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RESTON LAND CORPORATION

Reston Town Center Rezoning

RZ 85-C-088

Pursuant to Section 15.1491(a) of the Code of Virginia (1950, as amended and 18-203 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and applicant, for itself and its successors or assigns (hereinafter collectively referred to as the "Applicant") proffer that the development of the parcels under consideration, shown on Fairfax County Tax Map 17-2-((1)) as Parcels 0011 and 0003 (hereinafter collectively referred to as the "Property") will be in accordance with the following conditions. These proffered conditions will be effective only if the Property is rezoned in accordance with the Applicant's request.

1. Development Plan. The 84.0296 acre Property will be developed as a mixed use center in conformity with the development plan filed with the application. The Property is identified on The Development Plan as The Urban Core of Town Center. The Development Plan prepared by Reston Land Corporation dated February 26, 1986 and revised July 18, 1986 consists of five sheets described as follows:

a) Master Plan - The Urban Core of Town Center is a highly integrated urban environment. The Master Plan shows the generalized location of the various buildings and their proposed uses. This is an overview of the interrelationship of all the components.

b) Phase I Development Plan - The Urban Core will evolve from an interim surface parked development into a decked parking environment. The Phase I Development Plan shows the proposed surface parking for Phase I. This surface parking will be landscaped.

c) Landscape Plan - The Urban Core will consist of a series of urban parks and a hierarchy of landscaping along the streets. The Landscape Plan shows the location of the urban parks, the continuity of the urban streetscapes throughout the Urban Core and the increased intensity of landscaping proposed for the highly pedestrian "Market Street". (All street names other than Reston Avenue and Town Center Parkway are illustrative.)

d) Pedestrian Circulation/Parking Garage Entrance-Exit Plan - The Urban Core will have a highly integrated pedestrian circulation pattern consisting of a hierarchy of pedestrian zones. The Pedestrian Circulation/Parking Garage-Exit Plan shows the primary and secondary circulation patterns, the pedestrian linkages to the surrounding area and the circulation from the parking structures to the buildings. It also shows the proposed entrances and exits from the parking structures.

e) Right of Way/Traffic Circulation Plan - The Urban Core will consist of an urban grid street pattern that will differentiate the Urban Core from the rest of Reston with its meandering streets. The Right of Way/Traffic Circulation Plan in general will establish the circulation pattern and the framework for the master plan.

The building locations, the height and bulk of buildings and their relationship to each other, the street network and the distribution of uses on the site will be in general conformity with the development plan; provided, however, that modifications in building footprints shall be permitted as may become necessary during architectural design and site engineering. No building shall exceed 275 feet in height. The total floor area ratio for office and commercial buildings shall not exceed a .95 floor area ratio or 3,465,000 square feet of total commercial space of which approximately 315,000 square feet shall be retail commercial, approximately 2,150,000 square feet shall be office space, and approximately 1,000,000 square feet shall be hotels. The amount of retail space shall be a minimum of 250,000 square feet. Should Applicant elect to increase the retail space in excess of 315,000 square feet, the amount of office and/or hotel shall be reduced by like amounts so as to maintain the 3,465,000 square foot total. Applicant reserves the right to elect to consider ground floor retail in the hotel as either hotel or retail space. The number of residential dwelling units shall not be fewer than 600. The dwelling units in this application shall be part of a commitment to include at least 1400 residential dwelling units, which include the 418 units in Jonathan's Keep, in the 460 acre Town Center Study Area, shown on the attached Exhibit A. Such dwelling units

shall be either for-sale or for-lease and shall not be included as part of the FAR calculation as set forth in Section 16-302(6) of the Zoning Ordinance of Fairfax County.

2. Northern Virginia Regional Trail (W.&O.D.). Subject to the approval of the Northern Virginia Regional Park Authority, the Applicant will construct at Applicant's expense grade separated street crossings of the W&OD trail at Town Center Parkway and South First Street. If Applicant is unable to secure the necessary approvals from The Northern Virginia Regional Park Authority, it shall be relieved of its obligation for such construction. Applicant will request that VDH&T and Fairfax County use their best efforts to assist in obtaining the necessary Park Authority approvals.

3. Parking. Parking will be provided in accordance with Fairfax County zoning ordinance requirements. Applicant may seek reductions in parking consistent with the zoning ordinance and subject to the Board of Supervisors' approval. Applicant will comply with the zoning ordinance parking requirements during conversion of interim surface parking lots to decked parking and commercial buildings.

4. Parking Garages. All parking garages shall be designed to include architectural features and building materials which will minimize the appearance of bulk. All set back areas shall be landscaped, including the exposed ground level perimeters of the parking garages, and top decks will include planters for vines or shrubs. All landscaping shall be submitted to the County Arborist for review and comment and shall be approved by the Architectural Review Board for the Property. As shown on the Development Plan, entrances and exits to garages will be so directed as not to impede traffic flows.

