportation (“FCDOT”) demonstrating that the proposed conversion of square footage of Residential Units to Secondary Uses generates fewer than 100 additional directional peak hour trips as compared to the Midline Traffic Impact Study prepared by Wells+Associates, Inc. dated May 10, 2017, based on the most current edition of the ITE Trip Generation Manual, and (e) the Proposed Development otherwise is in substantial conformance with the CDP/FDP. In the event the proposed conversion of square footage of Residential Units to Secondary Uses generates 100 or more additional directional peak hour trips as compared to the Midline Traffic Impact Study, FCDOT may require the Applicant to complete an operational analysis for review by FCDOT and the County also may require the Applicant to obtain approval of a PCA/CDPA/FDPA for such conversion of Residential Units to Secondary Uses. In such event, the Applicant will scope the operational analysis with FCDOT and submit the operational analysis for review and

approval by FCDOT as part of any required PCA/CDPA/FDPA or, if a PCA/CDPA/FDPA is not required, prior to site plan approval for such Secondary Uses.

7. Secondary Use Minimum Square Footage and Block Frontage. Notwithstanding that the description of the Proposed Development in Proffer 5 above identifies only a maximum square footage for the Secondary Uses, the Applicant will develop a minimum of 50,000 square feet of Secondary Uses on Blocks A and B collectively and a minimum of 6,000 square feet of Secondary Uses on Blocks C and D collectively as shown on Sheet C-03 of the CDP/FDP. For purposes of this proffer, the requirement to develop a minimum amount of Secondary Uses means the Applicant will include the minimum square footage of Secondary Uses on the site plan that provides for the final building to be constructed on Blocks A and B and on the site plan that provides for the final building to be constructed on Blocks C and D (which square footage will be inclusive of any square footage of Secondary Uses included in previous site plans for such Blocks as shown in the tabulations required under Proffer 8 below), and will include such space for Secondary Uses with the construction of the building pursuant to such site plan, provided, however, that the Applicant may convert such space for Secondary Uses to amenity space for residents of the building (but not residential units) designed in such a way as to provide ground-level activation of the building (such as, but not limited to, a fitness center, business center, or community room) if the Applicant is unable, despite commercially reasonable good faith efforts, to lease such space for Secondary Uses within six (6) months of the issuance of Residential Use Permits (“RUPs”) for fifty percent (50%) or more of the Residential Units shown on the final site plan for such block. Further, upon the buildout of the Proposed Development, Secondary Uses will constitute a minimum of fifty percent (50%) of the building frontage directly fronting on Wiehle Avenue, Sunset Hills Road, and Reston Station Boulevard.

8. Site Plan Tabulations. The Applicant will provide a tabulation indicating the status of the Proposed Development with each site plan submission for the Property. Such tabulations will include a list of all existing and proposed buildings within the Property, along with the gross floor area and types of uses for such buildings, for the purpose of tracking the development of the Property for conformance with the gross floor area and types of uses permitted under the CDP/FDP and the Proffers. The Applicant will update the tabulations with each subsequent site plan submission for the Property.

9. Architecture. The quality and character of the architectural design and building materials for the Proposed Development will be in substantial conformance with the architectural elevations shown on Sheets A3-01, A3-02, A3-03, and A3-04 of the CDP/FDP. Exterior building materials for the Proposed Development may include, but will not be limited to: brick, masonry/stone, aluminum, steel, glass, cementitious paneling and siding, aluminum or vinyl siding (only for rear facades of single family attached units where the rear facades face alleys and do not face the front of other buildings or publicly accessible park areas), stucco, composite insulated panels, and aluminum/vinyl windows, provided that final architectural details, roofs, and accents may include other materials. Bay windows, balconies, awnings, and other architectural features may be provided along the façade of any building and may extend beyond the building footprints shown on the CDP/FDP as permitted under Article 2 of the Zoning Ordinance. The Applicant reserves the right to adjust or modify the architectural design, including, but not limited to, the building materials, articulation, balconies, and fenestration, as

part of final architectural design and engineering without requiring approval of a CDPA, FDPA, or PCA, provided the quality and character of the architectural design and building materials remain in substantial conformance with that shown on the CDP/FDP, as determined by the Zoning Administrator.

- A. Parking Garage Treatment. The Applicant will provide architectural treatment for any exposed parking areas in above-grade parking structures in accordance with the quality and character of the illustrative parking structure treatments shown on Sheet A4-03 of the CDP/FDP.
- B. Reston Station Boulevard Single Family Attached Units. In the event the Applicant proceeds with the development of Block C or Block D under the Alternate Plan, the Applicant will develop the single family attached dwelling units fronting on Reston Station Boulevard with the quality and character of the architectural design and building materials for such dwelling units in substantial conformance with the architectural renderings shown on Sheet A1-04 and A1-06 of the CDP/FDP, which will include massing consistent with a multi-family residential building, a retail storefront expression for the first floor of the building, lowered stoops, recessed entry areas (for the twenty foot wide units), and a unified architectural expression above the first floor of the building to provide an urban design character consistent with the retail-focused, pedestrian-oriented nature of Reston Station Boulevard within the Proposed Development. Further, in the event the Applicant proceeds with the development of single family attached dwelling units fronting on Reston Station Boulevard, the Applicant also will provide a continuous streetscape, seating and site furniture within the landscape amenity panel, potted plantings, and light post banners.
- C. Bay Window Offsets for Single Family Attached Units. The Applicant will include bay window projections in the architectural design of any blocks of single family attached dwelling units throughout the Proposed Development generally as shown on Sheet C-29 of the CDP/FDP to provide building articulation and vary the depth of the front facades of such dwelling units so that no more than three (3) abutting units have the same front setback with the minimum offset being one (1) foot.
- D. Building D1 and Building D1A Southern Façade Treatment. The Applicant will provide architectural treatment for the southern façade of Building D1 or Building D1A in accordance with the quality and character of the illustrative architectural treatments shown on Sheet A4-04 of the CDP/FDP. As an alternative, the Applicant will have the right to provide murals, sculptural elements, or other similar artistic treatment for the southern façade of Building D1 or Building D1A.
- E. Architectural Review. Prior to or concurrently with the submission of building plans to the County for the Proposed Development, the Applicant will submit information regarding the architectural design and building materials for the Proposed Development to the Reston Association Design Review Board for

review and comment.

10. Building Height. Building heights for the Proposed Development will not exceed the maximum building heights shown on Sheet C-03 of the CDP/FDP. Building heights will be measured in accordance with the provisions of the Zoning Ordinance and will be exclusive of those structures that are excluded from the maximum building height regulations as set forth in Section 2-506 of the Zoning Ordinance, including, for example, penthouses and other rooftop structures. Notwithstanding the foregoing, however, nothing will preclude the Applicant from constructing the Proposed Development to lesser building heights than those which are represented as the maximum building heights on the CDP/FDP, provided that Building A1, Building A2, Building B1, Building B2, Building C1, and Building D1A will have the minimum building heights shown on Sheet C-03 of the CDP/FDP and the configuration of the building footprints remain in substantial conformance with those shown on the CDP/FDP.

11. Declarations/Owners Associations. The Applicant may cause the recordation of one or more declarations creating any necessary Umbrella Owners Association (“UOA”), Home Owners Association (“HOA”), Condominium Owner Association (“COA”) or Commercial Association (“CA”) for the Property as follows:

- A. Umbrella Owners’ Association. At any time, the Applicant may record a declaration and/or establish a UOA for the Property to address the general maintenance and other obligations (including any sound wall, the landscape amenity panel and sidewalk areas within public right-of-way or public access easements, private streets, stormwater management, and transportation demand management) of the owner(s) (and their successors and assigns), including the fulfillment of these Proffers. If recorded or established, the declaration and/or UOA documents will separately identify those maintenance or proffer obligations that will or are expected to fall principally on owners or residents of the Residential Units and such obligations will be disclosed to the owners/residents in accordance with the terms of this proffer.
- B. Homeowner and Condominium Owners’ Association. In the event any of the Residential Units are held for sale, the Applicant will cause an HOA/COA to be formed for any applicable building containing for-sale Residential Units. If a declaration is recorded and/or a UOA is established for the Property, the HOA/COA will be a member of the declaration and/or UOA.
- C. Commercial Association. The Applicant may cause a CA to be formed for the Office Uses. In the event any Residential Units are leased as a rental residential units without being held for sale, the Applicant may cause a CA to be formed for any such Residential Units. If a declaration is recorded and/or a UOA is established for the Property, each CA will be a member of the declaration and/or UOA.
- D. Disclosures. The declaration establishing any HOA/COA/CA on the Property (including budgets provided in any offering or sale materials) will specify the proffer and maintenance conditions and obligations set forth in these Proffers.

Purchasers will be advised in writing of these proffer conditions and obligations prior to entering into a contract of sale.

- E. UOA Transportation Demand Management (“TDM”) Obligations. All residents, tenants, owners, employers and employees living, working, operating a business or owning property within the Property will be advised of the applicable TDM obligations described in Proffer 38. All HOA/COA/CA members will be informed of any funding obligations for the TDM program prior to entering into a contract of sale, and all such obligations will be included in the HOA/COA/CA documents.
- F. Additional Associations. In addition to the UOA/HOA/COA/CAs described above, the Applicant may join any existing associations, record any additional declarations, and/or establish any additional associations as may be deemed necessary by the Applicant.

### **LIGHTING**

12. Lighting. All on-site outdoor lighting provided with the Proposed Development will comply with the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. All proposed building mounted security lighting on the Property will utilize full cut-off fixtures.

### **PARKING**

13. Zoning Ordinance Parking Requirements. Parking will be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance, as determined by the Department of Land Development Services (“LDS”), for the uses within the Proposed Development or in accordance with a parking reduction as may be permitted under Article 11 of the Zoning Ordinance and approved by the Board of Supervisors. In the event that a parking reduction is approved, the Applicant reserves the right to provide additional parking beyond the minimum number of parking spaces approved under the parking reduction (up to a maximum of five percent (5%) more parking spaces than approved under the parking reduction), provided any such additional parking is provided: (a) below grade, (b) within the interior of a block wrapped by building, or (c) if above grade and not wrapped by building, only to the extent necessary to complete a structured parking level and not to add additional above-grade structured parking levels. In the event that a parking reduction is not approved or is approved and not implemented by the Applicant, the number of parking spaces serving the Proposed Development will comply with the requirements of Article 11 of the Zoning Ordinance in effect as of the date of these Proffers or as such parking requirements under Article 11 of the Zoning Ordinance may be reduced by the Board of Supervisors in the future or in accordance with a future or amended parking reduction as may be approved by the Board of Supervisors.

- A. Unbundled Parking. The Applicant will offer parking spaces for the multi-family Residential Units (exclusive of the Independent Living Units) for lease or for purchase exclusively and separately from the lease of any rental multi-family Residential Unit or the sale of any for-sale multi-family Residential Unit. The Applicant will have the right to charge separately for parking spaces for any rental

or for-sale multi-family Residential Units on a per space basis at market rates determined by the Applicant.

- B. Short-Term Loading. As part of each initial site plan submission for a parking structure, the Applicant will designate at least two, but no more than five, short-term, standard size parking spaces for small loading or service vehicles within such structure, provided that any such spaces shall not count against the parking reduction described in this Proffer 13. The designation of spaces under this Proffer 13 will be in conformance with Conditions 3 and 5 of the Parking Reduction Study #3729-PKS-007, if said study is approved by the Board of Supervisors.

14. On-Street Parking Spaces. On-street parking may be provided on the private streets as generally shown on the CDP/FDP and as may be adjusted at the time of site plan approval. The Applicant reserves the right to restrict on-street parking on private streets to limit the duration of such parking and to limit such parking to patrons of the retail uses within the Property and/or visitor parking through appropriate signage or such other means as determined appropriate by the Applicant. On-street parking spaces along any private streets that otherwise are not required to satisfy the parking requirements may be used as temporary or short-term parking, car-sharing parking, valet parking, and/or similar uses.

15. Electric Vehicle Charging Facilities. For purposes of this Proffer 15, “electric vehicle-ready” or “EV-ready” means the provision of space, conduit banks, conduits and access points allowing for the easy installation of electric vehicle charging stations in the future, space for potential future installation of increased transformer capacity, and space within the electrical room to accommodate future electric capacity, and does not include the installation of transformers, switches, wiring or charging stations.

- A. Each new parking structure constructed as part of Building A2, B1, B2, C1, C2, D1, and D1A will be designed to support the future installation of Level 2 electric vehicle (“EV”) charging infrastructure for a minimum of One Percent (1%) of the spaces within such structure and may provide additional infrastructure if the market supports the same. The Applicant will include within site plan and building plan submissions, as applicable, the identification of spaces within the parking structure that will be EV-ready, as well as information demonstrating the following, to the satisfaction of the Environment and Development Review Branch (“EDRB”) of the Department of Planning & Zoning (“DPZ”):
  - i. That conduits with pull strings and access points will be installed sufficient to support the future installation of an EV charging station at each of the EV-ready spaces;
  - ii. That electric load estimates prepared for the building will account for EV-ready spaces. Estimates can calculate a cumulative load, where EV-ready load is added to building service load, or, alternately, the building permit plans can demonstrate that building service load can accommodate EV-ready loads for the EV-ready spaces identified above; and

- iii. That the electrical room of the building will be sized to support future electrical capacity expansions for a Level 2 EV charging station for each identified space within the parking facility, including empty panel space for EV charging that could ultimately be connected with pull string conduits to the parking.
  - iv. In addition, unless and until all EV-ready spaces will have EV charging stations installed, the Applicant will include, within closing and leasing documents, disclosure to prospective purchasers/renters the presence of EV-ready parking spaces on the property.
  - v. That a minimum of one (1) electric vehicle charging station that serves a minimum of two (2) spaces will be installed and available for use in each new parking structure constructed as a part of Building A2, B1, B2, C1, C2, D1, and D1A prior to the issuance of the first RUP or Non-RUP for each such building.
- B. Following approval of this Application, the Applicant may request approval from LDS, in consultation with EDRB, to reduce or eliminate the requirement to install/maintain EV-ready spaces in any new parking structure upon demonstration that, due to changes in technology or other market conditions beyond the Applicant's control, demand for EV-ready spaces has diminished below the number of spaces this Proffer 15 otherwise would require the Applicant to maintain. In no event will the requirements of this Proffer 15 apply to any single-family attached dwelling units.

16. Bicycle Parking. As part of site plan approval for Buildings A2, B1, B2, C1, C2, D1, and D1A, the Applicant will designate on the site plan and install secure bicycle storage in locations convenient to the office, multi-family residential, and retail uses shown on such site plan using the standards outlined below. For purposes of this Proffer 16, short-term bicycle parking will be located proximate to the entrances to the building being served. Long-term bicycle parking will be in a secure location such as a bicycle room, cage, locker, or other secure parking option approved by FCDOT. The Applicant also will provide signage within the Property to guide bicyclists to the secure bicycle storage facilities. In no event will the requirements of this Proffer 16 apply to any single-family attached dwelling units.

- A. Office Bicycle Parking. The Applicant will provide one (1) long-term bicycle parking space for every 7,500 square feet, or portion thereof, of gross floor area of Office Uses and one (1) additional short-term bicycle parking space for each additional 20,000 square feet, or portion thereof, of gross floor area of Office Uses.
- B. Multifamily Residential Bicycle Parking. The Applicant will provide one (1) long-term bicycle parking space for every three (3) multi-family residential units, or portion thereof, and one (1) short-term bicycle parking space for every 25 multi-family residential units, or portion thereof.

- C. Retail Bicycle Parking. The Applicant will provide one (1) short-term bicycle parking space for every 5,000 square feet, or portion thereof, of gross floor area of Secondary Uses and one (1) long-term bicycle parking space for every 12,500 square feet of gross floor area of Secondary Uses, or portion thereof.
- D. Consultation with FCDOT. The Applicant will determine the final locations of the secure bicycle storage, short-term bicycle racks, the type of bicycle racks, and bicycle signage for Buildings A2, B1, B2, C1, C2, D1, and D1A in consultation with the FCDOT Bicycle Coordinator prior to site plan approval for each such building. The bicycle storage facilities designated on the site plan for Buildings A2, B1, C1, C2, D1, and D1A will be installed prior to the issuance of the first RUP for each such building. The bicycle storage facilities designated on the site plan for Building B2 will be installed prior to the issuance of the first Non-RUP for such building. The bicycle signage for each building will be installed prior to the issuance of the earlier of the first RUP or Non-RUP for such building, as applicable.

17. Bike Share Station. The Applicant will install a “bike share” station with up to 15 bicycle docks (the “Bike Share Station”) within the Property or within public right-of-way, subject to VDOT approval. The final location of the Bike Share Station will be determined by the Applicant and the bike share provider in consultation with FCDOT and VDOT (if the Bike Share Station is to be located within public right-of-way) prior to the approval of the first site plan for the Property, and may be within areas designated for on-street parking such that the Bike Share Station may displace one or more on-street parking spaces. Subject to FCDOT and/or VDOT approval, as applicable, the Applicant will install the Bike Share Station prior to the issuance of the earlier of the first RUP or Non-RUP for the building closest to the selected location of the Bike Share Station. The Applicant will not be responsible for the ongoing operation or maintenance of the Bike Share Station. Following installation of the Bike Share Station, the Applicant will have no further obligation to fund or provide future bike share stations or relocation of the same.

## **SIGNAGE**

18. Signage. Signage for the Proposed Development will be provided in accordance with the requirements of Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan approved by the Planning Commission in accordance with Section 12-210 of the Zoning Ordinance. The Applicant will provide a consistent wayfinding signage program for the Property to provide direction to the location of the Wiehle-Reston East Metro Station, the Washington & Old Dominion Trail, publicly accessible parks, and other public amenities and prominent attractions within and around the Property as may be approved by the Planning Commission as part of a Comprehensive Sign Plan and subject to VDOT approval of any signs within public right-of-way.

## **LANDSCAPING**

19. Landscape Plan. The Applicant will implement the landscape design for the Proposed Development shown on Sheets L4-01, L4-02, L4-03, L4-04, L4-05, L4-06, L5-01, and L5-02 of



the CDP/FDP (the “Conceptual Landscape Plan”), which illustrate the plantings and other features to be provided with the Proposed Development, including open space, streetscapes, courtyards, plazas and parks. The Conceptual Landscape Plan is conceptual in nature and the tree species and planting locations may be modified by the Applicant as part of final engineering and building design, provided that such modifications provide a similar quality and quantity of landscape plantings and materials as that shown on the Conceptual Landscape Plan.

- A. Non-Invasive Plants and Native Species. The Applicant will use principally non-invasive plants and to the extent possible species native to Fairfax County throughout the Proposed Development. The Applicant reserves the right, in consultation with and approval by the Urban Forest Management Division of DPWES (“UFMD”), to modify as part of site plan approval the exact species to be used, such as where some trees are not available or have been deemed by UFMD to no longer be appropriate.
  
- B. Site Plans. As part of each initial site plan submission for each building within the Proposed Development, the Applicant will submit to UFMD for review and approval a detailed landscape and tree cover plan (the “Landscape Plan”) for such building(s), which will include, among other things:
  - i. Design details for tree wells or grates and other similar planting areas above structures and along streets;
  
  - ii. Composition of the planting materials and methods used for street trees or where plantings are to be located within or on top of structures and other methods to be used to ensure the viability of the proposed plantings; and
  
  - iii. Information demonstrating that the Landscape Plans are consistent with and are part of the implementation of the SWM Facilities defined below.
  
