

**County of Fairfax, Virginia
Planning Commission Meeting
September 13, 2018
Verbatim Excerpt**

RZ/FDP 2016-HM-017 – JBG/RESTON EXECUTIVE CENTER, LLC – Appls. to rezone from I-5 to PDC to permit mixed use development with an overall Floor Area Ratio (FAR) of 3.14 and approval of the conceptual and final development plan. Located on the N. side of Sunset Hills Rd. and W. side of Town Center Pkwy. on approx. 13.8 ac. of land. Comp. Plan Rec: Office/Transit Station Mixed-Use. Tax Map 17-3 ((1)) 28A, 28B and 28C. (Hunter Mill District)

During Commission Matters
(Public Hearing held on July 26, 2018)

Commissioner Carter: Okay. This is for decision only...

Chairman Murphy: Mic.

Commissioner Carter: So, we're going to have several Reston cases here. We heard this on July – the last meeting of Planning Commission in July. This is also known as RTC West. RTC West is located at the intersection of Sunset Hills Road and Town Center Parkway, adjacent to the improved Reston Gateway project and one block from the Reston Town Center Metro Station. As a result of the comments at the public hearing, the applicant has tried to address the issues.

1. The tiers for the WDUs. The applicant is proposing to provide lot - WDUs at the 80, 100, and 120 percent of that annual medium income, in accordance with the WDU policy;
2. Reserved parking for the WDUs. The applicant proposes to unbundle the parking spaces from the market rate units and WDUs, which means there won't be assigned spaces. This approach encouraged by staff is intended to discourage excess parking and encourage alternatives to the use of the automobile, as we want in transit station areas. To address the concerns of the Planning Commission about providing parking for WDU residents, the applicant has revised the proffers to provide parking for WDU residents or rental units at 70 percent of the market rate. If you remember, before we had a somewhat complicated formula for the different tiers. And so, I think this is a simpler approach. It would be the same approach regardless of what your tier would be. So it's 70 percent;
3. Number of parking spaces. There was a large discussion about the number of parking spaces. There are 57 on street parking spaces at this time. The entire project will have over 2,900 parking spaces to serve the residents and employees. Now if this worked like the Reston Town Center does, which has free parking for one hour during the day, free parking after five and on the weekends – there would be plenty of parking for everybody, whether you're a resident or employee. So, I think this probably works;
4. Screening of the parking garage. The applicant has revised the proffers to specify the architectural treatment of the above-grade parking garage will be further reviewed as required by the Reston Town Center Review Board that ultimately has to approve the design of these;
5. And then the last comment was an environmental issue, bird friendly design. The applicant has revised the proffers to add a commitment to a variety of bird design

features. This is not intended to reduce the number trees onsite. It simply deals with threats and glass or other ways to deal with this issue, especially for building of this height;

6. The variety of – the applicant – the variety of open spaces. The applicant has proposed a variety of open spaces for all ages now. As an example, a linear open space along the W&OD trail will provide a variety of active and passive open spaces for trail for the public, trail users, and others. A minimum of one dog walking area, which was an issue at the last hearing, will be provided for each residential building.

Okay. So, that's what they have done in their month to get to this point. So, if you remember, the development represents a significant challenge to transfer an existing retail and office project into a mixed-use neighborhood. It already has retail and has some office. This is a – addition to it and that's pretty large. The mixed of uses includes existing and proposed retail and office development with new residential development. The proposal is consistent with applications in the Comp Plan. If you remember, the notion is to try to get 50 – this 50/50 relationship approximately. We don't get exactly that number, but it's very close on this, which is pretty unusual in development to be able to get both at the same time.

- Contributions – always an issue – full commitment to the road fund, full commitment to the housing fund, full commitment to fund public facilities and athletic fields, full commitment to the school payment and full commitment to fund the on-site open space as required, the dollars for that.
- Recreational facilities and place making – I think you saw the presentation so I won't go through all of that, but they have a common green, lawn areas, amphitheater, linear park along the W&OD trail, residential parks, retail pocket park, enhanced the park located on Reston Town Centre Parkway, rooftop court, public park will be provided in coordination with the Public Art Reston. Private recreation facilities will also be provided, including dog park area, swimming pools, and fitness areas.
- Transportation – public and private streets will be provided and the road system will operate within the Fairfax County for level of service and time delay. There's really only one of these intersections that is an E intersection, which still meets the criteria, but the rest are C and Ds. Streetscaping. One of my favorite topics – so they've added in 30 feet on center for the street trees and maybe we'll get some street lights to go along with that. In addition, the required loading – there'll be required loading docks for each building and two short-term spaces within the buildings.
- Environment and Energy – provides bio retention areas and underground facilities to meet stormwater management requirements. Again, this is difficult to produce given this is an infill development. Meets the tree canopy requirement, meets the green building standards, provides vehicle charging stations.
- Coordination – this is another proffer we've added since these – the gateway project is right next door. We've added Proffer 56 that requires coordination with the Reston Gateway and existing Town Center for the location of entrances on Town Center Parkway and the street scape requirements.

At this point, I'd like to, and she deserves more than a little bit of credit, Mary Ann Tsai for working on this. The development team, including JBG, F, Collaborative Architect, Land Collective Landscape Architects, Urban Limited Civil Engineers, Well Associates Traffic Consultants, and Cooley LLP. Finally, the Reston Planning and Zoning Committee – we need thanks for conducting numerous meetings we had with the Planning and Zoning Committee to work out several other issues which I won't – we needn't go through at this point. There was a lively exchange of constructive comments and the recommendations were incorporated in the development, resulting in an – a recommended approval of eight to four – never unanimous. So do you have discussion? I will move – or I'll move right to the motion.

Chairman Murphy: Please.

Commissioner Carter: Okay. Mr. Chairman, I request the applicant confirm, for the record, agreement to the proposed development conditions dated July 12th, 2018.

Brian J. Winterhalter, Applicant's Agent, Cooley LLP: Good evening. Brian Winterhalter on behalf of the applicant, we agree with the conditions. Thank you.

Commissioner Carter: I MOVE THAT THAT PLANNING COMMISSION RECOMMEND TO THE BOARD OF SUPERVISORS – SUPERVISORS, APPROVAL OF RZ 2016-HM-017 AND THE ASSOCIATED CONCEPTUAL DEVELOPMENT PLANS, SUBJECT TO EXECUTION OF PROFFERS CONSISTENT WITH THOSE DATED AUGUST 30TH, 2018.

Commissioner Niedzielski-Eichner: Second.

Chairman Murphy: Seconded by Mr. Niedzielski-Eichner. Is the date 2016 or 2017?

Commissioner Carter: 2018, I have.

Chairman Murphy: No, no I mean of the application.

Commissioner Carter: Application.

Chairman Murphy: Oh, I'm sorry. I'm reading wrong. All those in favor of the motion to approve – recommend to the Board of Supervisor to approve RZ 2016-HM-017, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed? Motion carries.

Commissioner Carter: Number two, I MOVE THAT THE PLANNING COMMISSION APPROVE FDP 2016-HM-017, SUBJECT TO THE PROPOSED DEVELOPMENT CONDITION CONTAINED IN APPENDIX 2 OF THE STAFF REPORT AND DATED JULY 12TH, 2018, SUBJECT TO THE BOARD OF SUPERVISORS APPROVAL OF RZ 2016-HM-017.

Commissioner Niedzielski-Eichner: Second.

Chairman Murphy: Seconded by Mr. Niedzielski-Eichner. Is there a discussion of that motion? All those in favor of the motion to approve FDP 2016-HM-017, subject to the Board's approval of the rezoning, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed? Motion carries.

Commissioner Carter: 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 AND DATED SEPTEMBER 13TH, 2018.

Commissioner Niedzielski-Eichner: Second.

Chairman Murphy: Seconded by Mr. Niedzielski-Eichner. Is there a discussion of that motion? All those in favor of the motion, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed? Motion carries.

Commissioner Carter: Now, there's a parking reduction motion below which should be read after the motions above. Do I have that? Can I get that? Oh, it's just the one paragraph. Okay, I MOVE THAT THAT PLANNING COMMISSION RECOMMEND TO THE BOARD OF SUPERVISORS APPROVAL OF PARKING REDUCTION NUMBER 4417-PKS-001-1, SUBJECT TO THE CONDITIONS CONSISTENT WITH THOSE DATED JUNE 13TH, 2018 AND APPENDIX 15 OF THE STAFF REPORT.

Commissioner Niedzielski-Eichner: Second.

Chairman Murphy: Seconded by Mr. Niedzielski-Eichner. Is there a discussion of that motion? All those in favor, say aye.

Commissioners: Aye.

Chairman Murphy: Opposed motion carries.

Each motion carried by a vote of 12-0.

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**RESTON TOWN CENTER WEST
PROFFER STATEMENT
RZ/FDP 2016-HM-017**

**October 5, 2017
March 16, 2018
May 15, 2018
June 19, 2018
July 23, 2018
August 24, 2018
August 30, 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 owner and applicant, for itself and its successors and assigns (the “Applicant”), in this rezoning application proffers that the development of the parcels under consideration and shown on the Fairfax County Tax Map as parcels 17-3 ((1)) 28A, 28B, and 28C (collectively, the “Property”) will be in accordance with the following conditions (“Proffers”) if, and only if, RZ/FDP 2016-HM-017 (the “Application”) is granted. 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 June 16, 2016, and revised through May 15, 2018, prepared by Urban, Ltd., and consisting of 53 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 Proffers 5 and 6; (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. 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, but without the need for 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”), FDPA, 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.

EXISTING AND PROPOSED DEVELOPMENT

5. Existing Development. The existing development on the Property as of the date of the approval of this Application includes the following uses as depicted on the CDP/FDP:

- A. Existing Building 1. An office building consisting of approximately 163,584 square feet of gross floor area of office uses (“Office Uses”), approximately 29,914 square feet of gross floor area of retail/commercial uses (“Retail Uses”), and approximately 30,893 square feet of cellar space within the building identified as Existing Building 1 on the CDP/FDP (“Existing Building 1”).
- B. Existing Building 2. An office building consisting of approximately 117,110 square feet of gross floor area of Office Uses, approximately 4,250 square feet of gross floor area of Retail Uses, and approximately 20,014 square feet of cellar space within the building identified as Existing Building 2 on the CDP/FDP (“Existing Building 2”).
- C. Existing Building 3. An office building consisting of approximately 115,874 square feet of gross floor area of Office Uses, approximately 7,454 square feet of gross floor area of Retail Uses, and approximately 20,047 square feet of cellar space within the building identified as Existing Building 3 on the CDP/FDP (“Existing Building 3”).
- D. Existing Building 4. A retail/commercial building consisting of approximately 12,732 square feet of gross floor area of Retail Uses within the building identified as Existing Building 4 on the CDP/FDP (“Existing Building 4”).

Collectively, Existing Building 1, Existing Building 2, Existing Building 3, and Existing Building 4 will be referred to herein as the “Existing Buildings.” The Existing Buildings, the two parking structures, surface parking areas, driveways, sidewalks/trails, landscaping, and stormwater management facilities existing within the Property as of the date of the approval of this Application will collectively be referred to herein as the “Existing Development.” The total of 70,954 square feet of cellar space in the Existing Buildings did not constitute gross floor area under the Property’s prior I-5 zoning classification, however, this square footage is included as gross floor area under this Application as shown on the CDP/FDP. The Existing Development will be deemed to include all Retail Uses permitted as shown on the CDP/FDP and/or as

permitted under these Proffers. The Existing Development is shown on Sheet 3 of the CDP/FDP and may remain in operation in its existing condition, subject to improvements the Applicant may make to the Existing Development as shown on the CDP/FDP and described in these Proffers. The Applicant may make minor modifications to the Existing Development in accordance with Section 16-403(4) of the Zoning Ordinance without the need for a PCA, CDPA, or FDPA. Any modifications or improvements to the Existing Development, including but not limited to interior and exterior improvements (including “re-skinning” the Existing Buildings), the securing of site plan approvals, the issuance of building permits, the issuance of non-residential use permits, or any other land development approvals or permits will not trigger any monetary contributions, on-site improvements, or off-site improvements identified in these Proffers unless explicitly stated otherwise and will not require any physical changes to the Existing Development unless stated otherwise in these Proffers.

6. Proposed Development. The development proposed with this Application includes the following uses as depicted on the CDP/FDP:

- A. Proposed Building 5. An office building consisting of up to 150,000 square feet of gross floor area of Office Uses and up to 10,000 square feet of gross floor area of Retail Uses within the building identified as Proposed Building 5 on the CDP/FDP (“Proposed Building 5”).
- B. Proposed Building 6. An office building consisting of up to 380,000 square feet of gross floor area of Office Uses and up to 16,000 square feet of gross floor area of Retail Uses within the building identified as Proposed Building 6 on the CDP/FDP (“Proposed Building 6”).
- C. Proposed Building 7. A multi-family residential building consisting of up to 336,750 square feet of gross floor area and up to 293 dwelling units with up to 11,250 square feet of gross floor area of Retail Uses within the building identified as Proposed Building 7 on the CDP/FDP (“Proposed Building 7”).
- D. Proposed Building 8. A multi-family residential building consisting of up to 326,000 square feet of gross floor area and up to 283 dwelling units within the building identified as Proposed Building 8 on the CDP/FDP (“Proposed Building 8”).
- E. Proposed Building 9. An office building consisting of up to 135,000 square feet of gross floor area of Office Uses within the building identified as Proposed Building 9 on the CDP/FDP (“Proposed Building 9”).
- F. Proposed Building 10. A retail building consisting of up to 800 square feet of gross floor area of Retail Uses within the building identified as Proposed Building 10 on the CDP/FDP (“Proposed Building 10”).