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

plans, Applicant will cause architectural renderings to be prepared for each building and approved by a Architectural Review Board for the Property. Copies of all approved renderings shall be submitted to the Fairfax County Planning Commission for review and comment concurrent with site plan review.

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

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

(b) create a Property Owners Association which will be empowered to collect from property owners funds to pay for the maintenance of private streets and ways, walkways, lighting, landscaping, street furniture, signs, fountains, and ponds and to support the art and cultural center, museum or exhibition/gallery to be constructed by Applicant.

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

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

8. Pedestrian Orientation. Applicant will promote and encourage easy pedestrian access to, from, and within the Property. This will include direct

linkages with nearby pathways and to the Northern Virginia Regional Trail. In addition, Applicant will facilitate pedestrian access across major roads through a variety of means including the creation of pedestrian crosswalks, the inclusion of pedestrian crossing lights at intersections and protected way stations in the medians where allowed by VDH&T.

9. Open Space. The Property will contain at least 15% of open space. As defined herein, open space shall include, but not be limited to, the urban streetscape, walkways, fountains, pedestrian plazas, parks, ponds, green space and all parking area landscaping.

10. Cultural Center. Applicant will construct at Applicant's expense an art and cultural center, museum or exhibition/gallery having a floor area of approximately 8,000 square feet. It may be a separate building or within a larger building. As part of the 8,000 square foot commitment, a separate room will be made available on a lease basis to Fairfax County for exhibits of County art and artifacts. This room may or may not be part of the art and cultural center, museum or exhibition/gallery at the discretion of Applicant.

11. Transportation Coordinator. Applicant will designate a Transportation Coordinator who will be available within sixty days of the issuance of the first building permit pursuant to this application. The Coordinator will be responsible for working with public and private transportation agencies and for developing the Transportation System Management (TSM) program for the Property.

Applicant will cause a TSM Coordinating Committee to be established for Reston. Employers in Reston will be represented on the committee. The committee will meet regularly and will promote the TSM program.

The Coordinator will serve as staff to the TSM Coordinating Committee. The Coordinator in conjunction with the committee will prepare a TSM Program covering the Property. It is anticipated that the program will include elements such as the following:

- a) Transportation Coordinator
- b) Parking Management Program
 - Preferential parking for ride-shares
 - Paid parking
 - Shared parking
 - Structured parking
 - No all day, on-street parking
- c) Participation in Fairfax County's Ridesharing Program
 - Computerized matching services
 - Ridesharing information kits for new employees
 - Ridesharing display maps and forms in each office building
- d) Promotion of Transit Services
 - Transit Information Center
 - Facilitation of time transfers between local and regional service
 - Mid-day shuttle bus service
- e) Provision for Bus Stops and Shelters Throughout the Town Center Study Area
- f) Designation of a Location in the Town Center Study Area for a Transit Center
- g) Sidewalk System Throughout the Town Center Study Area
- h) Connection to the W&OD Trail at Designated Sidewalks
- i) Grade Separation of W&OD Trail at Town Center Parkway and South First Street, subject to Park Authority approval
- j) Promotion of Staggered Work Hours Program and Flex-Time
- k) Provision for bicycle storage capable of accommodating at least 1.5 percent of all Property employees.
- l) Provision for a Kiss and Ride Center for a future Metrorail Station along the Dulles Airport Access Road.

The goal of the TSM Program is to achieve a staged reduction in the vehicular trip generation rates as the Property development occurs. The specific objective is to reduce by approximately 25 percent the office related trip generation rates defined in the ITE Trip Generation Manual by the buildout of the Town Center.

The Applicant will commit to a TSM program with a goal of achieving the 25 percent reduction in three phases. This will include a five percent reduction at the completion of occupancy for Phase 1, a 15 percent reduction at the completion of occupancy for Phase 2, and the full 25 percent reduction by the completion of occupancy for Phase 3 lease-up.

At the completion of occupancy for Phase I of the Development Plan dated July 18, 1986, the Applicant will conduct a traffic survey which fully describes the traffic characteristics of the developed portions of the Property. The traffic study will be submitted to the County for review. The results of the traffic study will be used to adjust the TSM program for the Phase II elements of the Property.

At the completion of occupancy for Phase II, the Applicant will conduct a traffic survey which fully describes the traffic characteristics of the developed portions of the Property. The traffic study will be submitted to the County for review. The results of the traffic study will form the basis for the continuation and refinement of the TSM program for Phase III.