- C. Planting Quality. Each Landscape Plan will be consistent with the quality and quantity of plantings and materials shown on the Conceptual Landscape Plan, as may be modified by the Applicant as described above, and may include the use of additional shade trees and other plant materials as determined by the Applicant. As part of final engineering and site design, the Applicant may adjust the type and location of vegetation and the design of the plantings and improvements within the open spaces, streetscapes, courtyards, plazas, and parks as approved by the Zoning Administrator and UFMD, provided such adjustments otherwise are in substantial conformance with the CDP/FDP.
  
- D. Soil Remediation. Soil in planting areas that contain construction debris and rubble, are compacted or are unsuitable for the establishment and long-term survival of landscape plants as determined by UFMD, will be the subject of remedial action to restore planting areas to satisfy cultural requirements of trees, shrubs, and groundcovers specified in the Landscape Plan. The Applicant will provide notes and details on the Landscape Plan that specify how the soil will be restored for the establishment and long-term survival of landscape plants for

review and approval by UFMD.

- E. Landscape Pre-Installation Meeting. Prior to the installation of plants to meet the requirements of the approved Landscape Plan and these Proffers, the Applicant will coordinate a pre-installation meeting on site with the landscape contractor and a representative of UFMD to review the landscape requirements of the approved Landscape Plan. Any proposed changes to the location of planting, size of trees/shrubs, and any proposed plant substitutions of species specified on the approved Landscape Plan will be reviewed at this time and must be approved by UFMD prior to planting. The installation of plants not specified on the approved Landscape Plan and not previously approved by UFMD may require the submission of a revision to the approved Landscape Plan or removal and replacement with the approved plants prior to bond release. The Applicant will provide notice to UFMD not less than 72 hours prior to the Applicant's implementation of the tree planting.
  
- F. Open Space Designs. As part of final engineering and design, and subject to review and approval by the Zoning Administrator, the Applicant may elect to modify the designs of the various open space areas from the designs shown on Sheets L2-01, L2-02, L2-03, L3-01, L3-02, L3-03, L3-04, L3-05, L3-06, L3-07, L3-08, L3-09, L3-10, and L3-11 of the CDP/FDP and as generally described in Proffer 40 below, provided that such modifications offer a similar quality of design and quantity of plantings, materials, and improvements as those shown on the CDP/FDP, provide comparable activation of such spaces as shown on the CDP/FDP, and otherwise are in accordance with Section 16-403(4) of the Zoning Ordinance.
  
- G. Fire Marshal Coordination. The Applicant has coordinated with the Fire Marshal regarding the site design and layout of the Proposed Development and the Fire Management Plan shown on Sheets C-17 and C-18 of the CDP/FDP. Notwithstanding such coordination, however, if it is determined during site plan review that elements of the open spaces, streetscapes, courtyards, plazas, and parks conflict with subsequent comments from the Fire Marshal, the Applicant will first make efforts to obtain the Fire Marshal's approval by making minor adjustments to such elements. If the Fire Marshal does not approve such adjustments, the Applicant will be permitted to relocate, remove, or modify such conflicting elements in response to the Fire Marshal's comments without the need for a CDPA, FDPA, or PCA, provided any such modifications: (i) are made in consultation with, and subject to the approval of, the Zoning Administrator and UFMD, (ii) with the intent to provide the open spaces, streetscapes, courtyards, plazas, and parks shown on the CDP/FDP to the extent possible given the Fire Marshal's comments, and (iii) the overall tree canopy shown on the CDP/FDP is not reduced.

20. Streetscapes. Subject to approval by UFMD, FCDOT, and VDOT, as applicable, the Applicant will provide streetscape plantings and improvements as conceptually illustrated on the Conceptual Landscape Plan and Sheets L6-01, L6-02, and L6-03 of the CDP/FDP. Streetscape

elements will include: a landscape amenity panel located immediately behind the face of curb; a pedestrian sidewalk adjacent to the landscape amenity panel; and a building zone between the pedestrian sidewalk and the face of the building(s) that is designed to allow access to the building, steps, stoops, and/or additional landscaping. It is anticipated that a future “Memorandum of Agreement” may be made between the Fairfax County Board of Supervisors and VDOT for the design standards and related responsibilities for maintenance of streets in the Reston Transit Station Areas. If requested by FCDOT and/or VDOT, the Applicant will enter into a maintenance agreement with FCDOT and/or VDOT, as applicable, for the maintenance, by the Applicant, of any streetscape elements required under this Proffer 20 that are located within VDOT right-of-way. The Applicant may adjust the streetscape elements at the time of site plan approval as approved by the Zoning Administrator, provided the quality of the streetscape and minimum sidewalks are consistent with that shown on the Conceptual Landscape Plan and Sheets L6-01, L6-02, and L6-03 of the CDP/FDP, and such adjustments otherwise are in substantial conformance with the CDP/FDP.

- A. Street Trees. Tree planting sites are set forth on the Conceptual Landscape Plan, subject to revisions as may be approved at the time of site plan review by UFMD in accordance with these Proffers. The Applicant will retain the services of a certified landscape architect, certified arborist or Registered Consulting Arborist to monitor the design and inspect the planting of the street trees and will notify UFMD in writing or by electronic mail no later than three business days prior to tree pit construction to allow for County inspection. Due to characteristics unique to this Property, including the transmission of off-site stormwater and sanitary sewer discharges through the Property, the Applicant reserves the right to provide proposed plantings within public utility easements (if permitted under such easements), provided, however, that this condition will be avoided to the extent possible. In the event the Applicant needs to provide plantings within public utility easements, the Applicant will be responsible for replacement of the proposed landscaping if it is removed by the public utility company for maintenance.
  
- B. Utility Locations. Utilities, including, but not limited to water, transformer boxes, gas, cable, telephone, sanitary sewer, and storm sewer lines will, to the maximum extent feasible, be installed in the street network and/or placed in underground locations that do not conflict with above-ground elements of the open spaces, streetscapes, courtyards, plazas, and parks shown on the CDP/FDP as determined by UFMD. Utilities may be placed within open spaces, streetscapes, courtyards, plazas, and/or parks provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as determined by UFMD. The Applicant will be permitted to relocate, remove, or modify elements of the open spaces, streetscapes, courtyards, plazas, and parks to avoid conflicts with utilities without the need for a CDPA, FDPA, or PCA, provided any such modifications: (i) are made in consultation with, and subject to the approval of, the Zoning Administrator, (ii) with the intent to provide the elements of the open spaces, streetscapes, courtyards, plazas, and parks shown on the CDP/FDP to the extent possible given the utility needs, and (iii) the overall tree canopy and the

quality of the open spaces, streetscapes, courtyards, plazas, and parks shown on the CDP/FDP is not reduced.

- C. Sight Distance Considerations. Sight distance requirements have been provided on the CDP/FDP so as to identify and avoid conflicts with street tree locations. If determined at the time of site plan review that street tree locations conflict with sight distance requirements, the Applicant will investigate whether limited pruning or minor adjustments to the locations of street trees will alleviate sight distance concerns. In the event the VDOT does not approve the tree locations even after the changes anticipated above, the Applicant will be permitted to relocate or eliminate the affected street tree, subject to approval by UFMD and without the need for a CDPA, FDPA, or PCA.
- D. Maintenance. The Applicant, or any successor associations or equivalent once established, will maintain and replace in kind all pedestrian realm elements identified on the CDP/FDP regardless of whether such pedestrian realm elements are located within areas to be dedicated as public right-of-way or on private land with public access easements. The pedestrian realm includes all areas between the back of curb and the back of the building zone whether located within the public right-of-way or on private land with public access easements. The Applicant will enter into the appropriate agreement, in a form approved by the Office of the County Attorney, with the County and/or VDOT (or other public entity, as needed) to permit the Applicant to perform such maintenance within public right-of-way.

21. Planting Width Details. The Applicant will install street trees with tree species and planting sites consistent with the Conceptual Landscape Plan, as may be modified by the Applicant in accordance with Proffers 19 and 20 above. Where minimum planting widths stated in Chapter 12 of the Public Facilities Manual (“PFM”) cannot be provided, the Applicant will provide details for alternative measures showing how the proposed planting spaces will provide for normal tree growth and performance by using structural cell technology, or other measures acceptable to UFMD, to satisfy the following specifications for all planting sites:

- A. A minimum of six (6) feet open surface width and thirty-six (36) square feet open surface area for Category III and Category IV trees, with the tree located to provide a minimum of two (2) feet from the trunk of the tree to adjacent hardscape to allow for basal area expansion;
- B. A minimum subsurface rooting area of eight (8) feet in width, which may be achieved with techniques to provide non-compacted soil below hardscape areas, with no barrier to root growth within four (4) feet of the base of the tree. However, in the event that such minimum width cannot be met, the greatest width possible may be provided per UFMD review and approval;
- C. Soil volume for Category III and Category IV trees will be 700 cubic feet for single trees. For two (2) trees planted in a contiguous planting area, a total soil volume of at least 1,200 cubic feet will be provided. For three (3) or more trees

planted in a contiguous area, the soil volume will equal at least 500 cubic feet per tree. However, in the event that the before stated soil volumes cannot be met due to existing utilities or other features existing or required on the site, the greatest volume possible may be provided per UFMD review and approval. Where possible, planting spaces with reduced soil volumes will be made contiguous to provide for the roots of multiple trees to share the space(s). A contiguous planting area containing multiple trees will be any area that provides soil conditions favorable for root growth throughout the entire area.

- D. Soil specifications in planting sites will be provided as specified in the planting notes to be included in all site plans submissions.

## **STORMWATER MANAGEMENT**

22. Stormwater Management. As part of each site plan approval for the Proposed Development, the Applicant will demonstrate that the Proposed Development will meet applicable PFM requirements for stormwater quantity and stormwater quality in effect at the time of the approval of this Application. Each site plan will include strategies for addressing both water quantity and water quality management issues, including detailed mitigation measures to be implemented as part of construction. In furtherance of the Comprehensive Plan guidance regarding the capture and treatment of stormwater runoff for development in the Reston Transit Station Areas, the Applicant will provide additional and supplemental on-site stormwater management measures designed to control the quantity and quality of stormwater runoff from the Proposed Development in accordance with Sheets C-35 through C-38A of the CDP/FDP, understanding there may be modifications at the time of final engineering with possible alternative SWM/BMP practices as contemplated in the CDP/FDP. Sheets C-35 through C-38A of the CDP/FDP identify two scenarios for the Applicant's provision of stormwater management measures, which include: (i) a scenario in which VDOT allows the Applicant to provide stormwater management facilities within public right-of-way, and (ii) a scenario in which VDOT does not allow the Applicant to provide stormwater management facilities within public right-of-way. Stormwater detention facilities, Best Management Practices ("BMP") facilities, and/or Low Impact Development ("LID") facilities will be provided in an appropriate system per the requirements of the PFM, and may include, but will not be limited to, extensive/intensive green roofs, tree box filters, bio-retention areas, permeable pavers/hardscape, and the potential use of infiltration measures and stormwater reuse for landscape irrigation, air conditioning unit makeup, and any other water reuse purposes allowed by applicable codes and regulations generally as set forth on Sheets C-35 through C-38A of the CDP/FDP, understanding there may be modifications at the time of final engineering with possible alternative SWM/BMP practices as contemplated in the CDP/FDP. The specific stormwater management facilities will be identified at the time of each site plan approval and approved by DPWES. The Applicant will construct stormwater quantity and quality measures in accordance with the site plan (and each subsequent revision thereto) for the Proposed Development, such that the stormwater management goals outlined below will be achieved. The SWM/BMP techniques within each block or phase of development will be designed to provide SWM/BMP treatment for such block or phase, to the maximum extent practicable, understanding, however, that ultimately the SWM/BMP treatment levels described above will be provided for the overall Property at buildout.

- A. Stormwater Management Goals. Using a series of infiltration facilities (only if in-situ soils provide adequate infiltration rates) and/or structural and non-structural stormwater management and/or BMP facilities, the Applicant will demonstrate the Proposed Development's conformance with applicable PFM requirements for stormwater quantity and stormwater quality, as well as the provision of additional and supplemental on-site stormwater management measures in furtherance of the Comprehensive Plan guidance regarding the capture and treatment of stormwater runoff for development in the Reston Transit Station Areas as described below, in effect at the time of the approval of this Application and as demonstrated in the computations shown on Sheets C-35 through C-38A of the CDP/FDP, subject to VDOT approval of stormwater management practices within public right-of-way.
- i. In the event VDOT allows the Applicant to provide stormwater management facilities within public right-of-way, the Applicant will achieve: (i) a peak flow rate reduction that meets or exceeds a twenty-five percent (25%) reduction over existing conditions, (ii) a volume reduction that meets or exceeds a twenty-five percent (25%) reduction over existing conditions, and (iii) a stormwater quality design that significantly exceeds the redevelopment standard and meets the new development standard to the maximum extent practicable with the ability to utilize stormwater management facilities within the public right-of-way as shown on Sheets C-35, C-37 and C-37A of the CDP/FDP. More specifically, such stormwater quality design will provide a phosphorus reduction which would equate to approximately eighty percent (80%) of the phosphorus reduction under the new development standard as described on Sheets C-37A of the CDP/FDP.
  - ii. In the event VDOT does not allow the Applicant to provide stormwater management facilities within public right-of-way, the Applicant will achieve: (i) a peak flow rate reduction that meets or exceeds a twenty-five percent (25%) reduction over existing conditions, (ii) a volume reduction that meets or exceeds a thirty percent (30%) reduction over existing conditions, and (iii) a stormwater quality design that significantly exceeds the redevelopment standard and meets the new development standard to the maximum extent practicable without the ability to utilize stormwater management facilities within the public right-of-way as shown on Sheets C-35, C-38 and C-38A of the CDP/FDP. More specifically, such stormwater quality design will provide a phosphorus reduction which would equate to approximately sixty percent (60%) of the phosphorus reduction under the new development standard as described on Sheets C-38A of the CDP/FDP.
- B. Maintenance Responsibility. Prior to the initial site plan approval for each building within the Proposed Development, the Applicant will execute an agreement with the County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of all stormwater management facilities that are part of the Proposed Development ("SWM

Facilities”). The SWM Agreement will require the Applicant (or its successor UOA/HOA/COA/CA) to perform regular routine maintenance of the SWM Facilities in accordance with the maintenance specifications provided in the approved site plan, and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DPWES, provided DPWES requests such a maintenance report. The SWM Agreement also will address easements for County inspection and emergency maintenance of the SWM Facilities to ensure that the facilities are maintained by the Applicant in good working order.

- C. Future Regulations. In the event the U.S. Environmental Protection Agency, the Commonwealth of Virginia, Fairfax County, or their designee, issue new or additional stormwater management regulations which affect the Proposed Development, the Applicant will have the right to accommodate necessary changes to its stormwater management designs without the need for a CDPA, FDPA, or PCA, provided such stormwater management changes do not materially affect the limits of clearing and grading, building locations, or road layouts and otherwise are in general conformance with the CDP/FDP. Such changes will be made only if necessary as a result of any new or additional regulations. In the event that new or additional regulations do not affect the Proposed Development, the requirements in effect at the time of the approval of this Application will continue to govern the stormwater management requirements for the Proposed Development.

## **TRANSPORTATION IMPROVEMENTS**

### 23. Michael Faraday Drive – Public Road C.

- A. Temporary Public Access Easement. As part of the first site plan approval for Building C2, the Applicant will grant to the Board of Supervisors a temporary public access easement, in a form acceptable to the County Attorney, in the location shown as “PROPOSED R.O.W. DEDICATION OR TEMPORARY PUBLIC ACCESS EASEMENT (PUBLIC ROAD C)” and “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07 and C-11 of the CDP/FDP, provided the Applicant has not already dedicated such area to the Board of Supervisors in fee simple in accordance with Proffer 23.B below. Such temporary public access easement will terminate automatically upon the dedication of the area of such easement to the Board of Supervisors in fee simple in accordance with Proffer 23.B below.
- B. Right-of-Way Dedication. The right-of-way area shown as “PROP. R.O.W. OR TEMP. PUBLIC ACCESS EASEMENT (PUBLIC ROAD C)” and “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07 and C-11 of the CDP/FDP currently is subject to existing private ingress-egress easements recorded in Deed Book 5478, at Page 1225, Deed Book 3006, at page 605, and Deed Book 4775, at

Page 139, among the land records of Fairfax County, Virginia (the “Existing Private Ingress-Egress Easements”). The Applicant will use good faith efforts to pursue the vacation of the Existing Private Ingress-Egress Easements prior to the dedication of any right-of-way to the Board of Supervisors which is encumbered by any of the Existing Private Ingress-Egress Easements. As part of the first site plan approval for Building C2, the Applicant will dedicate the right-of-way shown as “PROP. R.O.W. OR TEMP. PUBLIC ACCESS EASEMENT (PUBLIC ROAD C)” and “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07 and C-11 of the CDP/FDP in fee simple to the Board of Supervisors for public street purposes, except as otherwise provided below, and further provided that the County may defer such right-of-way dedication as may be necessary to provide the Applicant additional time to pursue the vacation of the Existing Private Ingress-Egress Easements. In such event the Applicant will continue to use good faith efforts to pursue such vacation prior to final bond release for the Proposed Development. The Applicant will maintain such dedicated right-of-way area up to and until the time such portion of Michael Faraday Drive is accepted by VDOT as a public street. The Applicant will pursue VDOT acceptance of the portion of Michael Faraday Drive between Reston Station Boulevard and the southern property line of the Bognet Property as a public street. In the event the County requires the dedication of any right-of-way encumbered by the Existing Private Ingress-Egress Easements prior to the vacation of such easements, the Applicant’s obligation to dedicate such right-of-way will be subject to the County’s agreement to vacate its interest in the Existing Private Ingress-Egress Easements following the dedication as necessary to allow the Applicant to obtain VDOT acceptance of such portion of Michael Faraday Drive as a public street.

The Applicant will work diligently with VDOT and FCDOT during the site plan approval process to ensure that the proposed areas designated as the landscape amenity panels and sidewalks (collectively, the “LAP/SW Areas”) can be accepted by VDOT and/or the County. To that end, the Applicant will either locate electrical vaults, stormwater management facilities, utilities, and other similar facilities outside of the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07 and C-11 of the CDP/FDP (to the extent such facilities would prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas) or coordinate with VDOT and FCDOT as necessary to allow VDOT and/or the County to accept the dedication of such LAP/SW Areas with any electrical vaults, stormwater management facilities, utilities, and other similar facilities within the dedication area, as follows:

- i. If at the time of site plan approval it is determined that electrical vaults, stormwater management facilities, utilities, or other similar facilities proposed to be located within the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheet C-07 and C-11 of the CDP/FDP would prevent VDOT and/or the County from accepting the



dedication of such LAP/SW Areas, then the Applicant will first coordinate with VDOT and FCDOT in a good faith effort to relocate any such facilities that would prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas to the extent reasonably practicable. In the event the relocation of any such facilities is reasonably practicable, the Applicant will dedicate such LAP/SW Areas to the Board of Supervisors in fee simple for public street purposes. In the event the relocation of any such facilities is not reasonably practicable, the Applicant will provide dedication measuring 18 inches from the proposed face of curb and will grant a public access easement and utility easement, in a form acceptable to the County Attorney, over the area shown as "LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT" on Sheets C-07 and C-11 of the CDP/FDP. The public access easement and utility easement will allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment to be installed and maintained by VDOT and/or the County. In addition, upon written request of the County, the Applicant will grant to the Board of Supervisors an easement for bus pads/shelters and any other public transportation facilities within any privately owned portion of the LAP/SW Areas.