Collectively, Proposed Building 5, Proposed Building 6, Proposed Building 7, Proposed Building 8, Proposed Building 9, and Proposed Building 10 will be referred to herein as the “Proposed Buildings.” Collectively, Proposed Building 7 and Proposed Building 8 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, Proposed Building 5, Proposed Building 6, and Proposed Building 9 will be referred to herein as the “Proposed Office Buildings” and the office space within such buildings will be referred to herein as the “Proposed Office Uses.” The office space within the Existing Buildings and the Proposed Office Buildings will be referred to herein as the “Office Uses.” Collectively, the Proposed Office Buildings, the Residential Buildings, and Proposed Building 10 will be referred to herein as the “Proposed Development.” Notwithstanding the description of the Existing Development and the Proposed Development above, the term “Office Uses” will be deemed to include the uses permitted under Sections 6-202(2), (3), and (7) of the Zoning Ordinance and Sections 6-203(14)(D), (E), (G) and (K) without the need for a separate SP, SE, CDPA, FDPA, or PCA.

7. Retail Uses. The Retail Uses may be located in Existing Buildings 1, 2, 3, and 4 and Proposed Buildings 5, 6, 7, and 10, and may include any non-office, non-residential uses as permitted under Sections 6-202 and 6-203 of the Zoning Ordinance. The following uses of carryout restaurants, quick-service food stores, billiard and pool halls, bowling alleys, 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, conference centers, 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 6-203 of the Zoning Ordinance will be permitted without the need for a separate SP, SE, CDPA, FDPA, or PCA. All other Retail Uses identified as a Group or Category use under Section 6-203, 6-204, and 6-205 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 Retail Uses identified in Proffers 5 and 6, the Applicant may convert any square footage of Office Uses and any square footage of Residential Units to Retail Uses, provided: (a) any such square footage of Residential Units converted to Retail Uses is developed within the same Residential Building, (b) any square footage of Office Uses converted to Retail Uses is developed within the same Office Building, (c) the square footage of Residential Units converted to Retail Uses in any Residential Building does not exceed five percent (5%) of the gross floor area of Residential Units in such Residential Building, (d) the square footage of Office Uses converted to Retail Uses in any Office Building does not exceed five percent (5%) of the gross floor area of Office Uses in such Office Building, (e) the total gross floor area of the Existing Development and the Proposed Development does not exceed 1,885,372 square feet, (f) the Applicant provides a trip generation analysis to FCDOT demonstrating that the proposed conversion of square footage of Residential Units to Retail Uses generates fewer than 100 additional directional peak hour trips as compared to the RTC West Traffic Impact Study prepared by Wells+Associates, Inc. dated October 13, 2017, based on the most current edition of the ITE Trip Generation Manual, and (g) the Existing Development and Proposed Development otherwise are in substantial conformance with the CDP/FDP. In the event the proposed conversion of square footage of Residential Units to Retail Uses generates 100 or more additional directional peak hour trips as compared to the RTC West 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 Retail 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 Retail Uses.

8. 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 6 above, (b) the total gross floor area of the Residential Units does not exceed 662,750 square feet, (c) the total number of Residential Units does not exceed 576 dwelling units, and (d) the Proposed Development otherwise is in substantial conformance with the CDP/FDP.

9. Minor Reallocation of Retail Uses. Notwithstanding the description of the Proposed Development above, the Applicant may reallocate the amount of gross floor area of Retail Uses among the Existing Buildings and the Proposed Buildings without the need for a CDPA, FDPA, or PCA, provided: (a) the Retail Uses in each individual Existing Building or Proposed Building do not exceed by more than five percent (5%) the gross floor area of Retail Uses identified for each such building in Proffers 5 and 6 above, (b) the total gross floor area of the Retail Uses does not exceed 90,100 square feet, and (c) the Existing Development and the Proposed Development otherwise are in substantial conformance with the CDP/FDP.

10. Site Plan Tabulation. A tabulation indicating the development status of all Property subject to RZ/FDP 2016-HM-017 will be provided with each site plan submitted for the Property. The tabulation will include a listing of the Existing Office Buildings, Proposed Office Buildings and Residential Buildings, along with the gross floor area and uses approved on the CDP, FDP, Proffers and site plan, as applicable. The tabulation will identify the reassignment of any gross floor area between Buildings on the Property (as compared with what was originally shown on the CDP) and/or the conversion of any gross floor area pursuant to Proffer 8 and/or 9 above, and will be updated with each subsequent site plan approved for the Property. The tabulation also will identify the status of progress toward and compliance with the requirements for stormwater quantity and quality identified in Proffer 24 below.

11. 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 and renderings shown on Sheets 35 – 45 of the CDP/FDP, as determined by the Zoning Administrator. 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, 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. The Applicant will provide architectural treatment for any exposed parking areas in above-grade parking structures constructed as part of the Proposed Development in accordance with the quality and character of the parking structure treatments shown on Sheet 36A of the CDP/FDP. Notwithstanding anything to the contrary contained in this Proffer 11, final building architecture and design for the Proposed Development is subject to review and approval by the Reston Town Center Association Design Review Board (“DRB”), and the Applicant will be permitted to develop the Proposed Development in accordance with approvals granted by the DRB without the need to secure a PCA or a determination by the Zoning Administrator, provided such designs otherwise are in substantial conformance with the CDP/FDP and these Proffers. The Applicant will review and coordinate the architectural treatment for any exposed parking areas in above-grade parking structures with the DRB, and such architectural treatment will be subject to the approval of the DRB.

12. Additional Design Commitments. The Applicant will provide the following building-specific designs as part of the Proposed Development.

- A. Proposed Building 7. The Applicant will provide a sidewalk with a minimum clear pedestrian width of eight (8) feet within the eighteen (18) feet of streetscape along the southern frontage of Proposed Building 7 as shown on Sheets 5 and 6 of the CDP/FDP.
- B. Proposed Building 9. The Applicant will set back the lobby façade of Proposed Building 9 a minimum of ten (10) feet from the façade of the office tower overhang above as shown on Sheet 5 of the CDP/FDP.
- C. Proposed Building 10. The Applicant will be permitted to develop the Property with or without Proposed Building 10, as each option is shown on Sheets 5 and 6 of the CDP/FDP. In the event the Applicant elects to construct Proposed Building 10 within the Common Green (as hereinafter defined), the building will be designed as a single-story kiosk and/or pavilion in substantial conformance with the quality and character of the architectural design and building materials shown in the images on Sheet 21A of the CDP/FDP, as determined by the Zoning Administrator. The Applicant will provide final design drawings for Proposed Building 10 to the Zoning Administrator for review and approval prior to the issuance of the first Non-RUP for Proposed Building 10. The footprint of Proposed Building 10 will not exceed 800 square feet. A minimum of seventy-five percent (75%) of the perimeter frontages of Proposed Building 10 will be public entrances, public use, and/or fenestration, and no more than twenty-five percent (25%) of the perimeter frontages of Proposed Building 10 will be “back of house” space such as building service, trash, and/or storage. Proposed Building 10 will be utilized for a variety of small format Retail Uses (i.e., wine bar, coffee shop, ice cream shop, etc.), which will rotate on a seasonal basis and be programmed by the Applicant to activate the Common Green. The Applicant

reserves the right to construct Proposed Building 10 at any time in accordance with this Proffer 12 without the need for a CDPA, FDPA or PCA.

- D. Parking Structure 1. The Applicant will provide a sidewalk with a minimum clear pedestrian width of six (6) feet along the southern frontage of Parking Structure 1 as shown on Sheets 5 and 6 of the CDP/FDP.
- E. Loading, Trash/Recycling, and Service Areas. The Applicant will screen all above-grade loading, trash/recycling, and service areas from public view through the use of roll down doors, architectural elements, or similar treatments. The Applicant will design such screening/treatment to be compatible with the quality and character of the architectural design and building materials of the buildings in which the loading, trash/recycling, and service areas are located.
- F. Building 7 Loading. The Applicant will restrict all vehicles accessing the loading dock of Building 7 from using the northernmost entrance along Town Center Parkway during the peak traffic periods of 6:00 AM to 9:00 AM and 4:00 PM to 7:00 PM Monday through Friday (the “Peak Traffic Periods”). The Applicant will direct any vehicles accessing the loading dock of Building 7 during the Peak Traffic Periods to use an entrance to the Property other than the northernmost entrance along Town Center Parkway.
- G. Pedestrian Treatment of Garage/Loading Entries. The Applicant will design and construct the entries/driveways to each off-street parking garage and loading area 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.
- H. Bollard Design. Prior to or concurrent with the submission of site plans and/or building permit plans for each building, as applicable, the Applicant will submit copies of the proposed bollard designs to the Office of Community Revitalization (“OCR”) for review and comment.
- I. Flush Curb Streets. The Applicant will construct the portions of the interior vehicular circulation network labeled as “Flush Curb” on Sheet 4 of the CDP/FDP using decorative materials that may include, but will not be limited to, imprinted asphalt or textured concrete, and possibly including pigments. Such streets may utilize valley gutters or other non-standard drainage methods as well as decorative, pedestrian-scaled bollards, the locations and designs of which will be determined at the time of site plan approval.

13. Building Height. Building heights for the Proposed Development will not exceed the maximum building heights shown on Sheet 2 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 on the CDP/FDP, provided the configuration of the building footprints remain in substantial conformance with those shown on the CDP/FDP.

14. 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 Owners 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 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 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 32. 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

15. 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

16. 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 Land Development Services (“LDS”), for the uses within the Existing Development and 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, 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 Existing Development and 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. The Applicant will not utilize or lease any parking structure in the Proposed Development as a paid commuter parking lot.

17. Electric Vehicle Charging Facilities. For purposes of this Proffer 17, “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.

- A. Each new parking structure and new portions of existing parking structures in the Proposed Development 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 LDS:

- 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.
- B. Following approval of this Application, the Applicant may request approval from LDS, in consultation with DPZ, 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 otherwise would require the Applicant to maintain.

18. Bicycle Parking. As part of site plan approval for the Residential Buildings and the Proposed Office Buildings, 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 18, 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 the Fairfax County Department of Transportation ("FCDOT"). The Applicant also will provide signage within the Property to guide bicyclists to the secure bicycle storage facilities.

- 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. 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 Retail Uses and one (1) long-term bicycle parking space for every 12,500 square feet of gross floor area of Retail 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 the Residential Buildings and the Proposed Office Buildings 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 the Residential Buildings and Proposed Office Buildings will be installed prior to the issuance of the first RUP or Non-RUP for each 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.

19. Bike Share Station. The Property currently contains a “bike share” station with ten (10) bicycle docks (the “Bike Share Station”), which the Applicant will need to relocate as part of the Proposed Development. The Applicant will reinstall 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 prior to the approval of the first site plan for the Proposed Development, 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 Proposed Development. 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

20. Signage. Signage for the Existing Development and 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.

LANDSCAPING

21. Landscape Plan. The Applicant will implement the landscape design for the Proposed Development shown on Sheets 20 – 28 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 Property. 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, 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 20 – 28 of the CDP/FDP and as generally described in Proffer 34 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 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 Preliminary Fire Lane Plan shown on Sheet 10 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.

22. Streetscapes. Subject to approval by FCDOT and VDOT, as applicable, the Applicant will provide streetscape plantings and improvements as conceptually illustrated on the Conceptual Landscape Plan and Sheets 18 and 19 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. The Applicant will also provide pedestrian oriented streetlights, benches and trash receptacles along all internal streets as part of the streetscape elements. To the extent feasible, the Applicant will provide street trees spaced thirty (30) feet on center and streetlights spaced sixty (60) feet on center. 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 22 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 and UFMD, provided the quality of the streetscape and minimum sidewalks are consistent with that shown on the Conceptual Landscape Plan and Sheets 18 and 19 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 electric transmission lines running 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 and UFMD, (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.

23. 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 21 and 22 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 in the center of the open area;
- 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, the greatest volume possible may be provided per UFMD review and approval. 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

24. 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 12 and 13 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. 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, vegetated roofs, bio-retention areas, and manufactured filtering devices generally as set forth on Sheets 12 and 13 of the CDP/FDP. However, the Applicant shall provide a minimum of 15,000 square feet of vegetated green roof on top of the buildings and parking garages within the Proposed Development. The balance of the specific stormwater management facilities will be identified at the time of each site plan approval and approved by LDS. 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 and/or structural and non-structural stormwater management and/or BMP facilities, upon completion of the Proposed Development the peak flow rate for the two-year, 24-hour storm event will be reduced by twenty-five percent (25%) from its current condition. In order to address the volume reduction goal outlined in the Comprehensive Plan, the Applicant will design and construct the SWM Facilities (as defined below) to limit the two-year, 24-hour peak runoff rate based on the energy balance equation set forth in the Fairfax County Stormwater Management Ordinance, which means that additional volume over-detention of the peak runoff rate will be provided based on the volume of runoff from the site. In addition, the Applicant will achieve a stormwater quality design that exceeds the redevelopment standard and meets the new development standard to the maximum extent practicable as shown on Sheets 12 and 13 of the CDP/FDP. More specifically, such stormwater quality design will provide twenty-five percent (25%) more phosphorus reduction than the redevelopment criteria would require, which would equate to approximately eighty percent (80%) of the phosphorus reduction under the new development standard as described on Sheet 13 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 affecting 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.