12. Fairfax Parkway Reservation. Subject to VDH&T approval of the alignment of the Fairfax Parkway consistent with the Comprehensive Plan as denoted on the attached plats dated October, 1986, shown on the attached Exhibit B, and to VDH&T approval of the initial construction of the Parkway with at-grade intersections at Sunset Hills Road, the proposed East-West Connector Road and Baron Cameron Avenue, Applicant will dedicate or convey to VDH&T this 160' right-of-way for the Fairfax Parkway through Reston. Applicant will dedicate or

convey such right-of-way in phases as construction is commenced in accordance with the Comprehensive Plan. Said dedication will occur upon request by VDH&T and in a timely fashion so as not to impede construction.

13. Phase I Development. Phase I of the project will include the buildings shown on the Development Plan, dated February 26, 1986 and revised July 18, 1986. Phase I shall include up to 1,100,000 square feet of commercial and office space and 150 dwelling units. Applicant will construct at Applicant's expense the following road improvements as shown on Figure 11 of the Reston Town Center Transportation Study dated July 1986:

(a) construct a southbound to eastbound loop in the SW Quadrant of Reston Avenue and the Dulles Airport Access Road with relocation of the ramps in the SW and SE Quadrants, all subject to FAA approval.

(b) Construct a north bound left turn lane across the Reston Avenue Bridge over the Dulles Access Road, subject to FAA approval.

(c) Reconstruct Sunset Hills Road to a 4-lane divided section from Reston Avenue to Old Reston Avenue.

(d) Construct East-West Connector Road as a 4-lane divided section from Reston Avenue to Alley Street.

(e) Construct Vail Avenue as a 4-lane section from Reston Avenue to Alley Street.

Applicant will request that VDH&T use their best efforts to assist in obtaining the required FAA approvals. Applicant will make application to FAA for approval to construct the above mentioned improvements concurrent with the site plan approval process for the first building in Phase I. In the event FAA approvals do not occur within twenty-four (24) months of said application, Applicant will be allowed to continue with the orderly development of the Property.

All of the above described improvements will be required to be substantially completed prior to the issuance of an occupancy permit for the first commercial building in the Property that will bring the aggregate of gross building area above 1.2 million square feet, unless FAA approvals have not been granted in accordance with the above request for approval.

14. Fairfax Parkway Construction. At such time as VDH&T constructs the Fairfax Parkway bridge over the Dulles Airport Access Road, Applicant will construct the Fairfax Parkway to a 4-lane divided section between the north ramps of the access road and Sunset Hills Road, pursuant to Paragraph 12. Prior to the commencement of construction on this segment of the parkway, Applicant will dedicate, or cause to be dedicated, the 160' right-of-way from Sunset Hills Road to the southern boundary of the subdivision of Reston. This dedication will total approximately 17 acres. Applicant will also construct at Applicant's expense an at-grade signalized intersection at Sunset Hills Road and Fairfax Parkway. Applicant will also reserve property through the year 1995 for dedication to VDH&T in the northwest quadrant of this intersection for a future loop ramp to be built by others.

15. Phase II Development. During the second phase of development which will include up to 1,100,000 additional feet of commercial and office space and a cumulative total of not less than 300 dwelling units, Applicant will construct the following road improvements at Applicant's expense:

(a) Construct two additional lanes of Reston Avenue, one in either direction, from the Dulles Airport Access Road to Temporary Road.

(b) Construct the East-West Connector Road to a 4-lane divided section from Alley Street to Town Center Parkway.

(c) Construct Town Center Parkway to a 4-lane divided section from Bowman Town Drive to East-West Connector Road.

(d) Reconstruct the intersection at Baron Cameron Avenue and Reston Avenue.

Applicant will be required to substantially complete the above improvements prior to the issuance of an occupancy permit which will raise the cumulative total of commercial space in the Property above 2.4 million square feet.

16. Phase III Development. During the third phase of development which will include up to 1,065,000 feet of commercial and office space and a cumulative total of not less than 600 dwelling units, Applicant will construct at Applicant's expense the following road improvements as shown on Figure 11 of the Transportation Study dated July 1986:

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

(b) Widen the Reston Avenue Bridge over the Dulles Airport Access Road by adding an additional lane southbound, subject to FAA approval.

17. Signalization. Signalization will occur consistent with VDH&T standards and will be fully funded by Applicant.

18. Right of Way. Applicant will request that VDH&T and Fairfax County will use their best efforts to acquire right of way for widening of streets where Applicant does not own required land area.

19. Contributions by Others. Commitments by the Applicant for road improvements set forth herein are with the understanding that Fairfax County will reimburse Applicant for any contributions of other developers toward the above specified transportation improvements.

20. Housing Mix. Consistent with Reston's original goals, Applicant will promote a variety of high density urban housing with a mix of housing styles and ownership forms on the Property.

21. Day Care. Consistent with the Comprehensive Plan, Applicant will continue to make sites available on a for-sale basis at market rates for day care use in the Town Center Study Area.