- ii. If at the time of site plan approval it is unclear whether electrical vaults, stormwater management facilities, utilities, or other similar facilities proposed to be located within the area shown as "LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT" on Sheet C-07 and C-11 of the CDP/FDP would prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas, then the Applicant will provide dedication measuring 18 inches from the face of curb and will reserve for potential future dedication in fee simple to the Board of Supervisors the area shown as "LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT" on Sheets C-07 and C-11 of the CDP/FDP. The Applicant will grant a temporary public access easement and utility easement, in a form acceptable to the County Attorney, over the area shown as "LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT" on Sheets C-07 and C-11 of the CDP/FDP. The temporary public access easement and utility easement will allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment to be installed and maintained by VDOT and/or the County. In addition, upon written request of the County, the Applicant will grant to the Board of Supervisors a temporary easement for bus pads/shelters and any other public transportation facilities within any privately owned portion of the LAP/SW Areas.
- iii. If at the time of final street acceptance inspection, VDOT and/or the County determines that any electrical vaults, stormwater management

facilities, utilities, or other similar facilities within the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07 and C-11 of the CDP/FDP would not prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas, then the Applicant will dedicate such LAP/SW Areas to the Board of Supervisors in fee simple for public street purposes upon the written request of the County.

- iv. If at the time of final street acceptance inspection, VDOT and/or the County determines that any electrical vaults, stormwater management facilities, utilities, or other similar facilities within the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07 and C-11 of the CDP/FDP would prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas, then the Board of Supervisors will release the reservation for potential future dedication and the Applicant will grant a permanent public access easement and utility easement, in a form acceptable to the County Attorney, over the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07 and C-11 of the CDP/FDP. The permanent public access easement and utility easement will allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment to be installed and maintained by VDOT and/or the County. In addition, upon written request of the County, the Applicant will grant to the Board of Supervisors a permanent easement for bus pads/shelters and any other public transportation facilities within any privately owned portion of the LAP/SW Areas.

- C. Construction of Half-Section of Michael Faraday Drive. The Applicant will construct a one-half section of the Public Road C segment of Michael Faraday Drive within the Property as shown on Sheets C-07, C11, and C-24 of the CDP/FDP prior to the issuance of the first RUP for Building C2 or Block C2A. Such one-half section of Michael Faraday Drive will consist of the pavement (but not any striping) for one travel lane (11 feet), one half of a center turn lane (5.5 feet), one bike lane (5 feet), and one on-street parking lane (8 feet) for a total of 29.5 feet from the western face of curb to the centerline of Michael Faraday Drive as shown on Sheets C-07, C11, and C-24 of the CDP/FDP. In addition, subject to the approval of VDOT, the owner of the parcel identified on the Fairfax County Tax Map as 17-4 ((18)) 5 (the “Pulte Property”), and/or the owner of the parcel identified on the Fairfax County Tax Map as 18-3 ((6)) 4 (the “Bognet Property”), as applicable, the Applicant will restripe the full section of Michael Faraday Drive from the western face of curb within the Property to the eastern face of curb within the Pulte Property and the eastern face of curb within the Bognet Property as shown on Sheets C-07, C11, and C-24 of the CDP/FDP or as may be required by VDOT.

- D. Michael Faraday Drive Streetscape. The Applicant will install the streetscape elements along the west side of Michael Faraday Drive within the Property as shown on Sheets C-07, C-11, and L6-02 of the CDP/FDP prior to the issuance of the first RUP for Building C2 or Block C2A. The streetscape elements will consist of a landscape amenity panel, a sidewalk, and a building zone along the west side of Michael Faraday Drive as shown on Sheet L6-02 of the CDP/FDP.

24. Michael Faraday Drive – South of Reston Station Boulevard. The Applicant will construct a one-half section of the Public Road D segment of Michael Faraday Drive within the Property as shown on Sheets C-07, C-12, and C-24 of the CDP/FDP prior to the issuance of the first RUP for Building D1, Building D1A, Block D1B, or Block D2. Such one-half section of Michael Faraday Drive will consist of the pavement (but not any striping) for one travel lane (11 feet) and one on-street parking lane (8 feet) for a total of 19 feet from the western face of curb to the centerline of Michael Faraday Drive as shown on Sheets C-07, C-12, and C-24 of the CDP/FDP. In addition, subject to the approval of VDOT and the owner of the parcel identified on the Fairfax County Tax Map as 17-4 ((18) 6 (the “Rooney Property”), the Applicant will restripe the full section of Michael Faraday Drive from the western face of curb within the Property to the eastern face of curb within the Rooney Property as shown on Sheets C-07, C-12, and C-24 of the CDP/FDP or as may be required by VDOT. The Applicant will dedicate the portion of Michael Faraday Drive south of Reston Station Boulevard identified as “PROPOSED R.O.W. DEDICATION OR TEMPORARY PUBLIC ACCESS EASEMENT (PUBLIC ROAD D)” on Sheets C-07 and C-12 of the CDP/FDP as part of the first site plan approval for Block D, provided that VDOT has granted to the Applicant: (i) all necessary design waivers for VDOT to accept the road as shown on Sheets C-07 and C-12 of the CDP/FDP, and (ii) approval to dedicate a “T shaped” turnaround rather than a cul-de-sac at the southern terminus of Michael Faraday Drive, prior to the Applicant’s first site plan submission for Block D. If VDOT does not grant the Applicant all necessary design waivers for VDOT to accept the road as shown on Sheets C-07 and C-12 and approval to dedicate a “T shaped” turnaround rather than a cul-de-sac prior to the Applicant’s first site plan submission for Block D, then the Applicant, as part of the first site plan approval for Block D, will: (i) reserve the area identified as “PROPOSED R.O.W. DEDICATION OR TEMPORARY PUBLIC ACCESS EASEMENT (PUBLIC ROAD D)” on Sheets C-07 and C-12 of the CDP/FDP for future dedication to the Board of Supervisors in fee simple for public street purposes, which dedication will be made by the Applicant upon demand by the County following the granting by VDOT of all necessary waivers and approval to dedicate a “T shaped” turnaround rather than a cul-de-sac, and (ii) grant to the Board of Supervisors a public access easement, in a form acceptable to the County Attorney, in the location identified as “PROPOSED R.O.W. DEDICATION OR TEMPORARY PUBLIC ACCESS EASEMENT (PUBLIC ROAD D)” on Sheets C-07 and C-12 of the CDP/FDP. Such public access easement will terminate automatically upon the dedication of the area of such easement to the Board of Supervisors in fee simple for public street purposes. If VDOT denies any necessary design waivers for VDOT to accept the road as shown on Sheets C-07 and C-12 of the CDP/FDP or denies approval of a “T shaped” turnaround rather than a cul-de-sac, then the reservation of the area identified as “PROPOSED R.O.W. DEDICATION OR TEMPORARY PUBLIC ACCESS EASEMENT (PUBLIC ROAD D)” on Sheets C-07 and C-12 of the CDP/FDP for future dedication for public street purposes will be released by the Board of Supervisors and the public access easement will remain in place as a permanent public access easement.

25. Michael Faraday Drive/Sunset Hills Road Off-Site Interim Left Turn Lane. Subject to approval by VDOT, any applicable approval(s) by Fairfax County, and the approval of and the granting of any necessary off-site easements, at no greater than reasonable cost to the Applicant, by the ownership of the parcel identified on the Fairfax County Tax Map as 17-4 ((21)) 1 – 22 (the “FPC Property”) and the owner of the Bognet Property, the Applicant will construct an interim left turn lane on northbound Michael Faraday Drive at the approach to Sunset Hills Road within boundaries of the existing fifty (50) foot private ingress-egress easement recorded in Deed Book 4775, at Page 139, and implement lane restriping as necessary, as shown on Sheets C-07 and C-11 of the CDP/FDP prior to the issuance of the first RUP for Building C2 or Block C2A, and the Applicant will be responsible for any related traffic signal modifications in accordance with Proffer 26 below.

- A. Deferral of Construction. In the event VDOT or Fairfax County does not grant any required approval(s) for, or the ownership of the FPC Property or the owner of the Bognet Property does not approve of, or grant the necessary off-site easements for, such interim left turn lane and restriping prior to the first site plan approval for Building C2 or Block C2A, the Applicant’s obligation to construct the interim left turn lane and implement lane restriping will be deferred until final bond release for the final building to be constructed as part of the Proposed Development. In the event VDOT and Fairfax County grant any required approvals and the ownership of the FPC Property and the owner of the Bognet Property dedicate the land area to the County or grant the necessary easements to the County, or the County otherwise acquires such land area or easements, prior to final bond release for the final building to be constructed as part of the Proposed Development, the Applicant will construct the interim left turn lane and implement the lane restriping as necessary, as shown on Sheets C-07 and C-11 of the CDP/FDP prior to final bond release for the final building to be constructed as part of the Proposed Development.
- B. Pro Rata Reimbursement for Construction. In the event the Applicant constructs the interim left turn lane and implements the lane restriping, the Applicant will be entitled to reimbursement from any applicable Fairfax County escrow accounts containing funds proffered by other applicants for transportation improvements in the vicinity of the Property up to a maximum of 66.67% of the cost of the interim left turn lane and restriping improvements (based on the Proposed Development representing 33.33% of the anticipated utilization of the Michael Faraday Drive/Sunset Hills Road intersection) for this off-site transportation improvement.
- C. Pro Rata Contribution in Lieu of Construction. In the event VDOT or Fairfax County do not grant any required approvals or the ownership of the FPC Property and the owner of the Bognet Property do not dedicate the land area to the County or grant the necessary easements to the County, and the County does not otherwise acquire such land or easements, prior to final bond release for the final building to be constructed as part of the Proposed Development, the Applicant will provide an escrow in the amount of 33.33% of the cost of the interim left turn lane and restriping improvements (based on the Proposed Development representing 33.33% of the anticipated utilization of the Michael Faraday

Drive/Sunset Hills Road intersection) prior to final bond release for the final building to be constructed as part of the Proposed Development.

26. Michael Faraday Drive/Sunset Hills Road Off-Site Traffic Signal Modifications. Subject to approval by VDOT, any applicable approval(s) by Fairfax County, and the approval of and the granting of any necessary off-site easements, at no greater than reasonable cost to the Applicant, by the ownership of the FPC property and the owner of the Bognet Property, the Applicant will implement modifications to the existing traffic signal at the intersection of Michael Faraday Drive and Sunset Hills Road as necessary to accommodate the interim left turn lane and lane restriping improvements described in Proffer 25 above and as shown on Sheets C-07 and C-11 of the CDP/FDP prior to the issuance of the first RUP for Building C2 or Block C2A.

- A. Deferral of Construction. In the event VDOT or Fairfax County does not grant any required approval(s) for, or the ownership of the FPC Property or the owner of the Bognet Property does not approve of, or grant the necessary off-site easements for, such traffic signal modifications prior to the first site plan approval for Building C2 or Block C2A, the Applicant's obligation to construct such traffic signal modifications will be deferred until final bond release for the final building to be constructed as part of the Proposed Development. In the event VDOT and Fairfax County grant any required approvals and the ownership of the FPC Property and the owner of the Bognet Property dedicate the land area to the County or grant the necessary easements to the County, or the County otherwise acquires such land area or easements, prior to final bond release for the final building to be constructed as part of the Proposed Development, the Applicant will implement the traffic signal modifications prior to final bond release for the final building to be constructed as part of the Proposed Development.
- B. Minor Traffic Signal Modifications. In the event the necessary modifications to the existing traffic signal at the intersection of Michael Faraday Drive and Sunset Hills Road involve only minor modifications (such as additional traffic signal heads, signage, and signal timing adjustments, but not including relocation, modification, or replacement of any existing signal poles or mast arms or the installation of any new signal poles or mast arms), then the Applicant will be responsible for the cost of such modifications as part of the Applicant's implementation of such modifications as described above.
- C. Major Traffic Signal Modifications. In the event the necessary modifications to the existing traffic signal at the intersection of Michael Faraday Drive and Sunset Hills Road involve major modifications (such as the relocation, modification, or replacement of any existing signal poles or mast arms or the installation of any new signal poles or mast arms), then the Applicant will receive a credit in the amount of one hundred percent (100%) of the cost of such major traffic signal modifications for this off-site transportation improvement under the Reston Road Fund Guidelines, which the Applicant will deduct from the Reston Road Fund contributions to be made in accordance with Proffer 37. The Applicant also may elect to utilize funding proffered by other applicants and provided by Fairfax

County toward the implementation of traffic signal modifications in lieu of receiving credit under the Reston Road Fund Guidelines.

- D. Pro Rata Contribution in Lieu of Construction. In the event VDOT or Fairfax County do not grant any required approvals or the ownership of the FPC Property and the owner of the Bognet Property do not dedicate the land area to the County or grant the necessary easements to the County, and the County does not otherwise acquire such land or easements, prior to final bond release for the final building to be constructed as part of the Proposed Development, the Applicant will provide an escrow in the amount of 33.33% of the cost of the traffic signal modifications (based on the Proposed Development representing 33.33% of the anticipated utilization of the Michael Faraday Drive/Sunset Hills Road intersection) prior to final bond release for the final building to be constructed as part of the Proposed Development.

27. Reston Station Boulevard – Public Road A.

- A. Right-of-Way Dedication. As part of the first site plan approval for Building A2 or Building B1, the Applicant will dedicate the right-of-way shown as “PROPOSED R.O.W. DEDICATION (PUBLIC ROAD A)” and “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07, C-09, and C-10 of the CDP/FDP in fee simple to the Board of Supervisors for public street purposes, except as otherwise provided below. The Applicant will maintain such dedicated right-of-way area up to and until the time such portion of Reston Station Boulevard is accepted by VDOT as a public street. The Applicant will pursue VDOT acceptance of such portion of Reston Station Boulevard as a public street.

The Applicant will work diligently with VDOT and FCDOT during the site plan approval process to ensure that the proposed areas designated as the landscape amenity panels and sidewalks (collectively, the “LAP/SW Areas”) can be accepted by VDOT and/or the County. To that end, the Applicant will either locate electrical vaults, stormwater management facilities, utilities, and other similar facilities outside of the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07, C-09, and C-10 of the CDP/FDP (to the extent such facilities would prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas) or coordinate with VDOT and FCDOT as necessary to allow VDOT and/or the County to accept the dedication of such LAP/SW Areas with any electrical vaults, stormwater management facilities, utilities, and other similar facilities within the dedication areas, as follows:

- i. If at the time of site plan approval it is determined that electrical vaults, stormwater management facilities, utilities, or other similar facilities proposed to be located within the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheet C-07, C-09, and C-10 of the

CDP/FDP would prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas, then the Applicant will first coordinate with VDOT and FCDOT in a good faith effort to relocate any such facilities that would prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas to the extent reasonably practicable. In the event the relocation of any such facilities is reasonably practicable, the Applicant will dedicate such LAP/SW Areas to the Board of Supervisors in fee simple for public street purposes. In the event the relocation of any such facilities is not reasonably practicable, the Applicant will provide dedication measuring 18 inches from the proposed face of curb and will grant a public access easement and utility easement, in a form acceptable to the County Attorney, over the area shown as "LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT" on Sheets C-07, C-09, and C-10 of the CDP/FDP. The public access easement and utility easement will allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment to be installed and maintained by VDOT and/or the County. In addition, upon written request of the County, the Applicant will grant to the Board of Supervisors an easement for bus pads/shelters and any other public transportation facilities within any privately owned portion of the LAP/SW Areas.

- ii. If at the time of site plan approval it is unclear whether electrical vaults, stormwater management facilities, utilities, or other similar facilities proposed to be located within the area shown as "LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT" on Sheet C-07, C-09, and C-10 of the CDP/FDP would prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas, then the Applicant will provide dedication measuring 18 inches from the face of curb and will reserve for potential future dedication in fee simple to the Board of Supervisors the area shown as "LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT" on Sheets C-07, C-09, and C-10 of the CDP/FDP. The Applicant will grant a temporary public access easement and utility easement, in a form acceptable to the County Attorney, over the area shown as "LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT" on Sheets C-07, C-09, and C-10 of the CDP/FDP. The temporary public access easement and utility easement will allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment to be installed and maintained by VDOT and/or the County. In addition, upon written request of the County, the Applicant will grant to the Board of Supervisors a temporary easement for bus pads/shelters and any other public transportation facilities within any privately owned portion of the LAP/SW Areas.

- iii. If at the time of final street acceptance inspection, VDOT and/or the County determines that any electrical vaults, stormwater management facilities, utilities, or other similar facilities within the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” as shown on Sheets C-07, C-09, and C-10 of the CDP/FDP would not prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas, then the Applicant will dedicate such LAP/SW Areas to the Board of Supervisors in fee simple for public street purposes upon the written request of the County.
- iv. If at the time of final street acceptance inspection, VDOT and/or the County determines that any electrical vaults, stormwater management facilities, utilities, or other similar facilities within the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” as shown on Sheets C-07, C-09, and C-10 of the CDP/FDP would prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas, then the Board of Supervisors will release the reservation for potential future dedication and the Applicant will grant a permanent public access easement and utility easement, in a form acceptable to the County Attorney, over the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07, C-09, and C-10 of the CDP/FDP. The permanent public access easement and utility easement will allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment to be installed and maintained by VDOT and/or the County. In addition, upon written request of the County, the Applicant will grant to the Board of Supervisors a permanent easement for bus pads/shelters and any other public transportation facilities within any privately owned portion of the LAP/SW Areas.

B. Initial Construction of Reston Station Boulevard – Public Road A. Subject to the Applicant’s receipt of reasonable credit from the County for the acceleration of this transportation improvement in accordance with Proffer 30 below, prior to the issuance of the first RUP or Non-RUP for the Proposed Development, the Applicant will construct an interim section of the segment of Reston Station Boulevard identified as Public Road A as shown on Sheet C-21 of the CDP/FDP. Such interim section of Reston Station Boulevard will consist of the pavement and striping for two travel lanes (11 feet each) and interim pedestrian connections along the north or south side of the roadway as shown on Sheet C-21 of the CDP/FDP, provided that the Applicant will not be required to install any permanent streetscape elements, including the landscape amenity panel, sidewalk, and building zone, as part of the implementation of the interim section of Reston Station Boulevard.