TRANSPORTATION IMPROVEMENTS

25. Sunset Hills Road.

- A. Construction of Sunset Hills Road Improvements. Subject to VDOT approval, the Applicant will construct improvements to Sunset Hills Road as shown on Sheets 6 and 18 of the CDP/FDP prior to the issuance of the first Non-RUP for Proposed Building 5 or Proposed Building 6. Such improvements will consist of the pavement and striping for one additional westbound shared right turn/through lane (11 feet) and one bike lane (5 feet) across the frontage of the Property, such that the westbound half section of Sunset Hills Road will consist of one 12-foot through lane, one 11-foot through lane, one 11-foot shared right turn/through lane, one 5-foot bike lane, and 2 feet for curb and gutter as shown on Sheets 6 and 18 of the CDP/FDP. For purposes of this Proffer 25 and also Proffer 26, the term “construct” will mean open to traffic but not necessarily accepted by VDOT. The Applicant will pursue VDOT acceptance of such portion of Sunset Hills Road for maintenance purposes.

- B. Sunset Hills Road Streetscape. The Applicant will install the streetscape elements along the north side of Sunset Hills Road as shown on Sheets 6 and 18 of the CDP/FDP prior to the issuance of the first Non-RUP for Proposed Building 5 or Proposed Building 6. The streetscape elements will consist of a landscape amenity panel, a sidewalk, and a building zone along the north side of Sunset

Hills Road as shown on Sheets 6 and 18 of the CDP/FDP. As part of the first site plan approval for Proposed Building 5 or 6, whichever comes first, the Applicant will dedicate to the Board of Supervisors in fee simple right-of-way measuring 36 inches from the proposed face of curb line, shown as “PROP. ROW DEDICATION” on Sheets 6 and 18 of the CDP/FDP. At the time of the right-of-way dedication, the Applicant will grant to the Board of Supervisors a public access easement and utility easement, in a form acceptable to the County Attorney, over the area shown as “PROP. PUBLIC ACCESS ESMT” on Sheets 6 and 18 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 shelters and any other public transportation facilities within the privately owned landscape amenity panel and/or sidewalk areas, subject to consultation with the Applicant regarding the County’s proposed location for any such facilities.

- C. Sunset Hills Road/Site Entrance Traffic Signal. Prior to the first site plan approval for the Proposed Development, the Applicant will complete and submit to VDOT a traffic signal justification report (“SJR”) for the intersection of Sunset Hills Road and the entrance to the site. The SJR will include an assessment of the VDOT access management traffic signal spacing requirements for VDOT’s evaluation as part of the warrant analysis. If VDOT determines that a traffic signal is not justified at this location, the Applicant will complete and submit to VDOT additional SJRs no earlier than three (3) months after the issuance of the first Non-RUP for Proposed Buildings 5, 6, and 9. If VDOT determines that a traffic signal is justified based on any of the four (4) SJRs required under this proffer, then the Applicant will diligently pursue the design, equipment, and installation of a traffic signal, including pedestrian signalization and crosswalks as determined necessary by VDOT. Prior to the installation of the traffic signal, the Applicant will dedicate or acquire for dedication all necessary right-of-way and/or easements to facilitate the installation of the required traffic signal equipment. If VDOT determines that a traffic signal is not justified at this location after the fourth SJR, then the Applicant will be relieved of its obligations and this proffer will be of no further force and effect.

26. Town Center Parkway.

- A. Construction of Town Center Parkway Improvements. Subject to VDOT approval, the Applicant will construct improvements to Town Center Parkway north of the mid-block entrance as shown on Sheets 5 and 19 of the CDP/FDP prior to the issuance of the first RUP or Non-RUP for Proposed Building 7. Subject to VDOT approval, the Applicant will construct improvements to Town Center Parkway south of the mid-block entrance as shown on Sheets 6 and 19 of the CDP/FDP prior to the issuance of the first RUP or Non-RUP for Proposed Building 5. Such improvements will consist of the pavement and striping for one bike lane (5 feet) across the frontage of the Property, such that the half section of

Town Center Parkway north of the mid-block entrance will consist one 5-foot bike lane, one 11-foot shared right turn/through lane, one 11-foot through lane, and one 12-foot left turn lane and the half section of Town Center Parkway south of the mid-block entrance will consist of one 5-foot bike lane, one 11-foot right turn lane, one 11-foot left turn lane, and one 12-foot left turn lane as shown on Sheets 5, 6, and 19 of the CDP/FDP.

- B. Town Center Parkway Streetscape. The Applicant will install the streetscape elements along the west side of Town Center Parkway north of the mid-block entrance as shown on Sheets 5 and 19 of the CDP/FDP prior to the issuance of the first RUP for Proposed Building 7. The Applicant will install the streetscape elements along the west side of Town Center Parkway south of the mid-block entrance as shown on Sheets 6 and 19 of the CDP/FDP prior to the issuance of the first Non-RUP for Proposed Building 5. The streetscape elements will consist of a landscape amenity panel, a sidewalk, and a building zone along the west side of Town Center Parkway as shown on Sheets 5, 6, and 19 of the CDP/FDP. As part of the first site plan approval for Proposed Building 5, the Applicant will grant to the Board of Supervisors a public access easement and utility easement, in a form acceptable to the County Attorney, over the area shown as “PROP. PUBLIC ACCESS ESMT” on Sheets 5, 6, and 19 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 shelters and any other public transportation facilities within the privately owned landscape amenity panel and/or sidewalk areas, subject to consultation with the Applicant regarding the County’s proposed location for any such facilities.
- C. Crosswalks. Subject to the provision of all necessary approvals from VDOT, Fairfax County, and the owner of the parcel identified on the Fairfax County Tax Map as 17-3 ((1)) 29B, the Applicant will install crosswalks, pedestrian signals, and ramps generally in the locations depicted on Sheets 5 and 6 of the CDP/FDP at the intersection of the Property entrance and Town Center Parkway. The Applicant will install the crosswalk, pedestrian signals, and ramps on the north side of the intersection prior to the issuance of the first RUP or Non-RUP for Proposed Building 7. The Applicant will install the crosswalk, pedestrian signals, and ramps on the south side of the intersection prior to the first Non-RUP for Proposed Building 5.

27. Sunset Hills Road and Town Center Parkway Reservation for Future Dedication. As part of the first site plan approval for the Proposed Development, the Applicant will reserve for future dedication to the Board of Supervisors right-of-way shown as “PROP. RESERVATION FOR POSSIBLE FUTURE DEDICATION” on Sheets 18 and 19 of the CDP/FDP (the “Reservation Area”). The Applicant will dedicate such right-of-way in fee simple to the Board of Supervisors upon (i) completion of the final engineering and design of the Town Center Parkway underpass and (ii) the allocation of funding by the County and/or VDOT for the Town Center Parkway

underpass. If it is determined prior to such dedication that stormwater management facilities, electrical vaults, dry utilities, and/or other similar facilities would prevent VDOT from accepting a portion of the Reservation Area into the State system for maintenance, then the reservation of the affected portion of the Reservation Area will be vacated, and a maintenance agreement and public access easement will be provided for such area in a form acceptable to the Office of the County Attorney. In all such circumstances, a PCA, CDPA and/or FDPA will not be required.

28. Private Streets. The Applicant will construct each segment of the private streets within the Property as shown on Sheets 5 and 6 of the CDP/FDP concurrently with the development of the buildings with frontage on such segments of such streets. At the time of each site plan approval for the Proposed Development, 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 the private streets included in such site plan. The Applicant will provide bike sharrows (bicycle pavement markings) along all private streets within the Property in order to efficiently direct bicyclists throughout the Proposed Development. Such bike sharrows will be provided concurrently with the construction of each segment of the private streets as described above.

29. Bus Stop/Shelter Locations. Bus stop/shelter locations will be evaluated for feasibility at the time of each site plan approval in consultation with FCDOT along the Sunset Hills Road and Town Center Parkway frontages of the Property. The provision of any bus stops/shelters by the County may necessitate adjustments to street tree locations and other street furnishings from that shown on the CDP/FDP, which will be accommodated without the requirement for a CDPA, FDPA, or PCA.

30. 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 and will be based on the actual number of residential units in such 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 keeping 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 new 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 office building and will be based on the actual gross floor area of new non-residential uses in such 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 keeping with the Reston Road Fund Guidelines established by the Board of Supervisors. The Office Uses within Existing Building 1, Existing Building 2, and Existing

Building 3, as well as the existing Retail Uses, will not be subject to any contribution to the Reston Road Fund.

31. Special Exception Conditions. The approval of this Application will supersede special exception SE 2013-HM-016 and its associated development conditions dated February 18, 2015, which will no longer be applicable to the Property. As a result, the Applicant proposes to carry forward the following conditions which will be applicable to the Property under these Proffers.

- A. Traffic Signal Warrant Analysis. Unless previously prepared and submitted, 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 mid-block site entrance to Town Center Parkway. The traffic signal warrant analysis will include an assessment of the VDOT access management traffic signal spacing requirements for VDOT's evaluation as part of the warrant analysis. If VDOT determines that a traffic signal is not warranted at this location, the Applicant will complete and submit to VDOT additional traffic signal warrant analyses no earlier than three (3) months after the issuance of the first Non-RUP for Proposed Buildings 5, 6, and 9. If VDOT determines that a traffic signal is warranted based on any of the four (4) warrant analyses required under this proffer, then the Applicant will diligently pursue the design, equipment, and installation of a traffic signal, including pedestrian signalization and crosswalks as determined necessary by VDOT. Prior to the installation of the traffic signal, the Applicant will dedicate or acquire for dedication all necessary right-of-way and/or easements to facilitate the installation of the required traffic signal equipment. If VDOT determines that a traffic signal is not warranted at this location after the fourth warrant analysis, then the Applicant will be relieved of its obligations and this proffer will be of no further force and effect.
- B. Western Road Reservation. The Applicant has recorded a reservation for the future dedication of right-of-way in fee simple up to 19 feet in width along the western boundary of the Property. The Applicant will dedicate such reserved area to the Fairfax County Board of Supervisors in fee simple for public street purposes no later than ninety (90) days after receipt of a written request from the County indicating that an agreement to secure right-of-way from the adjoining property owner that provides the County the ability to construct a public street along the western boundary of the Property has been completed. Prior to such right-of-way dedication, the Applicant will be permitted to utilize the reserved area for outdoor dining/seating, expanded sidewalks, and/or landscaping. Prior to the right-of-way dedication, the Applicant will remove, at its own expense, all improvements within the right-of-way dedication area identified by the County that will conflict with the construction and operation of the public street.
- C. Interparcel Access. The Applicant has recorded two interparcel access easements on the western boundary line of the Property. One interparcel access easement is located at the northwest corner of the Property. The other interparcel access easement is permitted to "float" within the 19 foot reservation area described above. The Applicant will include a note on all site plans for the Proposed

Development that identifies and defines the boundaries for the location of these interparcel access easements.

- D. W&OD Trail Connection. The Applicant has met with the Northern Virginia Regional Park Authority (“NVRPA”) and Dominion Virginia Energy (“Dominion”) to review the proposed Washington and Old Dominion trail (“W&OD”) trail connection and the proposed Linear Park (as hereinafter defined) and anticipates finalizing the design of these areas in coordination with the County, NVRPA and Dominion. Subject to the approval of NVRPA, the granting of any necessary temporary/permanent easements by NVRPA to the Applicant and, to the extent required, the approval of Dominion, prior to the issuance of the first RUP or Non-RUP for the Proposed Development, the Applicant will construct a pedestrian connection between the Property and the W&OD trail as generally shown on Sheet 4 and 22 of the CDP/FDP.

TRANSPORTATION DEMAND MANAGEMENT

32. 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 the 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 32 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 Proposed 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 32 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 Proposed Office Uses will be deemed to occur upon eighty-five percent (85%) occupancy of the Proposed 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 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 32 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. The Applicant and/or the successor UOA/HOA/COA/CA will coordinate with and reasonably participate in the

Dulles Area Transportation Association (“DATA”), subject to the applicable costs related to participation in DATA 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 DATA and subject to a further showing that the costs associated with DATA do not unreasonably limit the UOA/HOA/COA/CA’s ability to perform its obligations under these proffers or applicable law. The Applicant and/or successor UOA/HOA/COA/CA will participate in DATA’s efforts to identify and implement single-occupant vehicle trip reduction initiatives inclusive of the Property. Participation in DATA 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 DATA. If the Applicant and/or the successor UOA/HOA/COA/CA participates in DATA 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 32.

- 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 the Office Uses (excluding the Retail 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 576 Residential Units, as reflected in the Traffic Impact Study prepared by Wells+Associates, Inc. dated October 13, 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 1,039,068 square feet of Office Uses, as reflected in the Traffic Impact Study prepared by Wells+Associates, Inc. dated October 13, 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 40% for the Residential Units and a minimum of 40% for the Office Uses as measured for the PM peak hour (the “TDM Goal”). The TDM Goal will apply separately and

independently to the Residential Units and Office Uses 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 18 and 19;
- vii. Regular TDM monitoring and reporting; and/or
- viii. 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 in Proposed Buildings 5, 6, and 9 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 15th, 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 50 below.

- vi. Office TDM Remedy Fund. Prior to the issuance of the first Non-RUP for the Proposed 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 Proposed 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 Proposed 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 50 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 Proposed Office Uses at the rate of \$0.02 per gross square foot of the Proposed Office Uses to be constructed on the Property and provided prior to the issuance of the first tenant Non-RUP for the Proposed 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 Proposed 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 Proposed 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 32.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 32.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 Proposed 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 32.I. In the event a Trip Count conducted upon Build Out of the Proposed 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 32.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%
Over 10%

10% of Remedy Fund
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 32.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 32 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 32 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 32, Fairfax County will then issue the TPM a written notice stating the TPM has violated the terms of this Proffer 32 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

33. Noise Attenuation. The Applicant has undertaken an acoustical analysis for the Proposed Development that (a) evaluates existing and future traffic and noise sources (including Metrorail) at least twenty (20) years into the future, (b) considers the anticipated phasing of the Proposed Development, and (c) considers the proposed final site topography and conditions (rather than the pre-development topography and conditions). The Applicant has submitted the acoustical analysis to the Environment and Development Review Branch (“EDRB”) of the Department of Planning & Zoning (“DPZ”) and to the Department of Public Works & Environmental Services (“DPWES”) for review. Pursuant to the findings of the acoustical analysis, 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 to the extent feasible.
- B. Alternative Measures. As an alternative to the noise attenuation measures described above, the Applicant reserves the right to pursue other methods of mitigating highway and Metrorail related noise impacts that can be demonstrated prior to the filing of a building permit, through an additional noise study as reviewed and approved by DPWES and DPZ, provided such methods will be effective in reducing interior noise levels to no more than 45 dBA DNL and outdoor noise to no more than 65 dBA DNL to the extent feasible.

RECREATIONAL FACILITIES

34. Public Recreational Amenities/Facilities. The Applicant will provide public outdoor open spaces and recreational amenities/facilities within the Property as follows:
 - A. Common Green. The Applicant will install an approximately 27,661 square foot publicly-accessible park, to include a common green and adjacent plaza area as generally depicted on Sheets 20 and 21 of the CDP/FDP (the “Common Green”). The Common Green will include features for passive recreation including, but not limited to, lawn areas, an amphitheater and plaza with shade trellis, hardscape/pavers and landscape areas, outdoor furniture, benches/seating areas, and similar amenities as conceptually shown on Sheet 21 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 Common Green as approved by the Zoning Administrator, FCPA, and UFMD, provided the character and quality of the Common Green is consistent with Sheet 21 of the CDP/FDP. The Applicant will install the Common Green prior to the issuance of the first RUP or Non-RUP for Proposed Building 6.

- B. Linear Recreation Park. The Applicant will install an approximately 23,469 square foot publicly-accessible linear recreation park area as generally depicted on Sheets 20 and 22 of the CDP/FDP (the “Linear Recreation Park”). Subject to the approval of Dominion Virginia Power, the Linear Recreation Park will include features for passive and active recreation for a variety of age groups including, but not limited to, lawn areas, flexible outdoor recreation amenity areas, a trail plaza, bike service areas, landscape areas, outdoor furniture, benches/seating areas, and similar amenities as conceptually shown on Sheet 22 of the CDP/FDP. The Applicant has presented conceptual plans for the Linear Recreation Park to Dominion Virginia Power and received general approval, subject to meeting Dominion Virginia Power’s guidelines. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Linear Recreation Park as necessary to meet Dominion Virginia Power’s guidelines and as approved by the Zoning Administrator, FCPA, and UFMD, provided the character and quality of the Linear Recreation Park is consistent with Sheet 22 of the CDP/FDP. The Applicant will install the Linear Recreation Park prior to the issuance of the first RUP or Non-RUP for Proposed Building 7, Proposed Building 8, or Proposed Building 9, whichever occurs first.
- C. Residential Park. The Applicant will install an approximately 8,264 square foot publicly-accessible park adjacent to Proposed Building 8 as generally depicted on Sheets 20 and 23 of the CDP/FDP (the “Residential Park”). The Residential Park will include features for passive and active recreation for a variety of age groups including, but not limited to, lawn areas, an amphitheater, landscape areas, benches/seating areas, and similar amenities as conceptually shown on Sheet 23 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 Residential Park as approved by the Zoning Administrator, FCPA, and UFMD, provided the character and quality of the Residential Park is consistent with Sheet 23 of the CDP/FDP. The Applicant will install the Residential Park prior to the issuance of the first RUP for Proposed Building 8.
- D. Retail Pocket Park. The Applicant will install an approximately 10,807 square foot publicly-accessible park adjacent to Proposed Building 5 as generally depicted on Sheets 20 and 24 of the CDP/FDP (“Retail Pocket Park”). The Retail Pocket Park will include features for passive recreation including, but not limited to, hardscape/pavers, landscape areas, outdoor furniture, benches/seating areas, and similar amenities as conceptually shown on Sheet 24 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 Retail Pocket Park as approved

by the Zoning Administrator, FCPA, and UFMD, provided the character and quality of the Retail Pocket Park is consistent with Sheet 24 of the CDP/FDP. The Applicant will install Retail Pocket Park prior to the issuance of the first Non-RUP for Proposed Building 5.

- E. Entrance Pocket Park. The Applicant will install an approximately 7,925 square foot publicly-accessible park between Proposed Building 5 and Proposed Building 6 as generally depicted on Sheets 20 and 25 of the CDP/FDP (“Entrance Pocket Park”). The Entrance Pocket Park will include features for passive recreation including, but not limited to, hardscape/pavers, landscape areas, outdoor furniture, benches/seating areas, and similar amenities as conceptually shown on Sheet 25 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 Entrance Pocket Park as approved by the Zoning Administrator, FCPA, and UFMD, provided the character and quality of the Entrance Pocket Park is consistent with Sheet 25 of the CDP/FDP. The Applicant will install the Entrance Pocket Park prior to the issuance of the first Non-RUP for Proposed Building 5.
- F. Public Access. As part of site plan approval for the Proposed Development, the Applicant will grant public access easements for: (i) the Common Green (ii) the Linear Recreation Park, (iii) the Residential Park, (iv) Retail Pocket Park, and (v) Entrance Pocket Park to Fairfax County. The public access easements will provide that the Common Green, the Linear Recreation Park, the Residential Park, the Retail Pocket Park, and the Entrance Pocket 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.
- G. Rooftop Basketball Courts. The Applicant will install two (2) full-size basketball courts on the top level of Parking Structure 2 as generally depicted on Sheet 22 of the CDP/FDP (“Basketball Courts”). As part of site plan approval for the Proposed Development, the Applicant will grant a public access easement for the Basketball Courts which will provide that the Basketball Courts will, at a minimum, be open to the general public from 6:00 PM to 10:00 PM on weekdays and 8:00 AM to 10:00 PM on weekends, provided that the Applicant reserves the right to: (i) establish reasonable rules and regulations governing the use of the Basketball Courts, (ii) temporarily limit access to the Basketball Courts for reasonable periods of time for purposes of construction and/or maintenance, and (iii) temporarily limit access to the Basketball Courts as may be necessary to host programmed events for residents of the Proposed Development and/or the local community. The Applicant will install the Basketball Courts concurrently with

any modifications the Applicant makes to Parking Structure 2 or prior to the issuance of the first Non-RUP for Building 9, whichever occurs first.

35. Private Recreational Amenities/Facilities. Pursuant to Paragraph 2 of Section 6-209 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 \$1,800.00 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.

36. 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 gross floor area of Proposed Office Uses, Residential Units, and Retail Uses (excluding any square footage associated with the Existing Development) in Proposed Buildings 5, 6, 7, 8, 9, and 10 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. The Applicant will not be required to make any athletic field contributions for Existing Buildings 1, 2, 3, or 4.

PUBLIC SCHOOLS CONTRIBUTION

37. Fairfax County Public Schools Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on January 7, 2003, prior to site plan approval for each residential building, the Applicant will contribute funds (at an assumed rate of 0.11 students per residential unit designated on such site plan multiplied by \$12,262.00 per new student generated) to the Board of Supervisors for transfer to the Fairfax County School Board to be utilized for capital improvements and capacity enhancements to schools in the Reston area that serve the Property. The 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 residential buildings on the Property.

AFFORDABLE HOUSING

38. 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.

39. Workforce Dwelling Units. In addition to any ADUs required pursuant to Proffer 38, 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 sixteen percent (16%) of the total number of Residential 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 sixteen percent (16%) of the total number of Residential 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.

A. Alternative Administration. 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.

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.

40. 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 Proposed 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 Proposed 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 Proposed 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

41. 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 to be provided within the Property. The Applicant will provide the public art prior to the issuance of the first RUP or Non-RUP for the first new building to be constructed as part of the Proposed Development.

GREEN BUILDING

42. 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 Proposed Building 7 and Proposed Building 8 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.

- 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 either of the proposed residential buildings, 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 applicable 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 applicable 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, 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 the applicable 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 certification. Prior to bond release for the applicable 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 the applicable 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 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 the applicable 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 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 the applicable 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.

vi. Extension of Time. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the EDRB, that USGBC's completion of the review of the LEED certification application for any multi-family residential building has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds for such residential building will be made to the Applicant or to the County during the extension.

B. National Green Building Standard ("NGBS"). If the Applicant selects the NGBS for Proposed Building 7 or Proposed Building 8, then the Applicant will seek certification of each unit in the applicable residential building in accordance with the 2012 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.

43. Green Building for the Proposed Office Buildings. The Applicant will pursue LEED Silver certification for the Proposed Building 5, Proposed Building 6, and Proposed Building 9 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 applicable office building, a list of specific credits within the applicable LEED-CS rating system that the Applicant anticipates attaining for such 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 applicable 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 such office building.

B. County Team Member. In addition, 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 applicable office building, the Applicant will submit documentation to the EDRB demonstrating that the Applicant has applied for LEED Silver pre-certification for such office building under the applicable LEED-CS program. Prior to bond release for the applicable office building, the Applicant will provide documentation to the EDRB demonstrating the status of attainment of LEED Silver certification from the USGBC for such 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 applicable office building is anticipated to attain LEED Silver 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 such 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 applicable 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 applicable 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 such office building, the Applicant will provide documentation to the EDRB demonstrating the status of attainment of LEED Silver certification from the USGBC for the office building.
 - ii. If, prior to bond extension, bond reduction, or final bond release for the applicable office building, whichever occurs first, the Applicant provides to the EDRB documentation demonstrating that LEED Silver certification for such 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 applicable office building, whichever occurs first, the Applicant provides to the EDRB documentation demonstrating that LEED Silver certification for such 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 applicable office building, whichever occurs first, the Applicant fails to provide to the EDRB documentation demonstrating the attainment of LEED Silver 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.
- F. Extension of Time. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of EDRB, that USGBC's completion of the review of the LEED certification application for the applicable office building has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds for such office building will be made to the Applicant or to the County during the extension.

MISCELLANEOUS PROFFERS

44. Phase II Dulles Rail Tax District Buyout for Residential Units. At least sixty (60) days prior to recording for-sale residential condominium documents for any portion of the Property located within the Phase II Dulles Rail Transportation Improvement District (the "Phase II 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 II District attributable to that portion of the Property

under its current I-5 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.

45. Traffic Signal Preemption Devices. Prior to site plan approval, the Applicant will contribute \$20,000 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.

46. Universal Design. A minimum of five percent (5%) of the total number of Residential Units 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.

47. 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.

48. 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.

49. 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.

50. Annual Escalation Clause. For all proffers in this document specifying monetary contributions, 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.

51. 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.

52. 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.

53. 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 OCR and are in substantial conformance with the intent of the CDP/FDP and these Proffers, as determined by the Zoning Administrator.

54. Dog Walking Facilities. The Applicant shall provide a minimum of one (1) dog walking area within any of the private amenity spaces for Proposed Building 7 and one (1) dog walking area within any of the private amenity spaces for Proposed Building 8. The Applicant shall provide each dog walking area prior to the issuance of the first RUP for each such building.

55. Short-Term Loading and Service Vehicle Parking. The Applicant will designate at least two (2) standard-size parking spaces within each parking structure for use as short-term loading and service vehicle parking spaces during the hours of 7:00 a.m. to 7:00 p.m.

56. Coordination with Reston Gateway Development. In order to provide a cohesive pedestrian experience between the Proposed Development and the development adjacent to the Property, the Applicant will coordinate with the Owner of the parcels identified on the Fairfax County Tax Map as 17-3 ((1)), 5, 5H1, 29A and 29B on the streetscape elements at the intersection located at the site entrance along Town Center Parkway and along the internal road within the Property extending from this intersection.

57. Bird-Friendly Design Elements. In an effort to reduce bird injury and death due to inflight collisions with buildings, the Applicant shall include one or more bird friendly design elements, as determined by the Applicant, in the architectural plans of each building on the Property. The bird friendly design elements may include, but not be limited to, the use of color, texture, opacity, fritting, frosting, patterns, louvers, screens interior window treatments, or ultraviolet materials that are visible to birds, the angling of outside lights, curbing of excessive or unnecessary night-time illumination of commercial buildings, reduction of bird attracting vegetation, the use of decoys, and breaking of glass swaths. Upon the issuance of a building permit for each building, the provisions of this Proffer shall be deemed satisfied as to such building.

[Signature pages follow]

APPLICANT/TITLE OWNER:

JBG/RESTON EXECUTIVE CENTER, L.L.C.

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

By: _____

Name: Aaron F. Herman

Title: Assistant Secretary

FINAL DEVELOPMENT PLAN CONDITION

FDP 2016-HM-017

July 12, 2018

If it is the intent of the Planning Commission to approve FDP 2016-HM-017 for a mixed use development at Tax Map 17-3 ((1)) 28A, 28B, and 28C, staff recommends the Planning Commission condition its approval by requiring conformance with the following development condition:

1. Development of the property will be in substantial conformance with the Conceptual/Final Development Plan, entitled "RTC West," submitted by Urban, Ltd., dated June 16, 2016 and revised through June 19, 2018, consisting of 61 sheets.

The above proposed condition is a staff recommendation and does not reflect the position of the Planning Commission unless and until adopted by the Planning Commission.