- C. Full Construction of Reston Station Boulevard – Public Road A. The Applicant will construct the full section of the segment of Reston Station Boulevard identified as Public Road A as shown on Sheets C-07, C-09, C-10, and C-24 of the CDP/FDP prior to the issuance of the first RUP or Non-RUP for Building A2 or Building B1. Such full section of Reston Station Boulevard will consist of the pavement and striping for one left turn lane (12 feet), one westbound shared through/right turn lane (11 feet), one eastbound travel lane (11 feet), one bike lane on each side (5 feet each), and one on-street parking lane on each side (8 feet each) for a total of 60 feet from face of curb to face of curb toward the western end of Public Road A and tapering down to two travel lanes (11 feet each), one bike lane on each side (5 feet each), and one on-street parking lane on each side (8 feet each) for a total of 48 feet from face of curb to face of curb toward the eastern end of Public Road A as shown on Sheets C-07, C-09, C-10, and C-24 of the CDP/FDP.
- D. Reston Station Boulevard – Public Road A Streetscape. The Applicant will install the streetscape elements along the north side of the segment of Reston Station Boulevard identified as Public Road A within the Property as shown on Sheets C-07, C-09, C-10, and L6-02 of the CDP/FDP prior to the issuance of the first RUP or Non-RUP for Building A2. The Applicant will install the streetscape elements along the south side of the segment of Reston Station Boulevard identified as Public Road A within the Property as shown on Sheets C-07, C-09, C-10, and L6-02 of the CDP/FDP prior to the issuance of the first RUP or Non-RUP for Building B1. Such streetscape elements will consist of a landscape amenity panel, a sidewalk, and a building zone along the segment of Reston Station Boulevard identified as Public Road A as shown on Sheet L6-02 of the CDP/FDP. The Applicant will have the right to provide removable/portable outdoor furniture, benches, and tables/seating areas open to the general public (i.e., not affiliated with or restricted to use by any particular retail or restaurant tenant) within the landscape amenity panel generally as shown on Sheets L4-01, L4-02, L4-03, L4-04, L4-05, and L4-06 of the CDP/FDP.

28. Reston Station Boulevard – Public Road B.

- A. Right-of-Way Dedication. As part of the first site plan approval for Building C1, Building C2, Building C2A, Building D1, or Block D1B, the Applicant will dedicate the right-of-way shown as “PROPOSED R.O.W. DEDICATION (PUBLIC ROAD B)” and “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07, C-11, and C-12 of the CDP/FDP in fee simple to the Board of Supervisors for public street purposes, except as otherwise provided below. The Applicant will maintain such dedicated right-of-way area up to and until the time such portion of Reston Station Boulevard is accepted by VDOT as a public street. The Applicant will pursue VDOT acceptance of such portion of Reston Station Boulevard as a public street.

The Applicant will work diligently with VDOT and FCDOT during the site plan approval process to ensure that the proposed areas designated as the landscape amenity panels and sidewalks (collectively, the “LAP/SW Areas”) can be accepted by VDOT and/or the County. To that end, the Applicant will either locate electrical vaults, stormwater management facilities, utilities, and other similar facilities outside of the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07, C-11, and C-12 of the CDP/FDP (to the extent such facilities would prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas) or coordinate with VDOT and FCDOT as necessary to allow VDOT and/or the County to accept the dedication of such LAP/SW Areas with any electrical vaults, stormwater management facilities, utilities, and other similar facilities within the dedication area, as follows:

- i. If at the time of site plan approval it is determined that electrical vaults, stormwater management facilities, utilities, or other similar facilities proposed to be located within the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheet C-07, C-11, and C-12 of the CDP/FDP would prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas, then the Applicant will first coordinate with VDOT and FCDOT in a good faith effort to relocate any such facilities that would prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas to the extent reasonably practicable. In the event the relocation of any such facilities is reasonably practicable, the Applicant will dedicate such LAP/SW Areas to the Board of Supervisors in fee simple for public street purposes. In the event the relocation of any such facilities is not reasonably practicable, the Applicant will provide dedication measuring 18 inches from the proposed face of curb and will grant a public access easement and utility easement, in a form acceptable to the County Attorney, over the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07, C-11, and C-12 of the CDP/FDP. The public access easement and utility easement will allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment to be installed and maintained by VDOT and/or the County. In addition, upon written request of the County, the Applicant will grant to the Board of Supervisors an easement for bus pads/shelters and any other public transportation facilities within any privately owned portion of the LAP/SW Areas.
- ii. If at the time of site plan approval it is unclear whether electrical vaults, stormwater management facilities, utilities, or other similar facilities proposed to be located within the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheet C-07, C-11, and C-12 of the CDP/FDP would prevent VDOT and/or the County from accepting the

dedication of such LAP/SW Areas, then the Applicant will provide dedication measuring 18 inches from the face of curb and will reserve for potential future dedication in fee simple to the Board of Supervisors the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07, C-11, and C-12 of the CDP/FDP. The Applicant will grant a temporary public access easement and utility easement, in a form acceptable to the County Attorney, over the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07, C-11, and C-12 of the CDP/FDP. The temporary public access easement and utility easement will allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment to be installed and maintained by VDOT and/or the County. In addition, upon written request of the County, the Applicant will grant to the Board of Supervisors a temporary easement for bus pads/shelters and any other public transportation facilities within any privately owned portion of the LAP/SW Areas.

- iii. If at the time of final street acceptance inspection, VDOT and/or the County determines that any electrical vaults, stormwater management facilities, utilities, or other similar facilities within the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” as shown on Sheets C-07, C-11, and C-12 of the CDP/FDP would not prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas, then the Applicant will dedicate such LAP/SW Areas to the Board of Supervisors in fee simple for public street purposes upon the written request of the County.
- iv. If at the time of final street acceptance inspection, VDOT and/or the County determines that any electrical vaults, stormwater management facilities, utilities, or other similar facilities within the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” as shown on Sheets C-07, C-11, and C-12 of the CDP/FDP would prevent VDOT and/or the County from accepting the dedication of such LAP/SW Areas, then the Board of Supervisors will release the reservation for potential future dedication and the Applicant will grant a permanent public access easement and utility easement, in a form acceptable to the County Attorney, over the area shown as “LANDSCAPE AMENITY PANEL/SIDEWALK FOR R.O.W. DEDICATION OR PUBLIC ACCESS EASEMENT” on Sheets C-07, C-11, and C-12 of the CDP/FDP. The permanent public access easement and utility easement will allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment to be installed and maintained by VDOT and/or the County. In addition, upon written request of the

County, the Applicant will grant to the Board of Supervisors a permanent easement for bus pads/shelters and any other public transportation facilities within any privately owned portion of the LAP/SW Areas.

- B. Initial Construction of Reston Station Boulevard – Public Road B. Subject to the Applicant’s receipt of reasonable credit from the County for the acceleration of this transportation improvement in accordance with Proffer 30 below, prior to the issuance of the first RUP or Non-RUP for the Proposed Development, the Applicant will construct an interim section of the segment of Reston Station Boulevard identified as Public Road B as shown on Sheet C-21 of the CDP/FDP. Such interim section of Reston Station Boulevard will consist of the pavement and striping for two travel lanes (11 feet each) and interim pedestrian connections along the north or south side of the roadway as shown on Sheet C-21 of the CDP/FDP, provided that the Applicant will not be required to install any permanent streetscape elements, including the landscape amenity panel, sidewalk, and building zone, as part of the implementation of the interim section of Reston Station Boulevard.
- C. Full Construction of Reston Station Boulevard – Public Road B. The Applicant will provide the full construction of the segment of Reston Station Boulevard identified as Public Road B as follows:
- i. Northern Half-Section. The Applicant will construct the northern one-half section of the segment of Reston Station Boulevard identified as Public Road B as shown on Sheets C-07, C-11, C-12, and C-24 of the CDP/FDP prior to: (a) the issuance of the first RUP or Non-RUP for the second building to be constructed on Block C (either Building C1 or Building C2, whichever is later) under the Development Plan, or (b) the issuance of the first RUP or Non-RUP for the second building/block to be constructed on Block C (either Building C1 or Block C2A, whichever is later) under the Alternate Plan. Such one-half section of Reston Station Boulevard will consist of the pavement and striping for one westbound travel lane (11 feet), one bike lane (5 feet), and one on-street parking lane (8 feet) for a total of 24 feet from the centerline to the northern face of curb as shown on Sheets C-07, C-11, C-12, and C-24 of the CDP/FDP. The 11 foot travel lane on the south side of the centerline of Reston Station Boulevard provided in the interim section under Proffer 28.B will remain in place as well.
  - ii. Southern Half-Section. The Applicant will construct the southern one-half section of the segment of Reston Station Boulevard identified as Public Road B as shown on Sheets C-07, C-11, C-12, and C-24 of the CDP/FDP prior to: (a) the issuance of the first RUP or Non-RUP for Building D1 under the Development Plan, or (b) the issuance of the first RUP or Non-RUP for the second building/block to be constructed on Block D (either Building D1A or Block D1B, whichever is later) under the Alternate Plan. Such one-half section of Reston Station Boulevard will consist of the

pavement and striping for one eastbound travel lane (11 feet), one bike lane (5 feet), and one on-street parking lane (8 feet) for a total of 24 feet from the centerline to the southern face of curb as shown on Sheets C-07, C-11, C-12, and C-24 of the CDP/FDP. The 11 foot travel lane on the north side of the centerline of Reston Station Boulevard provided in the interim section under Proffer 28.B will remain in place as well.

D. Reston Station Boulevard – Public Road B Streetscape. The Applicant will install the streetscape elements for the segment of Reston Station Boulevard identified as Public Road B as follows:

- i. Block C Streetscape. The Applicant will install the streetscape elements along the northern side of the segment of Reston Station Boulevard identified as Public Road B as shown on Sheets C-07, C-11, C-12, and L6-02 of the CDP/FDP prior to: (a) the issuance of the first RUP or Non-RUP for the second building to be constructed on Block C (either Building C1 or Building C2, whichever is later) under the Development Plan, or (b) the issuance of the first RUP or Non-RUP for the second building/block to be constructed on Block C (either Building C1 or Block C2A, whichever is later) under the Alternate Plan. Such streetscape elements will consist of a landscape amenity panel, a sidewalk, and a building zone along the segment of Reston Station Boulevard identified as Public Road B as shown on Sheet L6-02 of the CDP/FDP.
- ii. Block D Streetscape. The Applicant will install the streetscape elements along the southern side of the segment of Reston Station Boulevard identified as Public Road B as shown on Sheets C-07, C-11, C-12, and L6-02 of the CDP/FDP prior to: (a) the issuance of the first RUP or Non-RUP for Building D1 under the Development Plan, or (b) the issuance of the first RUP or Non-RUP for the second building/block to be constructed on Block D (either Building D1A or Block D1B, whichever is later) under the Alternate Plan. Such streetscape elements will consist of a landscape amenity panel, a sidewalk, and a building zone along the segment of Reston Station Boulevard identified as Public Road B as shown on Sheet L6-02 of the CDP/FDP.
- iii. The Applicant will have the right to provide removable/portable outdoor furniture, benches, and tables/seating areas open to the general public (i.e., not affiliated with or restricted to use by any particular retail or restaurant tenant) within the landscape amenity panel generally as shown on Sheets L4-01, L4-02, L4-03, L4-04, L4-05, and L4-06 of the CDP/FDP.

29. Sunset Hills Road Improvements. Subject to the approval of VDOT, the Applicant will construct an exclusive right turn lane along the Sunset Hills Road frontage of the Property to serve the new entrance to the Property onto Private Road A as shown on Sheets C-07 and C-09 of the CDP/FDP. Also, subject to the approval of VDOT, the Applicant will remove the existing painted striped median area located immediately east of the existing westbound dual left lanes

that serve the Wiehle Avenue/Sunset Hills Road intersection and replace such painted striped median with a raised concrete island to restrict left turn movements into and out of the entrance/exit at the northeast corner of Block A as well as to restrict left turn movements into and out of the entrance/exit at the northwest corner of the FPC Property located immediately to the east on Sunset Hills Road, such that both entrances/exits will be restricted to only right-in/right-out movements. Such improvements will be completed prior to the issuance of the first RUP or Non-RUP for Building A2.

- A. Washington & Old Dominion Trail Connection. Subject to the approval of VDOT, any applicable approval(s) by Fairfax County, and the approval of and the granting of any necessary off-site easements by the ownership of the FPC Property and/or the Bognet Property, as applicable, the Applicant will install curb ramps on the north and south sides of Sunset Hills Road at its intersection with Michael Faraday Drive and will install high visibility crosswalks across Sunset Hills Road and pedestrian signals as shown on Sheets C-07 and C-11 of the CDP/FDP to provide a pedestrian connection to the Washington & Old Dominion Trail, provided that the Applicant will not be responsible for the relocation, replacement, or upgrading of any other facilities within the right-of-way except for the left turn lane and lane restriping required under Proffer 25 above, the traffic signal modifications required under Proffer 26 above, and any other improvements in the right-of-way as otherwise expressly stated in the Proffers. The high visibility crosswalks and pedestrian signals will be installed prior to the issuance of the first RUP for Building C2 or Block C2A. The Applicant will be entitled to reimbursement for the installation of the high visibility crosswalks and pedestrian signals from any applicable Fairfax County escrow accounts containing funds proffered by other applicants for transportation improvements in the vicinity of the Property.
- B. Access Coordination. The Applicant, VDOT, and FCDOT anticipate that the proposed right-in/right-out entrance/exit at the northeast corner of Block A and the existing right-in/right-out entrance/exit at the northwest corner of the FPC Property represent an interim condition given that VDOT and FCDOT are likely to request the closure of the entrance/exit at the northwest corner of the FPC Property as part of any future redevelopment of such property. Notwithstanding the existing right-in/right-out entrance/exit at the northwest corner of the FPC Property, the Applicant will be permitted to develop Block A with the proposed right-in/right-out entrance/exit, subject to the approval of VDOT, provided that the Applicant will grant an interparcel access easement for the benefit of the FPC Property to access Private Road A and/or Private Road C within 90 days of a request by the ownership of the FPC Property. The location of such easement will be determined as mutually agreed upon by the Applicant, FCDOT, and the ownership of the FPC Property.
- C. Future Realignment of Private Road A. The Applicant, VDOT, and FCDOT anticipate that the proposed alignment of Private Road A north of its intersection with Private Road C represents an interim condition given that VDOT and FCDOT are likely to request the realignment of this segment of Private Road A as

part of any future redevelopment of the FPC Property generally in accordance with the exhibit identified as “Alternate Private Road A Alignment” as shown on Sheet C-09 of the CDP/FDP. The Applicant will have no obligation to construct any such realignment of Private Road A and such realignment will be completed by others, provided, however, that the Applicant will grant a temporary construction easement within the Property for the benefit of the FPC Property as necessary to allow the owner of the FPC Property to implement the realignment of Private Road A, and further provided that the Applicant will have the right, but not the obligation, to modify the streetscape elements along the eastern side of the Block A frontage of Private Road A north of its intersection with Private Road C in accordance with the “Alternate Private Road A Alignment” exhibit as shown on Sheet C-09 of the CDP/FDP.

30. Acceleration of Transportation Improvements. Notwithstanding the foregoing provisions regarding the timing of transportation improvements under these Proffers, nothing will preclude the Applicant from constructing any transportation improvements earlier than otherwise required under these Proffers. Further, the Applicant may request credit for the acceleration of any such transportation improvements against the contributions that would otherwise be due to the Reston Road Fund under Proffer 37 below in accordance with the Reston Road Fund Guidelines.

31. Private Streets. The Applicant will construct each segment of the private streets identified as Private Roads A – F as shown on Sheets C-07 and C-24 of the CDP/FDP concurrently with the development of the Building(s) or Block(s) with frontage on such segments of such streets. At the time of site plan approval, the Applicant will grant to the Board of Supervisors a public access easement, in a form acceptable to the County Attorney, over each segment of Private Roads A – F included in such site plan. The public access easements will include the landscape amenity panel and sidewalk areas associated with the applicable segments of the private streets.

32. High Visibility Crosswalks. Subject to the provision of all necessary approvals from VDOT and/or Fairfax County, the Applicant will, prior to the issuance of the first RUP or Non-RUP for the Proposed Development, install one high visibility crosswalk generally in the location depicted on Sheet C-07 of the CDP/FDP at the intersection of Wiehle Avenue and Reston Station Boulevard.

33. Wiehle Avenue Bicycle Lane Restriping. Subject to the approval of VDOT, the Applicant will restripe the northbound half-section of Wiehle Avenue adjacent to Block A and Block B from the eastern face of curb along the frontage of the Property to the western face of curb along the median to provide two left turn lanes, two through lanes, a right turn lane, and a five (5) foot bicycle lane on the segment of Wiehle Avenue adjacent to Block A and two left turn lanes, two through lanes, a shared through/right turn lane, and a five (5) foot bicycle lane on the segment of Wiehle Avenue adjacent to Block B as shown on Sheet C-07 of the CDP/FDP. The Applicant will complete the restriping for the segment of Wiehle Avenue adjacent to Block A prior to the issuance of the first RUP or Non-RUP for Building A1 or Building A2. The Applicant will complete the restriping for the segment of Wiehle Avenue adjacent to Block B prior to the issuance of the first RUP or Non-RUP for Building B1 or Building B2.

34. Bus Stops/Shelters. The Applicant will accommodate one (1) bus stop/shelter along the frontage of each public road abutting the Property (specifically, along Michael Faraday Drive, Reston Station Boulevard, Wiehle Avenue, and Sunset Hills Road, for a total of four (4) potential bus stops/shelters) to be provided by others. The general location of such bus stops/shelters are shown as “Proposed Bus Shelter” on Sheet C-07, L1-03, and L1-04 of the CDP/FDP. As part of each site plan for the Proposed Development, the Applicant will coordinate with FCDOT and VDOT (if a bus stop/shelter is to be located within public right-of-way) to determine whether a bus stop/shelter is needed for any segment of public road abutting the portion of the Property subject to such site plan and, if FCDOT and VDOT (if applicable) determine that a bus stop/shelter is needed along any such segment of public road prior to site plan approval, the Applicant will coordinate with FCDOT and VDOT (if applicable) to identify the final location of any such bus stop/shelter as part of the approval of such site plan. Any adjustments to the location of the bus stops/shelters made by the Applicant in consultation with FCDOT and VDOT will not require approval of a PCA, CDPA, or FDPA.

35. Michael Faraday Drive/Reston Station Boulevard Traffic Signal. Within six (6) months of the date of the approval of this Application, the Applicant will complete and submit to VDOT a traffic signal warrant analysis for the intersection of Michael Faraday Drive and Reston Station Boulevard. If VDOT determines that a traffic signal is not warranted, the Applicant will complete and submit to VDOT one (1) additional traffic signal warrant analysis no earlier than three (3) months after the issuance of the first RUP or Non-RUP for the Proposed Development. If VDOT determines that a traffic signal is warranted based on either of the two (2) warrant analyses required under this proffer, then the Applicant will diligently pursue the design and installation of the traffic signal, including pedestrian signalization and crosswalks as determined necessary by VDOT. The installation of the traffic signal will require land within the Property, the Pulte Property, and the Rooney Property that is intended to be dedicated to Fairfax County for public street purposes and accepted by VDOT for maintenance as a public street. The Applicant will not be required to install any traffic signal equipment beyond the land area identified for public right-of-way dedication and/or public access easements under Proffers 23, 24, and 28 above and as shown on Sheets C-07, C-11, and C-12 of the CDP/FDP. In the event VDOT determines that a traffic signal is warranted at this location prior to the dedication of such right-of-way or the granting of such public access easements to the County, the Applicant will dedicate right-of-way and/or grant easements to the County as necessary to facilitate the installation of the required traffic signal equipment, provided that the Applicant will not be required to dedicate right-of-way or grant easements to the County beyond the land area identified for public right-of-way dedication and/or public access easements under Proffers 23, 24, and 28 above and as shown on Sheets C-07, C-11, and C-12 of the CDP/FDP. The Applicant will diligently pursue all necessary right-of-way and/or easements, at no greater than reasonable cost to the Applicant, from the owner of the Pulte Property and the Rooney Property as necessary to facilitate the installation of the required traffic signal equipment. In the event the owner of the Pulte Property and/or the owner of the Rooney Property do not dedicate any necessary right-of-way or grant any necessary easements to allow the installation of the required traffic signal equipment, the Applicant’s obligation to install the traffic signal will be deferred until the necessary right-of-way and/or easements have been dedicated or granted to the County. The Applicant will be entitled to reimbursement for the installation of the traffic signal and pedestrian signals from any applicable Fairfax County escrow accounts containing funds proffered by other



applicants for transportation improvements in the vicinity of the Property. If VDOT determines that a traffic signal is not warranted at this location after the second warrant analysis, then the Applicant will be relieved of its obligations and this proffer will be of no further force and effect.