September 13, 2018

Waivers and Modifications

RZ/FDP 2016-HM-017, JBG/Reston Executive Center, L.L.C.

Modification of Par. 5 of Sect. 6-206 of the Zoning Ordinance to permit the gross floor area devoted to dwellings as a secondary use to exceed 50 percent of the gross floor area of all principal uses in the development to that shown on the CDP/FDP.

Modification of Sect. 11-203 of the Zoning Ordinance for a reduction in the number of required loading spaces to that shown on the CDP/FDP.

Waiver of Sect. 13-202 of the Zoning Ordinance for the interior parking lot landscaping on the top level of parking structures.

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.

Modification of Section 12-0508 of the Public Facilities Manual to permit a deviation in the tree preservation target to that shown on the CDP/FDP.



MEMORANDUM

DATE: June 13, 2018

TO: Tracy D. Strunk, AICP, Director
Zoning Evaluation Division
Department of Planning and Zoning

FROM: William D. Hicks, P.E., Director
Land Development Services

SUBJECT: Reston Town Center West – RZ 2016-HM-017; Tax Map # 17-3 ((1)) 28A, 28B, and 28C; Hunter Mill District

REFERENCE: Request for Board of Supervisors approval of a Parking Reduction and Study, #4417-PKS-001-1, as a separate motion after Board's action on the subject applications

RECEIVED
Department of Planning & Zoning
JUN 19 2018
Zoning Evaluation Division

Land Development Services (LDS) has received and reviewed the referenced parking reduction study and request dated June 23, 2016, and revised through May 18, 2018, from Wells + Associates (Attachment A), for a reduction of the minimum required off-street parking for the proposed Reston Town Center West (RTC West) mixed-use development. The analysis is also based on a review of the Conceptual/Final Development Plan dated March 16, 2016, and revised through May 17, 2018, and the draft proffer statement, dated March 1, 2018.

RECOMMENDATION:

The site meets the criteria associated with Section 11-107 of the Fairfax County Zoning Ordinance (Zoning Ordinance) to determine the minimum required parking for development in a Transit Station Area (TSA). The applicant requests a reduction in required parking supply. LDS recommends that the Board approve a parking reduction for the RTC West mixed-use development. This reduction is available under Paragraphs 4B and 5A of Section 11-102 of the Zoning Ordinance based on the demonstrated ability to share parking spaces among the proposed site uses and the site's reasonable walking distance to the Reston Town Center mass transit station, which is currently under construction. The reduction is subject to the following conditions:

1. Off-street parking for the uses designated below must be provided as follows:
 - a. Residential Multi-Family: Up to 576 dwelling units (DU)
 - 0 to 1 bedrooms (BR) at an overall rate of 1.2 spaces per DU; and,
 - 2 bedrooms (BR) at an overall rate of 1.2 spaces per DU.



- b. Office: Up to 1,132,522 square feet of gross floor area (SF of GFA) at an overall rate of 1.7 spaces per 1,000 SF of GFA.
 - c. Shopping Center Retail/Restaurants: Up to 92,414 SF of GFA.
 - A minimum of 2.18 spaces per 1,000 SF of GFA for shopping center retail; and,
 - A minimum of 2.18 spaces per 1,000 sf of GFA for any restaurant with less than 5,000 SF of GFA, that parking rate applies to the area used for outdoor seating only to the extent the outdoor seating exceeds 20; and,
 - A minimum of 6.5 spaces per 1,000 SF of GFA for any restaurant greater than or equal to 5,000 SF of GFA; that parking rate applies to the area used for outdoor seating only to the extent the outdoor seating exceeds 32 seats.
2. Parking at rates required by the Zoning Ordinance must be provided for any additional uses not listed in Condition #1.
 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 and revisions may be required, as determined in the sole discretion of the Director of Land Development Services (Director).
 4. The owners of any lot described in paragraph 7 below must execute a permanent reciprocal parking and access agreement for all 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.
 5. Other than spaces needed to meet accessibility requirements, the owner will not reserve any parking spaces in any garage without review and approval of the Director.
 6. Any site plan submitted to the Director for approval must include the conditions of approval of this parking reduction.
 7. The current owners, their successors, or assigns of the consolidated parcels identified as 2018 Tax Maps 17-3 ((1)) 28A, 28B, and 28C 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 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 parking needs which may include compliance with the full parking requirements specified in Article 11 of the Zoning Ordinance.

8. All parking utilization studies prepared in response to a request by the Zoning Administrator or the Director must be based on applicable requirements of the Zoning Ordinance in effect at the time such study is submitted.
9. All parking provided must comply with all other applicable requirements of Article 11 of the Zoning Ordinance and the Fairfax County Public Facilities Manual, including the provisions referencing the Americans with Disabilities Act and Virginia Uniform Statewide Building Code.
10. The conditions of approval will be binding on the current owners, successors, assigns and/or other applicants and will be recorded in the Fairfax County Land Records in a form acceptable to the County Attorney. If the 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.

TIMING:

Board action is requested as a separate motion following the public hearing for RZ 2016-HM-017.

BACKGROUND:

The Reston Town Center West (RTC West) project is a consolidation of approximately 13.8 acres [2018 Tax Map 17-3 ((1)) 28A, 28B, and 28C] and is located adjacent to the Reston Town Center Metrorail Station. The site is located north of Sunset Hills Road and the Dulles Toll Road, west of Town Center Parkway, and south of W&OD Trail in the Hunter Mill Magisterial District. The project site is within the Reston Town Center TSA; specifically, the Reston Town Center Station Transit-Oriented Development (TOD) District.

The site consists of an existing office park with three office buildings and one retail building totaling approximately 460,100 SF of GFA. The current on-site parking supply is comprised of approximately 1,659 parking spaces. This site is the subject of a rezoning application (RZ 2016-HM-017) to redevelop the site as a mixed-use, TOD located within one-half mile of the future Reston Town Center Metrorail Station as shown on Figure 1 attached to this document. The project will be a mixed-use development consisting of two multi-family residential buildings with 576 dwelling units, six office buildings totaling 1,132,522 SF of GFA, and 92,414 SF of GFA of retail/restaurant uses. The existing office and retail uses on the site are to remain.

Pursuant to Paragraph 5A of Section 11-102 of the Zoning Ordinance, the Board may reduce the number of off-street parking spaces otherwise required by the strict application of the Zoning Ordinance when the development is located within a reasonable walking distance to a mass transit station and/or within an area designated as a Transit Station Area. Pursuant to Paragraph 4B of Section 11-102 of the Zoning Ordinance, the Board may reduce the amount of required parking if it is demonstrated that parking spaces can serve two or more uses on the site. The proposed pedestrian circulation plan shown on Sheet 9A of the CDP/FDP

(Conceptual/Final Development Plan) for RZ 2016-HM-017 demonstrates that all the proposed buildings and uses will be located within one-half mile walking distance to the Reston Town Center Metrorail Station. The project site will also be well-served by local bus service, as documented in the Applicant's parking reduction study.

Under strict application of the Zoning Ordinance, a minimum of 3,605 off-street parking spaces would be required for the project. The applicant is requesting a 20.4% reduction (734 fewer spaces) in the total required off-street parking. Parking will be provided at the proposed minimum rates shown in the table below for development equal to or less than the square footage allowed in the parking reduction conditions. The table also shows a comparison of the Code-required parking totals and the applicant's proposed parking totals at the final development of the property.

Comparison Table of Code-Required and Proposed Parking

Land Use	Size	Rate Required by Code	Number of Spaces Required by Code	Proposed Reduction	Proposed Minimum Number of Spaces	Proposed Minimum Rate
Multi-Family Residential <i>(within TSA area)</i>	288 0-1 BR units	1.3 spaces per 0-1 BR units	375 for 0-1 BR units	7.7% 0-1 BR units (29 fewer spaces)	346 for 0-1 BR units	1.2 spaces per 0-1 BR units
	288 2 BR units	1.5 spaces per 2 BR units	432 for 2 BR units	19.9% 2 BR units (86 fewer spaces)	346 for 2 BR units	1.2 spaces per 2 BR units
Office <i>(within 0-1/4 mile from metro station entrance)</i>	724,477 SF of GFA	2.0 spaces per 1,000 SF of GFA	1,449	15.0% (217 fewer spaces)	1,232	1.7 spaces per 1,000 SF of GFA
Office <i>(beyond 1/4 mile from metro station entrance)</i>	408,045 SF of GFA	2.3 spaces per 1,000 SF of GFA	939	26.1% (245 fewer spaces)	694	1.7 spaces per 1,000 SF of GFA
Restaurant (≥5,000 GFA)	9,700 SF of GFA	11.0 spaces per 1,000 SF of GFA	107	41.0% (44 fewer spaces)	63	6.5 spaces per 1,000 SF of GFA
Outdoor Restaurant Seating Area: beyond 1 st 32 seats	2,314 SF of GFA	11.0 spaces per 1,000 SF of GFA	26	41.0% (11 fewer spaces)	15	6.5 spaces per 1,000 SF of GFA

Comparison Table of Code-Required and Proposed Parking

Land Use	Size	Rate Required by Code	Number of Spaces Required by Code	Proposed Reduction	Proposed Minimum Number of Spaces	Proposed Minimum Rate
Shopping Center Retail/ Restaurant ($<5,000$ GFA) (within TSA area)	80,400 SF of GFA	$4.3 \times 0.8 = 3.44$ spaces per 1,000 SF of GFA	277	36.7% (102 fewer spaces)	175	2.18 spaces per 1,000 SF of GFA
TOTALS			3,605	20.4% (734 fewer spaces)	2,871	

Staff has reviewed the proposed parking reductions and associated justifications by land use type and found them to be reasonable. In addition, staff has determined that the proposed parking reductions will not adversely affect the site or adjacent areas and neighborhoods.

This recommendation reflects a coordinated review by the Department of Transportation, Department of Planning and Zoning, Office of the County Attorney and Land Development Services.

If you have any questions, or need further assistance, please contact Thakur Dhakal at 703-324-5175 or Thakur.dhakal@fairfaxcounty.gov.

ATTACHED DOCUMENT:

Attachment A – Parking Reduction Request and Study #4117-PKS-001-1, dated June 23, 2016 and revised to May 18, 2018, from Wells + Associates

cc: Eleanor Ku Coddling, Director, Code Development and Compliance, LDS
 Michael A. Davis, Code Specialist IV, Site Code Research and Development, LDS
 Beth Iannetta, Transportation Planner III, Site Analysis Section, FCDOT





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MEMORANDUM



11220 Assett Loop
Suite 202,
Manassas, VA 20109
703-365-9262
WellsandAssociates.com

TO: Jan Leavitt
Code Development and Compliance Division
Fairfax County Department of Public Works and Environmental Services

FROM: William F. Johnson, P.E.
Andrew C. Buntua, P.E.

RE: RZ 2016-HM-017; Reston Town Center West
Parking Reduction Request

DATE: June 23, 2016
Revised April 5, 2018
Revised May 18, 2018

Introduction

This memorandum presents the results of a parking reduction analysis completed in conjunction with the above-referenced rezoning application submission. Reston Town Center West (also known as the "Reston Executive Center") is an existing office park located on the northwest quadrant of the Town Center Parkway/Sunset Hills Road intersection, and consisting of three office buildings and one retail building totaling approximately 460,100 gross square feet (GSF). The current on-site parking supply is comprised of approximately 1,658 spaces. The Applicant has submitted a rezoning application to redevelop the site as a mixed-use, transit-oriented development (TOD) located within ½ mile of the future Reston Town Center Metrorail Station as shown on Figure 1.

The CDP/FDP (Conceptual/Final Development Plan) dated May 17, 2018 and presented herein as Figure 2 (full size copy provided in Attachment I) reflects the following mix of uses, which consists of existing/approved office and retail floor area as well as new proposed/expanded office and new residential uses:

- Two (2) multifamily residential buildings consisting of 576 dwelling units
- 90,100 GSF of retail/commercial uses
- Six (6) office buildings totaling 1,132,522 GSF

4417-PKS-001-1



Figure 1
Site Location



North

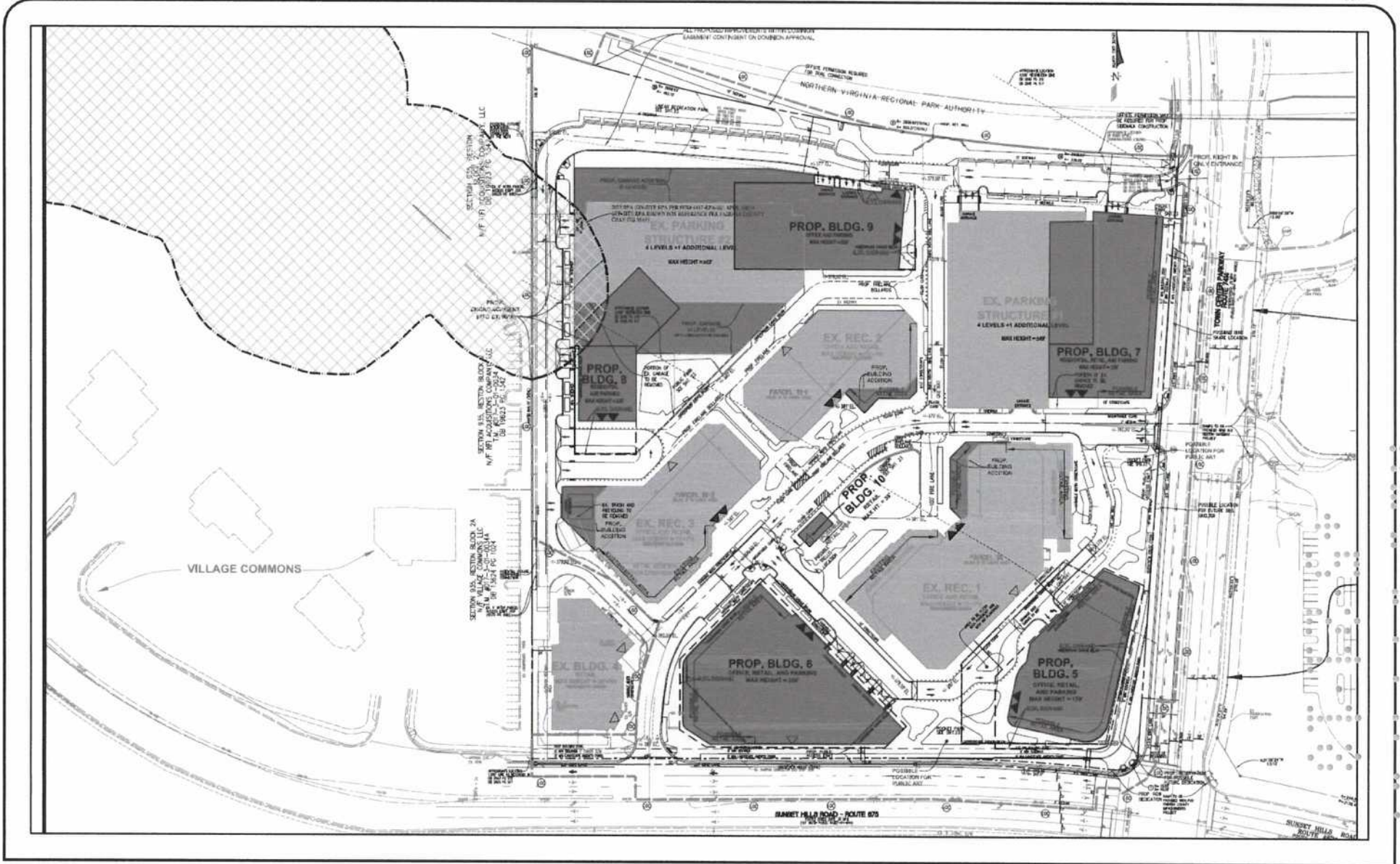


Figure 2
CDP/FDP Reduction



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The following sections outline a parking reduction request and analysis in support of the subject development.

Background

In 2013, the Area III Comprehensive Plan (the "Plan") was amended to incorporate development recommendations associated with the three planned Reston Transit Station Areas (TSAs). According to the Plan, the subject site is located in the Reston Town Center TSA; specifically, the Reston Town Center Station Transit-Oriented Development (TOD) District, within the North Subdistrict as shown on Figure 3.

Within the TSAs, the Plan encourages "maintaining a balance between the land uses in the three TSAs and the supporting transportation system" and that "preference should be given to maintaining a high level of service for all modes including, transit, vehicles, pedestrians, and bicyclists." To that end, the use of alternate modes of transportation, including transit, walking, and biking should be encouraged through the provision of appropriate site design strategies and other supporting transportation infrastructure. The Plan further recommends:

"For development within a half mile of the Metrorail station, a parking plan should be submitted along with a development application that demonstrates that the amount of parking that is provided is sized to support the development. Provisions for parking reductions and other incentives to lower parking should be utilized if it is supported by the parking plan."

Relevant excerpts of the adopted Comprehensive Plan are provided as Attachment II.

To satisfy the above Comprehensive Plan recommendation as well as to appropriately plan for the site's parking, the Applicant is requesting a reduction from the parking requirements found in the County's Zoning Ordinance (ZO). The following sections outline the requested parking reduction.

Proposed Parking Supply

As shown in the Applicant's CDP/FDP, the Applicant currently proposes a minimum parking supply of 2,871 spaces to serve the site uses. The parking supply will be provided in a combination of surface lots and parking structures.

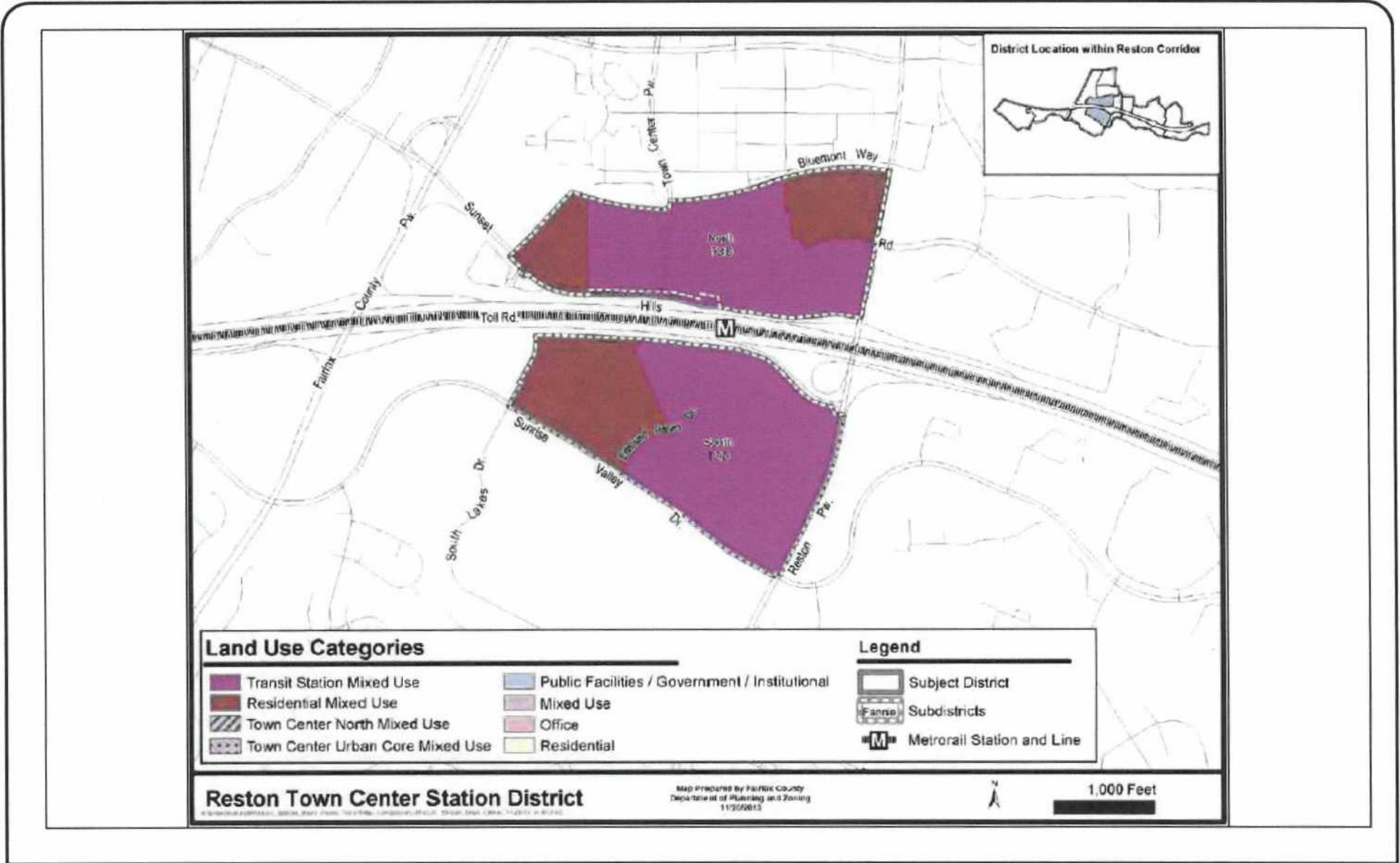


Figure 3
Reston Town Center Comprehensive Plan



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The parking will be provided on the site as generally shown on Sheets 31, 32 and 33 of the CDP/FDP. Reductions of the relevant development plan sheets are provided as Attachment III. It should be noted that the final design of the parking supply will be determined at the time of site plan for any new building developed on the site in conformance with the CDP/FDP. The layout of the parking facilities must comply with the applicable sections of the County's Public Facilities Manual (PFM).

Fairfax County Parking Requirements

Article 11 of the Fairfax County Zoning Ordinance establishes parking requirements for various land uses by providing parking rates per unit of land use (i.e., per residential dwelling unit, per 1,000 GSF of retail uses, etc.). According to the Ordinance, all required parking spaces shall be located on the same lot as the structure or uses to which they are accessory or on a lot contiguous thereto which has the same zoning classification, and is either under the same ownership, or is subject to arrangements satisfactory to the Director that will ensure the permanent availability of such parking spaces.

Article 11, Section 11-107 (as adopted by the BOS in February 2018) outlines the parking requirements for the proposed new uses within TSA's as summarized in the following:

- Dwelling, Multiple Family –
 - "0 or 1 bedroom: One and three-tenths (1.3) spaces per unit
 - 2 bedrooms: One and five-tenths (1.5) spaces per unit
 - 3 or more bedrooms: One and six-tenths (1.6) spaces per unit"
- Office –
 - "Two (2.0) spaces per 1,000 square feet of gross floor area for a building located a distance of 0-1/4 mile from a metro station entrance along an accessible route
 - Two and three-tenths (2.3) spaces per 1,000 square feet of gross floor area for a building located a distance of greater than ¼ mile from a metro station entrance along an accessible route"
- Restaurant – "Parking rates set forth in Sect. 11-104"
- Commercial and Related Uses – "All commercial and related uses set forth in Sect. 11-104 and not contained in this section: Eighty (80) percent of the parking rate set forth in Sect. 11-104."

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Section 11-104 further outlines the baseline minimum requirements for restaurant and commercial uses not specified in Section 11-107. The requirements for those uses applicable to the subject site are outlined as follows:

- Shopping Center – “(Par. A.) 100,000 square feet of gross floor area or less: Four and three-tenths (4.3) spaces per 1000 square feet of gross floor area” [Restaurants of less than 5000 square feet of gross floor area within a shopping center park at the applicable “Shopping Center” rate per 11-104.23]
- Restaurant – “(2) Eleven (11) spaces per 1000 square feet of gross floor area for restaurants with a gross floor area of 5000 square feet or more”
- Outdoor Seating – “As required for Restaurant, Restaurant with Drive-through, or Shopping Center, except that parking is not required for outdoor seating that is accessory to any Restaurant or Restaurant with Drive-through, up to a maximum of twenty (20) outdoor seats for an establishment with a gross floor area of less than 5000 square feet, and up to a maximum of thirty-two (32) outdoor seats for an establishment with a gross floor area of 5000 square feet or more. Parking is required for outdoor seating that exceeds the number of seats stated above, based on the square footage of the excess seating in accordance with the applicable parking requirements for such uses.”

Table 1 summarizes the minimum required number of parking spaces that would be needed to accommodate the site development program, as presented herein, in strict accordance with the Fairfax County Zoning Ordinance (Article 11). It should be noted that this analysis included the following parameters/assumptions, which are subject to final development levels at the time of site plan:

- Analysis assumes 50% 0-1 Bedroom units and 50% 2 Bedroom units
- Analysis includes 9,700 GSF of indoor restaurant use (>5,000 GSF)
- Analysis includes 2,314 GSF of outdoor restaurant seating (excludes the space associated with 32 seats which are allowed to be reduced per the Ordinance)

Based on a strict application of the Zoning Ordinance, 3,605 parking spaces would be required to accommodate the parking demand associated with the proposed development with the assumed breakdown of uses.

Table 1
Reston Town Center West
Site Parking Summary

Land Use	Size	Unit	Ordinance Requirement (1)		Reduced Parking Demand			Demand
			Ordinance Text	Required Parking	Reduction	Percent Reduction	Effective Rate	
Residential (0-1 Bedroom Units)	288	0-1 BR Units	One and three-tenths (1.3) spaces per 0-1 Bedroom Unit	375	(29)		1.20	Spaces per Unit 346
Residential (2 Bedroom Units)	<u>288</u>	2 BR Units	One and one-half (1.5) spaces per 2 Bedroom Unit	<u>432</u>	<u>(86)</u>		1.20	Spaces per Unit <u>346</u>
Total Residential	576	DU		807	(115)	14.3%		692
Office (Within 1/4 Mile of Metro)	724,477	GSF	Two (2.0) spaces per 1000 square feet of gross floor area	1,449	(130)		1.82	Spaces per 1000 SF 1,319
Office (Outside 1/4 Mile of Metro)	<u>408,045</u>	GSF	Two and three-tenths (2.3) spaces per 1000 square feet of gross floor area	<u>939</u>	<u>(196)</u>		1.82	Spaces per 1000 SF <u>743</u>
Total Office	1,132,522	GSF		2,388	(326)	13.7%		2,062
Restaurant (>5,000 GSF)	12,014	GSF (2)	Eleven (11) spaces per 1000 square feet of gross floor area	133				133
Retail (Shopping Center)	80,400	GSF	Eighty percent of Four and three-tenths (4.3) spaces per 1000 square feet of gross floor area	277				277
Total Site Parking Required (Baseline)				3,605	(441)	12.2%		3,164
Shared Parking								
Based on ULI Model (3)				3,605	(293)	8.1%		
TOTAL PARKING SPACES				3,605	(734)	20.4%		2,871

Notes:

- (1) Ordinance adopted by the Board of Supervisors on February 20, 2018.
- (2) Inclusive of outdoor floor area, excluding 32 outdoor seats (2,314 GSF outdoor seating area parked).
- (3) Urban Land Institute (ULI) Shared Parking, 2nd Edition.