36. Construction of Road Improvements. For purposes of these Proffers, the terms “construct”, “complete”, and “implement” will mean such transportation improvement is open to traffic for use by the general public but not necessarily accepted by VDOT for maintenance.

37. Reston Road Fund.

A. Residential Units. The Applicant will make a contribution in the amount of \$2,142 per Residential Unit constructed on the Property as set forth in the Reston Road Fund Plan endorsed by the Board of Supervisors on February 28, 2017, and as amended. The contribution will be paid prior to the issuance of the first RUP for each multi-family residential building (based on the actual number of residential units in the building) or each single-family attached residential unit. The Applicant will have the right to receive and deduct credits against the contributions that would otherwise be due to the Reston Road Fund in accordance with the Reston Road Fund Guidelines established by the Board of Supervisors.

B. Non-Residential Uses. The Applicant will make a contribution in the amount of \$9.80 per square foot of gross floor area of non-residential uses constructed on the Property as set forth in the Reston Road Fund Plan endorsed by the Board of Supervisors on February 28, 2017, and as amended. The contribution will be paid prior to the issuance of the first Non-RUP for each building (based on the actual gross floor area of non-residential uses in the building). The Applicant will have the right to receive and deduct credits against the contributions that would otherwise be due to the Reston Road Fund in accordance with the Reston Road Fund Guidelines established by the Board of Supervisors.

## **TRANSPORTATION DEMAND MANAGEMENT**

38. Transportation Demand Management. This proffer sets forth the programmatic elements of a transportation demand management program (the “TDM Program”) that will be implemented by the Applicant, and/or its successors and assigns, which may include any UOA/HOA/COA/CA or other association established for the Property, 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 Residential Units and Office Uses constructed on the Property.

A. Definitions.

i. Applicant Control Period for Residential Units. The “Applicant Control Period for Residential Units” is the period starting immediately following approval of this Application and ending on the date when three (3) consecutive Trip Counts conducted starting at least one (1) full calendar year after the Residential Units reach Build Out show that vehicle trips generated by the Residential Units are less than or equal to the TDM Goal

(as defined herein). Upon expiration of the Applicant Control Period for Residential Units, the Applicant may assign responsibility for the ongoing implementation of the Residential Units portion of the TDM Program to a UOA/HOA/COA/CA, in the event such an association is created that includes the Residential Units, provided the Applicant gives written notice to FCDOT within ten (10) days of any such assignment. Upon such an assignment, the Applicant will have no further obligations under this Proffer 38 with respect to the Residential Units.

- ii. Applicant Control Period for Office Uses. The “Applicant Control Period for Office Uses” is the period starting immediately following approval of this Application and ending on the date when three (3) consecutive Trip Counts conducted starting at least one (1) full calendar year after the Office Uses reach Build Out show that vehicle trips generated by the Office Uses are less than or equal to the TDM Goal (as defined herein). Upon expiration of the Applicant Control Period for Office Uses, the Applicant may assign responsibility for the ongoing implementation of the Office Uses portion of the TDM Program to a UOA/HOA/COA/CA, in the event such an association is created that includes the Office Uses, provided the Applicant gives written notice to FCDOT within ten (10) days of any such assignment. Upon such an assignment, the Applicant will have no further obligations under this Proffer 38 with respect to the Office Uses.
- iii. Build Out. For purposes of this Proffer, “Build Out” of the Residential Units will be deemed to occur upon eighty-five percent (85%) occupancy of the Residential Units and “Build Out” of the Office Uses will be deemed to occur upon eighty-five percent (85%) occupancy of the Office Uses, except as otherwise agreed to by the Applicant and FCDOT.
- iv. Peak Hours. For purposes of this Proffer, the relevant weekday “Peak Hours” will be that 60-minute period during which the highest weekday volume of mainline trips occurs between 7:00 to 9:00 AM and 4:00 to 6:00 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 will 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 will be defined in conjunction with each of the Residential Trip Counts and Office Trip Counts described below. The methodology for determining the Peak Hours may be modified subject to approval of FCDOT, but without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.

- B. Transportation Demand Management Work Plan. The proffered elements of the TDM Program will be more fully described in a Transportation Demand Management Work Plan (the “TDM Work Plan”). It is the intent of this Proffer 38 that the TDM Work Plan will adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals for the Residential Units and Office Uses as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Work Plan, as coordinated with FCDOT, can be made without the need for a PCA, provided the TDM Work Plan continues to reflect the proffered elements of the TDM Program as set forth below.
- C. Transportation Management Association. If a future transportation demand management association (“TDMA”) is established for the properties accessing Reston Station Boulevard and Michael Faraday Drive, the Applicant and/or the successor UOA/HOA/COA/CA will reasonably participate in or otherwise become associated with such TDMA. This obligation is subject to the applicable costs related to participation in the TDMA being allocated on a pro-rated basis for Residential Units and Office Uses, and being no greater than that imposed on similar UOA/HOA/COA/CAs that are also part of the same TDMA and subject to a further showing that the costs associated with the TDMA do not unreasonably limit the UOA/HOA/COA/CA’s ability to perform its obligations as defined by these proffers or the applicable law. The Applicant and/or successor UOA/HOA/COA/CA’s participation in the TDMA is anticipated to enhance the TDMA’s efforts to reduce single-occupant vehicle travel within the TDMA area. The Applicant and/or successor UOA/HOA/COA/CA will participate in TDMA efforts to identify and implement single-occupant vehicle trip reduction initiatives inclusive of the Property. Participation in a future TDMA will not subject the UOA/HOA/COA/CA or its individual members/owners to monetary penalties, if any, for non-compliance with the requirements of the TDMA. If a TDMA is established and the Applicant and/or the successor UOA/HOA/COA/CA participates in such TDMA in accordance with this proffer, the Applicant and/or successor UOA/HOA/COA/CA will be relieved of its obligations under the remainder of this Proffer 38.
- D. Trip Reduction Goal. The objective of the TDM Program will be to reduce the number of weekday peak hour vehicle trips generated by the Residential Units and Office Uses (excluding Independent Living Units, Assisted Living Units, and Secondary Uses) located within the Property in accordance with TDM Guidelines for Fairfax County dated January 1, 2013.
- i. Baseline Residential Trips. The baseline number of weekday PM peak hour vehicle trips for the Residential Units within the Property (the “Baseline Residential Trips”) against which the TDM Goal (as defined in subparagraph iii) will be measured will be derived by using the trip generation rates/equations applicable to the multi-family residential units as set forth in the Institute of Transportation Engineers, Trip Generation,

9th Edition, based on a total of 1,034 Residential Units, as reflected in the Traffic Impact Study prepared by Wells+Associates, Inc. dated May 10, 2017. The product of the Baseline Residential Trips multiplied by TDM Goal will be the “Maximum Residential Trips After Reduction.”

- ii. Baseline Office Trips. The baseline number of weekday PM peak hour vehicle trips for the Office Uses within the Property (the “Baseline Office Trips”) against which the TDM Goal (as defined above) will be measured will be derived by using the trip generation rates/equations applicable to the Office Uses as set forth in the Institute of Transportation Engineers, Trip Generation, 9th Edition, based on a total of 259,845 square feet of Office Uses, as reflected in the Traffic Impact Study prepared by Wells+Associates, Inc. dated May 10, 2017. The product of the Baseline Office Trips multiplied by TDM Goal will be the “Maximum Office Trips After Reduction.”
- iii. TDM Goal. The TDM strategies will be utilized to reduce the peak hour vehicular trips by a minimum of 45% for Blocks A and B and a minimum of 40% for Blocks C and D as measured for the PM peak hour (the “TDM Goal”). The TDM Goal will apply separately and independently to the Residential Units and Office Units within Blocks A, B, C and D in the implementation of the TDM Program.

E. TDM Strategies. The following list represents potential TDM strategies the Applicant may select and implement as part of the TDM Work Plan in order to meet the TDM Goal. It is the Applicant’s intent to identify a non-exclusive list of potential TDM strategies, which the Applicant may amend and supplement from time to time, subject to approval by FCDOT, without the need for a PCA. The TDM strategies are as follows:

- i. Property-wide TDM Program management;
- ii. Financial incentives/disincentives;
- iii. Alternative work arrangements;
- iv. Marketing and dissemination of Fairfax County/regional program information;
- v. Live-work-play marketing;
- vi. Bicycle facilities, as set forth in Proffers 16 and 17;
- vii. Crosswalks, as set forth in Proffer 32;
- viii. Regular TDM monitoring and reporting; and/or
- ix. Parking management.

F. Process of Implementation. The TDM Program will be implemented as follows, provided that modifications, revisions, and supplements to the implementation process as set forth herein as coordinated with FCDOT can be made without requiring a PCA.

i. TDM Program Manager. The Applicant will appoint and continuously employ, or cause to be employed, a TDM Program Manager (“TPM”) for the Property. If not previously appointed, the TPM will be appointed no later than sixty (60) days after the issuance of the first building permit for the Residential Units or the Office Uses to be constructed on the Property, whichever occurs first. The TPM duties may be part of other duties associated with the appointee. The Applicant will notify FCDOT in writing within ten (10) days of the appointment of the TPM. Following the initial appointment of the TPM, the Applicant or UOA/HOA/COA/CA, as applicable, will continuously employ, or cause to be employed, a TPM for the Property, and will notify FCDOT in writing within ten (10) days of any change in such appointment.

ii. Annual Report and Budget. The Applicant will prepare and submit to FCDOT an initial TDM Work Plan and an initial TDM budget for one (1) calendar year of implementation of the TDM Work Plan (the “Annual Budget”) no later than 180 days after the issuance of the first building permit for the Proposed Development. The TDM Work Plan will include TDM strategies for the Residential Units and/or the Office Uses for which a building permit has been issued by the County. Every calendar year thereafter, but not later than March 15<sup>th</sup>, the applicable TPM will submit an annual report of the TDM Program (“Annual Report”), based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any additional development on the Property and/or any new external variables that would affect the TDM Program. The Annual Report will summarize the results of the TDM Program and may update the TDM Work Plan and the Annual Budget for the coming calendar year. The Annual Report will include, at a minimum:

- a. Details as to the start-up/ongoing components of the TDM Program
- b. The estimated budget needed to implement the TDM program for the coming calendar year; and
- c. The Maximum Residential Trips After Reduction and the Maximum Office Trips After Reduction determined in accordance with this Proffer.

The initial TDM Work Plan and initial Annual Budget, and subsequently the Annual Reports, the Annual Budgets, and any changes to the TDM Work Plan, will be reviewed by FCDOT. If FCDOT has not responded

with any comments within sixty (60) days after submission, then the TDM Work Plan, the Annual Report, and the Annual Budget will be deemed approved and the program elements will be implemented. If FCDOT responds with comments on the TDM Work Plan, the Annual Report, and/or the Annual Budget, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM will submit to FCDOT reasonable revisions to the TDM Work Plan, the Annual Report, and/or the Annual Budget as discussed and mutually agreed to with FCDOT, with such agreement not to be unreasonably withheld by the Applicant, the TPM or FCDOT, which will be deemed approved. Thereafter, the TPM will begin implementation of the approved TDM Program and fund the approved Annual Budget. Following FCDOT's approval of the initial TDM Work Plan and the initial Annual Budget, in subsequent calendar years the Applicant may provide separate TDM Work Plans, Annual Budgets, and Annual Reports for the Residential Units and the Office Uses under the same procedures outlined in these Proffers.

- iii. Residential TDM Account. The Applicant will establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "Residential TDM Account") within sixty (60) days of the approval of the TDM Work Plan and the first Annual Budget. All interest earned on the principal will remain in the Residential TDM Account and will be used by the TPM for residential TDM purposes. The Residential TDM Account will be funded by the Applicant, or any successors and assigns, which may include any UOA/HOA/COA/CA, as applicable. Funds in the Residential TDM Account will not be utilized for purposes other than to fund residential TDM strategies and/or specific infrastructure needs as may be approved in consultation with FCDOT. Funding of the Residential TDM Account will be in accordance with the Annual Budget for the TDM Program elements to be implemented in each calendar year. The applicable TPM will provide written documentation to FCDOT demonstrating the establishment of the Residential TDM Account within ten (10) days of its establishment. The Residential TDM Account will be replenished annually following the establishment of each year's Annual Budget and submission of the Annual Report.
- iv. Office TDM Account. The Applicant will establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "Office TDM Account") within sixty (60) days of the approval of the TDM Work Plan and the first Annual Budget. All interest earned on the principal will remain in the Office TDM Account and will be used by the TPM for office TDM purposes. The Office TDM Account will be funded by the Applicant, or any successors and assigns, which may include any UOA/HOA/COA/CA, as applicable. Funds in the

Office TDM Account will not be utilized for purposes other than to fund office TDM strategies and/or specific infrastructure needs as may be approved in consultation with FCDOT. Funding of the Office TDM Account will be in accordance with the Annual Budget for the TDM Program elements to be implemented in each calendar year. The TPM will provide written documentation to FCDOT demonstrating the establishment of the Office TDM Account within ten (10) days of its establishment. The Office TDM Account will be replenished annually following the establishment of each year's Annual Budget and submission of the Annual Report.

- v. Residential TDM Remedy Fund. Prior to the issuance of the first RUP for the Residential Units, the Applicant will establish a separate, interest bearing account (referred to as the "Residential TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the Residential TDM Remedy Fund will be made one time at the rate of \$0.10 per gross square foot of Residential Units to be constructed on the Property. Funding will be provided by the Applicant for the Residential TDM Remedy Fund prior to the issuance of the first RUP for the Residential Units. The amount of the one-time funding for the Residential TDM Remedy Fund will escalate annually from the date of the approval of this Application in accordance with Proffer 60 below.
- vi. Office TDM Remedy Fund. Prior to the issuance of the first Non-RUP for the Office Uses, the Applicant will establish a separate, interest bearing account (referred to as the "Office TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the Office TDM Remedy Fund will be made one time at the rate of \$0.20 per gross square feet of Office Uses to be constructed on the Property. Funding will be provided by the Applicant for the Office TDM Remedy Fund prior to the issuance of the first Non-RUP for the Office Uses. The amount of the one-time funding for the Office TDM Remedy Fund will escalate annually from the date of the approval of this Application in accordance with Proffer 60 below.
- vii. Residential TDM Incentive Fund. The "Residential TDM Incentive Fund" is an account into which the Applicant will deposit contributions to fund a multimodal incentive program for initial purchasers/lessees of the Residential Units within the Property. Such contributions will be made one time for the Residential Units at the rate of \$0.02 per gross square foot of the Residential Units to be constructed on the Property and provided prior to the issuance of the first RUP for the Residential Units. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.

- viii. Office TDM Incentive Fund. The “Office TDM Incentive Fund” is an account into which the Applicant will deposit contributions to fund a multimodal incentive program for the tenants and employees of the Office Uses within the Property. Such contributions will be made one time for the Office Uses at the rate of \$0.02 per gross square foot of the Office Uses to be constructed on the Property and provided prior to the issuance of the first tenant Non-RUP for the Office Uses. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.
- ix. Monitoring. The TPM will verify that the proffered TDM Goal for the Residential Units and the Office Uses is being met through the completion of surveys of the residents of the Residential Units and/or employees of the Office Uses (“Surveys”), vehicular trip counts of the Residential Units and/or the Office Uses (“Trip Counts”), and/or other such methods as may be reviewed and approved by FCDOT. The results of such Surveys and Trip Counts will be provided to FCDOT as part of the Annual Reports. Surveys and Trip Counts will be conducted for the Residential Units beginning with the first January after Build Out of the Residential Units. Such Surveys will be conducted every three (3) years and such Trip Counts will be collected annually for the Residential Units until the results of three (3) consecutive annual Trip Counts conducted upon Build Out of the Residential Units show that the TDM Goal for the Residential Units has been met based on the Maximum Residential Trips After Reduction. Surveys and Trip Counts will be conducted for the Office Uses beginning with the first January after Build Out of the Office Uses. Such Surveys will be conducted every three (3) years and such Trip Counts will be collected annually for the Office Uses until the results of three (3) consecutive annual Trip Counts conducted upon Build Out of the Office Uses show that the TDM Goal for the Office Uses has been met based on the Maximum Office Trips After Reduction. At such time as three (3) consecutive annual Trip Counts conducted upon Build Out show that the TDM Goal for the Residential Units and/or the Office Uses has been met, and notwithstanding Proffer 38.G below, Surveys and Trip Counts will thereafter be provided for the Residential Units and the Office Uses, respectively, every five (5) years. Any time during which Survey response rates do not reach twenty percent (20%), FCDOT may request additional surveys be conducted the following year. Notwithstanding the aforementioned, at any time prior to or after Build Out, FCDOT may suspend such Surveys and/or Trip Counts if conditions warrant such without the need for a PCA.
- G. Evaluation and Remedies. The results of each Trip Count for the Residential Units will be compared to the Maximum Residential Trips After Reduction and the results of each Trip Count for the Office Uses will be compared to the



Maximum Office Trips After Reduction to determine whether the TDM Goal is being met for the Residential Units and the Office Uses.

- i. Residential Units. In the event three (3) consecutive Trip Counts conducted upon Build Out of the Residential Units show that the vehicle trips generated by the Residential Units are equal to or less than the Maximum Residential Trips After Reduction, then (a) the Applicant Control Period for Residential Units will expire, (b) any funds remaining in the Residential TDM Remedy Fund will be released back to the Applicant, and (c) the TDM Program with respect to the Residential Units will continue to be administered in accordance with Proffer 38.I. In the event a Trip Count conducted upon Build Out of the Residential Units shows that the vehicle trips generated by the Residential Units exceed the Maximum Residential Trips After Reduction, then the TPM will meet and coordinate with FCDOT to review the results of the Trip Count and develop modifications to the TDM Work Plan and the Annual Budget to address the surplus of trips. The TPM will submit any revisions to the TDM Work Plan and the Annual Budget to FCDOT within thirty (30) days of such meeting. If no written response is provided by FCDOT within sixty (60) days, the TPM's revisions to the TDM Work Plan and the Annual Budget will be deemed approved. Following approval of the revised TDM Work Plan and Annual Budget, the TPM will: (a) drawn down on the Residential TDM Remedy Fund, in accordance with the expenditure program that follows, as may be necessary, to fund additional/alternative TDM strategies under the updated TDM Work Plan, (b) increase the TDM Account with Residential TDM Remedy Funds, as may be necessary, to cover any additional costs to implement the updated Annual Budget, and (c) implement the provisions of the updated TDM Work Plan as developed in consultation with FCDOT.
- ii. Office Uses. In the event three (3) consecutive Trip Counts conducted upon Build Out of the Office Uses show that the vehicle trips generated by the Office Uses are equal to or less than the Maximum Office Trips After Reduction, then (a) the Applicant Control Period for Office Uses will expire, (b) any funds remaining in the Office TDM Remedy Fund will be released back to the Applicant, and (c) the TDM Program with respect to the Office Uses will continue to be administered in accordance with Proffer 38.I. In the event a Trip Count conducted upon Build Out of the Office Uses shows that the vehicle trips generated by the Office Uses exceed the Maximum Office Trips After Reduction, then the TPM will meet and coordinate with FCDOT to review the results of the Trip Count and develop modifications to the TDM Work Plan and the Annual Budget to address the surplus of trips. The TPM will submit any revisions to the TDM Work Plan and the Annual Budget to FCDOT within thirty (30) days of such meeting. If no written response is provided by FCDOT within sixty (60) days, the TPM's revisions to the TDM Work Plan and the Annual Budget will be deemed approved. Following approval of the

revised TDM Work Plan and Annual Budget, the TPM will: (a) drawn down on the Office TDM Remedy Fund, in accordance with the expenditure program that follows, as may be necessary, to fund additional/alternative TDM strategies under the updated TDM Work Plan, (b) increase the TDM Account with Office TDM Remedy Funds, as may be necessary, to cover any additional costs to implement the updated Annual Budget, and (c) implement the provisions of the updated TDM Work Plan as developed in consultation with FCDOT.