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REQUESTED PARKING REDUCTION

ARTICLE 11, SECTION 11-102.5; PROXIMITY TO MASS TRANSIT

Table 1 summarizes the minimum required number of parking spaces that would be needed to accommodate the site development program in strict accordance with the Fairfax County Zoning Ordinance (Article 11). As shown, the Ordinance would require a total of 3,605 spaces to serve the site upon build-out.

As stated previously, the Applicant proposes to provide a minimum of 2,871 parking spaces to serve the site. Therefore, the Applicant is requesting an overall parking reduction of 20.4% (or 734 fewer parking spaces) from the number that would be required by a strict application of the Ordinance.

Proximity to Mass Transit. As shown on Figure 4, the Reston Town Center West development is located completely within ½ mile of the future Reston Town Center Metrorail station. The Fairfax County Zoning Ordinance provides for a reduction in required off-street parking for sites located in close proximity to an existing or planned transit station. Article 11, Section 11-102.5 states:

“Subject to conditions it deems appropriate, the Board may reduce the number of off-street parking spaces otherwise required by the strict application of the provisions of this Part when a proposed development is within:

- A. Reasonable walking distance to a mass transit station wherein the station either exists or is programmed for completion within the same time frame as the completion of the subject development; or
- B. An area designated in the adopted comprehensive plan as a Transit Station Area; or
- C. Reasonable walking distance to an existing transportation facility consisting of a streetcar, bus rapid transit, or express bus service or wherein such facility is programmed for completion within the same timeframe as the completion of the subject development; or
- D. Reasonable walking distance to a bus stop(s) when service to this stop(s) consists of more than three routes and at least one route serves a mass transit station or transportation facility and provides high-frequency service.

Such reductions may be approved when the applicant has demonstrated to the Board’s satisfaction that the spaces proposed to be eliminated are unnecessary based on the projected reduction in the parking demand resulting from the proximity of the mass transit station or transportation facility or bus service and such reduction in parking spaces will not adversely affect the site or surrounding area, including potential impacts on existing overflow parking in nearby

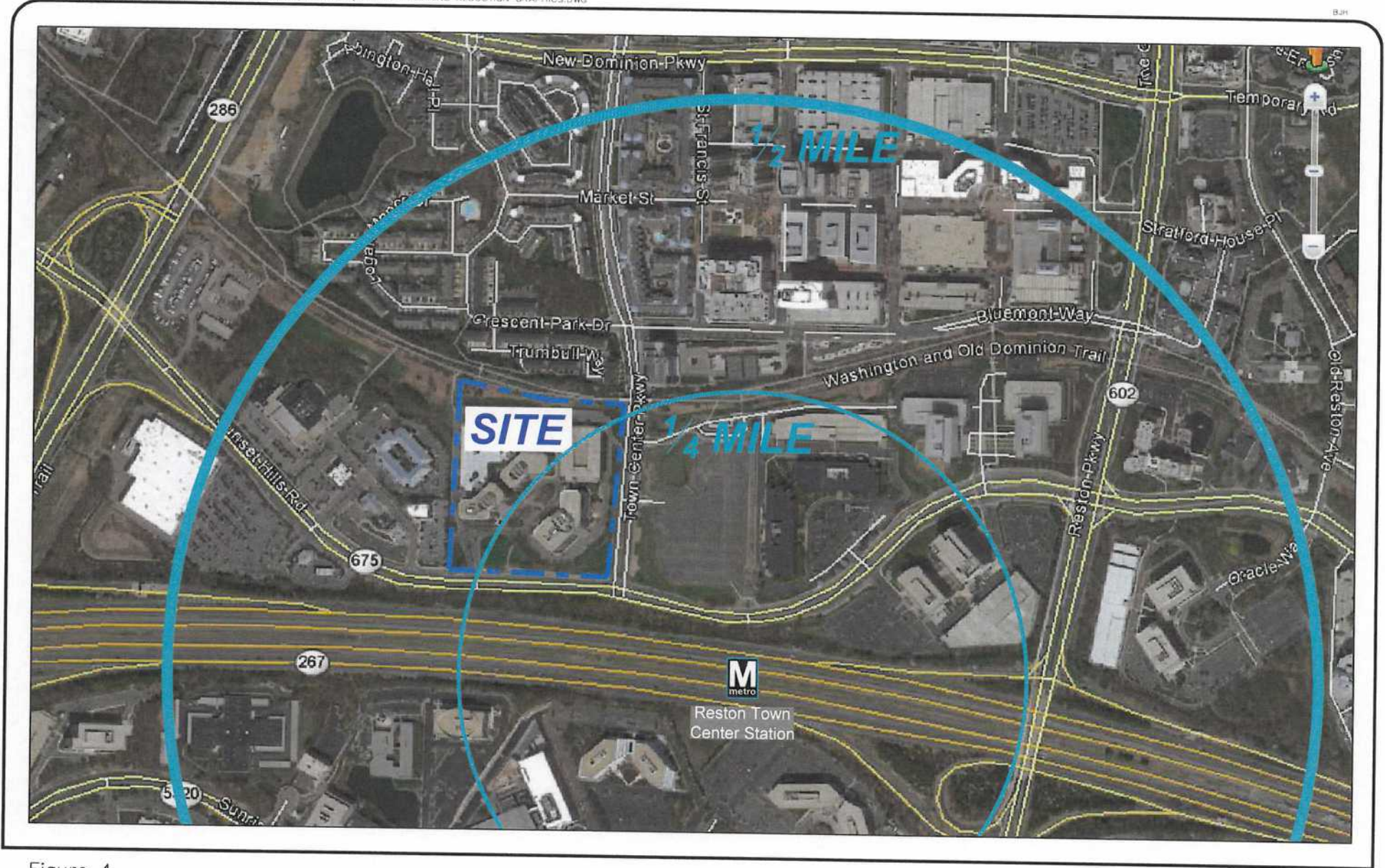


Figure 4
Proximity to Mass Transit



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neighborhoods. For the purposes of this provision, a determination regarding the completion time frame for a mass transit station or transportation facility must include an assessment of the funding status for the transportation project.”

Based on the above provision, the subject site qualifies to be considered for a parking reduction based on paragraphs A (proximity to transit) and B (within a TSA). As indicated below, the site is also located within walking distance to a number of bus routes.

Timeline for Metrorail Completion. The extension of Metrorail (Silver Line Phase 2) and the associated Reston Town Center station is slated for completion and service in 2020. Complete build out of the subject development is anticipated to be completed beyond the opening of Metrorail. The timeline for site completion includes several necessary steps: including site plan approval, building permit approvals, as well as site grading and construction. These components, in total, typically require at least three to four years to complete which result in the subject development having an approximate opening date within 2021 at the very earliest. Beyond the build-out of the site, it will likely take several years to fully occupy the development. Therefore, the full operation of the subject site will most likely not be experienced until well beyond the anticipated opening of the Metrorail station.

Existing Bus Service. The Fairfax Connector currently operates four bus routes along Sunset Hills Road and Town Center Parkway adjacent to the site:

- Route 952 – “Sunset Hills”
- Route 981 – “Dulles Airport-Wiehle”
- Route 983 – “Dulles Airport-Udvar-Hazy-Wiehle”
- RIBS 5 – “Herndon”

These bus routes connect the site locally to points within Herndon and Reston with available connections to the existing Silver Line Phase 1 and Dulles Airport. Therefore, the site is currently well served by public transit, even prior to the completion of the Silver Line Phase 2. The locations of bus stops/shelters immediately adjacent to the site are shown on Figure 5.

The following sections provide background information and analysis that support the requested parking reduction with respect to the Ordinance provision stated above and the recommendations of the Comprehensive Plan.

Transportation Demand Management (TDM)

A TDM program would provide additional parking reduction opportunities for the proposed office, retail, restaurant, as well as residents and visitors. A TDM program would decrease reliance on the personal automobile, which would reduce the number of parking spaces a project would need to supply. This is typically achieved by encouraging the use of transit, ridesharing,



Figure 5
Locations of Existing Bus Stops

Bus Stop



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bicycling, and walking. TDM is a general term for strategies that result in more efficient use of transportation resources. There are many different TDM strategies with a variety of impacts. Some improve the transportation options available to consumers, while others provide an incentive to choose more efficient travel patterns. Some reduce the need for physical travel through mobility substitutes or more efficient land use. TDM strategies can change travel timing, route, destination, or mode.

For projects in areas where transit may be used by patrons, non-auto vehicle trips may be significant. According to the Comprehensive Plan, vehicle trip reduction goals for office and residential uses are up to 45% for sites within ¼ mile from Metrorail and 40% for sites within ¼ to ½ mile from Metrorail. Elements of the TDM program to reduce the number of vehicles/trips may include, but limited to the following strategies below:

1. Property-wide TDM Program Management;
2. Dissemination of County/Regional Program Information;
3. Live-Work-Play Marketing;
4. Bicycle facilities and pedestrian connectivity;
5. Regular monitoring/reporting; and/or
6. Parking Management (e.g. instituting paid parking, unbundle the multi-family parking spaces by providing each new tenant an option to rent/own a parking space(s) at an additional cost)

Additionally, it is fundamentally critical that parking availability is limited to an appropriate level in order to encourage multi-modal transit usage and achieve this County target for the long-term.

This parking request however is not based on the requirements associated with the implementation of a transportation demand management program, but on the site's close proximity to a mass transit station. However, the provision of a TDM program will augment the site's ability to most efficiently manage and reduce parking demand.

Office Parking Reduction

As summarized in Table 1, of the total parking demand for the site, up to 2,062 parking spaces are necessary to serve the site office uses (a reduction of 326 spaces from the Code requirement prior to any further reduction due to shared parking), which represents an effective parking rate

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of 1.82 spaces per 1,000 square feet of gross floor area. This reduction is based on the site's proximity to mass transit.

The Comprehensive Plan text for the Reston TSAs provides parking rates for various non-residential land uses based on their proximity to planned Metrorail facilities, such as the Reston Town Center Metrorail Station. According to the Plan, the maximum parking rate for office uses should be 2.1 spaces per 1,000 GSF when located within one quarter mile of a Metrorail station. Therefore, the proposed office parking supply conforms to the recommendations of the Comprehensive Plan.

Furthermore, the Plan states that office vehicle trip reductions should range from 30% to 40% for office uses located between $\frac{1}{4}$ and $\frac{1}{2}$ miles from the transit station. The effective office parking rate of 1.82 spaces per 1,000 GSF represents a 30% reduction from the office parking rate required by Code outside of a TSA (2.6 spaces per 1,000 GSF).

Residential Parking Reduction

As summarized in Table 1, of the total parking demand for the site, up to 692 parking spaces are necessary to serve the site residential uses (a reduction of 115 spaces from the Code requirement prior to any further reduction due to shared parking). This parking demand represents an effective parking rate of 1.2 spaces per dwelling unit. The requested reduction is based on the site's proximity to mass transit.

With regard to parking for the residential uses, Wells + Associates first reviewed the parking ratios established for TOD's in Tysons Corner. Based on extensive research, the County determined that parking in the TOD Districts [of Tysons] should follow the experience of successful TOD areas around the Country by limiting the amount of parking near transit station areas. As a result, the parking ratios for multifamily residential units are based on bedrooms with both a minimum and maximum rate provided. Within a quarter mile of a Metrorail station, the residential parking rates for multifamily units are as follows:

Number of Bedrooms	Minimum Rate	Maximum Rate
0 – 1 Bedroom	1.0	1.3
2 Bedrooms	1.0	1.6
3+ Bedrooms	1.0	1.9

These rates are slightly higher on average than other areas. For example, the Florida Department of Transportation has developed TOD Design Guidelines to assist localities in developing projects that are supportive of transit investment. Based on those guidelines in an urban-general

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neighborhood within a half mile of a rail facility, the recommended maximum parking rate for residential uses is 1.5 spaces per unit. On average, this rate is less than the recommended rates for Tysons.

A review of a paper prepared by Jeffrey Tumlin and Adam Millard-Ball in 2006 for ITE (Parking for Transit-Oriented Development) cited changes to the Arlington Virginia zoning code in 2003 which employed parking maximums to encourage transit usage. The code distinguishes between shared and reserved spaces, which are discouraged. According to the code, residential units may be parked up to 2.0 spaces per unit and non-residential uses may be parked at up to 1.0 space per 1,000 GSF.

The proposed effective parking rates for the site residential uses are consistent with the local and national experience cited above.

Retail/Restaurant Parking Demand

As summarized in Table 1, no baseline parking demand reductions were applied to the retail and restaurant (>5,000 GSF) uses on the site. The baseline parking demand used in this parking analysis equates to the Code required parking for those uses which results in a demand of 410 spaces for the retail and restaurant components. However, as detailed later in this report, the Applicant intends to provide for shared parking among the various on-site uses which will result in a reduction in the parking supply since the complementary on-site uses will experience peak demands at different hours of a typical day.

Proximity to Transit Parking Reduction Summary

Based on the site's proximity to transit, the site's overall parking demand at full build out can be reduced by 441 parking spaces (a reduction of 12.2 percent) equating to an effective parking demand of 3,164 spaces prior to any further reductions due to shared parking among the complementary on-site uses.

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PARKING REDUCTION REQUEST

ARTICLE 11, SECTION 11-102.4.B; SHARED PARKING

In addition to reducing parking demand based on the site's proximity to transit, the Fairfax County Zoning Ordinance provides for a reduction in required off-street parking resulting from shared parking between different on-site land uses. Article 11, Section 11-102.4.B states:

"That the Board may, subject to conditions it deems appropriate, reduce the total number of parking spaces required by the strict application of this Part when the applicant has demonstrated to the Board's satisfaction that fewer spaces than those required by this Part will adequately serve two (2) or more uses by reason of the sum of the hourly parking demand of such uses and such reduction will not adversely affect the site or the adjacent area."