- iii. Remedy Expenditures. Remedial measures and additional/alternative TDM Strategies implemented in accordance with Proffer 38.G(i) and (ii) above will be funded by the Residential TDM Remedy Fund and/or the Office TDM Remedy Fund, as applicable, based on the expenditure program that follows. There will be no requirement to replenish the Residential TDM Remedy Fund or the Office TDM Remedy Fund at any time.

<u>Trip Goals Exceeded</u>	<u>Remedy Expenditure</u>
Up to 1%	No Remedy needed
1.1% to 3%	3% of Remedy fund
3.1% to 6%	6% of Remedy Fund
6.1% to 10%	10% of Remedy Fund
Over 10%	15% of Remedy Fund

- H. Additional Trip Counts. After the expiration of the Applicant Control Period for the Residential Units, if an Annual Report indicates that a change has occurred in the vehicle trip characteristics for the Residential Units that reasonably calls into question whether the TDM Goal for the Residential Units continues to be met, then FCDOT may require the TPM to conduct additional Trip Counts (pursuant to the methodology set forth in the TDM Work Plan) within ninety (90) days to determine whether in fact such objectives are being met. After the expiration of the Applicant Control Period for the Office Uses, if an Annual Report indicates that a change in the vehicle trip characteristics of the Office Uses has occurred that reasonably calls into question whether the TDM Goal for the Office Uses continues to be met, then FCDOT may require the TPM to conduct additional Trip Counts (pursuant to the methodology set forth in the TDM Work Plan) within ninety (90) days to determine whether in fact such objectives are being met. If any such Trip Counts for the Residential Units or Office Uses demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM will meet with FCDOT to review the TDM strategies in place and to develop modifications to the applicable TDM Work Plan(s) to address the surplus of trips.

- I. Review of Trip Reduction Goals. At any time and concurrent with remedial actions as outlined in Proffer 38.G, the Applicant may request that FCDOT review the TDM Goal established for the Residential Units and Office Uses and set a revised lower vehicle trip reduction goal for the Residential Units and/or the

Office Uses consistent with the results of Trip Counts and Person Surveys provided under this Proffer or consistent with future changes in County policy. In the event a revised lower TDM Goal is established for the Residential Units and/or the Office Uses, the Maximum Residential Trips After Reduction and the Maximum Office Trips After Reduction will be revised accordingly for the subsequent review period without the need for a PCA.

- J. Continuing Implementation. Upon the expiration of the Applicant Control Period for Residential Units and/or the Applicant Control Period for Office Uses, the Applicant, and/or its successors and assigns, including any UOA/HOA/COA/CA or other association, as applicable, will be responsible, through the TPM, for continuing implementation of the TDM Program and compliance with this Proffer 38 with respect to the Residential Units portion of the TDM Program and/or the Office Uses portion of the TDM Program, respectively. The TPM will continue to administer the TDM Program in the ordinary course in accordance with this Proffer, including submission of Annual Reports.
- K. Notice to Owners. The Applicant, its successors and assigns, will use commercially reasonable efforts to advise each successor owner and/or developer of its funding obligations pursuant to the requirements of this Proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), which will be included in all initial and subsequent purchase documents.
- L. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer 38, Fairfax County will then issue the TPM a written notice stating the TPM has violated the terms of this Proffer 38 and providing the TPM with sixty (60) days within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent report, then the Applicant will be subject to a penalty of \$75 per day until such time as the report is submitted to FCDOT. Such penalties will be payable to Fairfax County to be used for transit, transportation, or congestion management improvements in the vicinity of the Property.

## **NOISE ATTENUATION**

39. Noise Attenuation. The Applicant has completed an acoustical analysis (the “Noise Study”) for the Proposed Development that (a) evaluated existing and future traffic and noise sources (including Metrorail) at least twenty (20) years into the future, (b) considered the anticipated phasing of the Proposed Development, and (c) considered the proposed final site topography and conditions (rather than the pre-development topography and conditions). The Applicant submitted the Noise Study to the EDRB of DPZ and to the Department of Public Works & Environmental Services (“DPWES”), which have reviewed the Noise Study. At the time of building plan application for the full shell building permit for any Residential Building, the Applicant will submit a supplemental acoustical analysis and/or shell analysis prepared by a qualified acoustical consultant (the “Refined Noise Study”) addressing indoor noise levels and the proposed noise attenuation measures designed to reduce interior DNL to no more than 45

dBa Ldn for the Residential Units of such buildings. The Refined Noise Study will be prepared in accordance with County specified acoustical study guidelines. The Applicant will submit the Refined Noise Study to DPWES, for information only, and to the Chief of EDRB for confirmation that the proposed noise attenuation measures for such buildings are designed to reduce interior DNL to no more than 45 dBA Ldn for the Residential Units of such buildings based on the Refined Noise Study. In addition, the Applicant will notify the Chief of EDRB by letter that such submission has been made. The Applicant will not obtain full-shell building permits for the Residential Buildings until the Chief of EDRB has confirmed the applicable Refined Noise Study. Failure by the Chief of EDRB to review and respond to the Applicant within sixty (60) days of receipt of a Refined Noise Study will be deemed confirmation that the proposed noise attenuation measures are designed to reduce interior DNL to no more than 45 dBA Ldn for the Residential Units of the buildings addressed in the Refined Noise Study.

Pursuant to the findings of the Refined Noise Study, the Applicant will: (i) show the noise contours on any site plan that includes Residential Units that will be affected by noise levels that require mitigation as described below, (ii) prior to the initial site plan approval for any such affected Residential Units, select from the following mitigation options to achieve the required mitigation, and (iii) identify the appropriate mitigation measures on the building plans for such Residential Units.

A. Acoustical Building Measures:

1. In order to reduce interior noise to a level of no more than 45 dBA DNL, residential units anticipated by the acoustical analysis to be impacted by highway and Metrorail related noise having levels projected to be between 65 and 70 dBA DNL, will be constructed with the following acoustical measures:
  - a. Exterior walls will have a laboratory sound transmission class (“STC”) rating of at least 39;
  - b. Doors and glazing will have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of 65 to 70 dBA DNL;
  - c. If glazing constitutes more than 20% of an exposed façade, then the glazing will have a laboratory STC rating of up to 39 as dictated by the percentage of glazing; and
  - d. All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (“ASTM”) to minimize sound transmission.
2. In order to reduce interior noise to a level of no more than 45 dBA DNL, residential units anticipated by the acoustical analysis to be impacted by highway and Metrorail related noise having levels projected to be greater

than 70 dBA DNL, will be constructed with the following acoustical measures:

- a. Exterior walls will have a laboratory STC rating of at least 45;
- b. Doors and glazing will have a laboratory STC rating of at least 37 unless glazing constitutes more than 20% of any façade exposed to noise levels above 70 dBA DNL;
- c. If glazing constitutes more than 20% of an exposed façade, then the glazing will have a laboratory STC rating of up to 45 as dictated by the percentage of glazing; and
- d. All surfaces will be sealed and caulked in accordance with methods approved by the ASTM to minimize sound transmission.

3. The Applicant will provide noise attention measures as determined necessary based on the acoustical analysis to ensure that highway and Metrorail related noise will not exceed 65 dBA DNL in the outdoor recreation areas within the Property.

- B. Sound Wall. In addition to any noise mitigation measures described above, the Applicant will construct a sound wall generally in accordance with the location, height, materials, and configuration depicted on Sheets C-07, C-10, and C-12 of the CDP/FDP in order to reduce highway and Metrorail related interior noise to a level of no more than 45 dBA DNL in residential units and to ensure that highway and Metrorail related noise in outdoor recreation areas does not exceed 65 dBA DNL. The Applicant will depict the details of the sound wall, including the location, height, materials, and configuration on each site plan that includes any portion of the sound wall. The Applicant will construct the sound wall prior to the issuance of the first RUP for Block D2, provided that the Applicant may construct segments of the sound wall in phases as determined by the Applicant in consultation with the EDRB and DPWES based on an acoustical analysis and the noise mitigation deemed necessary for the portion of the residential units on Block D2 subject to a request for RUPs. The Applicant will provide murals, sculptural elements, or other similar artistic treatment for the interior of the sound wall generally in accordance with the quality and character of the sound wall treatment shown on Sheets L8-01 and L8-02 of the CDP/FDP and generally in the locations shown on Sheets L8-01 and L8-02 of the CDP/FDP. The Applicant will coordinate with Public Art – Reston to obtain its recommendations regarding the options for the murals, sculptural elements, or other similar artistic treatment for the interior of the sound wall. Following such consultation, the Applicant will make the final determination regarding the murals, sculptural elements, or other similar artistic treatment to be provided for the interior of the sound wall.

- i. Sound Wall Design Review. Notwithstanding the above-described features for the proposed sound wall, including murals, sculptural elements and other similar artistic treatments, and the conceptual images shown on Sheets L8-01 and L8-02 of the CDP/FDP, the Applicant will coordinate the sound wall design with the owners of the properties located at 1831 Michael Faraday Drive and 11111 Sunset Hills Road, which also will provide sound walls as part of the development of such properties. Prior to building permit approval for the portion of the sound wall on the Property, the Applicant will provide details of the sound wall, including but not limited to the height, materials, design, installation, and maintenance, to the Hunter Mill District Planning Commissioner and the Reston Planning and Zoning Committee for review and comment.
- C. Temporary Sound Wall. If the Applicant installs the Neighborhood Park on Block D2 prior to the development of the second building on Block B, and proceeds with the development of Building B1 prior to the development of Building B2, the Applicant will install a temporary sound wall, which may consist of a wooden fence, across Block B generally in the location depicted on Sheet C-19 of the CDP/FDP. The specific location and extent of the temporary noise wall will be determined by the Applicant in consultation with the EDRB and DPWES based on an acoustical analysis and the noise mitigation deemed necessary for the Neighborhood Park on Block D2. The Applicant will depict the details of the temporary sound wall, including the location, height, materials, and configuration on the site plan for Building B1. The Applicant will construct the temporary sound wall prior to the issuance of the first RUP for Building B1, and may remove the temporary noise wall at such time as the Applicant proceeds with the development of Building B2.

## **RECREATIONAL FACILITIES**

40. Public Recreational Amenities/Facilities. The Applicant will provide public outdoor open spaces and recreational amenities/facilities within the Property as follows:
- A. Wiehle Avenue Promenade. The Applicant will install park improvements in the western portion of Block A and Block B as generally depicted on Sheets L2-02, L3-10 and L3-11 of the CDP/FDP and identified as park spaces A1, A2, A3, and A4 (collectively, the “Wiehle Avenue Promenade”). The Wiehle Avenue Promenade will be comprised of the following park spaces:
    - i. W&OD Gateway. The park space identified as A1 on Sheet L2-02 of the CDP/FDP (the “W&OD Gateway”) will include features for passive recreation including, but not limited to, hardscape/pavers and landscape areas, outdoor furniture, benches/seating areas, and similar amenities as conceptually shown on Sheets L3-11 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the W&OD Gateway as approved by the Zoning Administrator in consultation with the Fairfax

County Park Authority (“FCPA”), and UFMD, provided the general character and quality of the W&OD Gateway is consistent with Sheet L3-11 of the CDP/FDP. The Applicant will install the W&OD Gateway improvements prior to the issuance of the first RUP for Building A1.

- ii. Promenade North. The park space identified as A2 on Sheet L2-02 of the CDP/FDP (the “Promenade North”) will include features for passive recreation including, but not limited to, hardscape/pavers and landscape areas, outdoor furniture, benches/seating areas, and similar amenities as conceptually shown on Sheets L3-11 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Promenade North as approved by the Zoning Administrator in consultation with FCPA, and UFMD, provided the general character and quality of the Promenade North is consistent with Sheet L3-11 of the CDP/FDP. The Applicant will install the portion of the Promenade North improvements adjacent to Building A1 prior to the issuance of the first RUP for Building A1. The Applicant will install the portion of the Promenade North improvements adjacent to Building A2 prior to the issuance of the first RUP for Building A2.
- iii. Metro Gateway. The park space identified as A3 on Sheet L2-02 of the CDP/FDP (the “Metro Gateway”) will include features for passive recreation including, but not limited to, hardscape/pavers and landscape areas, outdoor furniture, benches/seating areas, and similar amenities as conceptually shown on Sheets L3-11 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Metro Gateway as approved by the Zoning Administrator in consultation with FCPA, and UFMD, provided the general character and quality of the Metro Gateway is consistent with Sheet L3-11 of the CDP/FDP. The Applicant will install the Metro Gateway improvements prior to the issuance of the first RUP for Building A2.
- iv. Promenade South. The park space identified as A4 on Sheet L2-02 of the CDP/FDP (the “Promenade South”) will include features for passive recreation including, but not limited to, hardscape/pavers and landscape areas, outdoor furniture, benches/seating areas, and similar amenities as conceptually shown on Sheets L3-10 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Promenade South as approved by the Zoning Administrator in consultation with FCPA, and UFMD, provided the general character and quality of the Promenade South is consistent with Sheet L3-10 of the CDP/FDP. The Applicant will install the Promenade South improvements prior to the issuance of the first RUP for Building B1.

- B. Front Yard Park. The Applicant will install improvements associated with a retail-oriented park and plaza area within Blocks A and C as generally depicted on Sheets L2-02 and L3-01 of the CDP/FDP and identified as park spaces F1 and F2 (collectively, the “Front Yard Park”). The Front Yard Park will include features for passive and active recreation including, but not limited to, lawn areas, hardscape/pavers and landscape areas, outdoor furniture, benches/seating areas, a water feature and similar amenities as conceptually shown on Sheet L3-01 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Front Yard Park as approved by the Zoning Administrator in consultation with FCPA, and UFMD, provided the general character and quality of the Front Yard Park is consistent with Sheet L3-01 of the CDP/FDP. The Applicant will install the portion of the Front Yard Park on Block A prior to the issuance of the first RUP or Non-RUP for Building A2 and the portion of the Front Yard Park on Block C prior to the issuance of the first RUP or Non-RUP for Building C1.
- C. Block B Park. The Applicant will install an elevated park and plaza area within Block B between Buildings B1 and B2 as generally depicted on Sheets L2-02 and L3-09 of the CDP/FDP and identified park space B1 (the “Block B Park”). The Block B Park will include features for passive and active recreation including, but not limited to, bocce courts, table tennis, and foosball, hardscape/pavers and landscape areas, outdoor furniture, benches/seating areas, and similar amenities as conceptually shown on Sheet L3-09 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Block B Park as approved by the Zoning Administrator in consultation with FCPA, and UFMD, provided the general character and quality of the Block B Park is consistent with Sheet L3-09 of the CDP/FDP. The Applicant will provide a minimum of two (2) forms of public access to the Block B Park, including at least one (1) form of ADA accessibility. Such forms of access may consist of the stairs at each end of the park and ADA accessibility through the elevator within Building B2. The Applicant will install the Block B Park prior to the issuance of the first RUP or Non-RUP for the second building to be constructed on Block B.
- D. Neighborhood Park. The Applicant will install neighborhood park improvements within Block D as generally depicted on Sheets L2-02, L3-02 and L3-03 of the CDP/FDP and identified as park space N1 (the “Neighborhood Park”). The Neighborhood Park will include features for passive and active recreation including, but not limited to, lawn areas, hardscape/pavers and landscape areas, outdoor furniture, benches/seating areas, and similar amenities as conceptually shown on Sheet L3-02 and L3-03 of the CDP/FDP. The Neighborhood Park will also include an outdoor play/tot lot area, including, but not limited to, climbing equipment, active play elements for adults and children, and a dog watering station (the “Play Area”) generally in the location and configuration shown on Sheet L3-02 and L3-03 of the CDP/FDP. The Play Area will include play equipment that blends in with the surrounding aspects of the Proposed Development. The Applicant may adjust the type and location of vegetation, the



design of the open spaces, and the features/amenities comprising the Neighborhood Park as approved by the Zoning Administrator in consultation with FCPA, and UFMD, provided the general character and quality of the Neighborhood Park is consistent with Sheet L3-02 and L3-03 of the CDP/FDP. The Applicant will install the Neighborhood Park prior to the later to occur of: (i) the issuance of the first RUP for Block D2, or (ii) the issuance of the first RUP or Non-RUP for the first building to be constructed on Block B.

- E. Back Yard Park. In the event the Applicant elects to implement the Development Plan for Block C, the Applicant will install park improvements within Block C as generally depicted on Sheet L2-02 and Sheet L3-07 of the CDP/FDP and identified as park space C1. In the event the Applicant elects to implement the Alternate Plan, the Applicant will install park improvements within Block C as generally depicted on Sheets L2-03 and Sheet L3-08 of the CDP/FDP and identified as park space C1. The park space identified as C1 will be referred to as the “Back Yard Park” under both development options. The Back Yard Park will include features for passive recreation including, but not limited to, hardscape/pavers and landscape areas, outdoor furniture, benches/seating areas, and similar amenities as conceptually shown on Sheet L3-07 or Sheet L3-08 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Back Yard Park as approved by the Zoning Administrator in consultation with FCPA, and UFMD, provided the general character and quality of the Back Yard Park is consistent with Sheet L3-07 or Sheet L3-08 of the CDP/FDP. The Applicant will install the Back Yard Park prior to the issuance of the first RUP for the second building/block to be constructed on Block C.
- F. Block D Linear Park. The Applicant will install linear park improvements through Block D as generally depicted on Sheets L2-02 and L3-04 of the CDP/FDP and identified as park space N2 (the “Block D Linear Park”). The Block D Linear Park will include features for active and passive recreation including, but not limited to, a walking path, natural active play elements, hardscape/pavers and landscape areas, outdoor furniture, benches/seating areas, and similar amenities as conceptually shown on Sheet L3-04 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Block D Linear Park as approved by the Zoning Administrator in consultation with FCPA, and UFMD, provided the general character and quality of the Block D Linear Park is consistent with Sheet L3-04 of the CDP/FDP. The Applicant will install the Block D Linear Park prior to the issuance of the final initial RUP for Block D2.
- G. Block D1 Pocket Parks. In the event the Applicant elects to implement the Development Plan for Block D, the Applicant will install park improvements within Block D1 as generally depicted on Sheets L2-02 and L3-05 of the CDP/FDP and identified as park spaces D1 (the “Block D1A Park”). In the event the Applicant elects to implement the Alternate Plan for Block D, the Applicant will install the Block D1A Park as generally depicted on Sheet L3-05 of the

CDP/FDP and the additional park improvements within Block D1 as generally depicted on Sheets L2-03 and L3-06 of the CDP/FDP and identified as park space D2 (the “Block D1B Park”). The Block D1A Park and the Block D1B Park will include features for passive recreation including, but not limited to, hardscape/pavers and landscape areas, outdoor furniture, benches/seating areas, and similar amenities as conceptually shown on Sheets L3-05 and L3-06 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Block D1A Park and the Block D1B Park as approved by the Zoning Administrator in consultation with FCPA, and UFMD, provided the general character and quality of the Block D1A Park and the Block D1B Park are consistent with Sheet L3-05 and L3-06 of the CDP/FDP. Notwithstanding the depiction of the D1B Park on Sheet L3-06, the Applicant will not provide a “focal element” within the D1B Park in order to allow for improved pedestrian circulation and safety. The Applicant will install the Block D1A Park prior to the issuance of the first RUP for Building D1 or Building D1A. If the Applicant selects the Alternate Plan for Block D, the Applicant will install the Block D1B Park prior to the issuance of the first RUP for the second to be constructed of Building D1A or Block D1B.

- H. Public Access. As part of site plan approval for the Proposed Development, the Applicant will grant public access easements for: (i) the Wiehle Avenue Promenade (ii) the Front Yard Park, (iii) the Block B Park, (iv) the Neighborhood Park, (v) the Back Yard Park, (vi) the Block D Linear Park, (vii) the Block D1A Park, and (viii) if the Applicant selects the Alternate Plan for Block D, the Block D1B Park to Fairfax County. The public access easements will provide that the Wiehle Avenue Promenade, Front Yard Park, the Block B Park, the Neighborhood Park, the Back Yard Park, the Block D Linear Park, the Block D1A Park, and, if applicable, the Block D1B Park (collectively, the “Public Recreational Amenities”) will, at a minimum, be open to the general public from 6:00 AM to 10:00 PM, provided that the Applicant reserves the right to: (i) establish reasonable rules and regulations governing the use of the Public Recreational Amenities, (ii) temporarily limit access to the Public Recreation Amenities for reasonable periods of time for purposes of construction and/or maintenance, and (iii) temporarily limit access to the Public Recreational Amenities as may be necessary to host programmed events for residents of the Proposed Development and/or the local community. The Applicant will provide wayfinding signage for the Public Recreational Amenities in accordance with Proffer 18.

41. Private Recreational Amenities/Facilities. Pursuant to Paragraph 2 of Section 6-409 of the Zoning Ordinance, the Applicant will provide on-site recreational facilities for the future residents of the Property and will expend a minimum of \$1,900.00 per non-ADU residential unit on such recreational facilities. For such on-site recreational facilities, the Applicant will provide an executed security package with the County in accordance with Section 16-404 of the Zoning Ordinance. For any contributions to be made in lieu of providing on-site recreational facilities, the Applicant will make such contributions to the FCPA on a per unit basis prior to the issuance

a building permit for each such residential unit in accordance with Section 16-404 of the Zoning Ordinance.

42. Athletic Field Contribution. To address the Comprehensive Plan's recommendations regarding the provision of public facilities and athletic fields in the Transit Station Areas, the Applicant will contribute \$1.72 per square foot of new gross floor area constructed as part of the Proposed Development to the FCPA for the provision of athletic fields in the Reston area that will serve the Property. This contribution will be calculated prior to approval of each site plan on the Property. When a contribution is required for a particular building under this Proffer, the Applicant will make the contribution for such building prior to the issuance of the first RUP or Non-RUP for such building.

### **PUBLIC SCHOOLS CONTRIBUTION**

43. Fairfax County Public Schools Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on January 7, 2003, the Applicant will make contributions to the Fairfax County Board of Supervisors for transfer to the Fairfax County School Board to be utilized for capital improvements to the schools in the Reston area serving the Property as follows:

- A. Mid/High-Rise Multi-Family Units: Prior to the issuance of the first RUP for each of Buildings A2, B1, C1, C2, D1 and D1A, the Applicant will contribute funds (at an assumed rate of 0.11 students per residential unit in such building multiplied by \$12,262 per new student generated) to the Fairfax County Board of Supervisors for transfer to the Fairfax County School Board to be utilized for capital improvements to the schools in the Reston area serving the Property.
- B. Single-Family Attached Units: Prior to the issuance of the RUP for each single-family attached unit in Blocks C2A, D1B, and D2, the Applicant will contribute funds (at an assumed rate of 0.462 students per residential unit multiplied by \$12,262 per new student generated) to the Fairfax County Board of Supervisors for transfer to the Fairfax County School Board to be utilized for capital improvements to the schools in the Reston area serving the Property.

Such contributions will be based on the actual number of units constructed, so the total amount may vary. Following approval of this Application and prior to the Applicant's payment of the amount(s) set forth in this proffer, if Fairfax County should modify the ratio of students per unit or the amount of contribution per student, the Applicant will pay the modified contribution amount for that phase of development to reflect the then-current ratio and/or contribution. Prior to the commencement of construction for the Proposed Development, the Applicant will notify the Fairfax County Public Schools of the intended construction and anticipated completion date for the mid/high-rise multi-family residential buildings and the single-family attached residential units on the Property.

### **AFFORDABLE HOUSING**

44. Affordable Dwelling Units. Unless otherwise exempt pursuant to Article 2 of the Zoning

Ordinance in effect as of the approval date of this Application (the “ADU Ordinance”), the Applicant will provide Affordable Dwelling Units (“ADUs”) pursuant to the ADU Ordinance.

- A. Bedroom Mix. Notwithstanding the ADU Ordinance, the Applicant will provide a minimum of two (2) required ADUs as single-family attached residential units. The Applicant will provide any additional required ADUs as three-bedroom multifamily residential units.
- B. Integration of ADUs. The Applicant will integrate and disperse any required ADUs throughout the development in accordance with Section 2-801 of the ADU Ordinance, so as to avoid the concentration of ADUs on any one floor or in any one building or area of the Property.

45. Workforce Dwelling Units. In addition to any ADUs required pursuant to Proffer 44, the Applicant also will provide for-sale and/or rental housing units with the Proposed Development to be sold/rented as Workforce Dwelling Units (“WDUs”) administered as set forth in the “Board of Supervisors’ Workforce Dwelling Unit Administrative Policy Guidelines” adopted on October 15, 2007, in effect as of the approval date of this Application (the “Policy Guidelines”), such that a minimum of fourteen percent (14%) of the total number of Residential Units (inclusive of the Independent Living Units) constructed as part of the Proposed Development are sold/rented as WDUs. Such WDUs will be in addition to any requirement to provide ADUs in accordance with the ADU Ordinance in effect as of the approval date of this Application, provided the total number of required ADUs and WDUs will not be required to exceed fourteen percent (14%) of the total number of Residential Units (inclusive of the Independent Living Units) constructed as part of the Proposed Development. When the required number of WDUs results in a fractional unit less than 0.5, the number will be rounded down to the next whole number. When the required number of WDUs results in a fractional unit equal to or greater than 0.5, the number will be rounded up to the next whole number. The Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs following approval of this Application without the need for a PCA. Such an agreement will be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor Fairfax County will be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs will be administered solely in accordance with such an agreement and the provisions of this proffer will become null and void. Such an agreement and any modifications thereto will be recorded in the land records of Fairfax County.

The Applicant will have the right to provide ADUs/WDUs associated with the single-family attached dwelling units in Blocks C2A, D1B, and D2 and the multi-family dwelling units in Buildings C2 and D1 as multi-family dwelling units within Buildings A2, B1, C1, and D1A, and also will have the right to provide any ADUs/WDUs associated with for-sale single-family attached dwelling units or for-sale multi-family dwelling units as rental multi-family ADUs/WDUs. The Applicant also will have the right to provide WDUs associated with the Independent Living Units as multi-family WDUs in Buildings A2 and/or B1, provided that (i) any such transferred WDUs will, to the extent permitted by law, be limited to occupancy by elderly persons and/or by persons with disabilities as defined in the Federal Fair Housing

Amendments Act of 1988, (ii) notwithstanding Sections 7.G and 8.E of the Policy Guidelines, such transferred WDUs will be limited to occupancy by households with an income of up to eighty percent (80%) of the Area Median Income for the Washington Standard Metropolitan Statistical Area (“AMI”), and (iii) the tenants of such transferred WDUs will have access to select services provided by the independent living facility in Building A1 to the extent feasible, which services may include, but will not be limited to: (a) fitness/exercise programs, (b) educational and enrichment programs, (c) community events/activities, (d) third party medical consultations (provided such medical consultations are permitted by law), (e) salon services, and/or (f) street level café. The Applicant will consult with the Zoning Administrator regarding the services to be provided for the tenants of such transferred WDUs. Following such consultation, the Applicant will make the final determination regarding the specific services to be provided for such tenants, and the Applicant’s provision of such services will be subject to the standard rules and regulations, security requirements, and safety/operational requirements of the independent living facility provider.

- A. Income Tiers. Notwithstanding the Policy Guidelines, the Applicant will provide WDUs in the Residential Buildings, excluding the Independent Living Units in Building A1, distributed among three (3) income tiers with twenty-five percent (25%) of the WDUs offered to households whose income is up to seventy percent (70%) of AMI, twenty-five percent (25%) of WDUs offered to households whose income is up to eighty percent (80%) of AMI, and fifty percent (50%) of the WDUs offered to households whose income is up to one hundred percent (100%) of AMI. Any WDUs associated with the Independent Living Units that are provided in Buildings A2 and/or B1 will be limited to occupancy by households whose income is up to eighty percent (80%) of AMI. Any WDUs associated with the Independent Living Units that are provided within Building A1 will be provided in three (3) equally distributed income tiers with one-third of the WDUs offered at 80% of AMI, 100% of AMI, and 120% of AMI.
- B. Parking for WDUs. In the event the Applicant charges for reserved or unreserved parking spaces for renters of the market-rate residential units, the Applicant will make parking spaces available for the renters of each WDU on the same terms, but at a price that is seventy percent (70%) of the price charged to the renters of the market-rate residential units for reserved or unreserved parking spaces, irrespective of the income tier within which such WDUs will be provided.
- C. Integration of WDUs. The Applicant will integrate and disperse any required WDUs throughout the development in accordance with Section 1 of the Policy Guidelines, so as to avoid the concentration of WDUs on any one floor or in any one building or area of the Property.

46. Assisted Living Units. The Applicant will maintain a minimum of four percent (4%) of the Assisted Living Units for persons who are eligible for the Virginia Department of Social Services Auxiliary Grant program.

47. Affordable/Workforce Housing Contribution. The Applicant will either (i) make a one-time contribution of three dollars (\$3.00) per square foot to the Board of Supervisors for each

square foot of Office Uses actually constructed on the Property, or (ii) make an annual contribution for sixteen (16) consecutive years to the Board of Supervisors of twenty-five cents (\$0.25) for each square foot of Office Uses actually constructed on the Property, such contributions to be used for the provision of affordable and/or workforce housing benefitting residents in the Reston area. If the Applicant elects the one-time contribution, such contribution will be made prior to the issuance of the first Non-RUP for each new office building and will be based on the actual gross floor area of Office Uses constructed in each such building. If the Applicant elects the annual contributions, the first payment will be made prior to issuance of the first Non-RUP for each new office building and continue every year thereafter for fifteen (15) additional years.

## **PUBLIC ART**

48. Public Art. The Applicant will contribute to public art in the Reston community as part of the Proposed Development by providing public art within the Property in consultation with Public Art – Reston (“PAR”). The Applicant will coordinate with PAR to obtain its recommendations regarding the options for the Applicant’s provision of public art, the type of public art to be provided, and the location of the public art within the Property. Following such consultation, the Applicant will make the final determination regarding the public art and will provide the public art prior to the issuance of the first RUP for the first multi-family residential building to be constructed as part of the Proposed Development.

## **GREEN BUILDING**

49. Green Building for the Residential Units. In order to promote energy conservation and green building techniques for the Residential Units, the Applicant will select one of the following programs to be implemented for each multi-family residential building (inclusive of Building A1 containing the Independent Living Units and Assisted Living Units) and the single-family attached dwelling units and will inform the Environment and Development Review Branch (“EDRB”) of DPZ which program the Applicant has chosen as part of the first site plan submission for each residential building and each block of single-family attached dwelling units.

A. LEED New Construction. If the Applicant selects the U.S. Green Building Council (“USGBC”) Leadership in Energy and Environmental Design – New Construction (“LEED-NC”) rating system for any multi-family residential building(s), then the Applicant will pursue certification for such residential building(s) under the most recent version of the LEED-NC rating system, or other applicable LEED rating system as determined in consultation with the EDRB, in effect at the time the Applicant registers the project with the USGBC.

i. Project Checklist. The Applicant will include, as part of the site plan submission and building permit submission for each such residential building, a list of specific credits the Applicant anticipates attaining for such residential building under the applicable LEED-NC rating system, provided that the Applicant reserves the right to adjust the specific credits to be attained at any time. A LEED-accredited professional (“LEED-AP”) who is also a professional engineer or licensed architect will provide

certification statements at both the time of site plan review and the time of building permit review for each such residential building confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification for such residential building.

- ii. County Team Member. In addition, prior to site plan approval, the Applicant will designate the Chief of EDRB 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. Design-Related Credit Review. Prior to building permit approval for such residential building, the Applicant will submit documentation to the EDRB regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that such residential 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 bond release for such residential building, the Applicant will provide documentation to the EDRB demonstrating the status of attainment of LEED certification from the USGBC for such residential building.
- iv. Green Building Escrow. If the Applicant is unable, prior to building permit approval, to provide documentation of the USGBC's preliminary review of the design-oriented credits demonstrating that such residential building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to support the attainment of LEED Silver certification, the Applicant will, prior to building permit approval, execute a separate agreement and post a "Residential Green Building Escrow" in the form of cash or a letter of credit from a financial institution authorized to do business in the Commonwealth of Virginia in the amount of \$2 per gross square foot of such building. The Residential Green Building Escrow will be in addition to, and separate from, other bond requirements and will be released upon demonstration of attainment of LEED certification by the USGBC, under the applicable version of the LEED-NC rating system. The provision to the EDRB of documentation from the USGBC that such residential building has attained LEED certification will be sufficient to satisfy this commitment.
- v. Release of Residential Green Building Escrow. The Residential Green Building Escrow will be released in accordance with the following:
  - a. If the Applicant is able, subsequent to building permit approval, to provide documentation of the USGBC's preliminary review of the

design-oriented credits demonstrating that such residential building is anticipated to attain a sufficient number of design-oriented credits that, along with the anticipated construction-related credits, will be sufficient to support the attainment of LEED Silver certification, the County will release the entirety of the Residential Green Building Escrow for such residential building to the Applicant. Prior to bond release for such residential building, the Applicant will provide documentation to the EDRB demonstrating the status of attainment of LEED certification from the USGBC for such residential building.

- b. If, prior to bond extension, bond reduction, or final bond release for the applicable residential building, whichever occurs first, the Applicant provides to the EDRB documentation demonstrating that LEED certification for such residential building has been attained, the entirety of the Residential Green Building Escrow for such residential building will be released to the Applicant. If the certification is still in progress at the time of application for bond extension or reduction, the time frame for the provision of the documentation described above will automatically be extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to final bond release.
- c. If, prior to bond extension, bond reduction, or final bond release for the applicable residential building, whichever occurs first, the Applicant provides to the EDRB, documentation demonstrating that LEED certification for such residential building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of the attainment of LEED certification, fifty percent (50%) of the Residential Green Building Escrow for such building will be released to the Applicant; the other fifty percent (50%) will be released to Fairfax County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the time frame for the provision of the documentation described above will automatically be extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to final bond release.
- d. If, prior to bond extension, bond reduction, or final bond release for the applicable residential building, whichever occurs first, the Applicant fails to provide to the EDRB documentation demonstrating the attainment of LEED certification or demonstrating that such residential building has fallen short of LEED certification by three (3) points or less, the entirety of the Residential Green Building Escrow for such building will be



released to Fairfax County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the time frame for the provision of the documentation described above will automatically be extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to final bond release.

B. LEED for Homes.

- i. If the Applicant selects the U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design for Homes (LEED® for Homes) rating system for any multi-family residential building, then the Applicant will include, as part of the site plan/subdivision plan submission and building plan submission for such building, a list of specific credits within the most current version of the LEED® for Homes rating system that the Applicant anticipates attaining. A professional engineer or licensed architect will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the multi-family residential building.
- ii. The Applicant will include a LEED®-accredited professional ("LEED-AP") as a member of the design team. This professional will also be a professional engineer or licensed architect. The LEED-accredited professional will work with the design team to incorporate sustainable design elements and innovative technologies into the Project with a goal of having such multi-family residential building attain LEED certification. At the time of site plan submission for such building, the Applicant will provide documentation to EDRB demonstrating compliance with the commitment to engage such a professional.
- iii. Prior to building permit approval for the applicable multi-family residential building, the Applicant will post, for such building, a "green building escrow," in the form of cash, performance bond or a letter of credit from a financial institution acceptable to DPWES as defined in the PFM, in the amount of \$2.00 multiplied by 80% of the square footage of such residential 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 USGBC, under the most current version of the USGBC's LEED® for Homes rating system. The provision to the EDRB of documentation from the USGBC that the residential building has attained LEED certification will be sufficient to satisfy this commitment.
- iv. If prior to bond extension, reduction or final bond release for the applicable multi-family residential building, whichever occurs first, the

Applicant provides to EDRB documentation demonstrating that LEED certification for such building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED certification, 50% of the green building escrow for that building will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for the bond extension or reduction, the timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or extension. However, the documentation will be provided prior to the final bond release.

- v. If prior to the bond extension, reduction or final bond release for the applicable multi-family residential building, whichever occurs first, the Applicant fails to provide documentation to EDRB demonstrating attainment of LEED certification or demonstrating that such building has fallen short of LEED certification by three (3) points or more the entirety of the escrow for that building will be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation will be provided prior to the final bond release.
- vi. As an alternative to the actions outlined in Proffer 49(B)(iii) – (v) above, the Applicant may choose to pursue a certification higher than LEED certification for any multi-family residential building, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits can meet at least the minimum number of credits necessary to attain LEED Silver certification for that building. Prior to building plan approval for the applicable multi-family residential building, the Applicant will submit documentation from the LEED-AP that will demonstrate that such 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. Under this alternative, the Applicant will not be required to provide a “green building escrow” unless it fails to provide the above referenced documentation that such building is anticipated to attain LEED Silver certification. However, if the Applicant is unable to provide the design and construction-related credit documentation prior to the building permit approval for the applicable building but does anticipate receiving the documentation prior to the attainment of the certification, the Applicant will, prior to the issuance of the building permit for such building, post an escrow identical to the one described in Proffer 49(B)(iii) above. This escrow will be released upon

submission of the documentation to EDRB from the USGBC demonstrating that such building is anticipated to attain a sufficient number of credits to attain LEED certification.

- C. National Green Building Standard (“NGBS”). If the Applicant selects the NGBS for any multi-family residential building or single-family attached dwelling units, then the Applicant will seek certification of each unit in the applicable residential building in accordance with the most recent version of the NGBS rating system using the Energy Star Qualified Homes path for energy performance, as demonstrated through documentation submitted to DPWES and DPZ from a home energy rater certified through the Home Innovation Research Labs that demonstrates each unit in the applicable residential building has attained certification prior to the issuance of the RUP for each such unit.
- D. EarthCraft. If the Applicant selects EarthCraft for any single-family attached dwelling units, then the Applicant will provide documentation to DPWES and DPZ demonstrating certification for the applicable residential units under the EarthCraft Program prior to the issuance of the first RUP for each such residential unit for which certification is sought.