Shared parking, according to the Urban Land Institute (ULI) is defined as one parking space used "to serve two or more individual land uses without conflict or encroachment". The sharing of parking spaces is a phenomenon that has been occurring for decades in urban and suburban communities. Parking demand for different land uses have unique temporal distributions, allowing the same parking space to be occupied by the peak demand of different land uses throughout the day.

Urban Land Institute (ULI) Shared Parking Model

The Urban Land Institute (ULI) publication Shared Parking, 2nd edition has established a model and methodology for determining parking demand for various types of development. As identified in the Shared Parking 2nd Edition, parking requirements are calculated through the shared use analysis that includes the following steps:

1. Determine individual weekday peak parking ratios for each land use.
2. Determine the number of reserved parking spaces for each use.
3. Select time-of-day and monthly parking variation factors.
4. Calculate the hourly parking demand for weekdays for each month.

This methodology is especially useful in cases such as Reston Town Center West, where a single parking space may be used for office, shopping center uses, restaurants, residents, and visitors to the on-site residences. Because each land use within a development may experience a peak parking demand at different times of day or different months of the year relative to the other land uses on-site, the actual peak parking demand of the subject development may be less than if the peak parking demand of each land use was considered separately. For example, a sit-down

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restaurant (a.k.a. an eating establishment) tends to experience peak parking demand during the evening hours, while shopping center and office uses experience peak demand just after the noon hour. Residents and their visitors, in general, experience peak parking demands in the late afternoon to early morning hours during the week.

ULI provides base weekday and weekend hourly parking accumulations for individual land uses for the purpose of establishing a base peak parking demand. However, for purposes of this study, the baseline parking demand associated with each use was based on those calculated parking demands after applying the reductions for each use based on the site's proximity to transit as described in the previous section (see Table 1).

The ULI model applies various hourly, monthly and weekday/weekend adjustment factors to the parking demands of each land use. For informational purposes, these adjustment factor tables are provided in Attachment IV. A CD copy of the ULI Shared Parking model is enclosed with this report submission. The results of the shared parking analysis are summarized in Table 2.

Shared Parking Reduction Summary

As Table 2 indicates, the ULI shared parking model indicates that parking demand for the site at build out can be reduced by an additional 293 parking spaces (or a reduction of 8.1 percent), beyond the parking reduction associated with the site's proximity to transit. Because the ULI shared parking model results are predicated on the inclusion of residential uses and that the highest amount of sharing would occur between the residential and non-residential uses, the full benefit of shared parking would not be realized on the site until residential uses are developed. Therefore, the parking recommendations set forth later in this document distinguish between the presence and absence of residential uses.

PROPOSED PARKING RATES TO BE PROVIDED BY USE

As outlined herein, the parking reduction request is predicated on two provisions in the Zoning Ordinance: 1) Proximity to transit, and 2) Shared Parking. As a result, in order to determine the actual proposed parking rates to be provided on the site by use, a blended rate for each use was determined by first applying the effective parking demand rates outlined in Table 1 and applying an additional rate reduction based on the shared parking analysis.

Based on the ULI Shared Parking analysis model, the site will experience its peak demand on a weekday at 2:00 PM, which is coincident with the peak of the retail and office uses. By contrast, the residential use demand is substantially lower at that time, indicating that the parking supply otherwise available for residential uses will effectively serve the non-residential uses during

Table 2

Project: Reston Town Center West

Description:

BUILD OUT - SHARED PARKING DEMAND SUMMARY

PEAK MONTH: DECEMBER -- PEAK PERIOD: 2 PM, WEEKDAY

Land Use	Project Data Quantity Unit		Weekday			Weekend		
			Peak Hr Adj	Peak Mo Adj	Estimated Parking Demand	Peak Hr Adj	Peak Mo Adj	Estimated Parking Demand
			2 PM	December		7 PM	December	
Community Shopping Center (<400 ksf) Employee	80,400	sf GLA	1.00 1.00	1.00 1.00	222 55	0.75 0.80	1.00 1.00	167 44
Fine/Casual Dining Restaurant Employee	12,014	sf GLA	0.65 0.90	1.00 1.00	73 18	0.95 1.00	1.00 1.00	107 20
Residential, Rental, Shared Spaces Reserved	576	units sp/unit	0.70 1.00	1.00 1.00	424 0	0.97 1.00	1.00 1.00	587 0
Guest	576	units	0.20	1.00	17	1.00	1.00	87
Office >500 ksf Employee	1,132,522	sf GLA	1.00 1.00	1.00 1.00	150 1,912	0.00 0.00	1.00 1.00	0 0
ULI base data have been modified from default values.			Customer		462	Customer		361
			Employee		2409	Employee		651
			Reserved		0	Reserved		0
			Total		2871	Total		1012

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those periods. Therefore, the shared parking rate reductions were applied to the non-residential uses, but should only take effect upon the completion of the first residential building on the site.

Table 3 summarizes the application of the shared parking factors to the baseline effective parking demand rates shown in Table 1. The calculated parking supply rates summarized in Table 3 would result in the overall proposed parking supply of 2,871 spaces for the site at build out. These parking supply rates by use are listed as follows:

Prior to the Completion of the First Residential Building

- Office: 1.82 spaces per 1,000 GSF
- Retail: 3.44 spaces per 1,000 GSF
- Restaurant (>5,000 SF): 11 spaces per 1,000 GSF

Following Completion of the First Residential Building

- Residential: 1.20 spaces per unit
- Office: 1.70 spaces per 1,000 GSF
- Retail: 2.18 spaces per 1,000 GSF
- Restaurant (>5,000 SF): 6.50 spaces per 1,000 GSF

The ability for the site to accommodate the parking demand pursuant to the supply rates listed above is contingent on the ability to provide for shared parking amongst all uses without partitioned or reserved spaces. To that end, the Applicant should retain flexibility to unbundle parking from base residential rents to market its dwelling units without the cost of a parking space.

DEVELOPMENT/CONSTRUCTION PHASING

Ultimate build out is proposed to occur over various development/ construction phases. The phasing sequence is not established at this time and is subject to market conditions which will dictate site build out. Each development phase can be developed independently and would be served by the required minimum spaces as established by this parking reduction request with spaces provided on that block or in combination with spaces provided within the overall project. As a result, each phase of development will provide an effective site parking supply for those constructed uses during interim phases in accordance with parking reductions established herein and the Fairfax County Public Facilities Manual (PFM) including those provisions referencing the Virginia Uniform Statewide Building Code. Adherence to these provisions/conditions will be demonstrated at the time of site plan for each building phase.

Table 3
 Reston Town Center West
 Proposed Parking Supply Rates

Land Use	Size	Unit	Baseline Parking Rates (Proximity to Transit)		Shared Parking Factor (ULI Shared Parking) (1)		Parking Supply by Use		
			Effective Rate	Demand	Rate Reduction	Reduction	Supply Rate	Supply	Supply
Residential (0-1 Bedroom Units)	288	0-1 BR Units	1.20	Spaces per Unit 346	0	0	1.20	Spaces per Unit 346	346
Residential (2 Bedroom Units)	288	2 BR Units	1.20	Spaces per Unit 346	0	0	1.20	Spaces per Unit 346	346
Total Residential	576	DU		692		0			692
Office (Within 1/4 Mile of Metro)	724,477	GSF	1.82	Spaces per 1000 SF 1,319	(0.12)	(87)	1.70	Spaces per 1000 SF 1,232	1,232
Office (Outside 1/4 Mile of Metro)	408,045	GSF	1.82	Spaces per 1000 SF 743	(0.12)	(49)	1.70	Spaces per 1000 SF 694	694
Total Office	1,132,522	GSF		2,062		(136)			1,926
Restaurant (>5,000 GSF)	12,014	GSF (2)	11	Spaces per 1000 SF 133	(4.50)	(55)	6.50	Spaces per 1000 SF 78	78
Retail (Shopping Center)	80,400	GSF	3.44	Spaces per 1000 SF 277	(1.26)	(102)	2.18	Spaces per 1000 SF 175	175
TOTAL PARKING SPACES				3,164		(293)			2,871

Notes:

(1) Additional rate reductions based on Shared Parking should not be applied to the site uses until completion of the first residential building.

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IMPACT TO ADJACENT PROPERTIES

The parking demand associated with build out of the subject development as evaluated herein will be completely accommodated on the site. The Applicant has also committed to provide a comprehensive TDM program that will monitor and measure the project's traffic reduction goals. Additionally, as is typical in these types of parking reductions, the Applicant agrees to conduct a parking utilization study at the request of the Zoning Administrator. In summary, if the parking reduction request were granted, there would be no impact on the site or surrounding areas.

CONCLUSIONS

Based on the documentation provided herein, the following can be concluded:

1. Under a strict application of the Zoning Ordinance, 3,605 parking spaces would be required to accommodate the proposed site uses shown on the submitted development plan.
2. The Applicant is seeking an overall parking reduction of 20.4% (734 fewer parking spaces) for a total minimum of 2,871 parking spaces to serve the proposed site uses at site build out. This reduction is based on the site's proximity to the future Reston Town Center Metrorail station as well as the ability to provide for shared parking between the various on-site uses.
 - The site's proximity to transit can support a 12.2% parking reduction (or 441 fewer parking spaces).
 - The ULI shared parking model supports an additional 8.1% parking reduction (or 293 fewer parking spaces).
3. The programmed completion of the Reston Town Center Metrorail station is anticipated to occur before build-out of the subject Reston Town Center West development.
4. The location of the site in close proximity to the Reston Town Center Metrorail station (within ½ mile) and the planned design of the site as a transit-oriented development (TOD) will serve to reduce parking demand and attract users who will be inclined to choose non-auto modes of travel.
5. The Comprehensive Plan recommends that development applications within ½ mile from a Metrorail station should demonstrate that the amount of parking that is provided is sized to support the development.

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6. The Applicant reserves the right to adjust the number and/or location of the parking spaces at the time of each subsequent site plan. As shown in the CDP/FDP, individual buildings can be developed independently. Each site plan must demonstrate that parking for each building can be provided within the Property in accordance with the rates listed in the following section.
7. The Applicant should retain flexibility to unbundle parking from base residential rents to market its dwelling units without the cost of a parking space. Reserving or partitioning of the parking supply should be minimized in order to ensure that parking may be shared among all site uses.
8. Given the site's proximity to existing and future mass transit and the proposed mix of complementary uses, the 20.4% parking reduction requested by the Applicant should be supported.
9. The proposed parking reduction will not adversely affect the site or the adjacent area.

RECOMMENDED CONDITIONS

It is requested the Board approve the outlined parking reductions for the Project pursuant to Paragraphs 5 and 4.B of Section 11-102 of Article 11 (Zoning Ordinance) of The Code of the County of Fairfax, Virginia, based on an analysis of the parking requirements for each use on the site.

The following conditions are recommended with the subject request:

1. A total minimum number parking spaces must be maintained for all uses on the Property subject to the following parking ratios that are applied at each site plan submission:

Prior to Completion of the First Residential Building:

- Office Uses: 1.82 spaces per 1,000 GSF
- Restaurants $\geq 5,000$ GSF: 11.0 spaces per 1,000 GSF
 - Outdoor Seating Area (beyond 1st 32 seats, Restaurants $\geq 5,000$ GSF): 11.0 spaces per 1,000 GSF
- Shopping Center Retail/Restaurants $< 5,000$ GSF: 3.44 spaces per 1,000 GSF

Upon Completion of the First Residential Building:

- Residential Uses – Multiple Family: 1.20 spaces per unit
- Office Uses: 1.70 spaces per 1,000 GSF
- Restaurants $\geq 5,000$ GSF: 6.50 spaces per 1,000 GSF

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- Outdoor Seating Area (beyond 1st 32 seats, Restaurants ≥5,000 GSF): 6.50 spaces per 1,000 GSF
 - Shopping Center Retail/Restaurants <5,000 GSF: 2.18 spaces per 1,000 GSF
2. Any additional uses beyond those listed in Condition #1 shall provide parking at rates required by the Fairfax County Zoning Ordinance.
 3. The conditions of approval of this parking reduction must be incorporated into any site plan submitted to the Director of the Department of Public Works and Environmental Services (Director) for approval.
 4. At time of each site plan approval, the Applicant must demonstrate that based on the reduced parking rates approved by the Board; an adequate number of parking spaces will be provided for each phase of development and during each construction phase including any existing developed uses that will be occupied during construction. Construction period parking spaces may include valet/assisted, tandem and/or stacked parking spaces. Interim measures that may be necessary to accommodate any construction phase will be determined in consultation with, and subject to the approval of, the Director.
 5. The current owners, their successors or assigns of the parcels identified as Fairfax County 2018 Tax Map Parcels 17-3 ((1)) 28A, 28B, and 28C 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 being requested, the Director may require alternative measures to satisfy the property's on-site parking needs, which may include but not be limited to requiring all uses to comply with the full parking space requirements of the Zoning Ordinance.
 6. All parking utilization studies prepared in response to such a request shall be based on applicable requirements of the Code and the Zoning Ordinance in effect at the time of its submission.
 7. All parking provided must comply with the applicable requirements of Article 11 of the Zoning Ordinance and the Fairfax County Public Facilities Manual (PFM), including the provisions referencing the Americans with Disabilities Act (ADA) and the Virginia Uniform Statewide Building Code.
 8. These conditions of approval shall be binding on the current owners, successors, assigns and/or other applicants and shall 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 shall expire without notice six months from its approval date.