50. Green Building for the Office Building. The Applicant will pursue LEED Silver certification for the office building under the most recent version of the LEED Core and Shell (“LEED-CS”) rating system, or other applicable LEED rating system as determined in consultation with the EDRB, in effect at the time the Applicant registers the project with the USGBC.

- A. Project Checklist. The Applicant will include, as part of the site plan submission and building permit submission for the office building, a list of specific credits within the applicable LEED-CS rating system that the Applicant anticipates attaining for the office building. A LEED-AP who is also a professional engineer or licensed architect will provide certification statements at both the time of site plan review and the time of building permit review for the office building confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED Silver certification for the office building.
- B. County Team Member. In addition, prior to site plan approval, the Applicant will designate the Chief of the EDRB 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.
- C. Design-Related Credit Review. Prior to building permit approval for the office building, the Applicant will submit documentation to the EDRB demonstrating that the Applicant has obtained LEED Gold pre-certification for the office building under the applicable LEED-CS program. Prior to bond release for the office building, the Applicant will provide documentation to the EDRB

demonstrating the status of attainment of LEED certification from the USGBC for the office building.

- D. Green Building Escrow. If the Applicant is unable, prior to building permit approval, to provide the USGBC's pre-certification documentation demonstrating that the office building is anticipated to attain LEED Gold certification, the Applicant will, prior to building permit approval, execute a separate agreement and post an "Office Green Building Escrow" in the form of cash or a letter of credit from a financial institution authorized to do business in the Commonwealth of Virginia in the amount of \$2 per gross square foot of the office building. The Office Green Building Escrow will be in addition to, and separate from, other bond requirements and will be released upon demonstration of attainment of LEED Silver certification, or higher level of certification, by the USGBC, under the applicable version of the LEED-CS rating system. The provision to the EDRB of documentation from the USGBC that the office building has attained LEED Silver certification will be sufficient to satisfy this commitment.
- E. Release of Office Green Building Escrow. The Office Green Building Escrow will be released in accordance with the following:
- i. If the Applicant is able, subsequent to building permit approval, to provide the USGBC's pre-certification documentation demonstrating that the office building is anticipated to attain LEED Silver certification, the County will release the entirety of the Office Green Building Escrow to the Applicant. Prior to release of the bond for the office building, the Applicant will provide documentation to the EDRB demonstrating the status of attainment of LEED certification from the USGBC for the office building.
  - ii. If, prior to bond extension, bond reduction, or final bond release for the office building, whichever occurs first, the Applicant provides to the EDRB documentation demonstrating that LEED Silver certification for the office building has been attained, the entirety of the Office Green Building Escrow will be released to the Applicant. If the certification is still in progress at the time of application for bond extension or reduction, the time frame for the provision of the documentation described above will automatically be extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to final bond release.
  - iii. If, prior to bond extension, bond reduction, or final bond release for the office building, whichever occurs first, the Applicant provides to the EDRB documentation demonstrating that LEED Silver certification for the office building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of the attainment of LEED Silver certification, fifty percent (50%) of the Office Green Building Escrow will be released to the Applicant; the other fifty percent

(50%) will be released to Fairfax County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the time frame for the provision of the documentation described above will automatically be extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to final bond release.

- iv. If, prior to bond extension, bond reduction, or final bond release for the office building, whichever occurs first, the Applicant fails to provide to the EDRB documentation demonstrating the attainment of LEED certification or demonstrating that the office building has fallen short of LEED Silver certification by three (3) points or less, the entirety of the Office Green Building Escrow will be released to Fairfax County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the time frame for the provision of the documentation described above will automatically be extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to final bond release.

#### **MISCELLANEOUS PROFFERS**

51. Phase I Dulles Rail Tax District Buyout for Multi-Family Units. At least sixty (60) days prior to recording for-sale residential condominium documents for any portion of the Property located within the Phase I Dulles Rail Transportation Improvement District (the “Phase I District”), the Applicant will provide written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to record condominium documents for that portion of the Property and requesting a lump sum payment amount that represents the then-present value of the future special improvement taxes that would have been payable to the Phase I District attributable to that portion of the Property under its current I-4 zoning classification. Such amount will be determined in accordance with a formula approved by the Board of Supervisors. The Applicant will pay to Fairfax County such sum prior to recording the condominium documents for that portion of the Property. Any special improvement taxes paid in the year the Application is approved will be credited toward the on-time payment on a pro-rated basis.

52. Phase I Dulles Rail Tax District Buyout for Single-Family Attached Units. The approval of this Application will change the use of a portion of the Property from one that is subject to special improvement taxes payable to the Phase I District to one that is not subject to payment of such taxes. Pursuant to Section 33.2-2107 of the Code of Virginia, the Applicant will pay to the County a lump sum payment amount that represents the County’s estimate of the then-present value of the future special improvement taxes that would have been payable to the Phase I District attributable to the portion of the Property to be developed with for-sale single-family attached dwelling units had that portion of the Property continued as a use subject to payment of that tax. Such amount will be determined in accordance with a formula approved by the Board

of Supervisors. The Applicant will pay to Fairfax County such sum within 60 days of the date of the approval of this Application. If such payment is not made, then the approval of this Application will be null and void and of no effect, without further action by the Board of Supervisors. Any special improvement taxes paid in the year the Application is approved will be credited toward the on-time payment on a pro-rated basis. If at some future time the Property again becomes subject to payment of the special improvement taxes to the Phase I District, then a portion of the lump sum payment made under this proffer may be credited toward the payment of subsequent special improvement taxes for the Property in an amount as reasonably determined by the County on a pro-rated basis, considering the lapse of time that the portion of the Property was not subject to payment of the special improvement tax.

53. Traffic Signal Preemption Devices. Prior to the first site plan approval for the Proposed Development, the Applicant will contribute \$40,000 to the Capital Project titled Traffic Light Signals – FRD Proffers in Fund 300-C30070, Public Safety Construction for use in the installation of emergency vehicle preemption equipment on traffic signals within the Hunter Mill District as determined by the Fire and Rescue Department. The Applicant will have no responsibility for installation or maintenance of the preemptive signal devices.

54. Single-Family Attached Garages.

- A. Use Restrictions. Any conversion or use of the single-family attached garages that precludes the parking of vehicles and the storage of trash and recycling containers within such garages is prohibited. Owners of the single-family attached dwelling units will be required to store trash and recycling containers inside their garages, except on collection days. A covenant setting forth these restrictions will be recorded among the land records of Fairfax County in a form approved by the County Attorney, which may be part of any recorded HOA/COA declaration, prior to the sale of any single-family attached dwelling units and will run to the benefit of the HOA/COA and the Board of Supervisors. These restrictions will be included in the marketing materials for the initial sales of the single-family attached units and disclosed in the HOA/COA documents. Prospective purchasers will be advised of these restrictions, including the dimensions of the garage, in writing, prior to entering into a contract of sale for any single-family attached dwelling unit.
- B. Garage Access. As a part of each initial site plan submission for Blocks C2A, D1B and D2 that includes single-family attached units, the Applicant will submit to LDS and FCDOT for review an autoturn analysis exhibit that demonstrates (i) the turning movements into the single-family attached end-unit garages, and (ii) that the alleys are an adequate width to accommodate access into the single-family attached garages.

55. Universal Design. The Applicant will provide universal design features in the multi-family and single-family attached dwelling units in accordance with the following:

- A. Multi-Family Dwelling Units. A minimum of three percent (3%) over the minimum code requirement of two percent (2%), for a total requirement of five

percent (5%), of the total number of multi-family dwelling units in residential buildings of five (5) or more stories in height constructed on the Property will be designed and constructed per the most recent version of the ICC A117.1 ANSI Accessible and Usable Buildings and Facilities Manual.

- B. Single-Family Attached Dwelling Units. A minimum of three percent (3%) over the minimum code requirement of two percent (2%), for a total requirement of five percent (5%), of the total number of single-family attached dwelling units and multi-family dwelling units in residential buildings of four (4) or fewer stories in height constructed on the Property will be designed and constructed with a selection of universal design features and options as determined by the Applicant, which may include, but will not be limited to: (i) passage doorways with a minimum width of 32 inches, (ii) lighting controls, electrical switches and receptacle outlets, environmental controls and user controls for security and intercom systems with clear floor spaces and heights as defined by the American National Standards Institute ("ANSI"), (iii) lever door handles and faucets, (iv) slip resistant flooring, (v) seat in master bath shower, (vi) for any for-sale dwelling units, optional hand-held shower heads at tubs and showers, and (vii) for any for-sale dwelling units, optional front loading washers and dryers.

56. Telecommunications Equipment and Mechanical Units. The Applicant may place telecommunications equipment, mechanical units, and appurtenant facilities on the rooftop of any buildings within the Proposed Development. Any such facilities must comply with the applicable requirements of the Zoning Ordinance and be screened and/or set back sufficiently from the perimeter of the roof and penthouse such that they generally are not visible when viewed from the surrounding streets at street level. Other screening measures may be used such as screening such facilities with architectural features and/or landscaping compatible with the building architecture, screening with rooftop amenities, incorporating such facilities as part of the architecture of the buildings, utilizing compatible colors, or telecommunications screening material and flush-mounted antennas. The Applicant also may integrate telecommunications equipment architecturally into building facades where necessary to ensure on-street and/or open space coverage.

57. Advance Density Credit. The Applicant reserves density credit as may be permitted by the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.

58. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and its successors and assigns. Each reference to "Applicant" in this proffer statement will include within its meaning and will be binding upon Applicant's successor(s) in interest and/or developer(s) of the Property or any portion of the Property.

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

60. Annual Escalation Clause. For all proffers in this document specifying monetary contributions, with the exception of the Proffer 37 Reston Road Fund Contribution and Proffer 43 Public School Contribution, the contribution and/or budget amount will escalate or de-escalate, as applicable, on a yearly basis from the base year of 2017 and change effective each January 1 thereafter, as permitted by Section 15.2-2303.3 of the Code of Virginia, as amended.

61. Zoning Administrator Extensions. Notwithstanding the foregoing commitments in these Proffers, upon demonstration by the Applicant that, despite diligent efforts by the Applicant or due to factors beyond the Applicant's control, any improvements and/or contributions required under these Proffers have been delayed or will be delayed beyond the time frames specified for the completion of such improvements and/or contributions, the Zoning Administrator may extend the timeframes for completion to a later date as determined by the Zoning Administrator.

62. Phased Occupancy. Notwithstanding the foregoing commitments in these Proffers, nothing will preclude the Applicant from obtaining a temporary certificate of occupancy and/or phased occupancy under the applicable provisions of the Virginia Construction Code, provided that such portion or portions of a building or structure may be occupied safely prior to full completion of the building or structure without endangering life or public safety and subject to the approval of the Zoning Administrator to extend or defer the timeframes for completion of any improvements and/or contributions required under these Proffers triggered by the RUP or Non-RUP for the building or structure for which the Applicant seeks a temporary certificate of occupancy and/or phased occupancy.

63. VDOT Evaluation. Modifications to the CDP/FDP will be permitted in response to a review of the site plan(s) by VDOT, including adjustments to tree locations, lane designations, pavement markings, signage, the streetscape, and perimeter building areas as necessary to allow for emergency vehicle access without requiring approval of a PCA, CDPA, or FDPA, provided any such modifications are made in consultation with DPZ, FCDOT, DPWES, UFMD and the Office of Community Revitalization ("OCR") and are in substantial conformance with the intent of the CDP/FDP and these Proffers, as determined by the Zoning Administrator.

64. Interim Surface Parking, Open Space, and Landscaping. The Applicant reserves the right to provide interim surface parking, open space, and/or landscaping in the areas identified as "Potential Space for Interim Parking, Open Space and/or Landscaping" as shown on Sheets C-19, C-20, and C-21 of the CDP/FDP, provided that the Applicant will submit plans for any such interim conditions to the Zoning Administrator for review and approval prior to site plan approval for the portion of the Property on which such interim surface parking, open space, and/or landscaping is to be located.

65. Pedestrian Treatment of Garage/Loading Entries on Private Road A. The Applicant will design and construct the entries/driveways to each off-street parking garage and loading area on the west side of Private Road A to have driveway aprons that maintain a flush condition with the adjacent sidewalk or otherwise provide special pavement markings or other treatment to alert pedestrians of the potential conflict with the entries/driveways.

66. Dog Walking Facilities. The Applicant shall provide a minimum of one (1) dog walking area within any of the private amenity spaces for each multifamily residential building, one (1)



dog walking area for the single-family attached units within Block C, and one (1) dog walking area for the single-family attached units within Block D. The Applicant shall provide each dog walking area prior to the issuance of the first RUP for each such building/block.

[Signature pages follow]

APPLICANT/TITLE OWNER OF  
TAX MAP 17-4 ((18)) 1B

**JBG/1831 WIEHLE, LLC**

By: JBGS/Company Manager, L.L.C.,  
its Managing Member

By: \_\_\_\_\_  
Name: Aaron Herman  
Title: Assistant Secretary

TITLE OWNER OF  
TAX MAP 17-4 ((18)) 1A

**JBG/1861 WIEHLE LESSEE, LLC**

By: JBGS/Company Manager, L.L.C.,  
its Managing Member

By: \_\_\_\_\_  
Name: Aaron Herman  
Title: Assistant Secretary

APPLICANT/CONTRACT PURCHASER OF  
TAX MAP 17-4 ((18)) 2B & 3

**EYA DEVELOPMENT, LLC**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

TITLE OWNER OF TAX MAP 17-4 ((18)) 2B

**THE CHEVY CHASE LAND COMPANY OF  
MONTGOMERY COUNTY, MARYLAND**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

TITLE OWNER OF TAX MAP 17-4 ((18)) 3

**TRISON, LLC**

By: \_\_\_\_\_  
Name: E. Scott Kasproicz  
Title: Managing Member

## **Waivers and Modifications**

### **JBG/1831 Wiehle, L.L.C., & EYA Development LLC**

- Modification of Par. 1 of Sect. 2-414 of the Zoning Ordinance on the minimum distances between residential and commercial buildings and the Dulles International Airport Access Highway and Dulles Toll Road right-of-way from 200 feet for residential buildings and 75 feet for office buildings to 70 feet and 10 feet, respectively.
- Waiver of Par. 2 of Sect. 6-407 of the Zoning Ordinance for the 200-square foot privacy yard requirement for each single-family attached dwelling unit.
- Modification of Sect. 11-203 of the Zoning Ordinance for the loading space requirements to that shown on the CDP/FDP.
- Waiver of Par. 2 of Sect. 11-302 of the Zoning Ordinance for private streets in a residential development to exceed 600 feet in length.
- Modification of Sects. 13-303 and 13-304 of the Zoning Ordinance for the transitional screening and barrier requirements to that shown on the CDP/FDP.



# County of Fairfax, Virginia

## MEMORANDUM

**DATE:** August 31, 2018

**TO:** Planning Commission

**FROM:** Mary Ann Tsai, Staff Coordinator *mat*  
Zoning Evaluation Division, Department of Planning and Zoning

**SUBJECT:** RZ/FDP 2016-HM-024, JBG/1831 Wiehle, L.L.C. & EYA Development LLC  
Revised Parking Reduction Conditions dated September 13, 2018, as amended  
Public Hearing Scheduled for September 13, 2018

Attached are minor revisions to the parking reduction conditions associated with the above-referenced application.

Attachment: Redline copy of revised parking reduction conditions dated September 13, 2018, as amended.



# ATTACHMENT A

## PARKING REDUCTION CONDITIONS

September 13, 2018, AS AMENDED

1. Off-street parking for each use designated below must be provided per the following minimum parking rates associated with the redeveloped site:
  - Residential Multi-Family:
    - a) 1.0 space/dwelling unit (DU) with 0-1 Bedrooms
    - b) 1.3 spaces/DU with 2 Bedrooms
    - c) 1.6 spaces/DU with 3+ Bedrooms.
  - Residential Single-Family Attached: 2.03 spaces/DU.
  - Office: 1.59 spaces/1,000 square feet (SF) of gross floor area (GFA).
  - Restaurant (≥5,000 GSF): 8.0 spaces/1,000 SF of GFA.
  - Cinema: 2.00 spaces/1,000 SF of GFA.
  - Shopping Center Retail: 2.44 spaces/1,000 SF of GFA.
  - Independent Living Facility: [Parked at a minimum of the](#) 2018 Fairfax County Zoning Ordinance (Zoning Ordinance) rates in Sect. 11-103, Par. 7 or, minimally, at a lower rate subsequently established by the Board of Supervisors (Board).
  - Assisted Living Facility: [Parked at a minimum of the](#) 2018 Zoning Ordinance rates in Sect. 11-103, Par. 9 or, minimally, at a lower rate subsequently established by the Board.
  - Residential Multi-Family (on or under podiums): [Parked at a minimum of the](#) 2018 Zoning Ordinance rates in Sect. 11-103, Par. 5 or, minimally, at a lower rate subsequently established by the Board.
2. Any additional uses beyond those listed in Condition #1 must provide parking at rates required by the Zoning Ordinance.
3. If the site is developed in substantial conformance with the approved development plan and associated rezoning application, then this parking reduction will remain in effect. With any amendments to the rezoning, this parking reduction will be reviewed by the Board and may require revision.
4. The conditions of approval of this parking reduction must be incorporated into any site plan or site plan revision submitted to the Director of Land Development Services (Director) for approval.
5. Other than spaces needed to meet accessibility requirements, the owner will not reserve any parking space in any non-residential garage without review and approval of the Director.

## ATTACHMENT A

### PARKING REDUCTION CONDITIONS

September 13, 2018, AS AMENDED

6. The current owners, their successors, or assigns of the parcels identified as 2018 Tax Map 17-4((18)) parcels 1A, 1B, 2B and 3 must execute a permanent reciprocal parking and access agreement for all non-residential garage parking facilities within the redevelopment site to allow vehicles arriving at the site to park in any available space. Evidence of this agreement must be provided to the Director with the submission of the first site plan.
7. The current owners, their successors, or assigns of the parcels identified as 2018 Tax Map 17-4((18)) parcels 1A, 1B, 2B and 3, must submit a parking space utilization study for review and approval by the Director at any time in the future that the Zoning Administrator or the Director so requests. Following review of that study, or if a study is not submitted within 90 days after its request, the Director may require alternative measures to satisfy the property's on-site parking needs, such measures may include, but are not limited to, compliance with the full parking requirements specified in the Zoning Ordinance.
8. Any parking utilization study prepared in response to a request by the Zoning Administrator or the Director must be based on applicable requirements of *The Code of the County of Fairfax, Virginia* and the Zoning Ordinance in effect at the time of the study's submission.
9. Any parking provided must comply with the applicable requirements of the Zoning Ordinance and the Fairfax County Public Facilities Manual including the provisions referencing the Americans with Disabilities Act and the Virginia Uniform Statewide Building Code.
10. These conditions of approval are binding on the current owners, their successors and assigns, and other applicants and must be recorded in the Fairfax County Land Records in a form acceptable to the County Attorney. If these conditions have not been recorded and an extension has not been approved by the Director, approval of this parking reduction request will expire without notice six months from its approval date.